

FIRST AMERICAN CORP  
Form 10-K/A  
October 08, 2009  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K/A**

**x AMENDMENT NO. 2 TO ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2008

OR

**.. TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 001-13585

(Exact name of registrant as specified in its charter)

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**Incorporated in California**  
(State or other jurisdiction of

**95-1068610**  
(I.R.S. Employer

incorporation or organization)

Identification No.)

**1 First American Way, Santa Ana, California 92707-5913**

(Address of principal executive offices) (Zip Code)

**(714) 250-3000**

Registrant's telephone number, including area code

**Securities registered pursuant to Section 12(b) of the Act:**

**Common**  
(Title of each class)

**New York Stock Exchange**  
(Name of each exchange on which registered)

**Securities registered pursuant to Section 12(g) of the Act:**

**None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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 definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

The aggregate market value of voting and non-voting common equity held by non-affiliates of the Registrant as of June 30, 2008 was \$2,400,271,474.

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On October 6, 2009, there were 93,579,332 shares of common stock outstanding.

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**EXPLANATORY NOTE**

On March 2, 2009, The First American Corporation (the Company) filed its Annual Report on Form 10-K for the year ended December 31, 2008 with the Securities and Exchange Commission and on April 24, 2009 the Company amended that filing to include the information required by Part III of Form 10-K. The Company is filing this amendment to add certain footnote disclosure in Note 1 regarding an investment in an affiliate and to correct a typographical error in the salaries and other personnel costs line item of the consolidated statements of income for the year ended December 31, 2008. Additionally, in connection with the anticipated filing of a Registration Statement on Form S-4, the Company is amending its Annual Report on Form 10-K to retroactively adopt the presentation and disclosure requirements of Statement of Financial Accounting Standards No. 160 Noncontrolling Interest in Consolidated Financial Statements an amendment of ARB No. 51 as required by the instructions for the Registration Statement on Form S-4. Except as set forth herein, the Company is not further amending any information contained within its Annual Report on Form 10-K for the fiscal year ended December 31, 2008 and has not undertaken to update forward-looking or other disclosures contained therein to speak as of the date of the amendment.

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The selected consolidated financial data for The First American Corporation (the Company) for the five-year period ended December 31, 2008, has been derived from the Consolidated Financial Statements. The five-year selected consolidated financial data has been retrospectively adjusted as required by the Company's adoption of Statement of Financial Accounting Standards No. 160 Noncontrolling Interest in Consolidated Financial Statements an amendment of ARB No. 51. The selected consolidated financial data should be read in conjunction with the Consolidated Financial Statements and Notes thereto, Item 1 Business Acquisitions, and Item 7 Management's Discussion and Analysis Results of Operations.

**The First American Corporation and Subsidiary Companies**

	Year Ended December 31				
	2008	2007	2006	2005	2004
	(in thousands, except percentages, per share amounts and employee data)				
Revenues	\$ 6,213,758	\$ 8,222,383	\$ 8,533,597	\$ 8,104,751	\$ 6,722,326
Net (loss) income attributable to the Company	\$ (26,320)	\$ (3,119)	\$ 287,676	\$ 480,380	\$ 345,847
Total assets	\$ 8,730,055	\$ 8,647,921	\$ 8,224,285	\$ 7,598,641	\$ 6,216,536
Notes and contracts payable	\$ 868,274	\$ 906,046	\$ 847,991	\$ 848,569	\$ 732,770
Deferrable interest subordinated notes	\$ 100,000	\$ 100,000	\$ 100,000	\$ 100,000	\$ 100,000
Stockholders' equity (Note A)	\$ 2,697,650	\$ 2,975,398	\$ 3,202,281	\$ 3,005,519	\$ 2,468,408
Return on average stockholders' equity	(0.9)%	(0.1)%	9.3%	17.6%	15.9%
Dividends on common shares	\$ 81,542	\$ 82,833	\$ 69,213	\$ 68,636	\$ 52,403
Per share of common stock (Note B) Net (loss) income attributable to the Company:					
Basic	\$ (0.28)	\$ (0.03)	\$ 2.99	\$ 5.09	\$ 4.00
Diluted	\$ (0.28)	\$ (0.03)	\$ 2.92	\$ 4.92	\$ 3.80
Stockholders' equity (Note A)	\$ 29.02	\$ 32.40	\$ 33.19	\$ 31.35	\$ 27.41
Cash dividends	\$ 0.88	\$ 0.88	\$ 0.72	\$ 0.72	\$ 0.60
Number of common shares outstanding Weighted average during the year:					
Basic	92,516	94,649	96,206	94,351	86,430
Diluted	92,516	94,649	98,653	97,691	91,669
End of year	92,963	91,830	96,484	95,860	90,058
Other Operating Data (unaudited):					
Title orders opened (Note C)	1,961	2,402	2,510	2,700	2,519
Title orders closed (Note C)	1,399	1,697	1,866	2,017	1,909
Number of employees (Note D)	31,411	37,354	39,670	37,883	30,994

Note A Stockholders' equity refers to the stockholders of The First American Corporation and excludes noncontrolling interests.

Note B Per share information relating to net income is based on weighted-average number of shares outstanding for the years presented. Per share information relating to stockholders' equity is based on shares outstanding at the end of each year.

Note C Title order volumes are those processed by the direct title operations of the Company and do not include orders processed by agents.

Note D Number of employees in 2008, 2007, 2006 and 2005 is based on actual employee headcount, including employees of unconsolidated subsidiaries. Number of employees in 2004 was based on full-time equivalents.

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**Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

This Management's Discussion and Analysis contains certain financial measures, in particular presentation of certain balances excluding the impact of acquisitions and other non-recurring items that are not presented in accordance with generally accepted accounting principles ( GAAP ). The Company is presenting these non-GAAP financial measures because they provide the Company's management and readers of the Annual Report on Form 10-K with additional insight into the operational performance of the Company relative to earlier periods and relative to the Company's competitors. The Company does not intend for these non-GAAP financial measures to be a substitute for any GAAP financial information. Readers of this Annual Report on Form 10-K should use these non-GAAP financial measures only in conjunction with the comparable GAAP financial measures.

***Spin-off***

On January 15, 2008, the Company announced its intention to separate its financial services companies from the information solutions companies via a spin-off transaction, resulting in two separate publicly traded entities. The Company continues to proceed with preparations for the anticipated separation. However, because of negative trends and continued uncertainty in the real estate and mortgage credit markets and the Company's desire to focus on responding to these conditions, among other factors, the Company's Board of Directors determined on July 30, 2008, to delay the consummation of the transaction. While there has been no change to the intention to separate the Company's financial services businesses from its information solutions businesses, the Company intends to monitor market conditions continuously and consummate the transaction when such conditions warrant it. The transaction remains subject to customary conditions, including final approval by the Board of Directors, filing and effectiveness of a Form 10 Registration Statement with the Securities and Exchange Commission, receipt of a tax ruling from the Internal Revenue Service and the approval of applicable regulatory authorities.

Effective January 1, 2008, the Company reorganized its two business groups and underlying segments to reflect how the assets and operations at that time were expected to be divided when the spin-off is consummated, which generally reflects how the business is currently managed. Market conditions, the ability to obtain necessary consents and other factors may result in the continued delay or the cancellation of the separation or in the actual form of the separation differing from the current expectations. The segment presentation below reflects this reorganization. All previously reported segment information has been restated to conform to this presentation.

**Financial Services Group**

**Title Insurance and Services:** The title insurance and services segment issues residential and commercial title insurance policies and provides related escrow services, accommodates tax-deferred exchanges and provides investment advisory services, trust services, lending and deposit products and other related products and services.

**Specialty Insurance:** The specialty insurance segment issues property and casualty insurance policies and sells home warranty products.

**Information Solutions Group**

**Information and Outsourcing Solutions:** The information and outsourcing solutions segment focuses on providing a wide-range of products and services including tax monitoring, flood zone certification and monitoring, default management services, loan administration and production services, business process outsourcing, asset valuation and management services, and building and maintaining geospatial proprietary software and databases.

**Data and Analytic Solutions:** The data and analytic solutions segment provides licenses and analyzes data relating to mortgage securities and loans and real property, offers risk management and collateral assessment analytics and provides database access tools and automated appraisal services.

**Risk Mitigation and Business Solutions:** The risk mitigation and business solutions segment, which is comprised entirely of the Company's publicly traded First Advantage Corporation subsidiary, provides consumer credit reporting solutions for mortgage and

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home equity needs, transportation credit reporting, motor vehicle record reporting, criminal records reselling, specialty finance credit reporting, consumer credit reporting, lead generation services, consolidated consumer credit reports and automotive lead development services for the automotive dealer marketplace, employment background screening, hiring management solutions, occupational health services, tax incentive services, payroll and human resource management, resident screening services, property management software, renters insurance services, computer forensics, electronic discovery, data recovery, due diligence reporting and corporate and litigation investigative services.



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The Company's management considers the accounting policies described below to be critical in preparing the Company's consolidated financial statements. These policies require management to make estimates and judgments that affect the reported amounts of certain assets, liabilities, revenues, expenses and related disclosures of contingencies. See Note 1 to the consolidated financial statements for a more detailed description of the Company's accounting policies.

*Revenue recognition.* Title premiums on policies issued directly by the Company are recognized on the effective date of the title policy, and for policies issued by independent agents, when notice of issuance is received from the agent. Revenues from home warranty contracts are recognized ratably over the 12-month duration of the contracts. Revenues from property and casualty insurance policies are recognized ratably over the 12-month duration of the policies. The Company's tax service division defers its tax service fee on life of loan contracts and recognizes that fee as revenue ratably over the expected service period. The amortization rates applied to recognize the revenues assume a 10-year contract life and are adjusted to reflect the estimated impact of prepayments, resulting in a weighted average life of less than 10 years. The Company reviews its tax service contract portfolio on a quarterly basis to determine if there have been changes in contract lives and/or changes in the number and/or timing of prepayments and adjusts the amortization rates accordingly to reflect current trends. Subscription-based revenues are recognized ratably over the contractual term of the subscription. For most other products, revenues are recognized at the time of delivery, as the Company has no significant ongoing obligation after delivery.

*Provision for title losses.* The Company provides for title insurance losses by a charge to expense when the related premium revenue is recognized. The amount charged to expense is generally determined by applying a rate (the loss provision rate) to total title insurance operating revenues. The Company's management estimates the loss provision rate at the beginning of each year and reassesses the rate quarterly to ensure that the resulting incurred but not reported (IBNR) loss reserve and known claims reserves included in the Company's consolidated balance sheets together reflect management's best estimate of the total costs required to settle all IBNR and known claims. If the ending IBNR reserve is not considered adequate, an adjustment is recorded.

The process of assessing the loss provision rate and the resulting IBNR reserve involves evaluation of the results of both an in-house actuarial review and independent actuarial study. The Company's in-house actuary performs a reserve analysis utilizing generally accepted actuarial methods that incorporate cumulative historical claims experience and information provided by in-house claims and operations personnel. Current economic and business trends are also reviewed and used in the reserve analysis. These include real estate and mortgage markets conditions, changes in residential and commercial real estate values, and changes in the levels of defaults and foreclosures that may affect claims levels and patterns of emergence, as well as any company-specific factors that may be relevant to past and future claims experience. Results from the analysis include, but are not limited to, a range of IBNR reserve estimates and a single point estimate for IBNR as of the balance sheet date.

For recent policy years at early stages of development (generally the last three years), IBNR was determined by applying an expected loss rate to operating revenue and adjusting for policy year maturity using the estimated loss development pattern. The expected loss rate is based on historical experience and the relationship of the history to the applicable policy years. This is a generally accepted actuarial method of determining IBNR for policy years at early development ages, and when claims data reflects unusual impacts. IBNR calculated in this way is lower than a multiplicative loss development factor calculation would produce. Factor-based development effectively extrapolates results to date forward through the lifetime of the policy year's development. Management believes the expected loss rate method is appropriate for recent policy years, because of the high level of loss emergence during the past two calendar years. This loss emergence is believed to consist largely of acceleration of claims that otherwise would have been realized later and one-time losses. Both of these effects are results of temporary economic conditions that are not expected to persist throughout the development lifetime of those policy years.

For more mature policy years (generally, policy years aged more than three years), IBNR was determined using multiplicative loss development factor calculations. These years were also exposed to adverse economic conditions during 2007-2008 that may have resulted in acceleration of claims and one-time losses. The possible extrapolation of these losses to future development periods by using factors was considered. The impact of economic conditions during 2007-2008 is believed to account for a much less significant portion of losses on policy years 2004 and prior than on recent policy years. Policy years 2004 and prior were at relatively mature ages when the adverse development period began in 2007, and much of their losses had already been incurred by then. In addition, the loss development factors for policy years 2005 and prior are low enough that the potential for over-extrapolation is limited to an acceptable level.

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At the beginning of 2009, the economy appears to be in recession and real estate prices are continuing their downward trend. On the positive side, governmental intervention has the potential to reverse these trends during the year, and specific features of recent legislation may reduce title claims exposure going forward.

The Company utilizes an independent third party actuary who produces a report with estimates and projections of the same financial items described above. The third party actuary's analysis uses generally accepted actuarial methods that may in whole or in part be different from those used by the in-house actuary. The third party actuary's report is a second estimate that is used to validate the reasonableness of the in-house analysis.

The Company's management uses the point estimate of the projected IBNR from the in-house actuary's analysis and other relevant information it may have concerning claims to determine what it considers to be the best estimate of the total amount required for the IBNR reserve.

Title insurance policies are long-duration contracts with the majority of the claims reported to the Company within the first few years following the issuance of the policy. Generally, 70 to 80 percent of claim amounts become known in the first five years of the policy life, and the majority of IBNR reserves relate to the five most recent policy years. A material change in expected ultimate losses and corresponding loss rates for policy years older than five years, while possible, is not considered reasonably likely by the Company. However, changes in expected ultimate losses and corresponding loss rates for recent policy years are considered likely and could result in a material adjustment to the IBNR reserves. Based on historical experience, the Company believes that a 50 basis point change to the loss rates for the most recent policy years, positive or negative, is reasonably likely given the long duration nature of a title insurance policy. For example, if the expected ultimate losses for each of the last five policy years increased or decreased by 50 basis points, the resulting impact on the IBNR reserve would be an increase or decrease, as the case may be, of \$128.8 million. The estimates made by management in determining the appropriate level of IBNR reserves could ultimately prove to be inaccurate and actual claims experience may vary from the expected claims experience.

A summary of the Company's loss reserves, broken down into its components of known title claims, incurred but not reported and non-title claims, follows:

(in thousands except percentages)	December 31, 2008		December 31, 2007	
Known title claims	\$ 234,311	17.3%	\$ 188,210	13.9%
IBNR	1,035,779	76.4%	1,096,230	80.7%
<b>Total title claims</b>	<b>1,270,090</b>	<b>93.7%</b>	<b>1,284,440</b>	<b>94.6%</b>
Non-title claims	85,302	6.3%	73,192	5.4%
<b>Total loss reserves</b>	<b>\$ 1,355,392</b>	<b>100.0%</b>	<b>\$ 1,357,632</b>	<b>100.0%</b>

*Fair Value of Investment Portfolio.* The Company classifies its publicly traded debt and equity securities as available-for-sale, as defined by SFAS 115 Accounting for Certain Investments in Debt and Equity Securities, with unrealized gains or losses classified as a component of other comprehensive income.

The Company determines the fair value of its debt and equity securities in accordance with SFAS No. 157 Fair Value Measurements. SFAS 157 provides a three-level hierarchy for fair value measurements that distinguishes between market participant assumptions developed based on market data obtained from sources independent of the reporting entity (observable inputs) and the reporting entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The hierarchy level assigned to each security in the Company's available-for-sale portfolio is based on management's assessment of the transparency and reliability of the inputs used in the valuation of such instrument at the measurement date. The three hierarchy levels are defined as follows:

Level 1 Valuations based on unadjusted quoted market prices in active markets for identical securities. The fair value of equity securities included in the Level 1 category was based on quoted prices that are readily and regularly available in an active market.

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Level 2 Valuations based on observable inputs (other than Level 1 prices), such as quoted prices for similar assets at the measurement date; quoted prices in markets that are not active; or other inputs that are observable, either directly or indirectly. The fair value of fixed maturity and short-term investments included in the Level 2 category was based on the market values obtained from an independent pricing service that were evaluated using pricing models that vary by asset class and incorporate available trade, bid and other market information and price quotes from well established independent broker-dealers. This pricing service is a leading provider of financial market data, analytics and related services to financial institutions. The independent pricing service monitors market indicators, industry and economic events, and for broker-quoted only securities, obtains quotes from market makers or broker-dealers that it recognizes to be market participants. The Level 2 category includes corporate bonds, foreign government bonds, and municipal bonds. When the value from an independent pricing service is utilized, management obtains an understanding of the valuation models and assumptions utilized by the service and has processes in place to determine that the values provided represent current values. Typical inputs and assumptions to pricing models used to value securities include, but are not limited to, benchmark yields, reported trades, broker-dealer quotes, issue spreads, benchmark securities, bids, offers, reference data and industry and economic events. For mortgage and asset-backed securities, inputs and assumptions may also include the structure of issuance, characteristics of the issuer, collateral attributes, prepayment speeds and credit ratings. The Company's non-agency mortgage-backed and asset-backed securities consist of senior tranches of securitizations and the underlying borrowers are substantially all prime. At December 31, 2008, the Company performed a cash flow analysis of those securities using assumptions which management believes reasonable as to housing prices and default rates. The cash flow analysis was stress-tested for various increases in the frequency and severity of losses. The analysis indicates that all contractual amounts should be collected given this securities portfolio.

Level 3 Valuations based on inputs that are unobservable and significant to the overall fair value measurement, and involve management judgment. Currently the Company does not have any items classified as Level 3.

If the inputs used to measure fair value fall in different levels of the fair value hierarchy, a financial security's hierarchy level is based upon the lowest level of input that is significant to the fair value measurement. A number of the Company's investment grade corporate bonds are frequently traded in active markets and market prices for these securities existed at December 31, 2008. These securities were classified as Level 2 at December 31, 2008 because the valuation models use observable market inputs in addition to traded prices.

When, in the opinion of management, a decline in the fair value of an investment is considered to be other-than-temporary, such investment is written down to its fair value. When assessing if a decline in value is other-than-temporary, the factors considered include the length of time and extent to which fair value has been below cost, the probability that the Company will be unable to collect all amounts due under the contractual terms of the security, the seniority and duration of the securities (including estimates of prepayments and credit losses and sensitivity analysis of those estimates), company-specific news and other developments, the financial condition and prospects of the issuer (including credit ratings), macro-economic changes (including the outlook for industry sectors, which includes government policy initiatives) and the Company's ability and intent to hold the investment for a period of time sufficient to allow for anticipated recovery.

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*Purchase accounting and impairment testing for goodwill and other intangible assets.* Pursuant to Statement of Financial Standards No. 142, Goodwill and Other Intangible Assets ( SFAS 142 ), the Company is required to perform an annual impairment test for goodwill and other indefinite-lived intangible assets for each reporting unit. This annual test, which the Company has elected to perform every fourth quarter, utilizes a variety of valuation techniques, all of which require management to make estimates and judgments. Fair value is determined by employing an expected present value technique, which utilizes multiple cash flow scenarios that reflect a range of possible outcomes and an appropriate discount rate. The use of comparative market multiples (the market approach ) compares the reporting unit to other comparable companies (if such comparables are present in the marketplace) based on valuation multiples to arrive at a fair value. Certain of these valuation techniques are also utilized by the Company in accounting for business combinations, primarily in the determination of the fair value of acquired assets and liabilities. The Company's reporting units, for purposes of applying the provisions of SFAS 142, are title insurance, home warranty, property and casualty insurance, trust and other services, data and analytic solutions, information and outsourcing solutions, lender services, data services, dealer services, employer services, multifamily services and investigative and litigation support services. At such time that an impairment in value of an intangible or long-lived asset is identified, the impairment is measured as the amount by which the carrying amount of the long-lived asset exceeds its fair value. In assessing the fair value, management utilizes the results of the valuations (including the market approach to the extent comparables are available) and considers the range of fair values determined under all methods and the extent to which the fair value exceeds the book value of the equity. The Company's policy is to perform an annual impairment test for each reporting unit in the fourth quarter or sooner if circumstances indicate a possible impairment. The Company completed the required annual impairment testing for goodwill and other intangible assets in accordance with the provisions of SFAS 142, for the years ended December 31, 2008 and 2007, in the fourth quarter of each year. In 2008, management concluded that, based on its assessment of the reporting units' operations, the markets in which the reporting units operate and the long-term prospects for those reporting units that the more likely than not threshold for decline in value established by SFAS 142 had not been met and that therefore no triggering events requiring an earlier analysis had occurred.

SFAS 142 impairment testing process includes two steps. The first step ( Step 1 ) compares the fair value of each reporting unit to its book value. The fair value of each reporting unit is determined by using discounted cash flow analysis and market approach valuations. If the fair value of the reporting unit exceeds its book value, the goodwill is not considered impaired and no additional analysis is required. However, if the book value is greater than the fair value, a second step ( Step 2 ) must be completed to determine if the fair value of the goodwill exceeds the book value of the goodwill.

Step 2 involves calculating an implied fair value of goodwill for each reporting unit for which the first step indicated impairment. The implied fair value of goodwill is determined in a manner similar to the amount of goodwill calculated in a business combination, by measuring the excess of the estimated fair value of the reporting unit, as determined in the first step, over the aggregate estimated fair values of the individual assets, liabilities and identifiable intangibles as if the reporting unit was being acquired in a business combination. If the implied fair value of goodwill exceeds the carrying value of goodwill assigned to the reporting unit, there is no impairment. If the carrying value of goodwill assigned to a reporting unit exceeds the implied fair value of the goodwill, an impairment loss is recorded for the excess. An impairment loss cannot exceed the carrying value of goodwill assigned to a reporting unit, and the loss establishes a new basis in the goodwill. Subsequent reversal of goodwill impairment losses is not permitted.

The valuation of goodwill requires assumptions and estimates of many critical factors including revenue growth, cash flows, market multiples and discount rates. Forecasts of future operations are based, in part, on operating results and management's expectations as to future market conditions. These types of analyses contain uncertainties because they require management to make assumptions and to apply judgments to estimate industry economic factors and the profitability of future business strategies. However, if actual results are not consistent with the Company's estimates and assumptions, the Company may be exposed to an additional impairment loss that could be material. Due to significant volatility in the current markets, the Company's operations may be negatively impacted in the future to the extent that exposure to impairment charges may be required.

Management uses estimated future cash flows (undiscounted and excluding interest) to measure the recoverability of long-lived assets held and used whenever events or changes in circumstances indicate that the carrying value of an asset may not be fully recoverable.

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*Income taxes.* The Company accounts for income taxes under the asset and liability method, whereby deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. The Company evaluates the need to establish a valuation allowance for deferred tax assets based upon the amount of existing temporary differences, the period in which they are expected to be recovered and expected levels of taxable income. A valuation allowance to reduce deferred tax assets is established when it is more likely than not that some or all of the deferred tax assets will not be realized.

In July 2006, the Financial Accounting Standards Board ( FASB ) issued FASB Interpretation No. 48 ( FIN 48 ), Accounting for Uncertainty in Income Taxes an interpretation of FASB Statement 109. FIN 48 prescribes a comprehensive model for recognizing, measuring, presenting and disclosing in the financial statements tax positions taken or expected to be taken on a tax return, including a decision whether to file or not to file in a particular jurisdiction. The transition adjustment recognized on the date of adoption is recorded as an adjustment to retained earnings as of the beginning of the adoption period. The Company adopted FIN 48 on January 1, 2007. See Note 13 to the consolidated financial statements for a discussion of the impact of implementing FIN 48.

*Depreciation and amortization lives for assets.* Management is required to estimate the useful lives of several asset classes, including capitalized data, internally developed software and other intangible assets. The estimation of useful lives requires a significant amount of judgment related to matters such as future changes in technology, legal issues related to allowable uses of data and other matters.

*Share-based compensation.* In December 2004, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 123R, Share-Based Payment ( SFAS 123R ). This standard is a revision of Statement of Financial Accounting Standards No. 123, Accounting for Stock-Based Compensation and supersedes Accounting Principles Board Opinion No. 25, Accounting for Stock Issued to Employees and its related implementation guidance. Effective January 1, 2006, the Company adopted SFAS 123R, which establishes standards for share-based awards for employee services. SFAS 123R has two transition method applications to choose from and the Company selected the modified-prospective method, under which prior periods are not revised for comparative purposes. SFAS 123R focuses primarily on accounting for transactions in which an entity obtains employee services in share-based payment transactions. The standard requires a public entity to measure the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award (with limited exceptions). The cost is recognized over the period during which an employee is required to provide services in exchange for the award. In accordance with the modified prospective method, the Company continues to use the Black-Scholes option-pricing model for all unvested options as of December 31, 2005. The Company has selected the binomial lattice option-pricing model to estimate the fair value for any options granted after December 31, 2005. In conjunction with the adoption of SFAS 123R, the Company changed the method of attributing the value of share-based compensation expense from the accelerated multiple-option method to the straight-line single option method. Compensation expense for all share-based awards granted prior to January 1, 2006 is recognized using the accelerated multiple-option approach, while compensation expense for all share-based awards granted subsequent to January 1, 2006, is recognized using the straight-line single option method unless another expense attribution model is required by SFAS 123R. As stock-based compensation expense recognized in the results of operations is based on awards ultimately expected to vest, it has been reduced for estimated forfeitures. SFAS 123R requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. Prior to 2006, forfeitures were recognized as they occurred. The Company elected to apply the long-form method for determining the pool of windfall tax benefits and had a pool of windfall tax benefits upon adoption of SFAS 123R.

In the first quarter of 2007, the Company changed from granting stock options as the primary means of share-based compensation to granting restricted stock units ( RSUs ). The fair value of any RSU grant is based on the market value of the Company's shares on the date of grant and is generally recognized as compensation expense over the vesting period. RSUs granted to certain key employees have graded vesting and have a service and performance requirement and are therefore expensed using the accelerated multiple-option method to record share-based compensation expense. All other RSU awards have graded vesting and service is the only requirement to vest in the award and are therefore generally expensed using the straight-line single option method to record share-based compensation expense. RSUs receive dividend equivalents in the form of RSUs having the same vesting requirements as the RSUs initially granted.

In addition to stock options and RSUs, the Company has an employee stock purchase plan that allows eligible employees to purchase common stock of the Company at 85% of the closing price on the last day of each month. Under the provisions of SFAS 123R, commencing the first quarter of 2006, the Company began recognizing an expense in the amount equal to the discount.

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**Table of Contents*****Recent Accounting Pronouncements:***

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157 Fair Value Measurements ( SFAS 157 ). SFAS 157 defines fair value, establishes a framework for measuring fair value within generally accepted accounting principles ( GAAP ), and expands disclosure requirements regarding fair value measurements. Although SFAS 157 does not require any new fair value measurements, its application may, in certain instances, change current practice. Where applicable, SFAS 157 simplifies and codifies fair value related guidance previously issued within GAAP. The Company has adopted FASB Staff Position 157-2 Effective Date of FASB Statement No. 157 ( FSP 157-2 ), issued February 2008, and as a result the Company has applied the provisions of SFAS 157 that are applicable as of January 1, 2008, which had no effect on its consolidated financial statements. FSP 157-2 delays the effective date of FAS 157 for non-financial assets and non-financial liabilities until January 1, 2009. In October 2008, the FASB issued FSP No. 157-3, *Determining the Fair Value of a Financial Asset When the Market for That Asset is Not Active* ( FSP 157-3 ). FSP 157-3 clarifies the application of SFAS 157, which the Company adopted as of January 1, 2008, in cases where a market is not active. The Company has considered FSP 157-3 in its determination of estimated fair values as of December 31, 2008, and the impact was not material.

In February 2007, the FASB issued Statement of Financial Accounting Standards No. 159 The Fair Value Option for Financial Assets and Financial Liabilities ( SFAS 159 ). This statement permits companies to choose to measure many financial assets and liabilities at fair value. Unrealized gains and losses on items for which the fair value option has been elected are reported in earnings. The Company adopted SFAS 159 effective January 1, 2008. The Company did not apply SFAS 159 to any assets or liabilities and, therefore, the adoption has had no effect on its consolidated financial statements.

In December 2007, the FASB issued Statement of Financial Accounting Standards No. 141(R) Business Combinations ( SFAS 141(R) ). This Statement retains the fundamental requirements in Statement of Financial Accounting Standards No. 141 Business Combinations , that the acquisition method of accounting, previously known as the purchase method, be used for all business combinations and for an acquirer to be identified for each business combination. SFAS 141(R) establishes principles and requirements for how the acquirer recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, and any noncontrolling interest in the acquiree; recognizes and measures the goodwill acquired in the business combination or a gain from a bargain purchase; and determines what information to disclose to enable users of the financial statements to evaluate the nature and financial effects of the business combination. SFAS 141(R) requires contingent consideration to be recognized at its fair value on the acquisition date and, for certain arrangements, changes in fair value to be recognized in earnings until settled. SFAS 141(R) also requires acquisition-related transaction and restructuring costs to be expensed rather than treated as part of the cost of the acquisition. The provisions for SFAS 141(R) are effective for the Company beginning January 1, 2009. SFAS 141(R) will be applied prospectively and early adoption is prohibited. The Company does not believe the adoption of SFAS 141(R) will have a material impact on the consolidated financial statements.

In February 2009, the Financial Accounting Standards Board ( FASB ) voted to issue FASB Staff Position FAS 141(R)-a, Accounting for Assets Acquired and Liabilities Assumed in a Business Combination That Arise from Contingencies (the FSP ). The FASB voted to carry forward the requirements in Statement of Financial Accounting Standards No. FAS 141, Business Combinations ( SFAS 141 ), for acquired contingencies, which would require that such contingencies be recognized at fair value on the acquisition date if fair value can be reasonably estimated during the allocation period. Otherwise, companies would typically account for the acquired contingencies in accordance with Statement of Financial Accounting Standards No. 5, Accounting for Contingencies ( SFAS 5 ). As a result of the requirement to use the guidance in SFAS 141, the accounting for preacquisition contingencies may be an exception to the recognition and fair value measurement principles of SFAS 141(R). Additionally, the FASB voted to change the accounting for an acquiree's pre-existing contingent consideration arrangement that was assumed by the acquirer as part of the business combination. Such arrangements will now be accounted for as contingent consideration by the acquirer. The FSP will have the same effective date as SFAS 141(R), and will therefore be effective for all business combinations for which the acquisition date is on or after January 1, 2009. Early adoption is not permitted.

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In December 2007, the FASB issued Statement of Financial Accounting Standards No. 160 Noncontrolling Interest in Consolidated Financial Statements an amendment of ARB No. 51 ( SFAS 160 ). SFAS 160 states that accounting and reporting for minority interests will be recharacterized as noncontrolling interests and classified as a component of equity. SFAS 160 also establishes reporting requirements that provide disclosures that identify and distinguish between the interests of the parent and the interests of the noncontrolling owners. SFAS 160 is effective for the Company beginning January 1, 2009, and early adoption is prohibited. SFAS 160 requires retroactive adoption of the presentation and disclosure requirements for existing minority interests. Retroactive application of the presentation and disclosure requirements has been provided herein. All other requirements of SFAS 160 will be applied prospectively. Except for the required presentation and disclosures, the adoption of SFAS 160 had no material impact on the Company's consolidated financial statements.

### ***Results of Operations***

#### *Overview*

A substantial portion of the revenues for the Company's title insurance and services segment result from resales and refinancings of residential real estate and, to a lesser extent, from commercial transactions and the construction and sale of new housing. Over one-half of the revenues in the Company's information and outsourcing solutions and data and analytic solutions segments and approximately 18.0% of the revenues from the Company's risk mitigation and business solutions segment also depend on real estate activity. The remaining portion of the data and analytic solutions and risk mitigation and business solutions segments' revenues are less impacted by, or are isolated from, the volatility of real estate transactions. In the specialty insurance segment, revenues associated with the initial year of coverage in both the home warranty and property and casualty operations are impacted by volatility in real estate transactions. Traditionally, the greatest volume of real estate activity, particularly residential resale, has occurred in the spring and summer months. However, changes in interest rates, as well as other economic factors, can cause fluctuations in the traditional pattern of real estate activity.

Residential mortgage originations in the United States (based on the total dollar value of the transactions) decreased 23.3% in 2008 when compared with 2007, according to the Mortgage Bankers Association's January 12, 2009, Mortgage Finance Forecast (the MBA Forecast), and decreased 14.2% in 2007 when compared with 2006, according to the January 14, 2008, MBA Forecast. These decreases in mortgage originations reflected declines in both refinance and purchase originations. According to the MBA Forecast, the dollar amount of refinance originations and purchase originations decreased 23.1% and 23.6%, respectively, in 2008 when compared with 2007, and 11.5% and 16.8%, respectively, in 2007 relative to 2006.

On a consolidated basis, total operating revenues for the Company decreased 22.3% in 2008 from 2007; with the financial services group decreasing 27.5% and the information solutions group decreasing 7.9%. Comparing 2007 with 2006, total operating revenues decreased 5.1%; with the financial services group decreasing 8.7% and the information solutions group increasing 7.8%. The overall declines in mortgage originations, as well as the continued decline in home values, impacted the Company's financial services group. In 2008, the information solutions group was also impacted by the decline in mortgage originations as well as difficulties in the credit and securitization markets combined with economic difficulties experienced by its customers. Offsetting the impact of these factors on the financial services group and the information solutions group was the growth in default-related revenues and market share growth at the group's larger mortgage banking customers. In addition, increases in risk management related sales of data analytics and the relatively consistent revenues generated by subscription-based businesses further offset the impact of the decline in mortgage originations for the information solutions group. Lastly in 2007, operating revenues for the information solutions group benefited from acquisition activity and organic growth at the information and outsourcing solutions and risk mitigation and business solutions segments in 2007 over 2006.

Realized pre-tax net investment losses for the Company in 2008 were \$100.5 million; with \$88.7 million recognized at the financial services group, \$10.1 million at the information solutions group and \$1.7 million at Corporate. These net losses were primarily due to permanent impairment charges. Realized pre-tax net investment gains for the Company in 2007 were \$65.7 million; with \$77.3 million in losses recognized at the financial services group, \$173.6 million in gains at the information solutions group and \$30.6 million in losses at Corporate. These gains were primarily from the sale of certain long-term investments and the losses attributed to impairments of long-term assets.

Total expenses for the Company, before income taxes, decreased 23.6% in 2008 from 2007 and increased 1.7% in 2007 over 2006. For the financial services group, the decreases were 29.2% in 2008 from 2007 and 0.1% in 2007 from 2006. For the information solutions group, the decrease in 2008 from 2007 was 4.3%, with an increase of 9.8% in 2007 over 2006. The Company-wide decrease in 2008 primarily reflected a decline in title insurance agent retention due in large part to the decline in title insurance agent revenues, reductions in employee compensation expense, primarily reflecting employee reductions and reduced benefit costs, a decline in other operating expenses due to overall cost-containment programs and a reduction in interest expense. Contributing to the





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decrease for 2008 was a reduction in title insurance claims expense primarily due to a lower reserve strengthening adjustment recorded in 2008 as compared to 2007. Offsetting these decreases was a \$19.7 million goodwill impairment charge at the risk mitigation and business solutions segment in 2008. The Company-wide increase in 2007 over 2006 primarily reflected a reserve strengthening adjustment, increased costs at the information solutions group to service the increased business volume, offset in part by employee reductions and other cost containment programs.

Net loss attributable to the Company for 2008 was \$26.3 million, or \$0.28 per diluted share. Net loss attributable to the Company for 2007 was \$3.1 million, or \$0.03 per diluted share. Net income attributable to the Company for 2006 was \$287.7 million, or \$2.92 per diluted share.

Declines in real estate prices and transactions, as well as tightening of mortgage credit and decreases in general economic conditions continue to impact the demand for many of the Company's products and services. These conditions have also had an impact on, and continue to impact, the performance and financial condition of some of the Company's customers in many of the segments in which the Company operates; should these parties continue to encounter significant issues, those issues may lead to negative impacts on the Company's revenue, claims, earnings and liquidity.

Management expects continued weakness in the real estate and mortgage markets to continue impacting many of the Company's lines of business. Given this outlook, the Company sharpened its focus on controlling costs by reducing employee count, consolidating offices, centralizing agency and administrative functions, optimizing management structure and rationalizing its brand strategy. The Company plans to continue these efforts where appropriate. In addition, the Company will continue to scrutinize the profitability of its agency relationships, increase its offshore leverage and develop new sales opportunities. Beginning at the end of 2008, the Company initiated an effort to optimize its claims handling process through, among other things, the centralization of claims handling, enhanced corporate control over the claims process and claims process standardization.

**Table of Contents****FINANCIAL SERVICES GROUP***Title Insurance and Services*

	2008	2007	2006	2008 vs. 2007		2007 vs. 2006	
				\$ Change	% Change	\$ Change	% Change
	(in thousands, except percentages)						
<b>Revenues</b>							
Direct operating revenues	\$ 2,112,482	\$ 2,758,142	\$ 2,919,018	\$ (645,660)	(23.4)	\$ (160,876)	(5.5)
Agent operating revenues	1,724,687	2,629,640	3,001,965	(904,953)	(34.4)	(372,325)	(12.4)
Operating revenues	3,837,169	5,387,782	5,920,983	(1,550,613)	(28.8)	(533,201)	(9.0)
Investment and other income	159,406	247,243	204,299	(87,837)	(35.5)	42,944	21.0
Net realized investment (losses) gains	(84,505)	(79,056)	(2,364)	(5,449)	(6.9)	(76,692)	NM <sup>1</sup>
	3,912,070	5,555,969	6,122,918	(1,643,899)	(29.6)	(566,949)	(9.3)
<b>Expenses</b>							
Salaries and other personnel costs	1,242,846	1,637,065	1,703,082	(394,219)	(24.1)	(66,017)	(3.9)
Premiums retained by agents	1,371,802	2,107,351	2,401,440	(735,549)	(34.9)	(294,089)	(12.2)
Other operating expenses	938,115	1,167,472	1,062,870	(229,357)	(19.6)	104,602	9.8
Provision for policy losses and other claims	330,112	704,083	480,780	(373,971)	(53.1)	223,303	46.4
Depreciation and amortization	80,167	81,773	72,661	(1,606)	(2.0)	9,112	12.5
Premium taxes	41,527	60,330	65,976	(18,803)	(31.2)	(5,646)	(8.6)
Interest	24,730	42,578	31,000	(17,848)	(41.9)	11,578	37.3
	4,029,299	5,800,652	5,817,809	(1,771,353)	(30.5)	(17,157)	(0.3)
(Loss) income before income taxes	\$ (117,229)	\$ (244,683)	\$ 305,109	\$ 127,454	52.1	\$ (549,792)	(180.2)
Margins	(3.0)%	(4.4)%	5.0%	1.4%	32.0	(9.4)%	(188.4)

(1) Not meaningful

Operating revenues from direct title operations decreased 23.4% in 2008 from 2007 and 5.5% in 2007 from 2006. The decrease in 2008 from 2007 was due to a decline in both the number of orders closed by the Company's direct operations and in the average revenues per order closed. The decrease in 2007 from 2006 was due to a decline in the number of orders closed by the Company's direct operations, offset in part by an increase in the average revenues per order closed. The average revenues per order closed were \$1,510, \$1,626 and \$1,565 for 2008, 2007 and 2006, respectively. The Company's direct title operations closed 1,398,700, 1,696,500 and 1,865,700 title orders during 2008, 2007 and 2006, respectively. The fluctuations in closings primarily reflected decreasing mortgage origination activity. Operating revenues from agency title operations decreased 34.4% in 2008 from 2007 and 12.4% in 2007 from 2006. These decreases were primarily due to the same factors impacting direct title operations and the cancellation of certain agency relationships. Management is continuing to analyze the terms and profitability of its title agency relationships and is working to amend agent agreements to the extent possible. Amendments being sought include, among others, changing the percentage of premiums retained by the agent and the deductible paid by the agent on claims; if changes to the agreements cannot be made, management may elect to terminate certain agreements.

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Total operating revenues for the title insurance segment (direct and agency operations) contributed by new acquisitions were \$12.5 million, \$67.8 million and \$198.3 million for 2008, 2007 and 2006, respectively.

Investment and other income decreased 35.5% in 2008 from 2007 and increased 21.0% in 2007 over 2006. The decrease in 2008 from 2007 primarily reflected declining yields earned from the investment portfolio and a decrease in interest earned on certain

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escrow deposits, which reflected lower yields and lower balances. These decreases were partially offset by an increase in investment income at the Company's trust division as a result of increased deposits. The increase in 2007 over 2006 was primarily due to the growth in interest income resulting from increases in the average investment portfolio balance and higher yields.

Net realized investment losses for the title insurance segment totaled \$84.5 million, \$79.1 million and \$2.4 million for 2008, 2007 and 2006, respectively. Net losses in 2008 were primarily driven by a \$37.3 million write-down to reflect the permanent impairment of a long-term investment in a title insurance agent, a \$30.3 million impairment loss on preferred securities issued by the Federal National Mortgage Association (Fannie Mae) and the Federal Home Loan Mortgage Corporation (Freddie Mac) and \$7.5 million in other long-term asset permanent impairments. The 2007 total included \$86.3 million in impairment charges on long-term assets, which primarily reflected impairment losses related to the valuations of two unconsolidated affiliates, offset in part by miscellaneous realized investment gains.

The title insurance segment (primarily direct operations) is labor intensive; accordingly, a major variable expense component is salaries and other personnel costs. This expense component is affected by two competing factors; the need to monitor personnel changes to match the level of corresponding or anticipated new orders, and the need to provide quality service.

Title insurance personnel expenses decreased 24.1% in 2008 from 2007 and 3.9% in 2007 from 2006. Excluding new acquisitions, the decrease was 24.6% in 2008 from 2007 and 6.1% in 2007 from 2006. The decrease in 2008 from 2007 was primarily due to employee reductions, salary reductions, the modification of bonus programs and reductions in employee benefits expense, including the profit-driven 401(k) match, offset in part by employee separation costs. The reduction in the profit-driven 401(k) match is due to the fact that the Company did not meet the requirement for a 401(k) plan match in 2008. The Company reduced staff by approximately 4,300 since the beginning of 2008, incurring approximately \$23.7 million in employee separation costs, and consolidated or closed 390 title offices. The decrease in salaries and other personnel expenses in 2007 from 2006 reflected a reduction in base salary expense as well as bonus expense resulting from personnel reductions and lower levels of profits. Title insurance staff reductions totaled 2,996 in 2007 and employee separation costs were \$19.2 million.

The Company continues to closely monitor order volumes and related staffing levels and will adjust staffing levels as considered necessary. The Company's direct title operations opened 1,960,800, 2,401,500, and 2,510,400 orders in 2008, 2007, and 2006, respectively, representing a decrease of 18.4% in 2008 over 2007 and a decrease of 4.3% in 2007 over 2006. These decreases primarily reflect the decline in mortgage originations, offset in part by market share growth that resulted from organic growth and acquisition activity.

A summary of agent retention and agent revenues is as follows:

	2008	2007	2006
	(in thousands, except percentages)		
Agent retention	\$ 1,371,802	\$ 2,107,351	\$ 2,401,440
Agent revenues	\$ 1,724,687	\$ 2,629,640	\$ 3,001,965
% retained by agents	79.5%	80.1%	80.0%

The premium split between underwriter and agents is in accordance with the respective agency contracts and can vary from region to region due to divergences in real estate closing practices, as well as rating structures. As a result, the percentage of title premiums retained by agents varies due to the geographical mix of revenues from agency operations. This change was primarily due to the cancellation and/or modification of certain agency relationships with unfavorable splits, as well as regional variances (i.e., the agency share or split varies from region to region and thus the geographic mix of agency revenues causes this variation).

Title insurance other operating expenses (principally direct operations) decreased 19.6% in 2008 from 2007 and increased 9.8% in 2007 over 2006. The decrease in 2008 from 2007 was primarily due to a decline in title production costs associated with the decrease in business volume, lower occupancy costs as a result of the consolidation/ closure of certain title offices and other cost-containment programs. Offsetting in part these decreases were \$26.0 million in costs associated with office consolidation/ closure and \$5.0 million in other operating costs associated with new acquisitions. The increase in 2007 over 2006 was primarily due to a \$36 million reduction in the level of vendor expense reimbursements, \$37.5 million of other operating expenses associated with new acquisitions, \$17.1 million in expenses incurred in connection with the consolidation of certain offices and costs associated with international expansion and Louisiana Road Home recovery efforts, offset in part by cost reductions in response to the decrease in mortgage originations. The decrease in vendor expense reimbursements reflects a change in the Company's treasury management practices to include more investment programs and borrowing agreements and less vendor arrangement

services; accordingly, the decrease in vendor expense reimbursements was more than offset by increased interest income.

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The provision for title insurance losses, expressed as a percentage of title insurance operating revenues, was 8.6% in 2008, 13.1% in 2007 and 8.1% in 2006. During the fourth quarter of 2008, the Company recorded \$78.0 million in title insurance reserve strengthening adjustments. The adjustments reflect changes in estimates for ultimate losses expected, primarily from policy years 2006 and 2007. The changes in estimates resulted primarily from higher than expected claims emergence, in both frequency and aggregate amounts, experienced during 2008, particularly for policy year 2007. There were many factors that impacted the claims emergence, including but not limited to: decreases in real estate prices during 2008; increases in defaults and foreclosures during 2008; and higher than expected claims emergence from lenders policies. Some of the additional emergence is believed to be from a change in the mix of claims toward faster-emerging claim types, shifting the aggregate development pattern toward greater emergence in the early years of development.

The current economic environment appears to have more potential for volatility than usual over the short term, particularly in regard to real estate prices and mortgage defaults, which directly affect title claims. Relevant contributing factors include general economic instability and government actions that may mitigate or exacerbate recent trends. Other factors, including factors not yet identified, may also influence claims development. This environment results in increased potential for actual claims experience to vary significantly from projections, in either direction, which would directly affect the claims provision. If actual claims vary significantly from expected, reserves may need to be adjusted to reflect updated estimates of future claims.

The volume and timing of title insurance claims are subject to cyclical influences from real estate and mortgage markets. Title policies issued to lenders are a large portion of the Company's title insurance volume. These policies insure lenders against losses on mortgage loans due to title defects in the collateral property. Even if an underlying title defect exists that could result in a claim, often the lender must realize an actual loss, or at least be likely to realize an actual loss, for title insurance liability to exist. As a result, title insurance claims exposure is sensitive to lenders losses on mortgage loans, and is affected in turn by external factors that affect mortgage loan losses.

A general decline in real estate prices can expose lenders to greater risk of losses on mortgage loans, as loan-to-value ratios increase and defaults and foreclosures increase. This environment increases the potential for claims on lenders title policies. Title insurance claims exposure for a given policy year is also affected by the quality of mortgage loan underwriting during the corresponding origination year. Management believes that sensitivity of claims to external conditions in real estate and mortgage markets is an inherent feature of title insurance's business economics that applies broadly to the title insurance industry. Lenders have been experiencing higher losses on mortgage loans from prior years, including loans that were originated during the past several years. These losses have led to higher title insurance claims on lenders policies, and also have accelerated the reporting of claims that would have been realized later under more normal conditions.

Loss ratios (projected to ultimate value) for policy years 1991-2004 are all below 6.0% and average 4.8%. By contrast, loss ratios for policy years 2005-2007 range from 7.5% to 7.7%. The major causes of the higher loss ratios for those three policy years are believed to be confined mostly to that period. These causes included: rapidly increasing residential real estate prices which led to an increase in the incidences of fraud, lower mortgage loan underwriting standards and a higher concentration than usual of subprime mortgage loan originations.

The projected ultimate loss ratio for policy year 2008 is 6.6%, which is lower than the ratios for 2005 through 2007. This is based in part on an assumption that more favorable underwriting conditions existed in 2008 than in 2005-2007, including tighter loan underwriting standards and lower housing prices.

During the latter part of 2007 and 2008, mortgage loan underwriting standards became more stringent and housing price levels decreased. These increased standards would be expected to reduce the claims risk for title insurance policies issued later in 2007 and in 2008. While the second half of policy year 2007 initially showed signs of more favorable claims experience, development during calendar year 2008 for policy year 2007 was greater than expected. Higher-than-expected development on lenders policies surpassed favorable experience on owners policies. This is believed to be due to severe declines in real estate prices during 2008 in combination with high foreclosure rates, which are conditions that generally increase the frequency and severity of title claims on lenders policies for recent policy years. In early 2008, the current credit environment was tighter than in 2007, resulting in higher quality mortgage loans underlying current title policies and a lower proportion of subprime loans. Lower residential real estate prices also reduce potential risk exposure on policies being issued currently. For these reasons management expects the trend of declining policy year loss ratios to continue with the 2008 policy year.

The rate for 2007 included \$365.9 million in reserve strengthening adjustments, which reflected changes in estimates for ultimate losses expected, primarily from policy years 2004 through 2006. The changes in estimates resulted primarily from higher

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than expected claims emergence, in both frequency and aggregate amounts, experienced during 2007. There were many factors that impacted the claims emergence, including but not limited to: decreases in real estate prices during 2007; increases in defaults and foreclosures during 2007; a large single fraud loss from a closing protection letter claim involving multiple properties; higher-than-expected claims emergence for business from a large agent; and higher-than-expected claims emergence from a recently-acquired underwriter.

Policy years prior to 2006 developed slightly favorably to expected, in total. In particular, policy years 2004 and 2005 each developed favorably to expected, despite the severity of economic conditions for loss development during calendar year 2008. Management believes these policy years are appropriately reserved and, because of their maturities, may be less sensitive to calendar-period economic events than less mature policy years.

Insurers generally are not subject to state income or franchise taxes. However, in lieu thereof, a premium tax is imposed on certain operating revenues, as defined by statute. Tax rates and bases vary from state to state; accordingly, the total premium tax burden is dependent upon the geographical mix of operating revenues. The Company's underwritten title company (noninsurance) subsidiaries are subject to state income tax and do not pay premium tax. Accordingly, the Company's total tax burden at the state level for the title insurance segment is composed of a combination of premium taxes and state income taxes. Premium taxes as a percentage of title insurance operating revenues remained relatively constant at approximately 1.1%.

In general, the title insurance business is a lower profit margin business when compared to the Company's other segments. The lower profit margins reflect the high cost of producing title evidence whereas the corresponding revenues are subject to regulatory and competitive pricing restraints. Due to this relatively high proportion of fixed costs, title insurance profit margins generally improve as closed order volumes increase. Title insurance profit margins are affected by the composition (residential or commercial) and type (resale, refinancing or new construction) of real estate activity. In addition, profit margins from refinance transactions vary depending on whether they are centrally processed or locally processed. Profit margins from resale, new construction and centrally processed refinance transactions are generally higher than from locally processed refinancing transactions because in many states there are premium discounts on, and cancellation rates are higher for, refinance transactions. Title insurance profit margins are also affected by the percentage of operating revenues generated by agency operations. Profit margins from direct operations are generally higher than from agency operations due primarily to the large portion of the premium that is retained by the agent. Pre-tax margin losses were 3.0% and 4.4% for the years ended December 31, 2008 and 2007, respectively. Pre-tax margin was 5.0% for the year ended December 31, 2006.

**Table of Contents****Specialty Insurance**

	2008	2007	2006	2008 vs. 2007		2007 vs. 2006	
				\$ Change	% Change	\$ Change	% Change
	(in thousands, except percentages)						
<b>Revenues</b>							
Operating revenues	\$ 286,321	\$ 302,822	\$ 309,261	\$ (16,501)	(5.4)	\$ (6,439)	(2.1)
Investment and other income	15,657	18,848	17,450	(3,191)	(16.9)	1,398	8.0
Net realized investment (losses) gains	(4,161)	1,770	1,668	(5,931)	(335.1)	102	6.1
	297,817	323,440	328,379	(25,623)	(7.9)	(4,939)	(1.5)
<b>Expenses</b>							
Salaries and other personnel costs	56,532	60,585	61,502	(4,053)	(6.7)	(917)	(1.5)
Other operating expenses	49,703	50,962	47,697	(1,259)	(2.5)	3,265	6.8
Provision for policy losses and other claims	166,004	165,192	154,806	812	0.5	10,386	6.7
Depreciation and amortization	3,329	2,190	1,947	1,139	52.0	243	12.5
Premium taxes	4,366	4,776	5,152	(410)	(8.6)	(376)	(7.3)
Interest	24	7	869	17	242.9	(862)	(99.2)
	279,958	283,712	271,973	(3,754)	(1.3)	11,739	4.3
Income (loss) before income taxes	\$ 17,859	\$ 39,728	\$ 56,406	\$ (21,869)	(55.0)	\$ (16,678)	(29.6)
Margins	6.0%	12.3%	17.2%	(6.3)%	(51.2)	(4.9)%	(28.5)

Specialty insurance operating revenues decreased 5.4% in 2008 over 2007 and 2.1% in 2007 over 2006. The decrease in 2008 from 2007 primarily reflected a decline in business volume impacting both the property and casualty insurance division and the home warranty division. The decrease in 2007 from 2006 was due to the decline in home warranty business volume, offset in part by market share growth at the Company's property and casualty insurance renters division.

Investment and other income decreased 16.9% in 2008 from 2007 and increased 8.0% in 2007 over 2006. The decrease in 2008 from 2007 was primarily due to a decline in the average investment portfolio balance as well as a decrease in yields earned from the portfolio.

Net realized investment losses for the specialty insurance segment totaled \$4.2 million in 2008, compared with net realized investment gains of \$1.8 million and \$1.7 million for 2007 and 2006, respectively. The current year net losses were primarily driven by realized losses on the sale of certain securities as well as a \$0.9 million impairment loss on Fannie Mae and Freddie Mac preferred securities.

Specialty insurance salaries and other personnel costs and other operating expenses decreased 6.7% in 2008 from 2007 and 1.5% in 2007 from 2006. The decreases were primarily due to employee reductions as well as other cost-containment programs.

The provision for home warranty claims, expressed as a percentage of home warranty operating revenues, was 60.5% in 2008, 53.8% in 2007 and 50.5% in 2006. The increase in rate from 2008 over 2007 was primarily due to an increase in frequency and severity of claims. The increase in the rate from 2007 over 2006 was primarily due to an increase in claims severity. The average cost per claim increased due in part to an increase in the cost of replacing air conditioners with models that met new federal guidelines related to energy efficiency.

The provision for property and casualty claims, expressed as a percentage of property and casualty operating revenues, was 54.3% in 2008, 55.6% in 2007 and 49.4% in 2006. The increase in the rate from 2007 over 2006 was the result of a \$5.0 million incurred loss deductible before reinsurance recoveries on Southern California wildfires in October 2007 and \$3 million incurred on winter freeze losses in January 2007.





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Premium taxes as a percentage of specialty insurance operating revenues were 1.5% in 2008, 1.6% in 2007 and 1.7% in 2006.

A large part of the revenues for the specialty insurance businesses are not dependent on the level of real estate activity, due to the fact that a large portion are generated from renewals. With the exception of loss expense, the majority of the expenses for this segment are variable in nature and therefore generally fluctuate consistent with revenue fluctuations. Accordingly, profit margins for this segment (before loss expense) are relatively constant, although as a result of some fixed expenses, profit margins (before loss expense) should nominally improve as revenues increase. Pre-tax margins were 6.0%, 12.3% and 17.2% for 2008, 2007 and 2006, respectively. These decreases primarily reflected increased claims activity at the home warranty business and investment losses.

**INFORMATION SOLUTIONS***Information and Outsourcing Solutions*

	2008	2007	2006	2008 vs. 2007		2007 vs. 2006	
				\$ Change	% Change	\$ Change	% Change
	(in thousands, except percentages)						
<b>Revenues</b>							
Operating revenues	\$ 688,349	\$ 742,870	\$ 689,318	\$ (54,521)	(7.3)	\$ 53,552	7.8
Investment and other income	51,106	44,242	28,228	6,864	15.5	16,014	56.7
Net realized investment (losses) gains	(287)	(437)	(54)	150	34.3	(383)	(709.3)
	739,168	786,675	717,492	(47,507)	(6.0)	69,183	9.6
<b>Expenses</b>							
Salaries and other personnel costs	194,662	219,097	225,549	(24,435)	(11.2)	(6,452)	(2.9)
Other operating expenses	358,334	370,802	294,356	(12,468)	(3.4)	76,446	26.0
Provision for policy losses and other claims	23,898	18,086	18,793	5,812	32.1	(707)	(3.8)
Depreciation and amortization	23,346	22,023	23,533	1,323	6.0	(1,510)	(6.4)
Interest	(6,233)	(5,419)	(4,573)	(814)	(15.0)	(846)	(18.5)
	594,007	624,589	557,658	(30,582)	(4.9)	66,931	12.0
Income (loss) before income taxes	\$ 145,161	\$ 162,086	\$ 159,834	\$ (16,925)	(10.4)	\$ 2,252	1.4
Margins	19.6%	20.6%	22.3%	(1.0)%	(4.7)	(1.7)%	(7.5)

Information and outsourcing solutions operating revenues decreased 7.3% in 2008 from 2007 and increased 7.8% in 2007 from 2006. The revenue decrease in 2008 from 2007 primarily reflected a decline in volume at the tax service, flood certification, traditional appraisal businesses due to the continued decline in mortgage originations, and revenues from the Louisiana Road Home Project, offset in part by an increase in volume for default and outsourcing services and default-related valuation products due to higher default and foreclosure activity throughout most of 2008. The increase in revenues in 2007 relative to 2006 was attributed to growth in default-related revenues and organic growth in the appraisal division. Those increases were offset by decreases in revenue at the mortgage origination dependent businesses attributable to declining mortgage origination volumes. Also negatively impacting the revenues at the tax service business in both 2008 and 2007 were net increases in the required deferred revenue adjustment totaling \$1.3 million in 2008 and \$1.9 million in 2007 due to the lengthening of the service period associated with that portfolio.

Total operating revenues for the information and outsourcing solutions segment contributed by new acquisitions were \$4.6 million, \$3.7 million and \$5.6 million for 2008, 2007 and 2006, respectively.

Information and outsourcing solutions investment and other income totaled \$51.1 million, \$44.2 million and \$28.2 million for 2008, 2007 and 2006, respectively, increases of 15.5% in 2008 from 2007 and 56.7% in 2007 from 2006. The increase in investment income in 2008 from 2007 and 2007 from 2006 primarily reflects the growth in and improved results of the segment's national joint ventures.



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Information and outsourcing solutions salary and other personnel expenses decreased 11.2% in 2008 from 2007 and 2.9% in 2007 from 2006. Included in information and outsourcing solutions personnel expenses for 2008, 2007 and 2006 were \$2.5 million, \$2.3 million and \$4.2 million of costs associated with new acquisitions, respectively. These 2008 decreases were primarily due to general expense reductions in response to the decrease in business volume, including gross domestic headcount reductions in force of 8.8%, and reductions in employee benefit expenses, including bonus and the profit-driven 401(k) match offset by the benefit of the employees transferred to other segments for management reporting purposes. The reduction in the profit driven 401(k) match is due to the fact that the Company did not meet the requirement for a 401(k) plan match in 2008. These decreases were offset by increased expenses at the default-related businesses due to increased revenues at those entities under the current market conditions. Also offsetting these decreases in 2008 was an increase in severance expense of \$3.1 million. Information and outsourcing solutions salary and other personnel expenses decreased 2.9% in 2007 from 2006. The 2007 decrease relative to 2006 reflect general expense reductions in response to the decrease in mortgage originations, decreases in headcount and continued off shoring initiatives offset in part by increased costs at the default division necessary to service the increased business volume.

Information and outsourcing solutions other operating expenses decreased 3.4% in 2008 over 2007 and increased 26.0% in 2007 over 2006. The decrease in 2008 over 2007 was primarily due to general expense reductions in response to the decrease in business volume, primarily at the tax servicing, flood and appraisal-related businesses, as well as the impact of management's cost savings initiatives, offset by increased expenses at the default-related businesses due to increased revenues at those entities resulting from the current market conditions, \$2.1 million of costs associated with new acquisitions, and increased legal fees primarily associated with appraisal-related cases. The increase in 2007 over 2006 was primarily due to approximately \$17.0 million in increased costs at the default division (i.e., inspection fees and property preservation costs) associated with the increase in default business, an increase in third party appraiser fees due primarily to the growth in the appraisal business and \$1.7 million of costs associated with new acquisitions.

The provision for policy losses and other claims increased by 32.1% in 2008 relative to 2007, due to a significant one-time loss associated primarily with commercial tax outsourcing, higher than usual levels of claims on traditional tax outsourcing and increases in the level of business at default-related entities (which typically carry a higher level of claims).

Many of the businesses included in the information and outsourcing solutions segment have a relatively high proportion of fixed costs. As such, profit margins generally decline as revenues decline, with default-related products providing some counter-cyclical. Revenues for the information and outsourcing solutions segment are primarily dependent on the level of mortgage origination and servicing activity. The information and outsourcing solutions segment had pre-tax margins 19.6%, 20.6% and 22.3%, in 2008, 2007 and 2006 respectively. The pre-tax margin in 2008 was impacted by the reduction in revenues, a shift in the revenues and the impact of the adjustments to the tax service revenue. Offsetting these factors were benefits from cost reduction efforts as well as the strength of the segment's relationships with large, national lenders that have experienced market share growth in spite of the current market conditions.

**Table of Contents****Data and Analytic Solutions**

	2008	2007	2006	2008 vs. 2007		2007 vs. 2006	
				\$ Change	% Change	\$ Change	% Change
	(in thousands, except percentages)						
<b>Revenues</b>							
Direct operating revenues	\$ 589,480	\$ 632,214	\$ 572,709	\$ (42,734)	(6.8)	\$ 59,505	10.4
Agent operating revenues	4,753	7,464	6,124	(2,711)	(36.3)	1,340	21.9
Operating revenues	594,233	639,678	578,833	(45,445)	(7.1)	60,845	10.5
Investment and other income	5,323	4,899	6,276	424	8.7	(1,377)	(21.9)
Net realized investment (losses) gains	(3,536)	56,808	148	(60,344)	(106.2)	56,660	38,283.8
	596,020	701,385	585,257	(105,365)	(15.0)	116,128	19.8
<b>Expenses</b>							
Salaries and other personnel costs	320,738	332,038	283,851	(11,300)	(3.4)	48,187	17.0
Premiums retained by agents	2,650	4,447	3,452	(1,797)	(40.4)	995	28.8
Other operating expenses	102,499	117,605	132,058	(15,106)	(12.8)	(14,453)	(10.9)
Provision for policy losses and other claims	13,310	6,581	2,671	6,729	102.2	3,910	146.3
Depreciation and amortization	69,310	65,482	47,031	3,828	5.8	18,451	39.2
Premium taxes	473	614	631	(141)	(23.0)	(17)	(2.7)
Interest	7,463	8,395	2,637	(932)	(11.1)	5,758	218.4
	516,443	535,162	472,331	(18,719)	(3.5)	62,831	13.3
Income (loss) before income taxes	\$ 79,577	\$ 166,223	\$ 112,926	\$ (86,646)	(52.1)	\$ 53,297	47.2
Margins	13.4%	23.7%	19.3%	(10.3)%	(43.7)	4.4%	22.8

Data and analytic solutions segment operating revenues decreased 6.8% in 2008 over 2007 and increased 10.4% in 2007 over 2006. The decrease in 2008 over 2007 was primarily due to the effects of the continued slowdown in mortgage originations and the ongoing tightening of the credit markets. These conditions have resulted in a decrease for many of the segment's traditional loan origination related products, a decrease in mortgage securitization risk analytics, and a drop in the demand for some of the mortgage analytic product offerings; these decreases were offset in part by growth in securities analytics and risk mitigation, custom and licensing product revenues. The increase in 2007 over 2006 primarily reflected \$70.1 million of operating revenues contributed by new acquisitions. This increase was offset in part by the decline in mortgage originations and the tightening of the credit markets which led to a decrease in mortgage securitization activity and therefore the demand for some of the mortgage analytic product offerings.

Data and analytic solutions investment and other income totaled \$5.3 million, \$4.9 million and \$6.3 million for 2008, 2007 and 2006, respectively, an increase of 8.7% in 2008 from 2007 and a decrease of 21.9% in 2007 from 2006.

Data and analytic solutions net realized investment losses totaled \$3.5 million in 2008 and net realized investment gains totaled \$56.8 million and \$0.1 million in 2007 and 2006, respectively. The net realized investment loss during 2008 reflects a \$3.6 million investment loss related to a decline in value of Fannie Mae and Freddie Mac securities. The net realized investment gain in 2007 included a \$77.1 million realized gain resulting from the combination of the Company's RES division with CoreLogic Systems, Inc. Offsetting in part the 2007 realized gains were realized investment losses of \$22.2 million consisting of impairment losses related to the permanent impairment of certain unconsolidated affiliates.

Data and analytic solutions salary and other personnel expenses decreased 3.4% in 2008 over 2007 and increased 17.0% in 2007 over 2006. When excluding the impact of employees transferred into the segment during the current year for management reporting purposes, salaries and other personnel expenses were down \$11.3 million in comparison to 2007. This decrease was primarily due to general expense reductions in response to the decrease in business volume, including gross domestic headcount reductions in force of 12.8%, and reductions in employee

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benefit expenses, including bonus and the profit-driven 401(k) match. The reduction in the profit driven 401(k) match is due to the fact that the Company did not meet the requirement for a 401(k) plan match. Offsetting this decrease was an increase in severance expense of \$5.3 million. The 2007 increase over 2006 was primarily related to increased expense associated with risk analytics and off shoring activities, which had the effect of minimizing the increase in other costs. Excluding acquisition activity, data and analytic solutions personnel expenses increased in 2007 by 5.6%. Included in salary and other personnel expenses for 2007 were \$1.7 million of costs associated with employee terminations and other restructuring expenses.

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Data and analytic solutions other operating expenses decreased 12.8% in 2008 over 2007 and 10.9% in 2007 over 2006. Excluding other operating expenses of \$2.0 million and \$30.3 million associated with new acquisitions for the respective periods, other operating expenses for data and analytic solutions decreased 14.6% in 2008 over 2007 and 33.9% in 2007 over 2006. These decreases were primarily due to the overall decline in business volumes and the impact of cost savings initiatives implemented by management. Offsetting the decrease in 2008 were increases in restructuring costs totaling \$6.7 million.

The provision for policy losses and other claims was \$13.3 million, \$6.6 million and \$2.7 million for 2008, 2007 and 2006, respectively, increases of \$6.7 million, or 102.2% in 2008 from 2007 and \$3.9 million, or 146.4% in 2007 from 2006. The provision for policy losses and other claims increased approximately \$4.7 million in 2008 due to loss expense related to prior year claims on the segment's second lien title product.

Many of the businesses included in the data and analytic solutions segment are database intensive, with a relatively high proportion of fixed costs. As such, profit margins generally decline as revenues decline. Revenues for the data and analytic solutions segment are, in part, dependent on real estate activity but are less cyclical as a result of a more diversified customer base and a greater percentage of subscription-based revenue. Pre-tax margins were 13.4%, 23.7% and 19.3%, for 2008, 2007 and 2006, respectively. The lower revenues, combined with the high level of fixed costs, primarily drove the decrease in 2008 over 2007; the impact of these items was offset by the impact of the cost cutting initiatives implemented by management. If the results of the impact of the gain recognized in connection with the acquisition of CoreLogic Systems, Inc. had been excluded, margins for 2007 would have been 14.3%. Management of this segment's second lien product title operations is being transferred back to the title segment effective January 1, 2009. If the results of these operations were excluded, margins for 2008 would have been 16.4%.

**Risk Mitigation and Business Solutions**

	2008	2007	2006	2008 vs. 2007		2007 vs. 2006	
				\$ Change	% Change	\$ Change	% Change
	(in thousands, except percentages)						
<b>Revenues</b>							
Operating revenues	\$ 779,109	\$ 856,542	\$ 809,723	\$ (77,433)	(9.0)	\$ 46,819	5.8
Investment and other income	9,422	10,947	11,122	(1,525)	(13.9)	(175)	(1.6)
Net realized investment (losses) gains	(6,257)	117,237	6,816	(123,494)	(105.3)	110,421	1,620.0
	782,274	984,726	827,661	(202,452)	(20.6)	157,065	19.0
<b>Expenses</b>							
Salaries and other personnel costs	246,396	275,918	237,604	(29,522)	(10.7)	38,314	16.1
Other operating expenses	405,582	421,994	420,488	(16,412)	(3.9)	1,506	0.4
Provision for policy losses and other claims		3	(103)	(3)	(100.0)	106	102.9
Depreciation and amortization	64,756	43,182	39,104	21,574	50.0	4,078	10.4
Interest	2,548	10,638	13,320	(8,090)	(76.0)	(2,682)	(20.1)
	719,282	751,735	710,413	(32,453)	(4.3)	41,322	5.8
Income (loss) before income taxes	\$ 62,992	\$ 232,991	\$ 117,248	\$ (169,999)	(73.0)	\$ 115,743	98.7
Margins	8.1%	23.7%	14.2%	(15.6)%	(66.0)	9.5%	67.0

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Risk mitigation and business solutions operating revenues decreased 9.0% in 2008 over 2007 and increased 5.8% in 2007 over 2006; new acquisitions contributed \$5.8 million and \$17.4 million of operating revenues in 2008 and 2007, respectively. The 2008 decreases in revenue were due to the downturn in domestic hiring, the decline in the mortgage industry, weakness in the credit markets, and the overall economic slowdown. For 2007 relative to 2006, the increases were primarily due to new acquisitions as well organic growth, including growth in the investigative and litigation support services segment.

Risk mitigation and business solutions investment and other income totaled \$9.4 million, \$10.9 million and \$11.1 million for 2008, 2007 and 2006, respectively, decreases of 13.9% in 2008 from 2007 and 1.6% in 2007 from 2006.

Risk mitigation and business solutions net realized investment losses totaled \$6.3 million in 2008 with net realized investment gains of \$117.2 million and \$6.8 million for 2007 and 2006, respectively. The 2007 total included \$117.8 million of realized gains resulting from the sale of a portion of its DealerTrack Holdings, Inc. investment and its sale of the US SEARCH subsidiary. The 2006 total included a realized gain of \$7.0 million recognized by the Company's risk mitigation and business solutions segment relating to a follow-on stock offering by DealerTrack Holdings, Inc.

Risk mitigation and business solutions salary and other personnel expenses decreased 10.7% in 2008 over 2007 and increased 16.1% in 2007 over 2006. Excluding acquisition activity, risk mitigation and business solutions personnel and expenses decreased \$31.8 million, or 11.5% for 2008 over 2007 and increased \$33.2 million, or 14.0% for 2007 over 2006. Risk mitigation and business solutions incurred \$3.5 million of severance expense in 2008. Severance and acquisition related increases were offset by a decrease in salaries and other personnel costs due to the reduction in production volumes in 2008, domestic headcount reductions in force of 13.2%, lower share-based compensation in 2008 and the \$8.0 million of severance included in the 2007 results related to the departure of the former chief executive officer. The increase in 2007 was primarily due to international growth in the employer services and litigation services divisions. Also contributing to the increase for 2007 was \$8.0 million in severance costs incurred in the first quarter of 2007 associated with the departure of the chief executive officer of First Advantage and \$0.9 million for costs incurred in connection with operational consolidations in the employer services segment.

Risk mitigation and business solutions other operating expenses decreased 3.9% in 2008 over 2007 and increased 0.4% in 2007 over 2006. Excluding other operating expenses of \$2.0 million and \$8.7 million associated with new acquisitions for the respective periods, other operating expenses for risk mitigation and business solutions decreased 4.4% in 2008 over 2007 and 1.7% in 2007 over 2006. For 2008, the decreases are due to a decrease in temporary labor, leased equipment, marketing, and office expenses related to the overall initiative to reduce costs. The decrease in 2007 over 2006 was primarily due to a reduction of certain variable expenses associated with a decline in volumes in the lender services business.

Risk mitigation and business solutions depreciation and amortization increased by 50.0% in 2008 over 2007 and 10.4% in 2007 over 2006. The 2008 increase is primarily due to a goodwill impairment charge of \$19.7 million related to the data services reporting unit. The Company's annual evaluation in 2008 resulted in an impairment loss of \$19.7 million in the data services reporting unit in the fourth quarter based primarily upon diminished earnings and cash flow expectations for the lead generation business and lower residual valuation multiples existing in the present market conditions. Additionally, approximately \$0.9 million was recorded related to asset write downs and \$1.6 million related to identifiable intangible assets write downs for office consolidations. The increase in 2007 was driven by increase in amortization of intangible assets as a result of acquisitions, rollout of software initiatives and capital asset investment.

Many of the expenses incurred by the risk mitigation and business solutions segment are variable in nature and therefore generally decrease as revenues decrease. Most of the revenues for the risk mitigation and business solutions segment are unaffected by real estate activity, with the exception of the mortgage credit business, which is dependent on real estate activity. Pre-tax margins were 8.1%, 23.7% and 14.2%, for 2008, 2007 and 2006, respectively. Excluding the goodwill impairment charge in 2008, the pre-tax margins for the segment would have been 10.6% and excluding the realized gains in 2007, pre-tax margins for the segment would have been 13.3%.



**Table of Contents****Corporate**

	2008	2007	2006	2008 vs. 2007		2007 vs. 2006		
				\$ Change	% Change	\$ Change	% Change	
<b>Revenues</b>								
Investment and other income	\$ 698	\$ (2,395)	\$ 3,993	\$ 3,093	129.1	\$ (6,388)	(160.0)	
Gain on stock issued by a subsidiary	1,325	9,426	9,290	(8,101)	(85.9)	136	1.5	
Net realized investment (losses) gains	(1,750)	(30,654)	(158)	28,904	94.3	(30,496)	(19,301.3)	
	273	(23,623)	13,125	23,896	101.2	(36,748)	(280.0)	
<b>Expenses</b>								
Salaries and other personnel costs	39,582	78,848	59,765	(39,266)	(49.8)	19,083	31.9	
Other operating expenses	30,880	46,373	51,903	(15,493)	(33.4)	(5,530)	(10.7)	
Depreciation and amortization	22,037	17,689	22,649	4,348	24.6	(4,960)	(21.9)	
Interest	51,923	37,749	33,428	14,174	37.5	4,321	12.9	
	144,422	180,659	167,745	(36,237)	(20.1)	12,914	7.7	
(Loss) income before income taxes	\$ (144,149)	\$ (204,282)	\$ (154,620)	\$ 60,133	29.4	\$ (49,662)	(32.1)	

Gain on issuance of subsidiary stock represents realized gains relating to the issuance of shares by the Company's publicly-traded subsidiary, First Advantage.

Net realized investment losses for 2007 included \$35.0 million of impairment losses primarily related to the permanent impairment of certain unconsolidated affiliates.

Corporate salary and other personnel expenses decreased 49.8% in 2008 over 2007 and increased 31.9% in 2007 over 2006. The decrease in 2008 over 2007 was primarily due to changes in technology initiatives, salary reductions, employee reductions, decreased employee benefit and retirement costs, and the impact of other corporate-wide cost saving initiatives that have been implemented by the Company. The increase in 2007 over 2006 was primarily due to a \$29.5 million increase in costs at the corporate level related to the Company's self-funded health plans. This amount reflected a \$5.3 million expense charge in 2007, which represented a worse than anticipated performance for these plans, compared with a \$24.2 million expense credit in 2006, which reflected better than anticipated performance. Excluding the effects of the Company's self-funded health plans, corporate personnel expenses decreased 12.5% in 2007 from 2006, primarily reflecting a decrease in bonus expense in response to the decrease in the Company's profits.

Corporate other operating expenses decreased 33.4% in 2008 from 2007 and 10.7% in 2007 from 2006. These decreases were primarily due to cost reductions in response to the decrease in business volume.

Interest expense increased 37.5% in 2008 over 2007 and 12.9% in 2007 over 2006. Interest expense includes interest associated with inter-company notes issued to the home warranty business (a component of the specialty insurance segment) and the title insurance business. These amounts totaled \$8.9 million, \$2.9 million and \$3.1 million for 2008, 2007 and 2006, respectively. Excluding inter-company interest expense, corporate interest expense increased relative to the prior periods due to incremental draws on the Company's credit facility. The inter-company interest expense at the corporate level and related interest income which is included in the title insurance and specialty insurance segments are eliminated in the consolidated financial statements. The increase for 2007 primarily reflected new borrowings under the Company's credit agreement, an increase in acquisition-related indebtedness, as well as higher interest rates.

**Table of Contents****Eliminations**

	2008	2007	2006	2008 vs. 2007		2007 vs. 2006	
				\$ Change	% Change	\$ Change	% Change
<b>Revenues</b>							
Operating revenues	\$ (104,533)	\$ (102,475)	\$ (57,461)	\$ (2,058)	(2.0)	\$ (45,014)	(78.3)
Investment and other income	(9,331)	(3,714)	(3,774)	(5,617)	(151.2)	60	1.6
	(113,864)	(106,189)	(61,235)	(7,675)	(7.2)	(44,954)	(73.4)
<b>Expenses</b>							
Other operating expenses	(104,533)	(102,475)	(57,461)	(2,058)	(2.0)	(45,014)	(78.3)
Interest	(9,331)	(3,714)	(3,774)	(5,617)	(151.2)	60	1.6
	(113,864)	(106,189)	(61,235)	(7,675)	(7.2)	(44,954)	(73.4)
Income (loss) before income taxes	\$	\$	\$	\$		\$	

Eliminations represent revenues and related expenses associated with inter-segment sales of services and products, as well as interest expense and related interest income associated with inter-company notes which are eliminated in the consolidated financial statements.

**Income Taxes**

Income taxes differ from the amounts computed by applying the federal income tax rate of 35.0%. A reconciliation of this difference is as follows:

	2008	2007	2006
		(in thousands)	
Taxes calculated at federal rate	\$ (3,666)	\$ 14,200	\$ 177,722
State taxes, net of federal benefit	13,792	12,635	24,074
Change in FIN 48	(9,961)	8,892	
Goodwill impairment	6,778		
Tax effect of noncontrolling interests	5,694	15,792	8,952
Dividends received deduction	(1,846)	(1,288)	(834)
Exclusion of certain meals and entertainment expenses	4,494	5,981	7,435
Foreign taxes (less than) in excess of federal rate	(450)	(2,077)	(3,888)
Other items, net	1,011	(10,446)	6,639
	\$ 15,846	\$ 43,689	\$ 220,100

The Company's effective income tax rate (income tax expense as a percentage of income before income taxes), was 35.8% for 2008, 28.7% for 2007 and 36.9% for 2006. The effective income tax rate includes a provision for state income and franchise taxes for noninsurance subsidiaries. The absolute differences in the effective tax rates for 2008 and 2007 were primarily due to changes in the ratio of permanent differences to income before income taxes, reserve adjustments recorded in 2008 and 2007, for which corresponding tax benefits were recognized, as well as changes in state income and franchise taxes resulting from fluctuations in the Company's noninsurance subsidiaries' contribution to pretax profits. In addition, certain interest and penalties relating to FIN 48 liabilities were released during the year based on changes in facts and circumstances associated with the related tax uncertainty. The change in the FIN 48 liability for income taxes associated with uncertain tax positions in 2008, primarily relates to a foreign transfer pricing matter impacted by recent administrative and judicial developments. The Company continues to monitor the realizability of recognized, impairment and unrecognized losses recorded through December 31, 2008. The Company believes it is more likely than not that the tax benefits associated with those losses will be realized. However, this determination is a judgment and could be impacted by further market fluctuations. A large portion of the Company's income attributed to noncontrolling interests is related to a limited

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liability company subsidiary, which for tax purposes, is treated as a partnership. Accordingly, no income taxes have been provided for that portion of the income attributable to noncontrolling interests.

**Table of Contents****Net income (loss) and net income attributable to noncontrolling interests**

Net income (loss) and per share information are summarized as follows (see Note 14 to the consolidated financial statements):

	2008	2007	2006
	(in thousands, except per share amounts)		
Net income	\$ 28,365	\$ 108,374	\$ 376,803
Less: Net income attributable to noncontrolling interests	54,685	111,493	89,127
<b>Net (loss) income attributable to the Company</b>	<b>\$ (26,320)</b>	<b>\$ (3,119)</b>	<b>\$ 287,676</b>
Per share of common stock:			
Net (loss) income attributable to the Company:			
Basic	\$ (0.28)	\$ (0.03)	\$ 2.99
Diluted	\$ (0.28)	\$ (0.03)	\$ 2.92
Weighted-average shares:			
Basic	92,516	94,649	96,206
Diluted	92,516	94,649	98,653

Net income attributable to noncontrolling interests decreased \$56.8 million in 2008 over 2007 and increased \$22.4 million in 2007 over 2006. Net income attributable to noncontrolling interests typically fluctuates proportionately with the relative changes in the profits of FARES, which includes certain companies in the Company's information and outsourcing solutions, data and analytic solutions and risk mitigation and business solutions segments. Contributing to the increase for 2007 over 2006 was net income attributable to noncontrolling interests on the \$117.8 million realized gain at the Company's risk mitigation and business solutions segment resulting from the sale of a portion of its investment in DealerTrack Holdings, Inc. and its US SEARCH subsidiary, and net income attributable to noncontrolling interests on \$77.1 million in realized gains at the data and analytic solutions segment, which reflected the combination of the Company's RES division with CoreLogic Systems, Inc.

**Liquidity and Capital Resources**

Cash provided by operating activities amounted to \$76.8 million, \$659.6 million, and \$612.1 million for 2008, 2007, and 2006, respectively, after net claim payments of \$502.1 million, \$487.7 million, and \$382.5 million, respectively. The principal nonoperating uses of cash and cash equivalents for the three-year period ended December 31, 2008, were for company acquisitions, additions to the investment portfolio, capital expenditures, dividends, distributions to noncontrolling interests, the repayment of debt and the repurchase of Company shares. The most significant nonoperating sources of cash and cash equivalents were proceeds from draws on the Company's credit facility, and proceeds from the sales and maturities of certain marketable and other long-term investments. The net effect of all activities on total cash and cash equivalents were decreases of \$227.6 million, \$242.3 million and \$156.3 million for 2008, 2007 and 2006, respectively.

Notes and contracts payable, as a percentage of total capitalization, were 22.2% as of December 31, 2008, as compared with 21.6% as of the prior year-end. This increase was primarily attributable to the decrease in equity during 2008 due to increases in other comprehensive losses and dividends paid during 2008. Notes and contracts payable are more fully described in Note 10 to the consolidated financial statements.

In November 2005, the Company amended its \$500.0 million credit agreement that was originally entered into in August 2004. The November 2005 amendment extended the expiration date to November 2010 and permitted the Company to increase the credit amount to \$750.0 million under certain circumstances. In July 2007, the credit agreement was further amended to extend the expiration date to July 2012. Under the credit agreement the Company is required to maintain certain minimum levels of capital and earnings and meet predetermined debt-to-capitalization ratios. The line of credit had a balance due of \$340.0 million at December 31, 2008. At December 31, 2008, the Company is in compliance with the debt covenants under the amended and restated credit agreement. The Company's publicly-traded subsidiary, First Advantage has one bank credit agreement. This agreement provides for a \$225.0 million revolving line of credit and is collateralized by the stock and accounts receivable of First Advantage's subsidiaries. The line of credit remains in effect until September 2010 and had a balance outstanding at December 31, 2008 of \$15.0 million. Under the terms of the credit agreement, First Advantage is required to satisfy certain financial requirements. At December 31, 2008 and 2007, First Advantage was in compliance with the financial covenants of its loan agreement except for the consolidated to fixed charge

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coverage ratio for the quarter ended December 31, 2008. Compliance with this covenant was waived by the required lenders for the quarter ended December 31, 2008.

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On February 2, 2007, the Company's joint venture with Experian, FARES, entered into a Credit Agreement with Wells Fargo Bank, whereby FARES borrowed \$100.0 million for the purpose of consummating a business merger. This loan was subsequently repaid in full in 2007. The Company guaranteed repayment of the loan pursuant to a Continuing Guaranty, dated as of February 2, 2007, between the Company and Wells Fargo Bank, NA. The business merger involved the Company's First American Real Estate Solutions ( FARES ) division, a part of its FARES subsidiary, and Sacramento, Calif.-based CoreLogic Systems, Inc., a leading provider of mortgage risk assessment and fraud prevention solutions. The merger resulted in a new, combined company, majority owned by FARES. FARES owns approximately 82 percent of the economic interests of the combined company through the ownership of high vote Class B shares. CoreLogic's stockholders own approximately 18 percent of the economic interests of the combined company through the ownership of Class A shares. In addition to the Class A shares, CoreLogic's stockholders received cash consideration of \$100.0 million. To finance the cash consideration, FARES made a loan of \$100.0 million to the combined company. Fifty million dollars of the loan from FARES to the combined entity was repaid in 2007 and the remainder in 2008.

In December 2007, First American Corelogic, Inc. ( First American CoreLogic ) entered into a secured financing arrangement with Banc of America Leasing & Capital, LLC. The initial borrowing under the arrangement was \$50 million in 2007 with an additional \$50 million borrowed in January 2008. Borrowings under the arrangement are secured by the capitalized software and data of First American CoreLogic and are guaranteed by FARES.

*Off-balance sheet arrangements and contractual obligations.* The Company administers escrow and trust deposits as a service to its customers. Escrow deposits totaled \$3.8 billion and \$5.1 billion at December 31, 2008 and 2007, respectively, of which \$1.04 billion and \$679.7 million were held at the Company's trust company and thrift company. The escrow deposits held at the Company's trust company and thrift company are included in the accompanying consolidated balance sheets. The remaining escrow deposits were held at third-party financial institutions. Trust deposits totaled \$3.4 billion and \$3.7 billion at December 31, 2008 and 2007, respectively, and were held at the Company's federal savings bank. Escrow deposits held at third-party financial institutions and trust deposits are not considered assets of the Company and, therefore, are not included in the accompanying consolidated balance sheets. However, the Company could be held contingently liable for the disposition of these assets.

In addition, the Company facilitates tax-deferred property exchanges for customers pursuant to Section 1031 of the Internal Revenue Code and tax-deferred reverse exchanges pursuant to Revenue Procedure 2000-37. As a facilitator and intermediary, the Company holds the proceeds from sales transactions and takes temporary title to property identified by the customer to be acquired with such proceeds. Upon the completion of such exchange the identified property is transferred to the customer or, if the exchange does not take place, an amount equal to the sales proceeds or, in the case of a reverse exchange, title to the property held by the Company is transferred to the customer. Like-kind exchange funds held by the Company for the purpose of completing such transactions totaled \$0.6 billion and \$1.5 billion at December 31, 2008 and 2007, respectively. Due to the structure utilized to facilitate these transactions, the proceeds and property are not considered assets of the Company for accounting purposes and, therefore, are not included in the accompanying consolidated balance sheets. All such amounts are placed in bank deposits with FDIC insured institutions. The Company could be held contingently liable to the customer for the transfers of property, disbursements of proceeds and the return on the proceeds.

A summary, by due date, of the Company's total contractual obligations at December 31, 2008, is as follows:

	Notes and contracts payable	Interest on notes and contracts payable	Operating leases	Claim losses	Deferrable interest subordinated notes	Total
	(in thousands)					
2009	\$ 88,838	\$ 52,437	\$ 175,013	\$ 343,722		\$ 660,010
2010	75,169	48,518	126,851	198,337		448,875
2011	40,187	44,264	92,959	154,579		331,989
2012	369,872	42,246	66,292	117,860	\$ 100,000	696,270
2013	5,607	18,497	46,731	90,299		161,134
Later years	288,601	132,259	96,449	450,595		967,904
	\$ 868,274	\$ 338,221	\$ 604,295	\$ 1,355,392	\$ 100,000	\$ 3,266,182



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The timing of claim payments are estimated and are not set contractually. Nonetheless, based on historical claims experience, we anticipate the above payment patterns. Changes in future claim settlement patterns, judicial decisions, legislation, economic conditions and other factors could affect the timing and amount of actual claim payments. The Company is not able to reasonably estimate the timing of payments, or the amount by which the liability for uncertain tax positions under FIN 48 will increase or decrease over time; therefore the FIN 48 liability of \$28.2 million has not been included in the contractual obligations table (see Note 13 to the consolidated financial statements).

Pursuant to various insurance and other regulations, the maximum amount of dividends, loans and advances available to the Company in 2008 from its insurance subsidiaries is \$153.2 million. Such restrictions have not had, nor are they expected to have, an impact on the Company's ability to meet its cash obligations. See Note 2 to the consolidated financial statements.

On May 18, 2004, the Company announced that its Board of Directors adopted a plan authorizing the repurchase of \$100.0 million of its common shares. On May 19, 2005, the Company announced an amendment to this plan increasing the amount of shares that the Company may repurchase to \$200.0 million. On June 26, 2006, the Company announced a further amendment to this plan, increasing the amount of shares that may be repurchased to \$500.0 million. On January 15, 2008, the Board of Directors authorized an additional \$300.0 million of repurchase capacity. Under this plan, which has no expiration date, the Company may repurchase up to \$800.0 million of the Company's issued and outstanding Common shares. In 2008, the Company did not repurchase any shares under this plan and cumulatively the Company has repurchased \$439.6 million (including commissions) of its shares and has the authority to repurchase an additional \$360.4 million (including commissions) under the plan.

As of December 31, 2008, the Company's debt and equity investment securities portfolio consists of approximately 95% of fixed income securities. As of that date, over 80% of the Company's fixed income investments are held in securities that are United States government-backed or rated AAA by Standard & Poor's Ratings Group, and approximately 95% of the fixed income portfolio is rated or classified as investment grade by one or more of the major ratings agencies or the National Association of Insurance Commissioners.

In addition to its debt and equity investment securities portfolio, the Company maintains certain money-market and other short-term investments.

Due to the Company's liquid-asset position and its ability to generate cash flows from operations, management believes that its resources are sufficient to satisfy its anticipated operational cash requirements and the obligations and cash requirements of its holding company. While, prior to the spin-off transaction, the Company expects to continue its policy of paying regular quarterly cash dividends, future dividends will be dependent on future earnings, financial condition and capital requirements.

### **Item 8. Financial Statements and Supplementary Data**

Separate financial statements for subsidiaries not consolidated and 50% or less owned persons accounted for by the equity method have been omitted either because they would not constitute a significant subsidiary or because the Company has received a waiver from the Securities and Exchange Commission with respect thereto.



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Financial statement schedules not listed are either omitted because they are not applicable or the required information is shown in the consolidated financial statements or in the notes thereto.

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**Report of Independent Registered Public Accounting Firm**

To the Board of Directors and Stockholders of

The First American Corporation:

In our opinion, the consolidated financial statements listed in the accompanying index present fairly, in all material respects, the financial position of The First American Corporation and its subsidiaries at December 31, 2008 and 2007, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2008 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedules listed in the accompanying index present fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2008, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements and financial statement schedules, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Annual Report on Internal Control over Financial Reporting (not presented herein) appearing under Item 9A of the Company's 2008 Annual Report on Form 10-K. Our responsibility is to express opinions on these financial statements, on the financial statement schedules, and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

As discussed in Note 1 to the consolidated financial statements, the Company changed the manner in which it accounts for noncontrolling interests effective January 1, 2009 and the manner in which the Company accounts for uncertain income tax positions as of January 1, 2007

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PRICEWATERHOUSECOOPERS LLP

Orange County, California

March 2, 2009, except with respect to our opinion on the consolidated financial statements insofar as it relates to the fourth paragraph of Investments and the effects of the change in accounting for noncontrolling interests in the fifth paragraph of Recent Accounting Pronouncements discussed in Note 1, as to which the date is October 8, 2009.

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**THE FIRST AMERICAN CORPORATION**  
**AND SUBSIDIARY COMPANIES**  
**CONSOLIDATED BALANCE SHEETS**  
(in thousands, except par value)

	December 31	
	2008	2007
<b><u>ASSETS</u></b>		
Cash and cash equivalents	\$ 934,945	\$ 1,162,569
Accounts and accrued income receivable, less allowances (\$71,873 and \$62,677)	558,946	559,996
Income taxes receivable	61,678	39,187
Investments:		
Deposits with savings and loan associations and banks	182,117	198,055
Debt securities	1,718,320	1,368,212
Equity securities	110,126	147,102
Other long-term investments	371,157	457,764
	2,381,720	2,171,133
Loans receivable, net	151,692	116,751
Property and equipment, net	665,305	755,435
Title plants and other indexes	685,090	645,679
Deferred income taxes	149,473	23,274
Goodwill	2,594,738	2,567,340
Other intangible assets, net	298,411	346,207
Other assets	248,057	260,350
	\$ 8,730,055	\$ 8,647,921
<b><u>LIABILITIES AND EQUITY</u></b>		
Demand deposits	\$ 1,298,221	\$ 743,685
Accounts payable and accrued liabilities:		
Accounts payable	119,234	152,989
Salaries and other personnel costs	197,335	280,394
Pension costs and other retirement plans	356,626	300,782
Other	320,898	389,459
	994,093	1,123,624

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Deferred revenue	728,844	756,202
Reserve for known and incurred but not reported claims	1,355,392	1,357,632
Income taxes payable		
Notes and contracts payable	868,274	906,046
Deferrable interest subordinated notes	100,000	100,000
	5,344,824	4,987,189
Commitments and contingencies		
The First American Corporation ( FAC ) stockholders' equity:		
Preferred stock, \$1 par value		
Authorized 500 shares; Outstanding None		
Common stock, \$1 par value		
Authorized 180,000 shares; Outstanding 92,963 and 91,830 shares	92,963	91,830
Additional paid-in capital	801,228	762,734
Retained earnings	2,099,654	2,205,994
Accumulated other comprehensive loss	(296,195)	(85,160)
Total FAC stockholders' equity	2,697,650	2,975,398
Noncontrolling interests	687,581	685,334
Total equity	3,385,231	3,660,732
	\$ 8,730,055	\$ 8,647,921

See Notes to Consolidated Financial Statements

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**THE FIRST AMERICAN CORPORATION**  
**AND SUBSIDIARY COMPANIES**  
**CONSOLIDATED STATEMENTS OF INCOME**  
(in thousands, except per share amounts)

	Year Ended December 31		
	2008	2007	2006
<i>Revenues:</i>			
Operating revenues	\$ 6,080,648	\$ 7,827,219	\$ 8,250,657
Investment and other income	232,281	320,070	267,594
Gain on stock issued by subsidiary	1,325	9,426	9,290
Net realized investment (losses) gains	(100,496)	65,668	6,056
	6,213,758	8,222,383	8,533,597
<i>Expenses:</i>			
Salaries and other personnel costs	2,100,756	2,603,551	2,571,353
Premiums retained by agents	1,374,452	2,111,798	2,404,892
Other operating expenses	1,780,580	2,072,733	1,951,911
Provision for title losses and other claims	533,324	893,945	656,947
Depreciation and amortization	262,945	232,339	206,925
Premium taxes	46,366	65,720	71,759
Interest	71,124	90,234	72,907
	6,169,547	8,070,320	7,936,694
Income before income taxes	44,211	152,063	596,903
Income taxes	15,846	43,689	220,100
Net income	28,365	108,374	376,803
Less: Net income attributable to noncontrolling interests	54,685	111,493	89,127
Net (loss) income attributable to FAC	\$ (26,320)	\$ (3,119)	\$ 287,676
Net (loss) income per share attributable to FAC stockholders:			
Basic	\$ (0.28)	\$ (0.03)	\$ 2.99
Diluted	\$ (0.28)	\$ (0.03)	\$ 2.92
Weighted-average common shares outstanding:			
Basic	92,516	94,649	96,206
Diluted	92,516	94,649	98,653

See Notes to Consolidated Financial Statements

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**THE FIRST AMERICAN CORPORATION**  
**AND SUBSIDIARY COMPANIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**(in thousands)**

	Year Ended December 31		
	2008	2007	2006
Net income	\$ 28,365	\$ 108,374	\$ 376,803
Other comprehensive (loss) income, net of tax:			
Unrealized (loss) gain on securities	(113,885)	42,600	975
Foreign currency translation adjustments	(54,676)	15,781	5,521
Minimum pension liability adjustment	(57,675)	41,170	(8,827)
Total other comprehensive (loss) income, net of tax	(226,236)	99,551	(2,331)
Comprehensive (loss) income	(197,871)	207,925	374,472
Less: Comprehensive income attributable to noncontrolling interests	39,484	121,148	88,685
Comprehensive (loss) income attributable to FAC	\$ (237,355)	\$ 86,777	\$ 285,787

See Notes to Consolidated Financial Statements

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**THE FIRST AMERICAN CORPORATION**  
**AND SUBSIDIARY COMPANIES**  
**CONSOLIDATED STATEMENTS OF EQUITY**

(in thousands)

	Shares	Common Stock	Additional paid-in capital	Retained earnings	Accumulated other comprehensive (loss) income	Non- controlling interest	Total
Balance at December 31, 2005	95,860	\$ 95,860	\$ 956,720	\$ 2,078,969	\$ (126,030)	\$ 459,879	\$ 3,465,398
Net income for 2006				287,676		89,127	376,803
Dividends on common shares				(69,213)			(69,213)
Purchase of Company shares	(1,158)	(1,158)	(45,360)				(46,518)
Conversion of debt	467	467	13,548				14,015
Shares issued in connection with company acquisitions	833	833	31,910				32,743
Shares issued in connection with option, benefit and savings plans	482	482	11,868				12,350
Share-based compensation expense			14,735				14,735
Adjustment to initially apply SFAS 158, net of tax					(47,137)		(47,137)
Purchases / other decreases in noncontrolling interests						(20,682)	(20,682)
Sales / other increases in noncontrolling interests						22,079	22,079
Contributions from noncontrolling interests						7,926	7,926
Distributions to noncontrolling interests						(46,066)	(46,066)
Other comprehensive loss (Note 20)					(1,889)	(442)	(2,331)
Balance at December 31, 2006	96,484	96,484	983,421	2,297,432	(175,056)	511,821	3,714,102
Net loss for 2007				(3,119)		111,493	108,374
Dividends on common shares				(82,833)			(82,833)
Purchase of Company shares	(6,648)	(6,648)	(299,304)				(305,952)
Shares issued in connection with company acquisitions	19	19	627				646
Shares issued in connection with option, benefit and savings plans	1,975	1,975	59,211				61,186
Share-based compensation expense			18,679				18,679
Restricted stock unit dividend equivalents			100	(100)			
Dividends paid deduction				2,720			2,720
Adjustment to adopt FIN 48				(8,106)			(8,106)
Purchases /other decreases in noncontrolling interests						(24,176)	(24,176)
Sales / other increases in noncontrolling interests						130,480	130,480
Contributions from noncontrolling interests						19,037	19,037
Distributions to noncontrolling interests						(72,976)	(72,976)
Other comprehensive income (Note 20)					89,896	9,655	99,551
Balance at December 31, 2007	91,830	91,830	762,734	2,205,994	(85,160)	685,334	3,660,732





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	Shares	Common Stock	Additional paid-in capital	Retained earnings	Accumulated other comprehensive (loss) income	Non- controlling interest	Total
Net loss for 2008				(26,320)		54,685	28,365
Dividends on common shares				(81,542)			(81,542)
Shares issued in connection with company acquisitions	125	125	3,463				3,588
Shares issued in connection with option, benefit and savings plans	1,008	1,008	19,745				20,753
Share-based compensation expense			14,479				14,479
Restricted stock unit dividend equivalents			807	(807)			
Dividends paid deduction				2,329			2,329
Purchases / other decreases in noncontrolling interests						(31,241)	(31,241)
Sales / other increases in noncontrolling interests						30,006	30,006
Distributions to noncontrolling interests						(36,002)	(36,002)
Other comprehensive loss (Note 20)					(211,035)	(15,201)	(226,236)
Balance at December 31, 2008	92,963	\$ 92,963	\$ 801,228	\$ 2,099,654	\$ (296,195)	\$ 687,581	\$ 3,385,231

See Notes to Consolidated Financial Statements

**Table of Contents****THE FIRST AMERICAN CORPORATION****AND SUBSIDIARY COMPANIES****CONSOLIDATED STATEMENTS OF CASH FLOWS**

(in thousands)

	Year Ended December 31		
	2008	2007	2006
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Net income	\$ 28,365	\$ 108,374	\$ 376,803
Adjustments to reconcile net income to cash provided by operating activities:			
Provision for title losses and other claims	533,324	893,945	656,947
Depreciation and amortization	262,945	232,339	206,925
Net realized investment losses (gains)	99,171	(75,094)	(15,346)
Share-based compensation	25,026	43,407	25,654
Equity in earnings of affiliates	(44,762)	(47,708)	(44,534)
Changes in assets and liabilities excluding effects of company acquisitions and noncash transactions:			
Claims paid, including assets acquired, net of recoveries	(502,098)	(487,665)	(382,514)
Net change in income tax accounts	(65,094)	(95,479)	(42,894)
Decrease (increase) in accounts and accrued income receivable	(2,056)	12,455	(53,570)
(Decrease) increase in accounts payable and accrued liabilities	(175,950)	32,308	(78,243)
(Decrease) in deferred revenue	(27,359)	(8,082)	(10,458)
Other, net	(54,745)	50,809	(26,627)
Cash provided by operating activities	76,767	659,609	612,143
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			
Net cash effect of company acquisitions/dispositions	(114,327)	(239,543)	(261,589)
Purchase of subsidiary shares from noncontrolling interests	(12,763)		
Net decrease (increase) in deposits with banks	16,618	(86,180)	(19,417)
Purchases of debt and equity securities	(913,382)	(672,264)	(522,948)
Proceeds from sales of debt and equity securities	200,507	176,047	227,706
Proceeds from maturities of debt securities	198,084	289,378	206,111
Net decrease (increase) in other long-term investments	87,088	256,005	(31,016)
Origination and purchases of loans and participations	(45,096)	(37,066)	(25,697)
Net decrease in loans receivable after originations and others	10,155	21,956	18,868
Capital expenditures	(145,304)	(229,108)	(219,760)
Purchases of capitalized data	(32,239)	(25,319)	(23,301)
Proceeds from sale of property and equipment	23,626	57,699	5,328
Cash used for investing activities	(727,033)	(488,395)	(645,715)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>			
Net change in demand deposits	554,536	(62,641)	113,151
Proceeds from issuance of notes	300,253	497,016	105,808
Repayment of debt	(336,920)	(465,881)	(200,805)
Purchase of Company shares		(305,952)	(46,518)
Proceeds from exercise of stock options	14,357	42,189	5,779
Proceeds from issuance of stock to employee benefit plans	6,394	8,568	5,684
Contributions from noncontrolling interests		19,037	7,926
Distributions to noncontrolling interests	(36,002)	(72,976)	(46,066)

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Excess tax benefits from share-based compensation	1,315	7,103	1,446
Cash dividends	(81,291)	(79,992)	(69,093)
Cash provided by (used for) financing activities	422,642	(413,529)	(122,688)
Net decrease in cash and cash equivalents	(227,624)	(242,315)	(156,260)
Cash and cash equivalents Beginning of year	1,162,569	1,404,884	1,561,144
Cash and cash equivalents End of year	\$ 934,945	\$ 1,162,569	\$ 1,404,884

SUPPLEMENTAL INFORMATION:

Cash paid during the year for:			
Interest	\$ 73,732	\$ 65,419	\$ 69,467
Premium taxes	\$ 56,717	\$ 67,524	\$ 68,428
Income taxes, net	\$ 86,341	\$ 150,139	\$ 246,401
Noncash operating, investing and financing activities:			
Shares issued in repayment of convertible debt	\$	\$	\$ 14,015
Company acquisitions in exchange for common stock	\$ 3,588	\$ 647	\$ 32,743
Liabilities assumed in connection with company acquisitions	\$ 5,445	\$ 146,955	\$ 125,622
Impact of adoption of FIN 48	\$	\$ 78,734	\$
Exchange of net assets for interest in unconsolidated affiliate	\$	\$ 39,193	\$

See Notes to Consolidated Financial Statements

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**THE FIRST AMERICAN CORPORATION**

**AND SUBSIDIARY COMPANIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 1. Description of the Company:**

The First American Corporation, through its subsidiaries, is engaged in the business of providing business information and related products and services. The Company has five reporting segments that fall within two primary business groups, financial services and information solutions. The financial services group includes the Company's title insurance and services segment and its specialty insurance segment. The title insurance and services segment issues residential and commercial title insurance policies and provides related escrow services, accommodates tax-deferred exchanges and provides investment advisory services, trust services, lending and deposit products and other related products and services. The specialty insurance segment issues property and casualty insurance policies and sells home warranty products. The Company's information and outsourcing solutions, data and analytic solutions and risk mitigation and business solutions segments comprise its information solutions group. The information and outsourcing solutions segment focuses on providing a wide-range of products and services including tax monitoring, flood zone certification and monitoring, building and maintaining geospatial proprietary software and databases, default management services, loan administration and production services, business process outsourcing and asset valuation and management services. The data and analytic solutions segment provides licenses and analyzes data relating to mortgage securities and loans and real property, offers risk management and collateral assessment analytics and provides database access tools and automated appraisal services. The risk mitigation and business solutions segment, which is comprised entirely of the Company's publicly traded First Advantage Corporation subsidiary, provides consumer credit reporting solutions for mortgage and home equity needs, transportation credit reporting, motor vehicle record reporting, criminal records reselling, specialty finance credit reporting, consumer credit reporting, lead generation services, consolidated consumer credit reports and automotive lead development services for the automotive dealer marketplace, employment background screening, hiring management solutions, occupational health services, tax incentive services, payroll and human resource management, resident screening services, property management software, renters' insurance services, computer forensics, electronic discovery, data recovery, due diligence reporting and corporate and litigation investigative services.

On January 15, 2008, the Company announced its intention to separate its financial services companies from its information solutions companies via a spin-off transaction, resulting in two separate publicly traded entities. The Company continues to proceed with preparations for the anticipated separation. However, because of negative trends and continued uncertainty in the real estate and mortgage credit markets and the Company's desire to focus on responding to these conditions, among other factors, the Company's Board of Directors determined on July 30, 2008, to delay the consummation of the transaction. While there has been no change to the intention to separate the Company's financial services businesses from its information solutions businesses, the Company intends to monitor market conditions continuously and to consummate the transaction when such conditions warrant it. The transaction remains subject to customary conditions, including final approval by the Board of Directors, filing and effectiveness of a Form 10 Registration Statement with the Securities and Exchange Commission, receipt of a tax ruling from the Internal Revenue Service and the approval of applicable regulatory authorities.

***Significant Accounting Policies:***

*Principles of consolidation*

The consolidated financial statements include the accounts of The First American Corporation and all controlled subsidiaries. All significant intercompany transactions and balances have been eliminated. Equity investments in which the Company exercises significant influence, but does not control, and is not the primary beneficiary are accounted for using the equity method. Dividends from equity method investments for the years ended December 31, 2008 and 2007 were \$67.9 million and \$60.4 million, respectively. Investments in which the Company does not exercise significant influence over the investee are accounted for under the cost method.

*Reclassification*

Certain 2006 and 2007 amounts have been reclassified to conform to the 2008 presentation.

*Use of estimates*

The preparation of financial statements in accordance with generally accepted accounting principles requires management to make estimates and assumptions that affect the statements. Actual results could differ from the estimates and assumptions used.



**Table of Contents****THE FIRST AMERICAN CORPORATION****AND SUBSIDIARY COMPANIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)***Cash equivalents*

The Company considers cash equivalents to be all short-term investments that have an initial maturity of 90 days or less and are not restricted for statutory deposit or premium reserve requirements.

*Investments*

Deposits with savings and loan associations and banks are short-term investments with initial maturities of more than 90 days.

Debt securities are carried at fair value and consist primarily of investments in obligations of the United States Treasury, various corporations, certain state and political subdivisions and mortgage-backed securities.

Equity securities are carried at fair value and consist primarily of investments in marketable common stocks of corporate entities.

Other long-term investments consist primarily of investments in affiliates, which are accounted for under the equity method of accounting or the cost method of accounting, and notes receivable and other investments, which are carried at the lower of cost or fair value less costs to sell. One of the Company's equity method investments is a joint venture that provides products used in connection with loan originations, in which a subsidiary of the Company owns a 50.1% interest. Based on the terms and conditions of the joint venture agreement, the Company does not have control of or a majority voting interest in the joint venture. Accordingly, this investment is accounted for under the equity method. Summarized financial information for this investment (assuming a 100% ownership interest) is as follows:

(in thousands)	December 31	
	2008	2007
Balance sheets		
Total assets	\$ 67,042	\$ 92,663
Total liabilities	\$ 31,664	\$ 28,565

(in thousands)	December 31		
	2008	2007	2006
Statement of operations			
Net revenue	\$ 337,130	\$ 301,466	\$ 296,195
Income before income taxes	\$ 77,773	\$ 63,507	\$ 59,650
Net income	\$ 77,773	\$ 63,507	\$ 59,650

The Company classifies its publicly traded debt and equity securities as available for sale, as defined by Statement of Financial Accounting Standards No. 115 Accounting for Certain Investments in Debt and Equity Securities (SFAS 115), with unrealized gains or losses classified as a component of other comprehensive income.

The Company determines the fair value of its debt and equity in accordance with Statement of Financial Accounting Standards No. 157 Fair Value Measurements (SFAS 157). SFAS 157 provides a three-level hierarchy for fair value measurements that distinguishes between market participant assumptions developed based on market data obtained from sources independent of the reporting entity (observable inputs) and the reporting entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The hierarchy level assigned to each security in the Company's available-for-sale portfolio is based on management's assessment of the transparency and reliability of the inputs used in the valuation of such instrument at the measurement date. The three hierarchy levels are defined as follows:

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Level 1 Valuations based on unadjusted quoted market prices in active markets for identical securities. The fair value of equity securities included in the Level 1 category was based on quoted prices that are readily and regularly available in an active market.

Level 2 Valuations based on observable inputs (other than Level 1 prices), such as quoted prices for similar assets at the measurement date; quoted prices in markets that are not active; or other inputs that are observable, either directly or indirectly. The fair value of fixed maturity and short-term investments included in the Level 2 category was based on the market values obtained from an independent pricing service that were evaluated using pricing models that vary by asset class and

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

incorporate available trade, bid and other market information and price quotes from well established independent broker-dealers. This pricing service is a leading provider of financial market data, analytics and related services to financial institutions. The independent pricing service monitors market indicators, industry and economic events, and for broker-quoted only securities, obtains quotes from market makers or broker-dealers that it recognizes to be market participants. The Level 2 category includes corporate bonds, foreign government bonds, and municipal bonds. When the value from an independent pricing service is utilized, management obtains an understanding of the valuation models and assumptions utilized by the service and has processes in place to determine that the values provided represent current values. Typical inputs and assumptions to pricing models used to value securities include, but are not limited to, benchmark yields, reported trades, broker-dealer quotes, issue spreads, benchmark securities, bids, offers, reference data and industry and economic events. For mortgage and asset-backed securities, inputs and assumptions may also include the structure of issuance, characteristics of the issuer, collateral attributes, prepayment speeds and credit ratings. The Company's non-agency mortgage-backed and asset-backed securities consist of senior tranches of securitizations and the underlying borrowers are substantially all prime. At December 31, 2008, the Company performed a cash flow analysis of those securities using assumptions which management believes reasonable as to housing prices and default rates. The cash flow analysis was stress-tested for various increases in the frequency and severity of losses. The analysis indicates that all contractual amounts should be collected given this securities portfolio.

Level 3 Valuations based on inputs that are unobservable and significant to the overall fair value measurement, and involve management judgment. Currently the Company does not have any items classified as Level 3.

If the inputs used to measure fair value fall in different levels of the fair value hierarchy, a financial security's hierarchy level is based upon the lowest level of input that is significant to the fair value measurement. A number of the Company's investment grade corporate bonds are frequently traded in active markets and market prices for these securities existed at December 31, 2008. These securities were classified as Level 2 at December 31, 2008 because the valuation models use observable market inputs in addition to traded prices.

When, in the opinion of management, a decline in the fair value of an investment is considered to be other-than-temporary, such investment is written down to its fair value. When assessing if a decline in value is other-than-temporary, the factors considered include the length of time and extent to which fair value has been below cost, the probability that the Company will be unable to collect all amounts due under the contractual terms of the security, the seniority and duration of the securities (including estimates of prepayments and credit losses and sensitivity analysis of those estimates), company-specific news and other developments, the financial condition and prospects of the issuer (including credit ratings), macro-economic changes (including the outlook for industry sectors, which includes government policy initiatives) and the Company's ability and intent to hold the investment for a period of time sufficient to allow for anticipated recovery.

*Property and equipment*

Property and equipment includes computer software acquired or developed for internal use and for use with the Company's products. Software development costs, which include capitalized interest costs and certain payroll-related costs of employees directly associated with developing software, in addition to incremental payments to third parties, are capitalized from the time technological feasibility is established until the software is ready for use.

Depreciation on buildings and on furniture and equipment is computed using the straight-line method over estimated useful lives of 25 to 40 and 3 to 10 years, respectively. Capitalized software costs are amortized using the straight-line method over estimated useful lives of 3 to 10 years. Leasehold improvements are amortized over useful lives that are consistent with the lease term.

*Title plants and other indexes*

Title plants and other indexes include the Company's title plants, flood zone databases and capitalized real estate data. Title plants and flood zone databases are carried at original cost, with the costs of daily maintenance (updating) charged to expense as incurred. Because properly maintained title plants and flood zone databases have indefinite lives and do not diminish in value with the passage of time, no provision has been made for depreciation or amortization. The carrying value for the flood zone certification database as of December 31, 2008 and 2007 is



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\$52.9 million. The Company continually analyzes its title plant and other indexes for impairment. This analysis includes, but is not limited to, the effects of obsolescence, duplication, demand and other economic factors.

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Capitalized real estate data, which is primarily used by the Company's data and analytic solutions segment, is amortized using the straight-line method over estimated useful lives of 5 to 15 years. Amortization expense for the capitalized real estate data was \$15.2 million, \$13.2 million and \$11.8 million for the years ended December 31, 2008, 2007 and 2006, respectively.

*Assets acquired in connection with claim settlements*

In connection with settlement of title insurance and other claims, the Company sometimes purchases mortgages, deeds of trust, real property or judgment liens. These assets, sometimes referred to as salvage assets, are carried at the lower of cost or fair value less costs to sell and are included in "Other assets" in the Company's consolidated balance sheets. The balance for these assets was \$38.5 million and \$38.9 million at December 31, 2008 and 2007, respectively.

*Goodwill*

Goodwill is tested at least annually for impairment. The Company has selected September 30 as the annual valuation date to test goodwill for impairment.

The Statement of Financial Accounting Standards No. 142 "Goodwill and Other Intangible Assets," (SFAS 142) impairment testing process includes two steps. The first step (Step 1) compares the fair value of each reporting unit to its book value. The fair value of each reporting unit is determined by using discounted cash flow analysis and market approach valuations. If the fair value of the reporting unit exceeds its book value, the goodwill is not considered impaired and no additional analysis is required. However, if the book value is greater than the fair value, a second step (Step 2) must be completed to determine if the fair value of the goodwill exceeds the book value of the goodwill.

Step 2 involves calculating an implied fair value of goodwill for each reporting unit for which the first step indicated impairment. The implied fair value of goodwill is determined in a manner similar to the amount of goodwill calculated in a business combination, by measuring the excess of the estimated fair value of the reporting unit, as determined in the first step, over the aggregate estimated fair values of the individual assets, liabilities and identifiable intangibles as if the reporting unit was being acquired in a business combination. If the implied fair value of goodwill exceeds the carrying value of goodwill assigned to the reporting unit, there is no impairment. If the carrying value of goodwill assigned to a reporting unit exceeds the implied fair value of the goodwill, an impairment loss is recorded for the excess. An impairment loss cannot exceed the carrying value of goodwill assigned to a reporting unit, and the loss establishes a new basis in the goodwill. Subsequent reversal of goodwill impairment losses is not permitted.

The valuation of goodwill requires assumptions and estimates of many critical factors including revenue growth, cash flows, market multiples and discount rates. Forecasts of future operations are based, in part, on operating results and management's expectations as to future market conditions. These types of analyses contain uncertainties because they require management to make assumptions and to apply judgments to estimate industry economic factors and the profitability of future business strategies. However, if actual results are not consistent with the Company's estimates and assumptions, the Company may be exposed to an additional impairment loss that could be material. Due to significant volatility in the current markets, the Company's operations may be negatively impacted in the future to the extent that exposure to impairment charges may be required.

*Other intangible assets*

The Company's intangible assets consist of covenants not to compete, customer lists, trademarks and licenses. Each of these intangible assets, excluding licenses, are amortized on a straight-line basis over their useful lives ranging from 2 to 20 years and are subject to impairment tests on a periodic basis. Licenses are an intangible asset with an indefinite life and are therefore not amortized but rather tested for impairment by comparing the fair value of the license with its carrying value when an indicator of potential impairment has occurred. The carrying value for licenses as of December 31, 2008 and 2007 is \$18.9 million.



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*Impairment of long-lived assets and loans receivable*

Management uses estimated future cash flows (undiscounted and excluding interest) to measure the recoverability of long-lived assets held and used whenever events or changes in circumstances indicate that the carrying value of an asset may not be fully recoverable.

During the year ended December 31, 2008, the Company recorded impairments of long-lived assets of \$9.6 million, consisting primarily of internally developed software of \$7.3 million at the corporate level and \$2.3 million within the data and analytic solutions segment. During the year ended December 31, 2007, the Company recorded impairments of long-lived assets totaling \$12.3 million at the corporate level. As of December 31, 2006 no indications of impairment were identified. In addition, the Company carries long-lived assets held for sale at the lower of cost or market as of the date that certain criteria have been met. As of December 31, 2008 and 2007 no long-lived assets were classified as held for sale.

In 2007, the Company had a \$75.0 million investment in non-voting convertible preferred stock of a diversified provider of real estate settlement and related services that was subject to redemption on September 30, 2007, but was not redeemed as of that date. Based on the terms of the security, the convertible preferred stock was expected to be converted into common stock of that entity in the fourth quarter of 2007 based upon its appraised value, as determined by three independent appraisal firms. That conversion did not occur and based on the estimated fair value, the Company has recognized an impairment loss on the non-voting convertible preferred stock of \$60.1 million in 2007. During 2008, the investee declared bankruptcy and the Company impaired the remaining \$14.9 million investment in the preferred stock and an additional \$22.4 million related to note and other receivables.

Additionally, during 2007 the Company recognized \$56.1 million of impairment losses on investment in affiliates and other long-term investments including \$13.7 million in the title insurance and services segment, \$22.2 million in the data and analytic solutions segment and \$20.2 million at the corporate level.

Loans receivable are impaired when, based on current information and events, it is probable that the Company will be unable to collect all amounts due according to the contractual terms of the loan agreement. Impaired loans receivable are measured at the present value of expected future cash flows discounted at the loan's effective interest rate. As a practical expedient, the loan may be valued based on its observable market price or the fair value of the collateral, if the loan is collateral-dependent. No indications of impairment of loans receivable were identified during the three-year period ended December 31, 2008.

*Reserve for known and incurred but not reported claims*

The Company provides for title insurance losses by a charge to expense when the related premium revenue is recognized. The amount charged to expense is generally determined by applying a rate (the loss provision rate) to total title insurance operating revenues. The Company's management estimates the loss provision rate at the beginning of each year and reassesses the rate quarterly to ensure that the resulting incurred but not reported (IBNR) loss reserve and known claims reserves included in the Company's consolidated balance sheets together reflect management's best estimate of the total costs required to settle all IBNR and known claims. If the ending IBNR reserve is not considered adequate, an adjustment is recorded.

The process of assessing the loss provision rate and the resulting IBNR reserve involves evaluation of the results of both an in-house actuarial review and independent actuarial study. The Company's in-house actuary performs a reserve analysis utilizing generally accepted actuarial methods that incorporate cumulative historical claims experience and information provided by in-house claims and operations personnel. Current economic and business trends are also reviewed and used in the reserve analysis. These include real estate and mortgage markets conditions, changes in residential and commercial real estate values, and changes in the levels of defaults and foreclosures that may affect claims levels and patterns of emergence, as well as any company-specific factors that may be relevant to past and future claims experience. Results from the analysis include, but are not limited to, a range of IBNR reserve estimates and a single point estimate for IBNR as of the balance sheet date.

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For recent policy years at early stages of development (generally the last three years), IBNR was determined by applying an expected loss rate to operating revenue and adjusting for policy year maturity using the estimated loss development pattern. The expected loss rate is based on historical experience and the relationship of the history to the applicable policy years. This is a generally accepted actuarial method of determining IBNR for policy years at early development ages, and when claims data reflects

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unusual impacts. IBNR calculated in this way is lower than a multiplicative loss development factor calculation would produce. Factor-based development effectively extrapolates results to date forward through the lifetime of the policy year's development. Management believes the expected loss rate method is appropriate for recent policy years, because of the high level of loss emergence during the past two calendar years. This loss emergence is believed to consist largely of acceleration of claims that otherwise would have been realized later and one-time losses. Both of these effects are results of temporary economic conditions that are not expected to persist throughout the development lifetime of those policy years.

For more mature policy years (generally, policy years aged more than three years), IBNR was determined using multiplicative loss development factor calculations. These years were also exposed to adverse economic conditions during 2007-2008 that may have resulted in acceleration of claims and one-time losses. The possible extrapolation of these losses to future development periods by using factors was considered. The impact of economic conditions during 2007-2008 is believed to account for a much less significant portion of losses on policy years 2004 and prior than on recent policy years. Policy years 2004 and prior were at relatively mature ages when the adverse development period began in 2007, and much of their losses had already been incurred by then. In addition, the loss development factors for policy years 2005 and prior are low enough that the potential for over-extrapolation is limited to an acceptable level.

At the beginning of 2009, the economy appears to be in recession and real estate prices are continuing their downward trend. On the positive side, governmental intervention has the potential to reverse these trends during the year, and specific features of recent legislation may reduce title claims exposure going forward. Given the outlook for 2009, an additional \$29 million has been included in the IBNR reserve, specifically for higher anticipated claims development during calendar year 2009 due to adverse conditions.

The Company utilizes an independent third party actuary who produces a report with estimates and projections of the same financial items described above. The third party actuary's analysis uses generally accepted actuarial methods that may in whole or in part be different from those used by the in-house actuary. The third party actuary's report is a second estimate that is used to validate the accuracy of the in-house analysis.

The Company's management uses the point estimate of the projected IBNR from the in-house actuary's analysis and other relevant information it may have concerning claims to determine what it considers to be the best estimate of the total amount required for the IBNR reserve.

Title insurance policies are long-duration contracts with the majority of the claims reported to the Company within the first few years following the issuance of the policy. Generally, 70 to 80 percent of claim amounts become known in the first five years of the policy life, and the majority of IBNR reserves relate to the five most recent policy years. A material change in expected ultimate losses and corresponding loss rates for policy years older than five years, while possible, is not considered reasonably likely by the Company. However, changes in expected ultimate losses and corresponding loss rates for recent policy years are considered likely and could result in a material adjustment to the IBNR reserves. Based on historical experience, the Company believes that a 50 basis point change to the loss rates for the most recent policy years, positive or negative, is reasonably likely given the long duration nature of a title insurance policy. For example, if the expected ultimate losses for each of the last five policy years increased or decreased by 50 basis points, the resulting impact on the IBNR reserve would be an increase or decrease, as the case may be, of \$128.8 million. The estimates made by management in determining the appropriate level of IBNR reserves could ultimately prove to be inaccurate and actual claims experience may vary from the expected claims experience.

The Company provides for property and casualty insurance losses when the insured event occurs. The Company provides for claims losses relating to its home warranty business based on the average cost per claim as applied to the total of new claims incurred. The average cost per home warranty claim is calculated using the average of the most recent 12 months of claims experience.

*Operating revenues*

Financial Services Group Title premiums on policies issued directly by the Company are recognized on the effective date of the title policy and escrow fees are recorded upon close of the escrow. Revenues from title policies issued by independent agents are recorded when notice of issuance is received from the agent, which is generally when cash payment is received by the Company.



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Revenues from home warranty contracts are recognized ratably over the 12-month duration of the contracts. Revenues from property and casualty insurance policies are recognized ratably over the 12-month duration of the policies.

Interest on loans of the Company's thrift subsidiary is recognized on the outstanding principal balance on the accrual basis. Loan origination fees and related direct loan origination costs are deferred and recognized over the life of the loan. Revenues earned by the other products in the trust and banking operations of the Company are recognized at the time of delivery, as the Company has no significant ongoing obligation after delivery.

Information Solutions Group The Company's tax service division defers the tax service fee on life of loan contracts and recognizes that fee as revenue ratably over the expected service period. The amortization rates applied to recognize the revenues assume a 10-year contract life and are adjusted to reflect prepayments. The Company reviews its tax service contract portfolio quarterly to determine if there have been changes in contract lives and/or changes in the number and/or timing of prepayments. Accordingly, the Company may adjust the rates to reflect current trends. Subscription-based revenues are recognized ratably over the contractual term of the subscription. Revenues earned by most other products in the information solutions group are recognized at the time of delivery, as the Company has no significant ongoing obligation after delivery.

*Premium taxes*

Title insurance, property and casualty insurance and home warranty companies, like other types of insurers, are generally not subject to state income or franchise taxes. However, in lieu thereof, most states impose a tax based primarily on insurance premiums written. This premium tax is reported as a separate line item in the consolidated statements of income in order to provide a more meaningful disclosure of the taxation of the Company.

*Income taxes*

The Company accounts for income taxes under the asset and liability method, whereby deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. The Company evaluates the need to establish a valuation allowance for deferred tax assets based upon the amount of existing temporary differences, the period in which they are expected to be recovered and expected levels of taxable income. A valuation allowance to reduce deferred tax assets is established when it is more likely than not that some or all of the deferred tax assets will not be realized.

The Company adopted FASB Interpretation No. 48 *Accounting for Uncertainty in Income Taxes* an interpretation of FASB Statement No. 109 ( FIN 48 ) as of January 1, 2007. FIN 48 clarifies the accounting for uncertainties in income taxes recognized in accordance with Statement of Financial Accounting Standards No. 109, *Accounting for Income Taxes* by prescribing guidance for the recognition, derecognition and measurement in financial statements of income tax positions taken in previously filed returns or tax positions expected to be taken in tax returns, including a decision whether to file or not to file in a particular jurisdiction. FIN 48 requires that any liability created for unrecognized tax benefits be disclosed. The application of FIN 48 may also affect the tax bases of assets and liabilities and therefore may change or create deferred tax liabilities or assets. As a result of the adoption of FIN 48, the Company recorded a cumulative effect adjustment of \$8.1 million as a reduction to retained earnings as of January 1, 2007.

*Share-based compensation*

In December 2004, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 123R, *Share-Based Payment* ( SFAS 123R ). This standard is a revision of Statement of Financial Accounting Standards No. 123, *Accounting for Stock-Based Compensation* and supersedes Accounting Principles Board Opinion No. 25, *Accounting for Stock Issued to Employees* and its related



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implementation guidance. Effective January 1, 2006, the Company adopted SFAS 123R, which establishes standards for share-based awards for employee services. SFAS 123R has two transition method applications to choose from and the Company selected the modified-prospective method, under which prior periods are not revised for comparative purposes. SFAS 123R focuses primarily on accounting for transactions in which an entity obtains employee services in share-based payment transactions. The standard requires a public entity to measure the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award (with limited exceptions). The cost is recognized over the

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period during which an employee is required to provide services in exchange for the award. In accordance with the modified prospective method, the Company continues to use the Black-Scholes option-pricing model for all unvested options as of December 31, 2005. The Company has selected the binomial lattice option-pricing model to estimate the fair value for any options granted after December 31, 2005. In conjunction with the adoption of SFAS 123R, the Company changed the method of attributing the value of share-based compensation expense from the accelerated multiple-option method to the straight-line single option method. Compensation expense for all share-based awards granted prior to January 1, 2006 is recognized using the accelerated multiple-option approach, while compensation expense for all share-based awards granted subsequent to January 1, 2006, is recognized using the straight-line single option method unless another expense attribution model is required by SFAS 123R. As stock-based compensation expense recognized in the results of operations is based on awards ultimately expected to vest, it has been reduced for estimated forfeitures. SFAS 123R requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. Prior to 2006, forfeitures were recognized as they occurred. The Company elected to apply the long-form method for determining the pool of windfall tax benefits and had a pool of windfall tax benefits upon adoption of SFAS 123R.

In 2007, the Company changed from granting stock options as the primary means of share-based compensation to granting restricted stock units (RSUs). The fair value of any RSU grant is based on the market value of the Company's shares on the date of grant and is generally recognized as compensation expense over the vesting period. Restricted stock units receive dividend equivalents in the form of restricted stock units having the same vesting requirements as the restricted stock units initially granted. RSUs granted to certain key employees have graded vesting and have a service and performance requirement and are therefore expensed using the accelerated multiple-option method to record share-based compensation expense. All other RSU awards have graded vesting and service is the only requirement to vest in the award and are therefore generally expensed using the straight-line single option method to record share-based compensation expense.

In addition to stock options and RSUs, the Company has an employee stock purchase plan that allows eligible employees to purchase common stock of the Company at 85.0% of the closing price on the last day of each month. Under the provisions of SFAS 123R, the Company recognizes an expense in the amount equal to the discount. For the year ended December 31, 2008, 2007 and 2006, the amount of the discount was \$1.1 million, \$1.5 million and \$1.0 million, respectively.

*Earnings (loss) per share*

Basic earnings (loss) per share are computed by dividing net income (loss) available to common stockholders by the weighted-average number of common shares outstanding. The computation of diluted earnings per share is similar to the computation of basic earnings per share, except that net income is increased by the effect of interest expense, net of tax, on the Company's convertible debt; and the weighted-average number of common shares outstanding is increased to include the number of additional common shares that would have been outstanding if dilutive stock options had been exercised, restricted stock units were vested and the debt had been converted. The dilutive effect of stock options and unvested restricted stock units is computed using the treasury stock method, which assumes any proceeds that could be obtained upon the exercise of stock options and vesting of restricted stock units would be used to purchase common shares at the average market price for the period. The assumed proceeds include the purchase price the grantee pays, the hypothetical windfall tax benefit that the Company receives upon assumed exercise or vesting and the hypothetical average unrecognized compensation expense for the period. The Company calculates the assumed proceeds from excess tax benefits based on the as-if deferred tax assets calculated under the provision of SFAS 123R.

*Employee Benefit Plans*

Effective December 31, 2006, the Company adopted the recognition provisions of Statement of Financial Accounting Standards No. 158

Employers Accounting for Defined Benefit Pension and Other Postretirement Plans, an amendment of FASB Statements No. 87, Employers Accounting for Pensions, No. 88, Employers Accounting for Settlements and Curtailments of Defined Benefit Pension Plans and for Termination Benefits, No. 106, Employers Accounting for Postretirement Benefits Other Than Pensions, and No. 132(R) Employers Disclosures About Pensions and Other Post Retirement Benefits, (SFAS 158), (SFAS 87), (SFAS 88), (SFAS 106) and (SFAS 132R). This standard requires employers to recognize the overfunded or underfunded status of defined benefit postretirement plans as an asset or liability on their balance sheets and recognize changes in the funded status in the year in which changes occur, through other comprehensive income, (a component of

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shareholders' equity). The funded status is measured as the difference between the fair value of plan assets and benefit obligation (the projected benefit obligation for pension plans and the accumulated postretirement benefit obligation for the other postretirement plans). Actuarial gains and losses and prior service costs and credits that have not been recognized as a component of net periodic benefit cost as of the statement adoption date

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are recorded as a component of accumulated other comprehensive income. This standard also requires plan assets and obligations to be measured as of the employer's balance sheet date. The Company uses December 31 as its measurement date.

Prior to the adoption of the recognition provisions of SFAS 158 discussed below, the Company accounted for its defined benefit pension plans under SFAS 87. SFAS 87 required that a liability (minimum pension liability) be recorded as a non-cash charge to accumulated other comprehensive income in stockholders' equity. Under SFAS 87, changes in the funded status were not immediately recognized; rather they were deferred and recognized ratably over future periods. Upon adoption of the recognition provisions of SFAS 158, the Company recognized the amounts of prior changes in the funded status of its post-retirement benefit plans through accumulated other comprehensive income. As a result, the Company recognized the following adjustments in individual line items of its Consolidated Balance Sheet as of December 31, 2006:

	Prior to application of SFAS 158	Adjustments (in thousands)	After application of SFAS 158
Other intangible assets, net	\$ 276,211	\$ (219)	\$ 275,992
Accrued pension costs and other retirement plans	\$ 280,658	\$ 72,299	\$ 352,957
Deferred income taxes	\$ 18,509	\$ 25,381	\$ 43,890
Accumulative other comprehensive loss	\$ (128,147)	\$ (47,137)	\$ (175,284)
Total stockholders' equity	\$ 3,249,190	\$ (47,137)	\$ 3,202,053

*Foreign Currency*

The Company operates in countries including Guam, Puerto Rico, the U.S. Virgin Islands, the Bahamas, Australia, Canada, Chile, China, Ireland, Latin America, Mexico, New Zealand, South Korea, the United Kingdom, Bulgaria, Croatia, the Czech Republic, Hungary, Poland, Romania, the Slovak Republic, Turkey, Spain and other territories and countries. The functional currencies of the Company's foreign subsidiaries are their respective local currencies. The financial statements of the foreign subsidiaries are translated into U.S. dollars for consolidation as follows: assets and liabilities at the exchange rate as of the balance sheet date, stockholders' equity at the historical rates of exchange, and income and expense amounts at average rates prevailing throughout the period. Translation adjustments resulting from the translation of the subsidiaries accounts are included in Accumulated other comprehensive income, a separate component of stockholders' equity. Gains and losses resulting from foreign currency transactions are included within Other operating expenses.

*Risk of real estate market*

Real estate activity is cyclical in nature and is affected greatly by the cost and availability of long-term mortgage funds. Real estate activity and, in turn, the majority of the Company's revenues can be adversely affected during periods of high interest rates, limited money supply and/or declining real estate values.

*Escrow and trust deposits*

The Company administers escrow and trust deposits as a service to its customers. Escrow deposits totaled \$3.8 billion and \$5.1 billion at December 31, 2008 and 2007, respectively, of which \$1.04 billion and \$679.7 million were held at the Company's trust company and thrift company. The escrow deposits held at the Company's Trust Company and Thrift are included in the accompanying consolidated balance sheets, with \$909.3 million included in debt securities and \$135.2 million included in cash and cash equivalents at December 31, 2008 and \$679.7 million included in debt securities and \$143.5 million included in cash and cash equivalents at December 31, 2007, with offsetting liabilities included in demand deposits. The remaining escrow deposits were held at third-party financial institutions. Trust deposits totaled \$3.4 billion and \$3.7 billion at December 31, 2008 and 2007, respectively, and were held at the Company's federal savings bank. Escrow deposits held at

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third-party financial institutions and trust deposits are not considered assets of the Company and, therefore, are not included in the accompanying consolidated balance sheets. However, the Company could be held contingently liable for the disposition of these assets.

In conducting its operations, the Company often holds customers' assets in escrow, pending completion of real estate transactions. As a result of holding these customers' assets in escrow, the Company has ongoing programs for realizing economic benefits, including investment programs, borrowing agreements, and vendor services arrangements with various financial institutions. The effects of these programs are included in the consolidated financial statements as income or a reduction in expense, as appropriate, based on the nature of the arrangement and benefit earned.

**Table of Contents****THE FIRST AMERICAN CORPORATION****AND SUBSIDIARY COMPANIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)***Like-kind exchanges*

The Company facilitates tax-deferred property exchanges for customers pursuant to Section 1031 of the Internal Revenue Code and tax-deferred reverse exchanges pursuant to Revenue Procedure 2000-37. As a facilitator and intermediary, the Company holds the proceeds from sales transactions and takes temporary title to property identified by the customer to be acquired with such proceeds. Upon the completion of such exchange the identified property is transferred to the customer or, if the exchange does not take place, an amount equal to the sales proceeds or, in the case of a reverse exchange, title to the property held by the Company is transferred to the customer. Like-kind exchange funds held by the Company for the purpose of completing such transactions totaled \$0.6 billion and \$1.5 billion at December 31, 2008 and 2007, respectively. Due to the structure utilized to facilitate these transactions, the proceeds and property are not considered assets of the Company for accounting purposes and, therefore, are not included in the accompanying consolidated balance sheets. All such amounts are placed in bank deposits with FDIC insured institutions. The Company could be held contingently liable to the customer for the transfers of property, disbursements of proceeds and the return on the proceeds.

**Recent Accounting Pronouncements:**

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157 Fair Value Measurements ( SFAS 157 ). SFAS 157 defines fair value, establishes a framework for measuring fair value within generally accepted accounting principles ( GAAP ), and expands disclosure requirements regarding fair value measurements. Although SFAS 157 does not require any new fair value measurements, its application may, in certain instances, change current practice. Where applicable, SFAS 157 simplifies and codifies fair value related guidance previously issued within GAAP. The Company has adopted FASB Staff Position 157-2 Effective Date of FASB Statement No. 157 ( FSP 157-2 ), issued February 2008, and as a result the Company has applied the provisions of SFAS 157 that are applicable as of January 1, 2008, which had no effect on its consolidated financial statements. FSP 157-2 delays the effective date of FAS 157 for non-financial assets and non-financial liabilities until January 1, 2009. In October 2008, the FASB issued FSP No. 157-3, *Determining the Fair Value of a Financial Asset When the Market for That Asset is Not Active* ( FSP 157-3 ). FSP 157-3 clarifies the application of SFAS 157, which the Company adopted as of January 1, 2008, in cases where a market is not active. The Company has considered FSP 157-3 in its determination of estimated fair values as of December 31, 2008, and the impact was not material.

In February 2007, the FASB issued Statement of Financial Accounting Standards No. 159 The Fair Value Option for Financial Assets and Financial Liabilities ( SFAS 159 ). This statement permits companies to choose to measure many financial assets and liabilities at fair value. Unrealized gains and losses on items for which the fair value option has been elected are reported in earnings. The Company adopted SFAS 159 effective January 1, 2008. The Company did not apply SFAS 159 to any assets or liabilities and, therefore, the adoption has had no effect on its consolidated financial statements.

In December 2007, the FASB issued Statement of Financial Accounting Standards No. 141(R) Business Combinations ( SFAS 141(R) ). This Statement retains the fundamental requirements in Statement of Financial Accounting Standards No. 141 Business Combinations , that the acquisition method of accounting, previously known as the purchase method, be used for all business combinations and for an acquirer to be identified for each business combination. SFAS 141(R) establishes principles and requirements for how the acquirer recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, and any noncontrolling interest in the acquiree; recognizes and measures the goodwill acquired in the business combination or a gain from a bargain purchase; and determines what information to disclose to enable users of the financial statements to evaluate the nature and financial effects of the business combination. SFAS 141(R) requires contingent consideration to be recognized at its fair value on the acquisition date and, for certain arrangements, changes in fair value to be recognized in earnings until settled. SFAS 141(R) also requires acquisition-related transaction and restructuring costs to be expensed rather than treated as part of the cost of the acquisition. The provisions for SFAS 141(R) are effective for the Company beginning January 1, 2009. SFAS 141(R) will be applied prospectively and early adoption is prohibited. The Company does not believe the adoption of SFAS 141(R) will have a material impact on the consolidated financial statements.

In February 2009, the Financial Accounting Standards Board ( FASB ) voted to issue FASB Staff Position FAS 141(R)-a, Accounting for Assets Acquired and Liabilities Assumed in a Business Combination That Arise from Contingencies (the FSP ). The FASB voted to carry forward the

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requirements in Statement of Financial Accounting Standards No. FAS 141, Business Combinations ( SFAS 141 ), for acquired contingencies, which would require that such contingencies be recognized at fair value on

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**THE FIRST AMERICAN CORPORATION**

**AND SUBSIDIARY COMPANIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

the acquisition date if fair value can be reasonably estimated during the allocation period. Otherwise, companies would typically account for the acquired contingencies in accordance with Statement of Financial Accounting Standards No. 5, Accounting for Contingencies ( SFAS 5 ). As a result of the requirement to use the guidance in SFAS 141, the accounting for preacquisition contingencies may be an exception to the recognition and fair value measurement principles of SFAS 141(R). Additionally, the FASB voted to change the accounting for an acquiree's pre-existing contingent consideration arrangement that was assumed by the acquirer as part of the business combination. Such arrangements will now be accounted for as contingent consideration by the acquirer. The FSP will have the same effective date as SFAS 141(R), and will therefore be effective for all business combinations for which the acquisition date is on or after January 1, 2009. Early adoption is not permitted.

In December 2007, the FASB issued Statement of Financial Accounting Standards No. 160 Noncontrolling Interest in Consolidated Financial Statements an amendment of ARB No. 51 ( SFAS 160 ). SFAS 160 states that accounting and reporting for minority interests will be recharacterized as noncontrolling interests and classified as a component of equity. SFAS 160 also establishes reporting requirements that provide disclosures that identify and distinguish between the interests of the parent and the interests of the noncontrolling owners. SFAS 160 is effective for the Company beginning January 1, 2009, and early adoption is prohibited. SFAS 160 requires retroactive adoption of the presentation and disclosure requirements for existing minority interests. Retroactive application of the presentation and disclosure requirements has been provided herein. All other requirements of SFAS 160 will be applied prospectively. Except for the required presentation and disclosures, the adoption of SFAS 160 had no material impact on the Company's consolidated financial statements.

**NOTE 2. Statutory Restrictions on Investments and Stockholders' Equity:**

Investments carried at \$63.7 million were on deposit with state treasurers in accordance with statutory requirements for the protection of policyholders at December 31, 2008.

Pursuant to insurance and other regulations of the various states in which the Company's insurance subsidiaries operate, the amount of dividends, loans and advances available to the Company is limited, principally for the protection of policyholders. Under such statutory regulations, the maximum amount of dividends, loans and advances available to the Company from its insurance subsidiaries in 2009 is \$153.2 million.

The Company's title insurance subsidiary, First American Title Insurance Company, maintained statutory surplus of \$602.0 million and \$426.5 million as of December 31, 2008 and 2007, respectively. Statutory net loss for the year ended December 31, 2008 was \$89.4 million and statutory net income for the years ended December 31, 2007 and 2006, was \$12.1 million and \$187.7 million, respectively.



**Table of Contents****THE FIRST AMERICAN CORPORATION****AND SUBSIDIARY COMPANIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****NOTE 3. Debt and Equity Securities:**

The amortized cost and estimated fair value of investments in debt securities are as follows:

	Amortized cost	Gross unrealized gains      losses (in thousands)		Estimated fair value
December 31, 2008				
U.S. Treasury bonds	\$ 39,574	\$ 3,436	\$ (4)	\$ 43,006
Municipal bonds	80,136	1,610	(2,448)	79,298
Foreign bonds	97,371	3,300	(78)	100,593
Governmental agency bonds	128,403	3,448	(381)	131,470
Governmental agency mortgage-backed and asset-backed securities	1,196,381	9,233	(33,225)	1,172,389
Non-agency mortgage-backed and asset-backed securities	137,696		(52,188)	85,508
Corporate debt securities	114,208	1,643	(9,795)	106,056
	\$ 1,793,769	\$ 22,670	\$ (98,119)	\$ 1,718,320
December 31, 2007				
U.S. Treasury bonds	\$ 42,034	\$ 1,429	\$ (9)	\$ 43,454
Municipal bonds	90,033	1,405	(232)	91,206
Foreign bonds	110,738	269	(559)	110,448
Governmental agency bonds	132,051	933	(33)	132,951
Governmental agency mortgage-backed and asset-backed securities	708,042	1,356	(7,107)	702,291
Non-agency mortgage-backed and asset-backed securities	152,051	489	(2,574)	149,966
Corporate debt securities	136,376	3,111	(1,591)	137,896
	\$ 1,371,325	\$ 8,992	\$ (12,105)	\$ 1,368,212

The amortized cost and estimated fair value of debt securities at December 31, 2008, by contractual maturities, are as follows:

	Amortized cost	Estimated fair value
	(in thousands)	
Due in one year or less	\$ 71,031	\$ 71,464
Due after one year through five years	228,193	229,339
Due after five years through ten years	72,355	72,437
Due after ten years	88,113	87,183

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	459,692	460,423
Mortgage-backed and asset-backed securities	1,334,077	1,257,897
	\$ 1,793,769	\$ 1,718,320

**Table of Contents****THE FIRST AMERICAN CORPORATION****AND SUBSIDIARY COMPANIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The cost and estimated fair value of investments in equity securities are as follows:

	Cost	Gross unrealized		Estimated
		gains	losses	fair value
		(in thousands)		
<b>December 31, 2008</b>				
Preferred stocks	\$ 52,056	\$ 63	\$ (15,206)	\$ 36,913
Common stocks	147,663	1,092	(75,542)	73,213
	\$ 199,719	\$ 1,155	\$ (90,748)	\$ 110,126
<b>December 31, 2007</b>				
Preferred stocks	\$ 6,600	\$ 138	\$ (894)	\$ 5,844
Common stocks	78,172	66,917	(3,831)	141,258
	\$ 84,772	\$ 67,055	\$ (4,725)	\$ 147,102

The fair value of debt and equity securities was determined primarily using estimated market prices obtained from independent third party pricing services and quoted market prices. Sales of debt and equity securities resulted in realized gains of \$6.3 million, \$3.5 million and \$4.8 million and realized losses of \$5.8 million, \$1.2 million and \$2.7 million for the years ended December 31, 2008, 2007 and 2006, respectively. Included in the common stocks above is First Advantage's investment in DealerTrack Holdings, Inc. ( DealerTrack ). In October 2007, First Advantage sold 2,875,000 shares of DealerTrack common stock. The sale resulted in a gain, before income taxes, of approximately, \$97.4 million. After the sale, First Advantage owns approximately 2,553,000 shares of DealerTrack common stock, which is approximately 6% of the outstanding shares. As a result, the Company discontinued using the equity method of accounting for its remaining investment in DealerTrack and the investment is classified as marketable equity securities on the consolidated balance sheets at December 31, 2008 and 2007. The investment had an unrealized loss of \$55.1 million and unrealized gain of \$58.2 million for the years ended December 31, 2008 and 2007, respectively.

**Table of Contents****THE FIRST AMERICAN CORPORATION****AND SUBSIDIARY COMPANIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The Company had the following gross unrealized losses as of December 31, 2008 and December 31, 2007:

	12 months or less		12 months or longer		Total	
	Fair value	Unrealized losses	Fair value	Unrealized losses	Fair value	Unrealized losses
	(in thousands)					
<b>December 31, 2008</b>						
Debt securities						
U.S. Treasury bonds	\$ 246	\$ (4)	\$	\$	\$ 246	\$ (4)
Municipal bonds	1,149	(8)	20,550	(2,440)	21,699	(2,448)
Foreign bonds	2,798	(1)	6,329	(77)	9,127	(78)
Governmental agency bonds	13,099	(75)	296	(306)	13,395	(381)
Governmental agency mortgage-backed and asset-backed securities	361,154	(10,854)	399,210	(22,371)	760,364	(33,225)
Non-agency mortgage-backed and asset-backed securities	29,263	(19,800)	56,246	(32,388)	85,509	(52,188)
Corporate debt securities	13,568	(1,029)	61,078	(8,766)	74,646	(9,795)
Total debt securities	421,277	(31,771)	543,709	(66,348)	964,986	(98,119)
Equity securities	68,280	(71,359)	23,096	(19,389)	91,376	(90,748)
Total	\$ 489,557	\$ (103,130)	\$ 566,805	\$ (85,737)	\$ 1,056,362	\$ (188,867)
<b>December 31, 2007</b>						
Debt securities						
U.S. Treasury bonds	\$	\$	\$ 2,326	\$ (9)	\$ 2,326	\$ (9)
Municipal bonds	250	(1)	14,719	(231)	14,969	(232)
Foreign bonds	19,220	(73)	49,805	(486)	69,025	(559)
Governmental agency bonds	1,118	(3)	10,601	(30)	11,719	(33)
Governmental agency mortgage-backed and asset-backed securities	12,173	(451)	538,101	(6,656)	550,274	(7,107)
Non-agency mortgage-backed and asset-backed securities			99,037	(2,574)	99,037	(2,574)
Corporate debt securities	14,457	(317)	65,676	(1,274)	80,133	(1,591)
Total debt securities	47,218	(845)	780,265	(11,260)	827,483	(12,105)
Equity securities	4,673	(862)	22,301	(3,863)	26,974	(4,725)
Total	\$ 51,891	\$ (1,707)	\$ 802,566	\$ (15,123)	\$ 854,457	\$ (16,830)

The current disruptions in the capital and credit markets have resulted in extreme volatility and disruption to the financial markets. Several factors are contributing to the decrease in fair values of the investment portfolio as of December 31, 2008 including the tightening of credit markets, significant failures of large financial institutions, uncertainty regarding the effectiveness of governmental solutions, as well as the current recession. It is possible that the Company could recognize impairment losses on some securities it owns at December 31, 2008 if future events, information and the passage of time cause the Company to determine that a decline in value is other-than temporary.

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The Company recognized a \$34.8 million pre-tax impairment charge in the third quarter of 2008 related to its investments in perpetual preferred securities issued by Federal National Mortgage Association ( Fannie Mae ) and the Federal Home Loan Mortgage Corporation ( Freddie Mac ). The impairment was due to actions taken by the United States government with respect to Fannie Mae and Freddie Mac.

**Table of Contents****THE FIRST AMERICAN CORPORATION****AND SUBSIDIARY COMPANIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following table presents the Company's available-for-sale investments measured at fair value on a recurring basis as of December 31, 2008, classified using the SFAS 157 valuation hierarchy:

	Carrying Balance as of December 31, 2008	Level 1 (in thousands)	Level 2
<b>Debt securities</b>			
U.S. Treasury bonds	\$ 43,006	\$	\$ 43,006
Municipal bonds	79,298		79,298
Foreign bonds	100,593		100,593
Governmental agency bonds	131,470		131,470
Governmental agency mortgage-backed and asset-backed securities	1,172,389		1,172,389
Non-agency mortgage-backed and asset-backed securities	85,508		85,508
Corporate debt securities	106,056		106,056
	1,718,320		1,718,320
<b>Equity securities</b>			
Preferred stocks	36,913	36,913	
Common stocks	73,213	73,213	
	110,126	110,126	
	\$ 1,828,446	\$ 110,126	\$ 1,718,320

The Company had no securities at January 1, 2008 or December 31, 2008 that were valued at Level 3 of the valuation hierarchy.

**NOTE 4. Loans Receivable:**

Loans receivable are summarized as follows:

	December 31	
	2008	2007
	(in thousands)	
Real estate mortgage	\$ 153,853	\$ 119,036
Other	69	51
	153,922	119,087
Allowance for loan losses	(1,600)	(1,488)
Participations sold	(799)	(828)
Deferred loan fees, net	169	(20)

\$ 151,692      \$ 116,751

Real estate loans are collateralized by properties located primarily in Southern California. The average yield on the Company's loan portfolio was 7.08% and 7.58% for the years ended December 31, 2008 and 2007, respectively. Average yields are affected by prepayment penalties recorded as income, prepayment speeds, loan fees amortized to income and the market interest rates.

The allowance for loan losses is maintained at a level that is considered appropriate by management to provide for known risks in the portfolio.

**Table of Contents****THE FIRST AMERICAN CORPORATION****AND SUBSIDIARY COMPANIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The aggregate annual maturities for loans receivable are as follows:

<b>Year</b>	<b>(in thousands)</b>
2009	\$ 327
2010	25
2011	3,304
2012	3,782
2013	2,599
2014 and thereafter	143,885
	<b>\$ 153,922</b>

**NOTE 5. Property and Equipment:**

Property and equipment consists of the following:

	<b>December 31</b>	
	<b>2008</b>	<b>2007</b>
	<b>(in thousands)</b>	
Land	\$ 40,457	\$ 39,595
Buildings	267,838	287,011
Furniture and equipment	498,275	484,982
Capitalized software	744,652	693,957
Property under capital leases, net of deferred gain		74,190
	1,551,222	1,579,735
Accumulated depreciation and amortization	(885,917)	(824,300)
	<b>\$ 665,305</b>	<b>\$ 755,435</b>

In December 2004, the Company entered into a sale-leaseback transaction for certain equipment and capitalized software. This transaction, which totaled \$122.0 million, was accounted for as a capital lease and as of December 31, 2007, equipment and capitalized software with a net book value of \$18.4 million and \$13.3 million, respectively, including accumulated depreciation of \$30.5 million and \$12.0 million, respectively, and the related obligation were included in the accompanying consolidated balance sheets. The sale-leaseback expired in 2008.

**NOTE 6. Goodwill:**

A reconciliation of the changes in the carrying amount of net goodwill, by operating segment, as of December 31, 2008 and 2007, is as follows:

**Dispositions      Impairment**



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	Balance as of January 1, 2008	Acquired during the year	(in thousands)			Other/ post acquisition adjustments	Balance as of December 31, 2008
<b>Financial Services:</b>							
Title Insurance	\$ 716,976	\$ 9,877	\$ (6,025)	\$	\$ (28,442)	\$	\$ 692,386
Specialty Insurance	39,959	4,531					44,490
<b>Information Solutions:</b>							
Information and Outsourcing Solutions	650,967				(1,362)		649,605
Data and Analytic Solutions	446,969	14,566			(2,091)		459,444
Risk Mitigation and Business Solutions	712,469	21,823		(19,734)	34,255		748,813
	\$ 2,567,340	\$ 50,797	\$ (6,025)	\$ (19,734)	\$ 2,360		\$ 2,594,738

**Table of Contents****THE FIRST AMERICAN CORPORATION****AND SUBSIDIARY COMPANIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

	Balance as of January 1, 2007	Acquired during the year	Dispositions	Impairment (in thousands)	Other/ Post acquisition adjustments	Balance as of December 31, 2007
<b>Financial Services:</b>						
Title Insurance	\$ 682,306	\$ 32,080	\$	\$	\$ 2,590	\$ 716,976
Specialty Insurance	19,794	20,165				39,959
<b>Information Solutions:</b>						
Information and Outsourcing Solutions	634,380	5,061		(6,925)	18,451	650,967
Data and Analytic Solutions	304,590	198,466	(28,260)		(27,827)	446,969
Risk Mitigation and Business Solutions	666,314	19,668			26,487	712,469
	\$ 2,307,384	\$ 275,440	\$ (28,260)	\$ (6,925)	\$ 19,701	\$ 2,567,340

The Company's reporting units, for purposes of applying the provisions of SFAS No. 142, Goodwill and Other Intangible Assets (SFAS 142), are title insurance, home warranty, property and casualty insurance, trust and other services, data and analytic solutions, information and outsourcing solutions, lender services, data services, dealer services, employer services, multifamily services and investigative and litigation support services.

Recent market conditions and economic events have had an overall negative impact on the Company's operations and related financial results. In accordance with SFAS 142 and consistent with prior years, the Company's policy is to perform an annual goodwill impairment test for each reporting unit in the fourth quarter. Impairment analyses were not performed at any other time in the year as no triggering events requiring such an analysis occurred.

The Company's 2008 evaluation resulted in an impairment loss of \$19.7 million in the data services reporting unit in the fourth quarter based primarily upon diminished earnings and cash flow expectations for the lead generation business and lower residual valuation multiples existing in the present market conditions. Due to significant volatility in the current markets, the Company's operations may be negatively impacted in the future to the extent that exposure to impairment losses may be increased. The 2008 evaluation did not indicate impairment in any other reporting units.

The disposition of \$28.3 million during the twelve months ended December 31, 2007 relates to the contribution of a consolidated subsidiary, including the goodwill, to a newly formed unconsolidated joint venture. The Company terminated the majority of its mortgage fulfillment operations and recognized an impairment of goodwill for \$6.9 million during the twelve months ended December 31, 2007.

**NOTE 7. Other Intangible Assets:**

Other intangible assets consist of the following:

	December 31	
	2008	2007
	(in thousands)	
Covenants not to compete	\$ 59,884	\$ 66,254
Customer lists	359,805	363,934
Trademarks and licenses	61,679	58,054

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	481,368	488,242
Accumulated amortization	(182,957)	(142,035)
	\$ 298,411	\$ 346,207

Amortization expense for other finite-lived intangible assets was \$51.9 million, \$51.1 million and \$42.2 million for the years ended December 31, 2008, 2007 and 2006, respectively.

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## THE FIRST AMERICAN CORPORATION

## AND SUBSIDIARY COMPANIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Estimated amortization expense for other finite-lived intangible assets anticipated for the next five years is as follows:

Year	(in thousands)
2009	\$ 46,876
2010	\$ 42,911
2011	\$ 38,888
2012	\$ 35,410
2013	\$ 33,701

**NOTE 8. Demand Deposits:**

Escrow, passbook and investment certificate accounts are summarized as follows:

	December 31	
	2008	2007
	(in thousands, except percentages)	
Escrow accounts:		
Interest bearing	\$ 732,648	\$ 234,708
Non-interest bearing	311,880	445,026
	1,044,528	679,734
Passbook accounts	217,356	20,100
Certificate accounts:		
Less than one year	22,479	26,288
One to five years	13,858	17,563
	36,337	43,851
	\$ 1,298,221	\$ 743,685
Annualized interest rates:		
Escrow deposits	1.37%	3.48%
Passbook accounts	1.13%	4.00%
Certificate accounts	4.36%	5.11%



**Table of Contents****THE FIRST AMERICAN CORPORATION****AND SUBSIDIARY COMPANIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****NOTE 9. Reserve for Known and Incurred But Not Reported Claims:**

Activity in the reserve for known and incurred but not reported claims is summarized as follows:

	2008	December 31 2007 (in thousands)	2006
Balance at beginning of year	\$ 1,357,632	\$ 936,989	\$ 671,054
Provision related to:			
Current year	455,794	527,566	449,102
Prior years	77,530	366,379	207,845
	533,324	893,945	656,947
Payments related to:			
Current year	200,840	195,367	194,340
Prior years	301,258	292,298	196,446
	502,098	487,665	390,786
Other	(33,466)	14,363	(226)
Balance at end of year	\$ 1,355,392	\$ 1,357,632	\$ 936,989

Other primarily represents reclassifications to the reserve for assets acquired in connection with claim settlements and purchase accounting adjustments related to company acquisitions and foreign currency gains/losses. Claims activity associated with reinsurance is not material and, therefore, not presented separately. Current year payments include \$191.3 million, \$186.5 million and \$174.0 million in 2008, 2007 and 2006, respectively, that relate to the Company's non-title insurance operations.

The provision for title insurance losses, expressed as a percentage of title insurance operating revenues, was 8.6% in 2008, 13.1% in 2007 and 8.1% in 2006. During the fourth quarter 2008, the Company recorded \$78.0 million in title insurance reserve strengthening adjustments. The adjustments reflect changes in estimates for ultimate losses expected, primarily from policy years 2006 and 2007. The changes in estimates resulted primarily from higher than expected claims emergence, in both frequency and aggregate amounts, experienced during 2008, particularly for policy year 2007. There were many factors that impacted the claims emergence, including but not limited to: decreases in real estate prices during 2008; increases in defaults and foreclosures during 2008; and higher than expected claims emergence from lenders policies. Some of the additional emergence is believed to be from a change in the mix of claims toward faster-emerging claim types, shifting the aggregate development pattern toward greater emergence in the early years of development.

The current economic environment appears to have more potential for volatility than usual over the short term, particularly in regard to real estate prices and mortgage defaults, which directly affect title claims. Relevant contributing factors include general economic instability and government actions that may mitigate or exacerbate recent trends. Other factors, including factors not yet identified, may also influence claims development. This environment results in increased potential for actual claims experience to vary significantly from projections, in either direction, which would directly affect the claims provision. If actual claims vary significantly from expected, reserves may need to be adjusted to reflect updated estimates of future claims.

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The volume and timing of title insurance claims are subject to cyclical influences from real estate and mortgage markets. Title policies issued to lenders are a large portion of the Company's title insurance volume. These policies insure lenders against losses on mortgage loans due to title defects in the collateral property. Even if an underlying title defect exists that could result in a claim, often the lender must realize an actual loss, or at least be likely to realize an actual loss, for title insurance liability to exist. As a result, title insurance claims exposure is sensitive to lenders losses on mortgage loans, and is affected in turn by external factors that affect mortgage loan losses.

**Table of Contents****THE FIRST AMERICAN CORPORATION****AND SUBSIDIARY COMPANIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

A general decline in real estate prices can expose lenders to greater risk of losses on mortgage loans, as loan-to-value ratios increase and defaults and foreclosures increase. This environment increases the potential for claims on lenders title policies. Title insurance claims exposure for a given policy year is also affected by the quality of mortgage loan underwriting during the corresponding origination year. Management believes that sensitivity of claims to external conditions in real estate and mortgage markets is an inherent feature of title insurance's business economics that applies broadly to the title insurance industry. Lenders have been experiencing higher losses on mortgage loans from prior years, including loans that were originated during the past several years. These losses have led to higher title insurance claims on lenders policies, and also have accelerated the reporting of claims that would have been realized later under more normal conditions.

Loss ratios (projected to ultimate value) for policy years 1991-2004 are all below 6.0% and average 4.8%. By contrast, loss ratios for policy years 2005-2007 range from 7.5% to 7.7%. The major causes of the higher loss ratios for those three policy years are believed to be confined mostly to that period. These causes included: rapidly increasing residential real estate prices which led to an increase in the incidences of fraud, lower mortgage loan underwriting standards and a higher concentration than usual of subprime mortgage loan originations.

The projected ultimate loss ratio for policy year 2008 is 6.6%, which is lower than the ratios for 2005 through 2007. This is based in part on an assumption that more favorable underwriting conditions existed in 2008 than in 2005-2007, including tighter loan underwriting standards and lower housing prices.

During the latter part of 2007 and 2008, mortgage loan underwriting standards became more stringent and housing price levels decreased. These increased standards would be expected to reduce the claims risk for title insurance policies issued later in 2007 and in 2008. While the second half of policy year 2007 initially showed signs of more favorable claims experience, development during calendar year 2008 for policy year 2007 was greater than expected. Higher-than-expected development on lenders policies surpassed favorable experience on owners policies. This is believed to be due to severe declines in real estate prices during 2008 in combination with high foreclosure rates, which are conditions that generally increase the frequency and severity of title claims on lenders policies for recent policy years. In early 2008, the current credit environment was tighter than in 2007, resulting in higher quality mortgage loans underlying current title policies and a lower proportion of subprime loans. Lower residential real estate prices also reduce potential risk exposure on policies being issued currently. For these reasons management expects the trend of declining policy year loss ratios to continue with the 2008 policy year.

The rate for 2007 included \$365.9 million in reserve strengthening adjustments, which reflected changes in estimates for ultimate losses expected, primarily from policy years 2004 through 2006. The changes in estimates resulted primarily from higher than expected claims emergence, in both frequency and aggregate amounts, experienced during 2007. There were many factors that impacted the claims emergence, including but not limited to: decreases in real estate prices during 2007; increases in defaults and foreclosures during 2007; a large single fraud loss from a closing protection letter claim involving multiple properties; higher-than-expected claims emergence for business from a large agent; and higher-than-expected claims emergence from a recently-acquired underwriter.

In October 2007, parts of Southern California were impacted by wildfires that damaged a significant number of properties in the region. The Company's specialty insurance segment has homeowners' policies that cover homes in the affected areas of Southern California. Under the terms of reinsurance agreements in effect, the Company's exposure related to the wildfires was \$6.5 million.

A summary of the Company's loss reserves, broken down into its components of known title claims, incurred but not reported claims and non-title claims, follows:

(in thousands except percentages)	December 31, 2008		December 31, 2007	
Known title claims	\$ 234,311	17.3%	\$ 188,210	13.9%
IBNR	1,035,779	76.4%	1,096,230	80.7%



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Total title claims	1,270,090	93.7%	1,284,440	94.6%
Non-title claims	85,302	6.3%	73,192	5.4%
Total loss reserves	\$ 1,355,392	100.0%	\$ 1,357,632	100.0%

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**THE FIRST AMERICAN CORPORATION**  
**AND SUBSIDIARY COMPANIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**NOTE 10. Notes and Contracts Payable:**

	<b>December 31</b>	
	<b>2008</b>	<b>2007</b>
	<b>(in thousands)</b>	
5.7% senior debentures, due August 2014	\$ 149,766	\$ 149,724
7.55% senior debentures, due April 2028	99,644	99,626
Line of credit borrowings due July 2012, weighted average interest rate of 4.06%	340,000	200,000
2.08% First Advantage line of credit, due September 2010	15,000	
Trust deed notes with maturities through 2032, collateralized by land and buildings with a net book value of \$40,793, weighted-average interest rate of 5.2%	52,081	55,789
Other notes and contracts payable with maturities through 2017, weighted-average interest rate of 6.0%	211,784	350,004
5.68% capital lease obligation, due in 2008		50,903
	\$ 868,274	\$ 906,046

In November 2005, the Company amended its \$500.0 million credit agreement that was originally entered into in August 2004. The November 2005 amendment extended the expiration date to November 2010 and permitted the Company to increase the credit amount to \$750.0 million under certain circumstances. In July 2007, the credit agreement was further amended to extend the expiration date to July 2012. Under the credit agreement the Company is required to maintain certain minimum levels of capital and earnings and meet predetermined debt-to-capitalization ratios. The line of credit had a balance due of \$340.0 million at December 31, 2008. At December 31, 2008, the Company is in compliance with the debt covenants under the amended and restated credit agreement. The Company's publicly-traded subsidiary, First Advantage has one bank credit agreement. This agreement provides for a \$225.0 million revolving line of credit and is collateralized by the stock and accounts receivable of First Advantage's subsidiaries. The line of credit remains in effect until September 2010 and had a balance outstanding at December 31, 2008 of \$15.0 million. Under the terms of the credit agreement, First Advantage is required to satisfy certain financial requirements. At December 31, 2008 and 2007, First Advantage was in compliance with the financial covenants of its loan agreement except for the consolidated to fixed charge coverage ratio for the quarter ended December 31, 2008. Compliance with this covenant was waived by the required lenders for the quarter ended December 31, 2008.

In December 2007, First American CoreLogic entered into a secured financing arrangement with Banc of America Leasing & Capital, LLC. The initial borrowing under the arrangement in 2007 was \$50 million and the balance outstanding at December 31, 2008 totaled \$83.1 million. Borrowings under the arrangement are secured by the capitalized software and data of First American CoreLogic and are guaranteed by FARES.

On February 2, 2007, the Company's joint venture with Experian, FARES, entered into a Credit Agreement with Wells Fargo Bank, whereby FARES borrowed \$100.0 million for the purpose of consummating a business merger. This loan was subsequently repaid in full in 2007. The Company guaranteed repayment of the loan pursuant to a Continuing Guaranty, dated as of February 2, 2007, between the Company and Wells Fargo Bank, NA. The business merger involved the Company's First American Real Estate Solutions ( FARES ) division, a part of its FARES subsidiary, and Sacramento, Calif.-based CoreLogic Systems, Inc., a leading provider of mortgage risk assessment and fraud prevention solutions. The merger resulted in a new, combined company, majority owned by FARES. FARES owns approximately 82 percent of the economic interests of the combined company through the ownership of high vote Class B shares. CoreLogic's stockholders own approximately 18 percent of the economic interests of the combined company through the ownership of Class A shares. In addition to the Class A shares, CoreLogic's stockholders received cash consideration of \$100.0 million. To finance the cash consideration, FARES made a loan of \$100.0 million to the combined company. Fifty million dollars of the loan from FARES to the combined entity was repaid in 2007 and the remainder in 2008.

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In December 2004, the Company entered into a sale-leaseback transaction for certain equipment and capitalized software. The transaction totaled \$122.0 million and was accounted for as a capital lease. The capital lease bore interest at a rate of 5.68%. The assets and related obligation have been included in the accompanying consolidated financial statements. The Company paid off the capital lease in 2008.

**Table of Contents****THE FIRST AMERICAN CORPORATION****AND SUBSIDIARY COMPANIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

In July 2004, the Company sold unsecured debt securities in the aggregate principal amount of \$150.0 million. These securities, which bear interest at a fixed rate of 5.7%, are due August 2014.

In April 1998, the Company issued and sold \$100.0 million of 7.55% senior debentures, due April 2028. The 30-year bonds were issued at 99.456% of the principal amount.

The weighted-average interest rate for the Company's notes and contracts payable was 5.3% and 6.0% at December 31, 2008 and 2007, respectively.

The aggregate annual maturities for notes and contracts payable in each of the five years after December 31, 2008, are as follows:

Year	Notes payable (in thousands)
2009	\$ 88,838
2010	\$ 75,169
2011	\$ 40,187
2012	\$ 369,872
2013	\$ 5,607

**NOTE 11. Deferrable Interest Subordinated Notes:**

On April 22, 1997, the Company issued and sold \$100.0 million of 8.5% trust preferred securities, due in 2012, through its wholly owned subsidiary, First American Capital Trust. In connection with the subsidiary's issuance of the preferred securities, the Company issued to the subsidiary trust 8.5% subordinated interest notes due in 2012. The sole assets of the subsidiary are and will be the subordinated interest notes. The Company's obligations under the subordinated interest notes and related agreements, taken together, constitute a full and unconditional guarantee by the Company of the subsidiary's obligations under the preferred securities. Distributions on the securities are included as interest expense in the Company's consolidated income statements.

**NOTE 12. Investment and Other Income:**

The components of investment and other income are as follows:

	Year ended December 31,		
	2008	2007	2006
	(in thousands)		
Interest:			
Cash equivalents and deposits with savings and loan associations and banks	\$ 54,193	\$ 109,632	\$ 67,893
Debt securities	57,516	67,976	52,202
Other long-term investments	22,456	53,184	48,422
Loans receivable	9,055	8,556	7,650
Dividends on marketable equity securities	5,405	6,770	5,740
Equity in earnings of unconsolidated affiliates	44,762	47,708	44,534
Trust and banking activities	23,032	13,870	17,696

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Other	15,862	12,374	23,457
	\$ 232,281	\$ 320,070	\$ 267,594

**Table of Contents****THE FIRST AMERICAN CORPORATION****AND SUBSIDIARY COMPANIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****NOTE 13. Income Taxes:**

For the years 2008, 2007 and 2006, domestic and foreign pretax (loss) income from continuing operations was \$(30.9) million and \$20.4 million, \$(27.1) million and \$67.6 million and \$457.7 million and \$50.1 million, respectively.

Income taxes are summarized as follows:

	2008	2007 (in thousands)	2006
<b>Current:</b>			
Federal	\$ 26,039	\$ 89,327	\$ 211,694
State	18,841	12,658	21,981
Foreign	12,687	22,551	17,864
	57,567	124,536	251,539
<b>Deferred:</b>			
Federal	(36,793)	(86,189)	(44,694)
State	2,377	6,780	15,055
Foreign	(7,305)	(1,438)	(1,800)
	(41,721)	(80,847)	(31,439)
	\$ 15,846	\$ 43,689	\$ 220,100

Income taxes differ from the amounts computed by applying the federal income tax rate of 35.0%. A reconciliation of this difference is as follows:

	2008	2007 (in thousands)	2006
Taxes calculated at federal rate	\$ (3,666)	\$ 14,200	\$ 177,722
State taxes, net of federal benefit	13,792	12,635	24,074
Change in FIN 48	(9,961)	8,892	
Goodwill impairment	6,778		
Tax effect of noncontrolling interests	5,694	15,792	8,952
Dividends received deduction	(1,846)	(1,288)	(834)
Exclusion of certain meals and entertainment expenses	4,494	5,981	7,435
Foreign taxes (less than) in excess of federal rate	(450)	(2,077)	(3,888)
Other items, net	1,011	(10,446)	6,639
	\$ 15,846	\$ 43,689	\$ 220,100

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The Company's effective income tax rate (income tax expense as a percentage of income before income taxes), was 35.8% for 2008, 28.7% for 2007 and 36.9% for 2006. The effective income tax rate includes a provision for state income and franchise taxes for noninsurance subsidiaries. The absolute differences in the effective tax rates for 2008 and 2007 were primarily due to changes in the ratio of permanent differences to income before income taxes, reserve adjustments recorded in 2008 and 2007, for which corresponding tax benefits were recognized, as well as changes in state income and franchise taxes resulting from fluctuations in the Company's noninsurance subsidiaries' contribution to pretax profits. In addition, certain interest and penalties relating to FIN 48 liabilities were released during the year based on changes in facts and circumstances associated with the related tax uncertainty. The change in the FIN 48 liability for income taxes associated with uncertain tax positions in 2008, primarily relates to a foreign transfer pricing matter impacted by recent administrative and judicial developments. The Company continues to monitor the realizability of recognized, impairment and unrecognized losses recorded through December 31, 2008. The Company believes it is more likely than not that the tax benefits associated with those losses will be realized. However, this determination is a judgment and could be impacted by further market fluctuations. A large portion of the Company's income attributed to noncontrolling interests is related to a limited liability company subsidiary, which for tax purposes, is treated as a partnership. Accordingly, no income taxes have been provided for that portion of the income attributable to noncontrolling interests.

**Table of Contents****THE FIRST AMERICAN CORPORATION****AND SUBSIDIARY COMPANIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The primary components of temporary differences that give rise to the Company's net deferred tax assets are as follows:

	<b>December 31</b>	
	<b>2008</b>	<b>2007</b>
	<b>(in thousands)</b>	
<b>Deferred tax assets:</b>		
Deferred revenue	\$ 117,440	\$ 108,632
Employee benefits	99,780	92,294
Bad debt reserves	26,796	20,705
Loss reserves	77,618	96,988
Claims and related salvage	49,414	58,201
Pension	105,269	74,897
Loss on investments	48,380	
Capital loss carryforward	27,143	
Net operating loss carryforward	39,679	29,156
Other	25,748	21,296
	617,267	502,169
<b>Deferred tax liabilities:</b>		
Depreciable and amortizable assets	384,185	369,796
Investment in affiliates	36,890	60,349
Other	17,804	28,965
	438,879	459,110
Net deferred tax asset before valuation allowance	178,388	43,059
Valuation allowance	(28,915)	(19,785)
Net deferred tax asset	\$ 149,473	\$ 23,274

The exercise of stock options represents a tax benefit and has been reflected as a reduction of taxes payable and an increase to the additional paid-in capital account. The benefits recorded were \$0.0 million, \$10.6 million and \$1.1 million for the years ended December 31, 2008, 2007 and 2006, respectively.

At December 31, 2008, the Company had available federal, state and foreign net operating-loss carryforwards totaling, in aggregate, approximately \$213.8 million for income tax purposes, of which \$28.7 million has an indefinite expiration. The remaining \$185.1 million begins to expire at various times beginning in 2009.

The Company has a capital loss carryforward of \$77.8 million that expires in 2013. In addition, the Company has impairment and unrealized losses of \$140.2 million which includes \$72.1 million of unrealized losses related to debt securities that the Company has the ability and intent to hold to recovery. The Company continues to monitor the realizability of these losses and believes it is more likely than not that the tax benefits associated with these losses will be realized. In making that determination we have identified certain prudent and feasible tax planning strategies, including the sale of certain non-core businesses and assets that we will implement unless the need to do so is eliminated in the future.



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However, this determination is a judgment and could be impacted by further market fluctuations.

The valuation allowance relates to deferred tax assets for federal and state net operating-loss carryforwards relating to acquisitions consummated by First Advantage, foreign operations of the Company and foreign tax credits. Utilization of the pre-acquisition net operating losses is subject to limitations by the Internal Revenue Code and State jurisdictions. The Company evaluates the realizability of its deferred tax assets by assessing the valuation allowance and by adjusting the amount of such allowance, if necessary. The factors used to assess the likelihood of realization are the Company's forecast of future taxable income and available tax planning strategies that could be implemented to realize the net deferred tax assets. Failure to achieve the forecasted taxable income in the applicable taxing jurisdictions could affect the ultimate realization of deferred tax assets and could result in an increase in the Company's effective tax rate on future earnings. The increase in the valuation allowance primarily results from current year losses from foreign subsidiaries and foreign tax credits generated in prior years.

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As of December 31, 2008, United States taxes were not provided for on the earnings of the Company's foreign subsidiaries, as the Company has invested or expects to invest the undistributed earnings indefinitely. If in the future these earnings are repatriated to the United States, or if the Company determines that the earnings will be remitted in the foreseeable future, additional tax provisions may be required. It is not practical to calculate the deferred taxes associated with these earnings; however foreign tax credits may be available to reduce federal income taxes in the event of distribution.

As of December 31, 2008, the liability for income taxes associated with uncertain tax positions was \$28.2 million. This liability can be reduced by \$3.8 million of offsetting tax benefits associated with the correlative effects of potential adjustments including state income taxes and timing adjustments. The net amount of \$24.4 million, if recognized, would favorably affect the Company's effective tax rate.

A reconciliation of the beginning and ending amount of unrecognized tax benefits for the years ended December 31, 2008 and 2007 is as follows:

	2008	2007
	(in thousands)	
Unrecognized tax benefits opening balance	\$ 33,900	\$ 95,700
Gross increases tax positions in prior period	200	
Gross decreases tax positions in prior period	(5,100)	(65,500)
Gross increases current period tax positions	3,900	8,100
Expiration of the statute of limitations for the assessment of taxes	(4,700)	(4,400)
Unrecognized tax benefits ending balance	\$ 28,200	\$ 33,900

The majority of the net change in the unrecognized tax benefits related to prior periods resulted from the Company's successful resolution of the tax treatment of certain temporary differences.

The Company's continuing practice is to recognize interest and penalties, if any, related to uncertain tax positions in tax expense. As of December 31, 2008 and 2007, the Company had accrued \$4.6 million and \$9.6 million of interest and penalties (net of tax benefits of \$1.6 million and \$1.4 million) related to uncertain tax positions.

The Company or one of its subsidiaries files income tax returns in the U.S. federal jurisdiction, various state jurisdictions and various non-U.S. jurisdictions. The primary non-federal jurisdictions are California, Florida, New York, Texas and Canada. The Company is no longer subject to U.S. federal, state and non-U.S. income tax examinations by taxing authorities for years prior to 2005.

It is reasonably possible that the amount of the unrecognized benefit with respect to certain of the Company's unrecognized tax positions may significantly increase or decrease within the next 12 months. These changes may be the result of items such as ongoing audits, competent authority proceedings related to transfer pricing or the expiration of federal and state statute of limitations for the assessment of taxes. The Company estimates that decreases in unrecognized tax benefits within the next 12 months will total approximately \$8 million.

The Company records a liability for potential tax assessments based on its estimate of the potential exposure. New tax laws and new interpretations of laws and rulings by tax authorities may affect the liability for potential tax assessments. Due to the subjectivity and complex nature of the underlying issues, actual payments or assessments may differ from estimates. To the extent the Company's estimates differ from actual payments or assessments, income tax expense is adjusted. The Company's income tax returns in several jurisdictions are being examined by various tax authorities. Management believes that adequate amounts of tax and related interest, if any, have been provided for any adjustments that may result from these examinations.



Table of Contents**THE FIRST AMERICAN CORPORATION****AND SUBSIDIARY COMPANIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****NOTE 14. Earnings (Loss) Per Share:**

The Company's potential dilutive securities are stock options, RSUs and convertible debt. Stock options and RSUs are reflected in diluted earnings (loss) per share by application of the treasury-stock method and convertible debt is reflected in diluted earnings per share by application of the if-converted method. A reconciliation of net (loss) income and weighted-average shares outstanding is as follows:

	2008	2007	2006
	(in thousands, except per share data)		
Numerator for basic net (loss) income per share:			
Net (loss) income attributable to The First American Corporation	\$ (26,320)	\$ (3,119)	\$ 287,676
Effect of dilutive securities:			
Convertible debt interest expense (net of tax)			633
Subsidiary potential dilutive shares			(545)
Numerator for diluted net (loss) income per share	\$ (26,320)	\$ (3,119)	\$ 287,764
Denominator for basic net (loss) income per share:			
Weighted-average shares	92,516	94,649	96,206
Effect of dilutive securities:			
Employee stock options and restricted stock units			1,935
Convertible debt			512
Denominator for diluted net (loss) income per share	92,516	94,649	98,653
Net (loss) income per share:			
Basic	\$ (0.28)	\$ (0.03)	\$ 2.99
Diluted	\$ (0.28)	\$ (0.03)	\$ 2.92

For the years ended December 31, 2008 and December 31, 2007, 4.0 million and 4.5 million potential dilutive shares of common stock (representing all potential dilutive shares), respectively, were excluded due to the net loss for the period. For the year ended December 31, 2006, 0.9 million options were excluded from the weighted-average diluted common shares outstanding due to their antidilutive effect.

**NOTE 15. Employee Benefit Plans:**

The Company has benefit plans covering substantially all employees, including a 401(k) savings plan (the Savings Plan), an employee stock purchase plan and a defined benefit pension plan.

The Savings Plan allows for employee-elective contributions up to the maximum deductible amount as determined by the Internal Revenue Code. The Company makes discretionary contributions to the Savings Plan based on profitability, as well as contributions of the participants. There was no expense for the year ended December 31, 2008 related to the Company's Savings Plan as a result of the determination that the Company did not meet the requirement for a profit driven 401(k) match. The Company's expense related to the Savings Plan amounted to \$34.0 million and \$35.9 million for the years ended December 31, 2007 and 2006, respectively. The Savings Plan allows the participants to purchase the Company's stock as one of the investment options, subject to certain limitations. The Savings Plan held 7,312,000 and 8,438,000 shares of the

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Company's common stock, representing 7.9% and 9.2% of the total shares outstanding at December 31, 2008 and 2007, respectively.

The employee stock purchase plan allows eligible employees to purchase common stock of the Company at 85.0% of the closing price on the last day of each month. There were 251,000, 235,000 and 161,000 shares issued in connection with the plan for the years ending December 31, 2008, 2007 and 2006, respectively. At December 31, 2008, there were 1,254,000 shares reserved for future issuances.

The Company's defined benefit pension plan is a noncontributory, qualified, defined benefit plan with benefits based on the employee's years of service. The Company's policy is to fund all accrued pension costs. Contributions are intended to provide not only for benefits attributable to past service, but also for those benefits expected to be earned in the future. The Company also has nonqualified, unfunded supplemental benefit plans covering certain key management personnel.

**Table of Contents****THE FIRST AMERICAN CORPORATION****AND SUBSIDIARY COMPANIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The Company amended and restated the Executive and Management Supplemental Benefit Plans on November 1, 2007. The period over which compensation that is used to determine the benefit level was changed from the average of the three highest years out of the ten years preceding retirement to the average of the last five calendar years preceding retirement. The maximum benefit under the executive plan is now 30% and remains at 15% under the management plan. Under both plans, the maximum benefits are now attained at age 62.

The following table summarizes the balance sheet impact, including benefit obligations, assets and funded status associated with the defined benefit plan and supplemental benefit plan obligations as of December 31, 2008 and 2007:

	December 31		December 31	
	2008	2007	2008	2007
	Defined benefit pension plans	Unfunded supplemental benefit plans	Defined benefit pension plans	Unfunded supplemental benefit plans
	(in thousands)			
<b>Change in projected benefit obligation:</b>				
Benefit obligation at beginning of year	\$ 312,460	\$ 237,903	\$ 319,328	\$ 251,787
Service costs	416	6,009	3,250	8,034
Interest costs	19,066	15,080	19,021	15,319
Plan amendments			(1,946)	(15,666)
Actuarial (gains) losses	1,748	(7,400)	(11,844)	(15,159)
Benefits paid	(18,916)	(10,064)	(15,349)	(6,412)
Projected benefit obligation at end of year	314,774	241,528	312,460	237,903
<b>Change in plan assets:</b>				
Plan assets at fair value at beginning of year	283,297		253,016	
Actual return on plan assets	(80,818)		23,061	
Company contributions	17,834	10,064	22,569	6,412
Benefits paid	(18,916)	(10,064)	(15,349)	(6,412)
Plan assets at fair value at end of year	201,397		283,297	
<b>Reconciliation of funded status:</b>				
Funded status of the plans	\$ (113,377)	\$ (241,528)	\$ (29,163)	\$ (237,903)
<b>Amounts recognized in the consolidated balance sheet consist of:</b>				
Accrued benefit liability	\$ (113,377)	\$ (241,528)	\$ (29,163)	\$ (237,903)
	\$ (113,377)	\$ (241,528)	\$ (29,163)	\$ (237,903)

Amounts recognized in accumulated other comprehensive income:

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Unrecognized net actuarial loss	\$ 205,189	\$ 109,762	\$ 102,654	\$ 124,860
Unrecognized prior service costs	165	(14,347)	190	(15,666)
	\$ 205,354	\$ 95,415	\$ 102,844	\$ 109,194

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Net periodic pension cost for the Company's defined benefit pension and supplemental benefit plans includes the following components:

	2008	2007 (in thousands)	2006
Expense:			
Service costs	\$ 6,428	\$ 11,287	\$ 9,733
Interest costs	34,146	34,340	30,148
Expected return on plan assets	(25,814)	(23,162)	(18,944)
Amortization of prior service credit (costs)	(1,291)	26	26
Amortization of net loss	13,541	18,791	16,483
Curtailement loss		1	
	\$ 27,010	\$ 41,283	\$ 37,446

The estimated net loss and prior service credit for pension benefits that will be amortized from accumulated other comprehensive income (loss) into net periodic pension cost over the next fiscal year are expected to be \$23.9 million and \$1.3 million, respectively.

Weighted-average actuarial assumptions used to determine costs for the plans were as follows:

	December 31	
	2008	2007
Defined benefit pension plan		
Discount rate	6.30%	5.96%
Rate of return on plan assets	9.00%	9.00%
Unfunded supplemental benefit plans		
Discount rate	6.30%	5.96%

Weighted-average actuarial assumptions used to determine benefit obligations for the plans were as follows:

	December 31	
	2008	2007
Defined benefit pension plan		
Discount rate	6.30%	6.30%
Rate of return on plan assets	8.00%	9.00%
Unfunded supplemental benefit plans		
Discount rate	6.30%	6.30%
Salary increase rate	5.00%	5.00%

The discount-rate assumption used for pension plan accounting reflects the yield available on high-quality, fixed-income debt securities that match the expected timing of the benefit obligation payments. Consequently, the Company's accumulated benefit obligation exceeded the fair-market value of the plan assets for the Company's funded, defined benefit plans.





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The following table provides the funded status in the defined benefit plan and supplemental benefit plan obligations as of December 31, 2008 and 2007:

	December 31			
	2008		2007	
	Defined benefit pension plans	Unfunded supplemental benefit plans	Defined benefit pension plans	Unfunded supplemental benefit plans
	(in thousands)			
Projected benefit obligation	\$ 314,774	\$ 241,528	\$ 312,460	\$ 237,903
Accumulated benefit obligation	\$ 314,774	\$ 207,214	\$ 312,460	\$ 198,026
Plan assets at fair value at end of year	\$ 201,397	\$	\$ 283,297	\$

The Company has a pension investment policy designed to meet or exceed the expected rate of return on plan assets assumption. To achieve this, the pension plan assets are managed by investment managers that invest plan assets in equity and fixed income debt securities and cash. A summary of the asset allocation as of December 31, 2008 and 2007 and the target mix are as follows:

Asset category	Target allocation 2009	Percentage of plan assets at December 31	
		2008	2007
Domestic and international equities	65%	57.1%	64.3%
Fixed income	33%	42.4%	33.4%
Cash	2%	0.5%	2.3%

The Company expects to make cash contributions to its pension plans of approximately \$23.1 million during 2009.

The following benefit payments for all plans, which reflect expected future service, as appropriate, are expected to be paid as follows:

Year	(in thousands)
2009	\$ 24,999
2010	\$ 25,564
2011	\$ 26,221
2012	\$ 28,034
2013	\$ 29,368
2014-2018	\$ 169,359

**NOTE 16. Fair Value of Financial Instruments:**

The Statement of Financial Accounting Standards No. 107, Disclosure about Fair Value of Financial Instruments ( SFAS 107 ), requires disclosure of fair value information about financial instruments, whether or not recognized in the balance sheet, for which it is practical to estimate that value. In the measurement of the fair value of certain financial instruments, other valuation techniques were utilized if quoted market prices were not available. These derived fair value estimates are significantly affected by the assumptions used. Additionally, SFAS 107

excludes certain financial instruments including those related to insurance contracts.

In estimating the fair value of the financial instruments presented, the Company used the following methods and assumptions:

***Cash and cash equivalents***

The carrying amount for cash and cash equivalents is a reasonable estimate of fair value due to the short-term maturity of these investments.

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**THE FIRST AMERICAN CORPORATION**

**AND SUBSIDIARY COMPANIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

***Accounts receivable***

The carrying amount for accounts receivable is a reasonable estimate of fair value due to the short-term maturity of these assets.

***Investments***

The carrying amount of deposits with savings and loan associations and banks is a reasonable estimate of fair value due to their short-term nature.

The fair value of debt and equity securities is estimated primarily using quoted market prices.

As other long-term investments are not publicly traded, reasonable estimate of the fair values could not be made without incurring excessive costs. The cost basis is used as a proxy for fair value.

***Loans receivable***

The fair value of loans receivable was estimated based on the discounted value of the future cash flows using the current rates being offered for loans with similar terms to borrowers of similar credit quality.

***Demand Deposits***

The carrying value of escrow and passbook accounts approximates fair value due to the short-term nature of this liability. The fair value of investment certificate accounts was estimated based on the discounted value of future cash flows using a discount rate approximating current market rates for similar liabilities.

***Accounts payable and accrued liabilities***

The carrying amount for accounts payable and accrued liabilities is a reasonable estimate of fair value due to the short-term maturity of these liabilities.

***Notes Payable***

The fair value of notes and contracts payable was estimated based on the current rates offered to the Company for debt of the same remaining maturities.

***Deferrable Interest Subordinated Notes***

The fair value of the Company's deferrable interest subordinated notes was estimated based on the current rates offered to the Company for debt of the same type and remaining maturity.

**Table of Contents****THE FIRST AMERICAN CORPORATION****AND SUBSIDIARY COMPANIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The carrying amounts and fair values of the Company's financial instruments as of December 31, 2008 and 2007 are presented in the following table.

	2008		2007	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
December 31 (in thousands)				
<b>Financial Assets:</b>				
Cash and cash equivalents	\$ 934,945	\$ 934,945	\$ 1,162,569	\$ 1,162,569
Accounts receivable	\$ 558,946	\$ 558,946	\$ 559,996	\$ 559,996
<b>Investments:</b>				
Deposits with savings and loan associations and banks	\$ 182,117	\$ 182,117	\$ 198,055	\$ 198,055
Debt securities	\$ 1,718,320	\$ 1,718,320	\$ 1,368,212	\$ 1,368,212
Equity securities	\$ 110,126	\$ 110,126	\$ 147,102	\$ 147,102
Other long-term investments	\$ 371,157	\$ 371,157	\$ 457,764	\$ 457,764
Loans receivable, net	\$ 151,692	\$ 167,532	\$ 116,751	\$ 117,186
<b>Financial Liabilities:</b>				
Demand deposits	\$ 1,298,221	\$ 1,298,602	\$ 743,685	\$ 743,756
Accounts payable and accrued liabilities	\$ 994,093	\$ 994,093	\$ 1,123,624	\$ 1,123,624
Notes payable and contracts	\$ 868,274	\$ 778,009	\$ 906,046	\$ 863,753
Deferrable interest subordinated notes	\$ 100,000	\$ 102,054	\$ 100,000	\$ 122,584

**NOTE 17. Share-Based Compensation Plans:**

The following table illustrates the share-based compensation expense recognized for the three years ended December 31, 2008, 2007 and 2006:

	2008	2007	2006
(in thousands)			
<b>Expense:</b>			
Stock options	\$ 588	\$ 7,847	\$ 13,517
Restricted stock units	12,763	9,320	215
Employee stock purchase plan	1,128	1,511	1,003
	\$ 14,479	\$ 18,678	\$ 14,735

On April 24, 1996, the Company implemented The First American Corporation 1996 Stock Option Plan (the "Stock Option Plan"). Under the Stock Option Plan, options were granted to certain employees to purchase the Company's common stock. The maximum number of shares under the Stock Option Plan subject to options was 14,625,000. Outstanding options become exercisable in one to five years from the date of the grant, and expire ten years from the grant date. On April 24, 1997, the Company implemented The First American Corporation 1997 Directors' Stock Plan (the "Directors' Plan"). The Directors' Plan is similar to the employees' Stock Option Plan, except that the maximum number of shares that may be subject to options was 1,800,000 and the maximum number of shares that may be purchased pursuant to options granted shall not exceed 6,750 shares during any consecutive 12-month period.

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On May 18, 2006, the Company's shareholders voted to approve the Company's 2006 Incentive Compensation Plan, which was previously approved by the Board of Directors. The Stock Option Plan and the Director's Plan were terminated and replaced by the 2006 Incentive Compensation Plan. Eligible participants in the plan include the Company's directors and executive officers, as well as other employees of the Company and certain of its affiliates. The plan permits the grant of stock options, stock appreciation rights, restricted stock, RSUs, performance units, performance shares and other stock-based awards. Under the terms of the Plan, 4,700,000 Company Common shares can be awarded from authorized but unissued shares, subject to certain annual limits on the amounts that can be awarded based on the type of award granted. The plan terminates 10 years from the effective date unless cancelled prior to that date by the Company's Board of Directors.

**Table of Contents****THE FIRST AMERICAN CORPORATION****AND SUBSIDIARY COMPANIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following table summarizes stock option activity related to the Company's plans:

	Number outstanding (in thousands, except weighted-average exercise price)	Weighted- average exercise price	Weighted- average remaining contractual term	Aggregate intrinsic value
Balance at December 31, 2007	4,118	\$ 30.23		
Exercised during 2008	(634)	\$ 22.95		
Forfeited during 2008	(434)	\$ 38.38		
Balance at December 31, 2008	3,050	\$ 30.59	4.9	\$ 11,712
Vested and expected to vest at December 31, 2008	3,032	\$ 30.59	4.8	\$ 11,712
Exercisable at December 31, 2008	2,348	\$ 27.79	4.3	\$ 11,705

In the first quarter of 2007, the Company repriced 2.1 million stock options that were unvested as of January 1, 2005 and unexercised as of December 31, 2006, that were determined to have an intrinsic value on the date of the grant. All exercise prices of the affected stock options were increased to the market value on the corrected grant date to eliminate the intrinsic value. As a result, the weighted-average exercise price changed from \$27.82 to \$28.84 for options outstanding as of December 31, 2006.

In addition to the share-based compensation above, the Company's consolidated financial statements include share-based compensation related to the Company's publicly-traded subsidiary, First Advantage Corporation, of \$9.3 million, \$13.3 million and \$10.9 million for years ended as of December 31, 2008, 2007 and 2006. In addition to the share-based compensation above, the Company's consolidated financial statements include share-based compensation related to the Company's subsidiary, First American CoreLogic Holdings, Inc., of \$1.2 million and \$1.1 million for the years ended as of December 31, 2008 and 2007.

Commencing with the effective date of SFAS 123R, the Company transitioned from the Black-Scholes option model to a binomial lattice model to estimate the fair value of new employee stock options on the date of the grant. The Company believes that the binomial lattice option pricing model provides a more refined estimate of the fair value of the stock options. Options granted prior to January 1, 2006 were valued using the Black Scholes option-pricing model. There were no options granted in 2008 and 2007. The following assumptions were used in valuing the options granted during the twelve months ended December 31, 2006:

	2006
Risk free average interest rate	4.3%-4.8%
Dividend yield	1.6%-1.8%
Weighted-average dividend yield	1.67%
Expected volatility	25.0%
Weighted-average volatility	25.0%

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Expected term (years)	4.0-5.0
Weighted-average grant date fair value for options granted	\$ 9.60
Weighted-average exercise price for options granted	\$ 43.32

These assumptions are based on multiple factors, including historical patterns, post-vesting termination rates, expected future exercise patterns and the expected volatility of the Company's stock price. Expected volatility is based on historical and implied volatilities. The risk-free interest rate is the imputed forward rate based on the US Treasury yield at the date of grant. The expected term of options granted is derived from the output of the lattice model and represents the period of time that options granted are expected to be outstanding. Forfeitures are estimated at the date of grant based on historical experience. Prior to the adoption of SFAS 123R, the Company recorded forfeitures as they occurred for purposes of estimating pro forma compensation expense under SFAS 123. The impact of forfeitures is not material.



**Table of Contents****THE FIRST AMERICAN CORPORATION****AND SUBSIDIARY COMPANIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

As of December 31, 2008, there was \$3.3 million of total unrecognized compensation cost related to nonvested stock options of the Company that is expected to be recognized over a weighted-average period of 2.0 years. In addition, the Company's publicly traded subsidiary, First Advantage, has \$2.6 million of total unrecognized compensation cost related to nonvested stock options that are expected to be recognized over a weighted-average period of 0.8 years. Cash received from the exercise of stock options for the twelve months ended December 31, 2008, 2007 and 2006 totaled \$14.4 million, \$42.2 million and \$5.8 million, respectively.

Total intrinsic value of options exercised for the twelve months ended December 31, 2008, 2007 and 2006 was \$7.6 million, \$39.2 million and \$7.6 million, respectively. This intrinsic value represents the difference between the fair market value of the Company's common stock on the date of exercise and the exercise price of each option.

In addition to requiring companies to recognize the estimated fair value of share-based payments in earnings, SFAS 123R modified the presentation of tax benefits received in excess of amounts determined based on the compensation expense recognized. For periods after adopting SFAS 123R under the modified prospective method, such benefits are presented in the statement of cash flows as a financing activity rather than an operating activity.

As of December 31, 2008, there was \$21.6 million of total unrecognized compensation cost related to nonvested RSUs that is expected to be recognized over a weighted-average period of 3.8 years. In addition, the Company's publicly traded subsidiary, First Advantage, has \$13.1 million of total unrecognized compensation cost related to nonvested RSUs that are expected to be recognized over a weighted-average period of 1.8 years. The fair value of RSUs is based on the market value of the Company's shares on the date of grant. The total fair value of shares vested and not distributed on December 31, 2008 is \$0.6 million. RSUs and activity for the twelve months ended December 31, 2008, is as follows:

	Shares (in thousands, except weighted- average grant-date fair value)	Weighted- average grant-date fair value
Nonvested RSUs outstanding at December 31, 2007	352	\$ 47.16
Granted during 2008	761	\$ 34.18
Vested during 2008	(91)	\$ 46.04
Forfeited during 2008	(41)	\$ 44.11
Nonvested RSUs outstanding at December 31, 2008	981	\$ 37.32

The Company has an employee stock purchase plan that allows eligible employees to purchase common stock of the Company at 85.0% of the closing price on the last day of each month. Under the provisions of SFAS 123R, the Company recognized an expense of \$1.1 million, \$1.5 million and \$1.0 million for the twelve months ended December 31, 2008, 2007 and 2006, respectively.

The impact of the adoption of SFAS 123R of the Company's consolidated publicly-traded subsidiary, First Advantage, have been included in the Company's consolidated financial statements. Disclosures related to the assumptions used by First Advantage to value its stock options have not been included and can be found in its Annual Report on Form 10-K for the corresponding period.



**Table of Contents****THE FIRST AMERICAN CORPORATION****AND SUBSIDIARY COMPANIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****NOTE 18. Commitments and Contingencies:***Lease Commitments*

The Company leases certain office facilities, automobiles and equipment under operating leases, which, for the most part, are renewable. The majority of these leases also provide that the Company will pay insurance and taxes.

Future minimum rental payments under operating and capital leases that have initial or remaining noncancelable lease terms in excess of one year as of December 31, 2008 are as follows:

Year	Operating (in thousands)
2009	\$ 175,013
2010	126,851
2011	92,959
2012	66,292
2013	46,731
Later years	96,449
	\$ 604,295

Total rental expense for all operating leases and month-to-month rentals was \$281.9 million, \$291.0 million and \$244.6 million for the years ended December 31, 2008, 2007 and 2006, respectively.

*Other commitments and guarantees*

The Company and Experian are parties to a joint venture that resulted in the creation of the Company's FARES subsidiary. Pursuant to the terms of the joint venture, Experian has the right to sell to the Company its interest in FARES at a purchase price determined pursuant to a specified formula based on the after-tax earnings of FARES. Experian may only exercise this right if the purchase price is less than \$160.0 million. As of December 31, 2008, the purchase price would have exceeded \$160.0 million and, consequently, Experian could not exercise this right. In addition to the agreement with Experian, the Company is also party to several other agreements that require the Company to purchase some or all of the noncontrolling shares of certain less-than-100.0%-owned subsidiaries. The total potential purchase price related to those agreements that have met the necessary conditions as of December 31, 2008, was not material.

The Company also guarantees the obligations of certain of its subsidiaries. These obligations are included in the Company's consolidated balance sheets as of December 31, 2008.

**NOTE 19. Stockholders' Equity:**

On May 18, 2004, the Company announced that its Board of Directors adopted a plan authorizing the repurchase of \$100 million of its common shares. On May 19, 2005, the Company announced an amendment to this plan increasing the amount of shares that the Company may repurchase to \$200 million. On June 26, 2006, the Company announced a further amendment to this plan, increasing the amount of shares that may be repurchased to \$500 million. On January 15, 2008, the Board of Directors authorized an additional \$300 million of repurchase capacity. Under this plan, which has no expiration date, the Company may repurchase up to \$800 million of the Company's issued and outstanding Common shares. Between inception of the plan and December 31, 2007, the Company had repurchased and retired 10.5 million of its common

shares for a total purchase price of \$439.6 million and has the authority to repurchase an additional \$360.4 million.

**Table of Contents****THE FIRST AMERICAN CORPORATION****AND SUBSIDIARY COMPANIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****NOTE 20. Other Comprehensive Income (Loss):**

Comprehensive income is a more inclusive financial reporting methodology that includes disclosure of certain financial information that historically has not been recognized in the calculation of net income.

Components of other comprehensive income (loss) are as follows:

	Net unrealized gains (losses) on securities	Foreign currency translation adjustment	Minimum pension liability adjustment (in thousands)	Pension benefit adjustment	Accumulated other comprehensive income (loss)
Balance at December 31, 2005	\$ (6,752)	\$ 3,967	\$ (123,031)	\$	\$ (125,816)
Pretax change, including impact of adopting SFAS 158	874	5,521	189,280	(275,376)	(79,701)
Tax effect	101		(66,249)	96,381	30,233
Balance at December 31, 2006	(5,777)	9,488		(178,995)	(175,284)
Pretax change	66,092	15,781		63,337	145,210
Tax effect	(23,492)			(22,167)	(45,659)
Balance at December 31, 2007	36,823	25,269		(137,825)	(75,733)
Pretax change	(175,121)	(54,676)		(88,731)	(318,528)
Tax effect	61,236			31,056	92,292
Balance at December 31, 2008	\$ (77,062)	\$ (29,407)	\$	\$ (195,500)	\$ (301,969)

Components of other comprehensive income (loss) allocated to The First American Corporation and noncontrolling interests are as follows:

	Net unrealized gains (losses) on securities	Foreign currency translation adjustment	Minimum pension liability adjustment (in thousands)	Pension benefit adjustment	Accumulated other comprehensive income (loss)
Allocated to The First American Corporation	(5,687)	9,626		(178,995)	(175,056)
Allocated to noncontrolling interests	(90)	(138)			(228)
Balance at December 31, 2006	(5,777)	9,488		(178,995)	(175,284)
Allocated to The First American Corporation	28,130	24,535		(137,825)	(85,160)
Allocated to noncontrolling interests	8,693	734			9,427

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Balance at December 31, 2007	36,823	25,269	(137,825)	(75,733)
Allocated to The First American Corporation	(76,710)	(23,985)	(195,500)	(296,195)
Allocated to noncontrolling interests	(352)	(5,422)		(5,774)
Balance at December 31, 2008	\$ (77,062)	\$ (29,407)	\$ (195,500)	\$ (301,969)

The change in unrealized gains on debt and equity securities includes reclassification adjustments of \$0.6 million, \$2.3 million and \$2.1 million of net realized gains (losses) for the years ended December 31, 2008, 2007 and 2006, respectively.