

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

---

**FORM 8-K**

---

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report (Date of Earliest Event Reported): August 10, 2010 (August 10, 2010)**

---

**Realogy Corporation**  
(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**333-148153**  
(Commission  
File Number)

**20-4381990**  
(IRS Employer  
Identification No.)

**One Campus Drive**  
**Parsippany, NJ**  
(Address of Principal Executive Offices)

**07054**  
(Zip Code)

**(973) 407-2000**  
(Registrant's telephone number, including area code)

**None**  
(Former name or former address if changed since last report)

---

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
- 
-

**Item 2.02 Results of Operations and Financial Condition.**

On August 10, 2010, Realogy Corporation issued a press release announcing its financial results for second quarter 2010. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

*(d) Exhibits*

| <u>Exhibit<br/>No.</u> | <u>Description</u>                                                  |
|------------------------|---------------------------------------------------------------------|
| 99.1                   | Press Release issued by Realogy Corporation, dated August 10, 2010. |

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

REALOGY CORPORATION

By: /s/ Anthony E. Hull

Anthony E. Hull,  
Executive Vice President,  
Chief Financial Officer and Treasurer

Date: August 10, 2010

## EXHIBIT INDEX

| <u>Number</u> | <u>Exhibit</u>                                                      |
|---------------|---------------------------------------------------------------------|
| 99.1          | Press Release issued by Realogy Corporation, dated August 10, 2010. |



## REALOGY REPORTS RESULTS FOR SECOND QUARTER 2010

### *Real Estate Leader Posts 23% Higher Net Revenue of \$1.3 Billion*

**PARSIPPANY, N.J., August 10, 2010** – Realogy Corporation, a global leader in real estate and relocation services, today reported results for the second quarter ended June 30, 2010. Realogy’s net revenue for the second quarter of \$1.3 billion increased 23% compared to the same period in 2009. For the latest quarter, Realogy recorded net income attributable to the Company of \$222 million. EBITDA before restructuring and other items for the quarter was \$234 million, an improvement of \$85 million year-over-year due to revenue gains, cost reductions and productivity increases. EBITDA for the quarter was \$544 million, which included the benefit of \$314 million related to the reduction in former parent legacy liabilities.

Realogy’s core business drivers showed improvement during the second quarter. The number of home sale transactions increased 11% year-over-year at the Realogy Franchise Group (RFG) and 16% at NRT, the company-owned brokerage unit. The average home sale price increased in the second quarter by 5% at RFG and 12% at NRT compared to the second quarter of 2009. Cartus experienced a 40% increase in relocation initiations primarily due to increased volume from corporate clients including incremental business from the Primacy Relocation operations it acquired earlier this year. Title Resource Group had a decrease in its refinance title and closing units, which was partially offset by increases in purchase title and closing units and average price per closing unit.

“Clearly, Realogy had a strong second quarter, and we are pleased with our operating and financial results for the period,” said Richard A. Smith, Realogy’s chief executive officer. “Looking forward, however, it is shaping up to be a difficult third quarter because of the expiration of the Homebuyer Tax Credit and an uncertain near-term outlook for the economy. The sales volume of open contracts for both our company-owned and franchise segments – which are the leading indicator for closed and reported sales in the third quarter – dropped sharply, down an average of 17% in June and July on a year-over-year basis. High affordability and near-record low mortgage rates alone cannot offset the impact of high unemployment and declining consumer confidence.”

As a result of lower than forecasted industry sales levels in the second quarter and weakening third quarter prospects, the full-year industry outlook for 2010 is now relatively flat to 2009. In July and August, respectively, both Fannie Mae and the National Association of Realtors downwardly revised their forecasts for the full year. Currently, Fannie Mae and NAR are forecasting 2010 home sales to be flat to 2009 at 5.1 million units.

“While we are faced with a challenging housing market in the second half of 2010, Realogy will continue focusing on what we can control,” added Smith. “This strategy includes executing on strategic growth opportunities while maintaining our focus on costs.”

**Balance Sheet Information and Covenant Compliance as of June 30, 2010**

The Company ended the second quarter with strong liquidity. Realogy had \$239 million of readily available cash and no outstanding balance on its revolving credit facility as of June 30, 2010.

“The strong earnings and cash balances we achieved in the first half of 2010 should provide cushion to counter the weakening industry outlook for the second half of the year,” said Anthony Hull, Realogy’s chief financial officer.

As of June 30, 2010, the Company’s senior secured leverage ratio was 4.34 to 1, which is below the 5.0 to 1 maximum ratio required to be in compliance with its Credit Agreement. The senior secured leverage ratio is determined by taking Realogy’s senior secured net debt of \$2.85 billion at June 30, 2010 and dividing it by the Company’s Adjusted EBITDA of \$656 million for the 12 months ended June 30, 2010. The Adjusted EBITDA figure is unaffected by the legacy tax settlement discussed below. *(Please see Tables 6 and 7 for a reconciliation of EBITDA before restructuring and other items, Adjusted EBITDA and net loss attributable to Realogy to EBITDA, and Table 8 for the definition of non-GAAP financial measures.)*

Also, in early July we resolved a tax audit for the period 2003 to 2006 that we inherited from our former parent, Cendant Corporation. As a result of this settlement as well as other adjustments, we reduced our contingent liability balance from \$505 million at year-end 2009 to \$197 million at June 30, 2010. This amount includes the actual payments related to the settlement totaling \$58 million. The tax audit settlement also resulted in approximately \$110 million of non-cash tax expense in the second quarter.

As a result of the resolution of this matter, our related outstanding letter of credit of \$446 million is expected to be reduced to approximately \$150 million by the end of the current quarter.

A complete balance sheet is included as Table 2 of this press release.

**Investor Webcast**

Realogy will hold a Webcast to review its second quarter 2010 results at 4:00 p.m. (EDT) today. The call will be hosted by CEO Richard A. Smith and CFO Anthony Hull. The conference call will be made available live via Webcast on the Investor Information section of the Realogy website. A replay of the Webcast will be available at [www.realogy.com](http://www.realogy.com) from August 10 through August 24.

**About Realogy Corporation**

Realogy Corporation, a global provider of real estate and relocation services, has a diversified business model that includes real estate franchising, brokerage, relocation and title services. Realogy’s world-renowned brands and business units include Better Homes and Gardens® Real Estate, CENTURY 21®, Coldwell Banker®, Coldwell Banker Commercial®, The Corcoran Group®, ERA®, Sotheby’s International Realty®, NRT LLC, Cartus and Title Resource Group. Collectively, Realogy’s franchise systems have approximately 14,400 offices and 264,000 sales associates doing business in 99 countries and territories around the world. Headquartered in Parsippany, N.J., Realogy ([www.realogy.com](http://www.realogy.com)) is owned by affiliates of Apollo Management, L.P., a leading private equity and capital markets investor. To receive future Realogy news releases, you can sign up for an e-mail subscription or secure a link for your RSS reader at [www.realogy.com/media](http://www.realogy.com/media).

**Forward-Looking Statements**

*Certain statements in this press release constitute “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual*

results, performance or achievements of Realogy Corporation to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Statements preceded by, followed by or that otherwise include the words “believes”, “expects”, “anticipates”, “intends”, “projects”, “estimates” and “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. Any statements that refer to expectations or other characterizations of future events, circumstances or results are forward-looking statements.

Various factors that could cause actual future results and other future events to differ materially from those estimated by management include, but are not limited to: our substantial amount of outstanding debt; our ability to comply with the affirmative and negative covenants contained in our debt agreements; adverse developments or the absence of sustained improvement in general business, economic and political conditions; adverse developments or the absence of improvement in the residential real estate markets including but not limited to the lack of sustained improvement in the number of home sales and/or further declines in home prices, low levels of consumer confidence, the impact of the ongoing or future recessions and related high levels of unemployment in the U.S. and abroad, the termination of the federal homebuyer tax credit program, continuing high levels of foreclosures, our geographic and high-end market concentration in particular to our company-owned brokerage operations and reduced availability of mortgage financing or financing availability at rates not sufficiently attractive to homebuyers; the final resolution or outcomes with respect to Cendant’s remaining contingent liabilities; any outbreak or escalation of hostilities on a national, regional or international basis or adverse effects of natural disasters or environmental catastrophes; our failure to enter into or renew franchise agreements, maintain our brands or the inability of franchisees to survive the current real estate cycle; our inability to realize benefits from future acquisitions; our inability to sustain improvements in our operating efficiency; and our inability to access capital and/or securitization markets.

Consideration should be given to the areas of risk described above, as well as those risks set forth under the headings “Forward-Looking Statements” and “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2009, under the heading “Forward-Looking Statements” in our Form 10-Q for the quarter ended June 30, 2010, and in our other periodic reports filed from time to time, 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.

This release includes certain non-GAAP financial measures as defined under SEC rules. As required by SEC rules, important information regarding such measures is contained in the Tables attached to this release.

**Investor Contact:**

Alicia Swift  
(973) 407-4669  
[alicia.swift@realogy.com](mailto:alicia.swift@realogy.com)

**Media Contact:**

Mark Panus  
(973) 407-7215  
[mark.panus@realogy.com](mailto:mark.panus@realogy.com)

Table 1

**REALGY CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
(In millions)

|                                                                                           | Three Months Ended |                | Six Months Ended |                 |
|-------------------------------------------------------------------------------------------|--------------------|----------------|------------------|-----------------|
|                                                                                           | June 30,           |                | June 30,         |                 |
|                                                                                           | 2010               | 2009           | 2010             | 2009            |
| <b>Revenues</b>                                                                           |                    |                |                  |                 |
| Gross commission income                                                                   | \$ 941             | \$ 746         | \$1,529          | \$1,218         |
| Service revenue                                                                           | 185                | 161            | 321              | 295             |
| Franchise fees                                                                            | 81                 | 72             | 136              | 122             |
| Other                                                                                     | 46                 | 39             | 86               | 80              |
| Net revenues                                                                              | <u>1,253</u>       | <u>1,018</u>   | <u>2,072</u>     | <u>1,715</u>    |
| <b>Expenses</b>                                                                           |                    |                |                  |                 |
| Commission and other agent-related costs                                                  | 612                | 477            | 989              | 769             |
| Operating                                                                                 | 310                | 313            | 610              | 641             |
| Marketing                                                                                 | 50                 | 45             | 96               | 86              |
| General and administrative                                                                | 57                 | 53             | 135              | 116             |
| Former parent legacy costs (benefit), net                                                 | (314)              | (46)           | (309)            | (42)            |
| Restructuring costs                                                                       | 4                  | 10             | 10               | 44              |
| Depreciation and amortization                                                             | 49                 | 48             | 99               | 99              |
| Interest expense/(income), net                                                            | 155                | 147            | 307              | 291             |
| Other (income)/expense, net                                                               | (3)                | (11)           | (6)              | (10)            |
| Total expenses                                                                            | <u>920</u>         | <u>1,036</u>   | <u>1,931</u>     | <u>1,994</u>    |
| <b>Income (loss) before income taxes, equity in earnings and noncontrolling interests</b> | 333                | (18)           | 141              | (279)           |
| Income tax expense                                                                        | 118                | 5              | 124              | 7               |
| Equity in earnings of unconsolidated entities                                             | (8)                | (8)            | (9)              | (12)            |
| Net income (loss)                                                                         | 223                | (15)           | 26               | (274)           |
| Less: Net income attributable to noncontrolling interests                                 | (1)                | —              | (1)              | —               |
| <b>Net income (loss) attributable to Realty</b>                                           | <u>\$ 222</u>      | <u>\$ (15)</u> | <u>\$ 25</u>     | <u>\$ (274)</u> |

Table 2

**REALOGY CORPORATION**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(In millions)

|                                                                             | June 30,<br>2010 | December 31,<br>2009 |
|-----------------------------------------------------------------------------|------------------|----------------------|
| <b>ASSETS</b>                                                               |                  |                      |
| Current assets:                                                             |                  |                      |
| Cash and cash equivalents                                                   | \$ 265           | \$ 255               |
| Trade receivables (net of allowance for doubtful accounts of \$70 and \$66) | 133              | 102                  |
| Relocation receivables                                                      | 387              | 334                  |
| Relocation properties held for sale                                         | 39               | —                    |
| Deferred income taxes                                                       | 79               | 85                   |
| Other current assets                                                        | 107              | 98                   |
| Total current assets                                                        | 1,010            | 874                  |
| Property and equipment, net                                                 | 193              | 211                  |
| Goodwill                                                                    | 2,591            | 2,577                |
| Trademarks                                                                  | 732              | 732                  |
| Franchise agreements, net                                                   | 2,942            | 2,976                |
| Other intangibles, net                                                      | 499              | 453                  |
| Other non-current assets                                                    | 221              | 218                  |
| <b>Total assets</b>                                                         | <b>\$ 8,188</b>  | <b>\$ 8,041</b>      |
| <b>LIABILITIES AND EQUITY (DEFICIT)</b>                                     |                  |                      |
| Current liabilities:                                                        |                  |                      |
| Accounts payable                                                            | \$ 179           | \$ 96                |
| Securitization obligations                                                  | 290              | 305                  |
| Due to former parent                                                        | 197              | 505                  |
| Revolving credit facilities and current portion of long-term debt           | 162              | 32                   |
| Accrued expenses and other current liabilities                              | 583              | 502                  |
| Total current liabilities                                                   | 1,411            | 1,440                |
| Long-term debt                                                              | 6,685            | 6,674                |
| Deferred income taxes                                                       | 876              | 760                  |
| Other non-current liabilities                                               | 167              | 148                  |
| <b>Total liabilities</b>                                                    | <b>9,139</b>     | <b>9,022</b>         |
| Commitments and contingencies                                               |                  |                      |
| Equity (deficit):                                                           |                  |                      |
| Common stock                                                                | —                | —                    |
| Additional paid-in capital                                                  | 2,023            | 2,020                |
| Accumulated deficit                                                         | (2,946)          | (2,971)              |
| Accumulated other comprehensive loss                                        | (30)             | (32)                 |
| Total Realogy stockholder's deficit                                         | (953)            | (983)                |
| Noncontrolling interests                                                    | 2                | 2                    |
| <b>Total equity (deficit)</b>                                               | <b>(951)</b>     | <b>(981)</b>         |
| <b>Total liabilities and equity (deficit)</b>                               | <b>\$ 8,188</b>  | <b>\$ 8,041</b>      |

Table 3

**REALOGY CORPORATION  
2010 KEY DRIVERS**

|                                                      | Three Months Ended June 30, |           |          | Six Months Ended June 30, |           |          |
|------------------------------------------------------|-----------------------------|-----------|----------|---------------------------|-----------|----------|
|                                                      | 2010                        | 2009      | % Change | 2010                      | 2009      | % Change |
| <b>Real Estate Franchise Services <sup>(a)</sup></b> |                             |           |          |                           |           |          |
| Closed homesale sides                                | 288,479                     | 259,476   | 11%      | 481,820                   | 437,709   | 10%      |
| Average homesale price                               | \$197,637                   | \$188,489 | 5%       | \$193,962                 | \$186,199 | 4%       |
| Average homesale broker commission rate              | 2.54%                       | 2.57%     | (3)bps   | 2.54%                     | 2.57%     | (3)bps   |
| Net effective royalty rate                           | 5.04%                       | 5.10%     | (6)bps   | 5.04%                     | 5.12%     | (8)bps   |
| Royalty per side                                     | \$ 261                      | \$ 256    | 2%       | \$ 258                    | \$ 255    | 1%       |
| <b>Company Owned Real Estate Brokerage Services</b>  |                             |           |          |                           |           |          |
| Closed homesale sides                                | 83,583                      | 72,362    | 16%      | 136,115                   | 119,861   | 14%      |
| Average homesale price                               | \$424,442                   | \$378,870 | 12%      | \$421,872                 | \$369,743 | 14%      |
| Average homesale broker commission rate              | 2.49%                       | 2.52%     | (3)bps   | 2.49%                     | 2.53%     | (4)bps   |
| Gross commission income per side                     | \$ 11,247                   | \$ 10,292 | 9%       | \$ 11,214                 | \$ 10,140 | 11%      |
| <b>Relocation Services</b>                           |                             |           |          |                           |           |          |
| Initiations <sup>(b)</sup>                           | 46,189                      | 33,074    | 40%      | 78,618                    | 60,751    | 29%      |
| Referrals <sup>(c)</sup>                             | 21,770                      | 17,349    | 25%      | 33,879                    | 28,068    | 21%      |
| <b>Title and Settlement Services</b>                 |                             |           |          |                           |           |          |
| Purchase title and closing units                     | 30,133                      | 28,148    | 7%       | 50,080                    | 46,959    | 7%       |
| Refinance title and closing units                    | 10,378                      | 22,693    | (54%)    | 22,313                    | 42,626    | (48%)    |
| Average price per closing unit                       | \$ 1,472                    | \$ 1,258  | 17%      | \$ 1,419                  | \$ 1,236  | 15%      |

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

(b) Includes initiations of 7,612 and 12,789 for the three and six months ended June 30, 2010, respectively, related to the Primacy acquisition in 2010.

(c) Includes referrals of 1,527 and 2,243 for the three and six months ended June 30, 2010, respectively, related to the Primacy acquisition in 2010.

Table 4

**REALOGY CORPORATION  
2009 KEY DRIVERS**

|                                                      | Quarter Ended     |                  |                       |                      | Year Ended           |
|------------------------------------------------------|-------------------|------------------|-----------------------|----------------------|----------------------|
|                                                      | March 31,<br>2009 | June 30,<br>2009 | September 30,<br>2009 | December 31,<br>2009 | December 31,<br>2009 |
| <b>Real Estate Franchise Services <sup>(a)</sup></b> |                   |                  |                       |                      |                      |
| Closed homesale sides                                | 178,233           | 259,476          | 281,973               | 263,834              | 983,516              |
| Average homesale price                               | \$182,865         | \$188,489        | \$ 194,881            | \$ 192,604           | \$ 190,406           |
| Average homesale broker commission rate              | 2.57%             | 2.57%            | 2.53%                 | 2.54%                | 2.55%                |
| Net effective royalty rate                           | 5.15%             | 5.10%            | 5.11%                 | 5.04%                | 5.10%                |
| Royalty per side                                     | \$ 253            | \$ 256           | \$ 260                | \$ 255               | \$ 257               |
| <b>Company Owned Real Estate Brokerage Services</b>  |                   |                  |                       |                      |                      |
| Closed homesale sides                                | 47,499            | 72,362           | 81,025                | 72,931               | 273,817              |
| Average homesale price                               | \$355,838         | \$378,870        | \$ 407,398            | \$ 406,549           | \$ 390,688           |
| Average homesale broker commission rate              | 2.55%             | 2.52%            | 2.49%                 | 2.51%                | 2.51%                |
| Gross commission income per side                     | \$ 9,909          | \$ 10,292        | \$ 10,816             | \$ 10,814            | \$ 10,519            |
| <b>Relocation Services</b>                           |                   |                  |                       |                      |                      |
| Initiations                                          | 27,677            | 33,074           | 28,326                | 25,607               | 114,684              |
| Referrals                                            | 10,719            | 17,349           | 20,320                | 16,607               | 64,995               |
| <b>Title and Settlement Services</b>                 |                   |                  |                       |                      |                      |
| Purchase title and closing units                     | 18,811            | 28,148           | 30,653                | 27,077               | 104,689              |
| Refinance title and closing units                    | 19,933            | 22,693           | 14,493                | 12,808               | 69,927               |
| Average price per closing unit                       | \$ 1,211          | \$ 1,258         | \$ 1,405              | \$ 1,396             | \$ 1,317             |

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

Table 5a

**REALOGY CORPORATION**  
**SELECTED 2010 FINANCIAL DATA**  
(In millions)

|                                              | For the Three<br>Months ended<br>March 31, 2010 | For the Three<br>Months ended<br>June 30, 2010 |
|----------------------------------------------|-------------------------------------------------|------------------------------------------------|
| <b>Revenue (a)</b>                           |                                                 |                                                |
| Real Estate Franchise Services               | \$ 122                                          | \$ 173                                         |
| Company Owned Real Estate Brokerage Services | 601                                             | 956                                            |
| Relocation Services                          | 76                                              | 106                                            |
| Title and Settlement Services                | 65                                              | 86                                             |
| Corporate and Other                          | (45)                                            | (68)                                           |
| Total Company                                | <u>\$ 819</u>                                   | <u>\$ 1,253</u>                                |
| <b>EBITDA (b)</b>                            |                                                 |                                                |
| Real Estate Franchise Services               | \$ 65                                           | \$ 123                                         |
| Company Owned Real Estate Brokerage Services | (34)                                            | 84                                             |
| Relocation Services                          | 4                                               | 27                                             |
| Title and Settlement Services                | (5)                                             | 11                                             |
| Corporate and Other                          | (19)                                            | 299                                            |
| Total Company                                | <u>\$ 11</u>                                    | <u>544</u>                                     |
| Depreciation and amortization                | 50                                              | 49                                             |
| Interest expense, net                        | 152                                             | 155                                            |
| Income tax expense (benefit)                 | 6                                               | 118                                            |
| Net income (loss) attributable to Realogy    | <u>\$ (197)</u>                                 | <u>222</u>                                     |

- (a) Transactions between segments are eliminated in consolidation. 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 \$45 million and \$68 million for the three months ended March 31 and June 30, 2010, respectively. Such amounts are eliminated through the Corporate and Other line. Revenues for the Relocation Services segment include \$7 million and \$10 million of intercompany referral and relocation fees paid by the Company Owned Real Estate Brokerage Services segment during the three months ended March 31 and June 30, 2010, 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.
- (b) Includes \$6 million and \$5 million of restructuring costs and former parent legacy items, respectively, for the three months ended March 31, 2010 and \$4 million of restructuring costs offset by a net benefit of \$314 million of former parent legacy items primarily as a result of tax and other liability adjustments for the three months ended June 30, 2010 broken down by business units as follows:

|                                              | For the Three<br>Months ended<br>March 31, 2010 | For the Three<br>Months ended<br>June 30, 2010 |
|----------------------------------------------|-------------------------------------------------|------------------------------------------------|
| Real Estate Franchise Services               | \$ —                                            | \$ —                                           |
| Company Owned Real Estate Brokerage Services | 3                                               | 2                                              |
| Relocation Services                          | 2                                               | 1                                              |
| Title and Settlement Services                | 1                                               | —                                              |
| Corporate and Other                          | 5                                               | (313)                                          |
| Total Company                                | <u>\$ 11</u>                                    | <u>\$ (310)</u>                                |

EBITDA by segment before restructuring and other items detailed above for the three months ended March 31, 2010 was: RFG \$65 million, NRT (\$31) million, Cartus \$6 million, TRG (\$4) million and Corporate (\$14) million. EBITDA by segment before restructuring and other items detailed above for the three months ended June 30, 2010 was: RFG \$123 million, NRT \$86 million, Cartus \$28 million, TRG \$11 million and Corporate (\$14) million.

Table 5b

**REALOGY CORPORATION**  
**SELECTED 2009 FINANCIAL DATA**  
(In millions)

|                                              | For the Three<br>Months ended<br>March 31, 2009 | For the Three<br>Months ended<br>June 30, 2009 | For the Three<br>Months ended<br>September 30, 2009 | For the Three<br>Months end<br>December 31, 2009 | For the Year<br>Ended<br>December 31, 2009 |
|----------------------------------------------|-------------------------------------------------|------------------------------------------------|-----------------------------------------------------|--------------------------------------------------|--------------------------------------------|
| <b>Revenue (a)</b>                           |                                                 |                                                |                                                     |                                                  |                                            |
| Real Estate Franchise Services               | \$ 105                                          | \$ 143                                         | \$ 151                                              | \$ 139                                           | \$ 538                                     |
| Company Owned Real Estate Brokerage Services | 491                                             | 764                                            | 896                                                 | 808                                              | 2,959                                      |
| Relocation Services                          | 71                                              | 80                                             | 92                                                  | 77                                               | 320                                        |
| Title and Settlement Services                | 68                                              | 88                                             | 91                                                  | 81                                               | 328                                        |
| Corporate and Other                          | (38)                                            | (57)                                           | (61)                                                | (57)                                             | (213)                                      |
| <b>Total Company</b>                         | <u>\$ 697</u>                                   | <u>\$ 1,018</u>                                | <u>\$ 1,169</u>                                     | <u>\$ 1,048</u>                                  | <u>\$ 3,932</u>                            |
| <b>EBITDA (b)</b>                            |                                                 |                                                |                                                     |                                                  |                                            |
| Real Estate Franchise Services               | \$ 44                                           | \$ 85                                          | \$ 107                                              | \$ 87                                            | \$ 323                                     |
| Company Owned Real Estate Brokerage Services | (84)                                            | 24                                             | 48                                                  | 18                                               | 6                                          |
| Relocation Services                          | —                                               | 72                                             | 34                                                  | 16                                               | 122                                        |
| Title and Settlement Services                | (5)                                             | 12                                             | 10                                                  | 3                                                | 20                                         |
| Corporate and Other                          | (17)                                            | (8)                                            | 54                                                  | (35)                                             | (6)                                        |
| <b>Total Company</b>                         | <u>\$ (62)</u>                                  | <u>\$ 185</u>                                  | <u>\$ 253</u>                                       | <u>\$ 89</u>                                     | <u>\$ 465</u>                              |
| Depreciation and amortization                | 51                                              | 48                                             | 48                                                  | 47                                               | 194                                        |
| Interest expense, net                        | 144                                             | 147                                            | 139                                                 | 153                                              | 583                                        |
| Income tax expense (benefit)                 | 2                                               | 5                                              | 8                                                   | (65)                                             | (50)                                       |
| Net income (loss) attributable to Realty     | <u>\$ (259)</u>                                 | <u>\$ (15)</u>                                 | <u>\$ 58</u>                                        | <u>\$ (46)</u>                                   | <u>\$ (262)</u>                            |

- (a) Transactions between segments are eliminated in consolidation. 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 \$38 million, \$57 million, \$61 million and \$57 million for the three months ended March 31, 2009, June 30, 2009, September 30, 2009 and December 31, 2009, respectively. Such amounts are eliminated through the Corporate and Other line. Revenues for the Relocation Services segment include \$6 million, \$9 million, \$11 million and \$8 million of intercompany referral and relocation fees paid by the Company Owned Real Estate Brokerage Services segment during the three months ended March 31, 2009, June 30, 2009, September 30, 2009 and December 31, 2009, respectively. Such amounts are recorded as contra-revenues by the Company Owned Real Estate Brokerage Services segment. 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 \$213 million for the year ended December 31, 2009. Revenues for the Relocation Services segment include intercompany referral and relocation fees paid by the Company Owned Real Estate Brokerage Services segment of \$34 million for the year ended December 31, 2009. There are no other material inter-segment transactions.
- (b) Includes \$34 million and \$4 million of restructuring costs and former parent legacy items, respectively, for the three months ended March 31, 2009, \$10 million of restructuring costs offset by a benefit of \$46 million of former parent legacy items (comprised of a benefit of \$55 million recorded at Cartus related to Wright Express Corporation partially offset by \$9 million of expenses recorded at Corporate) for the three months ended June 30, 2009, \$15 million and \$5 million of restructuring costs and former legacy items along with a \$75 million gain on extinguishment of debt for the three months ended September 30, 2009 and \$11 million, \$3 million and \$1 million of restructuring costs, former legacy items and merger cost, respectively for the three months ended December 31, 2009. EBITDA for the year ended December 31, 2009 includes \$70 million of restructuring costs

and \$1 million of merger costs offset by a benefit of \$34 million of former parent legacy items (comprised of a benefit of \$55 million recorded at Cartus related to Wright Express Corporation partially offset by \$21 million of expenses recorded at Corporate) and a gain on the extinguishment of debt of \$75 million.

|                       | For the Three<br>Months ended<br><u>March 31, 2009</u> | For the Three<br>Months ended<br><u>June 30, 2009</u> | For the Three<br>Months ended<br><u>September 30, 2009</u> | For the Three<br>Months ended<br><u>December 31, 2009</u> | For the Year<br>Ended<br><u>December 31, 2009</u> |
|-----------------------|--------------------------------------------------------|-------------------------------------------------------|------------------------------------------------------------|-----------------------------------------------------------|---------------------------------------------------|
| Real Estate Franchise |                                                        |                                                       |                                                            |                                                           |                                                   |
| Services              | \$ 1                                                   | \$ 1                                                  | \$ 1                                                       | \$ —                                                      | 3                                                 |
| Company Owned Real    |                                                        |                                                       |                                                            |                                                           |                                                   |
| Estate Brokerage      |                                                        |                                                       |                                                            |                                                           |                                                   |
| Services              | 25                                                     | 5                                                     | 13                                                         | 4                                                         | 47                                                |
| Relocation Services   | 5                                                      | (52)                                                  | —                                                          | 2                                                         | (45)                                              |
| Title and Settlement  |                                                        |                                                       |                                                            |                                                           |                                                   |
| Services              | 1                                                      | 1                                                     | —                                                          | 1                                                         | 3                                                 |
| Corporate and Other   | <u>6</u>                                               | <u>9</u>                                              | <u>(69)</u>                                                | <u>8</u>                                                  | <u>(46)</u>                                       |
| Total Company         | <u>\$ 38</u>                                           | <u>\$ (36)</u>                                        | <u>\$ (55)</u>                                             | <u>\$ 15</u>                                              | <u>\$ (38)</u>                                    |

EBITDA by segment before restructuring and other items detailed above for the three months ended March 31, 2009 was: RFG \$45 million, NRT (\$59) million, Cartus \$5 million, TRG (\$4) million and Corporate (\$11) million. EBITDA by segment before restructuring and other items detailed above for the corresponding three months ended June 30, 2009 was as follows: RFG \$86 million, NRT \$29 million, Cartus \$20 million, TRG \$13 million, and Corporate \$1 million. EBITDA by segment before restructuring and other items detailed above for the corresponding three months ended September 30, 2009 was as follows: RFG \$108 million, NRT \$61 million, Cartus \$34 million, TRG \$10 million, and Corporate (\$15) million. EBITDA by segment before restructuring and other items detailed above for the corresponding three months ended December 31, 2009 was as follows: RFG \$87 million, NRT \$22 million, Cartus \$18 million, TRG \$4 million, and Corporate (\$27) million. EBITDA by segment before restructuring and other items detailed above for the corresponding year ended December 31, 2009 was as follows: RFG \$326 million, NRT \$53 million, Cartus \$77 million, TRG \$23 million, and Corporate (\$52) million.

Table 6

**REALOGY CORPORATION**  
**EBITDA AND ADJUSTED EBITDA**  
(In millions)

A reconciliation of net income (loss) attributable to Realogy to EBITDA and Adjusted EBITDA for the twelve months ended June 30, 2010 is set forth in the following table:

|                                                                                          | Year<br>Ended<br>December 31,<br>2009 | <u>Less</u><br>Six Months Ended<br>June 30,<br>2009 | <u>Equals</u><br>Six Months Ended<br>December 31,<br>2009 | <u>Plus</u><br>Six Months Ended<br>June 30,<br>2010 | <u>Equals</u><br>Twelve Months Ended<br>June 30,<br>2010 |
|------------------------------------------------------------------------------------------|---------------------------------------|-----------------------------------------------------|-----------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------|
| Net income (loss) attributable to Realogy                                                | \$ (262)                              | \$ (274)                                            | \$ 12                                                     | \$ 25                                               | \$ 37(a)                                                 |
| Income tax expense (benefit)                                                             | (50)                                  | 7                                                   | (57)                                                      | 124                                                 | 67                                                       |
| Income (loss) before income taxes                                                        | (312)                                 | (267)                                               | (45)                                                      | 149                                                 | 104                                                      |
| Interest expense, net                                                                    | 583                                   | 291                                                 | 292                                                       | 307                                                 | 599                                                      |
| Depreciation and amortization                                                            | 194                                   | 99                                                  | 95                                                        | 99                                                  | 194                                                      |
| <b>EBITDA</b>                                                                            | <b>465</b>                            | <b>123</b>                                          | <b>342</b>                                                | <b>555</b>                                          | <b>897(b)</b>                                            |
| Covenant calculation adjustments:                                                        |                                       |                                                     |                                                           |                                                     |                                                          |
| Restructuring costs, merger costs and former parent legacy cost (benefit) items, net (c) |                                       |                                                     |                                                           |                                                     | (264)                                                    |
| Pro forma cost-savings for 2010 restructuring initiatives (d)                            |                                       |                                                     |                                                           |                                                     | 10                                                       |
| Pro forma cost-savings for 2009 restructuring initiatives (e)                            |                                       |                                                     |                                                           |                                                     | 6                                                        |
| Pro forma effect of business optimization initiatives (f)                                |                                       |                                                     |                                                           |                                                     | 46                                                       |
| Non-cash charges (g)                                                                     |                                       |                                                     |                                                           |                                                     | 3                                                        |
| Non-recurring fair value adjustments for purchase accounting (h)                         |                                       |                                                     |                                                           |                                                     | 4                                                        |
| Pro forma effect of acquisitions and new franchisees (i)                                 |                                       |                                                     |                                                           |                                                     | 8                                                        |
| Apollo management fees (j)                                                               |                                       |                                                     |                                                           |                                                     | 15                                                       |
| Incremental securitization interest costs (k)                                            |                                       |                                                     |                                                           |                                                     | 2                                                        |
| Expenses incurred in debt refinancing activities (l)                                     |                                       |                                                     |                                                           |                                                     | 4                                                        |
| Gain on extinguishment of debt                                                           |                                       |                                                     |                                                           |                                                     | (75)                                                     |
| <b>Adjusted EBITDA</b>                                                                   |                                       |                                                     |                                                           |                                                     | <b>\$ 656</b>                                            |
| Total senior secured net debt (m)                                                        |                                       |                                                     |                                                           |                                                     | \$ 2,849                                                 |
| <b>Senior secured leverage ratio</b>                                                     |                                       |                                                     |                                                           |                                                     | <b>4.34x</b>                                             |

- (a) Net income (loss) attributable to Realogy consists of: (i) income of \$58 million for the third quarter of 2009; (ii) a loss of \$46 million for the fourth quarter of 2009; (iii) a loss of \$197 million for the first quarter of 2010; and (iv) income of \$222 million for the second quarter of 2010.
- (b) EBITDA consists of: (i) \$253 million for the third quarter of 2009; (ii) \$89 million for the fourth quarter of 2009; (iii) \$11 million for the first quarter of 2010 and (iv) \$544 million for the second quarter of 2010.
- (c) Consists of \$36 million of restructuring costs and \$1 million of merger costs offset by a net benefit of \$301 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 six months of 2010. From this restructuring, we expect to reduce our operating costs by approximately \$14 million on a twelve-month run-rate basis and estimate that \$4 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 July 1, 2009 through the time they were put in place had those actions been effected on July 1, 2009.
- (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, 2009. From this restructuring, we expect to reduce our operating costs by approximately \$103 million on a twelve-month run-rate basis and estimate that \$97 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 July 1, 2009 through the time they were put in place had those actions been effected on July 1, 2009.

- (f) Represents the twelve-month pro forma effect of business optimization initiatives that have been completed to reduce costs of \$18 million as well as \$28 million for employee retention accruals.
- (g) Represents the elimination of non-cash expenses, including a \$14 million write-down of a cost method investment acquired in 2006, \$7 million of stock-based compensation expense, less \$15 million for the change in the allowance for doubtful accounts and notes reserves from July 1, 2009 through June 30, 2010 and \$1 million related to the unrealized net gains on foreign currency transactions and foreign currency forward contracts.
- (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 July 1, 2009. 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 July 1, 2009.
- (j) Represents the elimination of annual management fees payable to Apollo for the twelve months ended June 30, 2010.
- (k) Incremental borrowing costs incurred as a result of the securitization facilities refinancing for the twelve months ended June 30, 2010.
- (l) Represents the expenses incurred in connection with the Company's unsuccessful debt refinancing activities principally in the third quarter of 2009.
- (m) Represents total borrowings under the senior secured credit facility which are secured by a first priority lien on our assets of \$3,075 million plus \$13 million of capital lease obligations less \$239 million of readily available cash as of June 30, 2010. Pursuant to the terms of the senior secured credit agreement, senior secured net debt does not include Second Lien Loans, other bank indebtedness not secured by a first lien on our assets, securitization obligations or Unsecured Notes.

Table 7

**Reconciliation of net income (loss) attributable to Realogy to EBITDA before restructuring and other items (In millions)**

A reconciliation of net income (loss) attributable to Realogy to EBITDA and EBITDA before restructuring and other items for the three and six months ended June 30, 2010 and 2009 are set forth in the following tables:

|                                                    | <b>Three Months Ended<br/>June 30,</b> |               |
|----------------------------------------------------|----------------------------------------|---------------|
|                                                    | <b>2010</b>                            | <b>2009</b>   |
| Net income (loss) attributable to Realogy          | \$ 222                                 | \$ (15)       |
| Income tax expense                                 | 118                                    | 5             |
| Income (loss) before income taxes                  | 340                                    | (10)          |
| Interest expense, net                              | 155                                    | 147           |
| Depreciation and amortization                      | 49                                     | 48            |
| <b>EBITDA</b>                                      | <b>\$ 544</b>                          | <b>\$ 185</b> |
| Legacy costs (benefits), net                       | (314)                                  | (46)          |
| Restructuring costs                                | 4                                      | 10            |
| Total restructuring and other items                | (310)                                  | (36)          |
| <b>EBITDA before restructuring and other items</b> | <b>\$ 234</b>                          | <b>\$ 149</b> |

|                                                    | <b>Six Months Ended<br/>June 30,</b> |               |
|----------------------------------------------------|--------------------------------------|---------------|
|                                                    | <b>2010</b>                          | <b>2009</b>   |
| Net income (loss) attributable to Realogy          | \$ 25                                | \$ (274)      |
| Income tax expense                                 | 124                                  | 7             |
| Income (loss) before income taxes                  | 149                                  | (267)         |
| Interest expense, net                              | 307                                  | 291           |
| Depreciation and amortization                      | 99                                   | 99            |
| <b>EBITDA</b>                                      | <b>\$ 555</b>                        | <b>\$ 123</b> |
| Legacy costs (benefits), net                       | (309)                                | (42)          |
| Restructuring costs                                | 10                                   | 44            |
| Total restructuring and other items                | (299)                                | 2             |
| <b>EBITDA before restructuring and other items</b> | <b>\$ 256</b>                        | <b>\$ 125</b> |

**Table 8****Definitions**

EBITDA is defined by the Company 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 calculated by adjusting EBITDA by restructuring, legacy, and other items as described in Table 7 above. Adjusted EBITDA is calculated by adjusting EBITDA by the items described in Table 6 above. Adjusted EBITDA 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 and substantially corresponds to the definition of "EBITDA" used in the indentures governing the Unsecured Notes to test the permissibility of certain types of transactions, including debt incurrence. We present EBITDA and EBITDA before restructuring and other items because we believe EBITDA and EBITDA before restructuring and other items are useful supplemental measures in evaluating the performance of our operating businesses and provide greater transparency into our results of operations. The EBITDA and EBITDA before restructuring and other items measures are used by our management, including our chief operating decision maker, to perform such evaluation, and Adjusted EBITDA is used in measuring compliance with debt covenants relating to certain of our borrowing arrangements. 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 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 an analytical tool, and you should not consider EBITDA either in isolation or as a substitute for analyzing our results as reported under GAAP. Some of these limitations are:

- EBITDA does not reflect changes in, or cash requirement for, our working capital needs;
- EBITDA does 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;
- EBITDA does not reflect our income tax expense or the cash requirements to pay our taxes;
- EBITDA does 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 EBITDA measures do not reflect any cash requirements for such replacements; and
- other companies in our industry may calculate these EBITDA measures differently so they may not be comparable.

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 and the pro forma full year effect of NRT acquisitions and RFG acquisitions/new franchisees. These adjustments may not reflect the actual cost-savings or pro forma effect recognized in future periods.