

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.		06/21/2011	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Wells Fargo Bank, National Association, as Administrative Agent
Street Address:	1525 W. W.T. Harris Blvd., Building 3A2
Internal Address:	Mail Code NC 0680
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28262
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 17

Property Type	Number	Word Mark
Registration Number:	3046691	&
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

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Registration Number:	3110826	FLOOR & DECOR OUTLETS OF AMERICA
Registration Number:	3279119	NOW YOU'RE ON TO SOMETHING
Serial Number:	77834357	TERRA CARA COLLECTION
Registration Number:	3340747	TIMELESS IMPRESSIONS

CORRESPONDENCE DATA

Fax Number: (704)339-3449
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Email: hcarpenter@rbh.com
Correspondent Name: Heather Carpenter, Paralegal
Address Line 1: Robinson, Bradshaw & Hinson, P.A.
Address Line 2: 101 N. Tryon Street, Suite 1900
Address Line 4: Charlotte, NORTH CAROLINA 28246

ATTORNEY DOCKET NUMBER:	22080.00011
NAME OF SUBMITTER:	Heather Carpenter
Signature:	/Heather Carpenter/
Date:	06/22/2011

Total Attachments: 4
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**GRANT OF SECURITY INTEREST
IN TRADEMARKS**

June 21, 2011

WHEREAS, FLOOR AND DECOR OUTLETS OF AMERICA, INC., a Delaware corporation (the "Pledgor") is the owner of the trademark applications and registrations listed on Schedule A attached hereto, (all such trademarks, registrations and applications, collectively, the "Trademarks"); and

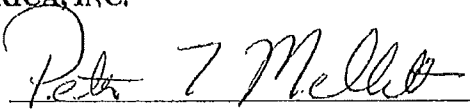
WHEREAS, the Pledgor has entered into a Pledge and Security Agreement (as amended, modified, restated or supplemented from time to time, the "Security Agreement"), dated as of June 21, 2011, in which the Pledgor has agreed with Wells Fargo Bank, National Association, as Administrative Agent (the "Administrative Agent"), with offices at 1525 W. W.T. Harris Blvd., Building 3A2, Mail Code NC 0680, Charlotte, North Carolina 28262, to execute this Grant of Security Interest in Trademarks ("Grant");

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, as security for the payment and performance of the Secured Obligations (as defined in the Security Agreement), the Pledgor does hereby grant to the Administrative Agent a security interest in all of its right, title and interest in and to the Trademarks, and the use thereof, together with all proceeds and products thereof and the goodwill of the businesses symbolized by the Trademarks. This Grant has been given in conjunction with the security interest granted to the Administrative Agent under the Security Agreement, and the provisions of this Grant are without prejudice to and in addition to the provisions of the Security Agreement, which are incorporated herein by this reference.

(Signature appears on following page)

Executed this 21st day of June, 2011.

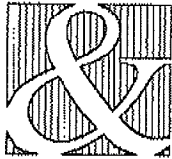




**FLOOR AND DECOR OUTLETS OF
AMERICA, INC.**







By: 
Name: Peter T. Mellett
Title: Treasurer

[Signature Page to Grant of Security Interest in Trademarks]

Schedule A

TRADEMARKS AND TRADEMARK APPLICATIONS

<u>Owner</u>	<u>Mark</u>	<u>Registration/Application No.</u>	<u>Country</u>	<u>Issue or Filing Date</u>
Floor and Decor Outlets of America, Inc.	& (and Design) 	3,046,691	USA	1/17/2006
Floor and Decor Outlets of America, Inc.	CASA ANTICA (and Design) 	3,765,143	USA	3/23/2010
Floor and Decor Outlets of America, Inc.	CHANGING THE WAY AMERICA BUYS FLOORING	3,318,998	USA	10/23/2007
Floor and Decor Outlets of America, Inc.	ECO FOREST	3,245,555	USA	5/22/2007
Floor and Decor Outlets of America, Inc.	ECO FOREST (and Design) 	3,721,863	USA	12/08/2009
Floor and Decor Outlets of America, Inc.	ECO SHADES	3,349,869	USA	12/04/2007
Floor and Decor Outlets of America, Inc.	ECO SHADES (and Design) 	3,721,861	USA	12/08/2009
Floor and Decor Outlets of America, Inc.	F&D EXPRESS (and Design) 	85-077,932	USA	7/05/2010
Floor and Decor Outlets of America, Inc.	FLOOR & DECOR (and Design) FLOOR & DECOR	3,110,827	USA	7/04/2006

<u>Owner</u>	<u>Mark</u>	<u>Registration/Application No.</u>	<u>Country</u>	<u>Issue or Filing Date</u>
Floor and Decor Outlets of America, Inc.	FLOOR & DECOR (and Design) 	3,468,610	USA	7/15/2008
Floor and Decor Outlets of America, Inc.	FLOOR & DECOR (and Design) 	3,102,586	USA	6/13/2006
Floor and Decor Outlets of America, Inc.	FLOOR & DECOR OUTLETS (and Design) 	3,848,810	USA	9/14/2010
Floor and Decor Outlets of America, Inc.	FLOOR & DECOR OUTLETS OF AMERICA	3,102,587	USA	6/13/2006
Floor and Décor Outlets of America, Inc.	FLOOR & DECOR OUTLETS OF AMERICA (and Design) 	3,110,826	USA	7/04/2006
Floor and Decor Outlets of America, Inc.	NOW YOU'RE ON TO SOMETHING	3,279,119	USA	8/14/2007
Floor and Decor Outlets of America, Inc.	TERRA CARA COLLECTION (and Design) 	77-834,357	USA	9/24/2009
Floor and Decor Outlets of America, Inc.	TIMELESS IMPRESSIONS (and Design) 	3,340,747	USA	11/20/2007