TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

04/28/2010
900160775

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Re/Max International, LLC (formerly known as Re/Max International, Inc.)		04/16/2010	LIMITED LIABILITY COMPANY: DELAWARE

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: UNITED STATES

PROPERTY NUMBERS Total: 110

Property Type	Number	Word Mark
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:	2202802	ABOVE THE CROWD!
Registration Number:	3850754	AGENTES EXCELENTES. RESULTADOS EXCELENTES.
Registration Number:	1691654	
Registration Number:	1720592	
Registration Number:	1902943	
Registration Number:	1900865	
Registration Number:	1908724	
Registration Number:	2599143	CIRCLE OF LEGENDS

OP $2765.00 2210739

Registration Number:	1420501	FOR ALL YOU'RE WORTH
Registration Number:	2932765	HOME OF THE BEST AGENTS
Registration Number:	2913913	HOME OF THE BEST AGENTS
Registration Number:	1702048	
Registration Number:	2849289	RE/MAX
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:	3309477	LEADSTREET
Registration Number:	2392921	MAIN STREET. NOT WALL STREET.
Registration Number:	2332269	MAIN STREET. NOT WALL STREET.
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:	1835853	PMP
Registration Number:	1835887	PMP
Registration Number:	2123603	PMP
Registration Number:	2123602	PMP
Registration Number:	1834016	PMP PREMIER MARKET PRESENCE
Registration Number:	1835888	PMP PREMIER MARKET PRESENCE
Registration Number:	1832885	PREMIER MARKET PRESENCE
Registration Number:	1835886	PREMIER MARKET PRESENCE
Registration Number:	2468858	RE/MAX
Registration Number:	3287530	RE/MAX
Registration Number:	1339510	RE/MAX
Registration Number:	2403626	RE/MAX
Registration Number:	3296461	RE/MAX
Registration Number:	1139014	RE/MAX
Registration Number:	2119807	RE/MAX
Registration Number:	2850984	RE/MAX
Registration Number:	2850985	RE/MAX
Registration Number:	1358422	RE/MAX

Registration Number:	1173586	RE/MAX
Registration Number:	3287529	RE/MAX
Registration Number:	3338066	RE/MAX
Registration Number:	2719445	RE/MAX
Registration Number:	2789835	RE/MAX
Registration Number:	3553951	RE/MAX COMMERCIAL
Registration Number:	3556795	RE/MAX COMMERCIAL
Registration Number:	3700138	RE/MAX GREEN
Registration Number:	3080662	RE/MAX HEADING HOME
Registration Number:	3080744	RE/MAX HEADING HOME
Registration Number:	2477193	RE/MAX MAINSTREET
Registration Number:	2702731	RE/MAX RACING FOR LIFE
Registration Number:	2746981	RE/MAX RACING FOR LIFE
Registration Number:	2789837	RE/MAX RACING FOR LIFE
Registration Number:	2789836	RE/MAX RACING FOR LIFE
Registration Number:	2844992	RE/MAX RENOWNED PROPERTIES
Registration Number:	2856039	RP RE/MAX RENOWNED PROPERTIES
Registration Number:	3488117	RE/MAX UNIVERSITY
Registration Number:	3488118	RE/MAX UNIVERSITY
Registration Number:	3488119	RE/MAX UNIVERSITY
Registration Number:	3488120	RE/MAX UNIVERSITY
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:	2850996	REMAX.COM
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:	3488121	RSN RE/MAX SATELLITE NETWORK
Registration Number:	1785864	STARS
Registration Number:	1824637	
Registration Number:	1740233	STARS SHARING TRAVEL ADVENTURE REFERRALS SUCCESS
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
Serial Number:	77946810	THE MORE YOU LEARN, THE MORE YOU EARN.
Registration Number:	3389527	THE RE/MAX COLLECTION
Registration Number:	3525605	RE/MAX THE RE/MAX COLLECTION
Registration Number:	3366504	RE/MAX THE RE/MAX COLLECTION
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:	1496127	THE REAL ESTATE SUPERSTARS
Registration Number:	1839074	THE SIGN THAT BRINGS YOU HOME
Registration Number:	3488520	THE SIGN YOU WANT. THE AGENT YOU NEED.
Registration Number:	1176497	TONS OF MONEY
Registration Number:	1685530	WHEN YOU GET THE FACTS...IT'S RE/MAX!
Serial Number:	77626599	WHERE DO YOU WANT TO BE?
Registration Number:	1484582	AND STILL ON THE RISE.
Registration Number:	2849290	RE/MAX SOARING HOME
Registration Number:	2799258	SOARING HOME
Registration Number:	2775514	SOARING HOME REMAX TEAM BALLOONING
Registration Number:	1902982	

CORRESPONDENCE DATA

Fax Number: (212)455-2502

TO:MINDY M. LOK, ESQ. COMPANY:SIMPSON THACHER & BARTLETT LLP

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: (212) 455-7976
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Correspondent Name: Mindy M. Lok, 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:	509265/1492
NAME OF SUBMITTER:	Mindy M. Lok
Signature:	/ml/
Date:	04/28/2010

Total Attachments: 7
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the "Trademark Collateral"), to the Agent for the benefit of the Agent and the Lenders to secure payment, performance and observance of the Obligations.

SECTION 3. Purpose. This Agreement has been executed and delivered by the Borrower 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 Lenders 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 Lenders thereunder) shall remain in full force and effect in accordance with its terms.

SECTION 4. Acknowledgment. The Borrower does hereby further acknowledge and affirm that the rights and remedies of the Lenders with respect to the security interest in the Trademark 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.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

RE/MAX INTERNATIONAL, LLC

By:_____
Name: David Metzger
Title: Chief Financial Officer
Date:

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

By:_____
Name:
Title:
Date:

[Signature Page to the Grant of Security Interest in Copyright Rights Agreement]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

RE/MAX INTERNATIONAL, LLC

By: _____
Name:
Title:
Date:

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

By: _____
Name: Kimberly Turner
Title: Executive Director
Date:

[Signature Page to the Grant of Security Interest in Trademark Rights Agreement]

SCHEDULE A

U.S. Trademark Registrations and Applications

MARK	CLASS	FILING DATE	SERIAL NO.	REG. NO.	DATE
ABOVE THE CROWD	35	09/25/97	75/362,886	2,210,739	12/15/98
ABOVE THE CROWD	36	08/29/79	73/229,403	1,158,371	06/23/81
ABOVE THE CROWD	36	11/19/84	73/509,457	1,372,983	11/26/85
ABOVE THE CROWD & Balloon Design (vertical)	35	05/09/05	78/625,477	3,149,977	09/26/06
ABOVE THE CROWD & Balloon Design (vertical)	36	05/09/05	78/625,778	3,149,978	09/26/06
ABOVE THE CROWD (stylized)	35 & 36	09/03/97	75/351,190	2,202,802	11/10/98
AGENTES EXCELENTES. RESULTADOS EXCELENTES.	36	12/19/08	77/636,709	3,650,754	07/07/09
Balloon & Bar Design (b&w)	35 & 36	11/15/89	73/839,631	1,691,854	06/09/92
Balloon & Bar Design (color, tilted)	35 & 36	11/15/89	73/839,632	1,720,592	09/29/92
Balloon Design (b&w, without text)	35	11/18/93	74/459,510	1,902,943	07/04/95
Balloon Design (b&w, without text)	36	11/18/93	74/459,509	1,900,865	06/20/95
Balloon Design (color, tilted, without text)	35	11/18/93	74/459,508	1,908,724	08/01/95
Balloon Design (color, tilted, without text)	36	11/18/93	74/459,511	1,902,982	07/04/95
CIRCLE OF LEGENDS	41	11/27/00	76/170,910	2,599,143	07/23/02
FOR ALL YOU'RE WORTH	41	09/13/85	73/558,108	1,420,501	12/09/86
HOME OF THE BEST AGENTS	35	06/20/03	78/265,338	2,932,765	03/15/05
HOME OF THE BEST AGENTS	36	06/20/03	78/265,354	2,913,913	12/21/04
Horizontal Bar Design (color)	35 & 36	11/15/89	73/839,624	1,702,048	07/21/92
House Balloon Design	36	05/30/02	78/132,200	2,849,289	06/01/04
IN/MAX	36	07/14/88	73/739,776	1,595,678	05/08/90
IT'S THE EXPERIENCE	35	10/09/90	74/104,405	1,685,535	05/05/92
IT'S THE EXPERIENCE	36	10/09/90	74/103,976	1,686,707	05/12/92
LEADSTREET	35 & 42	02/09/06	78/811,408	3,187,035	12/19/06
LEADSTREET (stylized, b&w)	35 & 42	06/15/06	78/909,309	3,187,472	12/19/06
LEADSTREET (stylized, color)	35 & 42	02/09/06	78/811,431	3,309,477	10/09/07
MAIN STREET. NOT WALL STREET.	35	03/23/99	75/666,074	2,392,921	10/10/00
MAIN STREET. NOT WALL STREET.	36	03/23/99	75/668,356	2,332,269	03/21/00
OUT IN FRONT	35	09/02/92	74/309,950	2,029,059	01/07/97
OUT IN FRONT	36	09/02/92	74/309,949	2,029,058	01/07/97
OUTSTANDING AGENTS. OUTSTANDING RESULTS.	35	06/25/03	78/266,851	2,892,016	10/05/04
OUTSTANDING AGENTS. OUTSTANDING RESULTS.	36	06/26/03	78/267,422	2,850,994	06/08/04
PMP	35	07/19/93	74/414,344	1,835,653	05/10/94
PMP	36	07/19/93	74/414,347	1,835,687	05/10/94
PMP & Bar Design (color)	35	12/11/96	75/211,546	2,123,603	12/23/97
PMP & Bar Design (color)	36	12/11/96	75/211,544	2,123,602	10/23/07
PMP PREMIER MARKET PRESENCE & Bar Design (color, short)	35	07/19/93	74/414,345	1,834,016	05/03/94
PMP PREMIER MARKET PRESENCE & Bar Design (color, short)	36	07/19/93	74/414,348	1,835,688	05/10/94
PREMIER MARKET PRESENCE	35	07/19/93	74/414,343	1,832,885	04/26/94
PREMIER MARKET PRESENCE	36	07/19/93	74/414,346	1,835,686	05/10/94
RE/MAX	09	05/10/99	75/702,664	2,468,858	07/17/01
RE/MAX	35	11/17/06	77/046,914	3,287,530	09/04/07
RE/MAX	36	11/26/84	73/510,503	1,339,510	06/04/85
RE/MAX	36	05/24/99	75/712,611	2,403,626	11/14/00
RE/MAX	36	11/17/06	77/046,919	3,296,461	09/25/07
RE/MAX	35 & 36	01/21/77	73/113,283	1,139,014	08/26/80

MARK	CLASS	FILING DATE	SERIAL NO.	REG. NO.	DATE
RE/MAX (stylized)	35 & 36	11/15/96	75/198,750	2,119,607	12/09/97
RE/MAX Balloon Design (b&w, vertical)	35	06/24/03	78/266,559	2,850,984	06/08/04
RE/MAX Balloon Design (b&w, vertical)	36	06/24/03	78/266,597	2,850,985	06/08/04
RE/MAX Balloon Design (color, tilted)	36	11/20/84	73/509,722	1,358,422	09/03/85
RE/MAX Balloon Design (color, tilted)	35 & 36	06/09/80	73/265,471	1,173,586	10/13/81
RE/MAX Balloon Design (color, vertical)	35	11/17/06	77/046,907	3,287,529	09/04/07
RE/MAX Balloon Design (color, vertical)	36	11/17/06	77/046,927	3,338,086	11/20/07
RE/MAX Balloon Design over Ribbon	35	06/21/02	78/137,666	2,719,445	05/27/03
RE/MAX Balloon Design over Ribbon	36	06/21/02	78/137,793	2,789,835	12/02/03
RE/MAX COMMERCIAL	35 & 36	05/15/08	77/475,876	3,553,951	12/30/08
RE/MAX COMMERCIAL & Design	35 & 36	05/15/08	77/475,844	3,556,795	01/06/09
RE/MAX Green & Design	36	10/13/08	77/591,472	3,700,138	10/20/09
RE/MAX HEADING HOME	36	06/16/04	78/435,948	3,080,662	04/11/06
RE/MAX HEADING HOME & Design	36	09/02/04	78/477,978	3,080,744	04/11/06
RE/MAX MAINSTREET	36 & 38	05/24/99	75/742,900	2,477,193	08/14/01
RE/MAX RACING FOR LIFE	35	06/21/02	78/137,740	2,702,731	04/01/03
RE/MAX RACING FOR LIFE	36	06/21/02	78/137,781	2,748,981	08/05/03
RE/MAX RACING FOR LIFE & Design	35	06/21/02	78/137,810	2,789,837	12/02/03
RE/MAX RACING FOR LIFE & Design	36	06/21/02	78/137,804	2,789,836	12/02/03
RE/MAX RENOWNED PROPERTIES	36	06/23/03	78/265,797	2,844,992	05/25/04
RE/MAX RENOWNED PROPERTIES & Design	36	06/23/03	78/265,821	2,856,039	06/22/04
RE/MAX UNIVERSITY	09	01/16/08	77/373,241	3,488,117	08/19/08
RE/MAX UNIVERSITY	38,41	01/16/08	77/373,254	3,488,118	08/19/08
RE/MAX UNIVERSITY (stylized)	09	01/16/08	77/373,261	3,488,119	08/19/08
RE/MAX UNIVERSITY (stylized)	38, 41	01/16/08	77/373,276	3,488,120	08/19/08
RE/MAX. OUTSTANDING AGENTS. OUTSTANDING RESULTS.	35	11/06/00	76/159,549	2,694,587	03/11/03
RE/MAX. OUTSTANDING AGENTS. OUTSTANDING RESULTS.	36	11/06/00	76/159,599	2,652,511	11/19/02
RE/MAX. OUTSTANDING AGENTS. OUTSTANDING RESULTS. & Design	35	08/25/03	78/291,664	2,853,997	06/15/04
RE/MAX. OUTSTANDING AGENTS. OUTSTANDING RESULTS. & Design	36	06/26/03	78/267,608	2,866,778	07/27/04
REMAX	35	03/07/96	75/068,927	2,054,698	04/22/97
REMAX	36	03/07/96	75/068,799	2,106,387	10/21/97
REMAX.COM	35	06/26/03	78/267,662	2,850,996	06/08/04
RSN	35	01/19/95	74/622,800	1,940,039	12/05/95
RSN	38	01/19/95	74/622,799	1,948,744	01/16/96
RSN	41	01/19/95	74/622,797	1,948,742	01/16/96
RSN RE/MAX SATELLITE NETWORK & Design	35	01/19/95	74/622,795	1,948,741	01/16/96
RSN RE/MAX SATELLITE NETWORK & Design	38	01/19/95	74/622,798	1,948,743	01/16/96
RSN RE/MAX SATELLITE NETWORK & Design	41	01/19/95	74/622,796	1,952,956	01/30/96
RSN RE/MAX SATELLITE NETWORK & Design (crescent)	38,41	01/16/08	77/373,287	3,488,121	08/19/08
STARS (stylized)	39	11/07/91	74/219,534	1,785,864	08/03/93
Stars Design	39	11/07/91	74/219,536	1,824,637	03/01/94
STARS SHARING TRAVEL ADVENTURE REFERRALS SUCCESS & Design	39	11/07/91	74/219,535	1,740,233	12/15/92
TAKE A STEP ABOVE THE CROWD	36	02/22/89	73/782,238	1,596,780	05/15/90
THE BEST JUST KEEP GETTING BETTER	35	07/25/02	78/147,324	2,837,296	04/27/04
THE BEST JUST KEEP GETTING BETTER	36	07/25/02	78/147,330	2,837,297	04/27/04
THE HOMETOWN EXPERTS WITH A WORLD OF EXPERIENCE	35	03/04/97	75/251,327	2,158,579	05/19/98
THE HOMETOWN EXPERTS WITH A WORLD OF EXPERIENCE	36	03/04/97	75/251,326	2,138,940	02/24/98
THE MORE YOU LEARN, THE MORE YOU	38, 41	03/01/10	77/946,910	pending	

MARK	CLASS	FILING DATE	SERIAL NO.	REG. NO.	DATE
EARN.					
THE RE/MAX COLLECTION	36	12/26/06	77/071,304	3,389,527	02/26/08
THE RE/MAX COLLECTION & Design (black)	36	03/14/08	77/421,998	3,525,605	10/28/08
THE RE/MAX COLLECTION & Design (merlot)	36	12/26/06	77/071,306	3,366,504	01/08/08
THE REAL ESTATE LEADERS	35	08/27/97	75/348,092	2,541,819	02/19/02
THE REAL ESTATE LEADERS	36	08/27/97	75/348,191	2,545,288	03/05/02
THE REAL ESTATE LEADERS & Design	35	08/12/99	75/774,485	2,603,342	08/06/02
THE REAL ESTATE LEADERS & Design	36	08/12/99	75/774,332	2,596,614	07/23/02
THE REAL ESTATE SUPERSTARS	36	08/24/87	73/680,341	1,496,127	07/12/88
THE SIGN THAT BRINGS YOU HOME	36	11/09/92	74/329,294	1,839,074	06/07/94
THE SIGN YOU WANT. THE AGENT YOU NEED.	36	02/13/08	77/395,497	3,488,520	08/19/08
TONS OF MONEY	36	03/07/80	73/252,928	1,176,497	11/03/81
WHEN YOU GET THE FACTS. . . .IT'S RE/MAX!	35	07/30/90	74/083,266	1,685,530	05/05/92
WHERE DO YOU WANT TO BE?	35, 36	12/04/08	77/626,599	3,623,066	05/19/09
AND STILL ON THE RISE.		5/26/87	73/663020	1,484,582	4/12/88
RE/MAX SOARING HOME		5/30/02	78/132202	2,849,290	6/1/2004
SOARING HOME		5/30/02	78/132196	2,799,258	12/23/03
SOARING HOME REMAX TEAM BALLOONING		5/30/02	78/132017	2,775,514	10/21/03