

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
Home Buyers Warranty Corporation		07/26/2005	CORPORATION: COLORADO

RECEIVING PARTY DATA

Name:	Bank of America, N.A., as Administrative Agent
Street Address:	100 North Tryon Street
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28255
Entity Type:	Banking Corporation:

PROPERTY NUMBERS Total: 19

Property Type	Number	Word Mark
Registration Number:	1265964	2-10 HOME BUYERS WARRANTY
Registration Number:	1495354	UNITED ONE HOME PROTECTION CORPORATION HOME PROTECTION PLANS
Registration Number:	1826022	MARK OF QUALITY
Registration Number:	1838114	HOME BUYERS WARRANTY MARK OF QUALITY 2-10
Registration Number:	2549307	ELITE BUILDER
Registration Number:	2554822	2-10
Registration Number:	2600640	2-10 HOME BUYERS WARRANTY
Registration Number:	2603647	DIAMOND BUILDER AWARD
Registration Number:	2627295	2-10 HOME BUYERS WARRANTY DIAMOND BUILDER AWARD FOR EXCELLENCE IN CONSUMER SATISFACTION
Registration Number:	2634349	ELITE BUILDER MARK OF QUALITY 2-10 HOME BUYERS WARRANTY
Registration Number:	2638565	2-10 HBW

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Registration Number:	2638566	HOME BUYERS WARRANTY VI
Registration Number:	2653507	2-10 HBW ASSET PROTECTION PROGRAM
Registration Number:	2676506	HOME BUYERS WARRANTY VI
Registration Number:	2690300	BRIDGEWORKS COMMERCIAL MANAGEMENT
Registration Number:	2718691	AMERICA'S CHOICE
Serial Number:	76591984	HBW
Serial Number:	76591988	HBW INSURANCE & FINANCIAL SERVICES, INC.
Serial Number:	76592043	HELPING BUILD WEALTH

CORRESPONDENCE DATA

Fax Number: (202)728-0744
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 2027216405
Email: christine.wilson@thomson.com
Correspondent Name: Corporation Service Company
Address Line 1: 1133 Avenue of the Americas
Address Line 2: Suite 3100
Address Line 4: New York, NEW YORK 10036

NAME OF SUBMITTER:	Christine Wilson
Signature:	/CHRISTINE WILSON/
Date:	08/10/2005

Total Attachments: 4
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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 July 26, 2005 (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 its own benefit and the ratable benefit of the Lenders:

TRADEMARKS

Trademark Number	Description of Trademark Item	Date of Trademark
Bk. 30, pg. 98	2-10 HOME BUYERS WARRANTY (Nevada)	6/23/1997
26,337	HOME BUYERS WARRANTY (Washington)	9/3/1997
26,338	2-10 HOME BUYERS WARRANTY and Design (Washington)	9/3/1997
37,290	2-10 HOME BUYERS WARRANTY and Design (Utah)	7/18/1997
1,265,964	2-10 HOME BUYERS WARRANTY and Design	1/31/1984
1,495,354	UNITED ONE HOME PROTECTION CORPORATION HOME PROTECTION PLANS and Design	7/5/1988
1,826,022	MARK OF QUALITY	3/8/1994
1,838,114	HOME BUYERS WARRANTY MARK OF QUALITY 2-10 and Design	5/31/2004
2,549,307	ELITE BUILDER	3/19/2002
2,554,822	2-10 and Design	4/2/2002
2,600,640	2-10 HOME BUYERS WARRANTY	7/30/2002
2,603,647	DIAMOND BUILDER AWARD	8/6/2002
2,627,295	2-10 HOME BUYERS WARRANTY DIAMOND BUILDER AWARD FOR EXCELLENCE IN CONSUMER SATISFACTION and Design	10/1/2002
2,634,349	ELITE BUILDER MARK OF QUALITY 2-10 HOME BUYERS WARRANTY and Design	10/15/2002
2,638,565	2-10 HBW	10/22/2002
2,638,566	HOME BUYERS WARRANTY VI	10/22/2002
2,653,507	2-10 HBW ASSET PROTECTION PROGRAM	11/26/2002
2,676,506	HOME BUYERS WARRANTY VI and Design	1/21/2003
2,690,300	BRIDGEWORKS COMMERCIAL MANAGEMENT and Design	2/25/2003
2,718,691	AMERICA'S CHOICE	5/27/2003
531,692	HOME BUYERS WARRANTY (Oregon)	7/9/1997
531,693	2-10 HOME BUYERS WARRANTY and Design (Oregon)	7/9/1997

TRADEMARK APPLICATIONS

Trademark Applications Number	Description of Trademark Applied For	Date of Trademark Application
76-591,984	HBW	5/13/2004
76-591,988	HBW INSURANCE & FINANCIAL SERVICES, INC.	5/13/2004
76-592,043	HELPING BUILD WEALTH	5/13/2004

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**

By: 

Name: Mark C. Lewis

Title: Chief Financial Officer

[Notice of Grant of Security Interests in Trademarks]

**TRADEMARK
REEL: 003138 FRAME: 0518**

Acknowledged and Accepted:

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

By: 

Name:

Title: **Charles D. Graber**
Vice President

[Notice of Grant of Security Interests in Trademarks]