

CORELOGIC, INC.
Form S-4
March 09, 2012
Table of Contents

As filed with the Securities and Exchange Commission on March 9, 2012

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form S-4
REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

CoreLogic, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

6361
(Primary Standard Industrial
Classification Code Number)
4 First American Way, Santa Ana, California 92707

95-1068610
(I.R.S. Employer
Identification Number)

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(714) 250-6400

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

See table of Additional Registrants

With copies to:

Stergios Theologides, Esq.
**Senior Vice President, General Counsel and
Secretary CoreLogic, Inc.**
4 First American Way
Santa Ana, CA 92707
Telephone: (714) 250-6400

Sharon R. Flanagan, Esq.
Sidley Austin LLP
555 California Street, Suite 2000
San Francisco, CA 94104
Telephone: (415) 772-1200

Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after this Registration Statement becomes effective.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company
If applicable, please an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Aggregate Price Per Unit	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
7.25% Senior Notes due 2021	\$ 400,000,000	100%	\$ 400,000,000	\$ 45,840
Guarantees of 7.25% Senior Notes due 2021(1)	\$ 400,000,000	(2)	(2)	None

- (1) Each of the following subsidiaries of CoreLogic, Inc. (each, a Guarantor and collectively, the Guarantors) will guarantee the obligations of CoreLogic, Inc. under the 7.25% Senior Notes due 2021: American Driving Records, Inc.; America's Innovative Insurance Solutions, Inc.; CompuNet Credit Services, LLC; CoreLogic Consumer Services, LLC; CoreLogic Commercial Real Estate Services, Inc.; CoreLogic Credco, LLC; CoreLogic Credco of Puerto Rico, LLC; CoreLogic Dorado, LLC; CoreLogic Due Diligence, LLC; CoreLogic Information Resources, LLC; CoreLogic Flood Services, LLC; CoreLogic Services, LLC; CoreLogic Solutions, LLC; CoreLogic SafeRent, LLC; CoreLogic Tax Services, LLC; CoreLogic Valuation Services, LLC; LeadClick Media, LLC; Multifamily Community Insurance Agency, LLC; Screeners Advantage, LLC; Teletrack, LLC.
- (2) No additional consideration for the guarantees of the 7.25% Senior Notes due 2021 will be furnished. Pursuant to Rule 457(n), no additional registration fee is payable with respect to such guarantees.

The registrants hereby amend this registration statement on such date or dates as may be necessary to delay its effective date until the registrants shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

Table of Contents**Table of Additional Registrants**

Exact Name of Additional Registrants*	Jurisdiction of Formation	I.R.S. Employer Identification No.
American Driving Records, Inc.	California	95-4226078
America's Innovative Insurance Solutions, Inc.	California	94-2165595
CompuNet Credit Services, LLC	Delaware	80-0760282
CoreLogic Consumer Services, LLC	California	33-0966586
CoreLogic Commercial Real Estate Services, Inc.	Florida	59-3321058
CoreLogic Credco, LLC	Delaware	41-2181101
CoreLogic Credco of Puerto Rico, LLC	Delaware	43-1962619
CoreLogic Dorado, LLC	California	94-3305742
CoreLogic Due Diligence, LLC	Delaware	45-3535203
CoreLogic Information Resources, LLC	Delaware	45-3534943
CoreLogic Flood Services, LLC	Delaware	94-3366403
CoreLogic Services, LLC	Delaware	27-2602408
CoreLogic Solutions, LLC	California	33-0779353
CoreLogic SafeRent, LLC	Delaware	84-1543043
CoreLogic Tax Services, LLC	Delaware	94-3366404
CoreLogic Valuation Services, LLC	Delaware	94-3378502
LeadClick Media, LLC	California	68-0462450
Multifamily Community Insurance Agency, LLC	Maryland	52-2353174
Screeners Advantage, LLC	Delaware	54-1995316
Teletrack, LLC	Georgia	58-1104686

* The address for each of the Additional Registrants is c/o CoreLogic, Inc., 4 First American Way, Santa Ana, CA 92707. The primary standard industrial classification number for each of the Additional Registrants is 6361.

Table of Contents

The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

Subject to completion

Preliminary Prospectus dated March 9, 2012

CoreLogic, Inc.

Offer to exchange

\$400,000,000 7.25% Senior Notes due 2021

which have been registered under the Securities Act of 1933,

for any and all outstanding 7.25% Senior Notes due 2021 issued on May 20, 2011

The terms of the notes we are issuing will be substantially identical to the outstanding 7.25% Senior Notes due 2021 that we issued on May 20, 2011, except for the elimination of certain transfer restrictions, registration rights and the conditional right to receive additional interest payments.

The notes will mature on June 1, 2021. Interest on the notes is payable on June 1 and December 1 of each year.

We may redeem some or all of the notes at any time on or after June 1, 2016 at the redemption prices described in this prospectus. We may also redeem up to 35% of the notes using the proceeds of certain equity offerings completed before June 1, 2014 at the redemption price described in this prospectus. In addition, at any time prior to June 1, 2016, we may redeem some or all of the notes at a price equal to 100% of the principal amount, plus accrued and unpaid interest, plus a make-whole premium. If we sell certain of our assets or experience specific kinds of changes in control, we must offer to purchase the notes.

Each of our existing and future direct and indirect subsidiaries that guarantees our Senior Credit Facility (as defined in Description of notes Certain definitions) will guarantee the notes. The notes will be our senior unsecured obligations and will rank equally in right of payment to all of our existing and future senior unsecured debt and senior in right of payment to all of our existing and future subordinated debt. The notes will be effectively subordinated to any of our existing and future secured debt to the extent of the value of the assets securing such debt. The note guarantees will rank equally in right of payment with all of our subsidiary guarantors existing and future senior debt and senior in right of payment to all of our subsidiary guarantors existing and future subordinated debt. The note guarantees will be effectively subordinated to any of our subsidiary guarantors existing and future secured debt to the extent of the value of the assets securing such debt. The notes will be structurally subordinated to the liabilities of our non-guarantor subsidiaries.

The exchange offer expires at 5:00 p.m., New York City time, , 2012, unless extended by us. You should carefully review the procedures for tendering outstanding notes beginning on page 31 of this prospectus. If you fail to tender your outstanding notes, you will continue to hold unregistered securities and your ability to transfer the outstanding notes will be restricted. The exchange of notes will not be a taxable event for U.S. federal income tax purposes. The exchange offer is not subject to any condition other than that the exchange offer does not violate any applicable law or SEC staff interpretations. No public market currently exists for the notes. We do not intend to list the notes on a securities exchange and, therefore, no active public market is anticipated.

See **Risk factors** beginning on page 11 for a discussion of certain risks that you should consider in connection with the exchange offer.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is _____, 2012.

Table of Contents

You should rely only on the information contained in this prospectus. We have not authorized any other person to provide you with different information. If anyone provides you with other information, you should not rely on it.

We are offering to exchange the notes only in places where such offers and exchanges are permitted.

You should not assume that the information contained in this prospectus is accurate as of any date other than the date on the front cover of this prospectus. Our business, financial condition, results of operations and prospects may have changed since that date.

Each broker-dealer that receives notes for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of such notes. The letter of transmittal states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act of 1933, as amended, or the Securities Act. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of notes received in exchange for restricted notes where such restricted notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. We have agreed that, until the earlier of (a) 180 days after the closing of the exchange offer or (b) the first day after the consummation of the exchange offer when participating broker-dealers no longer have a prospectus delivery obligation under SEC staff interpretations, we will make this prospectus available to any broker-dealer for use in connection with any such resale. See Plan of distribution.

TABLE OF CONTENTS

	Page
<u>NOTICE TO CERTAIN INVESTORS</u>	2
<u>Summary</u>	3
<u>Risk factors</u>	11
<u>Use of proceeds</u>	27
<u>Capitalization</u>	27
<u>Selected financial data</u>	28
<u>The exchange offer</u>	30
<u>Description of notes</u>	40
<u>Book-entry settlement and clearance</u>	93
<u>U.S. federal income tax considerations</u>	96
<u>Plan of distribution</u>	100
<u>Legal matters</u>	101
<u>Experts</u>	101
<u>Where you can find additional information</u>	101
<u>Incorporated by reference</u>	101

This prospectus incorporates by reference certain business and financial information about us that is not included in or delivered with this document. You may obtain copies of the documents incorporated by reference in this document, without charge, by writing us at the following address or calling us at the following telephone number:

CoreLogic, Inc.

4 First American Way

Santa Ana, California 92707

Telephone: (714) 250-6400

Attention: Dan Smith, Investor Relations

To obtain timely delivery of documents requested, you must request the information no later than five business days prior to the expiration date for the exchange offer.

Table of Contents

FORWARD-LOOKING STATEMENTS

This prospectus and certain information incorporated herein by reference contain forward-looking statements within the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. All statements included or incorporated by reference in this prospectus, other than statements that are purely historical, are forward-looking statements. Words such as anticipate, expect, intend, plan, believe, seek, estimate, should, would, could, may, and similar expressions also identify forward-looking statements. The forward-looking statements include, without limitation, statements regarding our future operations, financial condition and prospects, operating results, revenues and earnings liquidity, our estimated income tax rate, unrecognized tax positions, amortization expenses, impact of recent accounting pronouncements, our acquisition and divestiture strategy and our growth plans for 2012, the Company's share repurchases, the level of aggregate U.S. mortgage originations and inventory of delinquent mortgage loans and loans in foreclosure and the reasonableness of the carrying value related to specific financial assets and liabilities.

Our expectations, beliefs, objectives, intentions and strategies regarding future results are not guarantees of future performance and are subject to risks and uncertainties that could cause actual results to differ materially from results contemplated by our forward-looking statements. These risks and uncertainties include, but are not limited to:

limitations on access to or increase in prices for data from external sources, including government and public record sources;

changes in applicable government legislation, regulations and the level of regulatory scrutiny affecting our customers or us, including with respect to consumer financial services and the use of public records and consumer data;

compromises in the security of our data transmissions, including the transmission of confidential information or systems interruptions;

difficult conditions in the mortgage and consumer lending industries and the economy generally together with customer concentration;

our ability to protect proprietary technology rights;

our significant indebtedness and the restrictions in our various debt agreements;

our cost reduction plan and our ability to significantly decrease future allocated costs and other amounts in connection therewith;

risks related to the outsourcing of services and our international operations;

impairments in our goodwill or other intangible assets; and

the inability to realize the benefits of the transaction completed on June 1, 2010 by First American Corporation ("FAC") in which FAC separated into two independent, publicly traded companies through a distribution of all of the then outstanding shares of FAC's subsidiary, First American Financial Corporation ("FAFC"), to the holders of FAC's common shares as of May 26, 2010 (the Separation) as a result of the factors described immediately above, as well as, among other factors, increased borrowing costs, competition between the resulting companies, increased operating or other expenses or the triggering of rights and obligations by the

transaction or any litigation arising out of or related to the Separation.

Table of Contents

We assume no obligation to update any forward-looking statements, whether as a result of new information, future events, or otherwise. You are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date of this prospectus. These risks and uncertainties, along with the risk factors below under **Risk factors** should be considered in evaluating any forward-looking statements contained herein.

NOTICE TO CERTAIN INVESTORS

European Economic Area Investors

This prospectus has been prepared on the basis that any offer of notes in any Member State of the European Economic Area which has implemented the Prospectus Directive (each, a **Relevant Member State**) will be made pursuant to an exemption under the Prospectus Directive from the requirement to publish a prospectus for offers of notes. Accordingly any person making or intending to make an offer in that Relevant Member State of notes which are the subject of the placement contemplated in this prospectus may only do so in circumstances in which no obligation arises for the issuer, any of the guarantors or the exchange agent to publish a prospectus pursuant to Article 3 of the Prospectus Directive in relation to such offer. None of the issuer, the guarantors or the exchange agent has authorized, nor do they authorize, the making of any offer of notes in circumstances in which an obligation arises for the issuer, any of the guarantors or the exchange agent to publish a prospectus for such offer.

In relation to each Relevant Member State , the exchange agent has represented and agreed that with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the **Relevant Implementation Date**) it has not made and will not make an offer of notes which are the subject of the offering contemplated by this prospectus to the public in that Relevant Member State other than:

- (a) to any legal entity which is a qualified investor as defined in the Prospectus Directive;
- (b) to fewer than 100 or, if the Relevant Member State has implemented the relevant provision of the 2010 PD Amending Directive, 150, natural or legal persons (other than qualified investors as defined in the Prospectus Directive), as permitted under the Prospectus Directive; or
- (c) in any other circumstances falling within Article 3(2) of the Prospectus Directive, provided that no such offer of notes shall require the issuer, the exchange agent or any guarantor to publish a prospectus pursuant to Article 3 of the Prospectus Directive.

For the purposes of this provision, the expression an **offer of notes to the public** in relation to any notes in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the notes to be offered so as to enable an investor to decide to purchase or subscribe the notes, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State, the expression **Prospectus Directive** means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in the Relevant Member State and the expression **2010 PD Amending Directive** means Directive 2010/73/EU.

U.K. Investors

In the United Kingdom, this document is only being distributed to and is only directed at (1) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the **Order**), or (2) high net worth companies, and other persons to whom it may lawfully be communicated falling within Article 49(2) (a) to (d) of the Order (all such persons together being referred to as **relevant persons**). The exchange notes are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such exchange notes will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

Table of Contents

SUMMARY

This summary highlights the information contained elsewhere in this prospectus. Because this is only a summary, it does not contain all of the information that may be important to you. For a more complete understanding of this offering, we encourage you to read this entire prospectus and the documents incorporated or deemed to be incorporated by reference herein, including the more detailed information and consolidated financial statements and the notes to those statements included elsewhere in this prospectus.

OUR BUSINESS

We are a leading provider of property, financial and consumer information, analytics and services to mortgage originators and servicers, financial institutions and other businesses, government and government-sponsored enterprises. Our data, query, analytical and business outsourcing services help our customers to identify, manage and mitigate credit and interest rate risk. We have more than one million users who rely on our data and predictive decision analytics to reduce risk, enhance transparency and improve the performance of their businesses.

Table of Contents

THE EXCHANGE OFFER

The exchange offer relates to the exchange of up to \$400,000,000 aggregate principal amount of our 7.25% Senior Notes due 2021 that have been registered under the Securities Act for an equal aggregate principal amount of our restricted unregistered 7.25% Senior Notes due 2021 issued on May 20, 2011. The form and terms of the notes to be issued pursuant to the exchange offer are substantially the same as the form and terms of the restricted notes, except that the notes to be issued pursuant to the exchange offer have been registered under the Securities Act, will not bear legends restricting their transfer and will not be entitled to the conditional right to receive additional interest payments or to registration rights. We issued the restricted notes under an indenture which grants a number of rights. The notes to be issued pursuant to the exchange offer also will be issued under that indenture and will have the same rights under the indenture as the restricted notes. See Description of notes. We are offering to exchange \$1,000 principal amount of notes for each \$1,000 principal amount of restricted notes. This exchange offer is intended to satisfy your exchange rights under the registration rights agreement we entered into in connection with the issuance of the restricted notes.

No minimum condition	We are not conditioning the exchange offer on the tender of any minimum principal amount of restricted notes.
Expiration date	The exchange offer will expire at 5:00 p.m., New York City time, on _____, 2012 unless we decide to extend the exchange offer.
Withdrawal rights	Tenders of restricted notes may be withdrawn at any time before 5:00 p.m., New York City time, on the expiration date. See The exchange offer Withdrawal rights.
Conditions to the exchange offer	The exchange offer is not subject to any condition other than that the exchange offer does not violate any applicable law or applicable SEC staff interpretations. We reserve the right to terminate or end the exchange offer at any time before the expiration date if the foregoing conditions occur. For additional information, see The exchange offer Certain conditions to the exchange offer.
Procedures for tendering restricted notes	<p>If you are a holder of restricted notes who wishes to accept the exchange offer, you must:</p> <p style="padding-left: 40px;">arrange for The Depository Trust Company to transmit certain required information, including an agent’s message forming part of a book-entry transfer in which you agree to be bound by the terms of the accompanying letter of transmittal, to the exchange agent in connection with a book-entry transfer; or</p> <p style="padding-left: 40px;">complete, sign and date the letter of transmittal, or a facsimile of the letter of transmittal, and mail or otherwise deliver the letter of transmittal to the exchange agent at the address provided in the section The exchange offer Exchange agent.</p>
Resale without further registration	<p>We believe that you may resell or otherwise transfer the notes that you receive in the exchange offer without complying with the registration and prospectus delivery provisions of the Securities Act so long as you meet the following conditions:</p> <p style="padding-left: 40px;">any notes to be received by you in the exchange offer will be acquired in the ordinary course of your business;</p>

you have no arrangement or understanding with any person to participate in the distribution (within the meaning of the Securities Act) of the notes;

Table of Contents

you are not an affiliate (within the meaning of Rule 405 under the Securities Act) of us or any of the guarantors;

you are not engaged in, and do not intend to engage in, the distribution (within the meaning of the Securities Act) of the notes;

if you are a broker-dealer, you will receive notes in exchange for restricted notes that were acquired for your own account as a result of market-making activities or other trading activities and you acknowledge that you will deliver a prospectus in connection with any resale of such notes;

if you are a broker-dealer, you did not purchase the restricted notes being tendered in the exchange offer directly from us for resale pursuant to Rule 144A or Regulation S under the Securities Act or any other available exemption from registration under the Securities Act; and

you are not acting on behalf of any person who could not truthfully make the foregoing representations.

By tendering your restricted notes, you will be making representations to this effect. You may incur liability under the Securities Act if:

any of the representations listed above are not true; and

you transfer any note issued to you in the exchange offer without complying with the registration and prospectus delivery requirements of the Securities Act, unless the transfer otherwise meets an exemption from the registration requirements under the Securities Act.

We, the trustee and the exchange agent do not assume, or indemnify you against, liability under these circumstances which means that we, the trustee and the exchange agent will not protect you from any loss you incur as a result of this liability.

Restrictions on resale by broker-dealers

Each broker-dealer that has received notes pursuant to this exchange offer in exchange for restricted notes that were acquired for its own account as a result of market-making or other trading activities (a participating broker-dealer), must acknowledge that it will deliver a prospectus meeting the requirements of the Securities Act in connection with any resale of those notes. Participating broker-dealers who notify us may use this prospectus in connection with any resale until the earlier of (a) 180 days after the closing of the exchange offer or (b) the first day after the consummation of the exchange offer when participating broker-dealers no longer have a prospectus delivery obligation under SEC staff interpretations, subject to exceptions, including all rights to suspend the use of this prospectus as described under Plan of distribution. Each participating broker-dealer will be subject to certain of the civil liability provisions under the Securities Act in connection with resales made pursuant to this prospectus.

Table of Contents

Special procedures for beneficial owners	If you beneficially own restricted notes registered in the name of a broker, dealer, commercial bank, trust company or other nominee and you wish to tender your restricted notes in the exchange offer, you should contact the registered holder promptly and instruct it to tender on your behalf. If you wish to tender on your own behalf, you must, prior to completing and executing the letter of transmittal, either arrange to have your restricted notes registered in your name or obtain a properly completed bond power from the registered holder. The transfer of registered ownership may take a considerable amount of time and may not be possible to complete before the exchange offer expires.
Guaranteed delivery procedures	If you wish to tender your restricted notes and time will not permit your required documents to reach the exchange agent by the expiration date, or the procedures for book-entry transfer cannot be completed on time, you may tender your restricted notes according to the guaranteed delivery procedures described in the section The exchange offer Procedures for tendering restricted notes.
Acceptance of restricted notes and delivery of notes	We will accept for exchange all restricted notes that are properly tendered in the exchange offer prior to 5:00 p.m., New York City time, on the expiration date. The notes issued in the exchange offer will be delivered promptly following the expiration date. For additional information, see The exchange offer Acceptance of restricted notes for exchange; delivery of notes.
Use of proceeds	We will not receive any proceeds from the issuance of notes in the exchange offer. We will pay for our expenses incident to the exchange offer.
U.S. federal income tax considerations	The exchange of notes for restricted notes in the exchange offer will not be a taxable exchange for U.S. federal income tax purposes. For additional information, see U.S. federal income tax considerations in this prospectus.
Consequences of failure to exchange notes	Any restricted notes that are not tendered in exchange for notes to be issued pursuant to the exchange offer will remain restricted following the exchange offer and will continue to be subject to transfer restrictions and to bear interest at the same per annum rate of interest, but will not be entitled to any additional interest or registration rights under the registration rights agreement relating to the restricted notes. If restricted notes are tendered and accepted by us in the exchange offer, a holder's ability to sell any restricted notes that remain restricted could be adversely affected and there may be no trading market for the restricted notes. See Risk factors You may have difficulty selling the restricted notes that you do not exchange.
Exchange agent	Wilmington Trust, National Association, is serving as exchange agent in connection with the exchange offer.

Table of Contents

THE NOTES

The following summary contains basic information about the notes and is not intended to be complete. It does not contain all the information that is important to you. For a more detailed description of the notes, please refer to the section of this prospectus entitled "Description of notes."

Issuer	CoreLogic, Inc.
Securities	\$400 million aggregate principal amount of 7.25% Senior Notes due 2021.
Maturity date	June 1, 2021.
Interest payment dates	June 1 and December 1 of each year.

Interest on the notes to be issued in this exchange offer will accrue (1) from the last interest payment date on which interest was paid on the restricted notes surrendered in the exchange offer or (2) if no interest has been paid on such restricted notes, from the closing date of the issuance of such restricted notes.

Holders whose restricted notes are accepted for exchange will be deemed to have waived the right to receive any interest accrued on the restricted notes; provided, that if the expiration date of the exchange offer falls after a record date for the payment of interest on the restricted notes but on or before the applicable interest payment date, the interest payable on such interest payment date shall be payable to the persons who were the record holders of the restricted notes as of such record date.

Guarantees	The notes will be guaranteed on a senior unsecured basis by all of our existing and future direct and indirect subsidiaries that guarantee our Senior Credit Facility (as defined in "Description of notes - Certain definitions"). Under certain circumstances, subsidiary guarantors may be released from their guarantees without the consent of the holders of notes. See "Description of notes - Note guarantees."
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For the twelve months ended December 31, 2011, our non-guarantor subsidiaries:

represented approximately 8.1% of our operating revenue;

represented approximately (2.0)% of operating income; and

represented approximately 5.9% of our Adjusted EBITDA.

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As of December 31, 2011, our non-guarantor subsidiaries:

represented approximately 12.9% of our total assets; and

had approximately \$109.8 million of total liabilities, including debt and trade payables but excluding intercompany liabilities.

Table of Contents

Ranking

The notes and the subsidiary guarantees will be our and the subsidiary guarantors' senior unsecured obligations and will:

rank senior in right of payment to all of our and the subsidiary guarantors' existing and future subordinated indebtedness;

rank equally in right of payment with all of our and the subsidiary guarantors' existing and future senior indebtedness;

be effectively subordinated to any of our and the subsidiary guarantors' existing and future secured debt, to the extent of the value of the assets securing such debt; and

be structurally subordinated to all of the existing and future liabilities (including trade payables) of each of our subsidiaries that do not guarantee the notes.

As of December 31, 2011:

we had approximately \$908.3 million of total indebtedness (including the notes), \$453.1 million of which ranked equally with the notes and \$34.8 million of which was subordinated to the notes;

of our total indebtedness, there was approximately \$392.3 million of secured indebtedness under our credit facility to which the notes would have been effectively subordinated;

we had commitments available to be borrowed under our credit facility of approximately \$499.0 million; and

our non-guarantor subsidiaries had approximately \$109.8 million of total liabilities (including trade payables), all of which were structurally senior to the notes.

See Capitalization.

Similarly, the guarantees of the notes by our subsidiary guarantors will be unsecured obligations of our subsidiary guarantors and will rank equally in right of payment to all existing and future unsecured senior debt of such subsidiary guarantors and senior in right of payment to all existing and future unsecured subordinated debt of such subsidiary guarantors.

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The notes will be effectively subordinated to our existing and future secured indebtedness (including under our senior secured credit facilities) to the extent of the assets securing that indebtedness.

Optional redemption

The notes will be redeemable at our option, in whole or in part, at any time on or after June 1, 2016, at the redemption prices set forth in this prospectus, together with accrued and unpaid interest, if any, to the date of redemption.

At any time prior to June 1, 2014, we may redeem up to 35% of the original aggregate principal amount of the notes with the proceeds of

Table of Contents

certain equity offerings at a redemption price of 107.25% of the principal amount of the notes, together with accrued and unpaid interest, if any, to the date of redemption.

At any time prior to June 1, 2016, we may also redeem some or all of the notes at a price equal to 100% of the principal amount of the notes, plus accrued and unpaid interest, if any, to the redemption date, plus a make-whole premium.

Change of control offer

Upon the occurrence of specific kinds of changes of control, you will have the right, as holders of the notes, to cause us to repurchase some or all of your notes at 101% of their face amount, plus accrued and unpaid interest to, but not including, the repurchase date. See Description of notes Repurchase at the option of holders Change of control.

Asset disposition offer

If the issuer or its restricted subsidiaries sell assets, under certain circumstances, the issuer will be required to use the net proceeds to make an offer to purchase notes at an offer price in cash in an amount equal to 100% of the principal amount of the notes plus accrued and unpaid interest to the repurchase date. See Description of notes Repurchase at the option of holders Asset sales.

Certain covenants

We will issue the notes under an indenture with Wilmington Trust, National Association, as successor by merger to Wilmington Trust FSB, as trustee. The indenture will, among other things, limit our ability and the ability of our restricted subsidiaries to:

incur additional indebtedness;

pay dividends or make other distributions or repurchase or redeem our capital stock;

prepay, redeem or repurchase certain debt;

make loans and investments;