

FILED

MAY 9 - 2007

CATHERINE LAWRENCE, P.L.C.
JUDGE'S CHAMBERS
MORRIS COUNTY COURT

IN RE REALOGY CORP.
SHAREHOLDER LITIGATION

x
: SUPERIOR COURT OF NEW
: JERSEY
: MORRIS COUNTY: CHANCERY
: DIVISION-GENERAL EQUITY
: PART
:
: DOCKET NO: C-181-06
:
: SCHEDULING ORDER FOR
: APPROVAL OF SETTLEMENT
: OF CLASS ACTION
:
:
x

The parties to the above-captioned consolidated lawsuit (collectively, the "Action"), having applied for an order establishing class action determination as described herein and determining certain matters in connection with the proposed settlement of the Action (the "Settlement"), in accordance with the Stipulation of Settlement entered into by the parties, dated April 23, 2007 (the "Stipulation"), and for dismissal of the Action upon the terms and conditions set forth in the Stipulation;

NOW, upon consent of the parties, after review and consideration of the Stipulation filed with the Court and the Exhibits annexed thereto, and after due deliberation,

IT IS HEREBY ORDERED this 9 day of May, 2007, that:

1. Pursuant to New Jersey Court Rule 4:32-1, the Action, pending the Settlement Hearing (defined below), shall be preliminarily (and solely for purposes of the settlement of this Action) maintained as a class action on behalf of a non-opt-out class consisting of all Persons (as defined in the Stipulation) who owned Realogy common stock (excluding the Defendants and the immediate family members of the Individual Defendants) at any time in the period from and including December 15, 2006, through and including the effective date of the Merger (as defined in the Stipulation), including any and all of their immediate or remote successors in interest,

predecessors, representatives, trustees, executors, administrators, heirs, assigns or transferees, and any person or entity acting for or on behalf of, or claiming under any of them and each of them. The named plaintiffs are preliminarily certified as Settlement Class representatives, and their counsel as Settlement Class counsel.

2. A hearing (the "Settlement Hearing") shall be held on August 15, 2007, at 10 A:m. in the Superior Court, Morris County Courthouse, Washington Street, Morristown, New Jersey to:

- (a) determine whether the Court should approve the Settlement as fair, reasonable, adequate and in the best interests of the Settlement Class,
- (b) determine whether judgment should be entered pursuant to the Stipulation, inter alia, dismissing the Action with prejudice and extinguishing and releasing all Settled Claims (as defined in the Stipulation);
- (c) determine whether the Court should certify the Settlement Class as a non-opt out class and whether Plaintiffs and their counsel have adequately represented the Settlement Class;
- (d) rule on an application of Plaintiffs' Counsel in the Action for an award of attorneys' fees and reimbursement of expenses; and
- (e) rule on such other matters as the Court may deem appropriate.

3. The Court reserves the right to adjourn the Settlement Hearing or any adjournment thereof, including the consideration of the application for attorneys' fees and reimbursement of expenses, without further notice of any kind other than oral announcement at the Settlement Hearing or any adjournment thereof.

4. The Court reserves the right to approve the Settlement at or after the Settlement Hearing with such modification to which the parties to the Stipulation may agree and without further notice to the Settlement Class.

5. Within twenty (20) days after the date of this Order, Realogy Corporation (“Realogy”) and/or its successor in interest shall cause a notice of the Settlement Hearing in substantially the form annexed as Exhibit D to the Stipulation (the “Notice”) to be mailed by United States mail, postage pre-paid, to all persons and entities who were recordholders and/or beneficial owners of the common stock of Realogy (other than persons excluded from the Settlement Class) at any time from and including December 15, 2006, through and including the effective date of the Merger to their last known address appearing in the stock transfer records maintained by or on behalf of Realogy. All recordholders in the Settlement Class who are not also the beneficial owners of the shares of Realogy common stock held by them of record shall be requested in the Notice to forward the Notice to the beneficial owners of those shares. Realogy and/or its successor in interest shall use reasonable efforts to give notice to such record and/or beneficial owners by (a) making additional copies of the Notice available to any recordholder who, prior to the Settlement Hearing, requests additional copies of the Notice for distribution to beneficial owners, or (b) mailing additional copies of the Notice to beneficial owners. Within ten (10) days of the mailing of the Notice, Realogy shall cause a summary form of the Notice (the “Publication Notice”), in substantially the form annexed as Exhibit E to the Stipulation, to be published in the Wall Street Journal or other national daily publication.

6. The Court approves, in form and content, the Notice and the Publication Notice and finds that the giving of notice as specified herein fully satisfies the requirements of Rule 4:32-1 of the New Jersey Rules of Court and due process, is the best notice practicable and shall

constitute due and sufficient notice of the Settlement Hearing to all persons entitled to receive notice of such hearing. Counsel for Realogy and/or its successor in interest shall, at least ten (10) days before the Settlement Hearing provided for herein, file an appropriate affidavit or proof of service with respect to the Notice and the Publication Notice.

Any member of the Settlement Class who objects to the Settlement, the class action determination, the judgment to be entered in the Action, and/or the application for attorneys' fees and disbursements, or who otherwise wishes to be heard, may appear in person or by counsel at the Settlement Hearing and show cause why the Settlement should not be approved; provided, however, that no person other than Plaintiffs' Counsel and counsel for the Defendants in the Action shall be heard and no papers, briefs, pleadings or other documents submitted by any person shall be considered by the Court unless not later than ten (10) calendar days prior to the Settlement Hearing such person files with the Court and serves upon counsel listed below: (a) a written notice of intention to appear; (b) proof of class membership; (c) a detailed statement of all of such person's objections to any matters before the Court; and (d) the grounds therefore or the reasons that such person desires to appear and be heard, as well as all documents or writings such person desires the Court to consider. Contemporaneously with such filing with the Court, such filings shall be served upon the following counsel:

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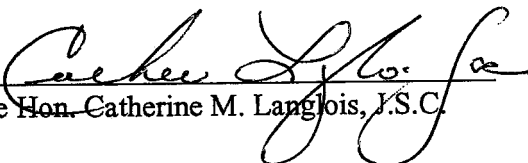
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Counsel for the Apollo Defendants

7. Unless the Court otherwise directs, no person shall be entitled to object to the approval of the Settlement, any judgment entered thereon, the adequacy of the representation of the Settlement Class by Plaintiffs and their counsel, any award of attorneys' fees or reimbursement of expenses, or otherwise be heard, except by serving and filing a written

objection and supporting papers and documents as described in Paragraph 6. Any person who fails to object in the manner described above shall be deemed to have waived the right to object (including any right of appeal) and shall be forever barred from raising such objection or otherwise contesting the Settlement in this or any other action or proceeding.

8. All proceedings in the Action, other than proceedings as may be necessary to carry out the terms and conditions of the Settlement, are hereby stayed and suspended until further order of this Court. Pending final determination of whether the Court should approve the Settlement, Plaintiffs and all members of the Settlement Class are barred and enjoined from commencing or prosecuting in any court or proceeding any action asserting any claims, either directly, representatively, derivatively or in any other capacity, that have been asserted in the Action, or that relate in any way to the Settled Claims as defined in the Stipulation.


The Hon. Catherine M. Langlois, J.S.C.