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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 10-Q**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2012

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission File No. 333-179896

**DOMUS HOLDINGS CORP.**

*(Exact name of registrants as specified in its charter)*

Commission File No. 333-179896

**REALOGY CORPORATION**

*(Exact name of registrants as specified in its charter)*

**Delaware**

*(State or other jurisdiction  
of incorporation or organization)*

**One Campus Drive  
Parsippany, NJ**

*(Address of principal executive offices)*

**20-8050955 and 20-4381990**

*(I.R.S. Employer  
Identification Numbers)*

**07054**

*(Zip Code)*

**(973) 407-2000**

*(Registrants' telephone number, including area code)*

Indicate by check mark whether the Registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrants have submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the Registrants are large accelerated filers, accelerated filers, non-accelerated filers, or smaller reporting companies. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the Registrants are shell companies (as defined in Rule 12b-2 of the Exchange Act). Yes  No

There were 105,000 shares of Class A Common Stock, \$0.01 par value, and 200,496,906 shares of Class B Common Stock, \$0.01 par value, of Domus Holdings Corp. outstanding as of May 2, 2012. There were 100 shares of Common Stock, \$0.01 par value, of Realogy Corporation outstanding as of May 2, 2012.

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## INTRODUCTORY NOTE

*Except as otherwise indicated or unless the context otherwise requires, the terms “we,” “us,” “our,” “our company” and the “Company” refer to Domus Holdings Corp. (“Holdings”) and its consolidated subsidiaries, including Domus Intermediate Holdings Corp., a Delaware corporation (“Intermediate”), and Realogy Corporation, a Delaware corporation (“Realogy”).*

*Holdings is not a party to the senior secured credit facility and certain references in this report to our consolidated indebtedness exclude Holdings with respect to indebtedness under the senior secured credit facility. In addition, while Holdings is a guarantor of Realogy's obligations under the Unsecured Notes, the First Lien Notes and the First and a Half Lien Notes, Holdings is not subject to the restrictive covenants in the agreements governing such indebtedness. Holdings, the indirect parent of Realogy, does not conduct any operations other than with respect to its indirect ownership of Realogy. Intermediate, the parent of Realogy, does not conduct any operations other than with respect to its ownership of Realogy. As a result, the condensed consolidated financial positions, results of operations and cash flows of Holdings, Intermediate and Realogy are the same.*

*The term “Existing Notes” refers, collectively, to the 10.50% Senior Notes due 2014 (the “10.50% Senior Notes”), the 11.00%/11.75% Senior Toggle Notes due 2014 (the “Senior Toggle Notes”) and the 12.375% Senior Subordinated Notes due 2015 (the “12.375% Senior Subordinated Notes”).*

*The term “Extended Maturity Notes” refers collectively to the 11.50% Senior Notes due 2017 (the “11.50% Senior Notes”), the 12.00% Senior Notes due 2017 (the “12.00% Senior Notes”) and the 13.375% Senior Subordinated Notes due 2018 (the “13.375% Senior Subordinated Notes”) issued on January 5, 2011.*

*The term “Convertible Notes” refers, collectively, to the 11.00% Series A Convertible Notes due 2018, the 11.00% Series B Convertible Notes due 2018 and the 11.00% Series C Convertible Notes due 2018 issued on January 5, 2011.*

*The term “Unsecured Notes” refers, collectively, to the Existing Notes, the Extended Maturity Notes and the Convertible Notes.*

*The term “Senior Subordinated Notes” refers, collectively, to the 12.375% Senior Subordinated Notes and the 13.375% Senior Subordinated Notes.*

*The term “Existing First and a Half Lien Notes” refers to the 7.875% Senior Secured Notes due 2019, issued on February 3, 2011. The term “New First and a Half Lien Notes” refers to the 9.00% Senior Secured Notes due 2020, issued on February 2, 2012 and the term “First and a Half Lien Notes” refers, collectively, to the Existing First and a Half Lien Notes and the New First and a Half Lien Notes.*

*The term “First Lien Notes” refers to the 7.625% Senior Secured First Lien Notes due 2020 issued on February 2, 2012.*

*The term “2012 Senior Secured Notes Offering” refers to the issuance and sale of the First Lien Notes and the New First and a Half Lien Notes on February 2, 2012 in a private offering and the application of the proceeds therefrom.*

## FORWARD-LOOKING STATEMENTS

Forward-looking statements in this report and our other public filings or other public statements are subject to known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other public statements. These forward-looking statements were based on various facts and were derived utilizing numerous important assumptions and other important factors, and changes in such facts, assumptions or factors could cause actual results to differ materially from those in the forward-looking statements. Forward-looking statements include the information concerning our future financial performance, business strategy, projected plans and objectives, as well as projections of macroeconomic trends, which are inherently unreliable due to the multiple factors that impact economic trends, and any such variations may be material. Statements preceded by, followed by or that otherwise include the words "believes," "expects," "anticipates," "intends," "projects," "estimates," "plans," and similar expressions or future or conditional verbs such as "will," "should," "would," "may" and "could" are generally forward looking in nature and not historical facts. You should understand that the following important factors could affect our future results and cause actual results to differ materially from those expressed in the forward-looking statements:

- we have substantial leverage as a result of our April 2007 acquisition by affiliates of Apollo Management VI, L.P. and the related financings (the "Merger Transactions"). Since the Merger Transactions, we have needed to incur additional debt in order to fund negative cash flows, principally due to the significant level of interest expense arising from our substantial leverage. As of March 31, 2012, our total debt (excluding the securitization obligations) was \$7,232 million. The housing industry and economy have experienced significant declines since the time of the Merger Transactions, which have negatively impacted our operating results. We have been, and continue to be, challenged by our heavily leveraged capital structure, negative cash flows and significant level of interest expense;
- under our senior secured credit facility, our senior secured leverage ratio of total senior secured net debt to trailing four quarter EBITDA, as those terms are defined in the senior secured credit facility, calculated on a "pro forma" basis pursuant to the senior secured credit facility, may not exceed 4.75 to 1.0 on the last day of each fiscal quarter. For the twelve months ended March 31, 2012, we were in compliance with the senior secured leverage ratio covenant with a ratio of 4.02 to 1.0. While the housing market has shown signs of modest recovery in the most recent quarter, there remains substantial uncertainty with respect to the timing and scope of a full housing recovery and if a housing recovery is delayed or is weak or if general macroeconomic or other factors do not significantly improve, we may be subject to additional pressure in maintaining compliance with our senior secured leverage ratio covenant;
- if we experience an event of default under our senior secured credit facility, including but not limited to a failure to pay our cash interest obligations under such facility, or under our indentures or relocation securitization facilities, or a failure to maintain, or a failure to cure a default of, the applicable senior secured leverage ratio under such instruments, or other lack of liquidity caused by substantial leverage and the adverse conditions in the housing market or other factors, such an event would materially and adversely affect our financial condition, results of operations and business;
- we will continue to evaluate potential financing transactions, including refinancing certain tranches of our indebtedness, issuing incremental debt, obtaining incremental letters of credit facilities and extending maturities as well as potential transactions pursuant to which third parties, Apollo or its affiliates may provide financing to us or otherwise engage in transactions to provide liquidity to us. There can be no assurance as to which, if any, of these alternatives we may pursue as the choice of any alternative will depend upon numerous factors such as market conditions, our financial performance and the limitations applicable to such transactions under our existing financing agreements and the consents we may need to obtain under the relevant documents. There also can be no assurance that financing or refinancing will be available to us on acceptable terms or at all. In addition, the conversion of all or a portion of our existing \$2.1 billion of outstanding Convertible Notes at the option of the holders thereof would improve our liquidity position;
- If a housing recovery is delayed or weak, we may need to continue to defer or further reduce spending, including capital expenditures. There can be no assurance that we would be able to delay or further reduce expenses or that any such actions would not materially and adversely impact our business and results of operations;
- adverse developments or the absence of sustained improvement in general business, economic, employment and political conditions;

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- adverse developments or the absence of sustained improvement in the U.S. residential real estate markets, either regionally or nationally, including but not limited to:
  - a lack of improvement in the number of homesales, further declines in home prices caused by either absolute price decreases or a change in the mix of business that we conduct and/or a deterioration in other economic factors that particularly impact the residential real estate market and the business segments in which we operate;
  - a lack of improvement in consumer confidence;
  - the impact of future recessions, slow economic growth and high levels of unemployment in the U.S. and abroad;
  - increasing mortgage rates and down payment requirements and/or reduced availability of mortgage financing, including but not limited to the potential impact of various provisions of the Dodd-Frank Act and regulations that may be promulgated thereunder relating to mortgage financing, including restrictions imposed on mortgage originators as well as potential retention levels required to be maintained by sponsors to securitize certain mortgages;
  - legislative, tax or regulatory changes that would adversely impact the residential real estate market, including but not limited to potential reform relating to Fannie Mae, Freddie Mac and other government sponsored entities that provide liquidity to the U.S. housing and mortgage markets and potential reform of the Internal Revenue Code, which could involve reform that reduces the amount that taxpayers would be allowed to deduct for home mortgage interest;
  - negative trends and/or a negative perception of the market trends in value for residential real estate;
  - continuing high levels of foreclosure activity including but not limited to the release of homes for sale by financial institutions;
  - excessive or insufficient regional home inventory levels;
  - the inability or unwillingness of homeowners to enter into homesale transactions due to negative equity in their existing homes;
  - lower homeownership rates due to various factors, including, but not limited to, high unemployment levels, reduced demand or preferred use by households of rental housing due in part to uncertainty regarding future home values;
  - our geographic and high-end market concentration, particularly with respect to our company-owned brokerage operations; and
  - local and regional conditions in the areas where our franchisees and brokerage operations are located;
- our inability to securitize certain assets of our relocation business, which would require us to find an alternative source of liquidity that may not be available, or if available, may not be on favorable terms;
- limitations on flexibility in operating our business due to restrictions contained in our debt agreements;
- our inability to sustain the improvements we have realized during the past several years in our operating efficiency through cost savings and business optimization efforts;
- we may not be successful in our efforts to enter into franchise agreements with new franchisees or to realize material royalty revenue from them and/or we may not be able to renew franchise agreements or maintain franchisee satisfaction with our brands;
- existing franchisees may not survive the ongoing challenges of the real estate market or may not be able to grow their businesses;
- disputes or issues with entities that license us their trade names for use in our business that could impede our franchising of those brands;
- actions by our franchisees that could harm our business or reputation, non-performance of our franchisees or controversies with our franchisees or actions against us by third parties with which our franchisees have business relationships;
- competition in our existing and future lines of business, including, but not limited to, higher costs to retain or attract sales agents for residential real estate brokerages, and the financial resources of competitors. In addition, listing aggregators and other web-based real estate service providers may also begin to compete for part of the service revenue through referral or other fees;

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- our failure to comply with laws and regulations and any changes in laws and regulations;
- seasonal fluctuations in the residential real estate brokerage business could adversely affect our business, financial condition and liquidity, particularly during periods in which we have significant fixed cash obligations due to our fixed expenses, such as interest payments, facilities costs and personnel-related costs;
- the loss of any of our senior management or key managers or employees;
- adverse effects of natural disasters or environmental catastrophes;
- any remaining resolutions or outcomes with respect to Cendant's (as defined herein) contingent liabilities under the Separation and Distribution Agreement (as defined herein) and the Tax Sharing Agreement (as defined herein), including any adverse impact on our future cash flows;
- the cumulative effect of adverse litigation, governmental proceedings or arbitration awards against us and the adverse effect of new regulatory interpretations, rules and laws, including any changes that would (1) require classification of independent contractors to employee status, (2) place additional limitations or restrictions on affiliated transactions, which could have the effect of limiting or restricting collaboration among our business units, or (3) interpret the Real Estate Settlement Procedures Act or RESPA in a manner that would adversely affect our business operations and business arrangements; and
- new types of taxes or increases in state, local or federal taxes that could diminish profitability or liquidity.

Other factors not identified above, including those described under the headings "Forward-Looking Statements" and "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2011 (the "2011 Form 10-K"), filed with the Securities and Exchange Commission ("SEC"), may also cause actual results to differ materially from those described in our forward-looking statements. Most of these factors are difficult to anticipate and are generally beyond our control. You should consider these factors in connection with considering any forward-looking statements that may be made by us and our businesses generally.

Except for our ongoing obligations to disclose material information under the federal securities laws, we undertake no obligation to release publicly any revisions to any forward-looking statements, to report events or to report the occurrence of unanticipated events unless we are required to do so by law. For any forward-looking statement contained in our public filings or other public statements, we claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995.

**PART I - FINANCIAL INFORMATION**

**Item 1. Financial Statements.**

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Stockholders of Domus Holdings Corp.:

We have reviewed the accompanying condensed consolidated balance sheet of Domus Holdings Corp. and its subsidiaries as of March 31, 2012, and the related condensed consolidated statements of operations and comprehensive loss for the three-month periods ended March 31, 2012 and March 31, 2011 and the condensed consolidated statements of cash flows for the three-month periods ended March 31, 2012 and March 31, 2011. These interim financial statements are the responsibility of the Company's management.

We conducted our reviews in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our reviews, we are not aware of any material modifications that should be made to the accompanying condensed consolidated interim financial statements for them to be in conformity with accounting principles generally accepted in the United States of America.

We previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet as of December 31, 2011, and the related consolidated statements of operations, comprehensive loss, equity (deficit), and cash flows for the year then ended (not presented herein), and in our report dated March 2, 2012, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of December 31, 2011, is fairly stated in all material respects in relation to the consolidated balance sheet from which it has been derived.

/s/ PricewaterhouseCoopers LLP  
Florham Park, New Jersey  
May 2, 2012

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Stockholder of Realogy Corporation:

We have reviewed the accompanying condensed consolidated balance sheet of Realogy Corporation and its subsidiaries as of March 31, 2012, and the related condensed consolidated statements of operations and comprehensive loss for the three-month periods ended March 31, 2012 and March 31, 2011 and the condensed consolidated statements of cash flows for the three-month periods ended March 31, 2012 and March 31, 2011. These interim financial statements are the responsibility of the Company's management.

We conducted our reviews in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our reviews, we are not aware of any material modifications that should be made to the accompanying condensed consolidated interim financial statements for them to be in conformity with accounting principles generally accepted in the United States of America.

We previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet as of December 31, 2011, and the related consolidated statements of operations, comprehensive loss, equity (deficit), and cash flows for the year then ended (not presented herein), and in our report dated March 2, 2012, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of December 31, 2011, is fairly stated in all material respects in relation to the consolidated balance sheet from which it has been derived.

/s/ PricewaterhouseCoopers LLP  
Florham Park, New Jersey  
May 2, 2012

**DOMUS HOLDINGS CORP. AND REALOGY CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**

(In millions)  
(Unaudited)

	Three Months Ended March 31,	
	2012	2011
<b>Revenues</b>		
Gross commission income	\$ 606	\$ 575
Service revenue	172	164
Franchise fees	54	51
Other	43	41
Net revenues	875	831
<b>Expenses</b>		
Commission and other agent-related costs	402	374
Operating	318	318
Marketing	51	43
General and administrative	77	71
Former parent legacy costs (benefit), net	(3)	(2)
Restructuring costs	3	2
Depreciation and amortization	45	46
Interest expense, net	170	179
Loss on the early extinguishment of debt	6	36
Other (income)/expense, net	1	—
Total expenses	1,070	1,067
<b>Loss before income taxes, equity in earnings and noncontrolling interests</b>	<b>(195)</b>	<b>(236)</b>
Income tax expense	7	1
Equity in earnings of unconsolidated entities	(10)	—
<b>Net loss</b>	<b>(192)</b>	<b>(237)</b>
Less: Net income attributable to noncontrolling interests	—	—
<b>Net loss attributable to Domus Holdings and Realogy</b>	<b>\$ (192)</b>	<b>\$ (237)</b>
<b>Earnings (loss) per share attributable to Domus Holdings:</b>		
Basic loss per share:	(0.96)	(1.18)
Diluted loss per share:	(0.96)	(1.18)
<b>Weighted average common and common equivalent shares of Domus Holdings outstanding:</b>		
Basic:	200.4	200.4
Diluted:	200.4	200.4

See Notes to Condensed Consolidated Financial Statements.

**DOMUS HOLDINGS CORP. AND REALOGY CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS**  
**(In millions)**  
**(Unaudited)**

	<b>Three Months Ended March 31,</b>	
	<b>2012</b>	<b>2011</b>
<b>Net loss</b>	<b>\$ (192)</b>	<b>\$ (237)</b>
Currency Translation Adjustment	2	1
Defined Benefit Pension Plan - amortization of actuarial loss to periodic pension cost	1	—
Cash Flow Hedges:		
Less: interest rate hedge losses to interest expense	—	(1)
Less: de-designation of interest rate hedges to interest expense	—	(17)
Cash flow hedges	—	18
Other comprehensive income, before tax	3	19
Income tax expense related to other comprehensive income amounts	1	8
<b>Other comprehensive income, net of tax</b>	<b>2</b>	<b>11</b>
<b>Comprehensive loss</b>	<b>(190)</b>	<b>(226)</b>
Less: comprehensive income attributable to noncontrolling interests	—	—
<b>Comprehensive loss attributable to Domus Holdings and Realogy</b>	<b>\$ (190)</b>	<b>\$ (226)</b>

See Notes to Condensed Consolidated Financial Statements.

**DOMUS HOLDINGS CORP. AND REALGY CORPORATION**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**

(In millions)  
(Unaudited)

	March 31, 2012	December 31, 2011
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 148	\$ 143
Trade receivables (net of allowance for doubtful accounts of \$65 and \$64)	122	120
Relocation receivables	385	378
Relocation properties held for sale	7	11
Deferred income taxes	62	66
Other current assets	101	88
Total current assets	825	806
Property and equipment, net	155	165
Goodwill	2,617	2,614
Trademarks	732	732
Franchise agreements, net	2,825	2,842
Other intangibles, net	428	439
Other non-current assets	215	212
<b>Total assets</b>	<b>\$ 7,797</b>	<b>\$ 7,810</b>
<b>LIABILITIES AND EQUITY (DEFICIT)</b>		
Current liabilities:		
Accounts payable	\$ 180	\$ 184
Securitization obligations	302	327
Due to former parent	76	80
Revolving credit facilities and current portion of long-term debt	111	325
Accrued expenses and other current liabilities	641	520
Total current liabilities	1,310	1,436
Long-term debt	7,121	6,825
Deferred income taxes	892	890
Other non-current liabilities	172	167
<b>Total liabilities</b>	<b>9,495</b>	<b>9,318</b>
Commitments and contingencies (Notes 8 and 9)		
Equity (deficit):		
Domus Holdings common stock: \$.01 par value; 4,450,000,000 shares authorized, 105,000 Class A shares outstanding, 200,426,906 Class B shares outstanding at March 31, 2012 and December 31, 2011 (Realogy common stock: \$.01 par value, 100 shares authorized, issued and outstanding at March 31, 2012 and December 31, 2011)	2	2
Additional paid-in capital	2,032	2,031
Accumulated deficit	(3,703)	(3,511)
Accumulated other comprehensive loss	(30)	(32)
Total Domus Holdings stockholders' deficit	(1,699)	(1,510)
Noncontrolling interests	1	2
<b>Total equity (deficit)</b>	<b>(1,698)</b>	<b>(1,508)</b>
<b>Total liabilities and equity (deficit)</b>	<b>\$ 7,797</b>	<b>\$ 7,810</b>

See Notes to Condensed Consolidated Financial Statements.

**DOMUS HOLDINGS CORP. AND REALOGY CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**

(In millions)  
(Unaudited)

	Three Months Ended March 31,	
	2012	2011
<b>Operating Activities</b>		
Net loss	\$ (192)	\$ (237)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	45	46
Deferred income taxes	6	(1)
Amortization of deferred financing costs and discount on unsecured notes	4	5
Loss on the early extinguishment of debt	6	36
De-designation of interest rate hedge	—	17
Equity in earnings of unconsolidated entities	(10)	—
Other adjustments to net loss	3	9
Net change in assets and liabilities, excluding the impact of acquisitions and dispositions:		
Trade receivables	(2)	(9)
Relocation receivables and advances	(6)	(7)
Relocation properties held for sale	5	3
Other assets	(4)	(6)
Accounts payable, accrued expenses and other liabilities	103	62
Due (to) from former parent	(4)	(6)
Other, net	14	1
<b>Net cash used in operating activities</b>	<b>(32)</b>	<b>(87)</b>
<b>Investing Activities</b>		
Property and equipment additions	(9)	(11)
Net assets acquired (net of cash acquired) and acquisition-related payments	(4)	(2)
Purchases of certificates of deposit, net	(3)	(5)
Change in restricted cash	(4)	—
Other, net	—	(1)
<b>Net cash used in investing activities</b>	<b>(20)</b>	<b>(19)</b>
<b>Financing Activities</b>		
Net change in revolving credit facilities	(208)	(33)
Proceeds from term loan extension	—	98
Repayments of term loan credit facility	(629)	(702)
Proceeds from issuance of First Lien Notes	593	—
Proceeds from issuance of First and a Half Lien Notes	325	700
Net change in securitization obligations	(27)	(21)
Debt issuance costs	(2)	(33)
Other, net	4	(3)
<b>Net cash provided by financing activities</b>	<b>56</b>	<b>6</b>
Effect of changes in exchange rates on cash and cash equivalents	1	1
Net increase (decrease) in cash and cash equivalents	5	(99)
Cash and cash equivalents, beginning of period	143	192
<b>Cash and cash equivalents, end of period</b>	<b>\$ 148</b>	<b>\$ 93</b>
<b>Supplemental Disclosure of Cash Flow Information</b>		
Interest payments (including securitization interest expense)	\$ 66	\$ 36
Income tax payments, net	—	—

See Notes to Condensed Consolidated Financial Statements.

**DOMUS HOLDINGS CORP. AND REALOGY CORPORATION**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(Unless otherwise noted, all amounts are in millions)**  
**(Unaudited)**

**1. BASIS OF PRESENTATION**

Domus Holdings Corp., a Delaware corporation (“Holdings”) is a holding company for its wholly owned subsidiary, Domus Intermediate Holdings Corp., a Delaware corporation (“Intermediate”). Intermediate is a holding company for its wholly owned subsidiary, Realogy Corporation, a Delaware corporation (“Realogy”), and its subsidiaries (Holdings, Intermediate and Realogy and its subsidiaries being referred to herein collectively as the “Company”). Holdings derives all of its operating income and cash flows from Realogy and its subsidiaries.

Holdings was incorporated on December 14, 2006. On December 15, 2006, Holdings and its wholly owned subsidiary Domus Acquisition Corp., entered into an agreement and plan of merger (the “Merger”) with Realogy which was consummated on April 10, 2007 with Holdings becoming the indirect parent company of Realogy. Holdings is owned by investment funds affiliated with, or co-investment vehicles managed by, Apollo Management VI, L.P., an entity affiliated with Apollo Management, L.P. (collectively referred to as “Apollo”) and members of the Company's management. As of March 31, 2012, all of Realogy's issued and outstanding common stock was currently owned by Intermediate, a direct wholly owned subsidiary of Holdings.

Realogy is a global provider of real estate and relocation services. Realogy was incorporated in January 2006 to facilitate a plan by Cendant Corporation (now known as Avis Budget Group, Inc.) to separate into four independent companies—one for each of Cendant's business units—real estate services or Realogy, travel distribution services (“Travelport”), hospitality services, including timeshare resorts (“Wyndham Worldwide”), and vehicle rental (“Avis Budget Group”). On July 31, 2006, the separation (“Separation”) from Cendant became effective.

Realogy incurred indebtedness in connection with the Merger which included borrowings under Realogy's senior secured credit facility (the “Senior Secured Credit Facility”) and the issuance of unsecured notes. See Note 5, “Short and Long-Term Debt” for additional information on the indebtedness incurred related to the Merger, indebtedness incurred following the Merger as well as additional information related to the senior secured leverage ratio that Realogy is required to maintain.

The accompanying Condensed Consolidated Financial Statements include the financial statements of both Holdings and Realogy and these statements have been prepared in accordance with accounting principles generally accepted in the United States of America and with Article 10 of Regulation S-X. Interim results may not be indicative of full year performance because of seasonal and short-term variations. The Company has eliminated all material intercompany transactions and balances between entities consolidated in these financial statements. In presenting the Condensed Consolidated Financial Statements, management makes estimates and assumptions that affect the amounts reported and the related disclosures. Estimates, by their nature, are based on judgment and available information. Accordingly, actual results could differ materially from those estimates.

Holdings' only asset is its investment in the common stock of Intermediate, and Intermediate's only asset is its investment in the common stock of Realogy. Holdings' only obligations are its guarantees of certain borrowings of Realogy. All expenses incurred by Holdings and Intermediate are for the benefit of Realogy and have been reflected in Realogy's consolidated financial statements. All issuances of Holdings' equity securities, including grants of stock options and restricted stock by Holdings to employees and directors of Realogy and its subsidiaries have been reflected in Realogy's condensed consolidated financial statements. As a result, the condensed consolidated financial positions, results of operations, comprehensive loss and cash flows of Holdings, Intermediate and Realogy are the same. In management's opinion, the accompanying Condensed Consolidated Financial Statements reflect all normal and recurring adjustments necessary to present fairly the Realogy and Holdings' financial position as of March 31, 2012 and the results of operations and cash flows for the three months ended March 31, 2012 and 2011.

As the interim Condensed Consolidated Financial Statements are prepared using the same accounting principles and policies used to prepare the annual financial statements, they should be read in conjunction with the Consolidated Financial Statements for the year ended December 31, 2011 included in the Annual Report on Form 10-K for the year ended December 31, 2011.

## **2012 Senior Secured Notes Offering**

On February 2, 2012, Realogy issued \$593 million of First Lien Notes and \$325 million of New First and a Half Lien Notes to repay amounts outstanding under its senior secured credit facility. The First Lien Notes and the New First and a Half Lien Notes are senior secured obligations of the Company and will mature on January 15, 2020. Interest is payable semiannually on January 15 and July 15 of each year, commencing July 15, 2012. The First Lien Notes and the New First and a Half Lien Notes were issued in a private offering that is exempt from the registration requirements of the Securities Act.

The Company used the proceeds from the offering, of approximately \$918 million, to: (i) prepay \$629 million of its non-extended term loan borrowings under its senior secured credit facility which were due to mature in October 2013, (ii) repay all of the \$133 million in outstanding borrowings under its non-extended revolving credit facility which was due to mature in April 2013, and (iii) repay \$156 million of the outstanding borrowings under its extended revolving credit facility. In conjunction with the repayments of \$289 million described in clauses (ii) and (iii), the Company reduced the commitments under its non-extended revolving credit facility by a like amount, thereby terminating the non-extended revolving credit facility.

Under the terms of the Senior Secured Credit Facility, the New First and a Half Lien Notes (as well as the Existing First and a Half Lien Notes) do not constitute senior secured debt for purposes of calculating the senior secured leverage ratio maintenance covenant under our senior secured credit facility. This facility requires Realogy to maintain a senior secured leverage ratio of total senior secured net debt to trailing 12-month Adjusted EBITDA (as defined in Note 8, "Short and Long-Term Debt"), that may not exceed 4.75 to 1.0. Realogy was in compliance with the senior secured leverage covenant with a senior secured leverage ratio of 4.02 to 1.0 at March 31, 2012.

## **Earnings (loss) per share attributable to Holdings**

Basic earnings per share is computed based upon weighted-average shares outstanding during the period. Dilutive earnings per share is computed consistently with the basic computation while giving effect to all dilutive potential common shares and common share equivalents that were outstanding during the period. Holdings uses the treasury stock method to reflect the potential dilutive effect of unvested stock awards and unexercised options.

The Company was in a net loss position for the three months ended March 31, 2012 and therefore the impact of stock options, restricted stock and the convertible notes were excluded from the computation of dilutive earnings (loss) per share as the inclusion of such amounts would be anti-dilutive. At March 31, 2012, the number of shares of common stock issuable under the stock options, restricted stock and the convertible notes that were excluded from the computation was 13 million, 0.1 million and 2,026 million, respectively.

## **Derivative Instruments**

The Company uses foreign currency forward contracts largely to manage its exposure to changes in foreign currency exchange rates associated with its foreign currency denominated receivables and payables. The Company primarily manages its foreign currency exposure to the Swiss Franc, Canadian Dollar, British Pound and Euro. The Company has elected not to utilize hedge accounting for these forward contracts; therefore, any change in fair value is recorded in the Consolidated Statements of Operations. However, the fluctuations in the value of these forward contracts generally offset the impact of changes in the value of the underlying risk that they are intended to economically hedge. As of March 31, 2012, the Company had outstanding foreign currency forward contracts with a fair value of less than \$1 million and a notional value of \$19 million. As of December 31, 2011 the Company had outstanding foreign currency forward contracts with a fair value of less than \$1 million and a notional value of \$15 million.

The Company also enters into interest rate swaps to manage its exposure to changes in interest rates associated with its variable rate borrowings. The Company has four interest rate swaps with an aggregate notional value of \$850 million to hedge the variability in cash flows resulting from the term loan facility. One swap, with a notional value of \$225 million, expires in July 2012, the second swap, with a notional value of \$200 million, expires in December 2012, the third swap, with a notional value of \$225 million, commences in July 2012 and expires in October 2016, and the fourth swap with a notional value of \$200 million, commences in January 2013 and expires in October 2016. The Company is utilizing pay fixed interest swaps (in exchange for floating LIBOR rate based payments) to perform this hedging strategy.

At December 31, 2010, \$425 million of the derivatives were being accounted for as cash flow hedges in accordance with the FASB's derivative and hedging guidance and the unfavorable fair market value of the swaps was recorded within

Accumulated Other Comprehensive Income/(Loss) (“AOCI”). Following the completion of the 2011 Refinancing Transactions, the Company was not able to maintain hedge effectiveness in accordance with the accounting guidance. As a result, the interest rate swaps were de-designated as cash flow hedging instruments and the fair value of \$17 million was reclassified from AOCI and recognized in interest expense in the Consolidated Statements of Operations during the first quarter of 2011.

The fair value of derivative instruments was as follows:

Liability Derivatives		March 31, 2012	December 31, 2011
Designated as Hedging Instruments	Balance Sheet Location	Fair Value	Fair Value
Interest rate swap contracts	Other non-current liabilities	\$ —	\$ —
Not Designated as Hedging Instruments			
Interest rate swap contracts	Other current liabilities	\$ 4	\$ 7
	Other non-current liabilities	19	10
		\$ 23	\$ 17

The effect of derivative instruments on earnings is as follows:

Derivatives in Cash Flow Hedge Relationships	Gain or (Loss) Recognized in Other Comprehensive Income		Location of Gain or (Loss) Reclassified from AOCI into Income	Gain or (Loss) Reclassified from AOCI into Income	
	Three Months Ended March 31, 2012	Three Months Ended March 31, 2011		Three Months Ended March 31, 2012	Three Months Ended March 31, 2011
Interest rate swap contracts	\$ —	\$ —	Interest expense	\$ —	\$ (17)

  

Derivative Instruments Not Designated as Hedging Instruments	Location of Gain or (Loss) Recognized in Income for Derivative Instruments		Gain or (Loss) Recognized in Income on Derivative	
	Three Months Ended March 31, 2012	Three Months Ended March 31, 2011	Three Months Ended March 31, 2012	Three Months Ended March 31, 2011
Interest rate swap contracts	\$ 4	\$ 2	\$ 4	\$ 2
Foreign exchange contracts	1	(1)	1	(1)

**Financial Instruments**

The following tables present the Company’s assets and liabilities that are measured at fair value on a recurring basis and are categorized using the fair value hierarchy. The fair value hierarchy has three levels based on the reliability of the inputs used to determine fair value.

Level Input:	Input Definitions:
Level I	Inputs are unadjusted, quoted prices for identical assets or liabilities in active markets at the measurement date.
Level II	Inputs other than quoted prices included in Level I that are observable for the asset or liability through corroboration with market data at the measurement date.
Level III	Unobservable inputs that reflect management’s best estimate of what market participants would use in pricing the asset or liability at the measurement date.

The availability of observable inputs can vary from asset to asset and is affected by a wide variety of factors, including, for example, the type of asset, whether the asset is new and not yet established in the marketplace, and other characteristics particular to the transaction. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Accordingly, the degree of judgment exercised by the Company in determining fair value is greatest for instruments categorized in Level III. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level in the fair value hierarchy within which the fair value measurement in its entirety falls is determined based on the lowest level input that is significant to the fair value measurement in its entirety.

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The fair value of financial instruments is generally determined by reference to quoted market values. In cases where quoted market prices are not available, fair value is based on estimates using present value or other valuation techniques, as appropriate. The fair value of interest rate swaps is determined based upon a discounted cash flow approach that incorporates counterparty and performance risk and therefore is categorized in Level III.

The following table summarizes fair value measurements by level at March 31, 2012 for assets/liabilities measured at fair value on a recurring basis:

	Level I	Level II	Level III	Total
<b>Derivatives</b>				
Interest rate swaps (included in other current and non-current liabilities)	\$ —	\$ —	\$ 23	\$ 23

The following table summarizes fair value measurements by level at December 31, 2011 for assets/liabilities measured at fair value on a recurring basis:

	Level I	Level II	Level III	Total
<b>Derivatives</b>				
Interest rate swaps (included in other current and non-current liabilities)	\$ —	\$ —	\$ 17	\$ 17
Deferred compensation plan assets (included in other non-current assets)	\$ 1	\$ —	\$ —	\$ 1

The following table presents changes in Level III financial liabilities measured at fair value on a recurring basis:

Fair value at December 31, 2011	\$ 17
Changes reflected in the statement of operations	6
Fair value at March 31, 2012	\$ 23

The following table summarizes the carrying amount of the Company's indebtedness compared to the estimated fair value, primarily determined by quoted market values, at:

	March 31, 2012		December 31, 2011	
	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
<b>Debt</b>				
<b>Senior Secured Credit Facility:</b>				
Non-extended revolving credit facility	\$ —	\$ —	\$ 78	\$ 78
Extended revolving credit facility	—	—	97	97
Non-extended term loan facility	—	—	629	590
Extended term loan facility	1,822	1,703	1,822	1,630
First Lien Notes	593	623	—	—
Existing First and a Half Lien Notes	700	702	700	606
New First and a Half Lien Notes	325	334	—	—
Second Lien Loans	650	674	650	655
Other bank indebtedness	100	100	133	133
<b>Existing Notes:</b>				
10.50% Senior Notes	64	64	64	56
11.00%/11.75% Senior Toggle Notes	52	51	52	43
12.375% Senior Subordinated Notes	188	175	187	144
<b>Extended Maturity Notes:</b>				
11.50% Senior Notes	489	462	489	367
12.00% Senior Notes	129	121	129	95
13.375% Senior Subordinated Notes	10	7	10	7
11.00% Convertible Notes	2,110	1,633	2,110	1,189
Securitization obligations	302	302	327	327

## ***Income Taxes***

The Company's provision for income taxes in interim periods is computed by applying its estimated annual effective tax rate against the income (loss) before income taxes for the period. In addition, non-recurring or discrete items, including the increase in deferred tax liabilities associated with indefinite lived intangibles, are recorded during the period in which they occur. No Federal income tax benefit was recognized for the current period loss due to the recognition of a full valuation allowance for domestic operations. Income tax expense for the three months ended March 31, 2012 was \$7 million. This expense included \$6 million for an increase in deferred tax liabilities associated with indefinite-lived intangible assets and \$1 million was recognized for foreign and state income taxes for certain jurisdictions.

## ***Restricted Cash***

Restricted cash primarily relates to amounts specifically designated as collateral for the repayment of outstanding borrowings under the Company's securitization facilities. Such amounts approximated \$11 million and \$7 million at March 31, 2012 and 2011, respectively and are primarily included within Other current assets on the Company's Condensed Consolidated Balance Sheets.

## ***Defined Benefit Pension Plan***

The net periodic pension cost for the three months ended March 31, 2012 was \$1 million and was comprised of interest cost and amortization of actuarial loss of \$3 million offset by a benefit of \$2 million for the expected return on assets. The net periodic pension cost for the three months ended March 31, 2011 was \$1 million and was comprised of interest cost and amortization of actuarial loss of \$2 million offset by a benefit of \$1 million for the expected return on assets.

## ***Recently Adopted Accounting Pronouncements***

In September 2011, the FASB amended the guidance on testing for goodwill impairment that allows an entity to elect to qualitatively assess whether it is necessary to perform the current two-step goodwill impairment test. If the qualitative assessment determines that it is not more-likely-than-not that the fair value of a reporting unit is less than its carrying amount, then performing the two-step test is unnecessary. If the entity elects to bypass the qualitative assessment for any reporting unit and proceed directly to Step One of the test and validate the conclusion by measuring fair value, it can resume performing the qualitative assessment in any subsequent period. The amendments are effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. The Company will consider utilizing the new qualitative analysis for its goodwill impairment test to be performed in the fourth quarter of 2012.

In May 2011, the FASB amended the guidance on Fair Value Measurement that result in common measurement of fair value and disclosure requirements between U.S. GAAP and the International Financial Reporting Standards ("IFRS"). The amendments mainly change the wording used to describe many of the requirements in U.S. GAAP for measuring fair value and for disclosing information about fair value measurements. The amendments are effective prospectively for interim and annual periods beginning after December 15, 2011. The Company adopted the amendments on January 1, 2012 and the adoption did not have a significant impact on the consolidated financial statements.

## **2. ACQUISITIONS**

### **2012 ACQUISITIONS**

During the three months ended March 31, 2012, the Company acquired three real estate brokerage operations through its wholly owned subsidiary, NRT, for total consideration of \$4 million. These acquisitions resulted in goodwill of \$3 million that was assigned to the Company Owned Brokerage Services segment.

None of the 2012 acquisitions were significant to the Company's results of operations, financial position or cash flows individually or in the aggregate.

### **2011 ACQUISITIONS**

During the year ended December 31, 2011, the Company acquired thirteen real estate brokerage operations through its wholly owned subsidiary, NRT, for total consideration of \$4 million. These acquisitions resulted in goodwill of \$3 million that was assigned to the Company Owned Brokerage Services segment.

None of the 2011 acquisitions were significant to the Company's results of operations, financial position or cash flows individually or in the aggregate.

### 3. INTANGIBLE ASSETS

Goodwill by segment and changes in the carrying amount are as follows:

	Real Estate Franchise Services	Company Owned Brokerage Services	Relocation Services	Title and Settlement Services	Total Company
Gross Goodwill as of December 31, 2011	\$ 2,265	\$ 783	\$ 641	\$ 397	\$ 4,086
Accumulated impairment losses	(709)	(158)	(281)	(324)	(1,472)
Balance at December 31, 2011	1,556	625	360	73	2,614
Goodwill acquired	—	3	—	—	3
Balance at March 31, 2012	\$ 1,556	\$ 628	\$ 360	\$ 73	\$ 2,617

Intangible assets are as follows:

	As of March 31, 2012			As of December 31, 2011		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
<i>Franchise Agreements</i>						
Amortizable—Franchise agreements (a)	\$ 2,019	\$ 339	\$ 1,680	\$ 2,019	\$ 322	\$ 1,697
Unamortizable—Franchise agreement (b)	1,145	—	1,145	1,145	—	1,145
Total Franchise Agreements	\$ 3,164	\$ 339	\$ 2,825	\$ 3,164	\$ 322	\$ 2,842
Unamortizable—Trademarks (c)	\$ 732	\$ —	\$ 732	\$ 732	\$ —	\$ 732
<i>Other Intangibles</i>						
Amortizable—License agreements (d)	\$ 45	\$ 5	\$ 40	\$ 45	\$ 4	\$ 41
Amortizable—Customer relationships (e)	529	154	375	529	144	385
Unamortizable—Title plant shares (f)	10	—	10	10	—	10
Amortizable—Other (g)	13	10	3	17	14	3
Total Other Intangibles	\$ 597	\$ 169	\$ 428	\$ 601	\$ 162	\$ 439

- (a) Generally amortized over a period of 30 years.
- (b) Relates to the Real Estate Franchise Services franchise agreement with NRT, which is expected to generate future cash flows for an indefinite period of time.
- (c) Relates to the Century 21, Coldwell Banker, ERA, The Corcoran Group, Coldwell Banker Commercial and Cartus tradenames, which are expected to generate future cash flows for an indefinite period of time.
- (d) Relates to the Sotheby's International Realty and Better Homes and Gardens Real Estate agreements which are being amortized over 50 years (the contractual term of the license agreements).
- (e) Relates to the customer relationships at the Title and Settlement Services segment and the Relocation Services segment. These relationships are being amortized over a period of 5 to 20 years.
- (f) Primarily related to the Texas American Title Company title plant shares. Ownership in a title plant is required to transact title insurance in certain states. The Company expects to generate future cash flows for an indefinite period of time.
- (g) Generally amortized over periods ranging from 2 to 10 years.

Intangible asset amortization expense is as follows:

	Three Months Ended March 31,	
	2012	2011
Franchise agreements	\$ 17	\$ 17
License agreement	1	—
Customer relationships	10	9
Other	2	2
Total	\$ 30	\$ 28

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Based on the Company's amortizable intangible assets as of March 31, 2012, the Company expects related amortization expense for the remainder of 2012, the four succeeding years and thereafter to approximate \$79 million, \$105 million, \$105 million, \$95 million, \$95 million and \$1,619 million, respectively.

#### 4. ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES

Accrued expenses and other current liabilities consisted of:

	March 31, 2012	December 31, 2011
Accrued payroll and related employee costs	\$ 94	\$ 69
Accrued volume incentives	15	17
Accrued commissions	25	14
Restructuring accruals	19	20
Deferred income	70	76
Accrued interest	241	139
Relocation services home mortgage obligations	5	9
Other	172	176
	<u>\$ 641</u>	<u>\$ 520</u>

#### 5. SHORT AND LONG-TERM DEBT

Total indebtedness is as follows:

	March 31, 2012	December 31, 2011
Senior Secured Credit Facility:		
Non-extended revolving credit facility	\$ —	\$ 78
Extended revolving credit facility	—	97
Non-extended term loan facility	—	629
Extended term loan facility	1,822	1,822
First Lien Notes	593	—
Existing First and a Half Lien Notes	700	700
New First and a Half Lien Notes	325	—
Second Lien Loans	650	650
Other bank indebtedness	100	133
Existing Notes:		
10.50% Senior Notes	64	64
11.00%/11.75% Senior Toggle Notes	52	52
12.375% Senior Subordinated Notes	188	187
Extended Maturity Notes:		
11.50% Senior Notes	489	489
12.00% Senior Notes	129	129
13.375% Senior Subordinated Notes	10	10
11.00% Convertible Notes	2,110	2,110
Securitization Obligations:		
Apple Ridge Funding LLC	270	296
Cartus Financing Limited	32	31
	<u>\$ 7,534</u>	<u>\$ 7,477</u>

## Indebtedness Table

As of March 31, 2012, the total capacity, outstanding borrowings and available capacity under the Company's borrowing arrangements were as follows:

	Interest Rate	Expiration Date	Total Capacity	Outstanding Borrowings	Available Capacity
<b>Senior Secured Credit Facility:</b>					
Extended revolving credit facility <sup>(1)</sup>	(2)	April 2016	\$ 363	\$ —	\$ 283
Extended term loan facility	(3)	October 2016	1,822	1,822	—
First Lien Notes	7.625%	January 2020	593	593	—
Existing First and a Half Lien Notes	7.875%	February 2019	700	700	—
New First and a Half Lien Notes	9.00%	January 2020	325	325	—
Second Lien Loans	13.50%	October 2017	650	650	—
Other bank indebtedness <sup>(4)</sup>		Various	108	100	8
<b>Existing Notes:</b>					
Senior Notes	10.50%	April 2014	64	64	—
Senior Toggle Notes	11.00%	April 2014	52	52	—
Senior Subordinated Notes <sup>(5)</sup>	12.375%	April 2015	190	188	—
<b>Extended Maturity Notes:</b>					
Senior Notes <sup>(6)</sup>	11.50%	April 2017	492	489	—
Senior Notes <sup>(7)</sup>	12.00%	April 2017	130	129	—
Senior Subordinated Notes	13.375%	April 2018	10	10	—
Convertible Notes	11.00%	April 2018	2,110	2,110	—
<b>Securitization obligations: <sup>(8)</sup></b>					
Apple Ridge Funding LLC		December 2013	400	270	130
Cartus Financing Limited <sup>(9)</sup>		Various	64	32	32
			<b>\$ 8,073</b>	<b>\$ 7,534</b>	<b>\$ 453</b>

- (1) The available capacity under this facility was reduced by \$80 million of outstanding letters of credit. On May 1, 2012, the Company had \$197 million outstanding on the extended revolving credit facility and \$79 million of outstanding letters of credit, leaving \$81 million of available capacity.
- (2) Interest rates with respect to revolving loans under the senior secured credit facility are based on, at Realogy's option, adjusted LIBOR plus 3.25% or ABR plus 2.25% in each case subject to reductions based on the attainment of certain leverage ratios.
- (3) Interest rates with respect to term loans under the senior secured credit facility are based on, at Realogy's option, (a) adjusted LIBOR plus 4.25% or (b) the higher of the Federal Funds Effective Rate plus 1.75% and JPMorgan Chase Bank, N.A.'s prime rate ("ABR") plus 3.25%.
- (4) Consists of revolving credit facilities that are supported by letters of credit issued under the senior secured credit facility; \$8 million of capacity which expires in August 2012, \$50 million due in January 2013 and \$50 million due in July 2013.
- (5) Consists of \$190 million of 12.375% Senior Subordinated Notes due 2015, less a discount of \$2 million.
- (6) Consists of \$492 million of 11.50% Senior Notes due 2017, less a discount of \$3 million.
- (7) Consists of \$130 million of 12.00% Senior Notes due 2017, less a discount of \$1 million.
- (8) Available capacity is subject to maintaining sufficient relocation related assets to collateralize these securitization obligations.
- (9) Consists of a £35 million facility which expires in August 2015 and a £5 million working capital facility which expires in August 2012.

## Indebtedness Incurred in Connection with the Merger and Subsequent Debt Transactions

Realogy incurred indebtedness in 2007 in connection with the Merger, which included borrowings under Realogy's senior secured credit facility (the "Senior Secured Credit Facility") and the issuance of unsecured notes. Realogy borrowed an initial amount of \$3,170 million term loan facility under the Senior Secured Credit Facility (consisting of \$1,950 million initial term loan facility and a \$1,220 million delayed draw term loan facility) with original maturity dates of October 2013. The \$1,950 million initial term loan facility was used by Realogy to finance a part of the Merger, including, without limitation, payment of fees and expenses contemplated thereby. In addition, Realogy used the \$1,220 million delayed draw

term loan facility to finance the refinancing or discharge of Realogy's previously existing senior notes, including, without limitation, the payment of fees and expenses. Realogy issued an original aggregate principal amount of \$3,125 million of unsecured notes with maturity dates in 2014 and 2015 (the "Existing Notes") to finance a part of the Merger, including, without limitation, payment of fees and expenses.

In 2009, 2011 and 2012, Realogy completed various debt transactions, which are detailed below, that accomplished one or more of the following: (1) provided additional cushion under the senior secured leverage ratio; (2) extended the maturity of certain portions of our indebtedness; (3) provided additional liquidity to fund operations; and (4) issued \$2,110 million of Convertible Notes that if converted to equity would improve Realogy's liquidity position.

In September and October 2009, Realogy incurred \$650 million of Second Lien Loans (the "Second Lien Loans") under the Senior Secured Credit Facility, the net proceeds of which were used to pay down outstanding balances on the revolving credit facility under the Senior Secured Credit Facility and for working capital as well as to exchange \$150 million of Second Lien Loans for \$221 million aggregate principal amount of outstanding Senior Toggle Notes.

In January and February of 2011, Realogy completed a series of transactions, referred to herein as the "2011 Refinancing Transactions," to refinance portions of its Senior Secured Credit Facility and the Existing Notes.

On January 5, 2011, Realogy completed private exchange offers, relating to its then outstanding Existing Notes (the "Debt Exchange Offering"). As a result of the Debt Exchange Offering, \$2,110 million of Existing Notes were tendered for Convertible Notes due 2018, \$632 million of Existing Notes due 2014 and 2015 were tendered for Extended Maturity Notes due 2017 and 2018 and \$303 million of Existing Notes remained outstanding.

Effective February 3, 2011, we entered into a first amendment to our senior secured credit facility (the "Senior Secured Credit Facility Amendment") and an incremental assumption agreement, which resulted in the following: (i) extended the maturity of a significant portion of our first lien term loans to October 10, 2016; (ii) extended the maturity of a significant portion of the loans and commitments under our revolving credit facility to April 10, 2016, and converted a portion of the extended revolving loans to extended term loans (\$98 million in the aggregate); (iii) extended the maturity of a significant portion of the commitments under our synthetic letter of credit facility to October 10, 2016; and (iv) allowed for the issuance of First and a Half Lien Notes, which would not be counted as senior secured debt for purposes of determining the Company's compliance with the senior secured leverage covenant under the Senior Secured Credit Facility. On February 3, 2011, the Company issued \$700 million aggregate principal amount of Existing First and a Half Lien Notes due 2019 in a private offering exempt from the registration requirements of the Securities Act, the net proceeds of which, along with cash on hand, were used to prepay \$700 million of certain of the first lien term loans that were extended in connection with the Senior Secured Credit Facility Amendment.

On February 2, 2012, Realogy issued \$593 million of First Lien Notes due 2020 and \$325 million of New First and a Half Lien Notes due 2020 in a private offering exempt from the registration requirements of the Securities Act, referred to herein as the "2012 Senior Secured Notes Offering." The Company used the proceeds from the offering, of approximately \$918 million, to: (i) prepay \$629 million of its non-extended term loan borrowings under its senior secured credit facility which were due to mature in October 2013, (ii) repay all of the \$133 million in outstanding borrowings under its non-extended revolving credit facility which was due to mature in April 2013, and (iii) repay \$156 million of the outstanding borrowings under its extended revolving credit facility. In conjunction with the repayments of \$289 million described in clauses (ii) and (iii), the Company reduced the commitments under its non-extended revolving credit facility by a like amount, thereby terminating the non-extended revolving credit facility.

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### ***Senior Secured Credit Facility***

The Senior Secured Credit Facility consists of (i) term loan facilities, (ii) revolving credit facilities, (iii) a synthetic letter of credit facility (the facilities described in clauses (i), (ii) and (iii), as amended by the Senior Secured Credit Facility Amendment, collectively referred to as the "First Lien Facilities"), and (iv) an incremental (or accordion) loan facility, a portion of which as summarized above was utilized in connection with the incurrence of Second Lien Loans. Realogy uses the revolving credit facility for, among other things, working capital and other general corporate purposes.

The loans under the First Lien Facilities (the "First Lien Loans") are secured to the extent legally permissible by substantially all of the assets of Realogy, Intermediate and the subsidiary guarantors, including but not limited to (i) a first-priority pledge of substantially all capital stock held by Realogy or any subsidiary guarantor (which pledge, with respect to

obligations in respect of the borrowings secured by a pledge of the stock of any first-tier foreign subsidiary, is limited to 100% of the non-voting stock (if any) and 65% of the voting stock of such foreign subsidiary), and (ii) perfected first-priority security interests in substantially all tangible and intangible assets of Realogy and each subsidiary guarantor, subject to certain exceptions.

The Second Lien Loans are secured by liens on the assets of Realogy and by the guarantors that secure the First Lien Loans. However, such liens are junior in priority to the First Lien Loans, the First Lien Notes and the First and a Half Lien Notes. The Second Lien Loans interest payments are payable semi-annually on April 15 and October 15 of each year. The Second Lien Loans mature on October 15, 2017 and there are no required amortization payments.

The senior secured credit facility also provides for a synthetic letter of credit facility which is for: (i) the support of Realogy's obligations with respect to Cendant contingent and other liabilities assumed under the Separation and Distribution Agreement and (ii) general corporate purposes in an amount not to exceed \$100 million. The synthetic letter of credit facility capacity is \$186 million at March 31, 2012, of which \$43 million will expire in October 2013 and \$143 million will expire in October 2016. As of March 31, 2012, the capacity was being utilized by a \$70 million letter of credit with Cendant for any remaining potential contingent obligations and \$100 million of letters of credit for general corporate purposes.

Realogy's senior secured credit facility contains financial, affirmative and negative covenants and requires Realogy to maintain a senior secured leverage ratio not to exceed a maximum amount on the last day of each fiscal quarter. Specifically, Realogy's total senior secured net debt to trailing twelve month EBITDA may not exceed 4.75 to 1.0. EBITDA, as defined in the senior secured credit facility, includes certain adjustments and is calculated on a "pro forma" basis for purposes of calculating the senior secured leverage ratio. In this report, the Company refers to the term "Adjusted EBITDA" to mean EBITDA as so defined for purposes of determining compliance with the senior secured leverage covenant. Total senior secured net debt does not include the First and a Half Lien Notes, Second Lien Loans, other bank indebtedness not secured by a first lien on Realogy or its subsidiaries assets, securitization obligations or the unsecured notes. At March 31, 2012, Realogy's senior secured leverage ratio was 4.02 to 1.0.

Realogy has the right to cure an event of default of the senior secured leverage ratio in three of any of the four consecutive quarters through the issuance of additional Intermediate equity for cash, which would be infused as capital into Realogy. The effect of such infusion would be to increase Adjusted EBITDA for purposes of calculating the senior secured leverage ratio for the applicable twelve-month period and reduce net senior secured indebtedness upon actual receipt of such capital. If Realogy is unable to maintain compliance with the senior secured leverage ratio and fails to remedy a default through an equity cure as described above, there would be an "event of default" under the senior secured credit facility. Other events of default under the senior secured credit facility include, without limitation, nonpayment, material misrepresentations, insolvency, bankruptcy, certain material judgments, change of control and cross-events of default on material indebtedness.

If an event of default occurs under the senior secured credit facility, and Realogy fails to obtain a waiver from the lenders, Realogy's financial condition, results of operations and business would be materially adversely affected. Upon the occurrence of an event of default under the senior secured credit facility, the lenders:

- would not be required to lend any additional amounts to Realogy;
- could elect to declare all borrowings outstanding, together with accrued and unpaid interest and fees, to be due and payable;
- could require Realogy to apply all of its available cash to repay these borrowings; or
- could prevent Realogy from making payments on the First and a Half Lien Notes or the unsecured notes;

any of which could result in an event of default under the First and a Half Lien Notes, the unsecured notes and the Company's Apple Ridge Funding LLC securitization program.

If the Company were unable to repay those amounts, the lenders under the senior secured credit facility could proceed against the collateral granted to secure the senior secured credit facility and its other secured indebtedness. The Company has pledged the majority of its assets as collateral to secure such indebtedness. If the lenders under the senior secured credit facility were to accelerate the repayment of borrowings, then the Company may not have sufficient assets to repay the senior secured credit facility and its other indebtedness, including the First Lien Notes, the First and a Half Lien Notes, the Second Lien Loans and the Unsecured Notes, or be able to borrow sufficient funds to refinance such indebtedness. Even if the Company is able to obtain new financing, it may not be on commercially reasonable terms, or terms that are acceptable to the Company.

### ***First Lien Notes***

The \$593 million of First Lien Notes are senior secured obligations of the Company and mature on January 15, 2020. The First Lien Notes bear interest at a rate of 7.625% per annum and interest is payable semiannually on January 15 and July 15 of each year, commencing July 15, 2012. The First Lien Notes are guaranteed on a senior secured basis by Intermediate and each domestic subsidiary of the Company that is a guarantor under the Senior Secured Credit Facility and certain of the Company's outstanding securities. The First Lien Notes are also guaranteed by Holdings, on an unsecured senior subordinated basis. The First Lien Notes are secured by the same collateral as the Company's existing secured obligations under its Senior Secured Credit Facility. The priority of the collateral liens securing the First Lien Notes is (i) equal to the collateral liens securing the Company's first lien obligations under the Senior Secured Credit Facility, (ii) senior to the collateral liens securing the Company's other secured obligations not secured by a first priority lien, including the First and a Half Lien Notes and the Second Lien Loans.

### ***First and a Half Lien Notes***

The First and a Half Lien Notes are senior secured obligations of the Company. The \$700 million of Existing First and a Half Lien Notes mature on February 15, 2019 and bear interest at a rate of 7.875% per annum, payable semiannually on February 15 and August 15 of each year. The New First and a Half Lien Notes mature on January 15, 2020. The \$325 million of New First and a Half Lien Notes bear interest at a rate of 9.0% per annum and interest is payable semiannually on January 15 and July 15 of each year, commencing July 15, 2012. The First and a Half Lien Notes are guaranteed on a senior secured basis by Intermediate and each domestic subsidiary of the Company that is a guarantor under the Senior Secured Credit Facility and certain of the Company's outstanding securities. The First and a Half Lien Notes are also guaranteed by Holdings, on an unsecured senior subordinated basis. The First and a Half Lien Notes are secured by the same collateral as the Company's existing secured obligations under its Senior Secured Credit Facility, but the priority of the collateral liens securing the First and a Half Lien Notes is (i) junior to the collateral liens securing the Company's first lien obligations under its Senior Secured Credit Facility and the First Lien Notes, and (ii) senior to the collateral liens securing the Company's second lien obligations under its Senior Secured Credit Facility. The priority of the collateral liens securing each series of the First and a Half Lien Notes is equal to one another.

### ***Other Bank Indebtedness***

Realogy has separate revolving U.S. credit facilities under which it could borrow up to \$100 million at March 31, 2012 and \$125 million at December 31, 2011 and a separate U.K. credit facility under which it could borrow up to £5 million (\$8 million) at March 31, 2012 and December 31, 2011. These facilities are not secured by assets of Realogy or any of its subsidiaries but are supported by letters of credit issued under the senior secured credit facility. The facilities generally have a one-year term with certain options for renewal. As of March 31, 2012, Realogy had outstanding borrowings of \$100 million under these credit facilities. In April 2012, Realogy extended the \$50 million facility that was due in July 2012 to July 2013. As a result, Realogy has \$8 million of capacity which expires in August 2012, \$50 million due in January 2013 and \$50 million due in July 2013. For the three months ended March 31, 2012 and March 31, 2011, the weighted average interest rate under the U.S. credit facilities was 2.9% with interest payable either monthly or quarterly.

### ***Unsecured Notes***

On April 10, 2007, Realogy issued in a private placement \$1,700 million of Senior Notes due 2014, \$550 million of Senior Toggle Notes due 2014 and \$875 million of Senior Subordinated Notes due 2015. On February 15, 2008, Realogy completed an exchange offer to register the privately placed notes under the Securities Act. The registration statement was filed on Form S-4 (File No. 333-148153 declared effective by the SEC on January 9, 2008). The term "Existing Notes" refers to the privately placed notes and the exchange notes.

The 10.50% Senior Notes mature on April 15, 2014 and bear interest payable semiannually on April 15 and October 15 of each year. The 11.50% Senior Notes mature on April 15, 2017 and bear interest payable semiannually on April 15 and October 15 of each year.

The Senior Toggle Notes mature on April 15, 2014. Interest is payable semiannually on April 15 and October 15 of each year. For any interest payment period after the initial interest payment period and through October 15, 2011, Realogy had the option to pay interest on the Senior Toggle Notes (i) entirely in cash ("Cash Interest"), (ii) entirely by increasing the principal amount of the outstanding Senior Toggle Notes or by issuing Senior Toggle Notes ("PIK Interest"), or (iii) 50% as Cash Interest and 50% as PIK Interest. Cash Interest on the Senior Toggle Notes accrues at a rate of 11.00% per annum. PIK Interest on the Senior Toggle Notes accrues at the Cash Interest rate per annum plus 0.75%. Beginning with the interest

period which ended October 2008 through the interest period which ended April 2011, Realogy elected to satisfy its interest payment obligations by issuing additional Senior Toggle Notes. Realogy elected to pay Cash Interest for the interest period commencing April 15, 2011 and is required to make all future interest payments on the Senior Toggle Notes entirely in cash until they mature.

Realogy would be subject to certain interest deduction limitations if the Senior Toggle Notes were treated as “applicable high yield discount obligations” (“AHYDO”) within the meaning of Section 163(i)(1) of the Internal Revenue Code, as amended. In order to avoid such treatment, Realogy is required to redeem for cash a portion of each Senior Toggle Note outstanding on April 15, 2012 for the periods that Realogy elected to pay PIK Interest. As a result, on April 16, 2012, Realogy redeemed \$11 million principal amount of the outstanding Senior Toggle Notes.

The 12.00% Senior Notes mature on April 15, 2017 and bear interest payable semiannually on April 15 and October 15 of each year. The 12.375% Senior Subordinated Notes mature on April 15, 2015 and bear interest payable semiannually on April 15 and October 15 of each year. The 13.375% Senior Subordinated Notes mature on April 15, 2018 and bear interest payable on April 15 and October 15 of each year.

The Senior Notes are guaranteed on an unsecured senior basis, and the Senior Subordinated Notes are guaranteed on an unsecured senior subordinated basis, in each case, by each of Realogy’s existing and future U.S. subsidiaries that is a guarantor under the senior secured credit facility or that guarantees certain other indebtedness in the future, subject to certain exceptions. The Senior Notes are guaranteed by Holdings on an unsecured senior subordinated basis and the Senior Subordinated Notes are guaranteed by Holdings on an unsecured junior subordinated basis.

On June 24, 2011, Realogy completed offers of exchange notes for Extended Maturity Notes issued in the Debt Exchange Offering. The term “exchange notes” refers to the 11.50% Senior Notes due 2017, the 12.00% Senior Notes due 2017 and the 13.375% Senior Subordinated Notes due 2018, all as registered under the Securities Act, pursuant to a Registration Statement on Form S-4 (File No. 333-173254 declared effective by the SEC on May 20, 2011). Each series of the exchange notes are substantially identical in all material respects to the Extended Maturity Notes of the applicable series issued in the Debt Exchange Offering (except that the new registered exchange notes do not contain terms with respect to additional interest or transfer restrictions). Unless the context otherwise requires, the term “Extended Maturity Notes” refers to the exchange notes.

### ***Convertible Notes***

The Series A Convertible Notes, Series B Convertible Notes and Series C Convertible Notes mature on April 15, 2018 and bear interest at a rate per annum of 11.00% payable semiannually on April 15 and October 15 of each year. The Convertible Notes are convertible into Class A Common Stock at any time prior to April 15, 2018. The Series A Convertible Notes and Series B Convertible Notes are initially convertible into 975.6098 shares of Class A Common Stock per \$1,000 aggregate principal amount of Series A Convertible Notes and Series B Convertible Notes, which is equivalent to an initial conversion price of approximately \$1.025 per share, and the Series C Convertible Notes are initially convertible into 926.7841 shares of Class A Common Stock per \$1,000 aggregate principal amount of Series C Convertible Notes, which is equivalent to an initial conversion price of approximately \$1.079 per share, subject to adjustment if specified distributions to holders of the Class A Common Stock are made or specified corporate transactions occur, in each case as set forth in the indenture governing the Convertible Notes. The Convertible Notes are guaranteed on an unsecured senior subordinated basis by each of Realogy’s existing and future U.S. subsidiaries that is a guarantor under the senior secured credit facility or that guarantees certain other indebtedness in the future, subject to certain exceptions. The Convertible Notes are guaranteed on an unsecured junior subordinated basis by Holdings.

Following a Qualified Public Offering, Realogy may, at its option, redeem the Convertible Notes, in whole or in part, at a redemption price, payable in cash, equal to 90% of the principal amount of the Convertible Notes to be redeemed plus accrued and unpaid interest thereon to, but excluding, the redemption date.

On March 21, 2012, the SEC declared effective a Registration Statement on Form S-1 (File No. 333-179896) of Holdings and Realogy, which included the effectiveness of a Post-Effective Amendment to the registration statement initially declared effective on June 16, 2011. The Registration Statement registers for resale the outstanding Convertible Notes and the Class A Common Stock of Holdings issuable upon conversion of the Convertible Notes. Offers and sales of the Convertible Notes and Class A Common Stock may be made by selling securityholders named in the registration statement pursuant to the related prospectus, as amended or supplemented from time to time.

### ***Loss on the Early Extinguishment of Debt and Write-Off of Deferred Financing Costs***

As a result of the 2012 Senior Secured Notes Offering, the Company recorded a loss on the early extinguishment of debt of \$6 million during the three months ended March 31, 2012.

As a result of the 2011 Refinancing Transactions, the Company recorded a loss on the early extinguishment of debt of \$36 million and wrote off deferred financing costs of \$7 million to interest expense as a result of debt modifications during the three months ended March 31, 2011.

### ***Securitization Obligations***

Realogy has secured obligations through Apple Ridge Funding LLC, a securitization program with a borrowing capacity of \$400 million and expiration date of December 2013.

In 2010, Realogy, through a special purpose entity, Cartus Financing Limited, entered into agreements providing for a £35 million revolving loan facility which expires in August 2015 and a £5 million working capital facility which expires in August 2012. These Cartus Financing Limited facilities are secured by relocation assets of a U.K. government contract in a special purpose entity and are therefore classified as permitted securitization financings as defined in Realogy's senior secured credit facility and the indentures governing the Unsecured Notes.

The Apple Ridge entities and Cartus Financing Limited entity are consolidated special purpose entities that are utilized to securitize relocation receivables and related assets. These assets are generated from advancing funds on behalf of clients of Realogy's relocation business in order to facilitate the relocation of their employees. Assets of these special purpose entities are not available to pay Realogy's general obligations. Under the Apple Ridge program, provided no termination or amortization event has occurred, any new receivables generated under the designated relocation management agreements are sold into the securitization program and as new eligible relocation management agreements are entered into, the new agreements are designated to the program. The Apple Ridge program has restrictive covenants and trigger events, including performance triggers linked to the age and quality of the underlying assets, foreign obligor limits, multicurrency limits, financial reporting requirements, restrictions on mergers and change of control, breach of Realogy's senior secured leverage ratio under Realogy's senior secured credit facility if uncured, and cross-defaults to Realogy's credit agreement, unsecured and secured notes or other material indebtedness. The occurrence of a trigger event under the Apple Ridge securitization facility could restrict our ability to access new or existing funding under this facility or result in termination of the facility, either of which would adversely affect the operation of our relocation business.

Certain of the funds that the Company receives from relocation receivables and related assets must be utilized to repay securitization obligations. These obligations were collateralized by \$362 million and \$366 million of underlying relocation receivables and other related relocation assets at March 31, 2012 and December 31, 2011, respectively. Substantially all relocation related assets are realized in less than twelve months from the transaction date. Accordingly, all of the Company's securitization obligations are classified as current in the accompanying Consolidated Balance Sheets.

Interest incurred in connection with borrowings under these facilities amounted to \$2 million and \$1 million for the three months ended March 31, 2012 and 2011, respectively. This interest is recorded within net revenues in the accompanying Consolidated Statements of Operations as related borrowings are utilized to fund the Company's relocation business where interest is generally earned on such assets. These securitization obligations represent floating rate debt for which the average weighted interest rate was 3.5% and 1.9% for the three months ended March 31, 2012 and 2011, respectively.

## **6. RESTRUCTURING COSTS**

### ***2012 Restructuring Program***

During the first three months of 2012, the Company committed to various initiatives targeted principally at reducing costs, enhancing organizational efficiencies and consolidating existing facilities. The Company currently expects to incur restructuring charges of \$8 million in 2012. As of March 31, 2012, the Company Owned Real Estate Brokerage Services, the Relocation Services, and the Title and Settlement Services segments each recognized \$1 million of facility related expenses. At March 31, 2012, the remaining liability is \$1 million.

### ***2011 Restructuring Program***

During 2011, the Company committed to various initiatives targeted principally at reducing costs, enhancing organizational efficiencies and consolidating existing facilities. The Company incurred restructuring charges of \$11 million in 2011. The Company Owned Real Estate Brokerage Services segment recognized \$5 million of facility related expenses and \$4 million of personnel related expenses. The Relocation Services segment recognized \$1 million of personnel related expense and the Title and Settlement Services segments recognized \$1 million of facility related expenses. At March 31, 2012, the remaining liability is \$2 million.

### ***Prior Restructuring Programs***

The Company committed to restructuring activities targeted principally at reducing personnel related costs and consolidating facilities during 2006 through 2010. At December 31, 2011, the remaining liability for these various restructuring activities was \$17 million. During the three months ended March 31, 2012, the Company utilized \$1 million of the remaining accrual resulting in a remaining liability of \$16 million related to future lease payments.

## **7. STOCK-BASED COMPENSATION**

### ***Incentive Equity Awards Granted by Holdings***

In April 2007, Holdings adopted the Domus Holdings Corp. 2007 Stock Incentive Plan (the "Plan") under which non-qualified stock options, rights to purchase shares of common stock, restricted stock and other awards settleable in, or based upon, Holdings common stock may be issued to employees, consultants or directors of Realogy. The original stock options granted were either time vesting or performance based awards with an exercise price equal to the grant date fair price of the underlying shares and a contractual term of 10 years. The time vesting options are subject to ratable vesting over the requisite service period. The restricted stock was granted at the grant date fair value and has a three-year requisite service period with one-half "cliff" vesting after 18 months of service and one-half "cliff" vesting at the end of the three-year service period.

During the first three months of 2012, the Holdings Board granted 0.1 million of time vesting stock options to an independent director of Realogy.

The fair value of the time vesting options and Phantom Value Plan (see discussion below) options was estimated on the date of grant using the Black-Scholes option-pricing model utilizing the following assumptions. Expected volatility was based on historical volatilities of comparable companies. The expected term of the options granted represents the period of time that options were expected to be outstanding. The risk-free interest rate was based on the U.S. Treasury yield curve in effect at the time of the grant, which corresponds to the expected term of the options.

In November 2010, Holdings exchanged 10.16 million original stock options granted to employees for new stock options as described below. Each original option held by eligible employees was exchanged on a one-for-one basis for a new option with different terms. The original options had an exercise price of \$10 per share and were 50% time vested and 50% performance based awards. These awards were exchanged for all time vested new awards. The new options were vested on the date of grant and vest at a rate of 25% a year over a four-year period, which began on July 1, 2010 with a 10-year contractual term beginning on the date of grant. The exercise price for 30% of the new options issued to certain senior executives was \$5.50 per share and the exercise price of all other new options issued was \$0.83 per share, which represented the fair market value of Common Stock of Holdings as determined by its Compensation Committee as of the date of grant of the new options. The exchange resulted in an incremental stock compensation expense of \$4 million that will be recognized over a four-year vesting period, which began on July 1, 2010.

In February 2012, the Holdings Compensation Committee approved an amendment of the Plan to increase the number of shares reserved under the Amended and Restated Holdings 2007 Stock Incentive Plan by 20 million shares. As of March 31, 2012, there were approximately 42.2 million shares of Class A Common Stock reserved for issuance, including approximately 13.0 million shares reserved for issuance upon exercise of outstanding options and approximately 29.2 million shares available for future grant.

On April 30, 2012, the Holdings Compensation Committee approved a further amendment to the plan to increase the number of shares reserved thereunder by 25 million to 67.2 million reserved shares and approved the grant of 24.1 million non-qualified options to key employees of the Company.

	2012
	Time Vesting Options
Weighted average grant date fair value	\$ 0.36
Expected volatility	52.7%
Expected term (years)	6.25
Risk-free interest rate	1.1%
Dividend yield	—

**Equity Award Activity**

A summary of option and restricted share activity is presented below (number of shares in millions):

	Time Vesting Options	Performance Based Options	Restricted Stock
Outstanding at January 1, 2012	13.34	4.55	0.11
Granted	0.13	—	—
Exercised	—	—	—
Vested	—	—	—
Forfeited	(2.55)	(2.50)	—
Outstanding at March 31, 2012	10.92	2.05	0.11

	Options Vested	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value
Exercisable at March 31, 2012	2.74	1.04	7.95 years	—

As of March 31, 2012, there was approximately \$3 million of unrecognized compensation cost related to the time vesting options and restricted stock under the Plan and \$1 million of unrecognized compensation cost related to performance based options issued under the Phantom Value Plan described below. Unrecognized cost for the time vesting options and restricted stock will be recorded in future periods as compensation expense as the awards vest over the next 4 years with a weighted average period of approximately 1.4 years. The Company recorded stock-based compensation expense related to the incentive equity awards granted by Holdings of \$1 million and \$2 million for the three months ended March 31, 2012 and 2011, respectively.

**Phantom Value Plan**

On January 5, 2011, the Board of Directors of Holdings approved the Realogy Corporation Phantom Value Plan (the “Phantom Value Plan”), which is intended to provide certain of Realogy’s executive officers, with an incentive (the “Incentive Awards”) to remain in the service of Realogy, increase interest in the success of Realogy and create the opportunity to receive compensation based upon Realogy’s success. On January 5, 2011, the Board of Directors of the Company made initial grants of Incentive Awards in an aggregate amount of \$22 million to certain executive officers of Realogy. Incentive Awards are immediately cancelable and forfeitable in the event of the termination of a participant’s employment for any reason. The Incentive Awards also terminate 10 years following the date of grant.

*Incentive Awards under the Phantom Value Plan*

Under the Phantom Value Plan, each participant is eligible to receive a payment with respect to an Incentive Award relating to the Convertible Notes that RCIV Holdings (“RCIV”), an affiliate of Apollo, purchased (\$1.3 billion aggregate principal amount) for which RCIV receives cash upon the discharge or third-party sale of not less than \$267 million of the aggregate principal amount of the Convertible Notes (the “Plan Notes”). Any cash payments made under the Phantom Value Plan will be recorded as compensation expense when RCIV receives cash upon the discharge or third-party sale of the Convertible Notes.

*Stock Option Awards under the Phantom Value Plan*

On each date RCIV receives cash interest on the Plan Notes, certain executive officers of Realty may be granted stock options under the Holdings 2007 Stock Incentive Plan. The aggregate value of stock options granted (determined by the Holdings Board or its Compensation Committee in its sole discretion) is equal to an amount which bears the same ratio to the aggregate dollar amount of the participant's Incentive Award as the aggregate amount of cash interest received by RCIV on such date bears to the aggregate principal amount of the Plan Notes held by RCIV on the date of grant of the Incentive Award. Generally, each grant of stock options will have a three year vesting schedule, subject to the participant's continued employment, and vested stock options will become exercisable one year following a qualified public offering. As such, compensation expense will be recorded after a public offering becomes probable of occurring. The stock options have a term of 7.5 years. In April 2012, Holdings issued 2 million stock options under the Phantom Value Plan in conjunction with RCIV receiving cash interest on the Plan Notes.

**8. SEPARATION ADJUSTMENTS, TRANSACTIONS WITH FORMER PARENT AND SUBSIDIARIES AND RELATED PARTIES**

*Transfer of Cendant Corporate Liabilities and Issuance of Guarantees to Cendant and Affiliates*

The Company has certain guarantee commitments with Cendant (pursuant to the assumption of certain liabilities and the obligation to indemnify Cendant, Wyndham Worldwide and Travelport for such liabilities). These guarantee arrangements primarily relate to certain contingent litigation liabilities, contingent tax liabilities, and other corporate liabilities, of which the Company assumed and is generally responsible for 62.5%. Upon separation from Cendant, the liabilities assumed by the Company were comprised of certain Cendant corporate liabilities which were recorded on the historical books of Cendant as well as additional liabilities which were established for guarantees issued at the date of Separation related to certain unresolved contingent matters that could arise during the guarantee period. Regarding the guarantees, if any of the companies responsible for all or a portion of such liabilities were to default in its payment of costs or expenses related to any such liability, the Company would be responsible for a portion of the defaulting party or parties' obligation. To the extent such recorded liabilities are in excess or are not adequate to cover the ultimate payment amounts, such deficiency or excess will be reflected in the results of operations in future periods.

The due to former parent balance was \$76 million and \$80 million at March 31, 2012 and December 31, 2011, respectively. At March 31, 2012, the due to former parent balance was comprised of the Company's portion of the following: (i) Cendant's remaining state and foreign contingent tax liabilities, (ii) accrued interest on contingent tax liabilities, (iii) potential liabilities related to Cendant's terminated or divested businesses, and (iv) potential liabilities related to the residual portion of accruals for Cendant operations.

*Transactions with PHH Corporation*

In January 2005, Cendant completed the spin-off of its former mortgage, fleet leasing and appraisal businesses in a tax free distribution of 100% of the common stock of PHH to its stockholders. In connection with the spin-off, the Company entered into a venture, PHH Home Loans, with PHH for the purpose of originating and selling mortgage loans primarily sourced through the Company's real estate brokerage and relocation businesses. The Company owns 49.9% of the venture. In connection with the venture, the Company entered into an agreement with PHH and PHH Home Loans regarding the operation of the venture and a marketing agreement with PHH whereby PHH is the recommended provider of mortgage products and services promoted by the Company to its independently owned and operated franchisees. The Company also entered into a license agreement with PHH whereby PHH Home Loans was granted a license to use certain of the Company's real estate brand names. The Company also maintains a relocation agreement with PHH whereby PHH outsources its employee relocation function to the Company and the Company subleases office space to PHH Home Loans.

In connection with these agreements, the Company recorded net revenues of \$2 million and \$1 million, for the three months ended March 31, 2012 and 2011, respectively. In addition, the Company recorded equity earnings of \$10 million and less than \$1 million for the three months ended March 31, 2012 and 2011, respectively. The Company received cash dividends from PHH Home Loans of \$14 million and \$5 million during the three months ended March 31, 2012 and 2011, respectively.

### ***Transactions with Related Parties***

The Company has entered into certain transactions in the normal course of business with entities that are owned by affiliates of Apollo. For the three months ended March 31, 2012 and 2011, the Company has recognized revenue related to these transactions of less than \$1 million in each period.

## **9. COMMITMENTS AND CONTINGENCIES**

### **Litigation**

The Company is involved in claims, legal proceedings and governmental inquiries related to alleged contract disputes, business practices, intellectual property and other commercial, employment, regulatory and tax matters. Examples of such matters include but are not limited to allegations:

- that the Company is vicariously liable for the acts of franchisees under theories of actual or apparent agency;
- by former franchisees that franchise agreements were improperly terminated;
- that residential real estate agents engaged by NRT – in certain states – are potentially common law employees instead of independent contractors, and therefore may bring claims against NRT for breach of contract, wrongful discharge and negligent supervision and obtain benefits available to employees under various state statutes;
- concerning claims for alleged RESPA or state law violations including but not limited to claims relating to administrative fees or commissions that include both a fixed fee and percentage payment as well as the validity of sales associates indemnification and administrative fees;
- concerning claims generally against the company owned brokerage operations for negligence or breach of fiduciary duty in connection with the performance of real estate brokerage or other professional services;
- concerning claims generally against the title company contending that, as the escrow company, the company knew or should have known that a transaction was fraudulent; and
- concerning adverse impacts to franchisees related to purported changes made to the Century 21<sup>®</sup> system and its marketing fund, which is referred to elsewhere in this report as the “Cooper Litigation”.

### *Real Estate Business Litigation*

*Frank K. Cooper Real Estate #1, Inc. v. Cendant Corp. and Century 21 Real Estate Corporation* (N.J. Super. Ct. L. Div., Morris County, New Jersey). In 2002, Frank K. Cooper Real Estate #1, Inc. filed a putative class action against Cendant and Cendant’s subsidiary, Century 21 Real Estate Corporation (“Century 21”). The complaint alleged breach of certain provisions of the Real Estate Franchise Agreement entered into between Century 21 and the plaintiffs, breach of the implied duty of good faith and fair dealing, violation of the New Jersey Consumer Fraud Act and breach of certain express and implied fiduciary duties. The complaint alleged, among other things, that Cendant diverted money and resources from Century 21 franchisees and allotted them to NRT owned brokerages and otherwise improperly charged expenses to marketing funds. The complaint sought unspecified compensatory and punitive damages, injunctive relief, interest, attorney’s fees and costs. On August 17, 2010, the court certified a class consisting of Century 21 franchisees at any time between August 1, 1995 and April 17, 2002 whose franchise agreements contain New Jersey choice of law and venue provisions and who have not executed releases releasing the claim (unless the release was a provision of a franchise renewal agreement).

As of January 24, 2012, Realogy entered into a memorandum of understanding memorializing the principal terms of a proposed settlement of this action. The structure of the proposed settlement involves both monetary and non-monetary consideration as well as contributions from insurance carriers. The non-monetary consideration includes but is not limited to waivers and modifications of certain fees and payments of incentive fees. On February 16, 2012, the parties executed a Stipulation of Settlement finalizing the terms of the settlement reflected in the memorandum of understanding. The Stipulation of Settlement and related settlement documents were submitted to the Court on February 17th by the plaintiffs to obtain preliminary approval. The court granted preliminary approval on February 22nd. Notice of the settlement was made to the class. A fairness hearing will be held on June 4, 2012 when the court will determine whether to grant final approval of the settlement. Realogy accrued the amount that would be payable beyond carrier contributions in our financial results for the year ended December 31, 2011.

*Larsen, et al. v. Coldwell Banker Real Estate Corporation, et al.* (case formerly known as *Joint Equity Committee of Investors of Real Estate Partners, Inc. v. Coldwell Banker Real Estate Corp., et al.*). The case, pending in the United States District Court for the Central District of California, arises from the relationship of two of our subsidiaries with a former Coldwell Banker Commercial franchisee, whose 40.5% shareholder allegedly utilized the Coldwell Banker Commercial name in the offer and sale of securities. In an SEC civil proceeding asserting violations of various securities laws, by stipulated judgment dated September 2, 2009, the shareholder of the franchisee, Real Estate Partners, Inc. ("REP"), and REP's affiliated entities were ordered to disgorge approximately \$53 million in funds raised from investors. REP filed for Chapter 11 bankruptcy protection in 2007. The complaint, initially filed in April 2010 and subsequently amended twice, most recently in March 2011, alleges, among other things, that our subsidiaries Coldwell Banker Real Estate Corporation and Coldwell Banker Real Estate LLC, engaged in negligence, aiding and abetting fraud, negligent misrepresentation, and false advertising, and are vicariously liable for fraud and negligent misrepresentation, as they knew or should have known that REP was using the marks in connection with the promotion of securities but that the Coldwell Banker subsidiaries failed to take sufficient steps to stop that use. The Company disputes the allegations and has asserted numerous defenses - including lack of knowledge and participation in the fraud. The second amended complaint is a class action brought on behalf of REP investors. On September 8, 2011, the court granted and denied in part the Coldwell Banker subsidiaries' motion to dismiss on the second amended complaint. On August 22, 2011, plaintiffs filed their motion to certify a class. On March 26, 2012, the Court granted plaintiffs motion to certify a class as to all claims except for false advertising. On April 11, 2012, the Coldwell Banker subsidiaries filed a motion seeking permission to file an interlocutory appeal of the class certification order. Motions for summary judgment also were filed. On April 13, 2012, the court entered into an order stipulated by the parties to stay the case for 60 days while the parties pursue mediation. Trial is currently scheduled for November 2012. Our primary insurance carrier has disclaimed coverage of either liability or defense costs, which we are vigorously challenging.

This case involves a complex series of securities offerings and raises certain unusual claims that make its resolution subject to significant uncertainties. Although the parties will attempt a mediation there can be no assurance the mediation will be successful particularly given the substantial size of the claims and the absence of carrier participation.

#### *Cendant Corporate Litigation*

Pursuant to the Separation and Distribution Agreement dated as of July 27, 2006 among Cendant, Realogy, Wyndham Worldwide and Travelport, each of Realogy, Wyndham Worldwide and Travelport have assumed certain contingent and other corporate liabilities (and related costs and expenses), which are primarily related to each of their respective businesses. In addition, Realogy has assumed 62.5% and Wyndham Worldwide has assumed 37.5% of certain contingent and other corporate liabilities (and related costs and expenses) of Cendant or its subsidiaries, which are not primarily related to any of the respective businesses of Realogy, Wyndham Worldwide, Travelport and/or Cendant's vehicle rental operations, in each case incurred or allegedly incurred on or prior to the date of the separation of Travelport from Cendant.

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The Company records litigation accruals for legal matters which are both probable and estimable and believes that it has adequately accrued for legal matters as appropriate. For legal proceedings for which (1) there is a reasonable possibility of loss (meaning those losses for which the likelihood is more than remote but less than probable) and (2) the Company is able to estimate a range of reasonably possible loss, the Company estimates the range of reasonably possible losses to be between zero and \$20 million at March 31, 2012.

Litigation and other disputes are inherently unpredictable and subject to substantial uncertainties and unfavorable resolutions could occur. In addition, class action lawsuits can be costly to defend and, depending on the class size and claims, could be costly to settle. Lastly, there may be greater risk of unfavorable resolutions in the current economic environment due to various factors including the absence of other defendants (due to business failures) that may be the real cause of the liability and greater negative sentiment toward corporate defendants. As such, the Company could incur judgments or enter into settlements of claims with liability that are materially in excess of amounts accrued and these settlements could have a material adverse effect on the Company's financial condition, results of operations or cash flows in any particular period.

#### *Tax Matters*

The Company is subject to income taxes in the United States and several foreign jurisdictions. Significant judgment is required in determining the worldwide provision for income taxes and recording related assets and liabilities. In the ordinary course of business, there are many transactions and calculations where the ultimate tax determination is uncertain.

The Company is regularly under audit by tax authorities whereby the outcome of the audits is uncertain. The Company believes there is appropriate support for positions taken on its tax returns. The liabilities that have been recorded represent the best estimates of the probable loss on certain positions and are adequate for all open years based on an assessment of many factors including past experience and interpretations of tax law applied to the facts of each matter. However, the outcome of tax audits are inherently uncertain.

Under the Tax Sharing Agreement with Cendant, Wyndham Worldwide and Travelport, the Company is generally responsible for 62.5% of payments made to settle claims with respect to tax periods ending on or prior to December 31, 2006 that relate to income taxes imposed on Cendant and certain of its subsidiaries, the operations (or former operations) of which were determined by Cendant not to relate specifically to the respective businesses of Realogy, Wyndham Worldwide, Avis Budget or Travelport.

With respect to any remaining legacy Cendant tax liabilities, the Company and its former parent believe there is appropriate support for the positions taken on Cendant's tax returns. However, tax audits and any related litigation, including disputes or litigation on the allocation of tax liabilities between parties under the Tax Sharing Agreement, could result in outcomes for the Company that are different from those reflected in the Company's historical financial statements.

#### ***Contingent Liability Letter of Credit***

In April 2007, the Company established a standby irrevocable letter of credit for the benefit of Avis Budget Group in accordance with the Separation and Distribution Agreement. The synthetic letter of credit was utilized to support the Company's payment obligations with respect to its share of Cendant contingent and other corporate liabilities. The stated amount of the standby irrevocable letter of credit is subject to periodic adjustment to reflect the then current estimate of Cendant contingent and other liabilities. The letter of credit was \$70 million at March 31, 2012 and December 31, 2011. The standby irrevocable letter of credit will be terminated if (i) the Company's senior unsecured credit rating is raised to BB by Standard and Poor's or Ba2 by Moody's or (ii) the aggregate value of the former parent contingent liabilities falls below \$30 million.

#### ***Apollo Management Fee Agreement***

In connection with the Merger, Apollo entered into a management fee agreement with the Company which allows Apollo and its affiliates to provide certain management consulting services to the Company through the end of 2016 (subject to possible extension). The Company pays Apollo an annual management fee for this service up to the sum of the greater of \$15 million or 2.0% of the Company's annual Adjusted EBITDA for the immediately preceding year, plus out-of-pocket costs and expenses in connection therewith. At March 31, 2012, the Company had \$34 million accrued for the payment of Apollo management fees.

In addition, in the absence of an express agreement to the contrary, at the closing of any merger, acquisition, financing and similar transaction with a related transaction or enterprise value equal to or greater than \$200 million, Apollo will receive a fee equal to 1% of the aggregate transaction or enterprise value paid to or provided by such entity or its stockholders (including the aggregate value of (x) equity securities, warrants, rights and options acquired or retained, (y) indebtedness acquired, assumed or refinanced and (z) any other consideration or compensation paid in connection with such transaction). Apollo waived any fees payable to it pursuant to the management fee agreement in connection with the 2011 Refinancing Transactions and 2012 Senior Secured Notes Offering. The Company has agreed to indemnify Apollo and its affiliates and their directors, officers and representatives for potential losses relating to the services to be provided under the management fee agreement.

#### ***Escrow and Trust Deposits***

As a service to the Company's customers, it administers escrow and trust deposits which represent undisbursed amounts received for settlements of real estate transactions. With the passage of the Dodd-Frank Act in July 2010, deposits at FDIC-insured institutions are permanently insured up to \$250 thousand. In addition, the Dodd-Frank Act temporarily provides unlimited coverage for non-interest-bearing transaction accounts from December 31, 2010 through December 31, 2012. These escrow and trust deposits totaled approximately \$380 million and \$272 million at March 31, 2012 and December 31, 2011, respectively. These escrow and trust deposits are not assets of the Company and, therefore, are excluded from the accompanying Consolidated Balance Sheets. However, the Company remains contingently liable for the disposition of these deposits.

## 10. SEGMENT INFORMATION

The reportable segments presented below represent the Company's operating segments for which separate financial information is available and which is utilized on a regular basis by its chief operating decision maker to assess performance and to allocate resources. In identifying its reportable segments, the Company also considers the nature of services provided by its operating segments. Management evaluates the operating results of each of its reportable segments based upon revenue and EBITDA, which is defined as net income (loss) before depreciation and amortization, interest (income) expense, net (other than Relocation Services interest for secured assets and obligations) and income taxes, each of which is presented in the Company's Consolidated Statements of Operations. The Company's presentation of EBITDA may not be comparable to similar measures used by other companies.

	Revenues (a) (b)	
	Three Months Ended March 31,	
	2012	2011
Real Estate Franchise Services	\$ 129	\$ 118
Company Owned Real Estate Brokerage Services	617	587
Relocation Services	88	87
Title and Settlement Services	88	83
Corporate and Other <sup>(c)</sup>	(47)	(44)
Total Company	<u>\$ 875</u>	<u>\$ 831</u>

- (a) Revenues for the Real Estate Franchise Services segment include intercompany royalties and marketing fees paid by the Company Owned Real Estate Brokerage Services segment of \$47 million and \$44 million for the three months ended March 31, 2012 and March 31, 2011, respectively. Transactions between segments are eliminated in consolidation. Such amounts are eliminated through the Corporate and Other line.
- (b) Revenues for the Relocation Services segment include intercompany referral and relocation fees paid by the Company Owned Real Estate Brokerage Services segment of \$7 million and \$7 million for the three months ended March 31, 2012 and March 31, 2011, respectively. Such amounts are recorded as contra-revenues by the Company Owned Real Estate Brokerage Services segment. There are no other material inter-segment transactions.
- (c) Includes the elimination of transactions between segments.

	EBITDA (a)	
	Three Months Ended March 31,	
	2012	2011
Real Estate Franchise Services	\$ 61	\$ 62
Company Owned Real Estate Brokerage Services	(17)	(37)
Relocation Services	4	10
Title and Settlement Services	2	2
Corporate and Other	(20)	(48)
Total Company	<u>\$ 30</u>	<u>\$ (11)</u>
Less:		
Depreciation and amortization	45	46
Interest expense, net	170	179
Income tax expense	7	1
Net loss attributable to Holdings and Realogy	<u>\$ (192)</u>	<u>\$ (237)</u>

- (a) Includes \$3 million of restructuring costs and \$6 million loss on the early extinguishment of debt, partially offset by \$3 million of former parent legacy benefits for the three months ended March 31, 2012, compared to \$2 million of restructuring costs and \$36 million loss on the early extinguishment of debt, partially offset by \$2 million of former parent legacy benefits for the three months ended March 31, 2011.

**11.**
**GUARANTOR/NON-GUARANTOR SUPPLEMENTAL FINANCIAL INFORMATION**

The following consolidating financial information presents the Condensed Consolidating Balance Sheets and Condensed Consolidating Statements of Operations and Cash Flows for: (i) Domus Holdings Corp. (“Holdings”); (ii) its direct wholly owned subsidiary Domus Intermediate Holdings Corp. (“Intermediate”); (iii) its indirect wholly owned subsidiary, Realogy Corporation (“Realogy”); (iv) the guarantor subsidiaries of Realogy; (v) the non-guarantor subsidiaries of Realogy; (vi) elimination entries necessary to consolidate Holdings, Intermediate, Realogy and the guarantor and non-guarantor subsidiaries; and (vii) the Company on a consolidated basis. The guarantor subsidiaries of Realogy are comprised of 100% owned entities. Guarantor and non-guarantor subsidiaries are 100% owned by Realogy, either directly or indirectly. All guarantees are full and unconditional and joint and several. Non-guarantor entities are comprised of securitization entities, foreign subsidiaries, unconsolidated entities, insurance underwriter subsidiaries and qualified foreign holding corporations. The guarantor and non-guarantor financial information is prepared using the same basis of accounting as the consolidated financial statements except for the investments in consolidated subsidiaries which are accounted for using the equity method.

**Condensed Consolidating Statement of Operations and Comprehensive Loss**  
**Three Months Ended March 31, 2012**  
(in millions)

	Holdings	Intermediate	Realogy	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminations	Consolidated
<b>Revenues</b>							
Gross commission income	\$ —	\$ —	\$ —	\$ 606	\$ —	\$ —	\$ 606
Service revenue	—	—	—	110	62	—	172
Franchise fees	—	—	—	54	—	—	54
Other	—	—	—	42	1	—	43
Net revenues	—	—	—	812	63	—	875
<b>Expenses</b>							
Commission and other agent-related costs	—	—	—	402	—	—	402
Operating	—	—	—	269	49	—	318
Marketing	—	—	—	51	—	—	51
General and administrative	—	—	17	57	3	—	77
Former parent legacy costs (benefit), net	—	—	(3)	—	—	—	(3)
Restructuring costs	—	—	—	3	—	—	3
Depreciation and amortization	—	—	2	43	—	—	45
Interest expense, net	—	—	168	2	—	—	170
Loss on the early extinguishment of debt	—	—	6	—	—	—	6
Other income/expense, net	—	—	—	1	—	—	1
Intercompany transactions	—	—	1	(1)	—	—	—
Total expenses	—	—	191	827	52	—	1,070
<b>Income (loss) before income taxes, equity in earnings and noncontrolling interests</b>	—	—	(191)	(15)	11	—	(195)
Income tax expense (benefit)	—	—	5	(6)	8	—	7
Equity in (earnings) losses of unconsolidated entities	—	—	—	—	(10)	—	(10)
Equity in (earnings) losses of subsidiaries	192	192	(4)	(13)	—	(367)	—
<b>Net income (loss)</b>	(192)	(192)	(192)	4	13	367	(192)
Less: Net income attributable to noncontrolling interests	—	—	—	—	—	—	—
<b>Net income (loss) attributable to Holdings and Realogy</b>	\$ (192)	\$ (192)	\$ (192)	\$ 4	\$ 13	\$ 367	\$ (192)
<b>Comprehensive income (loss) attributable to Holdings and Realogy</b>	\$ (190)	\$ (190)	\$ (190)	\$ 4	\$ 14	\$ 362	\$ (190)

**Condensed Consolidating Statement of Operations and Comprehensive Loss**  
**Three Months Ended March 31, 2011**  
(in millions)

	Holdings	Intermediate	Realogy	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminations	Consolidated
<b>Revenues</b>							
Gross commission income	\$ —	\$ —	\$ —	\$ 575	\$ —	\$ —	\$ 575
Service revenue	—	—	—	105	59	—	164
Franchise fees	—	—	—	51	—	—	51
Other	—	—	—	39	2	—	41
Net revenues	—	—	—	770	61	—	831
<b>Expenses</b>							
Commission and other agent-related costs	—	—	—	374	—	—	374
Operating	—	—	—	274	44	—	318
Marketing	—	—	—	43	—	—	43
General and administrative	—	—	14	53	4	—	71
Former parent legacy costs (benefit), net	—	—	(2)	—	—	—	(2)
Restructuring costs	—	—	—	2	—	—	2
Depreciation and amortization	—	—	2	44	—	—	46
Interest expense, net	—	—	177	2	—	—	179
Loss on the early extinguishment of debt	—	—	36	—	—	—	36
Intercompany transactions	—	—	1	(1)	—	—	—
Total expenses	—	—	228	791	48	—	1,067
<b>Income (loss) before income taxes, equity in earnings and noncontrolling interests</b>							
	—	—	(228)	(21)	13	—	(236)
Income tax expense (benefit)	—	—	4	(7)	4	—	1
Equity in (earnings) losses of subsidiaries	237	237	5	(9)	—	(470)	—
<b>Net income (loss)</b>	<b>(237)</b>	<b>(237)</b>	<b>(237)</b>	<b>(5)</b>	<b>9</b>	<b>470</b>	<b>(237)</b>
Less: Net income attributable to noncontrolling interests	—	—	—	—	—	—	—
<b>Net income (loss) attributable to Holdings and Realogy</b>	<b>\$ (237)</b>	<b>\$ (237)</b>	<b>\$ (237)</b>	<b>\$ (5)</b>	<b>\$ 9</b>	<b>\$ 470</b>	<b>\$ (237)</b>
<b>Comprehensive income (loss) attributable to Holdings and Realogy</b>							
	<b>\$ (226)</b>	<b>\$ (226)</b>	<b>\$ (226)</b>	<b>\$ (5)</b>	<b>\$ 10</b>	<b>\$ 447</b>	<b>\$ (226)</b>

**Condensed Consolidating Balance Sheet**  
**March 31, 2012**  
(in millions)

	Holdings	Intermediate	Realogy	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminations	Consolidated
<b>ASSETS</b>							
Current assets:							
Cash and cash equivalents	\$ —	\$ —	\$ 38	\$ 63	\$ 48	\$ (1)	\$ 148
Trade receivables, net	—	—	—	80	42	—	122
Relocation receivables	—	—	—	31	354	—	385
Relocation properties held for sale	—	—	—	7	—	—	7
Deferred income taxes	—	—	11	53	(2)	—	62
Intercompany note receivable	—	—	—	31	20	(51)	—
Other current assets	—	—	9	70	22	—	101
Total current assets	—	—	58	335	484	(52)	825
Property and equipment, net	—	—	16	137	2	—	155
Goodwill	—	—	—	2,617	—	—	2,617
Trademarks	—	—	—	732	—	—	732
Franchise agreements, net	—	—	—	2,825	—	—	2,825
Other intangibles, net	—	—	—	428	—	—	428
Other non-current assets	—	—	74	86	55	—	215
Investment in subsidiaries	(1,698)	(1,698)	8,213	187	—	(5,004)	—
<b>Total assets</b>	<b>\$ (1,698)</b>	<b>\$ (1,698)</b>	<b>\$ 8,361</b>	<b>\$ 7,347</b>	<b>\$ 541</b>	<b>\$ (5,056)</b>	<b>\$ 7,797</b>
<b>LIABILITIES AND EQUITY (DEFICIT)</b>							
Current liabilities:							
Accounts payable	\$ —	\$ —	\$ 24	\$ 145	\$ 12	\$ (1)	\$ 180
Securitization obligations	—	—	—	—	302	—	302
Intercompany note payable	—	—	—	20	31	(51)	—
Due to former parent	—	—	76	—	—	—	76
Revolving credit facilities and current portion of long-term debt	—	—	61	50	—	—	111
Accrued expenses and other current liabilities	—	—	310	291	40	—	641
Intercompany payables	—	—	2,249	(2,193)	(56)	—	—
Total current liabilities	—	—	2,720	(1,687)	329	(52)	1,310
Long-term debt	—	—	7,121	—	—	—	7,121
Deferred income taxes	—	—	(601)	1,493	—	—	892
Other non-current liabilities	—	—	91	56	25	—	172
Intercompany liabilities	—	—	728	(728)	—	—	—
<b>Total liabilities</b>	<b>—</b>	<b>—</b>	<b>10,059</b>	<b>(866)</b>	<b>354</b>	<b>(52)</b>	<b>9,495</b>
<b>Total equity (deficit)</b>	<b>(1,698)</b>	<b>(1,698)</b>	<b>(1,698)</b>	<b>8,213</b>	<b>187</b>	<b>(5,004)</b>	<b>(1,698)</b>
<b>Total liabilities and equity (deficit)</b>	<b>\$ (1,698)</b>	<b>\$ (1,698)</b>	<b>\$ 8,361</b>	<b>\$ 7,347</b>	<b>\$ 541</b>	<b>\$ (5,056)</b>	<b>\$ 7,797</b>

**Condensed Consolidating Balance Sheet**  
**December 31, 2011**  
(in millions)

	Holdings	Intermediate	Realogy	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminations	Consolidated
<b>ASSETS</b>							
Current assets:							
Cash and cash equivalents	\$ —	\$ —	\$ 2	\$ 80	\$ 67	\$ (6)	\$ 143
Trade receivables, net	—	—	—	75	45	—	120
Relocation receivables	—	—	—	14	364	—	378
Relocation properties held for sale	—	—	—	11	—	—	11
Deferred income taxes	—	—	14	53	(1)	—	66
Intercompany note receivable	—	—	—	6	19	(25)	—
Other current assets	—	—	8	64	16	—	88
Total current assets	—	—	24	303	510	(31)	806
Property and equipment, net	—	—	17	145	3	—	165
Goodwill	—	—	—	2,614	—	—	2,614
Trademarks	—	—	—	732	—	—	732
Franchise agreements, net	—	—	—	2,842	—	—	2,842
Other intangibles, net	—	—	—	439	—	—	439
Other non-current assets	—	—	68	85	59	—	212
Investment in subsidiaries	(1,508)	(1,508)	8,207	181	—	(5,372)	—
<b>Total assets</b>	<b>\$ (1,508)</b>	<b>\$ (1,508)</b>	<b>\$ 8,316</b>	<b>\$ 7,341</b>	<b>\$ 572</b>	<b>\$ (5,403)</b>	<b>\$ 7,810</b>
<b>LIABILITIES AND EQUITY (DEFICIT)</b>							
Current liabilities:							
Accounts payable	\$ —	\$ —	\$ 22	\$ 158	\$ 10	\$ (6)	\$ 184
Securitization obligations	—	—	—	—	327	—	327
Intercompany note payable	—	—	—	19	6	(25)	—
Due to former parent	—	—	80	—	—	—	80
Revolving credit facilities and current portion of long-term debt	—	—	267	50	8	—	325
Accrued expenses and other current liabilities	—	—	202	282	36	—	520
Intercompany payables	—	—	2,222	(2,203)	(19)	—	—
Total current liabilities	—	—	2,793	(1,694)	368	(31)	1,436
Long-term debt	—	—	6,825	—	—	—	6,825
Deferred income taxes	—	—	(604)	1,494	—	—	890
Other non-current liabilities	—	—	83	61	23	—	167
Intercompany liabilities	—	—	727	(727)	—	—	—
<b>Total liabilities</b>	<b>—</b>	<b>—</b>	<b>9,824</b>	<b>(866)</b>	<b>391</b>	<b>(31)</b>	<b>9,318</b>
<b>Total equity (deficit)</b>	<b>(1,508)</b>	<b>(1,508)</b>	<b>(1,508)</b>	<b>8,207</b>	<b>181</b>	<b>(5,372)</b>	<b>(1,508)</b>
<b>Total liabilities and equity (deficit)</b>	<b>\$ (1,508)</b>	<b>\$ (1,508)</b>	<b>\$ 8,316</b>	<b>\$ 7,341</b>	<b>\$ 572</b>	<b>\$ (5,403)</b>	<b>\$ 7,810</b>

**Condensed Consolidating Statement of Cash Flows**  
**Three Months Ended March 31, 2012**  
(in millions)

	Holdings	Intermediate	Realogy	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminations	Consolidated
<b>Net cash provided by (used in) operating activities</b>	\$ —	\$ —	\$ (85)	\$ 11	\$ 43	\$ (1)	\$ (32)
<b>Investing Activities</b>							
Property and equipment additions	—	—	(1)	(8)	—	—	(9)
Net assets acquired (net of cash acquired) and acquisition-related payments	—	—	—	(4)	—	—	(4)
Purchases of certificates of deposit, net	—	—	—	(3)	—	—	(3)
Change in restricted cash	—	—	—	—	(4)	—	(4)
Intercompany note receivable	—	—	—	(25)	—	25	—
Other, net	—	—	—	—	—	—	—
<b>Net cash provided by (used in) investing activities</b>	—	—	(1)	(40)	(4)	25	(20)
<b>Financing Activities</b>							
Net change in revolving credit facilities	—	—	(200)	—	(8)	—	(208)
Repayments of term loan credit facility	—	—	(629)	—	—	—	(629)
Proceeds from issuance of First Lien Notes	—	—	593	—	—	—	593
Proceeds from the issuance of First and a Half Lien Notes	—	—	325	—	—	—	325
Net change in securitization obligations	—	—	—	—	(27)	—	(27)
Debt issuance costs	—	—	(1)	—	(1)	—	(2)
Intercompany dividend	—	—	—	—	(6)	6	—
Intercompany note payable	—	—	—	—	25	(25)	—
Intercompany transactions	—	—	28	14	(42)	—	—
Other, net	—	—	6	(2)	—	—	4
<b>Net cash provided by (used in) financing activities</b>	—	—	122	12	(59)	(19)	56
Effect of changes in exchange rates on cash and cash equivalents	—	—	—	—	1	—	1
<b>Net increase (decrease) in cash and cash equivalents</b>	—	—	36	(17)	(19)	5	5
Cash and cash equivalents, beginning of period	—	—	2	80	67	(6)	143
<b>Cash and cash equivalents, end of period</b>	\$ —	\$ —	\$ 38	\$ 63	\$ 48	\$ (1)	\$ 148

**Condensed Consolidating Statement of Cash Flows**  
**Three Months Ended March 31, 2011**  
(in millions)

	Holdings	Intermediate	Realogy	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminations	Consolidated
<b>Net cash provided by (used in) operating activities</b>	\$ —	\$ —	\$ (79)	\$ (25)	\$ 19	\$ (2)	\$ (87)
<b>Investing Activities</b>							
Property and equipment additions	—	—	(1)	(10)	—	—	(11)
Net assets acquired (net of cash acquired) and acquisition-related payments	—	—	—	(2)	—	—	(2)
Purchases of certificates of deposit, net	—	—	—	—	(5)	—	(5)
Intercompany note receivable	—	—	—	(16)	—	16	—
Other, net	—	—	—	(1)	—	—	(1)
<b>Net cash provided by (used in) investing activities</b>	—	—	(1)	(29)	(5)	16	(19)
<b>Financing Activities</b>							
Net change in revolving credit facilities	—	—	(20)	(5)	(8)	—	(33)
Proceeds from term loan extensions	—	—	98	—	—	—	98
Repayments of term loan credit facility	—	—	(702)	—	—	—	(702)
Proceeds from the issuance of First and a Half Lien Notes	—	—	700	—	—	—	700
Net change in securitization obligations	—	—	—	—	(21)	—	(21)
Debt issuance costs	—	—	(33)	—	—	—	(33)
Intercompany dividend	—	—	—	—	(2)	2	—
Intercompany note payable	—	—	—	—	16	(16)	—
Intercompany transactions	—	—	(29)	41	(12)	—	—
Other, net	—	—	—	(2)	(1)	—	(3)
<b>Net cash provided by (used in) financing activities</b>	—	—	14	34	(28)	(14)	6
Effect of changes in exchange rates on cash and cash equivalents	—	—	—	—	1	—	1
Net increase (decrease) in cash and cash equivalents	—	—	(66)	(20)	(13)	—	(99)
Cash and cash equivalents, beginning of period	—	—	69	74	51	(2)	192
<b>Cash and cash equivalents, end of period</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 3</b>	<b>\$ 54</b>	<b>\$ 38</b>	<b>\$ (2)</b>	<b>\$ 93</b>

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

*The following discussion and analysis should be read in conjunction with our Condensed Consolidated Financial Statements and accompanying Notes thereto included elsewhere herein and with our Consolidated Financial Statements and accompanying Notes included in the 2011 Form 10-K. Unless otherwise noted, all dollar amounts in tables are in millions. Holdings, the indirect parent of Realogy, does not conduct any operations other than with respect to its indirect ownership of Realogy. All expenses incurred by Holdings and Intermediate are for the benefit of Realogy and have been reflected in Realogy's consolidated financial statements. All issuances of Holdings' equity securities, including grants of stock options and restricted stock by Holdings to employees and directors of Realogy and its subsidiaries have been reflected in Realogy's condensed consolidated financial statements. As a result, the condensed consolidated financial positions, results of operations and cash flows of Holdings, Intermediate and Realogy are the same. This Management's Discussion and Analysis of Financial Condition and Results of Operations contains forward-looking statements. See "Forward-Looking Statements" and "Risk Factors" in this report and "Forward-Looking Statements" and "Risk Factors" in our 2011 Form 10-K for a discussion of the uncertainties, risks and assumptions associated with these statements. Actual results may differ materially from those contained in any forward-looking statements.*

### OVERVIEW

We are a global provider of real estate and relocation services and report our operations in the following four segments:

- **Real Estate Franchise Services** (known as Realogy Franchise Group or RFG)—franchises the Century 21<sup>®</sup>, Coldwell Banker<sup>®</sup>, ERA<sup>®</sup>, Sotheby's International Realty<sup>®</sup>, Coldwell Banker Commercial<sup>®</sup> and Better Homes and Gardens<sup>®</sup> Real Estate brand names. As of March 31, 2012, we had approximately 13,800 franchised and company owned offices and 241,000 independent sales associates operating under our brands in the U.S. and 102 other countries and territories around the world, which included approximately 725 of our company owned and operated brokerage offices with approximately 41,500 independent sales associates.
- **Company Owned Real Estate Brokerage Services** (known as NRT)—operates a full-service real estate brokerage business principally under the Coldwell Banker<sup>®</sup>, ERA<sup>®</sup>, Corcoran Group<sup>®</sup> and Sotheby's International Realty<sup>®</sup> brand names. In addition, we operate a large independent real estate owned ("REO") residential asset manager, which focuses on bank-owned properties.
- **Relocation Services** (known as Cartus)—primarily offers clients employee relocation services such as homesale assistance, home finding and other destination services, expense processing, relocation policy counseling and other consulting services, arranging household goods moving services, visa and immigration support, intercultural and language training, and group move management services.
- **Title and Settlement Services** (known as Title Resource Group or TRG)—provides full-service title, settlement and vendor management services to real estate companies, affinity groups, corporations and financial institutions with many of these services provided in connection with the Company's real estate brokerage and relocation services business.

As discussed under the heading "Current Industry Trends," the domestic residential real estate market has been in a significant and lengthy downturn. As a result, our results of operations have been, and may continue to be, materially adversely affected.

### July 2006 Separation from Cendant

Realogy was incorporated on January 27, 2006 to facilitate a plan by Cendant to separate into four independent companies—one for each of Cendant's real estate services, travel distribution services ("Travelport"), hospitality services (including timeshare resorts) ("Wyndham Worldwide") and vehicle rental businesses ("Avis Budget Group"). Prior to July 31, 2006, the assets of the real estate services businesses of Cendant were transferred to Realogy and, on July 31, 2006, Cendant distributed all of the shares of Realogy's common stock held by it to the holders of Cendant common stock issued and outstanding on the record date for the distribution, which was July 21, 2006 (the "Separation"). The Separation was effective on July 31, 2006.

Before the Separation, Realogy entered into a Separation and Distribution Agreement, a Tax Sharing Agreement and several other agreements with Cendant and Cendant's other businesses to effect the separation and distribution and provide a framework for Realogy's relationships with Cendant and Cendant's other businesses after the Separation. These agreements govern the relationships among Realogy, Cendant, Wyndham Worldwide and Travelport subsequent to the completion of the

separation plan and provide for the allocation among Realogy, Cendant, Wyndham Worldwide and Travelport of Cendant's assets, liabilities and obligations attributable to periods prior to the Separation.

#### **April 2007 Merger Agreement with Affiliates of Apollo**

On December 15, 2006, Realogy entered into an agreement and plan of merger with Holdings and Domus Acquisition Corp., which are affiliates of Apollo Management VI, L.P., an entity affiliated with Apollo Global Management, LLC. Under the merger agreement, Holdings acquired the outstanding shares of Realogy pursuant to the merger of Domus Acquisition Corp. with and into Realogy, with Realogy being the surviving entity (the "Merger"). The Merger was consummated on April 10, 2007. All of Realogy's issued and outstanding common stock is currently owned by Intermediate, which is a direct, wholly owned subsidiary of Holdings.

Realogy incurred substantial indebtedness in connection with the Merger, the aggregate proceeds of which were sufficient to pay the aggregate merger consideration, repay a portion of Realogy's then outstanding indebtedness and pay fees and expenses related to the Merger. Specifically, Realogy entered into the senior secured credit facility, issued unsecured notes and refinanced the credit facilities governing Realogy's relocation securitization programs. In addition, investment funds affiliated with, or co-investment vehicles managed by, Apollo Management VI, L.P. or one of its affiliates (together with Apollo Global Management, LLC and its subsidiaries, "Apollo"), as well as members of management who purchased Holdings common stock with cash or through rollover equity, contributed \$2,001 million to Realogy to complete the Merger Transactions, which was treated as a contribution to Realogy's equity. Holdings common stock is currently owned or controlled solely by Apollo, although other parties own Convertible Notes that may be converted, at the option of such parties, into Holdings common stock.

#### **Current Industry Trends**

Our businesses compete primarily in the domestic residential real estate market. This market is cyclical in nature and although it has shown strong growth over several decades, it has been in a significant and prolonged downturn, which initially began in the second half of 2005. Based upon data published by NAR from 2005 to 2011, the number of annual U.S. existing homesale units has declined by 40% and the median existing homesale price has declined by 24%. Due to favorable affordability trends due to low mortgage rates and lower home prices, in the first quarter of 2012 the existing home residential real estate market showed signs of modest growth, particularly with respect to year-over-year unit growth. NAR reported year-over-year increases of 7% in homesales in the first quarter of 2012 compared to the first quarter of 2011.

In response to the housing downturn, the U.S. government implemented certain actions to help stabilize and assist in a recovery of the residential real estate market. These measures have included: (1) the placement of Fannie Mae and Freddie Mac in conservatorship in September 2008 and the funding by the government of billions of dollars to these entities to backstop shortfalls in their capital requirements; (2) the establishment, and subsequent expansion and extension, of a federal homebuyer tax credit for qualified buyers (that, as extended, required signed contracts on or before April 30, 2010); (3) as part of a broader plan to bring stability to credit markets and stimulate the housing market, the purchase of mortgage-backed securities by the Federal Reserve in an attempt to maintain low mortgage rates which concluded in mid-2011; (4) the continuation of the 2008 higher loan limits for the FHA, Freddie Mac and Fannie Mae loans most recently extended to the end of 2013; and (5) the availability of low-cost refinancing through Fannie Mae and Freddie Mac to certain homeowners negatively impacted by falling home prices and encouraging lenders to modify loan terms, including reductions in principal amount, with borrowers at risk of foreclosure or already in foreclosure. Based in part on these measures, since 2010, the residential real estate market has shown signs of stabilization through the end of 2011, particularly with respect to the number of homesale transactions, though pressure continues to exist on average homesale price in part due to the high levels of distressed sales.

Interest rates continue to be at low levels by historical standards, which we believe has helped stimulate demand in the residential real estate market, thereby reducing the rate of sales volume decline. According to Freddie Mac, interest rates on commitments for 30-year, fixed-rate first mortgages have decreased from 5.3% in December 2008 to 4.0% in March 2012.

Continuing constraints on the housing market include conservative mortgage underwriting standards, increased down payment requirements and homeowners having limited or negative equity in homes in certain markets. Mortgage credit conditions have tightened significantly during this housing downturn, with banks limiting credit availability to more creditworthy borrowers and requiring larger down payments, stricter appraisal standards, and more extensive mortgage documentation. As a result, mortgages are less available to borrowers and it frequently takes longer to close a homesale transaction due to the enhanced mortgage and underwriting requirements.

Corelogic, one of several third parties that track residential housing statistics, in their March 2012 press release, disclosed that there were 1.6 million units of so called shadow inventory as of January 2012 which is slightly down from 1.8 million units as of January 2011. Of the 1.6 million properties currently in the shadow inventory, 800,000 units are seriously delinquent (90 days or more), 410,000 are in some stage of foreclosure and 400,000 are already in REO. Florida, California and Illinois account for more than a third of the shadow inventory and the top six states, which would also include New York, Texas and New Jersey, account for half of the shadow inventory. This shadow inventory could, were it to be released into the market, adversely impact home prices in local markets, while potentially increasing unit sales activity.

According to NAR, the inventory of existing homes for sale is 2.4 million homes at March 2012 and the inventory level has trended down from a record 4.0 million homes in July 2007, and is 22 percent below a year ago. The March 2012 inventory represents a supply of 6.3 months at the current sales pace. The inventory supply is returning to a more normal level and acting as a stabilizing force on home prices; however, the supply could increase due to the release of homes for sale by financial institutions and this factor could add downward pressure on the price of existing homesales. In addition, in many markets at certain price points there are low levels of inventory, which could mute sales activity over the near term.

#### *Recent Legislative and Regulatory Matters*

*Dodd-Frank Act.* On July 21, 2010, the Dodd-Frank Act was signed into law for the express purpose of regulating the financial services industry. The Dodd-Frank Act establishes an independent federal bureau of consumer financial protection to enforce laws involving consumer financial products and services, including mortgage finance. The bureau is empowered with examination and enforcement authority. The Dodd-Frank Act also establishes new standards and practices for mortgage originators, including determining a prospective borrower's ability to repay their mortgage, removing incentives for higher cost mortgages, prohibiting prepayment penalties for non-qualified mortgages, prohibiting mandatory arbitration clauses, requiring additional disclosures to potential borrowers and restricting the fees that mortgage originators may collect. These standards and practices include limitations, which are scheduled to become effective in 2013, on the amount that a mortgage originator may receive with respect to a "qualified mortgage," including fees received by affiliates of the mortgage originator. Based upon the current legislation and the definition of a qualified mortgage, the fees that TRG, as a provider of title and settlement services, charges in transactions originated by our joint venture, PHH Home Loans could be adversely affected. While we are continuing to evaluate all aspects of the Dodd-Frank Act, such legislation and regulations promulgated pursuant to such legislation as well as other legislation that may be enacted to reform the U.S. housing finance market could materially and adversely affect the mortgage and housing industries, result in heightened federal regulation and oversight of the mortgage and housing industries, disrupt mortgage availability, increase down payment requirements, increase mortgage costs and result in potential litigation for housing market participants.

Certain provisions of the Dodd-Frank Act may impact the operation and practices of Fannie Mae, Freddie Mac and other government sponsored entities, or GSEs, and require sponsors of securitizations to retain a portion of the economic interest in the credit risk associated with the assets securitized by them. Substantial reduction in, or the elimination of, GSE demand for mortgage loans by reducing qualifying mortgages could have a material adverse effect on the mortgage industry and the housing industry in general and these provisions may reduce the availability or increase the cost of mortgages to certain individuals.

*Potential Reform of the U.S. Housing Finance Market and Potential Wind-down of Freddie Mac and Fannie Mae.* On February 11, 2011, the Obama Administration issued a report to the U.S. Congress outlining proposals to reform the U.S. housing finance market, including, among other things, reform designed to reduce government support for housing finance and the winding down of Freddie Mac and Fannie Mae over a period of years. Numerous pieces of legislation seeking various types of reform for the GSEs have been introduced in Congress. Legislation, if enacted, which curtails Freddie Mac and/or Fannie Mae's activities and/or results in the wind down of these entities could increase mortgage costs and could result in more stringent underwriting guidelines imposed by lenders, either of which could have a materially adverse affect on the housing market in general and our operations in particular. Given the current uncertainty with respect to the extent, if any, of such reform, it is difficult to predict either the long-term or short-term impact of government action that may be taken. At present, the U.S. government also is attempting, through various avenues, to increase loan modifications for home owners with negative equity.

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We believe that long-term demand for housing and the growth of our industry is primarily driven by affordability, the economic health of the domestic economy, positive demographic trends such as population growth, increases in the number of U.S. households, low interest rates, increases in renters that qualify as homebuyers and locally based dynamics such as housing demand relative to housing supply. While the housing market has shown signs of stabilization, there remains

substantial uncertainty with respect to the timing and scope of a housing recovery. Factors that may negatively affect a housing recovery include:

- higher mortgage rates as well as reduced availability of mortgage financing;
- lower unit sales, due to reduced inventory levels in certain markets at lower price points, the reluctance of first time homebuyers to purchase due to concerns about investing in a home and move-up buyers having limited or negative equity in homes;
- lower average homesale price, particularly if banks and other mortgage servicers liquidate foreclosed properties that they are currently holding in certain concentrated affected markets;
- continuing high levels of unemployment and associated lack of consumer confidence;
- unsustainable economic recovery in the U.S. or a weak recovery resulting in only modest economic growth;
- a lack of stability or improvement in home ownership levels in the U.S.; and
- legislative or regulatory reform, including but not limited to reform that adversely impacts the financing of the U.S. housing market or amends the Internal Revenue Code in a manner that negatively impacts home ownership such as reform that reduces the amount that certain taxpayers would be allowed to deduct for home mortgage interest.

Consequently, we cannot predict when the residential real estate industry will return to a period of sustainable growth. Moreover, if the residential real estate market or the economy as a whole does not improve, we may experience further adverse effects on our business, financial condition and liquidity, including our ability to access capital.

Many of the trends impacting our businesses that derive revenue from homesales also impact our Relocation Services business, which is a global provider of outsourced employee relocation services. In addition to general residential housing trends, key drivers of our Relocation Services business are corporate spending and employment trends which have shown signs of stabilization; however, there can be no assurance that corporate spending on relocation services will return to previous levels following any economic recovery.

### Homesales

According to NAR, homesale transactions for 2011 increased 2% over 2010 and represent the 4<sup>th</sup> consecutive year that existing homesale transactions have been in the 4.1 to 4.3 million range on an annual basis, despite adverse economic and housing conditions during that period. For the three months ended March 31, 2012, RFG and NRT homesale transactions increased 7% and 8%, respectively, due to an overall pick-up in homebuyer activity compared to the first quarter of 2011. Also of note is that RFG experienced similar homesale transaction gains across all homesale price ranges in the first quarter of 2011 compared to the prior year. The quarterly and annual year over year trend in homesale transactions is as follows:

	2012 vs. 2011					Full Year 2012 vs. 2011 Forecast
	Full Year 2011 vs. 2010	First Quarter	Second Quarter Forecast	Third Quarter Forecast	Fourth Quarter Forecast	
<b>Number of Homesales</b>						
<b>Industry</b>						
NAR <sup>(a)</sup>	2 %	7%	*	*	*	10%
Fannie Mae <sup>(a)</sup>	2 %	4%	10%	10%	4%	8%
<b>Realogy</b>						
Real Estate Franchise Services	(1)%	7%				
Company Owned Real Estate Brokerage Services	— %	8%				

(a) Existing homesale data is as of the most recent NAR and Fannie Mae press release.

\* NAR has amended its disclosure process to only provide historical quarterly data and full year forecasts.

As of their most recent releases, NAR is forecasting a 10% increase in existing homesale transactions in 2012, while Fannie Mae is forecasting an increase of 8%. For 2013, NAR and Fannie Mae are forecasting an increase of 1% and 2%, respectively, in existing homesale transactions for 2013 compared to 2012.

*Homesale Price*

NAR reported homesale price declines of 4% for the year ended December 31, 2011 compared to 2010 while our price was flat for RFG and down 2% for NRT. We believe that one significant reason, other than our geographic footprint, that accounts for the difference between our average homesale price and the median homesale price of NAR in 2011 is due to the high level of distressed sales included in NAR's data. For the three months ended March 31, 2012, average homesale price was flat for RFG which was consistent with NAR's first quarter forecast and down 3% for NRT due to a shift in the mix of business to more lower priced homes. The quarterly and annual year over year trend in the price of homes is as follows:

	2012 vs. 2011					Full Year 2012 vs. 2011 Forecast
	Full Year 2011 vs. 2010	First Quarter	Second Quarter Forecast	Third Quarter Forecast	Fourth Quarter Forecast	
<b>Price of Homes</b>						
<b>Industry</b>						
NAR <sup>(a)</sup>	(4)%	— %	*	*	*	2%
Fannie Mae <sup>(a)</sup>	(4)%	(2)%	(3)%	(2)%	(2)%	(3)%
<b>Realogy</b>						
Real Estate Franchise Services	— %	— %				
Company Owned Real Estate Brokerage Services	(2)%	(3)%				

(a) Existing homesale price data is for median price and is as of the most recent NAR and Fannie Mae press release.

\* NAR has amended its disclosure process to only provide historical quarterly data and full year forecasts.

As of their most recent releases, for 2012 NAR is forecasting a 2% increase in the median existing homesale price compared to 2011 and Fannie Mae is forecasting a 3% decline. For 2013, NAR is forecasting an increase of 2% in median homesale prices for 2013 compared to 2012 while Fannie Mae is forecasting a decrease of 1% in median homesale prices for 2013 compared to 2012.

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While data provided by NAR and Fannie Mae are two indicators of the direction of the residential housing market, we believe that homesale statistics will continue to vary between us and NAR and Fannie Mae because they use survey data in their historical reports and forecasting models whereas we use data based on actual reported results. In addition to the differences in calculation methodologies, there are geographical differences and concentrations in the markets in which we operate versus the national market. For instance, comparability is impaired due to NAR's utilization of seasonally adjusted annualized rates whereas we report actual period over period changes and their use of median price for their forecasts compared to our average price. Additionally, NAR data is subject to periodic review and revision. While we believe that the industry data presented herein are derived from the most widely recognized sources for reporting U.S. residential housing market statistical data, we do not endorse or suggest reliance on this data alone. We also note that forecasts are inherently uncertain or speculative in nature and actual results for any period may materially differ.

*Housing Affordability Index*

According to NAR, the housing affordability index has continued to improve as a result of the homesale price declines that began in 2007. An index above 100 signifies that a family earning the median income has more than enough income to qualify for a mortgage loan on a median-priced home, assuming a 20 percent down payment. The housing affordability index improved to 207 as of February, 2012 compared to 185 for 2011, 174 for 2010 and 169 for 2009 and the overall improvement in this index could favorably impact a housing recovery.

*Other Factors*

Due to the prolonged downturn in the residential real estate market, a significant number of franchisees have experienced operating difficulties. As a result, many of our franchisees with multiple offices have reduced overhead and consolidated offices in an attempt to remain competitive in the marketplace. In addition, we have had to terminate franchisees due to non-reporting and non-payment which could adversely impact transaction volumes in the future. Due to the factors noted above, we continue to actively monitor the collectability of receivables and notes from our franchisees.

## Key Drivers of Our Businesses

Within our Real Estate Franchise Services segment and our Company Owned Real Estate Brokerage Services segment, we measure operating performance using the following key operating statistics: (i) closed homesale sides, which represents either the “buy” side or the “sell” side of a homesale transaction, (ii) average homesale price, which represents the average selling price of closed homesale transactions and (iii) average homesale broker commission rate, which represents the average commission rate earned on either the “buy” side or “sell” side of a homesale transaction. Our Real Estate Franchise Services segment is also impacted by the net effective royalty rate which represents the average percentage of our franchisees’ commission revenues payable to our Real Estate Franchise Services segment, net of volume incentives achieved. The net effective royalty rate does not include the effect of non-standard incentives granted to some franchisees.

Prior to 2006, the average homesale broker commission rate was declining several basis points per year, the effect of which was more than offset by increases in homesale prices. From 2007 through the first quarter of 2012, the average broker commission rate remained fairly stable; however, we expect that, over the long term, the average brokerage commission rates will modestly decline.

The net effective royalty rate has been declining over the past three years. We would expect that, over the near term, the net effective royalty rate will continue to modestly decline due to an increased concentration of business in larger franchisees which earn higher volume rebates as well as the Company’s focus on strategic growth through relationships with larger established real estate companies which may pay a lower royalty rate. The net effective rate can also be affected by a shift in volume amongst our brands which operate under different royalty rate arrangements.

Our Company Owned Real Estate Brokerage Services segment has a significant concentration of real estate brokerage offices and transactions in geographic regions where home prices are at the higher end of the U.S. real estate market, particularly the east and west coasts, while our Real Estate Franchise Services segment has franchised offices that are more widely dispersed across the United States. Accordingly, operating results and homesale statistics may differ between our Company Owned Real Estate Brokerage Services segment and our Real Estate Franchise Services segment based upon geographic presence and the corresponding homesale activity in each geographic region.

Within our Relocation Services segment, we measure operating performance using the following key operating statistics: (i) initiations, which represent the total number of transferees we serve and (ii) referrals, which represent the number of referrals from which we earn revenue from real estate brokers. In our Title and Settlement Services segment, operating performance is evaluated using the following key metrics: (i) purchase title and closing units, which represent the number of title and closing units we process as a result of home purchases, (ii) refinance title and closing units, which represent the number of title and closing units we process as a result of homeowners refinancing their home loans, and (iii) average price per closing unit, which represents the average fee we earn on purchase title and refinancing title sides.

A decline in the number of homesale transactions and the decline in homesale prices has and could continue to adversely affect our results of operations by: (i) reducing the royalties we receive from our franchisees and company owned brokerages, (ii) reducing the commissions our company owned brokerage operations earn, (iii) reducing the demand for our title and settlement services, (iv) reducing the referral fees we earn in our relocation services business, and (v) increasing the risk of franchisee default due to lower homesale volume. Our results could also be negatively affected by a decline in commission rates charged by brokers.

The following table presents our drivers for the three months ended March 31, 2012 and 2011. See “Results of Operations” for a discussion as to how the key drivers affected our business for the periods presented.

	Three Months Ended March 31,		
	2012	2011	% Change
<b>Real Estate Franchise Services (a)</b>			
Closed homesale sides	197,458	184,643	7%
Average homesale price	\$ 194,071	\$ 193,710	—%
Average homesale broker commission rate	2.56%	2.54%	2 bps
Net effective royalty rate	4.75%	4.87%	(12) bps
Royalty per side	\$ 248	\$ 251	(1%)
<b>Company Owned Real Estate Brokerage Services</b>			
Closed homesale sides	55,273	51,200	8%
Average homesale price	\$ 403,115	\$ 414,164	(3%)
Average homesale broker commission rate	2.51%	2.50%	1 bps
Gross commission income per side	\$ 10,959	\$ 11,188	(2%)
<b>Relocation Services</b>			
Initiations	37,470	35,108	7%
Referrals	14,266	12,813	11%
<b>Title and Settlement Services</b>			
Purchase title and closing units	20,565	18,971	8%
Refinance title and closing units	22,016	16,826	31%
Average price per closing unit	\$ 1,237	\$ 1,386	(11%)

(a) Includes all franchisees except for our Company Owned Real Estate Brokerage Services segment.

## RESULTS OF OPERATIONS

Discussed below are our condensed consolidated results of operations and the results of operations for each of our reportable segments. The reportable segments presented below represent our operating segments for which separate financial information is available and which is utilized on a regular basis by our chief operating decision maker to assess performance and to allocate resources. In identifying our reportable segments, we also consider the nature of services provided by our operating segments. Management evaluates the operating results of each of our reportable segments based upon revenue and EBITDA. EBITDA is defined as net income (loss) before depreciation and amortization, interest (income) expense, net (other than Relocation Services interest for securitization assets and securitization obligations) and income taxes, each of which is presented on our Consolidated Statements of Operations. Our presentation of EBITDA may not be comparable to similarly-titled measures used by other companies. As discussed above under “Industry Trends,” our results of operations are significantly impacted by industry and economic factors that are beyond our control.

### Three Months Ended March 31, 2012 vs. Three Months Ended March 31, 2011

Our consolidated results comprised the following:

	Three Months Ended March 31,		
	2012	2011	Change
Net revenues	\$ 875	\$ 831	\$ 44
Total expenses <sup>(1)</sup>	1,070	1,067	3
Loss before income taxes, equity in earnings and noncontrolling interests	(195)	(236)	41
Income tax expense	7	1	6
Equity in earnings of unconsolidated entities	(10)	—	(10)
Net loss	(192)	(237)	45
Less: Net income attributable to noncontrolling interests	—	—	—
Net loss attributable to Holdings and Realogy	\$ (192)	\$ (237)	\$ 45

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(1) Total expenses for the three months ended March 31, 2012 include \$3 million of restructuring costs and \$6 million related to the loss on the early extinguishment of debt, partially offset by \$3 million of former parent legacy benefits. Total expenses for the three months ended March 31, 2011 include \$2 million of restructuring costs and \$60 million related to the 2011 Refinancing Transactions, partially offset by \$2 million of former parent legacy benefits.

Net revenues increased \$44 million (5%) for the three months ended March 31, 2012 compared with the three months ended March 31, 2011, principally due to an increase in revenues for the Real Estate Franchise Services segment and Company Owned Real Estate Brokerage Services segment due to higher homesale transaction volume.

Total expenses increased \$3 million primarily due to:

1. a \$42 million increase in commission and other agent-related costs, operating, marketing and general and administrative expenses primarily related to:
  - a \$28 million increase in commission expense for the Company Owned Real Estate Brokerage Services segment due to increased volume partially offset by \$11 million lower operating expenses primarily as a result of restructuring and cost-saving activities;
  - an increase in expenses for the Real Estate Franchise Service segment, primarily due to an \$8 million increase in marketing expenses, \$3 million of incremental legal expenses, and \$3 million of incremental employee related costs;
  - a \$4 million increase in variable operating expense for the Relocation Services segment primarily as a result of increases in volume and \$3 million of incremental employee related costs; and
  - an increase in variable operating expenses for the Title and Settlement segment of \$3 million as a result of increases in underwriter and resale volume.

The increase in employee related costs noted above was primarily due to \$10 million of expense for the 2012 bonus plan which is in addition to \$11 million of expense being recognized for the 2011-2012 retention plan whereas in the first quarter of 2011 only \$11 million of expense was being recognized for the retention plan. As a result, during the first quarter of 2012, there is double the amount of expense for these employee related costs compared to the first quarter of 2011.

2. offset by a decrease of \$30 million related to the loss on the early extinguishment of debt which was \$6 million for the three months ended March 31, 2012 compared to \$36 million for the three months ended March 31, 2011; and
3. a decrease of \$9 million in interest expense compared to the three months ended March 31, 2011 primarily because the first quarter of 2011 included incremental interest expense of \$17 million as a result of the de-designation of interest rate swaps and \$7 million due to the write-off of financing costs as a result of the 2011 Refinancing Transactions.

The Company's provision for income taxes in interim periods is computed by applying its estimated annual effective tax rate against the income (loss) before income taxes for the period. In addition, non-recurring or discrete items, including the increase in deferred tax liabilities associated with indefinite lived intangibles, are recorded during the period in which they occur. No federal income tax benefit was recognized for the current period loss due to the recognition of a full valuation allowance for domestic operations. Income tax expense for the three months ended March 31, 2012 was \$7 million. This expense included \$6 million for an increase in deferred tax liabilities associated with indefinite-lived intangible assets and \$1 million was recognized for foreign and state income taxes for certain jurisdictions.

Following is a more detailed discussion of the results of each of our reportable segments during the three months ended March 31, 2012 and 2011:

	Revenues <sup>(a)</sup>			EBITDA <sup>(b)</sup>			Margin		
	2012	2011	% Change	2012	2011	% Change	2012	2011	Change
Real Estate Franchise Services	\$ 129	\$ 118	9%	\$ 61	\$ 62	(2)%	47 %	53 %	(6)
Company Owned Real Estate Brokerage Services	617	587	5	(17)	(37)	54	(3)	(6)	3
Relocation Services	88	87	1	4	10	(60)	5	11	(6)
Title and Settlement Services	88	83	6	2	2	—	2	2	—
Corporate and Other	(47)	(44)	*	(20)	(48)	*			
Total Company	\$ 875	\$ 831	5%	\$ 30	\$ (11)	373 %	3 %	(1)%	4
Less: Depreciation and amortization				45	46				
Interest expense, net <sup>(c)</sup>				170	179				
Income tax expense				7	1				
Net loss attributable to Holdings and Realogy				\$ (192)	\$ (237)				

\* not meaningful

- (a) Includes the elimination of transactions between segments, which consists of intercompany royalties and marketing fees paid by our Company Owned Real Estate Brokerage Services segment of \$47 million and \$44 million during the three months ended March 31, 2012 and 2011, respectively.
- (b) EBITDA for the three months ended March 31, 2012 includes \$10 million of expense for the 2012 bonus plan in addition to \$11 million of expense for the 2011-2012 retention plan, \$3 million of restructuring costs and \$6 million related to the loss on the early extinguishment of debt, partially offset by \$3 million of former parent legacy benefits. EBITDA for the three months ended March 31, 2011 includes \$11 million of expense for the 2011-2012 retention plan, \$2 million of restructuring costs and \$36 million related to the loss on the early extinguishment of debt, partially offset by \$2 million of former parent legacy benefits.
- (c) Includes \$24 million of interest expense in the three months ended March 31, 2011 due to the de-designation of interest rate swaps and write-off of deferred financing costs as a result of the 2011 Refinancing Transactions.

As described in the aforementioned table, EBITDA margin for “Total Company” expressed as a percentage of revenues increased 4 percentage points for the three months ended March 31, 2012 compared to the same period in 2011 primarily due to an increase in revenues for the Real Estate Franchise Services and Company Owned Real Estate Brokerage Services segments due to higher homesale transaction volume. In addition, the increase in EBITDA was also due to a \$30 million reduction in the loss on the early extinguishment of debt for the three months ended March 31, 2012 compared to the same period in 2011.

On a segment basis, the Real Estate Franchise Services segment margin decreased 6 percentage points to 47% from 53%. The three months ended March 31, 2012 reflected increases in franchisee royalty revenue due to an increase in homesale transactions offset by the timing of marketing spend into the first quarter of 2012 for Century 21 advertising that took place during Super Bowl XLVI and increases in legal and employee related expenses. The Company Owned Real Estate Brokerage Services segment margin increased 3 percentage points to negative 3% from negative 6% in the prior period. The three months ended March 31, 2012 reflected an increase in the number of homesale transactions and increase in the average homesale broker commission rate offset by an decrease in average homesale price. The Relocation Services segment margin decreased 6 percentage points to 5% from 11% in the comparable prior period primarily due to an increase in employee related costs, higher foreign currency exchange rate losses, and higher restructuring costs. The Title and Settlement Services segment margin remained constant at 2%.

The Corporate and Other EBITDA for the three months ended March 31, 2012 increased \$28 million to negative \$20 million primarily due to a \$30 million reduction in the loss on the early extinguishment of debt which was \$6 million as a result of the 2012 Senior Secured Notes Offering compared to \$36 million as a result of the 2011 Refinancing Transactions.

### Real Estate Franchise Services

Revenues increased \$11 million to \$129 million and EBITDA decreased \$1 million to \$61 million for the three months ended March 31, 2012 compared with the same period in 2011.

The increase in revenue was driven by a \$3 million increase in third-party domestic franchisee royalty revenue due to a 7% increase in the number of homesale transactions along with an increase in the average broker commission rate, partially offset by a lower net effective royalty rate as a result of our larger affiliates achieving higher volume levels. In addition, marketing revenue and related marketing expenses increased \$7 million and \$8 million, respectively, primarily due to the timing of advertising spend for Century 21 compared to the same period in 2011.

The increase in revenue was also attributable to a \$2 million increase in royalties received from our Company Owned Real Estate Brokerage Services segment which pays royalties to our Real Estate Franchise Services segment. These intercompany royalties of \$44 million and \$42 million during the first quarter of 2012 and 2011, respectively, are eliminated in consolidation. See "Company Owned Real Estate Brokerage Services" for a discussion of the drivers related to this period over period revenue increase for the Real Estate Franchise Services segment.

The \$1 million decrease in EBITDA was principally due to a \$3 million increase in legal expense, a \$3 million increase in employee related expenses due to the 2012 bonus plan on top of the retention plan and a net \$1 million decrease in EBITDA due to marketing activities, partially offset by the increase in royalty revenues discussed above.

### **Company Owned Real Estate Brokerage Services**

Revenues increased \$30 million to \$617 million and EBITDA increased \$20 million to a negative \$17 million for the three months ended March 31, 2012 compared with the same period in 2011.

The increase in revenues, excluding REO revenues, of \$33 million was due to increased commission income earned on homesale transactions which was primarily driven by an 8% increase in the number of homesale transactions and an increase in the average broker commission rate, partially offset by a 3% decrease in average price of homes sold. We believe the 8% increase in homesale transactions and 3% decrease in the average price of homes sold is reflective of industry trends in the markets we serve. Separately, revenues from our REO asset management company decreased by \$3 million to \$3 million in the three months ended March 31, 2012 compared to the same period in 2011 due to reduced inventory levels of foreclosed properties being made available for sale. Our REO operations facilitate the maintenance and sale of foreclosed homes on behalf of lenders.

EBITDA increased \$20 million due to:

- \$30 million increase in revenues discussed above;
- a \$10 million increase in equity earnings related to our investment in PHH Home Loans; and
- a \$11 million decrease in other operating expenses, net of inflation, primarily due to restructuring and cost-saving activities and employee costs.

These increases were partially offset by a \$28 million increase in commission expenses paid to real estate agents as a result of the increase in revenues, a \$2 million increase in royalties paid to the Real Estate Franchise Services segment and a \$2 million increase in employee related costs due to the 2012 bonus plan on top of the retention plan.

### **Relocation Services**

Revenues increased \$1 million to \$88 million and EBITDA decreased \$6 million to \$4 million for the quarter ended March 31, 2012 compared with the same quarter in 2011.

The increase in revenues was primarily driven by \$3 million of incremental international revenue due to increased transaction volume partially offset by a \$2 million decrease in at-risk revenue driven primarily by a lower at-risk transaction volume compared to the same quarter in 2011.

EBITDA decreased \$6 million as a result of a \$4 million increase in operating costs driven by higher volume, \$3 million increase in employee related costs due to the 2012 bonus plan on top of the retention plan, \$1 million of higher foreign currency exchange rate losses and \$1 million of restructuring costs partially offset by the increase in revenues discussed above.

### **Title and Settlement Services**

Revenues increased \$5 million to \$88 million and EBITDA remained flat at \$2 million for the quarter ended March 31, 2012 compared with the same quarter in 2011.

The increase in revenues was primarily driven by a \$3 million increase in resale volume, a \$1 million increase in underwriter revenue and a \$1 million increase in refinancing transactions. EBITDA remained flat as a result of the increase in revenues offset by an increase of \$3 million in variable operating costs as a result of the increase in volume, \$1 million of incremental claims reserves due to the timing of claims and the increase in underwriter transactions and \$1 million of restructuring costs.

### **2012 Restructuring Program**

During the first three months of 2012, the Company committed to various initiatives targeted principally at reducing costs, enhancing organizational efficiencies and consolidating existing facilities. The Company currently expects to incur restructuring charges of \$8 million in 2012. As of March 31, 2012, the Company Owned Real Estate Brokerage Services, the Relocation Services, and the Title and Settlement Services segments each recognized \$1 million of facility related expenses. At March 31, 2012, the remaining liability is \$1 million.

### **2011 Restructuring Program**

During 2011, the Company committed to various initiatives targeted principally at reducing costs, enhancing organizational efficiencies and consolidating existing facilities. The Company incurred restructuring charges of \$11 million in 2011. The Company Owned Real Estate Brokerage Services segment recognized \$5 million of facility related expenses and \$4 million of personnel related expenses. The Relocation Services segment recognized \$1 million of personnel related expense and the Title and Settlement Services segments recognized \$1 million of facility related expenses. At March 31, 2012, the remaining liability is \$2 million.

### **Prior Restructuring Programs**

The Company committed to restructuring activities targeted principally at reducing personnel related costs and consolidating facilities during 2006 through 2010. At December 31, 2011, the remaining liability for these various restructuring activities was \$17 million. During the three months ended March 31, 2012, the Company utilized \$1 million of the remaining accrual resulting in a remaining liability of \$16 million related to future lease payments.

## **FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES**

### **FINANCIAL CONDITION**

	<b>March 31,</b>		
	<b>2012</b>	<b>December 31, 2011</b>	<b>Change</b>
Total assets	\$ 7,797	\$ 7,810	\$ (13)
Total liabilities	\$ 9,495	\$ 9,318	\$ 177
Total equity (deficit)	\$ (1,698)	\$ (1,508)	\$ (190)

For the three months ended March 31, 2012, total assets decreased \$13 million primarily as a result of a decrease in franchise agreements intangible assets, other intangibles and property and equipment of \$17 million, \$11 million and \$10 million, respectively, due to amortization and depreciation, partially offset by a \$5 million increase in cash and cash equivalents, \$13 million increase in other current assets and a \$7 million increase in relocation receivables.

Total liabilities increased \$177 million principally due to a \$82 million increase in indebtedness. Accrued liabilities increased due to an increase in accrued interest of \$102 million as well as \$15 million of accrued debt financing costs related to the 2012 Senior Secured Note Offering. These increases were partially offset by a \$25 million decrease in securitization obligations.

Total equity (deficit) decreased \$190 million primarily due to the net loss attributable to Holdings and Realogy of \$192 million for the three months ended March 31, 2012.

### **LIQUIDITY AND CAPITAL RESOURCES**

Our liquidity position has been and is expected to continue to be negatively affected by the ongoing unfavorable conditions in the real estate market resulting in negative operating cash flows, the substantial interest expense on our debt obligations and potential adverse changes in interest rates. Our liquidity position would also be adversely impacted by our inability to access our relocation securitization programs and could be adversely impacted by our inability to access the

capital markets. In addition, our short-term liquidity position from time to time has been and may continue to be negatively affected by seasonal fluctuations in the residential real estate brokerage business.

Although we have seen improvement in affordability and stabilization in homesale sides at our Company Owned Real Estate Brokerage Services segment and our Real Estate Franchise Services segment, we are not certain whether these signs of stabilization will lead to a recovery. We cannot predict when the residential real estate industry will return to a period of sustainable growth. Moreover, if the residential real estate market or the economy as a whole does not improve, we may experience further adverse effects on our business, financial condition and liquidity, including our ability to access capital.

Our primary liquidity needs will be to service our debt and finance our working capital and capital expenditures, which we have historically satisfied with cash flows from operations and funds available under our revolving credit facilities and securitization facilities. Primarily as a consequence of our cash interest obligations, we expect to experience negative cash flows in 2012 given our operating environment. However, if conditions in the real estate market do not deteriorate further, given our availability under our extended revolving credit facility and other sources of liquidity which we believe are available to us, we believe we will be able to meet our cash flow needs through March 31, 2013.

Historically, operating results and revenues for all of our businesses have been strongest in the second and third quarters of the calendar year. A significant portion of the expenses we incur in our real estate brokerage operations are related to marketing activities and commissions and are, therefore, variable. However, many of our other expenses, such as interest payments, facilities costs and certain personnel-related costs, are fixed and cannot be reduced during a seasonal slowdown. For example, interest payments of approximately \$215 million are due on our Unsecured Notes and Second Lien Loans in October and April of each year. Because of this asymmetry and the size of our cash interest obligations, if unfavorable conditions in the real estate market and general macroeconomic conditions do not significantly improve, we would be required to seek additional sources of working capital for our future liquidity needs, including obtaining additional financing and deferring or reducing spending. There can be no assurance that we would be able to defer or reduce expenses or that any such actions would not materially and adversely impact our business and results of operations or that we would be able to obtain financing on acceptable terms or at all.

We will continue to evaluate potential financing transactions, including refinancing certain tranches of our indebtedness, issuing incremental debt, obtaining incremental letters of credit and extending maturities as well as potential transactions pursuant to which third parties, Apollo or its affiliates may provide financing to us or otherwise engage in transactions to provide liquidity to us. There can be no assurance as to which, if any, of these alternatives we may pursue as the choice of any alternative will depend upon numerous factors such as market conditions, our financial performance and the limitations applicable to such transactions under our existing financing agreements and the consents we may need to obtain under the relevant documents. There also can be no assurance that financing or refinancing will be available to us on acceptable terms or at all. In addition, the conversion of all or a portion of our approximately \$2.1 billion in outstanding Convertible Notes into equity at the option of the holders thereof would increase our liquidity, although the holders of the Convertible Notes are not obligated to do so.

Future indebtedness may impose various additional restrictions and covenants on us which could limit our ability to respond to market conditions, to make capital investments or to take advantage of business opportunities. Our ability to make payments to fund working capital, capital expenditures, debt service, and strategic acquisitions will depend on our ability to generate cash in the future, which is subject to general economic, financial, competitive, regulatory and other factors that are beyond our control.

## Cash Flows

At March 31, 2012, we had \$148 million of cash and cash equivalents, an increase of \$5 million compared to the balance of \$143 million at December 31, 2011. The following table summarizes our cash flows for the three months ended March 31, 2012 and 2011:

	Three Months Ended March 31,		
	March 31, 2012	March 31, 2011	Change
Cash provided by (used in):			
Operating activities	\$ (32)	\$ (87)	\$ 55
Investing activities	(20)	(19)	(1)
Financing activities	56	6	50
Effects of change in exchange rates on cash and cash equivalents	1	1	—
Net change in cash and cash equivalents	\$ 5	\$ (99)	\$ 104

For the three months ended March 31, 2012, we utilized \$55 million less cash in operations compared to the same period in 2011. For the three months March 31, 2012, \$32 million of cash was used in operating activities due to negative cash flows from operating results of \$142 million including \$66 million of cash interest payments, partially offset by an increase in accounts payable, accrued expenses and other liabilities of \$103 million. For the three months ended March 31, 2011, \$87 million of cash was used in operating activities due to negative cash flows from operating results of \$131 million including \$36 million of cash interest payments as well as an increase in trade receivables and relocation receivables of \$9 million and \$7 million, respectively. These uses of cash were partially offset by an increase in accounts payable, accrued expenses and other liabilities of \$62 million.

For the three months ended March 31, 2012, we used \$1 million more cash for investing activities compared to the same period in 2011. For the three months ended March 31, 2012, \$20 million of cash was used primarily for \$9 million of property and equipment additions, \$4 million of acquisition related payments, a \$4 million increase in restricted cash and the purchase of certificates of deposit for \$3 million. For the three months ended March 31, 2011, \$19 million of cash was used primarily for \$11 million of property and equipment additions and the purchase of certificates of deposit for \$5 million.

For the three months ended March 31, 2012, \$50 million more cash was provided from financing activities compared to the same period in 2011. For the three months ended March 31, 2012, \$56 million of cash was provided as a result of the issuance of \$593 million of First Lien Notes and \$325 million of First and a Half Lien Notes partially offset by \$629 million of term loan facility repayments, the repayment of revolver borrowings of \$208 million and \$27 million of securitization obligation repayments. For the three months ended March 31, 2011, \$6 million of cash was provided comprised of \$700 million of proceeds from the issuance of the First and a Half Lien Notes and \$98 million related to the proceeds from the extension of the term loan facility, partially offset by \$702 million of term loan facility repayments, a decrease in incremental revolver borrowings of \$33 million of revolving credit, the payment of \$33 million of debt issuance costs and \$21 million of securitization obligation repayments.

## Financial Obligations

### Indebtedness Table

As of March 31, 2012, the total capacity, outstanding borrowings and available capacity under the Company's borrowing arrangements were as follows:

	Interest Rate	Expiration Date	Total Capacity	Outstanding Borrowings	Available Capacity
<b>Senior Secured Credit Facility:</b>					
Extended revolving credit facility (1)	(2)	April 2016	\$ 363	\$ —	\$ 283
Extended term loan facility	(3)	October 2016	1,822	1,822	—
First Lien Notes	7.625%	January 2020	593	593	—
Existing First and a Half Lien Notes	7.875%	February 2019	700	700	—
New First and a Half Lien Notes	9.00%	January 2020	325	325	—
Second Lien Loans	13.50%	October 2017	650	650	—
Other bank indebtedness (4)		Various	108	100	8
<b>Existing Notes:</b>					
Senior Notes	10.50%	April 2014	64	64	—
Senior Toggle Notes	11.00%	April 2014	52	52	—
Senior Subordinated Notes (5)	12.375%	April 2015	190	188	—
<b>Extended Maturity Notes:</b>					
Senior Notes (6)	11.50%	April 2017	492	489	—
Senior Notes (7)	12.00%	April 2017	130	129	—
Senior Subordinated Notes	13.375%	April 2018	10	10	—
Convertible Notes	11.00%	April 2018	2,110	2,110	—
<b>Securitization obligations: (8)</b>					
Apple Ridge Funding LLC		December 2013	400	270	130
Cartus Financing Limited (9)		Various	64	32	32
			<u>\$ 8,073</u>	<u>\$ 7,534</u>	<u>\$ 453</u>

- (1) The available capacity under this facility was reduced by \$80 million of outstanding letters of credit. On May 1, 2012, the Company had \$197 million outstanding on the extended revolving credit facility and \$79 million of outstanding letters of credit, leaving \$81 million of available capacity.
- (2) Interest rates with respect to revolving loans under the senior secured credit facility are based on, at Realogy's option, adjusted LIBOR plus 3.25% or ABR plus 2.25% in each case subject to reductions based on the attainment of certain leverage ratios.
- (3) Interest rates with respect to term loans under the senior secured credit facility are based on, at Realogy's option, (a) adjusted LIBOR plus 4.25% or (b) the higher of the Federal Funds Effective Rate plus 1.75% and JPMorgan Chase Bank, N.A.'s prime rate ("ABR") plus 3.25%.
- (4) Consists of revolving credit facilities that are supported by letters of credit issued under the senior secured credit facility; \$8 million of capacity which expires in August 2012, \$50 million due in January 2013 and \$50 million due in July 2013.
- (5) Consists of \$190 million of 12.375% Senior Subordinated Notes due 2015, less a discount of \$2 million.
- (6) Consists of \$492 million of 11.50% Senior Notes due 2017, less a discount of \$3 million.
- (7) Consists of \$130 million of 12.00% Senior Notes due 2017, less a discount of \$1 million.
- (8) Available capacity is subject to maintaining sufficient relocation related assets to collateralize these securitization obligations.
- (9) Consists of a £35 million facility which expires in August 2015 and a £5 million working capital facility which expires in August 2012.

### **Indebtedness Incurred in Connection with the Merger and Subsequent Debt Transactions**

Realogy incurred indebtedness in 2007 in connection with the Merger, which included borrowings under Realogy's senior secured credit facility (the "Senior Secured Credit Facility") and the issuance of unsecured notes. Realogy borrowed an initial amount of \$3,170 million term loan facility under the Senior Secured Credit Facility (consisting of \$1,950 million initial term loan facility and a \$1,220 million delayed draw term loan facility) with original maturity dates of October 2013. The \$1,950 million initial term loan facility was used by Realogy to finance a part of the Merger, including, without limitation, payment of fees and expenses contemplated thereby. In addition, Realogy used the \$1,220 million delayed draw term loan facility to finance the refinancing or discharge of Realogy's previously existing senior notes, including, without limitation, the payment of fees and expenses. Realogy issued an original aggregate principal amount of \$3,125 million of unsecured notes with maturity dates in 2014 and 2015 (the "Existing Notes") to finance a part of the Merger, including, without limitation, payment of fees and expenses.

In 2009, 2011 and 2012, Realogy completed various debt transactions, which are detailed below, that accomplished one or more of the following: (1) provided additional cushion under the senior secured leverage ratio; (2) extended the maturity of certain portions of our indebtedness; (3) provided additional liquidity to fund operations; and (4) issued \$2,110 million of Convertible Notes that if converted to equity would improve Realogy's liquidity position.

In September and October 2009, Realogy incurred \$650 million of Second Lien Loans (the "Second Lien Loans") under the Senior Secured Credit Facility, the net proceeds of which were used to pay down outstanding balances on the revolving credit facility under the Senior Secured Credit Facility and for working capital as well as to exchange \$150 million of Second Lien Loans for \$221 million aggregate principal amount of outstanding Senior Toggle Notes.

In January and February of 2011, Realogy completed a series of transactions, referred to herein as the "2011 Refinancing Transactions," to refinance portions of its Senior Secured Credit Facility and the Existing Notes.

On January 5, 2011, Realogy completed private exchange offers, relating to its then outstanding Existing Notes (the "Debt Exchange Offering"). As a result of the Debt Exchange Offering, \$2,110 million of Existing Notes were tendered for Convertible Notes due 2018, \$632 million of Existing Notes due 2014 and 2015 were tendered for Extended Maturity Notes due 2017 and 2018 and \$303 million of Existing Notes remained outstanding.

Effective February 3, 2011, we entered into a first amendment to our senior secured credit facility (the "Senior Secured Credit Facility Amendment") and an incremental assumption agreement, which resulted in the following: (i) extended the maturity of a significant portion of our first lien term loans to October 10, 2016; (ii) extended the maturity of a significant portion of the loans and commitments under our revolving credit facility to April 10, 2016, and converted a portion of the extended revolving loans to extended term loans (\$98 million in the aggregate); (iii) extended the maturity of a significant portion of the commitments under our synthetic letter of credit facility to October 10, 2016; and (iv) allowed for the issuance of First and a Half Lien Notes, which would not be counted as senior secured debt for purposes of determining the Company's compliance with the senior secured leverage covenant under the Senior Secured Credit Facility. On February 3, 2011, the Company issued \$700 million aggregate principal amount of Existing First and a Half Lien Notes due 2019 in a

private offering exempt from the registration requirements of the Securities Act, the net proceeds of which, along with cash on hand, were used to prepay \$700 million of certain of the first lien term loans that were extended in connection with the Senior Secured Credit Facility Amendment.

On February 2, 2012, Realogy issued \$593 million of First Lien Notes due 2020 and \$325 million of New First and a Half Lien Notes due 2020 in a private offering exempt from the registration requirements of the Securities Act, referred to herein as the “2012 Senior Secured Notes Offering.” The Company used the proceeds from the offering, of approximately \$918 million, to: (i) prepay \$629 million of its non-extended term loan borrowings under its senior secured credit facility which were due to mature in October 2013, (ii) repay all of the \$133 million in outstanding borrowings under its non-extended revolving credit facility which was due to mature in April 2013, and (iii) repay \$156 million of the outstanding borrowings under its extended revolving credit facility. In conjunction with the repayments of \$289 million described in clauses (ii) and (iii), the Company reduced the commitments under its non-extended revolving credit facility by a like amount, thereby terminating the non-extended revolving credit facility.

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### ***Senior Secured Credit Facility***

The Senior Secured Credit Facility consists of (i) term loan facilities, (ii) revolving credit facilities, (iii) a synthetic letter of credit facility (the facilities described in clauses (i), (ii) and (iii), as amended by the Senior Secured Credit Facility Amendment, collectively referred to as the “First Lien Facilities”), and (iv) an incremental (or accordion) loan facility, a portion of which as summarized above was utilized in connection with the incurrence of Second Lien Loans. Realogy uses the revolving credit facility for, among other things, working capital and other general corporate purposes.

The loans under the First Lien Facilities (the “First Lien Loans”) are secured to the extent legally permissible by substantially all of the assets of Realogy, Intermediate and the subsidiary guarantors, including but not limited to (i) a first-priority pledge of substantially all capital stock held by Realogy or any subsidiary guarantor (which pledge, with respect to obligations in respect of the borrowings secured by a pledge of the stock of any first-tier foreign subsidiary, is limited to 100% of the non-voting stock (if any) and 65% of the voting stock of such foreign subsidiary), and (ii) perfected first-priority security interests in substantially all tangible and intangible assets of Realogy and each subsidiary guarantor, subject to certain exceptions.

The Second Lien Loans are secured by liens on the assets of Realogy and by the guarantors that secure the First Lien Loans. However, such liens are junior in priority to the First Lien Loans, the First Lien Notes and the First and a Half Lien Notes. The Second Lien Loans interest payments are payable semi-annually on April 15 and October 15 of each year. The Second Lien Loans mature on October 15, 2017 and there are no required amortization payments.

The senior secured credit facility also provides for a synthetic letter of credit facility which is for: (i) the support of Realogy’s obligations with respect to Cendant contingent and other liabilities assumed under the Separation and Distribution Agreement and (ii) general corporate purposes in an amount not to exceed \$100 million. The synthetic letter of credit facility capacity is \$186 million at March 31, 2012, of which \$43 million will expire in October 2013 and \$143 million will expire in October 2016. As of March 31, 2012, the capacity was being utilized by a \$70 million letter of credit with Cendant for any remaining potential contingent obligations and \$100 million of letters of credit for general corporate purposes.

Realogy’s senior secured credit facility contains financial, affirmative and negative covenants and requires Realogy to maintain a senior secured leverage ratio not to exceed a maximum amount on the last day of each fiscal quarter. Specifically, Realogy’s total senior secured net debt to trailing twelve month EBITDA may not exceed 4.75 to 1.0. EBITDA, as defined in the senior secured credit facility, includes certain adjustments and is calculated on a “pro forma” basis for purposes of calculating the senior secured leverage ratio. In this report, the Company refers to the term “Adjusted EBITDA” to mean EBITDA as so defined for purposes of determining compliance with the senior secured leverage covenant. Total senior secured net debt does not include the First and a Half Lien Notes, Second Lien Loans, other bank indebtedness not secured by a first lien on Realogy or its subsidiaries assets, securitization obligations or the unsecured notes. At March 31, 2012, Realogy’s senior secured leverage ratio was 4.02 to 1.0.

Realogy has the right to cure an event of default of the senior secured leverage ratio in three of any of the four consecutive quarters through the issuance of additional Intermediate equity for cash, which would be infused as capital into Realogy. The effect of such infusion would be to increase Adjusted EBITDA for purposes of calculating the senior secured leverage ratio for the applicable twelve-month period and reduce net senior secured indebtedness upon actual receipt of such capital. If Realogy is unable to maintain compliance with the senior secured leverage ratio and fails to remedy a default

through an equity cure as described above, there would be an “event of default” under the senior secured credit facility. Other events of default under the senior secured credit facility include, without limitation, nonpayment, material misrepresentations, insolvency, bankruptcy, certain material judgments, change of control and cross-events of default on material indebtedness.

If an event of default occurs under the senior secured credit facility, and Realogy fails to obtain a waiver from the lenders, Realogy’s financial condition, results of operations and business would be materially adversely affected. Upon the occurrence of an event of default under the senior secured credit facility, the lenders:

- would not be required to lend any additional amounts to Realogy;
- could elect to declare all borrowings outstanding, together with accrued and unpaid interest and fees, to be due and payable;
- could require Realogy to apply all of its available cash to repay these borrowings; or
- could prevent Realogy from making payments on the First and a Half Lien Notes or the unsecured notes;

any of which could result in an event of default under the First and a Half Lien Notes, the unsecured notes and the Company’s Apple Ridge Funding LLC securitization program.

If the Company were unable to repay those amounts, the lenders under the senior secured credit facility could proceed against the collateral granted to secure the senior secured credit facility and its other secured indebtedness. The Company has pledged the majority of its assets as collateral to secure such indebtedness. If the lenders under the senior secured credit facility were to accelerate the repayment of borrowings, then the Company may not have sufficient assets to repay the senior secured credit facility and its other indebtedness, including the First Lien Notes, the First and a Half Lien Notes, the Second Lien Loans and the Unsecured Notes, or be able to borrow sufficient funds to refinance such indebtedness. Even if the Company is able to obtain new financing, it may not be on commercially reasonable terms, or terms that are acceptable to the Company.

#### ***First Lien Notes***

The \$593 million of First Lien Notes are senior secured obligations of the Company and mature on January 15, 2020. The First Lien Notes bear interest at a rate of 7.625% per annum and interest is payable semiannually on January 15 and July 15 of each year, commencing July 15, 2012. The First Lien Notes are guaranteed on a senior secured basis by Intermediate and each domestic subsidiary of the Company that is a guarantor under the Senior Secured Credit Facility and certain of the Company’s outstanding securities. The First Lien Notes are also guaranteed by Holdings, on an unsecured senior subordinated basis. The First Lien Notes are secured by the same collateral as the Company’s existing secured obligations under its Senior Secured Credit Facility. The priority of the collateral liens securing the First Lien Notes is (i) equal to the collateral liens securing the Company’s first lien obligations under the Senior Secured Credit Facility, (ii) senior to the collateral liens securing the Company’s other secured obligations not secured by a first priority lien, including the First and a Half Lien Notes and the Second Lien Loans.

#### ***First and a Half Lien Notes***

The First and a Half Lien Notes are senior secured obligations of the Company. The \$700 million of Existing First and a Half Lien Notes mature on February 15, 2019 and bear interest at a rate of 7.875% per annum, payable semiannually on February 15 and August 15 of each year. The New First and a Half Lien Notes mature on January 15, 2020. The \$325 million of New First and a Half Lien Notes bear interest at a rate of 9.0% per annum and interest is payable semiannually on January 15 and July 15 of each year, commencing July 15, 2012. The First and a Half Lien Notes are guaranteed on a senior secured basis by Intermediate and each domestic subsidiary of the Company that is a guarantor under the Senior Secured Credit Facility and certain of the Company’s outstanding securities. The First and a Half Lien Notes are also guaranteed by Holdings, on an unsecured senior subordinated basis. The First and a Half Lien Notes are secured by the same collateral as the Company’s existing secured obligations under its Senior Secured Credit Facility, but the priority of the collateral liens securing the First and a Half Lien Notes is (i) junior to the collateral liens securing the Company’s first lien obligations under its Senior Secured Credit Facility and the First Lien Notes, and (ii) senior to the collateral liens securing the Company’s second lien obligations under its Senior Secured Credit Facility. The priority of the collateral liens securing each series of the First and a Half Lien Notes is equal to one another.

### ***Other Bank Indebtedness***

Realogy has separate revolving U.S. credit facilities under which it could borrow up to \$100 million at March 31, 2012 and \$125 million at December 31, 2011 and a separate U.K. credit facility under which it could borrow up to £5 million (\$8 million) at March 31, 2012 and December 31, 2011. These facilities are not secured by assets of Realogy or any of its subsidiaries but are supported by letters of credit issued under the senior secured credit facility. The facilities generally have a one-year term with certain options for renewal. As of March 31, 2012, Realogy had outstanding borrowings of \$100 million under these credit facilities. In April 2012, Realogy extended the \$50 million facility that was due in July 2012 to July 2013. As a result, Realogy has \$8 million of capacity which expires in August 2012, \$50 million due in January 2013 and \$50 million due in July 2013. For the three months ended March 31, 2012 and March 31, 2011, the weighted average interest rate under the U.S. credit facilities was 2.9% with interest payable either monthly or quarterly.

### ***Unsecured Notes***

On April 10, 2007, Realogy issued in a private placement \$1,700 million of Senior Notes due 2014, \$550 million of Senior Toggle Notes due 2014 and \$875 million of Senior Subordinated Notes due 2015. On February 15, 2008, Realogy completed an exchange offer to register the privately placed notes under the Securities Act. The registration statement was filed on Form S-4 (File No. 333-148153 declared effective by the SEC on January 9, 2008). The term "Existing Notes" refers to the privately placed notes and the exchange notes.

The 10.50% Senior Notes mature on April 15, 2014 and bear interest payable semiannually on April 15 and October 15 of each year. The 11.50% Senior Notes mature on April 15, 2017 and bear interest payable semiannually on April 15 and October 15 of each year.

The Senior Toggle Notes mature on April 15, 2014. Interest is payable semiannually on April 15 and October 15 of each year. For any interest payment period after the initial interest payment period and through October 15, 2011, Realogy had the option to pay interest on the Senior Toggle Notes (i) entirely in cash ("Cash Interest"), (ii) entirely by increasing the principal amount of the outstanding Senior Toggle Notes or by issuing Senior Toggle Notes ("PIK Interest"), or (iii) 50% as Cash Interest and 50% as PIK Interest. Cash Interest on the Senior Toggle Notes accrues at a rate of 11.00% per annum. PIK Interest on the Senior Toggle Notes accrues at the Cash Interest rate per annum plus 0.75%. Beginning with the interest period which ended October 2008 through the interest period which ended April 2011, Realogy elected to satisfy its interest payment obligations by issuing additional Senior Toggle Notes. Realogy elected to pay Cash Interest for the interest period commencing April 15, 2011 and is required to make all future interest payments on the Senior Toggle Notes entirely in cash until they mature.

Realogy would be subject to certain interest deduction limitations if the Senior Toggle Notes were treated as "applicable high yield discount obligations" ("AHYDO") within the meaning of Section 163(i)(1) of the Internal Revenue Code, as amended. In order to avoid such treatment, Realogy is required to redeem for cash a portion of each Senior Toggle Note outstanding on April 15, 2012 for the periods that Realogy elected to pay PIK Interest. As a result, on April 16, 2012, Realogy redeemed \$11 million principal amount of the outstanding Senior Toggle Notes.

The 12.00% Senior Notes mature on April 15, 2017 and bear interest payable semiannually on April 15 and October 15 of each year. The 12.375% Senior Subordinated Notes mature on April 15, 2015 and bear interest payable semiannually on April 15 and October 15 of each year. The 13.375% Senior Subordinated Notes mature on April 15, 2018 and bear interest payable on April 15 and October 15 of each year.

The Senior Notes are guaranteed on an unsecured senior basis, and the Senior Subordinated Notes are guaranteed on an unsecured senior subordinated basis, in each case, by each of Realogy's existing and future U.S. subsidiaries that is a guarantor under the senior secured credit facility or that guarantees certain other indebtedness in the future, subject to certain exceptions. The Senior Notes are guaranteed by Holdings on an unsecured senior subordinated basis and the Senior Subordinated Notes are guaranteed by Holdings on an unsecured junior subordinated basis.

On June 24, 2011, Realogy completed offers of exchange notes for Extended Maturity Notes issued in the Debt Exchange Offering. The term "exchange notes" refers to the 11.50% Senior Notes due 2017, the 12.00% Senior Notes due 2017 and the 13.375% Senior Subordinated Notes due 2018, all as registered under the Securities Act, pursuant to a Registration Statement on Form S-4 (File No. 333-173254 declared effective by the SEC on May 20, 2011). Each series of the exchange notes are substantially identical in all material respects to the Extended Maturity Notes of the applicable series issued in the Debt Exchange Offering (except that the new registered exchange notes do not contain terms with respect to additional interest or transfer restrictions). Unless the context otherwise requires, the term "Extended Maturity Notes" refers

to the exchange notes.

### ***Convertible Notes***

The Series A Convertible Notes, Series B Convertible Notes and Series C Convertible Notes mature on April 15, 2018 and bear interest at a rate per annum of 11.00% payable semiannually on April 15 and October 15 of each year. The Convertible Notes are convertible into Class A Common Stock at any time prior to April 15, 2018. The Series A Convertible Notes and Series B Convertible Notes are initially convertible into 975.6098 shares of Class A Common Stock per \$1,000 aggregate principal amount of Series A Convertible Notes and Series B Convertible Notes, which is equivalent to an initial conversion price of approximately \$1.025 per share, and the Series C Convertible Notes are initially convertible into 926.7841 shares of Class A Common Stock per \$1,000 aggregate principal amount of Series C Convertible Notes, which is equivalent to an initial conversion price of approximately \$1.079 per share, subject to adjustment if specified distributions to holders of the Class A Common Stock are made or specified corporate transactions occur, in each case as set forth in the indenture governing the Convertible Notes. The Convertible Notes are guaranteed on an unsecured senior subordinated basis by each of Realogy's existing and future U.S. subsidiaries that is a guarantor under the senior secured credit facility or that guarantees certain other indebtedness in the future, subject to certain exceptions. The Convertible Notes are guaranteed on an unsecured junior subordinated basis by Holdings.

Following a Qualified Public Offering, Realogy may, at its option, redeem the Convertible Notes, in whole or in part, at a redemption price, payable in cash, equal to 90% of the principal amount of the Convertible Notes to be redeemed plus accrued and unpaid interest thereon to, but excluding, the redemption date.

On March 21, 2012, the SEC declared effective a Registration Statement on Form S-1 (File No. 333-179896) of Holdings and Realogy, which included the effectiveness of a Post-Effective Amendment to the registration statement initially declared effective on June 16, 2011. The Registration Statement registers for resale the outstanding Convertible Notes and the Class A Common Stock of Holdings issuable upon conversion of the Convertible Notes. Offers and sales of the Convertible Notes and Class A Common Stock may be made by selling securityholders named in the registration statement pursuant to the related prospectus, as amended or supplemented from time to time.

### ***Loss on the Early Extinguishment of Debt and Write-Off of Deferred Financing Costs***

As a result of the 2012 Senior Secured Notes Offering, the Company recorded a loss on the early extinguishment of debt of \$6 million during the three months ended March 31, 2012.

As a result of the 2011 Refinancing Transactions, the Company recorded a loss on the early extinguishment of debt of \$36 million and wrote off deferred financing costs of \$7 million to interest expense as a result of debt modifications during the three months ended March 31, 2011.

### ***Securitization Obligations***

Realogy has secured obligations through Apple Ridge Funding LLC, a securitization program with a borrowing capacity of \$400 million and expiration date of December 2013.

In 2010, Realogy, through a special purpose entity, Cartus Financing Limited, entered into agreements providing for a £35 million revolving loan facility which expires in August 2015 and a £5 million working capital facility which expires in August 2012. These Cartus Financing Limited facilities are secured by relocation assets of a U.K. government contract in a special purpose entity and are therefore classified as permitted securitization financings as defined in Realogy's senior secured credit facility and the indentures governing the Unsecured Notes.

The Apple Ridge entities and Cartus Financing Limited entity are consolidated special purpose entities that are utilized to securitize relocation receivables and related assets. These assets are generated from advancing funds on behalf of clients of Realogy's relocation business in order to facilitate the relocation of their employees. Assets of these special purpose entities are not available to pay Realogy's general obligations. Under the Apple Ridge program, provided no termination or amortization event has occurred, any new receivables generated under the designated relocation management agreements are sold into the securitization program and as new eligible relocation management agreements are entered into, the new agreements are designated to the program. The Apple Ridge program has restrictive covenants and trigger events, including performance triggers linked to the age and quality of the underlying assets, foreign obligor limits, multicurrency limits, financial reporting requirements, restrictions on mergers and change of control, breach of Realogy's senior secured leverage ratio under Realogy's senior secured credit facility if uncured, and cross-defaults to Realogy's credit agreement, unsecured and secured notes or other material indebtedness. The occurrence of a trigger event under the Apple Ridge securitization

facility could restrict our ability to access new or existing funding under this facility or result in termination of the facility, either of which would adversely affect the operation of our relocation business.

Certain of the funds that the Company receives from relocation receivables and related assets must be utilized to repay securitization obligations. These obligations were collateralized by \$362 million and \$366 million of underlying relocation receivables and other related relocation assets at March 31, 2012 and December 31, 2011, respectively. Substantially all relocation related assets are realized in less than twelve months from the transaction date. Accordingly, all of the Company's securitization obligations are classified as current in the accompanying Consolidated Balance Sheets.

Interest incurred in connection with borrowings under these facilities amounted to \$2 million and \$1 million for the three months ended March 31, 2012 and 2011, respectively. This interest is recorded within net revenues in the accompanying Consolidated Statements of Operations as related borrowings are utilized to fund the Company's relocation business where interest is generally earned on such assets. These securitization obligations represent floating rate debt for which the average weighted interest rate was 3.5% and 1.9% for the three months ended March 31, 2012 and 2011, respectively.

#### ***Covenants under the Senior Secured Credit Facility and Certain Indentures***

The senior secured credit facility and the indentures governing the First Lien Notes, First and a Half Lien Notes, the Extended Maturity Notes and the 12.375% Senior Subordinated Notes contain various covenants that limit Realogy's ability to, among other things:

- incur or guarantee additional debt;
- incur debt that is junior to senior indebtedness and senior to the Senior Subordinated Notes;
- pay dividends or make distributions to Realogy's stockholders;
- repurchase or redeem capital stock or subordinated indebtedness;
- make loans, investments or acquisitions;
- incur restrictions on the ability of certain of our subsidiaries to pay dividends or to make other payments to Realogy;
- enter into transactions with affiliates;
- create liens;
- merge or consolidate with other companies or transfer all or substantially all of our assets;
- transfer or sell assets, including capital stock of subsidiaries; and
- prepay, redeem or repurchase the Unsecured Notes, the First Lien Notes and the First and a Half Lien Notes and debt that is junior in right of payment to the Unsecured Notes, the First Lien Notes and the First and a Half Lien Notes.

In connection with the Debt Exchange Offering, Realogy received consents from the holders of the 10.50% Senior Notes and Senior Toggle Notes to amend the respective indentures governing the terms of such Existing Notes to remove substantially all of the restrictive covenants and certain other provisions previously contained in such indentures.

As a result of the covenants to which we remain subject, we are limited in the manner in which we conduct our business and we may be unable to engage in favorable business activities or finance future operations or capital needs. In addition, on the last day of each fiscal quarter, the financial covenant in the senior secured credit facility requires us to maintain on a quarterly basis a senior secured leverage ratio not to exceed a maximum amount. Specifically, Realogy's total senior secured net debt to trailing twelve month EBITDA may not exceed 4.75 to 1.0. EBITDA, as defined in the senior secured credit facility, includes certain adjustments and also is calculated on a pro forma basis for purposes of calculating the senior secured leverage ratio. In this report, the Company refers to the term "Adjusted EBITDA" to mean EBITDA as so defined for purposes of determining compliance with the senior secured leverage ratio covenant. Total senior secured net debt does not include the Second Lien Loans, securitization obligations, the First and a Half Lien Notes or the Unsecured Notes or other indebtedness secured by a lien that is pari passu or junior in priority to the First and a Half Lien Notes. At March 31, 2012, the Company's senior secured leverage ratio was 4.02 to 1.0.

To maintain compliance with the senior secured leverage ratio for the twelve-month periods ending June 30, 2012, September 30, 2012, December 31, 2012 and March 31, 2013 (or to avoid an event of default thereof), the Company will

need to achieve a certain amount of Adjusted EBITDA and/or reduced levels of total senior secured net debt. The factors that will impact the foregoing include: (a) changes in homesale transactions and/or the price of existing homesales, (b) the ability to continue to implement cost-savings and business productivity enhancement initiatives, (c) increasing new franchise sales, sales associate recruitment and/or brokerage and other acquisitions, (d) obtaining additional equity financing from our parent company, (e) obtaining additional debt financing from affiliated or non-affiliated debt holders, or (f) a combination thereof. Factors (b) through (e) may be insufficient to overcome macroeconomic conditions affecting the Company.

Based upon the Company's financial forecast, the Company believes that it will continue to be in compliance with the senior secured leverage ratio covenant during the next twelve months. While the housing market has shown signs of stabilization, there remains substantial uncertainty with respect to the timing and scope of a housing recovery and if a housing recovery is delayed or is weak, we may be subject to additional pressure in maintaining compliance with our senior secured leverage ratio.

The Company's financial forecast of Adjusted EBITDA considers numerous factors including open homesale contract trends, industry forecasts and macroeconomic factors, local market dynamics and concentrations in the markets in which we operate. Our twelve month forecast is updated monthly to consider the actual results of the Company and incorporates current homesale contract activity, updated industry forecasts and macroeconomic factors and changes in local market dynamics as well as additional cost savings and business optimization initiatives underway or to be implemented by management. As such initiatives are implemented, management, as permitted by the existing agreement, will pro forma the effect of such measures and add back the savings or enhanced revenue from those initiatives as if they had been implemented at the beginning of the trailing twelve-month period.

The Company has the right to cure an event of default of the senior secured leverage ratio in three of any of the four consecutive quarters through the issuance of additional Intermediate equity for cash, which would be infused as capital into the Company. The effect of such infusion would be to increase Adjusted EBITDA for purposes of calculating the senior secured leverage ratio for the applicable twelve-month period and reduce net senior secured indebtedness upon actual receipt of such capital. If we are unable to maintain compliance with the senior secured leverage ratio and we fail to remedy a default through an equity cure as described above, there would be an "event of default" under the senior secured credit agreement. Other events of default under the senior secured credit facility include, without limitation, nonpayment, material misrepresentations, insolvency, bankruptcy, certain material judgments, change of control and cross-events of default on material indebtedness.

If an event of default occurs under the senior secured credit facility and we fail to obtain a waiver from our lenders, our financial condition, results of operations and business would be materially adversely affected. Upon the occurrence of an event of default under the senior secured credit facility, the lenders:

- would not be required to lend any additional amounts to us;
- could elect to declare all borrowings outstanding, together with accrued and unpaid interest and fees, to be immediately due and payable;
- could require us to apply all of our available cash to repay these borrowings; or
- could prevent us from making payments on the First Lien Notes, the First and a Half Lien Notes or the Unsecured Notes;

any of which could result in an event of default under the First Lien Notes, the First and a Half Lien Notes or the Unsecured Notes or our Apple Ridge Funding LLC securitization program.

If we were unable to repay those amounts, the lenders under the senior secured credit facility could proceed against the collateral granted to them to secure that indebtedness. We have pledged the majority of our assets as collateral under the senior secured credit facility and the indentures governing the First Lien Notes and the First and a Half Lien Notes. If the lenders under the senior secured credit facility were to accelerate the repayment of borrowings thereunder, then we may not have sufficient assets to repay the First Lien Loans under the senior secured credit facility and our other indebtedness, including the First Lien Notes, the First and a Half Lien Notes, the Second Lien Loans and the Unsecured Notes, or be able to borrow sufficient funds to refinance such indebtedness. Even if we are able to obtain new financing, it may not be on commercially reasonable terms, or terms that are acceptable to us.

## Non-GAAP Financial Measures

The SEC has adopted rules to regulate the use in filings with the SEC and in public disclosures of “non-GAAP financial measures,” such as EBITDA, EBITDA before restructuring and other items and Adjusted EBITDA and the ratios related thereto. These measures are derived on the basis of methodologies other than in accordance with GAAP.

EBITDA is defined by us as net income (loss) before depreciation and amortization, interest (income) expense, net (other than relocation services interest for securitization assets and securitization obligations) and income taxes. EBITDA before restructuring and other items is defined by us as EBITDA adjusted for merger costs, restructuring costs, former parent legacy cost (benefit) items, net, and (gain) loss on the early extinguishment of debt. Adjusted EBITDA is presented to demonstrate our compliance with the senior secured leverage ratio covenant in the senior secured credit facility. We present EBITDA, EBITDA before restructuring and other items and Adjusted EBITDA because we believe EBITDA, EBITDA before restructuring and other items and Adjusted EBITDA are useful as supplemental measures in evaluating the performance of our operating businesses and provides greater transparency into our results of operations. Our management, including our chief operating decision maker, use EBITDA and EBITDA before restructuring and other items as a factor in evaluating the performance of our business. EBITDA, EBITDA before restructuring and other items and Adjusted EBITDA should not be considered in isolation or as a substitute for net income or other statement of operations data prepared in accordance with GAAP.

We believe EBITDA facilitates company-to-company operating performance comparisons by backing out potential differences caused by variations in capital structures (affecting net interest expense), taxation, the age and book depreciation of facilities (affecting relative depreciation expense) and the amortization of intangibles, which may vary for different companies for reasons unrelated to operating performance. We believe EBITDA before restructuring and other items also facilitates company-to-company operating performance comparisons by backing out those items in EBITDA as well as certain historical cost (benefit) items which may vary for different companies for reasons unrelated to operating performance. We further believe that EBITDA is frequently used by securities analysts, investors and other interested parties in their evaluation of companies, many of which present an EBITDA measure when reporting their results.

EBITDA and EBITDA before restructuring and other items have limitations as analytical tools, and you should not consider EBITDA or EBITDA before restructuring and other items either in isolation or as substitutes for analyzing our results as reported under GAAP. Some of these limitations are:

- these measures do not reflect changes in, or cash requirement for, our working capital needs;
- these measures do not reflect our interest expense (except for interest related to our securitization obligations), or the cash requirements necessary to service interest or principal payments on our debt;
- these measures do not reflect our income tax expense or the cash requirements to pay our taxes;
- these measures do not reflect historical cash expenditures or future requirements for capital expenditures or contractual commitments;
- although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often require replacement in the future, and these measures do not reflect any cash requirements for such replacements; and
- other companies may calculate these measures differently so they may not be comparable.

Adjusted EBITDA as used herein corresponds to the definition of “EBITDA,” calculated on a “pro forma basis,” used in the senior secured credit facility to calculate the senior secured leverage ratio.

Like EBITDA and EBITDA before restructuring and other items, Adjusted EBITDA has limitations as an analytical tool, and you should not consider Adjusted EBITDA either in isolation or as a substitute for analyzing our results as reported under GAAP. In addition to the limitations described above with respect to EBITDA and EBITDA before restructuring and other items, Adjusted EBITDA includes pro forma cost savings, the pro forma effect of business optimization initiatives and the pro forma full year effect of acquisitions and new franchisees. These adjustments may not reflect the actual cost savings or pro forma effect recognized in future periods.

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A reconciliation of net loss attributable to Realogy to EBITDA and Adjusted EBITDA for the twelve months ended March 31, 2012 is set forth in the following table:

	Year Ended December 31, 2011	Less Three Months Ended March 31, 2011	Equals Nine Months Ended December 31, 2011	Plus Three Months Ended March 31, 2012	Equals Twelve Months Ended March 31, 2012
Net loss attributable to Realogy <sup>(a)</sup>	\$ (441)	\$ (237)	\$ (204)	\$ (192)	\$ (396)
Income tax expense	32	1	31	7	38
Income before income taxes	(409)	(236)	(173)	(185)	(358)
Interest expense, net	6 6 6	179	487	170	657
Depreciation and amortization	186	46	140	45	185
EBITDA <sup>(b)</sup>	443	(11)	454	30	484
Covenant calculation adjustments:					
Restructuring costs, merger costs and former parent legacy costs (benefit), net <sup>(c)</sup>					(3)
Loss on the early extinguishment of debt					6
EBITDA before restructuring and other items					487
Pro forma cost savings for 2012 restructuring initiatives <sup>(d)</sup>					3
Pro forma cost savings for 2011 restructuring initiatives <sup>(e)</sup>					7
Pro forma effect of business optimization initiatives <sup>(f)</sup>					47
Non-cash charges <sup>(g)</sup>					5
Non-recurring fair value adjustments for purchase accounting <sup>(h)</sup>					4
Pro forma effect of acquisitions and new franchisees <sup>(i)</sup>					6
Apollo management fees <sup>(j)</sup>					15
Incremental securitization interest costs <sup>(k)</sup>					3
<b>Adjusted EBITDA</b>					<b>\$ 577</b>
Total senior secured net debt <sup>(l)</sup>					<b>\$ 2,317</b>
<b>Senior secured leverage ratio</b>					<b>4.02x</b>

- (a) Net loss attributable to Realogy consists of: (i) a loss of \$22 million for the second quarter of 2011; (ii) a loss of \$28 million for the third quarter of 2011; (iii) a loss of \$154 million for the fourth quarter of 2011 and (iv) a loss of \$192 million for the first quarter of 2012.
- (b) EBITDA consists of: (i) \$187 million for the second quarter of 2011; (ii) \$187 million for the third quarter of 2011; (iii) \$80 million for the fourth quarter of 2011 and (iv) \$30 million for the first quarter of 2012.
- (c) Consists of \$12 million of restructuring costs and \$1 million of merger costs offset by a net benefit of \$16 million for former parent legacy items.
- (d) Represents actual costs incurred that are not expected to recur in subsequent periods due to restructuring activities initiated during the first three months of 2012. From this restructuring, we expect to reduce our operating costs by approximately \$3 million on a twelve-month run-rate basis and estimate that less than \$1 million of such savings were realized from the time they were put in place. The adjustment shown represents the impact the savings would have had on the period from April 1, 2011 through the time they were put in place had those actions been effected on April 1, 2011.
- (e) Represents actual costs incurred that are not expected to recur in subsequent periods due to restructuring activities initiated during the year ended December 31, 2011. From this restructuring, we expect to reduce our operating costs by approximately \$21 million on a twelve-month run-rate basis and estimate that \$14 million of such savings were realized from the time they were put in place. The adjustment shown represents the impact the savings would have had on the period from April 1, 2011 through the time they were put in place had those actions been effected on April 1, 2011.
- (f) Represents the twelve-month pro forma effect of business optimization initiatives that have been completed to reduce costs, including \$2 million related to our Relocation Services integration costs and acquisition related non-cash adjustments, \$5 million related to vendor renegotiations and \$40 million for employee retention accruals. The employee retention accruals reflect the employee retention plans that have been implemented in lieu of our customary bonus plan, due to the ongoing and prolonged downturn in the housing market in order to ensure the retention of executive officers and other key personnel, principally within our corporate services unit and the corporate offices of our four business units.
- (g) Represents the elimination of non-cash expenses, including \$6 million of stock-based compensation expense and \$6 million of other items less \$7 million for the change in the allowance for doubtful accounts and notes reserves from April 1, 2011 through March 31, 2012.

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- (h) Reflects the adjustment for the negative impact of fair value adjustments for purchase accounting at the operating business segments primarily related to deferred rent.
- (i) Represents the estimated impact of acquisitions and new franchisees as if they had been acquired or signed on April 1, 2011. Franchisee sales activity is comprised of new franchise agreements as well as growth acquired by existing franchisees with our assistance. We have made a number of assumptions in calculating such estimate and there can be no assurance that we would have generated the projected levels of EBITDA had we owned the acquired entities or entered into the franchise contracts as of April 1, 2011.
- (j) Represents the elimination of annual management fees payable to Apollo for the twelve months ended March 31, 2012.
- (k) Incremental borrowing costs incurred as a result of the securitization facilities refinancing for the twelve months ended March 31, 2012.
- (l) Represents total borrowings under the senior secured credit facility which are secured by a first priority lien on our assets of \$2,415 million plus \$11 million of capital lease obligations less \$109 million of readily available cash as of March 31, 2012. Pursuant to the terms of the senior secured credit facility, senior secured net debt does not include First and a Half Lien Notes, Second Lien Loans, and other indebtedness that is secured by a lien that is *pari passu* or junior to the First and a Half Lien Notes or securitization obligations.

## Liquidity Risks

Our liquidity position may be negatively affected as a result of the following specific liquidity risks.

### *Negative Cash Flows; Seasonality and Cash Requirements*

Our liquidity position has been and is expected to continue to be negatively impacted by the ongoing unfavorable conditions in the real estate market resulting in negative cash flows and the substantial interest expense on our debt obligations. Our business segments are also subject to seasonal fluctuations. Historically, operating results and revenues for all of our businesses have been strongest in the second and third quarters of the calendar year. A significant portion of the expenses we incur in our real estate brokerage operations are related to marketing activities and commissions and are, therefore, variable. However, many of our other expenses, such as interest payments, facilities costs and certain personnel-related costs, are fixed and cannot be reduced during a seasonal slowdown. For example, interest payments of approximately \$215 million are due on our Unsecured Notes and Second Lien Loans in October and April of each year. Accordingly, the two most significant interest payments fall in, or immediately following, periods of our lowest cash flow generation. Because of this asymmetry and the size of our cash interest obligations, if unfavorable conditions in the real estate market and general macroeconomic conditions do not significantly improve, we would be required to seek additional sources of working capital for our future liquidity needs, including obtaining additional financing from affiliated or non-affiliated debt holders and deferring or reducing spending. There can be no assurance that we would be able to defer or reduce expenses or that any such actions would not materially and adversely impact our business and results of operations or that we would be able to obtain financing on acceptable terms or at all.

### *Senior Secured Credit Facility Covenant Compliance*

On the last day of each fiscal quarter, the financial covenant in the senior secured credit facility requires us to maintain on a quarterly basis a senior secured leverage ratio not to exceed a maximum amount. Specifically, our total senior secured net debt to trailing twelve month Adjusted EBITDA may not exceed 4.75 to 1.0.

As of March 31, 2012, we were in compliance with the senior secured leverage ratio covenant with a ratio of 4.02 to 1.0. While the housing market has shown signs of stabilization, there remains substantial uncertainty with respect to the timing and scope of a housing recovery and if a housing recovery is delayed or is weak, we may be subject to additional pressure in maintaining compliance with our senior secured leverage ratio as a result of negative cash flows due to our significant annual interest payments.

To maintain compliance with the senior secured leverage ratio for the twelve-month periods ending June 30, 2012, September 30, 2012, December 31, 2012 and March 31, 2013 (or to avoid an event of default thereof), the Company will need to achieve a certain amount of Adjusted EBITDA and/or reduced levels of total senior secured net debt. The factors that will impact the foregoing include: (a) changes in homesale transactions and/or the price of existing homesales, (b) the ability to continue to implement cost-savings and business productivity enhancement initiatives, (c) increasing new franchise sales, sales associate recruitment and/or brokerage and other acquisitions, (d) obtaining additional equity financing from our parent company, (e) obtaining additional debt financing from affiliated or non-affiliated debt holders, or (f) a combination thereof. Factors (b) through (e) may be insufficient to overcome macroeconomic conditions affecting the Company.

If we fail to maintain the senior secured leverage ratio or otherwise default under our senior secured credit facility and if we fail to obtain a waiver from our lenders, then our financial condition, results of operations and business would be materially adversely affected.

We will continue to evaluate potential financing transactions, including refinancing certain tranches of our indebtedness, issuing incremental debt, obtaining incremental letters of credit and extending maturities as well as potential transactions pursuant to which third parties, Apollo or its affiliates may provide financing to us or otherwise engage in transactions to provide liquidity to us. There can be no assurance as to which, if any, of these alternatives we may pursue as the choice of any alternative will depend upon numerous factors such as market conditions, our financial performance and the limitations applicable to such transactions under our existing financing agreements and the consents we may need to obtain under the relevant documents. There also can be no assurance that financing or refinancing will be available to us on acceptable terms or at all. The conversion of all or a portion of our approximately \$2.1 billion in outstanding Convertible Notes into equity at the option of the holders thereof would increase our liquidity, although the holders of the Convertible Notes are not obligated to do so.

#### *Interest Rate Risk*

Certain of our borrowings, primarily borrowings under our senior secured credit facility, our other bank indebtedness and our securitization arrangements, are at variable rates of interest and expose us to interest rate risk. If interest rates increase, our debt service obligations on the variable rate indebtedness would increase even though the amount borrowed remained the same, and our net loss would increase further. We have entered into interest rate swaps, involving the exchange of floating for fixed rate interest payments, to reduce interest rate volatility for a portion of our floating interest rate debt facilities.

#### *Securitization Programs*

Funding requirements of our relocation business are primarily satisfied through the issuance of securitization obligations to finance relocation receivables and advances. The Apple Ridge program has restrictive covenants and trigger events, including performance triggers linked to the age and quality of the underlying assets, foreign obligor limits, multicurrency limits, financial reporting requirements, restrictions on mergers and change of control, breach of Realogy's senior secured leverage ratio under Realogy's senior secured credit facility if uncured, and cross-defaults to Realogy's credit agreement, unsecured and secured notes or other material indebtedness.

#### **Contractual Obligations**

The following table summarizes our future contractual obligations as of March 31, 2012:

	Remaining						Total
	2012	2013	2014	2015	2016	Thereafter	
Extended term loan facility <sup>(a)</sup>	\$ —	\$ —	\$ —	\$ —	\$ 1,822	\$ —	\$ 1,822
First Lien Notes <sup>(b)</sup>	—	—	—	—	—	593	593
Existing First and a Half Lien Notes <sup>(c)</sup>	—	—	—	—	—	700	700
New First and a Half Lien Notes <sup>(c)</sup>	—	—	—	—	—	325	325
Second Lien Loans <sup>(e)</sup>	—	—	—	—	—	650	650
Other bank indebtedness <sup>(d)</sup>	—	100	—	—	—	—	100
10.50% Senior Notes <sup>(f)</sup>	—	—	64	—	—	—	64
11.50% Senior Notes <sup>(g)</sup>	—	—	—	—	—	492	492
11.00%/11.75% Senior Toggle Notes <sup>(e)(f)</sup>	11	—	41	—	—	—	52
12.00% Senior Notes <sup>(g)</sup>	—	—	—	—	—	130	130
12.375% Senior Subordinated Notes <sup>(f)</sup>	—	—	—	190	—	—	190
13.375% Senior Subordinated Notes <sup>(g)</sup>	—	—	—	—	—	10	10
11.00% Convertible Notes <sup>(g)</sup>	—	—	—	—	—	2,110	2,110
Securitized obligations <sup>(h)</sup>	302	—	—	—	—	—	302
Operating leases <sup>(i)</sup>	105	108	73	49	26	120	481
Capital leases (including imputed interest)	5	4	3	1	—	—	13
Purchase commitments <sup>(i)</sup>	43	25	12	10	9	257	356
<b>Total <sup>(k)(l)</sup></b>	<b>\$ 466</b>	<b>\$ 237</b>	<b>\$ 193</b>	<b>\$ 250</b>	<b>\$ 1,857</b>	<b>\$ 5,387</b>	<b>\$ 8,390</b>

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- (a) The Company's extended term loan facility matures in October 2016. The interest rate for the variable rate debt of \$1,822 million will be determined by the interest rates in effect during each period. There is no scheduled amortization of principal. The Company has entered into derivative instruments to fix the interest rate over the next twelve months for \$408 million of its \$1,822 million variable rate term loan debt, which will result in interest payments of \$27 million annually. The interest rate for the remaining portion of the variable rate term loan debt of \$1,414 million will be determined by the interest rates in effect during each period.
  - (b) The Company's First Lien Notes bear an annual interest rate of 7.625%. Interest payments are due semi-annually and the annual interest expense for the First Lien Notes is approximately \$45 million.
  - (c) The Company's Existing First and a Half Lien Notes bear an annual interest rate of 7.875%, the New First and a Half Lien Notes bear an annual interest rate of 9.00% and the Second Lien Loans bear an annual interest rate of 13.50%. Interest payments are due semi-annually and the annual interest expense for the First and a Half Lien Notes and the Second Lien Loans is approximately \$172 million.
  - (d) Consists of revolving credit facilities that are supported by letters of credit issued under the senior secured credit facility; \$50 million due in January 2013 and \$50 million due in July 2013. The interest rate for the revolving credit facilities is variable and will be determined by the interest rates in effect during each period.
  - (e) The Company utilized the PIK Interest option to satisfy interest payment obligations for the Senior Toggle Notes which increased the principal amount of the Senior Toggle Notes from October 2008 through April 2011. As a result, the Company would be subject to certain interest deduction limitations if the Senior Toggle Notes were treated as AHYDO within the meaning of Section 163(i)(1) of the Internal Revenue Code. In order to avoid such treatment, the Company redeemed \$11 million principal amount of the Senior Toggle Notes on April 16, 2012.
  - (f) Annual interest expense for the 10.50% Senior Notes, 12.375% Senior Subordinated Notes and Senior Toggle Notes is approximately \$36 million.
  - (g) Annual interest expense for the 11.50% Senior Notes, 12.00% Senior Notes, 13.375% Senior Subordinated Notes and the Convertible Notes is approximately \$306 million.
  - (h) The Company's securitization obligations are variable rate debt and the interest payments will be determined by the interest rates in effect during each period. The Apple Ridge agreement expires in December 2013 and the Cartus Financing Limited agreements expire in August 2012 and August 2015. These obligations are classified as current on the balance sheet due to the current classification of the underlying assets that collateralize the obligations.
  - (i) The operating lease amounts included in the above table do not include variable costs such as maintenance, insurance and real estate taxes.
  - (j) Purchase commitments include a minimum licensing fee that the Company is required to pay to Sotheby's from 2009 through 2054. The annual minimum licensing fee is approximately \$2 million. The purchase commitments also include a minimum licensing fee to be paid to Meredith from 2009 through 2057. The annual minimum fee began at \$0.5 million in 2009 and will increase to \$4 million by 2014 and generally remains the same thereafter.
  - (k) In April 2007, the Company established a standby irrevocable letter of credit for the benefit of Avis Budget Group Inc. in accordance with the Separation and Distribution Agreement. At March 31, 2012, the letter of credit was at \$70 million. This letter of credit is not included in the contractual obligations table above.
  - (l) The contractual obligations table does not include the annual Apollo management fee and does not include other non-current liabilities such as pension liabilities of \$63 million and unrecognized tax benefits of \$46 million as the Company is not able to estimate the year in which these liabilities could be paid.

### **Potential Debt Purchases or Sales**

Our affiliates have purchased a portion of our indebtedness and we or our affiliates from time to time may sell such indebtedness or purchase additional portions of our indebtedness. Any such future purchases or sales may be made through open market or privately negotiated transactions with third parties or pursuant to one or more tender or exchange offers or otherwise, upon such terms and at such prices as well as with such consideration as we or any such affiliates may determine. Affiliates who own portions of our indebtedness earn interest on a consistent basis with third party owners of such indebtedness.

### **Critical Accounting Policies**

In presenting our financial statements in conformity with generally accepted accounting principles, we are required to make estimates and assumptions that affect the amounts reported therein. Several of the estimates and assumptions we are required to make relate to matters that are inherently uncertain as they pertain to future events. However, events that are outside of our control cannot be predicted and, as such, they cannot be contemplated in evaluating such estimates and assumptions. If there is a significant unfavorable change to current conditions, it could result in a material adverse impact to our combined results of operations, financial position and liquidity. We believe that the estimates and assumptions we used

when preparing our financial statements were the most appropriate at that time.

These Condensed Consolidated Financial Statements should be read in conjunction with the Consolidated Financial Statements included in the Annual Report on Form 10-K for the year ended December 31, 2011, which includes a description of our critical accounting policies that involve subjective and complex judgments that could potentially affect reported results.

### **Recently Adopted Accounting Pronouncements**

See Note 1 of the Notes to the Condensed Consolidated Financial Statements for a discussion of recently adopted accounting pronouncements.

### **Item 3. Quantitative and Qualitative Disclosures about Market Risks.**

Our principal market exposure is interest rate risk. At March 31, 2012, our primary interest rate exposure was to interest rate fluctuations in the United States, specifically LIBOR, due to its impact on our variable rate borrowings. Due to our senior secured credit facility which is benchmarked to U.S. LIBOR, this rate will be the primary market risk exposure for the foreseeable future. We do not have significant exposure to foreign currency risk nor do we expect to have significant exposure to foreign currency risk in the foreseeable future.

We assess our market risk based on changes in interest rates utilizing a sensitivity analysis. The sensitivity analysis measures the potential impact on earnings, fair values and cash flows based on a hypothetical 10% change (increase and decrease) in interest rates. In performing the sensitivity analysis, we are required to make assumptions regarding the fair values of relocation receivables and advances and securitization borrowings, which approximate their carrying values due to the short-term nature of these items. We believe our interest rate risk is further mitigated as the rate we incur on our securitization borrowings and the rate we earn on relocation receivables and advances are based on similar variable indices.

Our total market risk is influenced by various factors, including the volatility present within the markets and the liquidity of the markets. There are certain limitations inherent in the sensitivity analyses presented. While probably the most meaningful analysis, these analyses are constrained by several factors, including the necessity to conduct the analysis based on a single point in time and the inability to include the complex market reactions that normally would arise from the market shifts modeled.

At March 31, 2012, we had total long-term debt of \$7,232 million, excluding \$302 million of securitization obligations. Of the \$7,232 million of long-term debt, the Company has \$1,922 million of variable interest rate debt primarily based on LIBOR. We have entered into four floating to fixed interest rate swap agreements and effectively fixed our interest rate on that portion of variable interest rate debt. One swap, with a notional value of \$225 million, expires in July 2012, the second swap, with a notional value of \$200 million, expires in December 2012, the third swap, with a notional value of \$225 million, commences in July 2012 and expires in October 2016, and the fourth swap with a notional value of \$200 million, commences in January 2013 and expires in October 2016. After considering these interest rate swaps a portion of our variable interest rate debt is still subject to market rate risk as our interest payments will fluctuate as a result of market changes. We have determined that the impact of a 100 bps change in LIBOR (1% change in the interest rate) on our term loan facility variable rate borrowings would affect our annual interest expense by approximately \$15 million. While these results may be used as benchmarks, they should not be viewed as forecasts.

At March 31, 2012, the fair value of our long-term debt approximated \$6,649 million, which was determined based on quoted market prices. Since considerable judgment is required in interpreting market information, the fair value of the long-term debt is not necessarily indicative of the amount that could be realized in a current market exchange. A 10% decrease in market rates would have a \$211 million impact on the fair value of our long-term debt.

### **Item 4. Controls and Procedures.**

#### **Controls and Procedures for Domus Holdings Corp.**

- (a) Domus Holdings Corp. (“Holdings”) maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in its filings under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), is recorded, processed, summarized and reported within the periods specified in the rules and forms of the Securities and Exchange Commission. Such information is accumulated and communicated to its

management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. Holdings' management, including the Chief Executive Officer and the Chief Financial Officer, recognizes that any set of controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives.

- (b) As of the end of the period covered by this quarterly report on Form 10-Q, Holdings has carried out an evaluation, under the supervision and with the participation of its management, including its Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of its disclosure controls and procedures. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that Holdings' disclosure controls and procedures are effective at the "reasonable assurance" level.
- (c) There has not been any change in Holdings' internal control over financial reporting during the period covered by this quarterly report on Form 10-Q that has materially affected, or is reasonably likely to materially affect, its internal control over financial reporting.

#### **Controls and Procedures for Realogy Corporation**

- (a) Realogy Corporation ("Realogy") maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in its filings under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), is recorded, processed, summarized and reported within the periods specified in the rules and forms of the Securities and Exchange Commission. Such information is accumulated and communicated to its management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. Realogy's management, including the Chief Executive Officer and the Chief Financial Officer, recognizes that any set of controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives.
- (b) As of the end of the period covered by this quarterly report on Form 10-Q, Realogy has carried out an evaluation, under the supervision and with the participation of its management, including its Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of its disclosure controls and procedures. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that Realogy's disclosure controls and procedures are effective at the "reasonable assurance" level.
- (c) There has not been any change in Realogy's internal control over financial reporting during the period covered by this quarterly report on Form 10-Q that has materially affected, or is reasonably likely to materially affect, its internal control over financial reporting.

## PART II - OTHER INFORMATION

### Item 1. Legal Proceedings.

#### *Legal—Real Estate Business*

*Frank K. Cooper Real Estate #1, Inc. v. Cendant Corp. and Century 21 Real Estate Corporation* (N.J. Super. Ct. L. Div., Morris County, New Jersey). In 2002, Frank K. Cooper Real Estate #1, Inc. filed a putative class action against Cendant and Cendant's subsidiary, Century 21 Real Estate Corporation ("Century 21"). The complaint alleged breach of certain provisions of the Real Estate Franchise Agreement entered into between Century 21 and the plaintiffs, breach of the implied duty of good faith and fair dealing, violation of the New Jersey Consumer Fraud Act and breach of certain express and implied fiduciary duties. The complaint alleged, among other things, that Cendant diverted money and resources from Century 21 franchisees and allotted them to NRT owned brokerages and otherwise improperly charged expenses to marketing funds. The complaint sought unspecified compensatory and punitive damages, injunctive relief, interest, attorney's fees and costs. On August 17, 2010, the court certified a class consisting of Century 21 franchisees at any time between August 1, 1995 and April 17, 2002 whose franchise agreements contain New Jersey choice of law and venue provisions and who have not executed releases releasing the claim (unless the release was a provision of a franchise renewal agreement).

As of January 24, 2012, Realogy entered into a memorandum of understanding memorializing the principal terms of a proposed settlement of this action. The structure of the proposed settlement involves both monetary and non-monetary consideration as well as contributions from insurance carriers. The non-monetary consideration includes but is not limited to waivers and modifications of certain fees and payments of incentive fees. On February 16, 2012, the parties executed a Stipulation of Settlement finalizing the terms of the settlement reflected in the memorandum of understanding. The Stipulation of Settlement and related settlement documents were submitted to the Court on February 17th by the plaintiffs to obtain preliminary approval. The court granted preliminary approval on February 22nd. Notice of the settlement was made to the class. A fairness hearing will be held on June 4, 2012 when the court will determine whether to grant final approval of the settlement. Realogy accrued the amount that would be payable beyond carrier contributions in our financial results for the year ended December 31, 2011.

*Larsen, et al. v. Coldwell Banker Real Estate Corporation, et al.* (case formerly known as *Joint Equity Committee of Investors of Real Estate Partners, Inc. v. Coldwell Banker Real Estate Corp., et al.*). The case, pending in the United States District Court for the Central District of California, arises from the relationship of two of our subsidiaries with a former Coldwell Banker Commercial franchisee, whose 40.5% shareholder allegedly utilized the Coldwell Banker Commercial name in the offer and sale of securities. In an SEC civil proceeding asserting violations of various securities laws, by stipulated judgment dated September 2, 2009, the shareholder of the franchisee, Real Estate Partners, Inc. ("REP"), and REP's affiliated entities were ordered to disgorge approximately \$53 million in funds raised from investors. REP filed for Chapter 11 bankruptcy protection in 2007. The complaint, initially filed in April 2010 and subsequently amended twice, most recently in March 2011, alleges, among other things, that our subsidiaries Coldwell Banker Real Estate Corporation and Coldwell Banker Real Estate LLC, engaged in negligence, aiding and abetting fraud, negligent misrepresentation, and false advertising, and are vicariously liable for fraud and negligent misrepresentation, as they knew or should have known that REP was using the marks in connection with the promotion of securities but that the Coldwell Banker subsidiaries failed to take sufficient steps to stop that use. The Company disputes the allegations and has asserted numerous defenses - including lack of knowledge and participation in the fraud. The second amended complaint is a class action brought on behalf of REP investors. On September 8, 2011, the court granted and denied in part the Coldwell Banker subsidiaries' motion to dismiss on the second amended complaint. On August 22, 2011, plaintiffs filed their motion to certify a class. On March 26, 2012, the Court granted plaintiffs motion to certify a class as to all claims except for false advertising. On April 11, 2012, the Coldwell Banker subsidiaries filed a motion seeking permission to file an interlocutory appeal of the class certification order. Motions for summary judgment also were filed. On April 13, 2012, the court entered into an order stipulated by the parties to stay the case for 60 days while the parties pursue mediation. Trial is currently scheduled for November 2012. Our primary insurance carrier has disclaimed coverage of either liability or defense costs, which we are vigorously challenging.

This case involves a complex series of securities offerings and raises certain unusual claims that make its resolution subject to significant uncertainties. Although the parties will attempt a mediation there can be no assurance the mediation will be successful particularly given the substantial size of the claims and the absence of carrier participation.

We are involved in certain other claims and legal actions arising in the ordinary course of our business. Such litigation and other proceedings may include, but are not limited to, actions relating to intellectual property, commercial arrangements, franchising arrangements, actions against our title company alleging it knew or should have known that others were committing mortgage fraud, standard brokerage disputes like the failure to disclose hidden defects in the property such as mold, vicarious liability based upon conduct of individuals or entities outside of our control, including franchisees and independent sales associates, antitrust claims, general fraud claims, employment law, including claims challenging the classification of our sales associates as independent contractors, and claims alleging violations of RESPA or state consumer fraud statutes. While the results of such claims and legal actions cannot be predicted with certainty, we do not believe based on information currently available to us that the final outcome of these proceedings will have a material adverse effect on our consolidated financial position, results of operations or cash flows.

#### ***Legal—Cendant Corporate Litigation***

Pursuant to the Separation and Distribution Agreement dated as of July 27, 2006 among Cendant, Realogy, Wyndham Worldwide and Travelport, each of Realogy, Wyndham Worldwide and Travelport have assumed certain contingent and other corporate liabilities (and related costs and expenses), which are primarily related to each of their respective businesses. In addition, Realogy has assumed 62.5% and Wyndham Worldwide has assumed 37.5% of certain contingent and other corporate liabilities (and related costs and expenses) of Cendant or its subsidiaries, which are not primarily related to any of the respective businesses of Realogy, Wyndham Worldwide, Travelport and/or Cendant's vehicle rental operations, in each case incurred or allegedly incurred on or prior to the date of the separation of Travelport from Cendant.

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The Company records litigation accruals for legal matters which are both probable and estimable and believes that it has adequately accrued for legal matters as appropriate. For legal proceedings for which (1) there is a reasonable possibility of loss (meaning those losses for which the likelihood is more than remote but less than probable) and (2) the Company is able to estimate a range of reasonably possible loss, the Company estimates the range of reasonably possible losses to be between zero and \$20 million at March 31, 2012.

Litigation and other disputes are inherently unpredictable and subject to substantial uncertainties and unfavorable resolutions could occur. In addition, class action lawsuits can be costly to defend and, depending on the class size and claims, could be costly to settle. Lastly, there may be greater risk of unfavorable resolutions in the current economic environment due to various factors including the absence of other defendants (due to business failures) that may be the real cause of the liability and greater negative sentiment toward corporate defendants. As such, the Company could incur judgments or enter into settlements of claims with liability that are materially in excess of amounts accrued and these settlements could have a material adverse effect on the Company's financial condition, results of operations or cash flows in any particular period.

The Company also monitors litigation and claims asserted against other industry participants together with new statutory and regulatory enactments for potential impacts to its business. Although the Company responds, as appropriate, to these developments, such developments may impose costs or obligations that adversely affect the Company's business operations or financial results. Two key RESPA issues currently being litigated in various courts by other industry participants and us are (1) whether RESPA's prohibition of unearned fees applies to all fees or only split fees and (2) whether RESPA impinges on the ability of a real estate broker to charge a two-part fee with fixed and variable components. These issues directly impact the fee structures of franchisees and our Company owned brokerage business in those states where fees frequently include both fixed and variable commission charges. In 2011, the U.S. Supreme Court agreed to hear *Freeman vs. Quicken Loans, Inc.*, where the issue presented is whether RESPA applies to a fee that is not split or shared with a third party. Oral argument in that case was heard on February 21, 2012. A decision in the *Quicken Loans* case or in other pending cases that interpret RESPA broadly could significantly increase the volume of RESPA litigation and could adversely impact us and our franchisees.

#### **Item 5. Other Information.**

As of April 30, 2012, there were 42.2 million shares of Class A Common Stock reserved for issuance under the Amended and Restated Holdings 2007 Stock Incentive Plan. On April 30, 2012, the Compensation Committee of the Holdings Board of Directors (the "Compensation Committee") approved a further amendment to the plan to increase the number of shares reserved thereunder by 25 million to 67.2 million reserved shares and approved the grant of non-qualified options to purchase an aggregate of approximately 24.1 million shares to key employees of the Company, including the

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named executive officers. The options have a term of ten years and the exercise price of the options is \$0.70 per share, representing the fair market value per share of the Class A Common Stock of Holdings on the date of grant, as determined by the Compensation Committee. The options become exercisable over a four-year period at the rate of 25% per year, commencing one year from the date of grant. Pursuant to this action, the named executive officers received options to purchase the following number of shares:

<u>Name</u>	<u>Title</u>	<u>Number of Shares Underlying April 30, 2012 Option Grant</u>
Richard A. Smith	Chairman, Chief Executive Officer and President	3,000,000
Anthony E. Hull	Executive Vice President, Chief Financial Officer and Treasurer	825,000
Kevin J. Kelleher	President and Chief Executive Officer of Cartus Corporation	650,000
Alexander E. Perriello, III	President and Chief Executive Officer, Realogy Franchise Group	750,000
Bruce Zipf	President and Chief Executive Officer, NRT LLC	775,000

A copy of the Amended and Restated Holdings 2007 Stock Incentive Plan, as further amended on April 30, 2012, is attached as Exhibit 10.1 hereto and incorporated herein by reference.

**Item 6. Exhibits.**

See Exhibit Index.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**DOMUS HOLDINGS CORP.**

**REALOGY CORPORATION**  
(Registrants)

Date: May 2, 2012 /s/ Anthony E. Hull

Anthony E. Hull  
Executive Vice President and  
Chief Financial Officer

Date: May 2, 2012 /s/ Dea Benson

Dea Benson  
Senior Vice President,  
Chief Accounting Officer and  
Controller

**EXHIBIT INDEX**

<b><u>Exhibit</u></b>	<b><u>Description</u></b>
10.1	Domus Holdings Corp. 2007 Stock Incentive Plan, as amended and restated on November 13, 2007 and as further amended and restated on November 9, 2010, August 2, 2011, February 27, 2012 and April 30, 2012
12.1	Ratio of Earnings to Fixed Charges.
31.1	Certification of the Chief Executive Officer of Domus Holdings Corp. pursuant to Rules 13(a)-14(a) and 15(d)-14(a) promulgated under the Securities Exchange Act of 1934, as amended.
31.2	Certification of the Chief Financial Officer of Domus Holdings Corp. pursuant to Rules 13(a)-14(a) and 15(d)-14(a) promulgated under the Securities Exchange Act of 1934, as amended.
31.3	Certification of the Chief Executive Officer of Realogy Corporation pursuant to Rules 13(a)-14(a) and 15(d)-14(a) promulgated under the Securities Exchange Act of 1934, as amended.
31.4	Certification of the Chief Financial Officer of Realogy Corporation pursuant to Rules 13(a)-14(a) and 15(d)-14(a) promulgated under the Securities Exchange Act of 1934, as amended.
32.1	Certification for Domus Holdings Corp. pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification for Realogy Corporation pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS ^	XBRL Instance Document
101.SCH ^	XBRL Taxonomy Extension Schema Document
101.CAL^	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF ^	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB ^	XBRL Taxonomy Extension Label Linkbase Document
101.PRE ^	XBRL Taxonomy Extension Presentation Linkbase Document

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^ Furnished electronically with this report.

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**DOMUS HOLDINGS CORP.  
2007 STOCK INCENTIVE PLAN**

**Amended and Restated as of November 13, 2007, as further amended and restated on November 9, 2010,  
August 2, 2011 and February 27, 2012 and as of April 30, 2012**

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## ARTICLE I

### PURPOSE OF THE PLAN

The purpose of the DOMUS HOLDINGS CORP. 2007 STOCK INCENTIVE PLAN (the "Plan") is (i) to further the growth and success of Domus Holdings Corp., a Delaware corporation (the "Company"), and its Subsidiaries (as hereinafter defined) by enabling directors and employees of, or consultants to, the Company or any of its Subsidiaries to acquire Shares (as hereinafter defined), thereby increasing their personal interest in such growth and success, and (ii) to provide a means of rewarding outstanding performance by such persons to the Company and/or its Subsidiaries. Awards granted under the Plan (the "Awards") shall be nonqualified stock options (referred to herein as "Options" or "NSOs"), rights to purchase Shares, restricted stock (referred to herein as "Restricted Stock"), restricted stock units (referred to herein as "Restricted Stock Units") and other awards settleable in, or based upon, Class A Common Stock (referred to herein as "Other Stock-Based Awards"). In the Plan, the terms "Parent" and "Subsidiary" mean "Parent Corporation" and "Subsidiary Corporation," respectively, as such terms are defined in Sections 424(e) and (f) of the Internal Revenue Code of 1986, as amended (the "Code").

Effective as of January 5, 2011, all outstanding Awards related to Shares of Class B Common Stock. Effective as of March 3, 2011, the Committee (as hereinafter defined) modified all Awards outstanding as of the date thereof so that such Awards thereafter related to Shares of Class A Common Stock and resolved that all Awards granted thereafter shall relate to Shares of Class A Common Stock.

## ARTICLE II

### DEFINITIONS

As used in the Plan, the following terms shall have the meanings set forth below:

"Adoption Agreement" means an agreement between the Company and a holder of Shares, pursuant to which such holder agrees to become a party to the Management Investor Rights Agreement.

"Affiliate" means:

(a) in the case of the Company or a Holder (as defined in the Management Investor Rights Agreement) that is not an individual, a Person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the Company or such Holder, as applicable. For the avoidance of doubt, the term "Affiliate" as applied to the Apollo Holder or the Apollo Group, shall not include at any time any portfolio companies of Apollo Management VI, L.P. or any its affiliates but shall include any co-investment vehicle controlled by any member of the Apollo Group.

(b) in the case of an individual: (i) any member of the immediate family of an individual Holder, including parents, siblings, spouse and children (including those by adoption); the parents, siblings, spouse, or children (including those by adoption) of such immediate family member, and in any such case any trust whose primary beneficiary is such individual Holder or one or more members of such immediate family and/or such Holder's lineal descendants; (ii) the legal representative or guardian of such individual Holder or of any such immediate family member in the event such individual Holder or any such immediate family member becomes mentally incompetent; and (iii) any Person controlling, controlled by or under common control with a Holder.

As used in this definition, the term "control," including the correlative terms "controlling," "controlled by" and "under common control with," means possession, directly or indirectly, of the power to direct or cause the direction of management or policies (whether through ownership of securities or any partnership or other ownership interest, by contract or otherwise) of a Person.

"Apollo Group" means Domus Investment Holdings, LLC, Apollo Investment Fund VI, L.P., a Delaware limited partnership, collectively with each of their respective affiliates (including, for avoidance of debt, any syndication vehicles) to which any transfers of Common Stock are made.

“Apollo Holder” means, collectively, Domus Investment Holdings, LLC and Apollo Investment Fund VI, L.P.

“Award” has the meaning set forth in Article I hereof.

“Award Agreement” means any writing setting forth the terms of an Award that has been duly authorized and approved by the Board or the Committee.

“Board” has the meaning set forth in Section 3.1 hereof.

“Capital Stock” means any and all shares of, interests and participations in, and other equivalents (however designated) of stock, including without limitation all Shares and preferred stock.

“Cause” means, with respect to a Termination of Relationship: (i) if such Participant is at the time of termination a party to an employment, consulting or similar agreement with the Company or any of its Subsidiaries with an effective date on or after the Closing Date that defines such term, the meaning given in such agreement; (ii) otherwise if such Participant is at the time of termination a party to an Award Agreement that was entered into under the Plan and defines such term, the meaning given in the Award Agreement; and (iii) in all other cases, a Termination of Relationship by the Company or any of its Subsidiaries or Affiliates based on such Participant’s (A) commission of any felony or an act of moral turpitude; (B) engaging in an act of dishonesty or willful misconduct; (C) material breach of the Participant’s obligations hereunder or under any agreement entered into between the Participant and the Company or any of its Subsidiaries or Affiliates; (D) material breach of the Company’s policies or procedures, including but not limited to the Realogy Corporation Code of Ethics or any of the Key Policies of Realogy Corporation; or (E) the Participant’s willful failure to substantially perform his or her duties as an employee of the Company or any Subsidiary or Affiliate (other than any such failure resulting from incapacity due to physical or mental illness). A termination will not be for “Cause” pursuant to clause (B), (C), (D) or (E), to the extent such conduct is curable, unless the Company shall have notified the Participant in writing describing such conduct and the Participant shall have failed to cure such conduct within ten (10) business days after the receipt of such written notice.

“Class A Common Stock” means the Class A common stock of the Company, par value \$.01 per share.

“Class B Common Stock” means the Class B common stock of the Company, par value \$.01 per share.

“Closing Date” means April 10, 2007.

“Code” has the meaning set forth in Article I hereof.

“Committee” has the meaning set forth in Section 3.1 hereof.

“Common Stock” means the Class A Common Stock and/or the Class B Common Stock, as the context requires.

“Company” has the meaning set forth in Article I hereof.

“Disability” means, with respect to each Participant, (i) if such Participant is at the time of termination a party to an employment agreement with the Company or any of its Subsidiaries with an effective date on or after the Closing Date that defines such term, the meaning given in the employment agreement; (ii) otherwise if such Participant is at the time of termination a party to an Award Agreement that was entered into under the Plan and defines such term, the meaning given in the Award Agreement, and (iii) in all other cases that such Participant (i) is unable to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment which can be expected to result in death or can be expected to last for a continuous period of not less than 12 months, or (ii) is, by reason of any medically determinable physical or mental impairment which can be expected to result in death or can be expected to last for a continuous period of not less than 12 months, receiving income replacement benefits for a period of not less than three months under an accident or health plan covering employees of the Company or its Subsidiaries or such other definition as Section 409A of the Code may require.

“Distributed Securities” means any Shares or Capital Stock that have been distributed to investors in investment funds managed by Apollo Management VI, L.P. or any of its Affiliates.

“Effective Date” means the date the Plan is adopted by the Board.

“Exchange Act” means the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder.

“Fair Market Value” means the closing price of the Class A Common Stock on any national securities exchange or any national market system (including, but not limited to, The NASDAQ National Market) on that date, or if no prices are reported on that date, on the last preceding date on which such prices of the Class A Common Stock are so reported. If the Class A Common Stock is not then listed on any national securities exchange but is traded over the counter at the time determination of its Fair Market Value is required to be made, its Fair Market Value shall be deemed to be equal to the average between the reported high and low sales prices of Class A Common Stock on the most recent date on which Class A Common Stock was publicly traded. If the Class A Common Stock is not publicly traded at the time a determination of its Fair Market Value is made, the Board shall determine its Fair Market Value in such manner as it deems appropriate (such determination to be made in a manner that satisfies Section 409A of the Code (to the extent applicable) and in good faith as required by Section 422(c)(1) of the Code), which may be based on the advice of an independent investment banker or appraiser recognized to be an expert in making such valuations; provided, however, that in the event of any sale to, or repurchase of Shares by, the Company from a current or former Management Holder (as defined in the Management Investor Rights Agreement) in a single transaction of 350,000 Shares or more, such determination shall be based on the advice of an independent investment banker or appraiser recognized to be an expert in making such valuations and the Fair Market Value of each Share shall be no less than that determined by such independent investment banker or appraiser. In all events, Fair Market Value shall not take into account any discount for minority interest, private company discount or discount due to transfer restrictions imposed under the Management Investor Rights Agreement.

“Good Reason” means with respect to a Termination of Relationship: (i) if such Participant is at the time of termination a party to an employment, consulting or similar agreement with the Company or any of its Subsidiaries with an effective date on or after the Closing Date that defines such term (or a term of like import, such as “constructive discharge”), the meaning given in such agreement; (ii) otherwise if such Participant is at the time of termination a party to an Award Agreement that was entered into under the Plan and defines such term, the meaning given in the Award Agreement; and (iii) in all other cases, a Termination of Relationship by the Participant following (x) a reduction of the Participant’s annual base salary (but not including any diminution related to a broader compensation reduction that is not limited to any particular employee or executive) or (y) a required relocation of the Participant’s primary work location to a location more than fifty (50) miles from the Participant’s current primary work location; provided, however, that such reduction or relocation described in clause (iii) shall not constitute Good Reason unless the Participant shall have notified the Company in writing describing such reduction or required relocation within thirty (30) business days of its initial occurrence and then only if the Company shall have failed to cure such reduction or required relocation within thirty (30) business days after the Company’s receipt of such written notice.

“Independent Third Party” means any Person that (i) did not own in excess of five percent (5%) of the common stock deemed outstanding (on a fully diluted basis) as of the first anniversary of the Effective Date; and (ii) is not an Affiliate of any such owner or the Apollo Group or a portfolio company of any members of the Apollo Group, provided that, for the avoidance of doubt, holders of interests in Domus Co-Investment Holdings LLC and Domus Co-Investment Holdings II, LLC shall be deemed Independent Third Parties.

“Investor” means, collectively, Apollo Investment Fund VI, L.P., each of its Affiliates and any other investment fund or vehicle managed by Apollo Management VI, L.P. or any of its Affiliates (including any successors or assigns of any such manager).

“Investor Investment” means direct or indirect investments in Capital Stock of the Company made by the Investor on or after the Closing Date, but excluding any purchases or repurchases of Capital Stock on any securities exchange or any national market system after an initial Qualified Public Offering. The term “Investor Investment” excludes any investment originally made by the Investor in a Person other than the Company or a Subsidiary.

“Investor IRR” means the pretax compounded annual internal rate of return calculated on a quarterly basis realized by the Investor on the Investor Investment, based on the aggregate amount invested by the Investor in respect of all Investor Investments and the aggregate amount of cash dividends and sale proceeds received by, and Distributed Securities distributed to, the Investor in respect of all Investor Investments, assuming all Investor Investments were purchased by one Person and were held continuously by such Person. The Investor IRR shall be determined based on the actual time of each Investor Investment and actual cash received by, and Distributed Securities distributed to, the Investor in respect of all Investor Investments and including, as a return on each Investor Investment, any cash dividends, cash distributions, cash sales or cash interest made by the Company or any Subsidiary in respect of such Investor Investment during such period, but excluding any other amounts payable that are not directly attributable to an Investor Investment (including, without limitation, any management, transaction, monitoring or similar fees). For purposes of determining Investor IRR in respect of Distributed Securities, the fair market value of those securities on the date on which the Distributed Securities are distributed shall be used for purposes of calculating the annual internal rate of return, and such date shall be deemed the date on which the return on the Investor Investment was received by the Investor.

“Management Investor Rights Agreement” means the Management Investor Rights Agreement, dated as of the Closing Date, among the Company and the holders party thereto, as it is amended, supplemented, restated or otherwise modified from time to time.

“Notice” has the meaning set forth in Section 5.7 hereof.

“NSOs” has the meaning set forth in Article I hereof.

“Option” has the meaning set forth in Article I hereof.

“Option Price” has the meaning set forth in Section 5.4 hereof.

“Option Shares” has the meaning set forth in Section 5.7(b) hereof.

“Other Stock-Based Award” has the meaning set forth in Article I hereof.

“Participant” has the meaning set forth in Article IV hereof.

“Permitted Assignee” has the meaning set forth in Section 11.2 hereof.

“Person” shall be construed broadly and shall include, without limitation, an individual, a partnership, a corporation, an association, a joint stock company, a limited liability company, a trust, a joint venture, an unincorporated organization and a governmental entity or any department, agency or political subdivision thereof.

“Plan” has the meaning set forth in Article I hereof.

“Purchase Price” has the meaning set forth in Section 6.2 hereof.

“Qualified Public Offering” means a primary or secondary underwritten public offering of Class A Common Stock by the Company or any selling securityholders pursuant to an effective registration statement filed by the Company with the Securities and Exchange Commission (other than (i) a registration relating solely to an employee benefit plan or employee stock plan, a dividend reinvestment plan, or a merger or a consolidation, (ii) a registration incidental to an issuance of securities under Rule 144A, (iii) a registration on Form S-4 or any successor form, or (iv) a registration on Form S-8 or any successor form) under the Securities Act, pursuant to which the aggregate offering price of the Class A Common Stock (by the Company and/or other selling securityholders) sold in such offering (together with the aggregate offering prices from any prior such offerings) is at least \$250 million.

“Realization Event” means (i) the consummation of a Sale of the Company; or (ii) any transaction or series of related transactions in which the Investor sells at least 50% of the aggregate of the Shares of Class A Common Stock and Class B Common Stock, directly or indirectly acquired by it (from the Company or otherwise), and at least 50% of the aggregate of all Investor Investments.

“Reserved Shares” means, as of April 30, 2012, 67,165,000 Shares of Class A Common Stock, as the same may be adjusted in accordance with Article X.

“Restricted Stock” has the meaning set forth in Article I hereof.

“Restricted Stock Unit” has the meaning set forth in Article I hereof.

“Sale of the Company” means the sale of the Company to one or more Independent Third Parties, pursuant to which such party or parties acquire (i) Capital Stock of the Company possessing the voting power to elect a majority of the Board (whether by merger, consolidation, recapitalization or sale or transfer of the Company’s Capital Stock or otherwise); or (ii) all or substantially all of the Company’s assets determined on a consolidated basis.

“Securities Act” means the Securities Act of 1933, as amended, and the rules and regulations thereunder.

“Shares” means shares of Class A Common Stock and/or Class B Common Stock, as the context requires.

“Stock Award” means an Award of the right to purchase Shares under Article VI of the Plan.

“Subsidiary” means any corporation or other entity of which the Company owns securities or interests having a majority, directly or indirectly, of the ordinary voting power in electing the board of directors, managers, general partners or similar governing Persons thereof.

“Termination Date” means the tenth anniversary of the Effective Date.

“Termination of Relationship” means (i) if the Participant is an employee of the Company or any Subsidiary, the termination of the Participant’s employment with the Company and its Subsidiaries for any reason; (ii) if the Participant is a consultant to the Company or any Subsidiary, the termination of the Participant’s consulting relationship with the Company and its Subsidiaries for any reason; and (iii) if the Participant is a director of the Company or any Subsidiary, the termination of the Participant’s service as a director of the Company or such Subsidiary for any reason; including, in the case of clauses (i), (ii) or (iii), as a result of such Subsidiary no longer being a Subsidiary of the Company because of a sale, divestiture or other disposition of such Subsidiary by the Company (whether such disposition is effected by the Company or another Subsidiary thereof). For the avoidance of doubt, no period of notice that is given or that ought to have been given under applicable law in respect of such Termination of Relationship will be utilized in determining entitlement under the Plan or an Award Agreement.

“Vested Options” means Options that have vested in accordance with the applicable Award Agreement.

### ARTICLE III

#### ADMINISTRATION OF THE PLAN; SHARES SUBJECT TO THE PLAN

##### 3.1 Committee.

The Plan shall be administered by the Board of Directors of the Company (the “Board”), the Executive Committee of the Board or the Compensation Committee of the Board (the “Committee”), subject to the delegation of authority set forth in Section 3.3. The term “Committee” shall, for all purposes of the Plan, be deemed to refer to the Board or the Executive Committee if the Board or Executive Committee is administering the Plan or the authorized officer(s) under Section 3.3 if any such officer has been delegated authority to administer the Plan under and to the extent permitted by Section 3.3.

##### 3.2 Procedures.

The Committee shall adopt such rules and regulations as it shall deem appropriate concerning the holding of meetings and the administration of the Plan. The entire Committee shall constitute a quorum and the actions of the entire Committee present at a meeting, or actions approved in writing by the entire Committee, shall be the actions of the Committee.

### **3.3 Interpretation; Powers of Committee.**

Except as may otherwise be expressly reserved to the Board as provided herein, and with respect to any Award, except as may otherwise be provided in the Award Agreement evidencing such Award or an employment or consulting agreement between the Participant and the Company, the Committee shall have all powers with respect to the administration of the Plan, including the authority to:

- (a) determine eligibility and the particular persons who will receive Awards;
- (b) grant Awards to eligible persons, determine the price and number of securities to be offered or awarded to any of such persons, determine the other specific terms and conditions of Awards consistent with the express limits of the Plan, establish the installments (if any) in which such Awards will become exercisable or will vest and the respective consequences thereof (or determine that no delayed exercisability or vesting is required), and establish the events of termination or reversion of such Awards;
- (c) approve the forms of Award Agreements, which need not be identical either as to type of Award or among Participants;
- (d) construe and interpret the provisions of the Plan and any Award Agreement or other agreement defining the rights and obligations of the Company and Participants under the Plan, make factual determinations with respect to the administration of the Plan, further define the terms used in the Plan, and prescribe, amend and rescind rules and regulations relating to the administration of the Plan;
- (e) cancel, modify, or waive the Company's rights with respect to, or modify, discontinue, suspend, or terminate any or all outstanding Awards held by Participants, subject to any required consent under Article XIII;
- (f) accelerate or extend the exercisability or extend the term of any or all outstanding Awards, subject to any consent required under Article XIII; and
- (g) make all other determinations and take such other action as contemplated by the Plan or as may be necessary or advisable for the administration of the Plan and the effectuation of its purposes.

All decisions of the Board or the Committee, as the case may be, shall be reasonable and made in good faith and shall be conclusive and binding on all Participants in the Plan. In making any determination or in taking or not taking any action under the Plan, the Committee or the Board, as the case may be, may obtain the advice of experts, including employees of and professional advisors to the Company. The Committee may delegate authority under Section 3.3(c), (d) and (g) to one or more officers of the Company; provided, however, that in no event shall an officer be delegated any authority under Section 3(d) or (g) with respect to Awards granted to or held by the following individuals: (a) individuals who are executive officers or directors of the Company or, if the Class A Common Stock (or other equity securities of the Company) were registered under the Securities Act, are subject to Section 16 of the Exchange Act, or (b) officers of the Company to whom authority has been delegated hereunder. Any delegation hereunder shall be subject to the restrictions and limits that the Committee specifies at the time of such delegation, and the Committee may at any time rescind the authority so delegated or appoint a new delegate. At all times, the delegate appointed under this Section 3.3 shall serve in such capacity at the pleasure of the Committee. The Committee also may delegate ministerial, non-discretionary functions to individuals who are officers or employees of the Company. No director, officer or agent of the Company or any Subsidiary will be liable for any action, omission or decision under the Plan taken, made or omitted in good faith. The provisions of Awards need not be the same with respect to each Participant.

### **3.4 Compliance with Code Section 162(m).**

In the event the Company becomes a "publicly-held corporation" as defined in Section 162(m)(2) of the Code, the Company may establish a committee of outside directors meeting the requirements of Section 162(m)(2) of the Code to (i) approve Awards that might reasonably be anticipated to result in the payment of employee remuneration that would otherwise exceed the limit on employee remuneration deductible for income tax purposes

by the Company pursuant to Section 162(m) of the Code; and (ii) administer the Plan. In such event, the powers reserved to the Committee in the Plan shall be exercised by such compensation committee. In addition, Awards under the Plan may be granted upon satisfaction of the conditions to such grants provided pursuant to Section 162(m) of the Code and any Treasury Regulations promulgated thereunder.

### **3.5 Number of Shares.**

Subject to the provisions of Article X (relating to adjustments upon changes in capital structure and other corporate transactions), the aggregate number of Shares of Class A Common Stock with respect to which Awards may be granted under the Plan shall not exceed the Reserved Shares. Shares of Class A Common Stock that are subject to or underlie Options granted under the Plan that expire or for any reason are canceled or terminated without having been exercised (or Shares of Class A Common Stock subject to or underlying the unexercised portion of any Options, in the case of Options that were partially exercised at the time of their expiration, cancellation or termination), as well as Shares of Class A Common Stock that are subject to Stock Awards made under the Plan that are not actually purchased pursuant to such Stock Awards and Shares of Class A Common Stock that are subject to Restricted Stock or Restricted Stock Units that are forfeited, will again, except to the extent prohibited by law or applicable listing or regulatory requirements, be available for subsequent Award grants under the Plan.

### **3.6 Reservation of Shares.**

The number of Shares of Class A Common Stock reserved for issuance with respect to Awards granted under the Plan shall at no time be less than the maximum number of Shares of Class A Common Stock which may be issued or delivered at any time pursuant to outstanding Awards.

## **ARTICLE IV**

### **ELIGIBILITY**

#### **4.1 General.**

Awards may be granted under the Plan only to persons who are employees, consultants or directors of the Company or any of its Subsidiaries on the date of the grant. Each such person to whom an Award is granted under the Plan is referred to herein as a "Participant."

## **ARTICLE V**

### **STOCK OPTIONS**

#### **5.1 General.**

Options may be granted under the Plan at any time and from time to time on or prior to the Termination Date. Each Option granted under the Plan shall be designated as an NSO and shall be subject to the terms and conditions applicable to NSOs set forth in the Plan. Each Option shall be evidenced by an Award Agreement incorporating the terms and provisions of the Plan that shall be executed by the Company and the Participant. The Award Agreement shall specify the number of Shares for which such Option shall be exercisable, the exercise price for such Shares and the other terms and conditions of the Option.

#### **5.2 Vesting.**

The Committee, in its sole discretion, shall determine whether and to what extent any Options are subject to vesting based upon the Participant's continued service to, or the Participant's performance of duties for, the Company and its Subsidiaries, or upon any other basis.

#### **5.3 Date of Grant.**

The date of grant of an Option under the Plan shall be the date as of which the Committee approves the grant.

#### **5.4 Option Price.**

The price (the "Option Price") at which each Share may be purchased shall be determined by the Committee and set forth in the Award Agreement. In no event, however, may the Committee determine an Option Price that is less than the Fair Market Value of a Share on the date of grant.

#### **5.5 Automatic Termination of Options.**

Each Option granted under the Plan, to the extent not previously exercised, shall automatically terminate and shall become null and void and be of no further force or effect upon such date or dates as are set forth in the applicable Award Agreement, consistent with the terms of the Plan.

#### **5.6 Payment of Option Price.**

The aggregate Option Price shall be paid in cash (by wire transfer of immediately available funds to a bank account of the Company designated by the Committee or by delivery of a personal or certified check payable to the Company); provided that the Committee may, in its sole discretion, specify one or more of the following other forms of payment that may be used by a Participant (but only to the extent permitted by applicable law) upon exercise of his or her Option:

- (a) by surrender of Shares that either (i) have been paid for within the meaning of Rule 144 under the Securities Act (and, if such Shares were purchased from the Company or any Subsidiary thereof by means of a promissory note, such note has been fully paid with respect to such Shares); or (ii) were obtained by the Participant in the public market (but, subject in any case, to the applicable limitations of Rule 16b-3 under the Exchange Act);
- (b) such other method as the Committee may from time to time approve or authorize as set forth in an Award Agreement;
- (c) to the extent permitted by applicable law, if the Class A Common Stock is a class of securities then listed or admitted to trading on any national securities exchange or traded on any national market system (including, but not limited to, The Nasdaq National Market), in compliance with any cashless exercise program authorized by the Board or the Committee for use in connection with the Plan at the time of such exercise (but, subject in any case, to the applicable limitations of Rule 16b-3 under the Exchange Act); or
- (d) a combination of the methods set forth in this Section 5.6.

#### **5.7 Notice of Exercise.**

A Participant (or other person, as provided in Section 11.2) may exercise an Option (for the Shares represented thereby) granted under the Plan in whole or in part (but for the purchase of whole Shares only), as provided in the Award Agreement evidencing his or her Option, by delivering a written notice (the "Notice") to the Secretary of the Company. The Notice shall state:

- (a) That the Participant elects to exercise the Option;
- (b) The number of Shares with respect to which the Option is being exercised (the "Option Shares");
- (c) The method of payment for the Option Shares (which method must be available to the Participant under the terms of his or her Award Agreement);
- (d) The date upon which the Participant desires to consummate the purchase of the Option Shares (which date must be prior to the termination of such Option); and
- (e) Any additional provisions consistent with the Plan as the Committee may from time to time require.

The exercise date of an Option shall be the date on which the Company receives the Notice from the Participant. Such Notice shall also contain, to the extent such Participant is not then a party to the Management

Investor Rights Agreement (and the Management Investor Rights Agreement has not been terminated prior to such date), an Adoption Agreement, in form and substance satisfactory to the Board pursuant to which the Participant agrees to become a party to the Management Investor Rights Agreement.

**5.8 Issuance of Certificates.**

The Company shall issue stock certificates in the name of the Participant (or other person exercising the applicable Option in accordance with the provisions of Section 11.2), representing the Shares purchased upon exercise of the Option as soon as practicable after receipt of the Notice and payment of the aggregate Option Price for such Shares and satisfaction of all applicable withholding amounts in accordance with Article XV; provided that the Company, in its sole discretion, may elect to not issue any fractional Shares upon the exercise of an Option (determining the fractional Shares after aggregating all Shares issuable to a single holder as a result of an exercise of an Option for more than one Share) and, in lieu of issuing such fractional Shares, shall pay the Participant the Fair Market Value thereof. Neither the Participant nor any person (to the extent permitted under Section 11.2 of the Plan) exercising an Option shall have any privileges as a stockholder of the Company with respect to any Shares of stock issuable upon exercise of an Option granted under the Plan until the date of issuance of stock certificates representing such Shares pursuant to this Section 5.8. Notwithstanding the foregoing, the Committee reserves the right to account for Shares through book entry or other electronic means rather than the issuance of stock certificates.

**ARTICLE VI**

**STOCK AWARDS**

**6.1 General.**

Stock Awards may be granted under the Plan at any time and from time to time on or prior to the Termination Date. Each Stock Award shall be evidenced by an Award Agreement that shall be executed by the Company and the Participant. The Award Agreement shall specify the terms and conditions of the Stock Award, including without limitation the number of Shares covered by the Stock Award, the purchase price for such Shares and the deadline for the purchase of such Shares.

**6.2 Purchase Price; Payment.**

The price (the "Purchase Price") at which each Share covered by the Stock Award may be purchased upon exercise of a Stock Award shall be determined by the Committee and set forth in the applicable Award Agreement. The Company will not be obligated to issue certificates evidencing Shares purchased under this Article VI unless and until it receives full payment of the aggregate Purchase Price therefor and all other conditions to the purchase, as determined by the Committee, have been satisfied. The Purchase Price of any shares subject to a Stock Award must be paid in full at the time of the purchase.

**ARTICLE VII**

**RESTRICTED STOCK**

**7.1 General.**

Shares of Restricted Stock may be awarded either alone or in addition to other Awards granted under the Plan. The Committee shall determine the employees, consultants and directors to whom and the time or times at which grants of Restricted Stock will be awarded, the number of Shares to be awarded to any Participant, the conditions for vesting, the time or times within which such Awards may be subject to forfeiture and any other terms and conditions of the Awards, in addition to those contained in Section 7.3.

**7.2 Awards and Certificates.**

Shares of Restricted Stock shall be evidenced in such manner as the Committee may deem appropriate, including book-entry registration or other electronic means or issuance of one or more stock certificates. Any

certificate issued in respect of Shares of Restricted Stock shall be registered in the name of such Participant and shall bear an appropriate legend referring to the terms, conditions, and restrictions applicable to such Award, substantially in the following form:

“The sale or other transfer of the Shares of Class A Common Stock represented by this certificate, whether voluntary, involuntary, or by operation of law, is subject to certain restrictions on transfer as set forth in the Domus Holdings Corp. 2007 Stock Incentive Plan, and in an Award Agreement. A copy of the Plan and such Award Agreement may be obtained from Domus Holdings Corp.”

The Committee may require that the certificates evidencing such Shares be held in custody by the Company until the restrictions thereon shall have lapsed and that, as a condition of any Award of Restricted Stock, the Participant shall have delivered a stock power, endorsed in blank, relating to the Common Stock covered by such Award.

**7.3 Terms and Conditions.** Shares of Restricted Stock shall be subject to the following terms and conditions:

(a) Subject to the provisions of the Plan and the Award Agreement referred to in Section 7.3(c), during the restriction period, the Participant shall not be permitted to sell, assign, transfer, pledge or otherwise encumber Shares of Restricted Stock. Within these limits, the Committee may provide for the lapse of restrictions based upon period of service in installments or otherwise and/or the satisfaction of performance goals and may accelerate or waive, in whole or in part, restrictions based upon period of service. Except as provided in the Award Agreement, during the restriction period, the Participant shall not have, with respect to the Shares of Restricted Stock, the rights of a stockholder of the Company holding the class or series of Shares that is the subject of the Restricted Stock, other than, if applicable, the right to vote the Shares. Dividends (if any) payable in Shares and other non-cash dividends and distributions and extraordinary cash dividends shall be held subject to the vesting of the underlying Restricted Stock, unless the Committee determines otherwise in the applicable Award Agreement or makes an adjustment or substitution to the Restricted Stock pursuant to Article X in connection with such dividend or distribution.

(b) If and when any applicable restriction period expires without a prior forfeiture of the Restricted Stock, unlegended certificates for such Shares shall be delivered to the Participant upon surrender of the legended certificates.

(c) Each Award of Restricted Stock shall be confirmed by, and be subject to, the terms of an Award Agreement. The applicable Award Agreement shall specify the consequences for the Restricted Stock of the Participant's Termination of Relationship.

## ARTICLE VIII

### RESTRICTED STOCK UNITS

**8.1 Nature of Award.**

Restricted Stock Units are Awards denominated in Shares that will be settled, subject to the terms and conditions of the Restricted Stock Units, either by delivery of Shares to the Participant or by the payment of cash based upon the Fair Market Value of a specified number of Shares. The Committee shall determine the employees, consultants and directors to whom and the time or times at which grants of Restricted Stock Units will be awarded, the number of Shares to be awarded to any Participant, the conditions for vesting, the time or times within which such Awards may be subject to forfeiture and any other terms and conditions of the Awards, in addition to those contained in Section 8.2.

**8.2 Terms and Conditions.**

The Committee may, in connection with the grant of Restricted Stock Units, condition the vesting thereof upon the continued service of the Participant and/or the achievement of performance goals. Each Award of Restricted Stock Units shall be confirmed by, and be subject to, the terms of an Award Agreement. The applicable

Award Agreement shall specify the consequences for the Restricted Stock Units of the Participant's Termination of Relationship. An Award of Restricted Stock Units shall be settled as and when the Restricted Stock Units vest or at a later time specified by the Committee or in accordance with an election of the Participant, if the Committee so permits. Restricted Stock Units may not be sold, assigned, transferred, pledged or otherwise encumbered until they are settled, except to the extent provided in the applicable Award Agreement in the event of the Participant's death. The Award Agreement for Restricted Stock Units shall specify whether, to what extent and on what terms and conditions the applicable Participant shall be entitled to receive current or deferred payments of cash, Common Stock or other property corresponding to the dividends payable on the Common Stock (subject to Section 22.4 below).

## ARTICLE IX

### OTHER STOCK-BASED AWARDS

Other Awards of Common Stock and other Awards that are valued in whole or in part by reference to, or are otherwise based upon, Class A Common Stock, including (without limitation) dividend equivalents and convertible debentures, may be granted under the Plan.

## ARTICLE X

### ADJUSTMENTS

#### 10.1 Changes in Capital Structure.

In the event of an extraordinary stock dividend, stock split, reverse stock split, share combination, or recapitalization or similar event affecting the capital structure of the Company, an extraordinary cash dividend, separation, spinoff or a reorganization (each, an "Adjustment Event"), the Committee or the Board shall make such substitutions or adjustments as it deems appropriate and equitable in its discretion to: (A) the aggregate number and kind of Shares of Class A Common Stock or other securities reserved for issuance and delivery under the Plan, (B) the number and kind of Shares of Class A Common Stock or other securities subject to outstanding Awards; (C) performance metrics and targets underlying outstanding Awards; and (D) the Option Price of outstanding Options. In the event of a merger, consolidation, acquisition of property or shares, stock rights offering, liquidation, disaffiliation, or similar event affecting the Company or any of its Subsidiaries (each, a "Corporate Transaction"), the Committee or the Board may in its discretion make such substitutions or adjustments as it deems appropriate and equitable to: (A) the aggregate number and kind of Shares of Class A Common Stock or other securities reserved for issuance and delivery under the Plan; (B) the number and kind of Shares of Class A Common Stock or other securities subject to outstanding Awards; (C) performance metrics and targets underlying outstanding Awards; and (D) the Option Price of outstanding Options. In the case of Corporate Transactions, such adjustments may include, without limitation, (1) the cancellation of outstanding Awards in exchange for payments of cash, property or a combination thereof having an aggregate value equal to the value of such Awards, as determined by the Committee or the Board in its sole discretion (it being understood that in the case of a Corporate Transaction with respect to which shareholders of Common Stock receive consideration other than publicly traded equity securities of the ultimate surviving entity, any such determination by the Committee that the value of an Option shall for this purpose be deemed to equal the excess, if any, of the value of the consideration being paid for each Share pursuant to such Corporate Transaction over the Option Price of such Option shall conclusively be deemed valid); and (2) the substitution of other property (including, without limitation, cash or other securities of the Company and securities of entities other than the Company) for the Shares subject to outstanding Awards.

## **10.2 Special Rules.**

The following rules shall apply in connection with Section 10.1 above:

(a) No adjustment shall be made for cash dividends (except as described in Section 10.1) or the issuance to stockholders of rights to subscribe for additional Shares or other securities (except in connection with a Corporate Transaction); and

(b) Any adjustments referred to in Section 10.1 shall be made by the Committee or the Board in its discretion and shall be conclusive and binding on all Persons holding any Awards granted under the Plan.

## **10.3 Right to Include Options upon a Realization Event.**

Upon a Realization Event, subject to the provisions of any Award Agreement to the contrary with respect to a Sale of the Company, the Company may, but is not obligated to, purchase each outstanding Vested Option and/or unvested Option for a per share amount equal to (i) the amount per share received (whether in cash, securities or a combination thereof) in respect of the Shares sold in such transaction constituting the Realization Event, less (ii) the Option Price thereof. In the event the amount in (i) would not exceed the amount in (ii), Options may be cancelled for no payment.

The provisions of this Section 10.3 shall not be construed, however, to limit or reduce any rights of the Company or the Participant under the Management Investor Rights Agreement.

# **ARTICLE XI**

## **RESTRICTIONS ON AWARDS**

### **11.1 Compliance With Securities Laws.**

No Awards shall be granted under the Plan, and no Shares shall be issued and delivered pursuant to Awards granted under the Plan, unless and until the Company and/or the Participant shall have complied with all applicable Federal, state or foreign registration, listing and/or qualification requirements and all other requirements of law or of any regulatory agencies having jurisdiction. As soon as practicable following the occurrence of any Qualified Public Offering, the Company shall register all Shares subject to the Plan on Form S-8 (or any successor form).

The Committee in its discretion may, as a condition to the delivery of any Shares pursuant to any Award granted under the Plan, require the applicable Participant (i) to represent in writing that the Shares received pursuant to such Award are being acquired for investment and not with a view to distribution and (ii) to make such other representations and warranties as the Committee deems necessary or appropriate. Stock certificates representing Shares acquired under the Plan that have not been registered under the Securities Act shall, if required by the Committee, bear such legends as may be required by the Management Investor Rights Agreement and the applicable Award Agreement.

### **11.2 Nonassignability of Awards.**

Unless otherwise specifically provided by the Committee in an Award Agreement, no Award granted under the Plan shall be assignable or otherwise transferable by the Participant, except by designation of a beneficiary, by will or by the laws of descent and distribution. An Award may be exercised during the lifetime of the Participant only by the Participant, unless the Participant becomes subject to a Disability. If a Participant dies or becomes subject to a Disability, his or her Options shall thereafter be exercisable, during the period specified in the applicable Award Agreement (as the case may be), by his or her designated beneficiary or if no beneficiary has been designated in writing, by his or her executors or administrators to the full extent (but only to such extent) to which such Options were exercisable by the Participant at the time of (and after giving effect to any vesting that may occur in connection with) his or her death or Disability. Notwithstanding the foregoing, a Participant may assign or transfer an Award with the prior consent of the Committee to a "Family Member" as such term is defined in Rule 701 of the Securities Act (each transferee thereof, a "Permitted Assignee"); provided that such Permitted Assignee shall be bound by and subject to all of the terms and conditions of the Plan and the Award Agreement relating to the transferred Award and

shall execute an agreement satisfactory to the Company evidencing such obligations; and provided further that such Participant shall remain bound by the terms and conditions of the Plan. The Company shall cooperate with any Permitted Assignee and the Company's transfer agent in effectuating any transfer permitted under this Section 11.2. Before issuing any Shares under the Plan to any person who is not already a party to the Management Investor Rights Agreement, the Company shall obtain an executed Adoption Agreement from such person, unless a Qualified Public Offering shall have already occurred.

**11.3 No Right to an Award or Grant.**

Neither the adoption of the Plan nor any action of the Board or the Committee shall be deemed to give an employee, director or consultant any right to be granted an Option to purchase Shares or to receive an Award under the Plan, except as may be evidenced by an Award Agreement duly executed on behalf of the Company, and then only to the extent of and on the terms and conditions expressly set forth in the Award Agreement. The Plan will be unfunded. The Company will not be required to establish any special or separate fund or to make any other segregation of funds or assets to assure the payment of any Award.

**11.4 No Evidence of Employment or Service.**

Nothing contained in the Plan or in any Award Agreement shall confer upon any Participant any right with respect to the continuation of his or her employment by or service with the Company or any of its Subsidiaries or interfere in any way with the right of the Company or any such Subsidiary, in their respective sole discretion (subject to the terms of any separate agreement to the contrary), at any time to terminate such employment or service or to increase or decrease the compensation of the Participant from the rate in existence at the time of the grant of an Award.

**11.5 No Restriction of Corporate Action.**

Nothing contained in the Plan or in any Award Agreement will be construed to prevent the Company or any Subsidiary or Affiliate of the Company from taking any corporate action that is deemed by the Company or by its Subsidiaries and Affiliates to be appropriate or in its best interest, unless such action would have a material adverse effect (as determined in reasonable good faith by the Company) on any then-outstanding Award held by a Participant, without the Participant's written consent.

**ARTICLE XII**

**TERM OF THE PLAN**

The Plan shall become effective on the Effective Date and shall terminate on the Termination Date. No Awards may be granted after the Termination Date. Any Award outstanding as of the Termination Date shall remain in effect and the terms of the Plan will apply until such Award terminates as provided in the applicable Award Agreement.

**ARTICLE XIII**

**AMENDMENT OF PLAN**

The Plan may be modified or amended in any respect by the Committee, the Board or the Executive Committee of the Board; provided, however, that the approval of the holders of a majority of the votes that may be cast by all of the holders of shares of Class A Common Stock and Class B Common Stock of the Company entitled to vote (voting together as a single class) shall be obtained prior to any such amendment becoming effective if such approval is required by law or is necessary to comply with regulations promulgated by the Securities and Exchange Commission under Section 16(b) of the Exchange Act. Notwithstanding the foregoing, the Plan may not be modified or amended as it pertains to any existing Award Agreement if such modification or amendment would materially impair the rights of the applicable Participant without the written consent of such Participant.

## **ARTICLE XIV**

### **CAPTIONS**

The use of captions in the Plan is for convenience. The captions are not intended to provide substantive rights.

## **ARTICLE XV**

### **WITHHOLDING TAXES**

Unless otherwise provided in any Award Agreement, upon any exercise or payment of any Award, the Company shall have the right at its option and in its sole discretion to (i) require the Participant to pay or provide for payment of the amount of any taxes which the Company or any Subsidiary may be required to withhold with respect to such exercise or payment (which payment may be a condition precedent to an exercise); (ii) deduct from any amount payable to the Participant in cash or securities in respect of the Award the amount of any taxes which the Company may be required to withhold with respect to such exercise or payment; (iii) reduce the number of Shares to be delivered to the Participant in connection with such exercise or payment by the appropriate number of Shares, valued at their then Fair Market Value, to satisfy the minimum withholding obligation; or (iv) effect such withholding through such other method as the Committee may from time to time approve. In no event will the value of Shares withheld under clause (iii) above exceed the minimum amount of required withholding under applicable law.

## **ARTICLE XVI**

### **SECTION 83(b) ELECTION**

To the extent permitted by the Board or Committee, each Participant awarded an Award may, but is not obligated to, make an election under Section 83(b) of the Code to be taxed currently with respect to any Award issued under the Plan. The election permitted under this Article XVI shall comply in all respects with and shall be made within the period of time prescribed under Section 83(b) of the Code. Each Participant shall prepare such forms as are required to make an election under Section 83(b) of the Code. The Company shall have no liability to any Participant who fails to make a permitted Section 83(b) election in a timely manner.

## **ARTICLE XVII**

### **CODE SECTION 409A COMPLIANCE**

The Plan is intended to provide for non-statutory stock option benefits that are not deemed to be deferred compensation and thus are not subject to the provisions of Code § 409A. If the Plan is deemed to be subject to Code § 409A, however, the Company may modify the Plan, the Award Agreement and any Award granted under the Plan to comply with Code § 409A guidance in a manner that will not materially reduce the value of such Award.

## **ARTICLE XVIII**

### **SECTION 16 COMPLIANCE**

In the event that the Company becomes subject to Section 16 of the Exchange Act, it is intended that the Plan and any Award made to a Participant subject to Section 16 of the Exchange Act will meet all of the requirements of Rule 16b-3. Accordingly, unless otherwise provided by the Committee, if any provisions of the Plan or any Award would disqualify the Plan or the Award, or would otherwise not comply with Rule 16b-3, such provision or Award will be construed or deemed amended to conform to Rule 16b-3.

## ARTICLE XIX

### OTHER PROVISIONS

Each Award granted under the Plan may contain such other terms and conditions not inconsistent with the Plan as may be determined by the Committee, in its sole discretion.

## ARTICLE XX

### NUMBER AND GENDER

With respect to words used in the Plan, the singular form shall include the plural form, the masculine gender shall include the feminine gender, and vice versa, as the context requires.

## ARTICLE XXI

### GOVERNING LAW

All questions concerning the construction, interpretation and validity of the Plan and the instruments evidencing the Awards granted hereunder shall be governed by and construed and enforced in accordance with the domestic laws of the State of Delaware, without giving effect to any choice or conflict of law provision or rule (whether of the State of Delaware or any other jurisdiction) that would cause the application of the laws of any jurisdiction other than the State of Delaware. In furtherance of the foregoing, the internal law of the State of Delaware will control the interpretation and construction of the Plan, even if under such jurisdiction's choice of law or conflict of law analysis, the substantive law of some other jurisdiction would ordinarily apply.

## ARTICLE XXII

### MISCELLANEOUS

#### **22.1 General.**

(a) Awards granted under the Plan will be satisfied by delivery of Shares or from the general assets of the Company, and (except as provided in Section 3.6) no special or separate reserve, fund or deposit will be made to assure satisfaction of such Awards. No grantee, beneficiary or other person will have any right, title or interest in any fund or in any specific asset (including Shares) of the Company by reason of any Award hereunder. Neither the provisions of the Plan (or of any related documents), nor the creation or adoption of the Plan, nor any action taken pursuant to the provisions of the Plan will create, or be construed to create, a trust of any kind or a fiduciary relationship between the Company and any grantee, beneficiary or other person. To the extent that a grantee, beneficiary or other person acquires a right to receive payment pursuant to any Award hereunder, such right will be no greater than the right of any unsecured general creditor of the Company.

(b) The Management Investor Rights Agreement provides for additional restrictions and limitations with respect to Shares (including additional restrictions and limitations on the voting or transfer of Shares). To the extent that such restrictions are greater than those set forth in the Plan or any Award Agreement, such restrictions and limitations shall apply to any Shares acquired pursuant to the exercise of Awards or otherwise issued or delivered pursuant to an Award and are incorporated herein by this reference.

(c) The Certificate of Incorporation and Bylaws of the Company, as either of them may lawfully be amended, supplemented or restated from time to time, may provide for additional restrictions and limitations with respect to Shares (including additional restrictions and limitations on the voting or transfer of Shares) or priorities, rights and preferences as to securities and interests prior in rights to the Shares. To the extent that these restrictions and limitations are greater than those set forth in the Plan or any Award Agreement, such restrictions and limitations shall apply to any Shares acquired pursuant to Awards and are incorporated herein by this reference.

**22.2 Subsidiary Employees.**

In the case of a grant of an Award to an employee or consultant of any Subsidiary of the Company, the Company may, if the Committee so directs, issue or transfer the shares of Common Stock, if any, covered by the Award to the Subsidiary, for such lawful consideration as the Committee may specify, upon the condition or understanding that the Subsidiary will transfer the shares of Common Stock to the employee or consultant in accordance with the terms of the Award specified by the Committee pursuant to the provisions of the Plan. All shares of Common Stock underlying Awards that are forfeited or canceled shall revert to the Company.

**22.3 Foreign Employees and Foreign Law Considerations.**

The Committee may grant Awards to individuals who are eligible to participate in the plan who are foreign nationals, who are located outside the United States or who are not compensated from a payroll maintained in the United States, or who are otherwise subject to (or could cause the Company to be subject to) legal or regulatory provisions of countries or jurisdictions outside the United States, on such terms and conditions different from those specified in the Plan as may, in the judgment of the Committee, be necessary or desirable to foster and promote achievement of the purposes of the Plan, and, in furtherance of such purposes, the Committee may make such modifications, amendments, procedures, or subplans as may be necessary or advisable to comply with such legal or regulatory provisions.

**22.4 Limitation on Dividend Reinvestment and Dividend Equivalents.**

To the extent provided under an Award Agreement, reinvestment of dividends in additional Restricted Stock or Restricted Stock Units at the time of any dividend payment, and the payment of Shares with respect to dividends to Participants holding Awards of Restricted Stock or Restricted Stock Units, shall only be permissible if sufficient Shares are available under Section 3.5 for such reinvestment (taking into account then outstanding Options and other Awards), provided that, in the event that there are not sufficient Shares so available, holders of Restricted Stock and Restricted Stock Units shall instead receive cash in the amount equal to such dividend as and when, (i) with respect to Restricted Stock, such Awards become vested, or (ii) with respect to Restricted Stock Units, such Awards become payable.

\* \* \* \* \*

As adopted by the Board of Directors of Domus Holdings Corp. on April 10, 2007 and amended and restated on November 13, 2007 as further amended and restated on November 9, 2010, August 2, 2011 and February 27, 2012 and as of April 30, 2012.

**DOMUS HOLDINGS CORP. AND REALOGY CORPORATION**  
**COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES**  
(Dollars in millions)

The following table sets forth our ratio of earnings to fixed charges for the periods indicated:

	As of and For the Three Months Ended March 31,	
	2012	2011
<b>Earnings available to cover fixed charges:</b>		
Loss before income taxes and noncontrolling interests	\$ (185)	\$ (236)
Less:		
Undistributed earnings of equity method investments	(10)	—
Interest on taxes	1	1
Plus:		
Distributed earnings of equity method investments	14	5
Fixed charges	185	195
Earnings available to cover fixed charges	24	(37)
<b>Fixed charges <sup>(a)</sup></b>		
Interest, including amortization of deferred financing costs	171	180
Interest portion of rental payments	14	15
Total fixed charges	\$ 185	\$ 195
<b>Ratio of earnings to fixed charges <sup>(b)</sup></b>	—	—

(a) Consists of interest expense on all indebtedness and the portion of operating lease rental expense that is representative of the interest factor. Included in interest expense above is interest incurred related to the Company's secured obligations. Interest related to these securitization obligations are recorded within net revenues on the consolidated and combined statements of operations as the related borrowings are utilized to fund advances within our relocation business where interest is earned on such advances. The interest related to these securitization obligations was \$2 million, \$1 million for the three months ended March 31, 2012 and 2011, respectively.

(b) Our earnings were insufficient to cover fixed charges by approximately \$161 million and \$232 million for the three months ended March 31, 2012 and 2011, respectively.

## CERTIFICATION

I, Richard A. Smith, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Domus Holdings Corp.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation;
  - c) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's Board of Directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 2, 2012

/s/ RICHARD A. SMITH  
CHIEF EXECUTIVE OFFICER

## CERTIFICATION

I, Anthony E. Hull, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Domus Holdings Corp.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation;
  - c. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's Board of Directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 2, 2012

/s/ ANTHONY E. HULL  
CHIEF FINANCIAL OFFICER

## CERTIFICATION

I, Richard A. Smith, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Realogy Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation;
  - c) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's Board of Directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 2, 2012

/s/ RICHARD A. SMITH  
CHIEF EXECUTIVE OFFICER

## CERTIFICATION

I, Anthony E. Hull, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Realogy Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation;
  - c. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's Board of Directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 2, 2012

/s/ ANTHONY E. HULL  
CHIEF FINANCIAL OFFICER

**CERTIFICATION OF CEO AND CFO PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Domus Holdings Corp. (the "Company") on Form 10-Q for the period ended March 31, 2012, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Richard A. Smith, as Chief Executive Officer of the Company, and Anthony E. Hull, as Chief Financial Officer of the Company, each hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of his knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

This certification accompanies the Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002 be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

/S/ RICHARD A. SMITH  
RICHARD A. SMITH  
CHIEF EXECUTIVE OFFICER  
May 2, 2012

/S/ ANTHONY E. HULL  
ANTHONY E. HULL  
EXECUTIVE VICE PRESIDENT AND  
CHIEF FINANCIAL OFFICER  
May 2, 2012

**CERTIFICATION OF CEO AND CFO PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Realogy Corporation (the "Company") on Form 10-Q for the period ended March 31, 2012, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Richard A. Smith, as Chief Executive Officer of the Company, and Anthony E. Hull, as Chief Financial Officer of the Company, each hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of his knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

This certification accompanies the Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002 be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

/S/ RICHARD A. SMITH  
RICHARD A. SMITH  
CHIEF EXECUTIVE OFFICER  
May 2, 2012

/S/ ANTHONY E. HULL  
ANTHONY E. HULL  
EXECUTIVE VICE PRESIDENT AND  
CHIEF FINANCIAL OFFICER  
May 2, 2012

