

REALOGY CORP
Form POS EX
August 07, 2012

As filed with the Securities and Exchange Commission on August 7, 2012
Registration No. 333-179896

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

POST-EFFECTIVE AMENDMENT NO. 2
TO
FORM S-1
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

REALOGY CORPORATION

(Exact name of registrant as specified in its charter)

| | | |
|---|---|---|
| Delaware | 6531 | 20-4381990 |
| (State or Other Jurisdiction of Incorporation or Organization) | (Primary Standard Industrial Classification Code Number) | (I.R.S. Employer Identification No.) |

One Campus Drive
Parsippany, New Jersey 07054
(973) 407-2000

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

DOMUS HOLDINGS CORP.

(Exact name of registrant as specified in its charter)

| | | |
|---|---|---|
| Delaware | 6531 | 20-8050955 |
| (State or Other Jurisdiction of Incorporation or Organization) | (Primary Standard Industrial Classification Code Number) | (I.R.S. Employer Identification No.) |

One Campus Drive
Parsippany, New Jersey 07054
(973) 407-2000

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

GUARANTORS LISTED ON SCHEDULE A HERETO

Marilyn J. Wasser, Esq.

Realogy Corporation

One Campus Drive
Parsippany, New Jersey 07054
(973) 407-2000

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

Copies to:

Stacy J. Kanter, Esq.

Skadden, Arps, Slate, Meagher & Flom LLP

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Four Times Square
New York, New York 10036-6522
(212) 735-3000

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-179896

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

| | | | |
|-------------------------|---|---------------------------|--------------------------|
| Large accelerated filer | <input type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input checked="" type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company | <input type="checkbox"/> |

SCHEDULE A

The address for each of the guarantors listed below is One Campus Drive, Parsippany, New Jersey 07054. The primary standard industrial classification code number for each of the guarantors listed below is 6531. The guarantors, the states of incorporation or organization for each guarantor and the IRS employer identification number for each guarantor is listed below.

| Exact name of registrant as specified in its charter | State of incorporation or organization | IRS employer identification no. |
|--|--|---------------------------------|
| Burrow Escrow Services, Inc. | California | 33-0876967 |
| Coldwell Banker Real Estate LLC | California | 95-3656885 |
| Coldwell Banker Residential Brokerage Company | California | 95-3140237 |
| Coldwell Banker Residential Real Estate LLC | California | 95-3522685 |
| Coldwell Banker Residential Referral Network | California | 33-0196250 |
| Cornerstone Title Company | California | 33-0955745 |
| Equity Title Company | California | 95-3415676 |
| Case Title Company | California | 95-2951502 |
| National Coordination Alliance LLC | California | 33-0477770 |
| NRT West, Inc. | California | 45-3744709 |
| Realogy Operations LLC | California | 95-2699378 |
| Referral Network Plus, Inc. | California | 26-2299918 |
| Valley of California, Inc. | California | 94-1615655 |
| West Coast Escrow Company | California | 95-4037858 |
| Colorado Commercial, LLC | Colorado | 84-1539312 |
| Guardian Title Agency, LLC | Colorado | 84-1300104 |
| NRT Colorado LLC | Colorado | 84-1474328 |
| Referral Network, LLC | Colorado | 84-1541495 |
| Better Homes and Gardens Real Estate Licensee LLC | Delaware | 26-1483161 |
| Better Homes and Gardens Real Estate LLC | Delaware | 26-1439164 |
| Burgdorff LLC | Delaware | 26-0376660 |
| Career Development Center, LLC | Delaware | 20-5782611 |
| Cartus Asset Recovery Corporation | Delaware | 26-3108651 |
| Cartus Corporation | Delaware | 94-1717274 |
| CB Commercial NRT Pennsylvania LLC | Delaware | 37-1653141 |
| CDRE TM LLC | Delaware | 20-5122543 |
| Century 21 Real Estate LLC | Delaware | 95-3414846 |
| CGRN, Inc. | Delaware | 22-3652986 |
| Coldwell Banker LLC | Delaware | 33-0320545 |
| Coldwell Banker Real Estate Services LLC | Delaware | 26-0376845 |
| Coldwell Banker Residential Brokerage LLC | Delaware | 33-0722736 |
| Domus Holdings Corp. | Delaware | 20-8050955 |
| Equity Title Messenger Service Holding LLC | Delaware | 14-1871488 |
| ERA Franchise Systems LLC | Delaware | 22-3419810 |
| First California Escrow Corporation | Delaware | 20-2923040 |
| Franchise Settlement Services LLC | Delaware | 20-0922030 |
| Global Client Solutions LLC | Delaware | 26-3051498 |
| Guardian Holding Company | Delaware | 20-0597637 |
| Gulf South Settlement Services, LLC | Delaware | 20-2668391 |
| Jack Gaughen LLC | Delaware | 26-0376973 |
| Keystone Closing Services LLC | Delaware | 23-2930568 |

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| Exact name of registrant as specified in its charter | State of incorporation or organization | IRS employer identification no. |
|--|--|---------------------------------|
| NRT Arizona LLC | Delaware | 20-3392792 |
| NRT Arizona Referral LLC | Delaware | 20-3697479 |
| NRT Columbus LLC | Delaware | 31-1794070 |
| NRT Commercial LLC | Delaware | 52-2173782 |
| NRT Commercial Utah LLC | Delaware | 87-0679989 |
| NRT Development Advisors LLC | Delaware | 20-0442165 |
| NRT Devonshire LLC | Delaware | 26-2333684 |
| NRT Hawaii Referral, LLC | Delaware | 20-3574360 |
| NRT LLC | Delaware | 33-0769705 |
| NRT Mid-Atlantic LLC | Delaware | 26-0393458 |
| NRT Missouri LLC | Delaware | 64-0965388 |
| NRT Missouri Referral Network LLC | Delaware | 26-0393293 |
| NRT New England LLC | Delaware | 04-2154746 |
| NRT New York LLC | Delaware | 13-4199334 |
| NRT Northfork LLC | Delaware | 26-0840964 |
| NRT Philadelphia LLC | Delaware | 27-3478613 |
| NRT Pittsburgh LLC | Delaware | 26-0393427 |
| NRT Referral Network LLC | Delaware | 80-0506617 |
| NRT Relocation LLC | Delaware | 20-0011685 |
| NRT REOExperts LLC | Delaware | 26-2707374 |
| NRT Settlement Services of Missouri LLC | Delaware | 26-0006000 |
| NRT Settlement Services of Texas LLC | Delaware | 52-2299482 |
| NRT Sunshine Inc. | Delaware | 51-0455827 |
| NRT Utah LLC | Delaware | 87-0679991 |
| ONCOR International LLC | Delaware | 20-5470167 |
| Real Estate Referral LLC | Delaware | 26-0393629 |
| Real Estate Referrals LLC | Delaware | 26-0393668 |
| Real Estate Services LLC | Delaware | 22-3770721 |
| Realogy Franchise Group LLC | Delaware | 20-4206821 |
| Realogy Global Services LLC | Delaware | 22-3528294 |
| Realogy Licensing LLC | Delaware | 22-3544606 |
| Realogy Services Group LLC | Delaware | 20-1572338 |
| Realogy Services Venture Partner LLC | Delaware | 20-2054650 |
| Secured Land Transfers LLC | Delaware | 26-0184940 |
| Sotheby's International Realty Affiliates LLC | Delaware | 20-1077136 |
| Sotheby's International Realty Licensee LLC | Delaware | 20-1077287 |
| Sotheby's International Realty Referral Company, LLC | Delaware | 20-4568253 |
| Title Resource Group Affiliates Holdings LLC | Delaware | 20-0597595 |
| Title Resource Group Holdings LLC | Delaware | 22-3868607 |
| Title Resource Group LLC | Delaware | 22-3680144 |
| Title Resource Group Services LLC | Delaware | 22-3788990 |
| Title Resources Incorporated | Delaware | 76-0594000 |
| TRG Services, Escrow, Inc. | Delaware | 26-1512603 |
| World Real Estate Marketing LLC | Delaware | 26-3623204 |
| WREM, Inc. | Delaware | 27-1798705 |
| Referral Network LLC | Florida | 59-2541359 |

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St. Joe Title Services LLC

Florida

59-3508965

The Sunshine Group (Florida) Ltd. Corp.

Florida

13-3329821

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| Exact name of registrant as specified in its charter | State of incorporation or organization | IRS employer identification no. |
|--|--|---------------------------------|
| Coldwell Banker Commercial Pacific Properties LLC | Hawaii | 99-0335507 |
| Coldwell Banker Pacific Properties LLC | Hawaii | 99-0323981 |
| NRT Insurance Agency, Inc. | Massachusetts | 04-3332208 |
| Referral Associates of New England LLC | Massachusetts | 04-3079542 |
| Mid-Atlantic Settlement Services LLC | Maryland | 52-1851057 |
| Sotheby's International Realty, Inc. | Michigan | 38-2556952 |
| Burnet Realty LLC | Minnesota | 41-1660781 |
| Burnet Title LLC | Minnesota | 41-1926464 |
| Burnet Title Holding LLC | Minnesota | 41-1840763 |
| Home Referral Network LLC | Minnesota | 41-1685091 |
| Market Street Settlement Group LLC | New Hampshire | 02-0505642 |
| The Sunshine Group, Ltd. | New York | 13-3329821 |
| Coldwell Banker Residential Referral Network, Inc. | Pennsylvania | 25-1485174 |
| TRG Settlement Services, LLP | Pennsylvania | 25-1810204 |
| Lakecrest Title, LLC | Tennessee | 38-3682041 |
| Alpha Referral Network LLC | Texas | 33-0443969 |
| American Title Company of Houston | Texas | 75-2477592 |
| ATCOH Holding Company | Texas | 76-0452401 |
| NRT Texas LLC | Texas | 75-2412614 |
| Processing Solutions LLC | Texas | 76-0006215 |
| TAW Holding Inc. | Texas | 76-0593996 |
| Texas American Title Company | Texas | 74-1909700 |
| Waydan Title, Inc. | Texas | 76-0443701 |

EXPLANATORY NOTE

This Post-Effective Amendment No. 2 to Form S-1 Registration Statement (333-179896) is filed pursuant to Rule 462(d) solely to add Exhibit 15.3 and 15.4 to such Registration Statement. This Amendment does not modify any provision of Part I or Part II of the Registration Statement other than supplementing Item 16(a) of Part II as set forth below.

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules.

(a) Exhibits.

15.3* Letter Regarding Domus Holdings Corp. Unaudited Interim Financial Statements.

15.4* Letter Regarding Realogy Corporation Unaudited Interim Financial Statements.

* Filed herewith.

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SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant has duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Parsippany, State of New Jersey, on the 7th of August, 2012.

REALOGY CORPORATION

By: /s/ ANTHONY E. HULL
Name: Anthony E. Hull
Title: Executive Vice President, Chief Financial Officer and Treasurer

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Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 2 to the Registration Statement has been signed below by the following persons in the capacities and on the dates indicated below.

| Name | Title | Date |
|---|--|----------------|
| * Richard A. Smith | Chairman, President, Chief Executive Officer and Director (Principal Executive Officer) | August 7, 2012 |
| /S/ ANTHONY E. HULL Anthony E. Hull | Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer) | August 7, 2012 |
| * Dea Benson | Senior Vice President, Chief Accounting Officer and Controller (Principal Accounting Officer) | August 7, 2012 |
| * Marc E. Becker | Director | August 7, 2012 |
| * Scott Kleinman | Director | August 7, 2012 |
| * M. Ali Rashid | Director | August 7, 2012 |
| * V. Ann Hailey | Director | August 7, 2012 |
| *By: /S/ ANTHONY E. HULL Anthony E. Hull Attorney-in-Fact | | |

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant has duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Parsippany, State of New Jersey, on the 7th of August, 2012.

DOMUS HOLDINGS CORP.

By: /s/ ANTHONY E. HULL
Name: Anthony E. Hull
Title: Executive Vice President, Chief Financial Officer and Treasurer

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Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 2 to the Registration Statement has been signed below by the following persons in the capacities and on the dates indicated below.

| Name | Title | Date |
|---|--|----------------|
| * Richard A. Smith | Chairman, President, Chief Executive Officer and Director (Principal Executive Officer) | August 7, 2012 |
| /S/ ANTHONY E. HULL Anthony E. Hull | Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer) | August 7, 2012 |
| * Dea Benson | Senior Vice President, Chief Accounting Officer and Controller (Principal Accounting Officer) | August 7, 2012 |
| * Marc E. Becker | Director | August 7, 2012 |
| * Scott Kleinman | Director | August 7, 2012 |
| * M. Ali Rashid | Director | August 7, 2012 |
| * V. Ann Hailey | Director | August 7, 2012 |
| *By: /S/ ANTHONY E. HULL Anthony E. Hull Attorney-in-Fact | | |

SIGNATURES

Pursuant to the requirements of the Securities Act the registrant has duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Parsippany, State of New Jersey, on the 7th of August, 2012.

NRT INSURANCE AGENCY, INC.
REALOGY OPERATIONS LLC
REALOGY SERVICES GROUP LLC
REALOGY SERVICES VENTURE PARTNER LLC

By: /S/ ANTHONY E. HULL
Name: Anthony E. Hull
Title: Chief Financial Officer

CARTUS CORPORATION
CDRE TM LLC
CARTUS ASSET RECOVERY CORPORATION
LAKECREST TITLE, LLC
NRT PHILADELPHIA LLC
REFERRAL NETWORK LLC
SOTHEBY'S INTERNATIONAL REALTY LICENSEE LLC
WREM, INC.

By: /S/ ANTHONY E. HULL
Name: Anthony E. Hull
Title: Executive Vice President & Treasurer

AMERICAN TITLE COMPANY OF HOUSTON
ATCOH HOLDING COMPANY
BURNET TITLE LLC
BURNET TITLE HOLDING LLC
BURROW ESCROW SERVICES, INC.
CORNERSTONE TITLE COMPANY
EQUITY TITLE COMPANY
EQUITY TITLE MESSENGER SERVICE HOLDING LLC
FIRST CALIFORNIA ESCROW CORPORATION
FRANCHISE SETTLEMENT SERVICES LLC
GUARDIAN HOLDING COMPANY
GUARDIAN TITLE AGENCY, LLC
CASE TITLE COMPANY
GULF SOUTH SETTLEMENT SERVICES, LLC
KEYSTONE CLOSING SERVICES LLC
MARKET STREET SETTLEMENT GROUP LLC
MID-ATLANTIC SETTLEMENT SERVICES LLC
NATIONAL COORDINATION ALLIANCE LLC
NRT SETTLEMENT SERVICES OF MISSOURI LLC
NRT SETTLEMENT SERVICES OF TEXAS LLC

PROCESSING SOLUTIONS LLC
SECURED LAND TRANSFERS LLC
ST. JOE TITLE SERVICES LLC
TAW HOLDING INC.
TEXAS AMERICAN TITLE COMPANY
TITLE RESOURCE GROUP AFFILIATES HOLDINGS LLC
TITLE RESOURCE GROUP HOLDINGS LLC

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TITLE RESOURCE GROUP LLC
TITLE RESOURCE GROUP SERVICES LLC
TITLE RESOURCES INCORPORATED
TRG SERVICES, ESCROW, INC.
TRG SETTLEMENT SERVICES, LLP
WAYDAN TITLE, INC.
WEST COAST ESCROW COMPANY

By: /S/ THOMAS N. RISPOLI
Name: Thomas N. Rispoli
Title: Chief Financial Officer

BETTER HOMES AND GARDENS REAL ESTATE LLC
BETTER HOMES AND GARDENS REAL ESTATE LICENSEE LLC
CENTURY 21 REAL ESTATE LLC
CGRN, INC.
COLDWELL BANKER LLC
COLDWELL BANKER REAL ESTATE LLC
ERA FRANCHISE SYSTEMS LLC
GLOBAL CLIENT SOLUTIONS LLC
ONCOR INTERNATIONAL LLC
REALOGY FRANCHISE GROUP LLC
REALOGY GLOBAL SERVICES LLC
REALOGY LICENSING LLC
SOTHEBY'S INTERNATIONAL REALTY AFFILIATES LLC
WORLD REAL ESTATE MARKETING LLC

By: /S/ ANDREW G. NAPURANO
Name: Andrew G. Napurano
Title: Chief Financial Officer

ALPHA REFERRAL NETWORK LLC
BURGDORFF LLC
BURNET REALTY LLC
CAREER DEVELOPMENT CENTER, LLC
CB COMMERCIAL NRT PENNSYLVANIA LLC
COLDWELL BANKER COMMERCIAL PACIFIC PROPERTIES LLC
COLDWELL BANKER PACIFIC PROPERTIES LLC
COLDWELL BANKER REAL ESTATE SERVICES LLC
COLDWELL BANKER RESIDENTIAL BROKERAGE COMPANY
COLDWELL BANKER RESIDENTIAL BROKERAGE LLC
COLDWELL BANKER RESIDENTIAL REAL ESTATE LLC
COLDWELL BANKER RESIDENTIAL REFERRAL NETWORK
COLDWELL BANKER RESIDENTIAL REFERRAL NETWORK, INC.
COLORADO COMMERCIAL, LLC
HOME REFERRAL NETWORK LLC
JACK GAUGHEN LLC

NRT ARIZONA LLC
NRT ARIZONA COMMERCIAL LLC

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NRT ARIZONA REFERRAL LLC
NRT COLORADO LLC
NRT COLUMBUS LLC
NRT COMMERCIAL LLC
NRT COMMERCIAL UTAH LLC
NRT DEVELOPMENT ADVISORS LLC
NRT DEVONSHIRE LLC
NRT HAWAII REFERRAL, LLC
NRT LLC
NRT MID-ATLANTIC LLC
NRT MISSOURI LLC
NRT MISSOURI REFERRAL NETWORK LLC
NRT NEW ENGLAND LLC
NRT NEW YORK LLC
NRT NORTHFORK LLC
NRT PITTSBURGH LLC
NRT REFERRAL NETWORK LLC
NRT RELOCATION LLC
NRT REOEXPERTS LLC
NRT SUNSHINE INC.
NRT TEXAS LLC
NRT UTAH LLC
NRT WEST, INC.
REAL ESTATE REFERRAL LLC
REAL ESTATE REFERRALS LLC
REAL ESTATE SERVICES LLC
REFERRAL ASSOCIATES OF NEW ENGLAND LLC
REFERRAL NETWORK, LLC
REFERRAL NETWORK PLUS, INC.
SOTHEBY'S INTERNATIONAL REALTY, INC.
SOTHEBY'S INTERNATIONAL REALTY
REFERRAL COMPANY, LLC
THE SUNSHINE GROUP (FLORIDA) LTD. CORP.
THE SUNSHINE GROUP, LTD.
VALLEY OF CALIFORNIA, INC.

By: /S/ KEVIN R. GREENE
Name: Kevin R. Greene
Title: Chief Financial Officer

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Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 2 to the Registration Statement has been signed below by the following persons in the capacities and on the date indicated below.

| Name | Title | Date |
|--|-------|----------------|
| /S/ ANTHONY E. HULL Anthony E. Hull | (2) | August 7, 2012 |
| * Thomas N. Rispoli | (3) | August 7, 2012 |
| * Andrew G. Napurano | (4) | August 7, 2012 |
| * Eric Barnes | (5) | August 7, 2012 |
| * Kevin R. Greene | (6) | August 7, 2012 |
| * Donald J. Casey | (7) | August 7, 2012 |
| * Marilyn J. Wasser | (8) | August 7, 2012 |
| * Robert Way | (9) | August 7, 2012 |
| * David J. Weaving | (10) | August 7, 2012 |

*By: /S/ ANTHONY E. HULL
Anthony E. Hull
Attorney-in-Fact

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| Name | Title | Date |
|---------------------------------|-------|----------------|
| * Marvin Levin | (11) | August 7, 2012 |
| * Terrence D. Wright | (12) | August 7, 2012 |
| * E. Neil Gulley | (13) | August 7, 2012 |
| * Kevin J. Kelleher | (14) | August 7, 2012 |
| * Tony Wong | (15) | August 7, 2012 |
| * Alexander E. Perriello III | (16) | August 7, 2012 |
| * Bruce G. Zipf | (17) | August 7, 2012 |
| * Charlotte Sears | (18) | August 7, 2012 |
| * Clark W. Toole, III | (19) | August 7, 2012 |
| * Richard P. Tucker | (20) | August 7, 2012 |
| * Paula A. Singleton | (21) | August 7, 2012 |
| * Martha Louise Appel | (22) | August 7, 2012 |

*By: /S/ ANTHONY E. HULL
Anthony E. Hull
Attorney-in-Fact

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| Name | Title | Date |
|--------------------------|-------|----------------|
| * Malcolm MacEwen | (23) | August 7, 2012 |
| * Steven Bogden | (24) | August 7, 2012 |
| * Alec String | (25) | August 7, 2012 |
| * Collin Ellingson | (26) | August 7, 2012 |
| * James Dohr | (27) | August 7, 2012 |
| * Patricia A. Villani | (28) | August 7, 2012 |
| * Patricia H. Cole | (29) | August 7, 2012 |
| * Kelly Kennedy Mack | (30) | August 7, 2012 |
| * William D. Yahn | (31) | August 7, 2012 |
| * David Krieger | (32) | August 7, 2012 |

*By: /S/ ANTHONY E. HULL
Anthony E. Hull
Attorney-in-Fact

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| Name | Title | Date |
|---|-------|----------------|
| * Michael Coen | (33) | August 7, 2012 |
| * Bernadette Tucker | (34) | August 7, 2012 |
| * Hilry S. Stroup | (35) | August 7, 2012 |
| * Sherry Chris | (36) | August 7, 2012 |
| * Esther Semlak | (37) | August 7, 2012 |
| * Richard W. Davidson | (38) | August 7, 2012 |
| * James R. Gillespie | (39) | August 7, 2012 |
| * George Hackett | (40) | August 7, 2012 |
| * Charles G. Young | (41) | August 7, 2012 |
| * Vikas Bangia | (42) | August 7, 2012 |
| /S/ RICHARD HEARN Richard Hearn | (43) | August 7, 2012 |
| * Nancy J. LoRusso | (44) | August 7, 2012 |
| *By: /S/ ANTHONY E. HULL Anthony E. Hull Attorney-in-Fact | | |

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| Name | Title | Date |
|-----------------------|-------|----------------|
| * Richard A. Smith | (45) | August 7, 2012 |
| * Michael R. Good | (46) | August 7, 2012 |
| * Kathryn Korte | (47) | August 7, 2012 |

*By: /S/ ANTHONY E. HULL

Anthony E. Hull

Attorney-in-Fact

Each entity listed below is a single member limited liability company managed by its sole member or a limited liability partnership and does not have a board of directors or similar body. A separate signature page of each sole member or partner, as applicable, is included elsewhere in this Registration Statement.

Alpha Referral Network LLC is managed by its sole member, Coldwell Banker Residential Referral Network. Better Homes and Gardens Real Estate Licensee LLC, Better Homes and Gardens Real Estate LLC, Century 21 Real Estate LLC, Coldwell Banker LLC, ERA Franchise Systems LLC, NRT LLC, Realogy Franchise Group LLC, Realogy Global Services LLC, Realogy Licensing LLC, Realogy Operations LLC, Realogy Services Venture Partner LLC, Sotheby's International Realty Affiliates LLC, Sotheby's International Realty Licensee LLC and Title Resource Group LLC are managed by their sole member, Realogy Services Group LLC.

Burgdorff LLC, Burnet Realty LLC, CDRE TM LLC, Coldwell Banker Commercial Pacific Properties LLC, Coldwell Banker Residential Brokerage LLC, Home Referral Network LLC, NRT Colorado LLC, NRT Devonshire LLC, NRT Hawaii Referral, LLC, NRT Mid-Atlantic LLC, NRT Texas LLC, NRT Utah LLC and Real Estate Services LLC are managed by their sole member, NRT LLC.

Career Development Center, LLC is managed by its sole member, NRT Arizona LLC.

Coldwell Banker Pacific Properties LLC is managed by its sole member, Coldwell Banker Real Estate Services LLC.

Coldwell Banker Real Estate LLC is managed by its sole member, Coldwell Banker LLC.

Coldwell Banker Real Estate Services LLC, NRT Columbus LLC and NRT Pittsburgh LLC are managed by their sole member, Coldwell Banker Residential Real Estate LLC.

Colorado Commercial, LLC and Referral Network, LLC are managed by its sole member, NRT Colorado LLC.

Burnet Title Holding LLC, Burnet Title LLC, Keystone Closing Services LLC, Processing Solutions LLC, St. Joe Title Services LLC, Equity Title Messenger Service Holding LLC, Franchise Settlement Services LLC, Guardian Title Agency, LLC, Lakecrest Title, LLC, Mid-Atlantic Settlement Services LLC, National Coordination Alliance LLC, NRT Settlement Services of Missouri LLC, NRT Settlement Services of Texas LLC, Secured Land Transfers LLC and Title Resource Group Holdings LLC are managed by their sole member, Title Resource Group LLC.

Global Client Solutions LLC and ONCOR International LLC are managed by their sole member, Realogy Franchise Group LLC.

Gulf South Settlement Services, LLC is managed by its sole member, Title Resource Group Affiliates Holdings, Inc. Market Street Settlement Group LLC and Title Resource Group Affiliates Holdings LLC are managed by their sole member, Title Resource Group Holdings LLC.

NRT Northfork LLC is managed by its sole member, NRT New York LLC.

Real Estate Referral LLC is managed by its sole member, NRT New England LLC.

Real Estate Referrals LLC is managed by its sole member, NRT Mid-Atlantic LLC.

Realogy Services Group LLC is managed by its sole member, Realogy Corporation.

Title Resource Group Services LLC is managed by its sole member, St. Joe Title Services LLC.

TRG Settlement Services, LLP is managed by its General Partner, Title Resource Group LLC and its Limited Partner, Title Resource Group Services LLC.

World Real Estate Marketing LLC is managed by its sole member, Century 21 Real Estate LLC.

Anthony E. Hull has signed this Post-Effective Amendment to the Registration Statement as Executive Vice President and Chief Financial Officer of the following entities: NRT Insurance Agency, Inc., Realogy Operations LLC, Realogy Services Group LLC and Realogy Services Venture Partner LLC.

Thomas N. Rispoli has signed this Post-Effective Amendment to the Registration Statement as Senior Vice President and Chief Financial Officer of the following entities: American Title Company of Houston, ATCOH Holding Company, Burnet Title Holding LLC, Burnet Title LLC, Burrow Escrow Services, Inc., Cornerstone Title Company, Equity Title Company, Equity Title Messenger Service Holding LLC, First California Escrow Corporation, Franchise Settlement Services LLC, Guardian Holding Company, Guardian Title Agency, LLC, Case Title Company, Gulf South Settlement Services, LLC, Keystone Closing Services LLC, Lakecrest Title, LLC, Market Street Settlement Group LLC, Mid-Atlantic Settlement Services LLC, National Coordination Alliance LLC, NRT Settlement Services of Missouri LLC, NRT Settlement Services of Texas LLC, Processing Solutions LLC, Secured Land Transfers LLC, St. Joe Title Services LLC, TAW Holding Inc., Texas American Title Company, Title Resource Group Affiliates Holdings LLC, Title Resource Group Holdings LLC, Title Resource Group LLC, Title Resource Group Services LLC, Title Resources Incorporated, TRG Services, Escrow, Inc., TRG Settlement Services, LLP, Waydan Title, Inc. and West Coast Escrow Company. Thomas N. Rispoli has signed this Post-Effective Amendment to the Registration Statement as Director of the following entities: American Title Company of Houston, ATCOH Holding Company, Equity Title Company, First California Escrow Corporation, Texas American Title Company and Waydan Title, Inc.

Andrew G. Napurano has signed this Post-Effective Amendment to the Registration Statement as Senior Vice President and Chief Financial Officer of the following entities: Better Homes and Gardens Real Estate Licensee LLC, Better Homes and Gardens Real Estate LLC, Century 21 Real Estate LLC, Coldwell Banker Real Estate LLC, ERA Franchise Systems LLC, Global Client Solutions LLC, ONCOR International LLC, Realogy Franchise Group LLC, Sotheby's International Realty Affiliates LLC, Sotheby's International Realty Licensee LLC, World Real Estate Marketing LLC and WREM, Inc. Andrew G. Napurano has signed this Post-Effective Amendment to the Registration Statement as the Chief Operating Officer and Chief Financial Officer of CGRN, Inc. Andrew G. Napurano has signed this Post-Effective Amendment to the Registration Statement as the Chief Financial Officer and Chief Administrative Officer of the following entities: Coldwell Banker LLC, Realogy Global Services LLC and Realogy Licensing LLC.

Eric Barnes has signed this Post-Effective Amendment to the Registration Statement as Senior Vice President and Chief Financial Officer of the following entities: Cartus Asset Recovery Corporation and Cartus Corporation.

Kevin R. Greene has signed this Post-Effective Amendment to the Registration Statement as Senior Vice President and Chief Financial Officer of the following entities: Alpha Referral Network LLC, Burgdorff LLC, Burnet Realty LLC, CB Commercial NRT Pennsylvania LLC, Career Development Center, LLC, CDRE TM LLC, Coldwell Banker Commercial Pacific Properties LLC, Coldwell Banker Pacific Properties LLC, Coldwell Banker Real Estate Services LLC, Coldwell Banker Residential Brokerage Company, Coldwell Banker Residential Brokerage LLC, Coldwell Banker Residential Real Estate LLC, Coldwell Banker Residential Referral Network, Coldwell Banker Residential Referral Network, Inc., Colorado Commercial, LLC, Home Referral Network LLC, Jack Gaughen LLC, NRT Arizona Commercial LLC, NRT Arizona LLC, NRT Arizona Referral LLC, NRT Colorado LLC, NRT Columbus LLC, NRT Commercial LLC, NRT Commercial Utah LLC, NRT Development Advisors LLC, NRT Devonshire LLC, NRT Hawaii Referral, LLC, NRT LLC, NRT Mid-Atlantic LLC, NRT Missouri LLC, NRT Missouri Referral Network LLC, NRT New England LLC, NRT New York LLC, NRT Northfork LLC, NRT Philadelphia LLC, NRT Pittsburgh LLC, NRT Referral Network LLC, NRT Relocation LLC, NRT REOExperts LLC, NRT Sunshine Inc., NRT Texas LLC, NRT Utah LLC, NRT West, Inc., Real Estate Referral LLC, Real Estate Referrals LLC, Real Estate Services LLC, Referral Associates of New England LLC, Referral Network LLC,

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Referral Network Plus, Inc., Referral Network, LLC, Sotheby's International Realty Referral Company, LLC, Sotheby's International Realty, Inc., The Sunshine Group (Florida) Ltd. Corp., The Sunshine Group, Ltd. and Valley of California, Inc.

Donald J. Casey has signed this Post-Effective Amendment to the Registration Statement as President and Chief Executive Officer of the following entities: Franchise Settlement Services LLC, Keystone Closing Services LLC, National Coordination Alliance LLC, Secured Land Transfers LLC, Title Resource Group LLC and Title Resource Group Holdings LLC. Donald J. Casey has signed this Post-Effective Amendment to the Registration Statement as President of the following entities: Equity Title Messenger Service Holding LLC, Gulf South Settlement Services, LLC, Lakecrest Title,

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LLC, NRT Settlement Services of Texas LLC, Title Resource Group Affiliates Holdings LLC, Title Resource Group Services LLC, and TRG Settlement Services, LLP. Donald J. Casey has signed this Post-Effective Amendment to the Registration Statement as Chief Executive Officer of Cornerstone Title Company and Market Street Settlement Group LLC. Donald J. Casey has signed this Post-Effective Amendment to the Registration Statement as Director of the following entities: American Title Company of Houston, ATCOH Holding Company, Burrow Escrow Services, Inc., Cornerstone Title Company, Equity Title Company, First California Escrow Corporation, Guardian Holding Company, Case Title Company, TAW Holding Inc., Texas American Title Company, Title Resources Incorporated, TRG Services, Escrow, Inc., Waydan Title, Inc. and West Coast Escrow Company.

Marilyn J. Wasser has signed this Post-Effective Amendment to the Registration Statement as Director the following entities: American Title Company of Houston, ATCOH Holding Company, Burrow Escrow Services, Inc., Cartus Asset Recovery Corporation, Cartus Corporation, CGRN, Inc., Coldwell Banker Residential Brokerage Company, Coldwell Banker Residential Referral Network, Inc., Coldwell Banker Residential Referral Network, Cornerstone Title Company, NRT Insurance Agency, Inc., NRT Sunshine Inc., NRT West, Inc., Referral Network Plus, Inc., Sotheby's International Realty, Inc., TAW Holding Inc., Texas American Title Company, The Sunshine Group (Florida) Ltd. Corp., The Sunshine Group, Ltd., Title Resources Incorporated, TRG Services, Escrow, Inc., Valley of California, Inc., Waydan Title, Inc. and WREM, Inc. Marilyn J. Wasser has signed this Post-Effective Amendment to the Registration Statement as Manager of the following entities: CB Commercial NRT Pennsylvania LLC, Coldwell Banker Residential Real Estate LLC, NRT Arizona Commercial LLC, NRT Arizona LLC, NRT Arizona Referral LLC, NRT Commercial LLC, NRT Commercial Utah LLC, NRT Development Advisors LLC, NRT Missouri LLC, NRT Missouri Referral Network LLC, NRT New England LLC, NRT New York LLC, NRT Philadelphia LLC, NRT Referral Network LLC, NRT Relocation LLC, NRT REOExperts LLC, Referral Associates of New England LLC and Referral Network LLC.

Robert Way has signed this Post-Effective Amendment to the Registration Statement as President of the following entities: ATCOH Holding Company, American Title Company of Houston, Processing Solutions LLC, St. Joe Title Services LLC, TAW Holding Inc., Texas American Title Company, Title Resources Incorporated and Waydan Title, Inc. Robert Way has signed this Post-Effective Amendment to the Registration Statement as Director of the following entities: American Title Company of Houston, ATCOH Holding Company, TAW Holding Inc., Texas American Title Company and Waydan Title, Inc.

David J. Weaving has signed this Post-Effective Amendment to the Registration Statement as President of Realogy Licensing LLC. David J. Weaving has signed this Post-Effective Amendment to the Registration Statement as Director of the following entities: American Title Company of Houston, ATCOH Holding Company, TAW Holding Inc., Texas American Title Company, Title Resources Incorporated and Waydan Title, Inc.

Marvin Levin has signed this Post-Effective Amendment to the Registration Statement as Manager of CB Commercial NRT Pennsylvania LLC.

Terrence D. Wright has signed this Post-Effective Amendment to the Registration Statement as Manager of Jack Gaughen LLC.

E. Neil Gulley has signed this Post-Effective Amendment to the Registration Statement as President of the following entities: Burrow Escrow Services, Inc., Equity Title Company, First California Escrow Corporation, Guardian Holding Company, Guardian Title Agency, LLC, TRG Services, Escrow, Inc., West Coast Escrow Company. E. Neil Gulley has signed this Post-Effective Amendment to the Registration Statement as President and Chief Executive Officer of Case Title Company. E. Neil Gulley has signed this Post-Effective Amendment to the Registration Statement as Director of the following entities: Burrow Escrow Services, Inc., Cornerstone Title Company, Equity Title Company, First California Escrow Corporation, Guardian Holding Company, Case Title Company and West Coast Escrow Company.

Kevin J. Kelleher has signed this Post-Effective Amendment to the Registration Statement as President and Chief Executive Officer of the following entities: Cartus Asset Recovery Corporation and Cartus Corporation. Kevin J. Kelleher has signed this Post-Effective Amendment to the Registration Statement as Director of the following entities: Cartus Asset Recovery Corporation and Cartus Corporation.

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Tony Wong has signed this Post-Effective Amendment to the Registration Statement as Director of Cartus Corporation.

Alexander E. Perriello III has signed this Post-Effective Amendment to the Registration Statement as President of CGRN, Inc. and Realogy Global Services LLC. Alexander E. Perriello III has signed this Post-Effective
16 Amendment to the Registration Statement as President and Chief Executive Officer of Realogy Franchise Group LLC. Alexander E. Perriello III has signed this Post-Effective Amendment to the Registration Statement as Director of CGRN, Inc. and WREM, Inc.

Bruce G. Zipf has signed this Post-Effective Amendment to the Registration Statement as President and Chief
17 Executive Officer of the following entities: Alpha Referral Network LLC, Burgdorff LLC, Burnet Realty LLC, Career Development Center, LLC, Coldwell Banker Commercial NRT Pennsylvania, LLC, Coldwell Banker Residential Referral Network, Inc.,

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Coldwell Banker Commercial Pacific Properties LLC, Coldwell Banker Pacific Properties LLC, Coldwell Banker Real Estate Services LLC, Coldwell Banker Residential Brokerage Company, Coldwell Banker Residential Brokerage LLC, Coldwell Banker Residential Real Estate LLC, Coldwell Banker Residential Referral Network, Colorado Commercial, LLC, Home Referral Network LLC, Jack Gaughen LLC, NRT Arizona Commercial LLC, NRT Arizona LLC, NRT Arizona Referral LLC, NRT Colorado LLC, NRT Columbus LLC, NRT Commercial LLC, NRT Commercial Utah LLC, NRT Development Advisors LLC, NRT Devonshire LLC, NRT Hawaii Referral, LLC, NRT Insurance Agency, Inc., NRT LLC, NRT Mid-Atlantic LLC, NRT Missouri LLC, NRT Missouri Referral Network LLC, NRT New England LLC, NRT New York LLC, NRT Northfork LLC, NRT Philadelphia LLC, NRT Pittsburgh LLC, NRT Referral Network LLC, NRT Relocation LLC, NRT REOExperts LLC, NRT Sunshine Inc., NRT Texas LLC, NRT Utah LLC, NRT West, Inc., Real Estate Referral LLC, Real Estate Referrals LLC, Real Estate Services LLC, Referral Associates of New England LLC, Referral Network LLC, Referral Network Plus, Inc., Referral Network, LLC, Sotheby's International Realty Referral Company, LLC, Sotheby's International Realty, Inc., The Sunshine Group (Florida) Ltd. Corp., The Sunshine Group, Ltd., and Valley of California, Inc. Bruce G. Zipf has signed this Post-Effective Amendment to the Registration Statement as Director of the following entities: Coldwell Banker Residential Brokerage Company, Coldwell Banker Residential Referral Network, Inc., Coldwell Banker Residential Referral Network, NRT Insurance Agency, Inc., NRT Sunshine Inc., NRT West, Inc., Referral Network Plus, Inc., Sotheby's International Realty, Inc., The Sunshine Group (Florida) Ltd. Corp., The Sunshine Group, Ltd., and Valley of California, Inc. Bruce G. Zipf has signed this Post-Effective Amendment to the Registration Statement as Manager of the following entities: CB Commercial NRT Pennsylvania LLC, Coldwell Banker Residential Real Estate LLC, Jack Gaughen LLC, NRT Arizona Commercial LLC, NRT Arizona LLC, NRT Arizona Referral LLC, NRT Commercial LLC, NRT Commercial Utah LLC, NRT Development Advisors LLC, NRT Missouri LLC, NRT Missouri Referral Network LLC, NRT New England LLC, NRT New York LLC, NRT Philadelphia LLC, NRT Referral Network LLC, NRT Relocation LLC, NRT REOExperts LLC, Referral Associates of New England LLC, and Referral Network LLC. Bruce G. Zipf has signed this Post-Effective Amendment to the Registration Statement as President of CDRE TM LLC.

18 Charlotte Sears has signed this Post-Effective Amendment to the Registration Statement as Manager of Coldwell Banker Residential Real Estate LLC and NRT Development Advisors LLC.

19 Clark W. Toole, III has signed this Post-Effective Amendment to the Registration Statement as Manager of Coldwell Banker Residential Real Estate LLC, NRT REOExperts LLC and NRT Commercial LLC.

20 Richard P. Tucker has signed this Post-Effective Amendment to the Registration Statement as Manager of Jack Gaughen LLC.

21 Paula A. Singleton has signed this Post-Effective Amendment to the Registration Statement as Manager of NRT Arizona Commercial LLC.

22 Martha Louise Appel has signed this Post-Effective Amendment to the Registration Statement as Manager of NRT Arizona LLC.

23 Malcolm MacEwen has signed this Post-Effective Amendment to the Registration Statement as Manager of NRT Arizona Referral LLC.

24 Steven Bogden has signed this Post-Effective Amendment to the Registration Statement as Manager of NRT Commercial Utah LLC.

25 Alec String has signed this Post-Effective Amendment to the Registration Statement as Manager of NRT Development Advisors LLC.

26 Collin Ellingson has signed this Post-Effective Amendment to the Registration Statement as Manager of NRT Development Advisors LLC.

27 James Dohr has signed this Post-Effective Amendment to the Registration Statement as Manager of NRT Missouri LLC and NRT Missouri Referral Network LLC.

28 Patricia A. Villani has signed this Post-Effective Amendment to the Registration Statement as Manager of NRT New England LLC, and Referral Associates of New England LLC.

29 Patricia H. Cole has signed this Post-Effective Amendment to the Registration Statement as Manager of NRT New York LLC.

- ³⁰ Kelly Kennedy Mack has signed this Post-Effective Amendment to the Registration Statement as Manager of NRT New York LLC.
- ³¹ William D. Yahn has signed this Post-Effective Amendment to the Registration Statement as Manager of NRT New York LLC.

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- 32 David Krieger has signed this Post-Effective Amendment to the Registration Statement as Manager of NRT Philadelphia LLC.
- 33 Michael Coen has signed this Post-Effective Amendment to the Registration Statement as Manager of NRT REOExperts LLC.
- 34 Bernadette Tucker has signed this Post-Effective Amendment to the Registration Statement as Manager of Referral Network LLC.
- 35 Hilry S. Stroup has signed this Post-Effective Amendment to the Registration Statement as Director of TAW Holding Inc.
- 36 Sherry Chris has signed this Post-Effective Amendment to the Registration Statement as President and Chief Executive Officer of Better Homes and Gardens Real Estate Licensee LLC and Better Homes and Gardens Real Estate LLC.
- 37 Esther Semlak has signed this Post-Effective Amendment to the Registration Statement as President of Burnet Title Holding LLC and Burnet Title LLC.
- 38 Richard W. Davidson has signed this Post-Effective Amendment to the Registration Statement as President and Chief Executive Officer of Century 21 Real Estate LLC, World Real Estate Marketing LLC and WREM, Inc.
- 39 James R. Gillespie has signed this Post-Effective Amendment to the Registration Statement as Chief Executive Officer of Coldwell Banker LLC and Coldwell Banker Real Estate LLC.
- 40 George Hackett has signed this Post-Effective Amendment to the Registration Statement as President of Coldwell Banker Residential Referral Network, Inc.
- 41 Charles G. Young has signed this Post-Effective Amendment to the Registration Statement as President and Chief Executive Officer of ERA Franchise Systems LLC.
- 42 Vikas Bangia has signed this Post-Effective Amendment to the Registration Statement as Senior Vice President (the principal executive officer) of Global Client Solutions LLC and ONCOR International LLC.
- 43 Richard Hearn has signed this Post-Effective Amendment to the Registration Statement as President of Mid-Atlantic Settlement Services LLC.
- 44 Nancy J. LoRusso has signed this Post-Effective Amendment to the Registration Statement as President of NRT Settlement Services of Missouri LLC.
- 45 Richard A. Smith has signed this Post-Effective Amendment to the Registration Statement as President and Chief Executive Officer of the following entities: Realogy Operations LLC, Realogy Services Group LLC and Realogy Services Venture Partner LLC.
- 46 Michael R. Good has signed this Post-Effective Amendment to the Registration Statement as Chief Executive Officer of Sotheby's International Realty Affiliates LLC.
- 47 Kathryn Korte has signed this Post-Effective Amendment to the Registration Statement as Manager of Sotheby's International Realty Referral Company, LLC.

INDEX TO EXHIBITS

| Exhibit | Description |
|---------|---|
| 15.3* | Letter Regarding Domus Holdings Corp. Unaudited Interim Financial Statements. |
| 15.4* | Letter Regarding Realogy Corporation Unaudited Interim Financial Statements. |

* _____ Filed herewith.

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