

FIRST AMERICAN CORP
Form DEF 14A
April 10, 2007

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only
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Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12

THE FIRST AMERICAN CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of filing fee (Check the appropriate box):

No fee required

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- (1) Amount previously paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:

April 10, 2007

Dear Fellow Shareholder:

You are cordially invited to attend our annual meeting of shareholders at 2:00 p.m., Pacific Time, on Thursday, May 24, 2007, at the executive offices of The First American Corporation, located at 1 First American Way, Santa Ana, California 92707.

With this letter, we are including the notice for the annual meeting, the proxy statement, the proxy card and our 2006 Annual Report. We also have included a map and directions to our executive offices on the inside back cover of the proxy statement.

We have made arrangements for you to vote your proxy over the Internet or by telephone, as well as by mail with the traditional proxy card. The proxy card contains instructions on these methods of voting.

Your vote is important. Whether or not you plan on attending the annual meeting on May 24, 2007, we hope you will vote as soon as possible.

Thank you for your ongoing support of, and continued interest in, The First American Corporation.

Parker S. Kennedy

Chairman of the Board and

Chief Executive Officer

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To be Held on May 24, 2007

The annual meeting of shareholders of The First American Corporation, a California corporation (the Company), will be held at 2:00 p.m., Pacific Time, on Thursday, May 24, 2007, at the executive offices of the Company, located at 1 First American Way, Santa Ana, California 92707, for the following purposes:

1. To elect 14 persons to serve on our Board of Directors for the next year.
2. To ratify the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2007.
3. To transact such other business as may properly come before the meeting or any adjournments thereof.

Only shareholders of record at the close of business on March 30, 2007, are entitled to notice of the meeting and an opportunity to vote.

We hope that you will be present at the meeting to vote in person. However, if you are unable to attend the meeting and vote in person, please submit a proxy as soon as possible, so that your shares can be voted at the meeting in accordance with your instructions. You may submit your proxy (1) over the Internet, (2) by telephone or (3) by mail. For specific instructions, please refer to the questions and answers commencing on page 2 of the proxy statement and the instructions on the proxy card.

Kenneth D. DeGiorgio

Senior Vice President, General Counsel

Santa Ana, California

April 10, 2007

PROXY STATEMENT

Solicitation of Proxies by the Board of Directors

Our Board of Directors is soliciting proxies from holders of our common shares for use at the annual meeting of our shareholders to be held on May 24, 2007, at 2:00 p.m., Pacific Time. The meeting will be held at the executive offices of The First American Corporation, a California corporation (the Company or First American), located at 1 First American Way, Santa Ana, California 92707. We have included a map and directions to our executive offices on the inside back cover of the proxy statement for your convenience.

The approximate date on which this proxy statement and the enclosed proxy card, notice of annual meeting, chairman's letter and 2006 Annual Report will be first mailed to our shareholders is April 13, 2007.

The remainder of this proxy statement has been divided into three sections. You should read all three sections.

- I. Questions and answers: This section provides answers to a number of frequently asked questions.
- II. Proposals to be voted on: This section provides information relating to the proposals to be voted on at the shareholders' meeting.
- III. Required information: This section contains information that is required by law to be included in this proxy statement and which has not been included in Sections I or II.

I. QUESTIONS AND ANSWERS

Why have I been sent these proxy materials?

Our Board has sent you this proxy statement and the accompanying proxy card to ask for your vote, as a shareholder of our Company, on certain matters that will be voted on at the annual meeting.

What matters will be voted on at the meeting?

- the election of 14 individuals to serve as directors of our Company for the next year;
- the ratification of the selection of PricewaterhouseCoopers LLP (PwC) as the Company's independent registered public accounting firm for the 2007 fiscal year; and
- any other business properly raised at the meeting.

At the time this proxy statement was mailed, our Board did not know of any other matters to be voted on at the annual meeting.

Who is entitled to vote?

Shareholders of record as of the close of business on March 30, 2007, the record date, or those with a valid proxy from a bank, brokerage firm or similar organization that held our shares on the record date are entitled to vote on the matters to be considered at the annual meeting.

Who is a shareholder of record?

A shareholder of record is a person or entity whose name appears as an owner of one or more shares of our common stock on the records of our transfer agent as of its close of business on the record date.

How many shares are entitled to vote at the meeting?

As of the record date, 96,782,108 of our common shares, par value \$1.00 per share, were issued, outstanding and entitled to vote at the meeting.

How many votes do I have?

Each common share is entitled to one vote on each proposal. However, if cumulative voting applies for the election of directors, you will be entitled to cast more than one vote for each nominee. See [What does it mean to cumulate a vote?](#) on page 2 below.

How many votes are needed to elect each director?

Those candidates receiving the highest number of affirmative votes, up to the number of directors to be elected, will be elected directors.

What does it mean to cumulate a vote?

In elections for directors, California law provides that a shareholder, or his or her proxy, may cumulate votes. That is, each shareholder has a number of votes equal to the number of shares owned, multiplied by 14 (the number of directors to be elected), and the shareholder may cumulate such votes for a single candidate, or distribute such votes among as many candidates as he or she deems appropriate. However, a shareholder may cumulate votes only for a candidate or candidates whose names have been properly placed in nomination prior to the voting, and only if the shareholder has given notice at the meeting, prior to the voting, of his or her intention

to cumulate votes for the candidates in nomination. If one shareholder provides such notice, all shareholders may then vote cumulatively. Unless you give different instructions, your proxy gives discretionary authority to the appointees to vote your shares cumulatively. Cumulative voting does not apply to any proposal other than the election of directors.

Who are the director nominees?

The 14 nominees are:

| | | | |
|------------------------|-----------------------|-------------------|-----------------------|
| Hon. George L. Argyros | James L. Doti | Frank E. O Bryan | Virginia M. Ueberroth |
| Gary J. Beban | Lewis W. Douglas, Jr. | Roslyn B. Payne | Mary Lee Widener |
| J. David Chatham | D. P. Kennedy | D. Van Skilling | |
| Hon. William G. Davis | Parker S. Kennedy | Herbert B. Tasker | |

See pages 7 through 9 for biographical information regarding the nominees.

How many votes are needed to ratify PwC as the Company's independent registered public accounting firm?

A majority of the shares present and entitled to vote at the annual meeting are needed to ratify PwC as the Company's independent registered public accounting firm.

What happens if the Company's choice of PwC as its independent registered public accounting firm is not ratified by shareholders?

If the shareholders do not ratify PwC as the Company's independent registered public accounting firm for the 2007 fiscal year, the Audit Committee of the Board will reconsider its choice of PwC as the Company's independent registered public accounting firm and may retain a different independent registered public accounting firm; however, the Audit Committee may nonetheless determine that it is in the Company's and its shareholders' best interests to retain PwC as the Company's independent registered public accounting firm. Additionally, even if the shareholders ratify the Audit Committee's selection of PwC as the Company's independent registered public accounting firm, the Audit Committee may at any time determine that it is in the Company's and its shareholders' best interests to retain a different independent registered public accounting firm.

How do I vote?

You can vote on matters that properly come before the meeting in one of four ways:

You may vote by mail.

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You do this by signing and dating the proxy card and mailing it in the enclosed, prepaid and addressed envelope within the required time. If you mark your voting instructions on the proxy card, your shares will be voted as you instruct.

You may vote by telephone.

You do this by following the instructions accompanying the proxy card. If you vote your proxy by telephone, you do not have to mail in your proxy card. Some shareholders may not be able to vote their proxy by telephone.

You may vote on the Internet.

You do this by following the instructions accompanying the proxy card. If you vote your proxy on the Internet, you do not have to mail in your proxy card. Some shareholders may not be able to vote their proxy on the Internet.

You may vote in person at the meeting.

You can vote in person at the meeting. However, if you hold your shares in street name (in the name of a bank, broker or some other nominee), you must request and receive a legal proxy from the record owner prior to the meeting in order to vote at the meeting.

What happens if I sign and return my proxy card, but don't mark my votes?

Parker S. Kennedy, D.P. Kennedy or Kenneth D. DeGiorgio, our chairman, chairman emeritus and general counsel, respectively, will vote your shares in their discretion as proxies.

Can I revoke my proxy?

You have the power to revoke your proxy at any time before the polls close at the meeting. You may do this by:

- signing and returning another proxy with a later date;
- submitting written notice of your revocation to our secretary at our mailing address on the cover page of this proxy statement;
- voting your proxy by telephone or on the Internet (only your latest proxy is counted); or
- voting in person at the meeting.

What happens if my shares are held under the name of a brokerage firm?

If your shares are held in street name, your brokerage firm, under certain circumstances, may vote your shares. Brokerage firms have authority under New York Stock Exchange rules to vote customers' unvoted shares on certain routine matters, including the election of directors. If you do not provide voting instructions to your brokerage firm, your brokerage firm may either:

- vote your shares on routine matters; or
- leave your shares unvoted.

We encourage you to provide instructions to your brokerage firm. This ensures that your shares will be voted at the meeting. You may have granted to your stockbroker discretionary voting authority over your account. Your stockbroker may be able to vote your shares depending on

the terms of the agreement you have with your stockbroker.

Who will count the votes?

An employee of First American will serve as the inspector of elections and count the votes.

What does it mean if I get more than one proxy card?

It means that you have multiple accounts at the transfer agent and/or with stockbrokers. Please sign and return all proxy cards to ensure that all your shares are voted.

What constitutes a quorum?

A quorum refers to the number of shares that must be represented at a meeting in order to lawfully conduct business. A majority of the outstanding common shares entitled to vote at the annual meeting, present in person or represented by proxy, will constitute a quorum at the meeting. Without a quorum, no business may be transacted at the annual meeting. However, whether or not a quorum exists, a majority of the voting power of those present at the annual meeting may adjourn the annual meeting to another date, time and place. Abstentions and broker nonvotes will be counted for the purpose of determining the presence or absence of a quorum for the transaction of business.

What is a broker nonvote and how is it treated?

A broker nonvote occurs with respect to a proposal to be voted on if a broker or other nominee does not have the discretionary authority to vote shares and has not received voting instructions from the beneficial owners with respect to such proposal. Broker nonvotes are treated as present for purposes of establishing the presence or absence of a quorum. A broker nonvote on the election of directors or the ratification of the choice of PwC as our Company's independent registered public accounting firm will not affect the results of the vote on such matters, since no absolute number of affirmative votes is required for passage of the election of directors and broker nonvotes are not counted for or against the ratification proposal.

How are abstentions treated?

Abstentions are equivalent to no votes for all proposals other than the election of directors, since they are counted as present and entitled to vote. Because directors are elected by a plurality of the votes cast, abstentions have no effect on the election of directors.

What percentage of stock do the directors and executive officers own?

Together, they owned approximately 6.3% of our common shares as of the record date. See pages 10 through 12 for more details.

When are shareholder proposals for our next annual meeting due in order to be included in the proxy statement?

We will consider proposals submitted by shareholders for inclusion in the proxy statement for the annual meeting to be held in 2008 if they are received no later than December 14, 2007. See pages 53 and 54 for more details.

Who is paying the cost of preparing, assembling and mailing the notice of the annual meeting of shareholders, proxy statement and form of proxy, and the solicitation of the proxies?

First American. We will also pay brokers and other nominees for the reasonable expenses of forwarding solicitation materials to their customers who own our common shares.

Who may solicit proxies?

In addition to this proxy statement, our directors, officers and other regular administrative employees may solicit proxies. None of them will receive any additional compensation for such solicitation. Morrow & Company, Inc., 470 West Avenue, Stamford, Connecticut 06902, has been engaged by the Company to solicit proxies at an estimated cost of \$6,500 plus reimbursement of reasonable expenses.

How will solicitors contact me?

People soliciting proxies may contact you in person, by mail, by telephone, by e-mail or by facsimile.

Does our Board have any recommendations with respect to the listed proposals?

Our Board recommends you vote **FOR** : (1) the election of all 14 of its nominees for director; and (2) the ratification of PwC as our Company's independent registered public accounting firm for the 2007 fiscal year.

Who are the largest principal shareholders outside of management?

The following table lists, as of the record date, the persons or groups of shareholders who are known to us to be the beneficial owners of 5% or more of the Company's common shares. The information regarding beneficial owners of 5% or more of the Company's common shares was gathered by us from the filings made by such owners with the Securities and Exchange Commission (the SEC) or from informal sources. Shares that may be acquired within 60 days are treated as outstanding for purposes of determining the amount and percentage beneficially owned. This table does not include shares beneficially owned by our directors and officers and entities controlled by them. See the table entitled Security Ownership of Management on pages 10 through 12 for that information.

| <u>Name of Beneficial Owner</u> | <u>Amount and Nature of Beneficial Ownership</u> | <u>Percent of Class</u> |
|-----------------------------------|--|-------------------------|
| Fidelity Management Trust Company | 9,570,693(1) | 9.9% |
| Glenview Capital Management, LLC | 5,312,800(2) | 5.5% |

- (1) The shares set forth in the table are held by Fidelity Management Trust Company as trustee pursuant to The First American Corporation 401(k) Savings Plan. The investment options available to participants in the plan include a Company Stock Fund, which invests in the Company's common shares. In addition, effective December 1, 2001, the Employee Profit Sharing and Stock Ownership Plan, which included individual accounts to which shares acquired by the former trustees of that plan had been allocated (the ESOP), was merged into our 401(k) Savings Plan and the shares held in the former plan became held by Fidelity as trustee of the merged plans. Thus, the table reflects the ESOP accounts as well as accounts in the Company Stock Fund. The governing documents require the trustee to vote the shares as directed by the plan participants for whose benefit the shares are held. The transfer agent will tabulate the voting directions of all participants who wish to provide such directions to Fidelity. Neither the transfer agent nor Fidelity will provide the individual or aggregate participant voting directions to First American, unless otherwise required by law. Shares for which no direction is received by the trustee from the participants are voted in the same proportion as are the shares for which directions are received. The trustee's address is 82 Devonshire Street, Boston, Massachusetts 02109.
- (2) According to the Schedule 13G filed on March 23, 2007, by Glenview Capital Management, LLC (Glenview Capital Management), Glenview Capital GP, LLC (Glenview Capital GP), and Lawrence M. Robbins, as of March 22, 2007, each of Glenview Capital Management and Mr. Robbins may be deemed to be the beneficial owner of 5,312,800 shares, and Glenview Capital GP may be deemed to be the beneficial owner of 5,103,200 shares. The address of the principal business office of each of Glenview Capital Management, Glenview Capital GP and Mr. Robbins is 767 Fifth Avenue, 44th Floor, New York, New York 10153.

II. PROPOSALS

Item 1. Election of Directors

Our bylaws require that directors be elected annually and that the number of directors be not less than 9 nor more than 17. The bylaws currently fix the number of directors at 14. The 14 persons named below are nominated for election as directors to serve until the next annual meeting or as soon thereafter as their successors are duly elected and qualified. The 14 nominees receiving the highest number of votes will be elected to the Board.

Votes by the Company's proxy holders will be cast in such a way as to effect the election of all nominees listed below or as many as possible under the rules of cumulative voting. **Unless otherwise specified by you in your proxy card, the proxies solicited by our Board will be voted FOR the election of these nominees.** If any nominee should become unable or unwilling to serve as a director, the proxies will be voted for such substitute nominee(s) as shall be designated by our Board. Our Board presently has no knowledge that any of the nominees will be unable or unwilling to serve.

The following list provides information with respect to each person nominated and recommended to be elected by our Board. See the section entitled "Security Ownership of Management," which begins on page 10, for information pertaining to stock ownership of the nominees. Except for D. P. Kennedy, who is Parker S. Kennedy's father, there are no family relationships among any of the nominees for director or any of the executive officers of the Company. Pursuant to a contract, our Company is required to recommend one nominee of Experian Information Solutions, Inc., a member of our First American Real Estate Solutions LLC subsidiary, to our nominating committee as a candidate for election to our Board. Currently, our Company owns eighty percent of the membership interests in this subsidiary and Experian owns the remaining twenty percent. Mr. Skilling, information about whom is presented in the following table, was appointed to the Board in 1998 as Experian's nominee. Mr. Skilling has had no relationship with Experian since 1999. There are no other arrangements or understandings between any nominee and any other person pursuant to which any nominee was or is to be selected as a director.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE FOLLOWING NOMINEES:

| Name | Age | Principal Occupation(s) Since 2001 (arranged by title, company & industry) | Director Since | Directorships Held in Other Public Companies(1) |
|------------------------|-----|---|----------------|--|
| Hon. George L. Argyros | 70 | Chairman and Chief Executive Officer Arnel & Affiliates diversified investment company | 2005(2) | DST Systems, Inc. |
| Gary J. Beban | 60 | Senior Executive Managing Director CB Richard Ellis, Inc. commercial real estate services | 1996 | None |
| J. David Chatham | 56 | President and Chief Executive Officer Chatham Holdings Corporation | 1989 | First Advantage Corporation |

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| | | | | |
|-----------------------|----|---|---------|--|
| Hon. William G. Davis | 77 | Counsel | 1992 | None |
| | | real estate development and associated industries | | |
| | | Torys LLP | | |
| James L. Doti | 60 | President and Donald Bren Distinguished | 1993 | Fleetwood Enterprises, Inc. and Standard Pacific Corp. |
| | | Chair of Business and Economics | | |
| | | Chapman University | | |
| | | education | | |
| Lewis W. Douglas, Jr. | 82 | Chairman | 1971(3) | None |
| | | Stanley Energy, Inc. | | |
| | | oil exploration | | |

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| Name | Age | Principal Occupation(s) Since 2001 | Director Since | Directorships Held in |
|-------------------|-----|--|----------------|--|
| | | (arranged by title, company & industry) | | Other Public Companies(1) |
| D. P. Kennedy | 88 | Chairman Emeritus (2003 to present) Chairman of the Board (1993-2003) The First American Corporation business information and related products and services | 1956 | None |
| Parker S. Kennedy | 59 | Chairman of the Board and Chief Executive Officer (2003 to present) President (1993-2004) The First American Corporation business information and related products and services | 1987 | First Advantage Corporation |
| Frank E. O Bryan | 73 | Chairman of the Board (1999 to present) President (1989-1999) First American Title Insurance Company, a subsidiary of our Company title insurance and services | 1994 | Standard Pacific Corp. and Ares Capital Corporation |
| Roslyn B. Payne | 60 | Private Investor (2004 to present) Chairman of the Board (1997-2003) WMC Mortgage Corporation mortgage lending | 1988 | None |
| D. Van Skilling | 73 | President Jackson Street Partners, Ltd. real estate venture capital and investments | 1998 | First Advantage Corporation, Lamson & Sessions Co. and ONVIA, Inc. (4) |
| Herbert B. Tasker | 70 | President (1999 to present) Skilling Enterprises private investments | 2002 | None |
| | | Chairman and Chief Executive Officer (1996-1999) Experian Information Solutions, Inc. information services and solutions for direct marketing and credit industries | | |
| | | Chairman and Chief Executive Officer (2005 to present) Mason McDuffie Mortgage Corporation mortgage banking | | |
| | | Mortgage Industry Consultant (2004 - 2005) | | |

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Vice Chairman and Managing Director
(1999-2004)
Centre Capital Group, Inc.
mortgage conduit

Virginia M. Ueberroth

67

Chairman
Ueberroth Family Foundation
philanthropy

1988

None

| Name | Age | Principal Occupation(s) Since 2001 | Director | Directorships Held in |
|------------------|-----|---|----------|---------------------------|
| | | (arranged by title, company & industry) | Since | Other Public Companies(1) |
| Mary Lee Widener | 68 | President and Chief Executive Officer (1974 to present) Neighborhood Housing Services of America, Inc. nonprofit housing finance agency | 2006 | The PMI Group, Inc. |

- (1) For these purposes, "Public Company" refers to a company with a class of securities registered pursuant to Section 12 of the Exchange Act or subject to the requirements of Section 15(d) of such Act or any company registered as an investment company under the Investment Company Act of 1940.
- (2) Mr. Argyros was a director of our Company from 1988 to 2001 and was the United States Ambassador to Spain and Andorra from 2001 to 2004.
- (3) Mr. Douglas also was a director of our Company from 1961 to 1967.
- (4) Mr. Skilling also was a director of McData Corporation until February 1, 2007.

Item 2. Ratification of Selection of Independent Auditor

The Audit Committee has selected PricewaterhouseCoopers LLP ("PwC") to serve as our independent registered public accounting firm for the fiscal year ending December 31, 2007. Representatives of PwC are expected to be present at the annual meeting, and, if they do attend the annual meeting, will have an opportunity to make a statement and be available to respond to appropriate questions.

Selection of our independent registered public accounting firm is not required to be submitted for shareholder approval, but the Audit Committee is seeking ratification of its selection of PwC from our shareholders as a matter of good corporate governance. If the shareholders do not ratify this selection, the Audit Committee will reconsider its selection of PwC and will either continue to retain this firm or appoint a new independent registered public accounting firm. Even if the selection is ratified, the Audit Committee may, in its discretion, appoint a different independent registered public accounting firm at any time during the year if it determines that such a change would be in the Company's best interests and those of its shareholders.

The affirmative vote of a majority of the shares present in person or represented by proxy and entitled to vote at the annual meeting will be required to ratify the selection of PwC as the Company's independent registered public accounting firm for the 2007 fiscal year.

OUR BOARD RECOMMENDS THAT SHAREHOLDERS VOTE FOR THE FOREGOING PROPOSAL TO RATIFY THE SELECTION OF PwC AS OUR COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.

III. REQUIRED INFORMATION

Security Ownership of Management

The following table sets forth as of the record date the total number of our common shares beneficially owned and the percentage of the outstanding shares so owned by:

- each director (and each nominee for director);
- each named executive officer; and
- all directors and executive officers as a group.

Unless otherwise indicated in the notes following the table, the shareholders listed in the table are the beneficial owners of the listed shares with sole voting and investment power (or, in the case of individual shareholders, shared power with such individual's spouse) over the shares listed. Shares subject to rights exercisable within 60 days after the record date are treated as outstanding when determining the amount and percentage beneficially owned by a person or entity.

| Shareholders | Number of Common shares | Percent if greater than 1% |
|---|----------------------------|-------------------------------|
| <i>Directors</i> | | |
| George L. Argyros(1) | 1,109,613 | 1.1% |
| Gary J. Beban | 11,751 | |
| J. David Chatham | 39,389 | |
| Hon. William G. Davis | 18,950 | |
| James L. Doti | 18,083 | |
| Lewis W. Douglas, Jr. | 44,610 | |
| D. P. Kennedy(2) | 23,633 | |
| Parker S. Kennedy(2) | 3,512,660 | 3.6% |
| Frank E. O Bryan | 42,220 | |
| Roslyn B. Payne(3) | 88,295 | |
| D. Van Skilling(4) | 31,000 | |
| Herbert B. Tasker | 18,078 | |
| Virginia M. Ueberroth(5) | 110,000 | |
| Mary Lee Widener | 200 | |
| <i>Named executive officers who are not directors</i> | | |
| Craig I. DeRoy | 110,769 | |
| Frank V. McMahan(6) | 83,612 | |
| Dennis J. Gilmore | 172,993 | |
| Gary L. Kermott | 220,658 | |
| Barry M. Sando | 136,638 | |
| Thomas A. Klemens(7) | 415,380 | |
| Max O. Valdes(8) | 9,678 | |
| | 6,232,951 | 6.3% |

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All directors and nominees, all named executive officers and other executive officers as a group (25 persons)

The shares set forth in the table above include those that the individuals have the right to acquire within 60 days of March 30, 2007, the record date for this meeting, as follows:

| Individual | Shares |
|-----------------------|---------------|
| George L. Argyros | 5,000 |
| Gary J. Beban | 9,750 |
| J. David Chatham | 18,500 |
| Hon. William G. Davis | 18,500 |
| James L. Doti | 5,000 |

| Individual | Shares |
|-----------------------|---------|
| Lewis W. Douglas, Jr. | 18,500 |
| D. P. Kennedy | 5,000 |
| Parker S. Kennedy | 310,000 |
| Frank E. O Bryan | 18,500 |
| Roslyn B. Payne | 18,500 |
| D. Van Skilling | 18,500 |
| Herbert B. Tasker | 5,000 |
| Virginia M. Ueberroth | 5,000 |
| Mary Lee Widener | 0 |
| Craig I. DeRoy | 102,000 |
| Frank V. McMahan(6) | 66,785 |
| Dennis J. Gilmore | 160,500 |
| Gary L. Kermott | 170,000 |
| Barry M. Sando | 132,000 |
| Thomas A. Klemens(7) | 261,478 |
| Max O. Valdes (8) | 7,000 |

- (1) Includes 235,534 shares held in the Argyros Family Trust for the benefit of Mr. Argyros and his family members and over which Mr. Argyros has voting and dispositive power; 3,400 shares held by Mr. Argyros as trustee, with investment power over such securities, of a trust for the benefit of a family member; 3,900 shares held in a trust for the benefit of another family member for which Mr. Argyros does not serve as trustee but over which Mr. Argyros has investment power; 125 shares held in a Uniform Transfers to Minors Act custodial account for which Mr. Argyros serves as the custodian; 7,513 shares held by a trust for which Mr. Argyros is not a trustee, over which Mr. Argyros may be deemed to have investment power; 720,041 shares held by a nonprofit corporation whose six-member board of directors includes Mr. Argyros and his wife, which board directs the voting and disposition of such shares; 18,800 shares held by another nonprofit corporation with a five-member board, including Mr. Argyros, having similar voting and dispositive power; and an aggregate of 114,700 shares held by two companies of which Mr. Argyros is the sole shareholder, chief executive officer and a director. Mr. Argyros disclaims beneficial ownership of all shares included in the table which are held by the nonprofit corporations or by trusts for which Mr. Argyros is not the beneficiary.
- (2) Of the shares credited to Parker S. Kennedy, chairman of the board and chief executive officer of First American, 5,200 shares are held directly and 3,186,566 shares are held by Kennedy Enterprises, L.P., a California limited partnership of which Parker S. Kennedy is the sole general partner and D. P. Kennedy, Parker S. Kennedy's father, is one of the limited partners. The limited partnership agreement pursuant to which the partnership was formed provides that the general partner has all powers of a general partner as provided in the California Uniform Limited Partnership Act, including the power to vote securities held by the partnership, provided that the general partner is not permitted to cause the partnership to sell, exchange or hypothecate any of its shares of stock of First American without the prior written consent of all of the limited partners. Of the shares held by the partnership, 462,197 are allocated to the capital accounts of Parker S. Kennedy and 1,851,067 are allocated to the capital account of D. P. Kennedy. The balance of the shares held by the partnership is allocated to the capital accounts of the other limited partners, who are relatives of the Kennedys. Except to the extent of his voting power over the shares allocated to the capital accounts of the limited partners, Parker S. Kennedy disclaims beneficial ownership of all shares held by the partnership other than those allocated to his own capital accounts.
- (3) Includes 7,500 shares held by a nonprofit corporation of which Ms. Payne and her spouse serve as officers and directors. In her capacity as an officer of that corporation, Ms. Payne has the power, as do certain other officers, to direct the voting and disposition of the shares.
- (4) Includes 2,365 shares held by a nonprofit corporation for which Mr. Skilling serves as a director and officer. In his capacity as an officer, Mr. Skilling has the power to direct the voting and disposition of such shares.

Also includes 2,356 shares held in three trusts for which Mr. Skilling serves as the trustee. In this position, Mr. Skilling has the power to direct the voting and disposition of the shares.

- (5) The shares set forth in the table include 5,000 shares held by a nonprofit corporation of which Ms. Ueberroth is an officer and whose six-member board of directors is composed of Ms. Ueberroth and her husband and children. In her capacity as an officer of that corporation, Ms. Ueberroth has the power, as do certain other officers, to direct the voting and disposition of the shares.
- (6) Mr. McMahon commenced employment as the Company's vice chairman and chief financial officer on March 31, 2006.
- (7) Mr. Klemens passed away on January 3, 2006. The shares set forth in the table reflect Mr. Klemens' holdings as of that date, and include shares underlying options which immediately vested on that date pursuant to the terms of the plan and related agreements governing such options.
- (8) Mr. Valdes is included as a named executive officer under applicable rules because he acted in the capacity of the Company's principal financial officer between January 3, 2006, when Mr. Klemens passed away, and March 31, 2006, when Mr. McMahon assumed that role.

Board and Committee Meetings

Our Board held thirteen meetings during 2006. Each director attended 75% or more of the meetings of the Board and the committees on which the director served, if any, except for Mr. Argyros, who attended 74% of his meetings, and Ms. Ueberroth, who attended 72% of her meetings. From time to time, our Board may act by unanimous written consent as permitted by the laws of the State of California.

Audit Committee

The members of the Audit Committee are Messrs. Chatham (chairman), Skilling and Tasker and Ms. Payne. The functions performed by this committee include selecting our independent registered public accounting firm, directing and supervising investigations into matters within the scope of its duties, reviewing with the independent registered public accounting firm the plan and results of its audit, determining the nature of other services to be performed by, and fees to be paid to, such firm and reviewing internal auditing procedures and results. During 2006, our Audit Committee met twenty-one times. This committee's charter is posted in the corporate governance section of our Web site at www.firstam.com, and is also available in print to any shareholder who requests it. Such request should be sent to the secretary at our address indicated on the first page of this proxy statement. Our Board of Directors has determined that Messrs. Skilling and Tasker and Ms. Payne are audit committee financial experts within the meaning of the SEC's rules and regulations and that each member of the Audit Committee meets the requirement of independence established in the Securities Exchange Act of 1934, as amended, and the New York Stock Exchange listing standards.

Compensation Committee

The members of the Compensation Committee are Messrs. Argyros, Beban, Davis, Doti and Douglas (chairman). This committee establishes compensation rates and procedures with respect to our executive officers, including bonus awards, monitors our equity compensation plans and makes recommendations to the Board regarding director compensation. During 2006, our Compensation Committee met six times. This committee's charter is posted in the corporate governance section of our Web site at www.firstam.com, and is also available in print to any shareholder who requests it. Such request should be sent to the secretary at our address indicated on the first page of this proxy statement.

Nominating and Corporate Governance Committee

The members of this committee are Messrs. Davis (chairman), Douglas and Skilling and Ms. Ueberroth. This committee is responsible for identifying individuals qualified to become directors of our Company; recommending that the Board select the nominees identified by the committee for all directorships to

be filled by the Board or by the shareholders; and developing, recommending to the Board and periodically reviewing the corporate governance principles applicable to our Company. This committee held three meetings during 2006. This committee's charter is posted in the corporate governance section of our Web site at www.firstam.com, and is also available in print to any shareholder who requests it. Such request should be sent to the secretary at our address indicated on the first page of this proxy statement. The committee believes that it has adequate perspectives and resources, including the ability to retain any search firm, to assess the need for additional or new directors and for identifying and evaluating potential candidates for nomination to stand for election as directors. Indeed, this is among the primary purposes for which this committee was formed. Accordingly, at this time the committee will not consider nominees recommended by shareholders unless our Company is legally required to do so, such as by contract. As stated in the above-mentioned charter, in identifying candidates for membership on our Board, the committee takes into account all factors it considers appropriate, including some or all of the following: strength of character, an inquiring and independent mind, practical wisdom, mature judgment, career specialization, relevant technical skills, reputation in the community, diversity and the extent to which the candidate would fill a present need on the Board. The committee makes recommendations to the full Board as to whether or not incumbent directors should stand for re-election. However, if our Company is legally required by contract or otherwise to provide third parties with the ability to nominate directors, the selection and nomination of such directors would not be subject to the committee process for identifying and evaluating nominees for director. The committee conducts all inquiries it deems necessary and appropriate into the background and qualifications of possible candidates and may engage a search firm to assist in identifying potential candidates for nomination.

Independence of Directors

Our Board has affirmatively determined that each member of the three committees described above and each member of our Board, except D. P. Kennedy, Parker S. Kennedy and Mary Lee Widener (who are not independent), is independent as that term is defined in the corporate governance rules of the New York Stock Exchange for listed companies, and that each member of the Audit Committee is independent under the additional standards applicable to that committee. In making these determinations, our Board considered the following relationships between directors and the Company: Messrs. Argyros and Beban and Ms. Payne are affiliated with entities that do business with the Company in the ordinary course from time to time; Mr. Davis is of counsel to a Canadian law firm that has been retained by the Company from time to time, although his compensation is not affected by the Company's relationship with that firm; and each of Messrs. Doti and Argyros and Ms. Ueberroth is affiliated with a nonprofit organization to which the Company has made donations from time to time. Each of the relationships above, while considered by the Board, falls within the Company's categorical independence standards contained in its corporate governance guidelines, which are available on the corporate governance section of our Web site at www.firstam.com. In addition to those standards, our Board has categorically determined that reimbursed perquisites received by members of the Board do not constitute material relationships and therefore do not affect director independence under applicable rules. Mr. Tasker reimbursed the Company for the value of past perquisites received in satisfaction of this categorical standard. As previously disclosed, Mr. O Bryan occupies space within the building housing our principal office, for which he pays the Company rent at a market rate.

Lead Director

Our Board has elected D. Van Skilling as its lead non-management director effective May 24, 2007. Mr. Skilling will replace William G. Davis, who resigned from that position effective as of that same date. The lead director is responsible for chairing the regularly scheduled executive sessions of the non-management directors, which are those directors who are not officers of our Company.

Director Attendance at Annual Meetings

Our directors are expected to attend the annual meetings of our shareholders. Each of the 13 of our current directors who were then in office attended last year's annual meeting. Ms. Widener, who was then a nominee for director, was unable to attend last year's annual meeting.

Shareholder and Interested Party Communications with Directors

Shareholders and other interested parties may communicate directly with any or all of the non-management directors of our Company by writing to such director(s) at the business addresses provided under each director's name in the corporate governance section of our Web site at www.firstam.com. Directors receiving such communications will respond as such directors deem appropriate, including the possibility of referring the matter to management of our Company, to the full Board or to an appropriate committee of the Board.

The Audit Committee has established procedures to receive, retain and treat complaints regarding accounting, internal accounting controls or auditing matters, and for the submission by our employees of concerns regarding questionable accounting or auditing matters. Our 24-hour, toll-free hotline is available for the submission of such concerns or complaints at 1-800-589-3259. Individuals wishing to remain anonymous or to otherwise express their concerns or complaints confidentially are permitted to do so.

Transactions with Related Persons

On February 27, 2006, in connection with the development our Anthem credit scoring product, our Company loaned \$7,500,000 to NHSA JPS LLC ("NHSA"), a Delaware limited liability company affiliated with Neighborhood Housing Services of America, Inc., of which Ms. Widener is president and chief executive officer, pursuant to the terms and conditions of a loan agreement between our Company and NHSA. The loan bears interest at a rate of 2% per year, and has a term of 10 years. On November 3, 2006, the loan amount was increased to \$9,500,000. During 2006, interest payments totaled \$112,500. No principal payments were required to be, or have been, made and the outstanding loan balance is \$9,500,000 as of April 1, 2007. The loan agreement provides that a portion of the loan proceeds is to be used as a loan loss reserve for two loan pools collectively known as the Anthem Loan Pools, and a portion is to be used as working capital for operation of the Anthem Project. The Anthem Project involves a loan underwriting and funding program administered by NHSA that is designed to make prime grade home loans with prime grade pricing and mortgage insurance available to emerging markets borrowers who are rated as creditworthy through use of the Company's proprietary Anthem credit scoring system. The loan is secured by a Collateral Trust Agreement between our Company, NHSA and Union Bank of California, N.A., as trustee, whereby, in the event of a default by NHSA in the performance of obligations specified in the loan agreement or the related promissory note or the Collateral Trust Agreement, interest or other income accruing from certain home loan proceeds and investments of the Anthem Project would be applied toward payment of outstanding amounts.

Earlier this year, our Board adopted a written policy regarding related party transactions, which generally prohibits transactions between the Company and/or its affiliates, on the one hand, and the Company's directors, officers (or officers of affiliates) or shareholders holding in excess of 5% of the Company's common shares, on the other hand, without prior approval. The approving body may be either the Board or the Nominating and Corporate Governance Committee, or, if the proposed transaction involves \$1,000,000 or less and it is impractical to seek the approval of the Board or that committee, then the chairman of the Nominating and Corporate Governance Committee may review and pre-approve of the transaction (or the chairman of the Audit Committee if the chairman of the Nominating and Corporate Governance Committee is a party to the transaction). The policy prohibits directors of the Company from entering into any transaction with the Company or any of its affiliates outside of the ordinary course of business, except for transactions previously approved by the Board and in effect on the date the policy took effect.

Certain transactions are excluded from the application of the policy and are therefore permitted without prior approval. For example, compensatory arrangements for service as an officer or director of the Company are excluded from the policy, as are transactions between the Company and its affiliates. In cases where the potential transaction would involve an officer, director or large shareholder only in an indirect fashion, the policy does not apply where such indirect interest results solely from ownership less than 10% of, or being a director of, the entity entering into the transaction with the Company. In addition, arms-length ordinary course transactions involving annual payments of \$100,000 or less are permitted without prior approval.

Derivative Litigation

On December 19, 2006, and February 2, 2007, two purported shareholders of the Company named the Company's Board of Directors, certain of its officers and, nominally, the Company in shareholder derivative actions. Each of the director nominees is named as a defendant in each of the actions, except that Ms. Widener is only named in one of the actions. Each of the executive officers identified below in this proxy statement is named in each of the actions except that Messrs. McMahon, Gilmore, Nallathambi and Valdes are only named in one of the actions and Messrs. Johnson and Wool are not named in either action. The plaintiffs in these cases (Young v. Kennedy, et al., Case No. SACV06-1230 JVS (RNBx) and Larson v. Kennedy, et al., Case No. SACV07-134 JVS(ANx)), both filed in the United States District Court for the Central District of California, assert claims for alleged violations of the federal securities laws, breach of fiduciary duty, abuse of control, constructive fraud, corporate waste, unjust enrichment, insider trading, gross mismanagement and related violations of the California Corporations Code, in connection with the Company's prior stock option granting practices and the related accounting and public disclosures surrounding such prior stock option granting practices. The plaintiffs seek, among other things, unspecified damages to be paid to the Company, disgorgement to the Company of profits from the alleged misconduct and reimbursement to the Company of certain compensation as well as changes to the Company's corporate governance and internal control procedures. The plaintiffs also seek the payment of their attorneys' fees. The Company does not believe that these suits will have a material adverse impact on the Company's financial condition, results of operations or cash flows.

Executive Officers

The following provides information regarding our executive officers.

| <u>Name</u> | <u>Position(s) Held</u> | <u>Age</u> |
|----------------------|--|------------|
| Parker S. Kennedy | Chairman of the Board and Chief Executive Officer | 59 |
| Frank V. McMahon | Vice Chairman and Chief Financial Officer | 47 |
| Craig I. DeRoy | President | 54 |
| Dennis J. Gilmore | Chief Operating Officer | 48 |
| Curt G. Johnson | President of our Title Insurance and Services Segment | 52 |
| Anand K. Nallathambi | Chief Executive Officer of our First Advantage Segment | 45 |
| Barry M. Sando | President of our Mortgage Information Segment | 47 |
| George S. Livermore | President of our Property Information Segment | 46 |
| Martin R. Wool | President of our Specialty Insurance Segment | 64 |
| Kenneth D. DeGiorgio | Senior Vice President, General Counsel | 35 |
| Max O. Valdes | Senior Vice President, Chief Accounting Officer | 51 |

All officers of our Company are appointed annually by the Board on the day of its election.

- Parker S. Kennedy, who is D. P. Kennedy's son, was named chairman and chief executive officer of our Company in 2003. He served as our president from 1993 to 2004 and was our executive vice president from 1986 to 1993. He has been employed by our subsidiary,

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First American Title Insurance Company, since 1977 and became a vice president of that company in 1979 and a director in 1981. During 1983, he was appointed executive vice president of First American Title Insurance Company, and in 1989 was appointed its president. He now serves as its chairman, a position to which he was appointed in 1999.

- Frank V. McMahon was named vice chairman and chief financial officer of our Company effective March, 2006. Mr. McMahon was a managing director of Lehman Brothers Holdings, Inc., from 1999 to 2006.
- Craig I. DeRoy was named president of our Company in 2004. Mr. DeRoy was our senior executive vice president from 2002 to 2004, our executive vice president from 1996 to 2002, our vice president from 1993 to 1996, and served as our general counsel from 1993 to 2004.
- Dennis J. Gilmore was named chief operating officer of our Company in 2004. He served as our executive vice president from 2003 to 2004 and served as president of our property information business segment from 1998 to 2005. He established and managed the Lenders Advantage division of our subsidiary, First American Title Insurance Company, from 1993 to 1998 and was employed by our tax service subsidiary from 1988 to 1993.
- Curt G. Johnson was named president of First American Title Insurance Company in December, 2006. He was previously serving as vice president and director of that company's national commercial services division from 2001 to 2006. He joined our Company in 1996.
- Anand K. Nallathambi was appointed chief executive officer of First Advantage Corporation in March, 2007, and has served as president of First Advantage since September, 2005. He originally joined First American with the Company's 1995 acquisition of CREDCO. Since then, he has served as senior vice president of strategic and new business development for First American Real Estate Information Services, Inc., and in 1996, was appointed as president of First American Appraisal Services.
- Barry M. Sando serves as president of our mortgage information business segment, a position he has held since 1997. He was president of our flood zone certification subsidiary during 1997, served as its executive vice president from 1995 to 1997, and was employed by our tax service subsidiary from 1991 to 1995.
- George S. Livermore serves as president of our property information business segment, a position he has held since September, 2005. He was president of First American Real Estate Solutions L.P. since its formation in 1998.
- Martin R. Wool serves as president of our specialty insurance business segment. He also has served as chief executive officer of First American Home Buyers Protection Corporation since 2000.
- Kenneth D. DeGiorgio was named senior vice president and general counsel of our Company in 2004. Mr. DeGiorgio was our vice president and associate general counsel from 2001 to 2004, and served as our regulatory and acquisition counsel from 1999 to 2001. He has also served as executive vice president of First Advantage Corporation since 2003.
- Max O. Valdes has served as senior vice president and chief accounting officer of our Company since 2006, and as vice president and chief accounting officer from 2002 to 2006. Prior to that time, Mr. Valdes served as our controller. He has been employed by our Company since 1988.

Executive Compensation

Compensation Tables

The following tables set forth compensation information for our named executive officers. Pursuant to applicable rules, our named executive officers consist of: (1) our chief executive officer, chief financial officer and our three other most highly compensated executive officers who were serving as executive officers as of December 31, 2006; (2) Messrs. Klemens and Valdes, each of whom served as the Company's principal financial officer at some point during 2006; and (3) Mr. Kermott, who was not an executive officer as of the end of 2006, but who was an executive officer during 2006 and had compensation for 2006 (as calculated under SEC rules) that was higher than one or more of the individuals listed in category (1). Further description of the information contained in these tables can be found in the Compensation Discussion and Analysis section, which follows the tables.

Summary Compensation Table

| Name and Principal Position(a) | Year (b) | Salary | Bonus | Stock | Option | Change in | All Other | Total |
|---|-------------|----------------------|----------------------|----------------------|--------------------------------|--|-------------------------|-----------|
| | | (\$)(c) | (\$)(d) | Awards (\$)(e) | Awards ¹ (\$)(f) | Pension Value and Nonqualified Deferred Compensation Earnings ² (\$)(h) | Compensation (\$)(i) | (\$)(j) |
| Parker S. Kennedy Chairman & Chief Executive Officer | 2006 | 750,000 | 912,500 ³ | 0 | 1,251,105 | 1,340,037 | 54,038 ⁸ | 4,306,782 |
| Frank V. McMahon Vice Chairman & Chief Financial Officer | 2006 | 550,000 ⁴ | 875,000 | 197,604 ⁵ | 441,963 | 81,608 | 39,900 ⁹ | 2,179,485 |
| Craig I. DeRoy President | 2006 | 700,000 | 910,000 | 0 | 973,810 | 1,459,338 | 35,340 ¹⁰ | 4,077,587 |
| Dennis J. Gilmore Chief Operating Officer | 2006 | 600,000 | 890,000 | 0 | 890,159 | 660,278 | 38,022 ¹¹ | 3,077,560 |
| Gary L. Kermott Executive Vice President | 2006 | 600,000 | 835,000 | 0 | 914,566 | 1,186,579 | 46,800 ¹² | 3,577,445 |
| Barry M. Sando President, Mortgage Information Segment | 2006 | 525,000 | 865,000 | 0 | 771,672 | 340,487 | 47,788 ¹³ | 2,549,947 |
| Thomas A. Klemens ⁶ Former Chief Financial Officer | 2006 | 19,299 | 0 | 0 | 914,590 | 2,721,181 | 0 | 3,794,496 |
| Max O. Valdes ⁷ Senior Vice President, Chief Accounting Officer | 2006 | 300,000 | 260,000 | 0 | 180,821 | 260,174 | 30,980 ¹⁴ | 1,031,975 |

Notes:

- Value reflects the FAS 123R fair value of the award amortized over the vesting period. Fair value was determined by using a lattice option pricing model in 2006 and a Black-Scholes methodology for prior years with the following assumptions:

| 2006 | 2005 | 2004 | 2003 | 2002 | 2001 |
|------|------|------|------|------|------|
|------|------|------|------|------|------|

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| | | | | | | |
|---------------------------------|-------------|---------------|---------------|-------|-------|-------|
| Dividend yield | 1.6% - 1.8% | 1.5% - 2.3% | 2.0% - 2.4% | 1.8% | 1.9% | 1.4% |
| Expected volatility | 25.0% | 39.7% - 41.4% | 41.9% - 44.2% | 45.1% | 48.9% | 53.6% |
| Risk free average interest rate | 4.3% - 4.8% | 3.7% - 4.3% | 3.7% - 4.2% | 4.2% | 4.2% | 5.4% |
| Expected term (years) | 4.0 - 5.0 | 5.4 - 5.9 | 5.9 - 6.3 | 7 | 7 | 8 |

Also reflects option awards for board service at a subsidiary, First Advantage Corporation, to Mr. Kennedy and Mr. McMahon. First Advantage Corporation utilized a lattice option pricing model in 2006 with the following inputs: expected volatility (30%), risk free average interest rate (4.56%-4.81%), and expected term (5 years). For prior years, a Black-Scholes value was determined based on the following: 2005- volatility (25%), term

(6 years), risk free rate (4.52%); 2004- volatility (34%), term (9 years), risk free rate (4.13%); 2003- volatility (34%), term (9 years), risk free rate (3.24%). All years assumed 0% dividend yield. Mr. Kennedy and Mr. McMahon have agreed to exercise these options at the direction of the Company and to remit to the Company any after-tax benefit they receive as a result.

2. Reflects the change in the present value of the life annuity from the fiscal year end 2005 to 2006 for both the qualified and non-qualified pension plans (entitled The First American Corporation Pension Plan, The First American Corporation Pension Restoration Plan and The First American Corporation Executive Supplemental Benefit Plan). It does not include earnings under the deferred compensation plan as such earnings are neither above market nor preferential. The Company's deferred compensation plan provides a return based on a number of mutual fund investment choices. See Pension Benefits table on page 22 for assumptions.
3. On February 27, 2007, at Mr. Kennedy's request, the Company's Compensation Committee shifted \$500,000 of his cash bonus for service in 2006 to restricted stock units which vest over five years and were issued on March 5, 2007. The actual cash payment was therefore reduced to \$412,500.
4. Reflects Mr. McMahon's salary for the period from his hire date of March 31, 2006, through December 31, 2006. His employment agreement provides for salary of \$600,000 in 2007.
5. Reflects the expense taken by the Company in 2006 in connection with Mr. McMahon's new hire grant of 33,334 restricted stock units valued at the closing price on the March 31, 2006 grant date of \$39.16 per share. See Grants of Plan Based Awards on page 19 for additional information regarding this grant.
6. Mr. Klemens died on January 3, 2006. His 2006 salary reflects amounts paid to him until the date of his death for his service as chief financial officer of the Company.
7. In his capacity as chief accounting officer, Mr. Valdes served as the Company's principal financial officer from January 4, 2006, through March 30, 2006, subsequent to the death of Mr. Klemens.
8. This amount consists of (a) Company contributions of \$12,600 to his account in the Company's tax qualified 401(k) Savings Plan, (b) Company car allowance and estimated value of Company-paid gas totaling \$15,440, (c) Company-paid club membership dues of \$18,098, (d) estimated value of personal use of Company-owned residences of \$7,000 and (e) fees for attending board meetings of the Company totaling \$900.
9. This amount consists of (a) Company car allowance of \$9,900, (b) Company-paid club membership dues of \$5,400, (c) \$18,000 which equals the dollar value of dividends paid on restricted stock units which are payable in restricted stock units with the same vesting and forfeiture provisions as the initial grant and (d) fees for attending board meetings of the Company and its subsidiaries totaling \$6,600.
10. This amount consists of (a) Company contributions of \$12,600 to his account in the Company's tax qualified 401(k) Savings Plan, (b) Company car allowance and estimated value of Company-paid gas totaling \$15,840, (c) Company-paid club membership dues of \$6,000 and (d) fees for attending board meetings of the Company totaling \$900.
11. This amount consists of (a) Company contributions of \$12,600 to his account in the Company's tax qualified 401(k) Savings Plan, (b) Company car allowance of \$13,200, (c) Company-paid club membership dues of \$10,584, (d) Company-purchased season tickets of \$520, (e) life insurance premiums of \$218 and (f) fees for attending board meetings of the Company totaling \$900.
12. This amount consists of (a) Company contributions of \$12,600 to his account in the Company's tax qualified 401(k) Savings Plan, (b) Company car allowance and estimated value of Company-paid gas totaling \$15,200, (c) Company-paid club membership dues of \$13,500 and (d) fees for attending board meetings of the Company and its subsidiaries totaling \$5,500.

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13. This amount consists of (a) Company contributions of \$12,600 to his account in the Company's tax qualified 401(k) Savings Plan, (b) Company car allowance and estimated value of Company-paid gas

totaling \$10,900, (c) Company-paid club membership dues of \$19,440, (d) Company-purchased season tickets of \$1,200 and (e) life insurance premiums of \$3,648.

14. This amount consists of (a) Company contributions of \$12,600 to his account in the Company's tax qualified 401(k) Savings Plan, (b) Company car allowance and estimated value of Company-paid gas totaling \$13,080, (c) Company-paid club membership dues of \$1,800 and (d) estimated value of personal use of Company-owned residences of \$3,500.

Grants of Plan-Based Awards

The following table contains information concerning awards of options and restricted stock units made to each of the named executive officers during fiscal year 2006. The Company currently does not provide non-stock incentive plan awards or stock-based incentive plan awards to our named executive officers. In February 2007, the Company repriced unexercised options that were held by named executive officers of the Company and with respect to which the Company used an incorrect measurement date for accounting purposes. The Company only repriced those options where the resulting strike price was higher than the original strike price. For further discussion, see the Compensation Discussion and Analysis section commencing on page 38 of this proxy statement.

| <u>Name(a)</u> | <u>Grant Date(b)</u> | <u>All Other Stock Awards: Number of Shares of Stock or Units (#)(i)</u> | <u>All Other Option Awards: Number of Securities Underlying Options (#)(j)</u> | <u>Exercise or Base Price of Option Awards (\$/Sh)(k)</u> | <u>Grant Date Fair Value of Stock and Option Awards(l)</u> |
|-------------------|------------------------|--|--|---|--|
| Parker S. Kennedy | 5/11/2006 ₁ | | 2,500 | 25.13 | 20,525 |
| Frank V. McMahon | 3/31/2006 ₂ | 33,334 | | | 1,305,359 |
| | 3/31/2006 ₂ | | 300,000 | 39.16 | 2,859,000 |
| | 4/3/2006 ₁ | | 5,000 | 24.13 | 41,050 |
| | 5/11/2006 ₁ | | 2,500 | 25.13 | 20,525 |
| Craig I. DeRoy | | | | | |
| Dennis J. Gilmore | | | | | |
| Gary L. Kermott | | | | | |
| Barry M. Sando | | | | | |
| Thomas A. Klemens | | | | | |
| Max O. Valdes | | | | | |

- Grant represents options to purchase First Advantage Corporation (a subsidiary of the Company) Class A common stock, granted for service as a director of First Advantage. These awards vest over a three-year period commencing on the first anniversary date of grant. Mr. Kennedy and Mr. McMahon have agreed to exercise these options at the direction of the Company and to remit to the Company any after-tax benefit they receive as a result.
- The Company's Board of Directors approved of these awards to Mr. McMahon on February 15, 2006, and the awards were issued on March 31, 2006, which is the day Mr. McMahon commenced employment with the Company. The closing price of the Company's stock on the New York Stock Exchange on March 31, 2006, was \$39.16. The option and restricted stock unit awards each vest in five equal annual increments commencing on the first anniversary of the date of grant. Dividends will be paid on the restricted stock units as and when dividends are declared on the Company's common shares in the form of additional restricted stock units having the same vesting and restrictions as the underlying restricted stock units.

Outstanding Equity Awards at Fiscal Year-End

The following table shows outstanding equity awards of the Company and (in the table below on page 21) its publicly traded subsidiary, First Advantage Corporation, held by the named executive officers as of December 31, 2006:

The First American Corporation

| Name(a) | Option Awards | | | | Stock Awards | |
|-------------------|--|--|-------------------------------|---|--|--|
| | Number of Securities Underlying Unexercised Options (#) Exercisable(b) | Number of Securities Underlying Unexercised Options (#) Unexercisable(c) | Option Exercise Price (\$)(e) | Option Expiration Date ¹ (f) | Number of Shares or Units of Stock That Have Not Vested (#)(g) | Market Value of Shares or Units of Stock That Have Not Vested ² (\$)(h) |
| Parker S. Kennedy | 30,000 | | 29.54 | 4/23/2008 | | |
| | 40,000 | | 13.13 | 2/24/2010 | | |
| | 40,000 | | 30.80 | 12/14/2010 | | |
| | 40,000 | | 18.08 | 12/13/2011 | | |
| | 48,000 | 32,000 | 22.85 | 2/27/2013 | | |
| | 32,000 | 48,000 | 30.56 | 2/26/2014 | | |
| | 16,000 | 64,000 | 36.55 | 2/28/2015 | | |
| | 16,000 | 64,000 | 47.49 | 12/8/2015 | | |
| Frank V. McMahon | | 300,000 | 39.16 | 3/31/2016 | 33,768 | 1,373,682 |
| Craig I. DeRoy | 5,000 | | 30.80 | 12/14/2010 | | |
| | 10,000 | | 18.08 | 12/13/2011 | | |
| | 12,000 | 24,000 | 22.85 | 2/27/2013 | | |
| | 12,000 | 36,000 | 30.56 | 2/26/2014 | | |
| | 13,000 | 52,000 | 36.55 | 2/28/2015 | | |
| | 13,000 | 52,000 | 47.49 | 12/8/2015 | | |
| Dennis J. Gilmore | 22,500 | | 29.54 | 4/23/2008 | | |
| | 20,000 | | 30.80 | 12/14/2010 | | |
| | 8,000 | | 19.20 | 12/13/2011 | | |
| | 4,000 | 2,000 | 19.10 | 7/23/2012 | | |
| | 30,000 | 20,000 | 22.85 | 2/27/2013 | | |
| | 20,000 | 30,000 | 30.56 | 2/26/2014 | | |
| | 12,000 | 48,000 | 36.55 | 2/28/2015 | | |
| | 12,000 | 48,000 | 47.49 | 12/8/2015 | | |
| Gary L. Kermott | 30,000 | | 31.88 | 4/23/2008 | | |
| | 25,000 | | 30.80 | 12/14/2010 | | |
| | 25,000 | | 18.08 | 12/13/2011 | | |
| | 36,000 | 24,000 | 22.85 | 2/27/2013 | | |
| | 24,000 | 36,000 | 30.56 | 2/26/2014 | | |
| | 12,000 | 48,000 | 36.55 | 2/28/2015 | | |
| | 12,000 | 48,000 | 47.49 | 12/8/2015 | | |
| Barry M. Sando | 4,000 | | 30.80 | 12/14/2010 | | |
| | 20,000 | | 19.20 | 12/13/2011 | | |
| | 8,000 | 2,000 | 19.10 | 7/23/2012 | | |

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| | | | | |
|--|--------|--------|-------|-----------|
| | 30,000 | 20,000 | 22.85 | 2/27/2013 |
| | 20,000 | 30,000 | 30.56 | 2/26/2014 |
| | 10,000 | 40,000 | 36.55 | 2/28/2015 |
| | 10,000 | 40,000 | 47.49 | 12/8/2015 |

Thomas A. Klemens³

| | | | | |
|---------------|-------|--------|-------|-----------|
| Max O. Valdes | | 3,000 | 26.35 | 3/12/2013 |
| | | 3,000 | 26.35 | 4/1/2013 |
| | 4,000 | 16,000 | 47.49 | 12/8/2015 |

1. The options disclosed in the table have a ten-year life. Options and restricted stock units vest in five equal annual increments commencing on the first anniversary of the grant.

Remaining vesting dates for each grant that was not fully vested as of December 31, 2006 follow:

| <u>Expiration Date</u> | <u>Remaining Vesting Dates</u> |
|------------------------|---|
| 3/31/2016 | 3/31/2007, 3/31/2008, 3/31/2009, 3/31/2010, 3/31/2011 |
| 12/8/2015 | 12/8/2007, 12/8/2008, 12/8/2009, 12/8/2010 |
| 2/28/2015 | 2/28/2007, 2/28/2008, 2/28/2009, 2/28/2010 |
| 2/26/2014 | 2/26/2007, 2/26/2008, 2/26/2009 |
| 4/1/2013 | 4/1/2007, 4/1/2008 |
| 3/12/2013 | 3/12/2007, 3/12/2008 |
| 2/27/2013 | 2/27/2007, 2/27/2008 |
| 7/23/2012 | 7/23/2007 |

2. Represents the in-the-money value of unvested equity based on a stock price of \$40.68 as of December 29, 2006.
3. All outstanding options for Mr. Klemens were transferred to his estate upon his death and became exercisable by his named beneficiary.

First Advantage Corporation

| <u>Name(a)</u> | <u>Option Awards</u> | | | | <u>Stock Awards</u> | |
|-------------------|---|---|---------------------------------------|---|--|---|
| | <u>Number of Securities Underlying Unexercised Options (#) Exercisable(b)</u> | <u>Number of Securities Underlying Unexercised Options (#) Unexercisable(c)</u> | <u>Option Exercise Price (\$) (e)</u> | <u>Option Expiration Date¹ (f)</u> | <u>Number of Shares or Units of Stock That Have Not Vested (#) (g)</u> | <u>Market Value of Shares or Units of Stock That Have Not Vested (\$) (h)</u> |
| Parker S. Kennedy | 5,000 | | 20.58 | 6/19/2013 | | |
| | 1,675 | 825 | 20.90 | 6/21/2014 | | |
| | 850 | 1,650 | 27.93 | 9/13/2015 | | |
| | | 2,500 | 25.13 | 5/11/2016 | | |
| Frank V. McMahon | | 5,000 | 24.13 | 4/3/2016 | | |
| | | 2,500 | 25.13 | 5/11/2016 | | |

1. Granted for board service at First Advantage Corporation, a subsidiary of the Company. The options disclosed in the table have a ten-year life and vest in three equal annual increments commencing on the first anniversary of the grant.

Remaining vesting dates for each grant include:

| <u>Option Expiration Date</u> | <u>Remaining Vesting Dates</u> |
|-------------------------------|---------------------------------|
| 5/11/2016 | 5/11/2007, 5/11/2008, 5/11/2009 |
| 4/3/2016 | 4/3/2007, 4/3/2008, 4/3/2009 |
| 9/13/2015 | 9/13/2007, 9/13/2008 |
| 6/21/2014 | 6/21/2007 |

Option Exercises and Stock Vested

The following table sets forth information concerning value realized by each of the named executive officers upon exercise of stock options and vesting of stock during 2006:

| Name(a) | Option Awards | | Stock Awards | |
|-------------------|--|--------------------------------------|---|-----------------------------------|
| | Number of Shares Acquired on Exercise (#)(b) | Value Realized Upon Exercise (\$)(c) | Number of Shares Acquired on Vesting (#)(d) | Value Realized on Vesting (\$)(e) |
| Parker S. Kennedy | 0 | 0 | 0 | 0 |
| Frank V. McMahon | 0 | 0 | 0 | 0 |
| Craig I. DeRoy | 0 | 0 | 0 | 0 |
| Dennis J. Gilmore | 0 | 0 | 0 | 0 |
| Gary L. Kermott | 0 | 0 | 0 | 0 |
| Barry M. Sando | 0 | 0 | 0 | 0 |
| Thomas A. Klemens | 0 | 0 | 0 | 0 |
| Max O. Valdes | 3,000 | 57,613 | 0 | 0 |

Pension Benefits

The following table shows the actuarial present value of the accumulated retirement benefits payable upon normal retirement age (estimated at age 65) to each of the named executive officers, computed as of December 31, 2006. The amounts disclosed are based upon benefits provided to the named executive officers under the tax-qualified First American Pension Plan (Pension Plan), the First American Pension Restoration Plan (Pension Restoration Plan) and the First American Executive Supplemental Benefit Plan (Executive Supplemental Benefit Plan).

| Name(a) | Plan Name(b) | Number of Years Credited Service ¹ (#)(c) | Present Value of Accumulated Benefits ² \$(d) | Payments During Last Fiscal Year \$(e) |
|--------------------------------|--|---|--|--|
| Parker S. Kennedy ³ | Pension Plan | 28.7 | 348,428 | |
| | Pension Restoration Plan | 28.7 | 239,625 | |
| | Executive Supplemental Benefit Plan | 29.7 | 7,760,139 | 0 |
| Frank V. McMahon ⁴ | Executive Supplemental Benefit Plan | 0.8 | 81,608 | 0 |
| | Pension Plan | 12.6 | 106,539 | |
| Craig I. DeRoy | Pension Restoration Plan | 12.6 | 73,412 | |
| | Executive Supplemental Benefit Plan | 13.6 | 5,344,155 | 0 |
| | Pension Plan | 13.6 | 63,938 | |
| Dennis J. Gilmore | Pension Restoration Plan | 13.6 | 39,118 | |
| | Executive Supplemental Benefit Plan | 13.6 | 2,035,368 | 0 |
| | Pension Plan | 18.9 | 147,280 | |
| Gary L. Kermott | Pension Restoration Plan | 18.9 | 101,370 | |
| | Executive Supplemental Benefit Plan | 23.8 | 4,487,440 | 0 |
| | Pension Plan | 14.1 | 63,615 | |
| Barry M. Sando | Pension Restoration Plan | 14.1 | 37,438 | |
| | Executive Supplemental Benefit Plan | 15.1 | 1,633,009 | 0 |
| | Pension Plan | 20.3 | 127,054 | |
| Thomas A. Klemens | Pension Restoration Plan | 20.3 | 87,249 | |
| | Executive Supplemental Benefit Plan ⁵ | 20.3 | 7,398,875 | 963,956 |
| | Pension Plan | 18.0 | 116,193 | |
| Max O. Valdes | Pension Restoration Plan | 18.0 | 18,610 | |
| | Executive Supplemental Benefit Plan | 18.0 | 885,780 | 0 |

- Credited years of service for the Executive Supplemental Benefit Plan is the time between the beginning of the month after the participant's hire date and December 31, 2006, and does not affect the benefit to the executive after minimum service requirements are met. Credited years of service for both the Pension Plan and Pension Restoration Plan is the time between the participant's commencement of participation in the plan and December 31, 2006. As a result, the following executives have less credited service under the Pension Plan and Pension Restoration Plan than years of service with the Company: Kennedy (1 yr), DeRoy (1 yr), Kermott (4.9 yrs), Sando (1 yr).
- Assumes the executive retires at a normal retirement age of 65. With respect to Mr. Klemens, who passed away on January 3, 2006, the amounts represent the present value of the life annuity (or 10-year certain benefit with respect to the Executive Supplemental Benefit Plan) payable to his surviving spouse.

Pension Plan and Pension Restoration Plan: Benefits accrue from hire date through age 65. The following assumptions were used for calculating present values: interest rate of 5.96%, pre- and post-retirement mortality per RP2000 mortality tables for males and females, benefit is payable as a 50% joint and survivor annuity and the spouse is assumed to be the same age as the participant. Salaries are assumed to increase 5% annually.

Executive Supplemental Benefit Plan: Eligibility requires 10 years of service and 5 years of participation in the plan with the benefit dependent on age at retirement between 55 and 65, rather than credited years of service. The following assumptions were used for calculating present values: interest rate of 5.96% (from 5.88% in 2005), pre- and post-retirement mortality per RP2000 mortality tables for males and females, benefit is payable as a 50% joint and survivor annuity and the spouse is assumed to be the same age as the participant.

3. Mr. Kennedy is eligible for early retirement due to service requirements and age as described further in the narrative following this table.
4. Compensation for Mr. McMahon has been annualized.
5. Participant is deceased. Mr. Klemens' spouse is receiving a 10-year certain benefit commencing on February 1, 2006.

(1) Pension Plan

Subject to certain conditions of age and tenure, all regular employees of the Company and participating subsidiaries were eligible to join the Pension Plan until December 31, 2001. No employees are eligible to join the Pension Plan after that date. In order to participate, during plan years ending on or prior to December 31, 1994, an employee was required to contribute 1 1/2% of pay (i.e., base salary, plus cash bonuses, commissions and other pay) to the plan. As a result of amendments that were adopted in 1994, during plan years commencing after December 31, 1994, an employee was not required to contribute to the plan in order to participate. As a result of further amendments that were adopted in 2000, the Pension Plan does not accept new participants after December 31, 2001.

A participant generally vests in his accrued benefit attributable to the Company's contributions upon the completion of three years of service or, if earlier, employment through normal retirement age.

Normal retirement age is defined under the Pension Plan as the later of the employee's attainment of age 65 or his third anniversary of participation in the plan. Upon retirement at normal retirement age, an employee receives full monthly benefits which are equal, when calculated as a life annuity: (1) for years of credited service with the Company and its subsidiaries as of December 31, 1994, to 1% of the first \$1,000 and 1 1/4% of remaining final average pay (i.e., the average of the monthly pay, as defined above, during the five highest paid consecutive calendar years out of the last 10 years prior to retirement) times the number of years of credited service as of December 31, 1994; and (2) for years of credited service with the Company and its subsidiaries after December 31, 1994, to 3/4% of the first \$1,000 and 1% of the remaining final average pay times the number of years of credited service subsequent to December 31, 1994.

Effective December 31, 2000, the Pension Plan was amended to exclude from the calculation of benefits (i) any pay earned after December 31, 2001, and (ii) any service earned after December 31, 2005. Effective December 31, 2002, the Pension Plan was amended to reduce the rate at which future benefits accrue for participants who had not yet attained age 50 by spreading the accrual of the benefit that would have accrued during 2003 to 2005 over extended periods ranging from 5 to 20 years, depending on the participant's age as of December 31, 2002. Pursuant to the above-described amendments to the Pension Plan, Messrs. Kennedy and DeRoy stopped accruing benefits as of December 31, 2005, since they were age 50 or older as of December 31, 2002.

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An employee with at least three years of participation in the plan may elect to retire after attaining age 55, but prior to age 65, and receive reduced benefits. Benefits are reduced $1/180^{\text{th}}$ by each of the first 60 months and by $1/360^{\text{th}}$ for each of any additional months by which the date benefits begin precedes the participant's normal retirement date. Benefit payment options include various annuity options, a form of benefit that is reduced prior the participant's commencement of Social Security benefits, and a lump-sum in the case of certain terminations prior to age 55 and upon disability.

Federal tax law limits the maximum amount of pay that may be considered in determining benefits under the Pension Plan. The limit on pay that could be recognized by tax-qualified retirement plans was \$200,000 in 1989. This amount was adjusted for inflation for each year through 1993, when the limit was \$235,840. In 1993, this limit was decreased to \$150,000 for plan years beginning in 1994. The \$150,000 limit has been adjusted for inflation and was increased to \$160,000 as of January 1, 1997, and to \$170,000 as of January 1, 2000. The highest final average pay that could be considered in determining benefits accruing under the Pension Plan before 1994 is \$219,224, and since the plan does not consider pay earned after December 31, 2001, the highest final average pay that can be considered in determining benefits accruing after 1993 is \$164,000.

(2) Pension Restoration Plan

During 1996, the Company adopted the Pension Restoration Plan. This plan is an unfunded, non-qualified plan designed to make up for the benefit accruals that are restricted by the indexed \$150,000 pay limit. However, in order to limit its expense, the Pension Restoration Plan does not make up for benefit accruals on compensation exceeding \$275,000. The Pension Restoration Plan also makes up for benefits that cannot be paid from our Pension Plan because of limitations imposed by the federal tax laws. Vesting of benefits payable to an employee under our Pension Restoration Plan occurs at the same time that vesting occurs for that employee in his or her Pension Plan benefits. The Pension Restoration Plan is effective as of January 1, 1994, but only covers selected Pension Plan participants who were employees on that date. As noted above, January 1, 1994, is the date as of which the pay limit for the Pension Plan was reduced from \$235,840 to \$150,000. The Pension Restoration Plan excludes pay earned after December 31, 2001, as does the Pension Plan.

Payment of benefits under the Pension Restoration Plan generally commences at the time payments commence under the Pension Plan. Subject to any applicable laws and the approval of the Compensation Committee, benefit options under the Pension Restoration Plan are generally similar to those available under the Pension Plan. The factors for early retirement are the same as those under the Pension Plan.

(3) Executive Supplemental Benefit Plan Description

The Executive Supplemental Benefit Plan provides retirement benefits for, and pre-retirement death benefits with respect to, certain key management personnel. Under the plan, upon retirement at normal retirement date (the later of age 65 or completion of 10 years of service) the participant receives a joint life and 50% survivor annuity benefit equal to 35% of final average compensation. Final average compensation is determined for those three calendar years out of the last 10 years of employment preceding retirement in which final average compensation is the highest. Final average compensation includes base salary and commissions, cash bonuses and stock bonuses that are granted to compensate for past services (such as the Bonus RSUs, as described below).

The benefit is reduced by 5% for each year prior to normal retirement date in which retirement occurs and, until age 70, increased by 5% (compounded in order to approximate the annuitized value of the benefit had retirement occurred at age 65) for each year after such date in which retirement occurs. With respect to such postponed retirement, the plan takes into account covered compensation received until age 70, so that the retirement benefit of an executive who retires after normal retirement date is determined as the greater of the annuitized benefit or the benefit calculated using final average compensation until age 70.

To be eligible to receive benefits under the plan, a participant must be at least age 55, have been one of our employees, or an employee of one of our subsidiaries, for at least 10 years and covered by the plan for at least five years. A pre-retirement death benefit is provided consisting of 10 annual payments, each of which equals 50% of final average compensation. The Board can, in its discretion, pay the participant or beneficiary in an actuarial equivalent lump-sum or other form of benefit. In the event of a change-in-control (as defined in the plan) of the Company, a participant who retires after the change-in-control shall receive the same benefits as if he were retiring upon the attainment of normal retirement date.

The Executive Supplemental Benefit Plan was amended in September 2005 to provide that participants who thereafter engage in competition with the Company, either during their employment with or following their

departure from the Company, forfeit their right to receive any vested benefits under the plan. Competition is defined to include involvement with a competing business, the misappropriation, sale, use or disclosure of the Company's trade secrets, confidential or proprietary information and solicitation of Company employees or customers.

As of December 31, 2006, 47 employees, including Messrs. Kennedy, DeRoy, Gilmore, Kermott, McMahon, Sando and Valdes have been selected to participate in the plan. The plan is unfunded and unsecured. We have previously purchased insurance, of which we are the owner and beneficiary, on the lives of certain plan participants. This insurance is designed to offset, over the life of the plan, a portion of our costs incurred with respect to the plan.

Deferred Compensation Plan

As reflected in the following table, certain of our named executive officers have elected to participate in the Company's nonqualified deferred compensation plan (the "Deferred Compensation Plan"):

| Name(a) | Executive Contributions in Last FY ¹ \$(b) | Registrant Contributions in Last FY ² \$(c) | Aggregate Earnings in Last FY ³ \$(d) | Aggregate Withdrawals/ Distributions \$(e) | Aggregate Balance at Last FYE ⁴ \$(f) |
|-------------------|--|---|---|--|---|
| Parker S. Kennedy | 0 | 0 | 0 | 0 | 0 |
| Frank V. McMahon | 70,000 | 0 | 4,128 | 0 | 74,128 |
| Craig I. DeRoy | 0 | 0 | 0 | 0 | 0 |
| Dennis J. Gilmore | 150,000 | 0 | 61,129 | 0 | 569,075 |
| Gary L. Kermott | 0 | 0 | 0 | 0 | 0 |
| Barry M. Sando | 34,050 | 0 | 43,305 | 0 | 379,494 |
| Thomas A. Klemens | 0 | 0 | 0 | 0 | 0 |
| Max O. Valdes | 0 | 0 | 0 | 0 | 0 |

- The entire amount of contributions are reflected in the Summary Compensation Table in the salary or bonus column for 2006.
- The Company does not make contributions to the Deferred Compensation Plan.
- Represents earnings on participant-selected investment crediting options. None of the amounts are reflected in the Summary Compensation Table as the return on deferred amounts are calculated in a similar manner and at a similar rate as earnings on externally managed mutual funds.
- Includes contributions as reported in prior years' Summary Compensation Tables by Mr. Gilmore in 2005, 2004 and 2003 of \$300,000, \$50,000 and \$50,000, respectively, and \$33,600 for Mr. Sando in 2003.

The Company's Deferred Compensation Plan offers to a select group of management and highly compensated employees the opportunity to elect to defer portions of their base salary, commissions and cash bonuses. A committee appointed by the Board is responsible for administering the plan. The Company maintains a deferral account for each participating employee on a fully vested basis for all deferrals. Participants can choose to have their cash benefits paid in one lump-sum or in quarterly payments upon termination of employment or death. Subject to the terms and conditions of the plan, participants also may elect scheduled and nonscheduled in-service withdrawals of compensation deferred prior to January 1, 2005, and the earnings and losses attributable thereto. Withdrawals of compensation deferred after December 31, 2004, and the earnings and losses attributable thereto must be scheduled by the participant at the time the participant elects to defer such compensation.

Participants allocate their deferrals among a variety of investment crediting options offered under the plan. The investment crediting rates are based upon the rates of return available under certain separate accounts offered through variable insurance products.

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For all participants who joined the Deferred Compensation Plan prior to December 31, 2001, the plan provides a pre-retirement life insurance benefit equal to the lesser of 15 times the amount deferred in the participant's first year of participation or \$2 million. The life insurance benefit is reduced beginning at age 61 by 20% per year. Participants who join the plan after December 31, 2001, are not eligible for this insurance benefit. The Company pays a portion of the cost of such life insurance benefits. The plan is unfunded and unsecured.

Potential Payments upon Termination or Change-in-Control

The following tables describe payments and other benefits that would be provided to our named executive officers under the specified circumstances upon a change-in-control of the Company or their termination. For further discussion, see "Change-in-Control Agreements" in the Compensation Discussion and Analysis section which follows the tables, commencing on page 47, and see "Executive Supplemental Benefit Plan Description" above on page 24.

Parker S. Kennedy

| Executive Payments and Benefits upon Termination | Early Retirement ¹ | Involuntary Termination | | Change-in-Control | | | Death | Disability |
|--|-------------------------------|-------------------------|-----------------------------|-----------------------------------|---|----------------------------|----------------------------|----------------------------|
| | | For Cause | Without Cause / Good Reason | Without Termination ¹⁵ | With Termination for Good Reason/ without Cause | | | |
| Compensation: | | | | | | | | |
| Severance | \$ 0 | \$ 0 | \$ 0 | \$ 0 | \$ 9,450,000 ² | \$ 0 | \$ 0 | \$ 0 |
| Annual Incentives | | | | | | | | |
| - 2006 Bonus | \$ 0 | \$ 0 | \$ 0 | \$ 0 | \$ 2,400,000 ³ | \$ 0 | \$ 0 | \$ 0 |
| Long-term Incentives | | | | | | | | |
| - Accelerated Vesting of Stock Options ^{4,5} | \$ 0 | \$ 0 | \$ 0 | \$ 1,320,640 | \$ 1,320,640 | \$ 1,320,640 | \$ 1,320,640 | \$ 1,320,640 |
| - Vested Stock Options ^{4,6} | \$ 3,981,160 | \$ 0 | \$ 3,981,160 | \$ 3,981,160 | \$ 3,981,160 | \$ 3,981,160 | \$ 3,981,160 | \$ 3,981,160 |
| - Accelerated vesting of RS/RSUs | \$ 0 | \$ 0 | \$ 0 | \$ 0 | \$ 0 | \$ 0 | \$ 0 | \$ 0 |
| - Vested RS/RSUs | N/A | N/A | N/A | N/A | N/A | N/A | N/A | N/A |
| Deferred Compensation Plan | N/A | N/A | N/A | N/A | N/A | N/A | N/A | N/A |
| Director Compensation from Subsidiary Organizations | | | | | | | | |
| - FADV - Accelerated Vesting of Stock Options ⁷ | \$ 0 | \$ 0 | \$ 0 | \$ 1,700 | \$ 1,700 | \$ 0 | \$ 0 | \$ 0 |
| - FADV - Vested Stock Options ⁷ | \$ 15,351 | \$ 15,351 | \$ 15,351 | \$ 15,351 | \$ 15,351 | \$ 15,351 | \$ 15,351 | \$ 15,351 |
| Benefits & Perquisites: | | | | | | | | |
| Vested Pension Plan | \$ 401,314 | \$ 401,314 | \$ 401,314 | \$ 0 | \$ 401,314 | \$ 203,088 ⁸ | \$ 401,314 | \$ 401,314 |
| Vested Pension Restoration Plan | \$ 275,997 | \$ 275,997 | \$ 275,997 | \$ 0 | \$ 275,997 | \$ 139,670 ⁸ | \$ 275,997 | \$ 275,997 |
| Enhanced Executive Supplemental Benefit Plan ⁹ | \$ 0 | \$ 0 | \$ 0 | \$ 0 ¹⁰ | \$ 5,244,293 ¹⁰ | \$ 2,323,178 ¹² | \$ 0 | \$ 0 |
| Vested Executive Supplemental Benefit Plan | \$ 9,983,162 ¹¹ | \$ 0 | \$ 9,983,162 ¹¹ | \$ 0 | \$ 9,983,162 ¹¹ | \$ 9,983,162 ¹¹ | \$ 9,983,162 ¹¹ | \$ 9,983,162 ¹¹ |
| Benefit Continuation ¹³ | \$ 0 | \$ 0 | \$ 0 | \$ 0 | \$ 268,521 | \$ 0 | \$ 0 | \$ 0 |
| Vacation Entitlement | \$ 57,692 | \$ 57,692 | \$ 57,692 | \$ 0 | \$ 57,692 | \$ 57,692 | \$ 57,692 | \$ 57,692 |
| 280G Tax Gross-up | N/A | N/A | N/A | \$ 0 ¹⁵ | \$ 7,614,307 ¹⁴ | N/A | N/A | N/A |
| Total | \$ 14,714,676 | \$ 750,354 | \$ 14,714,676 | \$ 5,318,850 | \$ 41,014,136 | \$ 18,023,941 | \$ 16,035,316 | |

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1. Early retirement is defined as retirement at age 55 and satisfaction of the vesting requirement.
2. Represents three times the executive's base salary in effect immediately prior to the date of termination and three times the greater of the executive's highest annual incentive bonus during the preceding four fiscal years, or the executive's anticipated bonus for the remainder of the year.

3. Represents the pro rata portion of the executive's annual bonus (the applicable agreement provides for the payment of the greater of the highest bonus over last four fiscal years or the anticipated bonus for the year of the date of termination).
4. Represents the intrinsic value of stock options based on the Company's closing stock price on December 29, 2006, of \$40.68.
5. The 1996 Stock Option Plan and related agreement provide for acceleration of unvested options in the event of a change-in-control of the Company, death or disability.
6. Options granted under the 1996 Stock Option Plan are exercisable within: 5 days of voluntary termination or termination without cause; 90 days of retirement; and one year of death or disability.
7. Under First Advantage Corporation's Incentive Compensation Plan, options accelerate in the event of a change-in-control of First Advantage Corporation (FADV). Mr. Kennedy has agreed to exercise these options at the direction of the Company and to remit to the Company any after-tax benefit he receives as a result.
8. Represents the lump-sum present value equal to one-half of the accrued benefit, converted to qualified joint and survivor form and payable to female spouse three years younger than the participant at the latter of participant's current age or age 55.
9. Enhanced Executive Supplemental Benefit Plan refers to any payments which accrue to the participant in addition to his current vested benefit amount under the various scenarios for the Executive Supplemental Benefit Plan.
10. Upon a change-in-control of the Company the executive becomes 100% vested in the benefit in an amount equal to the amount the executive would have been entitled to receive had he attained his normal retirement date, and a joint and survivor annuity.
11. Represents the lump-sum present value of the benefit calculated using the following assumptions: RR01-62 mortality tables and a discount rate of 4.73%.
12. Enhanced benefit as calculated based on ten year certain payments at a 5.96% discount rate equal to 50% of participant's final average compensation.
13. Represents cash payment to the executive to cover the cost to purchase benefits, including gross-up payment to cover income taxes. Amount assumes the cost of health and welfare benefits of \$876.80 per month will increase 10% in 2008.
14. Under the applicable agreement, if payments are subject to excise taxes imposed under IRC Section 4999 the Company will pay to the executive an additional gross-up amount so that his after-tax benefits are the same as though no excise tax had applied. The following assumptions were used to calculate payments under Section 280G:
 - Equity valued at the Company's closing stock price on December 29, 2006, of \$40.68, less option exercise prices.
 - Parachute payments for time vesting stock options, restricted stock and restricted stock units were valued using Reg. Section 1.280G-1 Q&A 24(c).
 - Calculations assume a portion of 2006 bonus is reasonable compensation for services rendered prior to the change-in-control.

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15. Should the executive voluntarily terminate employment during the window period (the 30 days following the first anniversary of the change-in-control) severance equals two times the executive's base salary in effect immediately prior to the date of termination and two times the greater of the executive's highest annual incentive bonus during the preceding four fiscal years or the executive's anticipated bonus for the remainder of the year. If payments are subject to excise taxes imposed under IRC Section 4999, the Company will pay to the executive an additional gross-up amount so that his after-tax benefits are the same as though no excise tax had applied.

Frank V. McMahon

| Executive Payments and Benefits upon Termination | Involuntary Termination | | | Change-in-Control | | | |
|--|-------------------------|------------------|-----------------------------|---------------------|---|---------------------------|-------------------------------|
| | Voluntary Termination | For Cause | Without Cause / Good Reason | Without Termination | With Termination for Good Reason/ without Cause | Death | Disability |
| Compensation: | | | | | | | |
| Severance | \$ 0 | \$ 0 | \$ 7,437,500 ¹ | \$ 0 | \$ 7,437,500 ¹ | \$ 0 | \$ 0 |
| Annual Incentives | | | | | | | |
| - 2006 Bonus | \$ 0 | \$ 0 | N/A | \$ 0 | N/A | \$ 0 | \$ 0 |
| Long-term Incentives | | | | | | | |
| - Accelerated Vesting of Stock Options ^{2,3} | \$ 0 | \$ 0 | \$ 456,000 | \$ 456,000 | \$ 456,000 | N/A | N/A |
| - Vested Stock Options ⁴ | N/A | N/A | N/A | N/A | N/A | N/A | N/A |
| - Accelerated vesting of RS/RSUs | \$ 0 | \$ 0 | \$ 1,373,682 | \$ 1,373,682 | \$ 1,373,682 | \$ 0 | \$ 0 |
| - Vested RS/RSUs | N/A | N/A | N/A | N/A | N/A | N/A | N/A |
| Director Compensation from Subsidiary Organizations | | | | | | | |
| - FADV - Accelerated Vesting of Stock Options ⁵ | \$ 0 | \$ 0 | \$ 0 | \$ 0 | \$ 0 | \$ 0 | \$ 0 |
| - FADV - Vested Stock Options | N/A | N/A | N/A | N/A | N/A | N/A | N/A |
| Deferred Compensation Plan | \$ 74,128 | \$ 74,128 | \$ 74,128 | \$ 0 | \$ 74,128 | \$ 74,128 | \$ 74,128 |
| Benefits & Perquisites: | | | | | | | |
| Vested Pension Plan | N/A | N/A | N/A | N/A | N/A | N/A | N/A |
| Vested Pension Restoration Plan | N/A | N/A | N/A | N/A | N/A | N/A | N/A |
| Enhanced Executive Supplemental Benefit Plan ⁶ | \$ 0 | \$ 0 | \$ 0 | \$ 0 ⁷ | \$ 4,915,092 ^{7,8} | \$ 2,250,033 ⁹ | \$ 1,065,122 ^{10,11} |
| Vested Executive Supplemental Benefit Plan | \$ 0 | \$ 0 | \$ 0 | \$ 0 | \$ 0 | \$ 0 | \$ 0 |
| Benefit Continuation | \$ 0 | \$ 0 | \$ 0 | \$ 0 | \$ 0 | \$ 0 | \$ 0 |
| Vacation Entitlement | \$ 22,138 | \$ 22,138 | \$ 22,138 | \$ 0 | \$ 22,138 | \$ 22,138 | \$ 22,138 |
| 280G Tax Gross-up | N/A | N/A | N/A | \$ 0 | \$ 0 | N/A | N/A |
| Total | \$ 96,266 | \$ 96,266 | \$ 9,363,448 | \$ 1,829,682 | \$ 14,278,540 | \$ 2,346,299 | \$ 1,161,388 |

- Per his employment agreement, Mr. McMahon is entitled to minimum cash compensation equal to \$1,750,000 per year until March 31, 2011.
- Represents the intrinsic value of stock options based on the Company's closing stock price on December 29, 2006, of \$40.68.
- Mr. McMahon's employment agreement and option award agreement provide for acceleration of his unvested options in the event of termination without cause or upon a change-in-control.
- No options were vested as of December 31, 2006.
- Under First Advantage Corporation's Incentive Compensation Plan, options accelerate in the event of a change-in-control of First Advantage Corporation (FADV). Mr. McMahon has agreed to exercise these options at the direction of the Company and to remit to the Company any after-tax benefit he receives as a result.
- Enhanced Executive Supplemental Benefit Plan refers to any payments which accrue to the participant in addition to his current vested benefit amount under the various scenarios for the Executive Supplemental Benefit Plan.

7. Upon a change-in-control of the Company the executive becomes 100% vested in the benefit in an amount equal to the amount the executive would have been entitled to receive had he attained his normal retirement date, and a joint and survivor annuity.
8. Represents the lump-sum present value of the benefit calculated using the following assumptions: RR01-62 mortality tables and a discount rate of 4.73%.

9. Represents the lump-sum present value of 10-year certain payments at a 5.96% discount rate, equal to 50% of participant's final average compensation.
10. Represents the lump-sum present value of the benefit calculated using the following assumptions: RP-2000M mortality tables and a discount rate of 5.96%.
11. Assumes the participant remains disabled until earliest retirement date at age 55.

Craig I. DeRoy

| Executive Payments and Benefits upon Termination | Voluntary Termination | Involuntary Termination | | Change-in-Control | | Death | Disability | |
|---|-----------------------|-------------------------|-------------------|---------------------|--|-----------------------------|-------------------------------|--|
| | | For Cause | Good Reason | Without Cause | With Termination for Good Reason/Without Cause | | | |
| Compensation: | | | | | | | | |
| Severance | \$ 0 | \$ 0 | \$ 0 | \$ 0 | \$ 9,195,000 ¹ | \$ 0 | \$ 0 | |
| Annual Incentives | | | | | | | | |
| - 2006 Bonus | \$ 0 | \$ 0 | \$ 0 | \$ 0 | \$ 2,365,000 ² | \$ 0 | \$ 0 | |
| Long-term Incentives | | | | | | | | |
| - Accelerated Vesting of Stock Options ^{3,4} | \$ 0 | \$ 0 | \$ 0 | \$ 1,007,000 | \$ 1,007,000 | \$ 1,007,000 | \$ 1,007,000 | |
| - Vested Stock Options ^{3,5} | \$ 664,490 | \$ 0 | \$ 664,490 | \$ 664,490 | \$ 664,490 | \$ 664,490 | \$ 664,490 | |
| - Accelerated vesting of RS/RSUs | N/A | N/A | N/A | N/A | N/A | N/A | N/A | |
| - Vested RS/RSUs | N/A | N/A | N/A | N/A | N/A | N/A | N/A | |
| Deferred Compensation Plan | N/A | N/A | N/A | N/A | N/A | N/A | N/A | |
| Benefits & Perquisites: | | | | | | | | |
| Vested Pension Plan | \$ 106,539 | \$ 106,539 | \$ 106,539 | \$ 0 | \$ 106,539 | \$ 65,859 ⁶ | \$ 106,539 | |
| Vested Pension Restoration Plan | \$ 73,412 | \$ 73,412 | \$ 73,412 | \$ 0 | \$ 73,412 | \$ 45,381 ⁶ | \$ 73,412 | |
| Enhanced Executive Supplemental Benefit Plan ⁷ | \$ 0 | \$ 0 | \$ 0 | \$ 0 ⁸ | \$ 14,677,306 ⁹ | \$ 11,974,264 ¹⁰ | \$ 5,565,788 ^{11,12} | |
| Vested Executive Supplemental Benefit Plan | \$ 0 | \$ 0 | \$ 0 | \$ 0 | \$ 0 | \$ 0 | \$ 0 | |
| Benefit Continuation ¹³ | \$ 0 | \$ 0 | \$ 0 | \$ 0 | \$ 175,738 | \$ 0 | \$ 0 | |
| Vacation Entitlement | \$ 53,846 | \$ 53,846 | \$ 53,846 | \$ 0 | \$ 53,846 | \$ 53,846 | \$ 53,846 | |
| 280G Tax Gross-up | N/A | N/A | N/A | \$ 0 ¹⁵ | \$ 9,609,484 ¹⁴ | N/A | N/A | |
| Total | \$ 898,288 | \$ 233,798 | \$ 898,288 | \$ 1,671,490 | \$ 37,927,816 | \$ 13,810,841 | \$ 7,471,076 | |

1. Represents three times the executive's base salary in effect immediately prior to the date of termination and three times the greater of the executive's highest annual incentive bonus during the preceding four fiscal years or the executive's anticipated bonus for the remainder of the year.
2. Represents the pro rata portion of the executive's annual bonus (the applicable agreement provides for the payment of the greater of highest bonus over last four fiscal years or the anticipated bonus for the year of the date of termination).
3. Represents the intrinsic value of stock options based on the Company's closing stock price on December 29, 2006, of \$40.68.

4. The 1996 Stock Option Plan and the related agreement provide for acceleration of unvested options in the event of a change-in-control of the Company, death or disability.
5. Options granted under the 1996 Stock Option Plan are exercisable within: 5 days of voluntary termination or termination without cause or with good reason; 90 days of retirement; and one year of death or disability.

6. Represents the lump-sum present value equal to one-half of the accrued benefit, converted to qualified joint and survivor form and payable to female spouse three years younger than the participant at the latter of participant's current age or age 55.
7. Enhanced Executive Supplemental Benefit Plan refers to any payments which accrue to the participant in addition to his current vested benefit amount under the various scenarios for the Executive Supplemental Benefit Plan.
8. Under the plan, upon a change-in-control of the Company the executive becomes 100% vested in the benefit in an amount equal to the amount the executive would have been entitled to receive had he attained his normal retirement date and a joint and survivor annuity.
9. Represents the lump-sum present value of the benefit calculated using the following assumptions: RR01-62 mortality tables and a discount rate of 4.73%.
10. Represents the lump-sum present value of 10-year certain payments at a 5.96% discount rate, equal to 50% of the participant's final average compensation.
11. Represents the lump-sum present value of the benefit calculated using the following assumptions: RP-2000M mortality tables and a discount rate of 5.96%.
12. Assumes the participant remains disabled until earliest retirement date at age 55.
13. Represents cash payment to the executive to cover the cost to purchase benefits, including gross-up payment to cover income taxes. Amount assumes the cost of health and welfare benefits of \$1,303.95 per month will increase 10% in 2008.
14. Under the applicable agreement, if payments are subject to excise taxes imposed under IRC Section 4999 the Company will pay to the executive an additional gross-up amount so that his after-tax benefits are the same as though no excise tax had applied. The following assumptions were used to calculate payments under Section 280G:
 - Equity valued at the Company's closing stock price on December 29, 2006, of \$40.68, less option exercise prices.
 - Parachute payments for time vesting stock options, restricted stock and restricted stock units were valued using Reg. Section 1.280G-1 Q&A 24(c).
 - Calculations assume a portion of 2006 bonus is reasonable compensation for services rendered prior to the change-in-control.
15. Should the executive voluntarily terminate employment during the window period (the 30 days following the first anniversary of the change-in-control) severance equals two times the executive's base salary in effect immediately prior to the date of termination and two times the greater of the executive's highest annual incentive bonus during the preceding four fiscal years or the executive's anticipated bonus for the remainder of the year. If payments are subject to excise taxes imposed under IRC Section 4999, the Company will pay to the executive an additional gross-up amount so that his after-tax benefits are the same as though no excise tax had applied.

Dennis J. Gilmore

| Executive Payments and Benefits upon Termination | Involuntary Termination | | | Change-in-Control | | | Death | Disability |
|---|-------------------------|-------------------|-----------------------------|-----------------------------------|---|-----------------------------|-------------------------------|------------|
| | Voluntary Termination | For Cause | Without Cause / Good Reason | Without Termination ¹⁵ | With Termination for Good Reason/ without Cause | | | |
| Compensation: | | | | | | | | |
| Severance | \$ 0 | \$ 0 | \$ 0 | \$ 0 | \$ 7,905,000 ¹ | \$ 0 | \$ 0 | |
| Annual Incentives | | | | | | | | |
| - 2006 Bonus | \$ 0 | \$ 0 | \$ 0 | \$ 0 | \$ 2,035,000 ² | \$ 0 | \$ 0 | |
| Long-term Incentives | | | | | | | | |
| - Accelerated Vesting of Stock Options ^{3,4} | \$ 0 | \$ 0 | \$ 0 | \$ 901,600 | \$ 901,600 | \$ 901,600 | \$ 901,600 | |
| - Vested Stock Options ^{3,5} | \$ 1,493,270 | \$ 0 | \$ 1,493,270 | \$ 1,493,270 | \$ 1,493,270 | \$ 1,493,270 | \$ 1,493,270 | |
| - Accelerated vesting of RS/RSUs | N/A | N/A | N/A | N/A | N/A | N/A | N/A | |
| - Vested RS/RSUs | N/A | N/A | N/A | N/A | N/A | N/A | N/A | |
| Deferred Compensation Plan | \$ 569,075 | \$ 569,075 | \$ 569,075 | \$ 0 | \$ 569,075 | \$ 644,075 | \$ 569,075 | |
| Benefits & Perquisites: | | | | | | | | |
| Vested Pension Plan | \$ 63,938 | \$ 63,938 | \$ 63,938 | \$ 0 | \$ 63,938 | \$ 39,508 ⁶ | \$ 63,938 | |
| Vested Pension Restoration Plan | \$ 39,118 | \$ 39,118 | \$ 39,118 | \$ 0 | \$ 39,118 | \$ 24,171 ⁶ | \$ 39,118 | |
| Enhanced Executive Supplemental Benefit Plan ⁷ | \$ 0 | \$ 0 | \$ 0 | \$ 0 ⁸ | \$ 12,877,617 ⁹ | \$ 10,294,351 ¹⁰ | \$ 3,242,908 ^{11,12} | |
| Vested Executive Supplemental Benefit Plan | \$ 0 | \$ 0 | \$ 0 | \$ 0 | \$ 0 | \$ 0 | \$ 0 | |
| Benefit Continuation ¹³ | \$ 0 | \$ 0 | \$ 0 | \$ 0 | \$ 175,866 | \$ 0 | \$ 0 | |
| Vacation Entitlement | \$ 48,288 | \$ 48,288 | \$ 48,288 | \$ 0 | \$ 48,288 | \$ 48,288 | \$ 48,288 | |
| 280G Tax Gross-up | N/A | N/A | N/A | \$ 0 ¹⁵ | \$ 11,108,457 ¹⁴ | N/A | N/A | |
| Total | \$ 2,213,689 | \$ 720,419 | \$ 2,213,689 | \$ 2,394,870 | \$ 37,217,229 | \$ 13,445,263 | \$ 6,358,197 | |

1. Represents three times the executive's base salary in effect immediately prior to the date of termination and three times the greater of the executive's highest annual incentive bonus during the preceding four fiscal years or the executive's anticipated bonus for the remainder of the year.
2. Represents the pro rata portion of the executive's annual bonus (the applicable agreement provides for the payment of the greater of highest bonus over last four fiscal years or the anticipated bonus for the year of the date of termination).
3. Represents the intrinsic value of stock options based on the Company's closing stock price on December 29, 2006, of \$40.68.
4. The 1996 Stock Option Plan and the related agreement provide for acceleration of unvested options in the event of a change-in-control of the Company, death or disability.
5. Options granted under the 1996 Stock Option Plan are exercisable within: 5 days of voluntary termination or termination without cause or with good reason; 90 days of retirement; and one year of death or disability.
6. Represents the lump-sum present value equal to one-half of the accrued benefit, converted to qualified joint and survivor form and payable to female spouse three years younger than the participant at the latter of participant's current age or age 55.
- 7.

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Enhanced Executive Supplemental Benefit Plan refers to any payments which accrue to the participant in addition to his current vested benefit amount under the various scenarios for the Executive Supplemental Benefit Plan.

8. Under the plan, upon a change-in-control of the Company the executive becomes 100% vested in the benefit in an amount equal to the amount the executive would have been entitled to receive had he attained his normal retirement date and a joint and survivor annuity.
9. Represents the lump-sum present value of the benefit calculated using the following assumptions: RR01-62 mortality tables and a discount rate of 4.73%.
10. Represents the lump-sum present value of 10-year certain payments at a 5.96% discount rate, equal to 50% of the participant's final average compensation.
11. Represents the lump-sum present value of the benefit calculated using the following assumptions: RP-2000M mortality tables and a discount rate of 5.96%.
12. Assumes the participant remains disabled until earliest retirement date at age 55.
13. Represents the cash payment to the executive to cover the cost to purchase benefits including gross-up payment to cover income taxes. Amount assumes the cost of health and welfare benefits of \$1,303.95 per month will increase 10% in 2008.
14. Under the applicable agreement, if payments are subject to excise taxes imposed under IRC Section 4999 the Company will pay to the executive an additional gross-up amount so that his after-tax benefits are the same as though no excise tax had applied. The following assumptions were used to calculate payments under Section 280G:
 - Equity valued at the Company's closing stock price on December 29, 2006, of \$40.68, less option exercise prices.
 - Parachute payments for time vesting stock options, restricted stock and restricted stock units were valued using Reg. Section 1.280G-1 Q&A 24(c).
 - Calculations assume a portion of 2006 bonus is reasonable compensation for services rendered prior to the change-in-control.
15. Should the executive voluntarily terminate employment during the window period (the 30 days following the first anniversary of the change-in-control) severance equals two times the executive's base salary in effect immediately prior to the date of termination and two times the greater of the executive's highest annual incentive bonus during the preceding four fiscal years or the executive's anticipated bonus for the remainder of the year. If payments are subject to excise taxes imposed under IRC Section 4999, the Company will pay to the executive an additional gross-up amount so that his after-tax benefits are the same as though no excise tax had applied.

Gary L. Kermott

| Executive Payments and Benefits upon Termination | Involuntary Termination | | | Change-in-Control | | | Death | Disability |
|---|-------------------------|-------------------|-----------------------------|-----------------------------------|---|-----------------------------|-------------------------------|------------|
| | Voluntary Termination | For Cause | Without Cause / Good Reason | Without Termination ¹⁵ | With Termination for Good Reason/ without Cause | | | |
| Compensation: | | | | | | | | |
| Severance | \$ 0 | \$ 0 | \$ 0 | \$ 0 | \$ 8,595,000 ¹ | \$ 0 | \$ 0 | |
| Annual Incentives | | | | | | | | |
| - 2006 Bonus | \$ 0 | \$ 0 | \$ 0 | \$ 0 | \$ 2,265,000 ² | \$ 0 | \$ 0 | |
| Long-term Incentives | | | | | | | | |
| - Accelerated Vesting of Stock Options ^{3,4} | \$ 0 | \$ 0 | \$ 0 | \$ 990,480 | \$ 990,480 | \$ 990,480 | \$ 990,480 | |
| - Vested Stock Options ^{3,5} | \$ 2,010,320 | \$ 0 | \$ 2,010,320 | \$ 2,010,320 | \$ 2,010,320 | \$ 2,010,320 | \$ 2,010,320 | |
| - Accelerated vesting of RS/RSUs | \$ 0 | \$ 0 | \$ 0 | \$ 0 | \$ 0 | \$ 0 | \$ 0 | |
| - Vested RS/RSUs | N/A | N/A | N/A | N/A | N/A | N/A | N/A | |
| Deferred Compensation Plan | N/A | N/A | N/A | N/A | N/A | N/A | N/A | |
| Benefits & Perquisites: | | | | | | | | |
| Vested Pension Plan | \$ 147,280 | \$ 147,280 | \$ 147,280 | \$ 0 | \$ 147,280 | \$ 89,998 ⁶ | \$ 147,280 | |
| Vested Pension Restoration Plan | \$ 101,370 | \$ 101,370 | \$ 101,370 | \$ 0 | \$ 101,370 | \$ 61,944 ⁶ | \$ 101,370 | |
| Enhanced Executive Supplemental Benefit Plan ⁷ | \$ 0 | \$ 0 | \$ 0 | \$ 0 | \$ 14,498,244 ⁹ | \$ 11,192,909 ¹⁰ | \$ 5,128,200 ^{11,12} | |
| Vested Executive Supplemental Benefit Plan | \$ 0 | \$ 0 | \$ 0 | \$ 0 | \$ 0 | \$ 0 | \$ 0 | |
| Benefit Continuation ¹³ | \$ 0 | \$ 0 | \$ 0 | \$ 0 | \$ 226,200 | \$ 0 | \$ 0 | |
| Vacation Entitlement | \$ 72,116 | \$ 72,116 | \$ 72,116 | \$ 0 | \$ 72,116 | \$ 72,116 | \$ 72,116 | |
| 280G Tax Gross-up | N/A | N/A | N/A | \$ 0 ¹⁵ | \$ 10,334,053 ¹⁴ | N/A | N/A | |
| Total | \$ 2,331,085 | \$ 320,765 | \$ 2,331,085 | \$ 3,000,800 | \$ 39,240,062 | \$ 14,417,767 | \$ 8,449,765 | |

1. Represents three times the executive's base salary in effect immediately prior to the date of termination and three times the greater of the executive's highest annual incentive bonus during the preceding four fiscal years or the executive's anticipated bonus for the remainder of the year.
2. Represents the pro rata portion of the executive's annual bonus (the applicable agreement provides for the payment of the greater of highest bonus over last four fiscal years or the anticipated bonus for the year of the date of termination).
3. Represents the intrinsic value of stock options based on the Company's closing stock price on December 29, 2006, of \$40.68.
4. The 1996 Stock Option Plan and the related agreement provide for acceleration of unvested options in the event of a change-in-control of the Company, death or disability.
5. Options granted under the 1996 Stock Option Plan are exercisable within: 5 days of voluntary termination or termination without cause or with good reason; 90 days of retirement; and one year of death or disability.
6. Represents the lump-sum present value equal to one-half of the accrued benefit, converted to qualified joint and survivor form and payable to female spouse three years younger than the participant at the latter of participant's current age or age 55.

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7. Enhanced Executive Supplemental Benefit Plan refers to any payments which accrue to the participant in addition to his current vested benefit amount under the various scenarios for the Executive Supplemental Benefit Plan.
8. Under the plan, upon a change-in-control of the Company the executive becomes 100% vested in the benefit in an amount equal to the amount the executive would have been entitled to receive had he attained his normal retirement date and a joint and survivor annuity.
9. Represents the lump-sum present value of the benefit calculated using the following assumptions: RR01-62 mortality tables and a discount rate of 4.73%.
10. Represents the lump-sum present value of 10-year certain payments at a 5.96% discount rate, equal to 50% of participant's final average compensation.

11. Represents the lump-sum present value of the benefit calculated using the following assumptions: RP-2000M mortality tables and a discount rate of 5.96%.
12. Assumes the participant remains disabled until earliest retirement date at age 55.
13. Represents the cash payment to the executive to cover the cost to purchase benefits including gross-up payment to cover income taxes. Amount assumes the cost of health and welfare benefits of \$1,303.95 per month will increase 10% in 2008.
14. Under the applicable agreement, if payments are subject to excise taxes imposed under IRC Section 4999 the Company will pay to the executive an additional gross-up amount so that his after-tax benefits are the same as though no excise tax had applied. The following assumptions were used to calculate payments under Section 280G:
 - Equity valued at the Company's closing stock price on December 29, 2006, of \$40.68, less option exercise prices.
 - Parachute payments for time vesting stock options, restricted stock and restricted stock units were valued using Reg. Section 1.280G-1 Q&A 24(c).
 - Calculations assume a portion of 2006 bonus is reasonable compensation for services rendered prior to the change-in-control.
15. Should the executive voluntarily terminate employment during the window period (the 30 days following the first anniversary of the change-in-control) severance equals two times the executive's base salary in effect immediately prior to the date of termination and two times the greater of the executive's highest annual incentive bonus during the preceding four fiscal years or the executive's anticipated bonus for the remainder of the year. If payments are subject to excise taxes imposed under IRC Section 4999, the Company will pay to the executive an additional gross-up amount so that his after-tax benefits are the same as though no excise tax had applied.

Barry M. Sando

| Executive Payments and Benefits upon Termination | Involuntary Termination | | Change-in-Control | | | | Death | Disability |
|---|-------------------------|------------|-----------------------------|-----------------------------------|---|------------------------|--------------|------------|
| | Voluntary Termination | For Cause | Without Cause / Good Reason | Without Termination ¹⁵ | With Termination for Good Reason/ without Cause | | | |
| Compensation: | | | | | | | | |
| Severance | \$ 0 | \$ 0 | \$ 0 | \$ 0 | \$ 5,580,000 ¹ | \$ 0 | \$ 0 | |
| Annual Incentives | | | | | | | | |
| - 2006 Bonus | \$ 0 | \$ 0 | \$ 0 | \$ 0 | \$ 1,335,000 ² | \$ 0 | \$ 0 | |
| Long-term Incentives | | | | | | | | |
| - Accelerated Vesting of Stock Options ^{3,4} | \$ 0 | \$ 0 | \$ 0 | \$ 868,560 | \$ 868,560 | \$ 868,560 | \$ 868,560 | |
| - Vested Stock Options ^{3,5} | \$ 1,420,360 | \$ 0 | \$ 1,420,360 | \$ 1,420,360 | \$ 1,420,360 | \$ 1,420,360 | \$ 1,420,360 | |
| - Accelerated vesting of RS/RSUs | N/A | N/A | N/A | N/A | N/A | N/A | N/A | |
| - Vested RS/RSUs | N/A | N/A | N/A | N/A | N/A | N/A | N/A | |
| Deferred Compensation Plan | \$ 379,494 | \$ 379,494 | \$ 379,494 | \$ 0 | \$ 379,494 | \$ 1,834,494 | \$ 379,494 | |
| Benefits & Perquisites: | | | | | | | | |
| Vested Pension Plan | \$ 63,615 | \$ 63,615 | \$ 63,615 | \$ 0 | \$ 63,615 | \$ 39,567 ⁶ | \$ 63,615 | |
| Vested Pension Restoration Plan | \$ 37,438 | \$ 37,438 | \$ 37,438 | \$ 0 | \$ 37,438 | \$ 23,285 ⁶ | \$ 37,438 | |

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| | | | | | | | | |
|---|---------------------|-------------------|---------------------|---------------------|----------------------|----------------------------|----------------------------|-------------------------------|
| Enhanced Executive Supplemental Benefit Plan ⁷ | \$ 0 | \$ 0 | \$ 0 | \$ 0 | \$ 0 | \$ 11,125,879 ⁹ | \$ 7,266,601 ¹⁰ | \$ 2,621,579 ^{11,12} |
| Vested Executive Supplemental Benefit Plan | \$ 0 | \$ 0 | \$ 0 | \$ 0 | \$ 0 | \$ 0 | \$ 0 | \$ 0 |
| Benefit Continuation ¹³ | \$ 0 | \$ 0 | \$ 0 | \$ 0 | \$ 0 | \$ 175,665 | \$ 0 | \$ 0 |
| Vacation Entitlement | \$ 58,557 | \$ 58,557 | \$ 58,557 | \$ 0 | \$ 0 | \$ 58,557 | \$ 58,557 | \$ 58,557 |
| 280G Tax Gross-up | N/A | N/A | N/A | \$ 0 | \$ 0 | \$ 7,397,759 ¹⁴ | N/A | N/A |
| Total | \$ 1,959,464 | \$ 539,104 | \$ 1,959,464 | \$ 2,288,920 | \$ 28,442,327 | \$ 11,511,424 | \$ 5,449,603 | |

1. Represents three times the executive's base salary in effect immediately prior to the date of termination and three times the greater of the executive's highest annual incentive bonus during the preceding four fiscal years or the executive's anticipated bonus for the remainder of the year.
2. Represents pro rata portion of the executive's annual bonus (the applicable agreement provides for the payment of the greater of highest bonus over last four fiscal years or the anticipated bonus for the year of the date of termination).
3. Represents the intrinsic value of stock options based on the Company's closing stock price on December 29, 2006, of \$40.68.
4. The 1996 Stock Option Plan and the related agreement provide for acceleration of unvested options in the event of a change-in-control of the Company, death or disability.
5. Options granted under the 1996 Stock Option Plan are exercisable within: 5 days of voluntary termination or termination without cause or with good reason; 90 days of retirement; and one year of death or disability.
6. Represents the lump-sum present value equal to one-half of the accrued benefit, converted to qualified joint and survivor form and payable to female spouse three years younger than participant at the latter at participant's current age or age 55.
7. Enhanced Executive Supplemental Benefit Plan refers to any payments which accrue to the participant in addition to his current vested benefit amount under the various scenarios for the Executive Supplemental Benefit Plan.
8. Under the plan, upon a change-in-control of the Company the executive becomes 100% vested in the benefit in an amount equal to the amount the executive would have been entitled to receive had he attained his normal retirement date and a joint and survivor annuity.
9. Represents the lump-sum present value of the benefit calculated using the following assumptions: RR01-62 mortality tables and a discount rate of 4.73%.
10. Represents the lump-sum present value of 10-year certain payments at a 5.96% discount rate, equal to 50% of participant's final average compensation.
11. Represents the lump-sum present value of the benefit calculated using the following assumptions: RP-2000M mortality tables and a discount rate of 5.96%.
12. Assumes the participant remains disabled until earliest retirement date at age 55.
13. Represents the cash payment to the executive to cover the cost to purchase benefits, including gross-up payment to cover income taxes. Amount assumes the cost of health and welfare benefits of \$1,303.95 per month will increase 10% in 2008.
14. Under the applicable agreement, if payments are subject to excise taxes imposed under IRC Section 4999 the Company will pay to the executive an additional gross-up amount so that his after-tax benefits are the same as though no excise tax had applied. The following assumptions were used to calculate payments under Section 280G:
 - Equity valued at the Company's closing stock price on December 29, 2006, of \$40.68, less option exercise prices.

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- Parachute payments for time vesting stock options, restricted stock and restricted stock units were valued using Reg. Section 1.280G-1 Q&A 24(c).

 - Calculations assume a portion of 2006 bonus is reasonable compensation for services rendered prior to the change-in-control.
15. Should the executive voluntarily terminate employment during the window period (the 30 days following the first anniversary of the change-in-control) severance equals two times the executive's base salary in effect immediately prior to the date of termination and two times the greater of the executive's highest annual incentive bonus during the preceding four fiscal years or the executive's anticipated bonus for the remainder of the year. If payments are subject to excise taxes imposed under IRC Section 4999, the Company will pay to the executive an additional gross-up amount so that his after-tax benefits are the same as though no excise tax had applied.

Max O. Valdes

| Executive Payments and Benefits upon Termination | Voluntary Termination | Involuntary Termination | | Change-in-Control | | Death | Disability |
|---|--------------------------|-------------------------|--------------------------------|-------------------|---|-------|------------|
| | | For Cause | Without Cause / Good Reason | Without Cause | With Reason/ Termination for Good | | |
| Compensation: | | | | | | | |
| Severance | \$ 0 | \$ 0 | \$ 0 | \$ 0 | \$ 2,100,000 ¹ | \$ 0 | \$ 0 |
| Annual Incentives | | | | | | | |