

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	CHANGE OF NAME
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
American United Corporation	American United Corporation including its subsidiaries Home Protection One Corporation, Gold Seal Home Protection Corporation, and Home Protection One Corporation of Ohio	11/10/1997	CORPORATION: MICHIGAN

RECEIVING PARTY DATA	
Name:	American Home Shield Corporation
Street Address:	860 Ridge Lake Blvd.
City:	Memphis
State/Country:	TENNESSEE
Postal Code:	38120
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1	
Property Type	Number
Registration Number:	1791871

CORRESPONDENCE DATA	
Fax Number:	(703)413-2220
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	703-412-7028
Email:	jhines@oblon.com
Correspondent Name:	P. Jay Hines
Address Line 1:	1940 Duke Street
Address Line 4:	Alexandria, VIRGINIA 22314

ATTORNEY DOCKET NUMBER:	3006-0040-33
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NAME OF SUBMITTER:	Sherry Campbell
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Total Attachments: 1	TRADEMARK
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CH \$40.00 1791871

UNANIMOUS CONSENT
OF THE BOARD OF DIRECTORS OF
AMERICAN HOME SHIELD CORPORATION


The undersigned, being all of the directors of American Home Shield Corporation ("Corporation"), a Delaware corporation, for the purpose of taking action without a meeting pursuant to Section 141 of the General Corporation Law of the State of Delaware and the bylaws of the Corporation, hereby consent and agree as follows:

RESOLVED, that Scott J. Cromie, President, be, and he hereby is, authorized and directed on behalf of the Corporation to execute the Share Purchase Agreement and any and all documents pertaining to the acquisition of all the outstanding shares of stock of American United Corporation, a Michigan corporation, including its subsidiaries, Home Protection One Corporation, a Michigan corporation; Gold Seal Home Protection Corporation, a Michigan corporation; and Home Protection One Corporation of Ohio, an Ohio corporation, for the purchase price of _____ under the terms and conditions he deems advisable for the Corporation;

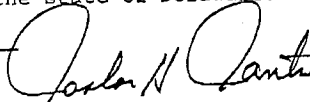
NOW, THEREFORE, BE IT RESOLVED, that Scott J. Cromie is hereby authorized to execute and deliver the Share Purchase Agreement by and between the Corporation and American United Corporation, dated November 1, 1997, and as such officer is authorized to execute and deliver such other documents and instruments pertaining to the acquisition and to take such other actions as he deems necessary or desirable to consummate the acquisition.

These resolutions may be executed in one or more counterparts, all of which shall constitute one and the same instrument. The actions taken by these resolutions shall have the same force and effect as if taken at a special meeting of the Board of Directors of the Corporation duly called and held pursuant to the bylaws of the Corporation and the laws of the state of Delaware.

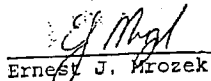
Dated: November 10, 1997



C. William Pollard



Carlos H. Cantu



Ernest J. Mrozek

(being all the directors of the corporation)