

WFO
4-18-01

04-18-2001



FORM PTO-1594
(Rev 5-93)

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

101678699

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

<p>1. Name of conveying party(ies): SAND HILL CAPITAL II, L.P.</p> <p>Individual(s) citizenship: Association: General Partnership: Limited Partnership: DELAWARE Corporation - State: Other:</p> <p>Additional name(s) of conveying party(ies) attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>3. Nature of Conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input checked="" type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other</p> <p>Execution Date: December 11, 2000</p>	<p>2. Name and address of receiving party(ies): Name: FB COMMERCIAL FINANCE, INC. Address: 135 NORTH MERAMEC AVENUE City: ST. LOUIS State: MO Zip: 63105</p> <p>Individual(s) citizenship: Association: General Partnership: Limited Partnership: Corporation - State: MISSOURI Other:</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment)</p> <p>Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
---	---

ASSIGNMENT
REGISTERED
APR 17 2001

<p>4. Application number(s) or trademark number(s):</p> <p>A. Trademark Application No.(s)</p> <table border="0"> <tr><td>75/915,786</td><td>75/681,517</td><td>75/718,994</td></tr> <tr><td>76/041,105</td><td>76/041,054</td><td>76/041,055</td></tr> <tr><td>76/040,543</td><td>76/040,558</td><td>76/041,160</td></tr> <tr><td>76/041,163</td><td>76/041,104</td><td>76/040,527</td></tr> <tr><td>76/041,159</td><td>76/041,155</td><td>76/041,171</td></tr> <tr><td>76/041,103</td><td>76/040,561</td><td>76/041,157</td></tr> </table> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	75/915,786	75/681,517	75/718,994	76/041,105	76/041,054	76/041,055	76/040,543	76/040,558	76/041,160	76/041,163	76/041,104	76/040,527	76/041,159	76/041,155	76/041,171	76/041,103	76/040,561	76/041,157	<p>B. Trademark Registration No.(s)</p>
75/915,786	75/681,517	75/718,994																	
76/041,105	76/041,054	76/041,055																	
76/040,543	76/040,558	76/041,160																	
76/041,163	76/041,104	76/040,527																	
76/041,159	76/041,155	76/041,171																	
76/041,103	76/040,561	76/041,157																	

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: Erin O'Brien Internal Address: GRAY CARY WARE & FREIDENRICH 400 Hamilton Avenue Palo Alto, California 94301</p>	<p>6 Total number of applications and registrations involved: 18</p> <hr/> <p>7. Total fee (37 CFR 3.41) \$465.00 <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <hr/> <p>8. Deposit account number: _____ (Attach duplicate copy of this page if paying by deposit account)</p>
---	---

04/18/2001 GTON11 00000171 75915786
01 FC:481 40.00 DP
02 FC:482 425.00 DP

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Erin O'Brien Name of Person Signing	 Signature	April 17, 2000 Date
--	---------------	------------------------

Total number of pages comprising cover sheet: [11]

Mail Documents to be recorded with required cover sheet information to:
U.S. Patent and Trademark Office, Office of Public Records
1213 Jefferson Davis Highway, 3rd Floor
Arlington, VA

PAN10141878.19
1191271-900003

TRADEMARK
REEL: 002272 FRAME: 0848

1. Name of conveying party(ies): **continued**

SAND HILL CAPITAL II Q, L.P. a Delaware limited partnership
SAND HILL CAPITAL, LLC, a California limited liability company

TRADEMARK SECURITY AGREEMENT

WHEREAS, SAND HILL CAPITAL II, L.P., a Delaware limited partnership, SAND HILL CAPITAL II Q, L.P., a Delaware limited partnership, or SAND HILL CAPITAL, LLC, a California limited liability company (hereinafter each individually, a "Grantor" and collectively, the "Grantors") owns the Trademarks, Trademark registrations, and Trademark applications listed on Schedule 1 annexed hereto, and is a party to the Trademark licenses listed on Schedule 1 annexed hereto, or is the holder of a security interest in such Trademarks, Trademark registrations, Trademark applications or Trademark licenses; and

WHEREAS, Grantors entered into a Credit Agreement dated as of December 22, 1999 (as the same may be amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement") with FB COMMERCIAL FINANCE, INC., a Missouri corporation ("Lender"), providing for extensions of credit and other financial accommodations to be made to Grantors by Lender; and

WHEREAS, pursuant to the terms of a General Security Agreement dated as of December 22, 1999 (as the same may be amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"), between Borrowers and Agent (in such capacity, "Grantee"), each Grantor has granted to Grantee a security interest in substantially all the assets of such Grantor including all right, title and interest (including, without limitation, as the holder of a security interest) of Grantor in, to and under all now owned and hereafter acquired Trademarks (as defined in the Security Agreement), Trademark registrations, Trademark applications and Trademark Licenses (as defined in the Security Agreement) and the Trademark licenses listed on Schedule I annexed hereto, together with the goodwill of the business symbolized by Grantor's Trademarks, and all proceeds thereof, to secure the payment of all amounts owing by such Grantor under the Credit Agreement;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Grantor does hereby grant to Grantee a continuing security interest in all of Grantor's right, title and interest (including, without limitation, any interest which is a security interest held by Grantor in the following hereinafter described property) in, to and under the following (all of the following items or types of property being herein collectively referred to as the "Trademark Collateral"), whether presently existing or hereafter created or acquired:

- (1) each Trademark, Trademark registration and Trademark application, including, without limitation, the Trademarks, Trademark registrations (together with any reissues, continuations or extensions thereof) and Trademark applications referred to in Schedule 1 annexed hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each Trademark, Trademark registration and Trademark application;
- (2) each Trademark License and each Trademark license listed on Schedule I annexed hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each Trademark License and each Trademark license listed on Schedule I annexed hereto; and
- (3) all products and proceeds of the foregoing, including, without limitation, any claim by Grantor against third parties for past, present or future (a) infringement or dilution of any Trademark or Trademark registration including, without limitation, the Trademarks and Trademark registrations referred to in Schedule 1 annexed hereto, the Trademark registrations issued with respect to the Trademark applications referred in Schedule 1 and the Trademarks licensed under any Trademark License or under any Trademark license referred to in Schedule I annexed hereto, or (b) injury to the goodwill associated with any Trademark, Trademark registration or Trademark licensed under any Trademark License or under any Trademark license referred to in Schedule I annexed hereto.

This security interest is granted in conjunction with the security interests granted to Grantee pursuant to the Security Agreement. Each Grantor hereby acknowledges and affirms that the rights and remedies of Grantee with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the

Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

IN WITNESS WHEREOF, Grantors have caused this Trademark Security Agreement to be duly executed by its duly authorized officer thereunto as of the 11 day of December, 2000.

GRANTORS

SAND HILL CAPITAL II, L.P.
a Delaware limited partnership

By: Sand Hill Capital Management L.L.C.

By: Bruce H. Kendall
Bruce H. Kendall
Chief Financial Officer

SAND HILL CAPITAL II Q, L.P.
a Delaware limited partnership

By: Sand Hill Capital Management L.L.C.

By: Bruce H. Kendall
Bruce H. Kendall
Chief Financial Officer

SAND HILL CAPITAL, LLC
a California limited liability company

By: Bruce H. Kendall
Bruce H. Kendall
Chief Financial Officer

Acknowledged:

FB COMMERCIAL FINANCE, INC.

By: [Signature]
Printed Name: TRILLIP M CYK-S
Title: SUP

REALESTATE.COM, INC.

SCHEDULE 1

Trademarks

Description

Serial Number

Application Date

Mark Goods/Services	Appl. No.	Filing Date	Status
<p>Mark: AGENTPLUS (9901-28183)</p> <p>INTENT TO USE</p> <p><i>On-line professional real estate web site services including web site hosting in International Class 042</i></p>	75/915,786	2/9/00	<ul style="list-style-type: none"> • Application filed and informally assigned serial number and filing date. • Awaiting Official Filing Receipt.
<p>Mark: REALESTATE.COM (and Design) 9901-28277</p> <p><i>Date of First Use: February 15, 1999</i></p> <p><i>Real estate mortgage, lending and valuation services in International Class 036.</i></p>	75/681,517	4/12/1999	<ul style="list-style-type: none"> • Office Action issued by the Trademark Office dated October 20 1999. • Response to Office Action filed December 13, 1999. • Notice of Publication March 17, 2000. • Published for Opposition April 18, 2000. • Notes: Merger documents filed with USPTO on May 3, 2000; awaiting recordation documents.
<p>Mark: REALESTATE.COM. (9901-28278)</p> <p><i>Date of First Use: February 15, 1999</i></p> <p><i>Real estate mortgage, lending and valuation services in International Class 036.</i></p>	75/718,994	6/7/1999	<ul style="list-style-type: none"> • Office Action issued by the Trademark Office dated December 8, 1999. • Response to Office Action due June 8, 2000. • Response and Amendment filed April 24, 2000. • Notes: Merger documents filed with USPTO on May 3, 2000; awaiting recordation documents.

Mark Goods/Services	Appln. No.	Filing Date	Status
<p>Mark: <i>THE OFFICIAL PORTAL OF THE REAL ESTATE INDUSTRY (9901-28551)</i></p> <p>INTENT TO USE</p> <p><i>Electronic commerce conducted via a global computer network; namely, an on-line information source for the real estate industry in International Class 042.</i></p>	76/041,105	5/4/00	<ul style="list-style-type: none"> • Application filed and informally assigned serial number and filing date. • Awaiting Official Filing Receipt.
<p>Mark: <i>LENDER PLUS. (9901-28553)</i></p> <p>INTENT TO USE</p> <p><i>Electronic commerce conducted via a global computer network; namely, an on-line information source for the real estate industry in International Class 042.</i></p>	76/041,054	5/4/00	<ul style="list-style-type: none"> • Application filed and informally assigned serial number and filing date. • Awaiting Official Filing Receipt.
<p>Mark: <i>LENDING PLUS (9901-28558)</i></p> <p>INTENT TO USE</p> <p><i>Electronic commerce conducted via a global computer network; namely, an on-line information source for the real estate industry in International Class 042.</i></p>	76/041,055	5/4/00	<ul style="list-style-type: none"> • Application filed and informally assigned serial number and filing date. • Awaiting Official Filing Receipt.

Mark Goods/Services	Appln. No.	Filing Date	Status
<p>Mark: <i>FINANCIAL PLANNER PLUS</i> (9901-28554)</p> <p>INTENT TO USE</p> <p><i>Electronic commerce conducted via a global computer network; namely, an on-line information source for the real estate industry in International Class 042.</i></p>	76/040,543	5/4/00	<ul style="list-style-type: none"> • Application filed and informally assigned serial number and filing date. • Awaiting Official Filing Receipt.
<p>Mark: <i>SPEED TO QUALITY</i> (9901-28555)</p> <p>INTENT TO USE</p> <p><i>Electronic commerce conducted via a global computer network; namely, an on-line information source for the real estate industry in International Class 042.</i></p>	76/040,558	5/4/00	<ul style="list-style-type: none"> • Application filed and informally assigned serial number and filing date. • Awaiting Official Filing Receipt.
<p>Mark: <i>INSURANCE AGENT PLUS</i> (9901-28556)</p> <p>INTENT TO USE</p> <p><i>Electronic commerce conducted via a global computer network; namely, an on line information source for the real estate industry in International Class 042.-</i></p>	76/041,160	5/4/00	<ul style="list-style-type: none"> • Application filed and informally assigned serial number and filing date. • Awaiting Official Filing Receipt.

Mark Goods/Services	Appln. No.	Filing Date	Status
Mark: MORTGAGE BROKER PLUS (9901-28557) INTENT TO USE <i>Electronic commerce conducted via a global computer network; namely, an on line information source for the real estate industry in International Class 042.-</i>	76/041,163	5/4/00	<ul style="list-style-type: none"> • Application filed and informally assigned serial number and filing date. • Awaiting Official Filing Receipt.
Mark: MORTGAGE AUCTION (9901-28559) DATE OF FIRST USE: April 3, 1999 <i>Electronic commerce conducted via a global computer network; namely, an on line information source for the real estate industry in International Class 042.-</i>	76/041,104	5/4/00	<ul style="list-style-type: none"> • Application filed and informally assigned serial number and filing date. • Awaiting Official Filing Receipt.
Mark: COMMERCIAL PLUS (9901-28560) INTENT TO USE <i>Electronic commerce conducted via a global computer network; namely, an on line information source for the real estate industry in International Class 042.-</i>	76/040,527	5/4/00	<ul style="list-style-type: none"> • Application filed and informally assigned serial number and filing date. • Awaiting Official Filing Receipt.

TRADEMARK

REEL: 002272 FRAME: 0856

Mark Goods/Services	Appl. No.	Filing Date	Status
<p>Mark: TRANSACTION PLUS (9901-28563)</p> <p>INTENT TO USE</p> <p><i>Electronic commerce conducted via a global computer network; namely, an on line information source for the real estate industry in International Class 042.-</i></p>	76/041,159	5/4/00	<ul style="list-style-type: none"> • Application filed and informally assigned serial number and filing date • Awaiting Official Filing Receipt.
<p>Mark: MY HOME PLANNER (9901-29270)</p> <p><i>Date of First Use: April 3, 1999</i></p> <p><i>Electronic commerce conducted via a global computer network; namely, an on line information source for the real estate industry in International Class 042.-</i></p>	76/041,155	5/4/00	<ul style="list-style-type: none"> • Application filed and informally assigned serial number and filing date • Awaiting Official Filing Receipt.
<p>Mark: MORTGAGE AUCTION PLUS (9901-29480)</p> <p>INTENT TO USE</p> <p><i>Electronic commerce conducted via a global computer network; namely, an on line information source for the real estate industry in International Class 042.-</i></p>	76/041,171	5/4/00	<ul style="list-style-type: none"> • Application filed and informally assigned serial number and filing date • Awaiting Official Filing Receipt

Mark Goods/Services	Appln. No.	Filing Date	Status
<p>Mark: <i>BANKER PLUS</i> (9901-29478)</p> <p>INTENT TO USE</p> <p><i>Electronic commerce conducted via a global computer network; namely, an on line information source for bankers in International Class 042.-</i></p>	76/041,103	5/4/00	<ul style="list-style-type: none"> • Application filed and informally assigned serial number and filing date • Awaiting Official Filing Receipt.
<p>Mark: <i>BANKING PLUS</i> (9901-29477)</p> <p>INTENT TO USE</p> <p><i>Electronic commerce conducted via a global computer network; namely, an on line information source for bankers in International Class 042.-</i></p>	76/040,561	5/4/00	<ul style="list-style-type: none"> • Application filed and informally assigned serial number and filing date • Awaiting Official Filing Receipt
<p>Mark: <i>APPRAISER PLUS</i> (9901-29479)</p> <p>INTENT TO USE</p> <p><i>Electronic commerce conducted via a global computer network; namely, an on line information source for the real estate industry in International Class 042.-</i></p>	76/041,157	5/4/00	<ul style="list-style-type: none"> • Application filed and informally assigned serial number and filing date • Awaiting Official Filing Receipt