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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): Home Buyers Resale Warranty Corporation 2675 S. Abilene Street Aurora, CO 80014

2. Name and address of receiving party(ies) Name: Bank of America, N.A., as Administrative Agent Internal Address: One Independence Center Street Address: 101 North Tryon Street, 15th Floor City: Charlotte State: NC Zip: 28255

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

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Notice of Grant of Security Interest

Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other National Banking Association

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

Execution Date: November 2, 2002

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 1,495,354

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Steven D. Thomas Internal Address: Moore & Van Allen, PLLC Street Address: 2200 West Main Street Suite 800 City: Durham State: NC Zip: 27705

6. Total number of applications and registrations involved: 01

7. Total fee (37 CFR 3.41) \$ 40.00 Enclosed Authorized to be charged to deposit account

8. Deposit account number: 50-2316

DO NOT USE THIS SPACE

9. Signature. Steven D. Thomas Name of Person Signing

Signature

November 27 2002 Date

Total number of pages including cover sheet, attachments, and document: 05

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of November 8, 2002 (the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the Lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the Lenders:

TRADEMARKS

Trademark No.	Description of Trademark Item	Date of Trademark
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See Exhibit A attached hereto and made a part hereof.

TRADEMARK APPLICATIONS

Trademark Applications No.	Description of Trademark Applied For	Date of Trademark Applications
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See Exhibit A attached hereto and made a part hereof.

The undersigned Obligor and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (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 or trademark application.

Very truly yours,

HOME BUYERS RESALE WARRANTY CORPORATION, a Michigan corporation

By: 

Name: Mark C. Lewis

Title: Chief Financial Officer

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: *Peter C. Hall*

Name: *Peter C. Hall*

Title: *Managing Director*

Exhibit A

**Home Buyers Resale Warranty Corporation
(Michigan Corporation)**

U.S. Trademark

Registered Mark

Mark	Registration No.	Registration Date
UNITED ONE HOME PROTECTION CORPORATION HOME PROTECTION PLANS and Design	1495354	7/5/88