

12-04-2002



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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

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 Warranty Corporation 2675 S. Abilene Street Aurora, CO 80014 11-27-02 [] Individual(s) [] Association [] General Partnership [] Limited Partnership [x] Corporation-State Colorado [] Other

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

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

Execution Date: November 2, 2002

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

[] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [] Corporation-State

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

4. Application number(s) or registration number(s): A. Trademark Application No.(s) SEE ATTACHED SCHEDULE

B. Trademark Registration No.(s) SEE ATTACHED SCHEDULE

Additional number(s) attached [x] 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: 15

7. Total fee (37 CFR 3.41) \$ 390.00

[x] Enclosed [x] Authorized to be charged to deposit account

8. Deposit account number: 50-2316

FINANCE SECTION 07 21 00 06

DO NOT USE THIS SPACE

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

[Signature] Signature

November 27 2002 Date

05

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

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

12/03/2002 DBYRNE 00000028 2600640

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TRADEMARK REEL: 002628 FRAME: 0058

Exhibit A

**Home Buyers Warranty Corporation
(Colorado Corporation)**

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
2-10 HOME BUYERS WARRANTY	2600640	7/30/02
ELITE BUILDER	2549307	3/19/02
2-10 HOME BUYERS WARRANTY DIAMOND BUILDER AWARD FOR EXCELLENCE IN CONSUMER SATISFACTION and Design	2627295	10/1/02
DIAMOND BUILDER AWARD	2603647	8/6/02
2-10 and Design	2554822	4/2/02
MARK OF QUALITY	1826022	3/8/94
HOME BUYERS WARRANTY MARK OF QUALITY 2-10 and Design	1838114	5/31/94
2-10 HOME BUYERS WARRANTY and Design	1265964	1/31/84

Pending Applications

Mark	Application No.	Filing Date
ELITE BUILDER MARK OF QUALITY 2-10 HOME BUYERS WARRANTY and Design	76207657	2/9/01
HOME BUYERS WARRANTY VI	76207656	2/9/01
2-10 HBW	76207654	2/9/01
2-10 HBW ASSET PROTECTION PROGRAM	76207591	2/9/01
HOME BUYERS WARRANTY VI and Design	76207590	2/9/01
BRIDGEWORKS COMMERCIAL MANAGEMENT and Design	76339377	11/16/01
AMERICA'S CHOICE	76339376	11/16/01

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

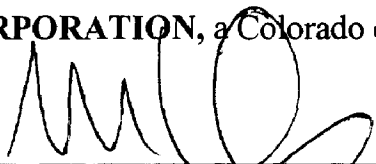
Trademark Applications No.	Description of Trademark Applied For	Date of Trademark Applications
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See Exhibit A attached hereto and made a part hereof.

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 WARRANTY
CORPORATION**, a Colorado corporation

By: 

Name: Mark C. Lewis

Title: Chief Financial Officer

Acknowledged and Accepted:

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

By: 

Name: Peter C. Hall

Title: Managing Director

Exhibit A

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