

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
FTD.COM INC.		07/17/2013	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Bank of America, N.A., as Administrative Agent		
Street Address:	1455 Market St., 5th Floor		
City:	San Francisco		
State/Country:	CALIFORNIA		
Postal Code:	94103		
Entity Type:	national banking association: UNITED STATES		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2619889	FLOWERS U S A	
Registration Number:	1779145	FLOWERS DIRECT	
CORRESPONDENCE DATA			
Fax Number:	9192868199		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	9192868118		
Email:	pto_tmconfirmation@mvalaw.com		
Correspondent Name:	Moore & Van Allen PLLC		
Address Line 1:	430 Davis Drive		
Address Line 2:	Suite 500		
Address Line 4:	Morrisville, NORTH CAROLINA 27560		
ATTORNEY DOCKET NUMBER:	017625-4833 JES		
NAME OF SUBMITTER:	John E. Slaughter		
Signature:	/John E. Slaughter/		

OP \$65.00 2619889

TRADEMARK

Date:

07/17/2013

Total Attachments: 4

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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security and Pledge Agreement dated as of July 17, 2013 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the benefit of the holders of the Secured Obligations referenced therein, to secure the prompt payment and performance in full when due, whether by lapse of time, acceleration, mandatory prepayment or otherwise, of the Secured Obligations, the undersigned Obligor has granted to the Administrative Agent, for the benefit of the holders of the Secured Obligations, a continuing security interest in any and all right, title and interest of such Obligor in and to the Trademarks (as defined in the Agreement) whether now owned or existing or owned, acquired, or arising hereafter, including the United States registered trademarks and trademark applications shown below. Capitalized terms used and not otherwise herein shall have the meanings ascribed to such terms in the Agreement.

TRADEMARKS

Trademark No.

Trademark

Date of Trademark

See Schedule 1 attached hereto

The undersigned Obligor and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the foregoing trademarks (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark. This Notice of Grant of Security Interest in Trademarks is made in conjunction with the security interest granted to the Administrative Agent pursuant to the Agreement.

Very truly yours,

FTD.COM INC.,
a Delaware corporation

By: Becky A. Sheehan

Name: Becky A. Sheehan

Title: Executive Vice President and Chief Financial
Officer

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: Anthea Del Bianco

Name: Anthea Del Bianco

Title: Vice President

FTD COMPANIES, INC.
INTERFLORA BRITISH UNIT
NOTICE OF GRANT OF SECURITY INTEREST - TRADEMARKS

TRADEMARK
REEL: 005072 FRAME: 0558

Schedule 1

**FTD.com, Inc.
(Delaware Corporation)**

U.S. Trademarks

Registered Marks

Mark	Reg. No.	Reg. Date
FLOWERS U S A and Design	2619889	09/17/02
FLOWERS DIRECT	1779145	06/29/93