

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
WHITEFENCE, INC.		12/04/2009	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	INTERNET CAPITAL GROUP OPERATION, INC.
Street Address:	690 Lee Road
Internal Address:	Suite 310
City:	Wayne
State/Country:	PENNSYLVANIA
Postal Code:	19087
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	3261468	ACCELERATE YOUR MOVE
Registration Number:	3154476	BEST PRICE CONNECT
Registration Number:	3174466	BEST PRICE CONNECTIONS
Registration Number:	3194991	MOVE ENGINE
Registration Number:	3465789	WHITEFENCE
Registration Number:	3143443	WHITEFENCE
Registration Number:	3465790	WHITEFENCE YOUR HOME. YOUR LIFE. CONNECTED.

CORRESPONDENCE DATA

Fax Number: (213)430-6407
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (213) 430-8308
 Email: sgordon@omm.com
 Correspondent Name: Shari Gordon
 Address Line 1: 400 S. Hope Street

CH \$190.00 3261468

Address Line 2: 18th Floor
Address Line 4: Los Angeles, CALIFORNIA 90071-2899

ATTORNEY DOCKET NUMBER:	928,690-1
NAME OF SUBMITTER:	Shari L. Gordon
Signature:	/Shari L. Gordon/
Date:	12/07/2009

Total Attachments: 4
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GRANT OF SECURITY INTEREST
TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of December 4, 2009, is executed by WHITEFENCE, INC., a Delaware corporation with an address of 5333 Westheimer, Suite 100, Houston, Texas 77056 (“Debtor”), in favor of INTERNET CAPITAL GROUP OPERATION, INC., a Delaware corporation with an address of 690 Lee Road, Suite 310, Wayne, Pennsylvania 19087, as administrative agent (“Secured Party”).

A. Pursuant to a certain Note and Warrant Purchase Agreement, dated on or about the date hereof (the “Agreement”) by and between Debtor, the purchasers from time to time party thereto (the “Purchasers”), and the Secured Party, as agent for the Purchasers, the Purchasers have agreed to extend certain credit facilities to Debtor upon the terms and subject to the conditions set forth therein;

B. Debtor owns the registered trademarks, service marks (and applications and registrations therefor), of the United States, more particularly described on Schedules 1-A and 1-B annexed hereto as part hereof (collectively, the “Trademarks”);

C. Pursuant to the Agreement, Debtor has granted to Secured Party, on behalf of the Purchasers, a security interest in all right, title and interest of Debtor in and to the Trademarks, together with associated goodwill, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof for the full term of the Trademarks (the “Collateral”), to secure the prompt payment, performance and observance of the Obligations (as defined in the Agreement);

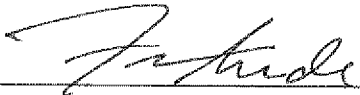
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Debtor does hereby further grant to Secured Party a security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

Debtor does hereby further acknowledge and affirm that the rights and remedies of Secured Party with respect to the security interest in the Collateral granted hereby are more fully set forth in the Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

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IN WITNESS WHEREOF, Debtor has caused this instrument to be executed as of the day and year first written above.

WHITEFENCE, INC.

By: 

Name: Francisco J. Arbide

Title: President and Chief Executive Officer

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

Trademark	Owner	Registration Number	Registration Date
ACCELERATE YOUR MOVE	QCORPS RESIDENTIAL, INC. (NOW KNOWN AS WHITEFENCE, INC.)	3,261,468	July 10, 2007
BEST PRICE CONNECT	QCORPS RESIDENTIAL, INC. (NOW KNOWN AS WHITEFENCE, INC.)	3,154,476	October 10, 2006
BEST PRICE CONNECTIONS	QCORPS RESIDENTIAL, INC. (NOW KNOWN AS WHITEFENCE, INC.)	3,174,466	November 21, 2006
MOVE ENGINE	QCORPS RESIDENTIAL, INC. (NOW KNOWN AS WHITEFENCE, INC.)	3,194,991	January 2, 2007
WHITEFENCE AND DESIGN	QCORPS RESIDENTIAL, INC. (NOW KNOWN AS WHITEFENCE, INC.)	3,465,789	July 15, 2008
WHITEFENCE (LETTERS ONLY)	QCORPS RESIDENTIAL, INC. (NOW KNOWN AS WHITEFENCE, INC.)	3,143,443	September 12, 2006
WHITEFENCE AND DESIGN (YOUR HOME, YOUR LIFE, CONNECTED.)	QCORPS RESIDENTIAL, INC. (NOW KNOWN AS WHITEFENCE, INC.)	3,465,790	July 15, 2008

SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

NONE