

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Homes & Land Affiliates, LLC		11/19/2008	LIMITED LIABILITY COMPANY:

RECEIVING PARTY DATA

Name:	NexBank, SSB, as Second Lien Administrative Agent
Street Address:	13455 Noel Road
Internal Address:	Suite 2220
City:	Dallas
State/Country:	TEXAS
Postal Code:	75240
Entity Type:	Banking Institution:

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	3396415	HOGARES Y TERRENOS
Registration Number:	3255821	A APARTMENT RENTAL GUIDE
Registration Number:	3260724	A RENTAL GUIDE APARTMENTS
Registration Number:	3424668	BRING YOUR LISTINGS TO LIFE
Registration Number:	3416932	HOMES & LAND
Serial Number:	78857478	WHERE THE WORLD FINDS HOMES ONLINE

CORRESPONDENCE DATA

Fax Number: (212)836-8689
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 2128368688
 Email: njhung@kayescholer.com
 Correspondent Name: Narah Jung c/o Kaye Scholer LLP
 Address Line 1: 425 Park Avenue
 Address Line 2: Suite 17/70

CH \$165.00 3396415

Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER: 45110-0002

NAME OF SUBMITTER: Narah Jhung

Signature: /Narah Jhung/

Date: 11/19/2008

Total Attachments: 4

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**NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS**

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Second Lien Collateral Agreement dated as of July 26, 2006 (as the same may be amended, modified, extended or restated from time to time, the "Collateral Agreement") by and among the Obligors thereto (each an "Obligor" and collectively, the "Obligors") and NexBank, SSB, as Second Lien Administrative Agent (the "Second Lien Administrative Agent"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark application shown below to the Second Lien Administrative Agent:

TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark</u>	<u>Date of Trademark</u>
	See Schedule A attached hereto.	

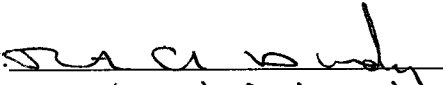
TRADEMARK APPLICATIONS

<u>Trademark Application No.</u>	<u>Description of Trademark Applied For</u>	<u>Date of Trademark Application</u>
	See Schedule A attached hereto.	

The Obligors and the Second Lien Administrative Agent hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark application (i) may only be terminated in accordance with the terms of the Collateral Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

HOMES & LAND AFFILIATES, LLC,
a Delaware limited liability company

By: 
Name: Robert A Harter
Title: CFO

Acknowledged and Accepted:

NEXBANK, SSB,
as Second Lien Administrative Agent

By: _____
Name:
Title:

The Obligors and the Second Lien Administrative Agent hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark application (i) may only be terminated in accordance with the terms of the Collateral Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

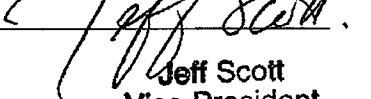
Very truly yours,

HOMES & LAND AFFILIATES, LLC,
a Delaware limited liability company

By: _____
Name:
Title:

Acknowledged and Accepted:

NEXBANK, SSB,
as Second Lien Administrative Agent

By: 
Name: **Jeff Scott**
Title: **Vice President
NexBank, SSB**

Schedule A

**Homes & Land Affiliates, LLC
(Delaware Limited Liability Company)**

U.S. Trademarks

Registered Mark

Mark	Registration No.	Registration Date
HOGARES Y TERRONOS and Design	3396415	3/11/2008
A APARTMENT RENTAL GUIDE	3255821	6/26/2007
A RENTAL GUIDE APARTMENTS	3260724	7/10/2007
BRING YOUR LISTINGS TO LIFE	3424668	5/6/2008
HOMES & LAND	3416932	4/29/2008

Pending Applications

Mark	Application No.	Pending Date
WHERE THE WORLD FINDS HOMES ONLINE	78857478	04/10/06