

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Termination of Security Agreement

<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
TMC Financial (successor to the interest of COMDISCO VENTURES, INC., a Delaware corporation)		09/29/2004	CORPORATION: CALIFORNIA

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	Homes.com, Inc.
<b>Street Address:</b>	1001 Bayhill Drive
<b>City:</b>	San Bruno
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	94066
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 18**

Property Type	Number	Word Mark
Registration Number:	2226864	HOMES.COM
Registration Number:	2376549	PREFERRED PAGES
Registration Number:	2259522	ONE ADDRESS. A WORLD OF INFORMATION.
Registration Number:	2638347	HOMES.COM
Registration Number:	2638348	HOMES.COM
Registration Number:	2616770	HOMES.COM
Registration Number:	2616771	HOMES.COM
Registration Number:	2566919	HOMES.COM BROKERADVANTAGE
Registration Number:	2566920	HOMES.COM AGENTADVANTAGE
Registration Number:	2538704	HOMES.COM
Registration Number:	2538705	HOMES.COM
Registration Number:	2562661	HOMES.COM
Registration Number:	2551324	HOMES.COM

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Registration Number:	2616772	HOMES.COM
Registration Number:	2705527	HOMES.COM
Registration Number:	2554323	HOMES.COM
Registration Number:	2558299	HOMES.COM
Registration Number:	2269115	AUTOMATION QUEST

**CORRESPONDENCE DATA**

Fax Number: (619)235-0398

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: (619) 525-3865

Email: bfs@procopio.com

Correspondent Name: Procopio Cory Hargreaves & Savitch LLP

Address Line 1: 530 B Street, Suite 2100

Address Line 4: San Diego, CALIFORNIA 92101

**ATTORNEY DOCKET NUMBER:**

110685-1

**NAME OF SUBMITTER:**

Barry F. Soalt

**Total Attachments: 3**

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TERMINATION OF SECURITY AGREEMENT

This Termination of Security Agreement dated as of September 29, 2004 is between Homes.com, Inc., a Delaware corporation, (the "Grantor"), and TMC Financial, a California corporation (the "Holder"), successor to the security interests in the intellectual property assets of Homes.com, Inc. formerly held by Comdisco Ventures, Inc., a Delaware corporation, as set forth in the Collateral Grant of Security Interest of Patents and Trademarks dated December 13, 2002, executed by the Grantor in favor of Comdisco Ventures, Inc.

WHEREAS, Grantor has granted to Comdisco Ventures, Inc. a security interest in all the interests of Grantor in, to and under Grantor's Patents, Trademarks, Patent Licenses, Trademark Licenses and pending applications and issued registrations of Patents and Trademarks, in connection with a certain Amended and Restated Loan and Security Agreement dated October 31, 2002 and related Promissory Notes dated December 13, 2002; said security interest is set forth in the Collateral Grant of Security Interest of Patents and Trademarks, dated December 13, 2002, recorded in the U.S. Patent and Trademark Office on January 15, 2003 at Reel: 002648, Frames: 0451 through 0459; and

WHEREAS, on June 30, 2003, Comdisco Ventures, Inc. transferred all of its rights under said Amended and Restated Loan and Security Agreement, Promissory Notes and the Collateral Grant of Security Interest of Patents and Trademarks to Holder; and

WHEREAS, the Grantor and Holder desire to terminate the Collateral Grant of Security Interest of Patents and Trademarks and to terminate the entire security interest in the intellectual property assets of Homes.com, Inc, including without limitation the trademarks listed on Schedule 1 attached hereto and incorporated herein by this reference.

NOW, THEREFORE, in consideration of the foregoing recitals, Grantor and Holder hereby agree that the entire security interest in the intellectual property assets of Homes.com, Inc., including the aforesaid Collateral Grant of Security Interest of Patents and Trademarks, is hereby terminated.

HOMES.COM, INC., a Delaware Corporation

By: Thomas Orsi  
Name: Thomas Orsi  
Title: Chief Executive Officer

TMC Financial, a California corporation, (successor to the interest of COMDISCO VENTURES, INC., a Delaware corporation)

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
Its Duly Authorized Signatory

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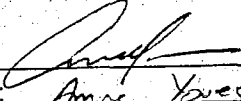
HOMES.COM, INC., a Delaware Corporation

By: \_\_\_\_\_

Name: Thomas Orsi

Title: Chief Executive Officer

TMC Financial, a California corporation, (successor to the interest of COMDISCO VENTURES, INC., a Delaware corporation)

By:  \_\_\_\_\_

Name: Anne Yovess

Title: President

Its Duly Authorized Signatory

**SCHEDULE 1**  
**ISSUED REGISTRATIONS**

<b>Mark</b>	<b>Reg. No.</b>	<b>Issue Date</b>
HOMES.COM	2226864	2/23/99
PREFERRED PAGES	2376549	8/15/00
ONE ADDRESS. A WORLD OF INFORMATION	2259522	7/6/99
HOMES.COM	2638347	10/22/02
HOMES.COM	2638348	10/22/02
HOMES.COM	2616770	9/10/02
HOMES.COM	2616771	9/10/02
HOMES.COM BROKERADVANTAGE	2566919	5/7/02
HOMES.COM AGENTADVANTAGE	2566920	5/7/02
HOMES.COM	2538704	2/12/02
HOMES.COM	2538705	2/12/02
HOMES.COM	2562661	4/16/02
HOMES.COM	2551324	3/19/02
HOMES.COM	2616772	9/10/02
HOMES.COM	2705527	4/8/03
HOMES.COM	2554323	3/26/02
HOMES.COM	2558299	4/9/02
AUTOMATION QUEST	2269115	8/10/99