

FIRST ADVANTAGE CORP

Form 425

October 30, 2009

Additional Information

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

These

documents,

as

well

as

the

company's

other

public

SEC

filings,

can

be

obtained

without

charge

at

the

SEC's

Web

site

at

www.sec.gov

and

at

the company's Web site at www.firstam.com.

Filed by The First American Corporation

Pursuant to Rule 425 under the Securities Act of 1933

Subject Company: First Advantage Corporation

Commission File No.: 001-31666

The First American Corporation

Excerpt of Earnings Conference Call Slides

Third Quarter 2009 | October 29, 2009

Certain

statements

made

in

this

presentation,

including

but

not

limited

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

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

conditions,
the
inability
to
transfer
assets
into
the
entity
being

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

proposed
spin-off
transaction
as

a
result

of
the
factors
described
immediately

above,

as
well
as,
among

other
factors,
increased
borrowing
costs,

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

the
company's
significant
customers
and
competitors;
changes

in
the
company's
ability

to
integrate
businesses
which

it

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

Forward-Looking Statements

Liquidity Summary

(\$ in millions)

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

Target sources of holding company cash for remainder of 2009

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

113

\$

Dividends and distributions from subsidiaries

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

Dividend Policy

Pre-spin:

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

Post-spin expected dividend policy:

Financial Services: \$24 million / year

Information Solutions: No dividend

Minority Interest Update

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

Buy-out of Experian interest in FARES joint venture:

D

F

Q3 YTD Experian minority interest expense: \$43.8 million

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

Value

Consideration

Expected

Timing

DataTree

/ DataTrace

buyout

\$48 million

Cash

Q4 2009

Fixed price for buy-out option

\$314 million

(a)

Cash

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

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