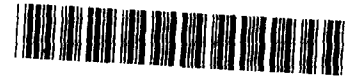


01-28-2002



101961661

1.14.02

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other

Effective Date
Month Day Year
11 29 01

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership

- Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

1/25/2002 TD1421 00000177 1461265

FOR OFFICE USE ONLY

40.00 OP
25.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package: 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 2431 FRAME: 0702

Domestic Representative Name and Address Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached
Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1461265"/>	<input type="text" value="1045039"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Name of Person Signing
Frank S. Hamblett

Signature

11/29/01

Date Signed

EXECUTION

SUBSIDIARY SECURITY AGREEMENT (TRADEMARKS)

This SUBSIDIARY SECURITY AGREEMENT (TRADEMARKS)(this "Agreement") is made as of November 29, 2001, by and between HOME BUYERS ASSISTANCE CORPORATION, a Connecticut corporation (the "Subsidiary Guarantor") and CITIZENS BANK OF MASSACHUSETTS, a Massachusetts bank (the "Lender").

All capitalized terms not defined herein but defined in the Subsidiary Security Agreement-All Assets, dated of even date herewith (as the same may be amended, modified, supplemented, extended or restated, from time to time, the "Subsidiary Security Agreement-All Assets") by and among all of the Subsidiaries of RELOCATION RESOURCES INTERNATIONAL, INC., a Delaware corporation (the "Borrower") (including without limitation, the Subsidiary Guarantor) and the Lender, shall have the meanings given to such terms in the Subsidiary Security Agreement-All Assets.

Preliminary Statements:

WHEREAS, the Borrower has requested that the Lender enter into the Credit Agreement and to make certain Loans to or for the benefit of the Borrower, as provided for therein; and

WHEREAS, the Borrower and the Subsidiary Guarantor are engaged in related or complimentary businesses, and the Subsidiary Guarantor will derive substantial direct and indirect benefit from the Lender making such Loans to the Borrower; and

WHEREAS, the Subsidiary Guarantor owns, has adopted, used and is using the trademarks and service marks (and has filed the trademark applications and service mark applications) set forth in Schedule 1 attached hereto and made a part hereof (collectively, the "Marks"); and

WHEREAS, in order to induce the Lender to enter into the Credit Agreement and to make such Loans to or for the benefit of the Borrower, and as a supplement to the Subsidiary Security Agreement-All Assets, the Lender has requested, and the Subsidiary Guarantor has agreed to enter into this Agreement;

NOW, THEREFORE, in order to induce the Lender to enter into the Credit Agreement and to make such Loans to or for the benefit of the Borrower, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Subsidiary Guarantor hereby agrees with the Lender as follows:

1. To secure the prompt and complete payment and performance when due (whether at the stated maturity, by acceleration or otherwise) of the Secured Obligations, the Subsidiary Guarantor does hereby grant to the Lender a continuing security interest in and to the Marks and all General Intangibles connected with the use of or related to any and all Marks (including without limitation, all goodwill of the Subsidiary Guarantor and its business, products and services appurtenant to, associated with or symbolized by any and all Marks and the use thereof),

together with all registrations of the Marks and the applications therefor, all in accordance with the terms and provisions of the Subsidiary Security Agreement-All Assets.

2. The Subsidiary Guarantor and the Lender hereby expressly acknowledge and agree that all of the rights and remedies of the Lender with respect to the security interest granted hereby are more fully set forth in the Subsidiary Security Agreement-All Assets.

[THE REMAINDER OF THIS PAGE IS LEFT BLANK INTENTIONALLY]

IN WITNESS WHEREOF, the undersigned have caused this Agreement to be duly executed and delivered under their seals as of the date first above written.

WITNESS:

HOME BUYERS ASSISTANCE CORPORATION

Name: _____

X By: *Joseph V. Benevides*
Joseph V. Benevides, President

WITNESS:

CITIZENS BANK OF MASSACHUSETTS

Name: _____

By: _____
Robert J. Fraser, Senior Vice President

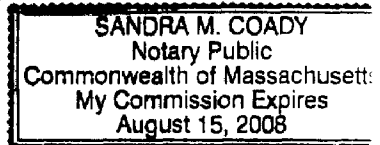
COMMONWEALTH OF MASSACHUSETTS

Norfolk County, ss.

October __, 2001

Then personally appeared the above-named Joseph V. Benevides as President of Home Buyers Assistance Corporation, and acknowledged the foregoing instrument to be his free act and deed and the free act and deed of Home Buyers Assistance Corporation, before me.

Sandra M. Coady
Notary Public
My commission expires:
[AFFIX NOTARIAL SEAL]



COMMONWEALTH OF MASSACHUSETTS

Suffolk County, ss.

October __, 2001

Then personally appeared the above-named Robert J. Fraser as Senior Vice President of Citizens Bank of Massachusetts, and acknowledged the foregoing instrument to be his free act and deed and the free act and deed of Citizens Bank of Massachusetts, before me.

Notary Public
My commission expires:
[AFFIX NOTARIAL SEAL]

IN WITNESS WHEREOF, the undersigned have caused this Agreement to be duly executed and delivered under their seals as of the date first above written.

WITNESS:

HOME BUYERS ASSISTANCE CORPORATION

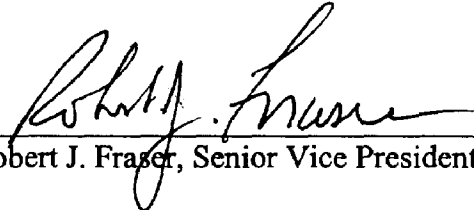
Name:

By: _____
Joseph V. Benevides, President

WITNESS:

CITIZENS BANK OF MASSACHUSETTS

Name:

By: 
Robert J. Fraser, Senior Vice President

COMMONWEALTH OF MASSACHUSETTS

Norfolk County, ss.

October __, 2001

Then personally appeared the above-named Joseph V. Benevides as President of Home Buyers Assistance Corporation, and acknowledged the foregoing instrument to be his free act and deed and the free act and deed of Home Buyers Assistance Corporation, before me.

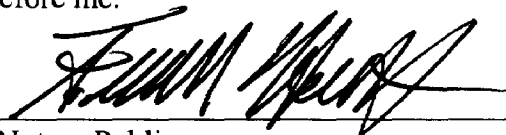
Notary Public
My commission expires:
[AFFIX NOTARIAL SEAL]

COMMONWEALTH OF MASSACHUSETTS

Suffolk County, ss.

October 20, 2001

Then personally appeared the above-named Robert J. Fraser as Senior Vice President of Citizens Bank of Massachusetts, and acknowledged the foregoing instrument to be his free act and deed and the free act and deed of Citizens Bank of Massachusetts, before me.



Notary Public
My commission expires:
[AFFIX NOTARIAL SEAL]
FRANK S. HAMBLETT
NOTARY PUBLIC
MY COMMISSION EXPIRES
NOVEMBER 3, 2006

SUBSIDIARY SECURITY AGREEMENT (TRADEMARKS)

by and between

HOME BUYERS ASSISTANCE CORPORATION
(the "Subsidiary Guarantor")

and

CITIZENS BANK OF MASSACHUSETTS (the "Lender")

List of U.S. Registered Trademarks (and Applications therefor)

Schedule 1

The following trademarks registered with, and the following trademark applications pending with, the United States Patent and Trademark Office, are owned by the Subsidiary Guarantor:

<u>Trademark</u>	<u>Serial No.</u>	<u>Registration No.</u>	<u>Date of Registration</u>
Home Buyers Assistance Corporation	73/534531	1461265	10/13/1987
Home Buyers Assistance Corporation & Design	73/041579	1045039	07/27/1976

49024i_1