

12-10-1998



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

MAD 12-7-98

100915883

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>Carpetmax, L.P. 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"/> Corporation <input type="checkbox"/> Limited Partnership <u>Georgia</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>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): See Attached</p> <p>Additional numbers attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p>B. Trademark Registration No. (s): See Attached</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>23</u></p> <p>7. Total fee (37 CFR 3.4): \$ <u>590.00</u></p> <p><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>

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 KRALL</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>
--	---

12/09/1998 DMSUYEN 00000265 75477167

01 FC:481 40.00 OP
02 FC:482 550.00 OP

SCHEDULE A

Notice Grant Security Interest - Trademarks

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

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

Mark	Application Serial No.	Filing Date
MAXCARE	75/477,167	4/30/98
MAXCARE PROFESSIONAL CLEANING SYSTEMS and Design	75/477,166	4/30/98
CARISELLE BY RAINY LAWRENCE and Design	75/433,435	2/12/98
CARISELLE FOR THAT SPECIAL ROOM and Design	75/433,434	2/12/98
CARISELLE FOR THAT SPECIAL ROOM and Design	75/433,433	2/12/98
KARISELLE FOR THAT SPECIAL ROOM and Design	75/414,610	1/7/98
KARISELLE and Design	75/414,604	1/7/98
CARPETMAX SATELLITE NETWORK and Design	75/366,018	9/30/97
MAX and Design	75/269,613	4/4/97

B. Trademark Registration No.(s):

Mark	Registration No.	Registration Date
MAXCARE	2,192,828	9/29/98
MAXCARE PROFESSIONAL CLEANING SYSTEMS MAX and Design	2,192,827	9/29/98
CARPET MAX (stylized)	2,121,428	12/16/97
CARPET MAX (stylized)	2,123,486	12/23/97
CARPETMAX FLOORING IDEA GALLERY and Design	2,168,454	6/23/98
CARPETMAX MAKING A WORLD OF DIFFERENCE and Design	1,873,957	1/17/95
CARPETMAX MAKING A WORLD OF DIFFERENCE and Design	1,862,102	11/8/94
MAKING A WORLD OF DIFFERENCE	1,843,344	7/5/94
CARPETMAX	1,859,007	10/18/94
CARPETMAX	1,843,048	7/5/94
MAKING A WORLD OF DIFFERENCE	1,863,792	11/22/94
CARPETMAX - THE NATIONAL CARPET EXCHANGE	1,616,209	10/2/90
CARPET MAX	1,583,764	2/20/90
CARPETIME	1,903,215	7/4/95

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>
----------------------	---	-----------------------------

See Schedule A, attached hereto and made a part hereof.

Trademark Applications

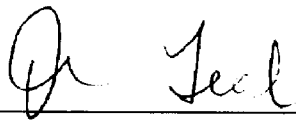
<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
---------------------------------------	--	--

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.

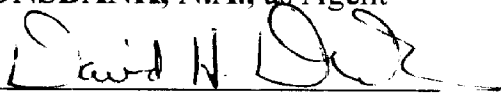
Very truly yours,

CARPETMAX, L.P.,
by its General Partner, The Maxim Group, Inc.

By: 
Name: Thomas P. Leahey
Title: Executive Vice President - Finance

Acknowledged and Accepted:

NATIONSBANK, N.A., as Agent

By: 
Name: DAVID H. [unclear]
Title: Vice President

Schedule A

CARPETMAX, L.P., Georgia Limited Partnership

U.S. Trademarks

Pending Trademarks

Mark	Application Serial No.	Filing Date
MAXCARE	75/477,167	4/30/98
MAXCARE PROFESSIONAL CLEANING SYSTEMS and Design	75/477,166	4/30/98
CARISELLE BY RAINY LAWRENCE and Design	75/433,435	2/12/98
CARISELLE FOR THAT SPECIAL ROOM and Design	75/433,434	2/12/98
CARISELLE FOR THAT SPECIAL ROOM and Design	75/433,433	2/12/98
KARISELLE FOR THAT SPECIAL ROOM and Design	75/414,610	1/7/98
KARISELLE and Design	75/414,604	1/7/98
CARPETMAX SATELLITE NETWORK and Design	75/366,018	9/30/97
MAX and Design	75/269,613	4/4/97
CARPETIME	1,903,215	7/4/95

Registered Trademarks

Mark	Registration No.	Registration Date
MAXCARE	2,192,828	9/29/98
MAXCARE PROFESSIONAL CLEANING SYSTEMS MAX and Design	2,192,827	9/29/98
CARPET MAX (stylized)	2,121,428	12/16/97
CARPET MAX (stylized)	2,123,486	12/23/97
CARPETMAX FLOORING IDEA GALLERY and Design	2,168,454	6/23/98
CARPETMAX MAKING A WORLD OF DIFFERENCE and Design	1,873,957	1/17/95
CARPETMAX MAKING A WORLD OF DIFFERENCE and Design	1,862,102	11/8/94
MAKING A WORLD OF DIFFERENCE	1,843,344	7/5/94
CARPETMAX	1,859,007	10/18/94
CARPETMAX	1,843,048	7/5/94
MAKING A WORLD OF DIFFERENCE	1,863,792	11/22/94
CARPETMAX - THE NATIONAL CARPET EXCHANGE	1,616,209	10/2/90
CARPET MAX	1,583,764	2/20/90

DUR1:MHWINTP\215794_1