

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Floor and Decor Outlets of America, Inc.		11/24/2010	CORPORATION: GEORGIA

RECEIVING PARTY DATA

Name:	SunTrust Bank, as Administrative Agent
Street Address:	303 Peachtree Street
Internal Address:	23rd Floor, Attn: Bill Otott
City:	Atlanta
State/Country:	GEORGIA
Postal Code:	30308
Entity Type:	Banking Corporation: GEORGIA

PROPERTY NUMBERS Total: 17

Property Type	Number	Word Mark
Registration Number:	3765143	CASA ANTICA
Registration Number:	3318998	CHANGING THE WAY AMERICA BUYS FLOORING
Registration Number:	3245555	ECO FOREST
Registration Number:	3721863	ECO FOREST
Registration Number:	3349869	ECO SHADES
Registration Number:	3721861	ECO SHADES
Serial Number:	85077932	F&D EXPRESS
Registration Number:	3110827	FLOOR & DECOR
Registration Number:	3468610	FLOOR & DECOR
Registration Number:	3102586	FLOOR & DECOR
Registration Number:	3848810	FLOOR & DECOR OUTLETS
Registration Number:	3102587	FLOOR & DECOR OUTLETS OF AMERICA
Registration Number:	3110826	FLOOR & DECOR OUTLETS OF AMERICA

TRADEMARK

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REEL: 004422 FRAME: 0489

OP \$440.00 3765143

Registration Number:	3279119	NOW YOU'RE ON TO SOMETHING
Serial Number:	77834357	TERRA CARA COLLECTION
Registration Number:	3340747	TIMELESS IMPRESSIONS
Registration Number:	3046691	&

CORRESPONDENCE DATA

Fax Number: (404)581-8330
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 404-581-8275
Email: srbrown@jonesday.com
Correspondent Name: Sidney R. Brown, Jones Day
Address Line 1: 1420 Peachtree Street, N.E.
Address Line 2: Suite 800
Address Line 4: Atlanta, GEORGIA 30309

ATTORNEY DOCKET NUMBER: 566957-640025

NAME OF SUBMITTER: Sidney R. Brown

Signature: /Sidney R. Brown/

Date: 11/30/2010

Total Attachments: 4

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Notice of Grant of Security Interest in Trademarks

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to that certain Security Agreement dated as of November 24, 2010 (as amended, restated, amended and restated, supplemented, or otherwise modified from time to time, the "Security Agreement"); Capitalized terms used herein but not defined herein shall have the meanings assigned to them in the Credit Agreement or the Security Agreement, as applicable) by FLOOR AND DECOR OUTLETS OF AMERICA, INC., a Georgia corporation ("Borrower"), FDO HOLDINGS, INC., a Delaware corporation ("Parent"), FDO ACQUISITION CORP, a Delaware corporation ("FDO Acquisition"), the additional Persons that become parties thereto from time to time (the "Additional Grantors," Borrower, Parent, FDO Acquisition, and the Additional Grantors, collectively, the "Grantors," and each, individually, a "Grantor"), in favor of SUNTRUST BANK, as administrative agent on behalf of the Lender Group (together with its successors in such capacity, the "Agent"), the undersigned Grantor has granted a security interest in and lien on the trademarks shown below to the Agent, for the benefit of the Lender Group, to secure the Obligations of the Grantors owing in respect of, among other things, that certain Credit Agreement dated as of November 24, 2010, (as amended, restated, amended and restated, supplemented, or otherwise modified from time to time, the "Credit Agreement") by and among Borrower, the Persons party thereto from time to time as Guarantors, the banks, financial institutions and other entities party thereto from time to time as Lenders (the "Lenders"), and Agent:

U.S. TRADEMARK REGISTRATIONS

<u>US Trademark</u>	<u>Registration #</u>	<u>Serial #</u>	<u>Status</u>	<u>Owner of Record</u>
CASA ANTICA and Design	3,765,143	77/689,911	Registered	Floor and Decor Outlets of America, Inc.
CHANGING THE WAY AMERICA BUYS FLOORING	3,318,998	76/605,131	Registered	Floor and Decor Outlets of America, Inc.
ECO FOREST	3,245,555	78/774,686	Registered	Floor and Decor Outlets of America, Inc.
ECO FOREST and Design	3,721,863	77/734,262	Registered	Floor and Decor Outlets of America, Inc.
ECO SHADES	3,349,869	78/774,691	Registered	Floor and Decor Outlets of America, Inc.

EXECUTION VERSION

ECO SHADES and Design	3,721,861	77/734,233	Registered	Floor and Decor Outlets of America, Inc.
F&D EXPRESS and Design	Pending	85/077,932	Pending	Floor and Decor Outlets of America, Inc.
FLOOR & DECOR	3,110,827	76/529,310	Registered	Floor and Decor Outlets of America, Inc.
FLOOR & DECOR and Design	3,468,610	77/067,782	Registered	Floor and Decor Outlets of America, Inc.
FLOOR & DECOR and Design	3,102,586	76/529,312	Registered	Floor and Decor Outlets of America, Inc.
FLOOR & DECOR OUTLETS and Design	3,848,810	77/818,768	Registered	Floor and Decor Outlets of America, Inc.
FLOOR & DECOR OUTLETS OF AMERICA	3,102,587	76/529,408	Registered	Floor and Decor Outlets of America, Inc.
FLOOR & DECOR OUTLETS OF AMERICA and Design	3,110,826	76/529,309	Registered	Floor and Decor Outlets of America, Inc.
NOW YOU'RE ON TO SOMETHING	3,279,119	77/031,707	Registered	Floor and Decor Outlets of America, Inc.
TERRA CARA COLLECTION and Design	Pending	77/834,357	Pending	Floor and Decor Outlets of America, Inc.
TIMELESS IMPRESSIONS and Design	3,340,747	77/087,081	Registered	Floor and Decor Outlets of America, Inc.
& and Design	3,046,691	76/605,129	Registered	Floor and Decor Outlets of America, Inc.

The undersigned Grantor and Agent hereby acknowledge and agree that the security interest in and lien on the foregoing trademarks (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.

Very truly yours,

FLOOR AND DECOR OUTLETS OF
AMERICA, INC., Grantor

By: 

Name: Michael Salter

Title: Senior Vice President,
Chief Financial Officer
and Treasurer

[FLOOR AND DECOR—PTO Trademark Notice]

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REEL: 004422 FRAME: 0493

Acknowledged and Accepted:

SUNTRUST BANK, as Agent

By: 

Name: Mark Bohntinsky

Title: Director

[FLOOR AND DECOR---PTO Trademark Notice]