

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

SCHEDULE TO
(Rule 14d-100)

Tender Offer Statement Under Section 14(d)(1)
or Section 13(e)(1) of the Securities Exchange Act of 1934

First Advantage Corporation

(Name of Subject Company (Issuer))

The First American Corporation

(Name of Filing Persons (Offeror))

CLASS A COMMON STOCK, PAR VALUE \$0.001 PER SHARE
(Title of Class of Securities)

31845F 10 0
(CUSIP Number of Class of Securities)

Kenneth D. DeGiorgio, Esq.
General Counsel
The First American Corporation
1 First American Way
Santa Ana, California 92707-5913
(714) 250-3000

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

With Copy to:
Michelle Hodges
Gibson, Dunn & Crutcher LLP
3161 Michelson Drive
12th Floor
Irvine, CA 92612

CALCULATION OF FILING FEE

Transaction Valuation*: \$363,373,759.03

Amount of Filing Fee**: \$20,277.00

* The transaction valuation is estimated solely for purposes of calculating the filing fee pursuant to Rule 0-11(d). The value of the transaction was calculated as the product of (i) \$18.59 (the average of the high and low sales prices per share of the Class A common stock, par value \$0.001 per share, of First Advantage Corporation ("Class A Shares") on October 7, 2009 (as reported by the NASDAQ Stock Market)) and (ii) 19,546,733 (the maximum number of Class A Shares that may be acquired in this transaction).

** The amount of the filing fee was calculated in accordance with Rule 0-11(d) of the Exchange Act by multiplying the transaction valuation by 0.0000558.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount previously paid: \$20,277.00

Form or registration no.: Form S-4 (No. 333-162398)

Filing Party: The First American Corporation

Date Filed: October 9, 2009

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

INTRODUCTORY STATEMENT

The First American Corporation (“First American”) is offering to exchange for each outstanding share of Class A common stock of First Advantage Corporation validly tendered and not properly withdrawn in the Offer (as defined below) 0.58 of a First American common share, subject to the terms and conditions described in the Prospectus filed as exhibit (a)(4) hereto and the letter of transmittal filed as exhibit (a)(1)(i) hereto (which together, as each may be amended, supplemented, or otherwise modified from time to time, constitute the “Offer”).

ITEMS 1 THROUGH 11

As permitted by General Instruction F to Schedule TO, all information contained in the Offer is hereby expressly incorporated herein by reference in response to Items 1 through 11 in this Schedule TO.

ITEM 12. EXHIBITS

- (a)(1)(i) Letter of Transmittal (including Substitute Form W-9).
- (a)(1)(ii) Letter to Brokers, Dealers, Commercial Banks, Trust Companies and other Nominees.
- (a)(1)(iii) Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and other Nominees.
- (a)(1)(iv) Notice of Guaranteed Delivery.
- (a)(1)(v) Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.
- (a)(4) Prospectus registering the offer and sale of common shares of The First American Corporation to be issued in the Offer and the related merger (incorporated by reference to The First American Corporation’s registration statement on Form S-4 filed on October 9, 2009).
- (a)(5)(i) Press Release, dated October 8, 2009 (incorporated by reference to The First American Corporation’s current report on Form 8-K filed on October 8, 2009).
- (a)(5)(ii) Press Release, dated October 9, 2009 (incorporated by reference to The First American Corporation’s registration statement on Form S-4 filed on October 9, 2009).

ITEM 13. INFORMATION REQUIRED BY SCHEDULE 13E-3

Not applicable.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule TO is true, complete and correct.

THE FIRST AMERICAN CORPORATION

By: /s/ Kenneth D. DeGiorgio

Name: Kenneth D. DeGiorgio

Title: Senior Vice President, General Counsel

Dated: October 9, 2009

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
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LETTER OF TRANSMITTAL



The First American Corporation

**Offer by The First American Corporation
to Exchange
0.58 of a Common Share
of
The First American Corporation
for
Each Outstanding Share of Class A Common Stock
of
FIRST ADVANTAGE CORPORATION**

Pursuant to the Offer to Exchange dated October 9, 2009

THE OFFER AND THE WITHDRAWAL RIGHTS WILL EXPIRE AT 5:00 P.M., NEW YORK CITY TIME, ON TUESDAY, NOVEMBER 10, 2009, UNLESS EXTENDED (AS MAY BE EXTENDED FROM TIME TO TIME, THE "EXPIRATION TIME"). SHARES OF FIRST ADVANTAGE CLASS A COMMON STOCK TENDERED PURSUANT TO THE OFFER MAY BE WITHDRAWN AT ANY TIME PRIOR TO THE EXPIRATION TIME.

The Depository and Exchange Agent for the Offer is:

Wells Fargo Bank, N.A.

By Mail to:

Wells Fargo Shareowner Services
Voluntary Corporate Actions Department
P.O. Box 64854
St. Paul, MN 55164-0854

By Overnight Courier or Hand-Delivery to:

Wells Fargo Shareowner Services
Voluntary Corporate Actions Department
161 North Concord Exchange
South St. Paul, MN 55075

Delivery of this Letter of Transmittal to an address other than as set forth above will not constitute a valid delivery.

This Letter of Transmittal is to be used for the tender of shares of Class A common stock (the "Class A Shares") of First Advantage Corporation ("First Advantage") in the Offer (as defined below). First Advantage stockholders tendering Class A Shares may use this form if certificates are to be forwarded herewith or, unless an agent's message (as defined below) is utilized, if delivery of Class A Shares is to be made by book-entry transfer to the account of Wells Fargo Bank, N.A., the exchange agent for the Offer (the "Exchange Agent") at The Depository Trust Company ("DTC") pursuant to the procedures set forth in the Offer to Exchange, dated October 9, 2009 (the "Prospectus"), under the caption "The Offer—Procedure for Tendering Shares." **Delivery of documents to DTC does not constitute delivery to the Exchange Agent.**

Stockholders whose certificates for Class A Shares (the "Share Certificates") are not immediately available or who cannot deliver their Share Certificates and all other required documents to the Exchange Agent on or prior to the Expiration Time, or who cannot complete the procedure for book-entry transfer on a timely basis, who wish to tender their Class A Shares must tender their Class A Shares according to the guaranteed delivery procedure set forth in the Prospectus under the caption "The Offer—Guaranteed Delivery."

Important: Unless the procedure for guaranteed delivery is followed, exchange of Class A Shares tendered and accepted for exchange pursuant to the Offer will be made only if the Exchange Agent timely receives:

- Share Certificates for tendered Class A Shares (and any and all Class A Shares or other securities issued, paid or distributed or issuable, payable or distributable in respect of such Class A Shares on or after the Expiration Time (collectively, a "Distribution")), or a timely confirmation of a book-entry transfer of those Class A Shares (and any Distribution) in the Exchange Agent's account at DTC and a properly completed and duly executed Letter of Transmittal or a duly executed copy thereof, with all accompanying evidences of transfer and authenticity and any other required documents; or
- a timely confirmation of a book-entry transfer of those Class A Shares (and any Distribution) in the Exchange Agent's account at DTC, together with an agent's message as described under "The Offer—Procedure for Tendering Shares" in the Prospectus.

PLEASE READ THE ACCOMPANYING INSTRUCTIONS CAREFULLY.

NOTE:

THIS LETTER OF TRANSMITTAL MUST BE EXECUTED BY SIGNING WHERE INDICATED IN BOX A ON THE FOLLOWING PAGE.

Ladies and Gentlemen:

The undersigned hereby tenders to The First American Corporation ("First American") the above-described shares of Class A common stock ("Class A Shares") of First Advantage Corporation ("First Advantage") pursuant to First American's offer to exchange for each outstanding Class A Share validly tendered and not properly withdrawn in the Offer (as defined below) 0.58 of a First American common share, upon the terms and subject to the conditions set forth in the Offer to Exchange, dated October 9, 2009 (the "Prospectus"), and in this Letter of Transmittal (which together, as each may be amended, supplemented or otherwise modified from time to time, constitute the "Offer"). Receipt of the Prospectus is hereby acknowledged. The undersigned understands that First American intends to transfer all Class A Shares purchased in the Offer to Merger Sub (as defined in the Prospectus), and that First American also reserves the right to transfer or assign, in whole or in part, to one or more of its subsidiaries, all or any portion of the issued and outstanding Class A Shares tendered pursuant to the Offer or the right to purchase all or any portion of the issued and outstanding Class A Shares tendered pursuant to the Offer, but any such transfer or assignment will not relieve First American of its obligations under the Offer and will in no way prejudice the rights of tendering stockholders to receive payment for the Class A Shares validly tendered and accepted for payment pursuant to the Offer.

Upon the terms and subject to the conditions of the Offer and effective upon acceptance of the Class A Shares tendered herewith in accordance with the terms of the Offer, the undersigned hereby sells, assigns and transfers to First American all right, title and interest in and to all of the Class A Shares that are being tendered hereby (and any and all Class A Shares or other securities issued, paid or distributed or issuable, payable or distributable in respect of such Class A Shares on or after the Expiration Time (collectively, a "Distribution")) and irrevocably appoints the Exchange Agent the true and lawful agent, attorney-in-fact and proxy of the undersigned with respect to such Class A Shares (and any Distribution), with full power of substitution (such power of attorney being deemed to be an irrevocable power coupled with an interest), to:

- deliver certificates representing Class A Shares (and any Distribution), or transfer ownership of such Class A Shares (and any Distribution) on the account books maintained by DTC, together, in any such case, with all accompanying evidences of transfer and authenticity, to or upon the order of First American;
- present such Class A Shares (and any Distribution) for transfer on the books of First Advantage; and
- receive all benefits and otherwise exercise all rights of beneficial ownership of such Class A Shares (and any Distribution), all in accordance with the terms of the Offer.

The undersigned hereby irrevocably appoints designees of First American as the agents, attorneys and proxies of the undersigned, each with full power of substitution, to exercise to the full extent the rights of the undersigned with respect to all of the Class A Shares (and any Distribution) tendered hereby that have been accepted for exchange by First American prior to the time of any vote or other action. The designees of First American will be empowered to exercise such rights of the undersigned in such manner as each such agent, attorney and proxy or his or her substitute shall in his or her sole discretion deem proper, by written consent or otherwise. This proxy is irrevocable and shall be considered coupled with an interest and is granted in consideration of, and is effective upon, the acceptance for exchange of such Class A Shares by First American in accordance with the terms of the Offer. Such acceptance for exchange shall revoke any other proxy or written consent granted by the undersigned at any time with respect to such Class A Shares (and any Distribution), and no subsequent proxies will be given or written consents will be executed by the undersigned (and if given or executed, will not be effective). The undersigned understands that in order for the Class A Shares to be deemed validly tendered, immediately upon First American's acceptance of such Class A Shares, First American must be able to exercise full voting rights with respect to such Class A Shares (and any Distribution), including without limitation, voting at any meeting of stockholders, subject to applicable law.

The undersigned hereby represents and warrants that the undersigned has full power and authority to tender, sell, assign and transfer the Class A Shares (and any Distribution) tendered hereby and that when the same are accepted for exchange by First American, First American will acquire good, marketable and unencumbered title thereto, free and clear of all liens, restrictions, charges and encumbrances and not subject to any adverse claims and that such Class A Shares (and any Distribution) tendered hereby will not be transferred to First American in violation of any contractual or other restriction on the transfer thereof.

The undersigned will, upon request, execute and deliver any additional documents deemed by the Exchange Agent or First American to be necessary or desirable to complete the sale, assignment and transfer of the Class A Shares (and any Distribution) tendered hereby. In addition, the undersigned will remit and transfer promptly to the Exchange Agent for the account of First American all Distributions in respect of the Class A Shares tendered hereby and accepted for exchange, accompanied by appropriate documentation of transfer, and pending remittance and transfer or appropriate assurance thereof, First American will be entitled to all rights and privileges as owner of each Distribution and may withhold all of the First American common shares payable upon exchange for the Class A Shares tendered hereby, or deduct from such shares, the value of the Distribution as determined by First American in its sole discretion.

All authority herein conferred or agreed to be conferred shall survive the death or incapacity of the undersigned, and any obligation of the undersigned hereunder shall be binding upon the heirs, executors, personal representatives, successors and assigns, trustees in bankruptcy of the undersigned.

The tender of Class A Shares pursuant to any one of the procedures described in the Prospectus under the caption “The Offer—Procedure for Tendering Shares” will constitute a binding agreement between the undersigned and First American upon the terms and subject to the conditions of the Offer at the Expiration Time, including the undersigned’s representation that the undersigned owns the Class A Shares being tendered. The undersigned understands that the Offer may be amended from time to time prior to the Expiration Time. If the consideration to be delivered in the Offer is amended in accordance with the Offer, the consideration to be delivered to the undersigned will be the amended consideration notwithstanding the fact that a different consideration is stated in this Letter of Transmittal. The undersigned recognizes that under certain circumstances set forth in the Prospectus, First American may not be required to accept for exchange any of the Class A Shares tendered hereby.

The undersigned understands that First American will not issue any fractional shares in the Offer. Instead, each tendering stockholder who would otherwise be entitled to a fraction of a First American common share, after combining all fractional shares to which the stockholder would otherwise be entitled, will receive cash in an amount equal to the product obtained by multiplying (1) the fraction of a First American common share to which the holder would otherwise be entitled by (2) the closing price of First American common shares as reported on the New York Stock Exchange on the last trading day before the day that the Offer expires.

The delivery and surrender of Class A Shares tendered by the undersigned is not effective, and the risk of loss of Class A Shares does not pass to the Exchange Agent, until the Exchange Agent receives this Letter of Transmittal, duly completed and signed, or an agent’s message (as discussed in the Prospectus in the section entitled “The Offer—Procedure for Tendering Shares”) in connection with a book-entry transfer of Class A Shares, together with all accompanying evidences of authority in form satisfactory to First American and any other required documents. The term “agent’s message” means a message, transmitted by DTC to, and received by, the Exchange Agent and forming a part of a book-entry confirmation, which states that DTC has received an express acknowledgment from the participant in DTC tendering the Class A Shares which are the subject of the book-entry confirmation, that the participant has received and agrees to be bound by the terms of this Letter of Transmittal and that First American may enforce that agreement against the participant.

First American will pay any stock transfer taxes with respect to the sale and transfer of any Class A Shares to it or its order pursuant to the Offer. If, however, payment of the Offer consideration is to be made to, or

Class A Shares not tendered or not accepted for exchange are to be returned in the name of, any person other than the registered holder(s), or if a transfer tax is imposed for any reason other than the sale or transfer of Class A Shares to First American pursuant to the Offer, then the amount of any stock transfer taxes (whether imposed on the registered holder(s), such other person or otherwise) will be deducted from the Offer consideration unless satisfactory evidence of the payment of such taxes, or exemption therefrom, is submitted herewith.

The undersigned understands that no alternative, conditional or contingent tenders will be accepted and that First American reserves the absolute right to reject any and all tenders of Class A Shares that it determines are not in proper form or the acceptance of or exchange for which may, in the opinion of First American's counsel, be unlawful, and that First American also reserves the absolute right to waive certain conditions to the Offer described in the Prospectus under the section titled "The Offer—Conditions of the Offer," except for those conditions specified in the Prospectus as not subject to waiver. **The undersigned further understands that all questions as to the form of documents (including notices of withdrawal) and the validity, form, eligibility (including time of receipt) and acceptance for exchange of any tender of Class A Shares will be determined by First American in its sole discretion and such determination shall be final and binding upon all tendering First Advantage stockholders.** No tender of Class A Shares is valid until all defects and irregularities in tenders of Class A Shares have been cured or waived and none of First American, the Exchange Agent, or any other person is under any duty to give notification of any defects or irregularities in the tender of any Class A Shares or will incur any liability for failure to give any such notification. **By executing this Letter of Transmittal, the undersigned waives any right to receive any notice of the acceptance for payment of the Class A Shares.**

By signing in Box A on the following page, you are executing this Letter of Transmittal and affirming the understandings, representations and warranties and covenants set forth herein.

All tendering holders must complete Boxes A, B, and G. Please read the "General Instructions" on the following page.

FOR OFFICE USE ONLY	Debit shares _____	Partial _____	Alt. Payee _____	One Time Del. _____
	Approved _____	Input _____	Audit _____	Mailed _____

BOX A – Signature of Registered Stockholders	BOX B – Share Certificate(s) Enclosed	
(Must be signed by all registered stockholders; include legal capacity if signing on behalf of an entity)	Certificate Number(s) (Attach additional signed list, if necessary)	Number of Shares Represented by Each Certificate
Signature		
Signature		
Telephone Number	Total Shares Tendered:	

Lost Share Certificates. I have lost my Share Certificates(s) for _____ shares and require assistance in replacing the shares.

BOX C – New Registration Instructions	BOX D – One Time Delivery Instructions
To be completed <i>ONLY</i> if the shares are to be issued in the name(s) of someone other than the registered holder(s) in Box E. ISSUE TO:	To be completed <i>ONLY</i> if the shares (or cash in lieu of fractional shares) are to be delivered to an address other than that in Box E. MAIL TO:
Name	Name
Street Address	Street Address
City, State and Zip Code	City, State and Zip Code

Please remember to complete and sign the Substitute Form W-9 in Box G on the next page or, if applicable, a W-8 form.

BOX E – Name and Address of Registered Holder(s)	BOX F – Medallion Guarantee
Please make any address corrections below	If you have completed Box C, your signature must be <i>Medallion Guaranteed</i> by an eligible financial institution.
<input type="checkbox"/> indicates permanent address change	

BOX G – Request for Taxpayer Identification Number and Certification – Substitute Form W-9

CERTIFICATION – Under penalties of perjury, I certify that:

1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me), and
2. I am not subject to backup withholding because: (a) I am exempt from backup withholding, (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) after being so notified, the IRS has notified me that I am no longer subject to backup withholding, and
3. I am a U.S. person (including a U.S. resident alien).

Social Security Number _____/_____/_____ Employer Identification Number _____/_____
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Certification Instructions

You must cross out item (2) under the section entitled “CERTIFICATION” above if you have been notified by the IRS that you are subject to backup withholding because of underreporting interest or dividends on your tax returns. However, if after being notified by the IRS that you are subject to backup withholding, you received another notification from the IRS stating that you are no longer subject to backup withholding, do not cross out such item (2).

If you are exempt from backup withholding, check this box. Exempt Payee

If you are waiting for a taxpayer identification number to be issued to you, check this box: Awaiting TIN

Signature: _____ Date: _____

CERTIFICATE OF AWAITING TAXPAYER IDENTIFICATION NUMBER

You must complete the following certification if you checked the box above indicating that you are awaiting a taxpayer identification number.

I certify under penalties of perjury that a taxpayer identification number has not been issued to me, and either (a) I have mailed or delivered an application to receive a taxpayer identification number to the appropriate IRS Center or Social Security Administration Office, or (b) I intend to mail or deliver an application in the near future. I understand that if I do not provide a taxpayer identification number to the Exchange Agent by the time payment is made, 28% of all reportable payments made to me will be withheld.

Signature: _____ Date: _____

NOTIFICATION OF BACKUP WITHHOLDING

I have been notified by the Internal Revenue Service (IRS) that I am currently subject to backup withholding as a result of a failure to report all interest and dividends on my tax return. I understand that marking this box will result in backup withholding on any disbursements made to this account.

“The Internal Revenue Service does not require your consent to any provision of this document other than the certifications required to avoid backup withholding.”

Signature: _____ Date: _____

NOTE: FAILURE TO COMPLETE AND RETURN THIS FORM MAY RESULT IN BACKUP WITHHOLDING OF A PORTION OF ANY PAYMENT MADE TO YOU PURSUANT TO THE OFFER. PLEASE REVIEW THE ENCLOSED GUIDELINES FOR CERTIFICATION OF TAXPAYER IDENTIFICATION NUMBER ON SUBSTITUTE FORM W-9 FOR ADDITIONAL DETAILS.

NOTICE TO NON-RESIDENT ALIEN INDIVIDUALS OR FOREIGN ENTITIES (e.g. foreign corporation, partnership or trusts): DO NOT COMPLETE THE ABOVE SUBSTITUTE FORM W-9. INSTEAD, YOU MUST PROVIDE A PROPERLY COMPLETED IRS FORM W-8BEN OR OTHER APPLICABLE FORM W-8 (EACH OF WHICH MAY BE OBTAINED FROM THE EXCHANGE AGENT). FAILURE TO DO SO WILL SUBJECT YOU TO FEDERAL BACKUP WITHHOLDING AT THE CURRENT APPLICABLE RATE.

General Instructions

Please read this information carefully.

- **BOX A-Signatures:** All registered stockholders must sign as indicated in Box A. If you are signing on behalf of a registered stockholder or entity your signature must include your legal capacity.

If this Letter of Transmittal is signed by the registered holder(s) of the Class A Shares tendered hereby, the signature(s) must correspond with the name(s) as written on the face of the Share Certificates without alteration, enlargement or any change whatsoever.

- If any of the Class A Shares tendered hereby are held of record by two or more persons, all such persons must sign this Letter of Transmittal.
- If any of the Class A Shares tendered hereby are registered in different names on different Share Certificates, it will be necessary to complete, sign and submit as many separate Letters of Transmittal as there are different registrations of Share Certificates.
- If this Letter of Transmittal is signed by the registered holder(s) of the Class A Shares tendered hereby, no endorsements of Share Certificates or separate stock powers are required unless payment of the Offer consideration is to be made, or Class A Shares not tendered or not accepted for exchange are to be returned, in the name of any person other than the registered holder(s). Signatures on any such Share Certificates or stock powers must be guaranteed by an Eligible Institution.
- If this Letter of Transmittal is signed by a person other than the registered holder(s) of the Class A Shares tendered hereby, Share Certificates must be endorsed or accompanied by appropriate stock powers, in either case, signed exactly as the name(s) of the registered holder(s) appear(s) on the Share Certificates for such Class A Shares. Signature(s) on any such Share Certificates or stock powers must be guaranteed by an Eligible Institution.
- If this Letter of Transmittal or any certificate or stock power is signed by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation or other person acting in a fiduciary or representative capacity, such person should so indicate when signing, and proper evidence satisfactory to the Exchange Agent of the authority of such person so to act must be submitted. Proper evidence of authority includes a power of attorney, a letter of testamentary or a letter of appointment.

YOUR GUARANTOR (BANK/BROKER) WILL REQUIRE PROOF OF YOUR AUTHORITY TO ACT. CONSULT YOUR GUARANTOR FOR THEIR SPECIFIC REQUIREMENTS. YOU OR YOUR GUARANTOR MAY ACCESS THE SECURITIES TRANSFER ASSOCIATION (STA) RECOMMENDED REQUIREMENTS ON-LINE AT www.stai.org.

- **BOX B-Certificate Detail:** If your Class A Shares are held in book-entry form only, please indicate only the total number of Class A Shares tendered. Any book-entry shares held by you will be automatically exchanged upon receipt of this properly completed Letter of Transmittal and confirmation of book-entry transfer. List all Share Certificate numbers and Class A Shares submitted in Box B. Indicate the total number of shares tendered, which may be less than the total number of shares represented by your Share Certificates. If you are tendering less than all of the shares represented by your Share Certificates, shares not tendered will be returned to you. If your Share Certificate(s) are lost, please check the appropriate box below Box A, complete this Letter of Transmittal and return this Letter of Transmittal to Wells Fargo Shareowner Services. You will be contacted if a fee and/or additional documents are required to replace lost Share Certificates.
- **BOX C-New Registration:** Provide the new registration instructions (name, address and tax identification number) in Box C. All changes in registration require a Medallion Signature Guarantee. Joint registrations must include the form of tenancy. Custodial registrations must include the name of the Custodian (only one). Trust account registrations must include the names of all current acting trustees and the date of the trust agreement. If this transaction results in proceeds at or above \$14,000,000.00 in value please contact Wells Fargo Shareowner Services at the number listed below.
- **BOX D-One Time Delivery:** Any address shown in Box D will be treated as a one-time only mailing instruction.

- **BOX E-Current Name and Address of Registered Stockholder:** If your permanent address should be changed on Wells Fargo Shareowner Services records, please make the necessary changes in Box E.
- **BOX F-Signature Guarantee:** Box F (*Medallion Guarantee*) only needs to be completed if the name on the shares will be different from the current registration shown in Box E. This guarantee is a form of signature verification which can be obtained through an eligible financial institution such as a commercial bank, trust company, securities broker/dealer, credit union or savings institution participating in a Medallion program approved by the Securities Transfer Association.
- **BOX G-Important Tax Information—Substitute Form W-9:** Please provide the tax identification number (“TIN”) of the person or entity receiving payment for the above described shares on the Substitute Form W-9 and make the certification that the receiver of the payment is not subject to backup withholding. Failure to do so will subject the recipient to backup withholding at the rate of 28% on any reportable payment made to them pursuant to the exchange and may be subject to certain penalties. In general, if the recipient is an individual, the taxpayer identification number is the social security number of such individual. For further information concerning backup withholding and instructions for completing the Substitute Form W-9 (including how to obtain a taxpayer identification number if you do not have one and how to complete the Substitute Form W-9 if Class A Shares are held in more than one name), consult the enclosed Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9. A stockholder who does not have a taxpayer identification number should check the “Awaiting TIN” box on the Substitute Form W-9 and complete the Certificate of Awaiting Taxpayer Identification Number if the holder has applied for a TIN or intends to apply for a TIN in the near future. If this box is checked and the certificate is completed, 28% of all reportable payments made to the holder pursuant to the Offer will be withheld if a TIN is not provided at the time of the payment pursuant to the Offer. Certain stockholders (including, among others, all corporations and certain foreign individuals) are not subject to these backup withholding and reporting requirements. Exempt stockholders should indicate their exempt status by checking the applicable box on the Substitute Form W-9. To satisfy the Exchange Agent that a foreign individual or entity qualifies as a recipient that is exempt from back-up withholding, such stockholder must submit a properly completed IRS Form W-8BEN or other applicable Form W-8 (each of which may be obtained from the Exchange Agent), signed under penalties of perjury, attesting to that person’s exempt status. Failure to complete the Substitute Form W-9 or applicable Form W-8 may cause payments made pursuant to the Offer to be subject to backup withholding. Backup withholding is not an additional federal income tax. Rather, the amount of tax withheld will be credited against the federal income tax liability of a person subject to backup withholding. If withholding results in an overpayment of taxes, a refund may be obtained provided that the required information is furnished to the Internal Revenue Service. Payments of Offer consideration that are treated as wages will be subject to applicable wage withholding (regardless of whether a Substitute Form W-9 or applicable Form W-8 is provided).
- **Withdrawals.** A tender of Class A Shares may be withdrawn at any time prior to the Expiration Time by delivery to the Exchange Agent at its address set forth on the cover of this Letter of Transmittal of a written or facsimile (receipt confirmed by telephone) notice of withdrawal providing the information set forth in the Prospectus. To be valid, notices of withdrawal must be received by the Exchange Agent prior to the Expiration Time.
- **Deficient Presentments:** If you request a registration change that is not in proper form, the required documentation will be requested from you.
- **Delivery of Share Certificates and Other Documents:** Return this Letter of Transmittal with the certificate(s) to be exchanged only to Wells Fargo Shareowner Services at the address below. The method of delivery is at your option and your risk, but it is recommended that documents be delivered via a registered method, insured for 2% of the value of your shares.

By Mail to:

Wells Fargo Shareowner Services
 Voluntary Corporate Actions Department
 P.O. Box 64854
 St. Paul, MN 55164-0854

By Overnight Courier or Hand-Delivery to:

Wells Fargo Shareowner Services
 Voluntary Corporate Actions Department
 161 North Concord Exchange
 South St. Paul, MN 55075

Important: This Letter of Transmittal (or a manually signed facsimile thereof) together with any signature guarantees, or, in the case of a book-entry transfer, an agent's message, and any other required documents, must be received by the Exchange Agent prior to the Expiration Time and either Share Certificates for tendered Class A Shares must be received by the Exchange Agent or Class A Shares must be delivered pursuant to the procedures for book-entry transfer, in each case prior to the Expiration Time, or the tendering stockholder must comply with the procedures for guaranteed delivery.

Additional copies of the Prospectus, this Letter of Transmittal and the Notice of Guaranteed Delivery may be obtained from the Information Agent at its address and telephone numbers set forth below. Holders of Class A Shares may also contact their broker, dealer, commercial bank or trust company or other nominee for assistance concerning the Offer.

The Information Agent for the Offer is:

**MACKENZIE
PARTNERS, INC.**

105 Madison Avenue
New York, New York 10016
(212) 929-5500 (Call Collect)

or

Call Toll-Free (800) 322-2885

Email: tenderoffer@mackenziepartners.com



The First American Corporation

**Offer by The First American Corporation
to Exchange
0.58 of a Common Share
of
The First American Corporation
for
Each Outstanding Share of Class A Common Stock
of
FIRST ADVANTAGE CORPORATION**

THE OFFER AND THE WITHDRAWAL RIGHTS WILL EXPIRE AT 5:00 P.M., NEW YORK CITY TIME, ON TUESDAY, NOVEMBER 10, 2009, UNLESS EXTENDED (AS MAY BE EXTENDED FROM TIME TO TIME, THE "EXPIRATION TIME"). SHARES OF FIRST ADVANTAGE CLASS A COMMON STOCK TENDERED PURSUANT TO THE OFFER MAY BE WITHDRAWN AT ANY TIME PRIOR TO THE EXPIRATION TIME.

October 9, 2009

To Brokers, Dealers, Commercial Banks,
Trust Companies and Other Nominees:

The First American Corporation ("First American") has offered to exchange for each share of Class A common stock ("Class A Shares") of First Advantage Corporation ("First Advantage") validly tendered and not properly withdrawn in the Offer (as defined below) 0.58 of a First American common share, subject to the terms and conditions described in the Offer to Exchange, dated October 9, 2009 (the "Prospectus"), and in the accompanying Letter of Transmittal (which, together, as each may be amended, supplemented, or otherwise modified from time to time, constitute the "Offer") enclosed herewith. Please furnish copies of the enclosed materials to those of your clients for whose accounts you hold Class A Shares registered in your name or in the name of your nominee.

The Offer is conditioned upon, among other things, satisfaction of the Minimum Condition. The "Minimum Condition" means that there must be validly tendered, and not properly withdrawn prior to the Expiration Time, at least a majority of the Class A Shares not owned by First American and its affiliates (including its executive officers and directors), Experian Information Solutions, Inc. and its subsidiaries or First Advantage, its directors and executive officers, and its subsidiaries (collectively, the "Excluded Parties"). As of October 7, 2009, there were 12,097,680 Class A Shares outstanding, and we understand that 706,751 of these Class A Shares are held by the Excluded Parties. Accordingly, we calculate that at least 5,695,466 Class A Shares not owned by the Excluded Parties would have to be validly tendered into the Offer, and not have been properly withdrawn, as of the Expiration Time, in order to satisfy this condition.

In addition, among others, the following conditions must also be satisfied or waived (except as set forth below):

- there must be sufficient Class A Shares validly tendered, and not properly withdrawn prior to the Expiration Time, such that once such tendered Class A Shares are purchased by First American in the Offer, First American will own or control at least 90% of the outstanding Class A Shares (after giving effect to the conversion of the First Advantage Class B common stock into Class A Shares on a

one-for-one basis) (the “Merger Condition”). We calculate that, based on the number of outstanding Class A Shares as of October 7, 2009, approximately 6,111,874 Class A Shares would have to be tendered in order to satisfy this condition;

- the registration statement, of which the Prospectus is a part, has been declared effective by the Securities and Exchange Commission (the “Registration Statement Effectiveness Condition”);
- the First American common shares to be issued in the Offer and the Merger (as defined in the Prospectus) have been approved for listing on the New York Stock Exchange (the “Listing Condition”); and
- the absence of legal impediments to the Offer and the Merger and other general conditions.

The Minimum Condition, the Registration Statement Effectiveness Condition and the Listing Condition will not be waived in the Offer. First American can waive the Merger Condition in its sole discretion, and provided that the non-waivable conditions have been met, First American can consummate the Offer, notwithstanding that it will not own or control 90% or more of the outstanding Class A Shares (after giving effect to the conversion of Class B common stock into Class A Shares on a one-for-one basis) upon consummation of the Offer. In the event that all of the conditions to the Offer have not been satisfied or waived at the then scheduled Expiration Time, First American may, in its discretion, extend the Expiration Time in such increments as it may determine.

The Offer is also subject to certain other conditions described in the section of the Prospectus entitled “The Offer—Conditions to the Offer.”

For your information and for forwarding to your clients for whom you hold Class A Shares registered in your name or in the name of your nominee, we are enclosing the following documents:

1. The Prospectus;

2. The Letter of Transmittal for your use in accepting the Offer and tendering Class A Shares and for the information of your clients (including Substitute Form W-9);

3. The Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9;

4. The Notice of Guaranteed Delivery to be used to accept the Offer (i) if the certificates (the “Share Certificates”) evidencing the Class A Shares and all other required documents are not immediately available, (ii) if the Share Certificates and all other documents cannot be delivered to Wells Fargo Bank, N.A., the exchange agent for the Offer (the “Exchange Agent”) prior to the Expiration Time, or (iii) if the procedure for delivery by book-entry transfer cannot be completed on a timely basis; and

5. A letter that may be sent to your clients for whose accounts you hold Class A Shares registered in your name or in the name of your nominee, with space provided for obtaining such clients’ instructions with regard to the Offer.

YOUR PROMPT ACTION IS REQUESTED. WE URGE YOU TO CONTACT YOUR CLIENTS AS PROMPTLY AS POSSIBLE. PLEASE NOTE THAT THE OFFER AND WITHDRAWAL RIGHTS EXPIRE AT 5:00 P.M., NEW YORK CITY TIME, ON TUESDAY, NOVEMBER 10, 2009, UNLESS THE OFFER IS EXTENDED.

Unless the procedures for guaranteed delivery are followed, exchange of Class A Shares tendered and accepted for exchange pursuant to the Offer will be made only if Wells Fargo Bank, N.A., the exchange agent for the Offer (the “Exchange Agent”), timely receives: (i) Share Certificates (and any and all Class A Shares or other securities issued, paid or distributed or issuable, payable or distributable in respect of such Class A Shares on or after the Expiration Time (collectively, a “Distribution”)), or a timely confirmation of a book-entry transfer of those Class A Shares (and any Distribution) in the Exchange Agent’s account at The Depository Trust Corporation (the “DTC”) and a properly completed and duly executed Letter of Transmittal or a duly executed copy thereof, with all accompanying evidences of transfer and authenticity and any other required documents; or (ii) a timely confirmation of a book-entry transfer of those Class A Shares (and any Distribution) in the Exchange Agent’s account at DTC, together with an “agent’s message” (as defined in the Prospectus) as set forth in the section of the Prospectus entitled “The Offer—Procedure for Tendering Shares.”

If holders of Class A Shares wish to tender, but it is impracticable for them to forward their Share Certificates or other required documents prior to the expiration of the Offer, a tender may be effected by following the guaranteed delivery procedure as set forth in the section of the Prospectus entitled “The Offer—Guaranteed Delivery.”

First American will not pay any fees or commissions to any broker, dealer or other person (other than the Exchange Agent and the Information Agent as described in the Prospectus) in connection with the solicitation of tenders of Class A Shares pursuant to the Offer. However, First American will reimburse you for reasonable and necessary mailing and handling expenses incurred by you in forwarding any of the enclosed materials to your clients.

Questions or requests for assistance may be directed to MacKenzie Partners, Inc., the information agent for the Offer (the “Information Agent”) at its address and telephone number, as set forth on the back cover of the Prospectus. Requests for additional copies of the enclosed materials may be directed to the Information Agent, and copies will be furnished promptly at First American’s expense.

Very truly yours,

The First American Corporation

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL CONSTITUTE YOU OR ANY OTHER PERSON AS THE AGENT OF FIRST AMERICAN, FIRST ADVANTAGE, THE INFORMATION AGENT OR THE EXCHANGE AGENT, OR OF ANY AFFILIATE OF ANY OF THE FOREGOING, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR TO MAKE ANY STATEMENT ON BEHALF OF ANY OF THE FOREGOING IN CONNECTION WITH THE OFFER OTHER THAN THE ENCLOSED DOCUMENTS AND THE STATEMENTS CONTAINED THEREIN.



The First American Corporation

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to Exchange
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The First American Corporation
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Each Outstanding Share of Class A Common Stock
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FIRST ADVANTAGE CORPORATION**

THE OFFER AND WITHDRAWAL RIGHTS WILL EXPIRE AT 5:00 P.M., NEW YORK CITY TIME, ON TUESDAY, NOVEMBER 10, 2009, UNLESS EXTENDED (AS MAY BE EXTENDED FROM TIME TO TIME, THE "EXPIRATION TIME"). SHARES OF FIRST ADVANTAGE CLASS A COMMON STOCK TENDERED PURSUANT TO THE OFFER MAY BE WITHDRAWN AT ANY TIME PRIOR TO THE EXPIRATION TIME.

October 9, 2009

To Our Clients:

Enclosed for your consideration are an Offer to Exchange, dated October 9, 2009 (the "Prospectus"), and the related Letter of Transmittal (which, together, as each may be amended, supplemented, or otherwise modified from time to time, constitute the "Offer") in connection with the offer by The First American Corporation ("First American") to exchange for each share of Class A common stock ("Class A Shares") of First Advantage Corporation ("First Advantage") validly tendered and not properly withdrawn in the Offer 0.58 of a First American common share, subject to the terms and conditions described in the Offer. Also enclosed for your reference are "Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9." We are (or our nominee is) the holder of record of Class A Shares held for your account. **A tender of such Class A Shares can be made only by us as the holder of record and pursuant to your instructions. The enclosed Letter of Transmittal is furnished to you for your information only and cannot be used by you to tender Class A Shares held by us for your account.**

We request instructions as to whether you wish to have us tender on your behalf any or all of the Class A Shares held by us for your account, upon the terms and subject to the conditions set forth in the Offer. We urge you to read the enclosed Prospectus and related Letter of Transmittal regarding the Offer before providing us instructions (using the enclosed form) as to whether you wish to have us tender on your behalf.

Your attention is invited to the following:

1. The exchange ratio is 0.58 of a First American common share for each Class A Share.
2. The Offer is being made for all outstanding Class A Shares.

3. The Offer expires at 5:00 P.M., New York City Time, on Tuesday, November 10, 2009, unless the Offer is extended. Any Class A Shares tendered pursuant to the Offer may be withdrawn at any time before the Expiration Time.

4. The Offer is conditioned upon, among other things, satisfaction of the Minimum Condition. The "Minimum Condition" means that there must be validly tendered, and not properly withdrawn prior to the Expiration Time, at least a majority of the Class A Shares not owned by First American and its affiliates (including its executive officers and directors), Experian Information Solutions, Inc. and its subsidiaries or First Advantage, its directors and executive officers, and its subsidiaries (collectively, the "Excluded Parties"). According to the Prospectus, as of October 7, 2009, there were 12,097,680 Class A Shares outstanding, and it is

the understanding of First American that 706,751 of these Class A Shares are held by the Excluded Parties. Accordingly, the Prospectus states that at least 5,695,466 Class A Shares not owned by the Excluded Parties would have to be validly tendered into the Offer, and not have been properly withdrawn, as of the Expiration Time, in order to satisfy this condition.

In addition, among others, the following conditions must also be satisfied or waived (except as set forth below):

- there must be sufficient Class A Shares validly tendered, and not properly withdrawn prior to the Expiration Time, such that once such tendered Class A Shares are purchased by First American in the Offer, First American will own or control at least 90% of the outstanding Class A Shares (after giving effect to the conversion of the First Advantage Class B common stock into Class A Shares on a one-for-one basis) (the “Merger Condition”). According to the Prospectus based on the number of outstanding Class A Shares as of October 7, 2009, approximately 6,111,874 Class A Shares would have to be tendered in order to satisfy this condition;
- the registration statement, of which the Prospectus is a part, has been declared effective by the Securities and Exchange Commission (the “SEC”) (the “Registration Statement Effectiveness Condition”);
- the First American common shares to be issued in the Offer and the Merger (as defined in the Prospectus) have been approved for listing on the New York Stock Exchange (the “Listing Condition”); and
- the absence of legal impediments to the Offer and the Merger and other general conditions.

The Minimum Condition, the Registration Statement Effectiveness Condition and the Listing Condition will not be waived in the Offer. First American can waive the Merger Condition in its sole discretion, and provided that the non-waivable conditions have been met, First American can consummate the Offer, notwithstanding that it will not own or control 90% or more of the outstanding Class A Shares (after giving effect to the conversion of Class B common stock into Class A Shares on a one-for-one basis) upon consummation of the Offer. In the event that all of the conditions to the Offer have not been satisfied or waived at the then scheduled Expiration Time, First American may, in its discretion, extend the Expiration Time in such increments as it may determine.

The Offer is also subject to certain other conditions described in the section of the Prospectus entitled “The Offer—Conditions to the Offer.”

5. First American will pay any stock transfer taxes with respect to the sale and transfer of any Class A Shares to it or its order pursuant to the Offer, except as otherwise provided in the Letter of Transmittal and Prospectus.

If you wish to have us tender any or all of your Class A Shares, please so instruct us by completing, executing and returning to us the instruction form contained in this letter. If you authorize the tender of your Class A Shares, all such Class A Shares will be tendered unless otherwise specified in your instructions. **Your instructions should be forwarded to us in ample time to permit us to submit a tender on your behalf prior to the Expiration Time. Enclosed for your reference in completing the instruction form are “Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.”**

The Prospectus, Letter of Transmittal and all other documents filed with the SEC by First American in connection with the Offer are available free of charge at First American’s website, www.firstam.com, and the SEC’s website, www.sec.gov.

None of the Class A Shares held by us for your account will be tendered unless we receive written instructions from you to do so. Unless a specific contrary instruction is given, your signature on the attached “Instructions to Registered Holder from Beneficial Holder” shall constitute an instruction to us to tender ALL of the Class A Shares held by us for your account.

The Offer is being made solely by the Prospectus and the related Letter of Transmittal and is being made to holders of Class A Shares. The Prospectus is not an offer to sell Class A Shares and it is not soliciting an offer to buy Class A Shares in any jurisdiction in which the making of the Offer or sale is not permitted. However, we may, in our sole discretion, take such action as we may deem necessary to make the Offer in any such jurisdiction and extend the Offer to holders of Class A Shares in such jurisdiction.

INSTRUCTIONS TO REGISTERED HOLDER FROM BENEFICIAL HOLDER

Instructions with Respect to the Offer to Exchange Each Outstanding Share of Class A Common Stock of First Advantage Corporation for 0.58 of a First American Common Share

The undersigned acknowledge(s) receipt of your letter and the enclosed Offer to Exchange, dated October 9, 2009 (the "Prospectus"), and the related Letter of Transmittal (which, together, as each may be amended, supplemented, or otherwise modified from time to time, constitute the "Offer") in connection with the offer by The First American Corporation ("First American") to exchange for each outstanding share of Class A common stock (the "Class A Shares") of First Advantage Corporation validly tendered and not properly withdrawn in the Offer 0.58 of a First American common share, subject to the terms and conditions described in the Offer.

This will instruct you to tender the number of Class A Shares indicated below (or, if no number is indicated below, all Class A Shares) that are held by you for the account of the undersigned, upon the terms and subject to the conditions set forth in the Offer.

Dated: _____, 2009

Number of Shares To Be Tendered: _____ Class A Shares*

* *Unless otherwise indicated, it will be assumed that all Class A Shares held by us for your account are to be tendered*

PLEASE SIGN HERE AND COMPLETE

Signature(s)

Title*

Please Type or Print Name(s)

Please Type or Print Address

Area Code and Telephone Number

Taxpayer Identification or Social Security Number

Dated: _____, 2009

* *If signature is by a trustee, executor, administrator, guardian, attorney-in-fact, agent, officer of a corporation or other person acting in a fiduciary or representative capacity, please provide the necessary information above.*

NOTICE OF GUARANTEED DELIVERY



The First American Corporation

**Offer by The First American Corporation
to Exchange
0.58 of a Common Share
of
The First American Corporation
for
Each Outstanding Share of Class A Common Stock
of
FIRST ADVANTAGE CORPORATION**

**Pursuant to the Offer to Exchange dated October 9, 2009
(Not to be used for Signature Guarantees)**

THE OFFER AND WITHDRAWAL RIGHTS WILL EXPIRE AT 5:00 P.M., NEW YORK CITY TIME, ON TUESDAY, NOVEMBER 10, 2009, UNLESS EXTENDED (AS MAY BE EXTENDED FROM TIME TO TIME, THE "EXPIRATION TIME"). SHARES OF FIRST ADVANTAGE CLASS A COMMON STOCK TENDERED PURSUANT TO THE OFFER MAY BE WITHDRAWN AT ANY TIME PRIOR TO THE EXPIRATION TIME.

The Exchange Agent for the Offer is:

Wells Fargo Bank, N.A.

By Mail to:

Wells Fargo Shareowner Services
Voluntary Corporate Actions Department
P O Box 64854
St. Paul, MN 55164-0854

By Overnight Courier or Hand-Delivery to:

Wells Fargo Shareowner Services
Corporate Actions Department
161 North Concord Exchange
South St. Paul, MN 55075

By Facsimile Transmission:

(For Eligible Institutions Only)
(866) 734-9952

To Confirm Facsimile Transmissions:

(800) 380-1372
(For Confirmation Only)

DELIVERY OF THIS NOTICE OF GUARANTEED DELIVERY TO AN ADDRESS OTHER THAN AS SET FORTH ABOVE, OR FACSIMILE TRANSMISSION TO A FACSIMILE NUMBER OTHER THAN AS SET FORTH ABOVE, WILL NOT CONSTITUTE A VALID DELIVERY.

This Notice of Guaranteed Delivery, or a form substantially equivalent hereto, must be used to accept the Offer (as defined below) (i) if certificates (the "Share Certificates") evidencing shares of Class A common stock (the "Class A Shares") of First Advantage Corporation ("First Advantage") are not immediately available, (ii) if Share Certificates and all other required documents cannot be delivered to Wells Fargo Bank, N.A., the exchange agent for the Offer (the "Exchange Agent"), prior to the Expiration Time, or (iii) if the procedure for delivery by book-entry transfer cannot be completed on a timely basis. This Notice of Guaranteed Delivery may be delivered by hand or mail or transmitted by facsimile transmission to the Exchange Agent. See the section of the Offer to Exchange, dated October 9, 2009 (the "Prospectus"), entitled "The Offer—Procedure for Tendering Shares."

This form is not to be used to guarantee signatures. If a signature on a letter of transmittal is required to be guaranteed by an "eligible institution" under the instructions thereto, such signature guarantee must appear in the applicable space provided in the signature box on the letter of transmittal.

Ladies and Gentlemen:

The undersigned hereby tenders to The First American Corporation, upon the terms and subject to the conditions set forth in the Prospectus and the related Letter of Transmittal (which, together, as each may be amended, supplemented, or otherwise modified from time to time, constitute the "Offer"), receipt of each of which is hereby acknowledged, the number of Class A Shares specified below pursuant to the guaranteed delivery procedure set forth in the section of the Prospectus entitled "The Offer—Guaranteed Delivery."

Number of Shares: _____

Certificate Nos. (If Available): _____

Check this box if Class A Shares will be delivered by book-entry transfer (and complete name of tendering institution and account information below):

Name of Tendering Institution: _____

Account No. _____

PLEASE SIGN AND COMPLETE

(Signature(s) of Record Holder(s))*

(Title)**

(Name(s) of Record Holders)

(Address)

(Zip Code)

(Daytime Area Code And Telephone No.)

Dated: _____, 2009

* *Must be signed by registered holder(s) exactly as name(s) appear(s) on the Share Certificate(s) or on a security position listing or by person(s) authorized to become registered holder(s) by certificates and documents transmitted herewith.*

** *If signature is by a trustee, executor, administrator, guardian, attorney-in-fact, agent, officer of a corporation or other person acting in a fiduciary or representative capacity, please provide the necessary information above.*

GUARANTEE

(Not to be used for signature guarantee)

The undersigned, a participant in the Securities Transfer Agent's Medallion Program (STAMP), the Stock Exchange Medallion Program (SEMP), the New York Stock Exchange Medallion Signature Program (MSP) or any other "eligible guarantor institution," as that term is defined in Rule 17Ad-15 under the Securities Exchange Act of 1934, as amended, hereby guarantees to deliver to the Exchange Agent either Share Certificates representing the Class A Shares tendered hereby, in proper form for transfer, or confirmation of book-entry transfer of such Class A Shares into the Exchange Agent's account at The Depository Trust Company, in each case with delivery of a properly completed and duly executed letter of transmittal (or manually signed facsimile thereof), with any required signature guarantees, or, in the case of a book-entry transfer, confirmation of the book-entry transfer of such Class A Shares in the Exchange Agent's account at The Depository Trust Company, together with an agent's message (as defined in the Prospectus), in each case together with any other documents required by the letter of transmittal, within three New York Stock Exchange trading days after the date of execution of this Notice of Guaranteed Delivery.

The eligible institution that completes this form must communicate the guarantee to the Exchange Agent and must deliver the letter of transmittal and Share Certificates to the Exchange Agent or confirmation of book-entry transfer of such Class A Shares, in each case with of a letter of transmittal or agent's message within the time period shown herein. Failure to do so could result in a financial loss to such eligible institution.

(Name of Firm)

(Address)

(Zip Code)

(Daytime Area Code And Telephone No.)

(Authorized Signature)

(Name)

(Title)

Dated: _____, 2009

**DO NOT SEND SHARE CERTIFICATES WITH THIS NOTICE.
SHARE CERTIFICATES SHOULD BE SENT WITH A LETTER OF TRANSMITTAL.**

**GUIDELINES FOR CERTIFICATION OF TAXPAYER IDENTIFICATION NUMBER
ON SUBSTITUTE FORM W-9**

Guidelines For Determining The Proper Tax Payer Identification Number (“TIN”) To Give The Payer — Social Security Numbers have nine digits separated by two hyphens: i.e. 000-00-0000. Employer Identification Numbers have nine digits separated by only one hyphen: i.e. 00-0000000. The table below will help determine the number to give the payer. All “Section” references are to the Internal Revenue Code of 1986, as amended. “IRS” is the Internal Revenue Service.

For This Type of Account	Give the Social Security Number of:
1. Individual	The individual
2. Two or more individuals (joint account)	The actual owner of the account, or if combined funds, the first individual on the account ¹
3. Custodian account of a minor (Uniform Gift to Minors Act)	The minor ²
4. (a) The usual revocable savings trust account (grantor is also trustee)	The grantor-trustee
(b) So-called trust account that is not a legal or valid trust under state law	The actual owner
5. Sole proprietorship or single-owner LLC	The owner

For This Type of Account	Give the Employer Identification Number of:
6. Sole proprietorship or single-owner LLC	The owner ³
7. A valid trust, estate or pension trust	The legal entity ⁴
8. Corporate or LLC electing corporate status on Form 8832	The corporation or LLC
9. Association, club, religious, charitable, educational, or other tax-exempt organization	The organization
10. Partnership or multi-member LLC that has not elected corporate status	The partnership
11. A broker or registered nominee	The broker or nominee
12. Account with the Department of Agriculture in the name of a public entity (such as a state or local government, school district, or prison) that receives agricultural program payments	The public entity

¹ List first and circle the name of the person whose number you furnish. If only one person on a joint account has a Social Security Number, that person’s Social Security Number must be furnished. If no name is circled when there is more than one name listed, the number will be considered to be that of the first name listed.

² Circle the minor’s name and furnish the minor’s Social Security Number.

³ You must show your individual name, but you may also enter your business or “doing business as” name on the second name line. You may use either your Social Security Number or Employer Identification Number (if you have one). If you are a sole proprietor, the IRS encourages you to use your Social Security Number.

⁴ List first and circle the name of the legal trust, estate, or pension trust. (Do not furnish the identifying number of the personal representative or trustee unless the legal entity itself is not designated in the account title.)

Obtaining a TIN

If you do not have a TIN, you should apply for one immediately. To apply for a Social Security Number, obtain Form SS-5, Application for a Social Security Card, from your local Social Security Administration office or online at www.socialsecurity.gov/online/ss-5.pdf. You may also obtain Form SS-5 by calling (800) 772-1213. Use Form W-7, Application for IRS Individual Taxpayer Identification Number, to apply for a TIN, or Form SS-4, Application for Employer Identification Number, to apply for an EIN. You can apply for an EIN online by accessing the IRS website at www.irs.gov/businesses/ and clicking on Employer ID Numbers under Related Topics. You can obtain Forms W-7 and SS-4 from the IRS by visiting www.irs.gov or by calling (800) TAX-FORM ((800) 829-3676).

If you are asked to complete Form W-9 but do not have a TIN, you should check the "Awaiting TIN" box on the Substitute Form W-9, complete the "Certificate of Awaiting Taxpayer Identification Number, sign and date the form, and give it to the requester. If this box is checked, 28% of all reportable payments made to the holder pursuant to the Offer will be withheld if a TIN is not provided at the time of the payment pursuant to the Offer.

Note: Checking the "Awaiting TIN" box on the substitute Form W-9 means that you have already applied for a TIN or that you intend to apply for one soon.

Caution: A disregarded domestic entity that has a foreign owner must use the appropriate Form W-8.

Payees Exempt From Backup Withholding

Payees specifically exempted from backup withholding include:

1. An organization exempt from tax under Section 501(a), an individual retirement account (IRA), or a custodial account under Section 403(b)(7) if the account satisfies the requirements of Section 401(f)(2).
2. The United States or any of its agencies or instrumentalities.
3. A state, the District of Columbia, a possession of the United States, or any of their political subdivisions or instrumentalities.
4. A foreign government or any of its political subdivisions, agencies or instrumentalities.
5. An international organization or any of its agencies or instrumentalities.

Payees that may be exempt from backup withholding include:

6. A corporation.
7. A foreign central bank of issue.
8. A dealer in securities or commodities required to register in the United States, the District of Columbia, or a possession of the United States.
9. A futures commission merchant registered with the Commodity Futures Trading Commission.
10. A real estate investment trust.
11. An entity registered at all times during the tax year under the Investment Company Act of 1940.
12. A common trust fund operated by a bank under Section 584(a).
13. A financial institution.
14. A middleman known in the investment community as a nominee or custodian.
15. A trust exempt from tax under Section 664 or described in Section 4947.

The chart below shows types of payments that may be exempt from backup withholding. The chart applies to the exempt recipients listed above, 1 through 15.

IF the payment is for:	THEN the payment is exempt for:
<ul style="list-style-type: none">• Interest and dividend payments• Broker Transactions	<ul style="list-style-type: none">• All exempt recipients except for 9• Exempt recipients 1 through 13. Also, a person registered under the Investment Advisers Act of 1940 who regularly acts as a broker

U.S. exempt payees should complete a substitute Form W-9 to avoid possible erroneous backup withholding. Furnish your taxpayer identification number, check the appropriate box for your status, check the "Exempt Payee" box, sign and date the form and return it to the payer. Foreign payees who are not subject to backup withholding should complete an appropriate Form W-8 and return it to the payer.

Penalties

(1) *Penalty For Failure to Furnish Taxpayer Identification Number.* If you fail to furnish your correct taxpayer identification number to a requester, you are subject to a penalty of \$50 for each such failure unless your failure is due to reasonable cause and not to willful neglect.

(2) *Civil Penalty for False Information with Respect to Withholding.* If you make a false statement with no reasonable basis that results in no imposition of backup withholding, you are subject to a penalty of \$500.

(3) *Criminal Penalty for Falsifying Information.* Willfully falsifying certifications or affirmations may subject you to criminal penalties including fines and/or imprisonment.

(4) *Misuse of Taxpayer Identification Numbers.* If the requester discloses or uses taxpayer identification numbers in violation of federal law, the requester may be subject to civil and criminal penalties.

(5) *Failure to Report Certain Dividend and Interest Payments.* If you fail to include any portion of an includible payment for interest, dividends or patronage dividends in gross income, such failure is strong evidence of negligence. If negligence is shown, you will be subject to a penalty of 20% on any portion of an underpayment attributable to that failure.

FOR ADDITIONAL INFORMATION CONTACT YOUR TAX ADVISER OR THE INTERNAL REVENUE SERVICE.

PRIVACY ACT NOTICE. Section 6109 requires you to provide your correct TIN to persons who must file information returns with the IRS to report interest, dividends, and certain other income paid to you, mortgage interest you paid, the acquisition or abandonment of secured property, cancellation of debt, or contributions you made to an IRA, or Archer MSA or HSA. The IRS uses the numbers for identification purposes and to help verify the accuracy of your tax return. The IRS may also provide this information to the Department of Justice for civil and criminal litigation, and to cities, states, and the District of Columbia to carry out their tax laws. The IRS may also disclose this information to other countries under a tax treaty, or to Federal and state agencies to enforce federal nontax criminal laws and to combat terrorism.

You must provide your TIN whether or not you are required to file a tax return. Payers must generally withhold 28% of reportable payments to a payee who does not give a TIN to a payer. Certain penalties may also apply.