

Fidelity National Title Group, Inc.  
Form PREM14C  
July 18, 2006

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 14C**

**(RULE 14C-101)**

**SCHEDULE 14C INFORMATION**

**Information Statement Pursuant to Section 14(c) of the Securities Exchange Act of 1934**

Check the Appropriate box:

- Preliminary information statement.  **Confidential, for use of the Commission only (as permitted by Rule 14c-5(d)(2)).**
- Definitive information statement.

**Fidelity National Title Group, Inc.**  
(Name of Registrant as Specified in its Charter)

Payment of Filing Fee (Check the Appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14c-5(g) and 0-11.

(1) Title of each class of securities to which transaction applies:

Class A common stock

(2) Aggregate number of securities to which transaction applies:

45,744,681

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

\$23.50

(4) Proposed maximum aggregate value of transaction:

\$1,075,000,000

(5) Total fee paid:

\$115,025

- o Fee paid previously with preliminary materials.
- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:

N/A

(2) Form, Schedule or Registration Statement No.:

N/A

(3) Filing Party:

N/A

(4) Date Filed:

N/A

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**FIDELITY NATIONAL TITLE GROUP, INC.  
601 Riverside Avenue  
Jacksonville, FL 32204**

**We Are Not Asking You for a Proxy and  
You are Requested Not To Send Us a Proxy**

To the Stockholders of Fidelity National Title Group, Inc.:

On June 25, 2006, Fidelity National Title Group, Inc., which we refer to as FNT, entered into a securities exchange and distribution agreement with Fidelity National Financial, Inc., which we refer to as FNF, under which FNF agreed to transfer its interests in certain companies and certain other assets to FNT in exchange for the assumption by FNT of certain liabilities of FNF and shares of FNT Class A Common Stock, par value \$0.0001 per share, which we refer to as FNT Class A common stock. In connection with the transactions under the securities exchange and distribution agreement, which we refer to as the proposed transactions, FNF will receive that number of shares of FNT Class A common stock equal to (i) 34,042,553 *plus* (ii) the amount of cash included in the transfer of assets (not to exceed \$275,000,000 for purposes of this calculation) divided by \$23.50. FNF will also convert all of the FNT Class B Common Stock, par value \$0.0001 per share, which we refer to as FNT Class B common stock, it holds into FNT Class A common stock. Immediately thereafter, the shares acquired by FNF from FNT, together with the converted shares, will be distributed to holders of FNF common stock and, as a result, such FNF stockholders will receive shares of our common stock representing approximately 86% of our common stock outstanding on a fully-diluted basis.

We believe that our stockholders will benefit in several ways from the proposed transactions, including the distribution by FNF of all shares of FNT common stock held by it. First, the distribution will increase our public float, which in the long term we anticipate may enhance the trading price of our common stock. Second, the proposed transactions may enhance our ability to issue our common stock to raise equity capital and fund acquisitions and for management incentives. Our ability to do so is currently limited because, for several tax-related reasons, FNF is unwilling to own less than 80% of our common stock. These factors and others are described further in this information statement.

In connection with the proposed transactions, our certificate of incorporation will be amended to, among other things, (a) increase the authorized number of shares of FNT Class A common stock from 300,000,000 to 600,000,000, (b) eliminate the FNT Class B common stock and all provisions relating thereto, (c) remove all references to and any requirements resulting from FNF's ownership of FNT common stock and (d) change our name to Fidelity National Financial, Inc. Following the proposed transactions, our common stock will be listed and traded on the New York Stock Exchange, under the symbol FNF. Further, we will amend the FNT 2005 Omnibus Incentive Plan to increase the number of shares available for grants thereunder by 15,500,000.

Our board of directors, after its independent evaluation and acting upon the unanimous recommendation of a special committee of our independent directors, approved the proposed transactions as contemplated under the securities exchange and distribution agreement. A copy of the securities exchange and distribution agreement is attached to this information statement as Annex A.

Under Delaware law, the approval of the holders of a majority of the outstanding shares of our common stock is required to approve the amendment to our certificate of incorporation. In addition, under the rules of the New York Stock Exchange, listed companies such as FNT are required to obtain stockholder approval prior to issuing securities in connection with the acquisition of assets of another company if the number of shares to be issued in the transaction exceeds 20% of the shares outstanding prior to the transaction.

On , 2006, we will hold our annual meeting of stockholders, at which holders of record of our common stock will consider and vote on (1) the issuance of additional shares of FNT Class A common stock, (2) the adoption of an

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amendment to the FNT 2005 Omnibus Incentive Plan, which will increase the number of shares available for grants under the current plan, (3) the charter amendments, (4) the election of certain directors of FNT and (5) the ratification of the appointment of KPMG LLP as FNT's independent registered public accounting firm. Neither FNT nor FNF is soliciting proxies from FNT stockholders. You may, if you wish, attend the meeting and vote personally on all matters presented at the annual meeting. We recommend that FNT stockholders vote FOR the proposed transactions and the other annual meeting items.

FNF owns approximately 82% of our outstanding common stock as the result of its ownership of 100% of our outstanding FNT Class B common stock. Because of the greater voting rights of the FNT Class B common stock, the shares FNF holds represent 97.9% of the outstanding voting rights of our common stock. FNF will be present at the annual meeting and intends to vote FOR the proposed transactions and the other annual meeting items. You are invited to attend the FNT annual meeting, at which you will have the opportunity to vote, but your approval of the matters presented at the FNT annual meeting is not required.

Sincerely,

Raymond R. Quirk  
Chief Executive Officer

**This notice and the accompanying information statement are dated , 2006 and are first being mailed to our stockholders on or about , 2006. You should not assume that the information contained in this document is accurate as of any date other than that date, and the mailing of this document to you does not create any implication to the contrary.**

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**FIDELITY NATIONAL TITLE GROUP, INC.  
601 Riverside Avenue  
Jacksonville, FL 32204**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD ON , 2006**

**We Are Not Asking You for a Proxy and  
You are Requested Not To Send Us a Proxy**

To the Stockholders of Fidelity National Title Group, Inc.:

The 2006 annual meeting of stockholders of Fidelity National Title Group, Inc., which we refer to as FNT, will be held on , 2006, at a.m., local time, in the Peninsular Auditorium at 601 Riverside Avenue, Jacksonville, Florida 32204. At the meeting, stockholders will vote on each of the following proposals:

1. The issuance of additional shares of FNT Class A common stock pursuant to the securities exchange and distribution agreement, which we refer to on the securities exchange and distribution agreement, dated as of June 25, 2006, between FNT and Fidelity National Financial, Inc., which we refer to as FNF, which provides for, among other things, the transfer of FNT common stock to FNF and the assumption by FNT of certain liabilities of FNF in exchange for FNF's interests in certain companies owned or controlled by it and certain other assets of FNF.
2. The adoption of an amendment to the FNT 2005 Omnibus Incentive Plan, which will increase the number of shares available for grants under the current plan by an additional 15,500,000.
3. The adoption of the amended and restated certificate of incorporation of FNT, which will, among other things, (a) increase the authorized number of shares of FNT Class A common stock from 300,000,000 to 600,000,000, (b) eliminate the FNT Class B common stock and all provisions relating thereto, (c) remove all references to and any requirements resulting from FNF's ownership of FNT common stock and (d) change our name to Fidelity National Financial, Inc.
4. The election of four Class I directors to serve until the 2009 annual meeting of stockholders.
5. The ratification of the appointment of KPMG LLP as FNT's independent registered public accounting firm for the fiscal year ending December 31, 2006.
6. Any other matters as may properly be brought before the annual meeting.

On June 25, 2006, FNT's board of directors unanimously adopted and approved the securities exchange and distribution agreement and the transactions contemplated thereby and determined that the transactions contemplated by the agreement are advisable and in the best interests of FNT and its stockholders. FNT's board of directors recommends that FNT stockholders vote FOR Proposal 1 relating to the issuance of additional shares of FNT Class A common stock pursuant to the securities exchange and distribution agreement and FOR the other annual meeting proposals described above.

FNT's board of directors has fixed the close of business on     , 2006, as the record date for determining those stockholders entitled to vote at the FNT annual meeting. Accordingly, only stockholders of record at the close of business on that date are entitled to notice of, and to vote at, the FNT annual meeting. A complete list of our stockholders will be available for inspection at the FNT annual meeting.

Please review the information statement accompanying this notice for more complete information regarding the proposed transactions and the annual meeting.

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**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the proposed transactions, passed upon the merits or fairness of the proposed transactions or determined if this information statement is accurate or complete. Any representation to the contrary is a criminal offense.**

By Order of the Board of Directors

Todd C. Johnson  
Secretary

**This information statement is dated           , 2006 and is first being mailed to our stockholders on or about           , 2006.**

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**QUESTIONS AND ANSWERS ABOUT THE PROPOSED TRANSACTIONS**

*Following are questions and related answers that briefly address some of the questions you may have regarding the securities exchange and distribution agreement and the proposed transactions as contemplated therein. These questions and answers may not contain all of the information relevant to you, do not purport to summarize all material information discussed in this information statement, and are subject to, and are qualified in their entirety by, the more detailed information contained in or attached to this information statement. Therefore, please read carefully this information statement, including the attached annexes, in its entirety.*

**Q: What are the proposed transactions?**

**A:** In general terms, the transactions contemplated under the securities exchange and distribution agreement, which we refer to as the proposed transactions, involve the transfer by Fidelity National Financial, Inc., which we refer to as FNF, to us of substantially all of FNF's assets, other than its ownership interest in FNT and Fidelity National Information Services, Inc., which we refer to as FIS. These assets include FNF's interests in various subsidiaries, up to \$275 million in cash and any other property or rights that FNF owns immediately prior to the closing under the securities exchange and distribution agreement. In consideration of the contribution of these assets by FNF, FNT will, with certain limited exceptions, assume all of FNF's liabilities and issue shares of FNT Class A common stock to FNF. We refer to this contribution of assets by FNF to FNT in exchange for the assumption of liabilities and issuance to FNF of shares of FNT Class A common stock as the asset contribution.

Immediately following the asset contribution, FNF will convert all of its shares of FNT Class B common stock into shares of FNT Class A common stock and then distribute all of the shares of FNT Class A common stock that it owns, including the converted shares and the shares received from FNT pursuant to the securities exchange and distribution agreement, to holders of FNF common stock as a dividend, which we refer to as the spin-off. As a result, FNF stockholders will receive shares of our common stock representing, on a fully-diluted basis, approximately 86% of our outstanding common stock. After the completion of the spin-off, FNF will have no assets other than its approximately 50.3% ownership position in FIS and its rights under certain agreements entered into pursuant to the securities exchange and distribution agreement.

Additionally, our certificate of incorporation will be amended to, among other things:

increase the authorized number of shares of FNT Class A common stock from 300,000,000 to 600,000,000;

eliminate the FNT Class B common stock and all provisions relating thereto;

remove all references to and any requirements resulting from FNF's ownership of FNT common stock; and

change our name to Fidelity National Financial, Inc.

We refer to the amendments to our certificate of incorporation as the charter amendments.

Further, we will amend the FNT 2005 Omnibus Incentive Plan, which we refer to as the omnibus incentive plan, to increase the number of shares available for grants thereunder by 15,500,000.

Following the completion of the proposed transactions, our common stock will be listed and traded on the New York Stock Exchange, which we refer to as the NYSE, under the symbol FNF.

**Q: Why is FNT proposing the proposed transactions?**

**A:** We believe that our stockholders will benefit in several ways from the proposed transactions, including the distribution by FNF of all shares of FNT common stock held by it. First, the distribution will increase our public float, which in the long term we anticipate will enhance the trading price of our common stock. Second, the proposed transactions may enhance our ability to issue our common stock to raise equity capital and fund acquisitions and for management incentives. Our ability to do so is currently limited because, for several tax-related reasons, FNF is unwilling to own less than 80% of our common stock. These factors and others are described further in this information statement.

**Q: How will the proposed transactions affect my FNT common stock?**

**A:** Your rights as an FNT stockholder will not be affected by the proposed transactions, and you will not receive any additional shares by virtue of the FNT common stock you own at the time the proposed transactions are

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completed. However, your current percentage ownership of our company will be reduced as a result of the issuance of additional shares of FNT Class A common stock in connection with the proposed transactions and our company will be subject to the changes described in this information statement.

**Q: What other transactions are contemplated in connection with the securities exchange and distribution agreement?**

**A:** The proposed transactions are part of a larger organizational restructuring of FNF. At the same time that FNF and FNT entered into the securities exchange and distribution agreement, FNF and FIS entered into an agreement and plan of merger, which we refer to as the merger agreement. The merger agreement provides that immediately following the spin-off under the securities exchange and distribution agreement, FNF will merge with and into FIS, which we refer to as the merger. Upon the completion of the merger, FNF's separate corporate existence will cease and FIS will be the surviving corporation. In order to complete the proposed transactions, all of the conditions to the consummation of the merger of FNF and FIS (other than the completion of the spin-off) must be satisfied or waived. In addition, in order for the merger to be completed, the proposed transactions, including the spin-off, must be completed.

**Q: Why is FNT proposing to amend its certificate of incorporation to increase the authorized number of shares of FNT Class A common stock?**

**A:** FNT's certificate of incorporation currently provides that the total number of shares of all classes of stock FNT is authorized to issue is 650,000,000, consisting of 300,000,000 shares of FNT Class A common stock, 300,000,000 shares of FNT Class B common stock and 50,000,000 shares of preferred stock. In connection with the proposed transactions, the FNT Class B common stock will be eliminated, and the 300,000,000 authorized shares of FNT Class B common stock will become authorized shares of FNT Class A common stock. As a result, we are amending our certificate of incorporation to provide for an increase to the number of authorized shares of FNT Class A common stock from 300,000,000 to 600,000,000.

**Q: Why is FNT proposing to amend the omnibus incentive plan?**

**A:** In connection with the proposed transactions, FNF will no longer remain in existence and its outstanding options are being divided between FNT and FIS. Additionally, following the proposed transactions, there will be certain equity award grants for which FNT does not have sufficient shares authorized under its current omnibus incentive plan. The amendment to the omnibus incentive plan, which we refer to as the option plan amendment, will increase the number of shares available for grants thereunder by 15,500,000.

**Q: What are the other material conditions to complete the proposed transactions?**

**A:** The proposed transactions are subject to conditions that include the following:

The NYSE must approve the listing of the shares of our common stock to be issued pursuant to the securities exchange and distribution agreement.

FNT stockholders must approve the issuance of our shares of FNT Class A common stock to FNF and the option plan amendment.

All of the conditions to the consummation of the merger of FNF with and into FIS pursuant to the merger agreement must be satisfied, other than the occurrence of the spin-off.

FNF must terminate or assign to FNT its obligations under certain intercompany agreements with FNT and FIS, and FNT must amend certain related party agreements, as well as enter into additional agreements with FIS.

The receipt of a private letter ruling from the internal revenue service and an opinion of FNF's special tax advisor, Deloitte Tax LLP, together to the effect that the spin-off will be tax free for both FNF and its stockholders.

The proposed transactions also are subject to other customary closing conditions.

**Q: When do you expect the proposed transactions to be completed?**

**A:** If the stockholders of FNT give their approval in connection with the proposed transactions, we expect to complete the proposed transactions as soon as practicable after the satisfaction of the other conditions thereto,

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including the satisfaction of the conditions to the consummation of the merger (other than the occurrence of the spin-off), termination and/or amendment of certain FNT and FNF agreements, the amendment of and entering into of certain related party agreements between FNT and FIS, and receipt of governmental and regulatory consents. There may be a substantial period of time between the approval by stockholders of FNT of the proposals at the FNT annual meeting and the effectiveness of the proposed transactions. We currently anticipate that the proposed transactions will be completed in the fourth quarter of 2006.

**Q: What are the material United States federal income tax considerations of the proposed transactions?**

**A:** FNF expects to receive a ruling from the internal revenue service and an opinion of its special tax advisor, Deloitte Tax LLP, satisfactory to us, together to the effect that the proposed transactions (including the spin-off) will be tax free transactions under the Internal Revenue Code of 1986, as amended, which we refer to as the internal revenue code. Our stockholders (other than FNF) are not parties to the proposed transactions (including the spin-off); therefore, there will be no tax consequences to them as a result of the proposed transactions.

**Q: Why did our board of directors constitute a special committee of independent FNT directors?**

**A:** A special committee of our board of directors, composed solely of independent directors, was constituted because of the potential for conflicts of interest resulting from the fact that FNF recommended the proposed transactions and owns a majority of our common stock.

**Q: Did the special committee make a determination as to the fairness of the proposed transactions?**

**A:** Yes. The special committee of our board of directors has determined that the proposed transactions are fair to, and in the best interests of, our company and its stockholders and unanimously recommended approval of the terms and conditions of the securities exchange and distribution agreement. Our board of directors, after its independent evaluation and acting upon the unanimous recommendation of the special committee, has adopted and approved the proposed transactions and the securities exchange and distribution agreement.

**Q: Why am I not required to vote on the proposed transactions and related matters?**

**A:** Each of the issuance of shares to FNF as part of the proposed transactions, the charter amendments and the option plan amendment may be approved with the affirmative vote or consent of the holders of a majority of our outstanding common stock. FNF owns approximately 82% of our outstanding common stock as the result of its ownership of 100% of the outstanding FNT Class B common stock. Because of the greater voting rights of the FNT Class B common stock, the shares FNF holds represent 97.9% of the outstanding voting rights of our common stock. FNF will be present at the annual meeting and intends to vote FOR the proposed transactions, including the charter amendments and the option plan amendment. Accordingly, your approval of these matters is neither required nor requested.

**Q: Do I have dissenters or appraisal rights with respect to the proposed transaction?**

**A:** No. FNT stockholders will not have dissenters or appraisal rights under Delaware law as a result of the proposed transactions.

**Q: Why did FNT send me this information statement?**

**A:** Under applicable securities regulations, we are required to provide you with information regarding the proposed transactions and related matters as well as the completion of the proposed transactions, even though your vote or

consent is neither required nor requested to complete the proposed transactions.

**Q: Who can help answer my questions?**

**A:** If you have any questions about the proposed transactions or if you need additional copies of this information statement, you should contact:

Morrow & Co.  
470 West Avenue  
Stamford, CT 06902  
(203) 658-9400  
(800) 662-5200

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**SUMMARY**

*This summary highlights selected information contained elsewhere in this information statement and the attached annexes. This summary does not purport to contain a complete statement of all material information relating to the securities exchange and distribution agreement, the transactions contemplated therein and the other matters being considered at our annual meeting, and is subject to, and qualified in its entirety by, the more detailed information contained in or attached to this information statement. Where appropriate, items in this summary contain a cross reference directing you to a more complete description included elsewhere in this information statement. You should carefully read this information statement in its entirety, as well as all annexes attached to this information statement. As your approval of the matters described in this information statement is neither required nor requested, we are not asking you for a proxy and you are requested not to send us a proxy.*

**Information about Fidelity National Title Group, Inc.**

Fidelity National Title Group, Inc., which we refer to as FNT, is one of the largest title insurance companies in the United States. Our title insurance underwriters Fidelity National Title Insurance Company, which we refer to as Fidelity National Title, Chicago Title Insurance Company, which we refer to as Chicago Title, Ticor Title Insurance Company, which we refer to as Ticor Title, Security Union Title Insurance Company, which we refer to as Security Union Title and Alamo Title Insurance Company, which we refer to as Alamo Title together issued approximately 29.0% of all title insurance policies issued nationally during 2005, as measured by premiums. Our title business consists of providing title insurance and escrow and other title-related products and services arising from the real estate closing process. Our operations are conducted on a direct basis through our own employees who act as title and escrow agents and through independent agents. In addition to our independent agents, our customers are lenders, mortgage brokers, attorneys, real estate agents, home builders and commercial real estate developers. We do not focus our marketing efforts on the homeowner.

We are a Delaware corporation formed on May 24, 2005. We are a majority owned subsidiary of Fidelity National Financial, Inc., which we refer to as FNF. FNF owns 143,176,041 shares, or approximately 82%, of our outstanding common stock, representing 97.9% of the voting rights of our common stock. Our principal executive offices are located at 601 Riverside Avenue, Jacksonville, Florida 32204. Our telephone number is (904) 854-8100.

The predecessors to FNT have primarily been title insurance companies, some of which have been in operation since the late 1800s. Many of these title insurance companies have been acquired in the last two decades. In 1984, our parent company, FNF, acquired a controlling interest in Fidelity National Title Insurance Company. During the 1990s, FNF acquired Alamo Title, Nations Title Inc., Western Title Company of Washington and First Title Corp. In 2000, FNF completed the acquisition of Chicago Title Corp., creating the largest title insurance organization in the world. In 2004, FNF acquired American Pioneer Title Insurance Company, which now operates under our Ticor Title brand. Chicago Title previously acquired Security Union Title in 1987 and Ticor Title in 1991. Our businesses have historically been operated as wholly-owned subsidiaries of FNF until October 2005, when FNF distributed to its stockholders a minority interest in FNT.

Additional information concerning our company is included in the reports that we periodically file with the U.S. Securities and Exchange Commission, which we refer to as the SEC, copies of which may be obtained as described in [Where You Can Find More Information](#) beginning on page 157.

**Information about Fidelity National Financial, Inc.**

FNF is a holding company that, through its operating subsidiaries, provides outsourced products and services to a variety of industries. During 2005, FNF completed certain strategic initiatives, including contributing its title operations to FNT (and in turn we became a majority-owned, publicly traded company); selling a minority interest in its subsidiary FIS; and agreeing to merge FIS into a separate publicly traded company, Certegy Inc., which we refer to as Certegy. Certegy is now known as FIS. Through FNT, FNF is one of the largest title insurance companies in the United States, with approximately 29.0% national market share. Through FIS, FNF provides industry leading data processing, payment and risk management services to financial institutions and retailers. Through other wholly-owned subsidiaries, FNF is a leading provider of specialty insurance products, including flood insurance, homeowners insurance and home warranty insurance.



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Since February 1, 2006 when FNF closed its acquisition of an approximate 40% interest in Sedgwick CMS Holdings, Inc., which we refer to as Sedgwick CMS, FNF is now a provider of outsourced insurance claims management services to large corporate and public sector entities.

FNF has four reporting segments:

*Fidelity National Title Group, Inc.* This segment consists of our operations.

*Fidelity National Information Services, Inc.* This segment consists of the operations of FNF's majority owned subsidiary, FIS. FIS provides transaction processing services, consisting principally of technology solutions for banks and other financial institutions, credit and debit card services and check risk management and related services for retailers and others. FIS also provides lender processing services, consisting principally of technology solutions for mortgage lenders, selected mortgage origination services such as title agency and closing services, default management and mortgage information services. FIS' credit and debit card services and check risk management services were added through FIS' merger with Certegy. This merger closed in February 2006.

*Specialty Insurance.* The specialty insurance segment, consisting of FNF's various non-title insurance subsidiaries, issues flood, home warranty, homeowners, automobile and certain niche personal lines insurance policies.

*Corporate and Other.* The corporate and other segment consists of the operations and investments of the parent holding company, certain smaller businesses and certain other unallocated corporate overhead expenses.

## **Information about the Transferred Business (beginning on page 85)**

Under the securities exchange and distribution agreement, FNF has agreed to transfer to us its interests in the following assets, which we refer to as the contributed assets, and we have agreed to assume certain liabilities of FNF, which we refer to as the assumed liabilities. We refer to the contributed assets and the assumed liabilities collectively as the transferred business:

### ***Contributed Assets***

**Specialty Insurance Business.** Through its insurance subsidiaries, including Fidelity National Insurance Company, FNF offers various property and casualty insurance policies and other contracts which include:

*Home warranty.* The specialty insurance operations issue one-year, renewable contracts that protect new and existing homeowners against defects in household systems and appliances.

*Flood insurance.* The specialty insurance operations issue new and renewal flood insurance policies in conjunction with the U.S. National Flood Insurance Program. We are the largest domestic provider of the Write-Your-Own program sponsored by the U.S. National Flood Insurance Program.

*Personal lines insurance.* The specialty insurance operations offer and underwrite homeowners insurance in 48 states. Automobile insurance is currently underwritten in 23 states and is anticipated to expand to the balance of the U.S. in 2006. In addition, these operations also underwrite personal umbrella, inland marine (boat and recreational watercraft), and other niche personal lines products in selected markets.

*Insurance Claims Management.* On February 1, 2006, FNF completed the acquisition of an approximate 40% interest in Sedgwick CMS. Sedgwick CMS is a leading provider of outsourced insurance claims management services to large corporate and public sector entities. Since FNF's acquisition of its interests in Sedgwick CMS, Sedgwick CMS has acquired VPA, Inc., a privately-held claims services organization, based in Calabasas, California, specializing in absence and disability benefit management programs for large employers. Additionally, Sedgwick CMS has signed a definitive agreement to acquire CompManagement, Inc. and its affiliated companies through a merger of a subsidiary of Sedgwick CMS with CompManagement, Inc.'s parent company, Security Capital Corporation, for a cash purchase price of approximately \$191.5 million. Sedgwick CMS offers three core

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claims management product lines, which include worker's compensation, liability and disability and operates in over 100 locations with more than 4,000 employees.

**Real Estate Holdings.** Through its subsidiary, Cascade Timberlands LLC, which we refer to as Cascade, FNF owns an interest in approximately 293,000 acres of productive timberlands located on the eastern side of the Cascade mountain range extending from Bend, Oregon toward the California border. FNF began to purchase equity interests in Cascade in March 2006. FNF has acquired approximately 71% of Cascade for an aggregate price of approximately \$94 million.

**Other Contributed Assets.** Pursuant to the securities exchange and distribution agreement, FNF has agreed to transfer to us its interest in a small technology leasing business and certain other real estate holdings in Montana. Additionally, FNF has agreed to transfer to us all cash held by FNF as of the date of completion of the proposed transactions (up to \$275 million), and substantially all other properties, assets and rights of any nature, kind and description, tangible and intangible (including goodwill), whether real, personal or mixed, held by FNF immediately prior thereto. The contributed assets will not, however, include the shares of the capital stock of FNT or FIS held by FNF.

## **Assumed Liabilities**

Pursuant to the securities exchange and distribution agreement, we have agreed to assume all of FNF's liabilities, except (i) any liabilities of FNF to the extent FIS or any subsidiary of FIS has, as of or prior to the closing under the securities exchange and distribution agreement, which we refer to as the closing, agreed in writing to be responsible for such liabilities, (ii) any liabilities of FNF to the extent arising out of or related to the ownership or operation of the assets or properties, or the operations or conduct of the business, of FIS or any subsidiary of FIS, in each case to the extent FIS or any subsidiary of FIS has, as of or prior to the closing, agreed to be responsible for such liabilities, (iii) any guaranties or other similar contractual liabilities of FNF in respect of a primary liability of FIS or any subsidiary of FIS and (iv) certain limited tax liabilities. We refer collectively to these liabilities to be assumed by FNT as the assumed liabilities.

## **The Proposed Transactions (beginning on page 28)**

Pursuant to the securities exchange and distribution agreement, FNF has agreed to transfer to us the contributed assets in exchange for our assumption of the assumed liabilities and our issuance of that number of shares of FNT Class A common stock equal to (i) 34,042,553 *plus* (ii) the amount of cash included in the transfer of assets (not to exceed \$275,000,000 for purposes of this calculation) divided by \$23.50.

Immediately after the completion of FNF's contribution of assets to FNT, the assumption by FNT of the assumed liabilities and the transfer of shares of FNT Class A common stock by FNT to FNF, which we refer to collectively as the asset contribution, FNF will convert all of the FNT Class B common stock it holds into FNT Class A common stock. Immediately after the asset contribution and the conversion of the FNT Class B common stock into FNT Class A common stock, FNF will distribute all of the FNT Class A common stock held by it, including the converted shares and the shares received from FNT, to the holders of FNF common stock. FNF will distribute to each holder of FNF common stock, as of the record date of the distribution, as a dividend shares of FNT common stock equal to that holder's pro rata portion of all of the shares of FNT Class A common stock held by FNF immediately prior to the payment date. Fractional shares that would otherwise be received by FNF stockholders will be aggregated and sold and the net cash proceeds of the sale will be distributed in lieu of fractional shares. We refer to the distribution to the stockholders of FNF of all FNT common stock held by FNF as the spin-off.

Immediately after the completion of the spin-off and the merger described below, we will amend our certificate of incorporation, which amendment we refer to as the charter amendments, to (i) increase the authorized number of

shares of FNT Class A common stock from 300,000,000 to 600,000,000, (ii) eliminate the FNT Class B common stock and all provisions relating thereto, (iii) remove all references to and any requirements resulting from FNF's ownership of FNT common stock and (iv) change our name to Fidelity National Financial, Inc. Following completion of the proposed transactions, the symbol for our common stock on the NYSE will become FNF. Further, we will amend the omnibus incentive plan to increase the number of shares available for grants thereunder by 15,500,000.

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The proposed transactions are part of a larger organizational restructuring of FNF. At the same time that FNF and FNT entered into the securities exchange and distribution agreement, FNF and FIS entered into an agreement and plan of merger, which we refer to as the merger agreement. The merger agreement provides that immediately following the spin-off under the securities exchange and distribution agreement, FNF will merge with and into FIS, which we refer to as the merger. Upon the completion of the merger, FNF's separate corporate existence will cease and FIS will continue as the surviving corporation. In order to complete the proposed transactions, all of the conditions to the consummation of the merger of FNF and FIS (other than the completion of the spin-off) must be satisfied or waived. In addition, in order for the merger to be completed, the proposed transactions, including the spin-off, must be completed. After the completion of the proposed transactions, and immediately prior to the merger, FNF will have no assets other than its approximately 50.3% ownership position in FIS and its rights under certain agreements entered into pursuant to the securities exchange and distribution agreement.

### **Opinion of the FNT Special Committee's Financial Advisor (beginning on page 33)**

In connection with the asset contribution, Banc of America Securities LLC, which we refer to as Banc of America Securities, delivered to a special committee of our board of directors composed solely of independent directors, which we refer to as the FNT special committee, a written opinion, dated June 25, 2006, as to the fairness, from a financial point of view and as of the date of the opinion, to FNT of the aggregate number of shares of FNT Class A common stock to be issued by FNT pursuant to the securities exchange and distribution agreement, which we refer to as the aggregate stock consideration. The full text of the written opinion, dated June 25, 2006, of Banc of America Securities, which describes, among other things, the assumptions made, procedures followed, factors considered and limitations on the review undertaken, is attached as Annex B to this information statement and is incorporated by reference in its entirety into this information statement. FNT stockholders are encouraged to read the opinion carefully in its entirety. **Banc of America Securities provided its opinion to the FNT special committee to assist the FNT special committee in its evaluation of the aggregate stock consideration from a financial point of view. Banc of America Securities' opinion does not address any other aspect of the proposed transactions or any related transactions and does not constitute a recommendation as to how any stockholder should vote or act in connection with the proposed transactions.**

### **Interests of Directors and Executive Officers in the Proposed Transactions (beginning on page 45)**

You should be aware that certain of our directors and officers have interests in the proposed transactions that differ from, or are in addition to, the interests of FNT stockholders. In particular, William P. Foley, II, the chairman of our board of directors, is also the chairman of the board of directors and chief executive officer of FNF, the controlling stockholder of FNT. Following the proposed transactions, Mr. Foley will become our Chief Executive Officer and the Executive Chairman of FIS. In connection with the proposed transactions, FNT will enter into a new employment agreement with Mr. Foley and he will receive a grant of 475,000 shares of our restricted stock. Additionally, Mr. Foley currently holds 5,408,216 options to purchase FNF common stock, although 3,856,684 of such options will be exercised or cashed-out prior to the spin-off pursuant to the terms of the option letter agreement among FNF, William P. Foley, II, Alan L. Stinson and Brent B. Bickett. See The Securities Exchange and Distribution Agreement Additional Agreements beginning on page 55. With respect to the FNF stock options held by Mr. Foley at the time of the spin-off, 50% of such options will be replaced with FNT options and the remaining 50% of such options will be assumed by FIS pursuant to the terms of the merger agreement.

Certain of our other directors and executive officers hold options to acquire FNF common stock, some of which will be similarly replaced with options to acquire FNT common stock. In particular, Mr. Foley owns, in the aggregate, 5,721,266 shares and 110,000 restricted shares of FNF common stock and will receive shares of our common stock, subject to the same terms, conditions and restrictions, in respect thereof in connection with the spin-off.

**Record Date; Outstanding Shares; Shares Entitled to Vote (beginning on page 25)**

We have fixed the close of business on , as the record date for determining the FNT stockholders entitled to receive notice of or to vote at our annual meeting. Only holders of record of shares of FNT common stock at the

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close of business on that date will be entitled to vote at our annual meeting. At the close of business on the record date there were    shares of our common stock outstanding.

### **Expected Completion of the Proposed Transactions**

We expect that the proposed transactions will be approved at our annual meeting. If all conditions to the consummation of the merger are satisfied, we expect to complete the proposed transactions as soon as practicable after the satisfaction of the other conditions to the proposed transactions, including the receipt of third party consents and regulatory approvals. There may be a substantial period of time between the approval of the proposed transactions at our annual meeting and the effectiveness of the proposed transactions. We currently anticipate that the proposed transactions will be completed in the fourth quarter of 2006.

### **Ownership of FNT After the Proposed Transactions**

As part of the consideration for the transfer by FNF to us of certain assets, we expect to issue approximately 45,744,681 shares of FNT Class A common stock, based on receiving a cash amount of \$275 million from FNF in connection with the proposed transactions. Further, based on the number of shares of FNT Class B common stock held by FNF on the record date and to be converted to FNT Class A common stock in connection with the spin-off, we expect to issue approximately 143,176,041 additional shares of FNT Class A common stock to FNF. Upon completion of the proposed transactions, including the distribution by FNF to its stockholders of all shares of FNT common stock held by FNF, we expect that the stockholders of FNF will own approximately 86% of the then outstanding shares of FNT common stock.

### **No Dissenters' Rights**

FNT's stockholders are not entitled to demand appraisal of, or to receive payment for, their shares of FNT common stock under the Delaware General Corporation Law in connection with the proposed transactions.

### **Conditions to Completion of the Proposed Transactions (beginning on page 58)**

A number of conditions must be satisfied or waived on or prior to the closing under the securities exchange and distribution agreement (which we refer to as the closing) before the proposed transactions may be completed. These include, among others:

the absence of any inaccuracy in either party's representations and warranties that would be reasonably likely to have a material adverse effect;

the receipt of governmental and regulatory consents and approvals, including all necessary approvals for the transfer of FNF's interest in its regulated insurance company subsidiaries to FNT and for the spin-off of the FNT insurance operations;

the receipt of FNT stockholder approval (which we refer to collectively as the FNT stockholder approval) of (i) the issuance of shares of FNT common stock in connection with the asset contribution, (ii) the adoption of the amendment to the omnibus incentive plan and (iii) the adoption of the charter amendments;

the receipt of a private letter ruling from the internal revenue service and an opinion of FNF's special tax advisor Deloitte Tax LLP together to the effect that the spin-off will be tax free to FNF and its stockholders;

the receipt of consents required from third parties, including under credit agreements of FNF, FNT and FIS and any other material agreements;

the effectiveness of the registration statement on Form S-1 (of which this information statement forms a part), which we refer to as the Form S-1, in respect of the distribution to FNF stockholders of shares of FNT common stock by FNF in connection with the spin-off, and the absence of any stop order or related SEC proceedings in connection therewith;

the amendment of specified related party agreements, the termination and/or amendment of specified intercompany agreements, and the entering into of specified additional agreements between FNT and FIS;



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the total liabilities of FNF to be assumed by FNT that would be reflected on an unconsolidated balance sheet of FNF prepared in accordance with generally accepted accounting principles in the United States, which we refer to as GAAP, not exceeding \$100,000,000 at the time of the closing; and

the satisfaction or waiver of all of the conditions to the consummation of the merger of FNF with and into FIS (other than the occurrence of the spin-off).

### **Termination of the Securities Exchange and Distribution Agreement (beginning on page 59)**

The securities exchange and distribution agreement may be terminated at any time prior to the closing, whether before or after receipt of the FNT stockholder approval:

by the mutual written consent of FNT and FNF;

by either FNT or FNF if the FNT stockholder approval has not been obtained;

by either FNT or FNF if the closing has not been consummated on or before December 31, 2006;

by either FNT or FNF if the merger agreement has been terminated;

by either FNT or FNF if any governmental entity prohibits the transactions contemplated under the securities exchange and distribution agreement; or

by FNF in its sole discretion (in which case FNF will be required to reimburse FNT for its reasonable costs and expenses in connection with the securities exchange and distribution agreement).

### **Material United States Federal Income Tax Considerations**

FNF expects to receive a ruling from the internal revenue service and an opinion of its special tax advisor, Deloitte Tax LLP, satisfactory to us, together to the effect that the proposed transactions (including the spin-off) will be tax free transactions under the internal revenue code. Our stockholders (other than FNF) are not parties to the proposed transactions; therefore, there will be no tax consequences to them as a result of the proposed transactions.

### **Accounting Treatment**

Acquisitions among entities under common control such as the asset contribution are not considered business combinations and are to be accounted for at historical cost in accordance with *EITF 90-5, Exchanges of Ownership Interests between Enterprises under Common Control*. Furthermore, the substance of the proposed transactions and the merger is effectively a reverse spin-off of FIS by FNF in accordance with *EITF 02-11, Accounting for Reverse Spinoffs*. Accordingly, the historical financial statements of FNF will become those of FNT; however, the criteria to account for FIS as discontinued operations as prescribed by *SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets* will not be met. This is primarily due to the continuing involvement of FNT with and significant influence that FNT will have over FIS subsequent to the merger through common board members, common senior management and continuing business relationships. It is expected that FIS will continue to be included in FNF's consolidated financial statements through the date of the completion of the proposed transactions and the merger.

### **Directors and Officers of FNT Following the Spin-off**

Under the securities exchange and distribution agreement, we have agreed that our board of directors, after the completion of the proposed transactions, will consist of our existing directors except that William G. Bone and William A. Imparato will resign and Douglas K. Ammerman, Thomas M. Hagerty, Daniel D. Lane and Cary H. Thompson will be appointed to join our board of directors.

**Changes in Intercompany Agreements and Related Party Agreements**

At or prior to the closing, FNT and FNF will, and will cause their relevant subsidiaries to, terminate certain specified intercompany agreements and enter into prescribed amendments to certain specified related party agreements and, in the case of FNT, enter into certain specified additional agreements with FIS. Generally

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speaking, the intercompany and related party agreements to which FNF is a party will either be terminated or assigned to FNT. Certain of the intercompany and related party agreements between FIS and/or its subsidiaries, on the one hand, and FNT and/or subsidiaries, on the other, will require amendment to reflect the merger as well as other changes necessary to take into account changes in the relationship between the parties after the merger.

## **Cross-Indemnity Agreement and Tax Disaffiliation Agreement**

At or prior to the closing, (i) FNT and FIS will enter into the cross-indemnity agreement, which is described below under the caption *The Securities Exchange and Distribution Agreement and Related Documents Additional Agreements* beginning on page 55 and (ii) FNF, FNT and FIS will enter into the tax disaffiliation agreement, which is described below under the caption *The Securities Exchange and Distribution Agreement and Related Documents Additional Agreements* beginning on page 55.

## **Risk Factors**

In evaluating the proposed transactions or the securities exchange and distribution agreement, you should carefully read this information statement and especially consider the factors discussed in the section entitled *Risk Factors* beginning on page 20.

## **Regulatory Matters**

The insurance subsidiaries of FNF and FNT are subject to regulation under applicable state laws. Before a person can acquire control of a U.S. insurance company, prior written approval must be obtained from the insurance commissioner of the state where the insurer is domiciled. Generally, state statutes presume control to exist if any person, directly or indirectly, owns, controls, holds with the power to vote, or holds proxies representing, 10% or more (5% in Florida) of the voting securities of a domestic insurer. The state insurance commissioner reviewing an application to acquire control will consider such factors as the financial strength of the applicant, the integrity and management of the applicant's board of directors and executive officers and the acquiror's plans for the future operations of the domestic insurer. In connection with the proposed transactions, FNF and FNT are in the process of seeking exemptions from the requirements of the various state insurance laws from this approval process on the basis that the proposed transactions do not result in any new person acquiring control of the FNF or FNT insurance subsidiaries as such term is defined under the applicable state insurance laws. In the alternative, FNF and FNT will request approval for the proposed transactions from state insurance commissioners where necessary.

Additionally, on July 3, 2006, the California Insurance Commissioner issued a notice of proposed action and notice of public hearing relating to certain proposed regulations governing rate-making for title insurance. A hearing on the proposed regulations is scheduled for August 30, 2006. If implemented, the proposed regulations would result in significant reductions in title insurance rates, which are likely to have a significant negative impact on FNT's revenues in California. Further, the proposed regulations would give the California Insurance Commissioner the ability to set maximum allowable title insurance rates on a going-forward basis. It is possible that such maximum rates would be lower than the rates that FNT would otherwise set.

## **Treatment of FNF Equity Awards in Connection with the Spin-off (beginning on page 48)**

### ***Stock Options***

FNF stock options held by persons who, after the spin-off, will be employed by or provide services to FNT or an FNT affiliate will be replaced with FNT stock options granted under the omnibus incentive plan, with the same terms and conditions as the FNF options, but with equitable adjustments made to the exercise prices and the number of shares

underlying the options to reflect the difference in value of FNF and FNT common stock.

In addition, William P. Foley, II, Alan L. Stinson and Brent B. Bickett entered into an agreement with FNF on June 25, 2006, pursuant to which FNF has the right to cash out a certain number of the FNF stock options held by Messrs. Foley, Stinson and Bickett for their fair market value or require these individuals to exercise such options. To the extent FNF exercises its right under this agreement, it is required to do so immediately prior to the effective time of the spin-off or as near thereto as practicable. FNF's right to cash out these FNF stock options or require such

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options to be exercised is subject to the right of Messrs. Foley, Stinson and Bickett to exercise such stock options if doing so would not adversely affect the tax treatment of the proposed transactions. With respect to the FNF stock options held by Messrs. Foley, Stinson and Bickett that are not subject to the agreement entered into with FNF, 50% of such options will be replaced with FNT options, as described above, and the remaining 50% of such options will be assumed by FIS and converted into FIS stock options pursuant to the terms of the merger agreement.

***Restricted Stock***

All holders of FNF restricted stock will receive FNT shares in connection with the spin-off in the same proportion as other FNF stockholders, with such shares subject to the same transfer restrictions and forfeiture conditions as the FNF restricted stock based upon continued service with FNT and its affiliates or FIS and its affiliates, as the case may be. In addition, FNF restricted stock granted to and held by persons who, after the spin-off, will be employed by or provide services to FNT or an FNT affiliate will be converted pursuant to the terms of the securities exchange and distribution agreement, with the same terms and conditions as the FNF restricted stock based upon continued service with FNT and its affiliates.

**Indemnification and Insurance (beginning on page 60)**

Under the securities exchange and distribution agreement, we have agreed to indemnify each person who, prior to the closing, was an officer or director of FNF to the same extent that such officer or director was indemnified by FNF under FNF's charter and by-laws. We will also purchase and maintain for at least six years after date of closing a directors' and officers' insurance policy insuring directors, officers and employees of FNF and its subsidiaries (but not directors, officers or employees of FIS and its subsidiaries acting in their capacity as such) and providing coverage at least as favorable to the insured persons as FNF's current directors' and officers' insurance.

**Table of Contents****MARKET PRICE AND DIVIDEND INFORMATION****Our Historical Market Price**

Our common stock is listed and traded on the New York Stock Exchange, which we refer to as the NYSE, under the symbol FNT. FNF's common stock is listed and traded on the NYSE under the symbol FNF. Following the completion of the proposed transactions and the merger of FNF with and into FIS pursuant to the merger agreement, our common stock will be listed and traded on the NYSE under the symbol FNF. The table below sets forth, for the periods indicated, the high and low split-adjusted sales prices per share of FNF and our common stock as reported on the NYSE:

	<b>Our Common Stock</b>		<b>FNF Common Stock</b>	
	<b>High</b>	<b>Low</b>	<b>High</b>	<b>Low</b>
<b>Year Ended December 31, 2005</b>				
Quarter ended March 31	N/A	N/A	\$ 47.00	\$ 30.35(a)
Quarter ended June 30	N/A	N/A	36.98	30.05
Quarter ended September 30	N/A	N/A	44.71	35.56
Quarter ended December 31	\$ 24.35	\$ 20.30	45.56	35.50(b)
<b>Year Ended December 31, 2006</b>				
Quarter ended March 31	\$ 25.73	\$ 21.72	\$ 39.86	\$ 35.15

(a) During the first quarter of 2005, FNF declared and paid a \$10.00 special dividend.

(b) During the fourth quarter of 2005, FNF distributed to its stockholders 17.5% of the outstanding shares of our common stock which resulted in a reduction in FNF's stock price of \$4.06 on the ex-dividend date.

On \_\_\_\_\_, the latest practicable date before the mailing of this information statement, the last sale price of our common stock as reported on the NYSE was \$ \_\_\_\_\_ per share. On \_\_\_\_\_, the last trading day prior to the public announcement of the proposed transactions, the last sale price of our common stock as reported on the NYSE was \$ \_\_\_\_\_ per share.

**FNT Dividend Information**

The following table presents information on dividends declared each quarter on our common stock and FNF common stock, respectively, for the periods indicated.

<b>Year Ended December 31, 2005</b>	<b>Our</b>	<b>FNF</b>
	<b>Dividends</b>	<b>Dividends</b>
Quarter ended March 31	N/A	\$ 10.25(a)
Quarter ended June 30	N/A	0.25
Quarter ended September 30	N/A	0.25

Quarter ended December 31	\$	0.25		0.25
<b>Year Ended December 31, 2006</b>				
Quarter ended March 31	\$	0.29	\$	0.25

(a) During the first quarter of 2005, FNF declared and paid a \$10.00 special dividend.

Until the completion of the proposed transactions, the securities exchange and distribution agreement does not permit any declaration, setting aside or payment of any dividend or other distribution by FNT or FNF in respect of its capital stock, except for FNT's and FNF's ordinary quarterly cash dividends consistent with past practice.

Our current dividend policy anticipates the payment of quarterly dividends in the future. The declaration and payment of dividends will be at the discretion of our board of directors and will be dependent upon our future earnings, financial condition and capital requirements. Our ability to declare and pay dividends is also subject to our compliance with the financial covenants contained in a credit agreement entered into on October 17, 2005, which we refer to as our credit agreement. See FNT's Management Discussion and Analysis of Financial Conditions and

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Results of Operations    Recent Accounting Pronouncements    beginning on page 83. On February 8, 2006, our board of directors declared an increase in our quarterly cash dividend to \$0.29 per share, a 16% increase over the previous cash dividend of \$0.25 per share.

Since we are a holding company, our ability to pay dividends will depend largely on the ability of our subsidiaries to pay dividends to us, and the ability of our title insurance subsidiaries to do so is subject to, among other factors, their compliance with applicable insurance regulations. As of December 31, 2005, \$1.9 billion of our net assets are restricted from dividend payments without prior approval from the Departments of Insurance in the states where our title insurance subsidiaries are domiciled. As of March 31, 2006, our first tier title insurance subsidiaries can pay dividends or make distributions to us of approximately \$239 million without prior regulatory approval during the remainder of 2006. In addition, our ability to declare dividends is subject to restrictions under our credit agreement. We do not believe the restrictions contained in our credit agreement will, in the foreseeable future, adversely affect our ability to pay cash dividends at the current dividend rate.



**Table of Contents****FINANCIAL SUMMARY****Summary Historical Financial Data of FNT**

The following table shows selected historical consolidated and combined financial data for FNT. The data of FNT as of December 31, 2005, 2004 and 2003 and for each of the years in the four-year period ended December 31, 2005, are derived from FNT's audited consolidated and combined financial statements and related notes. The data as of December 31, 2002 and 2001 and March 30, 2006 and 2005 and for the year ended December 31, 2001 and the three-month periods ended March 31, 2006 and 2005 are derived from FNT's unaudited annual and interim consolidated and combined financial statements. In the opinion of FNT's management, the unaudited annual and interim consolidated and combined financial statements include all adjustments, consisting only of normal recurring adjustments, necessary for the fair presentation of the interim consolidated and combined financial statements. Results for the interim periods are not necessarily indicative of the results to be expected for the full year.

Detailed historical financial information is included in the audited consolidated and combined balance sheets as of December 31, 2005 and 2004, and the related consolidated and combined statements of earnings, comprehensive earnings, stockholders' equity and cash flows for each of the years in the three-year period ended December 31, 2005 as well as the unaudited interim consolidated balance sheet as of March 31, 2006 and the related unaudited interim consolidated and combined statements of earnings and cash flows for the three month periods ended March 31, 2006 and 2005, each of which is included in this information statement. You should read the following selected financial data together with FNT's historical consolidated and combined financial statements, including the related notes, and the other information included in this information statement. See "Selected Historical Financial Data of FNT" beginning on page 62.

	<b>Three Months Ended</b>		<b>Year Ended December 31,</b>				
	<b>March 31,</b>						
	<b>2006(1)</b>	<b>2005(1)</b>	<b>2005(1)</b>	<b>2004(1)</b>	<b>2003(1)</b>	<b>2002</b>	<b>2001(2)(3)</b>
	<b>(In thousands, except per share data)</b>						
<b>Statement of Earnings Data:</b>							
Direct title insurance premiums	\$ 447,769	\$ 456,205	\$ 2,184,993	\$ 2,003,447	\$ 2,105,317	\$ 1,557,769	\$ 1,252,656
Agency title insurance premiums	628,420	532,513	2,763,973	2,714,770	2,595,433	1,989,958	1,441,416
Total title premiums	1,076,189	988,718	4,948,966	4,718,217	4,700,750	3,547,727	2,694,072
Escrow and other title related fees	254,059	243,137	1,162,344	1,039,835	1,058,729	790,787	656,739
Total title and escrow	1,330,248	1,231,855	6,111,310	5,758,052	5,759,479	4,338,514	3,350,811
Interest and investment income	38,012	20,854	118,084	64,885	56,708	72,305	88,232
Realized gains and losses, net	14,506	3,436	44,684	22,948	101,839	584	946

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Other income	10,498	9,075	41,783	43,528	52,689	55,927	50,476
	1,393,264	1,265,220	6,315,861	5,889,413	5,970,715	4,467,330	3,490,465
Personnel costs	452,435	424,660	1,897,904	1,680,805	1,692,895	1,260,070	1,036,236
Other operating expenses	210,893	209,735	935,263	849,554	817,597	633,193	558,263
Agent commissions	488,368	409,901	2,140,912	2,117,122	2,035,810	1,567,112	1,131,892
Depreciation and amortization	26,237	24,866	102,105	95,718	79,077	53,042	100,225
Provision for claim losses	80,721	64,226	354,710	259,402	248,834	175,963	134,527
Interest expense	11,326	303	16,663	3,885	4,582	8,586	15,695
	1,269,980	1,133,691	5,447,557	5,006,486	4,878,795	3,697,966	2,976,838
Earnings before income taxes and minority interest	123,284	131,529	868,304	882,927	1,091,920	769,364	513,627
Income tax expense	43,766	48,863	327,351	323,598	407,736	276,970	205,965
Earnings before minority interest	79,518	82,666	540,953	559,329	684,184	492,394	307,662
Minority interest	416	347	1,972	1,165	859	624	
Cumulative effect of accounting change							5,709
Net earnings	\$ 79,102	\$ 82,319	\$ 538,981	\$ 558,164	\$ 683,325	\$ 491,770	\$ 301,953

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	<b>Three Months Ended</b>		<b>Year Ended December 31,</b>		
	<b>March 31,</b>				
	<b>2006(1)</b>	<b>2005(1)</b>	<b>2005(1)</b>	<b>2004(1)</b>	<b>2003(1) 2002 2001(2)(3)</b>
	<b>(In thousands, except per share data)</b>				
<b>Per share amounts:</b>					
Basic earnings per share	\$ 0.46		\$ 3.11		
Weighted average shares outstanding, basic basis	173,473		173,463(4)		
Diluted earnings per share	\$ 0.46		\$ 3.11		
Weighted average shares outstanding, diluted basis	173,654		173,575(4)		
Unaudited pro forma net earnings per share basic and diluted(5)		\$ 0.48		\$ 3.22	
Unaudited pro forma weighted average shares outstanding basic and diluted(5)		172,951		172,951	
Dividends declared per share	\$ 0.29		\$ 0.25		

- (1) Effective January 1, 2003, we adopted the fair value recognition provisions of SFAS No. 123, *Accounting for Stock-Based Compensation*, using the prospective method of adoption in accordance with SFAS No. 148, *Accounting for Stock-Based Compensation Transition and Disclosure*, and as a result recorded stock compensation expense of \$3.0 million for the three months ended March 31, 2005 and \$12.5 million, \$5.4 million and \$4.9 million for the years ended December 31, 2005, 2004 and 2003, respectively. Effective January 1, 2006, we adopted SFAS No. 123 (Revised), *Share-Based Payment*, and recorded stock compensation expense of \$3.2 million in the first three months of 2006.
- (2) Effective January 1, 2002, we adopted SFAS No. 142 *Goodwill and Other Intangible Assets* and as a result, have ceased to amortize goodwill. Goodwill amortization in 2001 was \$33.2 million.
- (3) During 2001, we recorded a \$5.7 million, after-tax charge, reflected as a cumulative effect of a change in accounting principle, as a result of adopting Emerging Issues Task Force No. 99-20, *Recognition of Interest Income and Impairment on Purchased and Retained Beneficial Interests in Securitized Financial Assets*.
- (4) Because there were no outstanding shares prior to FNF's distribution of our common stock (representing 17.5% of our outstanding shares) as a dividend to its stockholders, that was completed on October 17, 2005, basic and diluted weighted average shares outstanding for 2005 have been calculated using activity from October 18, 2005 to December 31, 2005 as if shares outstanding and common stock equivalents at October 18, 2005 had been outstanding for the entire year.

- (5) Unaudited pro forma net earnings per share is calculated using the number of outstanding shares of FNF on a date prior to the distribution of FNT shares to FNF stockholders.

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	<b>March 31, 2006</b>	<b>2005</b>	<b>2004</b>	<b>December 31, 2003</b>	<b>2002</b>	<b>2001</b>
	<b>(In thousands)</b>					
<b>Balance sheet data (at end of period):</b>						
Investments(1)	\$ 3,234,928	\$ 3,300,738	\$ 2,819,489	\$ 2,510,182	\$ 2,337,472	\$ 1,705,267
Cash and cash equivalents(2)	550,447	462,157	268,414	395,857	433,379	491,709
Total assets	5,897,476	5,900,533	5,074,091	4,782,664	4,494,716	3,848,300
Notes payable	599,094	603,262	22,390	54,259	107,874	176,116
Reserve for claim losses	1,090,095	1,063,857	980,746	932,439	887,973	881,053
Minority interests	5,006	4,338	3,951	2,488	1,098	239
Equity	2,505,728	2,480,037	2,676,756	2,469,186	2,234,484	1,741,387

(1) Investments as of March 31, 2006 and December 31, 2005, 2004, 2003, 2002 and 2001 include securities pledged to secure trust deposits of \$601.8 million, \$656.0 million, \$546.0 million, \$448.1 million, \$474.9 million and \$319.1 million, respectively. Investments as of March 31, 2006, and December 31, 2005, include securities pledged relating to FNT's securities lending program of \$188.2 million and \$120.2 million, respectively.

(2) Cash and cash equivalents as of March 31, 2006, and December 31, 2005, 2004, 2003, 2002 and 2001 include cash pledged to secure trust deposits of \$241.8 million, \$234.7 million, \$195.2 million, \$231.1 million, \$295.1 million and \$367.9 million, respectively. Cash and cash equivalents as of March 31, 2006, and December 31, 2005, include cash pledged relating to FNT's securities lending program of \$195.5 million and \$124.3 million, respectively.

	<b>Three Months Ended March 31, 2006</b>	<b>2005</b>	<b>2004</b>	<b>Year Ended December 31, 2003</b>	<b>2002</b>	<b>2001</b>
	<b>(In whole numbers)</b>					
<b>Other non-financial data (unaudited):</b>						
Direct operations orders opened(1)	683,800	3,052,805	3,142,945	3,771,393	2,953,797	2,496,597
Direct operations orders closed(1)	436,300	2,169,656	2,249,792	2,916,201	2,141,680	1,685,147
Fee per closed file(1)	\$ 1,532	\$ 1,487	\$ 1,324	\$ 1,081	\$ 1,099	\$ 1,120

(1) These measures are used by management to judge productivity and are a measure of transaction volume for our direct title businesses. An order is opened when we receive a customer order and is closed when the related real estate transaction closes, which typically takes 45-60 days from the opening of an order.



**Table of Contents****Summary Historical Financial Data of FNF**

The following table shows selected historical consolidated financial data for FNF. The data as of and for each of the five years ended December 31, 2005 was derived from FNF's audited consolidated financial statements. The data as of March 30, 2006 and for the three-month periods ended March 31, 2006 and 2005 was derived from FNF's unaudited interim consolidated financial statements. In the opinion of FNF's management, the unaudited interim consolidated financial statements include all adjustments, consisting only of normal recurring adjustments, necessary for the fair presentation of the interim consolidated financial statements. Results for the interim periods are not necessarily indicative of the results to be expected for the full year.

Detailed historical financial information is included in the audited consolidated balance sheets as of December 31, 2005 and 2004, and the related consolidated statements of earnings, comprehensive earnings, stockholders' equity and cash flows for each of the years in the three-year period ended December 31, 2005 included in FNF's Annual Report on Form 10-K for the year ended December 31, 2005, as well as the unaudited interim consolidated balance sheet as of March 31, 2006 and the related unaudited interim consolidated statements of earnings, comprehensive earnings and cash flows for the three month periods ended March 31, 2006 and 2005 included in FNF's Quarterly Report on Form 10-Q for the three months ended March 31, 2006. You should read the following selected financial data together with FNF's historical consolidated financial statements, including the related notes, and the other information incorporated by reference in this information statement. See **Where You Can Find More Information** beginning on page 157.

The information set forth below represents the consolidated results of operations and financial condition of FNF, including FNT and FIS. Subsequent to the completion of the proposed transactions, the historical financial statements of FNF will become the historical financial statements of FNT. For more information on the accounting treatment of the proposed transactions, see **The Proposed Transactions Accounting Treatment** beginning on page 46. As a result it may be difficult to analyze the results of operations and financial condition of the transferred business based on this information. For information about the transferred business, see **Unaudited Pro Forma Combined Financial Information** beginning on page 90.

	<b>Three Months Ended March 31,</b>		<b>Year Ended December 31,</b>				
	<b>2006(1)</b>	<b>2005(1)</b>	<b>2005(1)(3)</b>	<b>2004(1)(4)</b>	<b>2003(1)(5)</b>	<b>2002</b>	<b>2001(2)(6)(7)</b>
	<b>(In thousands, except per share data)</b>						
<b>Statement of Earnings Data:</b>							
Revenue	\$ 2,355,771	\$ 2,271,638	\$ 9,668,938	\$ 8,296,002	\$ 7,715,215	\$ 5,082,640	\$ 3,874,107
Expenses:							
Personnel costs	877,931	747,077	3,224,678	2,786,297	2,465,026	1,476,430	1,187,177
Other operating expenses	494,616	393,817	1,716,711	1,599,124	1,448,133	945,829	711,151
Agent commissions	469,707	391,466	2,060,467	2,028,926	1,823,241	1,521,573	1,098,328
Depreciation and amortization	124,631	97,327	406,259	338,434	227,937	74,163	118,282

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Provision for claim losses	114,492	87,164	480,556	311,916	287,136	179,292	134,724
Goodwill amortization							54,155
Interest expense	54,645	24,507	172,327	47,214	43,103	34,053	46,569
	2,136,022	1,741,358	8,060,998	7,111,911	6,294,576	4,231,340	3,350,386



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	<b>Three Months Ended</b>		<b>Year Ended December 31,</b>				
	<b>2006(1)</b>	<b>2005(1)</b>	<b>2005(1)(3)</b>	<b>2004(1)(4)</b>	<b>2003(1)(5)</b>	<b>2002</b>	<b>2001(2)(6)(7)</b>
	<b>(In thousands, except per share data)</b>						
Earnings before income taxes, minority interest and cumulative effect of a change in accounting principle	219,749	530,280	1,607,940	1,184,091	1,420,639	851,300	523,721
Income tax expense	81,747	80,335	573,391	438,114	539,843	306,468	209,488
Earnings before minority interest and cumulative effect of a change in accounting principle	138,002	449,945	1,034,549	745,977	880,796	544,832	314,233
Minority interest	31,631	5,448	70,443	5,015	18,976	13,115	3,048
Earnings before cumulative effect of a change in accounting principle	106,371	444,497	964,106	740,962	861,820	531,717	311,185
Cumulative effect of a change in accounting principle, net of income taxes							(5,709)
Net earnings	\$ 106,371	\$ 444,497	\$ 964,106	\$ 740,962	\$ 861,820	\$ 531,717	\$ 305,476
<b>Per Share Data:</b>							
Basic earnings per share before cumulative effect of a change in accounting principle	\$ 0.61	\$ 2.57	\$ 5.58	\$ 4.33	\$ 5.81	\$ 4.05	\$ 2.41
Cumulative effect of a change in accounting principle, net of							(.05)

income taxes,  
basic basis

Basic net earnings per share	\$	0.61	\$	2.57	\$	5.58	\$	4.33	\$	5.81	\$	4.05	\$	2.36
Weighted average shares outstanding, basic basis		173,845		173,124		172,839		171,014		148,275		131,135		129,316
Diluted earnings per share before cumulative effect of a change in accounting principle	\$	0.59	\$	2.51	\$	5.43	\$	4.21	\$	5.63	\$	3.91	\$	2.34
Cumulative effect of a change in accounting principle, net of income taxes, diluted basis														(.05)
Diluted net earnings per share	\$	0.59	\$	2.51	\$	5.43	\$	4.21	\$	5.63	\$	3.91	\$	2.29
Weighted average shares outstanding, diluted basis		179,251		177,327		177,597		176,000		153,171		135,871		133,189
Dividends declared per share	\$	0.25	\$	10.25	\$	11.00	\$	0.79	\$	0.54	\$	0.32	\$	0.26

- (1) Effective January 1, 2003, we adopted the fair value recognition provisions of SFAS No. 123, *Accounting for Stock-Based Compensation*, using the prospective method of adoption in accordance with SFAS No. 148, *Accounting for Stock-Based Compensation Transition and Disclosure*, and as a result recorded stock compensation expense of \$7.2 million for the three months ended March 31, 2005, and \$34.1 million, \$21.8 million and \$6.2 million for the years ended December 31, 2005, 2004 and 2003, respectively. Effective January 1, 2006, we adopted SFAS No. 123 (Revised), *Share-Based Payment*, and recorded stock compensation expense of \$34.3 million in the first three months of 2006.
- (2) Effective January 1, 2002, we adopted SFAS No. 142 *Goodwill and Other Intangible Assets* and as a result, have ceased to amortize goodwill. Goodwill amortization in 2001 was \$54.2 million.

- (3) FNF's financial results for the year ended December 31, 2005 includes in revenue and net earnings a \$318.2 million gain on sale relating to the issuance of subsidiary stock, approximately \$100.0 million in
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additional income tax expense relating to the distribution to its stockholders of a 17.5% interest of FNT and additional minority interest expense related to the minority interest issued in FNT and FIS.

- (4) FNF's financial results for the year ended December 31, 2004 include the results of various entities acquired on various dates during 2004.
- (5) FNF's financial results for the year ended December 31, 2003 include the results of its acquisition of ALLTEL Information Services, Inc. for the period from April 1, 2003, the acquisition date, through December 31, 2003, and include the results of operations of various other entities acquired on various dates during 2003.
- (6) FNF's financial results for the year ended December 31, 2001 include the results of the former operations of Vista Information Solutions, Inc. for the period from August 1, 2001, the acquisition date, through December 31, 2001. In the fourth quarter of 2001, FNF recorded certain charges totaling \$10.0 million, after applicable taxes, relating to the discontinuation of small-ticket lease origination at FNF Capital and the wholesale international long distance business at Micro General Corporation.
- (7) During 2001, FNF recorded a \$5.7 million, after-tax charge, reflected as a cumulative effect of a change in accounting principle, as a result of adopting Emerging Issues Task Force No. 99-20, Recognition of Interest Income and Impairment on Purchased and Retained Beneficial Interests in Securitized Financial Assets.

	<b>March 31, 2006</b>	<b>2005</b>	<b>2004</b>	<b>December 31, 2003</b>	<b>2002</b>	<b>2001</b>
	<b>(In thousands, except per share data)</b>					
<b>Balance Sheet Data:</b>						
Investments(1)	\$ 4,238,176	\$ 4,564,189	\$ 3,346,276	\$ 2,689,817	\$ 2,565,815	\$ 1,823,512
Cash and cash equivalents(2)	707,239	513,394	331,222	459,655	482,600	542,620
Total assets	14,090,857	11,104,617	9,270,535	7,263,175	5,245,951	4,415,998
Notes payable	3,578,094	3,217,019	1,370,556	659,186	493,458	565,690
Reserve for claim losses	1,144,981	1,113,506	1,000,474	945,237	890,148	881,089
Minority interests and preferred stock of subsidiary	1,883,609	636,304	18,874	14,835	131,797	47,166
Stockholders' equity	4,230,645	3,279,775	4,700,091	3,873,359	2,253,936	1,638,870
Book value per share(3)	\$ 24.21	\$ 18.84	\$ 27.24	\$ 23.50	\$ 17.13	\$ 12.65

(1) Investments as of March 31, 2006 and December 31, 2005, 2004, 2003, 2002 and 2001 include securities pledged to secure trust deposits of \$601.8 million, \$656.0 million, \$546.0 million, \$448.1 million, \$474.9 million and \$319.1 million, respectively. Investments as of March 31, 2006, and December 31, 2005 include securities pledged relating to FNF's securities lending program of \$218.3 million and \$138.7 million, respectively.

(2) Cash and cash equivalents as of March 31, 2006, and December 31, 2005, 2004, 2003, 2002 and 2001 include cash pledged to secure trust deposits of \$241.8 million, \$234.7 million, \$195.2 million, \$231.1 million,

\$295.1 million and \$367.9 million, respectively. Cash and cash equivalents as of March 31, 2006 and December 31, 2005 include cash pledged relating to FNF's securities lending program of \$226.6 million and \$143.4 million, respectively.

- (3) Book value per share is calculated as stockholders' equity at March 31, 2006 and December 31 of each year presented divided by actual shares outstanding at the end of each period presented.

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	<b>Three Months Ended March 31, 2006</b>	<b>2005</b>	<b>Year Ended December 31,</b>				<b>2001</b>
			<b>2004</b>	<b>2003</b>	<b>2002</b>		
			<b>(In whole numbers)</b>				
<b>Other Data:</b>							
Orders opened by direct title operations(1)	831,400	3,615,400	3,680,200	4,820,700	3,228,300	2,635,200	
Orders closed by direct title operations(1)	526,700	2,487,000	2,636,300	3,694,000	2,290,300	1,770,600	
Provision for claim losses to title insurance premiums	7.5%	7.2%	5.5%	5.4%	5.0%	5.0%	
Title related revenue(2):							
Percentage direct operations	54.4%	56.0%	54.8%	59.7%	55.3%	59.0%	
Percentage agency operations	45.6%	44.0%	45.2%	40.3%	44.7%	41.0%	

(1) These measures are used by management to judge productivity and are a measure of transaction volume for our direct title businesses. An order is opened when we receive a customer order and is closed when the related real estate transaction closes, which typically takes 45-60 days from the opening of an order.

(2) Includes title insurance premiums and escrow and other title related fees.

**Table of Contents****Summary Unaudited Pro Forma Condensed Combined Financial Information**

The following summary unaudited pro forma condensed combined financial information gives effect to the transfer by FNF to us of substantially all of its assets and liabilities (other than its ownership interest in FIS), as if the transfer had been completed as of March 31, 2006 for balance sheet purposes and as of January 1, 2005 with respect to the statement of earnings data and is derived from the unaudited pro forma combined financial statements included elsewhere in this information statement. The pro forma financial information should be read in conjunction with the unaudited pro forma condensed consolidated financial statements and related notes and the separate financial statements and related notes of FNT and FNF, which also are included in or incorporated by reference into this information statement. See **Unaudited Pro Forma Combined Financial Information** beginning on page 90.

Because the substance of the combined proposed transactions among FNF, FNT, and FIS pursuant to the securities exchange and distribution agreement and the merger agreement is effectively a reverse spin-off of FIS by FNF, and because FNT and FIS are entities under common control, the historical financial statements of FNF will become the historical financial statements of FNT subsequent to the proposed transactions. For more information on the accounting treatment of the proposed transactions, see **The Proposed Transactions Accounting Treatment** beginning on page 46.

The selected unaudited pro forma condensed combined financial information is presented for illustrative purposes only and does not purport to represent what the actual consolidated results of operations or the consolidated financial position of FNT would have been had the proposed transactions occurred on the dates assumed and does not reflect any benefits or synergies that may result from the proposed transactions, nor is it indicative of future operating results or financial position. Accounting policies used in the preparation of the pro forma condensed combined financial statements are in accordance with those used in FNF's and our consolidated financial statements.

	<b>Pro Forma Three Months Ended March 31, 2006 (In thousands, except per share data)</b>	<b>Pro Forma Year Ended December 31, 2005 (In thousands, except per share data)</b>
<b>Consolidated statement of earnings data:</b>		
Revenue	\$ 1,509,840	\$ 7,088,406
Earnings before income taxes and minority interest	154,207	1,282,730
Net earnings	96,419	827,709
Basic earnings per common share	\$ 0.44	\$ 3.78
Diluted earnings per common share	0.43	3.72
Basic shares outstanding	219,218	219,208
Diluted shares outstanding	222,750	222,508
		<b>Pro Forma as of March 31, 2006</b>

(In thousands)

**Consolidated balance sheet data:**

Investments	\$ 3,994,119
Cash and cash equivalents	586,656
Total assets	6,874,792
Long-term debt	649,956
Total stockholders' equity	3,185,189



**Table of Contents****UNAUDITED COMPARATIVE PER SHARE DATA**

The following table presents certain unaudited historical per share information of FNT and combined pro forma per share information after giving effect to the proposed transactions, which will be accounted for at historical cost. Subsequent to the proposed transactions, the historical financial statements of FNF will become the historical financial statements of FNT. For more information on the accounting treatment of the proposed transactions, see *The Proposed Transactions Accounting Treatment* beginning on page 46. The unaudited pro forma information is presented on this basis for informational purposes only and is not intended to be indicative of the results of future operations or the results that would have occurred had the business combination been consummated at the beginning of the periods presented. The information set forth below has been derived from and should be read in conjunction with the financial statements and related notes of FNT and FNF included elsewhere in or incorporated by reference into this information statement and the unaudited pro forma condensed combined financial statements included elsewhere in this information statement.

**Three Months Ended March 31, 2006**

	<b>Historical</b>	<b>Historical</b>	<b>FNT</b>	<b>FNF</b>
	<b>FNT</b>	<b>FNF</b>	<b>Pro</b>	<b>Pro</b>
			<b>Forma(1)</b>	<b>Forma</b>
Earnings per common share:				
Basic	\$ 0.46	\$ 0.61	N/A	\$ 0.44
Diluted	0.46	0.59	N/A	0.43
Dividends	0.29	0.25	N/A	0.29(2)
Book value per common share	14.38	24.21	N/A	N/A

**Year Ended December 31, 2005**

	<b>Historical</b>	<b>Historical</b>	<b>FNT</b>	<b>FNF</b>
	<b>FNT</b>	<b>FNF</b>	<b>Pro</b>	<b>Pro</b>
			<b>Forma</b>	<b>Forma</b>
Earnings per common share:				
Basic	\$ 3.11	\$ 5.58	N/A	\$ 3.78
Diluted	3.11	5.43	N/A	3.72
Dividends	0.25	11.00	N/A	1.16(2)
Book value per common share	14.23	18.84	N/A	N/A

(1) Because the substance of the proposed transactions and the merger is effectively a reverse spin-off of FIS by FNF, and because FNT and FIS are entities under common control, the historical financial statements of FNF will become the historical financial statements of FNT subsequent to the proposed transactions. For more information on the accounting treatment of the proposed transactions, see *The Proposed Transactions Accounting Treatment* beginning on page 46.

(2) Subsequent to the proposed transactions, FNT intends to continue to make dividend payments of \$0.29 per quarter, or \$1.16 per year.



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**RISK FACTORS**

*An investment in FNT after the proposed transactions will be subject to risks different from those to which an investment in FNT on a stand-alone basis would be subject. Moreover, by reason of the proposed transactions, and the resulting change in the business of FNT as compared to FNT's business as currently conducted, the nature of the investment by each FNT stockholder will change. In addition to the other information contained in or incorporated by reference into this information statement, you should carefully review the risks described below together with all of the other information included in this information statement.*

**Risks Related to the Proposed Transactions**

*The issuance of shares of our common stock to FNF in connection with the proposed transactions will dilute the percentage ownership interests of current FNT stockholders.*

If the proposed transactions are completed, we expect that we will issue to FNF approximately 45,744,681 shares of our common stock, based on receiving a cash amount of \$275 million from FNF in the proposed transactions. This issuance of our common stock to FNF stockholders in excess of what they currently own will cause a reduction in the relative percentage interest of current FNT stockholders in FNT's earnings, voting rights, liquidation book values and market capitalization. In addition, as a result of the increased issuance of our common stock, our future earnings per share will be lower than they otherwise would have been had such additional share issuance not occurred.

*If the proposed transactions are not completed, we will have nonetheless incurred substantial costs and our results of operations and the market price of our common stock may be adversely affected.*

We have incurred and expect to continue to incur substantial costs in connection with the proposed transactions. In addition, we have diverted significant management resources in an effort to complete the proposed transactions and are subject to restrictions contained in the securities exchange and distribution agreement on the conduct of our business. If the proposed transactions are not completed, we will receive little or no benefit from these costs.

Additionally, if the proposed transactions are not completed, we may experience negative reactions from the financial markets and our customers, suppliers and employees. Each of these factors may adversely affect the trading price of our common stock.

*The pro forma financial statements may not be an indication of our financial condition or results of operations following the proposed transactions.*

The pro forma financial statements contained in this information statement are presented for illustrative purposes only and may not be an indication of our financial condition or results of operations following the proposed transactions. The pro forma financial statements have been derived from the financial statements of FNT and FNF and certain adjustments and assumptions have been made regarding FNT after giving effect to the proposed transactions. The information upon which these adjustments and assumptions have been made is preliminary, and these kinds of adjustments and assumptions are difficult to make with complete accuracy. Furthermore, as described below, the historical financial statements of FNF are not representative of the transferred business on a stand-alone basis. As a result, the actual financial condition and results of operations of FNT following the proposed transactions may not be consistent with, or evident from, these pro forma financial statements.

The assumptions used in preparing the pro forma financial information may not prove to be accurate, and other factors may affect FNT's financial condition or results of operations following the proposed transactions. Any potential decline in FNT's financial condition or results of operations could cause the stock price of FNT to decline.

***The completion of the proposed transactions is subject to the satisfaction or waiver of conditions.***

The completion of the proposed transactions is subject to the satisfaction or waiver of a number of conditions set forth in the securities exchange and distribution agreement. If these conditions are not satisfied or waived, the proposed transactions will not be completed. Also, even if all of these conditions are satisfied or waived, the

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proposed transactions may not be completed, as FNF has the right to terminate the securities exchange and distribution agreement prior to the closing thereunder in its sole discretion and both FNF and FNT have the right to terminate the securities exchange and distribution agreement prior to the closing thereunder under certain other circumstances specified therein and described in greater detail in *The Securities Exchange and Distribution Agreement* Termination of the Securities Exchange and Distribution Agreement beginning on page 59.

***If the spin-off does not constitute a tax free spin-off under Section 355 of the internal revenue code or the merger does not constitute a tax free reorganization under Section 368(a) of the code, then we may have to indemnify FIS or FNF for payment of taxes and tax-related losses.***

Under the tax disaffiliation agreement, which we are required to enter into with FNF and FIS as a condition to the closing under the securities exchange and distribution agreement, we are required to indemnify FNF and FIS for taxes and tax-related losses (including stockholder suits) if the spin-off were determined to be taxable either to FNF or the FNF stockholders or both, unless such adverse determination were the result of a breach by FIS of its agreement not to take any action within its control that would cause the spin-off to be taxable or the result of an acquisition of FIS stock within the control of FIS or an FIS subsidiary. FNF estimates the amount of our indemnification obligation for the amount of tax on FNF's transfer of our stock in the spin-off to be in the range of \$150 million and possibly greater depending on, among other things, the value of our stock at the time of the spin-off. In addition, we are required under the tax disaffiliation agreement to indemnify FNF and FIS for taxes and tax-related losses (including stockholder suits) in the event the merger was determined to be taxable. FNF estimates the amount of our indemnification obligation for the amount of tax on FNF's transfer of its FIS stock in the merger to be in the range of \$1 billion and possibly greater depending on, among other things, the value of FIS's stock at the time of the merger. See *The Securities Exchange and Distribution Agreement* Additional Agreements beginning on page 55.

***FNT may be affected by significant restrictions following the merger with respect to certain actions that could jeopardize the tax free status of the spin-off or the merger.***

Even if the spin-off otherwise qualifies as a spin-off under Section 355 of the internal revenue code, the distribution of our common stock to the FNF stockholders in connection with the spin-off may not qualify as tax free to FNF (or its successor upon the consummation of the merger, FIS) under Section 355(e) of the internal revenue code if 50% or more of our stock is acquired as part of a plan or series of related transactions that includes the spin-off.

In order to help preserve the tax free treatment of the spin-off, the tax disaffiliation agreement restricts us from taking certain actions without first obtaining the consent of certain officers of FIS or obtaining an opinion from a nationally recognized law firm or accounting firm that such transaction will not cause the spin-off to be taxable under Section 355(e). In general, such actions would include, for a period of two years after the spin-off, engaging in any transaction involving (i) the acquisition of our stock or (ii) the issuance of shares of our stock.

## **Risks Related to the Operations of FNT after the Proposed Transactions**

***FNT may not be able to integrate the transferred business successfully.***

The success of the proposed transactions will depend in large part upon our ability to integrate the organizations, operations, systems and personnel of the companies transferred to us by FNF. The integration of such companies is a challenging, time-consuming and costly process. It is possible that the integration process could result in the loss of key employees, the disruption of our ongoing businesses or inconsistencies in standards, controls, procedures and policies that adversely affect our or such companies' ability to maintain relationships with suppliers, customers and employees or to achieve the anticipated benefits of the proposed transactions. In addition, successful integration of such companies will require the dedication of significant management resources, which will temporarily detract

attention from the day-to-day business of such companies or FNT. If our management is not able to integrate the organizations, operations, systems and personnel of such companies in a timely and efficient manner, the anticipated benefits of the proposed transactions may not be realized fully or at all or may take longer to realize than expected.

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***Like our subsidiaries, certain companies included in the transferred business engage in insurance-related businesses and must comply with additional regulations. These regulations may impede, or impose burdensome conditions on, our rate increases or other actions that we might seek to increase the revenues of our subsidiaries.***

The specialty insurance businesses included in the transferred business are subject to extensive regulation by state insurance authorities in each state in which they operate. These agencies have broad administrative and supervisory power relating to the following, among other matters:

- licensing requirements;
- trade and marketing practices;
- accounting and financing practices;
- capital and surplus requirements;
- the amount of dividends and other payments made by insurance subsidiaries;
- investment practices;
- rate schedules;
- deposits of securities for the benefit of policyholders;
- establishing reserves; and
- regulation of reinsurance.

Most states also regulate insurance holding companies like us with respect to acquisitions, changes of control and the terms of transactions with our affiliates. State regulations may impede or impose burdensome conditions on the insurance companies' ability to increase or maintain rate levels or on other actions that we may want to take to enhance operating results, and could affect our ability to pay dividends on our common stock. In addition, we may incur significant costs in the course of complying with regulatory requirements. We cannot assure you that future legislative or regulatory changes will not adversely affect our business operations.

***If the rating agencies further downgrade our company our results of operations and competitive position in the industry may suffer.***

Ratings have always been an important factor in establishing the competitive position of insurance companies. Our insurance companies are rated by Standard & Poor's, a division of The McGraw-Hill Companies, Inc., Moody's Corporation, Fitch Ratings, Inc, A.M. Best Company, Inc. and Demotech, Inc. Ratings reflect the opinion of a rating agency with regard to an insurance company's or insurance holding company's financial strength, operating performance, and ability to meet its obligations to policyholders and are not evaluations directed to investors. In connection with the public announcement of the proposed transactions on April 27, 2006, Standard & Poor's and A.M. Best revised their outlook to positive from stable and Moody's and Fitch affirmed financial strength ratings of A3 and A-, respectively. Our ratings are subject to continued periodic review by those rating entities and the continued retention of those ratings cannot be assured. If our ratings are reduced from their current levels by those rating entities, our results of operations could be adversely affected.

***We could have conflicts with FIS, and the fact that our chief executive officer and certain other officers will also serve as officers of FIS could create conflicts of interests.***

Conflicts may arise between FIS and us as a result of our ongoing agreements and the nature of our respective businesses. We will seek to manage any potential conflicts through our agreements with FIS and entities affiliated with FIS and through oversight by independent members of our board of directors. However, there can be no assurances that such measures will be effective or that we will be able to resolve all potential conflicts with FIS and such affiliated entities, and even if we do, the resolution may be less favorable to us than if we were dealing with a different third party.



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Some of the individuals who will be our executive officers after the proposed transactions own substantial amounts of FIS stock and options because of their relationships with FNF and FIS prior to the proposed transactions. Such ownership could create or appear to create potential conflicts of interest when officers are faced with decisions that could have different implications for our company and FIS.

William P. Foley, II will be our Chief Executive Officer and chairman of our board of directors and an executive officer and chairman of the board of directors of FIS following the proposed transactions. In addition, Alan L. Stinson will be our Chief Operating Officer and the Executive Vice President of Finance of FIS and Brent B. Bickett will be an executive officer of FNT and the Executive Vice President, Strategic Planning of FIS. As a result, they will have obligations to us as well as FIS and may have conflicts of interest with respect to matters potentially or actually involving or affecting us.

Matters that could give rise to conflicts include, among other things:

our past and ongoing relationships with FIS, including tax matters, employee benefits, indemnification, and other matters; and

the quality and pricing of services that we have agreed to provide to FIS entities or that those entities have agreed to provide to us.

***Provisions of our certificate of incorporation may prevent us from receiving the benefit of certain corporate opportunities.***

Because FIS may engage in the same activities in which we engage, there is a risk that we may be in direct competition with FIS over business activities and corporate opportunities. To address these potential conflicts, we have adopted a corporate opportunity policy that has been incorporated into our certificate of incorporation. Among other things, this policy limits the situations in which one of our directors or officers, if also a director or officer of FIS, may offer corporate opportunities to us of which such individual becomes aware. These provisions may limit the corporate opportunities of which we are made aware or which are offered to us.

***We may not realize the anticipated benefits from the acquisition of the transferred business.***

The transferred business is subject to risks and liabilities that are different from those of our current operations. Further, it is anticipated that the specialty insurance business may continue to expand into lines of business outside of our traditional area of operations and into new states with which we have limited experience.

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**CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS**

Some of the information contained in, or incorporated by reference into, this information statement, including in the sections entitled "The Proposed Transactions" and "FNT's Management's Discussion and Analysis of Financial Condition and Results of Operations," contains forward-looking statements that involve risk and uncertainties. These statements relate to, among other things, consummation of the proposed transactions, future financial and operating results of FNT and the transferred business and benefits of the proposed transactions. In many cases, you can identify forward-looking statements by terminology such as "may," "will," "should," "expects," "plans," "anticipates," "believes," "predicts," "potential," or "continue," or the negative of these terms and other comparable terminology. Actual results could differ materially from those anticipated in these statements as a result of a number of factors, including those set forth in the sections of this information statement listed above, in the section entitled "Risk Factors" or elsewhere in this information statement or in FNT's and FNF's other filings with the SEC, including FNF's annual report on Form 10-K for the year ended December 31, 2005 filed with the SEC and incorporated by reference into this information statement. FNT is not under any obligation (and expressly disclaims any such obligation) to update or alter its forward-looking statements, whether as a result of new information, future events or otherwise. You should carefully consider the possibility that actual results may differ materially from forward-looking statements in this information statement.

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**THE FNT ANNUAL MEETING**

**General**

This information statement is being furnished to FNT stockholders in connection with FNT's annual meeting. This information statement is intended to provide you with the information you need to know to be able to consider the matters presented at the annual meeting. We are not soliciting proxies from FNT stockholders in connection with the annual meeting on account of the fact that a quorum will be present by virtue of FNF's approximately 82% interest in our outstanding shares (representing 97.9% of the outstanding voting rights of our common stock) and that FNF intends to vote FOR the proposed transactions and the other annual meeting items. Accordingly, you are invited to attend the annual meeting, at which you will have the opportunity to vote, but your approval of the matters presented at the annual meeting is not required.

**Date, Time and Place of the FNT Annual Meeting**

The FNT annual meeting will be held on \_\_\_\_\_, 2006, at \_\_\_\_\_ a.m., local time, in the Peninsular Auditorium at 601 Riverside Avenue, Jacksonville, Florida 32204.

**Purposes of the FNT Meeting**

At the FNT annual meeting, FNT stockholders will vote upon the following proposals:

To approve the issuance of additional shares of FNT Class A common stock pursuant to the securities exchange and distribution agreement, dated as of June 25, 2006, between FNT and FNF, which provides for, among other things, the transfer of FNT common stock to FNF and the assumption by FNT of certain liabilities of FNF in exchange for FNF's interests in certain companies owned or controlled by it and certain other assets of FNF.

To adopt an amendment to the FNT 2005 Omnibus Incentive Plan, which we refer to as the omnibus incentive plan, that will increase the number of shares available for grants under the current plan by an additional 15,500,000.

To adopt the amended and restated certificate of incorporation of FNT, which will, among other things, (a) increase the authorized number of shares of FNT Class A common stock from 300,000,000 to 600,000,000, (b) eliminate the FNT Class B common stock and all provisions relating thereto, (c) remove all references to and any requirements resulting from FNF's ownership of FNT common stock and (d) change our name to Fidelity National Financial, Inc.

To elect four Class I directors to serve until the 2009 annual meeting of stockholders.

To ratify the appointment of KPMG LLP as FNT's independent registered public accounting firm for its fiscal year ending December 31, 2006.

To transact such other business as may properly be brought before the annual meeting.

**Record Date; Outstanding Shares; Shares Entitled to Vote**

The record date for our annual meeting was \_\_\_\_\_, 2006. This means that you must have been a stockholder of record of FNT common stock at the close of business on the record date in order to vote at the annual meeting. You are entitled to one vote for each share of FNT Class A common stock you own on the record date. On the record date, FNT had \_\_\_\_\_ shares of FNT common stock outstanding.

**NYSE Stockholder Approval Requirements**

NYSE rules require that a listed company obtain the consent of its stockholders prior to completing any transaction that would result in the issuance of more than 20% of the company's outstanding common stock. If the proposed transactions are completed, FNT will issue shares of common stock representing, in the aggregate, in excess of 20% of its currently outstanding shares of common stock. NYSE rules also require that a listed company

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obtain stockholder approval of equity compensation plans like the proposed amendment to the omnibus incentive plan.

### **Quorum and Voting Rights**

Proxies are not being solicited from the stockholders of FNT with respect to our annual meeting. FNF's ownership of a majority of the outstanding shares of common stock of FNT establishes the presence of a quorum at the meeting. Approval of each of Proposal 1, relating to the issuance of shares of FNT Class A common stock pursuant to the securities exchange and distribution agreement, Proposal 2, relating to the amendment to the omnibus incentive plan, and Proposal 3, relating to the amendment and restatement of the certificate of incorporation of FNT, requires an affirmative vote of a majority of the votes cast at the FNT annual meeting. Approval of Proposal 4, relating to the election of directors, requires the affirmative vote of a plurality of the votes cast at the FNT annual meeting. Approval of Proposal 5, relating to ratification of the appointment of FNT's independent auditors, and any other proposal that may be properly presented at the FNT annual meeting, requires an affirmative vote of a majority of the votes cast at the FNT annual meeting. FNF intends to vote its FNT shares in connection with each of the proposals which alone will suffice for the requisite minimum number of shares necessary with respect to each of the proposals. Accordingly, you are invited to attend our annual meeting, at which you will have the opportunity to vote, but your approval of the matters presented at the annual meeting is neither required nor requested.

### **ITEM 1 *THE ISSUANCE OF SHARES OF FNT COMMON STOCK PURSUANT TO THE SECURITIES EXCHANGE AND DISTRIBUTION AGREEMENT***

As discussed elsewhere in this information statement, FNT stockholders are being asked to vote for a proposal to approve the issuance of shares of FNT Class A common stock pursuant to the securities exchange and distribution agreement. You should carefully read this information statement in its entirety for more detailed information concerning the securities exchange and distribution agreement and the issuance of FNT common stock. You are also urged to read the securities exchange and distribution agreement, a copy of which is attached to this information statement as [Annex A](#).

**The FNT board of directors recommends that FNT stockholders vote FOR the issuance of FNT Class A common stock pursuant to the securities exchange and distribution agreement.**

### **ITEM 2 *ADOPTION OF AN AMENDMENT TO THE FNT 2005 OMNIBUS INCENTIVE PLAN***

As discussed elsewhere in this information statement, FNT stockholders are being asked to vote for the adoption of the amendment to the omnibus incentive plan to increase the total number of shares available for grants thereunder by an additional 15,500,000 shares. See [Approval of Amendment to the FNT 2005 Omnibus Incentive Plan](#) beginning on page 122.

**The FNT board of directors recommends that FNT stockholders vote FOR the adoption of the amendment to the omnibus incentive plan.**

### **ITEM 3 *ADOPTION OF AN AMENDMENT AND RESTATEMENT OF FNT'S CERTIFICATE OF INCORPORATION***

As discussed elsewhere in this information statement, FNT stockholders are being asked to vote for the adoption of the amended and restated certificate of incorporation of FNT, which will, among other things, (a) increase the authorized number of shares of FNT Class A common stock from 300,000,000 to 600,000,000, (b) eliminate the FNT Class B common stock and all provisions relating thereto, (c) remove all references to and any requirements resulting

from FNF's ownership of FNT common stock and (d) change our name to Fidelity National Financial, Inc.

**The FNT board of directors recommends that FNT stockholders vote FOR the adoption of the amendment and restatement of FNT's certificate of incorporation.**

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**ITEM 4 APPROVE ELECTION OF DIRECTORS**

As discussed elsewhere in this information statement, FNT stockholders are being asked to vote for the election of four Class I nominees for director. You should carefully read this information statement in its entirety for more detailed information concerning the election of directors.

**The FNT board of directors recommends that FNT stockholders vote FOR the election of all four nominees.**

**ITEM 5 APPROVE RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS**

As discussed elsewhere in this information statement, FNT stockholders are being asked to ratify the appointment of KPMG LLP as FNT's independent registered public accountants for fiscal year 2006. You should carefully read this information statement in its entirety for more detailed information concerning the ratification of KPMG LLP.

**The FNT board of directors recommends that FNT stockholders vote FOR the ratification of the appointment of KPMG LLP as FNT's independent registered public accountants for FNT's fiscal year ending December 31, 2006.**

**Stock Ownership of Directors and Executive Officers**

As of the record date for our annual meeting, FNT's directors and executive officers and their affiliates had the right to vote approximately \_\_\_\_\_ shares of the then outstanding FNT common stock at our annual meeting, which represented less than [ ] percent of the FNT common stock outstanding and entitled to vote at the meeting. No FNT director or executive officer or their affiliates beneficially owned any shares of FNT preferred stock.

**Voting at the Annual Meeting**

As proxies are not being solicited, all voting will be done in person at our annual meeting. Ballots will be available to all stockholders in attendance at the meeting provided that, with respect to stockholders whose FNT shares are held in \_\_\_\_\_ street name, those stockholders must present appropriate proof of beneficial ownership of their FNT shares upon entrance to the meeting in order to be able to vote their shares at the meeting.

**Shares held in \_\_\_\_\_ street name**

Generally, a broker, bank or other nominee may only vote the common stock that it holds in \_\_\_\_\_ street name for you in accordance with your instructions. Therefore, if you are the beneficial owner of shares held in \_\_\_\_\_ street name by a broker, and wish to vote on the proposals to be presented at our annual meeting, please give instructions to your broker on how to vote your shares. If you plan to attend our annual meeting and wish to vote in person, but your shares are held in \_\_\_\_\_ street name, you must obtain a legal proxy authorizing you to vote the shares in person, which you must bring with you to the meeting.

**Other voting matters**

This information statement is available on the SEC's Internet site at [www.sec.gov](http://www.sec.gov) or on our Internet site at [www.fntg.com](http://www.fntg.com).

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**THE PROPOSED TRANSACTIONS**

**Structure of the Proposed Transactions**

***Transfer of assets and assumption of liabilities***

The securities exchange and distribution agreement provides for the contribution of substantially all of FNF's assets to FNT (other than FNF's ownership interest in FIS and FNT). These assets include FNF's interests in Fidelity Sedgwick Holdings, Inc., Fidelity National Insurance Company, Fidelity National Insurance Services, Inc., Fidelity National Timber Resources Inc., FNF Capital Leasing, Inc., FNF Holding, LLC, FNF International Holdings, Inc., National Alliance Marketing Group, Inc., Rocky Mountain Aviation, Inc. and Cascade Timberlands LLC. The assets to be transferred also include cash and any other property or rights that FNF owns immediately prior to the closing under the securities exchange and distribution agreement, which we refer to as the closing. In exchange for the transfer by FNF to FNT of these assets, which we refer to as the contributed assets, FNT will issue to FNF that number of shares of FNT Class A common stock equal to (i) 34,042,553 *plus* (ii) the amount of cash included in the contributed assets (not to exceed \$275,000,000 for purposes of this calculation) divided by \$23.50. FNT will also assume all of FNF's liabilities, except for any:

liabilities of FNF to the extent FIS or any subsidiary of FIS has, as of or prior to the closing, agreed in writing to be responsible therefor;

liabilities of FNF to the extent arising out of or related to the ownership or operation of the assets or properties, or the operations or conduct of the business, of FIS or any subsidiary of FIS, in each case to the extent FIS or any subsidiary of FIS has, as of or prior to the closing, agreed to be responsible therefor;

guaranties or other similar contractual liabilities of FNF in respect of a primary liability of FIS or any subsidiary of FIS; and

certain limited tax liabilities (which are addressed in the tax disaffiliation agreement among FNT, FNF and FIS to be entered into at the closing). See *The Securities Exchange and Distribution Agreement and Related Documents – Additional Agreements* beginning on page 55.

The liabilities of FNF to be assumed by FNT are referred to as the assumed liabilities. FNT will assume and agree to pay, honor and discharge when due all of the assumed liabilities pursuant to an assumption agreement to be executed and delivered by FNT at the closing. The contribution of assets by FNF to FNT in exchange for the assumption by FNT of the assumed liabilities and the issuance to FNF of shares of FNT Class A common stock is referred to as the asset contribution. We refer to the contributed assets and the assumed liabilities collectively as the transferred business.

***Spin-off***

Immediately after the FNT annual meeting, the FNF board of directors will approve and formally declare the spin-off dividend. Following the asset contribution, FNF will convert all shares of FNT Class B common stock held by it into shares of FNT Class A common stock. Immediately thereafter, and immediately prior to the consummation of the merger, the transfer agent appointed by FNF will distribute all of the shares of FNT Class A common stock that FNF owns (including the converted shares and the shares received from FNT in connection with the asset contribution) to the holders of FNF common stock. The number of shares to which each holder is entitled will be determined by



applying the formula contained in the spin-off declaration. Fractional shares that would otherwise be received by FNF stockholders will be aggregated and sold and the net cash proceeds of the sale will be distributed in lieu of fractional shares. We refer to the distribution to the stockholders of FNF of all the shares of FNT common stock held by FNF as the spin-off.

***Stock Plan Amendment***

We will amend the omnibus incentive plan to increase the total number of shares available for grants thereunder by an additional 15,500,000 shares.

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### ***Charter Amendments***

Immediately after the completion of the spin-off and the merger of FNF with and into FIS described below, we will amend our certificate of incorporation to:

- increase the authorized number of shares of FNT Class A common stock from 300,000,000 to 600,000,000;
- eliminate the FNT Class B common stock and all provisions relating thereto;
- remove all references to and any requirements resulting from FNF's ownership of FNT common stock; and
- change our name to Fidelity National Financial, Inc.

We refer to these amendments as the charter amendments.

In this information statement we refer to the asset contribution, the spin-off, the amendment to the omnibus incentive plan and the charter amendments collectively as the proposed transactions. Following the completion of the proposed transactions and the merger described below, our common stock will be listed and traded on the New York Stock Exchange under the symbol FNF.

### ***Merger of FNF and FIS***

The proposed transactions are part of a larger organizational restructuring of FNF. At the same time that FNF and FNT entered into the securities exchange and distribution agreement, FNF entered into an agreement and plan of merger, which we refer to as the merger agreement, with its majority-owned subsidiary FIS. The merger agreement provides for the merger of FNF with and into FIS, which we refer to as the merger, immediately following the spin-off. In order to complete the proposed transactions under the securities exchange and distribution agreement, all of the conditions to the consummation of the merger of FNF and FIS (other than the completion of the spin-off) must be satisfied or waived. In addition, in order for the merger to be completed, the proposed transactions under the securities exchange and distribution agreement, including the spin-off, must be completed. After the completion of the proposed transactions, and immediately prior to the merger, FNF will have no assets other than its approximately 50.3% ownership position in FIS and its rights under certain agreements entered into pursuant to the securities exchange and distribution agreement. Upon the consummation of the merger, FNF's separate corporate existence will cease and FIS will continue as the surviving corporation.

### **Background of the Proposed Transactions**

FNF formed old FIS and contributed assets to it in early 2005 in connection with the sale of a 25% interest in old FIS to a group of private equity investors led by Thomas H. Lee Partners and Texas Pacific Group. The principal businesses contributed were FNF's bank core processing and mortgage processing business, its lender services businesses and its real estate information businesses. In February 2006, old FIS merged into a subsidiary of Certegy in a transaction in which FNF and the private equity investors received an aggregate of 67.4% of the common stock of Certegy. Certegy was subsequently renamed Fidelity National Information Services, Inc. We refer to the merger of Certegy into FIS as the Certegy merger. Prior to the Certegy merger, FNF had distributed a minority interest in FNT, the holding company for FNF's title insurance operations, to the stockholders of FNF in a taxable distribution. This distribution resulted in FNT becoming publicly traded on the NYSE.

Following the Certegy merger and the establishment of public markets for FNT common stock and FIS common stock, FNF management perceived that the public market price for FNF common stock was not adequately reflecting

the fair value of its parts, including FNF's majority stakes in both FNT and old FIS. FNF believed that one possible factor contributing to this discount, among others, was FNF's requirement that, for so long as FNF retained significant ownership positions in FNT and FIS, FNF maintain a majority ownership position in each company in order to consolidate their financial results within FNF for accounting purposes, which limited the ability of each of FNT and FIS to use its common stock as currency for acquisitions.

By early April, 2006, FNF and senior management had concluded that the public markets had discounted the value of FNF in relation to the sum of its parts. FNF and senior management began discussing the potential

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inefficiencies in FNF's holding company structure and how the market valuation of FNF's assets might be maximized in a corporate restructuring.

The FNF board of directors recognized a number of factors in its decision to investigate the possibility of a restructuring transaction, including that:

FNF's majority ownership of FIS and FNT may limit the public float, the number of eligible stockholders, the trading liquidity and, therefore, limit the market value of FIS and FNT common stock; and

FNF's need to maintain its majority ownership positions in FIS and FNT may limit the ability of each of FIS and FNT to use its common stock as currency for acquisitions and, therefore, may constrain FIS and FNT from pursuing attractive acquisition opportunities.

Senior management also recognized the possibility that eliminating the FNF holding company structure and making FIS and FNT independent companies would simplify the profile of the FNF family of companies, eliminate the discount surrounding FNF common stock, provide more valuable currencies for future acquisitions for both FIS and FNT and more fully realize the underlying value of FIS and all of the assets of FNF.

Accordingly, senior management of FNF, in consultation with Bear Stearns & Co. Inc., began studying potential transactions that might mitigate or eliminate the perceived structural inefficiencies described above. FNF believed that any such transaction would have to meet at least two constraints: (i) that it not cause a taxable transaction for the company or its stockholders and (ii) that it not trigger purchase accounting rules that would require FNT or FIS (or a successor company in any transaction) to recognize significant goodwill in connection with any sale or transfer of assets.

At the regular quarterly meeting of the FNT board of directors on April 19, 2006, senior management of FNF proposed to the FNT directors a plan for a three-step transaction that would result in FIS and FNT becoming independent entities held entirely by public stockholders. In the first step, FNF would transfer its specialty insurance businesses, its interest in Sedgwick CMS, and certain other assets to FNT in exchange for stock of FNT. In the second step, FNF would spin out its entire ownership of FNT to FNF stockholders in a tax free distribution, effectively leaving FNF with its ownership in FIS as its only asset. In the third step, FIS would merge with FNF and issue stock of FIS to stockholders of FNF in a tax free transaction, thus making FIS independent of FNF ownership. The FNT board of directors approved pursuing these transactions, subject to further analysis of the value of such transactions to FNT and its stockholders and evaluation and negotiation of the transactions by the special committee of the FNT board of directors established at the same meeting. In authorizing the pursuit of this plan, the FNT board of directors considered, among other things, the need for FNT to pursue its own independent business and acquisition strategies and the projected impact of the transactions on FNT common stock valuations.

At their regular quarterly meetings on April 26, 2006, each of the FNF and FIS boards of directors approved pursuing these transactions, subject to further analysis of the value of such transactions to each company and their respective stockholders/shareholders and evaluation and negotiation of the transactions by the special committees of each board established at the same meetings. At its April 26, 2006 meeting, the FNF board of directors did not set or propose any definitive financial terms for either the asset contribution to FNT or the merger. As part of the announcement of the proposed plan, FNF did indicate that it expected to propose a total consideration range of \$1.0 billion to \$1.25 billion for the assets to be sold to FNT.

### ***Formation of FNT Special Committee; Initial FNF Proposal***

The FNT board of directors authorized the creation of a special committee of disinterested directors, consisting of Philip G. Heasley, chairman, Willie D. Davis and General William Lyon, that would, among other things, negotiate the terms and conditions of any proposed sale of assets of FNF to FNT in connection with a potential spin-off of FNT common stock to the holders of FNF common stock, and provide a recommendation to the FNT board of directors as to whether such transactions with FNF should be pursued by FNT. The FNT special committee retained Foley & Lardner LLP to serve as its legal counsel and Banc of America Securities LLC, which we refer to as Banc of America Securities, as its financial advisor in connection with the acquisition by FNT of such assets.

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On May 19, 2006, the special committee of disinterested directors of FNF, which we refer to as the FNF special committee, provided a term sheet to the FNT special committee in which FNF proposed total consideration to FNF of \$1.250 billion, plus the assumption of nearly all of FNF's liabilities, in exchange for the businesses and assets to be transferred by FNF to FNT, with the number of FNT shares issued to FNF to be determined based on the average closing price of FNT Class A common stock on the NYSE during the 10 trading days before the execution of the definitive securities exchange and distribution agreement for the transaction. The FNF term sheet would have resulted in the issuance to FNF of approximately 61,819,980 shares of FNT Class A common stock, based on the average closing price of FNT Class A common stock of \$20.22 per share during the 10 trading days ending on the date the definitive agreement was signed.

### ***Deliberations and Negotiations by the FNT Special Committee***

During May and June 2006, the FNT special committee held seven meetings with its advisors to consider the proposed transaction and its potential effect on FNT. At the first four meetings held to consider FNF's proposal and develop a counter-proposal, the FNT special committee reviewed Banc of America Securities' progress in analyzing the component businesses and assets of FNF to be transferred to FNT in connection with the asset contribution and the potential financial impact of such transfer on FNT. The FNT special committee instructed its advisors to obtain additional information from the management of each of FNT and FNF, including more information regarding the transferred business, projections regarding FNT's own business, anticipated transaction costs and the FNF stock options to be assumed by FNT as part of the proposed transactions. The FNT special committee also received updates from its advisors about their due diligence regarding the assumed liabilities, including the possibility of contingent liabilities of FNF unrelated to the transferred business. These contingent liabilities include liabilities for taxes in the unanticipated event that the distribution by FNF of shares of FNT common stock and the merger were taxable events. In addition, during this period, at the FNT special committee's direction, Foley & Lardner LLP negotiated the terms of the legal documents for the proposed transaction, drafts of which had been prepared by LeBoeuf, Lamb, Greene & MacRae LLP, legal counsel to FNF, including representations, warranties and covenants in the securities exchange and distribution agreement and the terms of a cross-indemnity agreement between FNT and FIS.

At its fifth meeting held on June 20, 2006, after reviewing updated information from its advisors, the FNT special committee authorized Banc of America Securities to make a counter-offer to FNF reflecting total consideration of \$1.025 billion for the transferred business, with the number of FNT shares issued to FNF to be determined based on \$24 per share. In addition, the FNT special committee proposed, among other things, that (1) the number of options to be assumed by FNT in connection with the proposed transactions be reduced through the pre-transaction exercise by FNF senior management of specified options, and (2) the cash to be included in the transferred business be limited to \$275 million.

On June 21, 2006, after further consultation with its financial and legal advisors, the FNF special committee made a counter-proposal to FNT of total consideration of \$1.150 billion for the transferred business (including \$275 million of cash), with the number of FNT shares issued to FNF to be determined based on \$22 per share and reduced to the extent that the cash transferred to FNF was less than \$275 million. Under this counter-proposal, FNF also would repay in cash at closing inter-company notes to FNT of \$24 million.

The FNT special committee met with its advisors later that day to consider the counter-proposal and authorized a final counter-proposal to FNF of total consideration of \$1.075 billion (to be reduced dollar for dollar to the extent the transferred cash was less than \$275 million), with the number of FNT shares issued to FNF to be determined based on \$23.50 per share. Assuming FNF transfers cash of \$275 million to FNT at closing, FNT will issue 45,744,681 shares of FNT Class A common stock to FNF in connection with the proposed transactions. FNF's special committee accepted this final counter-proposal, subject to the completion of definitive documentation, on June 23, 2006.

Later on June 23, 2006, FNT's special committee met with its advisors and discussed the results of the negotiations with the FNF special committee regarding the consideration payable by FNT in exchange for the transferred business, the status of the negotiations with respect to the securities exchange and distribution agreement and related matters. Also at this meeting, Banc of America Securities informed the FNT special committee that,

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assuming no material changes in the terms of the proposed transactions or in the information it considered in connection with its financial analysis, it believed it would be in a position to render to the FNT special committee, at the time of execution of the securities exchange and distribution agreement, an opinion to the effect that, as of the date of its opinion and based on and subject to the matters described in its opinion, the aggregate stock consideration to be issued by FNT pursuant to the securities exchange and distribution agreement was fair, from a financial point of view, to FNT. The FNT special committee voted unanimously in favor of recommending FNT's final counter-proposal to the full board of directors of FNT. On June 25, 2006, the FNT board of directors met to consider the proposed transactions and the FNT special committee's recommendation, and approved the securities exchange and distribution agreement and the proposed transactions. Following the meeting of the FNT board of directors and its approval of the securities exchange and distribution agreement and the proposed transactions and the approval by the board of directors of each of FNF and FIS, FNF and FNT executed and delivered the securities exchange and distribution agreement, FNF and FIS executed and delivered the merger agreement, FNF and Messrs. Foley, Stinson and Bickett executed and delivered the letter agreement regarding executive options, and Banc of America Securities delivered its opinion to the FNT special committee.

### ***Factors Considered by the FNT Special Committee***

The FNT special committee believed that the securities exchange and distribution agreement and the proposed transactions are in the best interests of FNT and its stockholders. Accordingly, the FNT special committee voted to recommend that the FNT board of directors approve the securities exchange and distribution agreement and the proposed transactions.

In evaluating the proposed transactions, the FNT special committee reviewed and discussed the securities exchange and distribution agreement and the transactions contemplated thereby with FNT's management team and the FNT special committee's legal and financial advisors and considered a number of factors, including the following:

- the elimination, through the FNF distribution of FNT shares, of the overhang caused by the large block of FNT stock held by FNF and the resulting increase in the public float of FNT;

- acquisition of a complementary special insurance business and a 40% ownership position in an attractive claims processing business;

- greater operational and financial flexibility as the result of eliminating the requirements for being an 80% consolidated subsidiary of FNF, including the ability to use FNT stock for acquisitions after the transaction;

- the potential use of the cash acquired from FNF for acquisition opportunities that might arise in the future and management's favorable track record in making acquisitions; and

- the projected increase to book value per share.

The FNT special committee also considered the following material negative factors:

- the dilution to FNT's projected earnings per share and return on equity in 2007 and 2008; and

- FNT's assumption of FNF liabilities, which could include unknown contingent liabilities.

The FNT special committee gave primary weight to the anticipated unlocking of value that it expected to accompany the elimination of the overhang from FNF's approximately 82% ownership of FNT and the increase in the public float of FNT's stock. The FNT special committee believed that the dilution to FNT's earnings per share and return on equity



in 2007 and 2008 would be mitigated in subsequent years if the assets acquired from FNF achieved their long-range earnings potential. The FNT special committee also believed that the risk of assumed contingent liabilities was relatively remote. In particular, the risk of tax liabilities with respect to the restructuring would be mitigated by the IRS private letter ruling and the opinion of FNF's special tax advisor that are conditions to closing. The FNT special committee therefore determined that the benefits of the proposed transactions, including FNF's distribution of FNT shares, outweighed the detriments and voted unanimously in favor of recommending the transaction to FNT's full board of directors.

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**FNT's Reasons for the Proposed Transactions; Recommendation by FNT's Board of Directors**

As discussed above, we believe that the holding company structure, with FNF having ownership stakes in public and private operating subsidiaries, including FNT, has discounted the value of FNF in relation to the sum of its parts. The majority ownership stake that FNF currently has in FNT limits the public float of FNT, which may be significantly reducing the number of eligible holders of our common stock and limiting the trading liquidity, and thus the valuation, of FNT common stock. Additionally, for several tax-related reasons, FNF has been unwilling to own less than 80% of FNT's common stock, which has limited FNT's ability to issue its common stock to raise equity capital and fund acquisitions and for management incentives. We believe that the stockholders of FNT will benefit in several ways from the proposed transactions, including the spin-off. The proposed transactions, in conjunction with the merger of FNF into FIS, will eliminate FNF and the holding company structure, and we will be an independent company without the control of a single majority stockholder. This will increase FNT's public float, which in the long term we anticipate will enhance the trading volume and value of FNT's common stock. As a result, we expect to be better able to issue our common stock (i) to raise equity capital, (ii) as currency to take advantage of acquisition opportunities and (iii) for employee compensation to incentivize, attract and retain key employees. Additionally, we expect the proposed transactions to afford us the synergy benefits of ownership of complementary businesses, including FNF's specialty insurance business and an approximately 40% ownership position in Sedgwick CMS, FNF's insurance claims processing business. Further, the cash component of the contributed assets is expected to provide us with additional operating flexibility.

Our board of directors, after its independent evaluation and acting upon the unanimous recommendation of the special committee, approved the securities exchange and distribution agreement and the proposed transactions.

**Opinion of the FNT Special Committee's Financial Advisor**

FNT has retained Banc of America Securities to act as the FNT special committee's financial advisor in connection with the asset contribution. Banc of America Securities is an internationally recognized investment banking firm which is regularly engaged in the valuation of businesses and securities in connection with transactions and acquisitions, negotiated underwritings, secondary distributions of listed and unlisted securities, private placements and valuations for corporate and other purposes. FNT selected Banc of America Securities to act as the FNT special committee's financial advisor in connection with the asset contribution on the basis of Banc of America Securities experience in similar transactions, its reputation in the insurance industry and investment community, and its familiarity with FNT, FNF and their respective businesses.

On June 25, 2006, the date on which the securities exchange and distribution agreement was executed, Banc of America Securities delivered to the FNT special committee a written opinion, dated June 25, 2006, to the effect that, as of the date of the opinion and based on and subject to various assumptions and limitations described in its opinion, the aggregate stock consideration was fair, from a financial point of view, to FNT.

**The full text of Banc of America Securities' written opinion to the FNT special committee, which describes, among other things, the assumptions made, procedures followed, factors considered and limitations on the review undertaken, is attached as Annex B to this information statement and is incorporated by reference in its entirety into this information statement. FNT stockholders are encouraged to read the opinion carefully in its entirety. The following summary of Banc of America Securities' opinion is qualified in its entirety by reference to the full text of the opinion. Banc of America Securities provided its opinion to the FNT special committee to assist the FNT special committee in its evaluation of the aggregate stock consideration from a financial point of view. Banc of America Securities' opinion does not address any other aspect of the proposed transactions and**

**does not constitute a recommendation as to how any stockholder should vote or act in connection with the proposed transactions.**

For purposes of its opinion, Banc of America Securities:

reviewed publicly available financial statements and other business and financial information relating to FNT and the contributed assets;

reviewed internal financial statements and other financial and operating data concerning FNT and the contributed assets;

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reviewed financial forecasts relating to (i) FNF's insurance subsidiaries, consisting of Fidelity National Insurance Company, FIS and National Alliance Marketing Group, Inc. (which we collectively refer to in this section as the specialty insurance companies), (ii) FNF Capital Leasing, Inc. (which we refer to in this section as FNF leasing), and (iii) Sedgwick CMS (which, together with the specialty insurance companies and FNF leasing, we collectively refer to in this section as the FNF businesses), which forecasts were prepared by FNF's management and the managements of the FNF businesses;

reviewed financial forecasts and estimates prepared by FNF's management relating to FNT and certain of the contributed assets other than the FNF businesses (which we collectively refer to in this section as the other FNF assets), including estimates as to the anticipated investment strategy for the cash portion of the other FNF assets and the potential rates of return for such investments;

discussed the past and current operations, financial condition and prospects of FNT with FNT's senior executives, discussed the past and current operations, financial condition and prospects of the FNF businesses with senior executives of FNT, FNF and the FNF businesses, and discussed business and financial matters pertaining to the other FNF assets with FNT's and FNF's senior executives;

reviewed the potential pro forma financial impact of the transaction on FNT's future financial performance, including the potential effects on FNT's estimated earnings and book value per share and return on equity;

reviewed the reported prices and trading activity for FNT Class A common stock;

compared the financial performance of FNT and the FNF businesses, respectively, with that of publicly traded companies Banc of America Securities deemed relevant;

compared financial terms of the transaction to financial terms, to the extent publicly available, of other transactions Banc of America Securities deemed relevant with respect to the FNF businesses and Cascade;

participated in discussions and negotiations among the FNT special committee and FNF's representatives and their respective advisors;

reviewed the securities exchange and distribution agreement and certain related documents;

with respect to certain real property assets comprising the other FNF assets, reviewed and discussed with FNT's and FNF's senior executives appraisals prepared by a third party consultant to FNF and/or the purchase prices paid by FNF for such properties;

reviewed public announcements made by FNT and FNF, and held discussions with the FNT special committee and the managements of FNT and FNF, regarding the asset contribution and certain related transactions, including the spin-off and the merger, which we refer to in this section collectively as the related transactions; and

performed other analyses and considered other factors as Banc of America Securities deemed appropriate.

Banc of America Securities assumed and relied on, without independent verification, the accuracy and completeness of the financial and other information reviewed by it for the purposes of its opinion. Banc of America Securities assumed, at FNT's direction, that the financial forecasts and estimates prepared by FNT's management it reviewed relating to FNT and certain of the other FNF assets were reasonably prepared on bases reflecting the best currently

available estimates and good faith judgments of FNT's management as to FNT's future financial performance and the other matters covered by such forecasts and estimates. Banc of America Securities assumed, upon FNF's advice and at FNT's direction, that the financial forecasts it reviewed relating to the FNF businesses were reasonably prepared on bases reflecting the best currently available estimates and good faith judgments of the managements of FNF and the FNF businesses as to the future financial performance of the FNF businesses. Banc of America Securities did not make any independent valuation or appraisal of the contributed assets or FNT's assets or liabilities and Banc of America Securities was not furnished with any such valuations or appraisals (other than appraisals relating to real property assets comprising a portion of the other FNF assets, which Banc of America Securities reviewed and relied on, without independent verification, for purposes of its opinion). Banc of America Securities assumed, with FNT's consent, that, other than those liabilities relating to the contributed assets to be assumed by FNT as specified in the securities exchange and distribution agreement, FNT would not incur any liability or other obligations in connection with the asset contribution or the related

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transactions that would impact its analyses in any material respect. Banc of America Securities also assumed, with FNT's consent, that the asset contribution and the related transactions would be consummated as provided in or contemplated by the securities exchange and distribution agreement and related documents, with full satisfaction of all covenants and conditions contained in the securities exchange and distribution agreement and related documents and without any waivers, and in compliance with all applicable laws and contractual and other requirements. Banc of America Securities further assumed, with FNT's consent, that all regulatory, governmental and third party consents, approvals, agreements, waivers and rulings necessary for the consummation of the asset contribution would be obtained without any adverse effect on FNT, the contributed assets or the asset contribution.

Banc of America Securities expressed no view or opinion as to any terms or aspects of the asset contribution, other than the aggregate stock consideration to the extent expressly specified in its opinion, including, without limitation, the related transactions, the form or structure of the asset contribution or any tax or accounting aspects. In addition, Banc of America Securities expressed no opinion as to the relative merits of the asset contribution in comparison to other transactions available to FNT or in which FNT might engage or as to whether any transaction might be more favorable to FNT as an alternative to the asset contribution, nor did Banc of America Securities express any opinion as to the underlying business decision of the FNT special committee to proceed with or effect the asset contribution. Banc of America Securities expressed no opinion as to what the value of FNT Class A common stock actually will be when issued or the prices at which FNT Class A common stock may trade at any time. Except as described above, the FNT special committee imposed no other limitations on the investigations made or procedures followed by Banc of America Securities in rendering its opinion.

Banc of America Securities' opinion was necessarily based on economic, market and other conditions as in effect on, and the information made available to Banc of America Securities as of, the date of its opinion. Accordingly, although subsequent developments may affect its opinion, Banc of America Securities did not assume any obligation to update, revise or reaffirm its opinion.

The following represents a brief summary of the material financial analyses presented by Banc of America Securities to the FNT special committee in connection with its opinion. **The financial analyses summarized below include information presented in tabular format. In order to fully understand the financial analyses performed by Banc of America Securities, the tables must be read together with the text of each summary. The tables alone do not constitute a complete description of the financial analyses performed by Banc of America Securities. Considering the data in the tables below without considering the full narrative description of the financial analyses, including the methodologies and assumptions underlying the analyses, could create a misleading or incomplete view of the financial analyses performed by Banc of America Securities.**

***Sum-of-the-Parts Analysis of the Contributed Assets***

Banc of America Securities performed a Sum-of-the-Parts-Analysis of the contributed assets by performing separate financial analyses of, or utilizing certain financial information or data relating to, the contributed assets. These contributed assets include, among other things, the flood insurance business and home warranty and personal lines insurance businesses of the specialty insurance companies, a 40% interest in Sedgwick CMS, a 70.1% interest in Cascade, FNF leasing, FNF's real estate holdings in Montana and a cash amount of up to \$275 million. The Sum-of-the-Parts-Analysis indicated the following approximate implied aggregate reference range for the contributed assets, as compared to the approximate implied value of the aggregate stock consideration, assuming the transfer of \$275 million in cash to FNT in the asset contribution, of 45,744,681 shares of FNT Class A common stock based on the closing price of FNT common stock on June 23, 2006:

**Implied Sum-of-the-Parts**

**Implied Value of**

**Reference Range for Contributed Assets**

**Aggregate Stock Consideration**

\$1,050,000,000 - \$1,249,000,000

\$ 940,000,000

As more fully described below, the Sum-of-the-Parts Analysis performed by Banc of America Securities was based on, in the case of each of the FNF businesses, a Selected Companies Analysis, Selected Transactions Analysis and Discounted Cash Flow Analysis and, in the case of Cascade, a Selected Transactions Analysis, the appraised value of real estate held by Cascade and the purchase prices previously paid by FNF for such real

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estate. In the case of FNF's real estate holdings in Montana, Banc of America Securities utilized an estimated value based on the purchase price previously paid by FNF for such real estate. The financial analyses of Sedgwick CMS and Cascade reflected FNF's equity ownership in those entities of 40% and 70.1%, respectively.

***Specialty Insurance Companies Businesses***

In evaluating the businesses of the specialty insurance companies to be transferred to FNT as part of the asset contribution, Banc of America Securities performed separate financial analyses of the flood insurance business and home warranty and personal lines insurance businesses of the specialty insurance companies.

***Flood Insurance Business***

Selected Companies Analysis. Banc of America Securities reviewed financial and stock market information for the following four selected publicly held claims administrators and other insurance services providers and four selected domestic insurance brokers:

**Claims Administrators  
and Other Insurance Providers**

Fiserv, Inc.  
Arthur J. Gallagher & Co.

Crawford & Company  
CorVel Corporation

**Domestic Insurance Brokers**

Brown & Brown, Inc.  
Hilb Rogal & Hobbs  
Company  
Arthur J. Gallagher & Co.  
USI Holdings Corporation

Banc of America Securities reviewed, among other things, enterprise values of the selected companies, calculated as fully-diluted market value, plus net debt and minority interests, less cash and cash equivalents, as a multiple of calendar years 2006 and 2007 estimated earnings before interest, taxes, depreciation and amortization, commonly referred to as EBITDA. Banc of America Securities also reviewed market values of the selected companies as a multiple of calendar years 2006 and 2007 estimated net income. Banc of America Securities then applied a range of selected EBITDA and net income multiples derived from the selected companies to corresponding data of the flood insurance business, as adjusted, in the case of calendar year 2006 estimated EBITDA and net income, to exclude extraordinary amounts as a result of the calendar year 2005 hurricane season. Multiples were based on closing stock prices on June 23, 2006. Estimated financial data of the selected companies were based on publicly available research analysts' estimates. Estimated financial data of the flood insurance business were based on internal estimates of the specialty insurance companies' management.

Selected Transactions Analysis. Banc of America Securities reviewed, to the extent publicly available, financial information relating to the following 30 selected acquisition transactions in the insurance brokerage and 13 selected acquisition transactions in the flood insurance industry:

**Insurance Brokerage Transactions**

**Announcement Date**

**Acquiror**

**Target**

3/1/06

Hub International Limited

Citizens Clair Insurance Group, Brewer &  
Lord of Norwell, LLC and The Feitelberg



		Company LLC
9/22/05	Hicks, Muse Tate & Furst Incorporated, Banc of America Capital Investors and Emerald Group	The Swett & Crawford Group, Inc.
9/7/05	J.C. Flowers & Co. LLC	Crump Group, Inc.
3/5/05	Wachovia Corporation	Palmer & Clay, Inc.
2/15/05	American Wholesale Insurance Group, Inc.	Stewart Smith Group Inc.
2/11/05	Brown & Brown, Inc.	Hull & Company, Inc.
4/23/04	Brown & Brown, Inc.	Proctor Financial Insurance Corp.
4/01/04	U.S.I. Holdings Corporation	Bertholon Rowland, Inc.
3/14/04	Hub International Limited	Talbot Financial Corporation
3/12/04	Marsh & McLennan Companies, Inc.	Heath Lambert Limited (Australia and New Zealand operations)
1/5/04	Capital Risk LLC	HCC Employee Benefits, Inc.
11/11/03	BB&T Insurance Services, Inc.	McGriff, Seibels & Williams Inc.
11/10/03	The BISYS Group, Inc.	USA Insurance Group, Inc.

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<b><u>Announcement Date</u></b>	<b><u>Acquiror</u></b>	<b><u>Target</u></b>
3/14/03	The BISYS Group, Inc.	Tri-City Brokerage, Inc.
12/31/02	Hub International Limited	Fifth Third Insurance Services, Inc.
10/23/02	Brown & Brown, Inc.	Cal-Surance Associates, Inc.
9/26/02	Clark/Bardes, Inc.	Long Miller & Associates, LLC
5/13/02	Hilb, Rogal and Hamilton Company	Hobbs Group, LLC
12/19/01	Greater Bay Bancorp	Alburger Basso de Grosz Insurance Services, Inc.
7/25/01	Brown & Brown, Inc.	Raleigh, Schwarz & Powell, Inc.
4/16/01	Benfield Greig Group plc	E.W. Blanch Holdings, Inc.
3/08/01	Wells Fargo & Company	ACO Brokerage Holdings Corporation
1/20/01	Hub International Limited	Kaye Group Inc.
1/3/01	Brown & Brown, Inc.	Riedman Corporation
6/7/00	M Financial Group	Management Compensation Group, Northwest, LLC
8/25/98	Marsh & McLennan Companies, Inc.	Sedgwick Group plc
7/21/98	Kohlberg Kravis Roberts & Co.	Willis Corroon Group plc
8/4/97	Knightsbridge Capital LLC	Acordia, Inc.
3/12/97	Marsh & McLennan Companies, Inc.	Johnson & Higgins, Inc.
12/11/96	Aon Corporation	Alexander & Alexander Services Inc.

**Flood Insurance Transactions**

<b><u>Announcement Date</u></b>	<b><u>Acquiror</u></b>	<b><u>Target</u></b>
7/1/04	CTG Real Estate Information Services Inc.	Determination Processing Services Inc.
11/4/03	The Seibels Bruce Group, Inc.	The Seibels Bruce Group, Inc.
9/4/03	The First American Financial Corporation (now known as The First American Corporation)	Transamerica Flood Hazard Certification, Inc.
9/2/03	LandAmerica Financial Group, Inc.	LERETA Corp.
4/9/03	Fiserv, Inc.	Insurance Management Solutions Group, Inc.
10/15/02	FNF	Bankers Insurance Group, Inc.
11/30/01	Fiserv, Inc.	National Con-Serv, Inc.
10/3/00	Fiserv, Inc.	National Flood Services, Inc.
11/24/99	The First American Financial Corporation (now known as The First American Corporation)	Crystal River Title Co.
5/26/98	LERETA Corp.	AccuFlood Inc.
10/20/97	Guaranty National Corporation	Unisun Insurance Company
2/14/97	Investor Group	National Flood Services, Inc.
6/24/96	Investor Group	The First American Financial Corporation (now known as The First American Corporation)

Banc of America Securities reviewed, among other things, transaction values of the selected transactions, calculated as the equity value implied for the target company based on the consideration payable in the selected transaction, plus net debt and minority interests, less cash and cash equivalents, as a multiple of latest 12 months EBITDA. Banc of America Securities also reviewed purchase prices paid in the selected transactions as a multiple of latest 12 months net income. Banc of America Securities then applied a range of selected EBITDA and net income multiples derived from the selected transactions to the calendar year 2006 estimated EBITDA and net income, in each case as adjusted to exclude extraordinary amounts as a result of the calendar year 2005 hurricane season, of the flood insurance business. Multiples for the selected transactions were based on publicly available financial information at the time of announcement of the relevant transaction. Estimated financial data of the flood insurance business were based on internal estimates of the specialty insurance companies' management.

Discounted Cash Flow Analysis. Banc of America Securities performed a discounted cash flow analysis of the flood insurance business in order to calculate the estimated present value of the standalone cash flows that the flood insurance business could generate during the fourth quarter of fiscal year 2006 through fiscal year 2011 based on internal estimates of the specialty insurance companies' management. Banc of America Securities calculated a range of estimated terminal values by applying a range of terminal value multiples of 8.0x to 9.0x to the fiscal year

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2011 estimated net income of the flood insurance business. The present value of the cash flows and terminal values were then calculated using discount rates ranging from 13.0% to 14.0%.

***Home Warranty and Personal Lines Insurance Businesses***

**Selected Companies Analysis.** Banc of America Securities reviewed financial and stock market information for the following nine selected publicly held personal lines insurance companies:

**Personal Lines Insurance Companies**

The Allstate Corporation  
Safeco Corporation  
Mercury General Corporation  
The Hanover Insurance Group, Inc.  
Ohio Casualty Corporation  
State Auto Financial Corporation  
Alfa Corporation  
Safety Insurance Group, Inc.  
The Midland Company

Banc of America Securities reviewed, among other things, market values of the selected companies as multiples of calendar years 2006 and 2007 estimated net income and book value, excluding accumulated other comprehensive income, as of March 31, 2006. Banc of America Securities then applied a range of selected net income and book value multiples derived from the selected companies to corresponding data of the home warranty and personal lines insurance businesses. Multiples were based on closing stock prices on June 23, 2006. Financial data of the selected companies were based on publicly available research analysts' estimates and public filings. Financial data of the home warranty and personal lines insurance businesses were based on internal estimates and data of the specialty insurance companies' management.

**Selected Transactions Analysis.** Banc of America Securities reviewed financial information, to the extent publicly available, relating to the following 15 selected acquisition transactions in the personal lines insurance industry:

<b><u>Announcement Date</u></b>	<b><u>Acquiror</u></b>	<b><u>Target</u></b>
11/14/05	General Motors Acceptance Corporation	MEEMIC Insurance Company
7/29/05	Sentry Insurance a Mutual Company	Viking Insurance Holdings, Inc.
12/15/03	Liberte Investors Inc. (now known as First Acceptance Corporation)	USAuto Holdings, Inc.
11/17/03	The St. Paul Companies, Inc. (now known as The St. Paul Travelers Companies, Inc.)	Travelers Property Casualty Corp.
5/22/03	Liberty Mutual Group Inc.	Prudential's Property & Casualty Insurance Company
5/22/03	The Palisades Group, LLC	The Prudential Property and Casualty New Jersey Holdings, Inc.
3/27/03	Nationwide Mutual Insurance Company	THI Holdings, Inc.
11/1/00	American National Insurance Company	Farm Family Holdings, Inc.
10/25/00	State Auto Financial Corporation	Meridian Insurance Group, Inc.

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9/25/00	White Mountains Insurance Group, Ltd.	CGU Corporation
6/22/00	Medical Assurance, Inc.	Professionals Group, Inc.
3/21/00	Citigroup Inc.	Travelers Property Casualty Corp.
10/19/99	Farmers Insurance Exchange	Foremost Corporation of America
7/12/99	Metropolitan Property & Casualty Company	The St. Paul Companies, Inc.
6/9/99	The Allstate Corporation	CNA Financial Corporation (Personal Insurance Business)

Banc of America Securities reviewed, among other things, purchase prices in the selected transactions as multiples of latest 12 months and estimated next 12 months net income and book value as of the most recent completed accounting period prior to public announcement of the relevant transaction. Banc of America Securities then applied a range of selected net income and book value multiples derived from the selected transactions to the

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calendar year 2005 and estimated calendar year 2006 net income and book value, excluding accumulated other comprehensive income, as of March 31, 2006 of the home warranty and personal lines insurance businesses. Multiples for the selected transactions were based on publicly available financial information at the time of announcement of the relevant transaction. Financial data of the specialty insurance companies' home warranty and personal lines insurance businesses were based on internal estimates and data of the specialty insurance companies' management.

*Discounted Cash Flow Analysis.* Banc of America Securities performed a discounted cash flow analysis of the home warranty and personal lines insurance businesses in order to calculate the estimated present value of the standalone cash flows that the home warranty and personal lines insurance businesses could generate during the fourth quarter of fiscal year 2006 through fiscal year 2011 based on internal estimates of the specialty insurance companies' management. Banc of America Securities calculated a range of estimated terminal values by applying a range of terminal value multiples of 9.5x to 11.5x to the fiscal year 2011 estimated net income of the home warranty and personal lines insurance businesses. The present value of the cash flows and terminal values were then calculated using discount rates ranging from 12.5% to 13.5%.

***Sedgwick CMS***

*Selected Companies Analysis.* Banc of America Securities reviewed financial and stock market information for the following four selected publicly held claims administrators and other insurance services providers and four selected publicly held call center outsourcers:

**Claims Administrators and  
Other Insurance Services Providers**

**Call Center Outsourcers**

Fiserv, Inc.  
Arthur J. Gallagher & Co.  
Crawford & Company  
CorVel Corporation

Convergys Corp.  
TeleTech Holdings  
StarTek, Inc.  
ICT Group Inc.

Banc of America Securities reviewed, among other things, enterprise values of the selected companies as a multiple of calendar years 2006 and 2007 estimated EBITDA. Banc of America Securities then applied a range of selected EBITDA multiples derived from the selected companies to corresponding data of Sedgwick CMS. Multiples were based on closing stock prices on June 23, 2006. Estimated financial data of the selected companies were based on publicly available research analysts' estimates. Estimated financial data of Sedgwick CMS were based on internal estimates of Sedgwick CMS' management.

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**Selected Transactions Analysis.** Banc of America Securities reviewed, to the extent publicly available, financial information relating to the following 14 selected acquisition transactions in the insurance services industry and 10 selected acquisition transactions in the business processes outsourcing and human resources services industry:

**Insurance Services Transactions**

<b><u>Announcement Date</u></b>	<b><u>Acquiror</u></b>	<b><u>Target</u></b>
2/27/06	Aetna, Inc.	Broadspire Services, Inc. (Disability Business)
12/27/05	Fidelity National Financial, Inc.	Sedgwick Claims Management Services Inc.
3/31/05	Monitor Clipper Partners Inc.	Medical Services Company
10/4/04	Scandent Group, Inc.	Cambridge Integrated Services Group, Inc.
3/9/04	Broadspire Services, Inc.	Cunningham Lindsey Claims Management, Inc. (US TPA Business)
3/2/04	U.S. Risk Insurance Group, Inc.	Ward North America Holding, Inc.
10/3/03	CompManagement, Inc.	Octagon Risk Services, Inc.
7/22/03	Platinum Equity, LLC	Kemper Corporation / National Loss Control Services Corporation
4/2/03	Cunningham Lindsey US Inc.	RSKCo Services, Inc.
4/15/03	Fiserv, Inc.	Wausau Benefits, Inc.
4/9/03	Fiserv, Inc.	Insurance Management Solutions Group, Inc.
12/31/02	Cobalt Corporation	Claim Management Services, Inc.
11/12/02	CGI Group Inc.	Underwriters Adjustment Bureau Ltd.
9/21/99	Brera Capital Partners LLC	The GAB Robins Group of Companies

**Business Processes Outsourcing and HR Services Transactions**

<b><u>Announcement Date</u></b>	<b><u>Acquiror</u></b>	<b><u>Target</u></b>
7/21/05	Perot Systems Corporation	Technical Management Inc. and its subsidiaries, including Transaction Applications Group, Inc.
3/31/05	Affiliated Computer Services, Inc.	Mellon Human Resources & Investor Solutions Inc.
1/18/05	Watson Wyatt & Company Holdings	Watson Wyatt LLP
1/18/05	Electronic Data Systems Corporation	Towers Perrin s Human Resources Business Process Outsourcing
11/8/04	General Atlantic/Oak Hill Capital Partners, L.P.	Gecis Global Holdings Inc.
6/15/04	Hewitt Associates, Inc.	Exult, Inc.
2/4/03	New Mountain Capital LLC	Choice Point Inc. (CP Commercial Services)
5/29/01	Capita Group plc	Mclaren Dick & Company Limited
11/2/00	Capital Group plc	Eastgate Group Limited
2/6/00	BCE Emergis Inc.	United Payors & United Providers, Inc.

Banc of America Securities reviewed, among other things, transaction values of the selected transactions as a multiple of latest 12 months EBITDA. Banc of America Securities then applied a range of selected EBITDA multiples derived from the selected transactions to corresponding data of Sedgwick CMS. Multiples for the selected transactions were based on publicly available financial information at the time of announcement of the relevant transaction. Financial data for Sedgwick CMS were based on internal estimates of Sedgwick CMS management.

*Discounted Cash Flow Analysis.* Banc of America Securities performed a discounted cash flow analysis of Sedgwick CMS to calculate the estimated present value of the standalone unlevered, after-tax free cash flows that Sedgwick CMS could generate during the fourth quarter of fiscal year 2006 through fiscal year 2011 based on internal estimates of Sedgwick CMS management. Banc of America Securities calculated a range of estimated terminal values by applying a range of terminal value multiples of 7.0x to 9.0x to the fiscal year 2011 estimated EBITDA of Sedgwick CMS. The present value of the cash flows and terminal values were then calculated using discount rates ranging from 11.0% to 13.0%.



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**Selected Transactions Analysis.** Banc of America Securities reviewed financial information relating to the following 15 selected acquisition transactions in the timber industry:

<b><u>Announcement Date</u></b>	<b><u>Acquiror</u></b>	<b><u>Target</u></b>
2006	Fidelity National Financial, Inc.	Cascade
2004	Longview Fibre Company	Plum Creek Timber Company, Inc.
2004	Jeld-Wen, Inc.	US Timberlands Company, LP
2004	Cascades Timberlands LLC	Crown Pacific Partners, LP
2003	Ponderosa Land & Cattle Company	Weyerhaeuser Company
2003	US Forest Service	Pioneer Forest Inc.
2003	Private Investor	Plum Creek Timber Company, Inc.
2002	Patriot Investments, LLC	Crown Pacific Partners, LP
2002	Undisclosed	Pioneer Forest Inc.
2002	Undisclosed	Pioneer Forest Inc.
2002	Undisclosed	Pioneer Forest Inc.
2002	Undisclosed	US Timberlands Company, LP
1996	Crown Pacific Partners, LP	Cavenham Forest Industries Inc./Willamette Industries, Inc.
1996	US Timberlands Company, LP	Weyerhaeuser Company
1996	Various	Valcor, Inc./Meditate Corporation
1996	Pioneer Forest Inc.	Louisiana-Pacific Corporation

Banc of America Securities reviewed, among other things, the purchase price per acre paid in the selected transactions. Banc of America Securities then applied a range of selected purchase prices per acre paid derived from the selected transactions to the total timberland acreage of Cascade.

**Other.** In analyzing Cascade, Banc of America Securities also reviewed estimated values of Cascade based on the appraised value of the real estate properties held by Cascade and the purchase prices previously paid by FNF for such properties.

***FNF Leasing***

**Selected Companies Analysis.** Banc of America Securities reviewed financial and stock market information for the following four selected publicly held technology leasing companies:

**Technology Leasing Companies**

CIT Group Inc.  
CapitalSource Inc.  
GATX Corporation  
Financial Federal Corporation

Banc of America Securities reviewed, among other things, market values of the selected companies as a multiple of calendar years 2006 and 2007 estimated net income. Banc of America Securities then applied a range of selected net

income multiples derived from the selected companies to corresponding data of FNF leasing. Multiples were based on closing stock prices on June 23, 2006. Estimated financial data of the selected companies were based on publicly available research analysts' estimates. Estimated financial data of FNF leasing were based on internal estimates of FNF leasing's management.

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*Selected Transactions Analysis.* Banc of America Securities reviewed, to the extent publicly available, financial information relating to the following 31 selected acquisition transactions in the consumer finance industry with transaction values of less than \$1 billion:

<b><u>Announcement Date</u></b>	<b><u>Acquiror</u></b>	<b><u>Target</u></b>
5/16/06	Cerberus Capital Management L.P.	Pitney Bowes Credit Corporation
2/16/06	TD Bank Financial Group	VFC Inc.
12/14/05	JPMorgan Chase & Co.	Collegiate Funding Services, Inc.
7/19/05	CIT Group Inc.	Healthcare Business Credit Corporation
12/16/04	National City Corporation	Charter One Vendor Finance, LLC
10/26/04	General Electric Company	Bay4 Capital, LLC
10/22/04	KeyCorp	American Express Business Finance Corporation
4/15/04	CIT Group Inc.	GATX Corporation (Technology Services Business)
2/24/04	MBNA Corporation	Sky Financial Solutions, Inc.
11/23/02	E*TRADE Group, Inc.	Ganis Credit Corporation
4/3/02	General Electric Company	Comdisco Inc. (Healthcare Lending Assets)
2/8/02	Compaq Financial Services	El Camino Arrendamento Mercantil SA (Brazilian Assets)
1/23/02	General Electric Company	Comdisco Inc. Electronics, Lab. & Science Equipment Leasing
12/21/01	General Electric Company	Xerox Credit Corporation
7/30/01	Berkshire Hathaway Inc.	XTRA Corporation
7/23/01	General Electric Company	SAFECO Credit Company, Inc.
2/14/01	American Express Company	SierraCities.com Inc.
2/13/01	GATX Corporation	El Camino Resources, Ltd.
1/15/01	General Electric Company	Rollins Truck Leasing Corp.
12/15/00	Wells Fargo Financial Leasing, Inc.	Conseco, Inc.
5/23/00	ABN Amro Bank, N.V.	Fidelity Leasing, Inc.
3/2/00	U.S. Bancorp	Oliver-Allen Corporation
12/8/99	The FINOVA Group Inc.	Fremont Financial Corporation
9/23/99	Textron Financial Corporation	Litchfield Financial Corporation
9/1/99	MLC Holdings Inc.	CLG Inc.
4/19/99	Heller Financial, Inc.	Healthcare Financial Partners, Inc.
3/8/99	Rabobank	Tokai Financial Services, Inc.
11/23/98	Fleet Financial Group, Inc.	Sanwa Business Credit Corporation
4/7/97	KeyCorp	Leasetec Corporation
2/14/97	TCF Financial Corporation	Winthrop Resources Corporation
1/10/96	General Electric Company	BellSouth Financial Services Corporation

Banc of America Securities reviewed, among other things, purchase prices in the selected transactions as a multiple of latest 12 months and estimated next 12 months net income. Banc of America Securities then applied a range of selected net income multiples derived from the selected transactions to corresponding data of FNF leasing. Multiples for the selected transactions were based on publicly available financial information at the time of announcement of the relevant transaction. Financial data of FNF leasing were based on internal estimates and data of FNF leasing s

management.

Discounted Cash Flow Analysis. Banc of America Securities performed a discounted cash flow analysis of FNF leasing to calculate the estimated present value of the standalone cash flows that FNF leasing could generate during the fourth quarter of fiscal year 2006 through fiscal year 2011 based on internal estimates of FNF leasing management. Banc of America Securities calculated a range of estimated terminal values by applying a range of terminal value multiples of 12.0x to 14.0x to the fiscal year 2011 estimated net income of FNF leasing. The present value of the cash flows and terminal values were then calculated using discount rates ranging from 14.5% to 15.5%.

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**Selected Companies Analysis.** Banc of America Securities reviewed publicly available financial and stock market information for the following three selected title insurance companies:

**Title Insurance Companies**

The First American Corporation  
LandAmerica Financial Group, Inc.  
Stewart Information Services Corporation

Banc of America Securities reviewed, among other things, closing stock prices of the selected companies as multiples of calendar years 2006 and 2007 estimated earnings per share, commonly referred to as EPS, and book value, excluding accumulated other comprehensive income, per share as of March 31, 2006. Banc of America Securities then applied a range of selected EPS and book value per share multiples derived from the selected companies to corresponding data of FNT. Banc of America Securities also reviewed the relationship of book value per share multiples relative to calendar year 2006 estimated return on equity, or ROE, for the selected companies. Banc of America Securities then applied book value per share multiples based on this relationship to the book value, excluding accumulated other comprehensive income, per share of FNT as of March 31, 2006. Multiples were based on closing stock prices on June 23, 2006. Book values of the selected companies and FNT were based on public filings. Other financial data of the selected companies were based on publicly available research analysts' estimates. Other financial data of FNT were based both on publicly available research analysts' forecasts, referred to below as street forecasts, and internal forecasts prepared by FNT's management, referred to below as management forecasts. This analysis indicated the following selected per share equity reference ranges for FNT, as compared to the closing price of FNT common stock on June 23, 2006:

<b>Street Forecasts</b>	<b>Selected Per Share Equity Reference Ranges for FNT</b>		<b>Closing Price of FNT Common Stock on June 23, 2006</b>
		<b>Management Forecasts</b>	
\$23.00 - \$26.00		\$ 20.00 - \$23.00	\$20.55

**Discounted Cash Flow Analysis.** Banc of America Securities performed a discounted cash flow analysis of FNT to calculate the estimated present value of the standalone cash flows that FNT could generate during the fourth quarter of fiscal year 2006 through fiscal year 2011 based on internal estimates of the FNT's management. Banc of America Securities calculated a range of estimated terminal values by applying a range of terminal value multiples of 9.0x to 10.0x to FNT's fiscal year 2011 estimated net income. The present value of the cash flows and terminal values were then calculated using discount rates ranging from 10.0% to 11.0%. This analysis indicated the following implied per share equity reference range for FNT, as compared to the closing price of FNT common stock on June 23, 2006:

<b>Per Share Equity Reference Range for FNT</b>	<b>Closing Price of FNT Common Stock on June 23, 2006</b>
\$20.00 - \$22.58	\$ 20.55

***Pro Forma Accretion/Dilution Analysis***

Banc of America Securities analyzed the potential pro forma financial effect of the asset contribution on FNT's estimated EPS, book value per share and ROE for calendar years 2007 and 2008 after applying varying pre-tax investment yields of 10%, 15% and 20% to the cash amount to be transferred in the asset contribution. Estimated financial data for FNT were based both on internal estimates of FNT's management and publicly available research analysts' estimates. Estimated financial data of the contributed assets were based on internal estimates of the managements of FNT and the FNF businesses. Based on the aggregate stock consideration of 45,744,681 shares of FNT Class A common stock (assuming the transfer of \$275 million in cash to FNT in the asset contribution), this analysis indicated that the asset contribution could be dilutive to FNT's estimated EPS and ROE, and accretive to FNT's estimated book value per share, in calendar years 2007 and 2008 under each of the various pre-tax investment yields analyzed with respect to the cash amount to be transferred in the asset contribution. The actual results achieved by the combined company may vary from projected results and the variations may be material.

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*Miscellaneous*

As noted above, the discussion set forth above is merely a summary of the material financial analyses performed by Banc of America Securities and is not a comprehensive description of all analyses undertaken by Banc of America Securities in connection with its opinion. No company, transaction or business used in its analyses is identical to the contributed assets, FNT or the asset contribution. Accordingly, an evaluation of the results of these analyses is not entirely mathematical. Rather, these analyses involves complex considerations and judgments concerning differences in financial and operating characteristics and other factors that could affect the acquisition or other values of the companies, business segments or transactions to which the contributed assets, FNT or the asset contribution were compared. The preparation of a financial opinion is a complex analytical process involving various determinations as to the most appropriate and relevant methods of financial analysis and the application of those methods to the particular circumstances and, therefore, a financial opinion is not readily susceptible to partial analysis or summary description. Banc of America Securities believes that its analyses and the summary above must be considered as a whole. Banc of America Securities further believes that selecting portions of its analyses and the factors considered or focusing on information presented in tabular format, without considering all analyses and factors or the narrative description of the analyses, could create a misleading or incomplete view of the processes underlying Banc of America Securities' analyses and opinion. Banc of America Securities did not assign any specific weight to any of the analyses described above. The fact that any specific analysis has been referred to in the summary above is not meant to indicate that such analysis was given greater weight than any other analysis.

In performing its analyses, Banc of America Securities considered industry performance, general business and economic conditions and other matters, many of which are beyond the control of FNT and FNF. The estimates of the future performance of FNT provided by FNT's management and of the FNF businesses provided by the managements of FNF and the FNF businesses in or underlying Banc of America Securities' analyses are not necessarily indicative of actual values or actual future results, which may be significantly more or less favorable than those estimates or those suggested by Banc of America Securities' analyses. These analyses were prepared solely as part of Banc of America Securities' analysis of the financial fairness of the aggregate stock consideration to be issued by FNT pursuant to the securities exchange and distribution agreement and were provided to the FNT special committee in connection with the delivery of Banc of America Securities' opinion. The analyses do not purport to be appraisals or to reflect the prices at which a company or business might actually be sold or the prices at which any securities have traded or may trade at any time in the future. Accordingly, the estimates used in, and the ranges of valuations resulting from, any particular analysis described above are inherently subject to substantial uncertainty and should not be taken to be Banc of America Securities' view of the actual value of FNT or the contributed assets.

The type and amount of consideration payable in the transaction were determined through negotiations between the FNT special committee and FNF, rather than by any financial advisor, and were approved by the FNT special committee. The decision to enter into the securities exchange and distribution agreement was solely that of the FNT special committee and FNT's board of directors. As described above, Banc of America Securities' opinion and analyses were only one of many factors considered by the FNT special committee in its evaluation of the asset contribution and should not be viewed as determinative of the views of the FNT special committee or FNT's board of directors or management with respect to the transaction or the consideration payable in the asset contribution.

FNT has agreed to pay Banc of America Securities for its services in connection with the asset contribution an aggregate fee of \$2.9 million, a portion of which was payable upon rendering Banc of America Securities' opinion and a significant portion of which is contingent upon the completion of the transaction. FNT also has agreed to indemnify Banc of America Securities, any controlling person of Banc of America Securities and each of their respective directors, officers, employees, agents, affiliates and representatives against specified liabilities, including liabilities under the federal securities laws.

Banc of America Securities or its affiliates in the past have provided, currently are providing and in the future may provide financial advisory and financing services to FNT, for which services Banc of America Securities and its affiliates have received and expect to receive compensation, including, among other things, acting as administrative agent, book manager, lead arranger and lender under certain revolving credit facilities of FNT. Banc of America Securities or its affiliates in the past have provided, currently are providing and in the future may provide financial advisory and financing services to FNF and certain of its affiliates, for which services Banc of America



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Securities and its affiliates have received and expect to receive compensation, including, among other things, (i) having acted as financial advisor to FNF in connection with the spin-off of FNT to FNF's stockholders in 2005 and to Sedgwick CMS in connection with the sale of Sedgwick CMS to FNF in January 2006, referred to in this paragraph as the Sedgwick acquisition, (ii) having provided financing to an affiliate of FNF in connection with the Sedgwick acquisition and providing financing to Sedgwick CMS in connection with certain acquisition transactions, (iii) having acted as lead arranger and co-manager for FIS in connection with certain public offerings and (iv) acting as administrative agent, book manager, joint or co-lead arranger and lender under certain revolving credit facilities of FNF and certain of its affiliates. In addition, one of Banc of America Securities' affiliates currently has an investment in FIS. In the ordinary course of its businesses, Banc of America Securities or its affiliates may actively trade or hold the securities or loans of FNT, FNF and certain of their respective affiliates for Banc of America Securities' accounts or for the accounts of customers and, accordingly, Banc of America Securities or its affiliates may at any time hold long or short positions in such securities or loans.

## **Interests of Directors and Executive Officers in the Proposed Transactions**

In considering the recommendation of our board of directors with respect to the proposed transactions, you should be aware that certain of our directors and officers have interests in the proposed transactions that differ from, or are in addition to, the interests of FNT stockholders. In particular, William P. Foley, II, the chairman of our board of directors, is also the chairman of the board of directors and chief executive officer of FNF, the controlling stockholder of FNT. Following the proposed transactions, Mr. Foley will become our Chief Executive Officer and the Executive Chairman of FIS. Also in connection with the proposed transactions, FNT will enter into a new employment agreement with Mr. Foley, the proposed terms of which are described below, and he will also receive a grant of 475,000 shares of our restricted common stock. Additionally, Mr. Foley currently holds 5,408,216 options to purchase FNF common stock, although 3,856,684 of such options will be exercised or cashed out prior to the spin-off pursuant to the terms of the option letter agreement among FNF, William P. Foley, II, Alan L. Stinson and Brent B. Bickett. See *The Securities Exchange and Distribution Agreement and Related Documents - Additional Agreements* beginning on page 55. With respect to the FNF stock options held by Mr. Foley at the time of the spin-off, 50% of such options will be replaced with FNT options and the remaining 50% of such options will be assumed by FIS pursuant to the terms of the merger agreement.

Certain of our other directors and executive officers hold options to acquire FNF common stock, some of which will be similarly replaced with options to acquire FNT common stock. In particular, Mr. Foley owns, in the aggregate, 5,721,266 shares and 110,000 restricted shares of FNF common stock and will receive shares of our common stock, subject to the same terms, conditions and restrictions, in respect thereof in connection with the spin-off.

Our compensation committee has approved the terms of an employment agreement with William P. Foley, II, which agreement will become effective immediately following the spin-off. Pursuant to the agreement, Mr. Foley will serve as our Chief Executive Officer. Mr. Foley will receive an annual base salary of \$500,000, with an annual cash bonus opportunity equal to 300% of his annual base salary. In the event of a termination of Mr. Foley's employment by FNT for any reason other than cause or disability, or in the event of a termination by Mr. Foley for good reason or for any reason during the 6-month period immediately following a change in control, he will receive (i) any accrued obligations, (ii) a prorated annual bonus, (iii) a lump-sum payment equal to 300% of the sum of his (x) annual base salary and (y) the highest annual bonus paid to him within the 3 years preceding his termination, (iv) immediate vesting and/or payment of all FNT equity awards, and (v) continued receipt of life and health insurance benefits for a period of 3 years, reduced by comparable benefits he may receive from another employer. The agreement expressly provides that no event or transaction which is entered into, is contemplated by, or occurs as a result of the securities exchange and distribution agreement or the merger agreement between FNF and FIS will constitute a change in control under the agreement.

It is intended that FNT will also enter in employment agreements with certain other FNT executive officers who, along with Mr. Foley, will serve as executive officers of both FNT and FIS. Specifically, FNT will enter into an employment agreement immediately following the spin-off with Alan L. Stinson and with Brent B. Bickett, both of whom will serve as dual executive officers. With respect to Messrs. Bickett and Stinson, the compensation committee has approved the following compensation arrangements: (i) Mr. Bickett: an annual base salary of

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\$300,000, with an annual cash bonus opportunity equal to 150% of his annual base salary; and (ii) Mr. Stinson: an annual base salary of \$300,000, with an annual cash bonus opportunity equal to 150% of his annual base salary. In addition, Messrs. Bickett and Stinson will each receive a grant of 130,000 shares of FNT restricted stock, with 3 year graded vesting (1/3 each year), immediately following the spin-off.

The FNT special committee was aware of these interests and considered them, among other matters, in determining that the proposed transactions are fair to, and in the best interests of, our company and its stockholders, and in unanimously recommending that our board of directors approve the terms and conditions of the securities exchange and distribution agreement.

## **Accounting Treatment**

Acquisitions among entities under common control such as the asset contribution are not considered business combinations and are to be accounted for at historical cost in accordance with *EITF 90-5, Exchanges of Ownership Interests between Enterprises under Common Control*. Furthermore, the substance of the proposed transactions and the merger is effectively a reverse spin-off of FIS by FNF in accordance with *EITF 02-11, Accounting for Reverse Spinoffs*. Accordingly, the historical financial statements of FNF will become those of FNT; however, the criteria to account for FIS as discontinued operations as prescribed by *SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets* will not be met. This is primarily due to the continuing involvement of FNT with and significant influence that FNT will have over FIS subsequent to the merger through common board members, common senior management and continuing business relationships. It is expected that FIS will continue to be included in FNF's consolidated financial statements through the date of the completion of the proposed transactions and the merger.

## **No Dissenters' Rights**

FNT stockholders are not entitled to demand appraisal of, or to receive payment for, their shares of FNT common stock under the Delaware General Corporation Law in connection with the proposed transactions.

## **Regulatory Approvals Required for the Proposed Transactions**

The following requests, applications and notices have been or are in the process of being filed with the various state insurance departments that regulate the insurance subsidiaries of FNF and FNT, seeking the necessary approvals, orders and consents from such state insurance departments prior to the closing:

*California.* With respect to Fidelity National Insurance Company, which we refer to as FNIC, and Fidelity National Home Warranty Company, which we refer to as FNHWC, subsidiaries of FNF that will become subsidiaries of FNT, and with respect to Fidelity National Title Insurance Company, which we refer to as FNTIC, Security Union Title Insurance Company, which we refer to as SUTIC, and Ticor Title Insurance Company, which we refer to as Ticor, subsidiaries of FNT, FNF and FNT have requested an exemption from the provisions of Section 1215.2 of the California Insurance Code, which we refer to as the CIC, pursuant to subdivision (f) thereof, on the basis that the proposed transactions, including the insertion of a new holding company, FNT, Inc., and the elimination of FNF as a stockholder, are not included (individually or together) within the purposes of CIC Section 1215.2 since they do not result in any new person acquiring control of FNIC, FNHWC, FNTIC, SUTIC or Ticor, as control is defined in CIC Section 1215(b). In addition, with respect to Fidelity National Title Company and Fidelity National Title Company of California, California underwritten title companies that will become subsidiaries of FNT, Inc., FNT, Inc. has requested the commissioner's consent to the transfer of FNT, Inc.'s shares pursuant to CIC Section 12389.3.

New York. With respect to Fidelity National Property and Casualty Insurance Company, which we refer to as FNPAC, a subsidiary of FNF, and Nations Title Insurance of New York, Inc., which we refer to as Nations Title, a subsidiary of FNT, FNF and FNT have requested an exemption from the provisions of Sections 1501 through 1506 of the New York Insurance Law, which we refer to as the NYIL, pursuant to Section 1502(b) thereof, on the basis that the proposed transactions are not included within the purposes of Sections 1501 through 1506 since they do not result in any new person acquiring control of FNPAC or Nations Title, as control is defined pursuant to Section 1501 of the NYIL.

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*Texas.* With respect to Fidelity National Indemnity Insurance Company, which we refer to as FNIIC, a subsidiary of FNF, and Alamo Title Insurance, which we refer to as Alamo Title, a subsidiary of FNT, FNF and FNT have requested an exemption from the provisions of Sections 823.151 through 823.165 of the Texas Insurance Code, which we refer to as the Texas Code, and the request for the issuance of an order by the Texas Insurance Department granting such exemption, on the basis that the proposed transactions are not included within the purposes of the Texas Code since they do not result in any new person acquiring control of FNIIC or Alamo Title as control is defined pursuant to Section 823.151 of the Texas Code.

*Florida.* With respect to Ticor Title Insurance Company of Florida, which we refer to as Ticor Title, a subsidiary of FNT, a Statement Regarding the Acquisition of Control of a Domestic Insurer pursuant to Section 628.461 of the Florida Statutes was filed seeking the prior approval of the Commissioner of the Office of Insurance Regulation of the State of Florida for the acquisition of control of Ticor Title by FNT.

*Illinois.* With respect to Chicago Title and Trust Company and Chicago Title Land Trust Company, a notification has been submitted to the Illinois Department of Financial and Professional Regulation regarding the proposed transactions, stating that such transactions are not contemplated within 205 ILCS 620/3-2(g) and are thus exempt from the requirements of Section 205 relating to the change in control of an Illinois trust company.

*Missouri.* With respect to Chicago Title Insurance Company, which we refer to as CTIC, a request was made and an exemption has been granted from the provisions of Missouri Revised Statutes Sections 382.040, 382.050 and 382.060 pursuant to Mo. Rev. Stat. Section 382.070 on the basis that the proposed transactions are not included within the purposes of Mo. Rev. Stat. Sections 382.010 through 382.300 since such transactions do not result in any new person acquiring control of CTIC as control is defined in Mo. Rev. Stat. Section 382.101.

*Oregon.* With respect to Chicago Title Insurance Company of Oregon, which we refer to as CTIC-OR, a request has been made for an order pursuant to Oregon Revised Statutes Section 732.521(2) granting an exemption from the provisions of ORS Sections 732.521 and 732.523 on the basis that the proposed transactions are not included within the purposes of ORS Section 732.521 since such transactions do not result in any new person acquiring control of CTIC-OR as contemplated thereby.

*Puerto Rico.* With respect to Chicago Title Insurance Company of Puerto Rico, which we refer to as CTIC-PR, a request has been made for an exemption from the provisions of the Puerto Rico Insurance Code, which we refer to as the Puerto Rico Code, on the basis that the proposed transactions are not included within the purposes of the Puerto Rico Code since such transactions do not result in any new person acquiring control of CTIC-PR as contemplated thereby.

*Vermont.* With respect to FNF Title Reinsurance Company, a request has been made for the approval by the Vermont Department of Banking Insurance and Securities of the proposed transactions pursuant to DOI Reg. 81-2, Section 14.

## **Material United States Federal Income Tax Considerations**

FNF expects to receive a ruling from the internal revenue service and an opinion of its special tax advisor, Deloitte Tax LLP, satisfactory to us, together to the effect that the proposed transactions (including the spin-off) will be tax free transactions under the internal revenue code. Our stockholders (other than FNF) are not parties to the proposed transaction; therefore, there will be no tax consequences to them as a result of the proposed transactions.



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**THE SECURITIES EXCHANGE AND DISTRIBUTION AGREEMENT  
AND RELATED DOCUMENTS**

*This section of the information statement describes selected portions of the securities exchange and distribution agreement and related agreements and documents. While we believe that the description covers the material terms of the securities exchange and distribution agreement, this summary may not contain all of the information that is important to you. You should refer to the full text of the securities exchange and distribution agreement for details of the terms and conditions thereof and the proposed transactions. The securities exchange and distribution agreement is attached to this document as Annex A and is incorporated by reference into this information statement. We urge you to read the securities exchange and distribution agreement carefully in its entirety.*

**The securities exchange and distribution agreement and related documents have been included with this information statement to provide you with information regarding their terms. They are not intended to provide any factual, business, or operational information about FNT or FNF. Such information can be found elsewhere in this information statement and in the other public filings FNT and FNF make with the SEC, which are available without charge at [www.sec.gov](http://www.sec.gov).**

**The securities exchange and distribution agreement contains representations and warranties FNT and FNF made to each other. These representations and warranties were made as of specific dates and are subject to qualifications and limitations agreed to by FNT and FNF in connection with negotiating the terms of the securities exchange and distribution agreement. Moreover, these representations and warranties are subject to contractual standards of materiality that may be different from those generally applicable to disclosures to shareholders and in some cases may have been made solely for the purpose of allocating risk between FNT and FNF and to provide contractual rights and remedies to the parties rather than to establish matters as facts. Accordingly, you should not rely on the representations and warranties as characterizations of the actual state of affairs.**

**Structure of the Proposed Transactions**

FNF will transfer to us the transferred business in exchange for our issuance to FNF of shares of FNT Class A common stock and our assumption of the assumed liabilities. Following completion of the asset contribution, FNF will convert all of the FNT Class B common stock it holds into FNT Class A common stock and immediately thereafter effect the spin-off of all of the shares of FNT Class A common stock held by FNF, including the converted shares and the shares of FNT Class A common stock issued by FNT to FNF, to the holders of FNF common stock. Immediately following the spin-off, FNF will be merged with and into FIS pursuant to the merger agreement and we will file the charter amendments. See **The Proposed Transactions** **Structure of the Proposed Transactions** beginning on page 28.

**Consideration for the Proposed Transactions**

In connection with the proposed transactions, we will issue to FNF that number of shares of FNT Class A common stock equal to (i) 34,042,553 *plus* (ii) the amount of cash included in the contributed assets (not to exceed \$275,000,000 for purposes of this calculation) divided by \$23.50. We will also assume all of the assumed liabilities.

**Treatment of FNF Equity Awards**

*Options*

At the time of the spin-off, all outstanding options to purchase shares of FNF common stock, which we refer to as FNF options, held by employees or directors of FNF who will become employees or directors of FNT after the spin-off will be replaced with options to purchase shares of FNT Class A common stock, which we refer to as the replacement option, granted under the omnibus incentive plan. Each replacement option will be exercisable for a number of shares of FNT Class A common stock calculated by multiplying the number of shares of FNF common stock subject to such FNF option as of the effective time of the spin-off by the option exchange number, rounding down to the nearest whole number. The option exchange number will equal the closing price of a share of FNF common stock on the business day immediately preceding the date that the spin-off is consummated divided by the



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closing price of share of FNT Class A common stock on the date that the spin-off is consummated (or, if the spin-off is consummated after the close of trading on the NYSE on such date, on the next business day following such date), rounded to the nearest ten thousandth. The exercise price for each share of FNT Class A common stock under a replacement option will be calculated by dividing the exercise price for one share of FNF common stock under the related FNF option as of the effective time of the spin-off by the option exchange number, rounding up to the nearest whole cent. No vesting schedule for any replacement option will be modified as a result of the proposed transactions. Notwithstanding the foregoing, 50% of all FNF options held as of the effective time of the spin-off by any employee or director of FNF who will become dual employees or directors of FNT and FIS after the spin-off (other than the FNF options that are subject to the agreement among FNF, William P. Foley, II, Alan L. Stinson and Brent B. Bickett, which we refer to as the option letter agreement) will be replaced with replacement options, and the remaining 50% of the FNF options (other than the FNF options that are subject to the option letter agreement) held by such employees or directors will be assumed by FIS and converted into FIS stock options pursuant to the merger agreement. Upon the closing, William P. Foley, II, Alan L. Stinson, Brent B. Bickett and Michael L. Gravelle will become dual employees of FNT and FIS. Additionally, upon the closing, Cary H. Thompson, Daniel D. (Ron) Lane and Thomas M. Hagerty will become dual directors of FNT and FIS.

## ***Restricted Stock***

Each holder as of the record date, as determined by the board of directors, of a share of FNF common stock which when issued was subject to forfeiture under an FNF stock plan and which remains subject to forfeiture as of the effective time of the spin-off, which we refer to as an FNF restricted share, will receive the spin-off dividend; provided, however, that such spin-off dividend will be subject to the same terms, conditions and restrictions applicable to its corresponding FNF restricted share based upon continued service with FNT and its affiliates or FIS and its affiliates, as the case may be.

The FNF restricted shares held by employees or directors who, after the spin-off, will serve as FNT employees or directors will be converted pursuant to the terms of the securities exchange and distribution agreement, with the same terms, conditions and restrictions applicable to the corresponding FNF restricted shares based upon continued service with FNT and its affiliates.

## **Employee Benefits**

In connection with the spin-off, FNT has agreed to (i) provide coverage under its health and welfare plans to employees of FNF and its subsidiaries who become employees of FNT or an FNT subsidiary following the spin-off, (ii) waive any preexisting conditions or waiting periods under such plans, and (iii) cause such plans to honor expenses incurred by the employees and their beneficiaries for purposes of satisfying deductibles and maximum out-of-pocket expenses. FNT will also cause any benefit plan in which employees of FNF and its subsidiaries are eligible to participate after the spin-off to take into account for purposes of eligibility, vesting, and benefit accrual, service with FNF and its subsidiaries as if such service were with FNT. Prior to the spin-off, FNF will transfer all of its employee benefit plans, including the FNF 401(k), the FNF employee stock purchase plan, and its various health and welfare plans, including all related insurance policies and service agreements, to FNT, and FNT will assume sponsorship of such plans.

## **Amendment and Restatement of Certificate of Incorporation**

The securities exchange and distribution agreement provides for the amendment of our certificate of incorporation immediately after the completion of the spin-off and the merger. See [Approved of Amendment and Restatement of FNT's Certificate of Incorporation](#) beginning on page 120.

**Representations and Warranties**

The securities exchange and distribution agreement contains representations and warranties made by FNT and FNF to each other regarding their respective businesses. None of the representations and warranties of the parties will survive the closing, and there is no indemnity for any breach of the representations and warranties.

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***Representations and Warranties by FNF***

FNF has made representations and warranties to FNT as to itself and as to the entities, which we refer to as the subject companies, the equity securities of which are to be transferred to FNT as part of the asset contribution, including representations and warranties as to:

corporate organization and other similar matters;

capital structure of the subject companies;

authorization, execution, delivery, performance and enforceability of the securities exchange and distribution agreement and related matters;

conduct of business in the ordinary course since December 31, 2005, with no material adverse changes;

employee benefit plans of FNF and the subject companies and related matters;

filing of tax returns, payment of taxes and other tax matters;

documents filed with the SEC, the accuracy and sufficiency of information contained in those documents, the conformity of financial statements with applicable accounting principles and the absence of undisclosed financial liabilities;

accuracy of information supplied by FNF for inclusion in securities filings;

compliance with applicable laws and reporting requirements and possession of all permits, licenses and regulatory or other approvals required to conduct business;

absence of material pending or threatened litigation;

title to assets; and

environmental matters.

***Representations and Warranties by FNT***

FNT has made representations and warranties to FNF as to itself and its subsidiaries, including representations and warranties as to:

corporate organization and other similar matters;

capital structure;

authorization, execution, delivery, performance and enforceability of the securities exchange and distribution agreement and related matters;

conduct of business in the ordinary course since December 31, 2005, with no material adverse changes;

employee benefit plans of FNT and related matters;

filing of tax returns, payment of taxes and other tax matters;

documents filed with the SEC, the accuracy and sufficiency of information contained in those documents, the conformity of financial statements with applicable accounting principles and the absence of undisclosed financial liabilities;

absence of undisclosed liabilities;

accuracy of information supplied by FNT for inclusion in securities filings;

compliance with applicable laws and reporting requirements and possession of all permits, licenses and regulatory or other approvals required to conduct business; and

absence of material pending or threatened litigation.

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***Materiality***

Significant portions of the representations and warranties, as well as of certain covenants and agreements, of the parties in the securities exchange and distribution agreement are qualified as to materiality or material adverse effect. For purposes of the securities exchange and distribution agreement, material adverse effect means:

with respect to FNF, (x) any event, circumstance or change that, individually or in the aggregate, is or would reasonably be likely to be materially adverse to the assets, liabilities, business, condition (financial or otherwise) or results of operations of the transferred business (which collectively means the contributed assets and the assumed liabilities) taken as a whole, other than any such event, circumstance or change to the extent resulting from (A) changes in general economic conditions affecting the United States occurring after the date of the securities exchange and distribution agreement, (B) general changes or developments in the industries in which the transferred business is operated occurring after the date of the securities exchange and distribution agreement, (C) changes in laws or regulations occurring after the date of the securities exchange and distribution agreement or (D) the announcement of the securities exchange and distribution agreement and the transactions contemplated thereby, unless, in the case of the foregoing clause (A) or (B), such changes referred to therein have a materially disproportionate effect on the transferred business, taken as a whole, relative to other participants in the industries in which the transferred business is operated, or (y) any material adverse effect on the ability of FNF to perform its obligations under the securities exchange and distribution agreement or to consummate the transactions contemplated thereby on a timely basis;

with respect to any subject company, any event, circumstance or change that, individually or in the aggregate, is or would reasonably be likely to be materially adverse to the assets, liabilities, business, condition (financial or otherwise) or results of operations of such subject company (or, in the case of a subsidiary of a subject company, the subject company of which such entity is a subsidiary) and its subsidiaries taken as a whole, other than any such event, circumstance or change to the extent resulting from (A) changes in general economic conditions affecting the United States occurring after the date of the securities exchange and distribution agreement, (B) general changes or developments in the industries in which such subject company and its subsidiaries operate occurring after the date of the securities exchange and distribution agreement, (C) changes in laws or regulations occurring after the date of the securities exchange and distribution agreement or (D) the announcement of the securities exchange and distribution agreement and the transactions contemplated thereby, unless, in the case of the foregoing clause (A) or (B), such changes referred to therein have a materially disproportionate effect on such subject company and its subsidiaries, taken as a whole, relative to other participants in the industries in which such subject company and such subsidiaries operate; and

with respect to FNT, (x) any event, circumstance or change that, individually or in the aggregate, is or would reasonably be likely to be materially adverse to the assets, liabilities, business, condition (financial or otherwise) or results of operations of FNT and its subsidiaries taken as a whole, other than any such event, circumstance or change to the extent resulting from (A) changes in general economic conditions affecting the United States occurring after the date of the securities exchange and distribution agreement, (B) general changes or developments in the industry in which FNT and its subsidiaries operate occurring after the date of the securities exchange and distribution agreement, (C) changes in laws or regulations occurring after the date of the securities exchange and distribution agreement or (D) the announcement of the securities exchange and distribution agreement and the transactions contemplated thereby, unless, in the case of the foregoing clause (A) or (B), such changes referred to therein have a materially disproportionate effect on FNT and its subsidiaries taken as a whole relative to other participants in the industry in which FNT and its subsidiaries operate, or (y) any material adverse effect on the ability of FNT to perform its obligations under the securities exchange and distribution agreement or to consummate the transactions contemplated thereby on a timely basis.



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**Interim Operating Limitations**

FNF (with respect to itself and the subject companies and their subsidiaries) and FNT (with respect to itself and its subsidiaries) have agreed to be subject to certain limitations on how they conduct their respective businesses between the date of the securities exchange and distribution agreement and the date of the closing thereunder. During this period, FNT has agreed to cause its business and that of its subsidiaries, and FNF has agreed to cause its business and that of the subject companies and their subsidiaries, to be carried on only in the ordinary and usual course of business consistent with past practice and, if applicable and to the extent consistent therewith, use all reasonable efforts to preserve intact the current business organization, keep available the services of current officers and employees and preserve relationships with any governmental entities, customers, suppliers, distributors, creditors, lessors, agents, insureds, reinsureds and others having business dealings with the relevant business to the end that its goodwill and ongoing businesses will be unimpaired at the closing. Further limitations on the conduct of business by the subject companies and their subsidiaries, by FNF, and by FNT and its subsidiaries between the date of the securities exchange and distribution agreement and the closing are described below.

***Conduct of Business by the Subject Companies***

FNF will not permit any subject company or subsidiary thereof to, without the prior consent of FNT, which is not to be unreasonably withheld or delayed:

(i) declare, set aside or pay any dividends on, or make any other distributions in respect of, any outstanding capital stock or other equity securities, (ii) split, combine or reclassify any of its outstanding capital stock or other equity securities or issue or authorize the issuance of any other securities in respect of, in lieu of or in substitution for shares of its outstanding capital stock or other equity securities or (iii) acquire any shares of outstanding capital stock or other equity securities or any rights, warrants or options to acquire any such shares or other equity securities;

issue, sell, grant, pledge or otherwise encumber any shares of its capital stock or other equity securities, any other voting securities or any securities convertible into, or any rights, warrants or options to acquire, any such shares or other equity securities, voting securities or convertible securities other than upon the exercise of options or warrants issued by it and outstanding on the date of the securities exchange and distribution agreement;

acquire any business or any corporation, partnership, joint venture, association or other business organization or division thereof or substantially all of the assets of any of the foregoing, or any assets that are material, individually or in the aggregate, to any subject company or its subsidiaries taken as a whole;

sell, lease, license, mortgage or otherwise encumber or subject to any lien or otherwise dispose of any of its properties or assets that are material to any subject company and its subsidiaries taken as a whole;

amend or propose any change to its certificate or articles of incorporation or formation, by-laws and other organizational documents;

(x) incur any indebtedness for borrowed money or guarantee or otherwise become responsible for any such indebtedness, other than indebtedness in an amount less than \$5,000,000 individually or \$15,000,000 in the aggregate or (y) make any material loans, advances or capital contributions to, or investments in, any other individual or entity, other than to such subject company or to any direct or indirect wholly-owned subsidiary of

such subject company and routine, immaterial advances to employees and other than purchases of investment assets in the ordinary course of business consistent with past practice;

except in accordance with the budget of any such subject company as of the date of the securities exchange and distribution agreement, make or agree to make any new capital expenditure or expenditures which, individually, involves payments of in excess of \$5,000,000 or, in the aggregate, involve payments of in excess of \$15,000,000;

make any tax election or settle or compromise any income tax liability that, individually or in the aggregate, would reasonably be expected to have a material adverse effect;



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pay, discharge, settle or satisfy any claims, liabilities or obligations, other than the payment, discharge or satisfaction, in the ordinary course of business consistent with past practice or in accordance with their terms, of liabilities reflected or reserved against in, or contemplated by, the financial statements of the subject companies as at and for the year ended December 31, 2005 or incurred since December 31, 2005 in the ordinary course of business consistent with past practice, or in amounts not in excess of \$5,000,000 in each case;

settle or compromise any action, suit or other litigation or claim arising out of the transactions contemplated by the securities exchange and distribution agreement;

make any change in accounting, underwriting or actuarial methods, principles or practices used by such subject companies materially affecting its assets, liabilities or business, including any change with respect to establishment of reserves for unearned premiums, losses and loss adjustment expenses, except insofar as may be required by law or by a change in applicable accounting principles;

cancel, modify or waive any material debts or claims held by it or waive any material rights under any material contract to which such subject company or its subsidiary is a party; or

authorize any of, or commit or agree to take any of, the foregoing actions.

***Conduct of Business by FNF***

FNF will not, without the prior consent of FNT, which is not to be unreasonably withheld or delayed:

declare, set aside or pay any dividends on, or make any other distributions in respect of, any of its outstanding capital stock or other equity securities, other than ordinary quarterly cash dividends consistent with past practice, or except as required by the terms of any agreement, arrangement or plan in effect as of the date hereof, purchase, redeem or otherwise acquire any shares of outstanding capital stock or other equity securities or any rights, warrants or options to acquire any such shares or other equity securities;

acquire any business or any corporation, partnership, joint venture, association or other business organization or division thereof or substantially all of the assets of any of the foregoing, or any assets the acquisition of which would result in a material change in the cash and other specified assets to be transferred to FNT in connection with the proposed transactions;

make any tax election or settle or compromise any income tax liability that, individually or in the aggregate, would reasonably be expected to have a material adverse effect;

pay, discharge, settle or satisfy any claims, liabilities or obligations, other than the payment, discharge or satisfaction, in the ordinary course of business consistent with past practice or in accordance with their terms, of liabilities reflected or reserved against in, or contemplated by, the balance sheet as of December 31, 2005 or incurred since December 31, 2005 in the ordinary course of business consistent with past practice, or in amounts not in excess of \$10,000,000 in each case;

settle or compromise any action, suit or other litigation or claim arising out of the transactions contemplated by the securities exchange and distribution agreement;

acquire any equity securities issued by FIS;

acquire any equity securities issued by FNT;

loan or contribute funds to, or acquire any shares of capital stock of, National Title Insurance of New York, Inc.;

other than in the ordinary course of business consistent with past practice, cancel, modify or waive any material debts or claims held by it or waive any material rights under any material contract to which FNF is a party; or

authorize any of, or commit or agree to take any of, the foregoing actions.

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***Conduct of Business by FNT***

FNT will not, and will not permit any of its subsidiaries to, without the prior consent of FNF, which is not to be unreasonably withheld or delayed:

declare, set aside or pay any dividends on, or make any other distributions in respect of, any outstanding capital stock or other equity securities of FNT or an FNT subsidiary, other than ordinary quarterly cash dividends consistent with past practice, split, combine or reclassify any of its outstanding capital stock or other equity securities or issue or authorize the issuance of any other securities in respect of, in lieu of or in substitution for shares of its outstanding capital stock or other equity securities, or purchase, redeem or otherwise acquire any shares of outstanding capital stock or other equity securities or any rights, warrants or options to acquire any such shares or other equity securities;

issue, sell, grant, pledge or otherwise encumber any shares of its capital stock, any other voting securities or any securities convertible into, or any rights, warrants or options to acquire, any such shares, voting securities or convertible securities, other than upon the exercise of options outstanding under the FNT stock plan on the date of the securities exchange and distribution agreement;

acquire any business or any corporation, partnership, joint venture, association or other business organization or division thereof, or substantially all of the assets of any of the foregoing, or any assets that are material, individually or in the aggregate, to FNT or any FNT subsidiary, except purchases of investment assets in the ordinary course of business consistent with past practice, except, in each case, for such transactions among FNT and any FNT subsidiary or between FNT subsidiaries;

sell, lease, license, mortgage or otherwise encumber or subject to any lien or otherwise dispose of any of its properties or assets that are material to FNT or any FNT subsidiary, except in the ordinary course of business consistent with past practice;

amend or propose any change to its certificate or articles of incorporation or formation, by-laws and other organizational documents;

(x) incur any indebtedness for borrowed money or guarantee or otherwise become responsible for any such indebtedness of another individual or entity, other than indebtedness in an amount less than \$25,000,000 individually or \$50,000,000 in the aggregate, other than in the ordinary course of business consistent with past practice and other than indebtedness owing to or guarantees owing to FNT or any direct or indirect wholly-owned subsidiary of FNT (it being understood that FNT's guarantee of the performance of an FNT subsidiary to a third party customer or vendor will not constitute an incurrence of indebtedness under this subsection) or (y) make any material loans, advances or capital contributions to, or investments in, any other individual or entity, other than to FNT or to any direct or indirect wholly-owned subsidiary of FNT and routine, immaterial advances to employees and other than purchases of investment assets in the ordinary course of business consistent with past practice;

except in accordance with FNT's or an FNT subsidiary's budget as of the date hereof, make or agree to make any new capital expenditure or expenditures which, individually, involves payments of in excess of \$10,000,000 or, in the aggregate, involve payments of in excess of \$25,000,000 or has not, prior to the date hereof, been budgeted by FNT or such FNT subsidiary and approved by its board of directors;

make any tax election or settle or compromise any income tax liability that, individually or in the aggregate, would reasonably be expected to have a material adverse effect;

pay, discharge, settle or satisfy any claims, liabilities or obligations, other than the payment, discharge or satisfaction, in the ordinary course of business consistent with past practice or in accordance with their terms, of liabilities reflected or reserved against in, or contemplated by, the audited consolidated and combined financial statements (or the notes thereto) of FNT as at and for the year ended December 31, 2005 or incurred since December 31, 2005 in the ordinary course of business consistent with past practice, or in amounts not in excess of \$10,000,000 in each case;

settle or compromise any action, suit or other litigation or claim arising out of the proposed transactions;

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make any change in accounting, underwriting or actuarial methods, principles or practices used by FNT or any of its subsidiaries materially affecting its assets, liabilities or business, including any change with respect to establishment of reserves for unearned premiums, losses and loss adjustment expenses, except insofar as may be required by law or by a change in applicable accounting principles;

other than in the ordinary course of business consistent with past practice, cancel, modify or waive any material debts or claims held by it or waive any material rights under any material contract to which FNT or any FNT subsidiary is a party; or

authorize any of, or commit or agree to take any of, the foregoing actions.

## **Additional Covenants and Agreements**

### ***Certain Pre-Closing Contributions by FNT***

Prior to the closing, FNT will contribute all of the shares of capital stock of its subsidiaries held by FNT to a newly-formed, wholly-owned subsidiary of FNT.

### ***Conversion of FNT Class B Common Stock***

Immediately following the asset contribution, FNF will convert all of the FNT Class B common stock it holds into FNT Class A common stock. Immediately after the asset contribution and the conversion of the FNT Class B common stock into FNT Class A common stock, FNF will distribute all of the FNT Class A common stock held by it, including the converted shares and the shares received from FNT, to the holders of FNF common stock. Each holder of FNF common stock, as of the record date of the distribution, will receive a dividend equal to that holder's pro rata portion of all of the shares of FNT Class A common stock held by FNF immediately prior to the payment date. Fractional shares that would otherwise be received by FNF stockholders will be aggregated and sold and the net cash proceeds of the sale will be distributed in lieu of fractional shares.

### ***New York Stock Exchange Listing***

FNT will use reasonable best efforts to cause the shares of FNT Class A common stock that will be issued to FNF and the shares of FNT Class A common stock that will be reserved for issuance upon conversion of the replacement options to be authorized for listing on the NYSE subject to official notice of issuance, prior to the date of closing.

## **Additional Agreements**

### ***Tax Disaffiliation Agreement***

As a condition to the closings under the securities exchange and distribution agreement and the merger agreement, FIS, FNF and FNT are required to enter into a tax disaffiliation agreement. FNT and its subsidiaries currently are members of the FNF consolidated federal income tax return. In addition, certain of FNT subsidiaries are included with FIS group companies in state combined income tax returns. From and after the time of the spin-off, FNT's companies will no longer be included in the FNF consolidated federal income tax return or in any state combined return with any FIS company. The tax disaffiliation agreement allocates responsibility between FIS and FNT for filing returns and paying taxes for periods prior to the spin-off, subject to the indemnification provisions set forth in the agreement. The tax disaffiliation agreement also includes indemnifications for any adjustments to taxes for periods prior to the spin-off and for any taxes and for any associated adverse consequences that may be imposed on the parties as a result

of the spin-off, as a result of actions taken by the parties or otherwise, and as a result of the merger.

Indemnification

FNT will indemnify FNF (and its successor after the merger, FIS) with respect to the FNF federal consolidated income taxes for periods prior to the spin-off (other than taxes attributable to income of FIS or FIS subsidiaries), and with respect to any state income taxes payable by FIS but attributable to FNF, to

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FNT, to a subsidiary of FNT or to one of the former direct FNF subsidiaries that are being contributed to FNT pursuant to the securities exchange and distribution agreement.

FIS will indemnify FNT with respect to any state income taxes payable by FNT but attributable to a subsidiary of FIS.

FNT will indemnify FIS for all taxes and any associated adverse consequences (including shareholder suits) if the merger of FNF into FIS is determined to be a taxable transaction.

FNT will indemnify FIS for all taxes and any associated adverse consequences (including shareholder suits) if the spin-off is determined to be a taxable transaction, unless such adverse determination is the result of a breach by FIS of its covenant not to take certain actions within its control that would cause the spin-off to be taxable or the result of certain acquisitions of FIS stock within the control of FIS or an FIS affiliate.

### **Designation of Agent**

FNF, prior to the merger, to the extent permissible under the tax law, will designate FNT or an affiliate of FNT as the agent of the FNF federal consolidated group, such that FNT (or such FNT affiliate) will represent that group before the internal revenue service for all federal income tax matters related to periods prior to the spin-off. There will be conforming agency designations at the state level to the extent permitted by law.

### **Filing of Returns and Payment of Taxes**

In general, FNT will file and pay the tax due on all FNF federal consolidated returns.

FNT and FIS will share the responsibility for filing and paying tax on combined state returns that contain FNT group companies and FIS group companies; determination of which group will file the return and pay the tax will depend upon whether the common parent of the combined group is an FNT company or an FIS company.

There are limitations on each group's ability to amend returns if amendment would increase the tax liability of the other group.

The payment of taxes will be subject to the indemnification obligations provided for in the tax disaffiliation agreement.

### **Restrictions on Stock Acquisitions**

In order to help preserve the tax free nature of the spin-off, FNT and FIS have mutually agreed that neither company will engage in any direct or indirect acquisition, issuance, or other transaction involving that company's stock unless the company first obtains an opinion from a nationally recognized law firm or accounting firm that the acquisition will not cause the spin-off to be taxable. This restriction is subject to various exceptions, including that the opinion restriction may be waived with the consent of certain officers of the other company.

### **Other Operational Provisions**

Prior tax sharing agreements will be terminated, except for tax sharing agreements relating to insurance companies. Such agreements will be amended to substitute FNT for FNF, except in the case of National Title Insurance of New York, Inc., which will be amended to substitute FIS for FNF.

Dispute resolution provisions generally follow the provisions contained in the cross-indemnity agreement between us and FIS. See below [Cross-Indemnity Agreement](#) beginning on page 57.

Subject to some limitations and exceptions, the indemnifying party controls any contest or audit related to any indemnified tax.



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***Cross-Indemnity Agreement***

It is a condition to closing under both the securities exchange and distribution agreement and the merger agreement that FNT and FIS shall have entered into a cross-indemnity agreement. Under the cross-indemnity agreement, each party, together with certain of its affiliates and representatives, which we refer to collectively as the indemnity party, will indemnify the other party and certain of the other party's affiliates and representatives, which we refer to as the indemnified party, from and against any losses incurred (whether before, at or after the closing under both agreements) by the indemnified parties arising out of:

the ownership or operation of the assets or properties, the operations or conduct of the business, and the employee retirement and benefit plans and financial statements of the indemnifying party;

any breach by the indemnifying party of the cross-indemnity agreement, of its organizational documents, or of any law or contract to which it is a party;

any untrue statement of, or omission to state, a material fact in any governmental filing of the indemnified party to the extent it was as a result of information about the indemnifying party;

any untrue statement of, or omission to state, a material fact in any governmental filing of the indemnifying party, except to the extent it was as a result of information about the indemnified party;

claims brought by third parties to the extent related to the transactions contemplated by the securities exchange and distribution agreement (to the extent we are the indemnifying party) or, among other things, the merger agreement (to the extent FIS is the indemnifying party), subject to certain exceptions; and

the provision of services by or employment of representatives of the indemnifying party, and the termination of such services or employment.

The cross-indemnity agreement expressly provides that it is not intended to change the allocation of liability for any matter in any other existing or future agreement between FNT and its affiliates and FIS and its affiliates, to all of which agreements the cross-indemnity agreement is made subject.

***Option Letter Agreement***

In connection with the spin-off and the merger, William P. Foley, II, Alan L. Stinson and Brent B. Bickett entered into an agreement with FNF on June 25, 2006, pursuant to which FNF has the right to cash out a certain number of the FNF stock options held by Messrs. Foley, Stinson and Bickett for their fair market value as of the date FNF elects to exercise such right or cause these individuals to exercise such options. To the extent FNF exercises its right under this agreement, it is required to do so immediately prior to the effective time of the spin-off or as near thereto as practicable. FNF's right to cash out these FNF stock options or cause such options to be exercised is subject to the right of Messrs. Foley, Stinson and Bickett to exercise such stock options if doing so would not adversely affect the tax treatment of the transactions contemplated by the securities exchange and distribution agreement.

**Changes in Related Party Agreements after the Proposed Transactions**

At or prior to the closing, FNT and FNF will, and will cause their relevant subsidiaries to, terminate and/or amend certain specified intercompany agreements, enter into prescribed amendments to certain specified related party agreements and enter into certain specified additional agreements with FIS. Generally speaking, the intercompany and

related party agreements to which FNF is a party will either be terminated or assigned to FNT. Certain of the intercompany and related party agreements between FIS and/or its subsidiaries, on the one hand, and FNT and/or subsidiaries, on the other, will require amendment to reflect the merger as well as other changes necessary to take into account changes in the relationship between the parties after the merger. See Certain Relationships and Related Transactions with FNF and FIS Changes in Related Party Agreements after the Proposed Transactions beginning on page 116.

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### **Directors and Officers**

The disclosure schedules to the securities exchange and distribution agreement identify the individuals who will serve as members of the board of directors of FNT and individuals who will serve as officers of FNT after the closing, including William P. Foley, II, who will become the Chief Executive Officer of FNT, and Alan L. Stinson, who will become FNT's Chief Operating Officer.

### **Principal Conditions to Completion of the Proposed Transactions**

#### ***Mutual Conditions***

The obligations of FNT and FNF to complete the proposed transactions are subject to the satisfaction or waiver on or prior to the closing date under the securities exchange and distribution agreement of the following conditions:

the absence of any inaccuracy in either parties' representations and warranties that would be reasonably likely to have a material adverse effect;

the receipt of governmental and regulatory consents and approvals, including all necessary approvals for the transfer of FNF's interest in its regulated insurance company subsidiaries to FNT and for the spin-off of the FNT insurance operations;

the absence of any temporary restraining order, preliminary or permanent injunction or other order issued by, and no law issued, promulgated, enforced or entered into by, any governmental entity or competent jurisdiction or other legal restraint or prohibition preventing the consummation of the proposed transactions;

the receipt of the FNT stockholder approval of (i) the issuance of shares of FNT common stock in connection with the asset contribution, (ii) the adoption of the amendment to the omnibus incentive plan and (iii) the adoption of the charter amendments;

the registration statement on Form S-1, which we refer to as the Form S-1, to be filed with the SEC in respect of the distribution to FNF stockholders of shares of FNT common stock in connection with the spin-off (of which this information statement forms a part), shall have become effective and not subject to any stop order, and no proceedings for that purpose shall have been initiated or threatened by the SEC;

the amendment of specified related party agreements, the termination and/or amendment of specified intercompany agreements, and the entering into of specified additional agreements between FNT and FIS; and

the satisfaction or waiver of all of the conditions to the consummation of the merger agreement (other than the occurrence of the spin-off).

#### ***FNT Conditions***

In addition, FNT's obligations to complete the proposed transactions are subject to the satisfaction or waiver on or prior to the closing date under the securities exchange and distribution agreement of the following conditions:

FNF shall have complied with or performed in all material respects of all of its covenants and agreements required by the securities exchange and distribution agreement to be complied with or performed by it at or

prior to the date of closing;

FNF shall have received all consents required from third parties, including any such consent required under the credit agreements of FNF, FNT and FIS and any other material agreements;

FIS shall have executed and delivered the cross-indemnity agreement (which is described below under Additional Agreements beginning on page 55) and FNF and FIS shall have executed and delivered the tax disaffiliation agreement (which is described below under Additional Agreements beginning on page 55);

FNF shall have received (i) an opinion of FNF's special tax advisor, Deloitte Tax LLP, in substance and form reasonably satisfactory to FNT, dated as of the closing date, to the effect that, for U.S. federal income tax

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purposes, the proposed transactions will qualify as a reorganization within the meaning of Section 368(a) of the internal revenue code and the spin-off will qualify as a tax free transaction under Section 355 and related provisions of the internal revenue code (including Section 361(c)(1)) for both FNF and its stockholders, and (ii) a private letter ruling from the internal revenue service;

the board of directors of FNF shall have approved and formally declared the spin-off dividend; and

the total liabilities of FNF to be assumed by FNT that would be reflected on an unconsolidated balance sheet of FNF prepared in accordance with GAAP shall not exceed \$100,000,000 at closing.

***FNF Conditions***

In addition, FNF's obligations to complete the proposed transactions are subject to the satisfaction or waiver on or prior to the closing date under the securities exchange and distribution agreement of the following conditions:

FNT shall have complied with or performed in all material respects of all of its covenants and agreements required by the securities exchange and distribution agreement to be complied with or performed by it at or prior to the date of closing;

FNT shall have received all consents required from third parties, including any such consent required under the credit agreements of FNF, FNT and FIS and any other material agreements;

FNT shall have executed and delivered the cross-indemnity agreement (which is described below under Additional Agreements beginning on page 55) and the tax disaffiliation agreement (which is described below under Additional Agreements beginning on page 55);

the total liabilities of FNF to be assumed by FNT that would be reflected on an unconsolidated balance sheet of FNF prepared in accordance with GAAP shall not exceed \$100,000,000 at closing; and

the shares of FNT Class A common stock to be issued to FNF in connection with the proposed transactions, or reserved for issuance upon conversion of the replacement options, shall have been authorized for listing on the NYSE upon official notice of issuance.

**Termination of the Securities Exchange and Distribution Agreement**

The securities exchange and distribution agreement may be terminated and abandoned at any time prior to the closing, whether before or after approval of matters presented in connection with the FNT annual meeting:

by mutual written consent of FNT and FNF, as authorized by action of the respective special committees of independent members of the boards of directors of FNT and FNF;

by either FNT or FNF:

if, upon a vote at the FNT annual meeting or any adjournment or postponement thereof, the FNT stockholder approval is not obtained;

if the closing has not been consummated on or before December 31, 2006; provided that the right to terminate the securities exchange and distribution agreement in such circumstances will not be available to any party that has breached in any material respect its obligations thereunder in any manner that has proximately

contributed to the failure of the closing to be consummated by such date;

if the merger agreement has been terminated; or

if any governmental entity issues an order, decree or ruling or takes any other action prohibiting the proposed transactions and such order, decree, ruling or other action has become final and nonappealable; or

by FNF in its sole discretion (in which case FNF will be required to reimburse FNT for its reasonable costs and expenses in connection with the securities exchange and distribution agreement).

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### **Indemnification and Insurance**

From and after the closing, FNT will indemnify and hold harmless each person who was prior to the closing, (i) an officer or director of FNF or (ii) an officer or director of any other enterprise at the request of FNF (referred to as indemnified parties), except that such indemnification will be subject to any limitation imposed from time to time under applicable law. The indemnity will cover all acts or omissions occurring prior to the closing. Each indemnified party will be entitled to advancement of expenses, provided such indemnified party provides an undertaking to repay such advances if it is ultimately determined that such indemnified party is not entitled to indemnification. Any determination to be made as to whether any indemnified party has met any standard of conduct imposed by law will be made by legal counsel reasonably acceptable to such indemnified party and FNT, retained at FNT's expense.

FNT will also purchase and maintain for at least six years after the date of the closing, a directors' and officers' insurance and indemnification policy providing coverage for events occurring prior to the closing for directors, officers or employees of FNF or its subsidiaries (but not directors, officers or employees of FIS and its subsidiaries acting in their capacity as such), on terms and conditions, at least as favorable to the insured persons as FNF's current directors' and officers' insurance and indemnification policy.

FNT will pay all costs and expenses that may be incurred by any indemnified parties in successfully enforcing the indemnity or other obligations of FNT.

In the event that FNT or any of its successors or assigns (i) consolidates or merges into any other business entity and is not the continuing or surviving corporation or entity of such consolidation or merger or (ii) transfers or conveys all or substantially all of its properties and assets to any other business entity, then, in each such case, proper provision will be made so that the successors and assigns of FNT assume the indemnification obligations of FNT described above.

### **Fees and Expenses**

Except with respect to the payment of expenses in the case of termination of the securities exchange and distribution agreement by FNF in its sole discretion, prior to the closing each party agrees to pay its own fees and expenses incident to preparing for, entering into and carrying out the securities exchange and distribution agreement and the consummation of the proposed transactions. FNT will bear all SEC registration fees, any state filing fees, and all printing, mailing, solicitation and other expenses associated with this information statement, the Form S-1 and the vote of the FNT stockholders at our annual meeting. All transfer, documentary, sales, use, stamp, registration and other such taxes and fees (including penalties and interest) incurred in connection with the transactions contemplated by the securities exchange and distribution agreement will be paid by FNT when due, and FNT will indemnify FNF against liability for any such taxes.

### **Amendments; Waivers**

The securities exchange and distribution agreement may not be amended except by an instrument in writing signed on behalf of each of FNF and FNT, as authorized by action of the respective special committees of independent members of the boards of directors of each of the parties.

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At any time prior to the closing, each party may (a) extend the time for the performance of any of the obligations or other acts of the other party, (b) waive any inaccuracies in the representations and warranties of the other party contained in the securities exchange and distribution agreement or in any document delivered pursuant thereto or (c) subject to certain exceptions, waive compliance with any of the agreements of the other party contained in the securities exchange and distribution agreement. The conditions to each of the parties' obligations to consummate the proposed transactions are for the sole benefit of such party and may be waived by such party in whole or in part. Any agreement on the part of a party to any such extension or waiver will be valid only if set forth in an instrument in writing signed on behalf of such party. The failure of any party to assert any of its rights will not constitute a waiver of such rights.

**Governing Law**

The securities exchange and distribution agreement is governed by, and to be interpreted and construed in accordance with, the laws of the State of New York, regardless of the laws that might otherwise govern under applicable principles of conflicts of laws thereof.



**Table of Contents****SELECTED HISTORICAL FINANCIAL DATA OF FNT**

The following table shows selected historical consolidated and combined financial data for FNT. The data of FNT as of December 31, 2005, 2004 and 2003 and for each of the years in the four-year period ended December 31, 2005, are derived from FNT's audited consolidated and combined financial statements and related notes. The data as of December 31, 2002 and 2001 and March 30, 2006 and 2005 and for the year ended December 31, 2001 and the three-month periods ended March 31, 2006 and 2005 are derived from FNT's unaudited annual and interim consolidated and combined financial statements. In the opinion of FNT's management, the unaudited annual and interim consolidated and combined financial statements include all adjustments, consisting only of normal recurring adjustments, necessary for the fair presentation of the interim consolidated and combined financial statements. Results for the interim periods are not necessarily indicative of the results to be expected for the full year.

Detailed historical financial information is included in the audited consolidated and combined balance sheets as of December 31, 2005 and 2004, and the related consolidated and combined statements of earnings, comprehensive earnings, stockholders' equity and cash flows for each of the years in the three-year period ended December 31, 2005 as well as the unaudited interim consolidated balance sheet as of March 31, 2006 and the related unaudited interim consolidated statements of earnings and cash flows for the three month periods ended March 31, 2006 and 2005, each of which is included in this information statement. You should read the following selected financial data together with FNT's historical consolidated and combined financial statements, including the related notes, and the other information included in this information statement. See FNT's Management Discussion and Analysis of Financial Condition and Results of Operations beginning on page 65.

	<b>Three Months Ended</b>		<b>Year Ended December 31,</b>				
	<b>March 31,</b>						
	<b>2006(1)</b>	<b>2005(1)</b>	<b>2005(1)</b>	<b>2004(1)</b>	<b>2003(1)</b>	<b>2002</b>	<b>2001(2)(3)</b>
	<b>(In thousands, except per share data)</b>						
<b>Statement of Earnings Data:</b>							
Direct title insurance premiums	\$ 447,769	\$ 456,205	\$ 2,184,993	\$ 2,003,447	\$ 2,105,317	\$ 1,557,769	\$ 1,252,656
Agency title insurance premiums	628,420	532,513	2,763,973	2,714,770	2,595,433	1,989,958	1,441,416
Total title premiums	1,076,189	988,718	4,948,966	4,718,217	4,700,750	3,547,727	2,694,072
Escrow and other title related fees	254,059	243,137	1,162,344	1,039,835	1,058,729	790,787	656,739
Total title and escrow	1,330,248	1,231,855	6,111,310	5,758,052	5,759,479	4,338,514	3,350,811
Interest and investment income	38,012	20,854	118,084	64,885	56,708	72,305	88,232
Realized gains and losses, net	14,506	3,436	44,684	22,948	101,839	584	946
Other income	10,498	9,075	41,783	43,528	52,689	55,927	50,476

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	1,393,264	1,265,220	6,315,861	5,889,413	5,970,715	4,467,330	3,490,465
Personnel costs	452,435	424,660	1,897,904	1,680,805	1,692,895	1,260,070	1,036,236
Other operating expenses	210,893	209,735	935,263	849,554	817,597	633,193	558,263
Agent commissions	488,368	409,901	2,140,912	2,117,122	2,035,810	1,567,112	1,131,892
Depreciation and amortization	26,237	24,866	102,105	95,718	79,077	53,042	100,225
Provision for claim losses	80,721	64,226	354,710	259,402	248,834	175,963	134,527
Interest expense	11,326	303	16,663	3,885	4,582	8,586	15,695
	1,269,980	1,133,691	5,447,557	5,006,486	4,878,795	3,697,966	2,976,838
Earnings before income taxes and minority interest	123,284	131,529	868,304	882,927	1,091,920	769,364	513,627
Income tax expense	43,766	48,863	327,351	323,598	407,736	276,970	205,965
Earnings before minority interest	79,518	82,666	540,953	559,329	684,184	492,394	307,662
Minority interest	416	347	1,972	1,165	859	624	
Cumulative effect of accounting change							5,709
Net earnings	\$ 79,102	\$ 82,319	\$ 538,981	\$ 558,164	\$ 683,325	\$ 491,770	\$ 301,953

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	<b>Three Months Ended</b>		<b>Year Ended December 31,</b>		
	<b>March 31,</b>				
	<b>2006(1)</b>	<b>2005(1)</b>	<b>2005(1)</b>	<b>2004(1)</b>	<b>2003(1) 2002 2001(2)(3)</b>
	<b>(In thousands, except per share data)</b>				
<b>Per share amounts:</b>					
Basic earnings per share	\$ 0.46		\$ 3.11		
Weighted average shares outstanding, basic basis	173,473		173,463(4)		
Diluted earnings per share	\$ 0.46		\$ 3.11		
Weighted average shares outstanding, diluted basis	173,654		173,575(4)		
Unaudited pro forma net earnings per share basic and diluted(5)		\$ 0.48		\$ 3.22	
Unaudited pro forma weighted average shares outstanding basic and diluted(5)		172,951		172,951	
Dividends declared per share	\$ 0.29		\$ 0.25		

- (1) Effective January 1, 2003, we adopted the fair value recognition provisions of SFAS No. 123, *Accounting for Stock-Based Compensation*, using the prospective method of adoption in accordance with SFAS No. 148, *Accounting for Stock-Based Compensation Transition and Disclosure*, and as a result recorded stock compensation expense of \$3.0 million for the three months ended March 31, 2005 and \$12.5 million, \$5.4 million and \$4.9 million for the years ended December 31, 2005, 2004 and 2003, respectively. Effective January 1, 2006, we adopted SFAS No. 123 (Revised), *Share-Based Payment*, and recorded stock compensation expense of \$3.2 million in the first three months of 2006.
- (2) Effective January 1, 2002, we adopted SFAS No. 142 *Goodwill and Other Intangible Assets* and as a result, have ceased to amortize goodwill. Goodwill amortization in 2001 was \$33.2 million.
- (3) During 2001, we recorded a \$5.7 million, after-tax charge, reflected as a cumulative effect of a change in accounting principle, as a result of adopting Emerging Issues Task Force No. 99-20, *Recognition of Interest Income and Impairment on Purchased and Retained Beneficial Interests in Securitized Financial Assets*.
- (4) Because there were no outstanding shares prior to FNF's distribution of our common stock (representing 17.5% of our outstanding shares) as a dividend to its stockholders, that was completed on October 17, 2005, basic and diluted weighted average shares outstanding for 2005 have been calculated using activity from October 18, 2005 to December 31, 2005 as if shares outstanding and common stock equivalents at October 18, 2005 had been outstanding for the entire year.

- (5) Unaudited pro forma net earnings per share is calculated using the number of outstanding shares of FNF on a date prior to such distribution of FNT Shares to FNF stockholders.

	<b>March 31, 2006</b>	<b>2005</b>	<b>2004</b>	<b>December 31, 2003</b>	<b>2002</b>	<b>2001</b>
	<b>(In thousands)</b>					
<b>Balance sheet data</b>						
<b>(at end of period):</b>						
Investments(1)	\$ 3,234,928	\$ 3,300,738	\$ 2,819,489	\$ 2,510,182	\$ 2,337,472	\$ 1,705,267
Cash and cash equivalents(2)	550,447	462,157	268,414	395,857	433,379	491,709
Total assets	5,897,476	5,900,533	5,074,091	4,782,664	4,494,716	3,848,300
Notes payable	599,094	603,262	22,390	54,259	107,874	176,116
Reserve for claim losses	1,090,095	1,063,857	980,746	932,439	887,973	881,053
Minority interests	5,006	4,338	3,951	2,488	1,098	239
Equity	2,505,728	2,480,037	2,676,756	2,469,186	2,234,484	1,741,387
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- (1) Investments as of March 31, 2006 and December 31, 2005, 2004, 2003, 2002 and 2001 include securities pledged to secure trust deposits of \$601.8 million, \$656.0 million, \$546.0 million, \$448.1 million, \$474.9 million and \$319.1 million, respectively. Investments as of March 31, 2006, and December 31, 2005, include securities pledged relating to FNT's securities lending program of \$188.2 million and \$120.2 million, respectively.
- (2) Cash and cash equivalents as of March 31, 2006, and December 31, 2005, 2004, 2003, 2002 and 2001 include cash pledged to secure trust deposits of \$241.8 million, \$234.7 million, \$195.2 million, \$231.1 million, \$295.1 million and \$367.9 million, respectively. Cash and cash equivalents as of March 31, 2006, and December 31, 2005, include cash pledged relating to FNT's securities lending program of \$195.5 million and \$124.3 million, respectively.

	<b>Three Months Ended March 31, 2006</b>	<b>2005</b>	<b>Year Ended December 31,</b>			
			<b>2004</b>	<b>2003</b>	<b>2002</b>	<b>2001</b>
			<b>(In whole numbers)</b>			
<b>Other non-financial data (unaudited):</b>						
Direct operations orders opened(1)	683,800	3,052,805	3,142,945	3,771,393	2,953,797	2,496,597
Direct operations orders closed(1)	436,300	2,169,656	2,249,792	2,916,201	2,141,680	1,685,147
Fee per closed file(1)	\$ 1,532	\$ 1,487	\$ 1,324	\$ 1,081	\$ 1,099	\$ 1,120

- (1) These measures are used by management to judge productivity and are a measure of transaction volume for our direct title businesses. An order is opened when we receive a customer order and is closed when the related real estate transaction closes, which typically takes 45-60 days from the opening of an order.

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**FNT S MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL  
CONDITION AND RESULTS OF OPERATIONS**

The following discussion should be read in conjunction with our consolidated and combined financial statements and the related notes thereto and selected financial data included in this information statement.

**Overview**

We are one of the largest title insurance companies in the United States. Our title insurance underwriters Fidelity National Title, Chicago Title, Tigor Title, Security Union Title and Alamo Title together issue all of FNT s title insurance policies in 49 states, the District of Columbia, Guam, Puerto Rico, the U.S. Virgin Islands, Canada, and Mexico. Our title business consists of providing title insurance and escrow and other title-related products and services arising from the real estate closing process. Our operations are conducted on a direct basis through our own employees who act as title and escrow agents and through independent agents. In addition to our independent agents, our customers are lenders, mortgage brokers, attorneys, real estate agents, home builders and commercial real estate developers. We do not focus our marketing efforts on the homeowner. We operate our business through a single segment, title and escrow, and do not generate significant revenue outside the United States.

Prior to October 17, 2005, we were a wholly-owned subsidiary of FNF. On that date, FNF distributed shares of FNT Class A common stock representing 17.5% of our outstanding shares to its stockholders as a dividend, which we refer to as the distribution. FNF currently holds shares of our Class B common stock representing approximately 82% of all shares and 97.9% of all voting rights of our outstanding common stock.

Our historical financial statements include assets, liabilities, revenues and expenses directly attributable to our operations as well as transactions between us and FNF and other affiliated entities and allocations of certain of our corporate expenses to FNF and FIS, allocated on a basis that management considers to reflect most fairly or reasonably the utilization of the services provided to or the benefit obtained by those businesses. These expense allocations to FNF and FIS reflect an allocation to us of a portion of the compensation of certain senior officers and other personnel of FNF who are not our employees after the distribution but who have historically provided services to us. Our historical financial statements do not reflect the debt or interest expense we might have incurred if we had been a stand-alone entity. In addition, we incur other expenses, not reflected in our historical financial statements, as a result of being a separate publicly traded company. As a result, our historical financial statements do not necessarily reflect what our financial position or results of operations would have been if we had been operated as a stand-alone public entity during the periods covered, and may not be indicative of our future results of operations or financial position.

**Related Party Transactions**

Our historical financial statements reflect transactions with other businesses and operations of FNF including those being conducted by another FNF subsidiary, FIS.

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A detail of related party items included in revenues and expenses is as follows:

	2005	2004	2003
	(In millions)		
Agency title premiums earned	\$ 91.9	\$ 106.3	\$ 284.9
Rental income earned	5.0	8.4	7.3
Interest revenue	1.0	1.0	0.7
 Total revenue	 \$ 97.9	 \$ 115.7	 \$ 292.9

A detail of related party items included in operating expenses is as follows:

Agency title commissions	\$ 80.9	\$ 93.6	\$ 250.7
Data processing costs	56.9	56.6	12.4
Data processing costs allocated			(5.4)
Corporate services allocated	(30.3)	(84.5)	(48.7)
Title insurance information expense	28.1	28.6	28.2
Other real-estate related information	10.9	9.9	11.4
Software expense	7.7	5.8	2.6
Rental expense	3.8	2.8	0.5
License and cost sharing	11.9	12.8	17.9
 Total expenses	 \$ 169.9	 \$ 125.6	 \$ 269.6
 Total pretax impact of related party activity	 \$ (72.0)	 \$ (9.9)	 \$ 23.3

An FIS subsidiary acts as the title agent in the issuance of title insurance policies by a title insurance underwriter owned by us and in connection with certain trustee sales guarantees, a form of title insurance issued as part of the foreclosure process. As a result, our title insurance subsidiaries pay commissions on title insurance policies sold through FIS. For 2005, 2004, and 2003, these FIS operations generated \$91.9 million, \$106.3 million, and \$284.9 million, respectively, of revenues for us, which we record as agency title premium. The amounts generated have declined significantly since 2003, in part due to a decline in the volume of refinancing transactions in the mortgage industry as a whole. We paid FIS commissions at the rate of 88% of premiums generated, equal to \$80.9 million, \$93.6 million, and \$250.7 million for 2005, 2004, and 2003, respectively.

Through June 30, 2005, we have leased equipment to a subsidiary of FIS. Revenue relating to these leases was \$5.0 million, \$8.4 million, and \$7.3 million in 2005, 2004, and 2003, respectively.

Beginning in September 2003, our expenses included amounts paid to a subsidiary of FIS for the provision by FIS to us of IT infrastructure support, data center management and related IT support services. For 2005, 2004, and 2003, expenses incurred related to such FIS services totaled \$56.9 million, \$56.6 million, and \$12.4 million, respectively. Prior to September 2003, we performed these services ourselves and provided them to FIS. During 2003, we received payments from FIS of \$5.4 million relating to these services that offset our other operating expenses. Subsequent to FNF's acquisition of Alltel Information Services, Inc. in 2003, we performed these services ourselves. In addition, we incurred software expenses relating to an agreement with a subsidiary of FIS that approximated \$7.7 million, \$5.8 million, and \$2.6 million in 2005, 2004, and 2003, respectively.

Included as a reduction of our expenses for all periods are payments from FNF and FIS relating to the provision by us of corporate services to FNF and to FIS and its subsidiaries. These corporate services include accounting, internal audit, treasury, payroll, human resources, tax, legal, purchasing, risk management, mergers and acquisitions, and general management. For the years ended December 31, 2005, 2004, and 2003, our expenses were reduced by \$7.0 million, \$9.4 million, and \$9.2 million, respectively, related to the provision of these corporate services by us to FNF and its subsidiaries other than FIS and its subsidiaries. For the years ended December 31, 2005, 2004, and 2003, our expenses were reduced by \$23.3 million, \$75.1 million, and \$39.5 million, respectively, related to the provision of corporate services by us to FIS and its subsidiaries.



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The title plant assets of several of our title insurance subsidiaries are managed or maintained by a subsidiary of FIS. The underlying title plant information and software continues to be owned by each of our title insurance underwriters, but FIS manages and updates the information in return for either (i) a cash management fee or (ii) the right to sell that information to title insurers, including title insurance underwriters that we own and other third party customers. In most cases, FIS is responsible for keeping the title plant assets current and fully functioning, for which we pay a fee to FIS based on our use of, or access to, the title plant. For 2005, 2004, and 2003, our expenses to FIS under these arrangements were \$29.9 million, \$28.9 million, and \$28.2 million, respectively. In addition, since November 2004, each applicable title insurance underwriter in turn receives a royalty on sales of access to its title plant assets. For the years ended December 31, 2005 and 2004, the revenues from these title plant royalties were \$3.0 million and \$0.3 million, respectively. We have entered into agreements with FIS that permit FIS and certain of its subsidiaries to access and use (but not to re-sell) the starters databases and back plant databases of our title insurance subsidiaries. Starters databases are our databases of previously issued title policies and back plant databases contain historical records relating to title that are not regularly updated. Each of our applicable title insurance subsidiaries receives a fee for any access to or use of its starters and back plant databases by FIS. We also do business with additional entities within FIS that provide real estate information to our operations, for which we recorded expenses of \$10.9 million, \$9.9 million, and \$11.4 million in 2005, 2004, and 2003, respectively.

We also have certain license and cost sharing agreements with FIS. We recorded expense of \$11.9 million, \$12.8 million and \$17.9 million relating to these agreements in 2005, 2004 and 2003, respectively.

Also, we capitalized software costs of \$11.2 million paid to FIS relating to a development agreement.

Our financial statements reflect allocations for a lease of office space to us for our corporate headquarters and business operations in the amounts of \$3.8 million, \$2.8 million, and \$0.5 million in 2005, 2004, and 2003, respectively.

We believe the amounts earned by us or charged to us under each of the foregoing arrangements are fair and reasonable. Although the commission rate paid on the title insurance premiums written by the FIS title agencies was set without negotiation, we believe the commissions earned are consistent with the average rate that would be available to a third party title agent given the amount and the geographic distribution of the business produced and the low risk of loss profile of the business placed. In connection with the title plant management and maintenance services provided by FIS, we believe that the fees charged to us by FIS are at approximately the same rates that FIS and other similar vendors charge unaffiliated title insurers. The IT infrastructure support and data center management services provided to us by FIS are priced within the range of prices that FIS offers to its unaffiliated third party customers for the same types of services. However, the amounts we earned or were charged under these arrangements were not negotiated at arm's length, and may not represent the terms that we might have obtained from an unrelated third party.

Notes receivable from FNF, due from FNF and notes payable to FNF as of December 31, 2005 and December 31, 2004 were as follows:

	<b>As of December 31, 2005      2004 (In millions)</b>	
Notes receivable from FNF	\$ 19.0	\$ 22.8
Due from FNF	32.7	63.7
Notes payable to FNF	497.8	

We have notes receivable from FNF relating to agreements between our title underwriters and FNF. These notes amounted to \$19.0 million and \$22.8 million at December 31, 2005 and 2004, respectively. As of December 31, 2005, these notes bear interest at 5.1%. We earned interest revenue of \$1.0 million, \$1.0 million, and \$0.7 million relating to these notes during 2005, 2004, and 2003, respectively.

We are included in FNF's consolidated tax returns and thus any income tax liability or receivable is due to/from FNF. Due from FNF at December 31, 2005 and 2004, includes a receivable from FNF relating to overpayment of taxes of \$11.5 million and \$63.6 million, respectively.

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On September 30, 2005, we issued two \$250 million intercompany notes payable to FNF, which we refer to as the mirror notes, with terms that mirrored FNF's existing \$250 million 7.30% public debentures due in August 2011 and \$250 million 5.25% public debentures due in March 2013. Following the issuance of the mirror notes, we filed a Registration Statement on Form S-4, pursuant to which we offered to accept the outstanding FNF notes in exchange for FNT notes we issued having substantially the same terms. On January 18, 2006, we completed these exchange offers and received \$241,347,000 in aggregate principal amount of FNF's 7.30% Notes due August 15, 2011, and the entire \$250,000,000 in aggregate principal of FNF's 5.25% Notes due March 15, 2013. The FNF notes received by us in the exchange were subsequently delivered to FNF in partial redemption of the 7.30% Mirror Note due August 15, 2011, and in full redemption of the 5.25% Mirror Note due March 15, 2013. In order to reflect the partial redemption of the 7.30% Mirror Note due August 15, 2011, the original note was replaced with an identical Mirror Note with a principal balance of \$8,653,000, which reflects the unredeemed portion of the original Mirror Note. Interest on each mirror note has been accrued from the last date on which interest on the corresponding FNF notes was paid and at the same rate. We subsequently acquired approximately \$2.1 million of the 7.30% FNF Notes remaining outstanding. In connection with the proposed transactions, FNF will redeem the remaining 7.30% FNF Notes, and we will repay the remaining balance of the related mirror note.

On October 24, 2005, we borrowed \$150 million under our revolving credit facility and paid it to FNF in satisfaction of a \$150 million intercompany note issued by one of our subsidiaries to FNF in August 2005. Later in the fourth quarter, we repaid \$50 million of this amount.

## **Business Trends and Conditions**

Title insurance revenue is closely related to the level of real estate activity and the average price of real estate sales. Real estate sales are directly affected by the availability of funds to finance purchases, predominantly mortgage interest rates. Other factors affecting real estate activity include, but are not limited to, demand for housing, employment levels, family income levels and general economic conditions. In addition to real estate sales, mortgage refinancing is an important source of title insurance revenue. We have found that residential real estate activity generally decreases in the following situations:

when mortgage interest rates are high or increasing;

when the mortgage funding supply is limited; and

when the United States economy is weak.

Because commercial real estate transactions tend to be driven more by supply and demand for commercial space and occupancy rates in a particular area rather than by macroeconomic events, our commercial real estate title insurance business can generate revenues which are not dependent on the industry cycles discussed above.

Because these factors can change dramatically, revenue levels in the title insurance industry can also change dramatically. For example, beginning in the second half of 1999 and through 2000, steady interest rate increases caused by actions taken by the Federal Reserve Board resulted in a significant decline in refinancing transactions. As a result, the market shifted from a refinance-driven market in 1998 to a more traditional market driven by new home purchases and resales in 1999 and 2000. However, beginning in January 2001 and continuing through June of 2003, the Federal Reserve Board reduced interest rates by 550 basis points, bringing interest rates down to their lowest level in recent history, which again significantly increased the volume of refinance activity. In 2004 and 2005, mortgage rates increased as the Federal Reserve Board increased interest rates by 325 basis points since June 2004, resulting in decreases in refinance activity. Notwithstanding the increase in interest rates, home prices appreciated strongly in many markets in 2004, benefiting our revenues. In 2005, refinance activity has been lower than in 2004, but purchase

loan originations have continued to increase and home prices have continued to appreciate. The decreased refinance activity is evidenced by the statistic of the Mortgage Bankers Association, which we refer to as the MBA, showing that approximately 46.5% of new loan originations in 2005 were refinance transactions as compared with approximately 52.8% in 2004. The ten-year treasury rate has increased from 3.0% in June 2003 to 4.5% at the end of 2005. According to the MBA, U.S. mortgage originations (including refinancings) were approximately \$2.4 trillion, \$2.8 trillion, and \$3.8 trillion in 2005, 2004, and 2003, respectively. The MBA's Mortgage Finance Forecast estimates a \$2.38 trillion mortgage origination market for 2006, which would be an

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18.3% decrease from 2005. The MBA further predicts that the 19.2% decrease will result from purchase transactions declining from \$1.49 billion in 2005 to \$1.43 billion in 2006, or 3.6%, and refinancing transactions dropping from \$1.29 billion to \$0.81 billion, or 37.1%. We expect that current interest rate levels and any future increase in interest rates will most likely result in lower levels of mortgage originations in 2006 than in 2005 or 2004.

Historically, real estate transactions have produced seasonal revenue levels for title insurers. The first calendar quarter is typically the weakest quarter in terms of revenue due to the generally low volume of home sales during January and February. The third calendar quarter is typically the strongest in terms of revenue due to a higher volume of home sales in the summer months and the fourth quarter is also strong due to commercial customers desiring to complete transactions by year end. Significant changes in interest rates may alter these traditional seasonal patterns due to the effect the cost of financing has on the volume of real estate transactions.

**Critical Accounting Policies**

The accounting estimates described below are those we consider critical in preparing our Consolidated and Combined Financial Statements. Management is required to make estimates and assumptions that can affect the reported amounts of assets and liabilities and disclosures with respect to contingent assets and liabilities at the date of the Consolidated and Combined Financial Statements and the reported amounts of revenues and expenses during the reporting period. Actual amounts could differ from those estimates. See Note A of Notes to the Consolidated and Combined Financial Statements for a more detailed description of the significant accounting policies that have been followed in preparing our financial statements.

*Reserve for Claim Losses.* Title companies issue two types of policies since both the buyer and lender in real estate transactions want to know that their interest in the property is insured against certain title defects outlined in the policy. An owner's policy insures the buyer against such defects for as long as he or she owns the property (as well as against warranty claims arising out of the sale of the property by such owner). A lender's policy insures the priority of the lender's security interest over the claims that other parties may have in the property. The maximum amount of liability under a title insurance policy is generally the face amount of the policy plus the cost of defending the insured's title against an adverse claim. While most non-title forms of insurance, including property and casualty, provide for the assumption of risk of loss arising out of unforeseen future events, title insurance serves to protect the policyholder from risk of loss from events that predated the issuance of the policy.

Unlike many other forms of insurance, title insurance requires only a one-time premium for continuous coverage until another policy is warranted due to changes in property circumstances arising from refinance, resale, additional liens, or other events. Unless we issue the subsequent policy, we receive no notice that our exposure under our policy has ended and as a result we are unable to track the actual terminations of our exposures.

Our reserve for claim losses includes reserves for known claims, which we refer to as PLR, as well as for losses that have been incurred but not yet reported to us, which we refer to as IBNR, net of recoupments. We reserve for each known claim based on our review of the estimated amount of the claim and the costs required to settle the claim. Reserves for IBNR claims are estimates that are established at the time the premium revenue is recognized and are based upon historical experience and other factors, including industry trends, claim loss history, legal environment, geographic considerations, and the types of policies written. We also reserve for losses arising from escrow, closing and disbursement functions due to fraud or operational error.

The table below summarizes our reserves for known claims and incurred but not reported claims.

**As of December 31,**

**As of December 31,**

	<b>2005</b>		<b>2004</b>	
	<b>(In thousands)</b>			
PLR	\$ 231,007	21.7%	\$ 223,202	22.8%
IBNR	832,850	78.3%	757,544	77.2%
Total Reserve	\$ 1,063,857	100.0%	\$ 980,746	100.0%

Although most claims against title insurance policies are reported relatively soon after the policy has been issued, claims may be reported many years later. By their nature, claims are often complex, vary greatly in dollar

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amounts and are affected by economic and market conditions and the legal environment existing at the time of settlement of the claims. Estimating future title loss payments is difficult because of the complex nature of title claims, the long periods of time over which claims are paid, significantly varying dollar amounts of individual claims, and other factors.

We continually update loss reserve estimates by utilizing both internal and external resources. Management performs a detailed study of loss reserves based upon the latest available information at the end of each quarter and year. In addition, an independent actuarial consulting firm assists us in analyzing our historic loss experience and developing statistical models to project ultimate loss expectancy. The actuaries prepare a formal analysis of our reserves at December 31 each year. Management examines both the quantitative and qualitative data provided by both the independent actuaries and internal sources such as our legal, claims, and underwriting departments to ultimately arrive at our best reserve estimate. Regardless of technique, all methods involve significant judgment and assumptions. Management strives to improve its loss reserve estimation process by enhancing its ability to analyze loss development patterns and we continually look for ways to identify new trends to reduce the uncertainty of our loss exposure. However, adjustments may be required as experience develops unexpectedly, new information becomes known, new loss patterns emerge, or as other contributing factors are considered and incorporated into the analysis.

Predicting ultimate loss exposure is predicated on evaluating past experience and adjusting for changes in current development and trends. Our independent actuaries' work includes two principal steps. First, they use an actuarial technique known as the loss development method to calculate loss development factors for FNT. The loss development factors forecast ultimate losses for each policy year based on historic emergence patterns of FNT. Older policy year experience is applied to newer policy years to project future development. When new trends surface, the loss development factors are adjusted to incorporate the more recent development phenomena. Changes in homeownership patterns, increased property turnover rates, and a boom in refinance transactions all are examples of current events that reduce the tail exposure of the loss pattern and warrant these adjustments.

In the second step, the loss development factors calculated in the first step are used to determine the portion of ultimate loss already reported. The percentage of ultimate losses not yet reported is then applied to the expected losses, which are estimated as the product of written premium and an expected loss ratio. The expected loss ratios are derived from an econometric model of the title insurance industry incorporating various economic variables including interest rates as well as industry related developments such as title plant automation and defalcations, which are misappropriations of funds from escrow accounts, to arrive at an expected loss ratio for each policy year.

Using the above approach, our external actuaries develop a single point estimate rather than a range of reserves or a set of point estimates. The point estimate provided by our independent actuaries, combined with our known claim reserves, aggregated \$1,147.5 million at December 31, 2005, as compared with our carried reserve of \$1,063.9 million, a difference of \$83.6 million, or 7.3%. Different professional judgment in three critical assumptions was the primary driver of the difference between the independent actuary's point estimate and our carried reserve level: different weight given to a separate projection of individually significant losses (losses greater than \$500,000); adjustments based on recent experience to realize emerging changes in refinance versus home sale activity; and cost reduction expectations with respect to of unallocated loss adjustment expense, which we refer to as ULAE, reserves. In the independent actuary's estimate approximately one half of the effect of projecting significant losses separately was taken into consideration; whereas, our management applied full weight to such analysis. Additionally, the independent actuary's estimate placed less weight on the effects of refinancings in the 2001-2002 policy years, some of the largest refinance years in history; whereas our management placed moderately greater weights on the effects of refinancing assumptions in such years. Finally, adjustments to the ULAE reserves were supported by management's analysis of the true costs expected to be incurred in a claims run-off scenario.

In our reserve setting process, our independent actuaries fulfill a function, which is to provide information that is utilized as part of the overall mix of information that our management uses to set our reserves, but this is only one component of management's evaluation process. While there can be no assurance as to the precision of loss reserve estimates, as shown in the table below, our development on prior years' loss reserves over the past three years has generally been within a narrow range using the reserve setting processes described above.



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Our analysis of our reserves as of December 31, 2005 demonstrates management's continued efforts to improve its loss reserve estimate. In 2004, we incorporated into our methodology a separate analysis of mega claims (defined as claims with incurred amounts greater than \$500,000). Prior to the separate analysis of mega claims, such claims influenced the loss development factors used in the actuarial methods by creating a multiplicative effect for newer policy years loss projections. The adjudication of mega claims is handled by specific attorneys and may have different emergence patterns than non-mega title claims.

In addition, adjustments were made to reflect the reduced ultimate exposure of recent policy years due to unprecedented refinancing activity and property turnover rates. Our hypothesis, which is supported by recent data, is that a lower percentage of policies from prior years remain in force due to the substantial turnover in property mortgages. Furthermore, it is our belief that refinance transactions develop differently than resale transactions in that there appears to be an acceleration of claim activity as claims are reported more quickly. As a result, we have incorporated the effect of these assumptions into our loss projections.

The table below presents our loss development experience for the past three years. As can be seen in the table, the variability in loss estimates over the past three years has ranged from favorable development in an amount equal to 0.3% of title premiums to adverse development of 0.7% of title premiums with the average being unfavorable development of 0.4% over the three year period. Assuming that variability of potential reserve estimates is + or - 0.4%, the effect on pretax earnings would be as presented in the last line of the table.

	<b>2005</b>	<b>2004</b>	<b>2003</b>
	<b>(In thousands)</b>		
Beginning Balance	\$ 980,746	\$ 932,439	\$ 887,973
Reserve Assumed	1,000	38,597	4,203
Claims Loss provision related to:			
Current year	319,730	275,982	237,919
Prior years	34,980	(16,580)	10,915
Total claims loss provision	354,710	259,402	248,834
Claims paid, net of recoupments related to:			
Current year	(14,479)	(19,095)	(11,591)
Prior years	(258,120)	(230,597)	(196,980)
Total claims paid, net of recoupments	(272,599)	(249,692)	(208,571)
Ending Balance	\$ 1,063,857	\$ 980,746	\$ 932,439
Title Premiums	\$ 4,948,613	\$ 4,718,217	\$ 4,700,750
Provision for claim losses as a percentage of title insurance premiums:			
Current year	6.5%	5.8%	5.1%
Prior years	0.7%	(0.3)%	0.2%
Total Provision	7.2%	5.5%	5.3%

Sensitivity Analysis (effect on pretax earnings of a 0.4% loss ratio change)(1):

Ultimate Reserve Estimate +/-	\$ 19,794	\$ 18,873	\$ 18,803
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(1) 0.4% has been selected as an example; actual variability could be greater or less.

*Valuation of Investments.* We regularly review our investment portfolio for factors that may indicate that a decline in fair value of an investment is other-than-temporary. Some factors considered in evaluating whether or not a decline in fair value is other-than-temporary include: (i) our ability and intent to retain the investment for a period of time sufficient to allow for a recovery in value; (ii) the duration and extent to which the fair value has been less than cost; and (iii) the financial condition and prospects of the issuer. Such reviews are inherently uncertain and the value of the investment may not fully recover or may decline in future periods resulting in a realized loss.

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Investments are selected for analysis whenever an unrealized loss is greater than a certain threshold that we determine based on the size of our portfolio. Fixed maturity investments that have unrealized losses caused by interest rate movements are not at risk as we have the ability and intent to hold them to maturity. Unrealized losses on investments in equity securities and fixed maturity instruments that are susceptible to credit related declines are evaluated based on the aforementioned factors. Currently available market data is considered and estimates are made as to the duration and prospects for recovery, and the ability to retain the investment until such recovery takes place. These estimates are revisited quarterly and any material degradation in the prospect for recovery will be considered in the other than temporary impairment analysis. We believe that continuous monitoring and analysis has allowed for the proper recognition of other than temporary impairments over the past three year period. Any change in estimate in this area will have an impact on the results of operations of the period in which a charge is taken. During 2005 and 2004, we recorded other than temporary impairments totaling \$6.9 million and \$6.6 million, respectively. During 2003, we recorded no other than temporary impairments.

*Goodwill.* We have made acquisitions in the past that have resulted in a significant amount of goodwill. As of December 31, 2005 and December 31, 2004, goodwill was \$1,051.6 million and \$959.6 million, respectively. The majority of our goodwill as of December 31, 2005 and 2004 relates to our Chicago Title acquisition. The process of determining whether or not an asset, such as goodwill, is impaired or recoverable relies on projections of future cash flows, operating results and market conditions. While we believe that our estimates of future cash flows are reasonable, these estimates are not guarantees of future performance and are subject to risks and uncertainties that may cause actual results to differ from what is assumed in our impairment tests. In evaluating the recoverability of goodwill, we perform an annual goodwill impairment test based on an analysis of the discounted future cash flows generated by the underlying assets. We have completed our annual goodwill impairment tests in each of the past three years and have determined that we have a fair value in excess of our carrying value. Such analyses are particularly sensitive to changes in estimates of future cash flows and discount rates. Changes to these estimates might result in material changes in fair value and determination of the recoverability of goodwill, which may result in charges against earnings and a reduction in the carrying value of our goodwill.

*Long-Lived Assets.* We review long-lived assets, primarily computer software, property and equipment and other intangibles, for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If indicators of impairment are present, we estimate the future net cash flows expected to be generated from the use of those assets and their eventual disposal. We would recognize an impairment loss if the aggregate future net cash flows were less than the carrying amount. We have not recorded any material impairment charges in the past three years. As a result, the carrying values of these assets could be significantly affected by the accuracy of our estimates of future net cash flows, which, similar to our goodwill analysis, cannot be estimated with certainty.

*Revenue Recognition.* Our direct title insurance premiums and escrow and other title-related fees are recognized as revenue at the time of closing of the related transaction as the earnings process is then considered complete, whereas premium revenues from agency operations and agency commissions include an accrual based on estimates using historical information of the volume of transactions that have closed in a particular period for which premiums have not yet been reported to us. The accrual for agency premiums is necessary because of the lag between the closing of these transactions and the reporting of these policies to us by the agent. During the second quarter of 2005, we re-evaluated our method of estimation for accruing agency title revenues and commissions and refined the method, which resulted in our recording approximately \$50.0 million in additional agency revenue in the second quarter of 2005 than we would have under our prior method. The impact on net earnings of this adjustment was approximately \$2.0 million. We are likely to continue to have changes to our accrual for agency revenue in the future, but as demonstrated by this second quarter adjustment, the impact on net earnings of changes in these accruals is very small.



**Table of Contents****Comparison of Years Ended December 31, 2005, 2004 and 2003**

The following table presents certain financial data for the years indicated:

	<b>Year Ended December 31,</b>		
	<b>2005</b>	<b>2004</b>	<b>2003</b>
	<b>(Dollars in thousands)</b>		
Direct title insurance premiums	\$ 2,184,993	\$ 2,003,447	\$ 2,105,317
Agency title insurance premiums	2,763,973	2,714,770	2,595,433
Total title premiums	4,948,966	4,718,217	4,700,750
Escrow and other title-related fees	1,162,344	1,039,835	1,058,729
Total title and escrow	6,111,310	5,758,052	5,759,479
Interest and investment income	118,084	64,885	56,708
Realized gains and losses, net	44,684	22,948	101,839
Other income	41,783	43,528	52,689
Total revenue	6,315,861	5,889,413	5,970,715
Personnel costs	1,897,904	1,680,805	1,692,895
Other operating expenses	935,263	849,554	817,597
Agent commissions	2,140,912	2,117,122	2,035,810
Depreciation and amortization	102,105	95,718	79,077
Provision for claim losses	354,710	259,402	248,834
Interest expense	16,663	3,885	4,582
Total expenses	5,447,557	5,006,486	4,878,795
Earnings before income taxes and minority interest	868,304	882,927	1,091,920
Income tax expense	327,351	323,598	407,736
Earnings before minority interest	540,953	559,329	684,184
Minority interest	1,972	1,165	859
Net earnings	\$ 538,981	\$ 558,164	\$ 683,325
Orders opened by direct title operations	3,052,805	3,142,945	3,771,393
Orders closed by direct title operations	2,169,656	2,249,792	2,916,201

Total revenue in 2005 increased \$432.4 million to \$6,321.8 million, an increase of 7.3% compared to 2004 with increases in direct and agency title premiums and escrow and other title-related fees. Total revenue in 2004 decreased \$81.3 million, or 1.4%, to \$5,889.4 million from \$5,970.7 million in 2003. Although the mix of direct and agency title premiums changed from 2003 to 2004, total title premiums and escrow and other title-related fees remained fairly consistent in 2004 as compared with 2003.

Title insurance premiums were \$4,949.0 million in 2005, \$4,718.2 million in 2004, and \$4,700.8 million in 2003. The following table presents the percentages of title insurance premiums generated by our direct and agency operations:

	<b>2005</b>		<b>Year Ended December 31, 2004</b>		<b>2003</b>	
	<b>Amount</b>	<b>%</b>	<b>Amount</b>	<b>%</b>	<b>Amount</b>	<b>%</b>
			<b>(In thousands)</b>			
Direct	\$ 2,184,993	44.2%	\$ 2,003,447	42.5%	\$ 2,105,317	44.8%
Agency	2,763,973	55.8	2,714,770	57.5	2,595,433	55.2
Total title insurance premiums	\$ 4,948,966	100.0%	\$ 4,718,217	100.0%	\$ 4,700,750	100.0

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Direct title premiums increased from 2004 to 2005 and decreased from 2003 to 2004. From 2004 to 2005, an increase in average fee per file was partially offset by a decrease in closed order levels. From 2003 to 2004, a decrease in closed order levels was partially offset by an increase in average fee per file. The average fee per file in our direct operations was \$1,487, \$1,324, and \$1,081 in 2005, 2004, and 2003, respectively. The increases in the average fee per file in 2005 and 2004 were consistent with the decline in the overall level of refinance activity experienced during those years. The fee per file tends to increase as mortgage interest rates rise, and the mix of business changes from a predominantly refinance-driven market to more of a resale-driven market because resale transactions generally involve the issuance of both a lender's policy and an owner's policy whereas refinance transactions typically only require a lender's policy. The increases in average fee per file also reflect substantial appreciation in home prices during both periods and the strong levels of commercial activity in 2005 as compared to 2004. The decrease in closed order levels in each period reflects a weaker refinance market, partially offset by a strong, stable purchase market.

Agency premiums increased \$49.2 million in 2005 and \$119.3 million in 2004. During the second quarter of 2005, we re-evaluated our method of estimation for accruing agency title revenues and commissions and refined the method which resulted in our recording approximately \$50.0 million in additional agency revenue in the second quarter of 2005 than we would have under our prior method. The impact on net earnings of this adjustment was approximately \$2.0 million. A change in agency premiums has a much smaller effect on profitability than the same change in direct premiums would have because our margins as a percentage of gross premiums for agency business are significantly lower than the margins realized from our direct operations due to commissions paid to our agents and other costs related to the agency business. The increase in agency title premiums in 2004 was primarily attributed to an increase in agency premiums of \$193.5 million due to our acquisition of APTIC in March 2004 that was offset by a decrease in the amount of agency revenue provided by FIS title agency operations. Margins on agency revenues are generally lower than margins on direct title insurance revenues. Agency revenues from FIS title agency businesses were \$91.9 million, \$106.3 million, and \$284.9 million in 2005, 2004, and 2003, respectively.

Trends in escrow and other title-related fees are primarily related to title insurance activity generated by our direct operations. Escrow and other title-related fees during the three-year period ended December 31, 2005, fluctuated in a pattern generally consistent with the fluctuation in direct title insurance premiums and order counts. Escrow and other title-related fees were \$1,162.3 million, \$1,039.8 million, and \$1,058.7 million during 2005, 2004, and 2003, respectively.

Interest and investment income levels are primarily a function of securities markets, interest rates and the amount of cash available for investment. Interest and investment income in 2005 was \$118.1 million, compared with \$64.9 million in 2004 and \$56.7 million in 2003. The increase in interest and investment income in 2005 is primarily due to an increase in the short-term investment and fixed income asset base and an increase in interest rates. Average invested assets were \$3,732.6 million, \$3,226.2 million and \$2,811.5 million in 2005, 2004, and 2003, respectively. The tax equivalent yield in 2005, excluding realized gains and losses, was 3.8%, as compared with 2.7% in 2004 and 2.5% in 2003.

Net realized gains and losses for 2005, 2004, and 2003 were \$44.7 million, \$22.9 million, and \$101.8 million, respectively. Net realized gains in 2003 included a \$51.7 million realized gain resulting from IAC InterActive Corp.'s acquisition of Lending Tree Inc. and the subsequent sale of our IAC Interactive Corp. common stock and a realized gain of \$21.8 million on the sale of New Century Financial Corporation common stock.

Other income represents revenue generated by other smaller real-estate related businesses that are not directly title-related. Other income was \$41.8 million, \$43.5 million, and \$52.7 million in 2005, 2004, and 2003, respectively.

Our operating expenses consist primarily of personnel costs and other operating expenses, which are incurred as orders are received and processed and agent commissions which are incurred as revenue is recognized. Title insurance

premiums, escrow and other title-related fees are generally recognized as income at the time the underlying transaction closes. As a result, direct operations revenue lags approximately 45-60 days behind expenses and therefore gross margins may fluctuate. The changes in the market environment, mix of business between direct and agency operations and the contributions from our various business units have impacted margins and net earnings. We have implemented programs and have taken necessary actions to maintain expense levels consistent



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with revenue streams. However, a short time lag exists in reducing variable costs and certain fixed costs are incurred regardless of revenue levels. We have taken significant measures to maintain appropriate personnel levels and costs relative to the volume and mix of business while maintaining customer service standards and quality controls. Beginning during the second half of 2003, as open orders on refinance transactions declined with the increase in mortgage interest rates, we began reducing personnel costs with the reduction of approximately 22% of the title and escrow workforce from July to December of 2003. Considering the normal lag time between workforce reductions and the related reductions in personnel expense, we maintained personnel at appropriate levels during 2005 and 2004, including a reduction of approximately 8% of the title and escrow workforce in the fourth quarter of 2005, and will continue to monitor prevailing market conditions and adjust personnel costs in accordance with activity.

Personnel costs include base salaries, commissions, benefits and bonuses paid to employees, and are one of our most significant operating expenses. Personnel costs totaled \$1,897.9 million, \$1,680.8 million, and \$1,692.9 million for the years ended December 31, 2005, 2004, and 2003, respectively. Personnel costs, as a percentage of direct title insurance premiums and escrow and other title-related fees, were 56.6% in 2005, compared with 55.2% in 2004 and 53.5% in 2003. The increase in personnel costs as a percentage of related revenue in 2005 is primarily due to a recent trend in salary increases relating to increased competition for top employees and the strong real estate environment. The increase in personnel costs as a percentage of related revenue in 2004 as compared to 2003 is attributable to the lag in reducing personnel to the appropriate level based on activity.

Other operating expenses consist primarily of facilities expenses, title plant maintenance, premium taxes (which insurance underwriters are required to pay on title premiums in lieu of franchise and other state taxes), postage and courier services, computer services, professional services, advertising expenses, general insurance, and trade and notes receivable allowances. Other operating expenses totaled \$935.3 million, \$849.6 million, and \$817.6 million for the years ended December 31, 2005, 2004, and 2003, respectively. Other operating expenses as a percentage of direct title insurance premiums and escrow and other title-related fees were 27.9% in both 2005 and 2004, and 25.8% in 2003. The increase in other operating expenses as a percentage of total direct title premiums and escrow and other fees in 2004 is consistent with the increase in personnel costs as a percentage of total direct title premiums and escrow and other fees.

Agent commissions represent the portion of premiums retained by agents pursuant to the terms of their respective agency contracts. Agent commissions and the resulting percentage of agent premiums we retain vary according to regional differences in real estate closing practices and state regulations.

The following table illustrates the relationship of agent title premiums and agent commissions:

	2005		Year Ended December 31, 2004		2003	
	Amount	%	Amount	%	Amount	%
	(In thousands)					
Agent title premiums	\$ 2,763,973	100.0%	\$ 2,714,770	100.0%	\$ 2,595,433	100.0%
Agent commissions	2,140,912	77.5	2,117,122	78.0	2,035,810	78.4
Net margin	\$ 623,061	22.5%	\$ 597,648	22.0%	\$ 559,623	21.6%

The provision for claim losses includes an estimate of anticipated title and title-related claims and escrow losses. The estimate of anticipated title and title-related claims is accrued as a percentage of title premium revenue based on our

historical loss experience and other relevant factors. We monitor our claims loss experience on a continual basis and adjust the provision for claim losses accordingly.

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A summary of the reserve for claim losses is as follows:

	2005	2004 (In thousands)	2003
Beginning balance	\$ 980,746	\$ 932,439	\$ 887,973
Reserve assumed	1,000	38,597	4,203
Claims loss provision related to:			
Current year	319,730	275,982	237,919
Prior years	34,980	(16,580)	10,915
Total claims loss provision	354,710	259,402	248,834
Claims paid, net of recoupments related to:			
Current year	(14,479)	(19,095)	(11,591)
Prior years	(258,120)	(230,597)	(196,980)
Total claims paid, net of recoupments	(272,599)	(249,692)	(208,571)
Ending balance	\$ 1,063,857	\$ 980,746	\$ 932,439
Provision for claim losses as a percentage of title insurance premiums only	7.2%	5.5%	5.3%

(1) We assumed the outstanding reserve for claim losses of Service Link, APTIC, and ANFI in connection with their acquisitions in 2005, 2004, and 2003, respectively.

Management continually updates loss reserve estimates as new information becomes known, new loss patterns emerge, or as other contributing factors are considered and incorporated into the analysis of reserve for claim losses. The unfavorable title loss provision amounts in 2005 reflect a higher estimated loss for the 2005 policy year as well as higher than expected incurred losses and payment levels on previously issued policies. The title loss provision in 2004 reflects a higher estimated loss for the 2004 policy year offset in part by a favorable adjustment from previous policy years. The unfavorable development during 2003 reflects higher than expected payment levels on previously issued policies.

Interest expense for the years ended December 31, 2005, 2004, and 2003 was \$16.7 million, \$3.9 million, and \$4.6 million, respectively. The increase in 2005 relates primarily to an increase in average borrowings as compared to the prior year including the \$500 million in notes due to FNF and borrowings on the Credit Facility in 2005.

Income tax expense as a percentage of earnings before income taxes for 2005, 2004, and 2003 was 37.7%, 36.6%, and 37.3%, respectively. The fluctuation in income tax expense as a percentage of earnings before income taxes is attributable to our estimate of ultimate income tax liability, and changes in the characteristics of net earnings year to year, such as underwriting income versus investment income.

**Table of Contents****Comparison of Three Months Ended March 31, 2006 and 2005*****Results of Operations***

	<b>Three Months Ended March 31, 2006                      2005 (Unaudited)</b>	
<b>REVENUE:</b>		
Direct title insurance premiums	\$ 447,769	\$ 456,205
Agency title insurance premiums	628,420	532,513
Escrow and other title related fees	254,059	243,137
Interest and investment income	38,012	20,854
Realized gains and losses, net	14,506	3,436
Other income	10,498	9,075
 Total revenue	 1,393,264	 1,265,220
<b>EXPENSES:</b>		
Personnel costs	452,435	424,660
Other operating expenses	210,893	209,735
Agent commissions	488,368	409,901
Depreciation and amortization	26,237	24,866
Provision for claim losses	80,721	64,226
Interest expense	11,326	303
 Total expenses	 1,269,980	 1,133,691
 Earnings before income taxes and minority interest	 123,284	 131,529
Income tax expense	43,766	48,863
 Earnings before minority interest	 79,518	 82,666
Minority interest	416	347
 Net earnings	 \$ 79,102	 \$ 82,319

Total revenues for the first quarter of 2006 increased \$128.0 million or 10.1% to \$1,393.3 million.

Total title insurance premiums for the three-month periods were as follows:

<b>Three Months Ended March 31,</b>			
<b>2006</b>	<b>%</b>	<b>2005</b>	<b>%</b>
<b>(Dollars in thousands)</b>			

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Title premiums from direct operations	\$ 447,769	41.6%	\$ 456,205	46.1%
Title premiums from agency operations	628,420	58.4%	532,513	53.9%
Total	\$ 1,076,189	100.0%	\$ 988,718	100.0%

Title insurance premiums increased 8.8% to \$1,076.2 million in the first quarter of 2006 as compared with the first quarter of 2005. The increase was made up of an \$8.4 million or 1.8% decrease in direct premiums and a \$95.9 million or 18.0% increase in premiums from agency operations.

The decreased level of direct title premiums is the result of a decrease in closed order volume and was partially offset by an increase in fee per file, reflecting a declining refinance market and a relatively stable purchase market. Closed order volumes decreased to 436,300 in the first quarter of 2006 compared to 488,500 in the first quarter of 2005. The average fee per file in our direct operations was \$1,532 in the first quarter of 2006 compared to \$1,387 in the first quarter of 2005, reflecting a strong commercial market and the decrease in refinance activity. The fee per file tends to increase as mortgage interest rates rise, and the mix of business changes from a predominantly

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refinance-driven market to more of a resale-driven market because resale transactions generally involve the issuance of both a lender's policy and an owner's policy whereas refinance transactions typically only require a lender's policy.

The increase in agency premiums is primarily the result of an increase in agency business in Florida, partially offset by a decrease in accrued agency premiums. During the second quarter of 2005, we re-evaluated our method of estimation for accruing agency title revenues and commissions and refined the method. If the new method of estimation had been used in the first quarter of 2005, the increase in agency premiums would have been approximately 15%. An increase in agency premiums has a much smaller effect on profitability than the same change in direct premiums would have because our margins as a percentage of gross premiums for agency business are significantly lower than the margins realized from our direct operations due to commissions paid to our agents and other costs related to the agency business. Agency revenues from FIS title agency businesses were \$21.2 million and \$20.8 million in the first three months of 2006 and 2005, respectively.

Trends in escrow and other title related fees are, to some extent, related to title insurance activity generated by our direct operations. Escrow and other title related fees were \$254.1 million and \$243.1 million for the first quarters of 2006 and 2005, respectively. Escrow fees, which are more directly related to our direct operations than our other title related fees, decreased \$2.8 million, or 1.7%, consistent with the decrease in direct title premiums. Other title-related fees increased \$13.7 million, or 18.0%, representing growth in the Canadian real estate market, growth in other operations not directly related to title insurance, and acquisitions, including the acquisition of Service Link.

Interest and investment income levels are primarily a function of securities markets, interest rates and the amount of cash available for investment. Interest and investment income in the first quarter of 2006 was \$38.0 million, compared with \$20.9 million in the first quarter of 2005, an increase of \$17.1 million, or 82.3%. The increase in interest and investment income is due primarily to increases in average balances and yield rates for long-term fixed income assets, a special dividend paid on our holdings of Certegy common stock before its merger with FIS, and increases in balances and interest rates for cash and short-term investments.

Net realized gains for the first quarter of 2006 were \$14.5 million compared to \$3.4 million for the first quarter of 2005. The increase was primarily the result of greater sales of equity securities in 2006.

Personnel costs include base salaries, commissions, benefits, bonuses and stock based compensation paid to employees and are one of our most significant operating expenses. Personnel costs totaled \$452.4 million and \$424.7 million for the first quarters of 2006 and 2005, respectively. Personnel costs as a percentage of total revenues from direct title premiums and escrow and other fees were 64.5% in the first quarter of 2006, and 60.7% for the first quarter of 2005. Personnel costs have increased in the current period primarily due to an increase in the number of personnel and an increase in average annualized personnel cost per employee due to increased salaries and employee benefit costs. Average employee count increased to 19,139 in the first quarter of 2006 from 18,404 in the first quarter of 2005, primarily due to the 2005 acquisition of Service Link. Average annualized personnel cost per employee increased \$2,464 to \$93,203 in the first quarter of 2006 from \$90,738 in the first quarter of 2005. Stock-based compensation costs were \$3.2 million and \$3.0 million for the three months ended March 31, 2006 and 2005, respectively. None of the additional expense relates to FNT's adoption on January 1, 2006, of Statement of Financial Accounting Standards No. 123R, Share Based Payment, which we refer to as SFAS 123R, because all options that were not previously accounted for under the fair value method were fully vested as of December 31, 2005.

Other operating expenses consist primarily of facilities expenses, title plant maintenance, premium taxes (which insurance underwriters are required to pay on title premiums in lieu of franchise and other state taxes), postage and courier services, computer services, professional services, advertising expenses, general insurance and trade and notes receivable allowances. Other operating expenses totaled \$210.9 million and \$209.7 million for the first quarters of 2006 and 2005, respectively. Other operating expenses as a percentage of total revenues from direct title premiums

and escrow and other fees were 30.0% in both the three months ended March 31, 2006 and 2005.

Agent commissions represent the portion of premiums retained by agents pursuant to the terms of their respective agency contracts. Agent commissions and the resulting percentage of agent premiums we retain vary according to regional differences in real estate closing practices and state regulations.

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The following table illustrates the relationship of agent premiums and agent commissions:

	<b>Three Months Ended March 31,</b>			
	<b>2006</b>	<b>%</b>	<b>2005</b>	<b>%</b>
	<b>(Dollars in thousands)</b>			
Agent premiums	\$ 628,420	100.0%	\$ 532,513	100.0%
Agent commissions	488,368	77.7%	409,901	77.0%
Net	\$ 140,052	22.3%	\$ 122,612	23.0%

Net margin from agency title insurance premiums in the first quarter of 2006 compared with the first quarter of 2005 decreased as a percentage of total agency premiums due to differences in the percentages of premiums retained by agents as commissions across different geographic regions.

Depreciation and amortization was \$26.2 million in the first quarter of 2006 as compared to \$24.9 million in the first quarter of 2005.

The provision for claim losses includes an estimate of anticipated title and title related claims and escrow losses. The estimate of anticipated title and title related claims is accrued as a percentage of title premium revenue based on our historical loss experience and other relevant factors. We monitor our claims loss experience on a continual basis and adjust the provision for claim losses accordingly as new information becomes known, new loss patterns emerge, or as other contributing factors are considered and incorporated into the analysis of the reserve for claim losses. The claim loss provision for title insurance was \$80.7 million in the first quarter of 2006 as compared to \$64.2 million in the first quarter of 2005. Our claim loss provision as a percentage of total title premiums was 7.5% and 6.5% in the first quarters of 2006 and 2005, respectively.

Interest expense was \$11.3 million and \$0.3 million in the first quarters of 2006 and 2005, respectively. The increase of \$11.0 million is due to an increase in average debt to approximately \$601 million in the first quarter of 2006 from approximately \$19 million in the first quarter of 2005. Increases in debt at March 31, 2006 compared to March 31, 2005 primarily consist of the following: \$240,801 from a public bond issuance with interest payable at 7.3% and due August 2011 and \$248,698 from a public bond issuance with interest payable at 5.25% and due March 2013, which we collectively refer to as the public bonds, \$6,641 from an unsecured note to FNF with interest payable at 7.3% and due August 2011, and \$100,000 from a syndicated credit agreement with interest at LIBOR plus 0.4%. In January of 2006, we issued the public bonds in exchange for an equal amount of the existing FNF bonds with the same terms. We then delivered the FNF bonds to FNF in payment of debt owed to FNF by FNT. (See Note E to the Condensed Financial Statements.)

Income tax expense as a percentage of earnings before income taxes was 35.5% for the first quarter of 2006 and 37.1% for the first quarter of 2005. Income tax expense as a percentage of earnings before income taxes is attributable to our estimate of ultimate income tax liability, and changes in the characteristics of net earnings year to year.

Net earnings were \$79.1 million and \$82.3 million for the first quarters of 2006 and 2005, respectively.



**Table of Contents****Selected Quarterly Financial Data**

	<b>March 31,</b>	<b>Three Months Ended</b>		<b>December 31,</b>
		<b>June 30,</b>	<b>September 30,</b>	
		<b>(In thousands)</b>		
<b>2006</b>				
Revenue	\$ 1,393,264			
Earnings before income taxes and minority interest	123,284			
Net earnings	79,102			
<b>2005</b>				
Revenue	\$ 1,265,220	\$ 1,687,213	\$ 1,776,885	\$ 1,592,512
Earnings before income taxes and minority interest	131,529	259,297	272,571	204,907
Net earnings	82,319	160,578	169,734	126,350
<b>2004</b>				
Revenue	\$ 1,314,932	\$ 1,601,316	\$ 1,562,630	\$ 1,410,535
Earnings before income taxes and minority interest	171,740	266,272	214,948	229,967
Net earnings	108,958	168,288	135,923	144,995

**Liquidity and Capital Resources*****Cash Requirements***

Our cash requirements include operating expenses, taxes, payments of interest and principal on our debt, capital expenditures, business acquisitions and dividends on our common stock. We intend to pay an annual dividend of \$1.16 on each share of our common stock, payable quarterly, or an aggregate of approximately \$202.2 million per year, based on the number of shares outstanding at March 31, 2006. We believe that all anticipated cash requirements for current operations will be met from internally generated funds, through cash dividends from subsidiaries, cash generated by investment securities and borrowings on existing credit facilities. Our short-term and long-term liquidity requirements are monitored regularly to ensure that we can meet our cash requirements. We forecast the needs of all of our subsidiaries and periodically review their short-term and long-term projected sources and uses of funds, as well as the asset, liability, investment and cash flow assumptions underlying these projections.

Our insurance subsidiaries generate cash from premiums earned and their respective investment portfolios and these funds are adequate to satisfy the payments of claims and other liabilities. Due to the magnitude of our investment portfolio in relation to our claim loss reserves, we do not specifically match durations of our investments to the cash outflows required to pay claims, but do manage outflows on a shorter time frame.

Our two significant sources of internally generated funds are dividends and other payments from our subsidiaries. As a holding company, we receive cash from our subsidiaries in the form of dividends and as reimbursement for operating and other administrative expenses we incur. The reimbursements are paid within the guidelines of management agreements among us and our subsidiaries. Our insurance subsidiaries are restricted by state regulation in their ability to pay dividends and make distributions. Each state of domicile regulates the extent to which our title

underwriters can pay dividends or make other distributions to us. As of December 31, 2005, \$1.9 billion of our net assets were restricted from dividend payments without prior approval from the relevant departments of insurance. During the remainder of 2006, our first tier title subsidiaries can pay or make distributions to us of approximately \$239 million without prior regulatory approval. Our underwritten title companies collect revenue and pay operating expenses. However, they are not regulated to the same extent as our insurance subsidiaries.

In July 2005, we paid a cash dividend to FNF in the amount of \$145 million. This dividend required prior regulatory approval, which was obtained. In August 2005, one of our subsidiaries that is not subject to regulatory

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limitations on dividend payments paid a dividend to FNF in the form of a promissory note having a principal amount of \$150 million which was paid off in October 2005, using proceeds from FNT's new credit agreement. On December 14, 2005, we paid a cash dividend of \$0.25 per share for an aggregate amount of \$43.6 million, made up of \$35.8 million that we paid to FNF on shares of FNT Class B common stock and \$7.8 million that we paid to public stockholders on shares of FNT Class A common stock. On February 8, 2006, our board of directors declared a quarterly cash dividend of \$0.29 per share, payable March 28, 2006, to stockholders of record as of March 15, 2006, a 16% increase over the previous dividend. On April 20, 2006, our board of directors declared a quarterly cash dividend of \$0.29 per share, payable June 27, 2006 to stockholders of record as of June 15, 2006.

## ***Financing***

In connection with the distribution of FNT stock by FNF, we issued two \$250 million mirror notes payable to FNF, with terms that mirrored FNF's existing \$250 million 7.30% public debentures due in August 2011 and \$250 million 5.25% public debentures due in March 2013. Following issuance of the mirror notes, we filed a Registration Statement on Form S-4, pursuant to which we offered to exchange the outstanding FNF notes for notes we would issue having substantially the same terms and deliver the FNF notes received to FNF to reduce our debt under the mirror notes. On January 17, 2006, the offers expired, with \$241.3 million aggregate principal amount of the 7.30% notes due 2011 and the entire \$250.0 million aggregate principal amount of the 5.25% notes due 2013 validly tendered and not withdrawn in the exchange offers. Following the completion of the exchange offers, we issued a new 7.30% Mirror Note due 2011 in the amount of \$8.7 million, representing the principal amount of the portion of the original mirror notes that was not exchanged, of which \$6.6 million remained outstanding at March 31, 2006. Interest on the mirror notes accrues from the last date on which interest on the corresponding FNF notes was paid and at the same rate. The mirror notes mature on the maturity dates of the corresponding FNF notes. Upon any acceleration of maturity of the FNF notes, whether upon redemption or an event of default of the FNF notes, we must repay the corresponding Mirror Note. In connection with the proposed transactions, FNF will redeem the remaining 7.30% FNF Notes, and we will repay the remaining balance of the related mirror note.

On October 17, 2005, we entered into a credit agreement with Bank of America, N.A. as Administrative Agent and Swing Line Lender, and the other financial institutions party thereto, which we refer to as the credit agreement. The credit agreement provides for a \$400 million unsecured revolving credit facility maturing on the fifth anniversary of the closing date. Amounts under the revolving credit facility may be borrowed, repaid and reborrowed by the borrowers thereunder from time to time until the maturity of the revolving credit facility.

Voluntary prepayment of the revolving credit facility under the Credit Agreement is permitted at any time without fee upon proper notice and subject to a minimum dollar requirement. Revolving loans under the credit facility bear interest at a variable rate based on either (i) the higher of (a) a rate per annum equal to one-half of one percent in excess of the Federal Reserve's Federal Funds rate, or (b) Bank of America's prime rate; or (ii) a rate per annum equal to the British Bankers Association London Interbank Offered Rate, which we refer to as LIBOR, plus a margin of between 0.35%-1.25%, all in, depending on FNT's then current public debt credit rating from the rating agencies. Included in the 0.35%-1.25% margin is a related commitment fee on the entire facility.

The Credit Agreement contains affirmative, negative and financial covenants customary for financings of this type, including, among other things, limits on the creation of liens, limits on the incurrence of indebtedness, restrictions on investments, and limitations on restricted payments and transactions with affiliates. The Credit Agreement requires FNT to maintain investment grade debt ratings, certain financial ratios related to liquidity and statutory surplus and certain levels of capitalization. The Credit Agreement also includes customary events of default for facilities of this type (with customary grace periods, as applicable) and provides that, upon the occurrence of an event of default, the interest rate on all outstanding obligations will be increased and payments of all outstanding loans may be accelerated and/or the lenders' commitments may be terminated. In addition, upon the occurrence of certain insolvency or

bankruptcy related events of default, all amounts payable under the Credit Agreement will automatically become immediately due and payable, and the lenders' commitments will automatically terminate. We believe that FNT was in compliance with all covenants related to its credit agreement at March 31, 2006.

We did not borrow or repay any amount under this facility in the first quarter of 2006.

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We have agreed that, without FNF's consent, we will not issue any shares of our capital stock or any rights, warrants or options to acquire our capital stock, if after giving effect to the issuances and considering all of the shares of our capital stock which may be acquired under the rights, warrants and options outstanding on the date of the issuance, FNF would not be eligible to consolidate our results of operations for tax purposes, would not receive favorable tax treatment of dividends paid by us or would not be able, if it so desired, to distribute the rest of our stock it holds to its stockholders in a tax free distribution. These limits will generally enable FNF to continue to own at least 80% of our outstanding common stock. The proposed transactions would eliminate these limits.

**Contractual Obligations**

Our long-term contractual obligations generally include our loss reserves, our long-term debt and operating lease payments on certain of our property and equipment. As of December 31, 2005, our required payments relating to our long-term contractual obligations are as follows:

	2006	2007	2008	2009	2010	Thereafter	Total
	(In thousands)						
Notes payable	\$ 5,462	\$	\$	\$	\$ 100,000	\$ 497,800	\$ 603,262
Operating lease payments	115,854	94,742	67,273	42,563	20,930	12,576	353,938
Reserve for claim losses	206,734	171,112	137,247	106,564	79,572	362,628	1,063,857
Pension and postretirement obligations	12,906	12,140	16,544	14,169	14,634	110,717	181,110
Total	\$ 340,956	\$ 277,994	\$ 221,064	\$ 163,296	\$ 215,136	\$ 983,721	\$ 2,202,167

As of December 31, 2005 we had reserves for claim losses of \$1,063.9 million. The amounts and timing of these obligations are estimated and are not set contractually. Nonetheless, based on historical title insurance claim experience, we anticipate the above payment patterns. While we believe that historical loss payments are a reasonable source for projecting future claim payments, there is significant inherent uncertainty in this payment pattern estimate because of the potential impact of changes in:

future mortgage interest rates, which will affect the number of real estate and refinancing transactions and, therefore, the rate at which title insurance claims will emerge;

the legal environment whereby court decisions and reinterpretations of title insurance policy language to broaden coverage could increase total obligations and influence claim payout patterns;

events such as fraud, defalcation, and multiple property title defects, that can substantially and unexpectedly cause increases in both the amount and timing of estimated title insurance loss payments;

loss cost trends whereby increases or decreases in inflationary factors (including the value of real estate) will influence the ultimate amount of title insurance loss payments; and

claims staffing levels whereby claims may be settled at a different rate based on the future staffing levels of the claims department.

**Minimum Pension Liability Adjustment**

Discount rates that are used in determining our December 31, 2005 projected benefit obligation and 2005 net periodic pension costs were based on prevailing interest rates as of December 31, 2005. Similar to prior years, we considered investment grade corporate bond yields at that date as an appropriate basis in determining the discount rate. A decrease in the discount rate used at December 31, 2005 resulted in an additional minimum pension liability adjustment. As such, we recorded a net-of-tax charge of \$2.0 million to accumulate other comprehensive loss in 2005 in accordance with Statement of Financial Accounting Standards No. 87, Employers Accounting for Pensions .

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### **Off-Balance Sheet Arrangements**

In conducting our operations, we routinely hold customers' assets in escrow, pending completion of real estate transactions. Certain of these amounts are maintained in segregated bank accounts and have not been included in the Consolidated and Combined Balance Sheets. As a result of holding these customers' assets in escrow, we have ongoing programs for realizing economic benefits during the year through favorable borrowing and vendor arrangements with various banks. There were no investments or loans outstanding as of December 31, 2005 related to these arrangements.

### **Recent Accounting Pronouncements**

In December 2004, the FASB issued FASB Statement No. 123R, which we refer to as SFAS No. 123R, Share-Based Payment, which requires that compensation cost relating to share-based payments be recognized in FNT's financial statements. During 2003, we adopted the fair value recognition provision of Statement of Financial Accounting Standards No. 123, Accounting for Stock-Based Compensation, which we refer to as SFAS No. 123, for stock-based employee compensation, effective as of the beginning of 2003. We had elected to use the prospective method of transition, as permitted by Statement of Financial Accounting Standards No. 148, Accounting for Stock-Based Compensation Transition and Disclosure, which we refer to as SFAS No. 148. Under this method, stock-based employee compensation cost is recognized from the beginning of 2003 as if the fair value method of accounting had been used to account for all employee awards granted, modified, or settled in years beginning after December 31, 2002. SFAS No. 123R does not allow for the prospective method, but requires the recording of expense relating to the vesting of all unvested options beginning in the first quarter of 2006. Since we adopted SFAS No. 123 in 2003, the impact of recording additional expense in 2006 under SFAS No. 123R relating to options granted prior to January 1, 2003 will not be significant.

### **Market Risks**

Our Consolidated and Combined Balance Sheets include a substantial amount of assets and liabilities whose fair values are subject to market risks. See Note C of Notes to Consolidated Financial Statements. The following sections address the significant market risks associated with our financial activities for the year ended December 31, 2005.

#### ***Interest Rate Risk***

Our fixed maturity investments and borrowings are subject to interest rate risk. Increases and decreases in prevailing interest rates generally translate into decreases and increases in fair values of those instruments. Additionally, fair values of interest rate sensitive instruments may be affected by the creditworthiness of the issuer, prepayment options, relative values of alternative investments, the liquidity of the instrument and other general market conditions.

#### ***Equity Price Risk***

The carrying values of investments subject to equity price risks are based on quoted market prices as of the balance sheet date. Market prices are subject to fluctuation and, consequently, the amount realized in the subsequent sale of an investment may significantly differ from the reported market value. Fluctuation in the market price of a security may result from perceived changes in the underlying economic characteristics of the investee, the relative price of alternative investments and general market conditions. Furthermore, amounts realized in the sale of a particular security may be affected by the relative quantity of the security being sold.

Caution should be used in evaluating our overall market risk from the information below, since actual results could differ materially because the information was developed using estimates and assumptions as described below, and because our reserve for claim losses (representing 31.4% of total liabilities) is not included in the hypothetical effects.



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The hypothetical effects of changes in market rates or prices on the fair values of financial instruments would have been as follows as of or for the year ended December 31, 2005:

An approximate \$80.8 million net increase (decrease) in the fair value of fixed maturity securities would have occurred if interest rates were 100 basis points (lower) higher as of December 31, 2005. The change in fair values was determined by estimating the present value of future cash flows using various models, primarily duration modeling.

An approximate \$37.1 million net increase (decrease) in the fair value of equity securities would have occurred if there was a 20% price increase (decrease) in market prices.

It is not anticipated that there would be a significant change in the fair value of other long-term investments or short-term investments if there was a change in market conditions, based on the nature and duration of the financial instruments involved.

Interest expense on average variable rate debt outstanding would have been approximately \$0.7 million higher (lower) if weighted average interest rates had been 100 basis points higher (lower) for the year ended December 31, 2005.

**Table of Contents****INFORMATION ABOUT THE TRANSFERRED BUSINESS****Business Overview**

The transferred business includes all of FNF's interests in its subsidiaries other than FNT and FIS and all other assets and, subject to certain exceptions, liabilities of FNF. The principal non-cash assets included in the transferred business are FNF's specialty insurance operations, its insurance claims management business and its real estate holdings.

As of March 31, 2006, the transferred businesses had approximately \$974.3 million in assets and \$253.4 million in liabilities. For the year ended December 31, 2005, the transferred businesses had approximately \$772.5 million in revenue and \$414.4 million in income before income taxes and minority interest and for the three months ended March 31, 2006, the transferred businesses had approximately \$116.6 million in revenue and \$30.9 million in income before income taxes and minority interest. The revenues and income before income taxes and minority interest for the twelve months ended December 31, 2005 included a \$318.2 million gain on the sale of the minority interest in FIS and excluding this gain, the transferred businesses would have had revenues of \$454.3 million and income before income taxes and minority interest of \$96.2 million.

**Specialty Insurance**

Through its insurance subsidiaries, including Fidelity National Insurance Company, FNF offers various insurance policies and contracts which include the following:

*Home warranty.* The specialty insurance operations issue one-year, renewable contracts that protect new and existing homeowners against defects in household systems and appliances.

*Flood insurance.* The specialty insurance operations issue new and renewal flood insurance policies in conjunction with the U.S. National Flood Insurance Program. It is the largest domestic franchise of the Write-Your-Own program from the National Flood Insurance Program. FNF earns fees under that program for settling flood claims and administering the program. FNF's specialty insurance revenues in 2005 were significantly increased due to fee revenues FNF earned from settling claims related to the year's major hurricanes, including Katrina, Rita and Wilma.

*Personal lines insurance.* The specialty insurance operations offer and underwrite homeowners insurance in 48 states. Automobile insurance is currently underwritten in 23 states expanding to the balance of the U.S. in 2006. In addition, the specialty insurance operations underwrite personal umbrella, inland marine (boat and recreational watercraft), and other personal lines niche products in selected markets.

These businesses make up the specialty insurance segment reported by FNF and summary financial data follow:

	<b>Three Months Ended</b>		<b>Year Ended December 31,</b>		
	<b>2006</b>	<b>2005</b>	<b>2005</b>	<b>2004</b>	<b>2003</b>
Revenues	\$ 106,743	\$ 75,508	\$ 438,003	\$ 242,820	\$ 137,423
Expenses	74,285	61,999	304,482	211,268	122,191

Income before income taxes and minority interests	32,458	13,509	133,521	31,552	15,232
Net Earnings	19,892	8,349	83,317	19,878	9,444
Total Assets	\$ 443,684	\$ 220,912	\$ 428,203	\$ 201,140	\$ 135,478

**Insurance Claims Management**

On February 1, 2006 FNF completed the acquisition of an approximately 40% interest in Sedgwick CMS. Sedgwick CMS is a leading provider of outsourced insurance claims management services to large corporate and public sector entities. Since FNF's acquisition of its interest in Sedgwick CMS, Sedgwick CMS has acquired VPA,

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Inc., a privately-held claims services organization, based in Calabasas, California, specializing in absence and disability benefit management programs for large employers. Additionally, Sedgwick CMS has signed a definitive agreement to acquire CompManagement, Inc. and its affiliated companies through a merger of a subsidiary of Sedgwick CMS with CompManagement, Inc.'s parent company, Security Capital Corporation, for a cash purchase price of approximately \$191.5 million. Sedgwick CMS offers three core claims management product lines, which include worker's compensation, liability and disability and operates in over 100 locations with more than 4,000 employees.

## **Real Estate Holdings**

Through its subsidiary, Cascade, FNF owns an interest in approximately 293,000 acres of productive timberlands located on the eastern side of the Cascade mountain range extending from Bend, Oregon toward the California border. FNF began to purchase equity interests in Cascade in March 2006. FNF has acquired approximately 71% of Cascade for an aggregate price of approximately \$91 million.

## **Other Assets**

In addition to the operations described above, the transferred business includes a small leasing business that leases technology assets to major corporations nationwide (mainly fortune 1000/middle markets credits), with transaction size ranges from \$100,000 to over \$100 million. This business had revenues in 2005 of \$7.2 million. FNF will also transfer to us its interest in certain other real estate holdings in Montana. Additionally, FNF has agreed to transfer to us all cash held by FNF as of the date of the closing (up to \$275 million), and substantially all other assets held by FNF immediately prior thereto other than FNF's interest in FNT and FIS and its rights under certain agreements entered into pursuant to the securities exchange and distribution agreement. FNT is not obligated to issue shares in exchange for more than \$275 million of cash of FNF and it is anticipated that if FNF's cash would otherwise exceed \$275 million, it will not transfer the excess to FNT.

## **Assumed Liabilities**

In connection with the proposed transactions, FNT will assume all of FNF's liabilities, except for any:

liabilities of FNF to the extent FIS or any subsidiary of FIS has, as of or prior to the closing under the securities exchange and distribution agreement, agreed in writing to be responsible therefor;

liabilities of FNF to the extent arising out of or related to the ownership or operation of the assets or properties, or the operations or conduct of the business, of FIS or any subsidiary of FIS, in each case to the extent FIS or any subsidiary of FIS has, as of or prior to the closing under the securities exchange and distribution agreement, agreed to be responsible therefor;

guaranties or other similar contractual liabilities of FNF in respect of a primary liability of FIS or any subsidiary of FIS; and

liabilities of FNF in respect of taxes (which are addressed in the tax disaffiliation agreement among FIS, FNF and FNT to be entered into at the closing).

See "The Proposed Transactions - Structure of the Proposed Transactions" beginning on page 28. As of March 31, 2006, the aggregate amount of such liabilities was approximately \$311.5 million. These liabilities consist primarily of ordinary course trade payables, the remaining \$6.6 million principal amount of FNF's 7.30% notes (which will be redeemed prior to the closing) and a note due FNT, in the principal amount of \$19.0 million, which will be repaid by

FNF in cash prior to the closing. FNT is not obligated to complete the proposed transactions if the total liabilities to be assumed by FNT that would be reflected on an unconsolidated balance sheet of FNF prepared in accordance with GAAP as of the closing date would exceed \$100 million.

**Table of Contents****SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA OF FNF**

The following table shows selected historical consolidated financial data for FNF. The data as of and for each of the five years ended December 31, 2005 was derived from FNF's audited consolidated financial statements. The data as of March 31, 2006 and for the three-month periods ended March 31, 2006 and 2005 was derived from FNF's unaudited interim consolidated financial statements. In the opinion of FNF's management, the unaudited interim consolidated financial statements include all adjustments, consisting only of normal recurring adjustments, necessary for the fair presentation of the interim consolidated financial statements. Results for the interim periods are not necessarily indicative of the results to be expected for the full year.

Detailed historical financial information is included in the audited consolidated balance sheets as of December 31, 2005 and 2004, and the related consolidated statements of earnings, comprehensive earnings, stockholders' equity and cash flows for each of the years in the three-year period ended December 31, 2005 included in FNF's Annual Report on Form 10-K for the year ended December 31, 2005, as well as the unaudited interim consolidated balance sheet as of March 31, 2006 and the related unaudited interim consolidated statements of earnings, comprehensive earnings and cash flows for the three month periods ended March 31, 2006 and 2005 included in FNF's Quarterly Report on Form 10-Q for the three months ended March 31, 2006. You should read the following selected financial data together with FNF's historical consolidated financial statements, including the related notes, and the other information incorporated by reference in this information statement. See "Where You Can Find More Information" beginning on page 157.

The information set forth below represents the consolidated results of operations and financial condition of FNF, including FNT and FIS. Subsequent to the proposed transactions, the historical financial statements of FNF will become the historical financial statements of FNT. For more information on the accounting treatment of the proposed transactions, see "The Proposed Transactions - Accounting Treatment" on page 46. As a result it may be difficult to analyze the results of operations and financial condition of the transferred business based on this information. For information about the transferred business, see "Unaudited Pro Forma Combined Financial Information" beginning on page 90.

	<b>Three Months Ended</b>		<b>Year Ended December 31,</b>				
	<b>2006(1)</b>	<b>2005(1)</b>	<b>2005(1)(3)</b>	<b>2004(1)(4)</b>	<b>2003(1)(5)</b>	<b>2002</b>	<b>2001(2)(6)(7)</b>
	<b>(In thousands, except per share data)</b>						
<b>Statement of Earnings Data:</b>							
Revenue	\$ 2,355,771	\$ 2,271,638	\$ 9,668,938	\$ 8,296,002	\$ 7,715,215	\$ 5,082,640	\$ 3,874,107
Expenses:							
Personnel costs	877,931	747,077	3,224,678	2,786,297	2,465,026	1,476,430	1,187,177
Other operating expenses	494,616	393,817	1,716,711	1,599,124	1,448,133	945,829	711,151
Agent commissions	469,707	391,466	2,060,467	2,028,926	1,823,241	1,521,573	1,098,328
Depreciation and amortization	124,631	97,327	406,259	338,434	227,937	74,163	118,282
	114,492	87,164	480,556	311,916	287,136	179,292	134,724

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Provision for claim losses							
Goodwill amortization							54,155
Interest expense	54,645	24,507	172,327	47,214	43,103	34,053	46,569
	2,136,022	1,741,358	8,060,998	7,111,911	6,294,576	4,231,340	3,350,386
Earnings before income taxes, minority interest and cumulative effect of a change in accounting principle	219,749	530,280	1,607,940	1,184,091	1,420,639	851,300	523,721
Income tax expense	81,747	80,335	573,391	438,114	539,843	306,468	209,488
Earnings before minority interest and cumulative effect of a change in accounting principle	138,002	449,945	1,034,549	745,977	880,796	544,832	314,233
Minority interest	31,631	5,448	70,443	5,015	18,976	13,115	3,048
Earnings before cumulative effect of a change in accounting principle	106,371	444,497	964,106	740,962	861,820	531,717	311,185
Cumulative effect of a change in accounting principle, net of income taxes							(5,709)
Net earnings	\$ 106,371	\$ 444,497	\$ 964,106	\$ 740,962	\$ 861,820	\$ 531,717	\$ 305,476

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	<b>Three Months Ended</b>		<b>Year Ended December 31,</b>				
	<b>2006(1)</b>	<b>2005(1)</b>	<b>2005(1)(3)</b>	<b>2004(1)(4)</b>	<b>2003(1)(5)</b>	<b>2002</b>	<b>2001(2)(6)(7)</b>
	<b>(In thousands, except per share data)</b>						
<b>Per Share Data:</b>							
Basic earnings per share before cumulative effect of a change in accounting principle	\$ 0.61	\$ 2.57	\$ 5.58	\$ 4.33	\$ 5.81	\$ 4.05	\$ 2.41
Cumulative effect of a change in accounting principle, net of income taxes, basic basis							(.05)
Basic net earnings per share	\$ 0.61	\$ 2.57	\$ 5.58	\$ 4.33	\$ 5.81	\$ 4.05	\$ 2.36
Weighted average shares outstanding, basic basis	173,845	173,124	172,839	171,014	148,275	131,135	129,316
Diluted earnings per share before cumulative effect of a change in accounting principle	\$ 0.59	\$ 2.51	\$ 5.43	\$ 4.21	\$ 5.63	\$ 3.91	\$ 2.34
Cumulative effect of a change in accounting principle, net of income taxes, diluted basis							(.05)
Diluted net earnings per share	\$ 0.59	\$ 2.51	\$ 5.43	\$ 4.21	\$ 5.63	\$ 3.91	\$ 2.29
Weighted average shares outstanding, diluted basis	179,251	177,327	177,597	176,000	153,171	135,871	133,189
Dividends declared per share	\$ 0.25	\$ 10.25	\$ 11.00	\$ .79	\$ .54	\$ .32	\$ .26



- (1) Effective January 1, 2003, we adopted the fair value recognition provisions of SFAS No. 123, Accounting for Stock-Based Compensation, using the prospective method of adoption in accordance with SFAS No. 148, Accounting for Stock-Based Compensation Transition and Disclosure, and as a result recorded stock compensation expense of \$7.2 million for the three months ended March 31, 2005, and \$34.1 million, \$21.8 million and \$6.2 million for the years ended December 31, 2005, 2004 and 2003, respectively. Effective January 1, 2006, we adopted SFAS No. 123 (Revised), Share-Based Payment, and recorded stock compensation expense of \$34.3 million in the first three months of 2006.
- (2) Effective January 1, 2002, we adopted SFAS No. 142 Goodwill and Other Intangible Assets and as a result, have ceased to amortize goodwill. Goodwill amortization in 2001 was \$54.2 million.
- (3) FNF's financial results for the year ended December 31, 2005 includes in revenue and net earnings a \$318.2 million gain on sale relating to the issuance of subsidiary stock, approximately \$100.0 million in additional income tax expense relating to the distribution to its stockholders of a 17.5% interest of FNT and additional minority interest expense related to the minority interest issued in FNT and FIS.
- (4) FNF's financial results for the year ended December 31, 2004 include the results of various entities acquired on various dates during 2004, as discussed in Note B of Notes to Consolidated Financial Statements of FNF.
- (5) FNF's financial results for the year ended December 31, 2003 include the results of FNF's acquisition of ALLTEL Information Services, Inc. for the period from April 1, 2003, the acquisition date, through December 31, 2003, and include the results of operations of various other entities acquired on various dates during 2003.
- (6) FNF's financial results for the year ended December 31, 2001 include the results of the former operations of Vista Information Solutions, Inc. for the period from August 1, 2001, the acquisition date, through December 31, 2001. In the fourth quarter of 2001, FNF recorded certain charges totaling \$10.0 million, after applicable taxes, relating to the discontinuation of small-ticket lease origination at FNF Capital and the wholesale international long distance business at Micro General Corporation.
- (7) During 2001, FNF recorded a \$5.7 million, after-tax charge, reflected as a cumulative effect of a change in accounting principle, as a result of adopting Emerging Issues Task Force No. 99-20, Recognition of Interest Income and Impairment on Purchased and Retained Beneficial Interests in Securitized Financial Assets.

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	<b>March 31, 2006</b>	<b>2005</b>	<b>2004</b>	<b>December 31, 2003</b>	<b>2002</b>	<b>2001</b>
	(In thousands, except per share data)					
<b>Balance Sheet Data:</b>						
Investments(1)	\$ 4,238,176	\$ 4,564,189	\$ 3,346,276	\$ 2,689,817	\$ 2,565,815	\$ 1,823,512
Cash and cash equivalents(2)	707,239	513,394	331,222	459,655	482,600	542,620
Total assets	14,090,857	11,104,617	9,270,535	7,263,175	5,245,951	4,415,998
Notes payable	3,578,094	3,217,019	1,370,556	659,186	493,458	565,690
Reserve for claim losses	1,144,981	1,113,506	1,000,474	945,237	890,148	881,089
Minority interests and preferred stock of subsidiary	1,883,609	636,304	18,874	14,835	131,797	47,166
Stockholders equity	4,230,645	3,279,775	4,700,091	3,873,359	2,253,936	1,638,870
Book value per share (unaudited)(3)	\$ 24.21	\$ 18.84	\$ 27.24	\$ 23.50	\$ 17.13	\$ 12.65

- (1) Investments as of March 31, 2006 and December 31, 2005, 2004, 2003, 2002 and 2001 include securities pledged to secure trust deposits of \$601.8 million, \$656.0 million, \$546.0 million, \$448.1 million, \$474.9 million and \$319.1 million, respectively. Investments as of March 31, 2006, and December 31, 2005 include securities pledged relating to FNF's securities lending program of \$218.3 million and \$138.7 million, respectively.
- (2) Cash and cash equivalents as of March 31, 2006, and December 31, 2005, 2004, 2003, 2002 and 2001 include cash pledged to secure trust deposits of \$241.8 million, \$234.7 million, \$195.2 million, \$231.1 million, \$295.1 million and \$367.9 million, respectively. Cash and cash equivalents as of March 31, 2006 and December 31, 2005 include cash pledged relating to FNF's securities lending program of \$226.6 million and \$143.4 million, respectively.
- (3) Book value per share is calculated as stockholders' equity at March 31, 2006 and December 31, 2006 divided by actual shares outstanding at the end of each period presented.

<b>Three Months Ended March 31, 2006</b>	<b>2005</b>	<b>2004</b>	<b>2003</b>	<b>Year Ended December 31, 2002</b>	<b>2001</b>
	(In whole numbers)				

**Other Data:**

Orders opened by direct title operations(1)	831,400	3,615,400	3,680,200	4,820,700	3,228,300	2,635,200
	526,700	2,487,000	2,636,300	3,694,000	2,290,300	1,770,600

Orders closed by direct title operations(1)						
Provision for claim losses to title insurance premiums	7.5%	7.2%	5.5%	5.4%	5.0%	5.0%
Title related revenue(2):						
Percentage direct operations	54.4%	56.0%	54.8%	59.7%	55.3%	59.0%
Percentage agency operations	45.6%	44.0%	45.2%	40.3%	44.7%	41.0%

(1) These measures are used by management to judge productivity and are a measure of transaction volume for our direct title businesses. An order is opened when we receive a customer order and is closed when the related real estate transaction closes, which typically takes 45-60 days from the opening of an order.

(2) Includes title insurance premiums and escrow and other title related fees.

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**UNAUDITED PRO FORMA COMBINED FINANCIAL INFORMATION**

On June 25, 2006, FNT entered into a securities exchange and distribution agreement with FNF, under which FNF agreed to transfer its interests in certain companies and certain other assets to FNT in exchange for the assumption by FNT of certain liabilities of FNF and shares of FNT's Class A common stock, par value \$0.0001 per share. The interests in certain companies and certain other assets constitute substantially all of FNF's assets and liabilities other than its interest in FNT and FIS. At the same time that FNF and FNT entered into the securities exchange and distribution agreement, FNF and FIS entered into an agreement and plan of merger, which provides that immediately following the spin-off under the securities exchange and distribution agreement, FNF will merge with and into FIS. Upon the completion of the merger, FNF's separate corporate existence will cease and FIS will be the surviving corporation.

Acquisitions among entities under common control such as the asset contribution are not considered business combinations and are to be accounted for at historical cost in accordance with *EITF 90-5, Exchanges of Ownership Interests between Enterprises under Common Control*. Furthermore, the substance of the proposed transactions and the merger is effectively a reverse spin-off of FIS by FNF in accordance with *EITF 02-11, Accounting for Reverse Spinoffs*. Accordingly, the historical financial statements of FNF will become those of FNT; however, the criteria to account for FIS as discontinued operations as prescribed by *SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets* will not be met. This is primarily due to the continuing involvement of FNT with and significant influence that FNT will have over FIS subsequent to the merger through common board members, common senior management and continuing business relationships. It is expected that FIS will continue to be included in FNF's consolidated financial statements through the date of the completion of the proposed transactions and the merger.

The following unaudited combined pro forma financial statements present FNF's historical financial statements and adjust them as if FNF were no longer reporting FIS in its consolidated balance sheet and results of operations. The unaudited pro forma combined statements of continuing operations for the years ended December 31, 2005, 2004 and 2003, and the three month periods ended March 31, 2006 and 2005, are presented as if the reverse spin-off of FIS by FNF had been completed on January 1, 2005 and do not include expenses of approximately \$18 million expected to be incurred in order to effect the proposed transactions, including fees paid to investment bankers, external legal counsel and external accountants. The unaudited pro forma combined balance sheet as of March 31, 2006, is presented as if the reverse spin-off of FIS by FNF had been completed March 31, 2006.

These unaudited pro forma combined financial statements should be read in conjunction with FNF's consolidated financial statements and accompanying notes incorporated by reference in this information statement. The unaudited pro forma combined financial statements are not necessarily indicative of the results of operations or financial condition of FNT after the proposed transactions that would have been reported had the proposed transactions been completed as of the dates presented, and are not necessarily representative of the future consolidated results of operations or financial condition of FNT.

[Tables appear on the following pages]

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**Unaudited Pro Forma Combined Balance Sheet**  
**as of March 31, 2006**  
**(In Thousands)**

	<b>FNF</b>	<b>FIS</b>	<b>Other</b>	
	<b>Historical</b>	<b>Pro Forma</b>	<b>Pro Forma</b>	<b>Pro Forma</b>
	<b>(In thousands)</b>	<b>Adjustments(1)</b>	<b>Adjustments</b>	
<b>ASSETS:</b>				
Investments	\$ 4,238,176	\$ 244,057	\$	\$ 3,994,119
Cash and cash equivalents	707,239	120,583		586,656
Trade receivables, net	707,788	503,919		203,869
Receivable from related party		(6,116)		6,116
Goodwill	4,720,473	3,711,463	73,555(2)	1,082,565
Prepaid expenses and other assets	996,611	641,790		354,821
Capitalized software	693,010	613,460		79,550
Title plants	317,347	6,074		311,273
Property and equipment, net	449,225	293,512		155,713
Other intangible assets	1,260,988	1,160,878		100,110
	\$ 14,090,857	\$ 7,289,620	\$ 73,555	\$ 6,874,792
<b>LIABILITIES AND STOCKHOLDERS EQUITY:</b>				
<b>Liabilities:</b>				
Accounts payable and accrued liabilities	\$ 1,415,276	\$ 590,593	\$	\$ 824,683
Deferred revenue	520,447	409,579		110,868
Notes payable	3,578,094	2,928,138		649,956
Reserve for claim losses	1,144,981	2,266		1,142,715
Secured trust deposits	839,117			839,117
Deferred tax liability	422,592	350,988		71,604
Income taxes payable	56,096	25,525		30,571
	7,976,603	4,307,089		3,669,514
Minority interests and preferred stock of subsidiary	1,883,609	14,178	(1,849,342)(3)	20,089
Stockholders equity	4,230,645	2,968,353	1,922,897	3,185,189
	\$ 14,090,857	\$ 7,289,620	\$ 73,555	\$ 6,874,792

See accompanying notes to Unaudited Pro Forma Combined Financial Statements

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**Unaudited Pro Forma Combined Statement of Continuing Operations  
for the Quarter Ended March 31, 2006**

	<b>Historical FNF</b>	<b>FIS Pro Forma Adjustments(1)</b>	<b>Other Pro Forma Adjustments</b>	<b>Note</b>	<b>Pro Forma</b>
	<b>(In thousands, except per share data)</b>				
Total revenue	\$ 2,355,771	\$ 903,667	\$ 57,736	(2)	\$ 1,509,840
Personnel costs	877,931	413,220	1,287	(3)	465,998
Other operating expenses	494,616	286,064	39,121	(4)	247,673
Agent commissions	469,707		18,615	(5)	488,322
Depreciation and amortization	124,631	96,795			27,836
Provision for claim losses	114,492	65			114,427
Interest expense	54,645	43,268			11,377
Total expenses	2,136,022	839,412	59,023		1,355,633
Earnings before income taxes and minority interests	219,749	64,255	(1,287)		154,207
Income tax expense	81,747	24,586	(479)		56,682
Earnings before minority interests	138,002	39,669	(808)		97,525
Minority interest expense	31,631	311	(30,214)	(6)	1,106
Net income	\$ 106,371	\$ 39,358	\$ 29,406		\$ 96,419
Net income per share-basic	\$ 0.61				\$ 0.44
Pro forma weighted average shares-basic	173,473(7)				219,218(7)
Net income per share-diluted	\$ 0.61				\$ 0.43
Pro forma weighted average shares-diluted	173,654(7)				222,750(7)

See accompanying notes to Unaudited Pro Forma Combined Financial Statements

**Table of Contents****Unaudited Pro Forma Combined Statement of Continuing Operations  
for the Year Ended December 31, 2005**

	<b>Historical FNF</b>	<b>FIS Pro Forma Adjustments(1)</b>	<b>Other Pro Forma Adjustments</b>	<b>Note</b>	<b>Pro Forma</b>
		<b>(In thousands, except per share data)</b>			
Total revenue	\$ 9,668,938	\$ 2,776,245	\$ 195,713	(2)	\$ 7,088,406
Personnel costs	3,224,678	1,276,557	5,147	(3)	1,953,268
Other operating expenses	1,716,711	751,282	114,878	(4)	1,080,307
Agent commissions	2,060,467		80,835	(5)	2,141,302
Depreciation and amortization	406,259	299,637			106,622
Provision for claim losses	480,556	1,928			478,628
Interest expense	172,327	126,778			45,549
Total expenses	8,060,998	2,456,182	200,860		5,805,676
Earnings before income taxes and minority interests	1,607,940	320,063	(5,147)		1,282,730
Income tax expense	573,391	119,063	(1,835)		452,493
Earnings before minority interests	1,034,549	201,000	(3,312)		830,237
Minority interest expense	70,443	4,450	(63,465)	(6)	2,528
Net income	\$ 964,106	\$ 196,550	\$ 60,153		\$ 827,709
Net income per share-basic	\$ 5.56				\$ 3.78
Pro forma weighted average shares-basic	173,463(7)				219,208(7)
Net income per share-diluted	\$ 5.55				\$ 3.72
Pro forma weighted average shares-diluted	173,575(7)				222,508(7)

See accompanying notes to Unaudited Pro Forma Combined Financial Statements

**Table of Contents****Unaudited Pro Forma Combined Statement of Continuing Operations  
for the Year Ended December 31, 2004**

	<b>Historical FNF</b>	<b>FIS Pro Forma Adjustments(1)</b>	<b>Other Pro Forma Adjustments</b>	<b>Note</b>	<b>Pro Forma</b>
	<b>(In thousands, except per share data)</b>				
Total revenue	\$ 8,296,002	\$ 2,345,633	\$ 212,855	(2)	\$ 6,163,224
Personnel costs	2,786,297	1,073,395			1,712,902
Other operating expenses	1,599,124	719,770	118,559	(4)	997,913
Agent commissions	2,028,926		94,296	(5)	2,123,222
Depreciation and amortization	338,434	238,400			100,034
Provision for claim losses	311,916	133			311,783
Interest expense	47,214	4,496			42,718
	7,111,911	2,036,194	212,855		5,288,572
Earnings from continuing operations before income taxes and minority interests	1,184,091	309,439			874,652
Income tax expense	438,114	116,350			321,764
Earnings from continuing operations before minority interest	745,977	193,089			552,888
Minority interest expense	5,015	3,673			1,342
Net income	\$ 740,962	\$ 189,416	\$		\$ 551,546
Earnings per share from continuing operations-basic	\$ 4.28				\$ 3.19
Weighted average shares-basic	172,951(8)				172,951(8)
Earnings per share from continuing operations-diluted	\$ 4.28				\$ 3.19
Weighted average shares-diluted	172,951(8)				172,951(8)

See accompanying notes to Unaudited Pro Forma Combined Financial Statements



**Table of Contents****Unaudited Pro Forma Combined Statement of Continuing Operations  
for the Year Ended December 31, 2003**

	<b>Historical FNF</b>	<b>FIS Pro Forma Adjustments(1)</b>	<b>Other Pro Forma Adjustments</b>	<b>Note</b>	<b>Pro Forma</b>
	<b>(In thousands, except per share data)</b>				
Total revenue	\$ 7,715,215	\$ 1,828,750	\$ 269,163	(2)	\$ 6,155,628
Personnel costs	2,465,026	723,781			1,741,245
Other operating expenses	1,448,133	603,927	44,463	(4)	888,669
Agent commissions	1,823,241		224,700	(5)	2,047,941
Depreciation and amortization	227,937	143,958			83,979
Provision for claim losses	287,136				287,136
Interest expense	43,103	1,569			41,534
	6,294,576	1,473,235	269,163		5,090,504
Earnings from continuing operations before income taxes and minority interests	1,420,639	355,515			1,065,124
Income tax expense	539,843	137,940			401,903
Earnings from continuing operations before minority interests	880,796	217,575			663,221
Minority interest	18,976	14,518			4,458
Net income	\$ 861,820	\$ 203,057	\$		\$ 658,763

See accompanying notes to Unaudited Pro Forma Combined Financial Statements

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**Notes to Unaudited Pro Forma Combined Financial Statements**

**Notes to Unaudited Pro Forma Combined Balance Sheet as of March 31, 2006**

This combined balance sheet includes the historical balance sheet of FNF and removes the historical balance sheet of FIS and FNF's minority interest liability related to FIS and FNT as though the merger had occurred on March 31, 2006.

(1) This column represents the historical balance sheet of FIS as included in FNF's consolidated balance sheet as of March 31, 2006.

(2) This amount represents an excess of FIS's historical goodwill balance related to Certegy over that recorded at FNF. In connection with the merger of FIS and Certegy, FNF's basis is \$73.6 million lower than it would have been if FNF had applied purchase accounting to all stockholders' interests. This basis difference was recorded as a reduction of goodwill and minority interests in FNF's consolidation.

(3) This represents the elimination of FNF's minority interest liability balance relating to FIS and FNT of \$1,419.0 million and \$430.3 million, respectively, which was carried on FNF's balance sheet as of March 31, 2006.

**Notes to Unaudited Pro Forma Combined Statements of Continuing Operations for the Three Months Ended March 31, 2006 and Year Ended December 31, 2005**

These combined statements of continuing operations include the historical statements of continuing operations of FNF and removes the results of operations of FIS and FNF minority interest expense relating to FIS and FNT as though the transaction had occurred on January 1, 2005.

(1) This column represents the historical results of operations of FIS as included in FNF's consolidated results of operations for the periods presented.

(2) This represents the intercompany revenues relating to various agreements recorded on FIS that had already been eliminated from the consolidated results of operations of FNF. These revenues amounted to \$57.7 million for the three months ended March 31, 2006 and \$195.7 million, \$212.9 million, and \$269.2 million for the years ended December 31, 2005, 2004, and 2003, respectively.

(3) This represents the compensation expense relating to restricted stock to be granted immediately following the proposed transactions. At the closing, FNT intends to grant 775,000 shares of restricted stock to certain executive officers and directors which will vest over 3 years. Total expense based on FNT's closing market value of \$19.67 per share is \$15.2 million and is recorded as a pro forma adjustment of \$5.1 million for the year ended December 31, 2005 and \$1.3 million for the three months ended March 31, 2006.

(4) This represents the intercompany expenses related to various agreements that were eliminated in the consolidated results of operations of FNF, but will be third-party expenses subsequent to the transaction. These expenses amounted to \$39.1 million for the three months ended March 31, 2006 and \$114.9 million, \$118.6 million, and \$44.5 million for the years ended December 31, 2005, 2004 and 2003, respectively.

(5) This represents the additional agent commissions paid by FNF to FIS that were previously eliminated in the consolidated results of FNF, but will be a third-party expense subsequent to the transaction. These commissions

amounted to \$18.6 million in the three months ended March 31, 2006 and \$80.8 million, 94.3 million, and 224.7 million in the years ended December 31, 2005, 2004, and 2003, respectively.

(6) This represents the elimination of the minority interest expense recorded by FNF relating to its earnings in FIS and FNT of \$44.8 million and \$18.7 million for the year ended December 31, 2005 and \$16.4 million and \$13.8 million for the three months ended March 31, 2006.

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(7) Amounts in the Historical FNF column represent FNT historical weighted average shares for the three months ended March 31, 2006 and the year ended December 31, 2005. Amounts in the Pro Forma column have been calculated as follows:

	<b>Three months ended March 31, 2006</b>	<b>Year ended December 31, 2005</b>
Historical weighted average shares    basic	173,473	173,463
Additional shares issued	45,745	45,745
Pro forma weighted average shares    basic	219,218	219,208
Historical weighted average shares    diluted	173,654	173,575
Additional shares issued	45,745	45,745
Additional dilution from options assumed	2,792	2,792
Additional dilution from restricted stock	559	396
	220,750	222,508

(8) Pro forma weighted average shares for the year ended December 31, 2004 have been calculated using the number of outstanding shares of FNF common stock as of a date prior to FNF's distribution of FNT stock on October 18, 2005.

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**CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS WITH FNF AND FIS**

**Overview**

Historically, FNF and its subsidiaries, including FIS, have provided a variety of services to us, and we have provided various services to FNF and its subsidiaries. Below is a summary description of these various agreements. This description summarizes the material terms of the agreements, but is not complete. You should review the full text of these agreements, which have previously been filed with the SEC. For a discussion of changes in these agreements see below **Changes in Related Party Agreements after the Proposed Transactions** beginning on page 116.

**Arrangements with FNF**

The agreements we entered into with FNF in connection with the distribution include:

- a separation agreement;
- corporate services agreements;
- the mirror notes (one of which has already been fully repaid);
- a tax matters agreement;
- an employee matters agreement;
- a registration rights agreement;
- an intellectual property cross license agreement;
- a sublease agreement; and
- an assignment, assumption and novation agreement.

The agreements we entered into with FIS are discussed separately below under **Arrangements with FIS**.

***Separation Agreement***

We entered into a separation agreement with FNF which governs certain aspects of our relationship with FNF following the distribution. This separation agreement will be terminated at the time of the closing under the securities exchange and distribution agreement, which we refer to as the closing.

***No Representations and Warranties.*** The separation agreement provided that FNF made no representation or warranty as to the condition or quality of any subsidiary contributed to us as part of the restructuring of FNF in connection with the distribution or any other matters relating to our businesses. We had no recourse against FNF if the transfer of any subsidiary to us was defective in any manner. We agreed to bear the economic and legal risks that any conveyance was insufficient to vest in us good title, free and clear of any security interest, and that any necessary consents or approvals were not obtained or that any requirements of laws or judgments were not complied with.

*Access to Financial and Other Information.* Under the separation agreement, following the distribution, we and FNF were obligated to provide each other access to certain information, subject to confidentiality obligations and other restrictions. So long as FNF was required to consolidate our results of operations and financial position or to account for its investment in our company on the equity method of accounting, we provided to FNF and its independent auditors, at no charge, all financial information and other data that FNF required in order to timely prepare its financial statements and reports or filings with governmental authorities or to issue its earnings releases, including copies of all quarterly and annual historical financial information and other reports and documents we intended to file with the Securities and Exchange Commission prior to these filings (as well as final copies upon filing), and copies of our budgets and financial projections as well as access to the responsible company personnel so that FNF and its independent auditors could conduct their audits relating to our financial statements. We also agreed that, so long as FNF was required to consolidate our results of operations and financial position or account for its investment in our company on the equity method of accounting, we would use our reasonable efforts to enable

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our independent auditors to complete their audit of our financial statements in a timely manner so as to permit the timely filing of FNF's financial statements. In addition, we and FNF agreed to use commercially reasonable efforts to make reasonably available to each other our respective past and present directors, officers, other employees and agents as witnesses in any legal, administrative or other proceedings in which the other party may become involved. We and FNF each retained all proprietary information within each company's respective possession relating to the other party's respective businesses for an agreed period of time and, prior to destroying the information, each of us was required to give the other notice and an opportunity to take possession of the information, if necessary or appropriate to the conduct of the respective businesses. We and FNF each agreed to hold in strict confidence all information concerning or belonging to the other for an agreed period of time.

Exchange of Other Information. The separation agreement also provided for other arrangements with respect to the mutual sharing between us and FNF of information that was requested in connection with any bona fide business purpose.

Indemnification. We agreed to indemnify, hold harmless and defend FNF, each of its affiliates and each of their respective directors, officers and employees from and against all liabilities relating to, arising out of or resulting from:

the ownership or operation of the assets or properties, or the operations or conduct, of the entities transferred to us in connection with the distribution, whether arising before or after the distribution;

any guarantee, indemnification obligation, surety bond or other credit support arrangement by FNF or any of its affiliates for our benefit;

any breach by us or any of our affiliates of the separation agreement, any of the other transaction documents, any other agreement to which we or our affiliates are a party, our certificate of incorporation or by-laws or any law or regulation;

any untrue statement of, or omission to state, a material fact in FNF's public filings to the extent it was as a result of information that we furnished to FNF or which FNF incorporated by reference from our public filings, if that statement or omission was made or occurred after the distribution; and

any untrue statement of, or omission to state, a material fact in any registration statement or prospectus we may prepare or any of our other public filings, except to the extent the statement was made or omitted in reliance upon information provided to us by FNF expressly for use in any registration statement or prospectus or other public filing or information relating to and provided by any underwriter expressly for use in any registration statement or prospectus.

FNF agreed to indemnify, hold harmless and defend us, each of our affiliates and each of our and their respective directors, officers and employees from and against all liabilities relating to, arising out of or resulting from:

the ownership or operation of the assets or properties, and the operations or conduct, of FNF or any of its affiliates (other than us and our subsidiaries), whether arising before or after the distribution;

any guarantee, indemnification obligation, surety bond or other credit support arrangement by us or any of our affiliates for the benefit of FNF;

any breach by FNF or any of its affiliates of the separation agreement or certain of the other transaction documents, any other agreement to which FNF or its affiliates are a party, FNF's certificate of incorporation or bylaws, or any law or regulation;

any untrue statement of, or omission to state, a material fact in our public filings to the extent it was as a result of information that FNF furnished to us or which we incorporated by reference from FNF's public filings;

any untrue statement of, or omission to state, a material fact contained in any registration statement or prospectus we may prepare, but only to the extent the untrue statement or omission was made or omitted in reliance upon information provided by FNF expressly for use in any registration statement or prospectus; and

any action or liability arising as a result of the distribution.



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The separation agreement also specified procedures with respect to claims subject to indemnification and related matters and provided for contribution in the event that indemnification is not available to an indemnified party. All indemnification amounts were to be reduced by any insurance proceeds and other offsetting amounts recovered by the party entitled to indemnification.

***Covenants and Other Provisions.*** The separation agreement also contained covenants between FNF and us with respect to various matters, including mutual confidentiality of our and FNF's information, and litigation and settlement cooperation between us and FNF on pending or future litigation matters. In addition, we agreed that, so long as FNF beneficially owns or controls 50% or more of the total voting power of our outstanding stock, we would not, without FNF's prior consent:

take any action or enter into any agreement that would cause FNF to violate any law, agreement or judgment;

take any action that limits FNF's ability to freely sell, transfer, pledge or otherwise dispose of our stock or limits the rights of any transferee of FNF as a holder of our common stock; or

enter into any agreement that binds or purports to bind FNF.

In addition, we agreed that we would not issue any shares of our capital stock or any rights, warrants or options to acquire our capital stock, if after giving effect to the issuances and considering all of the shares of our capital stock which may be acquired under the rights, warrants and options outstanding on the date of the issuance, FNF would not be eligible to consolidate our results of operations for tax purposes, would not receive favorable tax treatment of dividends paid by us or would not be able, if it so desired, to distribute the rest of our stock it holds to its stockholders in a tax free distribution. These limits generally enabled FNF to continue to own at least 80% of our outstanding common stock.

***Expenses of the Distribution.*** In general, the separation agreement provided that we paid all costs incurred in connection with the distribution.

***Dispute Resolution Procedures.*** The separation agreement provided that neither party would commence any court action to resolve any dispute or claim arising out of or relating to the separation agreement. Instead, any dispute that was not resolved in the normal course of business was to be submitted to senior executives of each business entity involved in the dispute for resolution. If the dispute was not resolved by negotiation within 30 days, either party could submit the dispute to mediation. If the dispute was not resolved by mediation within 30 days of the selection of a mediator, either party could submit the dispute to binding arbitration before an arbitrator. Both parties would be permitted to seek injunctive or interim relief in the event of any actual or threatened breach of the provisions of the separation agreement relating to confidentiality. If an arbitral tribunal had not been appointed, both parties could seek injunctive or interim relief from any court with jurisdiction over the matter.

***Termination.*** The separation agreement can be terminated only by the mutual consent of both parties. Both FNF and FNT have consented to the termination of the separation agreement, effective at the closing.

### ***FNF Corporate Services Agreements***

We entered into a corporate services agreement with FNF under which we provide corporate and other support services to FNF. This corporate services agreement will be terminated at the time of the closing. This agreement governed the provision by us to FNF of these corporate support services, which included:

accounting (including statutory accounting services);

corporate, legal and related services;

purchasing and procurement services;

travel services; and

other general administrative and management functions.

We also entered into a separate corporate services agreement with FNF, under which FNF provides us senior management consulting services and certain corporate and other support services. This corporate services

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agreement will also be terminated at the time of the closing. This agreement governed the provision by FNF to us of certain corporate support services, which included:

mergers & acquisitions and corporate finance services;

SEC & reporting services;

internal audit services;

treasury services;

risk management services;

tax services;

communications and investor relations services; and

senior executive and consulting, and general administrative and management services, including the time and attention of FNF's chief executive officer, chief financial officer and other senior officers.

Under these corporate services agreements, we also agreed to provide each other additional services that we and FNF may identify during the term of the agreements.

*Provision of Services.* Under the terms of the corporate services agreements, each party rendered these services under the oversight, supervision, and approval of the other, acting through its respective board of directors and officers. FNF and we each had the right to purchase goods or services and realize other benefits and rights under the other party's agreements with third-party vendors to the extent allowed by those vendor agreements, during the term of the agreement.

*Pricing and Payment Terms.* The pricing for the services provided by us to FNF, and by FNF to us, under the corporate services agreements was on a cost-only basis, with each party in effect reimbursing the other for the costs and expenses incurred in providing these corporate services to the other party. Under the corporate services agreement for corporate services to be provided by us to FNF, our costs and expenses were determined and reimbursed by FNF as follows: (i) all out of pocket expenses and costs incurred by us on FNF's behalf were fully reimbursed, and (ii) all of our staff and employee costs and expenses associated with performing services under the corporate services agreement, including compensation paid to our employees performing these corporate services as well as general overhead associated with these employees and their functions, were allocated based on the percentage of time that our employees spend on providing corporate services to FNF under the corporate services agreement. FNF's costs and expenses incurred in providing corporate services to us were similarly determined and reimbursed. These costs and expenses were invoiced by each party to the other on a monthly basis in arrears. Payments were made in cash within thirty days after invoicing.

Prior to September 27, 2005, allocations of expense were made in respect of these services. For the year ended December 31, 2005, our expenses were reduced by \$7.0 million related to the provision of these services by us to FNF and its subsidiaries (other than FIS). While the exact amounts to be paid by FNF to us, and by us to FNF, under the corporate services agreements are dependent upon the amount of services actually provided in any given year, we do not anticipate that the level of services to be provided, or the total amounts to be paid by each entity to the other for services in 2006 would differ materially from the total amounts recorded during the 2005 fiscal year for these corporate services.

***Duration and Effect of Termination.*** The corporate services agreements continue in effect as to each service covered by the agreements until the party receiving the services notifies the other party, in accordance with the terms and conditions set forth in the agreements and subject to certain limitations, that the service is no longer requested. However, if FNF ceases to own 50% or more of our voting stock or ceases to have 50% or more of the voting control for the election of our directors, then the corporate services agreements will terminate after six months. In addition, services to be provided to any subsidiary terminate on the date that the entity ceases to be a subsidiary of the party receiving the services. Under the corporate services agreements, if the party providing the services receives notice that the party receiving services would like to terminate a particular service, and the providing party believes in good faith that, notwithstanding its reasonable commercial efforts, the termination will have a material adverse

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impact on the other services being provided, then the party providing services can dispute the termination, with the dispute being resolved through the dispute resolution generally applicable to the agreements. When the agreements are terminated, FNF and we would arrange for alternate suppliers or hire additional employees for all the services important to our respective businesses. The corporate services agreements can also be terminated by the mutual consent of both parties. Both FNF and FNT have consented to the termination of both of the corporate services agreement, effective at the closing.

***Liability and Indemnification.*** The corporate services agreements provided that the provider of services would not be liable to the receiving party for or in connection with any services rendered or for any actions or inactions taken by a provider in connection with the provision of services, except to the extent of liabilities resulting from the provider's gross negligence, willful misconduct, improper use or disclosure of customer information or violations of law and except for liabilities that arise out of intellectual property infringement. Additionally, the receiving party would indemnify the provider of services for any losses arising from the provision of services, provided that the amount of any losses will be reduced by the amount of the losses caused by the provider's negligence, willful misconduct, violation of law, or breach of the agreement.

***Dispute Resolution Procedures.*** The corporate services agreements provided dispute resolution procedures that reflect the parties' desire for friendly collaboration and amicable resolution of disagreements. In the event of a dispute, the matter was referred to the president (or similar position) of each of the divisions implicated for resolution within 15 days. If the division presidents of the parties were unable to resolve the dispute, the matter was referred to the presidents of FNF and our company for final resolution within 15 days. If the matter remained unresolved, then either party could submit the matter to arbitration. The dispute resolution procedures did not preclude either party from pursuing immediate injunctive relief in the event of any actual or threatened breach of confidentiality or infringement of intellectual property.

***New Notes Payable to FNF***

In connection with the distribution, we issued two \$250 million intercompany notes payable to FNF, with terms that mirror FNF's existing \$250 million 7.30% public notes due in August 2011 and \$250 million 5.25% public notes due in March 2013. Following issuance of the intercompany notes, we made an exchange offer in which we exchanged \$491.3 million principal amount of the outstanding FNF notes for new notes issued by us and we delivered to FNF the FNF notes that we received to reduce the debt under the intercompany notes. One of the two mirror intercompany notes owing to FNF was repaid in full in connection with the exchange offer, and the other note was reduced to an outstanding principal amount of approximately \$8.7 million. We subsequently acquired approximately \$2.1 million of the 7.30% FNF Notes that were then outstanding. In connection with the proposed transactions, FNF will redeem the remaining 7.30% FNF Notes, and we will repay the remaining balance owing to FNF of approximately \$6.6 million. Upon repayment, the other mirror intercompany note will be cancelled. See FNT's Management Discussion and Analysis of Financial Condition and Results of Operations – Liquidity and Capital Resources.

***Tax Matters Agreement***

In connection with the distribution, we entered into a tax matters agreement with FNF, which governed the respective rights, responsibilities, and obligations of FNF and us with respect to tax liabilities and refunds, tax attributes, tax contests and other matters regarding income taxes, taxes other than income taxes and related tax returns. The tax matters agreement governed these tax matters as they applied to us and to all of our subsidiaries other than our subsidiaries that are the title insurance companies. This tax matters agreement will be terminated at the time of the closing. Our title insurance companies are also parties to various tax sharing agreements with FNF. FNF's obligations under all of these tax sharing agreements will be assigned to us effective as of the closing.

Allocation of Tax Liability. The tax matters agreement provided for the allocation and payment of taxes for periods during which we and FNF are included in the same consolidated group for federal income tax purposes or the same consolidated, combined or unitary returns for state tax purposes, the allocation of responsibility for the filing of tax returns, the conduct of tax audits and the handling of tax controversies, and various related matters. The tax matters agreement became effective on the date of the distribution and is effective until the occurrence of any of

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the following: (i) written mutual agreement of the parties to terminate the agreement; (ii) FNF is no longer the parent company of FNT; or (iii) FNF does not file a consolidated tax return. By its terms, effective as of the closing, the tax matters agreement will terminate.

Under the tax matters agreement, FNF was primarily responsible for preparing and filing any tax return with respect to the FNF affiliated group for U.S. federal income tax purposes and with respect to any consolidated, combined or unitary group of which FNF or any of its subsidiaries was the filing parent for state or local income tax purposes. We were generally responsible for preparing and filing any federal tax returns that included only us and our subsidiaries and any U.S. state and local tax returns for which we or any of our subsidiaries was the filing parent. For periods during which we were included in FNF's consolidated federal income tax returns or state consolidated, combined, or unitary tax returns, we generally were required to pay an amount of income tax equal to the amount we would have paid had we filed tax returns as a separate entity. We were responsible for our own separate tax liabilities that were not determined on a consolidated or combined basis. We were also responsible in the future for any increases of consolidated tax liability of FNF that were attributable to us and would be entitled to refunds for reductions of tax liabilities attributable to us for prior periods. Each corporation that is a member of a consolidated group during any portion of the group's tax year is severally liable for the federal income tax liability of the group for that year. While the tax matters agreement allocates tax liabilities between FNF and us, we could be liable in the event federal tax liability allocated to FNF was incurred but not paid by FNF or any other member of FNF's consolidated group for FNF's tax years that include these periods. In this event, we would be entitled to indemnification by FNF under the tax matters agreement.

***Tax Disputes and Contests.*** Generally, for periods in which we were included in FNF's consolidated federal income tax return, or state consolidated, combined, or unitary tax returns, we controlled tax contests to the extent the underlying tax liabilities would be allocated to us under the tax matters agreement, and FNF controlled all tax contests to the extent the underlying tax liabilities would be allocated to FNF under the tax matters agreement. We generally had authority to control tax contests with respect to tax returns that include only our subsidiaries and us. Disputes arising between us and FNF related to matters covered by the tax matters agreement are subject to resolution through specific dispute resolutions provisions described in the tax matters agreement.

### ***Employee Matters Agreement***

Our employees presently participate in various employee benefit plans and programs sponsored by FNF through the operation of the employee matters agreement. Specifically, under the employee matters agreement, our employees are eligible (subject to generally applicable plan limitations and eligibility conditions) to participate in FNF's health, dental, disability, and other welfare benefit plans. Our employees are also eligible to participate in FNF's 401(k) plan. This employee matters agreement will be terminated at the time of the closing, since by that time we will have our own health, dental, disability, and other welfare benefit plans.

Under the employee matters agreement, as long as our employees participate in FNF's plans, we will be required to contribute to the plans the cost of our employees' participation in such plans. Such costs will include, for example, payment of 401(k) matching contributions for our employees and payment of the employer portion of the cost of health, dental, disability and other welfare benefits provided to our employees. Since our employees currently administer the plans, we are not charged an administrative expense for participation. Our contributions to FNF's plans for our employees during 2005 were \$125.7 million.

To the extent our employees hold FNF stock-based incentives, such as FNF stock options or restricted stock, related accounting charges under SFAS 123 or SFAS 123R are allocated to us by treating any such accounting charges that are recognized by FNF as FNF contributions to our capital.

The employee matters agreement can be terminated by the mutual consent of both parties. Both FNF and FNT have consented to the termination of the employee matters agreement, effective at the closing. Effective at or prior to closing, we will have our own welfare benefit plans in place.



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### ***Registration Rights Agreement***

Because FNF did not divest itself of all of its shares of our common stock as part of the distribution, FNF is not able to freely sell our shares without registration under the Securities Act of 1933, which we refer to as the securities act, or a valid exemption therefrom. Accordingly, we entered into a registration rights agreement with FNF requiring us, under certain circumstances, to register our shares beneficially owned by FNF. These registration rights became effective at the time of the distribution. By mutual consent of the parties, the registration rights agreement will be terminated at the time of the closing.

***Demand Registration Rights.*** Under the registration rights agreement, FNF had the right to require us to register for offer and sale all or a portion of our shares beneficially owned by FNF, which we refer to as a demand registration. The maximum number of demand registrations that we were required to effect was two per year and the number of shares to be registered in each demand registration must have had an aggregate expected offering price of at least \$25 million.

***Piggy-Back Registration Rights.*** In addition, FNF had the right, subject to certain conditions, which it could exercise at any time, to include its shares in any registration of common stock that we would have made in the future, commonly referred to as a piggy-back registration right, if our registration would have permitted the inclusion.

***Terms of Offering.*** FNF had the right to designate the terms of each offering effected pursuant to a demand registration, which could take any form, including a shelf registration, a convertible registration or an exchange registration. We agreed to cooperate fully in connection with any registration for FNF's benefit and with any offering FNF made under the registration rights agreement. We also agreed to pay for the costs and expenses related to shares sold by FNF in connection with any registration covered by the agreement, except that FNF would have been responsible for any applicable registration or filing fees with respect to the shares being sold by FNF. The registration rights of FNF were transferable by FNF for an indefinite term. In addition, the registration rights agreement contained indemnification and contribution provisions with respect to information included in any registration statement, prospectus or related documents.

***Timing of Demand Registrations.*** We were not required to undertake a demand registration within 90 days of the effective date of a previous demand registration, other than a demand registration that was effected as a shelf registration. In addition, we generally had the right (which could be exercised once in any 12-month period) to postpone the filing or effectiveness of any demand registration for up to 90 days, if we determine that the registration would be reasonably expected to have a material adverse effect on any then-active proposals to engage in certain material transactions or would otherwise disadvantage us through premature disclosure of pending developments.

***Duration.*** The registration rights under the registration rights agreement will remain in effect with respect to our shares until: (i) the shares have been sold pursuant to an effective registration statement under the securities act; (ii) the shares have been sold to the public pursuant to Rule 144 under the securities act (or any successor provision); (iii) the shares have been otherwise transferred, new certificates for them not bearing a legend restricting further transfer have been delivered by us, and subsequent public distribution of the shares does not require registration or qualification under the securities act or any similar state law; (iv) the shares have ceased to be outstanding; or (v) in the case of shares held by a transferee of FNF, when the shares become eligible for sale pursuant to Rule 144(k) under the securities act (or any successor provision). The registration rights agreement can also be terminated by the mutual consent of both parties. Both FNF and FNT have consented to the termination of the registration rights agreement, effective at the closing.

### ***Intellectual Property Cross License Agreement***

Historically, we and our subsidiaries were permitted, as subsidiaries of FNF, to utilize various trademarks, copyrights, trade secrets and know-how, patents and other intellectual property owned by FNF and its other subsidiaries but used by us in the conduct of our title insurance business. Likewise, FNF and its other subsidiaries were permitted to utilize various trademarks, copyrights, trade secrets and know-how, patents and other intellectual property owned by us and our subsidiaries but used by them in the conduct of their business. The intellectual property cross license agreement permitted each entity to continue to have access to those items of intellectual

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property that it did not own, but utilized in the conduct of its business, so that each group could continue to grow and develop its respective businesses and markets after the distribution. This agreement governed the respective responsibilities and obligations between us and FNF with respect to the applicable intellectual property. The intellectual property licensed by FNF to us will include the use of the name Fidelity National and the logo widely used by our company and our subsidiaries. Effective at the closing, all of the intellectual property utilized by us in the conduct of our title insurance business will be contributed or otherwise transferred by FNF to us, and this intellectual property cross license agreement will be terminated.

**Terms of the Cross License.** The intellectual property licensed by or to us, and by or to FNF, related to a variety of aspects of the title insurance and other lines of business in which we and FNF and our respective subsidiaries are engaged. With respect to each item of intellectual property licensed, the party that owns the intellectual property as of the date of the distribution continued to own the item, but granted a broad license for use of the intellectual property item to the other party without giving up any ownership rights. Subject to certain limitations and early termination events (limited to bankruptcy, insolvency and the like, or if FNF ceases to own 50% or more of our voting stock or ceases to have 50% or more of the voting control for the election of our directors), the licenses were perpetual, irrevocable, and non-terminable. In addition, as to each item of intellectual property, the license to any subsidiary terminated on the date that the entity ceases to be a subsidiary of the party receiving the benefit of the license. The licenses were also non-exclusive and allow the licensing party to fully utilize its intellectual property, including the granting of licenses to third parties.

**Pricing and Payment Terms.** Given the nature of the intellectual property to be licensed and the historical relationship between the parties, the licenses to each party were royalty-free with the consideration for each party's license of its intellectual property being the receipt of a license of the other's intellectual property. As a result, no payments were made to us or received by us under the intellectual property cross license agreement.

**Sublease Agreement**

We entered into a sublease agreement pursuant to which we subleased to FNF a portion of the Jacksonville, Florida headquarters space that we are leasing from a subsidiary of FIS. See Arrangements with FIS beginning on page 106. By its terms, the sublease arrangement with FNF would have continued until December 31, 2007, which is the date on which our lease with the FIS subsidiary expires by its terms. By mutual consent of the parties, the sublease agreement will be terminated at the time of the closing.

**Pricing and Payment Terms.** Pursuant to the sublease agreement, FNF is obligated to pay rent for approximately 7,000 square feet on terms and at rental rates that mirror our obligations under our lease agreement with the FIS subsidiary. This includes both the base rent amount as well as the additional rent required under our lease. If FNF fails to pay timely, a default rate applies. FNF is also responsible for the entire cost of any services or materials provided exclusively to FNF in connection with the sublease or the use of the space. FNF paid \$3.8 million to us in 2005 under this arrangement.

**Tax Sharing Agreements**

FNF and each of our title insurance subsidiaries are parties to tax sharing agreements, which govern the respective rights, responsibilities, and obligations of FNF and those subsidiaries with respect to tax liabilities and refunds, tax attributes, other matters regarding income taxes and related tax returns. These tax sharing agreements have been in effect for varying periods of time prior to the date of this information statement and have been filed with the respective insurance regulators of the title insurance subsidiaries. Effective as of the closing, FNF's obligations under all of these tax sharing agreements (other than the agreement with Fidelity National Title of New York, which has been assigned to FIS) will be assigned to us, as the ultimate parent entity (for tax purposes) of the title insurers.

*Allocation of Tax Liability.* The tax sharing agreements generally provide for the allocation and payment of taxes for periods during which the respective title insurance subsidiaries and FNF are included in the same consolidated group for federal income tax purposes or the same consolidated, combined or unitary returns for state tax purposes. For periods during which the respective title insurance subsidiaries are included in FNF's consolidated federal income tax returns or state consolidated, combined, or unitary tax returns, each of the title insurance subsidiaries generally is required to pay an amount of income tax equal to the amount it would have paid had it filed

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tax returns as a separate entity. Each title insurance subsidiary is also responsible in the future for any increases of consolidated tax liability of FNF that are attributable to the title insurance subsidiary and will be entitled to refunds for reductions of tax liabilities attributable to it for prior periods. Each corporation that is a member of a consolidated group during any portion of the group's tax year is severally liable for the federal income tax liability of the group for that year. As a result, the title insurance subsidiaries could be liable in the event federal tax liability allocated to FNF is incurred but not paid by FNF or any other member of FNF's consolidated group for FNF's tax years that include these periods. In 2005, our payments under these tax sharing agreements were \$255.9 million.

### ***Master Loan Agreements***

We are parties to two master loan agreements under which our title insurance subsidiaries have made certain loans to FNF. These loans are evidenced by notes with an outstanding principal balance of \$19.0 million at December 31, 2005. The notes amortize in equal principal amounts annually with final maturity in 2009 and 2010 and bear interest at a variable rate that at December 31, 2005 was equal to 5.1%. We have no commitment to make further loans under this arrangement. Effective as of the closing, all of these loans will be repaid by FNF in full, with accrued interest.

### **Arrangements with FIS**

#### ***Overview***

The agreements we have entered into with FIS and its subsidiaries include:

- corporate services agreements;
- starter repository and back plant access agreements;
- a license and services agreement;
- a lease agreement;
- a master information technology agreement; and
- a software license agreement for SoftPro software.

These agreements are described below. On February 1, 2006, in connection with the merger between FIS and Certegy, which we refer to as the Certegy merger, all of these agreements were amended and restated.

#### ***Corporate Services Agreements***

We are party to a corporate services agreement with FIS under which we provide corporate and other support services to FIS. By mutual consent of the parties, the corporate services agreement will be amended at the time of the closing. For a discussion of the changes to these agreements effective as of the closing, see below Changes in Related Party Agreements after the Proposed Transactions beginning on page 116. The corporate services agreement governs the provision by us to FIS of corporate support services, which include:

- accounting (including statutory accounting services);
- corporate, legal and related services;

purchasing and procurement services;

travel services; and

other general administrative and management services.

We are also party to a reverse corporate services agreement with FIS, under which FIS provides us with access to legal services, human resources and employee benefits administration, and access to services with regard to a mainframe computer system. By mutual consent of the parties, the reverse corporate services agreement will be terminated at the time of the closing, since there are no longer any services needed by us from FIS. For a discussion

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of the changes to these agreements effective as of the closing, see below Changes in Related Party Agreements after the Proposed Transactions beginning on page 116.

Both of these corporate services agreements were amended and restated in connection with the Certegy merger to reflect the parties' agreement that the mainframe computer services provided by FIS will be phased out within one year of the effective date of the Certegy merger, and to reflect the understanding of the parties that FIS will not be obligated to provide us with legal services if doing so would pose a conflict of interest for FIS. In addition, under the amendments entered into in connection with the Certegy merger, certain services then being provided by us to FIS were deleted since these services were no longer required by FIS, or were to be provided by FNF directly instead.

Provision of Services and Allocation of Costs. Under the corporate services agreements, each party renders services under the oversight, supervision, and approval of the other party, acting through its board of directors and officers. Each party also has the right to purchase goods or services and realize other benefits and rights under the other party's agreements with third-party vendors to the extent allowed by those vendor agreements, during the term of the agreements.

Pricing and Payment Terms. The pricing for the services to be provided by us to FIS, and by FIS to us, under the corporate services agreements is on a cost-only basis, with each party in effect reimbursing the other for the costs and expenses incurred in providing these corporate services to the other party subject to the limitation described below. Under the corporate services agreement for corporate services to be provided by us to FIS, our costs and expenses are determined and reimbursed by FIS as follows: (i) all out of pocket expenses and costs incurred by us on FIS' behalf are fully reimbursed, and (ii) all of our staff and employee costs and expenses associated with performing services under the corporate services agreement, including compensation paid to our employees performing these corporate services as well as general overhead associated with these employees and their functions, are allocated based on the percentage of time that our employees spend on providing corporate services to FIS under the corporate services agreement. FIS costs and expenses incurred in providing corporate services to us are similarly determined and reimbursed. The costs and expenses under the corporate services agreements are invoiced by each party to the other on a monthly basis in arrears, and payments are expected to be made in cash within thirty days after invoicing.

Prior to the date in 2005 that we became a party to these agreements, allocations of expense were made in respect of these services. During 2005, our expenses were reduced by \$23.3 million related to the provision of these corporate services by us to FIS. The exact amounts to be paid by FIS to us, and by us to FIS, under the corporate services agreements are dependent upon the amount of services actually provided in any given year.

Duration and Effect of Termination. The corporate services agreements continue in effect as to each service covered by the agreements until the party receiving the services notifies the other party, in accordance with the terms and conditions set forth in the agreements and subject to certain limitations, that the service is no longer requested. However, the corporate services agreements will terminate after six months from a change of control of FIS (which specifically excluded the Certegy merger). In addition, services to be provided to any subsidiary will terminate on the date that the entity ceases to be a subsidiary of the party receiving the services. Under the corporate services agreements, if the party providing the services receives notice that the party receiving services would like to terminate a particular service, and the providing party believes in good faith that, notwithstanding its reasonable commercial efforts, the termination will have a material adverse impact on the other services being provided, then the party providing services can dispute the termination, with the dispute being resolved through the dispute resolution generally applicable to the agreement. Further, in the event that the party receiving the services is unable to complete its transition efforts prior to the termination date established for any particular corporate service, the party receiving the services can extend the termination date for up to 30 additional days.

*Liability and Indemnification.* The corporate services agreements provide that the provider of services is not liable to the receiving party for or in connection with any services rendered or for any actions or inactions taken by a provider in connection with the provision of services, except to the extent of liabilities resulting from the provider's gross negligence, willful misconduct, improper use or disclosure of customer information or violations of law and except for liabilities that arise out of intellectual property infringement. Additionally, the receiving party will indemnify the provider of services for any losses arising from the provision of services, provided that the amount of



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any losses will be reduced by the amount of the losses caused by the provider's negligence, willful misconduct, violation of law, or breach of the agreement.

*Dispute Resolution Procedures.* The agreements provide dispute resolution procedures that reflect the parties' desire for friendly collaboration and amicable resolution of disagreements. In the event of a dispute, the matter is referred to the president (or similar position) of each of the divisions implicated for resolution within 15 days. If the division presidents of the parties are unable to resolve the dispute, the matter is referred to the presidents of FIS and our company for final resolution within 15 days. If the matter remains unresolved, then either party may submit the matter to arbitration. The dispute resolution procedures do not preclude either party from pursuing immediate injunctive relief in the event of any actual or threatened breach of confidentiality or infringement of intellectual property.

### ***Starter Repository and Back Plant Access Agreements***

We are party to agreements with a subsidiary of FIS whereby certain FIS subsidiaries have access to and use certain title records owned by our title company subsidiaries. These agreements will continue unchanged after the closing. The FIS subsidiaries covered by these agreements are granted access to (i) the database of previously issued title policies and title policy information, which we refer to as the starters repository, and (ii) certain other physical title records and information, which we refer to as the back plant, and are permitted to use the retrieved information solely in connection with the issuance of title insurance products that FIS offers as part of its business. The starters repository consists of title records and information used in previously issued title insurance policies. The back plant consists of physical, paper title records that are generally only used in the event that the electronically-stored title information is corrupted or otherwise unavailable or incomplete. Thus, the back plant access is infrequent and has been made available to FIS and its subsidiaries to ensure access to title information only in the event the electronic databases do not contain the needed title information. The FIS subsidiaries that are covered by these agreements may create proprietary means of technical access to the starters repository, but this does not apply to the back plant since the back plant consists of physical documents and records that cannot be accessed electronically. Our applicable title company subsidiaries retain ownership of the starters repository, the back plant, and all related programs, databases, and materials.

The FIS subsidiary pays fees to us for the access to the starters repository and the back plant and reimburses our subsidiaries for payment of certain taxes and government charges. The fees payable under the starters repository agreement were based on the parties' evaluation of the market price for access and successful retrievals from starters repository/databases, the anticipated volume of successful retrievals from our starters repository database, and the geographic scope of the available starters repository database. Due to the infrequent nature of the access to the back plant and its limited usefulness, there are no fees payable under the back plant repository access agreement, other than reimbursement of costs incurred by us or our title insurance subsidiaries in allowing the FIS subsidiaries to access the back plant. These costs include reproduction, transport of paper records and files, and fees to local land recording offices and search services. The FIS subsidiary indemnifies us for third party claims arising from any errors or omissions in the starters repository and the back plant or the provision of access under the agreements. In addition, the FIS subsidiary is responsible for costs incurred as a result of unauthorized access to the database and records. With regard to dispute resolution, if either party institutes an action against the other party for breach, the other party has the option, within 30 days of the notice of such action, to institute an arbitration proceeding and stay the other action.

*Duration and Termination.* These agreements, each as amended and restated, are effective for a ten-year period from February 1, 2006, with automatic renewal, and may be terminated by mutual agreement of the parties or upon five years' prior written notice given after February 1, 2011 (the fifth anniversary of the effective date of the agreement), except in the case of a default in performance, in which case the agreement may be terminated immediately if the default is not cured within 30 days after notice (with provisions that permit an extension of the 30-day cure period under certain circumstances). In addition, each of these agreements may be terminated in the event of a change of

control of either FIS or us (which specifically excluded the Certegy merger). It is contemplated that these agreements will continue after the closing.

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### ***License and Services Agreement***

We are a party to a license and services agreement with a subsidiary of FIS, pursuant to which we conduct business on behalf of FIS subsidiaries that operate as title agents in certain limited jurisdictions in which those subsidiaries otherwise lack ready access to title plants, and pay to FIS subsidiaries the associated revenues, with those subsidiaries bearing the related costs. This arrangement was originally entered into by FNF when FIS was established and FIS title agency businesses, which then operated as divisions of our title insurers, were transferred to FIS and was amended and restated in connection with the Certegy merger. The agreement calls for us to license from FIS the use of certain proprietary business processes and related documentation in certain geographic areas. In addition, under this agreement, FIS provides us with oversight and advice in connection with the implementation of these business processes, including responsibility by FIS for maintaining the computer hardware, software systems, telephone and communication equipment as well as sales support services. These services relate to the mortgage origination services business, which includes providing appraisal, title and closing services to residential mortgage originators and providing automated loan servicing, which we refer to as the lenders services business, conducted by FIS and its subsidiaries.

***Pricing and Payment Terms.*** In exchange for these business processes and documentation and oversight and advisory services, we pay fees to the FIS subsidiary equal to the aggregate earnings generated through or as a result of these proprietary business processes and documentation. Fees are billed monthly based on presentation of an invoice schedule showing the revenues generated during the prior month. We reimbursed \$5.9 million in 2005 relating to this agreement.

***Ownership and Infringement Defense.*** The FIS subsidiary retains ownership of the proprietary business processes and documentation and is responsible for defending any claims brought by third parties against us for infringement based upon the business processes licensed to us under the license and services agreement. We are responsible for defending any claims brought by third parties against the FIS subsidiary for infringement based upon any services we undertake that relate to the license and services agreement but are outside the agreement's permitted scope.

***Indemnification.*** The FIS subsidiary and we each agree to indemnify each other for property damage arising out of any negligence, breach of statutory duty, omission or default in performing our respective obligations under the license and services agreement.

***Dispute Resolution.*** With regard to dispute resolution, the agreement includes procedures by which the parties can attempt to resolve disputes amicably, but if those disputes cannot be resolved timely, then arbitration proceedings can be instituted.

***Duration and Termination.*** Subject to certain early termination provisions, the license and services agreement continues in effect until either (i) FIS acquires its own direct access to title plants in the relevant geographic area or (ii) we build or otherwise acquire title plants for the relevant geographic area and provide access to FIS on terms acceptable to FIS. The license and services agreement may also be terminated as to all or a portion of the relevant geographic area by mutual agreement of the parties or upon five years' prior written notice given after February 1, 2011 (the fifth anniversary of the effective date of the agreement), except in the case of a default in performance, in which case the agreement may be terminated immediately if the default is not cured within 30 days after notice (with provisions that permit an extension of the 30-day cure period under certain circumstances). The license and services agreement may also be terminated in the event of a change of control of either FIS or us (which specifically excluded the Certegy merger).

We are currently in the process of amending and restating the license and services agreement, in conjunction with two other agreements previously entered into between one of our subsidiaries, Rocky Mountain Support Services, Inc.,

which we refer to as RMSS, and LSI Title Company, a subsidiary of FIS which we refer to as LSI Title. We expect that this amended and restated agreement will become effective prior to the date of the annual meeting. As agreed with FIS, the license and services agreement, together with (i) a cross conveyance and joint ownership agreement between LSI Title and RMSS, relating to the joint ownership of the eLenderSolutions software, and (ii) an eLenderSolutions software development and property allocation agreement between RMSS, as co-owner and development customer, and LSI Title, as co-owner and developer, for further development of the

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eLenderSolutions software, will be restated into one agreement to be known as the eLender Services Agreement. The amended and restated agreement will also include additional geographic areas in which LSI Title and its LSI affiliates currently conduct their lenders services business but are not licensed or do not otherwise have access to title plants. The agreements to be amended and restated all relate to the eLenderSolutions software and the processing of the lenders services business for FIS and its subsidiaries: under the cross conveyance and joint ownership agreement, the parties conveyed their respective interests in the proprietary eLenderSolutions software so that both parties are the joint owners of the software; and under the eLenderSolutions software development and property allocation agreement, the parties agreed to further develop the jointly owned software. The amended and restated agreement will include the same terms as are in the existing agreements, other than the addition of other geographic areas. For a discussion of these existing eLender agreements, see below Cross Conveyance and Software Development and Property Allocation Agreements beginning on page 116.

Once the eLender Services Agreement is in place, the parties intend to discuss additional amendments to this agreement which may include its termination and replacement with other mutually-agreed upon arrangements for the development of eLenderSolutions and the processing of the lenders services business. Although not a condition precedent to the closing, we expect that the revised arrangements will be entered into prior to or immediately after the closing.

### ***Lease Agreement***

We are party to a lease agreement, pursuant to which we lease from a subsidiary of FIS certain portions of FIS Jacksonville, Florida headquarters corporate campus for our Jacksonville headquarters. This agreement was originally entered into in March 2005 between the FIS subsidiary and us and was amended and restated in connection with the Certegy merger. This lease arrangement continues until December 31, 2007. The lease terms are believed to be commensurate with those found in the local real estate market. By mutual consent of the parties, the lease agreement will be amended at the time of the closing. For a discussion of the changes to these agreements effective as of the closing, see below Changes in Related Party Agreements after the Proposed Transactions beginning on page 116.

**Pricing and Payment Terms.** Under the lease, we pay rent for the space that we lease, initially approximately 484,586 rentable square feet, at an annual rate of \$23.05 per rentable square foot, in equal monthly installments paid in advance on the first day of each calendar month. If we fail to pay timely, a default rate applies. In addition to paying base rent, for each calendar year, we are obligated to pay FIS, as additional rent, our share of the landlord's reasonable estimate of operating expenses for the entire facility that are in excess of the operating expenses (subject to certain exclusions) applicable to the 2004 base year. We are also liable to the landlord for its entire cost of providing any services or materials exclusively to us. We do not anticipate requesting any exclusive services from the landlord, in its capacity as landlord, during calendar years 2006 or 2007.

In the lease, the parties acknowledge that during the term of the lease, there will be reallocations of office space among FIS and us, including one or more reallocations during calendar year 2006. The lease provides that the rentable square footage that we lease may, by mutual agreement, increase or decrease from time to time during the term of the lease. In that event, the parties will memorialize the changes in the rentable square footage and the monthly base rent, which will be re-calculated based on the rentable square footage leased to us as a percentage of the total rentable square footage of office space available at the Jacksonville corporate campus.

Prior to the date in 2005 that we became a party to this agreement, allocations of expense were made in respect of these costs. The amount allocated to us for office space costs at the FIS Jacksonville, Florida headquarters buildings for the portion of the buildings utilized by us and our subsidiaries during 2005 was \$3.8 million. During 2005, there were some changes in the allocations of rentable square footage as among FIS, FNF and us, and it is anticipated that additional changes in the allocations of rentable square footage will take place during 2006. While the exact amount of

rent to be paid by us under the lease agreement is dependent upon the aggregate excess operating costs incurred for the entire facility, we do not anticipate that the total amount to be paid by us under the lease agreement in the near future will differ materially from the total amounts paid and allocated to us during the 2005 fiscal year for the office space at the Jacksonville, Florida building utilized by us and our subsidiaries.

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### ***Master Information Technology Services Agreement***

We are party to a master services agreement with a subsidiary of FIS, pursuant to which FIS and its subsidiaries provide various services to us and our affiliates, which services are substantially similar in nature to the services that FIS has historically provided to our subsidiaries and to FNF, such as IT infrastructure support, data center management and software sales. Under this agreement, which was amended and restated in connection with the Certegy merger, we have designated certain services as high priority critical services required for our business. These include: managed operations, network, email/messaging, network routing, technology center infrastructure, active directory and domains, systems perimeter security, data security, disaster recovery and business continuity. The FIS subsidiary has agreed to use reasonable best efforts to provide these core services without interruption throughout the term of the master services agreement, except for scheduled maintenance. This agreement will continue unchanged after the closing.

Terms of Provision. The master information technology services agreement sets forth the specific services to be provided and provides for statements of work and amendment as necessary. The FIS subsidiary may provide the services itself or through one or more subcontractors that are approved by us, but it is fully responsible for compliance by each subcontractor with the terms of the agreement.

The master information technology services agreement includes, as part of the agreement, various base services agreements, each of which includes a specific description of the service to be performed as well as the terms, conditions, responsibilities and delivery schedules that apply to a particular service. Any new terms, conditions, responsibilities and delivery schedules that may be agreed to by the parties during the term of the agreement will be added as part of one of the base services agreements or the master information technology services agreement itself. We can also request services that are not specified in the agreement. These additional services will be provided on terms that we propose to the FIS subsidiary and, if we can agree on the terms, a new statement of work or amendment will be executed. In addition, if requested by us, the FIS subsidiary will continue to provide, for an appropriate fee, services to us that are not specifically included in the master information technology services agreement if those services were provided to us by the FIS subsidiary or its subcontractors in the past.

The agreement provides for specified levels of service for each of the services to be provided, including any additional services that FIS agrees to perform pursuant to amendments to the agreement or additional statements of work. If the FIS subsidiary fails to provide service in accordance with the applicable service levels, then the FIS subsidiary is required to correct its failure as promptly as possible (and in any event, within five days of the failure recognition) at no cost to us. The FIS subsidiary is also required to use reasonable efforts to continuously improve the quality and efficiency of its performance. If either party finds that the level of service for any particular service is inappropriate, ineffective or irrelevant, then the parties may review the service level and, upon agreement, adjust the level of service accordingly. We are permitted to audit FIS operations, procedures, policies and service levels as they apply to the services under the agreement. In addition, at least every year during the term of the agreement, FIS will conduct a customer satisfaction survey.

The FIS subsidiary may provide the services under the master information technology services agreement from one or more of its technology centers or other data centers that it designates within the United States. The FIS subsidiary must also maintain and enforce safety and security procedures that are at least equal to industry standards and are as rigorous as those in effect on the effective date of the agreement. The agreement contains provisions regarding privacy and confidentiality and requires each of the parties to use at least the same standard of care in the protection of confidential information of the other party as it uses in the protection of its own confidential or proprietary information, but in no event less than a reasonable level of protection.

*Pricing and Payment Terms.* Under the agreement, we are obligated to pay the FIS subsidiary for the services that we and our subsidiaries utilize, calculated under a specific and comprehensive pricing schedule. Although the pricing includes some minimum usage charges, most of the service charges are based on volume and actual usage, specifically related to the particular service and support provided and the complexity of the technical analysis and technology support provided by FIS. The amount included in our expenses for information technology services received from FIS during the 2005 fiscal year was \$56.9 million. While the exact amounts to be paid by us to FIS under the master information technology services agreement are dependent upon the actual usage and volume of services performed for us, we do not anticipate that the total amount to be paid by us to FIS under the master



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information technology services agreement in the near future will differ materially from the amounts paid by us to FIS during the 2005 fiscal year for these information technology services.

*Duration and Effect of Termination.* The master information technology services agreement is effective for a term of five years unless earlier terminated in accordance with its terms. We have the right to renew the agreement for a single one-year period or a single two-year period, by providing a written notice of our intent to renew at least six months prior to the expiration date. Upon receipt of a renewal notice, the parties will begin discussions regarding the terms and conditions that will apply for the renewal period, and if the parties have not reached agreement on the terms by the time the renewal period commences, then the agreement will be renewed for only one year on the terms as in effect at the expiration of the initial term. We may also terminate the agreement or any particular statement of work or base services agreement on six months prior written notice. In addition, if either party fails to perform its obligations under the agreement, the other party may terminate after the expiration of certain cure periods. We may also terminate the agreement if there is a change in ownership or control of FIS whereby one of our direct competitors owns or controls FIS (excluding the Certegy merger), as more fully defined by the terms of the agreement.

*Dispute Resolution Procedures.* Disputes, controversies and claims under the master information technology services agreement are referred to a management committee that includes representatives from both parties. If the management committee is unable to resolve the issue, the agreement sets forth a procedure by which the issue is referred to and reviewed by increasingly senior members of our management and FIS management. If our senior management cannot resolve the issues with FIS senior management, then the dispute is referred to an independent arbitrator for resolution. However, FIS is required to continue to provide services during the period of any dispute or dispute resolution process.

### ***SoftPro Software License Agreement***

We are party to a software license agreement pursuant to which we license from a subsidiary of FIS, for the benefit of our title insurance subsidiaries, the use of certain proprietary software, related documentation, and object code for a package of software programs and products known as SoftPro. As amended and restated in connection with the Certegy merger, this agreement will continue unchanged after the closing.

The SoftPro software is a related series of software programs and products that have historically been used, and continue to be used, in various locations by a number of our title insurance subsidiaries, including Chicago Title, Fidelity National Title, and Ticor Title. In addition to the use license, under this agreement, upon the occurrence of certain events, such as the bankruptcy of the FIS subsidiary, a breach of a material covenant, or the subsidiary's notification to us that it has ceased to provide maintenance or support for SoftPro, then subject to certain conditions, we will receive the SoftPro source code for purposes of integration, maintenance, modification and enhancement. We will also receive the SoftPro source code if the FIS subsidiary fails to fulfill our requests for development or integration services or we cannot reach agreement on the commercial terms for that development. We pay fees to the FIS subsidiary for the use of the SoftPro software based on the number of workstations and the actual number of SoftPro software programs and products used in each location, billed on a monthly basis. Our expenses for the SoftPro license were \$7.7 million in 2005.

During the term of the agreement, the FIS subsidiary retains ownership of SoftPro and is responsible for defending any claims brought by third parties against us for infringement based upon the software. The FIS subsidiary and we each agree to indemnify each other for property damage arising out of any negligence, breach of statutory duty, omission or default in performing our respective obligations under the agreement. With regard to dispute resolution, the agreement includes procedures by which the parties can attempt to resolve disputes amicably, but if those disputes cannot be resolved timely, then arbitration proceedings can be instituted.

*Duration and Termination.* While the SoftPro software license agreement is perpetual, we can terminate the license on not less than 90 days prior notice. If we disclose any of the SoftPro software, or a material part of the documentation related thereto, to a competitor of FIS, then if we fail to discontinue the unauthorized disclosure after a 30-day cure period, SoftPro may terminate the license as to the portion of the SoftPro software that we so disclosed on 30 days notice. In that event, the FIS subsidiary would also retain the right to pursue other remedies, including claims for damages for the unauthorized disclosure.

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***Real Estate Information***

We also do business with additional entities within the mortgage information services segment of FIS that provide real estate information to our operations. These arrangements will continue unchanged after the closing. Our expenses for these services were \$10.9 million in 2005. Although there is no long-term contract, we are continuing to purchase information from FIS. The pricing of these purchases was determined on the basis of a discount to market that is believed reasonable based on the volume of our purchases.

***Agency Agreements***

Our subsidiaries, Chicago Title and Fidelity National Title, are parties to separate issuing agency contracts with five subsidiaries of FIS. Under these issuing agency contracts, the FIS subsidiaries act as title agents for Chicago Title and Fidelity National Title in various jurisdictions. These agreements will continue unchanged after the closing.

Under the issuing agency contracts, the title agency appointments of the FIS subsidiaries are not exclusive and Chicago Title and Fidelity National Title each retain the ability to appoint other title agents and to issue title insurance directly. In addition, the issuance of all title insurance for which the FIS subsidiaries are the agents is subject to the terms set forth in the issuing agency contracts. We believe that rates, duties, liability and indemnification provisions comport with the terms and conditions generally applicable in similar arrangements between non-affiliated parties in the title industry.

Subject to certain early termination provisions for cause, each of these agreements may be terminated upon five years prior written notice, which notice may not be given until after the fifth anniversary of the effective date of the agreement (thus effectively resulting in a minimum ten year term). The issuing agency contracts were entered into by our subsidiaries between July 22, 2004 and February 24, 2005.

Prior to entering into these issuing agency contracts, these agency operations were conducted as divisions of certain of our title insurers. We earned \$91.9 million of agency title premiums generated by these operations in 2005, and paid related commissions of \$80.9 million in 2005, representing a commission rate of 88% of premiums earned.

***Title Plant Maintenance Agreement and Master Title Plant Access Agreement***

Certain of our title insurance company subsidiaries, namely, Chicago Title, Security Union Title, and Ticor Title, have entered into a title plant maintenance agreement with Property Insight, LLC, which we refer to as Property Insight, a subsidiary of FIS. This agreement will continue unchanged after the closing.

Pursuant to the title plant maintenance agreement, Property Insight manages certain title plant assets of these title insurance company subsidiaries. These management services include keeping the title plant assets current and functioning on a daily basis. Property Insight's management services also include updating, compiling, extracting, manipulating, purging, storing and processing title plant data so that the title plant database is current, accurate and accessible, through an efficient and organized access system. In performing these functions, Property Insight may make use of the software systems licensed to it from these subsidiaries, but it may also utilize proprietary systems, software, technologies and methodologies that have been developed, or will be developed, by Property Insight. We have no ownership or other right or title to these proprietary systems and methodologies (except in certain limited circumstances in the event of a termination of a title plant maintenance agreement, as a result of a default by, or termination by, Property Insight). Property Insight may also use these proprietary systems and methodologies in the title plant management services it may provide to other third party customers. In exchange for its management services, Property Insight has perpetual, irrevocable, transferable and nonexclusive worldwide licensed access to the title plants owned by these subsidiaries, together with certain software relating thereto, and it is able to sell this title

plant access to third party customers and earn all revenue generated from the use of those assets by third party customers. In addition, Property Insight earns fees from providing access to updated and organized title plant databases to our subsidiaries through the master title plant access agreement described below. In consideration for the licensed access to the title plants and related software, Property Insight must pay a royalty to each of our title insurance company subsidiaries which are parties to the title plant maintenance agreement, in an amount equal to

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2.5% to 3.75% of the revenues generated from the licensed access to the title plants and related software that the title insurance company subsidiary owns. Our payments to FIS under these arrangements were \$29.9 million in 2005. We received \$3.0 million in revenues from the royalty payable by FIS in 2005.

Pursuant to the master title plant access agreement, our subsidiaries have access to all title plants to which Property Insight has access or right to access, including the title plants owned by certain of our subsidiaries. In consideration for this access and use, our subsidiaries pay access fees to Property Insight.

Under the title plant maintenance agreement, Property Insight has no liability to our subsidiaries who are parties to the title plant maintenance agreement for any error in the information provided in the performance of its services, except in the event of Property Insight's gross negligence or willful misconduct. Property Insight also accepts no liability under the master title plant access agreement for any errors in the title plant information.

The foregoing agreements became effective on March 4, 2005. Prior to that time, Property Insight was a division of our company. The title plant maintenance agreement is effective for a ten year period, with automatic renewal, and may be terminated by mutual agreement of the parties or upon five years' prior notice given after the fifth anniversary of the effective date of the agreement, except in the case of a default in performance, in which case the agreement may be terminated immediately if the default is not cured within 30 days after notice (with provisions that permit an extension of the 30-day cure period under certain circumstances). In addition, the title plant maintenance agreement may be terminated in the event of a change of control of either Property Insight or our subsidiaries who are parties to the title plant maintenance agreement. So long as Property Insight does not cause the termination of a title plant maintenance agreement (either through notice of termination or by defaulting on its obligations or otherwise), Property Insight will retain a copy of the title plant database and related software as well as the right to use the software and sell access to the title plant database to third party customers. The termination provisions of the master title plant access agreement are in general similar to those of the title plant maintenance agreement.

### ***Title Plant Management Agreement***

One of our title insurance subsidiaries, Ticor-FL, entered into a management agreement effective as of May 17, 2005 with Property Insight, pursuant to which Property Insight manages title plant assets for Ticor-FL. This agreement will continue unchanged after the closing. These management services include overseeing and supervising the title plant maintenance process (such as updating and purging), but do not include full responsibility for keeping the title plant assets current and functioning on a daily basis. Ticor-FL maintains all ownership rights over the title plants and its proprietary systems and methodologies used in the title plant maintenance process. Under this agreement, Property Insight's use of these proprietary systems and methodologies and access to Ticor-FL's title plants is limited to use and access necessary to perform its management obligations under the agreement. Property Insight is paid a management fee equal to 20% of the actual costs incurred by Ticor-FL for maintaining its title plants. In 2005, our payments to Property Insight under this agreement was \$1.2 million.

Under the title plant management agreement, Property Insight has no liability to Ticor-FL in the performance of its services, except in the event of Property Insight's gross negligence or willful misconduct.

The title plant management agreement is effective for a ten year period, with automatic renewal, and may be terminated by mutual agreement of the parties or upon five years' prior notice given after May 19, 2010 (the fifth anniversary of the effective date of the agreement), except in the case of a default in performance, in which case the agreement may be terminated immediately if the default is not cured within 30 days after notice (with provisions that permit an extension of the 30-day cure period under certain circumstances). In addition, the title plant management agreement may be terminated in the event of a change of control of either Property Insight or Ticor-FL.

***Title Plant Master Services Agreement***

One of our subsidiaries, RMSS, entered into a title plant master services agreement with Property Insight, pursuant to which Property Insight agrees to undertake certain specified services to or for the benefit of the title plants owned by our title insurance subsidiaries, including the building of additional title plants.

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**Terms of Provision.** Under this agreement, our title insurance subsidiaries can request services to be performed from time to time, with the scope of work, the pricing and the other terms to be agreed upon between the parties at that time and documented in a written statement of work for each work assignment accepted. The statements of work can be amended from time to time with the consent of both parties. Designated representatives of the parties meet monthly (or as otherwise agreed) during the term to discuss the status of the services performed under each statement of work, and any new services that Property Insight may propose to us. Property Insight also provides to us, in a format mutually agreed upon, prior to the monthly meetings, a written status report describing the progress of each assignment.

All work performed by Property Insight for us under this agreement and the statements of work remain our exclusive property, including any enhancements or modifications to the services. Each item of Property Insight's work product, including any software, data bases, files, compilations, logs and reports is, to the extent applicable, a work made for hire as defined under United States copyright law and, as a result, we will own all copyrights in that work product. To the extent that the work product does not qualify as a work made for hire under applicable law, Property Insight continuously assigns to us all right, title and interest in and to the work product. Each party remains the sole and exclusive owner of all trade secrets, patents, copyrights, and other proprietary rights owned by each of them prior to entering into the title plant master services agreement.

Each party indemnifies the other for claims of third parties with respect to services performed under any statement of work (or any derivative work). Property Insight also indemnifies us for claims of third parties arising from Property Insight's breach, misappropriation or infringement of third party rights in connection with the services it performs. With regard to dispute resolution, the agreement includes procedures by which the parties can attempt to resolve disputes amicably, but if those disputes cannot be resolved timely, then arbitration proceedings can be instituted.

**Pricing and Payment Terms.** The cost and fees for the services are as negotiated between the parties for each particular work assignment.

**Duration and Termination.** The title plant master services agreement has no set term, and remains effective until no work is being performed under all of the statements of work for title plant work requested. The parties may terminate the agreement at any time by mutual consent. In addition, if either party fails to perform its obligations under the agreement, the other party may terminate after the expiration of certain cure periods.

## ***Software License Agreements***

A subsidiary of FIS has licensed proprietary software of our subsidiaries for annual fees under individual license agreements. The three software license agreements, OTS/ OTS Gold, SIMON and TEAM software, all provide certain subsidiaries of FIS, who conduct FIS's lenders services business, with worldwide nonexclusive, perpetual, irrevocable right to use certain software and documentation owned by us and our subsidiaries. In the case of the SIMON and TEAM software, we are also obligated to provide maintenance services if requested by the FIS subsidiary. Fees for these licenses are charged on varying bases, including in the case of OTS/ OTS Gold, a flat annual fee, and in the case of SIMON and TEAM, a monthly fee based on the number of servers or the number of users utilizing the licensed software. Our expenses for these items in 2005 and 2006 were insubstantial and not material, either individually or in the aggregate. The terms of the licenses are perpetual but may be terminated by the FIS subsidiary upon ninety days prior notice, or may be terminated by us in the event of a disclosure by FIS (or its subsidiaries) of the software or documentation to our competitors. In addition, if an entity is no longer a subsidiary of FIS, its license to use the software terminates automatically six months after the date on which the entity is no longer an FIS subsidiary. All of these agreements will continue unchanged after the closing.

## ***Equipment Leases***

We previously leased certain business equipment to FIS. All of the equipment covered by these leases was purchased by FIS for \$19.4 million on June 1, 2005, and the leases were terminated. In 2005 we received \$5.0 million from these leases prior to their termination.



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### ***Cross Conveyance and Software Development and Property Allocation Agreements***

One of our subsidiaries, RMSS, is a party to a cross conveyance and joint ownership agreement with LSI Title, an FIS subsidiary, whereby the parties have conveyed their respective interests in certain proprietary software, known as eLenderSolutions, such that both parties are the joint owners of the software. The parties have also agreed to further develop the jointly owned software pursuant to a separate software development and property allocation agreement. Pursuant to this agreement, as amended and restated in connection with the Certegy merger, through December 31, 2006, RMSS pays \$500,000 per month to LSI Title for development services, including maintenance by LSI Title for the developed software. Each party will own an undivided half interest in the developed software. This agreement expires on December 31, 2006, but may be terminated prior to that time by mutual agreement or in the event of a breach that remains uncured for more than 30 days (subject to extension in certain circumstances).

As noted above, we are currently in the process of amending and restating the cross conveyance and joint ownership agreement and the eLenderSolutions software development and property allocation agreement, together with the license and services agreement between a subsidiary of FIS and us, into one agreement to be known as the eLender Services Agreement. For a discussion of the eLender Services Agreement, see above License and Services Agreement beginning on page 109. Once the eLender Services Agreement is in place, the parties intend to discuss additional amendments to the eLender Services Agreement which may include its termination and replacement with other mutually-agreed upon arrangements for the further development of eLenderSolutions and the future processing of FIS lenders services business. Although not a condition precedent to the closing, we expect that the revised arrangements will be entered into prior to or immediately after the closing.

One of our subsidiaries, RMSS, is also a party to a joint development and ownership agreement with Property Insight, whereby Property Insight provides development services for proprietary software known as TitlePoint, to be used in connection with the title plants owned by our title insurance subsidiaries. This agreement will continue unchanged after the closing. Upon delivery by Property Insight of software that meets acceptance criteria, both parties will jointly own the developed software. This agreement expires 45 days after acceptance of the agreed upon software release, but may be terminated prior to that time by mutual agreement or in the event of a breach that remains uncured for more than 30 days (subject to extension in certain circumstances).

### **Changes in Related Party Agreements after the Proposed Transactions**

At or prior to the closing, FNT and FNF will, and will cause their relevant subsidiaries to, terminate and/or amend certain specified intercompany agreements, enter into prescribed amendments to certain specified related party agreements, and enter into certain specified additional agreements with FIS.

#### ***Agreements with FNF***

At or immediately prior to the closing, the following agreements between FNF and us will be terminated:

- the separation agreement,
- the corporate services agreements,
- the remaining mirror note (one of the two notes was previously paid in full and terminated),
- the tax matters agreement,
- the employee matters agreement,

the registration rights agreement,

the intellectual property cross license agreement, and

the sublease agreement.

In addition, upon repayment in full of the amounts owing from FNF to certain of our title insurance subsidiaries under two master loan agreements, aggregating approximately \$19.0 million at December 31, 2005, the master loan agreements will be terminated and the related promissory notes will be cancelled.

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Furthermore, all oral tax sharing agreements between FNF and all of its non-insurance subsidiaries that will be contributed to us as part of the transferred business, including Fidelity National Insurance Services, Inc., FNF Capital Leasing, Inc., FNF Holding, LLC, FNF International Holdings, Inc., Fidelity National Timber Resources, Inc., National Alliance Marketing Group, Inc., and Rocky Mountain Aviation, Inc., will be terminated.

At or immediately prior to the closing, the following agreements between FNF and us will be amended, as summarized below:

FNF will assign to us, without other amendment, its obligations under the tax sharing agreements between FNF and our title insurers, including Chicago Title, Fidelity National Title, Security Union Title, Alamo Title, and Ticor Title and Ticor-FL, effective as of the closing; and

FNF will assign to us, without other amendment, its obligations under the tax sharing agreements between FNF and the specialty insurance subsidiaries that constitute the transferred business that will be contributed to us in connection with the proposed transactions, namely Fidelity National Insurance Company, Fidelity National Property & Casualty Insurance Company, Fidelity National Indemnity Insurance Company, and Fidelity National Home Warranty Company.

At or immediately prior to the closing, the following new agreement between FNF and us will be entered into, as summarized below:

an intellectual property assignment agreement between us and FNF, pursuant to which FNF agrees that it will assign to us, on an as-is basis, without representation, warranty or indemnification of any kind, certain pending trademark applications that relate to, and are currently used by, us or our subsidiaries in the conduct of our business, or the subsidiaries that are being contributed to us in connection with the proposed transactions in the conduct of their business, immediately upon receipt of approval from the U.S. Patent and Trademark Office. This assignment agreement is necessary because certain trademark applications relating to intellectual property owned by and utilized by us and/or our subsidiaries were filed by FNF on our behalf.

## ***Agreements with FIS***

At or immediately prior to the closing the reverse corporate services agreement between FIS and us will be terminated.

At or immediately prior to the closing, the following agreements between FIS and us will be amended, as summarized below:

the corporate services agreement will be amended to revise the services to be provided by us to FIS, based on the services necessary to FIS, with the understanding that the services to be provided will not exceed those provided under the existing corporate services agreement, to modify the term of the agreement to be two years from the date of the closing, and to delete the automatic termination trigger from a change of control of either party; and

the lease agreement with Fidelity Information Services, Inc., a subsidiary of FIS, will be amended to reflect the changes in the parties resulting from the proposed transactions, including the deletion of references to FNF as the sublessee, amendments to provisions relating to rights or obligations of FNF, and the addition of appropriate cross-references to the new sublease agreement to be entered into between FNT and FIS (or its designated subsidiary), with respect to the new office space at 601 Riverside Avenue, Jacksonville, Florida known as Tower 2 , so that all of the office space located at 601 Riverside Avenue will be calculated on the basis of per

square foot average cost pricing for the entire campus. The term of the lease will not otherwise be modified and thus, the lease agreement will expire on December 31, 2007. The rental price under the lease agreement as amended will be determined on the same formulaic basis currently set forth in the existing lease agreement, subject to updating for pro ration of current costs.

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At or immediately prior to the closing, the following new agreements between FIS and us will be entered into, as summarized below:

the tax disaffiliation agreement among FNF, FNT and FIS, the terms of which are described above under The Securities Exchange and Distribution Agreement and Related Documents Additional Agreements beginning on page 55;

the cross-indemnity agreement, the terms of which are described above under The Securities Exchange and Distribution Agreement and Related Documents Additional Agreements beginning on page 55;

an intellectual property assignment agreement between FNF Intellectual Property Holdings, Inc., one of our subsidiaries, and FIS (or one of its subsidiaries), pursuant to which FNF Intellectual Property Holdings agrees that it will assign to FIS, on an as-is basis, without representation, warranty or indemnification of any kind, certain pending trademark applications that relate to, and are currently used by, FIS and/or its subsidiaries in the conduct of their business, immediately upon receipt of approval from the U.S. Patent and Trademark Office. This assignment agreement is necessary because certain trademark applications relating to intellectual property owned by and utilized by FIS and/or its subsidiaries were filed by FNF Intellectual Property Holdings on behalf of FIS;

an intellectual property license between us, as licensor, and FIS, as licensee, granting to FIS a limited license to use the Fidelity National Financial name and house logo for one year during the changeover by FIS to its own logos. The licensed use will be limited to use only as part of the transition by FIS to new logos and corporate materials, and is intended to cover incidental, non-substantive use by FIS of previously available FNF materials (such as stationary, bags, umbrellas, shirts, other corporate memorabilia, etc.). FIS will not be permitted to use the Fidelity National Financial name or house logo in any advertising or marketing materials or for any other significant public purposes. FIS will also use good faith efforts to terminate their use of the name and logo as soon as reasonably possible, provided that FIS will not be obligated to expend material sums to revise corporate incidentals (such as shirts, coasters, bags, etc.). Until one year after William P. Foley, II is no longer the Executive Chairman of FIS or the fifth anniversary of the closing, whichever is earlier, we will agree not to bring suit against FIS for incidental use of the house logo or the Fidelity National Financial name; however, we will not be prohibited from bringing suit if FIS uses the name or logo in any advertising or marketing materials or any other material commercial manner;

an intellectual property cross license agreement between FIS and us, mutually granting to each other a continuing, perpetual, non-exclusive and royalty-free license to use certain know-how and proprietary information that has been historically used in the conduct of our respective businesses. The terms and conditions of this agreement will be substantially similar to those in the existing cross license agreement between FIS and us, but the breadth of the proprietary information covered will be more limited than in the existing agreement;

a software license agreement between FIS and us, granting to FIS a license to use our CPS-LPS software, on terms and conditions substantially similar to those set forth in the OTS license agreement, the TEAM license agreement, and the SIMON license agreement, except that the license fees will be as agreed between the parties. The amount of the license fee is expected to be insubstantial to either FIS or us;

a property management agreement between FIS (or its designated subsidiary), as property manager, and us, with respect to the management of the new office space at 601 Riverside Avenue, Jacksonville, Florida known as Tower 2. Terms of this property management agreement will be similar to those customarily found in similar office property management arrangements, subject to the particular needs of the parties and the nuances of the

property to be managed;

a sublease agreement between FIS (or its designated subsidiary), as sublessee, and us, as lessee, with respect to the new office space at 601 Riverside Avenue, Jacksonville, Florida, known as Tower 2. The terms and provisions of this sublease agreement will be designed to mirror the management and economic effect of the terms and conditions of the existing amended and restated lease agreement between Fidelity Information Services, Inc., and us with respect to the existing office space at 601 Riverside Avenue, Jacksonville, Florida. The terms of the sublease will include cross-references, as appropriate, to the existing lease agreement, so that all of the office space located at the 601 Riverside Avenue campus will benefit from per square foot average cost pricing for the entire campus. The term of the sublease agreement will coincide with our

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existing headquarters lease agreement and will expire on December 31, 2007. The rental price will be determined on the same formulaic basis currently set forth in the existing lease agreement, subject to updating for pro ration of current costs; and

a telecommunications services agreement dates between FIS (or its designated subsidiary) and us, for reimbursement by us of our pro rata share of the telecommunications systems costs at 601 Riverside campus. The term of this agreement will expire on December 31, 2007 to coincide with the expiration of the lease and sublease agreements. The telecommunications services agreement will provide that we will reimburse FIS for our pro rata share of the telecommunications systems costs at the 601 Riverside Avenue campus, in Jacksonville, Florida, based on the number of employees that we have at the campus.

In addition, as noted above, we are in the processing of finalizing the eLender Services Agreement with certain FIS subsidiaries, amending and restating (i) the cross conveyance and joint ownership agreement between LSI Title and RMSS (relating to eLender software), (ii) the eLenderSolutions software development and property allocation agreement between RMSS, as co-owner and development customer, and LSI Title, as co-owner and developer (for development of eLenderSolutions software), and (iii) the license and services agreement between FNT and a subsidiary of FIS (relating to the lenders services business), and including additional geographic areas in which FIS currently conducts its lenders services business. For a discussion of the eLender Services Agreement, see above

License and Services Agreement beginning on page 109. As soon as the eLender Services Agreement is in place, we expect to enter into further discussions with FIS to revise the eLender Services Agreement and reach a mutually agreeable arrangement to process FIS lenders services business and the further development of the eLenderSolutions software. These arrangements may include terminating the eLender Services Agreement and replacing it with other agreements. Although not a condition precedent to the closing, we expect that the revised arrangements will be entered into prior to or immediately after the closing.

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**APPROVAL OF AMENDMENT AND RESTATEMENT OF  
FNT S CERTIFICATE OF INCORPORATION**

The securities exchange and distribution agreement contemplates that, upon completion of the merger between FNF and FIS, FNT will amend and restate its certificate of incorporation to increase the number of authorized shares of FNT Class A common stock from 300,000,000 million to 600,000,000 million shares, change the name of FNT to Fidelity National Financial, Inc. and make certain other changes. FNT s board of directors has adopted and approved these amendments, subject to stockholder approval.

A copy of the proposed amended and restated certificate of incorporation is attached to this information statement as Annex C. You are urged to read the proposed amended and restated certificate of incorporation carefully, as it is the legal document that governs the proposed amendments to FNT s current certificate of incorporation that are described below. Although FNT is obtaining stockholder approval of this proposal, if for any reason the proposed transactions are not completed, this proposal will not be implemented.

**Description of Amendments**

***Change of Name***

Under the securities exchange and distribution agreement, FNT has agreed to change its name in the amended and restated certificate of incorporation from Fidelity National Title Group, Inc. to Fidelity National Financial, Inc., which will be FNT s name following the consummation of the proposed transactions and subsequent merger between FNF and FIS.

***Increase in Authorized Number of Shares***

Under FNT s current certificate of incorporation, FNT has authorized for issuance 300,000,000 shares of FNT Class A common stock, par value \$0.0001 per share. The amendment and restatement of FNT s certificate of incorporation would increase the number of shares of FNT Class A common stock authorized for issuance from 300,000,000 shares to 600,000,000 shares.

***Removal of FNT Class B Common Stock***

The amendment and restatement of FNT s certificate of incorporation will delete the provisions relating to the FNT Class B common stock.

***Change in Policies Regarding Corporate Opportunities***

The amendment and restatement of FNT s certificate of incorporation notes that FNT may from time to time enter into agreements with FIS, and provides that no such agreement, nor the performance of it by FNT or FIS or any of their subsidiaries, will be considered a breach by a director or officer of FNT who is also a director or officer of FIS of his or her fiduciary duties to FNT or its stockholders, so long as any such director who acquires knowledge of a potential transaction or matter which may be a corporate opportunity of both FNT and FIS follows the policies specified in the amendment and restatement of FNT s certificate of incorporation regarding such corporate opportunities.

In addition, the amendment and restatement of FNT s certificate of incorporation provides that no such director or officer will have or be under any fiduciary duty to FNT or its stockholders to refrain from acting on behalf of FNT or



any of its subsidiaries or on behalf of FIS in respect of any such agreement or performing any such agreement in accordance with its terms, so long as any such director who acquires knowledge of a potential transaction or matter which may be a corporate opportunity of both FNT and FIS follows the policies specified in the amendment and restatement of FNT's certificate of incorporation regarding such corporate opportunities.

***Removal of Written Consent of Stockholders***

Under FNT's current certificate of incorporation, stockholders may act by written consent without a meeting, without prior notice and without a vote, upon written consent of the holders of the requisite number of shares, so

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long as FNF owns more than 50% of FNT's voting stock. Once FNF ceases to own that percentage of FNT's voting stock, FNT's current certificate of incorporation provides that stockholder action can be taken only at an annual or special meeting of stockholders and cannot be taken by written consent in lieu of a meeting. The amendment and restatement of FNT's certificate of incorporation would eliminate the right of stockholders to act by written consent without a meeting, without prior notice and without a vote, and provide that any action required or permitted to be taken by stockholders may be effected only at a duly called annual or special meeting of stockholders and may not be effected by a written consent or consents by stockholders in lieu of such a meeting.

### ***Miscellaneous Changes Relating To FNF's Ownership of FNT Stock***

The amendment and restatement of FNT's certificate of incorporation removes all references to and any requirements resulting from FNF's ownership of FNT common stock, since after the spin-off FNF will no longer own any stock of FNT.

### **Reasons for the Proposed Amendment and Restatement**

While FNT has a sufficient number of authorized shares under its current certificate of incorporation to complete the issuance of shares in connection with the proposed transactions, the amendment and restatement of FNT's certificate of incorporation described in this proposal is a condition to completion of the proposed transactions under the terms of the securities exchange and distribution agreement. In the opinion of FNT's board of directors, the amendment and restatement is in the best interests of FNT stockholders. If the amendment is not approved, FNT will not be able to complete the proposed transactions and the other transactions contemplated by the securities exchange and distribution agreement unless FNT and FNF waive this condition to closing.

As of June 30, 2006, 31,147,357 shares of FNT Class A common stock were issued and outstanding, 6,695 shares of FNT Class A common stock were held in the treasury and 7,222,500 shares of FNT Class A common stock (net of outstanding restricted stock grants) were reserved for future issuance in connection with the omnibus incentive plan.

In connection with the proposed transactions, approximately 189,966,917 shares of FNT Class A common stock will be issued in connection with the proposed transactions and approximately 21,937,500 shares of FNT Class A common stock will be reserved for future issuance under the omnibus incentive plan.

Therefore, after giving effect to the proposed transactions and the issuance and reservation for issuance of shares of FNT Class A common stock in connection therewith, and the conversion of shares of FNT Class B common stock, FNT would have approximately 56,941,531 authorized but unissued shares of FNT Class A common stock. The proposed amendment and restatement of FNT's certificate of incorporation will authorize the issuance of up to an additional 300,000,000 shares of FNT's Class A common stock.

This increase will give FNT greater flexibility in the future by allowing it the latitude to declare stock dividends or stock splits, to use FNT Class A common stock to acquire other assets, or to issue its common stock for other corporate purposes, including stock dividends, raising additional capital, issuance pursuant to equity incentive plans, and possible future acquisitions.

Other than the shares to be issued in connection with the proposed transactions, there are no current plans, understandings, or arrangements for issuing a material number of additional shares of FNT Class A common stock from the additional shares proposed to be authorized pursuant to the amendment and restatement.

### **No Additional Action Required for Issuance; No Preemptive Rights**

The issuance of shares of FNT Class A common stock in the future may dilute the present equity ownership position of current holders of FNT Class A common stock and may be made without stockholder approval, unless otherwise required by applicable laws or stock exchange regulations.

All shares of FNT Class A common stock, including those now authorized and those that would be authorized by the proposed amendment and restatement of FNT's certificate of incorporation, are equal in rank and have the same voting, dividend, and liquidation rights. Holders of FNT common stock do not have preemptive rights.

**The board of directors recommends a vote FOR for this proposal.**

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**APPROVAL OF AMENDMENT TO THE FNT 2005 OMNIBUS INCENTIVE PLAN**

Our board of directors recommends that stockholders approve an amendment to the omnibus incentive plan.

**Purpose of the Amendment and Description of the Proposal**

On June 25, 2006, in connection with the approval of the securities exchange and distribution agreement, our board of directors approved an amendment to the omnibus incentive plan to increase the number of shares of common stock available for issuance by 15,500,000 shares.

At the time of the spin-off, FNF stock options held by persons who, after the spin-off, will be employed by or provide services to FNT, referred to as FNT service providers, will be replaced with FNT stock options under the omnibus incentive plan. Such replacement options will be subject to the same terms and conditions as the FNF stock options, but with equitable adjustments made to the exercise prices and the number of shares underlying the options to reflect the difference in value of FNF and FNT common stock.

In addition, William P. Foley, II, Alan L. Stinson and Brent B. Bickett entered into an agreement with FNF on June 25, 2006, pursuant to which FNF has the right to cash out a certain number of the FNF stock options held by Messrs. Foley, Stinson and Bickett for their fair market value or require these individuals to exercise such options. To the extent FNF exercises its right under this agreement, it is required to do so immediately prior to the effective time of the spin-off under the securities exchange and distribution agreement or as near thereto as practicable. FNF's right to cash out these FNF stock options or require such options to be exercised is subject to the right of Messrs. Foley, Stinson and Bickett to exercise such stock options if doing so would not adversely affect the tax treatment of the transactions contemplated by the securities exchange and distribution agreement. With respect to the FNF stock options held by Messrs. Foley, Stinson and Bickett that are not subject to the agreement, 50% of such options will be replaced with FNT options, as described above, and the remaining 50% of such options will be assumed by FIS and converted into FIS stock options pursuant to the terms of the merger agreement.

As a result, in order to assure that FNT has adequate means to issue the replacement awards and to provide equity incentive compensation to its employees on a going-forward basis, our board of directors deems it in the best interests of stockholders to increase the number of shares available for issuance under the omnibus incentive plan.

Stockholder approval of the omnibus incentive plan, as amended, will also constitute approval of the material terms of the performance goals under which compensation intended to constitute performance-based compensation, for purposes of Section 162(m) of the internal revenue code, may be paid.

Section 162(m) of the internal revenue code places a limit of \$1,000,000 on the amount we may deduct in any one year for compensation paid to our chief executive officer and each of our other four most highly-paid executive officers. There is, however, an exception to this limit for certain performance-based compensation. Awards made pursuant to the omnibus incentive plan may constitute performance-based compensation not subject to the deductibility limitation of Section 162(m) of the internal revenue code. However, in order to qualify for this exception, stockholders must approve, every five years, the material terms of the performance goals of the omnibus incentive plan under which compensation will be paid. Under a special transition rule that applies when a company that is part of an affiliated group of companies with a publicly-traded parent becomes a separate publicly-traded company, stockholder approval of the material terms of the performance goals under the omnibus incentive plan was not required when the omnibus incentive plan was initially approved by our board of directors. However, the board is now submitting the material terms of the performance goals for approval at the 2006 Annual Meeting.

The material terms of the performance goals being submitted for approval for purposes of Section 162(m) of the internal revenue code include (i) the employees eligible to receive awards under the omnibus incentive plan, (ii) a description of the business criteria on which the performance goals are based, and (iii) either the maximum amount of compensation that could be paid to any employee or the formula used to calculate the amount of compensation to be paid to the employee if the performance goals are attained. This information is provided in the description of the omnibus incentive plan below.

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### **Description of the Omnibus Incentive Plan**

The complete text of the omnibus incentive plan is set forth as Annex D hereto. The following is a summary of the material features of the omnibus incentive plan and is qualified in its entirety by reference to Annex D.

#### ***Purpose of the Omnibus Incentive Plan***

The purpose of the omnibus incentive plan is to optimize our profitability and growth through incentives that are consistent with our goals and that link the personal interests of participants to those of our stockholders. The omnibus incentive plan is further intended to provide us flexibility in our ability to motivate, attract and retain the services of employees, directors and consultants who make significant contributions to our success and to allow such individuals to share in our success.

#### ***Effective Date and Duration***

The omnibus incentive plan originally became effective on September 26, 2005, and authorizes the granting of awards for up to ten years. The omnibus incentive plan will remain in effect with respect to outstanding awards until no awards remain outstanding.

#### ***Amendment and Termination***

The omnibus incentive plan may be amended or terminated by our board of directors at any time, subject to certain limitations, and the awards granted under the plan may be amended or terminated by the committee at any time, provided that no such action may, without a participant's written consent, adversely affect in any material way any previously granted award. No amendment that would require stockholder approval under applicable law may become effective without stockholder approval.

#### ***Administration of the Omnibus Incentive Plan***

The omnibus incentive plan is administered by our compensation committee or another committee selected by our board, any of which we refer to as the committee. The members of the committee are appointed from time to time by, and serve at the discretion of, the board. The committee has the full power to select employees, directors and consultants who will participate in the plan; determine the size and types of awards; determine the terms and conditions of awards; construe and interpret the omnibus incentive plan and any award agreement or other instrument entered into under the omnibus incentive plan; establish, amend and waive rules and regulations for the administration of the omnibus incentive plan; and, subject to certain limitations, amend the terms and conditions of outstanding awards. The committee's determinations and interpretations under the omnibus incentive plan are binding on all interested parties. The committee is empowered to delegate its administrative duties and powers as it may deem advisable, to the extent permitted by law.

#### ***Shares Subject to the Omnibus Incentive Plan***

A total of 8,000,000 shares of our common stock have previously been reserved for issuance under the omnibus incentive plan. As of June 30, 2006, there were 777,500 shares of restricted stock and 2,246,500 stock options outstanding, all of which were granted to certain employees and directors of FNT on October 18, 2005. These shares and options vest over a four-year period. FNT recorded stock-based compensation expense of \$0.9 million and \$0.4 million in 2005 in connection with the issuance of FNT restricted stock and options, respectively.

4,976,000 shares remain available for issuance. On June 25, 2006, the board of directors approved an increase of 15,500,000 shares, subject to stockholder approval at the 2006 Annual Meeting. The market value of a share of FNT common stock as of June 30, 2006 was \$19.67.

If an award under the omnibus incentive plan is canceled, forfeited, terminates or is settled in cash, the shares related to that award will not be treated as having been delivered under the omnibus incentive plan. In addition, subject to limitations intended to comply with the NYSE listing standards, shares that we hold back or that are tendered or returned by an award holder to cover the exercise price of an option or the tax withholding obligations relating to an award will be considered shares not issued in connection with an award.

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In the event of any merger, reorganization, consolidation, recapitalization, liquidation, stock dividend, split-up, spin-off, stock split, reverse stock split, share combination, share exchange, extraordinary dividend, or any change in the corporate structure affecting our common stock, such adjustment will be made to the number and kind of shares that may be delivered under the omnibus incentive plan, the annual award limits, the number and kind of shares subject to outstanding awards, the exercise price, grant price or other price of shares subject to outstanding awards, any performance conditions relating to our common stock, the market price of our common stock, or per-share results, and other terms and conditions of outstanding awards, as may be determined to be appropriate and equitable by the committee to prevent dilution or enlargement of rights.

### ***Eligibility and Participation***

Eligible participants include all employees, directors and consultants of FNT and our parent and subsidiaries, as determined by the committee.

### ***Awards under the Omnibus Incentive Plan***

Grants under the omnibus incentive plan may be made in the form of stock options, stock appreciation rights, which we refer to as SARs, restricted stock, restricted stock units, which we refer to as RSUs, performance shares, performance units, and other cash or stock-based awards.

### ***Maximum Grants under the Omnibus Incentive Plan***

For purposes of Section 162(m) of the internal revenue code, (i) the maximum number of our shares with respect to which stock options or SARs may be granted to any participant in any fiscal year is 4,000,000 shares; (ii) the maximum number of our shares of restricted stock that may be granted to any participant in any fiscal year is 2,000,000 shares; (iii) the maximum number of our shares with respect to which RSUs may be granted to any participant in any fiscal year is 2,000,000 shares; (iv) the maximum number of our shares with respect to which performance shares may be granted to any participant in any fiscal year is 2,000,000 shares; (v) the maximum amount of compensation that may be paid with respect to performance units or other cash or stock-based awards awarded to any participant in any fiscal year is \$25 million or a number of shares having a fair market value not in excess of that amount; and (vi) the maximum dividend or dividend equivalent that may be paid to any one participant in any one fiscal year is \$2 million.

### ***Types of Awards***

Following is a general description of the types of awards that may be granted under the omnibus incentive plan. Terms and conditions of awards will be determined on a grant-by-grant basis by the committee, subject to limitations contained in the omnibus incentive plan.

***Stock Options.*** The committee may grant incentive stock options, which we refer to as ISOs, nonqualified stock options, which we refer to as NQSOs or a combination thereof under the omnibus incentive plan. The exercise price for each such award will be at least equal to 100% of the fair market value of a share of common stock on the date of grant (110% of fair market value in the case of an ISO granted to a person who owns more than 10% of the voting power of all classes of stock of FNT or any parent or subsidiary). Options will expire at such times and will have such other terms and conditions as the committee may determine at the time of grant; provided, however, that no option may be exercisable later than the tenth anniversary of its grant (fifth anniversary in the case of an ISO granted to a person who owns more than 10% of the voting power of all classes of stock of FNT or any parent or subsidiary).



The exercise price of options granted under the omnibus incentive plan may be paid in cash, by tendering previously acquired shares of common stock having a fair market value equal to the exercise price, through broker-assisted cashless exercise or any other means permitted by the committee consistent with applicable law or by a combination of any of the permitted methods.

Stock Appreciation Rights. SARs granted under the omnibus incentive plan may be in the form of freestanding SARs, tandem SARs or a combination thereof. The grant price of a freestanding SAR will be equal

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to the fair market value of a share of common stock on the date of grant. The grant price of a tandem SAR will be equal to the exercise price of the related option.

Freestanding SARs may be exercised upon such terms and conditions as are imposed by the committee and set forth in the SAR award agreement. Tandem SARs may be exercised only with respect to the shares of common stock for which its related option is exercisable.

Upon exercise of a SAR, a participant will receive the product of the excess of the fair market value of a share of common stock on the date of exercise over the grant price multiplied by the number of shares with respect to which the SAR is exercised. Payment upon SAR exercise may be in cash, in shares of common stock of equivalent value, or in some combination of cash and shares, as determined by the committee.

**Restricted Stock.** Restricted stock is an award that is non-transferable and subject to a substantial risk of forfeiture until vesting conditions, which can be related to continued service or other conditions established by the committee, are satisfied. Prior to vesting, holders of restricted stock may receive dividends and voting rights. If the vesting conditions are not satisfied, the participant forfeits the shares.

**Restricted Stock Units and Performance Shares.** RSUs and performance shares represent a right to receive a share of common stock, an equivalent amount of cash, or a combination of shares and cash, as the committee may determine, if vesting conditions are satisfied. The initial value of an RSU or performance share granted under the omnibus incentive plan may not be less than 100% of the fair market value of our common stock on the date the award is granted. The committee may also award dividend equivalent payments in connection with such awards. RSUs may contain vesting conditions based on continued service or other conditions established by the committee. Performance shares may contain vesting conditions based on attainment of performance goals established by the committee in addition to service conditions.

**Performance Units.** Performance units are awards that entitle a participant to receive shares of common stock, cash or a combination of shares and cash if certain performance conditions are satisfied. The amount received depends upon the value of the performance units and the number of performance units earned, each of which is determined by the committee. The committee may also award dividend equivalent payments in connection with such awards.

**Other Cash and Stock-Based Awards.** Other cash and stock-based awards are awards other than those described above, the terms and conditions of which are determined by the committee. These awards may include, without limitation, the grant of shares of our common stock based on attainment of performance goals established by the committee, the payment of shares as a bonus or in lieu of cash based on attainment of performance goals established by the committee, and the payment of shares in lieu of cash under an incentive or bonus program. Payment under or settlement of any such awards will be made in such manner and at such times as the committee may determine.

**Dividend Equivalents.** Dividend equivalents granted to participants will represent a right to receive payments equivalent to dividends or interest with respect to a specified number of shares.

## ***Performance Goals***

Performance goals, which are established by the committee, will be chosen from among the following performance measures: earnings per share, economic value created, market share (actual or targeted growth), net income (before or after taxes), operating income, adjusted net income after capital charge, return on assets (actual or targeted growth), return on capital (actual or targeted growth), return on equity (actual or targeted growth), return on investment (actual or targeted growth), revenue (actual or targeted growth), cash flow, operating margin, share price, share price growth, total stockholder return, and strategic business criteria consisting of one or more objectives based on meeting specified

market penetration goals, productivity measures, geographic business expansion goals, cost targets, customer satisfaction or employee satisfaction goals, goals relating to merger synergies, management of employment practices and employee benefits, or supervision of litigation and information technology, and goals relating to acquisitions or divestitures of subsidiaries, affiliates or joint ventures. The targeted level or levels of performance with respect to such performance measures may be established at such levels and on such terms as the committee may determine, in its discretion, including in absolute terms, as a goal relative to

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performance in prior periods, or as a goal compared to the performance of one or more comparable companies or an index covering multiple companies.

### ***Termination of Employment or Service***

Each award agreement will set forth the participant's rights with respect to each award following termination of employment or service.

### ***Change in Control***

Except as otherwise provided in a participant's award agreement, upon the occurrence of a change in control (as defined below), unless otherwise specifically prohibited under applicable laws or by the rules and regulations of any governing governmental agencies or national securities exchanges, any and all outstanding options and SARs granted under the omnibus incentive plan will become immediately exercisable, any restriction imposed on restricted stock, RSUs and other awards granted under the omnibus incentive plan will lapse, and any and all performance shares, performance units and other awards granted under the omnibus incentive plan with performance conditions will be deemed earned at the target level, or, if no target level is specified, the maximum level.

For purposes of the omnibus incentive plan, the term "change in control" is defined as the occurrence of any of the following events:

an acquisition immediately after which any person, group or entity possesses direct or indirect beneficial ownership (within the meaning of Rule 13d-3 under the Securities Exchange Act of 1934, which we refer to as the exchange act) of 25% or more of either our outstanding common stock or our outstanding voting securities, provided that, after the acquisition, the acquirer's beneficial ownership percentage exceeds FNF's, and excluding any acquisition directly from us, by us, by FNF or by any of our employee benefit plans and certain other acquisitions;

during any period of two consecutive years, the individuals who, as of the beginning of such period, constitute our board, or incumbent board, cease to constitute at least a majority of the board, provided that any individual who becomes a member of our board subsequent to the beginning of such period and whose election or nomination was approved by at least two thirds of the members of the incumbent board will be considered as though he or she were a member of the incumbent board;

the consummation of a reorganization, merger, share exchange or consolidation or sale or other disposition of all or substantially all of our assets unless (a) our stockholders immediately before the transaction continue to have beneficial ownership of 50% or more of the outstanding shares of our common stock and the combined voting power of our then outstanding voting securities resulting from the transaction in substantially the same proportions as their ownership immediately prior to the transaction of our common stock and outstanding voting securities; (b) no person (other than us, our parent organization (or the parent organization of the resulting corporation), an employee benefit plan sponsored by us or the resulting corporation, or any entity controlled by us or the resulting corporation) has beneficial ownership of 25% or more of the outstanding common stock of the resulting corporation or the combined voting power of the resulting corporation's outstanding voting securities; and (c) individuals who were members of the incumbent board continue to constitute a majority of the members of the board of directors of the resulting corporation; or

our stockholders approve a plan or proposal for the complete liquidation or dissolution of our company.

### ***Transferability***

Awards generally will be non-transferable except upon the death of a participant, although the committee may permit a participant to transfer awards (for example, to family members or trusts for family members) subject to such conditions as the committee may establish.

**Table of Contents*****Deferrals***

The committee may permit the deferral of vesting or settlement of an award and may authorize crediting of dividends or interest or their equivalents in connection with any such deferral. Any such deferral and crediting will be subject to the terms and conditions established by the committee and any terms and conditions of the plan or arrangement under which the deferral is made.

***Tax Withholding***

We may deduct or withhold, or require a participant to remit, an amount sufficient to satisfy federal, state, local, domestic or foreign taxes required by law or regulation to be withheld with respect to any taxable event arising as a result of the omnibus incentive plan. The committee may require or permit participants to elect that the withholding requirement be satisfied, in whole or in part, by having us withhold, or by tendering to us, shares of our common stock having a fair market value equal to the withholding obligation.

**Option Grant Information**

It is not possible at this time to determine awards that will be made in the future pursuant to the omnibus incentive plan, except as otherwise indicated below. Options that have been granted under the omnibus incentive plan in the past are set forth in the following table.

**Option Grants under the Omnibus Incentive Plan**

<b>Name &amp; Position/Group</b>	<b>Number of Securities Underlying Options Granted</b>
Raymond R. Quirk, Chief Executive Officer	120,000
Christopher Abbinante, President, Eastern Operations	60,000
Roger S. Jewkes, President, Western Operations	60,000
Erika Meinhardt, President, National Agency	60,000
Anthony J. Park, Executive Vice President and Chief Financial Officer	30,000
All current executive officers as a group	330,000
All current directors who are not executive officers, as a group	150,000
Each nominee for election as a director	
Each associate of such executive officers, directors or nominees	
Each other person who received or is to receive 5% of such options	
All employees, including all current officers who are not executive officers, as a group	2,544,000
Total	3,024,000

Upon closing under the securities exchange and distribution agreement, William P. Foley, II will receive 475,000 shares of FNT restricted stock, Alan L. Stinson and Brent B. Bickett each will receive 130,000 shares of FNT restricted stock and each non-employee director will receive 5,000 shares of FNT restricted stock.

**Federal Income Tax Consequences**

The following is a brief description of the principal federal income tax consequences relating to options awarded under the omnibus incentive plan. This summary is based on our understanding of present federal income tax law and regulations. The summary does not purport to be complete or applicable to every specific situation.

***Consequences to the Optionholder***

Grant. There are no federal income tax consequences to the optionholder solely by reason of the grant of ISOs or NQSOs under the omnibus incentive plan.

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**Exercise.** The exercise of an ISO is not a taxable event for regular federal income tax purposes if certain requirements are satisfied, including the requirement that the optionholder generally must exercise the ISO no later than three months following the termination of the optionholder's employment with FNT. However, such exercise may give rise to alternative minimum tax liability (see Alternative Minimum Tax below).

Upon the exercise of a NQSO, the optionholder will generally recognize ordinary income in an amount equal to the excess of the fair market value of the shares of common stock at the time of exercise over the amount paid therefore by the optionholder as the exercise price. The ordinary income, if any, recognized in connection with the exercise by an optionholder of a NQSO will be subject to both wage and employment tax withholding.

The optionholder's tax basis in the shares acquired pursuant to the exercise of an option will be the amount paid upon exercise plus, in the case of a NQSO, the amount of ordinary income, if any, recognized by the optionholder upon exercise thereof.

**Qualifying Disposition.** If an optionholder disposes of shares of common stock acquired upon exercise of an ISO in a taxable transaction, and such disposition occurs more than two years from the date on which the option was granted and more than one year after the date on which the shares were transferred to the optionholder pursuant to the exercise of the ISO, the optionholder will recognize long-term capital gain or loss equal to the difference between the amount realized upon such disposition and the optionholder's adjusted basis in such shares (generally the option exercise price).

**Disqualifying Disposition.** If the optionholder disposes of shares of common stock acquired upon the exercise of an ISO (other than in certain tax free transactions) within two years from the date on which the ISO was granted or within one year after the transfer of shares to the optionholder pursuant to the exercise of the ISO, at the time of disposition the optionholder will generally recognize ordinary income equal to the lesser of (i) the excess of each such share's fair market value on the date of exercise over the exercise price paid by the optionholder or (ii) the optionholder's actual gain (i.e., the excess, if any, of the amount realized on the disposition over the exercise price paid by the optionholder). If the total amount realized in a taxable disposition (including return of capital and capital gain) exceeds the fair market value on the date of exercise of the shares of common stock purchased by the optionholder under the option, the optionholder will recognize a capital gain in the amount of such excess. If the optionholder incurs a loss on the disposition (i.e., if the total amount realized is less than the exercise price paid by the optionholder), the loss will be a capital loss.

**Other Disposition.** If an optionholder disposes of shares of common stock acquired upon exercise of a NQSO in a taxable transaction, the optionholder will recognize capital gain or loss in an amount equal to the difference between the optionholder's basis (as discussed above) in the shares sold and the total amount realized upon disposition. Any such capital gain or loss (and any capital gain or loss recognized on a disqualifying disposition of shares of common stock acquired upon exercise of ISOs as discussed above) will be short-term or long-term depending on whether the shares of common stock were held for more than one year from the date such shares were transferred to the optionholder.

**Alternative Minimum Tax.** Alternative minimum tax, which we refer to as AMT is payable if and to the extent the amount thereof exceeds the amount of the taxpayer's regular tax liability, and any AMT paid generally may be credited against future regular tax liability (but not future AMT liability). AMT applies to alternative minimum taxable income.

For AMT purposes, the spread upon exercise of an ISO (but not a NQSO) will be included in alternative minimum taxable income, and the taxpayer will receive a tax basis equal to the fair market value of the shares of common stock at such time for subsequent AMT purposes. However, if the optionholder disposes of the ISO shares in the year of



exercise, the AMT income cannot exceed the gain recognized for regular tax purposes, provided that the disposition meets certain third-party requirements for limiting the gain on a disqualifying disposition. If there is a disqualifying disposition in a year other than the year of exercise, the income on the disqualifying disposition is not considered alternative minimum taxable income.

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***Consequences to FNT***

There are no federal income tax consequences to FNT by reason of the grant of ISOs or NQSOs or the exercise of an ISO (other than disqualifying dispositions).

At the time the optionholder recognizes ordinary income from the exercise of a NQSO, we will be entitled to a federal income tax deduction in the amount of the ordinary income so recognized (as described above), provided that the we satisfy our reporting obligations described below. To the extent the optionholder recognizes ordinary income by reason of a disqualifying disposition of the stock acquired upon exercise of an ISO, we will be entitled to a corresponding deduction in the year in which the disposition occurs.

We will be required to report to the internal revenue service any ordinary income recognized by any optionholder by reason of the exercise of a NQSO or upon a disqualifying disposition of an ISO. We will be required to withhold income and employment taxes (and pay the employer's share of employment taxes) with respect to ordinary income recognized by the optionholder upon the exercise of a NQSO, but not upon a disqualifying disposition of an ISO.

***Other Tax Consequences***

The foregoing discussion is not a complete description of the federal income tax aspects of options granted under the omnibus incentive plan. In addition, administrative and judicial interpretations of the application of the federal income tax laws are subject to change. Furthermore, the foregoing discussion does not address state or local tax consequences.

**The board of directors recommends a vote FOR for this proposal.**

**Table of Contents****SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS  
AND MANAGEMENT OF FNT**

The following table sets forth information regarding beneficial ownership of FNT common stock by:

each stockholder who is known by FNT to beneficially own 5% or more of the common stock;

each of FNT's directors;

each of FNT's executive officers named in the Summary Compensation Table; and

all of FNT's executive officers and directors as a group.

Unless otherwise indicated, each of the stockholders has sole voting and investment power with respect to the shares of common stock beneficially owned by that stockholder. The number of shares beneficially owned by each stockholder is determined under rules issued by the SEC. The information is not necessarily indicative of beneficial ownership for any other purpose.

**Security Ownership of Certain Beneficial Owners*****FNT Class A Common Stock.***

As of June 30, 2006, based upon filings with the SEC, there is no person known to us to be the beneficial owner of more than 5% of the FNT Class A common stock other than as set forth below and in Security Ownership of Management beginning on page 131.

<b>Name</b>	<b>Number of Shares Beneficially Owned</b>	<b>Percent of Class</b>
Basswood Capital Management, LLC 645 Madison Avenue, 10th Floor New York, NY 10022	2,372,811	7.8%
Chilton Investment Company, LLC 1266 East Main Street, 7th Floor Stamford, CT 06902	4,212,607	13.5%
Mellon Financial Corporation One Mellon Center Pittsburgh, PA 15258	2,305,346	7.58%

***FNT Class B Common Stock***

As of June 30, 2006, based upon filings with the SEC, there is no person known to FNT to be the beneficial owner of more than 5% of FNT's Class B common stock other than as set forth below and in Security Ownership of Management beginning on page 131.

<b>Name</b>	<b>Number of Shares Beneficially Owned</b>	<b>Percent of Class(1)</b>
Fidelity National Financial, Inc. 601 Riverside Avenue Jacksonville, FL 32204	143,176,041	100%

(1) Represents approximately 82% of our outstanding common stock and, as a result of the greater voting rights of the FNT Class B common stock, 97.9% of the outstanding voting rights of our common stock.

**Table of Contents****Security Ownership of Management**

The following table sets forth the beneficial ownership as of June 30, 2006, of FNT Class A common stock, by each director, by the director nominees, all executive officers named in the summary compensation table, and all directors and executive officers as a group. The information as to beneficial stock ownership is based on data furnished by the persons concerning whom such information is given.

Name	Number of	Number of Options	Total	Percent of Total
	Shares Owned(1)			
William P. Foley, II	1,120,698(2)	0	1,120,698	3.60%
Frank P. Willey	271,467	0	271,467	*
John F. Farrell, Jr.	6,763	0	6,763	*
Willie D. Davis	5,962	0	5,962	*
William A. Imparato	6,696	0	6,696	*
General William Lyon	9,636	0	9,636	*
Philip G. Heasley	10,452	0	10,452	*
William G. Bone	0	0	0	*
Peter O. Shea, Jr.	0	0	0	*
Robert N. Clements	0	0	0	*
Raymond R. Quirk	155,184	0	155,184	*
Christopher Abbinante	70,559	0	70,559	*
Roger S. Jewkes	66,369	0	66,369	*
Erika Meinhardt	70,005	0	70,005	*
Anthony J. Park	40,527(3)	0	40,527	*
All directors and executive officers (15 persons)	1,834,318	0	1,834,318	5.89%

\* Represents less than 1% of FNT's common stock.

- (1) Includes unvested restricted shares in the following amounts: Messrs. Foley and Quirk 120,000; Messrs. Abbinante and Jewkes 60,000; Ms. Meinhardt 60,000; Mr. Park 30,000; Messrs. Willey, Heasley, Imparato, Lyon, Davis and Farrell 5,000.
- (2) Included in this amount are 428,668 shares held by Folco Development Corporation, of which Mr. Foley and his spouse are the sole stockholders (with shared voting and investment control) and 101,345 shares held by Foley Family Charitable Foundation.
- (3) Included in this amount are 281 shares held by Mr. Park's spouse.

**Table of Contents****ELECTION OF DIRECTORS AND EXECUTIVE OFFICERS****Certain Information about our Directors**

The names of our directors and certain biographical information concerning each of them is set forth below:

**Term Expiring 2006**

<b>Name</b>	<b>Position With FNT</b>	<b>Age</b>	<b>Director Since</b>
John F. Farrell, Jr.	Director Chairman Audit Committee	68	2000(1)
Frank P. Willey	Vice Chairman of the Board	52	1984(1)
Willie D. Davis	Director Member Corporate Governance and Nominating Committee, Member Compensation Committee	71	2003(1)
Philip G. Heasley	Director Member Audit Committee	55	2000(1)

(1) Includes the period of time during which the director served as a director of FNF.

*John F. Farrell, Jr.* Mr. Farrell is a private investor and has been since 1997. From 1985 through 1994 he was Chairman and Chief Executive Officer of North American Mortgage Company. Mr. Farrell was Chairman of Integrated Acquisition Corporation from 1984 through 1989. He was a partner with Oppenheimer and Company from 1972 through 1981. Mr. Farrell currently serves as a director of FNF and Ames Investment Corporation. Mr. Farrell joined the board of directors of FNT in October 2005.

*Frank P. Willey.* Mr. Willey served as the Vice Chairman of the board of directors of FNF prior to joining the board of directors of FNT as its Vice Chairman in October 2005. Mr. Willey was a director of FNF from its formation in 1984 until the distribution, and also was the President of FNF from January 1, 1995 through March 20, 2000. Mr. Willey also served as an Executive Vice President and General Counsel of FNF from its formation until December 31, 1994. Presently, Mr. Willey also serves as a director of CKE Restaurants, Inc.

*Willie D. Davis.* Mr. Davis has served as the President and a director of All-Pro Broadcasting, Inc., a holding company that operates several radio stations, since 1976. Mr. Davis currently also serves on the board of directors of Sara Lee Corporation, Dow Chemical Company, MGM Mirage, Inc., Alliance Bank, Johnson Controls, Inc. and Manpower, Inc. Mr. Davis resigned from the board of directors of FNF to become a director of FNT in October 2005.

*Philip G. Heasley.* Mr. Heasley has served as the President and CEO of Transaction Systems Architects since May 1, 2005. Prior to that, Mr. Heasley served as Chairman and Chief Executive Officer of First USA Bank from 2000 to 2003. Before First USA, Mr. Heasley spent 13 years in executive positions at U.S. Bancorp, including six years as Vice Chairman and the last two years as President and Chief Operating Officer. Before joining U.S. Bancorp, Mr. Heasley spent 13 years at Citicorp, including three years as President and Chief Operating Officer of Diners Club,

Inc. Mr. Heasley resigned from the board of directors of FNF to become a director of FNT in October 2005.

**Table of Contents****Term Expiring 2007**

<b>Name</b>	<b>Position With FNT</b>	<b>Age</b>	<b>Director Since</b>
William A. Imparato	Director Chairman Corporate Governance and Nominating Committee, Member Audit Committee	59	1986(1)
General William Lyon	Chairman Compensation Committee	83	1998(1)
William G. Bone	Director Member Compensation Committee	64	2005

(1) Includes the period of time during which the director served as a director of FNF.

*William A. Imparato.* Mr. Imparato currently is a Partner in Beus Gilbert PLLC and the Managing Member of Tri-Vista Partners, LLC, and has been for more than five years. From June 1990 to December 1993, Mr. Imparato was President of FNT's wholly-owned real estate subsidiary Manchester Development Corporation. From July 1980 to March 2000 he was a partner in Park West Development Company, a real estate development firm headquartered in Phoenix, Arizona. In March 2000, Mr. Imparato started a new real estate development firm, Tri-Vista Partners LLC, headquartered in Scottsdale, Arizona. Mr. Imparato resigned from the board of directors of FNF to become a director of FNT in October 2005.

*General William Lyon.* General Lyon is Chairman of the Board and Chief Executive Officer of William Lyon Homes, Inc. and affiliated companies, which are headquartered in Newport Beach, California, and has been for more than five years. In 1989, General Lyon formed Air/Lyon, Inc., which included Elsinore Service Corp. and Martin Aviation at John Wayne Airport. He has been Chairman of the Board of The William Lyon Company since 1985. General Lyon resigned from the board of directors of FNF in October 2005.

*William G. Bone.* Mr. Bone founded Sunrise Company in 1963 and has served as its Chairman and Chief Executive Officer for more than five years. Mr. Bone joined the board of directors of FNT in October 2005.

**Term Expiring 2008**

<b>Name</b>	<b>Position With FNT</b>	<b>Age</b>	<b>Director Since</b>
William P. Foley, II	Chairman of the Board	61	1984(1)
Peter O. Shea, Jr.	Director	39	2006

(1) Includes the period of time during which the director served as a director of FNF.

*William P. Foley, II.* Mr. Foley is the Chairman of the Board and Chief Executive Officer of FNF, and has served in both capacities since that company's formation in 1984. Mr. Foley also served as President of that company from 1984 until December 31, 1994. Mr. Foley also is currently serving as the Chairman of the Board of FIS and as a director of



Florida Rock Industries, Inc. Mr. Foley has served as director of FNT since its formation on May 24, 2005.

*Peter O. Shea, Jr.* Mr. Shea is the President and Chief Executive Officer of J.F. Shea Co., Inc. and he previously served as Chief Operating Officer of J.F. Shea Co., Inc. for more than five years. J.F. Shea Co., Inc. is a private company with aggregate revenue in 2005 in excess of \$3.5 billion, with operations in home construction, commercial property development and management and heavy civil construction. Mr. Shea became a director of FNT in April 2006.

### ***Corporate Governance Guidelines***

Our board of directors adopted a set of corporate governance guidelines in September 2005 to provide, along with the charters of the board of director committees, a framework for the functioning of the board of directors and its committees and to establish a common set of expectations as to how the board of directors should perform its

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functions. The Corporate Governance Guidelines address the composition of the board of directors, the selection of directors, the functioning of the board of directors, the committees of the board of directors, the evaluation and compensation of directors and the expectations of directors, including ethics and conflicts of interest. These guidelines specifically provide that a majority of the members of the board of directors must be outside directors who the board of directors has determined have no material relationship with FNT and who otherwise meet the independence criteria established by the NYSE. The board of directors reviews these guidelines and other aspects of FNT's governance at least annually. A copy of our Corporate Governance Guidelines is available for review on our website at [www.fntg.com](http://www.fntg.com). Stockholders may also obtain a copy by writing to the Corporate Secretary at the address set forth under "Where You Can Find More Information" beginning on page 157.

### ***Code of Ethics and Business Conduct***

Our board of directors has adopted a Code of Ethics for Senior Financial Officers, which is applicable to our chief executive officer, our chief financial officer and our chief accounting officer, and a Code of Business Conduct and Ethics, which is applicable to all directors, officers and employees of FNT. The purpose of these codes is to (i) promote honest and ethical conduct, including the ethical handling of conflicts of interest; (ii) promote full, fair, accurate, timely and understandable disclosure; (iii) promote compliance with applicable laws and governmental rules and regulations; (iv) ensure the protection of FNT's legitimate business interests, including corporate opportunities, assets and confidential information; and (v) deter wrongdoing. Our codes of ethics and business conduct were adopted to reinvigorate and renew our commitment to FNT's longstanding standards for ethical business practices. Our reputation for integrity is one of our most important assets and each of our employees and directors is expected to contribute to the care and preservation of that asset. Under our codes of ethics, an amendment to or a waiver or modification of any ethics policy applicable to our directors or executive officers must be disclosed to the extent required under SEC and/or NYSE rules.

Copies of our Code of Business Conduct and Ethics and our Code of Ethics for Senior Financial Officers are available for review on our website at [www.fnf.com](http://www.fnf.com). Stockholders may also obtain a copy of any of these codes by writing to the Corporate Secretary at the address set forth under "Where You Can Find More Information" beginning on page 157.

### ***The Board and Its Committees***

Seven of the nine members of our board of directors (i.e., all directors other than Mr. Foley and Mr. Willey) are non-employees. Based on the recommendations of the corporate governance and nominating committee, the board of directors determined that all of the non-employee members of the board of directors are independent under the criteria established by the NYSE and our Corporate Governance Guidelines. Our board of directors met once in 2005 following our separation from FNF and each member of the board of directors attended the meeting. Our non-management directors also met periodically in executive sessions without management. In accordance with our Corporate Governance Guidelines, at each meeting a member of the Governance and Nominating Committee is designated by the other non-management directors to preside as the lead director during that session. FNT does not, as a general matter, require our board of directors' members to attend our annual meeting of stockholders, although each of our directors is invited to attend our 2006 annual meeting, which will be our first annual meeting of stockholders since our separation from FNF.

The board of directors has three standing committees, namely an audit committee, a compensation committee and a corporate governance and nominating committee. The charter of each committee is available on our website at [www.fnf.com](http://www.fnf.com). Stockholders also may obtain a copy of any of these charters by writing to the Corporate Secretary at the address set forth under "Where You Can Find More Information" beginning on page 157.

### ***Corporate Governance and Nominating Committee***

The members of the corporate governance and nominating committee are William A. Imparato and Willie D. Davis. Donald M. Koll, who was previously a member of the committee, resigned from the board of directors in April 2005. Each of Messrs. Imparato and Davis was deemed to be independent by the board of directors, as required by the NYSE. The corporate governance and nominating committee did not meet in 2005. So far in 2006,

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the corporate governance and nominating committee has met twice and each of the members of the committee attended each meeting. The primary functions of the corporate governance and nominating committee, as identified in its charter, are:

identifying individuals qualified to become members of the board of directors and making recommendations to the board of directors regarding nominees for election;

developing and recommending to the board of directors a set of corporate governance principles applicable to FNT and reviewing such principles at least annually;

developing and recommending to the board of directors standards to be applied in making determinations as to the absence of material relationships between FNT and a director;

adopting, revising and overseeing the board of directors' criteria for selecting new directors;

establishing procedures for the corporate governance and nominating committee to exercise oversight of the evaluation of the board of directors and management;

evaluating, at least annually, the performance of the corporate governance and nominating committee;

considering nominees recommended by stockholders; and

assisting management in the preparation of the disclosure in FNT's annual proxy statement regarding the operations of the corporate governance and nominating committee.

In fulfilling its duty to recommend nominees for election as directors, the committee considers, among other things, the following criteria:

personal qualities and characteristics, accomplishments and reputation in the business community;

current knowledge and contacts in the communities in which FNT does business and in FNT's industry or other industries relevant to FNT's business;

ability and willingness to commit adequate time to board of directors and committee matters;

the fit of the individual's skills and personality with those of other directors and potential directors in building a board of directors that is effective, collegial and responsive to the needs of FNT; and

diversity of viewpoints, background, experience and other demographics.

The corporate governance and nominating committee would consider qualified candidates for directors suggested by our stockholders. To date, no such suggestions have been received. Stockholders can suggest qualified candidates for director to the corporate governance and nominating committee by writing to our Corporate Secretary at 601 Riverside Avenue, Jacksonville, Florida 32204. The submission should provide a brief description of the qualifications of the candidate. Submissions that meet the criteria outlined above and in the Corporate Governance Guidelines will be forwarded to the Chairman of the corporate governance and nominating committee for further review and consideration.

## ***Audit Committee***

The members of the audit committee are John F. Farrell, Jr. (Chairman), William A. Imparato and Philip G. Heasley. The board of directors has determined that each of the audit committee members is financially literate and independent as required by the rules of the SEC and the NYSE, and that each of Messrs. Farrell and Heasley is an audit committee financial expert, as defined by the rules of the SEC. The audit committee met 3 times in 2005 following our separation from FNF and each of the members attended all of the meetings. The primary functions of the audit committee include:

appointing, compensating and overseeing FNT's independent auditor;

overseeing the integrity of FNT's financial statements and FNT's compliance with legal and regulatory requirements;

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discussing the annual audited financial statements and quarterly financial statements with management and the independent auditors, including FNT's disclosures under FNT's Management Discussion and Analysis of Financial Condition and Results of Operation beginning on page 65;

establishing procedures for receiving, processing and retaining complaints (including anonymous complaints) received by FNT concerning accounting controls or auditing issues;

engaging independent advisors, such as legal counsel and accounting advisors, as needed, to assist the audit committee in meeting its obligations;

approving any significant non-audit relationship with FNT's independent auditors;

approving audit and non-audit services provided by FNT's independent auditors;

discussing earnings press releases and financial information provided to analysts and rating agencies;

discussing policies with respect to risk assessment and risk management;

meeting, separately and periodically, with management, internal auditors and independent auditors;

evaluating, at least annually, the performance of the audit committee; and

producing an annual report for inclusion in FNT's proxy statement, in accordance with applicable rules and regulations.

The audit committee is a separately-designated standing committee established in accordance with Section 3(a)(58)(A) of the exchange act. Please refer to the section of this information statement entitled Election of Directors and Executive Officers Report of the Audit Committee beginning on page 137, for more information on the responsibilities of the audit committee.

***Compensation Committee***

The members of the compensation committee are General William Lyon, Willie D. Davis and William G. Bone. Each of Messrs. Lyon, Lane and Bone was deemed to be independent by the board of directors, as required by the NYSE. The compensation committee did not meet in 2005 following our separation from FNF. To date in 2006, the compensation committee has met twice, and each of the members of the committee attended each meeting. The functions of the compensation committee include the following:

discharging the board of directors' responsibilities relating to compensation of FNT's executives;

reviewing and approving corporate goals and objectives relevant to the Chief Executive Officer's compensation, evaluating the Chief Executive Officer's performance in light of those goals and objectives, and setting the Chief Executive Officer's compensation level based on this evaluation;

making recommendations to the board of directors with respect to incentive-compensation plans and equity-based plans;

evaluating, at least annually, the performance of the compensation committee; and

producing an annual report on executive compensation for inclusion in FNT's proxy statement, in accordance with applicable rules and regulations.

For more information regarding the responsibilities of the compensation committee, please refer to the section of this information statement entitled "Compensation of Directors and Executive Officers" beginning on page 140.

***Contacting the Board of Directors***

Any stockholder or other interested person who desires to contact any member of the board of directors or the non-management members of the board of directors as a group may do so by writing to: Board of Directors, c/o Corporate Secretary, Fidelity National Financial, Inc., 601 Riverside Avenue, Jacksonville, FL 32204. Communications received are distributed by the Corporate Secretary to the appropriate member or members of the board of directors.

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***Report of the Audit Committee***

The audit committee of the board of directors submits the following report on the performance of certain of its responsibilities for the year 2005:

The primary function of our audit committee is oversight of FNT's financial reporting process, public financial reports, internal accounting and financial controls, and the independent audit of the annual consolidated financial statements. Our audit committee acts under a written charter, which was adopted in 2005 and subsequently approved by our board of directors. We review the adequacy of our charter at least annually. Our audit committee is comprised of the three directors named below, each of whom has been determined by the board of directors to be independent as defined by the recently revised NYSE independence standards. In addition, our board of directors has designated each of John F. Farrell, Jr. and Philip G. Heasley as an audit committee financial expert as defined by SEC rules.

In performing our oversight function, we reviewed and discussed with management and KPMG LLP, our independent auditors, the audited financial statements of FNT as of and for the year ended December 31, 2005. Management and KPMG LLP reported to us that FNT's consolidated financial statements present fairly, in all material respects, the consolidated financial position and results of operations and cash flows of FNT and its subsidiaries in conformity with generally accepted accounting principles. We also discussed with KPMG LLP matters covered by the Statement on Auditing Standards No. 61 (Communication with Audit Committees).

We have received and reviewed the written disclosures and the letter from KPMG LLP required by Independence Standards Board Standard No. 1 (Independence Discussions with Audit Committees), and have discussed with them their independence. In addition, we have considered whether KPMG LLP's provision of non-audit services to FNT is compatible with their independence.

SEC rules require that, before a company's independent auditor is engaged to provide any audit or permissible non-audit services, the engagement must be pre-approved by the audit committee or entered into pursuant to pre-approval policies and procedures established by the audit committee. FNT's audit committee has not established a pre-approval policy at this time. Rather, the audit committee as a whole reviews and pre-approves all audit and permissible non-audit services to be provided by KPMG LLP.

Finally, we discussed with FNT's internal auditors and KPMG LLP the overall scope and plans for their respective audits. We met with KPMG LLP at each meeting, both with and without management present. Our discussions with them included the results of their examinations, their evaluations of FNT's internal controls and the overall quality of FNT's financial reporting.

Based on the reviews and discussions referred to above, we recommended to our board of directors that the audited financial statements referred to above be included in FNT's Annual Report on Form 10-K for the fiscal year ended 2005 and that KPMG LLP be appointed independent auditors for FNT for 2006.

In carrying out our responsibilities, we look to management and the independent auditors. Management is responsible for the preparation and fair presentation of FNT's financial statements and for maintaining effective internal control. Management is also responsible for assessing and maintaining the effectiveness of internal control over the financial reporting process. The independent auditors are responsible for auditing FNT's annual financial statements and expressing an opinion as to whether the statements are fairly stated in conformity with generally accepted accounting principles. The independent auditors perform their responsibilities in accordance with the standards of the Public Company Accounting Oversight Board. Our members are not professionally engaged in the practice of accounting or auditing, and are not experts under the exchange act in either of those fields or in auditor independence.



The foregoing report is provided by the following independent directors, who constitute the Committee:

Audit Committee

John F. Farrell, Jr., Chairman  
Philip G. Heasley  
William A. Imparato

**Table of Contents*****Principal Accounting Fees and Services***

In accordance with the requirements of the Sarbanes-Oxley Act of 2002, all audit and audit-related work and all non-audit work performed by FNT's independent auditor, KPMG LLP, is approved in advance by the audit committee, including the proposed fees for such work.

FNT incurred the following fees for audit and other services performed by KPMG LLP with respect to fiscal years 2005:

	<b>2005</b>	
	<b>(Amount in thousands)</b>	
Audit fees(1)	\$	1,134
Audit related fees(2)		11
Tax fees		
All other fees		
	\$	1,145

(1) Audit fees consisted principally of fees for the 2005 audit of FNT, including statutory audits of subsidiaries, and quarterly reviews, including billings for out of pocket expenses, and fees related to the review of registration statements for various transactions.

(2) Audit related fees in 2005 consisted principally of fees for audits of employee benefit plans.

**Certain Information about our Executive Officers**

The executive officers of FNT as of the date of this report are set forth in the table below. Certain biographical information with respect to those executive officers who do not also serve as directors follows the table. Mr. Foley's biographical information is provided above.

<b>Name</b>	<b>Position With FNT</b>	<b>Age</b>
William P. Foley, II	Chairman of the Board	61
Raymond R. Quirk	Chief Executive Officer	59
Christopher Abbinante	President, Eastern Operations	55
Roger S. Jewkes	President, Western Operations	47
Erika Meinhardt	President, National Agency	47
Anthony J. Park	Executive Vice President and Chief Financial Officer	39

*Raymond R. Quirk* is our Chief Executive Officer. Prior to his position as Chief Executive Officer, he was President of FNT from January 2003 to October 2005. Since he joined FNT in 1985, Mr. Quirk has also served in numerous executive and management positions, including Executive Vice President, Co-Chief Operating Officer, and Divisional and Regional Manager with responsibilities governing direct and agency operations nationally.

*Christopher Abbinante* is our President, Eastern Operations. Prior to his appointment as President, Eastern Operations, Mr. Abbinante served as an Executive Vice President and a Co-Chief Operating Officer of FNF from January 2002 to October 2005. Mr. Abbinante joined FNF in 2000 in connection with FNF's acquisition of Chicago Title Corporation. Prior to joining FNF, Mr. Abbinante served as a Senior Vice President of Chicago Title Insurance Company from 1976 to 2000.

*Roger S. Jewkes* is our President, Western Operations. Prior to his appointment as President, Western Operations, Mr. Jewkes served as a Division Manager for FNF from May 2003 to October 2005, and as a Regional Manager with FNF from May 2001 to 2003. In his role as a Division Manager, Mr. Jewkes was responsible for

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FNF's direct title operations in California, Arizona, Colorado, Nevada and New Mexico. Mr. Jewkes has held various other operational management positions with FNF since he joined FNF through an acquisition in 1987.

*Erika Meinhardt* is our President, National Agency Operations. Prior to her appointment as President, National Agency Operations, she served as Executive Vice President and Division Manager for FNF from 2002 until October 2005, with responsibility for direct and agency operations in the Southeast and Northeast. Ms. Meinhardt has held various other positions with FNF and its subsidiary companies since 1983.

*Anthony J. Park* is our Chief Financial Officer. Prior to his appointment as our Chief Financial Officer, Mr. Park has served as the Chief Accounting Officer of FNF from March 2000 until October 2005. In his role as Chief Accounting Officer of FNF, Mr. Park had primary responsibility for all aspects of the corporate accounting function and production of the consolidated financial statements. Mr. Park has previously held the titles of Controller and Assistant Controller of FNF since he joined FNF in 1991.

**Table of Contents****COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS****Director Compensation**

Directors who also are our officers do not receive any compensation for acting as directors, except for reimbursement of reasonable expenses, if any, incurred in attending board meetings. During 2005, directors who were not our employees received:

an annual retainer of \$35,000;

a per meeting fee of \$1,500 for each board meeting attended;

an annual retainer of \$2,500 for service on any board committee (except audit) or a \$7,500 annual retainer if chair of any committee (except audit);

an annual retainer of \$5,000 for service on the audit committee or a \$10,000 annual retainer if chair of the audit committee;

a per meeting fee of \$1,500 for each committee meeting attended (except audit which has a per meeting fee of \$2,000); and

expenses of attending board and committee meetings.

In addition, each non-employee director received a grant of 5,000 shares of restricted FNT Class A common stock during 2005.

**Executive Compensation**

The following table contains compensation information for our chief executive officer and four of our other executive officers who were the most highly compensated for the year ended December 31, 2005. The information in this table includes compensation earned by the individuals for services with FNT or with FNF while FNT was still an operating segment of FNF. All references in the following tables to restricted stock and stock option awards in 2003 and 2004 relate to grants made by FNF. For 2005, restricted stock and stock option awards were granted by both FNT and FNF. The amounts of compensation paid by FNF do not necessarily reflect the compensation such person will receive in the future, which could be higher or lower, because historical compensation was determined by FNF and future compensation levels will be determined based on the compensation policies, programs and procedures established by our Compensation and Benefits Committee.

**Summary Compensation Table**

Name and Title	Annual Compensation		Long-Term Compensation			All Other Compensation
	Salary	Bonus	Other Annual Compensation	Restricted Stock Awards	Underlying Securities	
	(\$)(1)	(\$)(2)	(\$)(3)	(\$)(4)	(#)(6)	(\$)(7)

	<b>Fiscal Year</b>						
Raymond R. Quirk	2005	647,500	1,282,500	38,693	2,628,000(4)		33,070
Chief Executive Officer	2004	606,250	1,210,227	7,304		166,236	28,956
	2003	594,529	1,557,123	89,148	1,156,050(5)	8,250	23,644
Christopher Abbinante	2005	500,000	978,125	6,000	1,314,000(4)		28,370
President	2004	475,000	1,079,344	6,000		117,916	25,876
Eastern Operations	2003	475,003	950,000	53,513	660,600(5)		25,768
Roger S. Jewkes	2005	439,166	900,000	15,200	1,314,000(4)		33,246
President	2004	469,059	963,984	6,000		103,177	17,477
Western Operations	2003	300,000	450,000	6,000	300,273(5)		18,621
Erika Meinhardt	2005	375,000	712,240	208,739	1,314,000(4)		32,802
President	2004	341,668	683,333	8,781		117,916	22,284
National Agency	2003	300,000	600,000	6,000	450,409(5)		23,193
Anthony J. Park	2005	286,459	276,910		657,000(4)	12,792	25,131
Executive Vice							
President	2004	250,001	175,000			29,479	17,269
Chief Financial Officer	2003	235,416	164,792	23,457	105,095(5)		20,022

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- (1) Amounts shown for the indicated fiscal year include amounts deferred at the election of the named executive officer pursuant to FNF's 401(k) plan.
- (2) Bonuses were awarded during the year following the year to which the bonuses relate, based on an evaluation by the compensation committee of the board of directors.
- (3) Amounts shown for Mr. Quirk include (i) the cost of a company provided automobile of \$6,000 in 2005, 2004, and 2003; (ii) financial planning advice provided by third parties of \$32,693 in 2005; and (iii) personal use of company assets by Mr. Quirk of \$1,304 in 2004. Amounts shown for Mr. Abbinante include (i) the cost of a company provided automobile of \$6,000 in 2005, 2004, and 2003. Amounts shown for Mr. Jewkes include (i) the cost of a company provided automobile of \$6,000 in 2005, 2004, and 2003 and (ii) a deferred compensation payout of \$9,200 in 2005. Amounts shown for Ms. Meinhardt include (i) the cost of a company provided automobile of \$6,000 in 2005, 2004, and 2003, (ii) a deferred compensation payout of \$202,739 in 2005, and (iii) personal use of company assets by Ms. Meinhardt of \$2,781 in 2004. The amount shown for Mr. Park includes relocation expenses of \$23,457 in 2003. Amounts also include amounts reimbursed during 2003 for the payment of taxes in connection with the restricted stock grant: Mr. Quirk: \$83,148 and Mr. Abbinante: \$47,513.
- (4) Pursuant to the omnibus incentive plan, FNT granted shares of restricted common stock of FNT to Messrs. Quirk, Abbinante, Jewkes, and Park and Ms. Meinhardt on October 18, 2005. The restricted shares granted vest over a four year period. Dividends are paid by FNT on the restricted stock granted. The following are the number and aggregate value of restricted stock holdings as of December 31, 2005: (i) Mr. Quirk: 120,000 shares; \$2,922,000; (ii) Mr. Abbinante: 60,000 shares; \$1,461,000; (iii) Mr. Jewkes: 60,000 shares; \$1,461,000; (iv) Ms. Meinhardt: 60,000 shares; \$1,461,000 and (v) Mr. Park: 30,000 shares; \$730,500.
- (5) Pursuant to the 2001 Plan, FNF granted rights to Messrs. Quirk, Abbinante, Jewkes, and Park and Ms. Meinhardt to purchase shares of restricted common stock of FNF on November 18, 2003. The restricted shares granted to Mr. Quirk and Mr. Abbinante vest over a four year period, of which one-fifth vested immediately on the date of grant. The restricted shares granted to Mr. Jewkes, Ms. Meinhardt and Mr. Park vest over five years. Dividends are paid by FNF on the restricted stock granted. During 2005, in addition to paying regular dividends on the FNF restricted stock, FNF paid a special dividend of \$10 per share on the restricted stock accounts. The following is the amount paid as a result of the special dividend: (i) Mr. Quirk: \$231,000; (ii) Mr. Abbinante: \$132,000; (iii) Mr. Jewkes: \$88,000; (iv) Ms. Meinhardt: \$132,000; and (v) Mr. Park: \$30,800. The following are the number and aggregate value of FNF restricted stock holdings as of December 31, 2005: (i) Mr. Quirk: 15,400 shares; \$566,566; (ii) Mr. Abbinante: 8,800 shares; \$323,752; (iii) Mr. Jewkes: 6,600 shares; \$247,632; (iv) Ms. Meinhardt: 9,900 shares; \$364,221 and (v) Mr. Park: 2,310 shares; \$84,985. Also as part of the FNT distribution, holders of FNF restricted stock were issued shares of FNT restricted stock per the distribution ratio. The following are the number and aggregate value of restricted stock holdings of FNT relating to this distribution as of December 31, 2005: (i) Mr. Quirk: 2,694 shares; \$65,599; (ii) Mr. Abbinante: 1,540 shares \$37,499; (iii) Mr. Jewkes: 1,155 shares; \$28,124; (iv) Ms. Meinhardt: 1,733 shares; \$42,199; and (v) Mr. Park: 404 shares; \$9,837.
- (6) The number of securities underlying options has been adjusted to reflect all dividends and stock splits, except for Mr. Quirk's 2004 grant of FNF stock which was not adjusted for the \$10 special dividend paid in March of 2005. On this grant, Mr. Quirk was paid the \$10 dividend on his grant of 150,000 options (166,236 adjusted for the FNT distribution) for a total payment of \$1,500,000 that is subject to repayment should Mr. Quirk leave employment prior to the full vesting of that award
- (7)

Amounts shown for fiscal 2005 consist of the following: (i) Mr. Quirk: company paid life insurance premiums \$3,070 and company contribution to Employee Stock Purchase Plan \$30,000; (ii) Mr. Abbinante: company contribution to 401(k) plan \$6,300, company paid life insurance premiums \$3,070 and company contribution to Employee Stock Purchase Plan \$19,000; (iii) Mr. Jewkes: company contribution to 401(k) plan \$6,300, company paid life insurance premiums \$1,071 and company contribution to Employee Stock Purchase Plan \$25,875; (iv) Ms. Meinhardt: company contribution to 401(k) plan \$6,300, company paid life insurance premiums \$1,971 and company contribution to Employee Stock Purchase Plan \$24,531; and (v) Mr. Park: company contribution to 401(k) plan \$6,300, company paid life insurance premiums \$81 and company contribution to Employee Stock Purchase Plan \$18,750.



**Table of Contents*****Stock Ownership Guidelines***

In order to help demonstrate the alignment of the personal interests of our officers and directors with the interests of our stockholders, we have established the following stock ownership guidelines, as multiples of the officer's base salary or the director's annual retainer from FNT, that must be held by our officers or directors:

<b>Position</b>	<b>Multiple</b>
Chief Executive Officer	5x Base Salary
Other Officers (direct reports to the CEO or Section 16 Reporting Persons)	2x Base Salary
Members of the Board	2x Annual Retainer

The number of shares of our stock that must be held is determined by multiplying the officer's annual base salary (or in the case of a non-employee director, such director's annual retainer) by the applicable multiple shown above, and dividing the result by the highest closing price of our stock during the immediately preceding 24 months. Compliance will be monitored by the compensation committee of our board of directors once a year and not on a running basis. In order to meet this stock ownership requirement, an officer or director may count all shares of our stock beneficially owned by such officer or director, including stock held in our 401(k) plan, our employee stock purchase plan, stock units held in any deferral plan, any restricted shares, restricted stock units and vested options including any restricted shares issued to such officer or director upon conversion of FNF restricted shares in connection with the proposed transactions. Each officer or director must attain ownership of the required stock ownership level within five years after first becoming subject to these guidelines, provided, that if an individual becomes subject to a greater ownership requirement due to a promotion or increase in base salary, such individual is expected to meet the higher ownership requirement within three years.

***Equity Grants***

In addition to the replacement FNT option grants that will be issued in connection with the spin-off (see Approval of Amendment to the FNT 2005 Omnibus Incentive Plan Purpose of the Amendment and Description of the Proposal beginning on page 122), the compensation committee has approved the grant of FNT restricted shares to the following individuals who will serve as executive officers of FNT immediately following the spin-off: (i) William P. Foley, II: 475,000 shares, with 3 year graded vesting (1/3 each year); (ii) Alan L. Stinson: 130,000 shares, with 3 year graded vesting (1/3 each year); and (iii) Brent B. Bickett: 130,000 shares, with 3 year graded vesting (1/3 each year).

**FIS Option Grants**

The following table provides information as to options to acquire common stock of FIS granted to Anthony J. Park during 2005 pursuant to the FIS 2005 Stock Incentive Plan. There were no options to acquire common stock of FIS granted to Ms. Meinhardt or to Messrs. Quirk, Abbinante or Jewkes. During 2005, none of the five named executive officers received grants of options to purchase shares of common stock of FNT or FNF.

**Option Grants in Last Fiscal Year**

<b>Number of Securities</b>	<b>Individual Grants</b>	<b>Potential Realizable Value at Assumed Annual Rates of</b>
-------------------------------------	--------------------------	--

Name	Underlying Options Granted (#)	Percentage of Total Options Granted to Employees in Fiscal Year	Exercise or Base Price (\$/share)	Expiration Date	Stock Price Appreciation for Option Term(2)	
					5%	10%
					(\$)	(\$)
Anthony J. Park	12,792	%	\$ 15.63(1)	3/9/2015	\$ 125,779	\$ 318,749

(1) The stock options shown in the table above were granted to the named executive officer on March 9, 2005 at an exercise price of \$15.63, the assumed fair market value of the FIS common stock on the date of grant. All such options were granted under the FIS 2005 Stock Incentive Plan. 5,970 of these options are fully vested based upon the achievement of certain performance objectives. The remaining 6,822 of these options vest in 20 quarterly installments beginning on March 31, 2005 and ending on December 31, 2009. Vesting is accelerated upon a change in control of FIS.

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- (2) These are assumed rates of appreciation, and are not intended to forecast future appreciation of the common stock of FIS.

**Option Exercises and Fiscal Year-End Values**

The following tables summarize information regarding exercises of FNF and FIS stock options by the named executive officers during 2005 and unexercised FNF and FIS options held by them as of December 31, 2005.

**Aggregated FNF Stock Option Exercises  
In Last Fiscal Year and Fiscal Year-End Option Values**

Name	Shares Acquired on Exercise(1) (#)	Value Realized(1) (\$)	Number of Unexercised Options at	Value of Unexercised In-the-Money Options at
			December 31, 2005 (#) Exercisable/ Unexercisable	December 31, 2005(2) (\$) Exercisable/ Unexercisable
Raymond R. Quirk	85,622	\$ 2,634,115	534,275 / 110,824	\$ 12,659,472 / \$417,208
Christopher Abbinante		\$	79,521 / 78,610	\$ 1,325,808 / \$901,680
Roger S. Jewkes	3,971	\$ 116,509	65,468 / 68,784	\$ 1,107,154 / \$788,973
Erika Meinhardt	20,350	\$ 637,989	146,566 / 78,610	\$ 3,151,034 / \$901,680
Anthony J. Park	44,281	\$ 1,400,280	64,306 / 19,652	\$ 1,565,279 / \$225,414

(1) All shares acquired on exercise are shares of FNF common stock.

(2) In accordance with the rules of the Securities and Exchange Commission, values are calculated by subtracting the exercise price from the fair market value of the underlying common stock. For purposes of this table, the fair market value, which represents the closing price of FNF common stock reported by the NYSE on December 31, 2005, is deemed to be \$36.79.

**Aggregated FIS Stock Option Exercises  
In Last Fiscal Year and Fiscal Year-End Option Values**

Name	Shares Acquired on Exercise(1) (#)	Value Realized(1) (\$)	Number of Unexercised Options at	Value of Unexercised In-the-Money Options at
			December 31, 2005 (#) Exercisable/ Unexercisable	December 31, 2005(2) (\$) Exercisable/ Unexercisable
Anthony J. Park		\$	1,364 / 11,428	\$ 33,998 / \$284,845

- (1) All shares acquired on exercise are shares of FIS common stock.
- (2) In accordance with the rules of the Securities and Exchange Commission, values are calculated by subtracting the exercise price from the fair market value of the underlying common stock. For purposes of this table, the fair market value, which represents the closing price of FIS common stock reported by the NYSE on December 31, 2005, is deemed to be \$40.56.

### **Retirement Benefits**

We maintain an employee stock purchase plan, which we refer to as the ESPP. In addition, our employees are eligible to participate in FNF's 401(k) profit sharing plan. These plans do not discriminate in favor of directors or executive officers in the nature or level of benefits provided to participants. Additionally, in connection with our merger with Chicago Title, we assumed Chicago Title's noncontributory defined benefit pension plan, which we refer to as the pension plan. The pension plan covered certain Chicago Title employees and the benefits thereunder were based on years of service and the employee's average monthly compensation in the highest 60 consecutive calendar months during the 120 months ending at retirement or termination. Effective as of December 31, 2001, the pension plan was frozen and there will be no future credit given for years of service or changes in salary. None of the named executive officers were ever participants in the pension plan.

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*Employee Stock Purchase Plan.* In 2005, we adopted the ESPP. Under the terms of the ESPP, eligible employees may voluntarily purchase, at current market prices, shares of FNT's common stock through payroll deductions. Pursuant to the ESPP, employees may contribute an amount between 3% and 15% of their base salary and certain commissions. FNT contributes varying amounts as specified in the ESPP.

*401(k) Profit Savings Plan.* FNT employees are eligible to participate in FNF's 401(k) plan, which is a qualified voluntary contribution savings plan. Eligible employees may contribute up to 15% of their pretax annual compensation, subject to annual limitations imposed by the internal revenue service. FNT matches 50% of each dollar of employee contribution up to 6% of the employee's total compensation.

## **Employment Agreement**

*Raymond R. Quirk.* FNF previously entered into an employment agreement with Raymond R. Quirk, effective March 20, 2003. On June 8, 2006, FNF, FNT and Mr. Quirk entered into an amendment to Mr. Quirk's employment agreement, pursuant to which FNT agreed to assume all of FNF's obligations under the agreement, as modified by the amendment, and to extend the term of Mr. Quirk's employment until December 31, 2006. Pursuant to this agreement, Mr. Quirk's minimum base salary is \$600,000, and he is eligible for an annual cash bonus, as established by the compensation committee of the board of directors. Mr. Quirk's salary may be increased at the discretion of the compensation committee. The agreement contains a change in control provision enabling Mr. Quirk to terminate the agreement due to a change in control during the period commencing 60 days and expiring 365 days after such change in control. In the event of termination of the agreement for good reason (defined in the agreement as a change in control) or if Mr. Quirk's employment is terminated following a change in control under certain circumstances, he will receive (i) his minimum annual base salary through the date of termination, (ii) severance pay in an amount equal to his annual salary in effect as of the date of termination or the highest bonus paid or payable to him during the term of the agreement multiplied by the greater of the number of years (including partial years) remaining in the agreement or the number two, and (iii) maintenance of all benefit plans and programs for Mr. Quirk for the greater number of two years or the number of years (including partial years) remaining in the agreement. The agreement expressly provides that no event or transaction which is entered into, is contemplated by, or occurs as a result of the securities exchange and distribution agreement or any related transaction will constitute a change in control under the agreement.

## **Compensation Committee Interlocks and Insider Participation**

The compensation committee is currently composed of General William Lyon, William G. Bone and Willie D. Davis. During fiscal year 2005, no member of the compensation committee was a former or current officer or employee of FNT or any of its subsidiaries. In addition, during fiscal year 2005, no executive officer of FNT served (i) as a member of the compensation committee or board of directors of another entity, one of whose executive officers served on the compensation committee, or (ii) as a member of the compensation committee of another entity, one of whose executive officers served on the board of directors.

## **Board Compensation Committee Report on Executive Compensation**

This report summarizes the philosophical principles, specific program objectives, and other factors considered by the Compensation Committee in reaching its determinations regarding the compensation of executive officers in 2005, including the basis for compensation of the Chairman and the Chief Executive Officer.

### ***Purpose of the Compensation Committee***

The Compensation Committee's primary function is to assist the board of directors in discharging its responsibilities related to the compensation of FNT's executive officers and other executives as designated by the board of directors.

The Committee seeks to ensure that FNT's compensation policies and practices are consistent with FNT's values and support the successful recruitment, development, and retention of executive talent in order to achieve FNT's business objectives and optimize long-term financial returns. The Committee's actions and decisions are presented to the full board of directors for its consideration.

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The Compensation Committee was formed in 2005, when FNT was spun-off from Fidelity National Financial and became a separate, publicly traded company. During 2005, the Committee was composed entirely of independent directors, as defined under current New York Stock Exchange listing standards and FNT’s Corporate Governance Guidelines. The Compensation Committee engaged its own independent consultant to (a) advise it regarding best practices in executive compensation, (b) annually review market data to assess FNT’s competitive position and the reasonableness of base salary, annual incentives, long-term incentives and perquisites, and (c) advise it with respect to specific executive compensation decisions. The Committee reviews perquisites as well as employment, severance, or similar arrangements for FNT executives and also monitors compliance with FNT’s Stock Ownership Guidelines.

The Compensation Committee’s charter provides greater detail concerning the Committee’s responsibilities and procedures. A copy of the Compensation Committee’s charter is posted on FNT’s web site at [www.fntg.com](http://www.fntg.com). Stockholders also may obtain a copy by writing to the Corporate Secretary at the address set forth on the first page of this Proxy Statement.

***Compensation Philosophy***

FNT seeks to attract and motivate a highly qualified workforce to deliver superior performance that builds stockholder value over the long-term. Below is a brief summary of certain basic elements of FNT’s executive compensation philosophy:

1. *Linkage to Company Performance.* The essence of FNT’s executive compensation program is the linkage of compensation to FNT performance. Our approach is based on the belief that the interests of executives should be closely aligned with those of FNT’s stockholders. A significant portion of each executive’s total compensation is linked to accomplishing specific, measurable results intended to build long-term value for stockholders. Compensation plans are developed to motivate executives to improve the overall performance and profitability of FNT and the specific region/unit to which they are assigned. Executives generally will be rewarded only when and if the business goals previously established by management and the Committee have been achieved. Each executive’s individual performance and contribution will be reflected through differentiated salary adjustments and the amount of incentive awards paid, if any. Long-term incentive awards are based on restricted stock, further reinforcing the link between the executives and stockholders’ interests. Moreover, total compensation must be set at competitive levels to attract highly qualified talent to FNT, motivate employees to perform at their highest levels, reward outstanding achievement, and retain those individuals with the leadership abilities and skills necessary for building long-term stockholder value. A significant part of an executive’s total compensation is variable, at material risk, and tied to the financial performance of FNT, such as profit, efficiency, returns, and stockholder value. Stock ownership is also emphasized, so that executives manage from an owner’s perspective. The Committee believes that material stock ownership by executives effectively aligns the interests of those employees with those of stockholders and strongly motivates executives to build long-term share value.

2. *Stock Ownership Guidelines.* The Committee and the board of directors feel that the best way to reinforce the link between executives and stockholders is to require that executives own a significant amount of FNT common stock. As a result, in 2006 the Committee established formal stock ownership guidelines for all corporate officers, including the named executive officers, and members of the board of directors. A copy of FNT’s stock ownership guidelines is posted on FNT’s website at [www.fntg.com](http://www.fntg.com). The guidelines, including those applicable to non-employee directors, are as follows:

<b>Position</b>	<b>Minimum Aggregate Value</b>
Chairman and CEO	5 times base salary

Other Officers

2 times base salary

Members of the Board

2 times annual retainer

3. Expensing of Stock Options. FNT elected to treat stock options and restricted stock as an expense under Financial Accounting Standard 123R. The Committee and board of directors believe that this treatment reflects greater accuracy and transparency of the cost of these incentives and promotes better corporate governance.



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4. *Repricing of Stock Options.* FNT's policy is to prohibit the repricing of stock options. Our compensation plans contain that prohibition.

5. *Dilution from Equity-Based Compensation.* The Compensation Committee reviews potential stockholder dilution that may occur as a result of grants under our equity-based compensation programs. Based on a discussion with our compensation consultant and a review of competitive market data, we believe that the potential dilution is within the range prevailing among other public companies relevant to compare to FNT.

6. *Perquisites.* It is our philosophy to provide few perquisites to executives. In general, the perquisites we provide are intended to help executives be more productive and efficient or to protect FNT and the executive from certain business risks and potential threats. In 2005, certain executive officers received the following perquisites: assistance with financial planning, reimbursement for an automobile lease payment, personal use of an FNT airplane, country club membership, and an annual physical exam. Our review of competitive market data indicates that the perquisites provided to executives are reasonable and within market practice.

7. *Retirement Benefit.* FNT does not sponsor any additional pension retirement plan for executives.

8. *Employment Contracts.* Certain senior officers, including those reported in the Summary Compensation Table, have employment agreements with FNT. The main purpose of the employment agreements is to protect FNT from certain business risks (threats from competitors, loss of confidentiality or trade secrets, disparagement, solicitation of customers and employees) and to define FNT's right to terminate the employment relation. The employment agreements also protect the executive from certain risks, such as a change in control of FNT and death or disability.

9. *Compensation Deductibility Policy.* Section 162(m) of the internal revenue code limits FNT from deducting compensation paid in any year to a named executive officer in excess of \$1 million, but does not subject performance-based compensation to this limit. The Committee continues to emphasize performance-based compensation for executives, thus minimizing the limits of Section 162(m). However, the Committee believes that its primary responsibility is to provide a compensation program that attracts, retains, and rewards the executive talent necessary for FNT's success. Consequently, in any year the Committee may authorize nonperformance-based compensation that is not fully deductible under Section 162(m).

## ***Components of Executive Compensation***

The main components of the executive compensation program are base salary, annual performance bonus plan, and restricted stock. FNT funded retirement benefits are not a significant component of compensation. The Compensation Committee determines the amount of compensation under each component based on the appropriate ratio between performance-based compensation and other forms of compensation, the level of responsibility, the individual contribution of the executive officer, and competitive practice in the marketplace for similar executives from companies of similar size and complexity as FNT.

1. *Base salary.* When establishing base salaries for executives, consideration is given to compensation paid for similar positions at companies included in compensation surveys and a specific group of companies of similar size and complexity. In addition, other factors such as individual performance, potential for future advancement, specific job responsibilities, and length of time in their current position will influence the final determination for individual executives.

2. *Annual performance bonus.* Annual performance incentive awards for executive officers are provided in order to promote the achievement of FNT's short-term business objectives that are important to executing its business strategy. For 2005, the Committee established a fixed percentage of base salary as an executive's target annual incentive

opportunity, which ranged from 50% to 100% of base salary. For each executive, actual payout may range from zero to two times the target incentive opportunity, depending on achievement of goals, with payments increasing as performance improves. No bonus payment will be made to the executive officer, however, if a defined, minimum performance threshold is not attained.

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At the beginning of each year, the Committee establishes performance targets and also sets a minimum performance level that must be achieved before any awards can be paid, giving consideration to FNT's prior year's performance and objectives as well as to investor expectations for FNT in the upcoming year. Additionally, individual performance goals may be established for each executive. Annual incentive awards for 2005 were based on meeting weighted objectives for return on equity, profit margin, and other key strategic objectives. For 2005, FNT's actual financial results for the performance goals were above target performance requirements. FNT performed very well in 2005. It delivered a return on equity of over 20%, exceeding expectations. Furthermore, FNT outperformed its peers in the title industry on key dimensions of financial performance. The management team also successfully completed its recapitalization strategy and the spin-off from FNF.

3. *Stock options and restricted stock.* Key objectives of the stock-based incentive plans are to help FNT attract and retain outstanding employees and to promote the growth and success of FNT's business by aligning the financial interests of these employees with FNT's stockholders. The plans authorize the Compensation Committee to grant stock options, restricted stock, stock appreciation rights, and other stock awards to employees of FNT. The plans also authorize the payment of dividends or dividend equivalents on restricted stock or stock options (presently, executives have the right to dividends payable only with respect to the restricted stock).

In 2005, executive officers received a grant of restricted stock. The restricted shares vest over three years based on continued employment. Restricted stock provides executives with ownership of FNT, which further aligns their interests with those of the stockholders. Back in 2004, stock options based on FNF shares (parent company) were granted to executives instead of restricted stock. The Compensation Committee believes that the restricted stock grant, in combination with the 2004 stock option grant, provides a balanced approach with regard to equity-based compensation and maintains a reasonable level of equity dilution for our stockholders.

### ***Chief Executive Officer Compensation***

The Chief Executive Officer participates in the same programs and receives compensation based on the same factors as the other executive officers. However, Mr. Quirk's overall compensation level reflects his greater degree of policy and decision-making authority, his higher level of responsibility with respect to the strategic direction of FNT and the financial and operational results of FNT.

In determining Mr. Quirk's compensation, the Compensation Committee and the board of directors focused on competitive levels of compensation for CEOs managing companies of similar size and complexity and the importance of retaining a chief executive officer with the strategic, financial, and leadership skills to ensure the continued growth and success of FNT. Mr. Quirk's base salary and annual incentive target opportunity are close to the marketplace average for companies of similar size and complexity. His equity-based compensation for 2005 was slightly above the marketplace average, allowing him to earn a total compensation amount that was close to the marketplace average if supported by FNT's performance.

During 2005, Mr. Quirk continued to demonstrate strong leadership for FNT, to implement key strategic initiatives that strengthen FNT, and to enhance FNT's competitiveness. FNT's had another year of outstanding performance for 2005. FNT performed very well in 2005. It delivered a return on equity of over 20%, exceeding expectations. Furthermore, FNT outperformed its peers in the title industry on key dimensions of financial performance. The management team also successfully completed its recapitalization strategy and the spin-off from FNF.

In 2005, the Compensation Committee increased Mr. Quirk's base salary to an annual rate of \$700,000 (from \$630,000) to reflect his increased responsibilities as CEO of FNT. His 2005 annual incentive target was 100% of salary, the same as his 2004 level. Mr. Quirk's actual bonus for 2005 was paid above his target level, reflecting the outstanding achievements of FNT (some of which are described in the prior paragraph) and Mr. Quirk personally. He

was granted 120,000 restricted shares, which vest over a four year period. The grant reflects the Compensation Committee's view of the value of his long-term contribution to and leadership of FNT, the Compensation Committee's and the board of directors' desire to retain Mr. Quirk and foster his desire to exceed our expectations, and competitive marketplace practices.

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This report is respectfully submitted by the members of the Compensation Committee of the board of directors as of December 31, 2005:

The Compensation Committee  
General William Lyon (Chairman)  
William G. Bone

***Directors Compensation***

Directors who also are officers of FNT do not receive any compensation for acting as directors, except for reimbursement of reasonable expenses, if any, incurred in attending board of directors meetings. Non-employee directors participate in a compensation program that is designed to achieve the following goals: fairly pay directors for work required by a company of FNT's size, complexity, and scope; align directors' interest with the long-term interests of FNT's stockholders; provide a level of pay that is competitive with the marketplace for companies of similar size and complexity to FNT; and maintain a simple format that is transparent and easy for stockholders to understand. For 2005, non-employee directors received the following:

An annual retainer of \$35,000;

A per meeting fee of \$1,500 for each board of directors meeting attended;

An annual retainer of \$7,500 for the chair of any committee (except Audit);

An annual retainer of \$5,000 for service on the Audit committee or a \$10,000 annual retainer if chair of the Audit committee;

A per meeting fee of \$1,000 for each committee meeting attended (except Audit which has a per meeting fee of \$2,000);

Expenses of attending board of directors and committee meetings; and

Each non-employee director received a grant of 5,000 restricted shares. The restricted shares vest in four equal annual installments beginning on the first anniversary of the date of grant.

In 2006, FNT adopted stock ownership guidelines for its directors. Each director is encouraged to own shares of FNT common stock with a value equal to two times the annual retainer. Directors also have the opportunity to defer the receipt of their cash compensation.

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**Performance Graph**

	<b>10/18/05</b>	<b>12/31/05</b>
Fidelity National Title Group	100	112.42
S&P 500 Index	100	106.40
Peer Group	100	105.69

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**RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS**

SEC rules require that, before a company's independent auditor is engaged to provide any audit or permissible non-audit services, the engagement must be pre-approved by the audit committee or entered into pursuant to pre-approval policies and procedures established by the audit committee. FNT's audit committee has not established a pre-approval policy at this time. Rather, the audit committee as a whole reviews and pre-approves all audit and permissible non-audit services to be provided.

The audit committee has appointed KPMG LLP to audit the consolidated financial statements of FNT for the 2006 fiscal year. KPMG LLP or its predecessors have continuously acted as independent auditors for FNT or its predecessors in respect of its fiscal years commencing with the fiscal year ended December 31, 1988. A representative of KPMG LLP is expected to be present at the annual meeting. The representative will have the opportunity to make a statement if he or she desires to do so and will be available to respond to appropriate questions. For more information concerning KPMG LLP's engagement by FNT, see the sections of this information statement entitled "Election of Directors and Executive Officers - Report of the Audit Committee" and "Election of Directors and Executive Officers - Principal Accounting Fees and Services" beginning on page 137.

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**DESCRIPTION OF FNT CAPITAL STOCK**

The following description of select provisions of our certificate of incorporation, our bylaws, and of the Delaware General Corporation Law is necessarily general and does not purport to be complete. This summary is qualified in its entirety by reference in each case to the applicable provisions of our certificate of incorporation and bylaws, and to the provisions of Delaware law.

For a description of proposed changes to our certificate of incorporation, including elimination of the FNT Class B common stock, see Approval of Amendment and Restatement of FNT's Certificate of Incorporation beginning on page 120.

**Authorized and Outstanding Capital Stock**

Our authorized capital stock consists of 300 million shares of FNT Class A common stock, 300 million shares of FNT Class B common stock and 50 million shares of preferred stock. Immediately after the completion of the proposed transactions, approximately 220,329,274 shares of FNT Class A common stock (not including restricted stock grants that will be made at the closing) will be outstanding and no shares of FNT Class B common stock will be outstanding.

**Common Stock**

Holders of our common stock are entitled to receive such dividends as may be declared by our board of directors out of funds legally available therefor. Holders of FNT Class A common stock are entitled to one vote per share on all matters on which the holders of common stock are entitled to vote. Holders of FNT Class B common stock are entitled to ten votes per share of FNT Class B common stock held. Neither the FNT Class A common stock nor the FNT Class B common stock will entitle its holders to cumulative voting rights. In the event of our liquidation or dissolution, holders of our common stock would be entitled to share equally and ratably in our assets, if any, remaining after the payment of all liabilities and the liquidation preference of any outstanding class or series of preferred stock. The shares of common stock to be issued by us in connection with the asset contribution and the spin-off will be fully paid and nonassessable. The rights and privileges of holders of our common stock are subject to the rights and preferences of the holders of any series of preferred stock that we may issue in the future, as described below.

The FNT Class A common stock and FNT Class B common stock have identical rights and privileges, except with respect to voting rights as described above and the following conversion and stock dividend provisions. The FNT Class B common stock is convertible into shares of FNT Class A common stock at a one-to-one conversion ratio as follows:

the holder of any share of FNT Class B common stock may elect at any time, and at such holder's sole option, to convert such share into one fully paid and nonassessable share of FNT Class A common stock;

if at any time FNF and its affiliates collectively own less than 40% of the total number of issued and outstanding shares of capital stock of FNT, each issued and outstanding share of FNT Class B common stock will automatically be converted into one share of FNT Class A common stock; and

upon the issuance or transfer of any share of FNT Class B common stock to a person other than FNF or an affiliate of FNF (excluding certain permitted transfers), such share will automatically be converted into one fully paid and nonassessable share of FNT Class A common stock.



Notwithstanding the foregoing, FNF may transfer shares of FNT Class B common stock (without conversion into FNT Class A common stock) if such transfer is effected as part of a distribution by FNF of shares of FNT Class B common stock to its stockholders in a tax free spin-off under Section 355(a) of the internal revenue code, and any subsequent transfer of such shares will not cause such shares to convert into FNT Class A common stock.

In addition, in the event of any dividend payable in shares of common stock or in rights or other instruments exercisable for shares of common stock, the board of directors may provide for the holders of FNT Class A common stock to receive additional shares of such class or instruments exercisable for shares of such class, and for the

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holders of FNT Class B common stock to receive additional shares of FNT Class B common stock or instruments exercisable for shares of such class, as applicable.

## **Preferred Stock**

Subject to the approval by holders of shares of any class or series of preferred stock, to the extent such approval is required, our board of directors has the authority to issue preferred stock in one or more series and to fix the number of shares constituting any such series and the designations, powers, preferences, limitations and relative rights, including dividend rights, dividend rate, voting rights, terms of redemption, redemption price or prices, conversion rights and liquidation preferences of the shares constituting any series, without any further vote or action by stockholders.

## **Anti-Takeover Considerations**

### ***Certain Provisions of our Certificate of Incorporation, Bylaws and Delaware Law***

A number of provisions of our certificate of incorporation and our bylaws deal with matters of corporate governance and the rights of stockholders. The following discussion is a general summary of select provisions of our certificate of incorporation, our bylaws and certain Delaware laws that might be deemed to have a potential anti-takeover effect. These provisions may have the effect of discouraging a future takeover attempt which is not approved by our board of directors but which individual stockholders may deem to be in their best interest or in which stockholders may be offered a substantial premium for their shares over then current market prices. As a result, stockholders who might desire to participate in such a transaction may not have an opportunity to do so. Such provisions will also render the removal of the incumbent board of directors or management more difficult.

***Common Stock.*** Our unissued shares of authorized FNT Class A common stock and FNT Class B common stock will be available for future issuance without additional stockholder approval. While the authorized but unissued shares are not designed to deter or prevent a change of control, under some circumstances we could use the authorized but unissued shares to create voting impediments or to frustrate persons seeking to effect a takeover or otherwise gain control by, for example, issuing those shares in private placements to purchasers who might side with our board of directors in opposing a hostile takeover bid.

***Preferred Stock.*** The existence of authorized but unissued preferred stock could reduce our attractiveness as a target for an unsolicited takeover bid since we could, for example, issue shares of the preferred stock to parties that might oppose such a takeover bid or issue shares of the preferred stock containing terms the potential acquiror may find unattractive. This ability may have the effect of delaying or preventing a change of control, may discourage bids for our common stock at a premium over the market price of our common stock, and may adversely affect the market price of, and the voting and the other rights of the holders of, our common stock.

***Classified Board of Directors and Related Provisions.*** Our certificate of incorporation provides that our board of directors must be divided into three classes of directors (each class containing approximately one-third of the total number of directors) serving staggered three-year terms. As a result, approximately one-third of our board of directors will be elected each year. This classified board provision will prevent a third party who acquires control of a majority of our outstanding voting stock from obtaining control of our board of directors until the second annual stockholders meeting following the date the acquiror obtains the controlling interest. The number of directors constituting our board of directors is determined from time to time by our board of directors. Our certificate of incorporation also provides that directors may be removed only for cause by the affirmative vote of the holders of a majority of all outstanding voting stock entitled to vote. This provision, in conjunction with the provisions of our certificate of incorporation authorizing our board of directors to fill vacancies on the board, will prevent stockholders from removing incumbent

directors without cause and filling the resulting vacancies with their own nominees.

*No Stockholder Action by Written Consent; Special Meetings.* Our certificate of incorporation permits our stockholders to act by written consent without a meeting as long as FNF owns more than 50% of our voting stock. Once FNF ceases to own that percentage of our voting stock, our certificate of incorporation provides that stockholder action can be taken only at an annual or special meeting of stockholders and cannot be taken by written

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consent in lieu of a meeting. Our certificate of incorporation also provides that, except as otherwise required by law, special meetings of the stockholders can only be called by a majority of our entire board of directors or our chairman of the board or chief executive officer. Stockholders may not call a special meeting or require that our board of directors call a special meeting of stockholders.

*Advance Notice Requirements for Stockholder Proposals and Director Nominees.* Our bylaws provide that, if one of our stockholders desires to submit a proposal or nominate persons for election as directors at an annual stockholders meeting, the stockholder's written notice must be received by us not less than 120 days prior to the anniversary date of the date of the proxy statement for the immediately preceding annual meeting of stockholders. However, if the annual meeting is called for a date that is not within 30 days before or after such anniversary date, notice by a stockholder must be received by us not later than the close of business on the 10th day following the day on which public disclosure of the date of the annual meeting was made. The notice must describe the proposal or nomination and set forth the name and address of, and stock held of record and beneficially by, the stockholder. Notices of stockholder proposals or nominations must set forth the reasons for the proposal or nomination and any material interest of the stockholder in the proposal or nomination and a representation that the stockholder intends to appear in person or by proxy at the annual meeting. Director nomination notices must set forth the name and address of the nominee, arrangements between the stockholder and the nominee and other information required under Regulation 14A of the exchange act. The presiding officer of the meeting may refuse to acknowledge a proposal or nomination not made in compliance with the procedures contained in our bylaws. The advance notice requirements regulating stockholder nominations and proposals may have the effect of precluding a contest for the election of directors or the introduction of a stockholder proposal if the requisite procedures are not followed and may discourage or deter a third-party from conducting a solicitation of proxies to elect its own slate of directors or to introduce a proposal.

*Voting Requirements on Amending our Certificate of Incorporation or Bylaws.* Our certificate of incorporation and our bylaws provide that amendments to certain provisions of our bylaws, including those related to stockholder proposals and calling special meetings of stockholders, must be approved by both our board of directors and by the vote, at a regular or special stockholders' meeting, of the holders of at least two-thirds of the votes entitled to be cast by the holders of all our capital stock then entitled to vote. All other amendments to our bylaws require either: (i) approval by a majority of our entire board of directors (without stockholder consent) or (ii) the vote, at a regular or special stockholders' meeting, of the holders of at least two-thirds of the votes entitled to be cast by the holders of all our capital stock then entitled to vote. In addition, our certificate of incorporation provides that amendments to certain provisions of our certificate of incorporation, including those relating to the classified board, removal of directors, calling special meetings and no stockholder action by written consent, must be approved by the vote, at a regular or special stockholders' meeting, of the holders of at least two-thirds of the votes entitled to be cast by the holders of all of our capital stock then entitled to vote (in addition to the approval of our board of directors).

*Business Combination Statute.* Following the proposed transactions, we will be subject to Section 203 of the Delaware General Corporation Law, an anti-takeover law. In general, Section 203 prohibits a publicly held Delaware corporation from engaging in a business combination with an interested stockholder for a period of three years following the date the person became an interested stockholder, unless the business combination or the transaction in which the person became an interested stockholder is approved in a prescribed manner. Generally, a business combination includes a merger, asset or stock sale, or other transaction resulting in a financial benefit to the interested stockholder. Generally, an interested stockholder is a person who, together with affiliates and associates, owns or within three years prior to the determination of interested stockholder status did own, 15% or more of a corporation's voting stock.

## **Corporate Opportunity Considerations**

### *Provisions of our Certificate of Incorporation Relating to Corporate Opportunities*

*Certificate of Incorporation.* To address situations in which officers or directors have conflicting duties to affiliated corporations, Section 122(17) of the Delaware General Corporation Law allows a corporation to renounce, in its certificate of incorporation or by action of its board of directors, any interest or expectancy of

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the corporation in specified classes or categories of business opportunities. As such, and in order to address potential conflicts of interest between us and FNF and its subsidiaries, which we refer to as Fidelity, our certificate of incorporation contains provisions regulating and defining, to the fullest extent permitted by law, the conduct of our affairs as they may involve Fidelity and its officers and directors.

Our certificate of incorporation provides that, subject to any written agreement to the contrary, Fidelity will have no duty to refrain from engaging in the same or similar activities or lines of business as us, and, except as set forth in our certificate of incorporation, neither Fidelity nor its officers or directors will be liable to us or our stockholders for any breach of any fiduciary duty due to any such activities of Fidelity. In the event that Fidelity acquires knowledge of a potential transaction or matter which may be a corporate opportunity for both Fidelity and us, Fidelity, to the fullest extent permitted by law, will have no duty to communicate or offer the corporate opportunity to us and will, to the fullest extent permitted by law, not be liable to us or our stockholders for breach of any fiduciary duty by reason of the fact that Fidelity pursues or acquires that corporate opportunity for itself, directs it to another person or does not communicate information regarding it to us.

Our certificate of incorporation further provides that if one of our directors or officers who is also a director or officer of Fidelity acquires knowledge of a potential transaction or matter that may be a corporate opportunity for both Fidelity and us, the director or officer will have satisfied his or her fiduciary duty to us and our stockholders with respect to that corporate opportunity if he or she acts in a manner consistent with the following policy:

a corporate opportunity offered to any person who is an officer of ours and who is also a director but not an officer of Fidelity, will belong to us unless the opportunity is expressly offered to that person in a capacity other than such person's capacity as one of our officers, in which case it will not belong to us;

a corporate opportunity offered to any person who is a director but not an officer of ours, and who is also a director or officer of Fidelity, will belong to us only if that opportunity is expressly offered to that person in that person's capacity as one of our directors; and

a corporate opportunity offered to any person who is an officer of both Fidelity and us will belong to us only if that opportunity is expressly offered to that person in that person's capacity as one of our officers.

Notwithstanding these provisions, our certificate of incorporation does not prohibit us from pursuing any corporate opportunity of which we become aware.

These provisions in our certificate of incorporation will no longer be effective on the date that (i) Fidelity ceases to beneficially own our common stock representing at least 20% of the total voting power of all classes of our outstanding capital stock entitled to vote generally in the election of directors and (ii) none of our directors or officers are also directors or officers of Fidelity.

If our certificate of incorporation did not include provisions setting forth the circumstances under which opportunities will belong to us and regulating the conduct of our directors and officers in situations where their duties to us and Fidelity conflict, the actions of our directors and officers in each such situation would be subject to the fact-specific analysis of the corporate opportunity doctrine as articulated under Delaware law. Under Delaware law, a director of a corporation may take a corporate opportunity, or divert it to another corporation in which that director has an interest, if (i) the opportunity is presented to the director or officer in his or her individual capacity, (ii) the opportunity is not essential to the corporation, (iii) the corporation holds no interest or expectancy in the opportunity and (iv) the director or officer has not wrongfully employed the resources of the corporation in pursuing or exploiting the opportunity. Based on Section 122(17) of the Delaware General Corporation Law, we do not believe the corporate opportunity guidelines set forth in our certificate of incorporation conflict with Delaware law. If, however, a conflict were to arise

between the provisions of our certificate of incorporation and Delaware law, Delaware law would control. For a discussion of the proposed transactions see The Proposed Transactions beginning on page 28.

**Limitations on Director Liability**

Under the Delaware General Corporation Law, we may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil,

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criminal, administrative or investigative (other than an action by or in the right of the corporation), by reason of the fact that he or she is or was our director, officer, employee or agent, or is or was serving at our request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to our best interests, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. In addition, Section 102(b)(7) of the Delaware General Corporation Law provides that a certificate of incorporation may contain a provision eliminating or limiting the personal liability of a director to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that such provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law (relating to liability for unauthorized acquisitions or redemptions of, or dividends on, capital stock), or (iv) for any transaction from which the director derived an improper personal benefit. Our certificate of incorporation contains the provisions permitted by Section 102(b)(7) of the Delaware General Corporation Law.

**Transfer Agent and Registrar**

The transfer agent and registrar for our common stock is Continental Stock Transfer & Trust Company.



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**EXPERTS**

The consolidated and combined financial statements of FNT as of December 31, 2005 and 2004, and for each of the three years in the period ended December 31, 2005, have been included herein in reliance upon the report of KPMG LLP, independent registered public accounting firm, appearing elsewhere herein, and upon the authority of said firms as expert in accounting and auditing.

The consolidated financial statements and schedules of FNF as of December 31, 2005 and 2004, and for each of the years in the three-year period ended December 31, 2005, and management's assessment of the effectiveness of internal control over financial reporting as of December 31, 2005 have been incorporated by reference herein in reliance upon the reports of KPMG LLP, independent registered public accounting firm, incorporated by reference herein, and upon authority of said firm as experts in accounting and auditing.

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**WHERE YOU CAN FIND MORE INFORMATION**

We file annual, quarterly and current reports, information statements and other information with the SEC. You may read and copy any reports, statements or other information that we file at the SEC's public reference rooms at 100 F Street, N.E., Washington, D.C. 20549. You may also obtain copies of this information by mail from the Public Reference Section of the SEC, 100 F Street, N.E., Washington, DC 20549 at prescribed rates. Please call the SEC at 1-(800) SEC-0330 for further information on the public reference rooms. The SEC also maintains a web site at <http://www.sec.gov> at which reports, proxy statements and information statements and other information regarding FNT are available. We maintain a website at <http://www.fntg.com>. The material located on our website is not a part of this information statement.

The SEC allows us to incorporate by reference information into this information statement, which means that we can disclose important information to you by referring you to another document filed separately with the SEC. The information incorporated by reference into this information statement is deemed to be part of this document, except for any information superseded by information contained directly in this document or contained in another document filed in the future which itself is incorporated into this information statement. This document incorporates by reference the documents listed below which have been previously filed with the SEC:

FNF's Quarterly Report on Form 10-Q for the quarter ended March 31, 2006 filed with the SEC on May 10, 2006;

FNF's Current Reports on Form 8-K filed with the SEC on May 2, 2006, June 14, 2006 and June 29, 2006;

FNF's Annual Report on Form 10-K for the fiscal year ended December 31, 2005 filed with the SEC on March 16, 2006; and

FNF's Amended Annual Report on Form 10-K/A for the fiscal year ended December 31, 2005 filed with the SEC on May 1, 2006.

We also incorporate by reference any additional documents that are filed by FNF with the SEC between the date of this information statement and the date of the special meeting under Sections 13(a), 13(c), 14 or 15(d) of the exchange act. These include our periodic reports, such as annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K, as well as proxy statements and information statements.

Any statement contained in a document incorporated or deemed to be incorporated by reference into this information statement will be deemed to be modified or superseded for purposes of this information statement to the extent that a statement contained in this information statement or any other subsequently filed information statement modifies or supersedes that statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this information statement.

You can obtain any of the documents incorporated by reference through us or the SEC. Documents incorporated by reference are available from us without charge, excluding all exhibits unless we have specifically incorporated by reference an exhibit in this information statement. Stockholders may obtain documents incorporated by reference into this information statement by requesting them in writing or by telephone from the appropriate party at the following addresses:

**Fidelity National Title Group, Inc.**

601 Riverside Avenue  
Jacksonville, FL 32204  
Attention: Corporate Secretary  
Phone: (904) 854-8100

You should rely only on the information contained in or incorporated by reference into this information statement. We have not authorized any person to provide you with any information that is different from what is contained in this information statement. This information statement is dated \_\_\_\_\_, 2006. You should not assume that the information contained in this information statement is accurate as of any date other than such date, and the mailing to you of this information statement will not create any implication to the contrary. This information statement does not constitute an offer to sell or a solicitation of any offer to buy any securities in any jurisdiction in which, or to any person to whom, it is unlawful.

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**FIDELITY NATIONAL TITLE GROUP, INC. AND SUBSIDIARIES**

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Table of Contents**UNAUDITED CONDENSED FINANCIAL STATEMENTS****Part I: FINANCIAL INFORMATION****Item 1. Condensed Financial Statements****FIDELITY NATIONAL TITLE GROUP, INC. AND SUBSIDIARIES****CONDENSED CONSOLIDATED BALANCE SHEETS**

	<b>March 31, 2006</b>	<b>December 31, 2005</b>
	<b>(Unaudited)</b>	
	<b>(In thousands, except share and per share data)</b>	
<b>ASSETS</b>		
Investments:		
Fixed maturity securities available for sale, at fair value, at March 31, 2006 includes \$295,619 and \$180,353 of pledged fixed maturities related to secured trust deposits and the securities lending program, respectively, and at December 31, 2005 includes \$305,717 and \$116,781 of pledged fixed maturity securities related to secured trust deposits and the securities lending program, respectively	\$ 2,457,142	\$ 2,457,632
Equity securities, at fair value, at March 31, 2006 and December 31, 2005 includes \$7,867 and \$3,401, respectively, of pledged equity securities related to the securities lending program	212,071	176,987
Other long-term investments	50,572	21,037
Short-term investments, at fair value, at March 31, 2006 and December 31, 2005 includes \$306,176 and \$350,256, respectively, of pledged short-term investments related to secured trust deposits	515,143	645,082
Total investments	3,234,928	3,300,738
Cash and cash equivalents at March 31, 2006 includes \$241,826 and \$195,483 of pledged cash related to secured trust deposits and the securities lending program, respectively, and at December 31, 2005 includes \$234,709 and \$124,339 of pledged cash related to secured trust deposits and the securities lending program, respectively	550,447	462,157
Trade receivables, net of allowance of \$13,352 at March 31, 2006 and \$13,583 at December 31, 2005	172,993	178,998
Notes receivable, net of allowance of \$967 at March 31, 2006 and \$1,466 at December 31, 2005, including notes from related parties of \$19,000 at March 31, 2006 and December 31, 2005	31,232	31,749
Goodwill	1,051,514	1,051,526
Prepaid expenses and other assets	391,813	377,049
Title plants	312,491	308,675
Property and equipment, net	152,058	156,952
Due from FNF		32,689

	\$ 5,897,476	\$ 5,900,533
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### LIABILITIES AND EQUITY

Liabilities:

Accounts payable and accrued liabilities at March 31, 2006 and December 31, 2005 include \$195,483 and \$124,339, respectively, of security loans related to the securities lending program	\$ 737,952	\$ 790,598
Notes payable, including \$6,641 and \$497,800 of notes payable to FNF at March 31, 2006 and December 31, 2005, respectively	599,094	603,262
Reserve for claim losses	1,090,095	1,063,857
Secured trust deposits	839,117	882,602
Deferred tax liabilities	91,707	75,839
Due to FNF	28,777	
	3,386,742	3,416,158
Minority interests	5,006	4,338
Stockholders' equity:		
Common stock, Class A, \$0.0001 par value; authorized 300,000,000 shares as of March 31, 2006 and December 31, 2005; issued 31,147,357 shares as of March 31, 2006 and December 31, 2005	3	3
Common stock, Class B, \$0.0001 par value; authorized 300,000,000 shares as of March 31, 2006 and December 31, 2005; issued 143,176,041 shares as of March 31, 2006 and December 31, 2005	14	14
Additional paid-in capital	2,479,396	2,492,312
Retained earnings	111,549	82,771
	2,590,962	2,575,100
Accumulated other comprehensive loss	(85,234)	(78,892)
Unearned compensation		(16,171)
	2,505,728	2,480,037
	\$ 5,897,476	\$ 5,900,533

See Notes to Condensed Financial Statements

**Table of Contents****FIDELITY NATIONAL TITLE GROUP, INC. AND SUBSIDIARIES****CONDENSED CONSOLIDATED AND COMBINED STATEMENTS OF EARNINGS**

	<b>Three Months Ended March 31, 2006                      2005 (Unaudited) (In thousands, except per share data)</b>	
<b>REVENUE:</b>		
Direct title insurance premiums	\$ 447,769	\$ 456,205
Agency title insurance premiums	628,420	532,513
Escrow and other title related fees	254,059	243,137
Interest and investment income	38,012	20,854
Realized gains and losses, net	14,506	3,436
Other income	10,498	9,075
 Total revenue	 1,393,264	 1,265,220
<b>EXPENSES:</b>		
Personnel costs	452,435	424,660
Other operating expenses	210,893	209,735
Agent commissions	488,368	409,901
Depreciation and amortization	26,237	24,866
Provision for claim losses	80,721	64,226
Interest expense	11,326	303
 Total expenses	 1,269,980	 1,133,691
 Earnings before income taxes and minority interest	 123,284	 131,529
Income tax expense	43,766	48,863
 Earnings before minority interest	 79,518	 82,666
Minority interest	416	347
 Net earnings	 \$ 79,102	 \$ 82,319
 Basic net earnings per share	 \$ 0.46	
 Weighted average shares outstanding, basic basis	 173,473	
 Diluted net earnings per share	 \$ 0.46	
 Weighted average shares outstanding, diluted basis	 173,654	
 Pro forma basic and diluted earnings per share		 \$ 0.48

Pro forma weighted average shares outstanding, basic and diluted

172,951

See Notes to Condensed Financial Statements

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**FIDELITY NATIONAL TITLE GROUP, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED AND COMBINED STATEMENTS OF**  
**COMPREHENSIVE EARNINGS**

	<b>Three Months Ended</b>	
	<b>March 31,</b>	
	<b>2006</b>	<b>2005</b>
	<b>(Unaudited)</b>	
	<b>(In thousands)</b>	
Net earnings	\$ 79,102	\$ 82,319
Other comprehensive earnings (loss):		
Unrealized losses on investments, net(1)	(6,342)	(19,883)
Other comprehensive loss	(6,342)	(19,883)
Comprehensive earnings	\$ 72,760	\$ 62,436

(1) Net of income tax benefit of \$3.8 million and \$11.5 million for the three months ended March 31, 2006 and 2005, respectively.

See Notes to Condensed Financial Statements

Table of Contents**FIDELITY NATIONAL TITLE GROUP, INC. AND SUBSIDIARIES****CONDENSED CONSOLIDATED STATEMENT OF EQUITY**

	Common Stock		Additional		Retained Earnings	Accumulated	Unearned Compensation	Total	
	Class A	Class B	Paid-in	Other		Earnings(Loss)			
	Shares	Amount	Shares	Amount	Capital				
(In thousands, except per share data)									
(Unaudited)									
Balance, December 31, 2005	31,147	\$ 3	143,176	\$ 14	\$ 2,492,312	\$ 82,771	\$ (78,892)	\$ (16,171)	\$ 2,480,000
Other comprehensive loss									
Realized loss on investments net of tax							(6,342)		(6,342)
Stock-based compensation					3,255				3,255
Adoption of SFAS 123R					(16,171)			16,171	
Dividends paid to Class A shareholders						(8,805)			(8,805)
Dividends paid to FNF						(41,519)			(41,519)
Earnings						79,102			79,102
Balance, March 31, 2006	31,147	\$ 3	143,176	\$ 14	\$ 2,479,396	\$ 111,549	\$ (85,234)	\$	\$ 2,505,705

See Notes to Condensed Financial Statements

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**Table of Contents****FIDELITY NATIONAL TITLE GROUP, INC. AND SUBSIDIARIES****CONDENSED CONSOLIDATED AND COMBINED STATEMENTS OF CASH FLOWS**

	<b>Three Months Ended March 31,</b>	
	<b>2006</b>	<b>2005</b>
	<b>(Unaudited)</b>	
	<b>(In thousands)</b>	
Cash flows from operating activities:		
Net earnings	\$ 79,102	\$ 82,319
Reconciliation of net earnings to net cash provided by operating activities:		
Depreciation and amortization	26,237	24,866
Net increase (decrease) in reserve for claim losses	26,238	(2,021)
Gain on sales of assets	(14,506)	(3,436)
Stock-based compensation cost	3,255	2,979
Minority interest	416	347
Change in assets and liabilities, net of effects from acquisitions:		
Net decrease in secured trust deposits	3,576	1,432
Net decrease in trade receivables	6,005	7,900
Net (increase) decrease in prepaid expenses and other assets	(4,767)	14,517
Net decrease in accounts payable and accrued liabilities	(94,033)	(99,424)
Net increase in income taxes	48,679	29,690
Net cash provided by operating activities	80,202	59,169
Cash flows from investing activities:		
Proceeds from sales of investment securities available for sale	326,342	491,844
Proceeds from maturities of investment securities available for sale	105,866	75,404
Proceeds from sales of assets	870	4,766
Cash received as collateral on loaned securities, net	3,406	
Collections of notes receivable	1,239	1,098
Additions to title plants	(3,923)	(1,392)
Additions to property and equipment	(13,303)	(15,011)
Additions to capitalized software	(6,066)	(2,380)
Purchases of investment securities available for sale	(488,660)	(784,369)
Net proceeds of short-term investment securities	130,039	199,423
Additions to notes receivable	(222)	(4,361)
Acquisitions of businesses, net of cash acquired		(4,750)
Net cash provided by (used in) investing activities	55,588	(39,728)
Cash flows from financing activities:		
Debt service payments	(4,293)	(5,842)
Dividends paid to FNF	(41,519)	
Dividends paid to Class A shareholders	(8,805)	
Net distribution to FNF		(25,821)

Net cash used in financing activities	(54,617)	(31,663)
Net increase (decrease) in cash and cash equivalents, excluding pledged cash related to secured trust deposits	81,173	(12,222)
Cash and cash equivalents, excluding pledged cash related to secured trust deposits at beginning of period	227,448	73,214
Cash and cash equivalents, excluding pledged cash related to secured trust deposits at end of period	\$ 308,621	\$ 60,992
Supplemental cash flow information:		
Interest paid	\$ 19,375	\$ 315

See Notes to Condensed Financial Statements

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**FIDELITY NATIONAL TITLE GROUP, INC. AND SUBSIDIARIES**

**Notes to Condensed Financial Statements**

**Note A Basis of Financial Statements**

The unaudited condensed consolidated and combined financial information included in this report includes the accounts of Fidelity National Title Group, Inc. ( FNT or the Company ) and subsidiaries and has been prepared in accordance with generally accepted accounting principles and the instructions to Form 10-Q and Article 10 of Regulation S-X. All adjustments considered necessary for a fair presentation have been included. This report should be read in conjunction with FNT's consolidated and combined financial statements included in its Annual Report on Form 10-K for the year ended December 31, 2005.

***Description of Business***

FNT, through its principal subsidiaries, is one of the largest title insurance companies in the United States. The Company's title insurance underwriters Fidelity National Title, Chicago Title, Ticor Title, Security Union Title and Alamo Title together issue all of FNT's title insurance policies in 49 states, the District of Columbia, Guam, Puerto Rico, the U.S. Virgin Islands, and in Canada and Mexico. The Company operates its business through a single segment, title and escrow, and does not generate significant revenue outside the United States. Although FNT earns title premiums on residential and commercial sale and refinance real estate transactions, the Company does not separately track its revenues from these various types of transactions.

Prior to October 17, 2005, FNT, representing the title insurance segment of Fidelity National Financial, Inc. ( FNF ), was a wholly-owned subsidiary of FNF. FNF subsequently contributed to FNT all of the legal entities that are consolidated and combined for presentation in FNT's financial statements. On October 17, 2005, FNF distributed a dividend to its stockholders of record as of October 6, 2005 which resulted in a pro rata distribution of 17.5% (31.1 million shares) of its interest in FNT. FNF stockholders received 0.175 shares of FNT Class A common stock for each share of FNF common stock held on the record date. FNF beneficially owns 100% of the FNT Class B common stock representing 82.1% of the Company's outstanding common stock (143.2 million shares). FNT Class B common stock has ten votes per share, while FNT Class A common stock has one vote per share. As a result, following the distribution, FNF controls 97.9% of the voting rights of FNT.

***Principles of Consolidation and Combination and Basis of Presentation***

Prior to October 17, 2005, the accompanying Condensed Combined Financial Statements include those assets, liabilities, revenues, and expenses directly attributable to the Company's operations and allocations of certain FNF corporate assets, liabilities and expenses to the Company. These amounts have been allocated to the Company on a basis that is considered by management to reflect most fairly or reasonably the utilization of services provided to, or the benefit obtained by, the Company. Management believes the methods used to allocate these amounts are reasonable. Beginning on October 17, 2005, the entities that currently make up the Company were consolidated under a holding company structure and the accompanying Condensed Consolidated Financial Statements reflect activity subsequent to that date. All significant intercompany profits, transactions and balances have been eliminated in consolidation and combination. The financial information included herein does not necessarily reflect what the financial position and results of operations of the Company would have been had it operated as a stand alone entity during the periods covered. The Company's investments in non-majority-owned partnerships and affiliates are accounted for using the equity method. The Company records minority interest liabilities related to minority shareholders' interest in consolidated affiliates. All dollars presented herein are in thousands of dollars unless otherwise noted.

***Earnings per Share and Unaudited Proforma Net Earnings Per Share***

Basic earnings per share is computed by dividing net earnings available to common stockholders by the weighted average number of common shares outstanding during the period. Diluted earnings per share is calculated by dividing net earnings available to common stockholders by the weighted average number of shares outstanding plus the impact of assumed conversions of potentially dilutive common stock equivalents. The Company has

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**Table of Contents****FIDELITY NATIONAL TITLE GROUP, INC. AND SUBSIDIARIES****Notes to Condensed Financial Statements (Continued)**

granted certain shares of restricted stock, which have been treated as common share equivalents for purposes of calculating diluted earnings per share.

The following table presents the computation of basic and diluted earnings per share for the three months ended March 31, 2006 (in thousands except per share data). Prior to October 17, 2005, the historical financials of the Company were combined and thus presentation of earnings per share for the three months ended March 31, 2005 was computed on a pro forma basis, using the number of outstanding shares of FNF common stock as of a date prior to the distribution of FNT stock by FNF.

Basic and diluted net earnings	\$ 79,102
Weighted average shares outstanding during the year, basic basis	173,473
Plus: Common stock equivalent shares	181
Weighted average shares outstanding during the year, diluted basis	173,654
Basic earnings per share	\$ 0.46
Diluted earnings per share	\$ 0.46

The Company has granted options to purchase 2,206,500 shares of the Company's common stock, all of which were excluded from the computation of diluted earnings per share because they were anti-dilutive.

***Transactions with Related Parties***

The Company's financial statements reflect transactions with other businesses and operations of FNF, including those being conducted by another FNF subsidiary, Fidelity National Information Services, Inc. ( FIS ).

A detail of related party items included in revenues and expenses is as follows:

	<b>Three Months Ended March 31, 2006      2005 (In millions)</b>	
Agency title premiums earned	\$ 21.2	\$ 20.8
Rental income earned		2.8
Interest revenue	0.2	0.2
Total revenue	21.4	23.8

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Agency title commissions	18.8	18.3
Data processing costs	16.9	11.6
Corporate services allocated	2.0	(9.6)
Title insurance information expense	10.8	5.9
Other real-estate related information	2.9	2.7
Software expense	2.2	1.5
Rental expense	1.4	0.8
License and cost sharing agreements	2.5	2.5
Total expenses	57.5	33.7
Total pretax impact of related party activity	\$ (36.1)	\$ (9.9)

An FIS subsidiary acts as the title agent in the issuance of title insurance policies by a title insurance underwriter owned by the Company and in connection with certain trustee sales guarantees, a form of title insurance



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**FIDELITY NATIONAL TITLE GROUP, INC. AND SUBSIDIARIES**

**Notes to Condensed Financial Statements (Continued)**

issued as part of the foreclosure process. As a result, the Company's title insurance subsidiaries pay commissions on title insurance policies sold through FIS. For the three months ended March 31, 2006 and 2005, these FIS operations generated \$21.2 million and \$20.8 million, respectively, of revenues for the Company, which the Company records as agency title premiums. The Company paid FIS commissions at the rate of 88% of premiums generated, equal to \$18.8 million and \$18.3 million for the three month periods ended March 31, 2006 and 2005, respectively.

Through June 30, 2005, the Company leased equipment to a subsidiary of FIS. Revenue relating to these leases was \$2.8 million for the three months ended March 31, 2005.

Included in the Company's expenses for the three month periods ended March 31, 2006 and 2005 are amounts paid to a subsidiary of FIS for the provision by FIS to FNT of information technology infrastructure support, data center management and related IT support services. For the three month periods ended March 31, 2006 and 2005, the amounts included in the Company's expenses to FIS for these services were \$16.9 million and \$11.6 million, respectively. In addition, the Company incurred software expenses relating to an agreement with a subsidiary of FIS that amounted to expenses of \$2.2 million and \$1.5 million for the three month periods ended March 31, 2006 and 2005, respectively.

The Company provides corporate services to FNF and FIS and receives corporate services provided by FNF. These corporate services include accounting, internal audit, treasury, payroll, human resources, tax, legal, purchasing, risk management, mergers and acquisitions and general management. For the three month period ended March 31, 2006, the Company's expenses included \$2.2 million related to the provision of corporate services by FNF to the Company. There were no corporate services provided to the Company by FNF during the three month period ended March 31, 2005. For the three month periods ended March 31, 2006 and 2005, the Company's expenses were reduced by \$0.1 million and \$2.1 million, respectively, related to the provision of corporate services by the Company to FNF and its subsidiaries (other than FIS subsidiaries). For the three month periods ended March 31, 2006 and 2005, the Company's expenses were reduced by \$0.1 million and \$7.5 million, respectively, related to the provision of corporate services by the Company to FIS subsidiaries.

The title plant assets of several of the Company's title insurance subsidiaries are managed or maintained by a subsidiary of FIS. The underlying title plant information and software continues to be owned by each of the Company's title insurance underwriters, but FIS manages and updates the information in return for either (i) a cash management fee or (ii) the right to sell that information to title insurers, including title insurance underwriters that the Company owns and other third party customers. In most cases, FIS is responsible for keeping the title plant assets current and fully functioning, for which the Company pays a fee to FIS based on the Company's use of, or access to, the title plant. For the three month periods ended March 31, 2006 and 2005, the Company's payments to FIS under these arrangements were \$11.5 million and \$6.6 million, respectively. In addition, each applicable title insurance underwriter in turn receives a royalty on sales of access to its title plant assets. For each of the three month periods ended March 31, 2006 and 2005, the revenues from these title plant royalties were \$0.7 million. The Company has also entered into agreements with FIS that permit FIS and certain of its subsidiaries to access and use (but not re-sell) the starters databases and back plant databases of the Company's title insurance subsidiaries. Starters databases are the Company's databases of previously issued title policies and back plant databases contain historical records relating to title that are not regularly updated. Each of the Company's applicable title insurance subsidiaries receives a fee for any access to or use of its starters and back plant databases by FIS. The Company also does business with additional entities of FIS that provide real estate information to the Company's operations, for which the Company recorded expenses of \$2.9 million and \$2.7 million for the three month periods ended March 31, 2006 and 2005, respectively.

The Company also has certain license and cost sharing agreements with FIS. The Company recorded expense of \$2.5 million relating to these agreements in each of the three month periods ended March 31, 2006 and 2005, respectively.

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**Table of Contents****FIDELITY NATIONAL TITLE GROUP, INC. AND SUBSIDIARIES****Notes to Condensed Financial Statements (Continued)**

The Company's financial statements reflect allocations for a lease of office space to us from FIS for our corporate headquarters and business operations in the amounts of \$1.4 million and \$0.8 million for the three month periods ended March 31, 2006 and 2005, respectively.

The Company believes the amounts earned by the Company or charged to the Company under each of the foregoing arrangements are fair and reasonable. Although the commission rate paid on the title insurance premiums written by the FIS title agencies was set without negotiation, the Company believes the commissions earned are consistent with the average rate that would be available to a third party title agent given the amount and the geographic distribution of the business produced and the low risk of loss profile of the business placed. In connection with the title plant management and maintenance services provided by FIS, the Company believes that the fees charged to the Company by FIS are at approximately the same rates that FIS and other similar vendors charge unaffiliated title insurers. The information technology infrastructure support and data center management services provided to the Company by FIS are priced within the range of prices that FIS offers to its unaffiliated third party customers for the same types of services. However, the amounts the Company earned or was charged under these arrangements were not negotiated at arm's-length, and may not represent the terms that the Company might have obtained from an unrelated third party.

Amounts due from/(to) FNF were as follows:

	<b>March 31, 2006</b>	<b>December 31, 2005</b>
	<b>(In millions)</b>	
Notes receivable from FNF	\$ 19.0	\$ 19.0
Due (to) from FNF	(28.8)	32.7
Notes payable to FNF (See Note E)	(6.6)	(497.8)

The Company has notes receivable from FNF relating to agreements between its title underwriters and FNF. These notes amounted to \$19.0 million at March 31, 2006 and December 31, 2005. As of March 31, 2006, these notes bore interest at a rate of 5.19%. The Company earned interest revenue of \$0.2 million relating to these notes for each of the three month periods ended March 31, 2006 and 2005.

The Company is included in FNF's consolidated tax returns and thus any income tax liability or receivable is due to/from FNF. Due (to)/from FNF at March 31, 2006 and December 31, 2005 includes a payable to FNF for taxes owed of \$17.6 million at March 31, 2006 and a receivable from FNF relating to overpayment of taxes of \$11.5 million at December 31, 2005. During the three month periods ended March 31, 2006 and 2005, the Company received tax-related refunds from FNF of \$5.0 million and \$28.0 million, respectively.

During the three months ended March 31, 2006 and 2005, the Company paid \$5.2 million and \$0.7 million, respectively to a subsidiary of FIS for capitalized software development.

Included in investments are 1,432,000 shares of FIS common stock at a market value of \$58.1 million, which is \$2.0 million above the Company's cost basis.

**Note B Acquisitions**

The results of operations and financial position of the entities acquired during any period are included in the Condensed Consolidated and Combined Financial Statements from and after the date of acquisition. These acquisitions were either made by the Company or made by FNF and then contributed to the Company by FNF. The acquisitions made by FNF and contributed to FNT are included in the related Condensed Consolidated and Combined Financial Statements as capital contributions. Based on the acquired entities' valuation, any difference between the fair value of the identifiable assets and liabilities and the purchase price paid is recorded as goodwill. Pro forma disclosures for acquisitions are considered immaterial to the results of operations for all periods presented.

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Table of Contents**FIDELITY NATIONAL TITLE GROUP, INC. AND SUBSIDIARIES****Notes to Condensed Financial Statements (Continued)*****Service Link L.P.***

On August 1, 2005, the Company acquired Service Link, L.P. ( Service Link ), a national provider of centralized mortgage and residential real estate title and closing services to major financial institutions and institutional lenders. The initial acquisition price was approximately \$110 million in cash. It is probable that the Company will owe additional contingent consideration related to this purchase in the third quarter of 2006, the amount of which will be based on Service Link's earnings before interest, taxes, depreciation and amortization over a 12-month period ending in July 2006. The Company is not currently able to determine the amount of contingent consideration that will be owed, but, based on current information, the amount is estimated to be approximately \$40 million as of March 31, 2006.

**Note C Investments**

During the second quarter of 2005, the Company began lending fixed maturity and equity securities to financial institutions in short-term security lending transactions. The Company's security lending policy requires that the cash received as collateral be 102% or more of the fair value of the loaned securities. These short-term security lending arrangements increase investment income with minimal risk. At March 31, 2006 and December 31, 2005, the Company had short-term security loans outstanding with fair values of \$195.5 million and \$124.3 million, respectively, included in accounts payable and accrued liabilities and the Company held cash in the amounts of \$195.5 million and \$124.3 million, respectively, as collateral for the loaned securities.

Gross unrealized losses on investment securities and the fair value of the related securities, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position at March 31, 2006 were as follows:

	<b>Less Than 12 Months Unrealized</b>		<b>12 Months or Longer Unrealized</b>		<b>Total Unrealized</b>	
	<b>Fair Value</b>	<b>Losses</b>	<b>Fair Value</b>	<b>Losses</b>	<b>Fair Value</b>	<b>Losses</b>
U.S. government and agencies	\$ 102,198	\$ (3,499)	\$ 682,948	\$ (18,073)	\$ 785,146	\$ (21,572)
States and political subdivisions	359,451	(5,936)	443,047	(10,978)	802,498	(16,914)
Foreign government and agencies	21,902	(463)			21,902	(463)
Corporate securities	334,275	(9,456)	284,202	(8,318)	618,477	(17,774)
Equity securities	64,755	(12,066)			64,755	(12,066)
Total temporarily impaired securities	\$ 882,581	\$ (31,420)	\$ 1,410,197	\$ (37,369)	\$ 2,292,778	\$ (68,789)

A substantial portion of the Company's unrealized losses relate to its holdings of debt securities. Unrealized losses relating to U.S. government, state and political subdivision and fixed maturity corporate holdings were primarily caused by interest rate increases. Since the decline in fair value of these investments is attributable to changes in interest rates and not credit quality, and the Company has the intent and ability to hold these securities, the Company does not consider these investments other-than-temporarily impaired. The unrealized losses related to equity securities were caused by market changes that the Company considers to be temporary and thus the Company does not consider these investments other-than-temporarily impaired.

**Note D Stock Based Compensation Plans**

In 2005, in connection with the distribution of FNT stock by FNF, we established the FNT 2005 Omnibus Incentive Plan (the Omnibus Plan) authorizing the issuance of up to 8,000,000 shares of common stock, subject to the terms of the Omnibus Plan. The Omnibus Plan provides for the grant of stock options, stock appreciation rights,

Table of Contents**FIDELITY NATIONAL TITLE GROUP, INC. AND SUBSIDIARIES****Notes to Condensed Financial Statements (Continued)**

restricted stock, restricted stock units and performance shares, performance units, other cash and stock-based awards and dividend equivalents. As of March 31, 2006, there were 777,500 shares of restricted stock and 2,206,500 stock options outstanding, all of which were granted to certain employees and directors of the Company on October 18, 2005, pursuant to the Omnibus Plan. These shares and options vest over a four-year period. The Company recorded stock-based compensation expense of \$0.5 million and \$1.0 million in the first three months of 2006 in connection with the issuances of FNT restricted stock and stock options, respectively.

Stock option transactions under the Omnibus Plan in the first quarter of 2006 were as follows:

	Shares	Weighted Average Exercise Price	Exercisable	Aggregate Intrinsic Value at March 31, 2006 (In thousands)
Balance, December 31, 2005	2,206,500	21.90		\$ 1,920
Granted	30,000	22.22		16
Exercised				
Cancelled				
Balance, March 31, 2006	2,236,500	\$ 21.90		\$ 1,936

All options issued and outstanding at March 31, 2006, are unvested, have a weighted average exercise price of \$21.90 per share and a weighted average remaining contractual life of 9.5 years. There were no exercisable options outstanding at March 31, 2006. No stock options vested or were forfeited in the first three months of 2006.

Restricted stock transactions under the Omnibus Plan in the first quarter of 2006 were as follows:

	Shares	Weighted Average Grant Date Fair Value	Exercisable
Balance, December 31, 2005	777,500	21.90	
Granted			
Exercised			
Cancelled			

Balance, March 31, 2006	777,500	\$	21.90
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No shares of restricted stock vested or were forfeited in the first three months of 2006.

As a result of stock-based compensation grants prior to the commencement of the Omnibus Plan, certain Company employees are also participants in FNF's stock-based compensation plans (the "FNF Plans"), which provide for the granting of incentive and nonqualified stock options, restricted stock and other stock-based incentive awards for officers and key employees. Grants of incentive and nonqualified stock options under the FNF Plans have generally provided that options will vest equally over three years and generally expire ten years after their original date of grant. All options granted under the FNF Plans had an exercise price equal to the market value of the underlying common stock on the date of grant. However, certain of these plans allow for the option exercise price for each share granted pursuant to a nonqualified stock option to be less than the fair market value of the common stock on the date of grant to reflect the application of the optionee's deferred bonus, if applicable. In connection with grants of FNF stock options to Company employees, the Company recorded stock-based compensation expense of \$1.2 million and \$2.2 million in the first three months of 2006 and 2005, respectively, which was based on an allocation of compensation expense to the Company for personnel who provided services to the Company.

In 2003, FNF issued to certain Company employees and directors rights to purchase shares of FNF restricted common stock (the "FNF Restricted Shares"). A portion of the FNF Restricted Shares vest over a five-year period and a portion vest over a four-year period, of which one-fifth vested immediately on the date of grant. The Company



**Table of Contents****FIDELITY NATIONAL TITLE GROUP, INC. AND SUBSIDIARIES****Notes to Condensed Financial Statements (Continued)**

recorded stock-based compensation expense of \$0.4 million and \$0.8 million in connection with the issuance of the FNF Restricted Shares to FNT employees for the three months ended March 31, 2006 and 2005, respectively, which was based on an allocation of compensation expense to the Company for personnel who provided services to the Company.

In December 2004, the FASB issued Statement of Financial Accounting Standards No. 123R, Share-Based Payment ( SFAS 123R ), which requires that compensation cost relating to share-based payments be recognized in our financial statements. Effective as of the beginning of 2003, the Company adopted the fair value recognition provision of Statement of Financial Accounting Standards No. 123, Accounting for Stock-Based Compensation ( SFAS 123 ). Using the fair value method of accounting, compensation cost is measured based on the fair value of the award at the grant date and recognized over the service period. Upon adoption of SFAS 123, the Company elected to use the prospective method of transition, as permitted by Statement of Financial Accounting Standards No. 148, Accounting for Stock-Based Compensation Transition and Disclosure ( SFAS 148 ). Using this method, stock-based employee compensation cost was recognized from the beginning of 2003 as if the fair value method of accounting had been used to account for all employee awards granted, modified, or settled in years beginning after December 31, 2002. SFAS 123R does not allow for the prospective method, but requires the recording of expense relating to the vesting of all unvested options beginning in the first quarter of 2006. The adoption of SFAS 123R on January 1, 2006 had no material impact on the Company's income before income taxes, net income, cash flow from operations, cash flow from financing activities, or basic or diluted earnings per share in the three months ended March 31, 2006 due to the fact that all options accounted for using the intrinsic value method under Accounting Principles Board Opinion No. 25, Accounting for Stock Issued to Employees, were fully vested as of December 31, 2005. In accordance with the provisions of SFAS No. 123R, share-based compensation expense for the first quarter of 2005 has not been restated. Net income for the quarters ended March 31, 2006 and 2005 reflects an expense of \$3.2 million and \$3.0 million, respectively, which is included in personnel costs in the reported financial results. Included in these amounts are share-based compensation expense of \$1.6 million in the first three months of 2006 related to the Omnibus Plan and \$1.6 and \$3.0 million in share-based compensation expense for the three months ended March 31, 2006 and 2005, respectively, related to the participation of Company employees in the FNF Plans.

The fair values of all options were estimated at the date of grant using a Black-Scholes option-pricing model with the following weighted average assumptions. The risk free interest rates used in the calculation are the rates that correspond to the weighted average expected life of an option. For purposes of valuing the options granted under the Omnibus Plan in 2006 or 2005, the Company used historical activity of FNF common stock shares and stock options to estimate the volatility rate of the FNT common stock and the expected life of the FNT options. FNT did not grant any options in the first three months of 2005. The following assumptions were used in valuing FNT stock options granted during the first quarter of 2006: a risk free interest rate of 4.7%, a volatility factor for the expected market price of 26%, an expected dividend yield of 4.9%, and a weighted average expected life of 4.1 years. The weighted average fair value of each option granted by FNT during the first quarter of 2006 was \$3.73.

**Table of Contents****FIDELITY NATIONAL TITLE GROUP, INC. AND SUBSIDIARIES****Notes to Condensed Financial Statements (Continued)**

Prior pro forma information regarding net earnings and earnings per share is required by SFAS No. 123R, and has been determined as if the Company had accounted for all of its employee stock options under the fair value method of that statement. For purposes of pro forma disclosures, the estimated fair value of the options is amortized into expense over the options vesting period. The following table illustrates the effect on net income and earnings per share if the Company had applied the fair value recognition provisions of SFAS No. 123R to all outstanding and unvested awards prior to the adoption of SFAS 123R:

	<b>Three Months Ended March 31, 2006                  2005 (In thousands)</b>	
Net earnings, as reported	\$ 79,102	\$ 82,319
Add: Stock-based compensation expense included in reported net earnings, net of related tax effects	2,044	1,847
Deduct: Total stock-based employee compensation expense determined under fair value based methods for all awards, net of related tax effects	(2,044)	(2,162)
Pro forma net earnings	\$ 79,102	\$ 82,004
Earnings per share:		
Basic as reported	\$ 0.46	
Basic pro forma	\$ 0.46	
Diluted as reported	\$ 0.46	
Diluted pro forma	\$ 0.46	
Pro forma net earnings per share basic and diluted, as reported		\$ 0.48
Pro forma net earnings per share basic and diluted, adjusted for SFAS 123 effects		\$ 0.47

At March 31, 2006, the total unrecognized compensation cost related to non-vested stock option grants was \$7.9 million, which is expected to be recognized in pre-tax income over a weighted average period of 3.5 years and the total unrecognized compensation cost related to non-vested restricted stock grants was \$15.0 million, which is expected to be recognized in pre-tax income over a weighted average period of 3.5 years.

**Note E Notes Payable**

Notes payable consist of the following (in thousands):

	<b>March 31, 2006</b>	<b>December 31, 2005</b>
Unsecured notes, net of discount, interest payable semiannually at 7.3%, due August, 2011	\$ 240,801	\$
Unsecured notes, net of discount, interest payable semiannually at 5.25%, due March, 2013	248,698	
Unsecured notes due to FNF, net of discount	6,641	497,800
Syndicated credit agreement, unsecured, interest due monthly at LIBOR plus 0.40%, (5.2% at March 31, 2006), unused portion of \$300,000 at March 31, 2006	100,000	100,000
Other promissory notes with various interest rates and maturities	2,954	5,462
	<b>\$ 599,094</b>	<b>\$ 603,262</b>

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Table of Contents**FIDELITY NATIONAL TITLE GROUP, INC. AND SUBSIDIARIES****Notes to Condensed Financial Statements (Continued)**

In connection with the distribution of FNT stock by FNF, the Company issued two \$250 million intercompany notes payable to FNF (the Mirror Notes), with terms that mirrored FNF's existing \$250 million 7.30% public debentures due in August 2011 and \$250 million 5.25% public debentures due in March 2013. Following issuance of the Mirror Notes, the Company filed a Registration Statement on Form S-4, pursuant to which the Company offered to exchange the outstanding FNF notes for notes FNT would issue having substantially the same terms and deliver the FNF notes received in such exchange to FNF in redemption of the debt under the Mirror Notes. On January 17, 2006, the exchange offers expired, with \$241.3 million aggregate principal amount of the 7.30% notes due 2011 and the entire \$250.0 million aggregate principal amount of the 5.25% notes due 2013 validly tendered and not withdrawn in the exchange offers. Following the completion of the exchange offers, the company issued a new 7.30% Mirror Note due in 2011 in the amount of \$8.7 million, representing the principal amount of the portion of the original Mirror Notes that was not exchanged, of which \$6.6 million remains outstanding at March 31, 2006. Upon any acceleration of maturity of the FNF notes, whether upon redemption or an event of default of the FNF notes, FNT must repay the corresponding Mirror Note.

On October 17, 2005, the Company entered into a Credit Agreement with Bank of America, N.A. as Administrative Agent and Swing Line Lender (the Credit Agreement), and the other financial institutions party thereto. The Credit Agreement provides for a \$400 million unsecured revolving credit facility maturing on the fifth anniversary of the closing date. Amounts under the revolving credit facility may be borrowed, repaid and reborrowed by the borrowers thereunder from time to time until the maturity of the revolving credit facility. Voluntary prepayment of the revolving credit facility under the Credit Agreement is permitted at any time without fee upon proper notice and subject to a minimum dollar requirement. Revolving loans under the credit facility bear interest at a variable rate based on either (i) the higher of (a) a rate per annum equal to one-half of one percent in excess of the Federal Reserve's Federal Funds rate, or (b) Bank of America's prime rate; or (ii) a rate per annum equal to the British Bankers Association London Interbank Offered Rate (LIBOR) plus a margin of between 0.35%-1.25%, all in, depending on the Company's then current public debt credit rating from the rating agencies. Included in the 0.35%-1.25% margin is a related commitment fee on the entire facility.

The Credit Agreement contains affirmative, negative and financial covenants customary for financings of this type, including, among other things, limits on the creation of liens, limits on the incurrence of indebtedness, restrictions on investments, and limitations on restricted payments and transactions with affiliates. The Credit Agreement requires the Company to maintain investment grade debt ratings, certain financial ratios related to liquidity and statutory surplus and certain levels of capitalization. The Credit Agreement also includes customary events of default for facilities of this type (with customary grace periods, as applicable) and provides that, upon the occurrence of an event of default, the interest rate on all outstanding obligations will be increased and payments of all outstanding loans may be accelerated and/or the lenders' commitments may be terminated. In addition, upon the occurrence of certain insolvency or bankruptcy related events of default, all amounts payable under the Credit Agreement shall automatically become immediately due and payable, and the lenders' commitments will automatically terminate. The Company's management believes that the Company is in compliance with all covenants related to the Credit Agreement at March 31, 2006.

Principal maturities of notes payable at March 31, 2006, were as follows (dollars in thousands):

2006	\$ 2,954
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2007	
2008	
2009	
2010	100,000
Thereafter	496,140
	\$ 599,094

Table of Contents**FIDELITY NATIONAL TITLE GROUP, INC. AND SUBSIDIARIES****Notes to Condensed Financial Statements (Continued)****Note F Pension and Postretirement Benefits**

The following details the Company's periodic expense for pension and postretirement benefits:

	<b>For the Three Months Ended March 31,</b>			
	<b>2006</b>	<b>2005</b>	<b>2006</b>	<b>2005</b>
	<b>Pension Benefits</b>		<b>Postretirement Benefits</b>	
	<b>(In thousands)</b>			
Service cost	\$		\$	
Interest cost	2,097		242	
Expected return on assets	(2,453)		(195)	
Amortization of prior service cost			86	
Amortization of actuarial loss	2,217		137	
Total net periodic expense	\$ 1,861	\$ 2,335	\$ 171	\$ 87

There have been no material changes to the Company's projected benefit payments under these plans since December 31, 2005.

**Note G Legal Proceedings**

In the ordinary course of business, the Company is involved in various pending and threatened litigation matters related to its operations, some of which include claims for punitive or exemplary damages. The Company believes that no actions, other than those listed below, depart from customary litigation incidental to its business. As background to the disclosure below, please note the following:

These matters raise difficult and complicated factual and legal issues and are subject to many uncertainties and complexities, including but not limited to the underlying facts of each matter, novel legal issues, variations between jurisdictions in which matters are being litigated, differences in applicable laws and judicial interpretations, the length of time before many of these matters might be resolved by settlement or through litigation and, in some cases, the timing of their resolutions relative to other similar cases brought against other companies, the fact that many of these matters are putative class actions in which a class has not been certified and in which the purported class may not be clearly defined, the fact that many of these matters involve multi-state class actions in which the applicable law for the claims at issue is in dispute and therefore unclear, and the current challenging legal environment faced by large corporations and insurance companies.

In these matters, plaintiffs seek a variety of remedies including equitable relief in the form of injunctive and other remedies and monetary relief in the form of compensatory damages. In most cases, the monetary damages sought include punitive or treble damages. Often more specific information beyond the type of relief sought is

not available because plaintiffs have not requested more specific relief in their court pleadings. In general, the dollar amount of damages sought is not specified. In those cases where plaintiffs have made a specific statement with regard to monetary damages, they often specify damages just below a jurisdictional limit regardless of the facts of the case. This represents the maximum they can seek without risking removal from state court to federal court. In our experience, monetary demands in plaintiffs' court pleadings bear little relation to the ultimate loss, if any, we may experience.

For the reasons specified above, it is not possible to make meaningful estimates of the amount or range of loss that could result from these matters at this time. The Company reviews these matters on an on-going basis and follows the provisions of SFAS No. 5, Accounting for Contingencies when making accrual and disclosure decisions. When assessing reasonably possible and probable outcomes, the Company bases its decision on its assessment of the ultimate outcome following all appeals.

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**FIDELITY NATIONAL TITLE GROUP, INC. AND SUBSIDIARIES**

**Notes to Condensed Financial Statements (Continued)**

In the opinion of the Company's management, while some of these matters may be material to the Company's operating results for any particular period if an unfavorable outcome results, none will have a material adverse effect on its overall financial condition.

Several class actions are pending in Ohio, Pennsylvania, Connecticut and Florida alleging improper premiums were charged for title insurance. The cases allege that the named defendant companies failed to provide notice of premium discounts to consumers refinancing their mortgages, and failed to give discounts in refinancing transactions in violation of the filed rates. The actions seek refunds of the premiums charged and punitive damages. The Company intends to vigorously defend the actions.

A class action in California alleges that the Company violated the Real Estate Settlement Procedures Act and state law by giving favorable discounts or rates to builders and developers for escrow fees and requiring purchasers to use Chicago Title Insurance Company for escrow services. The action seeks refunds of the premiums charged and additional damages. The Company intends to vigorously defend this action.

A class action in Texas alleges that the Company overcharged for recording fees in Arizona, California, Colorado, Oklahoma and Texas. The suit seeks to recover the recording fees for the class that was overcharged, interest and attorney's fees. The suit was filed in the United States District Court for the Western District of Texas, San Antonio Division on March 24, 2006. Similar suits are pending in Indiana. The Company intends to vigorously defend these actions.

A class action in New Mexico alleges the Company has engaged in anti-competitive price fixing in New Mexico. The suit seeks an injunction against price fixing and writs issued to the State regulators mandating the law be interpreted to provide a competitive market, compensatory damages, punitive damages, statutory damages, interest and attorney's fees for the injured class. The suit was filed in State Court in Santa Fe, New Mexico on April 27, 2006. The Company intends to vigorously defend this action.

A shareholder derivative action was filed in Florida on February 11, 2005 alleging that FNF directors and certain executive officers breached their fiduciary and other duties, and exposed FNF to potential fines, penalties and suits in the future, by permitting so called contingent commissions to obtain business and in the subsequently amended complaint that they have wrongfully engaged in captive reinsurance programs. The Company and the plaintiff have reached an agreement to dismiss the action with prejudice with each party bearing their own attorney's fees and costs.

In Missouri a class action is pending alleging that certain acts performed by the Company in closing real estate transactions are the unlawful practice of law. The Company intends to vigorously defend this action.

None of the cases described above includes a statement as to the dollar amount of damages demanded. Instead, each of the cases includes a demand in an amount to be proved at trial. Two of the Ohio cases state that the damages per class member are less than the jurisdictional limit for removal to federal court.

The Company receives inquiries and requests for information from state insurance departments, attorneys general and other regulatory agencies from time to time about various matters relating to its business. Sometimes these take the form of civil investigative subpoenas. The Company attempts to cooperate with all such inquiries. From time to time,



the Company is assessed fines for violations of regulations or other matters or enters into settlements with such authorities which require the Company to pay money or take other actions.

In the Fall of 2004, the California Department of Insurance began an investigation into reinsurance practices in the title insurance industry. In February 2005, FNF was issued a subpoena to provide information to the California Department of Insurance as part of its investigation. This investigation paralleled similar inquiries of the National Association of Insurance Commissioners, which began earlier in 2004. The investigations have focused on arrangements in which title insurers would write title insurance generated by realtors, developers and lenders and cede a portion of the premiums to a reinsurance company affiliate of the entity that generated the business.

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**FIDELITY NATIONAL TITLE GROUP, INC. AND SUBSIDIARIES**

**Notes to Condensed Financial Statements (Continued)**

The Company negotiated a settlement with the California Department of Insurance with respect to that department's inquiry into these arrangements, which the Company refers to as captive reinsurance arrangements. Under the terms of the settlement, the Company paid a penalty of \$5.6 million and is refunding approximately \$7.7 million to consumers whose California property was subject to a captive reinsurance arrangement. The Company also entered into similar settlements with 26 other states, in which the Company is refunding a total of approximately \$2 million to policyholders. Other state insurance departments and attorneys general and the U.S. Department of Housing and Urban Development ( HUD ) also have made formal or informal inquiries of the Company regarding these matters.

The Company has been cooperating and intends to continue to cooperate with the other ongoing investigations. The Company has discontinued all captive reinsurance arrangements. The total amount of premiums the Company ceded to reinsurers was approximately \$10 million over the existence of these agreements. The remaining investigations are continuing and the Company currently is unable to give any assurance regarding their consequences for the industry or for FNT.

Additionally, the Company has received inquiries from regulators about its business involvement with title insurance agencies affiliated with builders, realtors and other traditional sources of title insurance business, some of which the Company participated in forming as joint ventures with its subsidiaries. These inquiries have focused on whether the placement of title insurance with the Company through these affiliated agencies is proper or an improper form of referral payment. Like most other title insurers, the Company participates in these affiliated business arrangements in a number of states. The Company entered into a settlement with the Florida Department of Financial Services under which it refunded approximately \$3 million in premiums received through these types of agencies in Florida and paid a fine of \$1 million. The Company is responding to other inquiries as they are received, and is currently unable to give any assurance as to their likely outcome.

Since 2004 the Company's subsidiaries have received civil subpoenas and other inquiries from the New York State Attorney General (the NYAG ), requesting information about their arrangements with agents and customers and other matters relating to, among other things, rates, rate calculation practices, use of blended rates in multi-state transactions, rebates, entertainment expenses, and referral fees. Title insurance rates in New York are set by regulation and generally title insurers may not charge less than the established rate. Among other things, the NYAG has asked for information about an industry practice (called blended rates and delayed blends ) in which discounts on title insurance on properties outside New York are sometimes given or where credit is given in subsequent transactions in connection with multi-state commercial transactions in which one or more of the properties is located in New York. The NYAG is also reviewing the possibility that the Company's Chicago Title subsidiary may have provided incorrect data in connection with rate-setting proceedings in New York and in connection with reaching a settlement of a class action suit over charges for title insurance issued in 1996 through 2002. The New York State Insurance Department ( NYSID ) has also joined the NYAG in the latter's wide-ranging review of the title insurance industry and the Company. The Company can give no assurance as to the likely outcome of these investigations, including but not limited to whether they may result in fines, monetary settlements, reductions in title insurance rates or other actions, any of which could adversely affect the Company. Any reduction in title insurance rates or other business reforms in New York could lead to similar changes in other states as well. The Company is cooperating fully with the NYAG and NYSID inquiries into these matters.

Further, U.S. Representative Oxley, the Chairman of the House Financial Services Committee, recently asked the Government Accountability Office (the GAO ) to investigate the title insurance industry. Representative Oxley stated

that the Committee is concerned about payments that certain title insurers have made to developers, lenders and real estate agents for referrals of title insurance business. Representative Oxley asked the GAO to examine, among other things, the foregoing relationships and the levels of pricing and competition in the title insurance industry. A congressional hearing was held regarding title insurance practices on April 27, 2006. The Company is unable to predict the outcome of this inquiry or whether it will adversely affect the Company's business or results of operations.

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**FIDELITY NATIONAL TITLE GROUP, INC. AND SUBSIDIARIES**

**Notes to Condensed Financial Statements (Continued)**

The California Department of Insurance has begun to examine levels of pricing and competition in the title insurance industry in California, with a view to determining whether prices are too high and if so, implementing rate reductions. New York, Colorado, Florida, Louisiana, Nevada, and Texas insurance regulators have also announced similar inquiries (or other reviews of title insurance) and other states could follow. At this stage, the Company is unable to predict what the outcome will be of this or any similar review.

Canadian lawyers who have traditionally played a role in real property transactions in Canada allege that the Company's practices in processing residential mortgages are the unauthorized practice of law. Their Law Societies have demanded an end to the practice, and have begun investigations into those practices. In several provinces bills have been filed that ostensibly would affect the way the Company does business. The Company is unable to predict the outcome of this inquiry or whether it will adversely affect the Company's business or results of operations.

**Note H Subsequent Event**

On April 27, FNF announced that its Board of Directors has approved pursuing a plan for elimination of its holding company structure, which would result in the sale of certain of FNF's assets and liabilities to FNT in exchange for shares of FNT stock and the distribution of FNF's ownership stake in FNT to FNF shareholders. Following the distribution of its FNT shares, FNF would merge into FIS and FNF stockholders would receive FIS stock for their FNF shares. Under the plan, after the transaction is complete, FNT, which will consist primarily of FNF's current specialty insurance and Sedgwick CMS business lines in addition to its current title insurance business, will be renamed Fidelity National Financial (New FNF) and will trade under the symbol FNF. FNT has established a special committee of its Board of Directors to evaluate and negotiate a formal proposal if and when made by FNF. Current FNF Chairman and CEO William P. Foley, II, would assume the same positions in the New FNF and other key members of FNF's senior management would also agree to continue their involvement in both New FNF and FIS in executive capacities, pursuant to employment agreements. Completion of the transaction will be subject to a number of conditions, including but not limited to: preparation of a definitive proposal for the transactions and negotiation of definitive agreements; approval of the boards of directors and shareholders of each of FNF, FNT and FIS; the receipt of a private letter ruling from the Internal Revenue Service; the clearance of proxy statements and registration statements by the SEC; the receipt of all necessary regulatory approvals for the transfer of FNF's specialty insurance operations to FNT and for the spin-off of FNT to the shareholders of FNF; the receipt of necessary approvals under credit agreements of FNF, FNT and FIS and any other material agreements; and any other conditions set forth in the definitive agreements for the transactions, once completed.

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Board of Directors and Stockholders

Fidelity National Title Group, Inc.:

We have audited the accompanying Consolidated and Combined Balance Sheets of Fidelity National Title Group, Inc. and subsidiaries as of December 31, 2005 and 2004 and the related Consolidated and Combined Statements of Earnings, Comprehensive Earnings, Stockholders' Equity and Cash Flows for each of the years in the three-year period ended December 31, 2005. These Consolidated and Combined Financial Statements are the responsibility of FNT's management. Our responsibility is to express an opinion on these Consolidated and Combined Financial Statements based on our 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 audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the Consolidated and Combined Financial Statements referred to above present fairly, in all material respects, the financial position of Fidelity National Title Group, Inc. and subsidiaries as of December 31, 2005 and 2004, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2005, in conformity with U.S. generally accepted accounting principles.

/s/ KPMG LLP

March 13, 2006  
Jacksonville, Florida  
Certified Public Accountants

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**Table of Contents****FIDELITY NATIONAL TITLE GROUP, INC. AND SUBSIDIARIES****CONSOLIDATED AND COMBINED BALANCE SHEETS**

**December 31,**  
**2005                      2004**  
**(In thousands,**  
**except per share data)**

**ASSETS**

## Investments:

Fixed maturities available for sale, at fair value, at December 31, 2005 includes \$305,717 and \$116,781 of pledged fixed maturity securities related to secured trust deposits and the securities lending program, respectively, and at December 31, 2004 includes \$265,639 of pledged fixed maturity securities related to secured trust deposits	\$ 2,457,632	\$ 2,174,817
Equity securities, at fair value, at December 31, 2005 includes \$3,401 of pledged equity securities related to the securities lending program	176,987	115,070
Other long-term investments	21,037	21,219
Short-term investments, at December 31, 2005 and 2004 includes \$350,256 and \$280,351, respectively, of pledged short-term investments related to secured trust deposits	645,082	508,383
<b>Total investments</b>	<b>3,300,738</b>	<b>2,819,489</b>
Cash and cash equivalents at December 31, 2005 includes \$234,709 and \$124,339 of pledged cash related to secured trust deposits and the securities lending program, respectively, and at December 31, 2004 includes \$195,200 of pledged cash related to secured trust deposits	462,157	268,414
Trade receivables, net of allowance of \$13,583 in 2005 and \$11,792 in 2004	178,998	145,447
Notes receivable, net of allowance of \$1,466 in 2005 and \$1,740 in 2004 and includes notes from related parties of \$19,000 in 2005 and \$22,800 in 2004	31,749	39,196
Goodwill	1,051,526	959,600
Prepaid expenses and other assets	377,049	311,730
Title plants	308,675	301,610
Property and equipment, net	156,952	164,916
Due from FNF	32,689	63,689
	<b>\$ 5,900,533</b>	<b>\$ 5,074,091</b>

**LIABILITIES AND STOCKHOLDERS EQUITY**

## Liabilities:

Accounts payable and accrued liabilities, at December 31, 2005 includes \$120,182 of security loans related to the securities ending program	\$ 790,598	\$ 603,705
Notes payable, including \$497.8 million of notes payable to FNF at December 31, 2005	603,262	22,390
Reserve for claim losses	1,063,857	980,746
Secured trust deposits	882,602	735,295

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Deferred tax liabilities	75,839	51,248
	3,416,158	2,393,384
Minority interests	4,338	3,951
Stockholders' equity:		
Common stock, Class A, \$0.0001 par value; authorized, 300,000,000 shares as of December 31, 2005; issued, 31,147,357 shares as of December 31, 2005	3	
Common stock, Class B, \$0.0001 par value; authorized, 300,000,000 shares as of December 31, 2005; issued, 143,172,183 shares as of December 31, 2005	14	
Additional paid-in capital	2,492,312	
Retained earnings	82,771	
Investment by FNF		2,719,056
	2,575,100	2,719,056
Accumulated other comprehensive loss	(78,892)	(42,300)
Unearned compensation	(16,171)	
	2,480,037	2,676,756
	\$ 5,900,533	\$ 5,074,091

See Notes to Consolidated and Combined Financial Statements.

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**FIDELITY NATIONAL TITLE GROUP, INC. AND SUBSIDIARIES**  
**CONSOLIDATED AND COMBINED STATEMENTS OF EARNINGS**

	<b>Year Ended December 31,</b>		
	<b>2005</b>	<b>2004</b>	<b>2003</b>
	<b>(In thousands, except per share data)</b>		
<b>Revenue:</b>			
Direct title insurance premiums	\$ 2,184,993	\$ 2,003,447	\$ 2,105,317
Agency title insurance premiums, includes \$91.9 million, \$106.3 million, and \$284.9 million of premiums from related parties in 2005, 2004, and 2003, respectively (See Note A)	2,763,973	2,714,770	2,595,433
Total title premiums	4,948,966	4,718,217	4,700,750
Escrow and other title related fees, includes \$5.0 million, \$8.4 million, and \$7.3 million of revenue from related parties in 2005, 2004, and 2003, respectively (See Note A)	1,162,344	1,039,835	1,058,729
Total title and escrow	6,111,310	5,758,052	5,759,479
Interest and investment income, includes \$1.0 million, \$1.0 million, and \$0.7 million of interest revenue from related parties in 2005, 2004, and 2003, respectively (See Note A)	118,084	64,885	56,708
Realized gains and losses, net	44,684	22,948	101,839
Other income	41,783	43,528	52,689
	6,315,861	5,889,413	5,970,715
<b>Expenses:</b>			
Personnel costs, excludes \$27.2 million, \$34.5 million, and \$14.8 million of personnel costs allocated to related parties in 2005, 2004, and 2003, respectively (See Note A)	1,897,904	1,680,805	1,692,895
Other operating expenses, includes \$14.3 million, \$53.8 million, and \$15.8 million of other operating expenses from related parties net of amounts allocated to related parties in 2005, 2004, and 2003, respectively (See Note A)	935,263	849,554	817,597
Agent commissions, includes agent commissions of \$80.9 million, \$93.6 million, and \$250.7 million paid to related parties in 2005, 2004, and 2003, respectively (See Note A)	2,140,912	2,117,122	2,035,810
Depreciation and amortization	102,105	95,718	79,077
Provision for claim losses	354,710	259,402	248,834
Interest expense	16,663	3,885	4,582
	5,447,557	5,006,486	4,878,795
Earnings before income taxes and minority interest	868,304	882,927	1,091,920
Income tax expense	327,351	323,598	407,736



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Earnings before minority interest	540,953	559,329	684,184
Minority interest	1,972	1,165	859
Net earnings	\$ 538,981	\$ 558,164	\$ 683,325
Basic net earnings per share	\$ 3.11		
Weighted average shares outstanding, basic basis	173,463		
Diluted net earnings per share	\$ 3.11		
Weighted average shares outstanding, diluted basis	173,575		
Unaudited proforma net earnings per share basic and diluted		\$ 3.22	
Unaudited proforma weighted average shares outstanding basic and diluted		172,951	

See Notes to Consolidated and Combined Financial Statements.

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**Table of Contents****FIDELITY NATIONAL TITLE GROUP, INC. AND SUBSIDIARIES****CONSOLIDATED AND COMBINED STATEMENTS OF COMPREHENSIVE EARNINGS**

	<b>Year Ended December 31,</b>		
	<b>2005</b>	<b>2004</b>	<b>2003</b>
	<b>(In thousands)</b>		
Net earnings	\$ 538,981	\$ 558,164	\$ 683,325
Other comprehensive earnings (loss):			
Unrealized losses on investments, net(1)	(34,612)	(18,684)	(13,345)
Minimum pension liability adjustment(2)	(1,980)	(11,764)	(9,988)
Other comprehensive earnings (loss)	(36,592)	(30,448)	(23,333)
Comprehensive earnings	\$ 502,389	\$ 527,716	\$ 659,992

(1) Net of income tax benefit of \$20.8 million, \$10.7 million and \$7.9 million for 2005, 2004 and 2003, respectively.

(2) Net of income tax benefit of \$1.2 million, \$6.9 million and \$6.4 million in 2005, 2004 and 2003, respectively.

See Notes to Consolidated and Combined Financial Statements.

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**FIDELITY NATIONAL TITLE GROUP, INC. AND SUBSIDIARIES**

**CONSOLIDATED AND COMBINED STATEMENTS OF STOCKHOLDERS EQUITY**

	Common Stock		Additional		Investment by FNF	Accumulated Other Comprehensive		Unearned Compensation	Total	
	Class A Shares	Class B Amount	Paid-in Capital (In thousands, except per share data)	Retained Earnings		Earnings (Loss)				
e, ber 31,		\$	\$	\$	\$	2,223,003	\$	11,481	\$	2,234,484
prehensive minimum n liability nent net								(9,988)		(9,988)
prehensive unrealized								(13,345)		(13,345)
ments net										
tribution						(16,390)				(16,390)
tal						(408,900)				(408,900)
nd to FNF						683,325				683,325
arnings										
e, ber 31,						2,481,038		(11,852)		2,469,186
prehensive minimum n liability nent net								(11,764)		(11,764)
prehensive unrealized										
ments net										
								(18,684)		(18,684)
						117,854				117,854



See Notes to Consolidated and Combined Financial Statements.

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**Table of Contents****FIDELITY NATIONAL TITLE GROUP, INC. AND SUBSIDIARIES****CONSOLIDATED AND COMBINED STATEMENTS OF CASH FLOWS**

	<b>Year Ended December 31,</b>		
	<b>2005</b>	<b>2004</b>	<b>2003</b>
	<b>(In thousands)</b>		
<b>Cash Flows From Operating Activities:</b>			
Net earnings	\$ 538,981	\$ 558,164	\$ 683,325
Adjustment to reconcile net earnings to net cash provided by operating activities:			
Depreciation and amortization	102,105	95,718	79,077
Net increase in reserve for claim losses	82,064	6,088	38,158
Gain on sales of investments and other assets	(44,684)	(22,948)	(101,839)
Stock-based compensation cost	12,440	5,418	4,864
Minority interest	1,972	1,165	859
Changes in assets and liabilities, net of effects from acquisitions:			
Net (increase) decrease in secured trust deposits	(2,705)	1,514	11,647
Net increase in trade receivables	(31,147)	(11,241)	(7,630)
Net decrease in prepaid expenses and other assets	277	18,295	58,829
Net (decrease) increase in accounts payable and accrued liabilities	(61,737)	(13,474)	61,876
Net increase in income taxes	99,905	7,099	23,462
Net cash provided by operating activities	697,471	645,798	852,628
<b>Cash Flows From Investing Activities:</b>			
Proceeds from sales of investment securities available for sale	2,289,798	2,579,401	1,849,862
Proceeds from maturities of investment securities available for sale	380,836	204,783	318,302
Proceeds from sales of real estate, property and equipment	40,690	5,620	5,141
Collections of notes receivable	15,769	7,788	15,480
Additions to title plants	(6,754)	(6,533)	(1,105)
Additions to property and equipment	(85,384)	(70,636)	(80,418)
Additions to capitalized software	(8,058)	(415)	(16,133)
Additions to notes receivable	(8,471)	(5,414)	(3,665)
Purchases of investment securities available for sale	(2,761,803)	(3,244,321)	(2,184,319)
Net (purchases) proceeds of short-term investment activities	(137,853)	277,736	(76,192)
Acquisition of businesses, net of cash acquired	(137,242)	(115,712)	(8,352)
Cash received as collateral on loaned securities, net	3,544		
Net cash used in investing activities	(414,928)	(367,703)	(181,399)
<b>Cash Flows From Financing Activities:</b>			
Borrowings	800,449	132	238
Debt service payments	(222,268)	(33,367)	(56,062)

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Net contribution from (distribution to) FNF	134,664	101,639	(180,118)
Dividends paid to FNF	(833,367)	(438,000)	(408,900)
Dividends paid to Class A stockholders	(7,787)		
Net cash used in financing activities	(128,309)	(369,596)	(644,842)
Net increase (decrease) in cash and cash equivalents, excluding pledged cash related to secured trust deposits	154,234	(91,501)	26,387
Cash and cash equivalents, excluding pledged cash related to secured trust deposits, at beginning of year	73,214	164,715	138,328
Cash and cash equivalents, excluding pledged cash related to secured trust deposits, at end of year	\$ 227,448	\$ 73,214	\$ 164,715

See Notes to Consolidated and Combined Financial Statements.

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**FIDELITY NATIONAL TITLE GROUP, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED AND COMBINED FINANCIAL STATEMENTS**

**A. Summary of Significant Accounting Policies**

The following describes the significant accounting policies of Fidelity National Title Group, Inc. (FNT) and its subsidiaries (collectively, the Company) which have been followed in preparing the accompanying Consolidated and Combined Financial Statements.

***Description of Business***

Fidelity National Title Group, Inc., through its principal subsidiaries, is the largest title insurance company in the United States. The Company's title insurance underwriters Fidelity National Title, Chicago Title, Ticor Title, Security Union Title and Alamo Title together issue all of the Company's title insurance policies in 49 states, the District of Columbia, Guam, Puerto Rico, the U.S. Virgin Islands, and in Canada and Mexico. The Company operates its business through a single segment, title and escrow, and does not generate significant revenue from outside the United States. Although the Company earns title premiums on residential and commercial sale and refinance real estate transactions, the Company does not separately track its revenues from these various types of transactions.

On September 26, 2005, Fidelity National Financial, Inc. (FNF) received all regulatory approvals required to contribute to FNT all of the legal entities that are consolidated and combined for presentation in these financial statements. On that date, FNF declared a dividend to its stockholders of record as of October 6, 2005 which resulted in a distribution of 17.5% of its interest in FNT, which represents the title insurance segment of FNF. Prior to October 17, 2005, FNT was a wholly-owned subsidiary of FNF. On October 17, 2005, FNF distributed to its stockholders 0.175 shares of FNT Class A common stock for each share of FNF common stock held on the record date (the Distribution). FNF beneficially owns 100% of the FNT Class B common stock representing approximately 82% of the Company's outstanding common stock. FNT Class B common stock has ten votes per share while FNT Class A common stock has one vote per share. Immediately following the Distribution and as of December 31, 2005, FNF controlled 97.9% of the voting rights of FNT. At December 31, 2005, the numbers of shares of Class A and Class B common stock were 31,147,357 and 143,172,183, respectively.

In connection with the Distribution, the Company issued two \$250 million intercompany notes payable to FNF (the Mirror Notes), with terms that mirrored FNF's existing \$250 million 7.30% public notes due in August 2011 and \$250 million 5.25% public notes due in March 2013. Original proceeds from the issuance of the 7.30% FNF notes due 2011 were used by FNF to repay debt incurred in connection with the acquisition of our subsidiary, Chicago Title, and the proceeds from the 5.25% FNF notes due 2013 were used for general corporate purposes. Following the issuance of the Mirror Notes, the Company filed a Registration Statement on Form S-4, pursuant to which the Company offered to exchange for the outstanding FNF notes for notes FNT would issue having substantially the same terms and deliver the FNF notes received to FNF to reduce debt under the intercompany notes. On January 17, 2006, the offers expired. As of that time, \$241,347,000 in aggregate principal amount of FNF's 7.30% Notes due August 15, 2011, and the entire \$250,000,000 in aggregate principal of FNF's 5.25% Notes due March 15, 2013 had been validly tendered and not withdrawn in the exchange offers. The FNF notes received by FNT in the exchange were subsequently delivered to FNF in partial redemption of the 7.30% Mirror Note due August 15, 2011, and in full redemption of the 5.25% Mirror Note due March 15, 2013. In order to reflect the partial redemption of the 7.30% Mirror Note due August 15, 2011, the original note has been replaced with an identical Mirror Note with a principal balance of \$8,653,000, which reflects the unredeemed portion of the original Mirror Note. See Liquidity and Capital Resources.



On October 17, 2005, the Company also entered into a credit agreement in the amount of \$400 million. On October 24, 2005, the Company borrowed \$150 million under this facility and paid it to FNF in satisfaction of a \$150 million intercompany note issued by one of the Company's subsidiaries to FNF in August 2005.

**Table of Contents****FIDELITY NATIONAL TITLE GROUP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED AND COMBINED FINANCIAL STATEMENTS (Continued)*****Principles of Consolidation and Basis of Presentation***

Prior to the Distribution on October 17, 2005, the accompanying Consolidated and Combined Financial Statements include those assets, liabilities, revenues and expenses directly attributable to the Company's operations and allocations of certain FNF corporate assets, liabilities and expenses to the Company. These amounts have been allocated to the Company on the basis that is considered by management to reflect most fairly or reasonably the utilization of the services provided to, or the benefit obtained by, the Company. Management believes the methods used to allocate these amounts are reasonable. Beginning on October 17, 2005, the entities that currently make up the Company were consolidated under a holding company structure and the accompanying Consolidated and Combined Financial Statements reflect activity subsequent to that date. All significant intercompany profits, transactions and balances have been eliminated in consolidation and combination. The financial information included herein does not necessarily reflect what the financial position and results of operations of the Company would have been had it operated as a stand-alone entity during the periods covered. The Company's investments in non-majority-owned partnerships and affiliates are accounted for using the equity method. The Company records minority interest liabilities related to minority stockholders' interest in consolidated affiliates. All dollars presented herein are in thousands of dollars unless otherwise noted.

***Earnings per Share and Unaudited Proforma Net Earnings per Share***

Basic earnings per share is computed by dividing net earnings available to common stockholders by the weighted average number of common shares outstanding during the period. Diluted earnings per share is calculated by dividing net earnings available to common stockholders plus the impact of assumed conversions of dilutive securities. The Company has granted certain shares of restricted stock, which have been treated as common share equivalents for purposes of calculating diluted earnings per share. Because there were no outstanding shares prior to the Distribution, basic and diluted weighted average shares outstanding for 2005 have been calculated as if shares outstanding and common stock equivalents at October 18, 2005 had been outstanding for the entire year.

The following table presents the computation of basic and diluted earnings per share for the year ended December 31, 2005 (in thousands except per share data). Prior to October 18, 2005, the historical financials of the Company were combined and thus presentation of earnings per share for 2004 was computed on a pro forma basis as presented in our Form S-1.

Basic and diluted net earnings	\$ 538,981
Weighted average shares outstanding during the year, basic basis	173,463
Plus: Common stock equivalent shares	111
Weighted average shares outstanding during the year, diluted basis	173,574
Basic earnings per share	\$ 3.11
Diluted earnings per share	\$ 3.11

The Company granted options to purchase 2,206,500 shares of the Company's common stock in October 2005, all of which were excluded from the computation of diluted earnings per share because they were anti-dilutive.

Unaudited proforma net earnings per share for the year ended December 31, 2004, has been calculated using the number of outstanding shares of FNF common stock as of a date prior to the Distribution.

***Transactions with Related Parties***

The Company's financial statements reflect transactions with other businesses and operations of FNF, including those being conducted by another FNF subsidiary, Fidelity National Information Services, Inc. (FIS).

**Table of Contents****FIDELITY NATIONAL TITLE GROUP, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED AND COMBINED FINANCIAL STATEMENTS (Continued)**

A detail of related party items included in revenues and expenses is as follows:

	<b>2005</b>	<b>2004</b>	<b>2003</b>
	<b>(In millions)</b>		
Agency title premiums earned	\$ 91.9	\$ 106.3	\$ 284.9
Rental income earned	5.0	8.4	7.3
Interest revenue	1.0	1.0	0.7
<b>Total revenue</b>	<b>\$ 97.9</b>	<b>\$ 115.7</b>	<b>\$ 292.9</b>
Agency title commissions	\$ 80.9	\$ 93.6	\$ 250.7
Data processing costs	56.9	56.6	12.4
Data processing costs allocated			(5.4)
Corporate services allocated	(30.3)	(84.5)	(48.7)
Title insurance information expense	28.1	28.6	28.2
Other real-estate related information	10.9	9.9	11.4
Software expense	7.7	5.8	2.6
Rental expense	3.8	2.8	0.5
License and cost sharing	11.9	12.8	17.9
<b>Total expenses</b>	<b>\$ 169.9</b>	<b>\$ 125.6</b>	<b>\$ 269.6</b>
<b>Total pretax impact of related party activity</b>	<b>\$ (72.0)</b>	<b>\$ (9.9)</b>	<b>\$ 23.3</b>

An FIS subsidiary acts as the title agent in the issuance of title insurance policies by a title insurance underwriter owned by the Company and in connection with certain trustee sales guarantees, a form of title insurance issued as part of the foreclosure process. As a result, the Company's title insurance subsidiaries pay commissions on title insurance policies sold through FIS. For 2005, 2004, and 2003, these FIS operations generated \$91.9 million, \$106.3 million, and \$284.9 million, respectively, of revenues for the Company, which the Company records as agency title premiums. The Company paid FIS commissions at the rate of 88% of premiums generated, equal to \$80.9 million, \$93.6 million, and \$250.7 million for 2005, 2004, and 2003, respectively.

Through June 30, 2005, the Company leased equipment to a subsidiary of FIS. Revenue relating to these leases was \$5.0 million, \$8.4 million, and \$7.3 million in 2005, 2004, and 2003, respectively.

Beginning in September 2003, the Company's expenses included amounts paid to a subsidiary of FIS for the provision by FIS to FNT of information technology infrastructure support, data center management and related IT support services. For 2005, 2004, and 2003, the amounts included in the Company's expenses to FIS for these services were \$56.9 million, \$56.6 million, and \$12.4 million, respectively. Prior to September 2003, the Company performed these services itself and provided them to FIS. During 2003, FNT received payments from FIS of \$5.4 million relating to

these services that offset the Company's other operating expenses. In addition, the Company incurred software expenses relating to an agreement with a subsidiary of FIS that amounted to expense of \$7.7 million, \$5.8 million, and \$2.6 million in 2005, 2004, and 2003, respectively.

Included as a reduction of expenses for all periods are payments from FNF and FIS relating to the provision by FNT of corporate services to FNF and to FIS and its subsidiaries. These corporate services include accounting, internal audit and treasury, payroll, human resources, tax, legal, purchasing, risk management, mergers and acquisitions and general management. For the years ended December 31, 2005, 2004, and 2003, our expenses were reduced by \$7.0 million, \$9.4 million, and \$9.2 million, respectively, related to the provision of corporate services by the Company to FNF and its subsidiaries (other than FIS and its subsidiaries). For the years ended December 31, 2005, 2004, and 2003, our expenses were reduced by \$23.3 million, \$75.1 million, and \$39.5 million, respectively, related to the provision of corporate services by us to FIS and its subsidiaries.

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**FIDELITY NATIONAL TITLE GROUP, INC. AND SUBSIDIARIES**

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

The title plant assets of several of the Company's title insurance subsidiaries are managed or maintained by a subsidiary of FIS. The underlying title plant information and software continues to be owned by each of the Company's title insurance underwriters, but FIS manages and updates the information in return for either (i) a cash management fee or (ii) the right to sell that information to title insurers, including title insurance underwriters that the Company owns and other third party customers. In most cases, FIS is responsible for keeping the title plant assets current and fully functioning, for which the Company pays a fee to FIS based on the Company's use of, or access to, the title plant. For 2005, 2004, and 2003, the Company's payments to FIS under these arrangements were \$29.9 million, \$28.9 million, and \$28.2 million, respectively. In addition, since November 2004, each applicable title insurance underwriter in turn has received a royalty on sales of access to its title plant assets. For the years ended December 31, 2005 and 2004, the revenues from these title plant royalties were \$3.0 million and \$0.3 million, respectively. The Company has also entered into agreements with FIS that permit FIS and certain of its subsidiaries to access and use (but not to re-sell) the starters databases and back plant databases of the Company's title insurance subsidiaries. Starters databases are the Company's databases of previously issued title policies and back plant databases contain historical records relating to title that are not regularly updated. Each of the Company's applicable title insurance subsidiaries receives a fee for any access to or use of its starters and back plant databases by FIS. The Company also does business with additional entities within the information services segment of FIS that provide real estate information to the Company's operations, for which the Company recorded expenses of \$10.9 million, \$9.9 million, and \$11.4 million in 2005, 2004, and 2003, respectively.

The Company also has certain license and cost sharing agreements with FIS. The Company recorded expense of \$11.9 million, \$12.8 million, and \$17.9 million relating to these agreements in 2005, 2004, and 2003, respectively

Also, the Company capitalized software costs of \$11.2 million paid to FIS relating to a development agreement.

The Company's financial statements reflect allocations for a lease of office space to us for our corporate headquarters and business operations in the amounts of \$3.8 million, \$2.8 million, and \$0.5 million in 2005, 2004, and 2003.

The Company believes the amounts earned by the Company or charged to the Company under each of the foregoing arrangements are fair and reasonable. Although the commission rate paid on the title insurance premiums written by the FIS title agencies was set without negotiation, the Company believes the commissions earned are consistent with the average rate that would be available to a third party title agent given the amount and the geographic distribution of the business produced and the low risk of loss profile of the business placed. In connection with the title plant management and maintenance services provided by FIS, the Company believes that the fees charged to the Company by FIS are at approximately the same rates that FIS and other similar vendors charge unaffiliated title insurers. The IT infrastructure support and data center management services provided to the Company by FIS is priced within the range of prices that FIS offers to its unaffiliated third party customers for the same types of services. However, the amounts the Company earned or were charged under these arrangements were not negotiated at arm's-length, and may not represent the terms that the Company might have obtained from an unrelated third party.

**Amounts Due from/to FNF are as follows:**

**As of December 31,**

	<b>2005</b>	<b>2004</b>
	<b>(In millions)</b>	
Notes receivable from FNF	\$ 19.0	\$ 22.8
Due from FNF	32.7	63.7
Notes payable to FNF (See Note G)	497.8	

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**FIDELITY NATIONAL TITLE GROUP, INC. AND SUBSIDIARIES**

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

The Company has notes receivable from FNF relating to agreements between its title underwriters and FNF. These notes amounted to \$19.0 million and \$22.8 million at December 31, 2005 and 2004, respectively. As of December 31, 2005, these notes bear interest at 5.1%. The Company earned interest revenue of \$1.0 million, \$1.0 million, and \$0.7 million relating to these notes during 2005, 2004, and 2003, respectively.

The Company is included in FNF's consolidated tax returns and thus any income tax liability or receivable is due to/from FNF. Due from FNF at December 31, 2005 and 2004, includes a receivable from FNF relating to overpayment of taxes of \$11.5 million and \$63.6 million, respectively. The Company paid \$255.9 million, \$371.5 million, and \$395.1 million to FNF for taxes owed in 2005, 2004 and 2003, respectively.

Our financial statements reflect allocations for a lease of office space to us for our corporate headquarters and business operations. In connection with the Distribution, we entered into a lease with FIS, pursuant to which FIS leases office space to us for our corporate headquarters and business operations.

***Investments***

Fixed maturity securities are purchased to support the investment strategies of the Company, which are developed based on factors including rate of return, maturity, credit risk, tax considerations and regulatory requirements. Fixed maturity securities which may be sold prior to maturity to support the Company's investment strategies are carried at fair value and are classified as available for sale as of the balance sheet dates. Fair values for fixed maturity securities are principally a function of current interest rates and are based on quoted market prices. Included in fixed maturities are mortgage-backed securities, which are recorded at purchased cost. Discount or premium is recorded for the difference between the purchase price and the principal amount. Any discount or premium is amortized using the interest method and is recorded as an adjustment to interest and investment income. The interest method results in the recognition of a constant rate of return on the investment equal to the prevailing rate at the time of purchase or at the time of subsequent adjustments of book value. Changes in prepayment assumptions are accounted for retrospectively.

Equity securities are considered to be available for sale and are carried at fair value as of the balance sheet dates. Fair values are based on quoted market prices.

Other long-term investments consist primarily of equity investments accounted for under the equity method of accounting.

Short-term investments, which consist primarily of securities purchased under agreements to resell, commercial paper and money market instruments, which have an original maturity of one year or less, are carried at amortized cost, which approximates fair value.

Realized gains and losses on the sale of investments are determined on the basis of the cost of the specific investments sold and are credited or charged to income on a trade date basis. Unrealized gains or losses on fixed maturity and equity securities which are classified as available for sale, net of applicable deferred income taxes (benefits), are excluded from earnings and credited or charged directly to a separate component of stockholders' equity. If any unrealized losses on fixed maturity or equity securities are deemed other-than-temporary, such unrealized losses are recognized as realized losses.



***Cash and Cash Equivalents***

For purposes of reporting cash flows, highly liquid instruments purchased with original maturities of three months or less are considered cash equivalents. The carrying amounts reported in the Consolidated and Combined Balance Sheets for these instruments approximate their fair value.

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**FIDELITY NATIONAL TITLE GROUP, INC. AND SUBSIDIARIES**

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

***Fair Value of Financial Instruments***

The fair values of financial instruments presented in the applicable notes to the Company's Consolidated and Combined Financial Statements are estimates of the fair values at a specific point in time using available market information and appropriate valuation methodologies. These estimates are subjective in nature and involve uncertainties and significant judgment in the interpretation of current market data. Therefore, the fair values presented are not necessarily indicative of amounts the Company could realize or settle currently. The Company does not necessarily intend to dispose of or liquidate such instruments prior to maturity.

***Trade and Notes Receivables***

The carrying values reported in the Consolidated and Combined Balance Sheets for trade and notes receivables approximate their fair value.

***Goodwill***

Goodwill represents the excess of cost over fair value of identifiable net assets acquired and assumed in a business combination. SFAS No. 142, *Goodwill and Intangible Assets* (SFAS No. 142) provides that goodwill and other intangible assets with indefinite useful lives should not be amortized, but shall be tested for impairment annually, or more frequently if circumstances indicate potential impairment, through a comparison of fair value to its carrying amount. The Company measures for impairment on an annual basis.

As required by SFAS No. 142, the Company completed annual goodwill impairment tests in the fourth quarter of each respective year using a September 30 measurement date, and has determined fair values were in excess of carrying values. Accordingly, no goodwill impairments have been recorded.

***Other Intangible Assets***

The Company has other intangible assets which consist primarily of customer relationships which are generally recorded in connection with acquisitions at their fair value. SFAS No. 142 requires that intangible assets with estimable lives be amortized over their respective estimated useful lives to their estimated residual values and reviewed for impairment in accordance with SFAS No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets*. Customer relationships are amortized over their estimated useful lives using an accelerated method which takes into consideration expected customer attrition rates over a ten-year period. Contractual relationships are generally amortized over their contractual life.

At December 31, 2005 and 2004, prepaid expenses and other assets on the consolidated and combined balance sheets included other intangible assets of \$108.6 million, less accumulated amortization of \$37.8 million, and \$61.5 million, less accumulated amortization of \$22.7 million, respectively. Amortization expense relating to other intangible assets was \$15.1 million, \$13.0 million, and \$1.9 million for the years ended 2005, 2004, and 2003, respectively. Future amortization expense relating to these assets is \$17.6 million in 2006, \$14.5 million in 2007, \$10.6 million in 2008, \$6.8 million in 2009, \$5.4 million in 2010, and \$15.9 million thereafter.

***Capitalized Software***

Capitalized software includes software acquired in business acquisitions, purchased software and internally developed capitalized software. Purchased software is recorded at cost and amortized using the straight-line method over a three-year period and software acquired in a business acquisition is recorded at its fair value upon acquisition and amortized using straight-line and accelerated methods over its estimated useful life, generally three to seven years. Capitalized computer software development costs are accounted for in accordance with SOP No. 98-1, *Accounting for the Costs of Computer Software Developed or Obtained for Internal Use*. At the beginning of application development, software development costs, which include salaries and related payroll costs and costs of independent contractors incurred during development, are capitalized. Research and development costs incurred

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**FIDELITY NATIONAL TITLE GROUP, INC. AND SUBSIDIARIES**

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

prior to application development of a product are expensed as incurred and are not significant. The cost of computer software is amortized on a product-by-product basis when ready for use for internally developed software and the date of purchase for purchased software. The capitalized cost of internally developed capitalized software is amortized on a straight-line basis over its estimated useful life, generally seven years.

At December 31, 2005 and 2004, included in prepaid expenses and other assets on the consolidated and combined balance sheets were capitalized software costs of \$109.5 million, less accumulated amortization of \$40.0 million, and \$101.0 million, less accumulated amortization of \$23.7 million, respectively. Amortization expense relating to computer software was \$19.2 million, \$17.2 million, and \$14.4 million for 2005, 2004, and 2003, respectively.

***Title Plants***

Title plants are recorded at the cost incurred to construct or obtain and organize historical title information to the point it can be used to perform title searches. Costs incurred to maintain, update and operate title plants are expensed as incurred. Title plants are not amortized as they are considered to have an indefinite life if maintained. Sales of title plants are reported at the amount received net of the adjusted costs of the title plant sold. Sales of title plant copies are reported at the amount received. No cost is allocated to the sale of copies of title plants unless the carrying value of the title plant is diminished or impaired.

***Property and Equipment***

Property and equipment are recorded at cost, less accumulated depreciation. Depreciation is computed primarily using the straight-line method based on the estimated useful lives of the related assets: thirty years for buildings and three to seven years for furniture, fixtures and equipment. Leasehold improvements are amortized on a straight-line basis over the lesser of the term of the applicable lease or the estimated useful lives of such assets.

***Reserve for Claim Losses***

The Company's reserve for claim losses includes known claims for title insurance as well as losses the Company expects to incur, net of recoupments. Each known claim is reserved based on a review by the Company as to the estimated amount of the claim and the costs required to settle the claim. Reserves for claims which are incurred but not reported are established at the time premium revenue is recognized based on historical loss experience and other factors, including industry trends, claim loss history, current legal environment, geographic considerations and type of policy written.

The reserve for claim losses also includes reserves for losses arising from the escrow, closing and disbursement functions due to fraud or operational error.

If a loss is related to a policy issued by an independent agent, the Company may proceed against the independent agent pursuant to the terms of the agency agreement. In any event, the Company may proceed against third parties who are responsible for any loss under the title insurance policy under rights of subrogation.

***Secured Trust Deposits***

In the state of Illinois, a trust company is permitted to commingle and invest customers' assets with those of the Company, pending completion of real estate transactions. Accordingly, the Company's consolidated and combined balance sheets reflect a secured trust deposit liability of \$882.6 million and \$735.3 million at December 31, 2005 and 2004, respectively, representing customers' assets held by us and corresponding assets including cash and investments pledged as security for those trust balances.

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**FIDELITY NATIONAL TITLE GROUP, INC. AND SUBSIDIARIES**

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

***Income Taxes***

The Company's operating results have been historically included in FNF's consolidated U.S. Federal and State income tax returns and the Company is a party to an agreement with FNF which governs the respective rights, responsibilities and obligations of FNF and us with respect to tax liabilities and refunds and other tax-related matters. The provision for income taxes in the Consolidated and Combined Statements of Earnings is made at rates consistent with what the Company would have paid as a stand-alone taxable entity. The Company recognizes deferred tax assets and liabilities for temporary differences between the financial reporting basis and the tax basis of the Company's assets and liabilities and expected benefits of utilizing net operating loss and credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The impact on deferred taxes of changes in tax rates and laws, if any, are applied to the years during which temporary differences are expected to be settled and reflected in the financial statements in the period enacted.

***Reinsurance***

In a limited number of situations, the Company limits its maximum loss exposure by reinsuring certain risks with other insurers. The Company also earns a small amount of additional income, which is reflected in the Company's direct premiums, by assuming reinsurance for certain risks of other insurers. The Company also cedes a portion of certain policy and other liabilities under agent fidelity, excess of loss and case-by-case reinsurance agreements. Reinsurance agreements provide that in the event of a loss (including costs, attorneys' fees and expenses) exceeding the retained amounts, the reinsurer is liable for the excess amount assumed. However, the ceding company remains primarily liable in the event the reinsurer does not meet its contractual obligations.

***Revenue Recognition***

Direct title insurance premiums and escrow and other title-related fees are recognized as revenue at the time of closing of the related transaction as the earnings process is then considered complete, whereas premium revenues from agency operations and agency commissions include an accrual based on estimates of the volume of transactions that have closed in a particular period for which premiums have not yet been reported to us. The accrual for agency premiums is necessary because of the lag between the closing of these transactions and the reporting of these policies to us by the agent.

***Stock-Based Compensation Plans***

Certain FNT employees are participants in FNT's and FNF's stock-based compensation plans, which provide for the granting of incentive and nonqualified stock options, restricted stock and other stock-based incentive awards for officers and key employees. The amounts below relating to the FNF plans are based on allocations of FNF's stock compensation expense relating to awards given to FNT employees during the historical period.

The Company accounts for stock-based compensation using the fair value recognition provisions of SFAS No. 123, Accounting for Stock-Based Compensation (SFAS No. 123) as of the beginning of 2003. Under the fair value method of accounting, compensation cost is measured based on the fair value of the award at the grant date and recognized over the service period. The Company has elected to use the prospective method of transition, as permitted by

Statement of Financial Accounting Standards No. 148, Accounting for Stock-Based Compensation Transition and Disclosure ( SFAS No. 148 ). Under this method, stock-based employee compensation cost is recognized as if the fair value method of accounting had been used to account for all employee awards granted, modified, or settled. The Company has provided for stock compensation expense of \$12.5 million, \$5.4 million, and \$4.9 million for the years ended December 31, 2005, 2004 and 2003, respectively, which is included in personnel costs in the Consolidated and Combined Statements of Earnings.

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The following table illustrates the effect on net earnings for the years ended December 31, 2005, 2004, and 2003 as if the Company had applied the fair value recognition provisions of SFAS No. 123 to all awards held by FNT employees who are plan participants (in thousands):

	<b>Year Ended December 31,</b>		
	<b>2005</b>	<b>2004</b>	<b>2003</b>
	<b>(In thousands)</b>		
Net earnings, as reported	\$ 538,981	\$ 558,164	\$ 683,325
Add: Stock-based compensation expense included in reported net earnings, net of related tax effects	7,839	3,360	3,016
Deduct: Total stock-based employee compensation expense determined under fair value based methods for all awards, net of related tax effects	(8,277)	(4,268)	(8,124)
Pro forma net earnings	\$ 538,543	\$ 557,256	\$ 678,217
Earnings per share:			
Basic as reported	\$ 3.11		
Basic pro forma	\$ 3.10		
Diluted as reported	\$ 3.11		
Diluted pro forma	\$ 3.10		
Pro forma net earnings per share basic and diluted, as reported		\$ 3.22	
Pro forma net earnings per share basic and diluted, adjusted for SFAS 123 effects		\$ 3.22	

***Management Estimates***

The preparation of these Consolidated and Combined Financial Statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the Consolidated and Combined Financial Statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**B. Acquisitions**



The results of operations and financial position of the entities acquired during any year are included in the Consolidated and Combined Financial Statements from and after the date of acquisition. These acquisitions were made by the Company or FNF and then contributed to FNT by FNF. The acquisitions made by FNF and contributed to FNT are included in the related Consolidated and Combined Financial Statements as capital contributions. Based on the Company's valuation, any difference between the fair value of the identifiable assets and liabilities and the purchase price paid is recorded as goodwill. Pro forma disclosures for acquisitions are considered immaterial to the results of operations for 2005, 2004, and 2003.

***Service Link***

On August 1, 2005, the Company acquired Service Link, L.P. (Service Link), a national provider of centralized mortgage and residential real estate title and closing services to major financial institutions and institutional lenders. The acquisition price was approximately \$110 million in cash. The Company recorded

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**FIDELITY NATIONAL TITLE GROUP, INC. AND SUBSIDIARIES**