



REALOGY



Sotheby's
INTERNATIONAL REALTY



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July 15, 2014



Disclaimer

Information About Forward-Looking Statements

This communication contains forward-looking statements. These forward-looking statements reflect the views of Realogy Holdings Corp.'s management regarding current expectations and projections about future events and the ability of Realogy Holdings Corp.'s to complete the transactions contemplated by the merger agreement, including the parties' ability to satisfy the conditions to the consummation of the tender offer and the other conditions set forth in the merger agreement, and are based on currently available information. These forward-looking statements are not guarantees of future performance and are subject to risks, uncertainties and assumptions that are difficult to predict; therefore, actual results may differ materially from those expressed, implied or forecasted in any such forward-looking statements. Expressions of future goals and similar expressions including, "may," "will," "should," "could," "expects," "plans," "anticipates," "intends," "believes," "estimates," "predicts," "potential," "targets," or "continue," reflecting something other than historical fact are intended to identify forward-looking statements. The proposed transaction has not closed, and the following factors, among others, could cause actual results to differ materially from those described in the forward-looking statements: the possibility that expected benefits and synergies of the transaction may not be achieved in a timely manner or at all; revenues following the transaction may be lower than expected; disruption from the transaction may adversely affect ZipRealty's relationships with its customers, business partners, employees or independent sales associates; the conditions to the completion of the transaction may not be satisfied in a timely manner or at all; and the other factors described in Realogy Holdings Corp.'s most recent Quarterly Report on Form 10-Q and Annual Report on Form 10-K filed with the Securities and Exchange Commission. Unless required by law, Realogy Holdings Corp. undertakes no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

Additional Information

The tender offer described in this communication (the "Offer") has not yet commenced, and this communication is neither an offer to purchase nor a solicitation of an offer to sell any shares of the common stock of ZipRealty or any other securities. On the commencement date of the Offer, a tender offer statement on Schedule TO, including an offer to purchase, a letter of transmittal and related documents, will be filed with the United States Securities and Exchange Commission (the "SEC") by Realogy Group LLC and Honeycomb Acquisition, Inc., an indirect wholly-owned subsidiary of Realogy Group LLC, and a Solicitation/Recommendation Statement on Schedule 14D-9 will be filed with the SEC by ZipRealty. The offer to purchase shares of ZipRealty common stock will only be made pursuant to the offer to purchase, the letter of transmittal and related documents filed as a part of the Schedule TO. **INVESTORS AND SECURITY HOLDERS ARE URGED TO READ BOTH THE TENDER OFFER STATEMENT AND THE SOLICITATION/RECOMMENDATION STATEMENT REGARDING THE OFFER, AS THEY MAY BE AMENDED FROM TIME TO TIME, WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.** Investors and security holders may obtain a free copy of these statements (when available) and other documents filed with the SEC at the website maintained by the SEC at www.sec.gov or by directing such requests to the Information Agent for the Offer, which will be named in the tender offer statement.

Transaction Overview

Summary of Transaction

- Acquisition of ZipRealty, Inc. (NASDAQ: ZIPR), a multi-market real estate brokerage and provider of real estate services software solutions

Consideration/ Financial Impact

- Acquiring 100% of the outstanding shares of ZipRealty in an all-cash transaction valued at approximately \$166 million, including funds required to satisfy outstanding, vested options
- Maintain robust balance sheet and strong liquidity, with continued focus on deleveraging

Key Benefits

- ☑ Acquisition of established, highly productive technology-based national real estate broker platform
- ☑ Leading-edge, scalable, integrated technology platform that will allow affiliated brokers and sales associates to be more productive and better serve our customers
- ☑ Reinforces our continued focus on our brands, affiliated sales associates and their customers
- ☑ With anticipated synergies and growth, ZipRealty's owned brokerage operations could contribute \$20 million EBITDA annually within the next three years
- ☑ Federal NOLs that could provide up to \$21 million present value

| | Value Breakdown |
|-----------------------|----------------------------|
| | \$mm |
| Brokerage | \$100 - \$120 (5x - 6x) |
| NOLs | \$21 |
| Tech Platform | \$45 - \$25 |
| Purchase Price | \$166 |

Timing

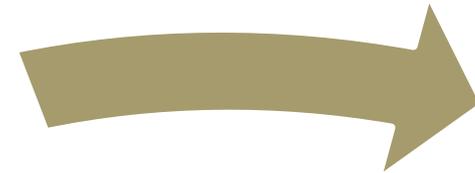
- Cash tender offer to launch within five days with the unanimous support of ZipRealty's Board of Directors
- Expected to close in the 3rd Quarter, subject to the satisfaction of customary closing conditions

ZipRealty Overview



Brokerage Platform

- ▶ Owned and operated residential brokerage
- ▶ 23 offices with presence in attractive markets that complement Realty's footprint
- ▶ ~1,800 connected, high-performing sales associates



Integrated technology enhances consumer and agent experience, leading to improved productivity, market share and retention



Integrated Technology Platform

- ▶ Digital brokerage solution spanning the entire real estate transaction lifecycle
- ▶ Intelligent end-to-end support for consumers, sales associates and brokers
- ▶ Empowers sales associates and brokerages to most effectively manage and grow production

Integrated Technology Platform

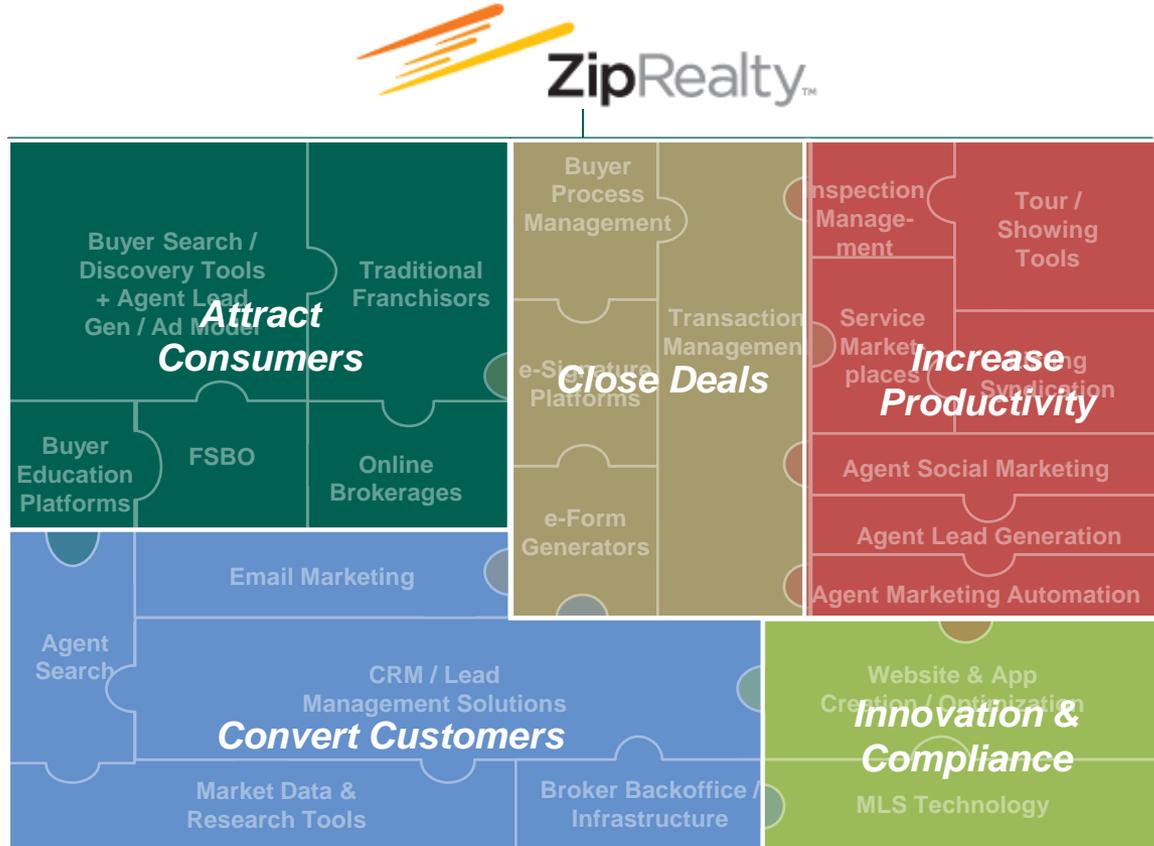
Software and Web Platform Provides Broker with Comprehensive End-to-End Transaction System to Drive Customer Satisfaction and Increase Productivity and Retention

Consumer Tools

- Personalized experience linked to a local agent
- Full web – mobile app integration
- Complete, accurate and timely third party info

Brokerage Tools

- Industry-leading agent and broker software
- End-to-end visibility of brokerage operation
- Effective management of leads as assets



- ✓ Mobile App rating: 4.5/5.0 with 2.8 million users
- ✓ 24 million web visitors in 2013 and 680,000 new customer registrations

Zap Technology

- Automated marketing
- Algorithmic lead scoring
- Prescriptive follow up
- Intelligent prospecting

Sales Associates

- Fully connected and transparent
- Anticipatory service
- Superior results: enhanced productivity and retention of top-producing sales associates

Leveraging Technology to Enhance the Consumer, Broker and Agent Experience

- ✓ ZipRealty's technology platform can be seamlessly integrated to enhance Realogy's existing infrastructure, accelerating strategic efforts to facilitate the conversion of web-based leads into closed sales
- ✓ Realogy is uniquely situated to take advantage of this technology given the breadth of its owned operations and franchise brands, with a potential user base of 170,000 U.S.-based sales associates and ~3,000 franchisees
- ✓ End-to-end technology will allow Realogy's sales associates and franchisees to be more productive and efficient, increase recruiting and retention, and better serve our customers
- ✓ Increases the value proposition of our franchise systems to existing and potential franchisees, and sales associates
- ✓ Realogy is already using and seeing the benefits of the technology within some of its brands

Brokerage Platform

Key Statistics

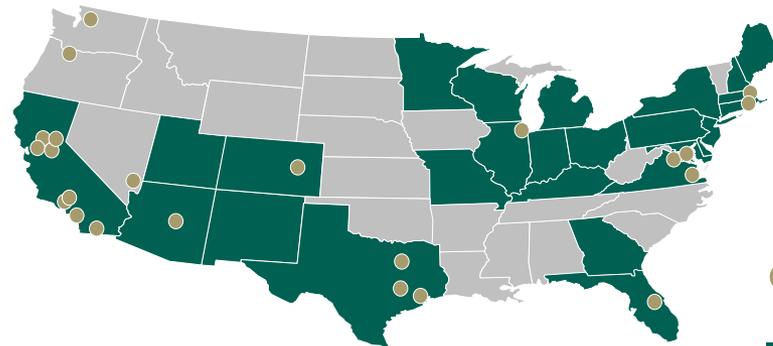
- ❑ 23 offices in attractive major markets
- ❑ ~1,800 sales associates
- ❑ 9,730 closed transactions in 2013
- ❑ Average home sale price 140% above U.S. median
- ❑ \$2.7 billion in closed 2013 sales volume
- ❑ Represented majority of ZipRealty's \$76 million of revenue and \$32 million of gross profit for the year end December 31, 2013
- ❑ Engaged ZipRealty sales associates 50%+ more productive than industry median

Benefits and Synergies

- ▶ Brokerage operation will contribute meaningful earnings at an attractive valuation
- ▶ Enhances penetration of markets in which Realogy has an existing presence
- ▶ Strong office and shared service synergy opportunities
- ▶ Anticipated ~\$20 million of EBITDA contribution annually in the next 3 years
 - Includes revenue opportunities across other business segments (e.g. TRG, PHHHL JV)

ZipRealty's Brokerage Platform Complements Realogy's Existing Owned and Operated NRT Footprint

Offices in overlapping locations (17) to be integrated with existing NRT offices and offices in new locations (6) will be operated by NRT



- ZipRealty's Owned-Brokerage Presence
- Realogy's NRT Owned Brokerage Presence

Key Takeaways – Enhancing the Platform for Continued Future Growth

Acquisition of established, highly productive technology-based national real estate broker platform

Scalable technology platform that will enhance sales associates' experience

- ✓ Enhanced productivity and retention
- ✓ Better serving our customers

Reinforces our continued focus on our brands, affiliated franchisees, sales associates and their customers

With anticipated synergies and growth, ZipRealty's owned brokerage operations could contribute \$20 million EBITDA annually within the next three years

Federal NOLs that could provide up to \$21 million present value to Realogy

Balance sheet and liquidity remain strong, with continued focus on deleveraging