

REALOGY GROUP LLC  
Form 10-Q  
May 01, 2013  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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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, 2013

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. 001-35674

REALOGY HOLDINGS CORP

(Exact name of registrant as specified in its charter)

20-8050955

(I.R.S. Employer Identification Number)

Commission File No. 333-179896

REALOGY GROUP LLC

(Exact name of registrant as specified in its charter)

20-4381990

(I.R.S. Employer Identification Number)

Delaware

(State or other jurisdiction of incorporation or organization)

175 Park Avenue

Madison, NJ 07940

(Address of principal executive offices) (Zip Code)

(973) 407-2000

(Registrants' telephone number, including area code)

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1 Campus Drive

Parsippany, NJ 07054

(Former name, former address and former fiscal year, if changed since last report)

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 registrant was required to file such reports), and (2) have been subject to such filing requirements for the past 90 days.

Realogy Holdings Corp. Yes  No  Realogy Group LLC 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 Registrants were required to submit and post such files).

Realogy Holdings Corp. Yes  No  Realogy Group LLC 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

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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)	
Realogy Holdings Corp.	..	..	p	..
Realogy Group LLC	..	..	p	..

Indicate by check mark whether the Registrants are a shell company (as defined in Rule 12b-2 of the Exchange Act).

Realogy Holdings Corp. Yes  No  Realogy Group LLC Yes  No

There were 145,738,746 shares of Common Stock, \$0.01 par value, of Realogy Holdings Corp. outstanding as of April 29, 2013.

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INTRODUCTORY NOTE

Except as otherwise indicated or unless the context otherwise requires, the terms “we,” “us,” “our,” “our company,” “Realogy,” “Realogy Holdings” and the “Company” refer to Realogy Holdings Corp., a Delaware corporation, and its consolidated subsidiaries, including Realogy Intermediate Holdings LLC, a Delaware limited liability company (“Realogy Intermediate”), and Realogy Group LLC, a Delaware limited liability company (“Realogy Group”). Neither Realogy Holdings, the indirect parent of Realogy Group, nor Realogy Intermediate, the direct parent company of Realogy Group, conducts any operations other than with respect to its respective direct or indirect ownership of Realogy Group. As a result, the consolidated financial positions, results of operations and cash flows of Realogy Holdings, Realogy Intermediate and Realogy Group are the same.

Realogy Holdings is not a party to the senior secured credit facility and certain references in this report to our consolidated indebtedness exclude Realogy Holdings with respect to indebtedness under the senior secured credit facility. In addition, while Realogy Holdings is a guarantor of Realogy Group's obligations under its secured and unsecured notes, Realogy Holdings is not subject to the restrictive covenants in the indentures governing such indebtedness.

FORWARD-LOOKING STATEMENTS

Forward-looking statements included in this report and our other public filings or other public statements that we make from time to time are based on various facts and derived utilizing numerous important assumptions and 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. Forward-looking statements include the information concerning our future financial performance, business strategy, projected plans and objectives, as well as projections of macroeconomic and industry 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:

risks related to general business, economic, employment and political conditions and 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, stagnant or declining home prices 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 recessions, slow economic growth, disruptions in the banking system and high levels of unemployment in the U.S. and abroad;

increasing mortgage rates and down payment requirements and/or constraints on the availability of mortgage financing, including but not limited to the potential impact of various provisions of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”) and regulations that may be promulgated thereunder relating to mortgage financing as well as other factors that tighten underwriting standards;

legislative, tax or regulatory changes that would adversely impact the residential real estate market, including potential reforms of the Federal National Mortgage Association (“Fannie Mae”), the Federal Home Loan Mortgage Corporation (“Freddie Mac”) and the Federal Housing Administration, and potential tax code reform, which could reduce 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;

renewed high levels of foreclosure activity including but not limited to the release of homes already held for sale by financial institutions;

insufficient or excessive regional home inventory levels;

the inability or unwillingness of homeowners to enter into homesale transactions due to negative equity in their existing homes; and



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lower homeownership rates or failure of homeownership rates to return to more typical levels;

- our geographic and high-end market concentration, particularly with respect to our company owned brokerage operations;
- our inability to enter into franchise agreements with new franchisees or to realize royalty revenue growth from them;
- our inability to renew existing franchise agreements or maintain franchisee satisfaction with our brands;
- existing franchisees may incur operating losses if sales volume decreases which may impede their ability to grow or continue operations. Additionally, debt incurred by our franchisees during the downturn may hinder long-term growth and their ability to pay back indebtedness;
- 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,
- 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;
- our failure to comply with laws, regulations and regulatory interpretations and any changes in laws, regulations and regulatory interpretations;
- seasonal fluctuations in the residential real estate brokerage business which could adversely affect our business, financial condition and liquidity;
- the loss of any of our senior management or key managers or employees or other significant labor or employment issues;
- the failure or significant disruption from various causes of our critical information technologies;
- adverse effects of natural disasters or environmental catastrophes;
- risks related to our international operations;
- risks associated with our substantial indebtedness and interest obligations, including risks related to having to dedicate a substantial portion of our cash flows from operations to service our debt, risks related to our ability to refinance our indebtedness and to incur additional indebtedness, risks associated with our ability to comply with our senior secured leverage ratio covenant under our senior secured credit facility, interest rate risk, and risks related to an event of default under our outstanding indebtedness;
- changes in corporate relocation practices resulting in fewer employee relocations;
- an increase in the claims rate of our title underwriter;
- 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;
- any remaining resolutions or outcomes with respect to Cendant's contingent liabilities under the Separation and Distribution Agreement and the Tax Sharing Agreement, including any adverse impact on our future cash flows;
- any adverse resolution of litigation, governmental proceedings or arbitration awards; 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," "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K for the year ended December 31, 2012 (the "2012 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.



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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

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

We have reviewed the accompanying condensed consolidated balance sheet of Realogy Holdings Corp. and its subsidiaries as of March 31, 2013, and the related condensed consolidated statements of operations and comprehensive loss for the three-month periods ended March 31, 2013 and March 31, 2012 and the condensed consolidated statements of cash flows for the three-month periods ended March 31, 2013 and March 31, 2012. 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, 2012, and the related consolidated statements of operations, comprehensive loss, equity, and cash flows for the year then ended (not presented herein), and in our report dated February 25, 2013, 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, 2012, 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 1, 2013



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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholder of Realogy Group LLC:

We have reviewed the accompanying condensed consolidated balance sheet of Realogy Group LLC and its subsidiaries as of March 31, 2013, and the related condensed consolidated statements of operations and comprehensive loss for the three-month periods ended March 31, 2013 and March 31, 2012 and the condensed consolidated statements of cash flows for the three-month periods ended March 31, 2013 and March 31, 2012. 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, 2012, and the related consolidated statements of operations, comprehensive loss, equity, and cash flows for the year then ended (not presented herein), and in our report dated February 25, 2013, 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, 2012, 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 1, 2013

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CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(In millions, except per share data)

(Unaudited)

	Three Months Ended March 31,	
	2013	2012
Revenues		
Gross commission income	\$676	\$606
Service revenue	183	172
Franchise fees	57	54
Other	41	43
Net revenues	957	875
Expenses		
Commission and other agent-related costs	454	402
Operating	327	318
Marketing	50	51
General and administrative	67	77
Former parent legacy costs (benefit), net	1	(3)
Restructuring costs	—	3
Depreciation and amortization	42	45
Interest expense, net	89	170
Loss on the early extinguishment of debt	3	6
Other (income)/expense, net	—	1
Total expenses	1,033	1,070
Loss before income taxes, equity in earnings and noncontrolling interests	(76)	(195)
Income tax expense	7	7
Equity in earnings of unconsolidated entities	(9)	(10)
Net loss	(74)	(192)
Less: Net income attributable to noncontrolling interests	(1)	—
Net loss attributable to Realogy Holdings and Realogy Group	\$(75)	\$(192)
Earnings (loss) per share attributable to Realogy Holdings:		
Basic loss per share:	\$(0.52)	\$(23.95)
Diluted loss per share:	\$(0.52)	\$(23.95)
Weighted average common and common equivalent shares of Realogy Holdings outstanding:		
Basic:	145.1	8.0
Diluted:	145.1	8.0

See Notes to Condensed Consolidated Financial Statements.

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CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

(In millions)

(Unaudited)

	Three Months Ended March 31,	
	2013	2012
Net loss	\$ (74 )	\$ (192 )
Currency translation adjustment	(3 )	2
Defined benefit pension plan - amortization of actuarial loss to periodic pension cost	—	1
Other comprehensive (loss) income, before tax	(3 )	3
Income tax expense related to other comprehensive (loss) income amounts	—	1
Other comprehensive (loss) income, net of tax	(3 )	2
Comprehensive loss	(77 )	(190 )
Less: comprehensive income attributable to noncontrolling interests	(1 )	—
Comprehensive loss attributable to Realogy Holdings and Realogy Group	\$ (78 )	\$ (190 )

See Notes to Condensed Consolidated Financial Statements.

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CONDENSED CONSOLIDATED BALANCE SHEETS

(In millions, except per share data)

(Unaudited)

	March 31, 2013	December 31, 2012
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 366	\$ 376
Trade receivables (net of allowance for doubtful accounts of \$50 and \$51)	118	122
Relocation receivables	321	324
Relocation properties held for sale	5	9
Deferred income taxes	53	54
Other current assets	99	93
Total current assets	962	978
Property and equipment, net	190	188
Goodwill	3,306	3,304
Trademarks	732	732
Franchise agreements, net	1,613	1,629
Other intangibles, net	390	399
Other non-current assets	222	215
Total assets	\$ 7,415	\$ 7,445
<b>LIABILITIES AND EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 147	\$ 148
Securitization obligations	239	261
Due to former parent	70	69
Revolving credit facilities and current portion of long-term debt	154	110
Accrued expenses and other current liabilities	381	427
Total current liabilities	991	1,015
Long-term debt	4,317	4,256
Deferred income taxes	448	444
Other non-current liabilities	216	211
Total liabilities	5,972	5,926
Commitments and contingencies (Notes 8 and 10)		
Equity:		
Realogy Holdings preferred stock: \$.01 par value; 50,000,000 shares authorized, none issued and outstanding at March 31, 2013 and December 31, 2012.	—	—
Realogy Holdings common stock: \$.01 par value; 400,000,000 shares authorized, 145,370,433 shares outstanding at March 31, 2013 and 145,369,453 shares outstanding at December 31, 2012.	1	1
Additional paid-in capital	5,594	5,591
Accumulated deficit	(4,120)	(4,045)
Accumulated other comprehensive loss	(34)	(31)
Total stockholders' equity	1,441	1,516
Noncontrolling interests	2	3
Total equity	1,443	1,519
Total liabilities and equity	\$ 7,415	\$ 7,445

See Notes to Condensed Consolidated Financial Statements.

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CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In millions)

(Unaudited)

	Three Months Ended March 31,	
	2013	2012
Operating Activities		
Net loss	\$(74 )	\$(192 )
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	42	45
Deferred income taxes	5	6
Amortization of deferred financing costs and discount on unsecured notes	3	4
Loss on the early extinguishment of debt	3	6
Equity in earnings of unconsolidated entities	(9 )	(10 )
Other adjustments to net loss	5	3
Net change in assets and liabilities, excluding the impact of acquisitions and dispositions:		
Trade receivables	3	(2 )
Relocation receivables and advances	1	(6 )
Relocation properties held for sale	4	5
Other assets	(3 )	(4 )
Accounts payable, accrued expenses and other liabilities	(39 )	103
Due (to) from former parent	1	(4 )
Dividends received from unconsolidated entities	15	14
Net cash used in operating activities	(43 )	(32 )
Investing Activities		
Property and equipment additions	(12 )	(9 )
Net assets acquired (net of cash acquired) and acquisition-related payments	(2 )	(4 )
Purchases of certificates of deposit, net	—	(3 )
Change in restricted cash	(2 )	(4 )
Net cash used in investing activities	(16 )	(20 )
Financing Activities		
Net change in revolving credit facilities	25	(208 )
Proceeds from term loan extension	79	—
Repayments of term loan credit facility	—	(629 )
Proceeds from issuance of First Lien Notes	—	593
Proceeds from issuance of First and a Half Lien Notes	—	325
Net change in securitization obligations	(21 )	(27 )
Debt issuance costs	(22 )	(2 )
Other, net	(11 )	4
Net cash provided by financing activities	50	56
Effect of changes in exchange rates on cash and cash equivalents	(1 )	1
Net (decrease)/increase in cash and cash equivalents	(10 )	5
Cash and cash equivalents, beginning of period	376	143
Cash and cash equivalents, end of period	\$ 366	\$ 148
Supplemental Disclosure of Cash Flow Information		
Interest payments (including securitization interest expense)	\$ 92	\$ 66

Income tax payments, net	3	—
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See Notes to Condensed Consolidated Financial Statements.

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REALOGY HOLDINGS CORP. AND REALOGY GROUP LLC  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unless otherwise noted, all amounts are in millions)

(Unaudited)

1. BASIS OF PRESENTATION

Realogy Holdings Corp. (previously known as Domus Holdings Corp.) (“Realogy Holdings”, “Realogy” or the “Company”) is a holding company for its consolidated subsidiaries including Realogy Intermediate Holdings LLC (“Realogy Intermediate”) and Realogy Group LLC (“Realogy Group”). Neither Realogy Holdings, the indirect parent of Realogy Group, nor Intermediate, the direct parent company of Realogy Group, conducts any operations other than with respect to its respective direct or indirect ownership of Realogy Group. As a result, the consolidated financial positions, results of operations and cash flows of Realogy Holdings, Realogy Intermediate and Realogy Group are the same.

Realogy Holdings was incorporated on December 14, 2006. On April 10, 2007, Realogy Holdings, then wholly 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”), acquired the outstanding shares of Realogy Group (then known as Realogy Corporation, a Delaware corporation) pursuant to a merger of its wholly owned subsidiary Domus Acquisition Corp., with and into Realogy Group (the “Merger”) with Realogy Holdings becoming the indirect parent company of Realogy Group. Prior to the consummation of the Realogy Holdings' initial public offering and related transactions in October 2012, Realogy Holdings was owned by Apollo and members of the Company's management. As of March 31, 2013, Apollo owned approximately 45% of the outstanding shares of Realogy Holdings (which was reduced to approximately 17% upon the consummation of the secondary public offering of shares of common stock by Apollo on April 16, 2013, see Note 13, “Subsequent Events”). As of March 31, 2013, Realogy Group is wholly-owned by Realogy Intermediate, a direct wholly-owned subsidiary of Realogy Holdings.

Realogy is a global provider of residential real estate services. Realogy Group (then Realogy Corporation) 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. The accompanying Condensed Consolidated Financial Statements include the financial statements of Realogy Holdings and Realogy Group. Realogy Holdings' only asset is its investment in the common stock of Intermediate, and Intermediate's only asset is its investment in Realogy Group. Realogy Holdings' only obligations are its guarantees of certain borrowings and certain franchise obligations of Realogy Group. All expenses incurred by Realogy Holdings and Intermediate are for the benefit of Realogy Group and have been reflected in Realogy Group's consolidated financial statements. The consolidated financial statements of the Company 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.

In management's opinion, the accompanying Condensed Consolidated Financial Statements reflect all normal and recurring adjustments necessary to present fairly the Realogy Holdings and Realogy Group' financial position as of March 31, 2013 and the results of operations, and comprehensive loss for the three months ended March 31, 2013 and 2012 and cash flows for the three months ended March 31, 2013 and 2012.

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, 2012 included in the Annual Report on Form 10-K for the year



ended December 31, 2012.

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## 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.

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.

The following table summarizes fair value measurements by level at March 31, 2013 for assets/liabilities measured at fair value on a recurring basis:

	Level I	Level II	Level III	Total
Interest rate swaps (included in other non-current liabilities)	\$—	\$30	\$—	\$30
Deferred compensation plan assets (included in other non-current assets)	1	—	—	1

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

	Level I	Level II	Level III	Total
Interest rate swaps (included in other non-current liabilities)	\$—	\$29	\$—	\$29
Deferred compensation plan assets (included in other non-current assets)	1	—	—	1

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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, 2013		December 31, 2012	
	Carrying Amount	Estimated Fair Value (a)	Carrying Amount	Estimated Fair Value (a)
<b>Debt</b>				
<b>Senior Secured Credit Facility:</b>				
Revolving credit facility	\$ 135	\$ 135	\$ 110	\$ 110
Term loan facility	1,901	1,925	1,822	1,831
7.625% First Lien Notes	593	669	593	673
7.875% First and a Half Lien Notes	700	766	700	763
9.00% First and a Half Lien Notes	325	377	325	366
11.50% Senior Notes	490	521	489	527
12.00% Senior Notes	129	137	129	140
12.375% Senior Subordinated Notes	188	189	188	192
13.375% Senior Subordinated Notes	10	11	10	11
Securitization obligations	239	239	261	261

(a) The fair value of the Company's indebtedness is categorized as Level I.

**Income Taxes**

Income tax expense for the three months ended March 31, 2013 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. 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. Management will continue to evaluate all evidence, including the impact of the reduction in indebtedness and related interest expense as a result of the Company's initial public offering, as well as the impact of note redemptions discussed in Note 13, "Subsequent Events", to determine if the valuation allowance is appropriate for future periods.

**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 Canadian Dollar, Swiss Franc, Euro and British Pound. 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, 2013, the Company had outstanding foreign currency forward contracts with a fair value of less than \$1 million and a notional value of \$18 million. As of December 31, 2012, the Company had outstanding foreign currency forward contracts with a fair value of less than \$1 million and a notional value of \$28 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 two interest rate swaps with an aggregate notional value of \$425 million to hedge the variability in cash flows resulting from the term loan facility. The first swap, with a notional value of \$225 million, commenced in July 2012 and expires in February 2018 and the second swap, with a notional value of \$200 million, commenced in January 2013 and expires in February 2018. The Company is utilizing pay fixed interest swaps (in exchange for floating LIBOR rate based payments) to perform this hedging strategy.

The fair value of derivative instruments was as follows:

Liability Derivatives	Balance Sheet Location	Fair Value March 31, 2013
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			December 31,
Not Designated as Hedging Instruments			2012
Interest rate swap contracts	Other non-current liabilities	\$30	\$29

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The effect of derivative instruments on earnings is as follows:

Derivative Instruments Not Designated as Hedging Instruments	Location of (Gain) or Loss Recognized for Derivative Instruments	(Gain) or Loss Recognized on Derivatives	
		Three Months Ended March 31, 2013	2012
Interest rate swap contracts	Interest expense	\$2	\$3
Foreign exchange contracts	Operating expense	(1	) 1
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 \$9 million at March 31, 2013 and December 31, 2012, respectively and are primarily included within Other current assets on the Company's Condensed Consolidated Balance Sheets.

Supplemental Cash Flow Information

The Company had a non-cash transaction for the three months ended March 31, 2013 related to tenant improvements on the new corporate headquarters which resulted in \$5 million of non-cash accruals to fixed assets and deferred rent.

Defined Benefit Pension Plan

The net periodic pension cost for the three months ended March 31, 2013 was less than \$1 million and was comprised of interest cost and amortization of actuarial loss of \$2 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, 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.

Reclassifications from Accumulated Other Comprehensive Income

The Company adopted FASB's amended guidance for comprehensive income, which requires new footnote disclosures related to reclassifications out of accumulated other comprehensive income to net income. These reclassifications include the amortization of actuarial loss to periodic pension cost of less than \$1 million and \$1 million for the three months ended March 31, 2013 and March 31, 2012, respectively. These amounts were reclassified from accumulated other comprehensive income to the general and administrative expenses line on the statement of operations.

Recently Adopted Accounting Pronouncements

In July 2012, the FASB amended the guidance on impairment testing for indefinite-lived intangible assets that allows an entity to elect to qualitatively assess whether it is necessary to perform the current two step impairment test. If the qualitative assessment determines that it is not more-likely-than-not that the fair value of the indefinite-lived intangible asset 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 indefinite-lived intangible asset 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 impairment tests performed for fiscal years beginning after September 15, 2012, however early adoption is permitted. The Company will consider utilizing the new qualitative analysis for its annual impairment test to be performed in the fourth quarter of 2013.

In February 2013, the FASB amended guidance requiring new footnote disclosures related to reclassifications out of accumulated other comprehensive income to net income. Companies are required to present either in a single note or parenthetically on the face of the financial statements, the effect of significant amounts reclassified from each component of accumulated other comprehensive income based on its source and the income statement line items affected by reclassification. A company would not need to show the income statement line item affected for certain components that are not required to be reclassified in their entirety to net income. If the component is not required to be reclassified to net income in its entirety, companies would instead cross reference that amount to the related footnote where additional details about the effect of the reclassification are disclosed. The Company disclosed the reclassifications for the three months ended March 31, 2013 and 2012.



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## 2. ACQUISITIONS

## 2013 ACQUISITIONS

During the three months ended March 31, 2013, the Company acquired two real estate brokerage operations through its wholly owned subsidiary, NRT, for total consideration of \$2 million. These acquisitions resulted in goodwill of \$2 million that was assigned to the Company Owned Brokerage Services segment.

None of the 2013 acquisitions were significant to the Company's results of operations, financial position or cash flows individually or in the aggregate.

## 2012 ACQUISITIONS

During the year ended December 31, 2012, the Company acquired seven real estate brokerage operations through its wholly owned subsidiary, NRT, for total consideration of \$5 million. These acquisitions resulted in goodwill of \$5 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.

## 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, 2012	\$3,264	\$788	\$641	\$397	\$5,090
Accumulated impairment losses	(1,023)	(158)	(281)	(324)	(1,786)
Balance at December 31, 2012	2,241	630	360	73	3,304
Goodwill acquired	—	2	—	—	2
Balance at March 31, 2013	\$2,241	\$632	\$360	\$73	\$3,306

Intangible assets are as follows:

	As of March 31, 2013			As of December 31, 2012		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Amortizable—Franchise agreements <sup>(a)</sup>	\$2,019	\$406	\$1,613	\$2,019	\$390	\$1,629
Unamortizable—Trademarks <sup>(b)</sup>	\$732	\$—	\$732	\$732	\$—	\$732
Other Intangibles						
Amortizable—License agreements <sup>(c)</sup>	\$45	\$5	\$40	\$45	\$5	\$40
Amortizable—Customer relationships <sup>(d)</sup>	529	191	338	529	182	347
Unamortizable—Title plant shares <sup>(e)</sup>	10	—	10	10	—	10
Amortizable—Other <sup>(f)</sup>	6	4	2	6	4	2
Total Other Intangibles	\$590	\$200	\$390	\$590	\$191	\$399

(a) Generally amortized over a period of 30 years.

(b) 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.

(c) 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).

(d) 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.

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Primarily related to the Texas American Title Company title plant shares. Ownership in a title plant is required to (e)transact title insurance in certain states. The Company expects to generate future cash flows for an indefinite period of time.

(f)Generally amortized over periods ranging from 2 to 10 years.

Intangible asset amortization expense is as follows:

	Three Months Ended March 31,	
	2013	2012
Franchise agreements	\$16	\$17
License agreement	—	1
Customer relationships	9	10
Other	—	2
Total	\$25	\$30

Based on the Company's amortizable intangible assets as of March 31, 2013, the Company expects related amortization expense for the remainder of 2013, the four succeeding years and thereafter to approximate \$80 million, \$105 million, \$95 million, \$95 million, \$91 million and \$1,527 million, respectively.

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

Accrued expenses and other current liabilities consisted of:

	March 31, 2013	December 31, 2012
Accrued payroll and related employee costs	\$78	\$80
Accrued volume incentives	19	22
Accrued commissions	18	22
Restructuring accruals	8	11
Deferred income	63	69
Accrued interest	79	87
Other	116	136
	\$381	\$427

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

Total indebtedness is as follows:

	March 31, 2013	December 31, 2012
Senior Secured Credit Facility:		
Revolving credit facility	\$135	\$110
Term loan facility	1,901	1,822
7.625% First Lien Notes	593	593
7.875% First and a Half Lien Notes	700	700
9.00% First and a Half Lien Notes	325	325
11.50% Senior Notes	490	489
12.00% Senior Notes	129	129
12.375% Senior Subordinated Notes	188	188
13.375% Senior Subordinated Notes	10	10
Securitization Obligations:		
Apple Ridge Funding LLC	214	235
Cartus Financing Limited	25	26
	\$4,710	\$4,627



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## Indebtedness Table

As of March 31, 2013, the total capacity, outstanding borrowings and available capacity under the Company's borrowing arrangements were as follows and gives effect to the refinancing of the revolving credit facility and the term loan facility under the amended and restated senior secured credit agreement dated as of March 5, 2013:

	Interest Rate	Expiration Date	Total Capacity	Outstanding Borrowings	Available Capacity
Senior Secured Credit Facility:					
Revolving credit facility <sup>(1)</sup>	(2)	March 2018	\$475	\$135	\$340
Term loan facility	(3)	March 2020	1,920	1,901	—
First Lien Notes	7.625%	January 2020	593	593	—
First and a Half Lien Notes	7.875%	February 2019	700	700	—
First and a Half Lien Notes	9.00%	January 2020	325	325	—
Other bank indebtedness	(4)	August 2013	8	—	8
Senior Notes <sup>(5)</sup>	11.50%	April 2017	492	490	—
Senior Notes <sup>(6)</sup>	12.00%	April 2017	130	129	—
Senior Subordinated Notes <sup>(7)</sup>	12.375%	April 2015	190	188	—
Senior Subordinated Notes <sup>(8)</sup>	13.375%	April 2018	10	10	—
Securitization obligations: <sup>(9)</sup>					
Apple Ridge Funding LLC <sup>(10)</sup>		December 2013	375	214	161
Cartus Financing Limited <sup>(11)</sup>		Various	61	25	36
			\$5,279	\$4,710	\$545

(1) On April 29, 2013, the Company had \$310 million outstanding on the revolving credit facility and no outstanding letters of credit on such facility, leaving \$165 million of available capacity.

Interest rates with respect to revolving loans under the senior secured credit facility are based on, at Realogy Group's option, (a) adjusted LIBOR plus 2.75% or (b) JPMorgan Chase Bank, N.A., prime rate ("ABR") plus 1.75% in each case subject to reductions based on the attainment of certain leverage ratios.

(2) Consists of a \$1,920 million term loan, less a discount of \$19 million. The interest rate with respect to the term loan under the senior secured credit facility is based on, at Realogy Group's option, (a) adjusted LIBOR plus 3.50% (with a LIBOR floor of 1.00%) or (b) JPMorgan Chase Bank, N.A.'s prime rate ("ABR") plus 2.50% (with an ABR floor of 2.0%).

(3) A revolving credit facility in the U.K. with a capacity of £5 million (\$8 million) which expires in August 2013. The facility has a one-year term with certain options for renewal. The interest rate with respect to the revolving credit facility is based on the bank's base rate plus 2.0%. This facility is supported by a letter of credit issued under the senior secured credit facility.

(4) Consists of \$492 million of 11.50% Senior Notes, less a discount of \$2 million. See Note 13, "Subsequent Events" for additional information on the 11.50% Senior Notes redemption.

(5) Consists of \$130 million of 12.00% Senior Notes, less a discount of \$1 million. The 12.00% Senior Notes were redeemed on April 23, 2013.

(6) Consists of \$190 million of 12.375% Senior Subordinated Notes, less a discount of \$2 million. The 12.375% Senior Subordinated Notes were redeemed on April 16, 2013.

(7) The 13.375% Senior Subordinated Notes were redeemed on April 16, 2013.

(8) Available capacity is subject to maintaining sufficient relocation related assets to collateralize these securitization obligations.

(9) On April 19, 2013, the Company elected to reduce the available capacity of the Apple Ridge securitization facility by \$50 million to \$325 million.

(10)

Consists of a £35 million facility which expires in August 2015 and a £5 million working capital facility which expires in August 2013.

Senior Secured Credit Facility

On March 5, 2013, Realogy Group entered into an amended and restated senior secured credit agreement (the “Amended and Restated Credit Agreement”). The Amended and Restated Credit Agreement replaces the agreement that had been entered into on April 10, 2007 and refinances the prior term loan facility and prior revolving credit facility. The Amended and Restated Credit Agreement provides for (a) a seven-year, \$1,920 million term loan facility issued at 99% of par with a maturity date of March 5, 2020, the proceeds of which were utilized to pay off the \$1,822 million

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principal amount of the existing term loan borrowings under the prior facility, plus accrued and unpaid interest, and to pay the fees and expenses incurred in connection with the refinancing and for general corporate purposes; and (b) a five-year, \$475 million revolving credit facility with a maturity date of March 5, 2018, which includes (i) a \$250 million letter of credit subfacility and (ii) a swingline loan subfacility. Initial borrowings under the new revolving credit facility were used to repay the outstanding indebtedness under the prior revolving credit facility. The interest rate with respect to the term loan is based on, at our option, adjusted LIBOR plus 3.50% (with a LIBOR floor of 1.00%) or ABR plus 2.50% (with an ABR floor of 2.0%). The interest rate with respect to revolving loans under the revolving credit facility is based on, at our option, adjusted LIBOR plus 2.75% or ABR plus 1.75%.

The Amended and Restated Credit Agreement also retains a \$155 million synthetic letter of credit facility, approximately \$36 million of which matures on October 10, 2013 and the balance of which matures on October 10, 2016.

The Amended and Restated Credit Agreement permits the Company to obtain up to \$500 million of additional credit facilities from lenders reasonably satisfactory to the administrative agent and us, without the consent of the existing lenders under the new senior secured credit facility, plus an unlimited amount if our senior secured leverage ratio is less than 3.50 to 1.0 on a pro forma basis. Subject to certain restrictions, the Amended and Restated Credit Agreement also permits us to issue senior secured or unsecured notes in lieu of any incremental facility.

The Senior Secured Credit Facility consisting of the term loan facility, revolving credit facility, and synthetic letter of credit facility are collectively referred to as the “First Lien Facilities”. Realogy Group uses the revolving credit facility for, among other things, working capital and other general corporate purposes.

The synthetic letter of credit facility may be utilized for general corporate purposes, including the support of Realogy Group’s obligations with respect to Cendant contingent and other liabilities assumed under the Separation and Distribution Agreement. As of March 31, 2013, the capacity was being utilized by a \$53 million letter of credit with Cendant for potential contingent obligations and \$91 million of letters of credit for other general corporate purposes. The term loan facility provides for quarterly amortization payments totaling 1% per annum of the original principal amount of the term loan facility, commencing June 30, 2013, with the balance payable upon the final maturity date. The synthetic letter of credit facility provides for quarterly amortization payments totaling 1% per annum of the principal amount of the synthetic letter of credit facility outstanding with the balance payable upon the final maturity date.

The obligations under the Amended and Restated Agreement are secured to the extent legally permissible by substantially all of the assets of Realogy Group, Realogy Intermediate and all of their domestic subsidiaries, other than certain excluded subsidiaries, including but not limited to (a) a first-priority pledge of substantially all capital stock held by Realogy Group 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 (b) perfected first-priority security interests in substantially all tangible and intangible assets of Realogy Group and each subsidiary guarantor, subject to certain exceptions.

Realogy Group’s senior secured credit facility contains financial, affirmative and negative covenants and requires Realogy Group to maintain a senior secured leverage ratio of 4.75 to 1.0 tested on a quarterly basis but only if the aggregate amount of borrowings outstanding under the revolving credit facility together with the aggregate amount of letters of credit issued under the letter of credit subfacility at the end of the applicable quarter, exceed 25% of the aggregate revolving credit facility commitments. 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. At March 31, 2013, Realogy Group’s aggregate borrowings and outstanding letters of credit issued under the revolving credit facility exceeded 25% of the aggregate revolving credit facility commitments and therefore the senior secured leverage ratio computation was required. At March 31, 2013, Realogy Group’s senior secured leverage ratio was 3.38 to 1.0 and was in compliance with the senior secured leverage ratio covenant.

Realogy Group 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 Realogy Intermediate equity for cash, which would be infused as capital into Realogy Group. If Realogy Group 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.

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If an event of default occurs under the senior secured credit facility, and Realogy Group fails to obtain a waiver from the lenders, Realogy Group'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 Group;
  - could elect to declare all borrowings outstanding, together with accrued and unpaid interest and fees, to be due and payable;
  - could require Realogy Group to apply all of its available cash to repay these borrowings; or
  - could prevent Realogy Group 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, the unsecured notes and the Company's Apple Ridge Funding LLC securitization program.

If Realogy Group 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, which assets also secure its other secured indebtedness. Realogy Group 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 Realogy Group 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 and the unsecured notes, or be able to borrow sufficient funds to refinance such indebtedness. Even if Realogy Group is able to obtain new financing, it may not be on commercially reasonable terms, or terms that are acceptable to Realogy Group.

### First Lien Notes

The \$593 million of First Lien Notes are senior secured obligations of Realogy Group 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 (the first interest payment was July 15, 2012). The First Lien Notes are guaranteed on a senior secured basis by Realogy Intermediate and each domestic subsidiary of Realogy Group that is a guarantor under the Senior Secured Credit Facility or certain of Realogy Group's outstanding debt securities. The First Lien Notes are also guaranteed by Realogy 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 and (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.

### First and a Half Lien Notes

The First and a Half Lien Notes are senior secured obligations of the Company. The \$700 million of 7.875% First and a Half Lien Notes mature in February 2019 and interest is payable semiannually on February 15 and August 15 of each year. The \$325 million of 9.0% First and a Half Lien Notes mature in January 2020 and interest is payable semiannually on January 15 and July 15 of each year (the first interest payment date was July 15, 2012). The First and a Half Lien Notes are guaranteed on a senior secured basis by Realogy Intermediate and each domestic subsidiary of Realogy Group that is a guarantor under the Senior Secured Credit Facility or certain of Realogy Group's outstanding debt securities. The First and a Half Lien Notes are also guaranteed by Realogy 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. The priority of the collateral liens securing each series of the First and a Half Lien Notes is equal to one another.

### Unsecured Notes

On April 16, 2013, Realogy Group utilized approximately \$201 million of the remaining \$218 million of net proceeds from the Company's initial public offering to redeem all of the outstanding Senior Subordinated Notes. On April 23, 2013, the Company utilized the remaining net proceeds, cash on hand and borrowings under its revolving credit facility to redeem all of the outstanding 12.00% Senior Notes at a premium of 106%. After giving effect to the foregoing, the only Unsecured Notes outstanding are the 11.50% Senior Notes.



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The \$490 million of 11.50% Senior Notes mature on April 15, 2017 and bear interest payable semiannually on April 15 and October 15 of each year. The 11.50% Senior Notes are guaranteed on an unsecured senior basis by each domestic subsidiary of Realogy Group that is a guarantor under the senior secured credit facility or certain of Realogy Group's outstanding debt securities. The Senior Notes are guaranteed by Realogy Holdings on an unsecured senior subordinated basis. See Note 13, "Subsequent Events" for additional information on the redemption of the 11.50% Senior Notes which will occur on May 28, 2013.

Securitization Obligations

Realogy Group has secured obligations through Apple Ridge Funding LLC, a securitization program with a borrowing capacity of \$375 million and an expiration date of December 2013. On April 19, 2013, the Company elected to reduce the available capacity of the Apple Ridge securitization facility by \$50 million to \$325 million.

Realogy Group, through a special purpose entity, known as Cartus Financing Limited has 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 2013. These Cartus Financing Limited facilities are secured by the relocation assets of a U.K. government contract in this special purpose entity and are therefore classified as permitted securitization financings as defined in Realogy Group's senior secured credit facility and the indentures governing the Unsecured Notes.

The Apple Ridge entities and the 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 Group's relocation business in order to facilitate the relocation of their employees. Assets of these special purpose entities are not available to pay Realogy Group'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, any uncured breach of Realogy Group's senior secured leverage ratio under Realogy Group's senior secured credit facility, and cross-defaults to Realogy Group's 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 \$305 million and \$309 million of underlying relocation receivables and other related relocation assets at March 31, 2013 and December 31, 2012, 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 Condensed Consolidated Balance Sheets.

Interest incurred in connection with borrowings under these facilities amounted to \$2 million and \$2 million for the three months ended March 31, 2013 and March 31, 2012, respectively. This interest is recorded within net revenues in the accompanying Condensed 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 3.1% and 3.5% for the three months ended March 31, 2013 and 2012, respectively.

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

For the three months ended March 31, 2013, the Company recorded a loss on the early extinguishment of debt of \$3 million for the portion of the Amended and Restated Credit Agreement that qualified for debt extinguishment. In addition, the Company wrote off deferred financing costs of \$2 million to interest expense for the portion of the Amended and Restated Credit Agreement that qualified as a debt modification.

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





Table of Contents**6. RESTRUCTURING COSTS****2012 Restructuring Program**

During 2012, the Company committed to various initiatives targeted principally at reducing costs, enhancing organizational efficiencies and consolidating existing facilities. The Company incurred restructuring charges of \$12 million for the year ended December 31, 2012. The Company Owned Real Estate Brokerage Services segment recognized \$3 million of facility related expenses, \$3 million of personnel related expenses and \$1 million of expenses related to asset impairments. The Relocation Services segment recognized \$3 million of facility related expenses. The Title and Settlement Services segment recognized \$2 million of facility related expenses. At March 31, 2013, the remaining liability is \$3 million.

**Prior Restructuring Programs**

The Company committed to restructuring activities targeted principally at reducing personnel related costs and consolidating facilities during 2006 through 2011. At December 31, 2012, the remaining liability was \$11 million. During the three months ended March 31, 2013, the Company utilized \$2 million of the remaining accrual resulting in a remaining liability of \$9 million related to future lease payments.

**7. STOCK-BASED COMPENSATION**

The Company has stock-based compensation plans available under which non-qualified stock options, rights to purchase shares of common stock, restricted stock and other awards settleable in, or based upon, Realogy Holdings common stock may be issued to employees, consultants or directors of Realogy.

The number of shares authorized for issuance under the Realogy 2007 Stock Incentive Plan and the 2012 Long Term Incentive Plan are 2.8 million shares and 6.8 million shares, respectively. As of March 31, 2013, the total number of shares available for future grant under the 2007 Stock Incentive Plan and the 2012 LTIP was approximately 0.6 million shares and 4.8 million shares, respectively.

**Incentive Equity Awards Granted by Realogy Holdings**

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

	Time-vesting Options	Weighted Average Exercise Price	Phantom and Other Performance Options	Weighted Average Exercise Price	Restricted Stock	Weighted Average Grant Date Fair Value
Outstanding at January 1, 2013	3.10	\$ 26.61	0.16	\$ 20.61	0.29	\$ 27.09
Granted	0.01	44.30	—	—	—	—
Exercised	—	—	—	—	—	—
Vested	—	—	—	—	—	—
Forfeited/Expired	(0.01	) 20.60	—	—	—	—
Outstanding at March 31, 2013 (a)	3.10	\$ 26.67	0.16	\$ 20.61	0.29	\$ 27.09

(a) Options outstanding at March 31, 2013 had an intrinsic value of \$81 million and have a weighted average remaining contractual life of 8.9 years.

The fair value of the 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.

Grant date fair value	2013 Options	
	\$ 19.27	
Expected volatility	43.9	%
Expected term (years)	6.25	
Risk-free interest rate	1.0	%
Dividend yield	—	



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Stock-Based Compensation Expense

As of March 31, 2013, there was approximately \$33 million of unrecognized compensation cost related to options and restricted stock under the plans. Unrecognized compensation cost for the options and restricted stock will be recorded in future periods as compensation expense and have a remaining weighted average period of approximately 3 years. The Company recorded stock-based compensation expense related to the incentive equity awards of \$3 million and \$1 million for the three months ended March 31, 2013 and 2012, respectively.

Phantom Value Plan

On January 5, 2011, the Board of Directors of Realogy Holdings approved the Realogy Group LLC Phantom Value Plan (the "Phantom Value Plan"), which is intended to provide certain of Realogy's executive officers, with an incentive (the "Incentive Award") 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. The amount of the Incentive Awards granted to certain of Realogy's executive officers was determined by the sum of (1) the shares of common stock purchased by the executives at \$250.00 per share in April 2007 (representing an aggregate purchase price of \$19 million) and (2) the implied \$250.00 per share grant date value in April 2007 of the executive's restricted stock grant (representing an aggregate of \$3 million). Incentive Awards are immediately cancelable and forfeitable in the event of the termination of a participant's employment for any reason. The Incentive Awards terminate 10 years from the date of grant.

Incentive Awards under the Phantom Value Plan

Under the Phantom Value Plan, each participant is eligible to receive a cash payment based upon the Company's success and the cash received by RCIV Holdings ("RCIV"), an affiliate of Apollo, upon the transfer or sale of the 57.5 million shares of Common Stock (the "RCIV Shares") that RCIV received in connection with our initial public offering upon conversion of the \$1.3 billion of Convertible Notes that had been purchased by RCIV in January 2011 (the "RCIV Notes"). Each participant is eligible to receive a payment with respect to his or her Incentive Award at such time and from time to time that RCIV receives cash upon the transfer or exchange of RCIV Shares, including any third party sale. A payment would be an amount which bears the same ratio to the dollar amount of the Incentive Award as (i) the aggregate amount of cash received by RCIV at such time for the transfer or exchange of all or a portion of the RCIV Shares bears to (ii) \$1.3 billion, representing the amount of the RCIV Notes on the date of issuance. Any 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 RCIV Shares.

In the event that a payment is to be made with respect to an Incentive Award, a participant may elect to receive, in lieu of the cash payment, unrestricted shares of common stock with a fair market value, as determined in good faith by the Compensation Committee, equal to the dollar amount then due on such Incentive Award, plus restricted shares of such common stock with a fair market value, as determined in good faith by the Compensation Committee, equal to the amount then due multiplied by 0.15. The restricted shares of common stock will vest based on continued employment, on the first anniversary of issuance. In addition, Incentive Awards are subject to acceleration and payment upon a change of control as specified in the Phantom Value Plan.

On April 16, 2013, the Company completed a public stock offering of certain shares held by RCIV. See Note 13, "Subsequent Events" for additional information.

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

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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 excess or deficiency will be reflected in the results of operations in future periods.

The due to former parent balance was \$70 million and \$69 million at March 31, 2013 and December 31, 2012, respectively. At March 31, 2013, 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 Corporation (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 \$1 million and \$2 million for the three months ended March 31, 2013 and 2012, respectively. In addition, the Company recorded equity earnings of \$9 million and \$10 million for the three months ended March 31, 2013 and 2012, respectively. The Company received cash dividends from PHH Home Loans of \$15 million and \$14 million during the three months ended March 31, 2013 and 2012, 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, 2013 and 2012, the Company has recognized revenue related to these transactions of less than \$1 million in each of the periods.

**9. EARNINGS (LOSS) PER SHARE****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. Realty 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, 2013 and therefore the impact of stock options and restricted stock were excluded from the computation of dilutive earnings (loss) per share as the inclusion of such amounts would be anti-dilutive. At March 31, 2013, the number of shares of common stock issuable for stock options and restricted stock that were excluded from the computation was 3.3 million and 0.3 million, respectively.

**10. 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;

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by former franchisees that franchise agreements were breached including improper terminations; that residential real estate agents engaged by NRT—in certain states—are potentially employees instead of independent contractors, and therefore may bring claims against NRT for breach of contract, wrongful discharge and negligent supervision and obtain benefits, indemnification and expense reimbursement available to employees; concerning claims for alleged RESPA or state real estate law violations including but not limited to claims challenging 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; and 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.

### Real Estate Business Litigation

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). As previously disclosed in the Company's June 2012 Form 10-Q, as a matter of litigation avoidance, we entered into a memorandum of understanding memorializing the principal terms of a settlement of this action. In July 2012, we entered into a definitive settlement agreement and in March 2013 the settlement received final court approval. Substantially all of the settlement will be funded directly by the Company with only a modest contribution by its insurance carrier.

Barasani v. Coldwell Banker Residential Brokerage Company. On November 15, 2012, plaintiff Ali Barasani filed a putative class action complaint in Los Angeles Superior Court, California, against Coldwell Banker Residential Brokerage Company alleging that the company had misclassified all of its sales associates as independent contractors when they were actually employees. The complaint further alleges that, because of the misclassification, the company has violated several sections of the Labor Code including Section 2802 for failing to reimburse plaintiff and the class for business related expenses and Section 226 for failing to keep proper records. The complaint also asserts a Section 17200 Unfair Business Practices claim for misclassifying the sales agents. The court issued an order staying most of the proceedings until the next status conference in May 2013. Accordingly, the Company has yet to file an answer or other responsive pleading to the complaint.

### 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.

\* \* \*

The Company believes that it has adequately accrued for legal matters as appropriate. The Company records litigation accruals for legal matters which are both probable and estimable. 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 \$10 million at March 31, 2013.

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. 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



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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 outcomes 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 \$53 million at March 31, 2013 and \$70 million at December 31, 2012. 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.

**Escrow and Trust Deposits**

As a service to the Company's customers, it administers escrow and trust deposits which represent undisbursed amounts received for the settlement 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. These escrow and trust deposits totaled approximately \$408 million and \$330 million at March 31, 2013 and December 31, 2012, respectively. These escrow and trust deposits are not assets of the Company and, therefore, are excluded from the accompanying Condensed Consolidated Balance Sheets. However, the Company remains contingently liable for the disposition of these deposits.

**11. 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 Condensed 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,	
	2013	2012
Real Estate Franchise Services	\$135	\$129
Company Owned Real Estate Brokerage Services	686	617
Relocation Services	87	88



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Title and Settlement Services	100	88	
Corporate and Other <sup>(c)</sup>	(51	) (47	)
Total Company	\$957	\$875	

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(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 \$51 million and \$47 million for the three months ended March 31, 2013 and March 31, 2012, 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 \$8 million and \$7 million for the three months ended March 31, 2013 and March 31, 2012, 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,	
	2013	2012
Real Estate Franchise Services	\$72	\$61
Company Owned Real Estate Brokerage Services	(8	) (17
Relocation Services	10	4
Title and Settlement Services	4	2
Corporate and Other	(15	) (20
Total Company	\$63	\$30
Less:		
Depreciation and amortization	42	45
Interest expense, net	89	170
Income tax expense	7	7
Net loss attributable to Holdings and Realogy	\$(75	) \$(192

(a) Includes \$3 million related to the loss on early extinguishment of debt and \$1 million of former parent legacy costs for the three months ended March 31, 2013 compared to \$3 million of restructuring costs and \$6 million related to the loss on the early extinguishment of debt, partially offset by a net benefit of \$3 million of former parent legacy items for the three months ended March 31, 2012.

## 12. 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) Realogy Holdings Corp. ("Realogy Holdings"); (ii) its direct wholly owned subsidiary Realogy Intermediate Holdings Corp. ("Realogy Intermediate"); (iii) its indirect wholly owned subsidiary, Realogy Group LLC ("Realogy Group"); (iv) the guarantor subsidiaries of Realogy Group; (v) the non-guarantor subsidiaries of Realogy Group; (vi) elimination entries necessary to consolidate Realogy Holdings, Intermediate, Realogy Group and the guarantor and non-guarantor subsidiaries; and (vii) the Company on a consolidated basis.

The guarantor subsidiaries of Realogy Group are comprised of 100% owned entities. Guarantor and non-guarantor subsidiaries are 100% owned by Realogy Group, either directly or indirectly. All guarantees are full and unconditional and joint and several, subject to release under certain customary circumstances, including but not limited to: (i) the sale, disposition or other transfer of the capital stock of a Guarantor made in compliance with the provisions of the applicable indenture; (ii) the designation of a Guarantor as "Unrestricted Subsidiary" (as that term is defined in the applicable indenture); (iii) subject to certain exceptions, the release or discharge of a Guarantor's guarantee of indebtedness under the Senior Secured Credit Facility; and (iv) Realogy's exercise of legal defeasance or covenant defeasance in accordance with the applicable indenture. 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.

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## Condensed Consolidating Statement of Operations and Comprehensive Loss

Three Months Ended March 31, 2013

(in millions)

	Realogy Holdings	Realogy Intermediate	Realogy Group	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated	
<b>Revenues</b>								
Gross commission income	\$—	\$—	\$—	\$ 676	\$ —	\$—	\$ 676	
Service revenue	—	—	—	109	74	—	183	
Franchise fees	—	—	—	57	—	—	57	
Other	—	—	—	40	1	—	41	
Net revenues	—	—	—	882	75	—	957	
<b>Expenses</b>								
Commission and other agent-related costs	—	—	—	454	—	—	454	
Operating	—	—	—	268	59	—	327	
Marketing	—	—	—	50	—	—	50	
General and administrative	—	—	11	51	5	—	67	
Former parent legacy costs (benefit), net	—	—	1	—	—	—	1	
Depreciation and amortization	—	—	2	40	—	—	42	
Interest expense, net	—	—	88	1	—	—	89	
Loss on the early extinguishment of debt	—	—	3	—	—	—	3	
Intercompany transactions	—	—	1	(1	) —	—	—	
Total expenses	—	—	106	863	64	—	1,033	
Income (loss) before income taxes, equity in earnings and noncontrolling interests	—	—	(106	) 19	11	—	(76	)
Income tax expense (benefit)	—	—	(9	) 12	4	—	7	
Equity in earnings of unconsolidated entities	—	—	—	—	(9	) —	(9	)
Equity in (earnings) losses of subsidiaries	75	75	(22	) (15	) —	(113	) —	
Net income (loss)	(75	) (75	) (75	) 22	16	113	(74	)
Less: Net income attributable to noncontrolling interests	—	—	—	—	(1	) —	(1	)
Net income (loss) attributable to Realogy Holdings and Realogy Group	\$(75	) \$(75	) \$(75	) \$ 22	\$ 15	\$ 113	\$(75	)
Comprehensive income (loss) attributable to Realogy Holdings and Realogy Group	\$(78	) \$(78	) \$(78	) \$ 22	\$ 12	\$ 122	\$(78	)

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## Condensed Consolidating Statement of Operations and Comprehensive Loss

Three Months Ended March 31, 2012

(in millions)

	Realogy Holdings	Realogy Intermediate	Realogy Group	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated	
Revenues								
Gross commission income	\$—	\$—	\$—	\$ 606	\$ —	\$—	\$ 606	
Service revenue	—	—	—	110	62	—	172	
Franchise fees	—	—	—	54	—	—	54	
Other	—	—	—	42	1	—	43	
Net revenues	—	—	—	812	63	—	875	
Expenses								
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	
Income (loss) before income taxes, equity in earnings and noncontrolling interests	—	—	(191	) (15	) 11	—	(195	)
Income tax expense (benefit)	—	—	5	(6	) 8	—	7	
Equity in earnings of unconsolidated entities	—	—	—	—	(10	) —	(10	)
Equity in (earnings) losses of subsidiaries	192	192	(4	) (13	) —	(367	) —	
Net income (loss)	(192	) (192	) (192	) 4	13	367	(192	)
Less: Net income attributable to noncontrolling interests	—	—	—	—	—	—	—	
Net income (loss) attributable to Realogy Holdings and Realogy Group	\$(192	) \$(192	) \$(192	) \$ 4	\$ 13	\$ 367	\$(192	)
Comprehensive income (loss) attributable to Realogy Holdings and Realogy Group	\$(190	) \$(190	) \$(190	) \$ 4	\$ 14	\$ 362	\$(190	)



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## Condensed Consolidating Balance Sheet

March 31, 2013

(in millions)

	Realogy Holdings	Realogy Intermediate	Realogy Group	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
<b>ASSETS</b>							
Current assets:							
Cash and cash equivalents	\$—	\$—	\$228	\$68	\$71	\$(1)	\$366
Trade receivables, net	—	—	—	77	41	—	118
Relocation receivables	—	—	—	26	295	—	321
Relocation properties held for sale	—	—	—	5	—	—	5
Deferred income taxes	—	—	7	45	1	—	53
Other current assets	—	—	10	61	28	—	99
Intercompany notes receivable	—	—	—	34	20	(54)	—
Intercompany receivables	—	—	—	2,351	157	(2,508)	—
Total current assets	—	—	245	2,667	613	(2,563)	962
Property and equipment, net	—	—	49	137	4	—	190
Deferred income taxes	—	—	621	—	1	(622)	—
Goodwill	—	—	—	3,306	—	—	3,306
Trademarks	—	—	—	732	—	—	732
Franchise agreements, net	—	—	—	1,613	—	—	1,613
Other intangibles, net	—	—	—	390	—	—	390
Other non-current assets	—	—	63	88	71	—	222
Intercompany long-term receivables	—	—	—	733	—	(733)	—
Investment in subsidiaries	1,443	1,443	8,490	349	—	(11,725)	—
Total assets	\$1,443	\$1,443	\$9,468	\$10,015	\$689	\$(15,643)	\$7,415
<b>LIABILITIES AND EQUITY</b>							
Current liabilities:							
Accounts payable	\$—	\$—	\$6	\$131	\$11	\$(1)	\$147
Securitization obligations	—	—	—	—	239	—	239
Due to former parent	—	—	70	—	—	—	70
Revolving credit facilities and current portion of long-term debt	—	—	154	—	—	—	154
Accrued expenses and other current liabilities	—	—	114	236	31	—	381
Intercompany notes payable	—	—	—	20	34	(54)	—
Intercompany payables	—	—	2,508	—	—	(2,508)	—
Total current liabilities	—	—	2,852	387	315	(2,563)	991
Long-term debt	—	—	4,317	—	—	—	4,317
Deferred income taxes	—	—	—	1,070	—	(622)	448
Other non-current liabilities	—	—	123	68	25	—	216
Intercompany liabilities	—	—	733	—	—	(733)	—
Total liabilities	—	—	8,025	1,525	340	(3,918)	5,972
Total equity	1,443	1,443	1,443	8,490	349	(11,725)	1,443
Total liabilities and equity	\$1,443	\$1,443	\$9,468	\$10,015	\$689	\$(15,643)	\$7,415





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## Condensed Consolidating Balance Sheet

December 31, 2012

(in millions)

	Realogy Holdings	Realogy Intermediate	Realogy Group	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
<b>ASSETS</b>							
Current assets:							
Cash and cash equivalents	\$—	\$—	\$221	\$74	\$82	\$(1)	\$376
Trade receivables, net	—	—	—	77	45	—	122
Relocation receivables	—	—	—	23	301	—	324
Relocation properties held for sale	—	—	—	9	—	—	9
Deferred income taxes	—	—	8	46	—	—	54
Other current assets	—	—	9	64	20	—	93
Intercompany notes receivable	—	—	—	15	20	(35)	—
Intercompany receivables	—	—	—	2,434	47	(2,481)	—
Total current assets	—	—	238	2,742	515	(2,517)	978
Property and equipment, net	—	—	41	144	3	—	188
Goodwill	—	—	—	3,304	—	—	3,304
Trademarks	—	—	—	732	—	—	732
Franchise agreements, net	—	—	—	1,629	—	—	1,629
Other intangibles, net	—	—	—	399	—	—	399
Deferred income taxes	—	—	624	—	1	(625)	—
Other non-current assets	—	—	51	87	77	—	215
Intercompany long-term receivables	—	—	—	732	—	(732)	—
Investment in subsidiaries	1,519	1,519	8,472	248	—	(11,758)	—
Total assets	\$1,519	\$1,519	\$9,426	\$10,017	\$596	\$(15,632)	\$7,445
<b>LIABILITIES AND EQUITY</b>							
Current liabilities:							
Accounts payable	\$—	\$—	\$6	\$131	\$12	\$(1)	\$148
Securitization obligations	—	—	—	—	261	—	261
Due to former parent	—	—	69	—	—	—	69
Revolving credit facilities and current portion of long-term debt	—	—	110	—	—	—	110
Accrued expenses and other current liabilities	—	—	137	255	35	—	427
Intercompany payables	—	—	2,481	—	—	(2,481)	—
Intercompany notes payable	—	—	—	20	15	(35)	—
Total current liabilities	—	—	2,803	406	323	(2,517)	1,015
Long-term debt	—	—	4,256	—	—	—	4,256
Deferred income taxes	—	—	—	1,069	—	(625)	444
Other non-current liabilities	—	—	116	70	25	—	211
Intercompany liabilities	—	—	732	—	—	(732)	—
Total liabilities	—	—	7,907	1,545	348	(3,874)	5,926
Total equity	1,519	1,519	1,519	8,472	248	(11,758)	1,519
Total liabilities and equity	\$1,519	\$1,519	\$9,426	\$10,017	\$596	\$(15,632)	\$7,445



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Condensed Consolidating Statement of Cash Flows  
 Three Months Ended March 31, 2013  
 (in millions)

	Realogy Holdings	Realogy Intermediate	Realogy Group	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Net cash provided by (used in) operating activities	\$—	\$ —	\$(114 )	\$(45 )	\$ 134	\$(18 )	\$(43 )
Investing Activities							
Property and equipment additions	—	—	(3 )	(9 )	—	—	(12 )
Net assets acquired (net of cash acquired) and acquisition-related payments	—	—	—	(2 )	—	—	(2 )
Change in restricted cash	—	—	—	—	(2 )	—	(2 )
Intercompany note receivable	—	—	—	(19 )	—	19	—
Net cash used in investing activities	—	—	(3 )	(30 )	(2 )	19	(16 )
Financing Activities							
Net change in revolving credit facilities	—	—	25	—	—	—	25
Proceeds from term loan extension	—	—	79	—	—	—	79
Net change in securitization obligations	—	—	—	—	(21 )	—	(21 )
Debt issuance costs	—	—	(22 )	—	—	—	(22 )
Intercompany dividend	—	—	—	—	(18 )	18	—
Intercompany note payable	—	—	—	—	19	(19 )	—
Intercompany transactions	—	—	46	72	(118 )	—	—
Other, net	—	—	(4 )	(3 )	(4 )	—	(11 )
Net cash provided by (used in) financing activities	—	—	124	69	(142 )	(1 )	50
Effect of changes in exchange rates on cash and cash equivalents	—	—	—	—	(1 )	—	(1 )
Net increase (decrease) in cash and cash equivalents	—	—	7	(6 )	(11 )	—	(10 )
Cash and cash equivalents, beginning of period	—	—	221	74	82	(1 )	376
Cash and cash equivalents, end of period	\$—	\$ —	\$228	\$ 68	\$ 71	\$(1 )	\$ 366

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

	Realogy Holdings	Realogy Intermediate	Realogy Group	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Net cash provided by (used in) operating activities	\$—	\$ —	\$(85 )	\$ 11	\$ 43	\$(1 )	\$(32 )
Investing Activities							
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	—
Net cash used in investing activities	—	—	(1 )	(40 )	(4 )	25	(20 )
Financing Activities							
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 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
Net cash provided by (used in) financing activities	—	—	122	12	(59 )	(19 )	56
Effect of changes in exchange rates on cash and cash equivalents	—	—	—	—	1	—	1
Net increase (decrease) in cash and cash equivalents	—	—	36	(17 )	(19 )	5	5
Cash and cash equivalents, beginning of period	—	—	2	80	67	(6 )	143
Cash and cash equivalents, end of period	\$—	\$ —	\$38	\$ 63	\$ 48	\$(1 )	\$ 148



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13. SUBSEQUENT EVENTS

Note Redemptions

On April 16, 2013, Realogy Group utilized approximately \$201 million of the remaining \$218 million of net proceeds from the Company's initial public offering to redeem all of the outstanding Senior Subordinated Notes. On April 23, 2013, the Company utilized the remaining net proceeds, cash on hand and borrowings under its revolving credit facility to redeem all of the outstanding 12.00% Senior Notes at a premium of 106%. In the second quarter of 2013, the Company expects to recognize a loss on the early extinguishment of debt of \$12 million for the note repayments discussed above.

Secondary Offering

On April 16, 2013, the Company completed a public offering of 40.3 million shares of its common stock by certain funds affiliated with Apollo Global Management, LLC at \$44.00 per share. The Company did not receive any proceeds from the offering. After completion of this offering, funds affiliated with Apollo will continue to hold approximately 25.2 million shares of common stock equal to an approximately 17% ownership interest in Realogy Holdings.

Pursuant to the terms of the Realogy Group Phantom Value Plan, certain of the Company's executive officers are eligible to receive cash payment, or at their election, shares of the Company's common stock, or a combination thereof, as a result of the sale of shares of common stock held by RCIV Holdings, (one of the selling stockholder in the offering and an affiliate of Apollo). RCIV Holdings sold 35.4 million shares in this offering which was approximately 62% of their prior ownership interest of 57.5 million shares. All of the participants' elected to receive their payment in shares of common stock and therefore will receive unrestricted shares of common stock equal to the dollar amount then due, plus restricted shares of such common stock equal to the amount then due multiplied by 0.15. The restricted shares of common stock will vest based on the participants' continued employment, on the first anniversary of issuance. The Company issued 0.6 million shares of common stock to such executive officers in April 2013 and will recognize a non-cash charge of approximately \$26 million in the second quarter of 2013 and approximately \$1 million in each of the next three quarters. The issuance of additional shares pursuant to our Phantom Value Plan would further dilute the amount of common stock outstanding if paid in stock or use available cash if paid in cash and would result in future compensation charges.

Senior Notes Offering

On April 26, 2013, Realogy Group issued \$500 million of 3.375% senior notes (the "3.375% Senior Notes"). The Company will use the net proceeds from the offering of the 3.375% Senior Notes of approximately \$494 million, along with borrowings under its revolving credit facility, to redeem all of the \$492 million of its 11.50% Senior Notes at a redemption premium of 106%, plus accrued interest to the redemption date of May 28, 2013.

The 3.375% Senior Notes are unsecured senior obligations of the Company that mature on May 1, 2016. Interest on the 3.375% Senior Notes will be payable semiannually on May 1 and November 1 of each year, commencing November 1, 2013.

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## 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 2012 Form 10-K. Unless otherwise noted, all dollar amounts in tables are in millions. Neither Realogy Holdings, the indirect parent of Realogy Group, nor Realogy Intermediate, the direct parent company of Realogy Group, conducts any operations other than with respect to its respective direct or indirect ownership of Realogy Group. As a result, the condensed consolidated financial positions, results of operations and cash flows of Realogy Holdings, Realogy Intermediate and Realogy Group are the same. This Management's Discussion and Analysis of Financial Condition and Results of Operations contains forward-looking statements. See "Forward-Looking Statements" in this report and "Forward-Looking Statements" and "Risk Factors" in our 2012 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 Coldwell Banker®, Coldwell Banker Commercial®, ERA®, Sotheby's International Realty®, and Better Homes and Gardens® Real Estate brand names. As of March 31, 2013, our franchise systems had approximately 13,600 franchised and company owned offices and approximately 239,000 independent sales associates operating under our franchise and proprietary brands in the U.S. and 101 other countries and territories around the world, which included approximately 710 of our Company Owned and operated brokerage offices with approximately 41,200 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®, Corcoran Group®, Sotheby's International Realty®, ERA® and CitiHabitats brand names.

Relocation Services (known as Cartus)—primarily offers clients employee relocation services such as homesale assistance, providing home equity advances to transferees (generally guaranteed by the client), home finding and other destination services, expense processing, relocation policy counseling and consulting services, arranging household goods moving services, coordinating 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.

## March 2013 Senior Secured Credit Agreement Amendment

On March 5, 2013, Realogy Group entered into an amended and restated senior secured credit agreement (the "Amended and Restated Credit Agreement"). The Amended and Restated Credit Agreement replaces the agreement that had been entered into on April 10, 2007 and refinances the prior term loan facility and prior revolving credit facility. The Amended and Restated Credit Agreement provides for (a) a seven-year, \$1,920 million term loan facility issued at 99% of par with a maturity date of March 5, 2020, the proceeds of which were utilized to pay off the \$1,822 million principal amount of the existing term loan borrowings under the prior facility, plus accrued and unpaid interest, and to pay the fees and expenses incurred in connection with the refinancing and for general corporate purposes; and (b) a five-year, \$475 million revolving credit facility with a maturity date of March 5, 2018, which includes (i) a \$250 million letter of credit subfacility and (ii) a swingline loan subfacility. Initial borrowings under the new revolving credit facility were used to repay the outstanding indebtedness under the prior revolving credit facility.

The Amended and Restated Credit Agreement also retains a \$155 million synthetic letter of credit facility, approximately \$36 million of which matures on October 10, 2013 and the balance of which matures on October 10, 2016.





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April 2013 Note Redemptions

On April 16, 2013, Realogy Group utilized approximately \$201 million of the remaining \$218 million of net proceeds from the Company's initial public offering to redeem all of the outstanding Senior Subordinated Notes. On April 23, 2013, the Company utilized the remaining net proceeds, cash on hand and borrowings under its revolving credit facility to redeem all of the outstanding 12.00% Senior Notes at a premium of 106%. In the second quarter of 2013, the Company expects to recognize a loss on the early extinguishment of debt of \$12 million for the note repayments discussed above.

April 2013 Secondary Offering

On April 16, 2013, the Company completed a public offering of 40.25 million shares of its common stock by certain funds affiliated with Apollo Global Management, LLC at \$44.00 per share. The Company did not receive any proceeds from the offering. After completion of this offering, funds affiliated with Apollo will continue to hold approximately 25.2 million shares of common stock equal to an approximately 17% ownership interest in Realogy Holdings.

Pursuant to the terms of the Company's Phantom Value Plan, certain of our executive officers are eligible to receive cash payment, or at their election, shares of the Company's common stock, or a combination thereof, as a result of the sale of shares of common stock held by RCIV Holdings, (one of the selling stockholder in the offering and an affiliate of Apollo). RCIV Holdings sold 35.4 million shares in this offering which was approximately 62% of their prior ownership interest of 57.5 million shares. All of the participants' elected to receive their payment in shares of common stock and therefore will receive unrestricted shares of common stock equal to the dollar amount then due, plus restricted shares of such common stock equal to the amount then due multiplied by 0.15. The restricted shares of common stock will vest based on the participants' continued employment, on the first anniversary of issuance. The Company issued 0.6 million shares of common stock to such executive officers in April 2013 and will recognize a non-cash charge of approximately \$26 million in the second quarter of 2013 and approximately \$1 million in each of the next three quarters. The issuance of additional shares pursuant to our Phantom Value Plan would further dilute the amount of our common stock outstanding if paid in stock or use available cash if paid in cash and would result in future compensation charges.

April 2013 Senior Notes Offering

On April 26, 2013, Realogy Group issued \$500 million of 3.375% Senior Notes. The Company will use the net proceeds from the offering of the 3.375% Senior Notes of approximately \$494 million, along with borrowings under its revolving credit facility, to redeem all of the \$492 million of its 11.50% Senior Notes at a redemption premium of 106%, plus accrued interest to the redemption date of May 28, 2013.

The 3.375% Senior Notes are unsecured senior obligations of the Company that mature on May 1, 2016. Interest on the 3.375% Senior Notes will be payable semiannually on May 1 and November 1 of each year, commencing November 1, 2013.

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October 2012 Initial Public Offering and Related Transactions

In October 2012, the Company issued 46 million shares of common stock and raised net proceeds of approximately \$1,176 million in the initial public offering of its common stock. The net proceeds have been primarily utilized to prepay or redeem outstanding indebtedness. In conjunction with the closing of the offering, holders of \$2,110 million of Convertible Notes converted all of their Convertible Notes into shares of common stock.

April 2007 Merger Agreement with Affiliates of Apollo

On April 10, 2007, Realogy Holdings, then wholly owned by affiliates of Apollo Management VI, L.P. ("Apollo Management"), an entity affiliated with Apollo Global Management, LLC, acquired the outstanding shares of Realogy Group with Realogy Group being the surviving entity (the "Merger"). Investment funds affiliated with, or co-investment vehicles managed by, Apollo Management (collectively, "Apollo"), as well as members of management who purchased Realogy Holdings common stock with cash or through rollover equity, contributed \$2,001 million to Realogy Group to complete the Merger transactions, which was treated as a contribution to Realogy Group's equity. All of Realogy Group's issued and outstanding equity of Intermediate is held directly by Realogy Intermediate, which is a direct, wholly owned subsidiary of Realogy Holdings.



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### July 2006 Separation from Cendant

Realogy Group (then Realogy Corporation) was incorporated on January 27, 2006 to facilitate a plan by Cendant Corporation (now known as Avid 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”). Prior to July 31, 2006, the assets of the real estate services businesses of Cendant were transferred to Realogy Group and, on July 31, 2006, Cendant distributed all of the shares of Realogy Group's common stock held by the holders of Cendant common stock (the “Separation”). The Separation was effective on July 31, 2006.

Before the Separation, Realogy Group 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 Group's relationships with Cendant and Cendant's other businesses after the Separation. These agreements govern the relationships among Realogy Group, Cendant, Wyndham Worldwide and Travelport subsequent to the completion of the separation plan and provide for the allocation among Realogy Group, Cendant, Wyndham Worldwide and Travelport of Cendant's assets, liabilities and obligations attributable to periods prior to the Separation. Matters governed by these agreements have been substantially concluded other than the resolution of certain Cendant tax and other liabilities attributable to periods prior to the Separation.

### Current Industry Trends

Beginning in 2012, the residential real estate industry began a recovery. We believe that the 2012 and 2013 year-to-date improvement in the residential real estate market is reflective of a continuing market recovery driven by lower interest rates, fewer foreclosures, high affordability of home ownership, and demand that had built up during an extended period of economic uncertainty. The inventory supply is returning to a more typical level (and in certain areas of the country, a lack of inventory at certain price points) and is acting as a stabilizing force on home prices. This recovery follows a lengthy downturn which began in the second half of 2005 and continued through 2011. Based upon data published by NAR from 2005 to 2011, the number of annual U.S. existing homesale units declined by 40% and the median existing homesale price declined by 24%. The Case-Shiller homesale price index reflects a 34% homesale price decline from 2006 to 2011.

According to NAR, the housing industry improved with existing homesale transactions and median existing homesale price increases of 9% and 6%, respectively, in 2012 compared to 2011. The most recent NAR forecast estimates that existing homesale transaction volume (i.e., the change in median homesale price plus the change in the number of existing homesale transactions) will increase 15% for 2013 compared to 2012 and increase a further 11% in 2014 compared to 2013.

According to NAR, the housing affordability index has continued to be at historically high levels as a result of the cumulative homesale price declines that began in 2007 and historically low interest rates. An index above 100 signifies that a family earning the median income has sufficient income to purchase a median-priced home, assuming a 20 percent down payment and ability to qualify for a mortgage. The annual composite housing affordability index was 206 as of February 2013 and 194 for 2012 compared to 186 for 2011 and 172 for 2010. The overall high level of this index could continue to favorably impact the housing recovery. In addition, as rental prices have recently continued to rise, the cost of owning a home is now lower than the rental of a comparable property in the vast majority of U.S. metropolitan areas.

According to NAR, the inventory of existing homes for sale was 1.9 million homes at the end of March 2013, which is 17% below March 2012, but 9% above the levels in January 2013. The March 2013 inventory represents a national average supply of 4.7 months at the current sales pace. The months of inventory supply could vary significantly across local housing markets. The inventory supply in certain markets is at or below a more typical level and is acting as a stabilizing force on home prices. Although inventory levels have historically increased in the spring and summer months every year, in many markets there are low levels of inventory at certain price points, which could limit sales activity over the near term.

Interest rates continue to be at low levels by historical standards, which we believe has helped stimulate demand in the residential real estate market. According to Freddie Mac, interest rates on commitments for 30-year, conventional,

fixed-rate first mortgages have decreased from 5.3% in December 2008 to 3.6% in March 2013. 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 some borrowers and it frequently takes longer to close a homesale transaction due to the enhanced mortgage and underwriting requirements.

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## Homesales

According to NAR, homesale transactions for 2012 increased to 4.7 million homes or 9% compared to 2011 despite challenging economic conditions during 2012. For the three months ended March 31, 2013, RFG and NRT homesale transactions increased 6% and 5%, respectively, due to an overall increase in homebuyer activity compared to the first quarter of 2012. The quarterly and annual year over year trends in homesale transactions is as follows:

	2013 vs. 2012					
	Full Year 2012 vs. 2011	First Quarter	Second Quarter Forecast	Third Quarter Forecast	Fourth Quarter Forecast	Full Year 2013 vs. 2012 Forecast
Number of Homesales						
Industry						
NAR <sup>(a)</sup>	9%	10%	9%	5%	3%	7%
Fannie Mae <sup>(a)</sup>	9%	8%	8%	6%	5%	7%
Realogy						
Real Estate Franchise Services	9%	6%				
Company Owned Real Estate Brokerage Services	14%	5%				

(a) Existing homesale data, on a seasonally adjusted basis, is as of the most recent NAR and Fannie Mae press releases.

As of their most recent releases, NAR and Fannie Mae are each forecasting an increase in existing homesale transactions in 2013 of 7% compared to 2012. For 2014, NAR and Fannie Mae are each forecasting an increase in existing homesale transactions of 6% compared to 2013.

## Homesale Price

In 2012, the percentage change in the average price of homes brokered by our franchisees and company owned offices outperformed the percentage change in median home price reported by NAR, due to the geographic areas they serve, as well as a greater impact from increased activity in the mid and higher price point segment of the housing market and less distressed homesale activity in our company owned offices compared to the prior year. We also believe that the improvement in price in 2012 was due to the low level of home inventory in many markets as well as the increase in demand noted by the increase in the number of homesale transactions. For the three months ended March 31, 2013 compared to the same period in 2012, average homesale price was up 9% for RFG and 6% for NRT. While our results trailed industry survey indices for the quarter, the shift in mix of our business towards lower priced home purchases in the quarter, particularly at our company owned operations, caused our results to differ from these indices. The quarterly and annual year over year trend in the price of homes is as follows:

	2013 vs. 2012					
	Full Year 2012 vs. 2011	First Quarter	Second Quarter Forecast	Third Quarter Forecast	Fourth Quarter Forecast	Full Year 2013 vs. 2012 Forecast
Price of Homes						
Industry						
NAR <sup>(a)</sup>	6%	11%	8%	7%	6%	8%
Fannie Mae <sup>(a)</sup>	7%	11%	4%	4%	4%	5%
Realogy						
Real Estate Franchise Services	8%	9%				
Company Owned Real Estate Brokerage Services	4%	6%				

(a) Existing homesale price data is for median price and is as of the most recent NAR and Fannie Mae press releases. As of their most recent releases, NAR and Fannie Mae are forecasting an increase in median existing homesale price in 2013 of 8% and 5%, respectively compared to 2012. For 2014, NAR and Fannie Mae are forecasting an increase of 5% and 4%, respectively, in median homesale prices compared to 2013.

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## 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 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, and the recent regulations promulgated under the Dodd-Frank Act, include limitations, which are scheduled to become effective in 2014, on the amount that a mortgage originator may receive in fees with respect to a "qualified mortgage," including fees received by affiliates of the mortgage originator. To qualify as a "qualified mortgage," the total fees charged by a mortgage originator may not exceed 3% of the principal of the mortgage. To the extent a loan is not a "qualified mortgage," the loan originator may be required to retain a portion of the economic interest in the credit risk associated with the mortgages they originate. Such limitation could adversely affect the fees received by TRG, as provider of title and settlement services, in transactions originated by our joint venture, PHH Home Loans. 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, increase down payment requirements, increase mortgage costs, and, as a result, limit mortgage availability, curtail affiliated business transactions; and/or result in increased costs and potential litigation for housing market participants.

Certain provisions of the Dodd-Frank Act may impact the operation and practices of Fannie Mae and Freddie Mac and other government sponsored entities, ("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 could have a material adverse effect on the mortgage industry and the housing industry in general and these provisions may reduce the availability of mortgages to certain individuals. Potential Reform of the U.S. Housing Finance Market and Potential Wind-Down of Freddie Mac and Fannie Mae. In September 2008, the U.S. government placed Fannie Mae and Freddie Mac in conservatorship and has provided funding of billions of dollars to these entities to backstop shortfalls in their capital requirements. Congress also has held hearings on the future of Freddie Mac and Fannie Mae and other GSEs with a view towards further legislative reform. Numerous pieces of legislation seeking various types of reform for the GSEs have been introduced in Congress. Legislation, if enacted, or further regulation 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 or cause other disruptions in the mortgage industry, any 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.

Federal Income Tax Rates and Mortgage Interest Tax Deduction. In January 2013, the President signed into law the American Taxpayer Relief Act of 2012 (the "2012 Tax Act"). One of the changes included in the 2012 Tax Act was an increase in the top capital gains and dividends tax rate to 20% (from 15% in 2012) for individual taxpayers with income of over \$400,000 or married taxpayers over \$450,000. Additionally, taxpayers with income taxed above the 25% individual income tax rate, but below the \$400,000 or \$450,000 threshold will maintain the current capital gains and dividend rate of 15%. The 2012 Tax Act does not, however, remove the 3.8% surtax on investment-related income and gains scheduled to go into effect in 2013. Thus, the applicable rates for qualifying capital gains and dividends will be 23.8% for "high income" taxpayers and 18.8% for "middle income" taxpayers which could have an impact on certain homesale transactions.

Certain lawmakers may continue to look into a variety of federal and state tax law changes in order to achieve additional tax revenues. One possible change would reduce the amount certain taxpayers would be allowed to deduct for home mortgage interest and possibly limit the deduction to one's primary residence. Any reduction in the mortgage interest deduction could have an adverse effect on the housing market by reducing incentives for buying homes and

could negatively affect the number of homesale transactions and property values.

**Other Housing Factors**

Although there have been concerns about significant “shadow inventory” (i.e., properties where the homeowner is seriously delinquent in meeting its mortgage obligations or where the property is in some stage of foreclosure or already a real estate owned property (“REO”)), we do not believe that this will have a significant impact on our business, as the

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concentration of the shadow inventory is limited to a few regions of the country and the potential increase in unit sales activity should offset in whole or in part the adverse impact on home prices in these regions. Furthermore, according to NAR, the percentage of distressed properties has declined from 29% of sales in March 2012 to 21% of sales in March 2013, and institutions holding distressed mortgages have increasingly shifted activity away from REOs and focused on short sales, which are less disruptive to the market.

We believe that long-term demand for housing and the growth of our industry is primarily driven by the affordability of housing, the economic health of the U.S. 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 vs. supply. Factors that may negatively affect a sustained housing recovery include:

- higher mortgage rates as well as reduced availability of mortgage financing;
- lower unit sales, due to insufficient inventory levels in certain markets, the reluctance of first time homebuyers to purchase due to concerns about investing in a home or changing attitudes on home ownership 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;
- economic instability stemming from ongoing high levels of U.S. debt;
- 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.

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 as well as employment trends which have recently shown evidence of a recovery; however, there can be no assurance that corporate spending on relocation services will return to previous levels following any economic recovery.

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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 is 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.

**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, (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 and (iv) 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.

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 2012, the average broker commission rate

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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 four years. We expect that, over the near term, the net effective royalty rate could continue to modestly decline due to, among other things, an increased concentration of business with larger franchisees which earn higher volume incentives and a shift or increase in volume amongst our brands which operate under different royalty rate arrangements. These factors could have the effect of increasing total net revenues notwithstanding the impact of the net effective royalty rate.

The net effective royalty rate does not include the effect of non-standard incentives granted to some franchisees. Royalty fees are charged to all franchisees pursuant to the terms of the relevant franchise agreements and are included in each of the real estate brands' franchise disclosure documents. Non-standard incentives are occasionally used as consideration for new or renewing franchisees. Due to the limited number of franchisees that receive these non-standard incentives, we believe excluding such incentives from the net effective royalty rate provides a more meaningful average for typical franchisees. We anticipate that as the housing market recovers and our franchise revenues increase, the impact of these non-standard incentives on the net effective royalty rate will decrease accordingly. The inclusion of these non-standard incentives would reduce the net effective royalty rate by approximately 16 basis points for the year ended December 31, 2012.

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. An increase in mortgage rates could have a negative impact on refinancing title and closing units.

A decline in the number of homesale transactions and decline in homesale prices could 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.

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The following table presents our drivers for the three months ended March 31, 2013 and 2012. See “Results of Operations” below for a discussion as to how these drivers affected our business for the periods presented.

	Three Months Ended March 31,		
	2013	2012	% Change
Real Estate Franchise Services (a)			
Closed homesale sides (b)	209,779	197,458	6 %
Average homesale price	\$ 210,919	\$ 194,071	9 %
Average homesale broker commission rate	2.56	% 2.56	% —
Net effective royalty rate	4.57	% 4.75	% (18) bps
Royalty per side	\$ 258	\$ 248	4 %
Company Owned Real Estate Brokerage Services			
Closed homesale sides (b)	58,060	55,273	5 %
Average homesale price	\$ 427,812	\$ 403,115	6 %
Average homesale broker commission rate	2.52	% 2.51	% 1 bps
Gross commission income per side	\$ 11,630	\$ 10,959	6%
Relocation Services			
Initiations	35,951	37,470	(4 %)
Referrals	15,677	14,266	10 %
Title and Settlement Services			
Purchase title and closing units	21,506	20,565	5 %
Refinance title and closing units	24,500	22,016	11 %
Average price per closing unit	\$ 1,322	\$ 1,237	7 %

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

Assuming all else remains equal, the gain or loss of one business day in the quarter can increase or reduce

(b) homesale sides by approximately 2 percentage points at both RFG and NRT. The first quarter of 2013 contained one less business day than the first quarter of 2012.

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## 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, 2013 vs. Three Months Ended March 31, 2012

Our consolidated results comprised the following:

	Three Months Ended March 31,		
	2013	2012	Change
Net revenues	\$957	\$875	\$82
Total expenses <sup>(1)</sup>	1,033	1,070	(37 )
Loss before income taxes, equity in earnings and noncontrolling interests	(76 )	(195 )	119
Income tax expense	7	7	—
Equity in earnings of unconsolidated entities	(9 )	(10 )	1
Net loss	(74 )	(192 )	118
Less: Net income attributable to noncontrolling interests	(1 )	—	(1 )
Net loss attributable to Realogy Holdings and Realogy Group	\$(75 )	\$(192 )	\$117

Total expenses for the three months ended March 31, 2013 include \$3 million related to the loss on early extinguishment of debt and \$1 million of former parent legacy costs. Total expenses for the three months ended (1) 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 a net benefit of \$3 million of former parent legacy items.

Net revenues increased \$82 million (9%) for the three months ended March 31, 2013 compared with the three months ended March 31, 2012, principally due to an increase in revenues for the Real Estate Franchise Services segment and Company Owned Real Estate Brokerage Services segment primarily due to higher homesale transaction volume as well as an increase in revenues for the Title and Settlement Services segment due to higher resale volume, refinancing volume and underwriter volume.

Total expenses decreased \$37 million (3%) primarily due to:

an \$81 million decrease in interest expense for the three months ended March 31, 2013 compared to the three months ended March 31, 2012 as a result of reduced indebtedness following our initial public offering in October 2012, and a \$10 million decrease in general and administrative expenses primarily related to the absence of \$11 million of expense in 2012 for the two year retention plan implemented in November 2010 and the absence of \$4 million of expense for the Apollo management fee in 2013, partially offset by a \$52 million increase in commission and other agent-related costs primarily the result of the increase in transaction volume as discussed above.

Income tax expense for the three months ended March 31, 2013 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. The Company's provision for income taxes in interim periods is



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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. Following is a more detailed discussion of the results of each of our reportable segments during the three months ended March 31, 2013 and 2012:

	Revenues <sup>(a)</sup>			EBITDA <sup>(b)</sup>			Margin		
	2013	2012	% Change	2013	2012	% Change	2013	2012	Change
Real Estate Franchise Services	\$ 135	\$ 129	5 %	\$ 72	\$ 61	18 %	53 %	47 %	6 %
Company Owned Real Estate Brokerage Services	686	617	11	(8 )	(17 )	53	(1 )	(3 )	2
Relocation Services	87	88	(1 )	10	4	150	11	5	6
Title and Settlement Services	100	88	14	4	2	100	4	2	2
Corporate and Other	(51 )	(47 )	*	(15 )	(20 )	*			
Total Company	\$957	\$875	9 %	\$63	\$30	110 %	7 %	3 %	4 %
Less: Depreciation and amortization				42	45				
Interest expense, net				89	170				
Income tax expense				7	7				
Net loss attributable to Realogy Holdings and Realogy Group				\$(75 )	\$(192 )				

\* not meaningful

Includes the elimination of transactions between segments, which consists of intercompany royalties and marketing (a) fees paid by our Company Owned Real Estate Brokerage Services segment of \$51 million and \$47 million during the three months ended March 31, 2013 and 2012, respectively.

EBITDA for the three months ended March 31, 2013 includes \$3 million related to the loss on early extinguishment of debt and \$1 million of former parent legacy costs. EBITDA for the three months ended (b) March 31, 2012 includes \$11 million in expense for the two year retention plan, \$3 million of restructuring costs and \$6 million related to the loss on the early extinguishment, partially offset by \$3 million of former parent legacy benefits.

As described in the aforementioned table, EBITDA margin for “Total Company” expressed as a percentage of revenues increased 4 percentage points to 7% for the three months ended March 31, 2013 compared to the same period in 2012 primarily due to improved margins at the Real Estate Franchise Services and Company Owned Real Estate Brokerage Services segments due to higher homesale transaction volume.

On a segment basis, the Real Estate Franchise Services segment margin increased 6 percentage points to 53% from 47%. The three months ended March 31, 2013 reflected increases in franchisee royalty revenue due to an increase in homesale transactions and price as well as decreases in legal expenses and employee related costs. The Company Owned Real Estate Brokerage Services segment margin increased 2 percentage points to negative 1% from negative 3% in the prior period due to an increase in the number of homesale transactions and price partially offset by lower PHH Home Loan earnings. The Relocation Services segment margin increased 6 percentage points to 11% from 5% in the comparable prior period primarily due to foreign currency exchange rate gains in 2013 compared with losses in 2012, lower employee related costs and a decrease in other operating costs. The Title and Settlement Services segment margin increased 2 percentage points to 4% from 2% due to increases in refinancing transactions, resale transactions and underwriter revenue.

Corporate and Other EBITDA for the three months ended March 31, 2013 improved \$5 million to negative \$15 million primarily due to a \$3 million reduction in the loss on early extinguishment of debt which was a result of

entering into the 2013 Amended and Restated Credit Agreement for the Senior Secured Credit Facility in the first quarter of 2013 compared to \$6 million as a result of the 2012 Senior Secured Notes Offering in the first quarter of 2012. In addition there was a \$2 million decrease in employee related costs and the absence of Apollo management fee of \$4 million. The decreases were partially offset by a \$4 million increase in former parent legacy costs.



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Real Estate Franchise Services

Revenues increased \$6 million to \$135 million and EBITDA increased \$11 million to \$72 million for the three months ended March 31, 2013 compared with the same period in 2012.

The increase in revenue was driven by a \$5 million increase in third-party domestic franchisee royalty revenue due to a 6% increase in the number of homesale transactions along with a 9% increase in the average homesale price, partially offset by a lower net effective royalty rate as a result of our larger affiliates continuing to achieve higher volume levels. Marketing revenue and related expense decreased \$1 million primarily due to lower advertising spend during the first quarter of 2013 compared to the same period in 2012.

The increase in revenue was also attributable to a \$3 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 \$47 million and \$44 million during the first quarter of 2013 and 2012, 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 \$11 million increase in EBITDA was principally due to the \$6 million increase in revenues discussed above, a \$4 million decrease in legal expenses and a \$3 million decrease in employee related costs, partially offset by a \$2 million increase in other operating expenses.

Company Owned Real Estate Brokerage Services

Revenues increased \$69 million to \$686 million and EBITDA increased \$9 million to a negative \$8 million for the three months ended March 31, 2013 compared with the same period in 2012. EBITDA in the first quarter has historically been negative as we generate our lowest revenue during the quarter whereas our operating expenses (other than sales associate commissions and royalties paid to Real Estate Franchise Services) are more evenly spread throughout the year.

The increase in revenues of \$69 million was due to increased commission income earned on homesale transactions which was primarily driven by a 5% increase in the number of homesale transactions and a 6% increase in the average price of homes. The 5% increase in homesale transactions was due to higher activity in most of the markets we serve, although in a select few of our markets, inventory constraints moderated transaction activity. The 6% increase in average homesale price is reflective of a shift in the mix of homes sold from the higher priced markets we serve to more activity in our lower priced markets.

EBITDA increased \$9 million primarily due to the \$69 million increase in revenues discussed above partially offset by a \$52 million increase in commission expenses paid to real estate agents as a result of the increase in revenues, a \$3 million increase in royalties paid to the Real Estate Franchise Services, a \$2 million increase in employee related costs and a \$1 million decrease in equity earnings related to our investment in PHH Home Loans. Commission expense as a percentage of gross commission income increased compared to the same period in 2012, caused by a continuation of the trend we experienced throughout 2012 whereby our sales associates who command higher commissions completed a higher proportion of the closings this year compared to last year. Commission schedules are generally progressive to incentivize sales associates with higher levels of production.

Relocation Services

Revenues decreased \$1 million to \$87 million and EBITDA increased \$6 million to \$10 million for the quarter ended March 31, 2013 compared with the same quarter in 2012.

The decrease in revenues was primarily driven by a \$3 million decrease in relocation revenue due to lower relocation volume partially offset by a \$2 million increase in referral fees due to increased transaction volume and higher home values compared to the same quarter in 2012.

EBITDA increased \$6 million as a result of a \$3 million net change in foreign currency exchange rate gains in 2013 compared with losses in 2012, a \$2 million decrease in employee related costs and a \$2 million decrease in other operating expenses, partially offset by the \$1 million decrease in revenue discussed above.

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## Title and Settlement Services

Revenues increased \$12 million to \$100 million and EBITDA increased \$2 million to \$4 million for the quarter ended March 31, 2013 compared with the same quarter in 2012.

The increase in revenues was primarily driven by a \$5 million increase in resale volume, a \$4 million increase in refinancing transactions and a \$3 million increase in underwriter revenue. Resale title and closing units increased 5%, refinance title and closing units increased 11%, and average price per closing increased 7% for the quarter ended March 31, 2013 compared with the same quarter in 2012.

EBITDA increased \$2 million as a result of the \$12 million increase in revenues discussed above partially offset by a \$9 million increase in variable operating costs as a result of the increase in transaction volume.

## 2012 Restructuring Program

During 2012, the Company committed to various initiatives targeted principally at reducing costs, enhancing organizational efficiencies and consolidating existing facilities. The Company incurred restructuring charges of \$12 million in 2012. The Company Owned Real Estate Brokerage Services segment recognized \$3 million of facility related expenses, \$3 million of personnel related expenses and \$1 million of expenses related to asset impairments. The Relocation Services segment recognized \$3 million of facility related expenses. The Title and Settlement Services segment recognized \$2 million of facility related expenses. At March 31, 2013, the remaining liability is \$3 million.

## Prior Restructuring Programs

The Company committed to restructuring activities targeted principally at reducing personnel related costs and consolidating facilities during 2006 through 2011. At December 31, 2012, the remaining liability was \$11 million. During the three months ended March 31, 2013, the Company utilized \$2 million of the remaining accrual resulting in a remaining liability of \$9 million related to future lease payments.

## FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

## FINANCIAL CONDITION

	March 31, 2013	December 31, 2012	Change
Total assets	\$7,415	\$7,445	\$(30 )
Total liabilities	5,972	5,926	46
Total equity	1,443	1,519	(76 )

For the three months ended March 31, 2013, total assets decreased \$30 million primarily as a result of a decrease in franchise agreements and other intangibles of \$16 million and \$9 million, respectively, due to amortization, and a \$4 million decrease in trade receivables.

Total liabilities increased \$46 million due to a \$105 million increase in total indebtedness primarily due to the term loan extension and an increase in revolver balance from December 31, 2012. The increase was partially offset by a decrease in accrued expenses and other current liabilities of \$46 million, primarily due to a decrease in accrued interest as a result of reduced indebtedness following our initial public offering in October 2012 as well as a \$22 million decrease in securitization obligations.

Total equity decreased \$76 million primarily due to the net loss attributable to Holdings and Realogy of \$75 million for the three months ended March 31, 2013.

## LIQUIDITY AND CAPITAL RESOURCES

In October 2012, the Company raised net proceeds of approximately \$1,176 million in the initial public offering of its common stock. The net proceeds were primarily utilized to prepay or redeem outstanding indebtedness. In addition, holders of \$2,110 million of Convertible Notes converted all of their Convertible Notes into common stock.

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After giving effect to the application of proceeds from the initial public offering and conversion of our Convertible Notes, our outstanding indebtedness was reduced by approximately \$2.9 billion and we had retained \$218 million of initial public offering proceeds at March 31, 2013.

On April 26, 2013, Realogy Group issued \$500 million of 3.375% Senior Notes. The Company will use the net proceeds from the offering of the 3.375% Senior Notes of approximately \$494 million, along with borrowings under its revolving credit facility, to redeem all of the \$492 million of its 11.50% Senior Notes at a redemption premium of 106%, plus accrued interest to the redemption date of May 28, 2013. The 3.375% Senior Notes are unsecured senior obligations of the Company that mature on May 1, 2016. Interest on the 3.375% Senior Notes will be payable semiannually on May 1 and November 1 of each year, commencing November 1, 2013.

On April 16, 2013, Realogy Group utilized approximately \$201 million of the remaining \$218 million of net proceeds from the Company's initial public offering to redeem all of the outstanding Senior Subordinated Notes. On April 23, 2013, the Company utilized the remaining net proceeds, cash on hand and borrowings under its revolving credit facility to redeem all of the outstanding 12.00% Senior Notes at a premium of 106%. These reductions in indebtedness resulted in a significant reduction of our annualized interest expense. See "Financial Obligations."

On March 5, 2013, Realogy Group entered into an amended and restated senior secured credit agreement which provides for (a) a seven-year, \$1,920 million term loan facility issued at 99% of par with a maturity date of March 5, 2020 and (b) a five-year, \$475 million revolving credit facility with a maturity date of March 5, 2018, which includes (i) a \$250 million letter of credit subfacility and (ii) a swingline loan subfacility. In addition to extending the maturity, the new senior secured credit facility permits repayment of indebtedness that is pari passu or junior to the credit facility without contemporaneously having to retire any principal related to the credit facility.

Prior to our initial public offering and related transactions, our liquidity position had been negatively affected by the substantial interest expense on our debt obligations and the unfavorable conditions in the real estate market, resulting in negative operating cash flows. Our liquidity position continues to be impacted by our remaining interest expense and would be adversely impacted by: (i) a halt in the recovery of the real estate market, (ii) an unanticipated increase in interest rates, as well as (iii) our inability to access our relocation securitization programs and could be adversely impacted by our inability to access the capital markets.

Our primary liquidity needs have been 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 experienced negative cash flows in 2012 given the substantial leverage we had in place for the first ten months of 2012. However, given the significant reduction in our indebtedness and annual interest expense that resulted from our October 2012 initial public offering and related transactions, as well as our recent indebtedness repayments, we expect to generate positive cash flows from operations in 2013, assuming conditions in the real estate market do not substantially deteriorate. We intend to use such cash flow primarily to further reduce indebtedness.

We believe that we are experiencing a recovery in the residential real estate market. As discussed under the heading "Current Industry Trends," we have seen improvement in affordability and an increase in homesale sides and average homesale price at our Company Owned Real Estate Brokerage Services segment and our Real Estate Franchise Services segment; however, we are not certain whether such improvement will lead to a sustained recovery.

Moreover, if the residential real estate market or the economy as a whole does not improve or deteriorates, we may experience further adverse effects on our business, financial condition and liquidity, including our ability to access capital and grow our business.

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. Consequently, our debt balances are generally at their highest levels at or around the end of the first and fourth quarters of every year.

We will continue to evaluate potential refinancing and financing transactions. 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

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agreements and the consents we may need to obtain under the relevant documents. There can be no assurance that financing will be available to us on acceptable terms or at all.

## Cash Flows

At March 31, 2013, we had \$366 million of cash and cash equivalents, a decrease of \$10 million compared to the balance of \$376 million at December 31, 2012. The following table summarizes our cash flows for the three months ended March 31, 2013 and 2012:

	Three Months Ended March 31,		
	2013	2012	Change
Cash provided by (used in):			
Operating activities	\$(43 )	\$(32 )	\$(11 )
Investing activities	(16 )	(20 )	4
Financing activities	50	56	(6 )
Effects of change in exchange rates on cash and cash equivalents	(1 )	1	(2 )
Net change in cash and cash equivalents	\$(10 )	\$5	\$(15 )

For the three months ended March 31, 2013, we utilized \$11 million more cash in operations compared to the same period in 2012. For the three months ended March 31, 2013, \$43 million of cash was used in operating activities primarily due to negative cash flows from operating results of \$24 million after \$92 million of cash interest payments as well as a decrease in accounts payable, accrued expenses and other liabilities of \$39 million primarily due to a decrease in accrued interest as a result of reduced indebtedness following our initial public offering and change in timing of interest payments, partially offset by cash dividends received from PHH Home Loans of \$15 million and a decrease in trade receivables and relocation properties held for sale of \$3 million and \$4 million. For the three months ended March 31, 2012, \$32 million of cash was used in operating activities due to negative cash flows from operating results of \$142 million after \$66 million of cash interest payments, partially offset by an increase in accounts payable, accrued expenses and other liabilities of \$103 million and cash dividends received from PHH Home Loans of \$14 million. The timing of cash interest expenses shifted into the first quarter of 2013 compared to the first quarter of 2012 due to the issuance of \$593 million of First Lien Notes and \$325 million of First and a Half Lien Notes during the first quarter of 2012 that did not require payments during such period, but did require interest payments in the first quarter of 2013.

We received cash dividends from PHH Home Loans of \$15 million and \$14 million during three months ended March 31, 2013 and 2012, respectively. We expect that PHH Home Loans will continue to generate income and will be able to provide corresponding dividends as a continuing source of our cash flows, although the level of future dividends will continue to be dependent upon a sustainable recovery in the residential real estate market.

For the three months ended March 31, 2013, we used \$4 million less cash for investing activities compared to the same period in 2012. For the three months ended March 31, 2013, \$16 million of cash was used for \$12 million of property and equipment additions, \$2 million of acquisition related payments and a \$2 million increase in restricted cash. For the three months ended March 31, 2012, \$20 million of cash was used in investing activities primarily for \$9 million of property and equipment additions, \$4 million of acquisition related payments, a \$4 million increase in restricted cash and net purchases of certificates of deposit of \$3 million.

For the three months ended March 31, 2013, we used \$6 million less cash for financing activities compared to the same period in 2012. For the three months ended March 31, 2013, \$50 million of cash was provided as a result of \$79 million of additional proceeds from the extension of the term loan facility and \$25 million from an increase in revolver borrowings partially offset by the payment of \$22 million of debt issuance costs and \$21 million of securitization obligation repayments. For the three months ended March 31, 2012, \$56 million of cash was provided by financing activities 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.

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## Financial Obligations

## Indebtedness Table

As of March 31, 2013, the total capacity, outstanding borrowings and available capacity under the Company's borrowing arrangements were as follows and gives effect to the refinancing of the revolving credit facility and the term loan facility under the amended and restated senior secured credit agreement dated as of March 5, 2013:

	Interest Rate	Expiration Date	Total Capacity	Outstanding Borrowings	Available Capacity
Senior Secured Credit Facility:					
Revolving credit facility <sup>(1)</sup>	(2)	March 2018	\$475	\$ 135	\$ 340
Term loan facility	(3)	March 2020	1,920	1,901	—
First Lien Notes	7.625%	January 2020	593	593	—
First and a Half Lien Notes	7.875%	February 2019	700	700	—
First and a Half Lien Notes	9.00%	January 2020	325	325	—
Other bank indebtedness	(4)	August 2013	8	—	8
Senior Notes <sup>(5)</sup>	11.50%	April 2017	492	490	—
Senior Notes <sup>(6)</sup>	12.00%	April 2017	130	129	—
Senior Subordinated Notes <sup>(7)</sup>	12.375%	April 2015	190	188	—
Senior Subordinated Notes <sup>(8)</sup>	13.375%	April 2018	10	10	—
Securitization obligations: <sup>(9)</sup>					
Apple Ridge Funding LLC <sup>(10)</sup>		December 2013	375	214	161
Cartus Financing Limited <sup>(11)</sup>		Various	61	25	36
			\$5,279	\$ 4,710	\$ 545

(1) On April 29, 2013, the Company had \$310 million outstanding on the revolving credit facility and no outstanding letters of credit on such facility, leaving \$165 million of available capacity.

Interest rates with respect to revolving loans under the senior secured credit facility are based on, at Realogy Group's option, (a) adjusted LIBOR plus 2.75% or (b) JPMorgan Chase Bank, N.A., prime rate ("ABR") plus 1.75% in each case subject to reductions based on the attainment of certain leverage ratios.

(2) Consists of a \$1,920 million term loan, less a discount of \$19 million. The interest rate with respect to the term loan under the senior secured credit facility is based on, at Realogy Group's option, (a) adjusted LIBOR plus 3.50% (with a LIBOR floor of 1.00%) or (b) JPMorgan Chase Bank, N.A.'s prime rate ("ABR") plus 2.50% (with an ABR floor of 2.0%).

A revolving credit facility in the U.K. with a capacity of £5 million (\$8 million) which expires in August 2013.

(3) The facility has a one-year term with certain options for renewal. The interest rate with respect to the revolving credit facility is based on the bank's base rate plus 2.0%. This facility is supported by a letter of credit issued under the senior secured credit facility.

(4) Consists of \$492 million of 11.50% Senior Notes, less a discount of \$2 million. The Company will use the net proceeds from the April 2013 offering of the 3.375% Senior Notes of approximately \$494 million, along with borrowings under its revolving credit facility, to redeem all of the \$492 million of the 11.50% Senior Notes at a redemption premium of 106%, plus accrued interest to the redemption date of May 28, 2013.

(5) Consists of \$130 million of 12.00% Senior Notes, less a discount of \$1 million. The 12.00% Senior Notes were redeemed on April 23, 2013.

(6) Consists of \$190 million of 12.375% Senior Subordinated Notes, less a discount of \$2 million. The 12.375% Senior Subordinated Notes were redeemed on April 16, 2013.

(7) The 13.375% Senior Subordinated Notes were redeemed on April 16, 2013.

(8) Available capacity is subject to maintaining sufficient relocation related assets to collateralize these securitization obligations.

- (10) On April 19, 2013, the Company elected to reduce the available capacity of the Apple Ridge securitization facility by \$50 million to \$325 million.
- (11) Consists of a £35 million facility which expires in August 2015 and a £5 million working capital facility which expires in August 2013.

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## Senior Secured Credit Facility

On March 5, 2013, Realogy Group entered into an amended and restated senior secured credit agreement (the “Amended and Restated Credit Agreement”). The Amended and Restated Credit Agreement replaces the agreement that had been entered into on April 10, 2007 and refinances the prior term loan facility and prior revolving credit facility. The Amended and Restated Credit Agreement provides for (a) a seven-year, \$1,920 million term loan facility issued at 99% of par with a maturity date of March 5, 2020, the proceeds of which were utilized to pay off the \$1,822 million principal amount of the existing term loan borrowings under the prior facility, plus accrued and unpaid interest, and to pay the fees and expenses incurred in connection with the refinancing and for general corporate purposes; and (b) a five-year, \$475 million revolving credit facility with a maturity date of March 5, 2018, which includes (i) a \$250 million letter of credit subfacility and (ii) a swingline loan subfacility. Initial borrowings under the new revolving credit facility were used to repay the outstanding indebtedness under the prior revolving credit facility. The interest rate with respect to the term loan is based on, at our option, adjusted LIBOR plus 3.50% (with a LIBOR floor of 1.00%) or ABR plus 2.50% (with an ABR floor of 2.0%). The interest rate with respect to revolving loans under the revolving credit facility is based on, at our option, adjusted LIBOR plus 2.75% or ABR plus 1.75%.

The Amended and Restated Credit Agreement also retains a \$155 million synthetic letter of credit facility, approximately \$36 million of which matures on October 10, 2013 and the balance of which matures on October 10, 2016.

The Amended and Restated Credit Agreement permits the Company to obtain up to \$500 million of additional credit facilities from lenders reasonably satisfactory to the administrative agent and us, without the consent of the existing lenders under the new senior secured credit facility, plus an unlimited amount if our senior secured leverage ratio is less than 3.50 to 1.0 on a pro forma basis. Subject to certain restrictions, the Amended and Restated Credit Agreement also permits us to issue senior secured or unsecured notes in lieu of any incremental facility.

The Senior Secured Credit Facility consisting of the term loan facility, revolving credit facility, and synthetic letter of credit facility are collectively referred to as the “First Lien Facilities”. Realogy Group uses the revolving credit facility for, among other things, working capital and other general corporate purposes.

The synthetic letter of credit facility may be utilized for general corporate purposes, including the support of Realogy Group’s obligations with respect to Cendant contingent and other liabilities assumed under the Separation and Distribution Agreement. As of March 31, 2013, the capacity was being utilized by a \$53 million letter of credit with Cendant for potential contingent obligations and \$91 million of letters of credit for other general corporate purposes. The term loan facility provides for quarterly amortization payments totaling 1% per annum of the original principal amount of the term loan facility, commencing June 30, 2013, with the balance payable upon the final maturity date. The synthetic letter of credit facility provides for quarterly amortization payments totaling 1% per annum of the principal amount of the synthetic letter of credit facility outstanding with the balance payable upon the final maturity date.

The obligations under the Amended and Restated Agreement are secured to the extent legally permissible by substantially all of the assets of Realogy Group, Realogy Intermediate and all of their domestic subsidiaries other than certain excluded subsidiaries, including but not limited to (a) a first-priority pledge of substantially all capital stock held by Realogy Group 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 (b) perfected first-priority security interests in substantially all tangible and intangible assets of Realogy Group and each subsidiary guarantor, subject to certain exceptions.

Realogy Group’s senior secured credit facility contains financial, affirmative and negative covenants and requires Realogy Group to maintain a senior secured leverage ratio of 4.75 to 1.0 tested on a quarterly basis but only if the aggregate amount of borrowings outstanding under the revolving credit facility, together with the aggregate amount of letters of credit issued under the letter of credit subfacility at the end of the applicable quarter, exceed 25% of the aggregate revolving credit facility commitments. 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. At March 31, 2013, Realogy Group’s aggregate borrowings and outstanding letters of credit issued under the revolving



credit facility exceeded 25% of the aggregate revolving credit facility commitments and therefore the senior secured leverage ratio computation was required. At March 31, 2013, Realogy Group's senior secured leverage ratio was 3.38 to 1.0 and was in compliance with the senior secured leverage ratio covenant.

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Realogy Group 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 Realogy Intermediate equity for cash, which would be infused as capital into Realogy Group. If Realogy Group 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 Group fails to obtain a waiver from the lenders, Realogy Group’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 Group;
- could elect to declare all borrowings outstanding, together with accrued and unpaid interest and fees, to be due and payable;
- could require Realogy Group to apply all of its available cash to repay these borrowings; or
- could prevent Realogy Group 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, the unsecured notes and the Company’s Apple Ridge Funding LLC securitization program.

If Realogy Group 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, which assets also secure its other secured indebtedness. Realogy Group 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 Realogy Group 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 and the unsecured notes, or be able to borrow sufficient funds to refinance such indebtedness. Even if Realogy Group is able to obtain new financing, it may not be on commercially reasonable terms, or terms that are acceptable to Realogy Group.

#### First Lien Notes

The \$593 million of First Lien Notes are senior secured obligations of Realogy Group 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 (the first interest payment was July 15, 2012). The First Lien Notes are guaranteed on a senior secured basis by Realogy Intermediate and each domestic subsidiary of Realogy Group that is a guarantor under the Senior Secured Credit Facility or certain of Realogy Group's outstanding debt securities. The First Lien Notes are also guaranteed by Realogy 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 and (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.

#### First and a Half Lien Notes

The First and a Half Lien Notes are senior secured obligations of the Company. The \$700 million of 7.875% First and a Half Lien Notes mature in February 2019 and interest is payable semiannually on February 15 and August 15 of each year. The \$325 million of 9.0% First and a Half Lien Notes mature in January 2020 and interest is payable semiannually on January 15 and July 15 of each year (the first interest payment date was July 15, 2012). The First and a Half Lien Notes are guaranteed on a senior secured basis by Realogy Intermediate and each domestic subsidiary of Realogy Group that is a guarantor under the Senior Secured Credit Facility or certain of Realogy Group's outstanding debt securities. The First and a Half Lien Notes are also guaranteed by Realogy 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. The priority of the collateral liens securing each series of the First

and a Half Lien Notes is equal to one another.

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## Unsecured Notes

On April 16, 2013, Realogy Group utilized approximately \$201 million of the remaining \$218 million of net proceeds from the Company's initial public offering to redeem all of the outstanding Senior Subordinated Notes. On April 23, 2013, the Company utilized the remaining net proceeds, cash on hand and borrowings under its revolving credit facility to redeem all of the outstanding 12.00% Senior Notes at a premium of 106%. After giving effect to the foregoing, the only Unsecured Notes outstanding are the 11.50% Senior Notes. The \$490 million of 11.50% Senior Notes mature on April 15, 2017 and bear interest payable semiannually on April 15 and October 15 of each year. On April 26, 2013, Realogy Group issued \$500 million of 3.375% Senior Notes. The Company will use the net proceeds from the offering of the 3.375% Senior Notes of approximately \$494 million, along with borrowings under its revolving credit facility, to redeem all of the \$492 million of its 11.50% Senior Notes at a redemption premium of 106%, plus accrued interest to the redemption date of May 28, 2013.

The 3.375% Senior Notes are unsecured senior obligations of the Company that mature on May 1, 2016. Interest on the 3.375% Senior Notes will be payable semiannually on May 1 and November 1 of each year, commencing November 1, 2013.

## Securitization Obligations

Realogy Group has secured obligations through Apple Ridge Funding LLC, a securitization program with a borrowing capacity of \$375 million and an expiration date of December 2013. On April 19, 2013, the Company elected to reduce the available capacity of the Apple Ridge securitization facility by \$50 million to \$325 million.

Realogy Group, through a special purpose entity, known as Cartus Financing Limited has 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 2013. These Cartus Financing Limited facilities are secured by the relocation assets of a U.K. government contract in this special purpose entity and are therefore classified as permitted securitization financings as defined in Realogy Group's senior secured credit facility and the indentures governing the Unsecured Notes.

The Apple Ridge entities and the 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 Group's relocation business in order to facilitate the relocation of their employees. Assets of these special purpose entities are not available to pay Realogy Group'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, any uncured breach of Realogy Group's senior secured leverage ratio under Realogy Group's senior secured credit facility, and cross-defaults to Realogy Group's 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 \$305 million and \$309 million of underlying relocation receivables and other related relocation assets at March 31, 2013 and December 31, 2012, 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 Condensed Consolidated Balance Sheets.

Interest incurred in connection with borrowings under these facilities amounted to \$2 million and \$2 million for the three months ended March 31, 2013 and March 31, 2012, respectively. This interest is recorded within net revenues in the accompanying Condensed 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 3.1% and 3.5% for the three months ended March 31, 2013 and 2012, respectively.



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

For the three months ended March 31, 2013, the Company recorded a loss on the early extinguishment of debt of \$3 million for the portion of the Amended and Restated Credit Agreement that qualified for debt extinguishment. In addition, the Company wrote off deferred financing costs of \$2 million to interest expense for the portion of the Amended and Restated Credit Agreement that qualified as a debt modification.

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

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 and the 3.375% Senior Notes contain various covenants that limit Realogy Group's ability to, among other things:

- incur or guarantee additional debt;
- pay dividends or make distributions to Realogy Group's stockholders, including Realogy Holdings;
- repurchase or redeem capital stock or subordinated indebtedness;
- make loans, investments or acquisitions;
- incur restrictions on the ability of certain of Realogy Group's subsidiaries to pay dividends or to make other payments to Realogy Group;
- enter into transactions with affiliates;
- create liens;
- merge or consolidate with other companies or transfer all or substantially all of Realogy Group's and its material subsidiaries' 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.

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 Group's total senior secured net debt to trailing twelve month Adjusted EBITDA may not exceed 4.75 to 1.0, tested on a quarterly basis, but only if the aggregate amount of borrowings outstanding under the revolving credit facility together with the aggregate amount of letters of credit issued under the letter of credit subfacility at the end of the applicable quarter, exceed 25% of the aggregate revolving credit facility commitments. Total senior secured net debt does not include the securitization obligations, the First and a Half Lien Notes or the Unsecured Notes or other unsecured indebtedness or indebtedness secured by a lien that is pari passu or junior in priority to the First and a Half Lien Notes. At March 31, 2013, the Company's senior secured leverage ratio was 3.38 to 1.0.

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.

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 Realogy Intermediate equity for cash, which would be infused as capital into the Company. 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.

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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 3.375% Senior 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 3.375% Senior 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 and the 3.375% Senior 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 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 expense, net (other than relocation services interest for securitization assets and securitization obligations) and income taxes. Adjusted EBITDA calculated for a twelve-month period is presented to demonstrate our compliance with the senior secured leverage ratio covenant in the senior secured credit facility. Adjusted EBITDA calculated for a twelve-month period 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. Adjusted EBITDA includes adjustments to EBITDA for merger costs, restructuring costs, former parent legacy cost (benefit) items, net, gain (loss) on the early extinguishment of debt, pro forma cost savings, the pro forma effect of business optimization initiatives and the pro forma effect of acquisitions and new franchisees, in each case calculated as of the beginning of the twelve-month period. Adjusted EBITDA calculated for a three-month period adjusts for the same items as for a twelve-month period, except that the pro forma effect of cost savings, business optimizations and acquisitions and new franchisees are calculated as of the beginning of the three-month period instead of the twelve-month period.

We present EBITDA and Adjusted EBITDA because we believe EBITDA and Adjusted EBITDA are useful as supplemental measures in evaluating the performance of our operating businesses and provide greater transparency into our results of operations. Our management, including our chief operating decision maker, uses EBITDA as a factor in evaluating the performance of our business. EBITDA 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 Adjusted EBITDA have limitations as analytical tools, and you should not consider EBITDA or Adjusted EBITDA either in isolation or as substitutes for analyzing our results as reported under GAAP. Some of these limitations are:





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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.

In addition to the limitations described above, Adjusted EBITDA includes pro forma cost savings, the pro forma effect of business optimization initiatives and the pro forma full period effect of acquisitions and new franchisees. These adjustments may not reflect the actual cost savings or pro forma effect recognized in future periods.

A reconciliation of net loss attributable to Realogy to EBITDA and Adjusted EBITDA for the twelve months ended March 31, 2013 is set forth in the following table:

	Year Ended	Less Three Months Ended	Equals Nine Months Ended	Plus Three Months Ended	Equals Twelve Months Ended	
	December 31, 2012	March 31, 2012	December 31, 2012	March 31, 2013	March 31, 2013	
Net loss attributable to Realogy <sup>(a)</sup>	\$ (543	) \$ (192	) \$ (351	) \$ (75	) \$ (426	)
Income tax expense	39	7	32	7	39	
Income before income taxes	(504	) (185	) (319	) (68	) (387	)
Interest expense, net	528	170	358	89	447	
Depreciation and amortization	173	45	128	42	170	
EBITDA <sup>(b)</sup>	197	30	167	63	230	
Restructuring costs and former parent legacy costs (benefit), net <sup>(c)</sup>					5	
IPO related costs for the Convertible Notes					361	
Loss on the early extinguishment of debt					21	
Pro forma cost savings for 2012 restructuring initiatives <sup>(d)</sup>					4	
Pro forma effect of business optimization initiatives <sup>(e)</sup>					30	
Non-cash charges <sup>(f)</sup>					(5	)
Non-recurring fair value adjustments for purchase accounting <sup>(g)</sup>					2	
Pro forma effect of acquisitions and new franchisees <sup>(h)</sup>					6	
Apollo management fees <sup>(i)</sup>					35	
Incremental securitization interest costs <sup>(j)</sup>					6	
Adjusted EBITDA					\$695	
Total senior secured net debt <sup>(k)</sup>					\$2,348	
Senior secured leverage ratio					3.38	x

Net loss attributable to Realogy consists of: (i) a loss of \$25 million for the second quarter of 2012, (ii) a loss of (a) \$34 million for the third quarter of 2012, (iii) a loss of \$292 million for the fourth quarter of 2012 and (iv) a loss of \$75 million for the first quarter of 2013.

(b) EBITDA consists of: (i) \$203 million for the second quarter of 2012, (ii) \$213 million for the third quarter of 2012, (iii) negative \$249 million for the fourth quarter 2012 and (iv) \$63 million for the first quarter of 2013.

(c) Consists of \$9 million of restructuring costs partially offset by a net benefit of \$4 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 year ended December 31, 2012. From this restructuring, we expect to reduce our operating

costs by approximately \$10 million on a twelve-month run-rate basis and estimate that \$6 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, 2012 through the time they were put in place had those actions been effected on April 1, 2012.

Represents the twelve-month pro forma effect of business optimization initiatives including \$3 million related to (e)our Relocation Services integration costs, \$4 million related to vendor renegotiations, \$8 million related to business cost cutting initiatives and \$15

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million for employee retention accruals. The employee retention accruals reflect the two year employee retention plan that was implemented in November 2010 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.

Represents the elimination of non-cash expenses, including \$7 million of stock-based compensation expense less (f) \$11 million for the change in the allowance for doubtful accounts and notes reserves and \$1 million of other items from April 1, 2012 through March 31, 2013.

(g) Reflects the adjustment for the negative impact of fair value adjustments for purchase accounting at the operating business segments primarily related to deferred rent.

Represents the estimated impact of acquisitions and new franchisees as if they had been acquired or signed on April 1, 2012. Franchisee sales activity is comprised of new franchise agreements as well as growth acquired by (h) 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, 2012.

(i) Represents the elimination of the expense recognized for the termination of the Apollo management fee agreement for the twelve months ended March 31, 2013.

(j) Incremental borrowing costs incurred as a result of the securitization facilities refinancing for the twelve months ended March 31, 2013.

Represents total borrowings under the senior secured credit facility which are secured by a first priority lien on our assets of \$2,648 million plus \$16 million of capital lease obligations less \$316 million of readily available cash as of March 31, 2013. Pursuant to the terms of our senior secured credit facility, total senior secured net debt does not (k) include the First and a Half Lien Notes, other indebtedness secured by a lien on our assets that is pari passu or junior in priority to the First and a Half Lien Notes, including our securitization obligations and the Unsecured Notes.

Set forth in the table below is a reconciliation of net loss attributable to Realogy to Adjusted EBITDA for the three-month periods ended March 31, 2013 and 2012:

	Three Months Ended	
	March 31, 2013	March 31, 2012
Net loss attributable to Realogy	\$(75 )	\$(192 )
Income tax expense	7	7
Income before income taxes	(68 )	(185 )
Interest expense, net	89	170
Depreciation and amortization	42	45
EBITDA	63	30
Restructuring costs, merger costs and former parent legacy costs (benefit), net	1	—
Loss on the early extinguishment of debt	3	6
Pro forma effect of business optimization initiatives	4	9
Non-cash charges	(2 )	—
Non-recurring fair value adjustments for purchase accounting	—	1
Pro forma effect of acquisitions and new franchisees	1	1
Apollo management fees	—	4
Incremental securitization interest costs	1	2
Adjusted EBITDA	\$71	\$53

## 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 negatively affected by the substantial interest expense on our debt obligations and the unfavorable conditions in the real estate market resulting in negative operating cash flows. Even with the completion

of the initial public offering and related transactions in October 2012, our liquidity position will continue to be negatively impacted by the interest expense on our debt obligations, although such interest expense is substantially reduced from its level as of September 30, 2012.

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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, certain 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. Consequently, our debt balances are generally at their highest levels at or around the end of the first and fourth quarters of every year. If there is not a sustained recovery in the housing market, we may be required to seek additional sources of working capital for our future liquidity needs. There can be no assurance 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, but only if the aggregate amount of borrowings outstanding under the revolving credit facility together with the aggregate amount of letters of credit issued under the letter of credit subfacility at the end of the applicable quarter, exceed 25% of the aggregate revolving credit facility commitments.

As of March 31, 2013, we were in compliance with the senior secured leverage ratio covenant with a ratio of 3.38 to 1.0. During 2012, the U.S. residential real estate market evidenced the beginning of a housing recovery. However, we cannot predict the duration or strength of the recovery or if and when the market and related economic forces will return the U.S. residential real estate industry to a period of sustained growth. 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.

### Interest Rate Risk

Certain of our borrowings, primarily borrowings under the senior secured credit facility 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, including restrictions on dividends, 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 Group's senior secured leverage ratio under Realogy Group's senior secured credit facility if uncured, and cross-defaults to Realogy Group's material indebtedness.

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## Contractual Obligations

The following table summarizes our future contractual obligations as of March 31, 2013:

	Remaining						Total
	2013	2014	2015	2016	2017	Thereafter	
Revolving credit facility <sup>(a)</sup>	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 135	\$ 135
Term loan facility <sup>(b)</sup>	14	19	19	19	19	1,830	1,920
First Lien Notes	—	—	—	—	—	593	593
7.875% First and a Half Lien Notes	—	—	—	—	—	700	700
9.00% First and a Half Lien Notes	—	—	—	—	—	325	325
11.50% Senior Notes	—	—	—	—	492	—	492
12.00% Senior Notes <sup>(c)</sup>	—	—	—	—	130	—	130
12.375% Senior Subordinated Notes <sup>(d)</sup>	—	—	190	—	—	—	190
13.375% Senior Subordinated Notes <sup>(e)</sup>	—	—	—	—	—	10	10
Interest payments on long-term debt <sup>(f)</sup>	245	326	313	299	254	454	1,891
Securitized obligations <sup>(g)</sup>	239	—	—	—	—	—	239
Operating leases <sup>(h)</sup>	104	110	81	48	32	117	492
Capital leases (including imputed interest)	5	6	4	2	1	—	18
Purchase commitments <sup>(i)</sup>	46	28	15	10	9	239	347
Total <sup>(j) (k)</sup>	\$ 653	\$ 489	\$ 622	\$ 378	\$ 937	\$ 4,403	\$ 7,482

The Company's senior secured credit facility included a \$475 million revolving facility expiring in March 2018.

(a) Outstanding borrowings under this facility are classified on the balance sheet as current due to the revolving nature of the facility.

The Company's term loan facility matures in March 2020. There is 1% per annum amortization of principal,

(b) commencing June 30, 2013. The Company has entered into derivative instruments to fix the interest rate over the next twelve months for \$425 million of the \$2,055 million of variable rate debt.

(c) The 12.00% Senior Notes were redeemed on April 23, 2013 with a cash payment of \$138 million, including principal of \$130 million, a call premium of \$8 million and accrued interest of less than \$1 million.

(d) The 12.375% Senior Subordinated Notes were redeemed on April 16, 2013 with a cash payment of \$190 million, including principal of \$190 million and accrued interest of less than \$1 million.

(e) The 13.375% Senior Subordinated Notes were redeemed on April 16, 2013 with a cash payment of \$11 million, including principal of \$10 million, a call premium of \$1 million and accrued interest of less than \$1 million.

(f) Interest payments are based on applicable interest rates in effect at March 31, 2013.

The Apple Ridge securitization facility expires in December 2013 and the Cartus Financing Limited agreements

(g) expire in August 2013 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.

(h) The operating lease amounts included in the above table do not include variable costs such as maintenance, insurance and real estate taxes.

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 (i) also include a minimum licensing fee to be paid to Meredith from 2009 through 2058 for the licensing of the Better Homes and Gardens Real Estate brand. 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.

In April 2007, the Company established a standby irrevocable letter of credit for the benefit of Avis Budget Group (j) Inc. in accordance with the Separation and Distribution Agreement. At March 31, 2013, the letter of credit was at \$53 million. This letter of credit is not included in the contractual obligations table above.

(k) The contractual obligations table does not include other non-current liabilities such as pension liabilities of \$52 million and unrecognized tax benefits of \$111 million as the Company is not able to estimate the year in which

these liabilities could be paid.

Contractual Obligations Update

In April 2013, the Company redeemed the 12.00% Senior Notes, 12.375% Senior Subordinated Notes and 13.375% Senior Subordinated Notes for a total cash payment of \$339 million, including redemption premiums and accrued interest. As a result of these redemptions, the Company will realize annualized cash interest savings of \$41 million.

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On April 26, 2013, Realogy Group issued \$500 million of 3.375% senior notes (the "3.375% Senior Notes"). The Company will use the net proceeds from the offering of the 3.375% Senior Notes of approximately \$494 million, along with borrowings under its revolving credit facility, to redeem all of the \$492 million of its 11.50% Senior Notes at a redemption premium of 106%, plus accrued interest to the redemption date of May 28, 2013. The 3.375% Senior Notes are unsecured senior obligations of the Company that mature on May 1, 2016. Interest on the 3.375% Senior Notes will be payable semiannually on May 1 and November 1 of each year, commencing November 1, 2013.

### 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, 2012, 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, 2013, 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, 2013, we had total long-term debt with variable interest rates primarily based on LIBOR of \$2,055 million, excluding \$239 million of securitization obligations. We have entered into two floating to fixed interest rate swap agreements and effectively fixed our interest rate on that portion of variable interest rate debt. The first swap, with a notional value of \$225 million, commenced in July 2012 and expires in February 2018, and the second swap, with a notional value of \$200 million, commenced in January 2013 and expires in February 2018. 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 basis point 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 \$16 million. While these results may be used as benchmarks, they should not be viewed as forecasts.





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At March 31, 2013, the fair value of our long-term debt approximated \$4,730 million, which was determined based primarily 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 \$99 million impact on the fair value of our long-term debt.

Item 4. Controls and Procedures.

Controls and Procedures for Realogy Holdings Corp.

Realogy 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 (a) 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.

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 (b) 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.

There has not been any change in Holdings' internal control over financial reporting during the period covered by (c) 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 Group LLC

Realogy Group LLC (“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 (a) 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.

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 (b) 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.

There has not been any change in Realogy's internal control over financial reporting during the period covered by (c) this quarterly report on Form 10-Q that has materially affected, or is reasonably likely to materially affect, its internal control over financial reporting.

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## PART II - OTHER INFORMATION

## Item 1. Legal Proceedings.

## Legal—Real Estate Business

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). As previously disclosed in the Company's June 2012 Form 10-Q, as a matter of litigation avoidance, we entered into a memorandum of understanding memorializing the principal terms of a settlement of this action. In July 2012, we entered into a definitive settlement agreement and in March 2013 the settlement received final court approval. Substantially all of the settlement will be funded directly by the Company with only a modest contribution by its insurance carrier.

Barasani v. Coldwell Banker Residential Brokerage Company. On November 15, 2012, plaintiff Ali Barasani filed a putative class action complaint in Los Angeles Superior Court, California, against Coldwell Banker Residential Brokerage Company alleging that the company had misclassified all of its sales associates as independent contractors when they were actually employees. The complaint further alleges that, because of the misclassification, the company has violated several sections of the Labor Code including Section 2802 for failing to reimburse plaintiff and the class for business related expenses and Section 226 for failing to keep proper records. The complaint also asserts a Section 17200 Unfair Business Practices claim for misclassifying the sales agents. The court issued an order staying most of the proceedings until the next status conference in May 2013. Accordingly, the Company has yet to file an answer or other responsive pleading to the complaint.

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 claims, 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 Group, Wyndham Worldwide and Travelport, each of Realogy Group, 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 Group 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 Group, 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.

\* \* \*

The Company believes that it has adequately accrued for legal matters as appropriate. The Company records litigation accruals for legal matters which are both probable and estimable. 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 \$10 million at March 31, 2013.

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. As such, the Company could incur judgments or enter into settlements of claims with



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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.

We also monitor litigation and claims asserted against other industry participants together with new statutory and regulatory enactments for potential impacts to its business. Although we respond, as appropriate, to these developments, such developments may impose costs or obligations that adversely affect the Company's business operations or financial results.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

Use of IPO Proceeds to Redeem Senior Subordinated Notes

On April 16, 2013, Realogy Group utilized approximately \$201 million of the remaining \$218 million of net proceeds from the Company's initial public offering to redeem all of the outstanding Senior Subordinated Notes. On April 23, 2013, the Company utilized the remaining net proceeds, cash on hand and borrowings under its revolving credit facility to redeem all of the outstanding 12.00% Senior Notes at a premium of 106%.

Item 5. Other Information.

On May 1, 2013, based upon the recommendation of its Compensation Committee, the Board of Directors of Realogy Holdings approved changes to the guidelines governing compensation of our independent directors. The form of the New Director Equity Grant valued at \$100,000 that is awarded to independent directors upon joining the Board was changed from a non-qualified stock option that became exercisable at the rate of 25% per year, commencing one year from the date of grant, to a restricted stock unit settleable in shares of Realogy Holdings common stock that vests at the rate of 33% per year, commencing one year from the date of grant. The equity portion of the Annual Director Retainer (\$100,000 of the \$170,000 retainer) was changed from a non-qualified stock option that becomes exercisable at the rate of 25% per year, commencing one year from the date of grant, to a restricted stock unit settleable in shares of Realogy Holdings common stock that vests in full on the first anniversary following the date of grant.

At the same time, based upon the recommendation of its Compensation Committee, the Board of Directors of Realogy Holdings approved the Realogy Holdings Corp. Director Deferred Compensation Plan, effective May 7, 2013, to permit directors to defer cash fees and eligible equity awards, including restricted stock units. Cash fees deferred will be in the form of restricted stock units settleable in shares of Realogy Holdings common stock; the number of restricted stock units issuable in connection with a deferral of cash fees will be calculated by dividing the amount of the deferred cash fees by the fair market of the common stock on the date of grant. Generally, a director's deferral will be paid on a fixed date elected by the director, or, if earlier, on the first anniversary following a director's separation from service. A director may elect to defer to a single lump-sum payment of his or her account, or may elect payments over time. A copy of the Realogy Holdings Corp. Director Deferred Compensation Plan is filed as Exhibit 10.2 to this report and incorporated herein by reference.

Item 6. Exhibits.

See Exhibit Index.

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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.

REALOGY HOLDINGS CORP.

and

REALOGY GROUP LLC

(Registrants)

Date: May 1, 2013 /s/ Anthony E. Hull

Anthony E. Hull

Executive Vice President and

Chief Financial Officer

Date: May 1, 2013 /s/ Dea Benson

Dea Benson

Senior Vice President,

Chief Accounting Officer and

Controller

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EXHIBIT INDEX

Exhibit Description

- Indenture, dated as of April 26, 2013, among Realogy Group LLC, as Issuer, The Sunshine Group (Florida) Ltd. Corp., as Co-Issuer, Realogy Holdings Corp. , the Note Guarantors (as defined therein) listed on the signature pages thereto, and The Bank of New York Mellon Trust Company, N.A., as Trustee, governing the 3.375% Senior Notes due 2016 (the "3.375% Senior Notes Indenture").
- 4.1\* Form of 3.375% Senior Notes due 2016 (included in the 3.375% Senior Notes Indenture filed as Exhibit 4.1 hereto).
- 4.2\* Purchase Agreement dated as of April 23, 2013, by and among Realogy Group LLC, The Sunshine Group (Florida) Ltd. Corp. and J.P. Morgan Securities LLC as Representative of the several other Initial Purchasers listed in Schedule A thereto relating to the offer and sale of the 3.375% Senior Notes due 2016.
- 10.1\* Realogy Holdings Corp. Director Deferred Compensation Plan.
- 10.2\* First Amendment to Lease dated April 29, 2013, between 175 Park Avenue, LLC and Realogy Operations LLC amending Lease dated November 23, 2011.
- 10.3\* Amended and Restated Credit Agreement, dated as of March 5, 2013, among Realogy Intermediate Holdings LLC, Realogy Group LLC, the lenders party thereto from time to time, JPMorgan Chase Bank, N.A., as administrative agent for the lenders, and the other financial institutions parties thereto.
- 10.4\* Letter Regarding Unaudited Interim Financial Statements.
- 15.1\* Certification of the Chief Executive Officer of Realogy Holdings Corp. pursuant to Rules 13(a)-14(a) and 15(d)-14(a) promulgated under the Securities Exchange Act of 1934, as amended.
- 31.1\* Certification of the Chief Financial Officer of Realogy 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 Executive Officer of Realogy Group LLC 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 Financial Officer of Realogy Group LLC 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 for Realogy Holdings Corp. pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.1\* Certification for Realogy Group LLC pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2\* 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

\* Filed herewith.

^Furnished electronically with this report.