

MD 12-16-98

TRADEMARKS O



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

1. Name of conveying Party(ies):

COLOR TILE, INC., COLOR TILE HOLDINGS, INC.,
C. TILE TRANSPORTATION, INC., COLOR TILE
MANUFACTURING, INC., COLOR TILE FRANCHISING,
INC.

Individual(s) Association
 General partnership Limited Partnership
 Corporation-State Delaware
 Other _____

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: October 14, 1997

2. Name and address of receiving Party(ies)

Name: COLOR TILE L.L.C.

Internal Address: _____

Street Address: 2200 Forte Court

City: Maryland Heights State: MO ZIP: 63043

Individual(s) Citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Limited liability company

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)
75/228,865

B. Trademark Registration No's

Additional numbers attached? Yes No

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

Name: Polly D. Heseman

Internal Address: BRYAN CAVE LLP
One Metropolitan Square

~~12/21/1998 NGUYEN 00000194 75228865~~

01 FC:481 40.00 OP

Street Address:
211 North Broadway, Suite 3600

City: St. Louis State: MO ZIP: 63102

6. Total Number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41):.....\$ 40.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit Account number:
02-4467

(Attach) duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. State 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.

Polly D. Heseman 12/16/98

Name of Person Signing Signature Date

Total number of pages comprising this cover sheet: 5

TRADEMARK ASSIGNMENT

This Trademark Assignment (this "Assignment") is made this 14th day of October, 1997, by and among Color Tile L.L.C., a Missouri limited liability company, as assignee (the "Assignee"), COLOR TITLE, INC., COLOR TITLE HOLDINGS, INC., C. TILE TRANSPORTATION, INC., COLOR TILE MANUFACTURING, INC., and COLOR TILE FRANCHISING, INC., all Delaware corporations and debtors-in-possession, as assignors (the "Assignors").

RECITALS

WHEREAS, the Assignors own, have adopted, used, and are using several marks in the United States of America and throughout the world and own certain registrations and pending applications thereto, as set forth on the attached Schedule A (the "Trademarks"); and

WHEREAS, the Assignee desires to acquire all right, title, and interest, and all goodwill associated therewith, in and to the Trademarks and all applications, registrations, and common law rights therein;

WHEREAS, the United States Bankruptcy Court for the District of Delaware entered an Order on September 30, 1997, approving the sale and assignment of the Trademarks from the Assignors to the Assignee.

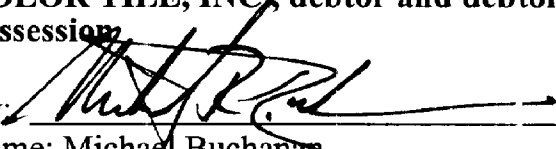
NOW, THEREFORE, pursuant to that certain Asset Sale Agreement dated as of September 15, 1997, that certain Escrow Agreement dated as of September 15, 1997, and that certain Purchase Agreement executed October 14, 1997 and for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Assignors do hereby sell, assign, and transfer to the Assignee, its successors and assigns, all of its right, title, and interest, in the United States of America, and all other foreign countries, in and to said Trademarks, all applications and registrations therefor, together with any and all of the goodwill of the business symbolized by and associated with said Trademarks, all other rights associated with the portion of the ongoing and existing business to which the marks pertain, and all income, royalties, fees, damages, and payments now or hereafter due or payable in respect thereto, and in and to any and all causes of action (either in law or in equity), and the right to enforce any rights and file any causes of action, including the right to recover damages, for any past, present, or future infringement or misappropriation of any of the Trademarks and any other rights assigned to the Assignee under this Assignment.

The Assignors hereby agree to execute, acknowledge and deliver any and all documents as may be necessary to make a record with any and all government agencies, authorities, courts, tribunals, or third parties, of the fact that the Assignee owns all right, title and interest in and to the Trademarks, and any and all goodwill associated therewith, and that the Assignor no longer has any right, title or interest, of any kind or nature, in or to the Trademarks.


29th day of September 1997. IN WITNESS WHEREOF, the Assignors have hereunto set their hands this

ASSIGNORS:

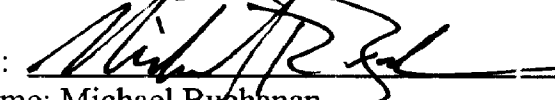
COLOR TILE, INC., debtor and debtor-in-possession

By: 
Name: Michael Buchanan
Title: _____


COLOR TILE HOLDINGS, INC., debtor and debtor-in-possession

By: 
Name: Michael Buchanan
Title: _____

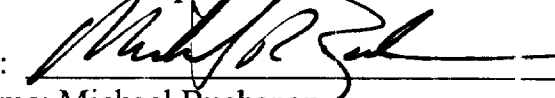
COLOR TILE FRANCHISING, INC., debtor and debtor-in-possession

By: 
Name: Michael Buchanan
Title: _____

COLOR TILE MANUFACTURING, INC., debtor and debtor-in-possession

By: 
Name: Michael Buchanan
Title: _____

C. TILE TRANSPORTATION, INC., debtor and debtor-in-possession

By: 
Name: Michael Buchanan
Title: _____

SCHEDULE A

Mark: STYLEWORKS
Filed: 1/21/97
U.S. Ser. No.: 75/228865

Mark: COLOR TILE
Registered: 9/26/94
Mex. Reg.: 474894

Mark: COLOR TILE & Design
Registered: 10/11/94
Mex. Reg.: 476697

Mark: COLOR TILE & Design
Registered: 10/05/94
Mex. Reg. 476111

Mark: FLOORS-A-PLENTY
Registered: 9/26/94
Mex. Reg.: 474890