

12-10-1998

04-15-1999



MLG 12-7-98

100915881

101010424

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

<p>1. Name of Party(ies) conveying an interest:</p> <p>GCO, Inc. 210 Town Park Drive Kennesaw, Georgia 30144</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation <u>Nevada</u> <input type="checkbox"/> Other</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and Address of Party(ies) receiving an interest:</p> <p>Name: <u>NationsBank, N.A., As Agent</u> Street Address: <u>101 North Tryon Street, 15th Floor</u> Internal Address: <u>NC1-001-15-04</u> City: <u>Charlotte</u> State: <u>North Carolina</u> Zip: <u>28255</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input type="checkbox"/> Corporation _____ <input checked="" type="checkbox"/> Other <u>National Banking Association</u></p> <p>Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of Conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other <u>Notice of Grant of Security Interest In Trademarks</u></p> <p>Execution Date: <u>November 25, 1998</u></p>	

<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s): <u>N/A</u></p>	<p>B. Trademark Registration No.(s): <u>See Attached</u></p> <p>Additional numbers attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Mark H. Webbink, Esq.</u> Internal Address: <u>Moore & Van Allen, PLLC</u> Street Address: <u>2200 West Main Street, Suite 800</u> City: <u>Durham</u> State: <u>NC</u> ZIP: <u>27705</u></p>	<p>6. Total number of applications and registrations involved: <u>6</u></p> <p>7. Total fee (37 CFR 3.4): \$ <u>165.00</u> <input checked="" type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account (Any Deficiency)</p> <p>8. Deposit account number: <u>13-4365</u> (Attach duplicate copy of this form if paying by deposit account):</p>
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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

<p>Mail documents to be recorded with required cover sheet information to:</p> <p>Commissioner of Patents and Trademarks Box Assignments Washington, D.C. 20231</p>	<p>CERTIFICATE OF MAILING</p> <p>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.</p> <p><u>TIM KROLL</u> (Typed or printed name of person signing the certificate)</p> <p><u>[Signature]</u> (Signature of the person signing the certificate)</p> <p><u>12/2/98</u> (Date of Signature)</p>
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12/09/1998 DMS/YEM 00000267 2171706

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

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

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

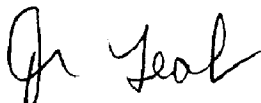
<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
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See Schedule A, attached hereto and made a part hereof.

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.

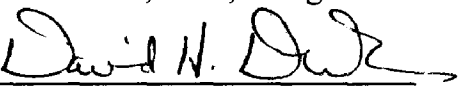
Very truly yours,

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

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

Document I.D. 100915881

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

<p>1. Name of Party(ies) conveying an interest.</p> <p>GCO, Inc. 210 Town Park Drive Kennesaw, Georgia 30144</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation <u>Nevada</u> <input type="checkbox"/> Other</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and Address of Party(ies) receiving an interest:</p> <p>Name: <u>NationsBank, N.A., As Agent</u></p> <p>Street Address: <u>101 North Tryon Street, 15th Floor</u></p> <p>Internal Address: <u>NC1-001-15-04</u></p> <p>City: <u>Charlotte</u> State: <u>North Carolina</u> Zip: <u>28255</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____</p> <p><input type="checkbox"/> Limited Partnership _____ <input type="checkbox"/> Corporation _____ <input checked="" type="checkbox"/> Other <u>National Banking Association</u></p> <p>Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of Conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other <u>Correction To Notice of Grant of Security Interest</u> <u>In Trademarks</u></p> <p>Execution Date: <u>November 25, 1998</u></p>	

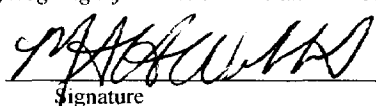
<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s): N/A</p>	<p>B. Trademark Registration No.(s): See Attached</p>
<p>Additional numbers attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>	

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Mark H. Webbink, Esq.</u></p> <p>Internal Address: <u>Moore & Van Allen, PLLC</u></p> <p>Street Address: <u>2200 West Main Street, Suite 800</u></p> <p>City: <u>Durham</u> State: <u>NC</u> ZIP: <u>27705</u></p>	<p>6. Total number of applications and registrations involved: <u>6</u></p> <p>7. Total fee (37 CFR 3.4): \$ <u>165.00</u></p> <p><input checked="" type="checkbox"/> Previously submitted <input type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account (Any Deficiency)</p> <p>8. Deposit account number: <u>13-4365</u> (Attach duplicate copy of this form if paying by deposit account):</p>
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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.  4/8/99
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments and document: 11

<p>Mail documents to be recorded with required cover sheet information to:</p> <p>Commissioner of Patents and Trademarks Box Assignments Washington, D.C. 20231</p>	<p>CERTIFICATE OF MAILING</p> <p>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.</p> <p><u>Kim Oakley</u> (Typed or printed name of person signing the certificate)</p> <p><u>K Oakley</u> (Signature of the person signing the certificate)</p> <p><u>4-8-99</u> (Date of Signature)</p>
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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

MOORE & VAN ALLEN, PLLC

ATTORNEYS AT LAW

MARK H. WEBBINK
DIRECT DIAL 919-286-8048
DIRECT FAX 919-416-8548
E-MAIL markwebbink@mvalaw.com

2200 WEST MAIN STREET SUITE 800
DURHAM, NORTH CAROLINA 27705-4658
TELEPHONE 919-286-8000
FACSIMILE 919-286-8199
<http://www.mvalaw.com>
POST OFFICE BOX 3843
DURHAM, NORTH CAROLINA 27702-3843
April 8, 1999

CHARLOTTE, NC
RALEIGH, NC
CHARLESTON, SC

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

Via Certified Mail
Z 032 473 393

**Re: Correction To Notice of Grant of Security Interest In Trademarks Recorded
At Reel 1824, Frame 0453 - Document I.D. No. 100915881A.**

Dear Sir/Madam:

We are resubmitting the following documents for correction:

1. Corrected Recordation Form Cover Sheet - Trademarks;
2. Notice of Recordation of Assignment document recorded December 7, 1998 at Reel 1824/Frame 0453 between GCO, Inc. and NationsBank, N.A., As Agent;
3. Post Card acknowledgment of filed Correction To The Notice of Recordation of Assignment documents.

Please note that the Grantor information is incorrect. The company's name is **GCO, Inc.** Please delete **GOO, Inc.** and insert **GCO, Inc.**

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, BOX ASSIGNMENTS, Washington, DC 20231.

Kim Oakley
(Typed or printed name of person signing the certificate)

K Oakley
(Signature of the person signing the certificate)

4-8-99
(Date of Signature)

TRADEMARK
REEL: 1883 FRAME: 0609

Commissioner of Patents
& Trademarks
April 8, 1999
Page Two

Please correct your records to reflect this Patent and Trademark Office error and forward to us a new Notice of Recordation of Assignment Document.

Sincerely yours,

MOORE & VAN ALLEN, PLLC

A handwritten signature in black ink, appearing to read 'Mark H. Webbink', written in a cursive style.

Mark H. Webbink

Enclosures



**UNITED STATES DEPARTMENT OF COMMERCE
Patent and Trademark Office**

ASSISTANT SECRETARY AND COMMISSIONER
OF PATENTS AND TRADEMARKS
Washington, D.C. 20231

MARCH 22, 1999

PTAS



100915881A

MOORE & VAN ALLEN, PLLC
MARK H. WEBBINK, ESQ.
2200 WEST MAIN STREET, SUITE 800
DURHAM, NC 27705

UNITED STATES PATENT AND TRADEMARK OFFICE
NOTICE OF RECORDATION OF ASSIGNMENT DOCUMENT

THE ENCLOSED DOCUMENT HAS BEEN RECORDED BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. A COMPLETE MICROFILM COPY IS AVAILABLE AT THE ASSIGNMENT SEARCH ROOM ON THE REEL AND FRAME NUMBER REFERENCED BELOW.

PLEASE REVIEW ALL INFORMATION CONTAINED ON THIS NOTICE. THE INFORMATION CONTAINED ON THIS RECORDATION NOTICE REFLECTS THE DATA PRESENT IN THE PATENT AND TRADEMARK ASSIGNMENT SYSTEM. IF YOU SHOULD FIND ANY ERRORS OR HAVE QUESTIONS CONCERNING THIS NOTICE, YOU MAY CONTACT THE EMPLOYEE WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723. PLEASE SEND REQUEST FOR CORRECTION TO: U.S. PATENT AND TRADEMARK OFFICE, ASSIGNMENT DIVISION, BOX ASSIGNMENTS, CG-4, 1213 JEFFERSON DAVIS HWY, SUITE 320, WASHINGTON, D.C. 20231.

RECORDATION DATE: 12/07/1998

REEL/FRAME: 1824/0453
NUMBER OF PAGES: 5

BRIEF: NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

ASSIGNOR:
GOO, INC.

DOC DATE: 11/25/1998
CITIZENSHIP: NEVADA
ENTITY: CORPORATION

ASSIGNEE:
NATIONSBANK, N.A., AS AGENT
101 NORTH TRYON, 15TH FLOOR
NC1-001-15-04
CHARLOTTE, NORTH CAROLINA 28255

CITIZENSHIP:
ENTITY: NATIONAL BANKING
ASSOCIATION

APPLICATION NUMBER: 75116027
REGISTRATION NUMBER: 2171706

FILING DATE: 06/07/1996
ISSUE DATE: 07/07/1998

MARK: GCO CREDIT PLUS
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS AND DESIGN

**TRADEMARK
REEL: 1883 FRAME: 0611**

APPLICATION NUMBER: 75098657
REGISTRATION NUMBER: 2162577

FILING DATE: 05/03/1996
ISSUE DATE: 06/02/1998

MARK: GCO CARPET OUTLET
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS AND DESIGN

APPLICATION NUMBER: 74575669
REGISTRATION NUMBER: 2011361

FILING DATE: 09/19/1994
ISSUE DATE: 10/29/1996

MARK: GCO YOUR GEORGIA CARPET OUTLET
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS AND DESIGN

APPLICATION NUMBER: 74314272
REGISTRATION NUMBER: 1770673

FILING DATE: 09/16/1992
ISSUE DATE: 05/11/1993

MARK: GCO
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74273714
REGISTRATION NUMBER: 1805597

FILING DATE: 05/11/1992
ISSUE DATE: 11/16/1993

MARK: GCO CARPET OUTLETS BRINGING BEAUTIFUL CA
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS AND DESIGN

APPLICATION NUMBER: 74249141
REGISTRATION NUMBER: 1779888

FILING DATE: 02/24/1992
ISSUE DATE: 06/29/1993

MARK: GCO CARPET OUTLETS
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

SHIRLIE SIMON, EXAMINER
ASSIGNMENT DIVISION
OFFICE OF PUBLIC RECORDS

SCHEDULE A

Notice Grant Security Interest - Trademarks

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