

Realogy's Vendor Code of Ethics

I. Overview

Realogy Corporation is committed to operating with the highest standards of integrity and ethics. In support of this goal, we have developed Realogy's Code of Ethics (www.realogy.com/about/ethics) as part of our Compliance & Ethics program. The Code of Ethics provides the guiding principles of our Company's standards of business practices and addresses fundamental laws and regulations that apply to our business. The requirements set forth in The Code of Ethics apply to all directors, officers, and employees of Realogy Corporation and all subsidiaries of Realogy Corporation ("Realogy").

Realogy wants to ensure that our commitment to an ethical culture is shared by our vendors. Realogy respects the independence of our vendors; however, to foster the ethical culture Realogy has created Realogy wants to ensure its vendors share some core ethical tenets. To achieve this goal, Realogy requires all vendors to adhere to Realogy's Vendor Code of Ethics ("Vendor Code of Ethics") while they are conducting business with and/or on behalf of Realogy. Realogy wants to ensure its vendors have the same high ethical standards for its employees as Realogy does.

The information outlined below is important and should be read carefully. All Realogy vendors will be required to educate and, when appropriate, train any individual who may represent the vendor in business dealings with Realogy to ensure they understand and comply with the central tenets of the Vendor Code of Ethics.

The Vendor Code of Ethics is not an exhaustive list of policies, but instead provides guidance and policy statements to vendors about the general business conduct expected by Realogy. Vendors with questions regarding how the Vendor Code of Ethics applies to a specific situation should e-mail corporatecomplianceðics@realogy.com.

II. Vendor Code of Ethics Principles

COMPLIANCE WITH ALL APPLICABLE LAWS AND REGULATIONS

All vendors shall conduct their business activities in full compliance with the laws and regulations of the countries in which they are located and in which they do business. Vendors shall require that any individual that represents, or appears to represent, the vendor comply with the same laws and regulations that govern the vendor. These requirements are in line with any similar requirements contained in the vendor's agreement to do business with Realogy. In addition to any specific obligations under vendor's agreement with Realogy, all Realogy vendors shall, without limitation:

- Comply with the United States Foreign Corrupt Practices Act
- Comply with any industry specific laws and regulations that govern the vendor's business practices
- Comply with all state data privacy laws, especially with respect to the restrictions on retention and use of customer's Personally Identifiable Information
- Be honest, direct, and truthful in discussions with regulatory agency representatives and government officials

HONEST AND ETHICAL BUSINESS PRINCIPLES

Realogy vendors shall conduct their business and activities with integrity and in accordance with their obligations under specific agreements with Realogy. Realogy recognizes that vendors have their own internal codes of conduct, and, in many instances, those codes of conduct share the tenets to the Vendor Code of Ethics. However, Realogy wants to ensure that vendors understand the expectations that Realogy has for any entity we do business with. Therefore, in addition to any specific obligations under vendor's agreement with Realogy, all Realogy vendors shall, without limitation:

- Maintain honest and accurate books and records of business information
- Ensure that all business records are retained and disposed of in full compliance of any governing law or regulation
- Protect and responsibly use both the physical and intellectual assets of Realogy including Realogy Information Technology Resources when authorized by Realogy to use such assets
 - Use Realogy provided information technology and systems, including e-mail, (“Realogy Information Technology Resources”) for legitimate business-related purposes, for example: Realogy strictly prohibits vendors from using Realogy Information Technology Resources to create, access, store, print, solicit, or send any material that is intimidating, harassing, threatening, abusive, sexually explicit or otherwise offensive
 - Realogy strictly prohibits any false, derogatory, or malicious communications using Realogy Information Technology Resources
- Comply with all Realogy Information Security requirements which govern the conditions precedent to receiving access to Realogy's internal corporate network, all systems and buildings when necessary.
- Comply with the intellectual property ownership rights of Realogy and third parties including but not limited to patents, copyrights, trademarks, and trade secrets.
- Speak to the press on Realogy's behalf only if vendor is expressly authorized in writing to do so by Realogy prior to any such communication taking place.
- Use good judgment, discretion, and moderation when offering gifts or entertainment to Realogy employees. We will not accept, directly or indirectly, any cash or monetary equivalents, objects of value or preferential treatment from any person or enterprise that has, or is seeking; business with Realogy where doing so may influence, or appear to influence, our business judgment. However, Realogy employees may accept gifts of nominal value offered in the normal course of business as long as they do not influence, or appear to influence, our business judgment.
- Vendor will refrain from offering or accepting a bribe, kickback, bartering arrangement for goods or services, and/or any other incentive in order to obtain or retain Realogy business.
- Avoid giving the appearance of or engaging in any actual improprieties and/or conflicts of interest. Vendors shall not deal directly with any Realogy employee whose spouse, domestic partner, or other family member or relative holds a financial interest in the Vendor. Any deviation from this policy requires prior written consent from a Realogy Corporate Compliance & Ethics Officer.

NOTIFICATION OF BREACH OF ANY DATA SYSTEM HOLDING REALOGY RELATED PERSONALLY IDENTIFIABLE INFORMATION (“PII”)

Vendor shall notify Realogy immediately following the discovery of any suspected breach or compromise of the security, confidentiality, or integrity of Realogy’s account information with vendor by calling the Realogy Code of Ethics Line at 866-495-CODE (2633). Vendor shall provide follow-up written notification within 48 hours to Realogy. Written notification shall include:

- A brief summary of the available facts
- The status of vendor’s investigation
- The potential number of consumers affected (the “Affected Persons”) and the jurisdiction(s) in which they reside.

Vendor agrees to notify the Affected Persons regarding any security breach/privacy event in compliance with the applicable laws of the affected jurisdiction(s). All costs associated with any security breach privacy event, including but not limited to, the costs of the notices to, and any legally required credit monitoring for, Affected Persons shall be the sole responsibility of the vendor. Vendor agrees that it shall coordinate with Realogy with respect to any communication to any third party, including but not limited to the media, vendors, consumers, and Affected Persons regarding any security breach/privacy event.

EMPLOYMENT PRINCIPLES

Realogy expects its vendors to share its commitment to diversity, equal employment opportunity, and a safe and harassment free workplace. Realogy vendors shall conduct their employment practices in full compliance with all applicable laws, and regulations in all of their operations. In addition to any specific obligations under vendor’s agreement with Realogy, all Realogy vendors shall, without limitation:

- Cooperate with Realogy’s commitment to a workforce free of harassment and unlawful discrimination
- Provide a safe and healthy work environment and fully comply with all applicable safety and health regulations and practices
- Prohibit the use, possession, distribution, and/or sale of alcohol during hours conducting Realogy business, unless the use, possession, distribution or sale of alcohol is approved in connection with a Realogy sanctioned event
- Prohibit the use, possession, distribution, and/or sale of illegal drugs
- Use only voluntary labor. The use of forced labor whether in the form of indentured labor, bonded labor, or prison labor by a Realogy Vendor and/or its subcontractors is prohibited
- Comply with all minimum working age laws and requirements
- Comply with all applicable laws governing compensation and working hours

III. Compliance with Vendor Code of Ethics

VENDOR RESPONSIBILITY TO EDUCATE WORKFORCE

It is the responsibility of the vendor to ensure that all individuals that represent vendor in business dealings with Realogy understand and comply with the Vendor Code of Ethics and to immediately inform its Realogy contact (or a member of Realogy management) if and when any situation develops that requires the vendor to operate in violation of the principles set forth in this document.

ENFORCEMENT OF THE VENDOR CODE OF ETHICS

Realogy intends to enforce the terms of the Vendor Code of Ethics in accordance with the terms of vendor's agreement with Realogy and will not tolerate any departure from its standards unless expressly permitted by Realogy. Realogy vendors are expected to self-monitor their compliance with this Vendor Code of Ethics.

In addition to any other rights Realogy may have under its agreement with vendor, Realogy may request the immediate removal of any individual(s) representing the vendor who behave(s) in a manner that is unlawful or inconsistent with:

- This Vendor Code of Ethics,
- Any Realogy policy, or
- That is otherwise deemed unacceptable to Realogy.

COMPLIANCE CERTIFICATION

All vendors are required, as a condition for maintaining an active vendor relationship with Realogy, to acknowledge their obligation to comply with the Vendor Code of Ethics.

REPORTING OF QUESTIONABLE BEHAVIOR AND/OR POSSIBLE VIOLATIONS OF VENDOR CODE OF ETHICS

Realogy also wants our vendors to feel comfortable that they are engaging in business with a highly ethical company. As such, please know that all of the above principles apply to every employee of Realogy, and we invite you to report any instances in which you believe a Realogy employee violates the above principles. If you wish to report a questionable behavior or possible violation of the Vendor Code of Ethics, you are encouraged to work with your Realogy contact in resolving your concern. However, Realogy recognizes that there may be situations when this is not possible or appropriate. In such instances, contact any of the following:

- The Realogy Code of Ethics Line at 866-495-CODE (2633).
- Send a letter to the Corporate Compliance & Ethics Officer at Realogy Corporation, One Campus Drive, Parsippany, NJ 07054 or send a confidential fax to 973-407-5636.

Realogy will not tolerate any retribution or retaliation taken against any individual who has, in good faith, sought out advice or has reported questionable behavior and/or a possible violation of the Vendor Code of Ethics.