

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
C21 TM Corp.		04/10/2007	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	JPMorgan Chase Bank, N.A., as Administrative Agent
Street Address:	P.O. Box 2558
City:	Houston
State/Country:	TEXAS
Postal Code:	77252
Entity Type:	National Banking Association:

PROPERTY NUMBERS Total: 101

Property Type	Number	Word Mark
Registration Number:	2376323	1-800-4-HOUSES
Registration Number:	1526181	2&1
Registration Number:	2113555	21 ONLINE
Registration Number:	2300743	21ST CENTURY
Registration Number:	3116448	21ST CENTURY
Registration Number:	3055063	21ST CENTURY CASUALTY
Registration Number:	3106265	21ST CENTURY INSURANCE
Registration Number:	2685577	21ST CENTURY NEWS
Registration Number:	1212383	AD/PAC
Serial Number:	78815003	AGENTS OF CHANGE
Registration Number:	2960793	AT HOME WITH CENTURY 21
Registration Number:	1812377	BUYER SERVICE PLEDGE
Registration Number:	1268185	C-21
Registration Number:	2933408	C 21

OP \$2540.00 2376323

Registration Number:	2809296	C21 TALK RADIO FOR THE REAL WORLD
Registration Number:	1563740	CENTURION
Registration Number:	1553298	CENTURION
Registration Number:	1563741	CENTURION
Registration Number:	1553297	
Registration Number:	2981964	CENTURION HONOR SOCIETY
Registration Number:	1429531	CENTURY 21
Registration Number:	1063488	CENTURY 21
Registration Number:	1085039	CENTURY 21
Registration Number:	1304095	CENTURY 21
Registration Number:	2178970	CENTURY 21
Registration Number:	2762774	CENTURY 21
Registration Number:	2662159	CENTURY 21
Registration Number:	1631850	CENTURY 21
Registration Number:	1104464	CENTURY 21
Registration Number:	1085040	CENTURY 21
Registration Number:	1771535	CENTURY 21
Registration Number:	1263774	CENTURY 21
Registration Number:	1576475	CENTURY 21
Registration Number:	2027670	CENTURY 21
Registration Number:	3219883	
Registration Number:	3219884	
Registration Number:	2656899	CENTURY 21 BUILDER CONNECTIONS
Registration Number:	3219828	CENTURY 21 COMMERCIAL
Serial Number:	78815005	CENTURY 21 COMMERCIAL
Registration Number:	2158319	CENTURY 21 COMMERCIAL INVESTMENT NETWORK
Registration Number:	2378922	CENTURY 21 CONNECTIONS REAL CONVENIENCEREAL VALUE
Registration Number:	3007069	CENTURY 21 FINE HOMES & ESTATES
Registration Number:	3154137	CENTURY 21 FINE HOMES & ESTATES
Registration Number:	2612738	CENTURY 21 FINE HOMES & ESTATES
Registration Number:	2725830	CENTURY 21 GLOBAL REFERRAL NETWORK
Registration Number:	2585459	CENTURY 21 LEARNING SYSTEM
Registration Number:	2633322	CENTURY 21 MATURE MOVES
Registration Number:	2633331	CENTURY 21 MATURE MOVES

Registration Number:	1526059	CENTURY 21 MILITARY RELOCATION NETWORK
Registration Number:	2615437	CENTURY 21 MORTGAGE
Registration Number:	1307407	CENTURY 21 MORTGAGE CORPORATION
Registration Number:	3219829	CENTURY 21 NEW CONSTRUCTION
Registration Number:	3219808	CENTURY 21 NEW CONSTRUCTION
Registration Number:	3219827	CENTURY 21 RECREATIONAL PROPERTIES
Registration Number:	1950262	CENTURY 21 RECREATIONAL PROPERTIES
Registration Number:	2409744	CENTURY 21 SALES EDGE
Serial Number:	78568316	CENTURY 21 SEARCHROUTER
Registration Number:	1551266	CENTURY 21 STAR
Registration Number:	2585495	CENTURY 22
Registration Number:	2544997	CENTURY 21. COM
Registration Number:	1486479	CENTURYNET
Registration Number:	1486511	CENTURYNET
Registration Number:	1486554	CENTURYNET
Registration Number:	1515199	CENTURYNET
Registration Number:	1493084	CENTURYNET
Registration Number:	1497505	CENTURYNET
Registration Number:	1486553	CENTURYNET
Registration Number:	1486478	CENTURYNET
Registration Number:	1486510	CENTURYNET
Registration Number:	1492190	CENTURYNET
Registration Number:	1551675	CENTURYWRITER
Registration Number:	2720034	CLS CENTURY 21 LEARNING SYSTEM
Registration Number:	2589921	COMPLIMENTS OF THE HOUSE
Registration Number:	2596006	COMPLIMENTS OF THE HOUSE
Registration Number:	2622290	CREATE 21
Serial Number:	78908677	ES TU SUEÑO. CONFIEMOS EN EL.
Registration Number:	1681402	GOLD MEDALLION
Registration Number:	1747396	GOLD MEDALLION
Registration Number:	1594520	HOME BUYER'S KIT
Registration Number:	2983399	NEW CENTURY TITLE COMPANY
Registration Number:	1470480	NEWSCENTER 21
Registration Number:	1662428	OPERATION ORBIT
Registration Number:	1835425	ORBIT

Serial Number:	78908678	PROFESIONALES, REALIZANDO TU SUEÑO
Registration Number:	1367039	PUT NUMBER 1 TO WORK FOR YOU
Registration Number:	1530053	PUT YOUR TRUST IN NUMBER ONE
Registration Number:	2614917	Q
Registration Number:	1711604	Q.S.P.D.
Registration Number:	1713518	QUALITY SERVICE IN EVERY CUSTOMER CONTACT PROFITABLE DOMINANCE IN THE PRIMARY MARKETPLACE
Registration Number:	2398595	REAL ESTATE FOR THE REAL WORLD
Registration Number:	2815094	REAL ESTATE FOR YOUR WORLD
Registration Number:	1750374	SELLER SERVICE PLEDGE
Serial Number:	78908670	SUEÑA. CONFIA. VIVA.
Serial Number:	78605777	SYSTEM 21
Serial Number:	78393421	TECH SMARTS
Registration Number:	1161341	THE CENTURY 21 HOME PROTECTION PLAN
Registration Number:	1153864	THE REAL ESTATE INVESTMENT JOURNAL
Registration Number:	1151216	VIP
Registration Number:	2807918	VIRTUAL SOLUTION SERIES
Registration Number:	2207667	WEEKLY WIRE
Registration Number:	1526116	WE'RE THE NEIGHBORHOOD PROFESSIONALS

CORRESPONDENCE DATA

Fax Number: (212)455-2502
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (212) 455-7609
Email: ksolomon@stblaw.com
Correspondent Name: Kirstie Howard, Esq.
Address Line 1: Simpson Thacher & Bartlett LLP
Address Line 2: 425 Lexington Avenue
Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	509335/1077
NAME OF SUBMITTER:	Kirstie Howard
Signature:	/kh/
Date:	05/01/2007

Total Attachments: 9
source=C21TMCoT#page1.tif

source=C21TMCOT#page2.tif
source=C21TMCOT#page3.tif
source=C21TMCOT#page4.tif
source=C21TMCOT#page5.tif
source=C21TMCOT#page6.tif
source=C21TMCOT#page7.tif
source=C21TMCOT#page8.tif
source=C21TMCOT#page9.tif

GRANT OF
SECURITY INTEREST IN TRADEMARK RIGHTS

This GRANT OF SECURITY INTEREST IN TRADEMARK RIGHTS ("Agreement"), effective as of April 10, 2007 is made by C21 TM CORP., a California corporation, located at 27271 Las Ramblas, Suite 132, Mission Viejo, CA 92691 (the "Grantor"), in favor of JPMORGAN CHASE BANK, N.A., a national banking association, as Administrative Agent (the "Agent") for the several banks and other financial institutions (the "Lenders"), parties to the Credit Agreement, dated as of April 10, 2007 (as amended, supplemented or otherwise modified from time to time, the "Credit Agreement"), among DOMUS INTERMEDIATE HOLDINGS CORP., a Delaware corporation ("Holdings"), REALOGY CORPORATION, a Delaware corporation (the "Borrower"), the Lenders, the Agent, CREDIT SUISSE, as syndication agent, and BEAR STEARNS CORPORATE LENDING INC. and CITICORP NORTH AMERICA, INC., as co-documentation agents.

W I T N E S S E T H:

WHEREAS, pursuant to the Credit Agreement, the Lenders have severally agreed to make Loans and other extensions of credit to the Borrower upon the terms and subject to the conditions set forth therein; and

WHEREAS, in connection with the Credit Agreement, the Grantors (as defined in the Guarantee and Collateral Agreement), including the Grantor, have executed and delivered a Guarantee and Collateral Agreement, dated as of April 10, 2007, in favor of the Agent (together with all amendments and modifications, if any, from time to time thereafter made thereto, the "Guarantee and Collateral Agreement");

WHEREAS, pursuant to the Guarantee and Collateral Agreement, the Grantor pledged and granted to the Agent for the benefit of the Agent and the applicable Secured Parties a continuing security interest in all Intellectual Property, including the Trademarks; and

WHEREAS, the Grantor has duly authorized the execution, delivery and performance of this Agreement;

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and in order to induce the Lenders to make Loans and other financial accommodations to the Borrower pursuant to the Credit Agreement, the Grantor agrees, for the benefit of the Agent and the Lenders, as follows:

SECTION 1. Definitions. Unless otherwise defined herein or the context otherwise requires, terms used in this Agreement, including its preamble and recitals, have the meanings provided or provided by reference in the Credit Agreement and the Guarantee and Collateral Agreement.

SECTION 2. Grant of Security Interest. The Grantor hereby pledges and grants a continuing security interest in, and a right of setoff against, and agrees to assign, transfer and convey, upon demand made upon the occurrence and during the continuance of an Event of Default to be effective upon such demand, all of the Grantor's right, title and interest in, to and under the Trademarks (including, without limitation, those items listed on Schedule A hereto) (collectively, the "Collateral"), to the Agent for the benefit of the Agent and the applicable Secured Parties to secure payment, performance and observance of the applicable Secured Obligations.

SECTION 3. Purpose. This Agreement has been executed and delivered by the Grantor for the purpose of recording the grant of security interest herein with the United States Patent and Trademark Office. The security interest granted hereby has been granted to the applicable Secured Parties in connection with the Guarantee and Collateral Agreement and is expressly subject to the terms and conditions thereof. The Guarantee and Collateral Agreement (and all rights and remedies of the applicable Secured Parties thereunder) shall remain in full force and effect in accordance with its terms.

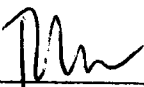
SECTION 4. Acknowledgment. The Grantor does hereby further acknowledge and affirm that the rights and remedies of the applicable Secured Parties with respect to the security interest in the Collateral granted hereby are more fully set forth in the Credit Agreement and the Guarantee and Collateral Agreement, the terms and provisions of which (including the remedies provided for therein) are incorporated by reference herein as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the terms of the Guarantee and Collateral Agreement, the terms of the Guarantee and Collateral Agreement shall govern.

SECTION 5. Counterparts. This Agreement may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one and the same original.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective officers on this 18th day of April, 2007.

C21 TM CORP.
as Grantor

By: 
Name: Richard S. Meisner
Title: Senior Vice President and Assistant Secretary

[Grant of Security Interest in Trademark Rights]

TRADEMARK
REEL: 003533 FRAME: 0118

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective officers on this ___ day of April, 2007.

C21 TM CORP.
as Grantor

By: _____
Name:
Title:

JPMORGAN CHASE BANK, N.A.
as Administrative Agent for the Lenders

By: Kathryn A. Duncan
Name: Kathryn A. Duncan
Title: Managing Director

SCHEDULE A

**C21 TM Corp.
Trademark Applications and Registrations**

Trademark	Country Name	Owner Name	Application No.	Registration No.
1-800-4-HOUSES	United States	C21 TM Corp	74469574	2376323
2&1	United States	C21 TM Corp	73735837	1526181
21 ONLINE & Design	United States	C21 TM Corp	75099281	2113555
21ST CENTURY	United States	C21 TM Corp	75436943	2300743
21ST CENTURY	United States	C21 TM Corp	78565509	3116448
21ST CENTURY CASUALTY	United States	C21 TM Corp	78565519	3055063
21ST CENTURY INSURANCE	United States	C21 TM Corp	78565505	3106265
21ST CENTURY NEWS	United States	C21 TM Corp	76279430	2685577
AD/PAC	United States	C21 TM Corp	73260228	1212383
AGENTS OF CHANGE	United States	C21 TM Corp	78815003	
AT HOME WITH CENTURY 21	United States	C21 TM Corp	78195146	2960793
BUYER SERVICE PLEDGE	United States	C21 TM Corp	74122856	1812377
C-21	United States	C21 TM Corp	73368407	1268185
C 21	United States	C21 TM Corp	78427047	2933408
C21 TALK RADIO FOR THE REAL WORLD	United States	C21 TM Corp	78061343	2809296
CENTURION	United States	C21 TM Corp	73754544	1563740
CENTURION	United States	C21 TM Corp	73754545	1553298
CENTURION & Design	United States	C21 TM Corp	73754547	1563741
CENTURION Design	United States	C21 TM Corp	73754543	1553297
CENTURION HONOR SOCIETY	United States	C21 TM Corp	78302129	2981964
CENTURY 21	United States	C21 TM Corp	73608730	1429531
CENTURY 21	United States	C21 TM Corp	73072695	1063488
CENTURY 21	United States	C21 TM Corp	73133892	1085039
CENTURY 21	United States	C21 TM Corp	73421810	1304095
CENTURY 21	United States	C21 TM Corp	75071763	2178970
CENTURY 21	United States	C21 TM Corp	78008646	2762774
CENTURY 21	United States	C21 TM Corp	76279429	2662159
CENTURY 21 & Jacket Design	United States	C21 TM Corp	73774121	1631850
CENTURY 21 & New House Design	United States	C21 TM Corp	73138501	1104464
CENTURY 21 & New House Design	United States	C21 TM Corp	73133894	1085040
CENTURY 21 & New House Design	United States	C21 TM Corp	74142432	1771535
CENTURY 21 & Sign & Post Design	United States	C21 TM Corp	73262350	1263774
CENTURY 21 & Sign Design	United States	C21 TM Corp	73783422	1576475
CENTURY 21 & Sign Design	United States	C21 TM Corp	74631924	2027670
CENTURY 21 (New House Design with Floor)	United States	C21 TM Corp	78852446	3219883
CENTURY 21 (New House Design)	United States	C21 TM Corp	78852448	3219884

Trademark	Country Name	Owner Name	Application No.	Registration No.
CENTURY 21 BUILDER CONNECTIONS & Design	United States	C21 TM Corp	75906666	2656899
CENTURY 21 COMMERCIAL	United States	C21 TM Corp	78827023	3219828
CENTURY 21 COMMERCIAL & Design	United States	C21 TM Corp	78815005	
CENTURY 21 COMMERCIAL INVESTMENT NETWORK & Design	United States	C21 TM Corp	75193702	2158319
CENTURY 21 CONNECTIONS; REAL CONVENIENCE REAL VALUE & Design	United States	C21 TM Corp	75651790	2378922
CENTURY 21 FINE HOMES & ESTATES	United States	C21 TM Corp	76581393	3007069
CENTURY 21 FINE HOMES & ESTATES & New Gate Design	United States	C21 TM Corp	78785304	3154137
CENTURY 21 FINE HOMES & ESTATES & Old Gate Design	United States	C21 TM Corp	78011431	2612738
CENTURY 21 GLOBAL REFERRAL NETWORK & Design	United States	C21 TM Corp	78047046	2725830
CENTURY 21 LEARNING SYSTEM	United States	C21 TM Corp	78051378	2585459
CENTURY 21 MATURE MOVIES	United States	C21 TM Corp	78032288	2633322
CENTURY 21 MATURE MOVIES & Design	United States	C21 TM Corp	78036319	2633331
CENTURY 21 MILITARY RELOCATION NETWORK & Design	United States	C21 TM Corp	73681961	1526059
CENTURY 21 MORTGAGE	United States	C21 TM Corp	78051978	2615437
CENTURY 21 MORTGAGE & Design	United States	C21 TM Corp	73421809	1307407
CENTURY 21 NEW CONSTRUCTION	United States	C21 TM Corp	78827028	3219829
CENTURY 21 NEW CONSTRUCTION & Design	United States	C21 TM Corp	78816057	3219808
CENTURY 21 RECREATIONAL PROPERTIES	United States	C21 TM Corp	78827022	3219827
CENTURY 21 RECREATIONAL PROPERTIES & Design	United States	C21 TM Corp	74536797	1950262
CENTURY 21 SALES EDGE	United States	C21 TM Corp	75408410	2409744
CENTURY 21 SEARCHROUTER	United States	C21 TM Corp	78568316	
CENTURY 21 STAR	United States	C21 TM Corp	73763539	1551266
CENTURY 22	United States	C21 TM Corp	78072436	2585495
CENTURY21.COM & Design	United States	C21 TM Corp	76279428	2544997
CENTURYNET	United States	C21 TM Corp	73681978	1486479
CENTURYNET	United States	C21 TM Corp	73681974	1486511
CENTURYNET	United States	C21 TM Corp	73681976	1486554
CENTURYNET	United States	C21 TM Corp	73681970	1515199
CENTURYNET	United States	C21 TM Corp	73681972	1493084
CENTURYNET & Design	United States	C21 TM Corp	73681969	1497505
CENTURYNET & Design	United States	C21 TM Corp	73681975	1486553
CENTURYNET & Design	United States	C21 TM Corp	73681977	1486478
CENTURYNET & Design	United States	C21 TM Corp	73681973	1486510
CENTURYNET & Design	United States	C21 TM Corp	73681971	1492190
CENTURYWRITER	United States	C21 TM Corp	73732302	1551675

Trademark	Country Name	Owner Name	Application No.	Registration No.
CLS CENTURY 21-LEARNING SYSTEM & Design	United States	C21 TM Corp	78029441	2720034
COMPLIMENTS OF THE HOUSE	United States	C21 TM Corp	78010783	2589921
COMPLIMENTS OF THE HOUSE & Design	United States	C21 TM Corp	78010787	2596006
CREATE 21	United States	C21 TM Corp	78021324	2622290
ES TU SUENO. CONFIEMOS EN EL	United States	C21 TM Corp	78908677	
GOLD MEDALLION	United States	C21 TM Corp	74090920	1681402
GOLD MEDALLION	United States	C21 TM Corp	74090919	1747396
HOME BUYER'S KIT	United States	C21 TM Corp	73735836	1594520
NEW CENTURY TITLE COMPANY	United States	C21 TM Corp	75485913	2983399
NEWSCENTER 21	United States	C21 TM Corp	73619359	1470480
OPERATION ORBIT	United States	C21 TM Corp	74040345	1662428
ORBIT	United States	C21 TM Corp	74401367	1835425
PROFESIONALES, REALIZANDO TU SUENO	United States	C21 TM Corp	78908678	
PUT NUMBER 1 TO WORK FOR YOU	United States	C21 TM Corp	73494432	1367039
PUT YOUR TRUST IN NUMBER ONE	United States	C21 TM Corp	73727081	1530053
Q (stylized)	United States	C21 TM Corp	76282440	2614917
Q.S.P.D.	United States	C21 TM Corp	74128727	1711604
QUALITY SERVICE IN EVERY CUSTOMER CONTACT PROFITABLE DOMINANCE IN THE PRIMARY MARKETPLACE	United States	C21 TM Corp	74128781	1713518
REAL ESTATE FOR THE REAL WORLD	United States	C21 TM Corp	75614226	2398595
REAL ESTATE FOR YOUR WORLD	United States	C21 TM Corp	78226832	2815094
SELLER SERVICE PLEDGE	United States	C21 TM Corp	74122857	1750374
SUENA. CONFIA. VIVA.	United States	C21 TM Corp	78908670	
SYSTEM 21	United States	C21 TM Corp	78605777	
TECH SMARTS	United States	C21 TM Corp	78393421	
THE CENTURY 21 HOME PROTECTION PLAN	United States	C21 TM Corp	73241780	1161341
THE REAL ESTATE INVESTMENT JOURNAL	United States	C21 TM Corp	73158117	1153864
VIP	United States	C21 TM Corp	73165161	1151216
VIRTUAL SOLUTION SERIES	United States	C21 TM Corp	76429198	2807918
WEEKLY WIRE	United States	C21 TM Corp	75301778	2207667
WE'RE THE NEIGHBORHOOD PROFESSIONALS	United States	C21 TM Corp	73735838	1526116