

12-10-1998



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

100915879

11/29/98 12-7-98

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:

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) See Attached

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

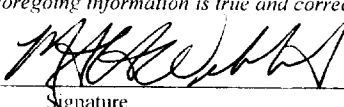
7. Total fee (37 CFR 3.4): \$ 390.00
 Enclosed
 Authorized to be charged to deposit account
 (Any Deficiency)

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.  12/2/98
 Name of Person Signing Signature Date

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

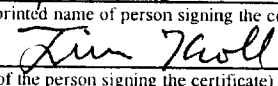
Mail documents to be recorded with required cover sheet information to:

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 of the person signing the certificate)

12/2/98
 (Date of Signature)

12/09/1998 DNGUYEN 00000269 1976356
40.00 OP
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

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 Lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Agent for the ratable benefit of the Lenders:

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

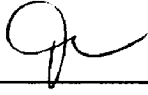
<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
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See Schedule A, attached hereto and made a part hereof.

The Obligors and the Agent, on behalf of the Lenders, 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
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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

MOORE & VAN ALLEN, PLLC

ATTORNEYS AT LAW

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FACSIMILE 919-286-8199
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CHARLOTTE, NC
RALEIGH, NC
CHARLESTON, SC

December 2, 1998

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

Via Certified Mail
Z 032 472 608

Re: Recordation Of Notice of Grant of Security Interest In Trademarks Document.

Dear Sir/Madam:

Please find enclosed the following documents for recordation with the Patent and Trademark Office.

1. Recordation Form Cover Sheet - Trademarks;
2. Notice of Grant of Security Interest In Trademarks, executed November 25, 1998 between Maxim Retail Stores, Inc. and NationsBank, N.A., As Agent;
3. Check No. 27305 in the amount of Three Hundred Ninety Dollars (\$390.00);
4. Post Card acknowledgment of filed Notice of Grant of Security Interest In Trademarks documents.

Sincerely yours,

MOORE & VAN ALLEN, PLLC



Mark H. Webbink

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.

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)

RECORDED: 12/07/1998

TRADEMARK
REEL: 1824 FRAME: 0522