

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Termination of Security Agreement

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Homes.com, Inc.		10/21/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Hummer Winblad Venture Partners IV L.P. and Hummer Winblad Venture Partners V L.P.
Street Address:	2 South Park, Second Floor
City:	San Francisco
State/Country:	CALIFORNIA
Postal Code:	94107
Entity Type:	LIMITED PARTNERSHIP: CALIFORNIA

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
Registration Number:	2616772	HOMES.COM

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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 October 21, 2004 is between Homes.com, Inc., a Delaware corporation, (the "Grantor"), and Hummer Winblad Venture Partners IV L.P. ("Hummer IV") and Hummer Winblad Venture Partners V L.P. ("Hummer V") (Hummer IV and Hummer V collectively referred to herein as "Grantees" to the security interests in the intellectual property assets of Homes.com, Inc., as set forth in the Collateral Grant of Security Interest of Patents and Trademarks entered into by and among the Grantor and Grantees on December 13, 2002).

WHEREAS, Grantor has granted to Grantees 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, subsequent amendments thereto 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 16, 2003 at Reel: 002649, Frames: 0670 through 0677; and

WHEREAS, the Grantor and Grantees 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 Grantees 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: _____
Name: Thomas Orsi
Title: Chief Executive Officer

Hummer Winblad Venture Partners IV L.P., a limited partnership

By: Charles J. Robe
Name: Charles J. Robe
Title: Managing Member
Its Duly Authorized Signatory

Hummer Winblad Venture Partners V L.P., a limited partnership

By: Charles J. Robe
Name: Charles J. Robe
Title: Managing Member
Its Duly Authorized Signatory

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HOMES.COM, INC., a Delaware Corporation

By: [Signature]
Name: Thomas Orsi
Title: Chief Executive Officer

Hummer Winblad Venture Partners IV L.P., a limited partnership

By: _____
Name: _____
Title: _____
Its Duly Authorized Signatory

Hummer Winblad Venture Partners V L.P., a limited partnership

By: _____
Name: _____
Title: _____
Its Duly Authorized Signatory

**SCHEDULE 1
ISSUED REGISTRATIONS**

Mark	Reg. No.	Issue Date
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

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