

12-10-1998



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

100915882

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

MSC 12-7-98

1 Name of Party(ies) conveying an interest:

Maxim Retail Stores, Inc.
210 Town Park Drive
Kennesaw, Georgia 30144

Individual(s) Association
 General Partnership Limited Partnership
 Corporation Georgia
 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: NC1-001-15-04
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: 15

7. Total fee (37 CFR 3.4): \$ 390.00
 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)

Tim Kroll
(Signature of the person signing the certificate)

12/2/98
(Date of Signature)

12/09/1998 BNGUYEN 00000266 1976356

01 FC:481 40.00 OP
02 FC:482 350.00 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
SMARTCHOICE ASSURANCE	1,976,356	5/28/96
CERTIFIED HEALTH CARE CARPETS and Design	1,863,793	11/22/94
SMARTCHOICE	1,871,709	1/3/95
C USA (stylized)	1,076,686	11/1/97
CARPETLAND USA	972,070	10/30/73
CARPETLAND	972,069	10/30/73
CARPETLAND USA (stylized)	852,938	7/16/68
NEW YORK CARPET WORLD and Design	2,103,493	10/7/97
NEW YORK CARPET WORLD	1,210,903	9/28/92
REEDY (stylized)	1,874,378	1/17/95
REEDY CARPET & TILE	1,878,995	2/14/95
FOOTPRINT FIGHTERS	1,405,943	8/19/86
VINTAGE CARPETS	1,888,091	4/4/95
CARPETSMART	2,173,871	7/14/98
WALTER	1,188,757	2/2/82

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 Obligor 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.

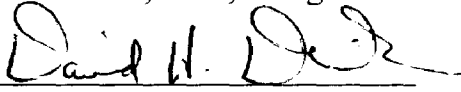
Very truly yours,

MAXIM RETAIL STORES, 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

MAXIM RETAIL STORES, INC., Georgia Corporation

U.S. Trademarks

Registered Trademarks

Mark	Registration No.	Registration Date
SMARTCHOICE ASSURANCE	1,976,356	5/28/96
CERTIFIED HEALTH CARE CARPETS and Design	1,863,793	11/22/94
SMARTCHOICE	1,871,709	1/3/95
C USA (stylized)	1,076,686	11/1/97
CARPETLAND USA	972,070	10/30/73
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VINTAGE CARPETS	1,888,091	4/4/95
CARPETSMART	2,173,871	7/14/98
WALTER	1,188,757	2/2/82

State Trademarks

State	Mark	Registration No.	Registration Date
Iowa	C CARPETLAND USA and Design	4,758	2/18/69
Iowa	CARPETLAND and Design	4,759	2/18/69
Iowa	CARPETLAND USA	4,760	2/18/69
Wisconsin	CARPETLAND U.S.A. (stylized)		2/20/91
Kentucky	CARPETLAND U.S.A.	9,173	5/3/80
Kentucky	CARPETLAND	9,174	5/3/80
Indiana	CARPET SQUARE and Design	50,098,903	7/18/88
Indiana	CARPET SQUARE (stylized)	50,098,902	7/18/88
Indiana	CARPET SQUARE and Design	50,098,901	7/18/88
Indiana	CARPET SQUARE (stylized)	50,098,900	7/18/88
Indiana	CARPETLAND U.S.A.	5,006,841	6/3/66
Indiana	CARPETLAND (stylized)	5,006,840	6/3/66
Illinois	CARPETLAND U.S.A.	38,316	10/27/86
Illinois	CARPETLAND	38,315	10/27/86
Arizona	FLOORS-CARPETS OF NATION	87,214	5/15/89
Wisconsin	RACINE CARPETLAND USA, INC.		3/22/95