

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
RE/MAX, LLC (f/k/a RE/MAX International, LLC)		07/31/2013	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	JPMorgan Chase Bank, N.A., as Administrative Agent
Street Address:	10 S. Dearborn
Internal Address:	7th Floor
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60603
Entity Type:	A NATIONAL BANKING ASSOCIATION: UNITED STATES

PROPERTY NUMBERS Total: 109

Property Type	Number	Word Mark
Registration Number:	1139014	RE/MAX
Registration Number:	1158371	ABOVE THE CROWD
Registration Number:	1173586	RE/MAX
Registration Number:	1339510	RE/MAX
Registration Number:	1358422	RE/MAX
Registration Number:	1372983	ABOVE THE CROWD
Registration Number:	1420501	FOR ALL YOU'RE WORTH
Registration Number:	1496127	THE REAL ESTATE SUPERSTARS
Registration Number:	1595678	IN/MAX
Registration Number:	1596780	TAKE A STEP ABOVE THE CROWD
Registration Number:	1685530	WHEN YOU GET THE FACTS...IT'S RE/MAX!
Registration Number:	1685535	IT'S THE EXPERIENCE
Registration Number:	1686707	IT'S THE EXPERIENCE

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Registration Number:	1691854	
Registration Number:	1702048	
Registration Number:	1720592	
Registration Number:	1740233	STARS SHARING TRAVEL ADVENTURE REFERRALS
Registration Number:	1785864	STARS
Registration Number:	1824637	
Registration Number:	1832885	PREMIER MARKET PRESENCE
Registration Number:	1834016	PMP PREMIER MARKET PRESENCE
Registration Number:	1835653	PMP
Registration Number:	1835686	PREMIER MARKET PRESENCE
Registration Number:	1835687	PMP
Registration Number:	1835688	PMP PREMIER MARKET PRESENCE
Registration Number:	1839074	THE SIGN THAT BRINGS YOU HOME
Registration Number:	1900865	
Registration Number:	1902943	
Registration Number:	1902982	
Registration Number:	1908724	
Registration Number:	1940039	RSN
Registration Number:	1948741	RSN RE/MAX SATELLITE NETWORK
Registration Number:	1948742	RSN
Registration Number:	1948743	RSN RE/MAX SATELLITE NETWORK
Registration Number:	1948744	RSN
Registration Number:	1952956	RSN RE/MAX SATELLITE NETWORK
Registration Number:	2029058	OUT IN FRONT
Registration Number:	2029059	OUT IN FRONT
Registration Number:	2054698	REMAX
Registration Number:	2106387	REMAX
Registration Number:	2119607	RE/MAX
Registration Number:	2123602	PMP
Registration Number:	2123603	PMP
Registration Number:	2138940	THE HOMETOWN EXPERTS WITH A WORLD OF EXP
Registration Number:	2158579	THE HOMETOWN EXPERTS WITH A WORLD OF EXP
Registration Number:	2202802	ABOVE THE CROWD!
Registration Number:	2210739	ABOVE THE CROWD
Registration Number:	2332269	MAIN STREET. NOT WALL STREET.

TRADEMARK

REEL: 005102 FRAME: 0594

	2392921	MAIN STREET. NOT WALL STREET.
Registration Number:	2403626	RE/MAX
Registration Number:	2477193	RE/MAX MAINSTREET
Registration Number:	2541819	THE REAL ESTATE LEADERS
Registration Number:	2545288	THE REAL ESTATE LEADERS
Registration Number:	2596614	THE REAL ESTATE LEADERS
Registration Number:	2599143	CIRCLE OF LEGENDS
Registration Number:	2603342	RE/MAX THE REAL ESTATE LEADERS
Registration Number:	2652511	RE/MAX. OUTSTANDING AGENTS. OUTSTANDING
Registration Number:	2694587	RE/MAX. OUTSTANDING AGENTS. OUTSTANDING
Registration Number:	2702731	RE/MAX RACING FOR LIFE
Registration Number:	2719445	RE/MAX
Registration Number:	2748981	RE/MAX RACING FOR LIFE
Registration Number:	2789835	RE/MAX
Registration Number:	2789836	RE/MAX RACING FOR LIFE
Registration Number:	2789837	RE/MAX RACING FOR LIFE
Registration Number:	2837296	THE BEST JUST KEEP GETTING BETTER
Registration Number:	2837297	THE BEST JUST KEEP GETTING BETTER
Registration Number:	2850984	RE/MAX
Registration Number:	2850985	RE/MAX
Registration Number:	2850994	OUTSTANDING AGENTS. OUTSTANDING RESULTS.
Registration Number:	2850996	REMAX.COM
Registration Number:	2853997	RE/MAX. OUTSTANDING AGENTS. OUTSTANDIN
Registration Number:	2866778	RE/MAX. OUTSTANDING AGENTS. OUTSTANDIN
Registration Number:	2892016	OUTSTANDING AGENTS. OUTSTANDING RESULTS.
Registration Number:	2913913	HOME OF THE BEST AGENTS
Registration Number:	2932765	HOME OF THE BEST AGENTS
Registration Number:	3149977	RE/MAX ABOVE THE CROWD!
Registration Number:	3149978	RE/MAX ABOVE THE CROWD!
Registration Number:	3187035	LEADSTREET
Registration Number:	3187472	LEAD STREET
Registration Number:	3287529	RE/MAX
Registration Number:	3287530	RE/MAX
Registration Number:	3296461	RE/MAX
Registration Number:	3309477	LEADSTREET

TRADEMARK

REEL: 005102 FRAME: 0595

	3338086	RE/MAX
Registration Number:	3366504	RE/MAX THE RE/MAX COLLECTION
Registration Number:	3389527	THE RE/MAX COLLECTION
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:	3488121	RSN RE/MAX SATELLITE NETWORK
Registration Number:	3488520	THE SIGN YOU WANT. THE AGENT YOU NEED.
Registration Number:	3525605	RE/MAX THE RE/MAX COLLECTION
Registration Number:	3553951	RE/MAX COMMERCIAL
Registration Number:	3556795	RE/MAX COMMERCIAL
Registration Number:	3623006	WHERE DO YOU WANT TO BE?
Registration Number:	3650754	AGENTES EXCELENTES. RESULTADOS EXCELENTE
Registration Number:	3700138	RE/MAX GREEN
Registration Number:	3860032	THE MORE YOU LEARN, THE MORE YOU EARN.
Registration Number:	3925304	RE/MAX UNIVERSITY
Registration Number:	4023497	THE MORE YOU LEARN, THE MORE YOU EARN.
Registration Number:	4028768	RE/MAX
Registration Number:	4041120	R4
Registration Number:	4087749	RE/MAX
Registration Number:	4096051	RE/MAX
Registration Number:	4146686	ABOVE
Registration Number:	4190554	FOR ALL THE THINGS THAT MOVE YOU
Registration Number:	4203607	ABOVE
Registration Number:	4317992	ABOVE

CORRESPONDENCE DATA

Fax Number: 2124552502
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: (212) 455-7803
Email: jnull@stblaw.com
Correspondent Name: Jodie Pimentel
Address Line 1: 425 Lexington Avenue
Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER:

509265/1492

TRADEMARK

	J. Jason Mull
Signature:	/J. Jason Mull/
Date:	09/03/2013
Total Attachments: 7 source=RE_MAX TM SI Grant - Final_Final#page1.tif source=RE_MAX TM SI Grant - Final_Final#page2.tif source=RE_MAX TM SI Grant - Final_Final#page3.tif source=RE_MAX TM SI Grant - Final_Final#page4.tif source=RE_MAX TM SI Grant - Final_Final#page5.tif source=RE_MAX TM SI Grant - Final_Final#page6.tif source=RE_MAX TM SI Grant - Final_Final#page7.tif	

GRANT OF
SECURITY INTEREST IN TRADEMARK RIGHTS

This GRANT OF SECURITY INTEREST IN TRADEMARK RIGHTS (“Agreement”), effective as of July 31, 2013 is made by RE/MAX, LLC (f/k/a RE/MAX International, LLC), a Delaware limited liability company, located at 5075 S. Syracuse Street, Denver, CO 80237 (the “Borrower”), in favor of JPMorgan Chase Bank, N.A., a national banking association, with an address at 10 S. Dearborn, 7th Floor, Chicago, IL 60603, as Administrative Agent (the “Agent”) for the several banks and other financial institutions (the “Lenders”), parties to the Credit Agreement, dated as of July 31, 2013 (as amended, supplemented or otherwise modified from time to time, the “Credit Agreement”), among RMCO, LLC, Borrower, the Lenders, and the Agent.

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 Borrower and certain affiliates of the Borrower have executed and delivered a Guarantee and Collateral Agreement, dated as of July 31, 2013, 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 Borrower pledged and granted to the Agent for the benefit of the Agent and the Lenders a continuing security interest in all Intellectual Property, including the Trademarks; and

WHEREAS, the Borrower 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 Borrower 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 Borrower 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 without requiring further action by either party and to be effective upon such demand, all of the Borrower’s right, title and interest in, to and under the Trademarks included in the Collateral (including, without limitation, those items listed on Schedule A hereto) (collectively,

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

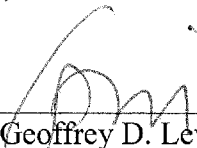
SECTION 3. Purpose. This Agreement has been executed and delivered by the Borrower for the purpose of recording the grant of security interest herein with the United States Patent and Trademark Office. The security interest granted hereby has been granted to the Lenders in connection with the Guarantee 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, LLC

By: 
Name: Geoffrey D. Lewis
Title: Secretary
Date: July 31, 2013

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

By: _____
Name:
Title:
Date:

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, LLC

By: _____
Name:
Title:
Date:

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

By:  _____
Name: Kimberly Turner
Title: Executive Director
Date: 7/20/13

SCHEDULE A

U.S. Trademark Registrations and Applications

<u>Trademark</u>	<u>Registration Number</u>
RE/MAX	1,139,014
ABOVE THE CROWD	1,158,371
RE/MAX	1,173,586
RE/MAX	1,339,510
RE/MAX	1,358,422
ABOVE THE CROWD	1,372,983
FOR ALL YOU'RE WORTH	1,420,501
THE REAL ESTATE SUPERSTARS	1,496,127
IN/MAX	1,595,678
TAKE A STEP ABOVE THE CROWD	1,596,780
WHEN YOU GET THE FACTS...IT'S RE/MAX!	1,685,530
IT'S THE EXPERIENCE	1,685,535
IT'S THE EXPERIENCE	1,686,707
[Design Only]	1,691,854
[Design Only]	1,702,048
[Design Only]	1,720,592
STARS SHARING TRAVEL ADVENTURE REFERRALS SUCCESS	1,740,233
STARS	1,785,864
[Design Only]	1,824,637
PREMIER MARKET PRESENCE	1,832,885
PMP PREMIER MARKET PRESENCE	1,834,016
PMP	1,835,653
PREMIER MARKET PRESENCE	1,835,686
PMP	1,835,687
PMP PREMIER MARKET PRESENCE	1,835,688
THE SIGN THAT BRINGS YOU HOME	1,839,074
[Design Only]	1,900,865
[Design Only]	1,902,943
[Design Only]	1,902,982
[Design Only]	1,908,724
RSN	1,940,039
RSN RE/MAX SATELLITE NETWORK	1,948,741
RSN	1,948,742
RSN RE/MAX SATELLITE NETWORK	1,948,743
RSN	1,948,744
RSN RE/MAX SATELLITE NETWORK	1,952,956
OUT IN FRONT	2,029,058
OUT IN FRONT	2,029,059
REMAX	2,054,698
REMAX	2,106,387

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RE/MAX	2,119,607
PMP	2,123,602
PMP	2,123,603
THE HOMETOWN EXPERTS WITH A WORLD OF EXPERIENCE	2,138,940
THE HOMETOWN EXPERTS WITH A WORLD OF EXPERIENCE	2,158,579
ABOVE THE CROWD!	2,202,802
ABOVE THE CROWD	2,210,739
MAIN STREET. NOT WALL STREET.	2,332,269
MAIN STREET. NOT WALL STREET.	2,392,921
RE/MAX	2,403,626
RE/MAX MAINSTREET	2,477,193
THE REAL ESTATE LEADERS	2,541,819
THE REAL ESTATE LEADERS	2,545,288
THE REAL ESTATE LEADERS	2,596,614
CIRCLE OF LEGENDS	2,599,143
RE/MAX THE REAL ESTATE LEADERS	2,603,342
RE/MAX. OUTSTANDING AGENTS. OUTSTANDING RESULTS.	2,652,511
RE/MAX. OUTSTANDING AGENTS. OUTSTANDING RESULTS.	2,694,587
RE/MAX RACING FOR LIFE	2,702,731
RE/MAX	2,719,445
RE/MAX RACING FOR LIFE	2,748,981
RE/MAX	2,789,835
RE/MAX RACING FOR LIFE	2,789,836
RE/MAX RACING FOR LIFE	2,789,837
THE BEST JUST KEEP GETTING BETTER	2,837,296
THE BEST JUST KEEP GETTING BETTER	2,837,297
RE/MAX	2,850,984
RE/MAX	2,850,985
OUTSTANDING AGENTS. OUTSTANDING RESULTS.	2,850,994
REMAX.COM	2,850,996
RE/MAX. OUTSTANDING AGENTS. OUTSTANDING RESULTS.	2,853,997
RE/MAX. OUTSTANDING AGENTS. OUTSTANDING RESULTS.	2,866,778
OUTSTANDING AGENTS. OUTSTANDING RESULTS.	2,892,016
HOME OF THE BEST AGENTS	2,913,913
HOME OF THE BEST AGENTS	2,932,765
RE/MAX ABOVE THE CROWD!	3,149,977
RE/MAX ABOVE THE CROWD!	3,149,978
LEADSTREET	3,187,035
LEAD STREET	3,187,472
RE/MAX	3,287,529
RE/MAX	3,287,530
RE/MAX	3,296,461
LEADSTREET	3,309,477
RE/MAX	3,338,086
RE/MAX THE RE/MAX COLLECTION	3,366,504
THE RE/MAX COLLECTION	3,389,527
RE/MAX UNIVERSITY	3,488,117
RE/MAX UNIVERSITY	3,488,118
RE/MAX UNIVERSITY	3,488,119
RE/MAX UNIVERSITY	3,488,120
RSN RE/MAX SATELLITE NETWORK	3,488,121

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THE SIGN YOU WANT. THE AGENT YOU NEED.	3,488,520
RE/MAX THE RE/MAX COLLECTION	3,525,605
RE/MAX COMMERCIAL	3,553,951
RE/MAX COMMERCIAL	3,556,795
WHERE DO YOU WANT TO BE?	3,623,006
AGENTES EXCELENTES. RESULTADOS EXCELENTES.	3,650,754
RE/MAX GREEN	3,700,138
THE MORE YOU LEARN, THE MORE YOU EARN.	3,860,032
RE/MAX UNIVERSITY	3,925,304
THE MORE YOU LEARN, THE MORE YOU EARN.	4,023,497
RE/MAX	4,028,768
R4	4,041,120
RE/MAX	4,087,749
RE/MAX	4,096,051
ABOVE	4,146,686
FOR ALL THE THINGS THAT MOVE YOU	4,190,554
ABOVE	4,203,607
ABOVE	4,317,992