Fidelity National Title Group, Inc.
Form S-1
July 26, 2006

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As filed with the Securities and Exchange Commission on July 25, 2006
Registration Number 333-

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

Form S-1

REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

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

Delaware	**6361**	**16-1725106**
(State or Other Jurisdiction of Incorporation or Organization)	*(Primary Standard Industrial Classification Code Number)*	*(I.R.S. Employer Identification Number)*

601 Riverside Avenue
Jacksonville, Florida 32204
(904) 854-8100
(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant s Principal Executive Offices)

Raymond R. Quirk
Chief Executive Officer
Fidelity National Title Group, Inc.
601 Riverside Avenue
Jacksonville, Florida 32204
(904) 854-8100

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copies to:

Peter T. Sadowski
Executive Vice President and General Counsel
Fidelity National Financial, Inc.
601 Riverside Avenue
Jacksonville, Florida 32204
(904) 854-8100

Robert S. Rachofsky
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New York, NY 10019-5389
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Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. o

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

If this Form is a post-effective amendment filed pursuant to Rule 462(c) 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. o

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. o

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	**Amount to be Registered(1)**	**Proposed Maximum Offering Price per Share**	**Proposed Maximum Aggregate Offering Price(2)**	**Amount of Registration Fee(3)**
Class A Common Stock, par value $.0001 per share	188,920,722	Not Applicable	$3,478,030,492	$372,149.00

(1) Represents the number of shares that may be issued by the registrant to holders of Fidelity National Financial, Inc. common stock, par value $0.0001 per share, in connection with the distribution described in this prospectus.

(2) Pursuant to Rule 457(c), the proposed maximum aggregate offering price and the amount of the registration fee were computed based on the market value of the common stock of Fidelity National Title Group, Inc. On July 24, 2006, the average of the high and low sales prices of Fidelity National Title Group, Inc. common stock was $18.41 per share.

(3) The registration fee is calculated pursuant to Rule 457(c) by multiplying the proposed maximum aggregate offering price for all securities to be registered by 0.000107.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant 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 the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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

PROSPECTUS

(Subject to Completion) Issued July 25, 2006

Shares

CLASS A COMMON STOCK

We are currently a majority-owned subsidiary of Fidelity National Financial, Inc., which we refer to as FNF. In the distribution described in this prospectus, FNF will distribute shares of our Class A Common Stock, par value $0.0001 per share, representing on a fully diluted basis approximately 86% of the outstanding shares of our common stock on a pro rata basis to the holders of FNF common stock. The shares being distributed represent the shares of our Class A Common Stock to be issued to FNF in connection with the transfer to us of substantially all of FNF s assets (other than FNF s ownership interest in our company and in Fidelity National Information Services, Inc.) and substantially all liabilities of FNF as described in this prospectus, and the shares of our Class A Common Stock issued upon the planned conversion by FNF of 100% of our Class B Common Stock, par value $0.0001 per share, that is currently held by FNF.

In the distribution, you will receive shares of Class A Common Stock for each share of FNF common stock that you held at the close of business on the distribution record date, , 2006. The exact number of shares you will receive will depend both on the number of shares we issue to FNF in connection with its transfer of assets to us and on the number of outstanding shares of FNF common stock on the record date for the distribution. Immediately following the distribution, we will no longer be a subsidiary of FNF.

We are sending you this prospectus to describe the distribution. We expect the distribution to occur on or about , 2006. You will receive your proportionate number of shares of Class A Common Stock of FNT through our transfer agent s book-entry registration system. These shares will not be in certificated form. Following the distribution, you may request to receive your shares of Class A Common Stock in certificated form.

No stockholder action is necessary for you to receive your shares of Class A Common Stock. This means that:

- you do not need to pay anything to FNT or FNF; and
- you do not need to surrender any of your shares of FNF s common stock to receive your shares of FNT Class A Common Stock.

In addition, a stockholder vote is not required for the distribution to occur.

Our Class A Common Stock is listed on the New York Stock Exchange under the symbol FNT.

As you review this prospectus, you should carefully consider the matters described in Risk Factors beginning on page 8.

The Securities and Exchange Commission and state securities regulators have not approved or disapproved these securities, or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

We expect the shares to be delivered on or about , 2006.

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PROSPECTUS SUMMARY

This summary highlights some of the information about FNT contained elsewhere in or incorporated by reference into this prospectus and may not contain all of the information that may be important to you. In this prospectus, FNT, we, company and our refer to Fidelity National Title Group, Inc. and its subsidiaries, unless the context suggests otherwise. References to FNF are to Fidelity National Financial, Inc. References to FIS are to Fidelity National Information Services, Inc., a majority-owned subsidiary of FNF. You should read the following summary together with the entire prospectus, including the materials incorporated into this prospectus by reference. You should carefully consider, among other things, the matters discussed in Risk Factors.

Company Overview

We are one of the largest title insurance companies in the United States. Our title insurance underwriters Fidelity National Title Insurance Company, Chicago Title Insurance Company, Ticor Title Insurance Company, Security Union Title Insurance Company and Alamo Title Insurance Company together issued approximately 29.0% of all title insurance policies issued nationally during 2005, as measured by premiums per the *Demotech Performance of Title Insurance Companies 2006 Edition*. Our title business consists of providing title insurance and escrow and other title-related products and services arising from the real estate closing process. Our operations are conducted on a direct basis through our own employees who act as title and escrow agents and through independent agents. In addition to our independent agents, our customers are lenders, mortgage brokers, attorneys, real estate agents, home builders and commercial real estate developers. We also anticipate conducting the specialty insurance business, the claims management business and the other businesses described below upon completion of the asset contribution described below.

We are a Delaware corporation formed on May 24, 2005. On October 17, 2005, FNF completed a distribution to its stockholders of shares of our Class A Common Stock representing 17.5% of our outstanding common stock, and we became a public company. We refer to this as the 2005 distribution. We are currently a majority owned subsidiary of Fidelity National Financial, Inc., which we refer to as FNF. FNF owns 143,176,041 shares, or 100%, of our outstanding Class B Common Stock, representing approximately 82% of our outstanding common stock and 97.9% of the voting rights of our common stock.

The Distribution and Related Transactions

Asset Contribution

On June 25, 2006, we entered into a securities exchange and distribution agreement with FNF, which we refer to as the securities exchange and distribution agreement. In general terms, the transactions contemplated under the securities exchange and distribution agreement, which we refer to as the proposed transactions, involve the transfer by FNF to us of substantially all of FNF s assets, other than its ownership interests in us and FIS. These assets include FNF s interests in various subsidiaries, up to $275 million in cash and any other property or rights that FNF owns immediately prior to the closing under the securities exchange and distribution agreement. In consideration of the contribution of these assets by FNF, we will, with certain limited exceptions, assume all of FNF s liabilities and will issue shares of FNT Class A Common Stock to FNF. We refer to this contribution of assets by FNF to us in exchange for the assumption of liabilities and issuance to FNF of shares of our Class A Common Stock as the asset contribution.

Distribution

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

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The consummation of the proposed transactions, including the distribution, is subject to the satisfaction or waiver of certain conditions, including the approval by FNT stockholders of the proposed transactions, the receipt of a private letter ruling from the Internal Revenue Service, which we refer to as the internal revenue service, and an opinion from FNF s special tax advisor, the receipt of governmental and regulatory consents, the satisfaction of all of the conditions to the consummation of the merger agreement (other than the occurrence of the distribution) and other customary conditions.

Merger

The proposed transactions, including the distribution, are part of a larger organizational restructuring of FNF. At the same time that FNF and FNT entered into the securities exchange and distribution agreement, FNF and FIS entered into an agreement and plan of merger, which we refer to as the merger agreement. The merger agreement provides that immediately following the distribution, FNF will merge with and into FIS, which we refer to as the merger. Upon the completion of the merger, FNF s separate corporate existence will cease and FIS will be the surviving corporation. Immediately following the merger, we will change our name to Fidelity National Financial Inc. and the symbol for our common stock on the New York Stock Exchange will become FNF. In order to complete the proposed transactions, all of the conditions to the consummation of the merger of FNF and FIS (other than the completion of the distribution) must be satisfied or waived. In addition, in order for the merger to be completed, the proposed transactions, including the distribution, must be completed.

The Transferred Business

The businesses to be transferred to us include FNF s specialty insurance business, its interest in certain claims management operations, certain timber and real estate holdings and certain smaller operations, together with substantially all liabilities of FNF. For the year ended December 31, 2005, the transferred business had approximately $772.5 million in revenue and $414.4 million in income before income taxes and minority interest and for the three months ended March 31, 2006, the transferred business had approximately $116.6 million in revenue and $30.9 million in income before income taxes and minority interest. The revenues and income before income taxes and minority interest for the twelve months ended December 31, 2005 included a $318.2 million gain on the sale of the minority interest in FIS and excluding this gain, the transferred business would have had revenues of $454.3 million and income before income taxes and minority interest of $96.2 million.

FNF s specialty insurance business includes home warranty, flood insurance, homeowners, auto and other selected personal lines business. For the year ended December 31, 2005 and the three months ended March 31, 2006, the revenue of this business was $438.0 million and $106.7 million, respectively and its income before income taxes and minority interests was $133.5 million and $32.5 million, respectively. FNF conducts claims management operations through Sedgwick CMS Holdings, Inc., or Sedgwick CMS, in which FNF currently holds an approximate 40% interest. Sedgwick CMS is a leading provider of outsourced insurance claims management services to large corporate and public sector entities. Sedgwick CMS s revenues and expenses are not consolidated with those of FNF and therefore are not included in the aggregate amounts for the transferred business shown above. We will also acquire FNF s majority interest in Cascade Timberlands LLC, or Cascade, which owns approximately 293,000 acres of productive timberland in Oregon, as well as certain other miscellaneous assets. For further information about the transferred business, see Information About the Transferred Business and Unaudited Pro Forma Combined Financial Information.

Our Future Strategy

Following the distribution, we will no longer be purely a title insurance company. Instead, we will be a holding company which operates through its subsidiaries in several different industries. In addition, we expect to actively evaluate possible strategic transactions, including but not limited to potential acquisitions of other companies, business units and operating and investment assets. Any such acquisitions may or may not be in lines of business that are the same as or provide potential synergies with our existing operations. There can be no assurance, however, that any suitable acquisitions or other strategic opportunities will arise.

Our principal executive offices are located at 601 Riverside Avenue, Jacksonville, Florida 32204, and our telephone number is (904) 854-8100.

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Summary of the Distribution

The Distribution	The distribution is part of a restructuring of FNF whereby FNT will become an independent company and cease to be a subsidiary of FNF, and FNF will be merged with and into FIS, with FNF s separate corporate existence ceasing and FIS continuing as the surviving corporation. FNF will distribute all shares of FNT Class A Common Stock held by it following the closing of the asset contribution. It is expected that FNF will distribute approximately 188,920,722 shares of FNT Class A Common Stock. This number is comprised of 45,744,681 shares of FNT Class A Common Stock expected to be issued in connection with the asset contribution (based on receiving $275 million in cash from FNF in the asset contribution, as described below; if we receive less cash, the number of shares issued to FNF will be reduced) and 143,176,041 shares of FNT Class A Common Stock expected to be issued upon the conversion of FNF s current holdings of FNT Class B Common Stock. As a result of the distribution, FNF stockholders will receive shares of our common stock representing approximately 86% of our common stock outstanding on a fully-diluted basis and FNF will no longer hold any FNT common stock.
Reason for the Distribution	The distribution will increase our public float, which in the long term we anticipate will enhance the trading price of our common stock. In addition, the proposed transactions may enhance our ability to issue our common stock to raise equity capital and fund acquisitions and for management incentives. Our ability to do so is currently limited because, for several tax-related reasons, FNF is unwilling to own less than 80% of our common stock.
Distributing Company	FNF.
Securities to be Distributed	Approximately shares of the Class A Common Stock of FNT, representing approximately % of the outstanding Class A Common Stock of FNT on a fully diluted basis.
Distribution Ratio	Each stockholder of FNF common stock will receive shares of Class A Common Stock of FNT for each FNF share held on the distribution record date. The exact number of shares to be received by each stockholder will depend on the number of shares we issue to FNF and on the number of outstanding shares of FNF common stock on the record date for the distribution. The number of shares we issue to FNF depends on how much cash FNF contributes to us. Under the securities exchange and distribution agreement, we have agreed to issue shares of our Class A Common Stock to FNF at a price of $23.50 per share in exchange for up to $275 million of cash from FNF. If FNF contributed the full $275 million to us, we would issue 11,702,128 shares to FNF in exchange. We have also agreed to issue 34,042,553 shares in exchange for the other assets and liabilities to be transferred to us by FNF. In total, assuming we receive $275 million of cash, we will issue 45,744,681 shares of our stock to FNF, resulting in a total number of

shares distributed by FNF of 188,920,722. Assuming 188,920,722 of our shares are distributed and that 176,257,445 shares of FNF common stock (the number outstanding as of June 30, 2006) were outstanding as of

	the distribution record date, each FNF stockholder would receive 1.07 shares of FNT common stock for each FNF share held. The number of FNF shares outstanding will vary as a result of option exercises or other share issuances by FNF and in the event of any share repurchases by FNF prior to the distribution record date.
Voting Rights	Holders of Class A Common Stock are entitled to one vote per share held on all matters submitted to a vote of FNT stockholders.
Distribution Record Date	, 2006 (close of business).
Distribution Date	Expected to be , 2006.
Distribution Agent	Continental Stock Transfer & Trust Company.
Registrar and Transfer Agent	Continental Stock Transfer & Trust Company.
Use of Proceeds	Because this is not an offering for cash, there will be no proceeds to FNT from the distribution.
Dividend Policy	We currently intend to continue paying quarterly dividends to FNT stockholders of record. Any determination to declare and pay dividends will be made at the discretion of our board of directors and will be dependent on, among other things, our future earnings, financial condition and capital requirements.
NYSE Symbol	Our Class A Common Stock is listed on the New York Stock Exchange under the symbol FNT. Following the completion of the proposed transactions and the merger described above, our common stock will be traded on the NYSE under the symbol FNF.
Tax Consequences	As a condition to effecting the distribution, FNF is to receive a ruling from the internal revenue service and an opinion of its special tax advisor, Deloitte Tax LLP, together to the effect that the distribution and merger will be tax free to FNF and its stockholders, except that FNF s stockholders will recognize gain or loss attributable to the receipt of cash in lieu of fractional shares of FNT common stock.
Distribution of Shares	On or shortly after the distribution date, beneficial owners of shares of FNF common stock on the distribution record date should have credited to their brokerage, custodian or similar account through which they own their FNF common stock, the number of shares of our Class A Common Stock to which they are entitled in the distribution.

The numbers and percentages of shares of our common stock identified above and elsewhere in this prospectus as outstanding after this distribution do not include shares of Class A Common Stock that we will grant as restricted stock to our employees and directors in connection with this distribution, which will also constitute outstanding shares, and also do not include any shares of Class A Common Stock underlying options that we will grant to certain of our employees in connection with the distribution. These grants will include replacement grants in respect of outstanding shares of FNF restricted stock and FNF stock options. The final number of such restricted shares and options to be granted will not be determined until the distribution occurs. See The Securities Exchange and Distribution Transactions Interests of Directors and Executive Officers in the Proposed Transactions and Treatment of FNF Equity Awards.

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Summary Historical Financial Information

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

Detailed historical financial information is included in the audited consolidated and combined balance sheets as of December 31, 2005 and 2004, and the related consolidated and combined statements of earnings, comprehensive earnings, stockholders equity and cash flows for each of the years in the three-year period ended December 31, 2005 as well as the unaudited interim consolidated balance sheet as of March 31, 2006 and the related unaudited interim consolidated and combined statements of earnings and cash flows for the three-month periods ended March 31, 2006 and 2005, each of which is incorporated by reference in this registration statement. You should read the following summary historical financial information in conjunction with the audited and unaudited consolidated and combined financial statements incorporated by reference into this prospectus and the information under Management s Discussion and Analysis of Financial Condition and Results of Operations in our periodic reports incorporated by reference into this registration statement.

Subsequent to the completion of the proposed transactions, the historical financial statements of FNF will become the historical financial statements of FNT. For more information on the accounting treatment of the proposed transactions, see The Securities Exchange and Distribution Transactions Accounting Treatment beginning on page 14. Detailed historical information about FNF is included in FNF s audited consolidated balance sheets as of December 31, 2005 and 2004, and the related consolidated statements of earnings, comprehensive earnings, stockholders equity and cash flows for each of the years in the three-year period ended December 31, 2005 and FNF s unaudited interim consolidated balance sheet as of March 31, 2006 and the related unaudited interim consolidated statements of earnings, comprehensive earnings and cash flows for the three-month periods ended March 31, 2006 and 2005, all of which are included in this registration statement. It may be difficult to analyze the results of operations and financial condition of the transferred business based on this information. For information about the transferred business, see Unaudited Pro Forma Combined Financial Information beginning on page 23.

	Three Months Ended March 31,		Year Ended December 31,		
	2006	2005	2005	2004	2003
STATEMENT OF EARNINGS DATA (in thousands)					
Total title premiums	$ 1,076,189	$ 988,718	$ 4,948,966	$ 4,718,217	$ 4,700,750
Escrow and other title-related fees	254,059	243,137	1,162,344	1,039,835	1,058,729
Other income	63,016	33,365	204,551	131,361	211,236
Total revenue	1,393,264	1,265,220	6,315,861	5,889,413	5,970,715
Total expenses	1,269,980	1,133,691	5,447,557	5,006,486	4,878,795
	123,284	131,529	868,304	882,927	1,091,920

Earnings before income taxes and minority interest										
Income tax expense		43,766		48,863		327,351		323,598		407,736
Earnings before minority interest		79,518		82,666		540,953		559,329		684,184
Minority interest		416		347		1,972		1,165		859
Net earnings	$	79,102	$	82,319	$	538,981	$	558,164	$	683,325
Per share amounts:										
Basic net earnings per share	$	0.46	$		$	3.11	$		$	
Weighted average shares outstanding, basic basis		173,473				173,463				
Diluted net earnings per share	$	0.46	$		$	3.11	$		$	

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	Three Months Ended March 31,		Year Ended December 31,		
	2006	2005	2005	2004	2003
Weighted average shares outstanding, diluted basis	173,654		173,575		
Unaudited pro forma net earnings per share basic and diluted	$	$ 0.48	$	$ 3.22	$
Unaudited pro forma weighted average shares outstanding basic and diluted(1)		172,951		172,951	

	As of March 31, 2006
BALANCE SHEET DATA (in thousands)	
Cash and cash equivalents	$ 550,447
Total assets	5,897,476
Total long-term debt	599,094
Minority interest	5,006
Total equity	2,505,728

(1) Unaudited pro forma net earnings per share is calculated using the number of outstanding shares of FNF as of June 30, 2005 because upon completion of the 2005 distribution the number of our outstanding shares of common stock equaled the number of FNF shares outstanding on the date of distribution.

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Summary Unaudited Pro Forma Condensed Combined Financial Information

The following summary unaudited pro forma condensed combined financial information gives effect to the transfer by FNF to us of substantially all of its assets and liabilities (other than its ownership interest in FIS), as if the transfer had been completed as of March 31, 2006 for balance sheet purposes and as of January 1, 2005 with respect to the statement of earnings data and is derived from the unaudited pro forma combined financial statements included elsewhere in this prospectus. The pro forma financial information should be read in conjunction with the unaudited pro forma condensed consolidated financial statements and related notes and the separate financial statements and related notes of FNT and FNF, which also are included in or incorporated by reference into this prospectus. See Unaudited Pro Forma Combined Financial Information beginning on page 23.

Because the substance of the combined proposed transactions among FNF, FNT, and FIS pursuant to the securities exchange and distribution agreement and the merger agreement is effectively a reverse spin-off of FIS by FNF, and because FNT and FIS are entities under common control, the historical financial statements of FNF will become the historical financial statements of FNT subsequent to the proposed transactions. For more information on the accounting treatment of the proposed transactions, see The Securities Exchange and Distribution Transactions Accounting Treatment beginning on page 14.

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

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

	Pro Forma as of March 31, 2006 (In thousands)

Consolidated balance sheet data:		
Investments	$	3,994,119
Cash and cash equivalents		586,656
Total assets		6,874,792
Long-term debt		649,956
Total stockholders equity		3,185,189

RISK FACTORS

An investment in our common stock involves a number of risks. Each stockholder should carefully consider the following information about these risks, together with the other information contained in or incorporated by reference into this prospectus, including the information under the heading Risk Factors in our annual report on Form 10-K and in our other periodic reports to and filings with the Securities and Exchange Commission incorporated by reference into this prospectus. These risks could materially affect our business, results of operations or financial condition and cause the trading price of our common stock to decline.

Risks Related to the Distribution

The issuance of shares of our common stock to FNF in connection with the proposed transactions may dilute our future earnings per share.

If the proposed transactions are completed, we expect that we will issue to FNF approximately 45,744,681 shares of our common stock, based on receiving a cash amount of $275 million from FNF in the proposed transactions. As a result of the expected earnings power of the businesses to be transferred to us, our future earnings per share may be lower than they otherwise would have been had such transfers and share issuance not occurred.

In addition, in the securities exchange and distribution agreement we have agreed to issue stock options and shares of restricted stock in replacement for certain FNF stock options and shares of FNF restricted stock held by our directors and employees who will become our employees. The aggregate number of such new FNT options and shares of restricted stock has not yet been determined. These issuances will also be dilutive to the interests of holders of FNT common stock.

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

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

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

Even if the distribution otherwise qualifies as a spin-off under Section 355 of the Internal Revenue Code of 1986, as amended, which we refer to as the internal revenue code, the distribution of our common stock to the FNF stockholders may not qualify as tax free to FNF (or its successor upon the consummation of the merger, FIS) under Section 355(e) of the internal revenue code, if 50% or more of our stock is acquired as part of a plan or series of related transactions that includes the distribution.

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

Risks Related to Our Business Following the Distribution

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

The success of the proposed transactions will depend in large part upon our ability to integrate the organizations, operations, systems and personnel of the companies transferred to us by FNF. The integration of such companies is a challenging, time-consuming and costly process. It is possible that the integration process could result in the loss of key employees, the disruption of our ongoing businesses or inconsistencies in standards, controls, procedures and policies that adversely affect our or such companies ability to maintain relationships with suppliers, customers and employees or to achieve the anticipated benefits of the proposed transactions. In addition, successful integration of such companies will require the dedication of significant management resources, which will temporarily detract attention from the day-to-day business of such companies or FNT. If our management is not able to integrate the organizations, operations, systems and personnel of such companies in a timely and efficient manner, the anticipated benefits of the proposed transactions may not be realized fully or at all or may take longer to realize than expected.

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

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

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

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

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

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

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conflicts with FIS and such affiliated entities, and even if we do, the resolution may be less favorable to us than if we were dealing with a different third party.

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

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

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

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

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

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

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

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

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

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

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

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

THE SECURITIES EXCHANGE AND DISTRIBUTION TRANSACTIONS

Structure of the Proposed Transactions

The securities exchange and distribution agreement provides that the distribution will occur immediately following the asset contribution and the conversion by FNF of all of its shares of FNT Class B Common Stock into FNT Class A Common Stock. After the distribution, we will continue to be a publicly traded company, with FNF no longer owning any shares of FNT common stock. Immediately after the merger (which is described below and is expected to occur immediately after the distribution), FNF s separate corporate existence will cease (with FIS continuing as the surviving corporation in the merger), we will change our name to Fidelity National Financial, Inc. , and the symbol for our common stock on the New York Stock Exchange will become FNF.

Transfer of assets and assumption of liabilities

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

- any liabilities of FNF to the extent FIS or any subsidiary of FIS has, as of or prior to the closing, agreed in writing to be responsible therefor;
- any liabilities of FNF to the extent arising out of or related to the ownership or operation of the assets or properties, or the operations or conduct of the business, of FIS or any subsidiary of FIS, in each case to the extent FIS or any subsidiary of FIS has, as of or prior to the closing, agreed to be responsible therefor;
- any guaranties or other similar contractual liabilities of FNF in respect of a primary liability of FIS or any subsidiary of FIS; and
- certain limited tax liabilities (which are addressed in the tax disaffiliation agreement among FNT, FNF and FIS to be entered into at the closing). See Additional Agreements.

The liabilities of FNF to be assumed by FNT are referred to as the assumed liabilities. FNT will assume and agree to pay, honor and discharge when due all of the assumed liabilities pursuant to an assumption agreement to be executed and delivered by FNT at the closing, other than the tax liabilities which will be assumed under the tax disaffiliation agreement. It is a condition to FNT s obligations under the securities exchange and distribution agreement that the total amount of liabilities assumed from FNF itself of a nature that would be reflected on a GAAP balance sheet, other than tax liabilities, not exceed $100 million. The contribution of assets by FNF to FNT in exchange for the assumption by FNT of the assumed liabilities and the issuance to FNF of shares of FNT Class A Common Stock is referred to as the asset contribution. We refer to the contributed assets and the assumed liabilities collectively as the transferred business. See Information About the Transferred Business .

Distribution

Immediately after the FNT annual meeting, the FNF board of directors will approve and formally declare the distribution. Following the asset contribution, FNF will convert all shares of FNT Class B Common Stock held by it into shares of FNT Class A Common Stock. Immediately thereafter, and immediately prior to the consummation of the merger, the transfer agent appointed by FNF will distribute all of the shares of FNT Class A Common Stock that FNF owns (including the converted shares and the shares received from FNT in connection with the asset contribution) to the holders of FNF common stock.

Benefits of the Distribution

We believe that we can realize significant benefits from the distribution. These benefits include:

- increasing our public float, which in the long term we anticipate will enhance the trading volume and value of our common stock; and

- placing us in a better position to be able to issue our common stock (i) to raise equity capital, (ii) as currency to take advantage of acquisition opportunities and (iii) for employee compensation to incentivize, attract and retain key employees.

Manner of Effecting the Distribution

Immediately following the closing under the securities exchange and distribution agreement FNF will effect the distribution by delivering to Continental Stock Transfer & Trust Company, which will serve as the transfer agent for the distribution, certificates representing the shares of Class A Common Stock of FNT to be delivered to the holders of FNF common stock entitled thereto in connection with the distribution, and immediately prior to the consummation of the merger, the transfer agent will distribute to each holder of record of common stock of FNF (other than FNF or any FNF subsidiary), as of the close of business on the record date designated by or pursuant to the authorization of the board of directors of FNF, such number of shares of FNT Class A Common Stock as shall be determined in accordance with the formula set forth in the distribution declaration. The distribution agent will credit the brokerage accounts of FNF stockholders, or if requested, will mail FNT Class A Common Stock certificates to FNF stockholders, on   , 2006.

Number of Shares to be Distributed

The distribution of FNT Class A Common Stock will be made on the basis of a distribution ratio of   shares of FNT Class A Common Stock for every share of FNF common stock held as of the close of business on the record date. The exact number of shares to be received by each stockholder will depend on the number of shares we issue to FNF and on the number of outstanding shares of FNF common stock on the record date for the distribution. The number of shares we issue to FNF depends on how much cash FNF contributes to us. Under the securities exchange and distribution agreement, we have agreed to issue shares of our Class A Common Stock to FNF at a price of $23.50 per share in exchange for up to $275 million of cash from FNF. If FNF contributed the full $275 million to us, we would issue 11,702,128 shares to FNF in exchange. We have also agreed to issue 34,042,553 shares in exchange for the other assets and liabilities to be transferred to us by FNF. In total, assuming we receive $275 million of cash, we will issue 45,744,681 shares of our stock to FNF, resulting in a total number of shares distributed by FNF of 188,920,722. Assuming 188,920,722 of our shares are distributed and that 176,257,445 shares of FNF common stock (the number outstanding as of June 30, 2006) were outstanding as of the distribution record date, each FNF stockholder would receive 1.07 shares of FNT common stock for each FNF share held. The number of FNF shares outstanding will vary as a result of option exercises or other share issuances by FNF and in the event of any share repurchases by FNF prior to the distribution record date.

No fractional shares of FNT Class A Common Stock will be issued to FNF stockholders as part of the distribution. Instead, all fractional shares will be aggregated and sold in the public market by the distribution agent, and the net cash proceeds of the sale will be distributed proportionately to stockholders otherwise entitled to fractional shares. The distribution agent in its sole discretion will determine how and through which broker-dealer to make the sales of the aggregated fractional shares, all of which will be sold at prevailing market prices. Neither the distribution agent nor the broker-dealer will be an affiliate of FNF or FNT. If you would otherwise be entitled to a fractional share, you will receive a check or a credit to your brokerage account, in lieu of fractional shares, in an amount equal to the value of the fractional shares as soon as practicable after the distribution.

Stock Plan Amendment

In connection with the proposed transactions, we will amend the FNT 2005 omnibus incentive plan to increase the total number of shares available for grants thereunder by an additional 15,500,000 shares.

Charter Amendments

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

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

We refer to these amendments as the charter amendments. See Amendment and Restatement of FNT s Certificate of Incorporation on page 42.

Merger of FNF and FIS

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

Interests of Directors and Executive Officers in the Proposed Transactions

Certain of our directors and officers have interests in the proposed transactions that differ from, or are in addition to, the interests of FNT stockholders. In particular, William P. Foley, II, the chairman of our board of directors, is also the chairman of the board of directors and chief executive officer of FNF, the controlling stockholder of FNT. Following the proposed transactions, Mr. Foley will become our Chief Executive Officer and the Executive Chairman of FIS. Also in connection with the proposed transactions, FNT will enter into a new employment agreement with Mr. Foley, the proposed terms of which are described below, and he will also receive a grant of 475,000 shares of our restricted common stock with 3 year graded vesting (1/3 each year). Additionally, Mr. Foley currently holds 5,408,216 options to purchase FNF common stock, although 3,856,684 of such options will be exercised or cashed out prior to the distribution pursuant to the terms of the option letter agreement among FNF, William P. Foley, II, Alan L. Stinson and Brent B. Bickett. See The Securities Exchange and Distribution Transactions Additional Agreements . With respect to the FNF stock options held by Mr. Foley at the time of the distribution, 50% of such options will be replaced with FNT options and the remaining 50% of such options will be assumed by FIS and converted into FIS stock options pursuant to the terms of the merger agreement.

Certain of our other directors and executive officers hold options to acquire FNF common stock, some of which will be similarly replaced with options to acquire FNT common stock. All replacement options and shares of restricted stock will be issued in such numbers (and, in the case of options, at such exercise prices) as will be necessary to preserve the intrinsic value of the FNF awards replaced, and otherwise will have the same terms, conditions and restrictions as the awards replaced.

In addition, certain of the directors and executive officers of FNT hold shares of FNF common stock and as a result will receive a portion of the shares of Class A Common Stock to be distributed. In particular, Mr. Foley owns, in the aggregate, 5,721,266 shares and 110,000 restricted shares of FNF common stock and will receive shares of our common stock in respect thereof in connection with the distribution.

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

It is intended that FNT will also enter in employment agreements with certain other FNT executive officers who, along with Mr. Foley, will serve as executive officers of both FNT and FIS. Specifically, FNT will enter into an employment agreement immediately following the distribution with Alan L. Stinson and with Brent B. Bickett, both of whom will serve as dual executive officers. With respect to Messrs. Bickett and Stinson, the compensation committee has approved the following compensation arrangements: (i) Mr. Bickett: an annual base salary of $300,000, with an annual cash bonus opportunity equal to 150% of his annual base salary; and (ii) Mr. Stinson: an annual base salary of $300,000, with an annual cash bonus opportunity equal to 150% of his annual base salary. In addition, Messrs. Bickett and Stinson will each receive a grant of 130,000 shares of FNT restricted stock, with 3 year graded vesting (1/3 each year), immediately following the distribution.

Tax Treatment

As a condition to effecting the distribution, FNF is to receive a ruling from the internal revenue service and an opinion of its special tax advisor, Deloitte Tax LLP, together to the effect that the distribution and merger will be tax free to FNF and its stockholders, except that FNF s stockholders will recognize gain or loss attributable to the receipt of cash in lieu of fractional shares of FNT common stock. See Summary of Material United States Federal Income Tax Considerations.

Accounting Treatment

Acquisitions among entities under common control such as the asset contribution are not considered business combinations and are to be accounted for at historical cost in accordance with *EITF 90-5, Exchanges of Ownership Interests between Enterprises under Common Control.* Furthermore, the substance of the proposed transactions and the merger is effectively a reverse spin-off of FIS by FNF in accordance with *EITF 02-11, Accounting for Reverse Spinoffs.* Accordingly, the historical financial statements of FNF will become those of FNT; however, the criteria to account for FIS as discontinued operations as prescribed by

SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets will not be met. This is primarily due to the continuing involvement of FNT with and significant influence that FNT will have over FIS subsequent to the merger through common board members, common senior management and continuing business relationships. It is expected that FIS will continue to be included in FNF s consolidated financial statements through the date of the completion of the proposed transactions and the merger.

Certain Other Actions to be Taken Prior to the Distribution

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

At or prior to the closing under the securities exchange and distribution agreement, FNT and FNF will, and will cause their relevant subsidiaries to, terminate or amend certain intercompany agreements, and enter into certain specified additional agreements with FIS.

In addition, upon repayment in full of the amounts owing from FNF to certain of our title insurance subsidiaries under two master loan agreements, aggregating approximately $19.0 million at December 31, 2005, the master loan agreements have been terminated and the related promissory notes have been cancelled.

Regulatory Approvals Required for the Proposed Transactions

The proposed transactions require approvals of or exemptions from the insurance regulatory authorities of California, New York, Texas, Florida, Illinois, Missouri, Oregon, Vermont and Puerto Rico. FNT and FNF have filed for or are in the process of filing for all such approvals and exemptions.

Stockholder Approval and SEC Filings

FNT stockholder approval is required for (i) the issuance of FNT stock as consideration for the contributed assets from FNF, (ii) the adoption of the amendment to the FNT stock plan contemplated by the distribution agreement and (iii) the adoption of the amended and restated articles of incorporation of FNT that, among other things, change the name of FNT to Fidelity National Financial, Inc. This approval, referred to as the FNT stockholder approval, is a condition to closing under the securities exchange and distribution agreement. The securities exchange and distribution agreement provides that, as soon as practicable after the date of the agreement, FNT, in consultation with FNF, will prepare and file with the SEC a registration statement on Form S-1 of which this prospectus is a part, referred to as the Form S-1, in respect of the distribution and an information statement relating to required FNT stockholder approvals. Once the information statement is cleared by the SEC and the SEC filings by FNF and FIS for the merger are cleared by the SEC, FNT will schedule a stockholder vote and mail the information statement to its stockholders.

Treatment of FNF Equity Awards

Options

At the time of the distribution, all outstanding options to purchase shares of FNF common stock, which we refer to as FNF options, held by employees or directors of FNF or FNT who will be employees or directors of FNT after the distribution will be replaced with options to purchase shares of FNT Class A Common Stock, which we refer to as the replacement options, granted under our 2005 omnibus incentive plan. Each replacement option will be exercisable for a number of shares of FNT Class A Common Stock calculated by multiplying the number of shares of FNF common stock subject to such FNF option as of the effective time of the distribution by the option exchange number, rounding down to the nearest whole number. The option exchange number will equal the closing price of a share of FNF common stock on the business day immediately preceding the date that the distribution is consummated divided by the closing price of share of FNT Class A Common Stock on the date that the distribution is consummated (or, if the distribution is consummated after the close of trading on the NYSE on such date, on the next business day following such date), rounded to the nearest ten thousandth. The exercise price for each share of FNT Class A Common Stock under a replacement option will be calculated by dividing the exercise price for one share of FNF common

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stock under the related FNF option as of the effective time of the distribution by the option exchange number, rounding up to the nearest whole cent. No vesting schedule for any replacement option will be modified as a result of the proposed transactions. Notwithstanding the foregoing, 50% of all FNF options held as of the effective time of the distribution by any employee or director of FNF who will become an employee or director of both FNT and FIS after the distribution (other than the FNF options that are subject to the agreement among FNF, William P. Foley, II, Alan L. Stinson and Brent B. Bickett, which we refer to as the option letter agreement) will be replaced with replacement options, and the remaining 50% of the FNF options (other than the FNF options that are subject to the option letter agreement) held by such employees or directors will be assumed by FIS and converted into FIS stock options pursuant to the merger agreement. Upon the closing, William P. Foley, II, Alan L. Stinson, Brent B. Bickett and Michael L. Gravelle will become dual employees of FNT and FIS. Additionally, upon the closing, Cary H. Thompson, Daniel D. (Ron) Lane and Thomas M. Hagerty will become dual directors of FNT and FIS.

In accordance with the foregoing provisions, approximately 6.5 million FNF options will be replaced with FNT options. The exact number and strike prices of FNT options to be issued will depend, among other things, on the intrinsic value of the FNF options to be replaced as of the date of the distribution. Based on their intrinsic value as of June 30, 2006, these FNF options would be replaced with approximately 12.9 million FNT options. Exercise of these replacement options would dilute the interests of stockholders in FNT following the distribution.

Restricted Stock

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

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

Employee Benefits

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

Additional Agreements

Tax Disaffiliation Agreement

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

Indemnification

FNT will indemnify FNF (and its successor after the merger, FIS) with respect to the FNF federal consolidated income taxes for periods prior to the distribution (other than taxes attributable to income of FIS or FIS subsidiaries), and with respect to any state income taxes payable by FIS but attributable to FNF, to FNT, to a subsidiary of FNT or to one of the former direct FNF subsidiaries that are being contributed to FNT pursuant to the securities exchange and distribution agreement.

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

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

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

Designation of Agent

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

Filing of Returns and Payment of Taxes

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

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

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

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

Restrictions on Stock Acquisitions

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

Other Operational Provisions

Prior tax sharing agreements will be terminated, except for tax sharing agreements relating to insurance companies. Such agreements will be amended to substitute FNT for FNF.

Dispute resolution provisions generally follow the provisions contained in the cross-indemnity agreement between us and FIS described below.

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

Cross-Indemnity Agreement

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

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

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

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

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

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

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

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

Option Letter Agreement

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

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Changes in Related Party Agreements after the Proposed Transactions

At or prior to the closing, FNT and FNF will, and will cause their relevant subsidiaries to, terminate or amend certain specified intercompany agreements, enter into prescribed amendments to certain specified related party agreements and enter into certain specified additional agreements with FIS. Generally, the intercompany and related party agreements to which FNF is a party will either be terminated or assigned to FNT. Certain of the intercompany and related party agreements between FIS or its subsidiaries, on the one hand, and FNT or subsidiaries, on the other, will require amendment to reflect the merger as well as other changes necessary to take into account changes in the relationship between the parties after the merger. See Changes in Related Party Agreements.

Directors and Officers

We have agreed that our board of directors, after the completion of the proposed transactions, will consist of our existing directors except that William G. Bone and William A. Imparato will resign and Douglas K. Ammerman, Thomas M. Hagerty, Daniel D. Lane and Cary H. Thompson will be appointed to join our board of directors. The disclosure schedules to the securities exchange and distribution agreement identify the individuals who will become officers of FNT after the closing, including William P. Foley, II, who will become the Chief Executive Officer of FNT, Alan L. Stinson, who will become FNT s Chief Operating Officer, Brent B. Bickett, who will become an executive officer, and Peter T. Sadowski, who will become Executive Vice President Legal.

Information about these individuals follows:

Douglas K. Ammerman. Mr. Ammerman is a retired partner of KPMG LLP and has a Master s Degree in business taxation from the University of Southern California. He began his career in 1973 with Peat, Marwick and Mitchell (now KPMG). He was admitted to KPMG partnership in 1984 and formally retired from KPMG in 2002.

Thomas M. Hagerty. Mr. Hagerty is a Managing Director of Thomas H. Lee Partners, L.P. He has been employed by Thomas H. Lee Partners, L.P. and its predecessor, Thomas H. Lee Company, since 1988. From July 2000 through April 2001, Mr. Hagerty also served as the Interim Chief Financial Officer of Conseco, Inc. On December 17, 2002, Conseco, Inc. voluntarily commenced a case under Chapter 11 of the United States Code in the United States Bankruptcy Court, Northern District of Illinois, Eastern Division. Prior to joining Thomas H. Lee Partners, L.P., Mr. Hagerty was in the mergers and acquisitions department of Morgan Stanley & Co. Incorporated. Mr. Hagerty currently serves as a director of MGIC Investment Corporation, Metris Companies and Syratech Corp., as well as FIS. Upon completion of the proposed transactions, Mr. Hagerty will continue to serve as a director of FIS.

Daniel D. (Ron) Lane. Since February 1983, Mr. Lane has been a principal, Chairman and Chief Executive Officer of Lane/Kuhn Pacific, Inc., a corporation that comprises several community development and home building partnerships, all of which are headquartered in Newport Beach, California. He is Vice Chairman of the Board of Directors of CKE Restaurants, Inc. Mr. Lane also serves on the Board of Metalclad Corporation and FIS, and is active on the Board of Trustees of the University of Southern California. Upon completion of the proposed transactions, Mr. Lane will continue to serve as a director of FIS.

Cary H. Thompson. Mr. Thompson currently is a Senior Managing Director with Bear Stearns & Co. Inc. and has been since 1999. From 1996 to 1999, Mr. Thompson was a director and Chief Executive Officer of Aames Financial Corporation. Prior to joining Aames Financial Corporation, Mr. Thompson served as a managing director of NatWest Capital Markets from May 1994 to June 1996. Mr. Thompson also serves on the Board of Directors of SonicWall Corporation and FIS. Upon completion of the proposed transactions, Mr. Thompson will continue to serve as a director of FIS.

William P. Foley, II. Mr. Foley is the Chairman of the Board and Chief Executive Officer of FNF, and has served in both capacities since FNF s formation in 1984. Mr. Foley also served as President of FNF from 1984 until December 31, 1994. Mr. Foley also is currently the Chairman of FIS and FNT, and serves on the

Board of Florida Rock Industries, Inc. Upon completion of the proposed transactions, Mr. Foley will also be a director and the Executive Chairman of FIS.

Brent B. Bickett. Mr. Bickett is President of FNF and he has served in that position since February 2006. He jointed FNF in 1999 as a Senior Vice President, Corporate Finance and served as Executive Vice President, Corporate Finance from 2002 until January 2006. From August 1990 until January 1999, Mr. Bickett was a member of the Investment Banking Division of Bear, Stearns & Co., Inc., where he served as a Managing Director of the firm s real estate, gaming, lodging and leisure group from 1997 until 1999. Upon completion of the proposed transactions, Mr. Bickett will also be the Executive Vice President, Strategic Planning of FIS.

Alan L. Stinson. Mr. Stinson joined FNF in October 1998 as Executive Vice President, Financial Operations and assumed the role of Executive Vice President and Chief Financial Officer of FNF in early 1999. Mr. Stinson was also named Chief Operating Officer in February 2006. Prior to his employment with FNF, Mr. Stinson was Executive Vice President and Chief Financial Officer of Alamo Title Holding Company. From 1968 to 1994, Mr. Stinson was employed by Deloitte & Touche, LLP, where he was a partner from 1980 to 1994. Upon completion of the proposed transactions, Mr. Stinson will also be the Executive Vice President, Finance of FIS.

Peter T. Sadowski. Mr. Sadowski is the Executive Vice President and General Counsel for FNF and has been since 1999, and has also served as Executive Vice President of FNT since October 2005. Prior to joining FNF, Mr. Sadowski was a Partner with Goldberg, Katz, Sadowski and Stansen from 1996 to 1999 and with the Stolar Partnership from 1980 to 1996, and prior to that, he served as Assistant Attorney General of the State of Missouri. Upon completion of the proposed transactions, Mr. Sadowski will also be an officer of FIS.

Indemnification and Insurance

Under the securities exchange and distribution agreement, FNT has agreed that:

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

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

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

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

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FORWARD-LOOKING STATEMENTS

Some of the statements contained in or incorporated by reference into this prospectus include forward-looking statements which reflect our current views with respect to future events and financial performance. These statements include forward-looking statements both with respect to us specifically and the businesses in which we are engaged or expect to engage generally. Statements that include the words expect, intend, plan, believe, project, anticipate, and similar statements of a future or forward-looking nature identify forward-looking statements for purposes of the federal securities laws or otherwise.

All forward-looking statements address matters that involve risks and uncertainties. Accordingly, there are or will be important factors that could cause actual results to differ materially from those indicated in these statements. These factors include:

- adverse changes in real estate activity;
- regulatory conditions in California;
- regulation by state insurance authorities;
- regulatory investigations involving title insurance;
- rate regulation by state authorities;
- downgrades by our rating agencies;
- dependence upon our subsidiaries for dividend payments;
- competition from traditional title insurers and new entrants; and
- other factors described under Risk Factors in this prospectus and in documents incorporated herein by reference.

We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future developments or otherwise.

USE OF PROCEEDS

Because this is not an offering for cash, there will be no proceeds from the distribution.

DIVIDEND POLICY

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

Our current dividend policy anticipates the payment of quarterly dividends in the future. The declaration and payment of dividends will be at the discretion of our board of directors and will be dependent upon our future earnings, financial condition and capital requirements. On February 8, 2006, our board of directors declared an increase in our quarterly cash dividend to $0.29 per share, a 16% increase over the previous cash dividend of $0.25 per share.

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

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CAPITALIZATION

The following table describes our cash and cash equivalents and capitalization as of March 31, 2006 on an actual basis, and on an as-adjusted basis to give effect to the proposed transactions. The information presented below should be read in conjunction with Unaudited Pro Forma Combined Financial Information included elsewhere herein and Management s Discussion and Analysis of Financial Condition and Results of Operations and our combined and consolidated financial statements and the related notes incorporated by reference into this prospectus.

	As of March 31, 2006	
	Actual	As Adjusted
	(In thousands)	
Cash and cash equivalents	$ 550,447(1)	$ 586,656(2)
Total long-term debt	599,094	649,956(3)
Stockholders equity		
Common stock, $0.0001 par value	17	22(4)
Additional paid-in capital	2,479,396	3,150,939(5)
Retained earnings	111,549	111,549(6)
Accumulated other comprehensive loss	(85,234)	(77,321)(7)
Total	2,505,728	3,185,189
Total capitalization	$ 3,104,822	$ 3,835,145

(1) Cash and cash equivalents includes $241,826 and $195,485 of pledged cash related to secured trust deposits and the securities lending program, respectively.

(2) This amount represents FNF s cash and cash equivalents, excluding FIS, as if the proposed transactions had occurred on March 31, 2006. It equals the cash and cash equivalents balance presented in our unaudited pro forma combined balance sheet.

(3) This amount represents FNF s notes payable balance, excluding FIS, as if the proposed transactions had occurred on March 31, 2006. It equals the notes payable balance presented in our unaudited pro forma combined balance sheet.

(4) This amount represents the expected common stock balance immediately following the merger. It is made up of the following shares recorded at their par value of $0.0001 per share: (a) the 31,147,357 shares of Class A common stock currently outstanding, (b) the 143,176,041 shares of Class B common stock currently outstanding, which are to be converted to Class A common stock immediately prior to the distribution, (c) 45,744,681 shares to be issued to FNF in exchange for all of its assets except its investment in FIS (assuming the transfer to FNT of $275 million in cash and/or investment assets counted as cash for purposes of the securities exchange and distribution agreement), and (d) 785,000 shares of restricted stock to be issued immediately following the

proposed transactions.

(5) This amount represents FNT s additional paid-in capital balance as if the proposed transactions had occurred on March 31, 2006. It is equal to FNT s actual historical additional paid-in capital balance plus the combined equity balance, excluding accumulated other comprehensive income, of the assets to be transferred from FNF to FNT as part of the proposed transactions.

(6) This amount represents FNT s retained earnings balance as if the proposed transactions had occurred on March 31, 2006, which is unchanged from the actual historical retained earnings balance.

(7) This amount represents FNF s accumulated other comprehensive income balance, excluding FIS, as if the proposed transactions had occurred on March 31, 2006.

The actual and as-adjusted information set forth in the table:

excludes options to purchase shares of common stock and shares of restricted stock to be granted under our omnibus incentive plan as of the completion of this distribution in replacement for outstanding FNF options and restricted stock; and

excludes shares of common stock available for future issuance under our omnibus incentive plan.

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UNAUDITED PRO FORMA COMBINED FINANCIAL INFORMATION

On June 25, 2006, FNT entered into a securities exchange and distribution agreement with FNF, under which FNF agreed to transfer its interests in certain companies and certain other assets to FNT in exchange for the assumption by FNT of certain liabilities of FNF and shares of FNT s Class A Common Stock, par value $0.0001 per share. The interests in certain companies and certain other assets constitute substantially all of FNF s assets and liabilities other than its interest in FNT and FIS. At the same time that FNF and FNT entered into the securities exchange and distribution agreement, FNF and FIS entered into an agreement and plan of merger, which provides that immediately following the distribution under the securities exchange and distribution agreement, FNF will merge with and into FIS. Upon the completion of the merger, FNF s separate corporate existence will cease and FIS will be the surviving corporation.

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

The following unaudited combined pro forma financial statements present FNF s historical financial statements and adjust them as if FNF were no longer reporting FIS in its consolidated balance sheet and results of operations. The unaudited pro forma combined statements of continuing operations for the years ended December 31, 2005, 2004 and 2003, and the three month periods ended March 31, 2006 and 2005, are presented as if the reverse spin-off of FIS by FNF had been completed on January 1, 2005 and do not include expenses of approximately $18 million expected to be incurred in order to effect the proposed transactions, including fees paid to investment bankers, external legal counsel and external accountants. The unaudited pro forma combined balance sheet as of March 31, 2006, is presented as if the reverse spin-off of FIS by FNF had been completed March 31, 2006.

These unaudited pro forma combined financial statements should be read in conjunction with FNF s consolidated financial statements and accompanying notes incorporated by reference in this prospectus. The unaudited pro forma combined financial statements are not necessarily indicative of the results of operations or financial condition of FNT after the proposed transactions that would have been reported had the proposed transactions been completed as of the dates presented, and are not necessarily representative of the future consolidated results of operations or financial condition of FNT.

[Tables appear on the following pages]

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Unaudited Pro Forma Combined Balance Sheet
as of March 31, 2006
(In Thousands)

	Historical FNF	FIS Pro Forma Adjustments(1)	Other Pro Forma Adjustments	Pro Forma
	(In thousands)			
ASSETS:				
Investments	$ 4,238,176	$ 244,057	$	$ 3,994,119
Cash and cash equivalents	707,239	120,583		586,656
Trade receivables, net	707,788	503,919		203,869
Receivable from related party		(6,116)		6,116
Goodwill	4,720,473	3,711,463	73,555(2)	1,082,565
Prepaid expenses and other assets	996,611	641,790		354,821
Capitalized software	693,010	613,460		79,550
Title plants	317,347	6,074		311,273
Property and equipment, net	449,225	293,512		155,713
Other intangible assets	1,260,988	1,160,878		100,110
	$ 14,090,857	$ 7,289,620	$ 73,555	$ 6,874,792
LIABILITIES AND STOCKHOLDERS EQUITY:				
Liabilities:				
Accounts payable and accrued liabilities	$ 1,415,276	$ 590,593	$	$ 824,683
Deferred revenue	520,447	409,579		110,868
Notes payable	3,578,094	2,928,138		649,956
Reserve for claim losses	1,144,981	2,266		1,142,715
Secured trust deposits	839,117			839,117
Deferred tax liability	422,592	350,988		71,604
Income taxes payable	56,096	25,525		30,571
	7,976,603	4,307,089		3,669,514
Minority interests and preferred stock of subsidiary	1,883,609	14,178	(1,849,342)(3)	20,089
Stockholders equity	4,230,645	2,968,353	1,922,897	3,185,189
	$ 14,090,857	$ 7,289,620	$ 73,555	$ 6,874,792

See accompanying notes to Unaudited Pro Forma Combined Financial Statements

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Unaudited Pro Forma Combined Statement of Continuing Operations for the Quarter Ended March 31, 2006

	Historical FNF	FIS Pro Forma Adjustments(1)	Other Pro Forma Adjustments	Pro Forma
	(In thousands, except per share data)			
Total revenue	$ 2,355,771	$ 903,667	$ 57,736(2)	$ 1,509,840
Personnel costs	877,931	413,220	1,287(3)	465,998
Other operating expenses	494,616	286,064	39,121(4)	247,673
Agent commissions	469,707		18,615(5)	488,322
Depreciation and amortization	124,631	96,795		27,836
Provision for claim losses	114,492	65		114,427
Interest expense	54,645	43,268		11,377
Total expenses	2,136,022	839,412	59,023	1,355,633
Earnings before income taxes and minority interests	219,749	64,255	(1,287)	154,207
Income tax expense	81,747	24,586	(479)	56,682
Earnings before minority interests	138,002	39,669	(808)	97,525
Minority interest expense	31,631	311	(30,214)(6)	1,106
Net income	$ 106,371	$ 39,358	$ 29,406	$ 96,419
Net income per share basic	$ 0.61			$ 0.44
Pro forma weighted average shares basic	173,473(7)			219,218(7)
Net income per share diluted	$ 0.61			$ 0.43
Pro forma weighted average shares diluted	173,654(7)			222,750(7)

See accompanying notes to Unaudited Pro Forma Combined Financial Statements

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Unaudited Pro Forma Combined Statement of Continuing Operations for the Year Ended December 31, 2005

	Historical FNF	FIS Pro Forma Adjustments(1)	Other Pro Forma Adjustments	Pro Forma
	(In thousands, except per share data)			
Total revenue	$ 9,668,938	$ 2,776,245	$ 195,713(2)	$ 7,088,406
Personnel costs	3,224,678	1,276,557	5,147(3)	1,953,268
Other operating expenses	1,716,711	751,282	114,878(4)	1,080,307
Agent commissions	2,060,467		80,835(5)	2,141,302
Depreciation and amortization	406,259	299,637		106,622
Provision for claim losses	480,556	1,928		478,628
Interest expense	172,327	126,778		45,549
Total expenses	8,060,998	2,456,182	200,860	5,805,676
Earnings before income taxes and minority interests	1,607,940	320,063	(5,147)	1,282,730
Income tax expense	573,391	119,063	(1,835)	452,493
Earnings before minority interests	1,034,549	201,000	(3,312)	830,237
Minority interest expense	70,443	4,450	(63,465)(6)	2,528
Net income	$ 964,106	$ 196,550	$ 60,153	$ 827,709
Net income per share basic	$ 5.56			$ 3.78
Pro forma weighted average shares basic	173,463(7)			219,208(7)
Net income per share diluted	$ 5.55			$ 3.72
Pro forma weighted average shares diluted	173,575(7)			222,508(7)

See accompanying notes to Unaudited Pro Forma Combined Financial Statements

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Unaudited Pro Forma Combined Statement of Continuing Operations for the Year Ended December 31, 2004

	Historical FNF	FIS Pro Forma Adjustments(1)	Other Pro Forma Adjustments	Pro Forma
	(In thousands, except per share data)			
Total revenue	$ 8,296,002	$ 2,345,633	$ 212,855(2)	$ 6,163,224
Personnel costs	2,786,297	1,073,395		1,712,902
Other operating expenses	1,599,124	719,770	118,559(4)	997,913
Agent commissions	2,028,926		94,296(5)	2,123,222
Depreciation and amortization	338,434	238,400		100,034
Provision for claim losses	311,916	133		311,783
Interest expense	47,214	4,496		42,718
	7,111,911	2,036,194	212,855	5,288,572
Earnings from continuing operations before income taxes and minority interests	1,184,091	309,439		874,652
Income tax expense	438,114	116,350		321,764
Earnings from continuing operations before minority interest	745,977	193,089		552,888
Minority interest expense	5,015	3,673		1,342
Net income	$ 740,962	$ 189,416	$	$ 551,546
Earnings per share from continuing operations basic	$ 4.28			$ 3.19
Weighted average shares basic	172,951(8)			172,951(8)
Earnings per share from continuing operations diluted	$ 4.28			$ 3.19
Weighted average shares diluted	172,951(8)			172,951(8)

See accompanying notes to Unaudited Pro Forma Combined Financial Statements

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Unaudited Pro Forma Combined Statement of Continuing Operations for the Year Ended December 31, 2003