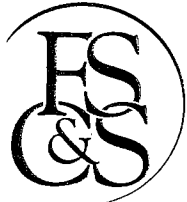


**FOSTER,
SWIFT,
COLLINS &
SMITH, P.C.**
Attorneys at Law



LANSING:
313 S. Washington Square
Lansing, MI 48933-2193
PH: 517.371.8100
FX: 517.371.8200

FARMINGTON HILLS:
Suite 230
32300 Northwestern Hwy.
Farmington Hills, MI 48334-1571
PH: 248.539.9900
FX: 248.851.7504

GRAND RAPIDS:
Suite 200
1700 East Belcline, N.E.
Grand Rapids, MI 49525-2076
PH: 616.726.2200
FX: 616.726.2299

Walter S. Foster
1878-1961
Richard B. Foster
1908-1996
Theodore W. Swift
1928-2000
John L. Collins
1926-2001

Webb A. Smith
Allan J. Claypool
Gary J. McRay
Stephen I. Jurmu
William K. Fahey
Stephen O. Schultz
Scott A. Storey
Charles A. Janssen
Charles E. Barbieri

James B. Jensen, Jr.
Scott L. Mandel
Michael D. Sanders
Sherry A. Stein
Brent A. Titus
Brian A. Kaser
Robert E. McFarland
Stephen J. Lowney
Jean G. Shtokal
Brian G. Goodenough
Matt G. Hrebec
Eric E. Doster
Stephen J. Rhodes
Melissa J. Jackson
Steven H. Lasher
Nancy L. Kahn
Deanna Swisher
Mark J. Burzych

Alan G. Gilchrist
Thomas R. Meagher
Douglas A. Mielock
Scott A. Chernich
Donald E. Martin
Paul J. Millenbach
Dirk H. Beckwith
Brian J. Renaud
Bruce A. Vande Vusse
Lynwood P. VandenBosch
Lawrence Korolewicz
James B. Doezema
Alan T. Rogalski
Francis G. Seyferth
Anne M. Seuryneck
Richard L. Hillman
Andrea J. Hool
Steven L. Owen

Jennifer Kildea Dewane
John P. Nicolucci
Francis C. Flood
Michael D. Homier
Keith A. Castora
Randall L. Harbour
David M. Lick
Deborah J. Williamson
Rebecca S. Davies
Claire V. Groen
Robert J. McCullen
Glen A. Schmiede
Michael G. Harrison
Frederick B. Bellamy
Gilbert M. Frimet
Mark J. Colon
Scott H. Hogan
Peter R. Tolley

Craig R. Petersen
George L. McCargar, III
Kirsten M. McNelly
Emily L. Matthews
Benjamin J. Price
Ronald D. Richards, Jr.
Joseph E. Kozely
Pamela C. Dausman
Terrence G. Quinn
Jacqueline E. Bayley
Dana M. Bennett
Sarah J. Gabis
Larry R. Jensen, Jr.
Eleanore M. Schroeder
Philip E. Hamilton
John W. Inhulsen

Andrew C. Vredenburg
Amanda Garcia-Williams
Zachary W. Behler
Christopher W. Braverman
Derek A. Walters

Of Counsel
Lawrence B. Lindemer
David VanderHaagen
Allan O. Maki

Writer's Direct Phone: 517.371.8185

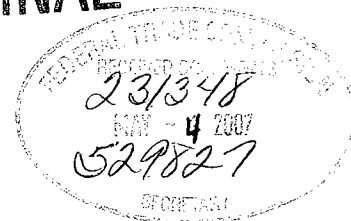
Reply To: Lansing

May 3, 2007

Via Federal Express

Atten: Room 135, Document Processing
Federal Trade Commission
600 Pennsylvania Ave., NW
Washington, DC 20580

ORIGINAL



Dear Clerk:

Re: RealComp II, Ltd.
File No. D-9320

Enclosed for filing is the original and one copy of Respondent's Response to Claimant Counsel's First Request for Admissions Concerning Authenticity and Admissibility.

If you have any questions, please do not hesitate to call.

Very truly yours,

FOSTER, SWIFT, COLLINS & SMITH, P.C.

Scott L. Mandel

SLM:LR:dkn

Enclosure

cc w/enc:

Sean P. Gates, Esq.

Hon. Stephen J. McGuire (two copies) *(via Federal Express)*

ORIGINAL

PUBLIC RECORD

UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION



In the Matter of

Docket No. 9320

REALCOMP II LTD.,

Chief Administrative Law Judge

Stephen J. McGuire

Respondent.

**REALCOMP II, LTD.'S RESPONSE TO COMPLAINT COUNSEL'S
FIRST REQUESTS FOR ADMISSIONS
CONCERNING AUTHENTICITY AND ADMISSIBILITY**

Respondent Realcomp II, Ltd. ("Realcomp"), through its authorized representative, pursuant to the Federal Trade Commission Rules of Practice ("FTC Rules"), 16 C.F.R. § 3.32, hereby responds to Complaint Counsel's First Request for Admissions Concerning Authenticity and Admissibility dated April 25, 2007, stating as follows:

REQUEST FOR ADMISSIONS

1. The document attached to this Request for Admissions as Exhibit 1 (Realcomp Active Member Subscribing Offices) is authentic, genuine, and a true and correct copy of the original business record. This document is admissible into evidence in this matter.

Response: Admit as of 7/26/06.

2. The document attached to this Request for Admissions as Exhibit 2 (Realcomp Online Guide) is authentic, genuine, and a true and correct copy of the original business record. This document is admissible into evidence in this matter.

Response: Admit as to pages 1 through 6 of Exhibit 2.

Deny as to pages 7-30 of Exhibit 2. This information was provided by the original software vendor, Realty Plus Online, through a link on the Help button on the application. Realcomp did not draft these pages and cannot admit to their authenticity.

3. The document attached to this Request for Admissions as Exhibit 3 (Straight Talk: Pros and Cons of Data Distribution) is authentic, genuine, and a true and correct copy of the original business record. This document is admissible into evidence in this matter.

Response: Admit.

4. The document attached to this Request for Admissions as Exhibit 4 (Realcomp Restated Subscription/Service Agreement), with bates numbers RC0246 - RC0290, is authentic, genuine, and a true and correct copy of the original business record. This document is admissible into evidence in this matter.

Response: Admit.

5. The document attached to this Request for Admissions as Exhibit 5 (Restated & Superseding Realcomp Shareholders Agreement), with bates numbers RC0332 - RC0346, is authentic, genuine, and a true and correct copy of the original business record. This document is admissible into evidence in this matter.

Response: Admit.

6. The document attached to this Request for Admissions as Exhibit 6 (Schedule A Subscription/Service Agreement), with bates numbers RC0291 - RC0292, is authentic, genuine, and a true and correct copy of the original business record. This document is admissible into evidence in this matter.

Response: Admit.

7. The document attached to this Request for Admissions as Exhibit 7 (Realcomp Listing Profile Forms Used by Agents and Brokers Submitting Information to Realcomp) is authentic, genuine, and a true and correct copy of the original business record. This document is admissible into evidence in this matter.

Response: Admit as of 5-4-06. The forms have since changed.

8. The document attached to this Request for Admissions as Exhibit 8 (Realcomp Fifth Amended Bylaws), with bates numbers RC0300 - RC0331, is authentic, genuine, and a true and correct copy of the original business record. This document is admissible into evidence in this matter.

Response: Admit.

9. The document attached to this Request for Admissions as Exhibit 9 (Letter to Realcomp Brokers from Karen Kage Regarding Policy Change with Realtor.com) is authentic,

genuine, and a true and correct copy of the original business record. This document is admissible into evidence in this matter.

Response: Admit.

10. The document attached to this Request for Admissions as Exhibit 10 (Positive News Story Opportunities) is authentic, genuine, and a true and correct copy of the original business record. This document is admissible into evidence in this matter.

Response: Admit.

11. The document attached to this Request for Admissions as Exhibit 11 (Positive Realtors Message Toolbox) is authentic, genuine, and a true and correct copy of the original business record. This document is admissible into evidence in this matter.

Response: Admit.

12. The document attached to this Request for Admissions as Exhibit 12 (Realcomp Unveils New MiTime2buy Campaign) is authentic, genuine, and a true and correct copy of the original business record. This document is admissible into evidence in this matter.

Response: Admit.

13. The document attached to this Request for Admissions as Exhibit 13 (Restated Articles of Incorporation), with bates numbers RC0293 - RC0299, is authentic, genuine, and a true and correct copy of the original business record. This document is admissible into evidence in this matter.

Response: Admit.

14. The document attached to this Request for Admissions as Exhibit 14 (Realcomp Balance Sheet), with bates numbers RC0348 - RC0353 is authentic, genuine, and a true and correct copy of the original business record. This document is admissible into evidence in this matter.

Response: Admit.


15. The document attached to this Request for Admissions as Exhibit 15 (Realcomp Organization Flow Sheet), with bates numbers RC0347 - RC0347, is authentic, genuine, and a true and correct copy of the original business record. This document is admissible into evidence in this matter.

Response: Admit.

DECLARATION

Pursuant to 28 U.S.C. § 1746, I declare under the penalty of perjury, that the foregoing Response to the Complaint Counsel's First Request for Admissions Concerning Authenticity and Admissibility is true and correct.

Dated: 5/2/07



Karen Kage, CEO
Realcomp II Ltd.

CERTIFICATE OF SERVICE

This is to certify that on May 3, 2007, I caused a copy of the attached Realcomp II, Ltd.'s Response to Complaint Counsel's First Request for Admissions Concerning Authenticity and Admissibility in Docket No. 9320, to be served upon the following persons by Electronic Transmission and First Class Mail:

Sean P. Gates, Esq.
601 New Jersey Ave., N.W.
Rm. NJ-6219
Washington, DC 20001

And two copies of same hand delivered by overnight courier to:

Hon. Stephen J. McGuire
Chief Administrative Law Judge
Federal Trade Commission
600 Pennsylvania Ave., NW
Washington, DC 20580



Lorri A. Rosier