

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.		05/01/2013	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Wells Fargo Bank, National Association, as Grantee
Street Address:	One Boston Place, 18th Floor
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02108
Entity Type:	National Association: UNITED STATES

PROPERTY NUMBERS Total: 26

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
Registration Number:	4304982	ECOFELT
Registration Number:	4179951	F&D EXPRESS
Registration Number:	3110827	FLOOR & DECOR
Registration Number:	3102586	FLOOR & DECOR
Registration Number:	3468610	FLOOR & DECOR
Registration Number:	4309117	FLOOR & DECOR OUTLETS
Registration Number:	3848810	FLOOR & DECOR OUTLETS

TRADEMARK

Registration Number:	3279119	NOW YOU'RE ON TO SOMETHING
Registration Number:	4295928	TERRA CARA COLLECTION
Registration Number:	3340747	TIMELESS IMPRESSIONS
Serial Number:	85826930	CASA MODERNA
Serial Number:	85754422	FOREST BOUNTY
Serial Number:	85754293	PEBBLINO MOSAICI
Serial Number:	85784319	PROSMART FLOORING
Serial Number:	85702297	PURE
Serial Number:	85795432	STRATO
Serial Number:	85754343	TIMBER HARVEST
Serial Number:	85835143	TIMBER HARVEST
Serial Number:	85826892	VERSAILLES

CORRESPONDENCE DATA

Fax Number: 3129021061
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 312-577-8307
Email: latiffany.brown@kattenlaw.com
Correspondent Name: LaTiffany Brown c/o Katten Muchin Rosenm
Address Line 1: 525 West Monroe Street
Address Line 4: Chicago, ILLINOIS 60661

ATTORNEY DOCKET NUMBER:	336879-87
NAME OF SUBMITTER:	LaTiffany Brown
Signature:	/LaTiffany Brown/
Date:	05/06/2013

Total Attachments: 13

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TRADEMARK

REEL: 005021 FRAME: 0093

GRANT OF SECURITY INTEREST IN TRADEMARKS

May 1, 2013

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, FLOOR AND DECOR OUTLETS OF AMERICA, INC., a Delaware corporation with its principal office at 2233 Lake Park Drive, Suite 400, Smyrna, Georgia 30080 (the "Grantor"), hereby grants to WELLS FARGO BANK, NATIONAL ASSOCIATION with its principal office at One Boston Place, 18th Floor, Boston, Massachusetts 02108, as collateral agent (the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under to the trademarks, trademark registrations and trademark applications set forth on Schedule A attached hereto (the "Marks"), (ii) all proceeds and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated, (iii) all income, fees, royalties, damages and payments now and hereafter due and/or payable thereunder and with respect to the Marks, including, without limitation, damages, claims and payments for past, present or future infringements thereof, and (iv) all rights to sue for past, present and future infringements thereof.

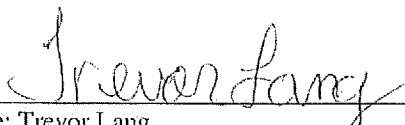
THIS GRANT is made to secure the performance and payment in full of all the Secured Obligations of the Grantor, as such term is defined in the Security Agreement, dated as of May 1, 2013 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement"), among the Grantor, the Grantee, and certain other parties. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

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IN WITNESS WHEREOF, the undersigned have executed this Grant as of the date first above written.

GRANTOR:

FLOOR AND DECOR OUTLETS OF AMERICA, INC.


By: 
Name: Trevor Lang
Title: Chief Financial Officer

[Signature Page to Grant of Security Interest (Trademarks)]

TRADEMARK
REEL: 005021 FRAME: 0095

GRANTEE:

WELLS FARGO BANK, NATIONAL ASSOCIATION

By: 
Name: William Chan
Title: Director

[Signature Page to Grant of Security Interest (Trademarks)]

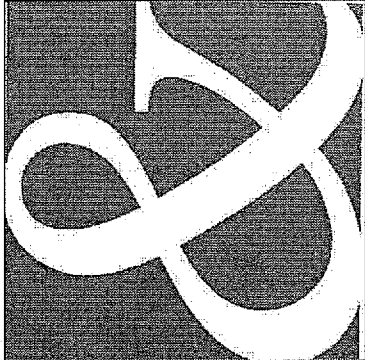

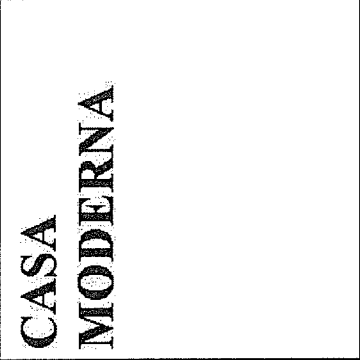
TRADEMARK
REEL: 005021 FRAME: 0096

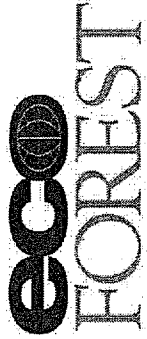
SCHEDULE A

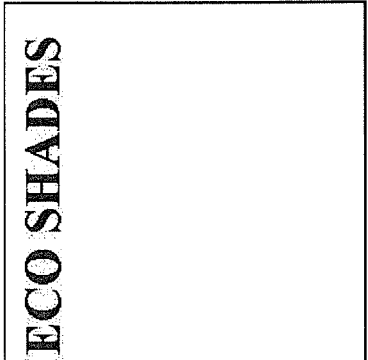

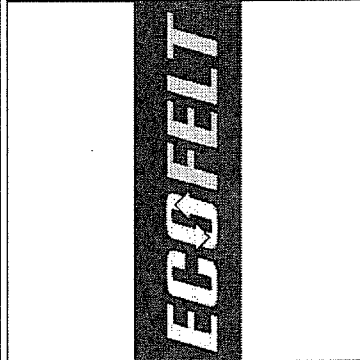
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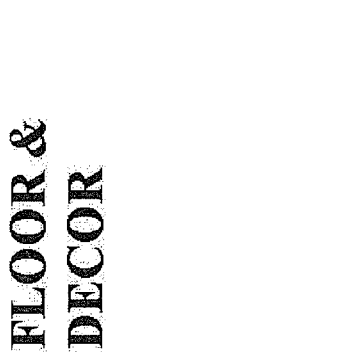
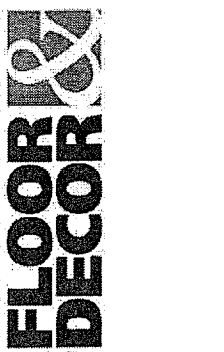
**TRADEMARK REGISTRATIONS AND PENDING APPLICATIONS OF
FLOOR AND DECOR OUTLETS OF AMERICA, INC.**




(Dates = Month/Day/Year)

COUNTRY	MARK	CLASS/DESCRIPTION	APPL N NO./ FILING DATE	REG. NO./ REG. DATE	NOTES
U.S.A.		35--retail store services featuring flooring materials and related home-improvement accessories.	76/605,129 8/2/2004	3,046,691 1/17/2006	Registration issued January 17, 2006. Registration became incontestable on August 4, 2011. File renewal application by January 17, 2016.
U.S.A.		19--flooring products, namely, stone tiles; wallcovering products, namely, stone wall tiles.	77/689,911 3/12/2009	3,765,143 3/23/2010	Registration issued March 23, 2010. File Affidavit of Use no later than March 23, 2016.
U.S.A.		19--vinyl flooring.	85/826,930 1/18/2013		Application pending.

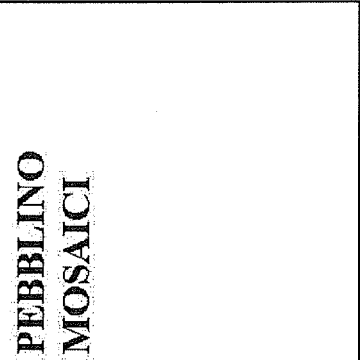

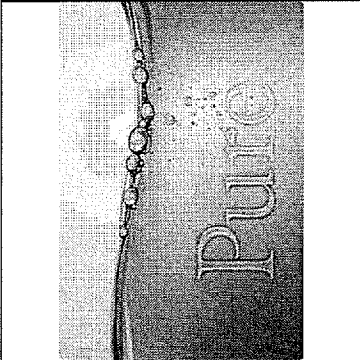
COUNTRY	MARK	CLASS/DESCRIPTION	APPL'N NO./ FILING DATE	REG. NO./ REG. DATE	NOTES
U.S.A.	CHANGING THE WAY AMERICA BUYS FLOORING	35--retail store services featuring flooring and wallcovering products and related home-improvement accessories.	76/605,131 8/2/2004	3,318,998 10/23/2007	Registration issued October 23, 2007. File Affidavit of Use no later than October 23, 2013. TO BE ABANDONED PER CLIENT'S INSTRUCTIONS.
U.S.A.	ECO FOREST	19--bamboo flooring.	78/774,686 12/15/2005	3,245,555 5/22/2007	Registration issued May 22, 2007. Registration became incontestable September 1, 2012. File renewal application no later than May 22, 2017.
U.S.A.		19--bamboo flooring, cork flooring, and laminate flooring.	77/734,262 5/11/2009	3,721,863 12/8/2009	Registration issued December 8, 2009. File Affidavit of Use no later than December 8, 2015.

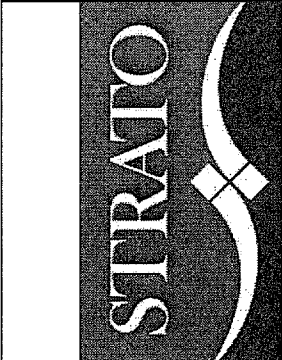

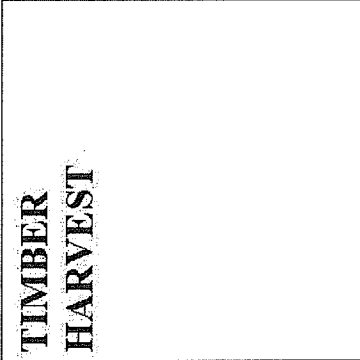
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U.S.A.		19--bamboo flooring.	78/774,691 12/15/2005	3,349,869 12/4/2007	Registration issued December 4, 2007. File Affidavit of Use no later than December 4, 2013. TO BE ABANDONED PER CLIENT'S INSTRUCTIONS.
U.S.A.		19--bamboo flooring.	77/734,233 5/11/2009	3,721,861 12/8/2009	Registration issued December 8, 2009. File Affidavit of Use no later than December 8, 2015.
U.S.A.		19--flooring underlayments.	85/684,080 7/23/2012	4,304,982 3/19/2013	Registration issued March 19, 2013. File Affidavit of Use no later than March 19, 2019.

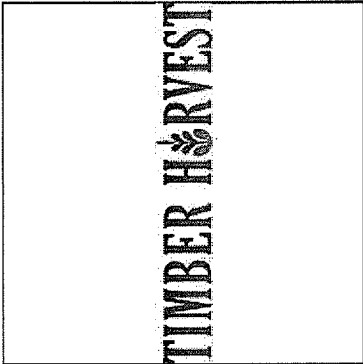
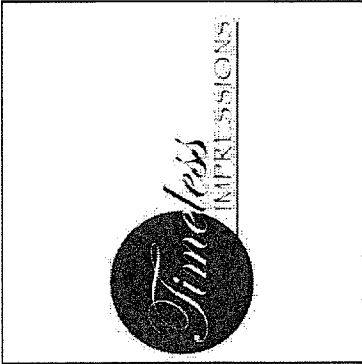
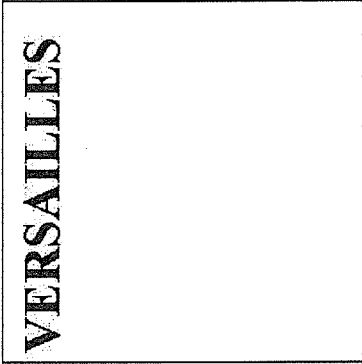
COUNTRY	MARK	CLASS/DESCRIPTION	APPL'N NO./ FILING DATE	REG. NO./ REG. DATE	NOTES
U.S.A.		35--retail and wholesale store services featuring flooring materials and related home-improvement accessories; retail and wholesale special order services featuring flooring materials.	85/077,932 7/5/2010	4,179,951 7/24/2012	Registration issued July 24, 2012. File Affidavit of Use no later than July 24, 2018.
U.S.A.		35--retail store services featuring flooring materials and related home-improvement accessories.	76/529,310 7/14/2003	3,110,827 7/4/2006	Registration issued July 4, 2006. Registration became incontestable on August 19, 2011. File renewal application by July 4, 2016.
U.S.A.		35--retail store services featuring flooring materials and related home-improvement accessories.	76/529,312 7/14/2003	3,102,586 6/13/2006	Registration issued June 13, 2006. Registration became incontestable on August 8, 2011. File renewal application by June 13, 2016.

COUNTRY	MARK	CLASS/DESCRIPTION	APPL'N NO./ FILING DATE	REG. NO./ REG. DATE	NOTES
U.S.A.		9--instructional DVDs in the field of stone, tile, and marble installation; 19--non-metal building materials, namely, wood flooring and travertine tile; 21--plastic buckets.	77/067,782 12/19/2006	3,468,610 7/15/2008	Registration issued July 15, 2008. File Affidavit of Use no later than July 15, 2014.
U.S.A.		35--retail and on-line store services featuring flooring, wallcoverings, and related home-improvement accessories.	85/702,181 8/13/2012	4,309,117 3/26/2013	Registration issued March 26, 2013. File Affidavit of Use no later than March 26, 2019.
U.S.A.		35--retail store services featuring flooring materials and related home-improvement accessories; online retail store services featuring flooring materials and related home-improvement accessories.	77/818,768 9/2/2009	3,848,810 9/14/2010	Registration issued September 14, 2010. File Affidavit of Use no later than September 14, 2016.

COUNTRY	MARK	CLASS/DESCRIPTION	APPL'N NO./ FILING DATE	REG. NO./ REG. DATE	NOTES
U.S.A.	FLOOR DECOR	Texas state trademark registration--"sales, installation and service of carpet, ceramic tile, wood floor, laminates, vinyl, stone, marble and granite."	800392373	800392373 11/18/2004	Texas state trademark registration. File renewal application by November 14, 2014.
U.S.A.	FOREST BOUNTY	19--wood flooring.	85/754,422 10/15/2012		Application pending. Notice of Allowance issued February 19, 2013. Use of mark must begin no later than February 19, 2016.
U.S.A.	NOW YOU'RE ON TO SOMETHING	35--retail store services featuring flooring and wallcovering products and related home-improvement accessories.	77/031,707 10/29/2006	3,279,119 8/14/2007	Registration issued August 14, 2007. File Affidavit of Use no later than August 14, 2013. TO BE ABANDONED PER CLIENT'S INSTRUCTIONS.

COUNTRY	MARK	CLASS/DESCRIPTION	APPL'N NO./ FILING DATE	REG. NO./ REG. DATE	NOTES
U.S.A.		19--stone and glass floor and wallcovering mosaics; ceramic and porcelain floor and wall covering tiles.	85/754,293 10/15/2012		Application pending. Notice of Allowance issued March 5, 2013. Use of mark must begin no later than March 5, 2016.
U.S.A.		35--wholesale sales and distribution services featuring flooring and wall-covering materials and related home-improvement accessories.	85/784,319 11/20/2012		Application pending.
U.S.A.		19--ceramic, glass, porcelain, and stone mosaic floor and wall covering tiles.	85/702,297 8/13/2012		Application pending. Notice of Allowance issued March 5, 2013. Use of mark must begin no later than March 5, 2016. Date of first use: January 3, 2013.

COUNTRY	MARK	CLASS/DESCRIPTION	APPL'N NO./ FILING DATE	REG. NO./ REG. DATE	NOTES
U.S.A.		19--Ceramic, glass, porcelain, and stone mosaic floor and wall covering tiles.	85/795,432 12/5/2012		Application pending. Date of first use: December 4, 2012.
U.S.A.		19--stone, porcelain, and ceramic floor and wall tiles.	77/834,357 9/24/2009	4,295,928 2/26/2013	Registration issued February 26, 2013. File affidavit of use no later than February 26, 2019. Date of first use: October, 2010.
U.S.A.		19--wood flooring.	85/754,343 10/15/2012		Application pending.

COUNTRY	MARK	CLASS/DESCRIPTION	APPL'N NO./ FILING DATE	REG. NO./ REG. DATE	NOTES
U.S.A.		19--hardwood flooring.	85/835,143 1/29/2013		Application pending.
U.S.A.		19--engineered, laminate, and solid wood flooring.	77/087,081 1/19/2007	3,340,747 11/20/2007	Registration issued November 20, 2007. File Affidavit of Use no later than November 20, 2013. TO BE ABANDONED PER CLIENT'S INSTRUCTIONS.
U.S.A.		19--engineered hardwood flooring.	85/826,892 1/18/2013		Application pending.