

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Articles of Conversion of a Corporation to a Limited Liability Company

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Harry and David		06/29/2012	CORPORATION: OREGON

RECEIVING PARTY DATA

Name:	Harry and David, LLC
Street Address:	2500 S. Pacific Highway
City:	Medford
State/Country:	OREGON
Postal Code:	97501
Entity Type:	LIMITED LIABILITY COMPANY: OREGON

PROPERTY NUMBERS Total: 83

Property Type	Number	Word Mark
Registration Number:	2432069	ALWAYS APPROPRIATE, ALWAYS APPRECIATED
Registration Number:	2934459	AMERICA'S FAVORITE BUSINESS GIFTS
Registration Number:	3137115	ANY DAY CAN BE A CELEBRATION.
Registration Number:	1683344	BASKETS BY YOU
Registration Number:	0144343	BEAR CREEK
Registration Number:	1117905	BEAR CREEK
Serial Number:	77742627	BEAR CREEK ORCHARDS
Registration Number:	2091423	CALL YOUR MOM ON MAY 12 ... (BUT CALL US TODAY!)
Registration Number:	4050174	CHERRY-OH!
Registration Number:	1742002	CLUB MEDLEY
Registration Number:	3837909	CRISPY DELIGHTS
Registration Number:	2409346	EASY ENTERTAINING
Registration Number:	1708950	FAVORITES CLUB
Registration Number:	4042836	FRUIT OF THE MONTH

OP \$2090.00 2432069

Registration Number:	0905212	FRUIT-OF-THE-MONTH CLUB
Registration Number:	1159530	FRUIT-OF-THE-MONTH CLUB
Registration Number:	0386023	FRUIT-OF-THE-MONTH CLUB
Registration Number:	2677518	GIFT E-NOUNCEMENT
Registration Number:	3755942	GLIMMERS
Registration Number:	4043129	HAND PICKED. HAND PACKED. HAND SHAKE.
Registration Number:	2460142	HAPPY HOLIDAYS ARE OUR BUSINESS
Registration Number:	3262655	HARRY & DAVID
Registration Number:	4147257	HARRY & DAVID FOOD + WINE MERCHANTS
Registration Number:	3858091	HARRY & DAVID
Registration Number:	0400009	HARRY AND DAVID
Registration Number:	3305759	HARRY & DAVID'S MOOSE MUNCH
Registration Number:	1529034	HARRY AND DAVID
Registration Number:	0793717	HARRY AND DAVID
Registration Number:	1490371	HARRY AND DAVID'S
Registration Number:	2816557	HARVEST HOTLINE
Registration Number:	3634527	H&D GREEN PROMISE
Registration Number:	2718029	HEAVENLY HEARTS
Registration Number:	4010217	JUICY GIANT
Registration Number:	1696650	LIGHT SIZE CLUBS
Registration Number:	1664304	MAVERICK
Registration Number:	1671916	MERRY MIX-UP
Registration Number:	2758666	MOOSE CRUNCH
Registration Number:	2977625	MOOSE MUNCH
Registration Number:	2000672	MOOSE MUNCH
Registration Number:	3455455	MOOSE MUNCH
Registration Number:	3858124	MOOSE MUNCH
Registration Number:	3366707	MOOSE MUNCH-OF-THE-MONTH
Registration Number:	3480479	OFF THE PAGE
Registration Number:	3410795	OREGOLD
Registration Number:	3562297	OREGOLD
Registration Number:	0368755	OREGOLD
Registration Number:	3858123	OREGOLD
Registration Number:	1601683	ORIGINAL OREGON
Registration Number:	1062873	ROYAL BEURRE

	0343706	ROYAL RIVIERA
Registration Number:	3854818	ROYAL RIVIERA
Registration Number:	2624862	SO BIG AND JUICY, YOU EAT THEM WITH A SPOON
Registration Number:	2256132	SO EASY, IT PRACTICALLY SERVES ITSELF.
Registration Number:	1760420	THE FAVORITE
Registration Number:	2157770	THE LIGHT SIZE IS THE RIGHT SIZE
Registration Number:	1683115	TOWER OF CHOCOLATES
Registration Number:	0837603	TOWER OF TREATS
Registration Number:	1664305	TRIPLE TREAT
Registration Number:	1802945	VEGGIE CLUB
Registration Number:	0836816	WILD 'N RARE
Registration Number:	3598434	
Registration Number:	3660422	
Registration Number:	2176185	BLOOD'S HAMMOCK GROVES
Registration Number:	2061008	CUSHMAN HONEYBELLS
Registration Number:	3614981	CUSHMAN'S
Registration Number:	2228781	FLORIDA'S MOST PAMPERED FRUIT
Registration Number:	3471831	HONEYBELL KISSES
Registration Number:	3471844	HONEYBELLS SUPREME
Registration Number:	3471810	ROYAL TANDORA
Registration Number:	3475754	WHAT THE DEVIL IS THIS?
Registration Number:	1311329	WORLD'S ONLY LIMITED EDITION FRUIT
Registration Number:	3525503	YOUR FLORIDA SUNSHINE HAS ARRIVED
Registration Number:	3525502	YOUR JANUARY SUNSHINE HAS ARRIVED
Registration Number:	3923332	BECAUSE EVERYTHING BEGINS WITH BREAKFAST
Registration Number:	2241851	COCOA PLEASURES
Registration Number:	1903708	THE BIG DIFFERENCE IN ENGLISH MUFFINS
Registration Number:	2239636	W
Registration Number:	2140193	WAGNER'S
Registration Number:	2243589	WOLFERMAN'S A TRADITION OF FINE FOOD SINCE 1888
Registration Number:	2254234	WOLFERMAN'S A TRADITION OF FINE FOOD SINCE 1888
Registration Number:	2169739	WOLFERMAN'S
Registration Number:	2250942	WOLFERMAN'S
Registration Number:	3257597	WOLFERMAN'S

Fax Number: 5032202480

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: (503) 294-9584

Email: TM-PDX@STOEL.COM, pphartigan@stoel.com

Correspondent Name: Anne W. Glazer/Stoel Rives LLP

Address Line 1: 900 SW Fifth Avenue

Address Line 2: Suite 2600

Address Line 4: Portland, OREGON 97204

ATTORNEY DOCKET NUMBER:	61715-14
NAME OF SUBMITTER:	Patrick P. Hartigan, SR Paralegal
Signature:	/Patrick P. Hartigan/
Date:	08/10/2012

Total Attachments: 6

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CERTIFICATE

State of Oregon

OFFICE OF THE SECRETARY OF STATE
Corporation Division

I, KATE BROWN, Secretary of State of Oregon, and Custodian of the Seal of said State, do hereby certify:

That the attached copy of the
**Articles of
Conversion**
filed on
June 28, 2012
for
HARRY AND DAVID
with a stated effective date of
JUNE 29, 2012
converting and changing its name to
HARRY AND DAVID, LLC
is a true copy of the original document
that has been filed with this office.



In Testimony Whereof, I have hereunto set
my hand and affixed hereto the Seal of the
State of Oregon.

A handwritten signature in black ink, appearing to read "Kate Brown".

KATE BROWN, Secretary of State

June 28, 2012

May 22 2012 9:03AM

No. 6574 P. 1



Articles of Conversion - Business Entities

Secretary of State - Corporation Division - 255 Capital St. NE, Suite 151 - Salem, OR 97310-1327 - http://www.FilingOregon.com Phone: (503) 866-2200

JUN 28 2012

OREGON SECRETARY OF STATE

REGISTRY NUMBER: 043334-15

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record. We must release this information to all parties upon request and it will be posted on our website.

For office use only

Please Type or Print Legibly in Black Ink.

- 1) NAME OF BUSINESS ENTITY PRIOR TO CONVERSION:
Harry and David
- 2) TYPE OF BUSINESS ENTITY PRIOR TO CONVERSION:
Oregon Corporation
- 3) NAME OF BUSINESS ENTITY AFTER CONVERSION:
Harry and David, LLC
- 4) TYPE OF BUSINESS ENTITY AFTER CONVERSION:
Oregon Limited Liability Company
- 5) WILL THE CONVERTED ENTITY HAVE CONTINUED EXISTENCE IN OREGON? YES NO
- 6) IF NO, WHERE WILL THE JURISDICTION BE? _____
- 7) A COPY OF THE PLAN OF CONVERSION IS ATTACHED.

8) PROVIDE ADDITIONAL INFORMATION REQUIRED FOR NEW ENTITY TYPE

See the Articles of Organization of Harry and David, LLC attached to the Plan of Conversion.

The sole member of Harry and David, LLC will initially be Harry & David Holdings, Inc.

- 9) EXECUTION: (Must be signed by an officer or director for a corporation, a member or manager for a limited liability company, a general partner for a limited partnership, or a partner for a limited liability partnership.)
By my signature, I declare as an authorized authority, that this filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment or both.

Signature: _____

Printed Name:

Michael Schwindle

Title:

Chief Financial Officer and Secretary for Harry & David Holdings, Inc. (Member of Harry and David, LLC)

CONTACT NAME: (To resolve questions with this filing.)

HARRY AND DAVID, LLC



4333415-13564447

CNV

FEES

Domestic Required Processing Fee	\$100
Foreign Required Processing Fee	\$275
Confirmation Copy (Optional)	\$5

Processing Fees are nonrefundable. Please make check payable to "Corporation Division."

**PLAN OF CONVERSION
BY WHICH
HARRY AND DAVID
CONVERTS INTO
HARRY AND DAVID, LLC**

THIS PLAN OF CONVERSION (this "Plan") shall become effective at 12:01 a.m. PDT on June 29, 2012 (the "Effective Time") and provides for the conversion of Harry and David (the "Converting Corporation") from an Oregon corporation to an Oregon limited liability company to be known as Harry and David, LLC (the "Company") pursuant to the provisions of Sections 60.472 and 63.470 of the OREGON REVISED STATUTES and in accordance with this Plan (the "Conversion").

RECITALS

WHEREAS the Converting Corporation is a corporation organized and existing under the laws of the State of Oregon and is a wholly owned subsidiary of Harry & David Holdings, Inc., a Delaware corporation ("Holdings"); and

WHEREAS the Board of Directors of the Converting Corporation has adopted, and Holdings, as the sole shareholder of the Converting Corporation, has approved, this Plan;

NOW, THEREFORE, the Converting Corporation shall be converted and reorganized as a limited liability company upon the following terms and conditions:

PLAN

1. **Name.** The name of the limited liability company into which the Converting Corporation will be converted is "Harry and David, LLC".

2. **Conversion.**

(a) At the Effective Time and by virtue of the filing of Articles of Conversion (with a copy of this Plan attached thereto) with the office of the Oregon Secretary of State in accordance with Sections 60.474 and 63.473 of the OREGON REVISED STATUTES, the Converting Corporation shall be converted to the Company in the Conversion.

(b) At the Effective Time, and without any further action, all issued and outstanding shares of the Converting Corporation's common stock, which shares are registered in the name of the Sole Shareholder, shall be converted into the sole membership interest in the Company (as more fully detailed in the proposed operating agreement of the Company) and registered in the name of Holdings, as sole member (the "Member"), and such shares of the Converting Corporation's common stock shall cease to exist.

(c) Effective upon the Conversion, the Company shall be governed by the (i) Articles of Organization attached hereto as Exhibit A, this Plan and the Articles of Conversion and (ii) the operating agreement of the Company entered into in connection with the Conversion by the Member.

3. Effective Time. The Conversion shall become effective upon filing of Articles of Conversion with the Oregon Secretary of State.

4. Management. At the Effective Time, management of the Company shall be vested with the Member.

5. Officers. At the Effective Time, the duly appointed Officers of the Converting Corporation shall become duly appointed Officers of the Company (as more fully detailed in the proposed operating agreement of the Company).

6. Effect of Conversion.

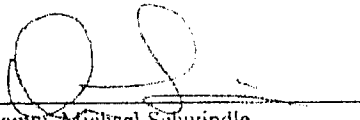
(a) At the Effective Time, all of the rights, privileges, obligations, liabilities and duties of the Converting Corporation; all property of the Converting Corporation, whether real, personal or mixed; all debts of whatever nature owed to the Converting Corporation; and all other things and causes of action of the Converting Corporation shall be vested in the Company and thereafter attach to the Company without further notice or action.

(b) The Converting Corporation shall not be required to wind up its affairs, pay its liabilities or distribute its assets. The Conversion shall constitute a continuation of the existence of the Converting Corporation in the form of the Company.

(c) The Converting Corporation and the Company shall be the same entity.

[signature page follows]

HARRY AND DAVID

By: 
Name: Michael Schwindle
Title: Chief Financial Officer and Secretary

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TRADEMARK
REEL: 004839 FRAME: 0548

043334-15

Exhibit A

**ARTICLES OF ORGANIZATION
OF
HARRY AND DAVID, LLC**

ARTICLE I

The name of the limited liability company is "Harry and David, LLC" (the "Company").

ARTICLE II

The Company shall have perpetual existence.

ARTICLE III

The Oregon registered office is 285 Liberty St. NE Suite 370, Salem, Oregon 97301, and the agent for service of process on the Company at such location is Corporation Service Company.

ARTICLE IV

The address where the Division may mail notices is 285 Liberty St. NE Suite 370, Salem, Oregon 97301.

ARTICLE V

The Company shall be member-managed by one or more members.

ARTICLE VI

To the fullest extent the Oregon Limited Liability Company Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of liability of members, a member shall not be liable to the Company or any other member for monetary damages for conduct as a member. Any amendment to or repeal of this Article VI shall not adversely affect any right or protection of a member for or with respect to any acts or omissions of such member occurring prior to such amendment or repeal.

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TRADEMARK

RECORDED: 08/10/2012

REEL: 004839 FRAME: 0549