

12-10-1998



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

MLG 12-7-98

100915881

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original document or copy thereof.

1. Name of Party(ies) conveying an interest:

GCO, Inc.
210 Town Park Drive
Kennesaw, Georgia 30144

Individual(s) Association
 General Partnership Limited Partnership
 Corporation Nevada
 Other

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and Address of Party(ies) receiving an interest:

Name: NationsBank, N.A., As Agent
 Street Address: 101 North Tryon Street, 15th Floor
 Internal Address: NCI-001-15-04
 City: Charlotte State: North Carolina Zip: 28255

Individual(s) citizenship _____
 Association _____
 General Partnership _____

Limited Partnership _____
 Corporation _____
 Other National Banking Association

Additional name(s) & address(es) attached? Yes No

3. Nature of Conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other Notice of Grant of Security Interest In Trademarks

Execution Date: November 25, 1998

4. Application number(s) or registration number(s):

A. Trademark Application No.(s): N/A

Additional numbers attached? Yes No

B. Trademark Registration No.(s): See Attached

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Mark H. Webbink, Esq.
 Internal Address: Moore & Van Allen, PLLC
 Street Address: 2200 West Main Street, Suite 800
 City: Durham State: NC ZIP: 27705

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.4): \$ 165.00

Enclosed
 Authorized to be charged to deposit account
 (Any Deficiency)

8. Deposit account number:
13-4365
 (Attach duplicate copy of this form if paying by deposit account):

DO NOT USE THIS SPACE:

9. 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.

Mark H. Webbink, Esq. *[Signature]* 12/2/98
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments and document: 7

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
 Box Assignments
 Washington, D C 20231

CERTIFICATE OF MAILING

I hereby certify that this paper is being deposited with the United States Postal Service as first class mail in an envelope addressed to the Commissioner Of Patent And Trademarks, Washington, DC 20231, BOX ASSIGNMENTS.

TIM KROLL
 (Typed or printed name of person signing the certificate)

[Signature]
 (Signature of the person signing the certificate)

12/2/98
 (Date of Signature)

12/09/1998 DMSUYEN 00000267 2171706

01 FC:481 40.00 OP
02 FC:482 125.00 OP

SCHEDULE A

Notice Grant Security Interest - Trademarks

4. Application number(s) or registration numbe(s):

A. Trademark Application No.(s): N/A

B. Trademark Registration No.(s):

Mark	Registration No.	Registration Date
GCO CREDIT PLUS and Design	2,171,706	7/7/98
GCO CARPET OUTLET and Design	2,162,577	6/2/98
GCO YOUR GEORGIA CARPET OUTLET and Design	2,011,361	10/29/96
GCO	1,770,673	5/11/93
GCO CARPET OUTLETS BRINGING BEAUTIFUL CARPET WITHIN REACH OF EVERYONE and Design	1,805,597	11/16/93
GCO CARPET OUTLETS	1,779,888	6/29/93

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 Agreement dated as of November 25, 1998 (the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and NationsBank, N.A., as Agent (the "Agent") for the Secured Parties referenced therein (the "Secured Parties"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, and hereby assigns a security interest in, the trademarks and trademark applications shown below and all tangible and intangible personal property relating thereto, to the Agent for the ratable benefit of the Secured Parties:

TRADEMARKS

<u>Trademark No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
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See Schedule A, attached hereto and made a part hereof.

Trademark Applications

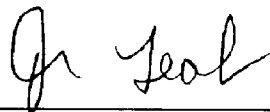
<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
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See Schedule A, attached hereto and made a part hereof.

The Obligors and the Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

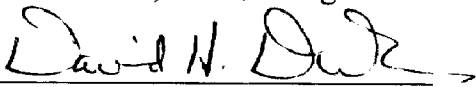
Very truly yours,

GCO, INC.

By: 
Name: Thomas P. Leahey
Title: Vice President

Acknowledged and Accepted:

NATIONSBANK, N.A., as Agent

By: 
Name: DAVID H. DINKINS
Title: Vice President

Schedule A

GCO, INC., Nevada Corporation

U.S. Trademarks

Registered Trademarks

Mark	Registration No.	Registration Date
GCO CREDIT PLUS and Design	2,171,706	7/7/98
GCO CARPET OUTLET and Design	2,162,577	6/2/98
GCO YOUR GEORGIA CARPET OUTLET and Design	2,011,361	10/29/96
GCO	1,770,673	5/11/93
GCO CARPET OUTLETS BRINGING BEAUTIFUL CARPET WITHIN REACH OF EVERYONE and Design	1,805,597	11/16/93
GCO CARPET OUTLETS	1,779,888	6/29/93

State Trademarks

State	Mark	Registration No.	Registration Date
Nevada	YOUR GEORGIA CARPET OUTLET		6/29/95
Texas	GEORGIA CARPET OUTLETS and Design	53,117	12/30/93
Rhode Island	GEORGIA CARPET OUTLETS	940,203	2/7/94
Massachusetts	GEORGIA CARPET OUTLETS and Design	48,160	5/20/93
South Dakota	GEORGIA CARPET OUTLETS (stylized)		6/1/94
Kansas	GEORGIA CARPET OUTLETS		5/9/94
South Carolina	GEORGIA CARPET OUTLETS and Design		5/11/94
Louisiana	GEORGIA CARPET OUTLETS		3/28/94
Missouri	GEORGIA CARPET OUTLETS and Design	S12,766	4/12/94
Kentucky	GEORGIA CARPET OUTLETS (stylized)	10,928	10/21/93
Alabama	GEORGIA CARPET OUTLETS	105,383	6/3/92
Alabama	GEORGIA CARPET OUTLETS and Design	104,498	4/9/90
Georgia	GEORGIA CARPET OUTLETS (stylized)	S13,127	11/5/93
New York	GEORGIA CARPET OUTLETS and Design	S13,756	10/15/93
West Virginia	GEORGIA CARPET OUTLETS and Design		9/13/94
New Mexico	GEORGIA CARPET OUTLETS and Design	T,K94,061,003	6/10/94
Florida	GEORGIA CARPET OUTLETS and Design	T93,321	3/15/93
Oregon	GEORGIA CARPET OUTLETS	S28,020	3/29/94
Tennessee	GEORGIA CARPET OUTLETS and Design		10/11/93
Mississippi	GEORGIA CARPET OUTLETS (stylized)	931,014	10/14/93