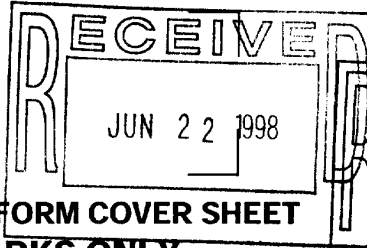


FORM Expires 06/ OMB 0651-

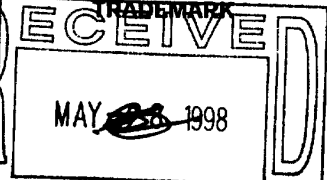
06-29-1998



100749071



U.S. Department of Commerce Patent and Trademark Office



RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

MRD 6-19-98

Submission Type

- New
- Resubmission (Non-Recordation) Document ID # _____
- Correction of PTO Error Reel # _____ Frame # _____
- Corrective Document Reel # _____ Frame # _____

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger Change of Name
 - Other _____
- Effective Date
Month Day Year
05201998

Conveying Party

Mark if additional names of conveying parties attached

Name Bloomsburg Carpet Industries, Inc. Execution Date 05201998
Month Day Year

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization _____

Receiving Party

Mark if additional names of receiving parties attached

Name PNC Bank, National Association

DBA/AK/A/T/A _____

Composed of _____

Address (line 1) Two PNC Plaza, 18th Floor

Address (line 2) 620 Liberty Avenue

Address (line 3) Pittsburgh Pennsylvania 15222
City State/Country Zip Code

- Individual General Partnership Limited Partnership Corporation Association
- Other Banking Association
- Citizenship/State of Incorporation/Organization _____

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

06/25/1998 INGVEN 00000184 75358672

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01 FC:481

40.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to: Commissioner of Patents and Trademarks, Box 151, Washington, D.C. 20231

FORM PTO-1618B
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75/358672"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

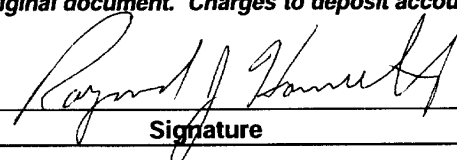
No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Raymond J. Harmuth

Name of Person Signing



Signature

6-19-98

Date Signed

Schedule A to Assignment for Security

TRADEMARKS OWNED BY BLOOMSBURG CARPET INDUSTRIES, INC.

<u>MARK</u>	<u>APPLICATION OR REGISTRATION NO.</u>	<u>COUNTRY</u>	<u>DATE OF REGISTRATION</u>
Silver Creek (and Design)	75/358672	U.S.A.	September 17, 1997

ASSIGNMENT FOR SECURITY

TRADEMARKS

WHEREAS, BLOOMSBURG CARPET INDUSTRIES, INC., a Delaware corporation (the "Assignor") has adopted, used and is using the trademarks and tradenames listed on the annexed Schedule A, which trademarks are registered, to the extent indicated, in the United States Patent and Trademark office (the "Trademarks");

WHEREAS, Assignor is obligated to PNC BANK, NATIONAL ASSOCIATION, as agent for the lenders from time to time party to that certain Loan and Security Agreement, dated as of May 20, 1998 (in its capacity as agent acting for the benefit of itself and such lenders, the "Assignee") and has entered into a Security Agreement and Mortgage - Trademarks dated as of the date hereof (the "Trademark Security Agreement") in favor of Assignee; and

WHEREAS, pursuant to the Trademark Security Agreement, Assignor has assigned to Assignee, and granted to Assignee a mortgage on, pledge of and security interest in, all right, title and interest of Assignor in and to the Trademarks, together with the good will of the business symbolized by the Trademarks, and the registrations or applications for registration thereof, and all proceeds thereof, including, without limitation, any royalties, claims for past, present and future infringement and proceeds of sale or other disposition thereof (the "Trademark Collateral") to secure the payment of the Obligations (as defined in the Trademark Security Agreement);

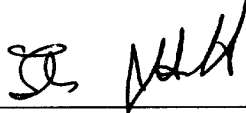
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound hereby, Assignor does hereby further assign unto Assignee and grant to Assignee (for the benefit of the Assignee and such lenders) a mortgage on, pledge of and security interest in the Trademark Collateral to secure prompt payment of the Obligations.

Assignor does hereby further acknowledge and affirm that the rights and remedies of Assignee with respect to the assignment of, mortgage on, pledge of and security interest in the Collateral made and granted hereby are more fully set forth in the Trademark Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth in this Assignment.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of the 20th day of May, 1998.

ASSIGNOR:
BLOOMSBURG CARPET INDUSTRIES,
INC.

[Corporate Seal]

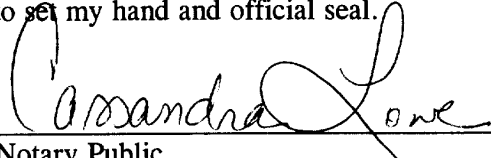
By: 
Title: President

ACKNOWLEDGMENT

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

On this, the 20th day of May, 1998, before me, a Notary Public, the undersigned officer, personally appeared Thomas J. Habib, who acknowledged himself/herself to be the President of BLOOMSBURG CARPET INDUSTRIES, INC., a Delaware corporation and that he/she, in such capacity, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing on behalf of said corporation in such capacity.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



Notary Public

My commission expires:

CASSANDRA LOWE
Notary Public, State of New York
No. 24-4982454
Qualified in Kings County
My Commission Expires June 3, 1999

DOEPKEN KEEVICAN & WEISS

Professional Corporation

Attorneys at Law

Fax: (412) 355-2609
E-Mail: dkwlaw@dkwlaw.com

58th Floor, USX Tower
600 Grant Street
Pittsburgh, Pennsylvania 15219-2703
(412) 355-2600

Cleveland, OH
Detroit, MI
Harrisburg, PA

Writer's Direct Dial:
(412) 355-8151
lperri@dkwlaw.com

June 19, 1998

VIA U.S. EXPRESS MAIL AIRBILL NO. EM149889735US

Box Assignments
Commissioner of Patents & Trademarks
Washington, DC 20231

Re: Recorder of Assignment for Security of U.S. Trademark Application 75/358672 filed
September 17, 1997 for the mark "Silver Creek Carpet" (and design)

Dear Commissioner:

Enclosed herewith please find for recordation an Assignment For Security - Trademark in which applicant, Bloomsburg Carpet Industries, Inc. is assigning a security interest in its U.S. Trademark Application Serial Number 75/358672 for mark:

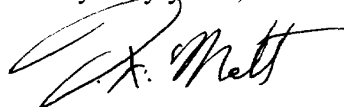
Silver Creek Carpet (as design)

to PNC Bank, N.A. Also enclosed is a Trademark Recordation Cover Sheet, a certificate of express mailing and a post card describing the materials being filed herewith and a check in the amount of \$40.00 to cover the recordation fee.

So that I may confirm receipt, kindly stamp the enclosed post card with the date of receipt thereon and return to the undersigned.

Thank you for your attention to this matter. If you should have any questions, please feel free to contact me at the above number.

Very truly yours,



F.X. Matt

FXM/lmp
Enclosures
cc: Donald E. Ambrose, Esq.
Raymond J. Harmuth, Esq.
206078_1.WPD

TRADEMARK
REEL: 1745 FRAME: 0721

TRADEMARK

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Application No.: 75-358,672
Filed: September 17, 1997
For: "SILVER CREEK" (and design)

Commissioner of Patents and Trademarks
Washington, D.C. 20231

EXPRESS MAIL CERTIFICATE

"Express Mail" label number EM149889735 U.S.

Date of Deposit: June 19, 1998

I hereby certify that the following attached paper and/or fee:

1) Cover letter from F.X. Matt, Esq. to Commissioner of Patents and Trademarks dated June 19, 1998 requesting recording of Assignment of U.S. Trademark Application No. 75-358,672 from Bloomsburg Carpet Industries, Inc. to PNC Bank, National Association (1 page); 2) Recordation Form Cover Sheet for the recording of the above-described Assignment (in duplicate); 3) Trademark Assignment assigning U.S. Trademark Application No. 75-358,672 from Bloomsburg Carpet Industries, Inc. to PNC Bank, National Association. (3 pages); 4) check in the amount of \$40.00, covering the filing fee; and 5) Express Mail Certificate (1 page).

is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 in an envelope addressed to: Box Assignments, Commissioner of Patents and Trademarks, Washington, D.C. 20231 on June 19, 1998.

F.X. Matt, Esq.
(Typed or Printed Name of Person Mailing Correspondence)


(Signature of Person Mailing Correspondence)

EM149889854 U.S.
("Express Mail" Mailing Label Number)

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger
 - Change of Name
 - Other
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AK/A/T/A

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

FORM PTO-1618B
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Domestic Representative Name and Address Enter for the first Receiving Party only.

Name Gregory A. Steve, Vice President

Address (line 1) Two PNC Plaza, 18th Floor

Address (line 2) 620 Liberty Avenue

Address (line 3) Pittsburgh, Pennsylvania 15222

Address (line 4)

Correspondent Name and Address Area Code and Telephone Number (412)355-2627

Name F. X. Matt, Esquire

Address (line 1) 58th Floor, USX Tower

Address (line 2) 600 Grant Street

Address (line 3) Pittsburgh, Pennsylvania 15219

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. # 3

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<u>75/358672</u>	<u></u>	<u></u>	<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>	<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>	<u></u>	<u></u>	<u></u>

Number of Properties Enter the total number of properties involved. # 1

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$ 40.00

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: # 50-0287

Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Raymond J. Hamuth
Name of Person Signing

Raymond J. Hamuth
Signature

6-19-98
Date Signed