

FIRST ADVANTAGE CORP

Form 425

October 30, 2009

Additional Information

First American has filed a Registration Statement on Form S-4 and Schedule TO and may file other documents with the Securities Exchange Commission (SEC) in connection with the proposed First Advantage transaction. **First Advantage stockholders should** filings, and any other filings made by the company with the SEC in connection with the transaction, as they contain important

These

documents,

as

well

as

the

company's

other

public

SEC

filings,

can

be

obtained

without

charge

at

the

SEC's

Web

site

at

[www.sec.gov](http://www.sec.gov)

and

at

the company's Web site at [www.firstam.com](http://www.firstam.com).

Filed by The First American Corporation

Pursuant to Rule 425 under the Securities Act of 1933

Subject Company: First Advantage Corporation

Commission File No.: 001-31666

The First American Corporation

Excerpt of Earnings Conference Call Slides

Third Quarter 2009 | October 29, 2009

Certain

statements

made

in

this

presentation,

including

but

not

limited

to  
those  
relating  
to  
potential  
amounts,  
sources  
and  
uses  
of  
holding  
company  
cash; the dividend policy of the company and the Financial Services and Information Solutions companies prior to and following  
announced  
spin-off;  
the  
consummation  
and  
timing  
of  
the  
potential  
acquisition  
by  
the  
company  
of  
the  
minority  
interests  
in  
First  
Advantage  
Corporation  
and  
First American Real Estate Solutions LLC; the timing of the consummation of the spin-off and certain milestones related there  
statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934,  
amended.  
These  
forward-looking  
statements  
may  
contain  
the  
words  
believe,  
anticipate,  
expect,  
plan,  
predict,

estimate,  
project,  
will  
be,  
will  
continue,  
will  
likely  
result,  
or  
other  
similar  
words  
and  
phrases.

Risks  
and  
uncertainties  
exist  
that  
may  
cause  
results  
to  
differ  
materially  
from  
those  
set  
forth

in these forward-looking statements. Factors that could cause the anticipated results to differ from those described in the forward-looking statements include: interest rate fluctuations; changes in the performance of the real estate markets; limitations on access to public records; volatility in the capital markets; changes in applicable government regulations; heightened scrutiny by legislators and regulators; changes in the insurance and services segment and certain other of the company's businesses; the inability to consummate the spin-off transaction in the form originally proposed as a result of, among other factors, the inability to obtain necessary regulatory approvals, the failure of the company's board of directors, the inability to obtain third party consents or undesirable concessions or accommodations; and the inability to obtain such consents, the changing regulatory landscape of the real estate and mortgage credit markets, and the market

conditions,  
the  
inability  
to  
transfer  
assets  
into  
the  
entity  
being

spun-off or unfavorable reactions from customers, ratings agencies, investors or other interested persons; the inability to realize

proposed  
spin-off  
transaction  
as

a  
result  
of  
the  
factors  
described  
immediately

above,  
as  
well  
as,

among  
other  
factors,  
increased  
borrowing  
costs,

competition between the resulting companies, unfavorable reactions from employees, the inability of the Financial Services company to pay a  
level of dividends, the triggering of rights and obligations by the transaction or any litigation arising out of or related to the separation of

the  
company's  
significant  
customers  
and  
competitors;  
changes

in  
the  
company's  
ability  
to  
integrate  
businesses  
which  
it

acquires;  
unfavorable  
economic  
conditions; impairments in the company's goodwill or other intangible assets; losses in the company's investment portfolio; e  
obligations to the company's pension plan; weakness in the commercial real estate market and increases in the amount or sever  
estate transaction claims; and other factors described in Part I, Item 1A of the company's annual report on Form 10-K for the y  
updated in Part II, Item 1A of the company's quarterly reports on Form 10-Q for the quarters ended March 31 and June 30, 20  
the Securities and Exchange Commission. The forward-looking statements speak only as of the date they are made. The comp  
update  
forward-looking  
statements  
to  
reflect  
circumstances  
or  
events  
that  
occur  
after  
the  
date  
the  
forward-looking  
statements  
are  
made.

Forward-Looking Statements

Liquidity Summary

(\$ in millions)

Note: The Company has a \$500 million revolving credit facility of which \$160 million was available as of October 29, 2009

Target sources of holding company cash for remainder of 2009

Cash at holding company (as of 9/30/09)

113

\$

Dividends and distributions from subsidiaries

96	
Total sources	
209	
\$	
Expected uses of holding company cash for remainder of 2009	
Principal and interest payments	
11	
\$	
Common stock dividends	
21	
Tax payments	
29	
Other cash uses	
15	
Total uses	
76	
\$	
Targeted 12/31/09 balance	
133	
\$	

Dividend Policy

Pre-spin:

Current \$82 million / year dividend expected to continue until spin-off

Post-spin expected dividend policy:

Financial Services: \$24 million / year



Information Solutions: No dividend

Minority Interest Update

FADV exchange offer projected to close November 10, 2009 (Issuance of approximately \$300 million of FAF common equity including \$69 million to Experian)

Buy-out of Experian interest in FARES joint venture:

D

F

Q3 YTD Experian minority interest expense: \$43.8 million

(a) If exercised in 2010. After 2010, exercise price to be determined using current formula

Value

Consideration

Expected

Timing

DataTree

/ DataTrace

buyout

\$48 million

Cash

Q4 2009

Fixed price for buy-out option

\$314 million

(a)

Cash

Spin-off Timing and Next Steps  
Milestone  
Board approval of FinCo  
/ InfoCo  
balance  
sheet split  
Tax free ruling submission  
Form 10 / Investor Call

Investor Day  
Targeted Completion Date  
Timing  
November  
November  
Early December  
March  
April 1  
st