

ASSIGNMENT OF TRADEMARKS

WHEREAS, CENTURY SURETY COMPANY, an Ohio corporation, having a principal place of business at 2400 Corporate Exchange Drive, Suite 290, Columbus, Ohio 43231 (hereinafter "Assignor"), is the owner of the entire right, title and interest in and to the trademarks set forth on the attached Trademark Schedule, which is specifically incorporated herein by reference (the "Trademarks"), together with the goodwill of the business with which such Trademarks are associated, and applications for the registration of such Trademarks are pending in the United States Patent and Trademark Office (the "Trademark Applications"); and

WHEREAS, CENTURY BUSINESS SERVICES, INC., a Delaware corporation formerly known as International Alliance Services, Inc., having a principal place of business at 6480 Rockside Woods Blvd., South, Suite 330, Cleveland, Ohio 44131 (hereinafter "Assignee"), wishes to acquire the entire right, title and interest in and to the Trademarks and the Trademark Applications.

NOW THEREFORE, for good and valuable consideration, the receipt, adequacy and sufficiency of which are hereby expressly acknowledged, Assignor hereby sells, conveys, transfers, assigns and delivers unto Assignee, its successors and assigns, forever, the entire right, title and interest in, to and under the Trademarks, together with the Trademark Registrations and Applications, and together with all the rights to sue and recover for any past or future infringements of any of the Trademarks, and all goodwill of the business with which the foregoing are associated, the same to be held and enjoyed by Assignee for its own use and benefit and for its successors and assigns.

IN WITNESS WHEREOF, Assignor has on the 29th day of April 1999 caused this Assignment of U.S. Trademarks to be executed.

CENTURY SURETY COMPANY

By: Craig L. Stout
Craig L. Stout, Chairman

STATE OF OHIO)
) SS:
COUNTY OF CUYAHOGA)

On the 29th day of April 1999, personally appeared before me Craig L. Stout, who stated that he is the Chairman of CENTURY SURETY COMPANY, an Ohio corporation, and acknowledged that he executed the above instrument as the act of CENTURY SURETY COMPANY for the purpose therein set forth.

Lynn A. Kriessler
NOTARY PUBLIC

My commission expires:

LYNN A. KRIESSLER, Attorney
Notary Public, State of Ohio
My Commission has no Expiration Date
Section 147.03, R.C.

UNITED STATES PENDING TRADEMARK APPLICATION

<u>MARK</u>	<u>SERIAL NO.</u>	<u>FILING DATE</u>
CENTURY SURETY COMPANY	75/357,803	09/09/97
CENTURY INSURANCE GROUP	75/354,353	09/09/97