

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM321999

| | | | |
|-----------------------------------|--|--|-----------------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | SECURITY INTEREST | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Harry and David, LLC | | 09/30/2014 | LIMITED LIABILITY COMPANY: OREGON |
| RECEIVING PARTY DATA | | | |
| Name: | JPMorgan Chase Bank, N.A., as Administrative Agent | | |
| Street Address: | 10 S. Dearborn, 7th Floor | | |
| City: | Chicago | | |
| State/Country: | ILLINOIS | | |
| Postal Code: | 60603 | | |
| Entity Type: | National Banking Association: UNITED STATES | | |
| PROPERTY NUMBERS Total: 81 | | | |
| 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 | |
| Registration Number: | 4292595 | BEAR CREEK ORCHARDS | |
| Registration Number: | 3923332 | BECAUSE EVERYTHING BEGINS WITH BREAKFAST | |
| Registration Number: | 2176185 | BLOOD'S HAMMOCK GROVES | |
| Registration Number: | 2091423 | CALL YOUR MOM ON MAY 12 ... (BUT CALL US | |
| Registration Number: | 4050174 | CHERRY-OH! | |
| Registration Number: | 1742002 | CLUB MEDLEY | |
| Registration Number: | 2241851 | COCOA PLEASURES | |
| Registration Number: | 3837909 | CRISPY DELIGHTS | |
| Registration Number: | 2061008 | CUSHMAN HONEYBELLS | |
| Registration Number: | 3614981 | CUSHMAN'S | |
| Registration Number: | 2409346 | EASY ENTERTAINING | |
| Registration Number: | 1708950 | FAVORITES CLUB | |
| Registration Number: | 2228781 | FLORIDA'S MOST PAMPERED FRUIT | |
| TRADEMARK | | | |

CH \$2040.00 2432069

| Property Type | Number | Word Mark |
|----------------------|----------|---------------------------------------|
| Registration Number: | 4042836 | FRUIT OF THE MONTH |
| 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: | 3858091 | HARRY & DAVID |
| Registration Number: | 4147257 | HARRY & DAVID FOOD + WINE MERCHANTS |
| Registration Number: | 0400009 | HARRY AND DAVID |
| 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: | 3471831 | HONEYBELL KISSES |
| Registration Number: | 3471844 | HONEYBELLS SUPREME |
| Registration Number: | 4010217 | JUICY GIANT |
| Registration Number: | 1696650 | LIGHT SIZE CLUBS |
| Registration Number: | 1664304 | MAVERICK |
| Registration Number: | 1671916 | MERRY MIX-UP |
| Serial Number: | 86204075 | MOOSE CRUNCH |
| Registration Number: | 2977625 | MOOSE MUNCH |
| Registration Number: | 2000672 | MOOSE MUNCH |
| Registration Number: | 3366707 | MOOSE MUNCH-OF-THE-MONTH |
| Registration Number: | 3455455 | MOOSE MUNCH |
| Registration Number: | 3858124 | MOOSE MUNCH |
| 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 |
| Registration Number: | 0343706 | ROYAL RIVIERA |
| Registration Number: | 3854818 | ROYAL RIVIERA |

TRADEMARK

| Property Type | Number | Word Mark |
|----------------------|---------|--|
| Registration Number: | 3471810 | ROYAL TANDORA |
| Registration Number: | 2624862 | SO BIG AND JUICY, YOU EAT THEM WITH A SP |
| Registration Number: | 2256132 | SO EASY, IT PRACTICALLY SERVES ITSELF. |
| Registration Number: | 1903708 | THE BIG DIFFERENCE IN ENGLISH MUFFINS |
| 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: | 2239636 | W |
| Registration Number: | 2140193 | WAGNER'S |
| Registration Number: | 3475754 | WHAT THE DEVIL IS THIS? |
| Registration Number: | 0836816 | WILD 'N RARE |
| Registration Number: | 2169739 | WOLFERMAN'S |
| Registration Number: | 2250942 | WOLFERMAN'S |
| Registration Number: | 3257597 | WOLFERMAN'S |
| Registration Number: | 2243589 | WOLFERMAN'S A TRADITION OF FINE FOOD SIN |
| Registration Number: | 2254234 | WOLFERMAN'S A TRADITION OF FINE FOOD SIN |
| 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: | 3598434 | |
| Registration Number: | 3660422 | |

CORRESPONDENCE DATA

Fax Number: 2124552502

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

Phone: (212) 455-3605

Email: ksolomon@stblaw.com

Correspondent Name: Genevieve Dorment, Esq.

Address Line 1: Simpson Thacher & Bartlett LLP

Address Line 2: 425 Lexington Avenue

Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER: 509265/1422

NAME OF SUBMITTER: Genevieve Dorment

SIGNATURE: /gd/

DATE SIGNED: 11/03/2014

Total Attachments: 9

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Execution Copy

GRANT OF
SECURITY INTEREST IN TRADEMARK RIGHTS

This GRANT OF SECURITY INTEREST IN TRADEMARK RIGHTS ("Agreement"), effective as of September 30, 2014 is made by HARRY AND DAVID, LLC, an Oregon limited liability company, located at 2500 S. Pacific Highway, Medford, OR, 97501 (the "Grantor"), in favor of JPMORGAN CHASE BANK, N.A., as Administrative Agent (the "Agent") for the several banks and other financial institutions (the "Lenders"), parties to the Credit Agreement, dated as of September 30, 2014 (as modified and supplemented and in effect from time to time, the "Credit Agreement"), among Borrower, each of the other grantors party thereto, the Lenders, and the Agent.

WITNESSETH:

WHEREAS, pursuant to the Credit Agreement, the Lenders have severally agreed to make extensions of credit to the Borrower upon the terms and subject to the conditions set forth therein; and

WHEREAS, in connection with the Credit Agreement, the Grantor has executed and delivered a Security Agreement, dated as of September 30, 2014, in favor of the Agent (together with all amendments and modifications, if any, from time to time thereafter made thereto, the "Security Agreement");

WHEREAS, pursuant to the Security Agreement, the Grantor pledged and granted to the Agent, for the benefit of the Agent and the Lenders, a continuing security interest in all Intellectual Property, including the Trademark Collateral; and

WHEREAS, the Grantor has duly authorized the execution, delivery and performance of this Agreement;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and in order to induce the Lenders to make Loans and other financial accommodations to the Borrower pursuant to the Credit Agreement, the Grantor agrees, for the benefit of the Agent and the Lenders, as follows:

SECTION 1. Definitions. Unless otherwise defined herein or the context otherwise requires, terms used in this Agreement, including its preamble and recitals, have the meanings provided or provided by reference in the Credit Agreement and the Security Agreement.

SECTION 2. Grant of Security Interest. The Grantor hereby pledges and grants a continuing security interest in all of the Grantor's right, title and interest in, to and under the Trademark Collateral, including the Trademarks listed on Schedule A hereto (collectively, the "Collateral") to the Agent for the benefit of the Agent and the Lenders to secure payment, performance and observance of the Obligations. Notwithstanding the foregoing, the Collateral does not and shall not include any Excluded Trademarks.

SECTION 3. Purpose. This Agreement has been executed and delivered by the Grantor for the purpose of recording the grant of security interest herein with the United States Patent and Trademark Office. The security interest granted hereby has been granted to the Lenders in connection with the Security Agreement and is expressly subject to the terms and conditions thereof. The Security Agreement (and all rights and remedies of the Agent and the Lenders thereunder) shall remain in full force and effect in accordance with its terms.

SECTION 4. Acknowledgment. The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Agent and the Lenders with respect to the security interest in the Collateral granted hereby are more fully set forth in the Credit Agreement and the Security Agreement, the terms and provisions of which (including the remedies provided for therein) are incorporated by reference herein as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the terms of the Security Agreement, the terms of the Security Agreement shall govern.

Execution Copy

SECTION 5. Counterparts. This Agreement may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one and the same original.

(Remainder of the page intentionally left blank)

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

HARRY AND DAVID, LLC

By: 

Name: Michael Schwindle

Title: Chief Financial Officer

Date: September 30, 2014

[Signature Page to Grant of Security Interest in Trademark Rights]

TRADEMARK
REEL: 005392 FRAME: 0972

Acknowledged and Agreed:

JPMORGAN CHASE BANK, N.A.,
as Administrative Agent for the Lenders

By: 

Name:

Title:

Date:

ALICIA T. SCHREIBSTEIN
VICE PRESIDENT

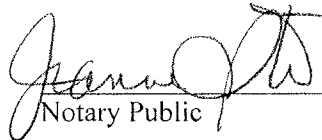
[Signature Page to Grant of Security Interest in Trademark Rights]

TRADEMARK
REEL: 005392 FRAME: 0973

ACKNOWLEDGMENT OF OBLIGOR

STATE OF New York)
) ss
COUNTY OF New York)

On the 29th day of September, 2014, before me personally came Michael Schwindle who is personally known to me to be the CFO of HARRY AND DAVID, LLC, an Oregon limited liability company; who, being duly sworn, did depose and say that she/he is the CFO in such limited liability company, the company described in and which executed the foregoing instrument; that she/he executed and delivered said instrument pursuant to authority given by the Member of such company; and that she/he acknowledged said instrument to be the free act and deed of said company.


Notary Public

(PLACE STAMP AND SEAL ABOVE)

Jeanne Incontrera
Notary Public, State of New York
No. 01IN4934765
Qualified in Kings County
Commission Expires July 29, 2017

ACKNOWLEDGMENT OF ADMINISTRATIVE AGENT

STATE OF *New York*)
COUNTY OF *New York*)^{ss}

On the 30th day of September, 2014, before me personally came Alicia Schreiber, who is personally known to me to be the Vice President of JPMORGAN CHASE BANK, N.A., a national banking association; who, being duly sworn, did depose and say that she/he is the Vice President in such national banking association, the national banking association described in and which executed the foregoing instrument; that she/he executed and delivered said instrument pursuant to authority given by the Board of Directors of such national banking association; and that she/he acknowledged said instrument to be the free act and deed of said national banking association.

ERIC DAN J. FITZPATRICK
Notary Public, State of New York
No. 0110090000
Qualified in New York County
Commission Expires Nov. 12, 2017


Brandon Fitzpatrick

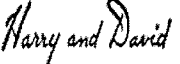
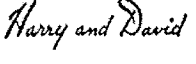

Notary Public






(PLACE STAMP AND SEAL ABOVE)

Schedule A

U.S. Trademark Registrations and Applications

| Jurisdiction | Mark Name | Reg. No./App. No. | Status |
|---------------------|---|--------------------------|---------------|
| USA | ALWAYS APPROPRIATE, ALWAYS APPRECIATED | 2,432,069 | Registered |
| USA | AMERICA'S FAVORITE BUSINESS GIFTS | 2,934,459 | Registered |
| USA | ANY DAY CAN BE A CELEBRATION. | 3,137,115 | Registered |
| USA | BASKETS BY YOU | 1,683,344 | Registered |
| USA | BEAR CREEK | 144,343 | Registered |
| USA | BEAR CREEK | 1,117,905 | Registered |
| USA | BEAR CREEK ORCHARDS | 4,292,595 | Registered |
| USA | BECAUSE EVERYTHING BEGINS WITH BREAKFAST | 3,923,332 | Registered |
| USA |  | 2,176,185 | Registered |
| USA | CALL YOUR MOM ON MAY 12 ... (BUT CALL US TODAY!) | 2,091,423 | Registered |
| USA | CHERRY-OH! | 4,050,174 | Registered |
| USA | CLUB MEDLEY | 1,742,002 | Registered |
| USA | COCOA PLEASURES | 2,241,851 | Registered |
| USA | CRISPY DELIGHTS | 3,837,909 | Registered |
| USA | CUSHMAN HONEYBELLS | 2,061,008 | Registered |
| USA | CUSHMAN'S | 3,614,981 | Registered |
| USA | EASY ENTERTAINING | 2,409,346 | Registered |
| USA | FAVORITES CLUB | 1,708,950 | Registered |
| USA | FLORIDA'S MOST PAMPERED FRUIT | 2,228,781 | Registered |
| USA |  | 4,042,836 | Registered |
| USA | FRUIT-OF-THE-MONTH CLUB | 905,212 | Registered |
| USA | FRUIT-OF-THE-MONTH CLUB | 1,159,530 | Registered |
| USA | <i>Fruit-of-the-Month Club</i> | 386,023 | Registered |
| USA | GIFT E-NOUNCEMENT | 2,677,518 | Registered |
| USA | GLIMMERS | 3,755,942 | Registered |

| Jurisdiction | Mark Name | Reg. No./App. No. | Status |
|--------------|---|-------------------|------------|
| USA | HAND PICKED. HAND PACKED. HAND SHAKE. | 4,043,129 | Registered |
| USA | HAPPY HOLIDAYS ARE OUR BUSINESS | 2,460,142 | Registered |
| USA | HARRY & DAVID | 3,262,655 | Registered |
| USA | HARRY & DAVID | 3,858,091 | Registered |
| USA | HARRY & DAVID FOOD + WINE MERCHANTS | 4,147,257 | Registered |
| USA | HARRY AND DAVID | 400,009 | Registered |
| USA |  | 1,529,034 | Registered |
| USA |  | 793,717 | Registered |
| USA | HARRY AND DAVID'S | 1,490,371 | Registered |
| USA | HARVEST HOTLINE | 2,816,557 | Registered |
| USA |  | 3,634,527 | Registered |
| USA | HEAVENLY HEARTS | 2,718,029 | Registered |
| USA | HONEYBELL KISSES | 3,471,831 | Registered |
| USA | HONEYBELLS SUPREME | 3,471,844 | Registered |
| USA | JUICY GIANT | 4,010,217 | Registered |
| USA | LIGHT SIZE CLUBS | 1,696,650 | Registered |
| USA | MAVERICK | 1,664,304 | Registered |
| USA | MERRY MIX-UP | 1,671,916 | Registered |
| USA | MOOSE CRUNCH | 86/204075 | Pending |
| USA | MOOSE MUNCH | 2,977,625 | Registered |
| USA | MOOSE MUNCH | 2,000,672 | Registered |
| USA | MOOSE MUNCH | 3,366,707 | Registered |
| USA | MOOSE MUNCH | 3,455,455 | Registered |
| USA | MOOSE MUNCH | 3,858,124 | Registered |
| USA | OFF THE PAGE | 3,480,479 | Registered |
| USA | OREGOLD | 3,410,795 | Registered |
| USA | OREGOLD | 3,562,297 | Registered |
| USA | OREGOLD | 368,755 | Registered |
| USA | OREGOLD | 3,858,123 | Registered |
| USA | ORIGINAL OREGON | 1,601,683 | Registered |
| USA | ROYAL BEURRE | 1,062,873 | Registered |
| USA | ROYAL RIVIERA | 343,706 | Registered |
| USA | ROYAL RIVIERA | 3,854,818 | Registered |
| USA | ROYAL TANDORA | 3,471,810 | Registered |
| USA | SO BIG AND JUICY, YOU EAT THEM WITH A SPOON | 2,624,862 | Registered |

| Jurisdiction | Mark Name | Reg. No./App. No. | Status |
|--------------|---|-------------------|------------|
| USA | SO EASY, IT PRACTICALLY SERVES ITSELF | 2,256,132 | Registered |
| USA | THE BIG DIFFERENCE IN ENGLISH MUFFINS | 1,903,708 | Registered |
| USA | THE FAVORITE | 1,760,420 | Registered |
| USA | THE LIGHT SIZE IS THE RIGHT SIZE | 2,157,770 | Registered |
| USA | TOWER OF CHOCOLATES | 1,683,115 | Registered |
| USA | TOWER OF TREATS | 837,603 | Registered |
| USA | TRIPLE TREAT | 1,664,305 | Registered |
| USA |  | 2,239,636 | Registered |
| USA | WAGNER'S | 2,140,193 | Registered |
| USA | WHAT THE DEVIL IS THIS? | 3,475,754 | Registered |
| USA | WILD 'n RARE | 836,816 | Registered |
| USA | WOLFERMAN'S | 2,169,739 | Registered |
| USA | WOLFERMAN'S | 2,250,942 | Registered |
| USA | WOLFERMAN'S | 3,257,597 | Registered |
| USA |  | 2,243,589 | Registered |
| USA |  | 2,254,234 | Registered |
| USA | WORLD'S ONLY LIMITED EDITION FRUIT | 1,311,329 | Registered |
| USA | YOUR FLORIDA SUNSHINE HAS ARRIVED | 3,525,503 | Registered |
| USA | YOUR JANUARY SUNSHINE HAS ARRIVED | 3,525,502 | Registered |
| USA |  | 3,598,434 | Registered |
| USA |  | 3,660,422 | Registered |