

Real Estate Services of Pennsylvania LLC
Form S-4
December 18, 2007
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As filed with the Securities and Exchange Commission on December 18, 2007

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-4
REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

REALOGY CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

6531
(Primary Standard Industrial
Classification Code Number)
One Campus Drive

20-4381990
(I.R.S. Employer
Identification No.)

Parsippany, NJ 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

Seth Truwit, Esq.

Realogy Corporation

One Campus Drive

Parsippany, NJ 07054

(973) 407-2000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With a copy to:

Rosa A. Testani, Esq.

Akin Gump Strauss Hauer & Feld LLP

590 Madison Avenue

New York, NY 10022

Telephone: (212) 872-1000

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, 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, 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. "

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered	Proposed maximum offering price per unit	Proposed maximum aggregate offering price	Amount of registration fee
10.50% Senior Notes due 2014	\$1,700,000,000	100%(1)	\$1,700,000,000(2)	\$52,190.00
Guarantees of 10.50% Senior Notes due 2014				(3)
11.00%/11.75% Senior Toggle Notes due 2014(4)	\$ 650,000,000	100%(1)	\$ 650,000,000(2)	\$19,955.00
Guarantees of 11.00%/11.75% Senior Toggle Notes due 2014				(3)
12.375% Senior Subordinated Notes due 2015	\$ 875,000,000	100%(1)	\$ 875,000,000(2)	\$26,862.50
Guarantees of 12.375% Senior Subordinated Notes due 2015				(3)

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- (1) The proposed maximum offering price per note is based on the book value of the notes as of December 18, 2007, in the absence of a public market for the notes, in accordance with Rule 457(f)(2) promulgated under the Securities Act of 1933, as amended.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee in accordance with Rule 457(o) under the Securities Act.
- (3) Pursuant to Rule 457(n), no additional registration fee is payable with respect to the guarantees.
- (4) Represents \$550,000,000 principal amount at original issuance plus \$100,000,000 principal amount of the 11.00%/11.75% Senior Toggle Notes due 2014 which may be issued, at the option of Realogy Corporation, in lieu of cash interest payments thereon. Such additional principal amount constitutes Realogy Corporation's reasonable good faith estimate of the amount of such notes which may be paid as interest in lieu of cash. Determined in accordance with Section 6(b) of the Securities Act of 1933 at a rate equal to \$30.70 per \$1,000,000 of the proposed maximum aggregate offering price.

The registrants hereby amend this Registration Statement on such date or dates as may be necessary to delay its effective date until the registrants shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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SCHEDULE A

The address for each of the guarantors listed below is One Campus Drive, Parsippany, NJ. The primary standard industrial classification code number for each of the guarantors listed below is 6531. The guarantors, the states or jurisdictions of incorporation or organization for each guarantor and the I.R.S. employer identification number for each guarantor is listed below.

Exact name of registrant as specified in its charter	State or other jurisdiction of incorporation or organization	I.R.S. employer identification no.
Associates Investments	California	33-0872539
Associates Realty Network	California	33-0623648
Associates Realty, Inc.	California	33-0872539
Burrow Escrow Services, Inc.	California	33-0876967
C21 TM LLC	California	20-5791224
CB TM LLC	California	94-1629734
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
Equity Title Company	California	95-3415676
ERA TM LLC	California	77-0385159
Fred Sands School of Real Estate	California	95-4505682
Guardian Title Company	California	95-2951502
Mid-Exchange LLC	California	95-3559451
National Coordination Alliance LLC	California	33-0477770
Realogy Operations LLC	California	95-2699378
Summit Escrow	California	33-0627936
Valley of California, Inc.	California	94-1615655
West Coast Escrow Closing Co.	California	20-1291098
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
Bob Tandler Real Estate, Inc.	Connecticut	06-1093804
Hillshire House, Incorporated	Connecticut	06-1003316
Real Estate Referral, Inc.	Connecticut	06-1324555
The Four Star Corp.	Connecticut	06-1372496
William Orange Realty, Inc.	Connecticut	06-1370720
Advantage Title & Insurance, LLC	Delaware	20-3392747
Associated Client Referral LLC	Delaware	26-0376602

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Exact name of registrant as specified in its charter	State or other jurisdiction of incorporation or organization	I.R.S. employer identification no.
Better Homes and Gardens Real Estate LLC	Delaware	26-1439164
Better Homes and Gardens Real Estate Licensee LLC	Delaware	26-1483161
Burgdorff LLC	Delaware	26-0376660
Burgdorff Referral Associates LLC	Delaware	26-0376767
Career Development Center, LLC	Delaware	20-5782611
Cartus Corporation	Delaware	94-1717274
Cartus Partner Corporation	Delaware	26-1545145
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
Equity Title Messenger Service Holding LLC	Delaware	14-1871488
ERA Franchise Systems LLC	Delaware	22-3419810
FedState Strategic Consulting, Incorporated	Delaware	20-4789547
First California Escrow Corporation	Delaware	20-2923040
Franchise Settlement Services LLC	Delaware	20-0922030
FSA Membership Services, LLC	Delaware	20-1003239
Grand Title, LLC	Delaware	20-4789492
Guardian Holding Company	Delaware	20-0597637
Gulf South Settlement Services, LLC	Delaware	20-2668391
Hickory Title, LLC	Delaware	20-3916961
Jack Gaughen LLC	Delaware	26-0376973
Keystone Closing Services LLC	Delaware	23-2930568
Legend Title LLC	Delaware	20-3458751
Lincoln Settlement Services, LLC	Delaware	20-3458710
Mid-State Escrow Corporation	Delaware	20-4455380
NRT Arizona Commercial LLC	Delaware	20-3697457
NRT Arizona Exito LLC	Delaware	20-4206916
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 Hawaii Referral, LLC	Delaware	20-3574360
NRT LLC	Delaware	33-0769705
NRT Mid-Atlantic LLC	Delaware	26-0393458

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Exact name of registrant as specified in its charter	State or other jurisdiction of incorporation or organization	I.R.S. employer identification no.
NRT Missouri LLC	Delaware	64-0965388
NRT Missouri Referral Network LLC	Delaware	26-0393293
NRT New York LLC	Delaware	13-4199334
NRT Pittsburgh LLC	Delaware	26-0393427
NRT Relocation LLC	Delaware	20-0011685
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 The Condo Store LLC	Delaware	20-0442165
NRT Utah LLC	Delaware	87-0679991
Oncor International LLC	Delaware	20-5470167
Pacific Access Holding Company, LLC	Delaware	20-4960602
Patriot Settlement Services, LLC	Delaware	20-0890440
Real Estate Referral LLC	Delaware	26-0393629
Real Estate Referrals LLC	Delaware	26-0393668
Real Estate Services LLC	Delaware	22-3770721
Real Estate Services of Pennsylvania LLC	Delaware	26-0393574
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
Rocky Mountain Settlement Services, LLC	Delaware	20-3392708
Scranton Abstract, LLC	Delaware	20-3093094
Secured Land Transfers LLC	Delaware	26-0184940
Shelter Title LLC	Delaware	20-4046806
Sotheby s International Realty Referral Company, LLC	Delaware	20-4568253
Sotheby s International Realty Affiliates LLC	Delaware	20-1077136
Sotheby s International Realty Licensee LLC	Delaware	20-1077287
TBR Settlement Services, LLC	Delaware	20-3917025
Texas American Dissolution, Inc.	Delaware	20-5255880
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

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Exact name of registrant as specified in its charter	State or other jurisdiction of incorporation or organization	I.R.S. employer identification no.
Florida's Preferred School of Real Estate, Inc.	Florida	59-3533697
Referral Associates of Florida LLC	Florida	13-3084484
Referral Network LLC	Florida	59-2541359
St. Joe Real Estate Services, Inc.	Florida	59-3517835
St. Joe Title Services LLC	Florida	59-3508965
Coldwell Banker Commercial Pacific Properties LLC	Hawaii	99-0335507
Coldwell Banker Pacific Properties LLC	Hawaii	99-0323981
Pacific Properties Referrals, Inc.	Hawaii	68-0547844
Dewolf Realty Affiliates	Maine	01-0527530
NRT Mid-Atlantic Title Services, LLC	Maryland	52-1851057
The Miller Group, Inc.	Maryland	52-1712893
Cotton Real Estate, Inc.	Massachusetts	04-3031581
DeWolfe Relocation Services, Inc.	Massachusetts	04-2860192
NRT Insurance Agency, Inc.	Massachusetts	04-3332208
Referral Associates of New England LLC	Massachusetts	04-3079542
The DeWolfe Companies, Inc.	Massachusetts	04-2895334
The DeWolfe Company, Inc.	Massachusetts	04-2531532
Trust of New England, Inc.	Massachusetts	04-2844593
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
ERA General Agency Corporation	Missouri	48-0824690
NRT Missouri Referral Network, Inc.	Missouri	43-1250765
NRT Missouri, Inc.	Missouri	43-0963580
Pacesetter Nevada, Inc.	Nevada	91-1764224
Market Street Settlement Group LLC	New Hampshire	02-0505642
Burgdorff Referral Associates, Inc.	New Jersey	22-2708373
Coldwell Banker Real Estate Services, Inc.	New Jersey	95-4302860
Douglas and Jean Burgdorff, Inc.	New Jersey	22-1685738
ERA General Agency of New Jersey, Inc.	New Jersey	22-3549853
Batjac Real Estate Corp.	New York	13-3099108
Cook-Pony Farm Real Estate, Inc.	New York	11-2638015
Corcoran Group - Brooklyn Landmark, LLC	New York	11-3431404
The Corcoran Group Eastside, Inc.	New York	13-3055291
The Sunshine Group, Ltd.	New York	13-3329821

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Exact name of registrant as specified in its charter	State or other jurisdiction of incorporation or organization	I.R.S. employer identification no.
Burnet Title of Ohio, LLC	Ohio	41-1700407
NRT Commercial Ohio Incorporated	Ohio	20-1574589
APEX Real Estate Information Services, LLC	Pennsylvania	25-1848377
APEX Real Estate Information Services, LLP	Pennsylvania	25-1810204
Coldwell Banker Residential Referral Network, Inc.	Pennsylvania	25-1485174
J.W. Riker - Northern R.I., Inc.	Rhode Island	05-0402949
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
NRT Texas Real Estate Services LLC	Texas	75-2705077
Processing Solutions LLC	Texas	76-0006215
Referral Network Inc.	Texas	33-0443969
South Land Title Co., Inc.	Texas	76-0443701
South-Land Title of Montgomery County, Inc.	Texas	76-0674528
TAW Holding Inc.	Texas	76-0593996
Texas American Title Company	Texas	74-1909700
Texas American Title Company of Austin	Texas	74-2771227
Burnet Realty, Inc.	Wisconsin	33-0938368
Coldwell Banker Residential Real Estate Services of Wisconsin, Inc.	Wisconsin	39-1499016

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The information in this prospectus is not complete and may be changed. We may not complete the Exchange Offer and issue these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell securities and it is not soliciting an offer to buy these securities in any state where the offer is not permitted.

Subject to completion, dated December 18, 2007

PROSPECTUS

Realogy Corporation

Offer to Exchange

\$1,700,000,000 aggregate principal amount of 10.50% Senior Notes due 2014, which have been registered under the Securities Act of 1933,

for \$1,700,000,000 aggregate principal amount of outstanding 10.50% Senior Notes due 2014.

\$550,000,000 aggregate principal amount of 11.00%/11.75% Senior Toggle Notes due 2014, which have been registered under the Securities Act of 1933,

for \$550,000,000 aggregate principal amount of outstanding 11.00%/11.75% Senior Toggle Notes.

\$875,000,000 aggregate principal amount of 12.375% Senior Subordinated Notes due 2015, which have been registered under the Securities Act of 1933,

for \$875,000,000 aggregate principal amount of outstanding 12.375% Senior Subordinated Notes.

The Exchange Offer:

We will exchange all old notes that are validly tendered and not validly withdrawn for an equal principal amount of exchange notes that have been registered.

You may withdraw tenders of old notes at any time prior to the expiration of this exchange offer.

This exchange offer expires at 5:00 p.m., New York City time, on _____, 2008, unless we extend the offer.

The Exchange Notes:

The terms of the exchange notes to be issued in this exchange offer are substantially identical to the old notes, except that the exchange notes will be freely tradable by persons who are not affiliated with us.

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No public market currently exists for the old notes. We do not intend to list the exchange notes on any securities exchange and, therefore, no active public market is anticipated.

The exchange notes, like the old notes, will be guaranteed on a senior basis, in the case of the exchange senior notes and the exchange senior toggle notes, and on a senior subordinated basis, in the case of the exchange senior subordinated notes, by each of our existing and future U.S. subsidiaries that is a guarantor under our senior secured credit facility or that guarantees certain other indebtedness in the future, subject to certain exceptions.

The exchange notes, like the old notes, will be effectively subordinated to all of our secured debt, to the extent of the value of the assets securing such debt, and to all liabilities of our non-guarantor subsidiaries. The exchange senior notes and exchange senior toggle notes, like the old senior notes and old senior toggle notes, will rank equally with all of our existing and future unsecured senior debt and will rank senior to all of our existing and future senior subordinated and subordinated debt. The exchange senior subordinated notes, like the old senior subordinated notes, will be subordinated to all of our existing and future senior debt, will rank equally with all of our future senior subordinated debt and will rank senior to all of our future subordinated debt.

Like the old notes, if we fail to make payments on the exchange notes, our subsidiary guarantors must make them instead.

Each broker-dealer that receives exchange notes pursuant to this exchange offer must acknowledge that it will deliver a prospectus in connection with a