

RentPath Enters Into Asset Purchase Agreement with CoStar

RentPath Secures \$74.1 Million in Financing from Existing Lenders to Support Operations; Continuing Investments in Marketing and Product Development

No Changes to Services and Solutions for Customers or Renters Who Use Its Trusted Websites to Search Hundreds of Thousands of Listings

CoStar to Serve as “Stalking Horse Bidder” in Sale Process

Facilitated Through Voluntary Chapter 11 Filing Supported by Overwhelming Majority of Capital Structure

ATLANTA, February 11, 2020 – RentPath Holdings, Inc. (“RentPath” or “the Company”), a leading digital marketing solutions provider to the multifamily housing industry, today announced that it has entered into an asset purchase agreement under which CSGP Holdings, LLC, an affiliate of CoStar Group, Inc. (“CoStar”) has agreed to acquire RentPath. Concurrently, the Company entered into a Restructuring Support Agreement (the “RSA”) supported by holders of more than 75% of first and second lien debt, as well as its private equity sponsors.

CoStar is a leading provider of commercial real estate information, analytics and online marketplaces.

RentPath’s operations will continue as normal throughout the sale process, including ongoing work to increase consumer traffic and grow the Company’s new business segments, such as social advertising, lead management and reputation management. RentPath’s sites today host an average of 14 million unique visitors each month searching for rental homes. With the funding received as part of the process, RentPath will continue to invest in marketing and product development.

“CoStar’s interest in RentPath is a testament to the value they see in what we have created, in our talented team, and in the strong relationships we have built with our customers,” said Marc Lefar, RentPath’s Chief Executive Officer. “Those will be enhanced in the combined company and we appreciate the support of our customers, partners, and above all, the continued dedication of our dedicated team of employees as we enter this next chapter.”

“We are very excited for the opportunity to work with the RentPath team and to continue the company’s outstanding service and strong relationships with the multifamily industry that have been built over the past 30+ years,” said Andrew C. Florance, Founder and Chief Executive Officer of CoStar Group. “By combining the companies and further investing in our growing network of marketplaces, we can better serve millions of customers by offering the best possible solutions to reach renters.”

After exploring a wide range of alternatives to enhance value, the Company determined this transaction is in the best interest of the Company and its stakeholders.

In accordance with the RSA, RentPath will be commencing voluntary chapter 11 cases in the United States Bankruptcy Court for the District of Delaware to facilitate a sale transaction. CoStar will serve as the “stalking horse bidder” in a court-supervised auction and sale process. The proposed transaction with CoStar is subject to higher or otherwise better offers. If other qualified bids are submitted, the Company will conduct an auction. CoStar’s agreement is subject to, among other things, Bankruptcy Court approval and certain other customary conditions. The deadline to submit bids will be set by the Bankruptcy Court.

The first lien lenders supporting the RSA have provided the Company with a clear path to emergence from chapter 11 while pursuing CoStar’s bid or any other higher or otherwise better offers by agreeing to backstop the sale process with a binding credit bid of their first lien claims.

In conjunction with the proposed sale transaction, RentPath has received a commitment for \$74.1 million in debtor-in-possession financing from its existing lenders, which, subject to Bankruptcy Court approval, will allow all RentPath sites and services to operate as usual throughout the sale process. The Company will continue to invest in technology, marketing sales, and customer support.

The Company will file a number of customary motions with the Bankruptcy Court seeking authorization to continue to support operations throughout the chapter 11 process. These include, among other things, authority to continue payment of employee wages and benefits without interruption, payment of critical vendors to ensure minimal operational disruption, and a motion seeking approval of the Company's in-court sale and auction process. The Company intends to pay vendors and suppliers in the ordinary course throughout the chapter 11 cases.

Additional information is available on RentPath's restructuring website at www.rentpathrestructuring.com. Court filings and information about the claims process are available at <https://cases.primeclerk.com/rentpath>, by calling the Company's claims agent, Prime Clerk, toll-free in the U.S. and Canada at 877-425-4535 or local at 917-947-6869, or by emailing rentpathinfo@primeclerk.com.

Weil, Gotshal & Manges LLP and Richards Layton & Finger are serving as legal counsel, Moelis & Company LLC is serving as financial advisor, and Berkeley Research Group, LLC is serving as restructuring advisor to RentPath.

About RentPath

RentPath is a leading digital marketing solutions company that empowers millions nationwide to find apartments and houses for rent. Through its brands, RentPath continues to simplify the rental search experience while driving quality advertiser leads that result in occupancies and a high return on investment. With powerful online and mobile solutions that provide prospective renters with the information and tools they need, RentPath connects consumers with a home that reflects their personal lifestyles.

RentPath helps people navigate the rental journey by providing a delightful, stress-free experience so that all renters find and enjoy their ideal home.

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