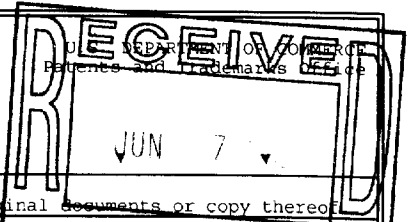


06-10-1999



101060374

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



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

1. Name of conveying party(ies): Calfee, Inc.
(Formerly known as Flagship Carpets, Inc.)

Individual(s)
 General Partnership
 Corporation-State Georgia, USA
 Association
 Limited Partnership
 Other

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

2. Name and address of receiving party(ies):

Name: Blue Ridge Acquisition Company, LLC

Street Address: 100 Progress Road

City Ellijay State GA Zip 30540

Individual(s) Citizenship
 National Banking Association
 General Partnership
 Limited Partnership
 Limited Liability Corporation-State Delaware
 Other

If assignee is not domiciled in the United States, a domestic representative designation is attached:
 Yes No
 (Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached?
 Yes No

3. Nature of Conveyance:

Assignment
 Security Agreement
 Merger
 Change of Name
 Other

Execution Date: JUNE 1, 1999

MRD 6-7-99

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

A. Trademark Application No.(s)

Additional numbers attached? Yes No

B. Trademark No.(s) 2,010,851; 1,856,464; 1,808,663

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

Douglas T. Johnson
 832 Georgia Ave., Suite 1000
 Chattanooga, TN 37402-2289

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41): \$90.00

Enclosed Authorized to be charged to deposit account

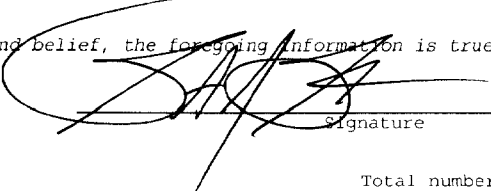
8. Deposit account number: 13-3403

(Attach duplicate copy of this page 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

JUNE 2, 1999 Date  Signature STEPHEN J. STARK Name of Person Signing

Total number of pages including cover sheet: 3

Do not detach this portion

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

Commissioner of Patents and Trademarks
 Box Assignments
 Washington, D.C. 20231

06/09/1999 DNGUYEN 00000253 2010851
 01 FC:481 40.00 DP
 02 FC:482 50.00 DP

Guidelines for Completing Trademarks Cover Sheets

Cover Sheet information must be submitted with each document to be recorded. If the document to be recorded concerns both patents and trademarks, separate patent and trademark cover sheets, including any attached pages for continuing information, must accompany the document. All pages of the cover sheet should be numbered consecutively, for example, if both a patent and a trademark cover sheet is used, and information is continued on one additional page for both patents and trademarks, the pages of the cover sheet would be numbered from 1 to 4.

Item 1. Name of Conveying Party(ies).

TRADEMARK
REEL: 001909 FRAME: 0705

TRADEMARK ASSIGNMENT

WHEREAS, Calfee, Inc., formerly known as Flagship Carpets, Inc., a corporation organized and existing under the laws of Georgia, with its principal place of business at Chatsworth, Georgia ("Assignor") has adopted and used the trademarks set forth on Schedule A attached hereto and is the owner of the marks and goodwill associated therewith.

WHEREAS, Blue Ridge Acquisition Company, a Delaware Limited Liability Company, LLC with its principal place of business at Ellijay, Georgia ("Assignee") is desirous of acquiring said trademarks and goodwill associated therewith.

NOW THEREOF, for the sum of ONE DOLLAR (\$1.00) in hand paid from Assignee to Assignors, the receipt of which is hereby acknowledged by Assignors, Assignors by these presents do hereby sell, transfer, convey and assign unto said Assignee all right, title and interest in and to the Trademarks set forth on Schedule A attached hereto, together with the goodwill of the business symbolized by the marks, and all federal and state registrations and applications therefore in the United States of America, and the right to recover for any past infringements of said trademarks.

Calfee, Inc.

By: *Ruben Franklin Calfee*

Title: *Pres*

June 1, 1999
Date

Subscribed and sworn to before me this
1st day of *June*, 1999.

Krystal White Johnson
Notary Public

My Commission Expires: *7-26-2000*

SCHEDULE A

<u>Trademarks</u>	<u>Serial #</u>	<u>Filing Date</u>	<u>Registration #</u>	<u>Registration Date</u>
THE ORIGINAL BILINGUAL CARPET	74-600427	11/18/1994	2,010,851	10/22/1996
G B J U 1 4 T A E I D 5 6 V W 7 3 M X 1 0 S Y H 8 R Q K N 2 F L P C 9 Z (FLOORS THAT TEACH)	74-315252	09/21/1992	1,856,464	09/27/1994
1 0 9 7 8 6 5 4 3 2 1 (GAMES THAT TEACH)	74-315252	09/21/1992	1,808,663	11/30/1993

\\ODMA\FCDOS\DOCS\690176\1