

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Trademark Security Agreement

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
RE/MAX International, Inc.		04/13/2007	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Citicorp North America, Inc., as Collateral Agent
<b>Street Address:</b>	390 Greenwich Street
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10013
<b>Entity Type:</b>	CORPORATION:

**PROPERTY NUMBERS Total: 97**

Property Type	Number	Word Mark
Registration Number:	2202802	ABOVE THE CROWD!
Registration Number:	2210739	ABOVE THE CROWD
Registration Number:	1158371	ABOVE THE CROWD
Registration Number:	1372983	ABOVE THE CROWD
Registration Number:	3149977	RE/MAX ABOVE THE CROWD!
Registration Number:	3149978	RE/MAX ABOVE THE CROWD!
Registration Number:	1484582	AND STILL ON THE RISE.
Registration Number:	1902943	
Registration Number:	1900865	
Registration Number:	1908724	
Registration Number:	1902982	
Registration Number:	2599143	CIRCLE OF LEGENDS
Registration Number:	1420501	FOR ALL YOU'RE WORTH
Registration Number:	2932765	HOME OF THE BEST AGENTS

CH \$2440.00 2202802

Registration Number:	2913913	HOME OF THE BEST AGENTS
Registration Number:	1595678	IN/MAX
Registration Number:	1685535	IT'S THE EXPERIENCE
Registration Number:	1686707	IT'S THE EXPERIENCE
Registration Number:	3187035	LEADSTREET
Registration Number:	3187472	LEAD STREET
Registration Number:	2392921	MAIN STREET. NOT WALL STREET.
Registration Number:	2332269	MAIN STREET. NOT WALL STREET.
Registration Number:	1720592	
Registration Number:	1691854	
Registration Number:	1702048	
Registration Number:	2029059	OUT IN FRONT
Registration Number:	2029058	OUT IN FRONT
Registration Number:	2892016	OUTSTANDING AGENTS. OUTSTANDING RESULTS.
Registration Number:	2850994	OUTSTANDING AGENTS. OUTSTANDING RESULTS.
Registration Number:	1834016	PMP PREMIER MARKET PRESENCE
Registration Number:	1835688	PMP PREMIER MARKET PRESENCE
Registration Number:	1835653	PMP
Registration Number:	1835687	PMP
Registration Number:	2123603	PMP
Registration Number:	2123602	PMP
Registration Number:	1832885	PREMIER MARKET PRESENCE
Registration Number:	1835686	PREMIER MARKET PRESENCE
Registration Number:	2702731	RE/MAX RACING FOR LIFE
Registration Number:	2748981	RE/MAX RACING FOR LIFE
Registration Number:	2719445	RE/MAX
Registration Number:	2789835	RE/MAX
Registration Number:	2789837	RE/MAX RACING FOR LIFE
Registration Number:	2789836	RE/MAX RACING FOR LIFE
Registration Number:	2468858	RE/MAX
Registration Number:	2403626	RE/MAX
Registration Number:	1139014	RE/MAX
Registration Number:	1339510	RE/MAX
Registration Number:	2119607	RE/MAX
Registration Number:	2850996	REMAX.COM

Registration Number:	3080662	RE/MAX HEADING HOME
Registration Number:	3080744	RE/MAX HEADING HOME
Registration Number:	2477193	RE/MAX MAINSTREET
Registration Number:	1173586	RE/MAX
Registration Number:	1358422	RE/MAX
Registration Number:	2850984	RE/MAX
Registration Number:	2850985	RE/MAX
Registration Number:	2694587	RE/MAX. OUTSTANDING AGENTS. OUTSTANDING RESULTS.
Registration Number:	2652511	RE/MAX. OUTSTANDING AGENTS. OUTSTANDING RESULTS.
Registration Number:	2853997	RE/MAX. OUTSTANDING AGENTS. OUTSTANDING RESULTS.
Registration Number:	2866778	RE/MAX. OUTSTANDING AGENTS. OUTSTANDING RESULTS.
Registration Number:	2054698	REMAX
Registration Number:	2106387	REMAX
Registration Number:	2856039	RP RE/MAX RENOWNED PROPERTIES
Registration Number:	2844992	RE/MAX RENOWNED PROPERTIES
Registration Number:	2722356	RENOWNED PROPERTIES
Registration Number:	1940039	RSN
Registration Number:	1948744	RSN
Registration Number:	1948742	RSN
Registration Number:	1948741	RSN RE/MAX SATELLITE NETWORK
Registration Number:	1948743	RSN RE/MAX SATELLITE NETWORK
Registration Number:	1952956	RSN RE/MAX SATELLITE NETWORK
Registration Number:	2700530	SOARING HOME
Registration Number:	2799258	SOARING HOME
Registration Number:	2775514	SOARING HOME REMAX TEAM BALLOONING
Registration Number:	2849290	RE/MAX SOARING HOME
Registration Number:	2747212	RE/MAX
Registration Number:	2849289	RE/MAX
Registration Number:	1785864	STARS
Registration Number:	1740233	STARS SHARING TRAVEL ADVENTURE REFERRALS SUCCESS
Registration Number:	1824637	

Registration Number:	1596780	TAKE A STEP ABOVE THE CROWD
Registration Number:	2837296	THE BEST JUST KEEP GETTING BETTER
Registration Number:	2837297	THE BEST JUST KEEP GETTING BETTER
Registration Number:	2158579	THE HOMETOWN EXPERTS WITH A WORLD OF EXPERIENCE
Registration Number:	2138940	THE HOMETOWN EXPERTS WITH A WORLD OF EXPERIENCE
Registration Number:	1496127	THE REAL ESTATE SUPERSTARS
Registration Number:	2541819	THE REAL ESTATE LEADERS
Registration Number:	2545288	THE REAL ESTATE LEADERS
Registration Number:	2603342	RE/MAX THE REAL ESTATE LEADERS
Registration Number:	2596614	THE REAL ESTATE LEADERS
Registration Number:	1839074	THE SIGN THAT BRINGS YOU HOME
Registration Number:	1176497	TONS OF MONEY
Registration Number:	1685530	WHEN YOU GET THE FACTS...IT'S RE/MAX!
Serial Number:	77046914	RE/MAX
Serial Number:	77046919	RE/MAX
Serial Number:	77046907	RE/MAX
Serial Number:	77046927	RE/MAX

**CORRESPONDENCE DATA**

Fax Number: (202)756-9299  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 8002210770  
Email: matthew.mayer@thomson.com  
Correspondent Name: Corporation Service Company  
Address Line 1: 1133 Avenue of the Americas  
Address Line 2: Suite 3100  
Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	CSC # 851094
NAME OF SUBMITTER:	Matthew Mayer
Signature:	/Matthew Mayer/
Date:	04/13/2007

Total Attachments: 10  
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SCHEDULE I  
to  
TRADEMARK SECURITY AGREEMENT

TRADEMARK REGISTRATIONS AND TRADEMARK APPLICATIONS

<b>RE/MAX International, Inc.</b>			
<b>U.S. FEDERAL TRADEMARK APPLICATIONS &amp; REGISTRATIONS</b>			
<b>MARK</b>	<b>FILED</b>	<b>SERIAL</b>	<b>REG. No.</b>
Above the Crowd! (stylized)	09/03/97	75/351,190	2,202,802
Above the Crowd	09/25/97	75/362,886	2,210,739
Above the Crowd	08/29/79	73/229,403	1,158,371
Above the Crowd	11/19/84	73/509,457	1,372,983
Above the Crowd! with Vertical RE/MAX Balloon	05/09/05	78/625,477	3,149,977
Above the Crowd! with Vertical RE/MAX Balloon	05/09/05	78/625,778	3,149,978
And Still on the Rise	05/26/87	73/663,020	1,484,582
Balloon w/o RE/MAX & w/o color	11/18/93	74/459,510	1,902,943
Balloon w/o RE/MAX & w/o color	11/18/93	74/459,509	1,900,865
Balloon w/o RE/MAX & w/color	11/18/93	74/459,508	1,908,724
Balloon w/o RE/MAX & w/color	11/18/93	74/459,511	1,902,982
Circle of Legends	11/27/00	76/170,910	2,599,143
For All You're Worth	09/13/85	73/558,108	1,420,501
Home of the Best Agents	06/20/03	78/265,338	2,932,765
Home of the Best Agents	06/20/03	78/265,354	2,913,913
IN/MAX	07/14/88	73/739,776	1,595,678
It's the Experience	10/09/90	74/104,405	1,685,535
It's the Experience	10/09/90	74/103,976	1,686,707
LeadStreet	02/09/06	78/811,408	3,187,035
LeadStreet (stylized - b&w)	06/15/06	78/909,309	3,187,472
Main Street. Not Wall Street.	03/23/99	75/666,074	2,392,921
Main Street. Not Wall Street.	03/23/99	75/668,356	2,332,269
Balloon over Rectangular Bar Design w/color	11/15/89	73/839,632	1,720,592
Balloon over Rectangular Bar Design w/o color	11/15/89	73/839,631	1,691,854
Red-White-Blue Rectangular Bar Design w/color	11/15/89	73/839,624	1,702,048
Out in Front	09/02/92	74/309,950	2,029,059
Out in Front	09/02/92	74/309,949	2,029,058
Outstanding Agents. Outstanding Results.	06/05/03	78/266,851	2,892,016
Outstanding Agents. Outstanding Results.	06/26/03	78/267,422	2,850,994
PMP Premier Market Presence & Design	07/19/93	74/414,345	1,834,016
PMP Premier Market Presence & Design	07/19/93	74/414,348	1,835,688
PMP	07/19/93	74/414,344	1,835,653
PMP	07/19/93	74/414,347	1,835,687
PMP & Design (Rectangular Bar Design w/color)	12/11/96	75/211,546	2,123,603
PMP & Design (Rectangular Bar Design w/color)	12/11/96	75/211,544	2,123,602
Premier Market Presence	07/19/93	74/414,343	1,832,885
Premier Market Presence	07/19/93	74/414,346	1,835,686

RE/MAX International, Inc.			
U.S. FEDERAL TRADEMARK APPLICATIONS & REGISTRATIONS			
MARK	FILED	SERIAL	REG. No.
RE/MAX Racing for Life	06/22/02	78/137,740	2,702,731
RE/MAX Racing for Life	06/22/02	78/137,781	2,748,981
RE/MAX Balloon over Ribbon	06/22/02	78/137,666	2,719,445
RE/MAX Balloon over Ribbon	06/22/02	78/137,793	2,789,835
RE/MAX Racing for Life & Design (stylized)	06/22/02	78/137,810	2,789,837
RE/MAX Racing for Life & Design (stylized)	06/22/02	78/137,804	2,789,836
RE/MAX	11/17/06	77/046,914	pending
RE/MAX	11/17/06	77/046,919	pending
RE/MAX & Balloon Design	11/17/06	77/046,907	pending
RE/MAX & Balloon Design	11/17/06	77/046,927	pending
RE/MAX	05/10/99	75/702,664	2,468,858
RE/MAX	05/24/99	75/712,611	2,403,626
RE/MAX	01/21/77	73/113,283	1,139,014
RE/MAX	11/26/84	73/510,503	1,339,510
RE/MAX (stylized font)	11/15/96	75/198,750	2,119,607
remax.com	06/26/03	78/267,662	2,850,996
RE/MAX Heading Home	06/16/04	78/435,948	3,080,662
RE/MAX Heading Home & Design	09/02/04	78/477,978	3,080,744
RE/MAX Mainstreet	05/24/99	75/742,900	2,477,193
RE/MAX & Balloon	06/09/80	73/265,471	1,173,586
RE/MAX & Balloon	11/20/84	73/509,722	1,358,422
RE/MAX Balloon (vertical)	06/24/03	78/266,559	2,850,984
RE/MAX Balloon (vertical)	06/24/03	78/266,597	2,850,985
RE/MAX. Outstanding Agents. Outstanding Results.	11/06/00	76/159,549	2,694,587
RE/MAX. Outstanding Agents. Outstanding Results.	11/06/00	76/159,599	2,652,511
RE/MAX. Outstanding Agents. Outstanding Results. & Design	08/25/03	78/291,664	2,853,997
RE/MAX. Outstanding Agents. Outstanding Results. & Design	06/26/03	78/267,608	2,866,778
REMAX	03/07/96	75/068,927	2,054,698
REMAX	03/07/96	75/068,799	2,106,387
RE/MAX Renowned Properties & Design	06/23/03	78/265,821	2,856,039
RE/MAX Renowned Properties	06/23/03	78/265,797	2,844,992
Renowned Properties	09/04/01	76/307,649	2,722,356
RSN	01/19/95	74/622,800	1,940,039
RSN	01/19/95	74/622,799	1,948,744
RSN	01/19/95	74/622,797	1,948,742
RSN RE/MAX Satellite Network & Design	01/19/95	74/622,795	1,948,741
RSN RE/MAX Satellite Network & Design	01/19/95	74/622,798	1,948,743
RSN RE/MAX Satellite Network & Design	01/19/95	74/622,796	1,952,956
Soaring Home	05/30/02	78/132,018	2,700,530
Soaring Home	05/30/02	78/132,196	2,799,258
Soaring Home & Balloon Design	05/30/02	78/132,017	2,775,514
Soaring Home & House Balloon Design	05/30/02	78/132,202	2,849,290
House Balloon Design	05/30/02	78/132,014	2,747,212
House Balloon Design	05/30/02	78/132,200	2,849,289
STARS (stylized)	11/07/91	74/219,534	1,785,864
STARS Sharing Travel Adventure Referrals Success & Design	11/07/91	74/219,535	1,740,233
STARS & Design	11/07/91	74/219,536	1,824,637
Take a Step Above the Crowd	02/22/89	73/782,238	1,596,780
The Best Just Keep Getting Better	07/25/02	78/147324	2,837,296

RE/MAX International, Inc.			
U.S. FEDERAL TRADEMARK APPLICATIONS & REGISTRATIONS			
MARK	FILED	SERIAL	REG. No.
The Best Just Keep Getting Better	07/25/02	78/147,330	2,837,297
The Hometown Experts with a World of Experience	03/04/97	75/251,327	2,158,579
The Hometown Experts with a World of Experience	03/04/97	75/251,326	2,138,940
The Real Estate Superstars	08/24/87	73/680,341	1,496,127
The Real Estate Leaders	08/27/97	75/348,092	2,541,819
The Real Estate Leaders	08/27/97	75/348,191	2,545,288
The Real Estate Leaders & Design	08/12/99	75/774,485	2,603,342
The Real Estate Leaders & Design	08/12/99	75/774,332	2,596,614
The Sign That Brings You Home	11/09/92	74/329,294	1,839,074
Tons of Money	05/07/80	73/252,928	1,176,497
When You Get the Facts. . . It's RE/MAX!	07/30/90	74/083,266	1,685,530

## TRADEMARK SECURITY AGREEMENT

TRADEMARK SECURITY AGREEMENT, dated as of April 13, 2007 by RE/MAX International, Inc. (the "Grantor"), in favor of Citicorp North America, Inc., as Collateral Agent for the benefit of the Secured Parties (the "Collateral Agent").

### WITNESSETH:

WHEREAS, the Grantor is party to a Security Agreement of even date herewith (the "Security Agreement") in favor of the Collateral Agent pursuant to which the Grantor is required to execute and deliver this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and to induce the Collateral Agent, for the benefit of the applicable Secured Parties, to enter into the Credit Agreement, the Grantor hereby agrees with the Collateral Agent as follows:

SECTION 1. Defined Terms. Unless otherwise defined herein, terms defined in the Security Agreement and used herein have the meaning given to them in the Security Agreement.

SECTION 2. Grant of Security Interest in Trademark Collateral. The Grantor hereby mortgages, pledges and grants to the Collateral Agent for the benefit of the applicable Secured Parties a lien on and security interest in and to all of its right, title and interest in, to and under all the following Pledged Collateral of the Grantor:

- (a) Trademarks of the Grantor listed on Schedule I attached hereto;
- (b) all Goodwill associated with such Trademarks; and
- (c) all Proceeds of any and all of the foregoing (other than Excluded Property).

SECTION 3. Security Agreement. The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Collateral Agent pursuant to the Security Agreement and the Grantor hereby acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the security interest in the Trademarks made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. In the event that any provision of this Trademark Security Agreement is deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall control.

SECTION 4. Termination. Upon the payment in full of the Obligations (other than contingent indemnification obligations for which no claim has been made) and termination of the Security Agreement, the Collateral Agent shall execute, acknowledge, and deliver to the Grantor an instrument in writing in recordable form releasing the collateral pledge, grant, assignment, lien and security interests in the Trademarks under this Trademark Security Agreement.

SECTION 5. Counterparts. This Trademark Security Agreement may be executed in any number of counterparts, all of which shall constitute one and the same instrument, and any party hereto may execute this Trademark Security Agreement by signing and delivering one or more counterparts.

**SECTION 6. GOVERNING LAW. THIS AGREEMENT SHALL BE CONSTRUED IN ACCORDANCE WITH AND GOVERNED BY THE LAWS OF THE STATE OF NEW YORK.**

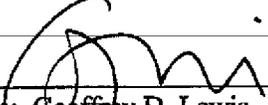
[signature page follows]

IN WITNESS WHEREOF, the Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

Very truly yours,

RE/MAX INTERNATIONAL, INC.,  
as Grantor

By: \_\_\_\_\_

  
Name: Geoffrey D. Lewis  
Title: Senior Vice President

*[trademark security agreement]*

TRADEMARK  
REEL: 003522 FRAME: 0200

Accepted and Agreed:

CITICORP NORTH AMERICA, INC.,  
as Collateral Agent

By: \_\_\_\_\_

Name:

Title: Aaron Dannenberg  
Vice President

*[trademark security agreement]*

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It's the Experience	10/09/90	74/103,976	1,686,707
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Red-White-Blue Rectangular Bar Design w/color	11/15/89	73/839,624	1,702,048
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Out in Front	09/02/92	74/309,949	2,029,058
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Outstanding Agents. Outstanding Results.	06/26/03	78/267,422	2,850,994
PMP Premier Market Presence & Design	07/19/93	74/414,345	1,834,016
PMP Premier Market Presence & Design	07/19/93	74/414,348	1,835,688
PMP	07/19/93	74/414,344	1,835,653
PMP	07/19/93	74/414,347	1,835,687
PMP & Design (Rectangular Bar Design w/color)	12/11/96	75/211,546	2,123,603
PMP & Design (Rectangular Bar Design w/color)	12/11/96	75/211,544	2,123,602
Premier Market Presence	07/19/93	74/414,343	1,832,885
Premier Market Presence	07/19/93	74/414,346	1,835,686

RE/MAX International, Inc.			
U.S. FEDERAL TRADEMARK APPLICATIONS & REGISTRATIONS			
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RE/MAX Balloon over Ribbon	06/22/02	78/137,666	2,719,445
RE/MAX Balloon over Ribbon	06/22/02	78/137,793	2,789,835
RE/MAX Racing for Life & Design (stylized)	06/22/02	78/137,810	2,789,837
RE/MAX Racing for Life & Design (stylized)	06/22/02	78/137,804	2,789,836
RE/MAX	11/17/06	77/046,914	pending
RE/MAX	11/17/06	77/046,919	pending
RE/MAX & Balloon Design	11/17/06	77/046,907	pending
RE/MAX & Balloon Design	11/17/06	77/046,927	pending
RE/MAX	05/10/99	75/702,664	2,468,858
RE/MAX	05/24/99	75/712,611	2,403,626
RE/MAX	01/21/77	73/113,283	1,139,014
RE/MAX	11/26/84	73/510,503	1,339,510
RE/MAX (stylized font)	11/15/96	75/198,750	2,119,607
remax.com	06/26/03	78/267,662	2,850,996
RE/MAX Heading Home	06/16/04	78/435,948	3,080,662
RE/MAX Heading Home & Design	09/02/04	78/477,978	3,080,744
RE/MAX Mainstreet	05/24/99	75/742,900	2,477,193
RE/MAX & Balloon	06/09/80	73/265,471	1,173,586
RE/MAX & Balloon	11/20/84	73/509,722	1,358,422
RE/MAX Balloon (vertical)	06/24/03	78/266,559	2,850,984
RE/MAX Balloon (vertical)	06/24/03	78/266,597	2,850,985
RE/MAX. Outstanding Agents. Outstanding Results.	11/06/00	76/159,549	2,694,587
RE/MAX. Outstanding Agents. Outstanding Results.	11/06/00	76/159,599	2,652,511
RE/MAX. Outstanding Agents. Outstanding Results. & Design	08/25/03	78/291,664	2,853,997
RE/MAX. Outstanding Agents. Outstanding Results. & Design	06/26/03	78/267,608	2,866,778
REMAX	03/07/96	75/068,927	2,054,698
REMAX	03/07/96	75/068,799	2,106,387
RE/MAX Renowned Properties & Design	06/23/03	78/265,821	2,856,039
RE/MAX Renowned Properties	06/23/03	78/265,797	2,844,992
Renowned Properties	09/04/01	76/307,649	2,722,356
RSN	01/19/95	74/622,800	1,940,039
RSN	01/19/95	74/622,799	1,948,744
RSN	01/19/95	74/622,797	1,948,742
RSN RE/MAX Satellite Network & Design	01/19/95	74/622,795	1,948,741
RSN RE/MAX Satellite Network & Design	01/19/95	74/622,798	1,948,743
RSN RE/MAX Satellite Network & Design	01/19/95	74/622,796	1,952,956
Soaring Home	05/30/02	78/132,018	2,700,530
Soaring Home	05/30/02	78/132,196	2,799,258
Soaring Home & Balloon Design	05/30/02	78/132,017	2,775,514
Soaring Home & House Balloon Design	05/30/02	78/132,202	2,849,290
House Balloon Design	05/30/02	78/132,014	2,747,212
House Balloon Design	05/30/02	78/132,200	2,849,289
STARS (stylized)	11/07/91	74/219,534	1,785,864
STARS Sharing Travel Adventure Referrals Success & Design	11/07/91	74/219,535	1,740,233
STARS & Design	11/07/91	74/219,536	1,824,637
Take a Step Above the Crowd	02/22/89	73/782,238	1,596,780
The Best Just Keep Getting Better	07/25/02	78/147324	2,837,296

<b>RE/MAX International, Inc.</b>			
<b>U.S. FEDERAL TRADEMARK APPLICATIONS &amp; REGISTRATIONS</b>			
<b>MARK</b>	<b>FILED</b>	<b>SERIAL</b>	<b>REG. No.</b>
The Best Just Keep Getting Better	07/25/02	78/147,330	2,837,297
The Hometown Experts with a World of Experience	03/04/97	75/251,327	2,158,579
The Hometown Experts with a World of Experience	03/04/97	75/251,326	2,138,940
The Real Estate Superstars	08/24/87	73/680,341	1,496,127
The Real Estate Leaders	08/27/97	75/348,092	2,541,819
The Real Estate Leaders	08/27/97	75/348,191	2,545,288
The Real Estate Leaders & Design	08/12/99	75/774,485	2,603,342
The Real Estate Leaders & Design	08/12/99	75/774,332	2,596,614
The Sign That Brings You Home	11/09/92	74/329,294	1,839,074
Tons of Money	05/07/80	73/252,928	1,176,497
When You Get the Facts. . . It's RE/MAX!	07/30/90	74/083,266	1,685,530