

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	Release of Security Interest
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Comerica Bank	Comerica Bank - California	11/05/2003	Chartered Bank: MICHIGAN

RECEIVING PARTY DATA	
Name:	Proflowers, Inc.
Street Address:	5005 Wateridge Vista Drive
Internal Address:	2nd Floor
City:	San Diego
State/Country:	CALIFORNIA
Postal Code:	92121
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 3		
Property Type	Number	Word Mark
Registration Number:	2313428	
Registration Number:	2476976	PROFLOWERS
Registration Number:	2492495	FRESHNESS FACTOR

CORRESPONDENCE DATA	
Fax Number:	(858)509-4010
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(858) 509-4006
Email:	sdipdocket@pillsburywinthrop.com
Correspondent Name:	Pillsbury Winthrop LLP
Address Line 1:	11682 El Camino Real
Address Line 2:	Suite 200
Address Line 4:	San Diego, CALIFORNIA 92130

ATTORNEY DOCKET NUMBER:	02211.000074
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NAME OF SUBMITTER:	Gabrielle A. Holley
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Total Attachments: 7

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**RELEASE OF SECURITY INTEREST IN
INTELLECTUAL PROPERTY**

THIS RELEASE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY (“Release”) is made as of November 5, 2003, by Comerica Bank (“Secured Party”), in favor of Proflowers, Inc. (“Company”).

WITNESSETH:

WHEREAS, Company executed that certain Intellectual Property Security Agreement, dated as of January 31, 2002 (“Security Agreement”), pursuant to which Company granted a security interest to Secured Party in, among other things, certain intellectual property owned by Company; and,

WHEREAS, said Security Agreement was recorded with the Assignment Branch of the Library of Congress Copyright Office on May 7, 2003 at Volume/Page: 3490/421 for copyrights, and of the United States Patent and Trademark Office on February 20, 2002 at Reel/Frame: 002457/0962 for trademarks, and March 4, 2002 at Reel/Frame: 012685/0860 for patents; and,

WHEREAS, Company has satisfied its obligations under the Security Agreement; and,

WHEREAS, Secured Party has agreed to release all its rights in the collateral secured by the Security Agreement, including, without limitation, the copyrights, trademarks and patents listed on Exhibits A through D attached hereto and covered by the Security Agreement (collectively, the “Released Collateral”), and to reconvey any and all rights it may have in the Released Collateral to Company:

NOW, THEREFORE, for good and value consideration, receipt of which is hereby acknowledged, the Parties agree as follows:

1. All security interests granted pursuant to the Security Agreement are hereby released. Secured Party hereby reconveys to Company, without recourse or warranty, all Secured Party’s right, title, claim and interest in and to the Released Collateral, all proceeds thereof, all rights corresponding thereto including but not limited to all renewals, and extensions thereof, and the recordings and applications therefor.

2. This Release may be executed in two counterparts, each of which shall be deemed to be an original and all such counterparts shall constitute but one and the same instrument.

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Agreed to as of the date first written above:

COMERICA BANK,

By: SRJA

Name: Scott R Fartz

Title: VP

PROFLOWERS, INC.,

By: WMA

Name: William Strauss

Title: CEO

EXHIBIT A

Copyrights of Borrower

On July 24, 1998, the Company obtained a registered copyright for the Company's stylized design of a flower, which copyright was published on April 6, 1998. The Registration Number is VA 938 394.

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EXHIBIT B

Assignable Licenses of Borrower

None

EXHIBIT C

Patents of Borrower

- Title: "Computerized Control System Located At An Order Center For Shipping Product From A Remotely Located Distribution Center"

- o U.S. Application No. 09/149,650
- o Currently rejected

- Title: "Generating A Courier Shipping Label Or The Like, Including An Ornamental Graphic Design, At A Non-Courier Printer"

- o U.S. Application No. 09/847,644
- o Pending

EXHIBIT D

Trademarks of Borrower

U.S. Trademarks:

- "Design Only"
 - o Registration No. 2,313,428
- "Flower Design"
 - o Registration No. 75/518,323
- "Proflowers"
 - o Application No. 75/517,316
- "Freshness Factor"
 - o Application No. 76134107

Foreign Trademarks:

All for the trademark "Proflowers":

<u>Country</u>	<u>Registration No.</u>
New Zealand	610541
Mexico	626795
CTM (European Union)	1039635
Japan	4380076
Switzerland	479981
Australia	827599
Brazil	Application pending

EXHIBIT D (continued)

Domain Names

The Company has registered the following domain names:

betterflower(s).com	blueegifts.com
bruleechocolate.com	flowerglobe.com
niceflower(s).com	procoint.com
procointl.com	proflores.com
proflores.net	proflores.org
pro-flor.com	pro-flower(s).com
proflorist(s).com	profloewer.net
proflowers.net	proflowersource.com
profower.com	profowers.com
profreshflowers.com	prolilies.com
prolily.com	propastries.com
propastry.com	proplants.com
prostreak.com	protulip.com
protulips.com	prosoaps.com
thenitelife.com	yourgrower.net

In addition, the Company has also registered the following domain names (all with .com, .org., and .net suffixes):

Profolwer	profolwers
Profloewr	profloewrs
Proflowre	proflowres
Prflower	prflowers
Poflower	poflowers
Proflwr	proflowrs
Proflour	proflours
Proflowercom	proflowerscom
Wwwproflower	wwwproflowers