

REALOGY CORP
Form POS EX
May 02, 2012

As filed with the Securities and Exchange Commission on May 2, 2012
Registration No. 333-179896

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

POST-EFFECTIVE AMENDMENT NO. 1
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 |
| Guardian 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 |
| Cartus Partner Corporation | Delaware | 26-1545145 |
| 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 |

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Keystone Closing Services LLC
NRT Arizona Commercial LLC

Delaware
Delaware

23-2930568
20-3697457

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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. 1 to Form S-1 Registration Statement (333-179896) is filed pursuant to Rule 462(d) solely to add Exhibit 15.1 and 15.2 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.

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

15.2* Letter Regarding Realogy Corporation Unaudited Interim Financial Statements.

* Filed herewith.

II-1

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant has duly caused this Post-Effective Amendment No. 1 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 2nd of May, 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. 1 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) | May 2, 2012 |
| /S/ ANTHONY E. HULL Anthony E. Hull | Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer) | May 2, 2012 |
| * Dea Benson | Senior Vice President, Chief Accounting Officer and Controller (Principal Accounting Officer) | May 2, 2012 |
| * Marc E. Becker | Director | May 2, 2012 |
| * Scott Kleinman | Director | May 2, 2012 |
| * M. Ali Rashid | Director | May 2, 2012 |
| * V. Ann Hailey | Director | May 2, 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. 1 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 2nd of May, 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. 1 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) | May 2, 2012 |
| /S/ ANTHONY E. HULL Anthony E. Hull | Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer) | May 2, 2012 |
| * Dea Benson | Senior Vice President, Chief Accounting Officer and Controller (Principal Accounting Officer) | May 2, 2012 |
| * Marc E. Becker | Director | May 2, 2012 |
| * Scott Kleinman | Director | May 2, 2012 |
| * M. Ali Rashid | Director | May 2, 2012 |
| * V. Ann Hailey | Director | May 2, 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. 1 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 2nd of May, 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
CARTUS PARTNER 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
GUARDIAN 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

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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.
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