

FIRST AMERICAN CORP
Form DEF 14A
April 13, 2005

SCHEDULE 14A INFORMATION

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

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as Permitted
by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

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

THE FIRST AMERICAN CORPORATION

(Name of Registrant as Specified In Its Charter)

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

Payment of filing fee (Check the appropriate box):

No fee required

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

Edgar Filing: FIRST AMERICAN CORP - Form DEF 14A

- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:

.. Fee paid previously with preliminary materials.

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

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

April 7, 2005

Dear Fellow Shareholder:

You are cordially invited to attend our Annual Meeting of Shareholders at 2:00 p.m., Pacific Time, on Wednesday, May 18, 2005, at the executive offices of The First American Corporation, located at 1 First American Way, Santa Ana, California. We have included a map and directions to our executive offices on the inside back cover of the proxy statement.

With this letter, we are including the notice for the Annual Meeting, the proxy statement, the proxy card and our 2004 annual report. We have written our proxy statement in jargon-free plain English. We hope you find its simplified format helpful and we welcome your comments.

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

Your vote is important. Whether or not you plan on attending the Annual Meeting on May 18, we hope you will vote as soon as possible.

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

Parker S. Kennedy

Chairman of the Board and

Chief Executive Officer

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To be Held on May 18, 2005

The Annual Meeting of Shareholders of The First American Corporation, a California corporation, will be held at 2:00 p.m., Pacific Time, on Wednesday, May 18, 2005, at the executive offices of The First American Corporation, located at 1 First American Way, Santa Ana, California, for the following purposes:

1. To elect 13 persons to serve on our board of directors for the next year.
2. To transact such other business as may properly come before the meeting or any adjournments thereof.

Only shareholders of record at the close of business on March 31, 2005, are entitled to notice of the meeting and an opportunity to vote.

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

Mark R Arnesen

Secretary

Santa Ana, California

April 7, 2005

PROXY STATEMENT

Solicitation of Proxies by the Board of Directors

Our board of directors is soliciting proxies from holders of our common shares for use at the annual meeting of our shareholders to be held on May 18, 2005, at 2:00 p.m., Pacific Time. The meeting will be held at the executive offices of The First American Corporation, located at 1 First American Way, Santa Ana, California. We have included a map and directions to our executive offices on the inside back cover of the proxy statement for your convenience.

The approximate date on which this proxy statement and the enclosed proxy card, notice of annual meeting, chairman's letter and 2004 annual report will be first mailed to our shareholders is April 14, 2005.

The Securities and Exchange Commission requires portions of certain documents to be written in plain English. The plain English rules set forth guidelines for preparing written documents without using confusing legal and technical language. Although the SEC rules do not require proxy statements to be written in plain English, we have decided to write parts of our proxy statement that way. We want you to have access to information about us in a direct and understandable way.

In furtherance of this goal, the remainder of this proxy statement has been divided into three sections. You should read all three sections.

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

I. QUESTIONS AND ANSWERS

Why have I been sent these proxy materials?

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

What matters will be voted on at the meeting?

- the election of 13 individuals to serve as directors of our company for the next year; and
- any other business properly raised at the meeting.

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

Who may attend the annual meeting?

All shareholders of First American.

Who is entitled to vote?

Shareholders of record as of the close of business on March 31, 2005, the record date, or those with a valid proxy from a bank, brokerage firm or similar organization that held our shares on the record date.

Who is a shareholder of record?

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

How many shares are entitled to vote at the meeting?

Edgar Filing: FIRST AMERICAN CORP - Form DEF 14A

As of the record date 94,361,453 of our common shares, par value \$1.00 per share, were issued, outstanding and entitled to vote at the meeting.

How many votes do I have?

Each common share is entitled to one vote. However, if cumulative voting applies for the election of directors, you will be entitled to cast more than one vote for each nominee.

How many votes are needed to elect each director?

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

What does it mean to cumulate a vote?

In elections for directors, California law provides that a shareholder, or his or her proxy, may cumulate votes. That is, each shareholder has a number of votes equal to the number of shares owned, multiplied by 13 (the number of directors to be elected), and the shareholder may cumulate such votes for a single candidate, or distribute such votes among as many candidates as he or she deems appropriate. However, a shareholder may cumulate votes only for a candidate or candidates whose names have been properly placed in nomination prior to the voting, and only if the shareholder has given notice at the meeting, prior to the voting, of his or her intention to cumulate votes for the candidates in nomination. Unless you give different instructions, your proxy gives discretionary authority to the appointees to vote your shares cumulatively. Cumulative voting does not apply to any proposal other than the election of directors.

Who are the board nominees?

The 13 nominees are:

Gary J. Beban
J. David Chatham
Hon. William G. Davis
James L. Doti

Lewis W. Douglas, Jr.
Paul B. Fay, Jr.
D. P. Kennedy
Parker S. Kennedy

Frank E. O. Bryan
Roslyn B. Payne
D. Van Skilling
Herbert B. Tasker

Virginia M. Ueberroth

All of the nominees are currently board members. See pages 7 through 9 for biographical information regarding the nominees.

How do I vote?

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

You may vote by mail.

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

You may vote by telephone.

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

You may vote on the Internet.

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

You may vote in person at the meeting.

Edgar Filing: FIRST AMERICAN CORP - Form DEF 14A

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

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

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

Can I revoke my proxy?

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

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

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

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

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

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

Who will count the votes?

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

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

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

What constitutes a quorum?

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

What is a broker nonvote and how is it treated?

A broker nonvote occurs with respect to a proposal to be voted on if a broker or other nominee does not have the discretionary authority to vote shares and has not received voting instructions from the beneficial owners with respect to such proposal. Broker nonvotes are treated as present for purposes of establishing the presence or absence of a quorum, but will not otherwise affect the outcome of the votes on proposals acted upon at the meeting.

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

Together, they owned approximately 5.1% of our common shares as of the record date. See pages 10 through 12 for more details.

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

We will consider proposals submitted by shareholders for inclusion in the proxy statement for the annual meeting to be held in 2006 if they are received no later than December 15, 2005. See page 30 for more details.

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

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

Who may solicit proxies?

In addition to this proxy statement, our directors, officers and other regular employees may solicit proxies. None of them will receive any additional compensation for such solicitation. Morrow & Company, Inc., 445 Park Avenue, New York, New York 10022, has been engaged by the company to solicit proxies at an estimated cost of \$6,000 plus reimbursement of reasonable expenses.

How will solicitors contact me?

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

Does the board of directors have any recommendations with respect to the listed proposals?

Edgar Filing: FIRST AMERICAN CORP - Form DEF 14A

The board of directors recommends that you vote **FOR** the slate of director candidates proposed in this proxy statement.

Who are the largest principal shareholders outside of management?

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

<u>Name of Beneficial Owner</u>	<u>Amount and Nature of Beneficial Ownership</u>	<u>Percent of Class</u>
Fidelity Management Trust Company	12,155,649(1)	12.8%

- (1) The shares set forth in the table are held by Fidelity Management Trust Company as trustee pursuant to The First American Corporation 401(k) Savings Plan. The governing documents require the trustee to vote the shares as directed by the employees for whose benefit the shares are held. The transfer agent will tabulate the voting directions of all participants who wish to provide such directions to Fidelity. Neither the transfer agent nor Fidelity will provide the individual or aggregate participant voting directions to The First American Corporation, unless otherwise required by law. Shares for which no direction is received by the trustee from the participants are voted in the same proportions as are the shares for which directions are received. The investment options available to participants in the plan include a Company Stock Fund, which invests in our Common shares. In addition, effective December 1, 2001, our Employee Profit Sharing and Stock Ownership Plan, which included individual accounts to which shares of our company acquired by the former trustees of that plan had been allocated (the ESOP), was merged into our 401(k) Savings Plan and the shares of our company held in the former plan became held by Fidelity as trustee of the merged plans. Thus, the 401(k) Savings Plan now includes ESOP accounts as well as accounts in the above-mentioned Company Stock Fund. The combined shareholdings in these two funds is what is shown in the table. The employees have the power to direct the trustee to dispose of the shares held for their benefit in the Company Stock Fund. However, the employees do not currently have the power to direct the trustee to dispose of shares held for their benefit in the ESOP accounts. The trustee's address is 82 Devonshire Street, Boston, Massachusetts 02109.

II. PROPOSAL

Election Of Directors

Our bylaws require that directors be elected annually and that the number of directors be not less than 9 nor more than 17. By resolution, the board has fixed the number of directors at 13. The 13 persons named below are nominated for election as directors to serve until the next annual meeting or as soon thereafter as their successors are duly elected and qualified.

Votes by the company's proxy holders will be cast in such a way as to effect the election of all nominees listed below or as many as possible under the rules of cumulative voting. **Unless otherwise specified by you in your proxy card, the proxies solicited by our board will be voted**

FOR the election of these nominees. If any nominee should become unable or unwilling to serve as a director, the proxies will be voted for such substitute nominee(s) as shall be designated by the board. The board presently has no knowledge that any of the nominees will be unable or unwilling to serve.

The following list provides information with respect to each person nominated and recommended to be elected by the current board. See the section entitled "Security Ownership of Management," which begins on page 10, for information pertaining to stock ownership of the nominees. Except for D. P. Kennedy, who is Parker S. Kennedy's father, there are no family relationships among any of the nominees for director or any of the executive officers of the company. Pursuant to a contract, our company is required to recommend one nominee of Experian Information Solutions, Inc., to our nominating committee as a candidate for election to our board, as long as Experian owns at least 10% of the membership interests in our second tier subsidiary, First American Real Estate Solutions LLC, which owns our information technology businesses. Currently, our company owns 80% of the membership interests in this subsidiary and Experian owns the remaining 20%. Director D. Van Skilling, information about whom is presented in the following table, has been serving as Experian's nominee. There are no other arrangements or understandings between any nominee and any other person pursuant to which any nominee was or is to be selected as a director. All of the nominees currently are directors of the company.

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

Name	Age	Principal Occupation(s) Since 2000 (arranged by title, company & industry)	Director Since	Directorships Held in Other Public Companies(1)
Gary J. Beban	58	Senior Executive Managing Director CB Richard Ellis, Inc. commercial real estate services	1996	None
J. David Chatham	54	President and Chief Executive Officer Chatham Holdings Corporation real estate development and associated industries	1989	First Advantage Corporation
Hon. William G. Davis(2)	75	Counsel Torys LLP	1992	None

Edgar Filing: FIRST AMERICAN CORP - Form DEF 14A

Name	Age	Principal Occupation(s) Since 2000	Director	Directorships Held in
		(arranged by title, company & industry)	Since	Other Public Companies(1)
James L. Doti	58	President and Donald Bren Distinguished Chair of Business and Economics Chapman University education	1993	Fleetwood Enterprises, Inc., and Standard Pacific Corp.
Lewis W. Douglas, Jr.	80	Chairman Stanley Energy, Inc. oil exploration	1971(3)	None
Paul B. Fay, Jr.	86	President The Fay Improvement Company financial consulting and business ventures	1967	Vestaur Securities Inc.
D. P. Kennedy	86	Chairman Emeritus Chairman of the Board (1993-2003) The First American Corporation business information and related products and services	1956	None
Parker S. Kennedy	57	Chairman of the Board and Chief Executive Officer (2003 to present) President (1993-2004) The First American Corporation business information and related products and services Chairman of the Board (1999 to present) President (1989-1999) First American Title Insurance Company, a subsidiary of our company title insurance and services	1987	First Advantage Corporation
Frank E. O Bryan	71	Private Investor (2004 to present) Chairman of the Board (1997-2003) WMC Mortgage Corporation mortgage lending	1994	Standard Pacific Corp.
Roslyn B. Payne	58	President Jackson Street Partners, Ltd. real estate venture capital and investments	1988	None
D. Van Skilling	71	Private Investor (1999 to present) Chairman and Chief Executive Officer (1996-1999) Experian Information Solutions, Inc. information services and solutions for direct marketing and credit industries	1998	Lamson & Sessions Co., McData Corporation and ONVIA, Inc.

Name	Age	Principal Occupation(s) Since 2000 (arranged by title, company & industry)	Director	Directorships Held in
			Since	Other Public Companies(1)
Herbert B. Tasker	68	Mortgage Industry Consultant (2004 to present)	2002	AmNet Mortgage, Inc.
		Vice Chairman and Managing Director (1999-2004) Centre Capital Group, Inc. mortgage conduit		
Virginia M. Ueberroth	65	Chairman Ueberroth Family Foundation philanthropy	1988	None

- (1) For these purposes, **Public Company** refers to a company with a class of securities registered pursuant to Section 12 of the Exchange Act or subject to the requirements of Section 15(d) of such Act or any company registered as an investment company under the Investment Company Act of 1940.
- (2) Mr. Davis was the Premier of the Province of Ontario (Canada) from 1971 to 1985.
- (3) Mr. Douglas also was a director of the company from 1961 to 1967.

III. REQUIRED INFORMATION

Security Ownership of Management

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

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

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

<u>Shareholders(1)</u>	<u>Number of</u> <u>Common shares</u>	<u>Percent</u> <u>if greater than 1%</u>
<i>Directors</i>		
Gary J. Beban	13,972	
J. David Chatham	33,093	
Hon. William G. Davis	20,700	
James L. Doti	29,759	
Lewis W. Douglas, Jr.	31,840	
Paul B. Fay, Jr.	97,942	
D. P. Kennedy(2)	63,670	
Parker S. Kennedy(2)(3)	3,497,125	3.7%
Frank E. O Bryan	36,168	
Roslyn B. Payne(4)	83,295	
D. Van Skilling(5)	23,979	
Herbert B. Tasker	14,705	
Virginia M. Ueberroth(6)	96,172	
<i>Named executive officers who are not directors</i>		
Craig I. DeRoy	120,087	
Thomas A. Klemens(3)	196,223	
Dennis J. Gilmore	118,435	
Gary L. Kermott	174,764	
<i>All directors, all named executive officers and other executive officers as a group (21 persons)</i>	4,868,791	5.1%

- (1) Of the shares set forth in the table, the following shares are allocated to the individual employee stock ownership sub-accounts of the following individuals under the ESOP portion of the company's 401(k) Savings Plan:

<u>Individual</u>	<u>Shares</u>
D. P. Kennedy	-0-
Parker S. Kennedy	8,846
Craig I. DeRoy	143
Thomas A. Klemens	2,672
Dennis J. Gilmore	143
Gary L. Kermott	3,717

These individuals can direct the ESOP trustee to vote their ESOP shares. However, these individuals do not currently have dispositive power over their ESOP shares. The ESOP shares are held by Fidelity Management Trust Company as trustee of our 401(k) Savings Plan.

The shares set forth in the table include those that the following individuals have the right to acquire within 60 days of March 31, 2005, the record date for this meeting:

<u>Individual</u>	<u>Shares</u>
Gary J. Beban	6,750
J. David Chatham	13,500
Hon. William G. Davis	20,250
James L. Doti	13,500
Lewis W. Douglas, Jr.	20,250
Paul B. Fay, Jr.	6,750
D. P. Kennedy	56,205
Parker S. Kennedy	174,000
Frank E. O Bryan	20,250
Roslyn B. Payne	20,250
D. Van Skilling	13,500
Herbert B. Tasker	6,750
Virginia M. Ueberroth	20,250
Craig I. DeRoy	112,500
Thomas A. Klemens	42,478
Dennis J. Gilmore	108,060
Gary L. Kermott	126,000

- (2) Of the shares credited to Parker S. Kennedy, chairman of the board and chief executive officer of First American, 10,000 shares are owned directly and 3,286,566 shares are held by Kennedy Enterprises, L.P., a California limited partnership of which Parker S. Kennedy is the sole general partner and D. P. Kennedy, Parker S. Kennedy's father, is one of the limited partners. The limited partnership agreement pursuant to which the partnership was formed provides that the general partner has all powers of a general partner as provided in the California Uniform Limited Partnership Act, provided that the general partner is not permitted to cause the partnership to sell, exchange or hypothecate any of its shares of stock of First American without the prior written consent of all of the limited partners. Of the shares held by the partnership, 461,166 are allocated to the capital accounts of Parker S. Kennedy and 1,963,439 are allocated to the capital account of D. P. Kennedy. The balance of the shares held by the partnership is allocated to the capital accounts of the other limited partners, who are family members of the Kennedys. Except to the

extent of his voting power over the shares allocated to the capital accounts of the limited partners, Parker S. Kennedy disclaims beneficial ownership of all shares held by the partnership other than those allocated to his own capital accounts.

- (3) In addition to the shares set forth in the table, 406,215 are held in trust under our pension plan as part of the diversified investment of the trust's assets. Parker S. Kennedy, Thomas A. Klemens and Mark R Arnesen, executive officers of the company, serve on a committee of three persons, the majority of which may, under the terms of the trust agreement governing the trust, and subject to applicable law, direct the disposition of the securities held as trust assets. In accordance with California law, those shares are not voted.
- (4) Includes 7,500 shares held by a nonprofit corporation for which Mrs. Payne and her spouse serve as officers and directors. In her capacity as an officer of that corporation, Mrs. Payne has the power, as do certain other officers, to direct the voting and disposition of the shares.
- (5) Includes 1,100 shares held by a nonprofit corporation for which Mr. Skilling serves as a director and officer. In his capacity as an officer, Mr. Skilling has the power, acting alone, to direct the voting and disposition of the shares.
- (6) The shares set forth in the table include 5,000 shares held by a nonprofit corporation whose six-member board of directors is composed of Mrs. Ueberroth and her husband and children. In her capacity as an officer of that corporation, Mrs. Ueberroth has the power, as do certain other officers, to direct the voting and disposition of the shares.

Board and Committee Meetings

Our board of directors held eight meetings during 2004. Each director, except Mr. Fay, attended 75% or more of the meetings of the board and the board committees on which the director served, if any. From time to time, our board may act by unanimous written consent as permitted by the laws of the State of California.

Our board of directors has an audit committee. The members of the audit committee are Messrs. Chatham (chairman), Doti, Fay, O Bryan, Skilling and Tasker. The functions performed by this committee include selecting our independent auditor, directing and supervising investigations into matters within the scope of its duties, reviewing with the independent auditor the plan and results of its audit, reviewing internal auditing procedures and results, and determining the nature of other services to be performed by, and fees to be paid to, the independent auditor. During 2004, our audit committee met 15 times. This committee's charter was attached to our 2004 proxy statement as Appendix A, is posted in the corporate governance section of our Web site at www.firstam.com/investor, and also is available in print to any shareholder who requests it. Such request should be sent to the secretary at our address indicated on the first page of this proxy statement.

Our board of directors has a compensation committee. The members of the compensation committee are Messrs. Beban, Chatham, Davis, Doti, Douglas (chairman) and Fay. This committee establishes compensation rates and procedures with respect to our senior management and the senior management of our subsidiaries, including bonus awards. During 2004, our compensation committee met twice. This committee's charter is posted in the corporate governance section of our Web site at www.firstam.com/investor and is available in print to any shareholder who requests it. Such request should be sent to the secretary at our address indicated on the first page of this proxy statement.

Our board of directors also has a nomination and corporate governance committee. The members of this committee are Messrs. Chatham, Davis (chairman), Douglas and Fay, and Mrs. Ueberroth. This committee is responsible for identifying individuals qualified to become directors of our company; recommending that the

board select the nominees identified by the committee for all directorships to be filled by the board or by the shareholders; and developing, recommending to the board and periodically reviewing the corporate governance principles applicable to our company. This committee held four meetings during 2004. This committee's charter is posted in the corporate governance section of our Web site at www.firstam.com/investor and is available in print to any shareholder who requests it. Such request should be sent to the secretary at our address indicated on the first page of this proxy statement. The committee is confident that it has adequate perspectives and resources, including the ability to retain any search firm, on the basis of which to assess the need for additional or new directors and for identifying and evaluating potential candidates for nomination to stand for election as directors. Indeed, this is among the primary purposes for which this committee was formed. Accordingly, the committee will not consider nominees recommended by security holders unless our company is legally required to do so, such as by contract with such security holders.

Independence of Directors

Our board has affirmatively determined that each member of the three committees described above is independent as that term is defined in the corporate governance rules of the New York Stock Exchange for listed companies and has no relationship with our company falling outside of the independence standards established by our board, which are stated in the excerpt from our corporate governance guidelines attached to this proxy statement as Appendix A. Each member of our board, except D. P. Kennedy and Parker S. Kennedy (who are not independent), meets the independence standards set forth in that appendix.

Lead Director

Our board has elected William G. Davis as its lead nonmanagement director. As the lead director, Mr. Davis is responsible for chairing the executive sessions of the nonmanagement directors, which are those directors who are not officers of our company.

Director Attendance at Annual Meetings

Our directors are expected to attend the annual meetings of our shareholders. Each of our 13 directors attended last year's annual meeting.

Shareholder Communications with Directors

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

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

Transactions with Management and Others

On August 3, 2004, pursuant to approval by our board of directors, we purchased from Spring Mountain Enterprises, Inc., a corporation owned by Director Frank O Bryan, a jet aircraft at a price of \$1,787,500. Director O Bryan abstained from the vote to approve this transaction. The purchase price was determined through negotiations by management of our company with Director O Bryan following consultation with two aircraft brokers concerning the condition and fair market value of this aircraft. The price at which the purchase occurred was within the middle of the value ranges independently arrived at by these brokers, both of whom have extensive experience in the purchase and sale of jet aircraft of this type.

Director O Bryan makes a jet aircraft that he owns available to certain executive officers of the company for business use, for which he is reimbursed only for the expenses incurred in operating the aircraft during the time it is being used by such executives. Also, Director O Bryan occasionally makes personal use of a jet aircraft owned by the company, for which he reimburses the company at a rate commensurate with the fair market rental value of that aircraft. Pursuant to this arrangement, for 2004, we incurred expenses of \$143,360 for our flights on Director O Bryan's aircraft and he utilized flight time on our aircraft valued at \$212,365.

Executive Officers

The following provides information regarding our executive officers.

<u>Name</u>	<u>Position(s) Held</u>	<u>Age</u>
D. P. Kennedy	Chairman Emeritus	86
Parker S. Kennedy	Chairman of the Board, Chief Executive Officer	57
Craig I. DeRoy	President	52
Thomas A. Klemens	Senior Executive Vice President, Chief Financial Officer	54
Dennis J. Gilmore	Chief Operating Officer	46
Curt A. Caspersen	Executive Vice President	49
John M. Hollenbeck	Executive Vice President	43
Gary L. Kermott	Executive Vice President	51
Barry M. Sando	President of our Mortgage Information Segment	45
Kenneth D. DeGiorgio	Senior Vice President, General Counsel	33

All officers of the company are appointed annually by the board of directors subsequent to its election.

- D. P. Kennedy, who is Parker S. Kennedy's father, served as our president from 1963 to 1993 and as our chairman from 1993 to 2003, when he retired as an officer of our company and was designated chairman emeritus. He also serves as the vice chairman and director of First American Title Insurance Company, a subsidiary of our company.

- Parker S. Kennedy, who is D. P. Kennedy's son, was named chairman and chief executive officer of our company in 2003. He served as our president from 1993 to 2004 and was our executive vice president from 1986 to 1993. He has been employed by our subsidiary, First American Title Insurance Company, since 1977 and became a vice president of that company in 1979 and a director in 1981. During 1983, he was appointed executive vice president of First American Title Insurance Company, and in 1989 was appointed its president. He now serves as its chairman, a position to which he was appointed in 1999.
- Craig I. DeRoy was named president of our company last year. Mr. DeRoy was our senior executive vice president from 2002 to 2004, our executive vice president from 1996 to 2002, our vice president from 1993 to 1996, and served as our general counsel from 1993 to 2004. He also serves as vice president of First American Title Insurance Company, a position he has held since 1993. From 1993 to 1998, he also served as general counsel of First American Title Insurance Company. Mr. DeRoy has been a director of First American Title Insurance Company since 2001.
- Thomas A. Klemens was named senior executive vice president of our company in 2002 and continues to serve as our chief financial officer, a position he has held since 1993. Mr. Klemens was our executive vice president from 1996 to 2002, served as our vice president from 1993 to 1996, and served as our principal accounting officer from 1992 to 1993. First American Title Insurance Company has employed Mr. Klemens as vice president since 1985, as controller from 1985 to 1993 and as chief financial officer from 1993 to 1998. Mr. Klemens has been a director of First American Title Insurance Company since 1994.
- Dennis J. Gilmore was named chief operating officer of our company last year. He served as our executive vice president from 2003 to 2004 and continues to serve as president of our property information segment, a position he has held since 1998. He established and managed the Lenders Advantage division of our subsidiary, First American Title Insurance Company, from 1993 to 1998 and was employed by our tax service subsidiary from 1988 to 1993.
- Curt A. Caspersen was named executive vice president of our company in 2000. He has been executive vice president of our subsidiary, First American Real Estate Information Services, Inc., since 1996 and senior executive vice president and chief operating officer of First American Title Insurance Company since 2004. He was executive vice president of the latter from 2000 to 2004 and was its vice president from 1993 to 2000.
- John M. Hollenbeck was named executive vice president of our company in 2000. He has been senior executive vice president of our subsidiary, First American Title Insurance Company, since 2004, was its vice president from 1989 to 2004, and has been employed by that company since 1980.
- Gary L. Kermott has been executive vice president of our company since 1999 and president of First American Title Insurance Company since 1999, and was the latter's executive vice president from 1996 to 1999 and its chief operating officer from 1997 until becoming president. He has been with our company or a subsidiary in various capacities since 1983.
- Barry M. Sando serves as president of our mortgage information business segment, which is the second largest, after title insurance, of our six business segments, a position he has held since 1997. He was

president of our flood zone certification subsidiary during 1997, served as its executive vice president from 1995 to 1997, and was employed by our tax service subsidiary from 1991 to 1995.

- Kenneth D. DeGiorgio was named senior vice president and general counsel of our company last year. Mr. DeGiorgio was our vice president and associate general counsel from 2002 to 2004, and served as our regulatory and acquisition counsel from 1999 to 2002. Prior to 1999, he was an associate at a law firm.

Executive Compensation

The table below describes the compensation paid, earned and awarded for the last three years to our chief executive officer, the four other most highly compensated executive officers who were serving at the end of 2004, and a former such officer who retired during 2003, for all services rendered to our company and its subsidiaries. We sometimes refer to these people in this proxy statement as our named executive officers.

Summary Compensation Table

Name and Principal Position	Year	Annual Compensation			Long-Term Compensation	
		Salary(1)	Bonus(2)	Other Annual Compensation(3)	Securities	All Other Compensation(4)
					Options	
D. P. Kennedy	2004	\$ 1,200(5)	\$ -0-			\$ 590,644(6)
Chairman Emeritus	2003	189,500(5)	-0-			361,866(6)
(Retired Chairman)	2002	400,900(5)	300,000			130,639(6)
Parker S. Kennedy	2004	644,550(7)	1,700,000		80,000	12,816
Chairman and Chief Executive Officer	2003	612,350(7)	2,000,000		80,000	12,516
	2002	550,900(7)	1,000,000		80,000	12,276
Craig I. DeRoy	2004	514,250	1,600,000		65,000	12,576
President	2003	487,850	1,709,846		60,000	12,276
	2002	430,750	900,000		60,000	12,276
Thomas A. Klemens	2004	524,400(8)	1,550,000		60,000	12,576
Senior Executive Vice President,	2003	496,400(8)	1,709,846		60,000	12,276
Chief Financial Officer	2002	440,450(8)	880,000		60,000	12,276
Dennis J. Gilmore(9)	2004	433,800	1,275,000		60,000	12,915
Chief Operating Officer	2003	383,019	1,209,846		50,000	12,723
	2002					
Gary L. Kermott	2004	514,400(10)	1,600,000		60,000	12,566
Executive Vice President	2003	487,200(10)	1,809,846		60,000	12,276
	2002	430,900(10)	880,000		60,000	12,180

(1) Includes, in addition to regular salary, a fee of \$150 for each meeting of the board of directors attended by the named executive officer during the years covered in the table.

- (2) Consists entirely of cash bonuses. Officers of our company and its subsidiaries are also eligible for stock bonus awards pursuant to our stock bonus plan. None of the officers of our company was awarded a stock bonus with respect to services rendered during the years covered in the summary compensation table.
- (3) In the interest of retaining our named executive officers, we and our subsidiaries may have paid or provided certain incidental perquisites and other personal benefits to the named executive officers. However, the expenses incurred by us and our subsidiaries in providing such perquisites and benefits to the named executive officers did not, for any fiscal year covered, exceed the lesser of \$50,000 or 10% of the total of annual salary and bonus reported for such year for any of the named executive officers. In accordance with the rules of the SEC, the amounts of such perquisites and benefits are not included in the summary compensation table.
- (4) Consists of the matching contributions made to the named executive officer's account in our 401(k) Savings Plan during, or with respect to, the covered fiscal year, plus the dollar value of insurance premiums paid by, or on behalf of, us during the covered fiscal year with respect to term life insurance for the benefit of such officer.
- (5) Mr. Kennedy has not received salary compensation since June 30, 2003, which is the date on which he retired as an officer of our company. For 2004, the compensation shown in the Salary column of the table consists solely of the fees paid to Mr. Kennedy as a director of our company. The Salary column of the table also includes fees totaling \$1,000, which were earned by D. P. Kennedy for services he rendered as a director of our subsidiaries during 2003. Mr. Kennedy did not earn such fees during 2004 and 2002.
- (6) The amounts shown in the last column of the summary compensation table include, for each fiscal year covered, the distributions made to D. P. Kennedy from our pension plan, which were required to be made under provisions of the federal tax laws. For further information, please refer to the section entitled Pension Plan below. The compensation shown also includes cash and the value of stock, aggregating \$9,948 distributed to Mr. Kennedy during 2002 from his account in our profit sharing plan attributable to contributions made by us and our participating subsidiaries in years prior to those covered in the table and earnings on those contributions. These distributions were required to be made under provisions of the federal tax laws. Mr. Kennedy's account was fully distributed by the end of 2002. Mr. Kennedy retired from his positions with the Corporation effective June 30, 2003, except that he continues to serve as a director of the Corporation and its principal subsidiary, First American Title Insurance Company, and continues in the position of vice chairman of the board of that subsidiary. Mr. Kennedy's compensation for 2004 shown in the last column of the Summary Compensation Table includes \$106,708 and \$108,936 paid pursuant to the Corporation's Pension Plan and its Executive Supplemental Benefit Plan, respectively. See Pension Plan and Supplemental Benefit Plan below. Since his retirement on June 30, 2003, Mr. Kennedy has been rendering services to the Corporation and its subsidiaries in the capacity of a consultant, and the last column of the table also includes \$375,000 and \$187,500 earned by him for such services during 2004 and 2003, respectively. The Corporation provides an office and a secretary to Mr. Kennedy in connection with his performance of such consulting services. The consulting agreement terminates on July 1, 2005.
- (7) The compensation shown in the Salary column of the table includes fees totaling \$150 and \$300, which were earned by Parker S. Kennedy for services he rendered as a director of our subsidiaries during 2004 and 2003, respectively. Mr. Kennedy did not earn such fees during 2002.

**Aggregated Option Exercises in Last Fiscal Year
and Fiscal Year-End Option Values**

Name	Number of Shares Acquired on Exercise	Value Realized(\$)	Number of Securities		Value of Unexercised	
			Underlying Unexercised		In-The-Money Options at	
			Options at Fiscal Year-End(1)		Fiscal Year-End\$(2)	
			Exercisable	Unexercisable	Exercisable	Unexercisable
D. P. Kennedy			54,205	8,000	774,238	133,300
Parker S. Kennedy			134,000	176,000	1,993,750	1,686,160
Craig I. DeRoy			83,500	128,000	1,079,009	1,197,970
Thomas A. Klemens	95,722	1,427,571	35,278	128,000	693,368	1,197,970
Dennis J. Gilmore			84,060	112,000	1,287,520	1,099,040
Gary L. Kermott	13,500	368,688	97,000	128,000	1,400,690	1,197,970

- (1) Each of the options disclosed in the table is exercisable in 20% equal annual increments commencing on the first anniversary date of the grant.
- (2) The value of each unexercised option is based on the difference between the closing price of our common shares on the New York Stock Exchange on December 31, 2004, which was \$35.14, and the adjusted exercise price of such option.

Pension Plan

Annual Pension Benefits

Remuneration

(Final Average Pay) (1)	Years of Benefit Service					
	5	10	20	30	40	50
\$100,000	\$ 4,850	\$ 9,700	\$ 21,900	\$ 34,100	\$ 46,300	\$ 58,500
125,000	6,100	12,200	27,525	42,850	58,175	73,500
150,000	7,350	14,700	33,150	51,600	70,050	88,500
175,000	8,600	17,200	38,775	60,350	81,925	103,500
200,000	9,850	19,700	44,400	69,100	93,800	118,500
225,000	11,100	22,200	50,025	77,850	105,675	133,500
250,000	12,350	24,700	55,650	86,600	117,550	148,500
275,000 or more	13,600	27,200	61,275	95,350	129,425	163,500

- (1) Final average pay is defined as the highest consecutive five-year average pay, as defined in the plan, during the 10-year period ending on December 31, 2001.

The above table sets forth estimated annual benefits upon retirement (assuming such benefits will be paid in the form of a life annuity) at various compensation levels and years of service under our pension plans. Subject to certain conditions of age and tenure, all regular employees of the

Edgar Filing: FIRST AMERICAN CORP - Form DEF 14A

company and participating subsidiaries were eligible to join our qualified pension plan until December 31, 2001. No employees are eligible to join the pension plan after that date.

In order to participate, during plan years ending on or prior to December 31, 1994, an employee was required to contribute 1½% of pay (*i.e.*, salary, plus cash bonuses, commissions and other pay) to the plan. As a result of amendments to the pension plan that were adopted in 1994, during plan years commencing after December 31, 1994, an employee was not required to contribute to the plan in order to participate. As a result of further amendments, which were adopted in 2000, the pension plan will not accept new participants after December 31, 2001.

A participant generally vests in his accrued benefit attributable to the company's contributions upon the completion of three years of service or, if earlier, the attainment of normal retirement age while an employee. Normal retirement age is defined under the plan as the later of the employee's attainment of age 65 or his third anniversary of participation in the plan.

Upon retirement at normal retirement age, an employee receives full monthly benefits which are equal, when calculated as a life annuity:

- for years of credited service with the company and its subsidiaries as of December 31, 1994, to 1% of the first \$1,000 and 1¼% of remaining final average pay (*i.e.*, the average of the monthly pay, as defined above, during the five highest paid consecutive calendar years out of the last 10 years prior to retirement) times the number of years of credited service as of December 31, 1994; and
- for years of credited service with the company and its subsidiaries after December 31, 1994, to ¾% of the first \$1,000 and 1% of the remaining final average pay times the number of years of credited service subsequent to December 31, 1994.
- Effective December 31, 2000, our pension plan was amended to exclude from the calculation of benefits (i) any pay earned after December 31, 2001, and (ii) any service earned after December 31, 2005.
- Effective December 31, 2002, our pension plan was amended to reduce the rate at which future benefits accrue for participants who had not yet attained age 50 by spreading the accrual of the benefit that would have accrued during 2003–2005 over extended periods ranging from 5 to 20 years, depending on the participant's age as of December 31, 2002.

An employee with at least three years of participation in the plan may elect to retire after attaining age 55, but prior to age 65, and receive reduced benefits.

We fund the plan based on actuarial determinations of the amount required to provide the stated benefits. The table is based on retirement at age 65 or later, with contributions having been made by the employee in each year of credited service prior to 1995. The benefits are not subject to deduction for Social Security payments or any other offsets. Currently, D. P. Kennedy, Parker S. Kennedy, Craig I. DeRoy, Thomas A. Klemens, Dennis J. Gilmore and Gary L. Kermott have 55, 28, 11, 18, 12 and 17 years, respectively, of credited service.

The compensation levels shown in the table are less than those set forth in the summary compensation table because the federal tax law limits the maximum amount of pay that may be considered in determining benefits under the tax-qualified pension plan, and our pension restoration plan, which is described below, does not make up for these limits for pay exceeding \$275,000. The limit on pay that could be recognized by tax-qualified

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

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

Pursuant to the provisions of the federal tax laws, during 2004, 2003 and 2002, respectively, mandatory distributions totaling \$106,708, \$106,708 and \$108,294 were made to D. P. Kennedy from the pension plan. These amounts are included in the last column of the summary compensation table.

Supplemental Benefit Plan

We maintain an executive supplemental benefit plan which we believe assists us in attracting and retaining highly qualified individuals for upper management positions. The plan provides retirement benefits for, and preretirement death benefits with respect to, certain key management personnel selected by our board of directors. Under the plan, upon retirement at normal retirement date (the later of age 65 or, unless waived by our board of directors, completion of 10 years of service), a participant receives a joint life and 50% survivor annuity benefit equal to 35% of final average compensation. Final average compensation is the average annual compensation, composed of base salary, plus cash and stock bonuses, for those three calendar years out of the last 10 years of employment preceding retirement in which such compensation is the highest.

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

To be eligible to receive benefits under the plan, a participant must be at least age 55, have been one of our employees, or an employee of one of our subsidiaries, for at least 10 years and, unless waived by our board of directors, covered by the plan for at least five years. A pre-retirement death benefit is provided consisting of 10 annual payments, each of which equals 50% of final average compensation. Vesting of rights under the plan is accelerated in the event of a change in control (as defined in the plan) of our company.

Currently 46 employees, including Parker S. Kennedy, Craig I. DeRoy, Thomas A. Klemens, Dennis J. Gilmore and Gary L. Kermott, have been selected to participate in the plan. The annual benefit payable under the plan to D. P. Kennedy following his retirement is \$108,936 and is included in the last column of the summary compensation table. The estimated annual benefits payable under the plan to Parker S. Kennedy, Craig I. DeRoy, Thomas A. Klemens, Dennis J. Gilmore and Gary L. Kermott upon retirement at normal retirement age, assuming compound annual increases of 5.0% in the relevant portions of compensation shown above in the summary compensation table, are \$970,442, \$987,838, \$892,198, \$1,080,497 and \$1,107,571, respectively.

The plan is unfunded and unsecured. We purchase insurance, of which we are the owner and beneficiary, on the lives of the plan participants. This insurance is designed to recover, over the life of the plan, our costs incurred with respect to the plan.

Deferred Compensation Plan

Our deferred compensation plan offers to a select group of management and highly compensated employees the opportunity to elect to defer portions of salary, commissions and bonuses. A committee appointed by our board is responsible for administering the plan, which became effective January 1, 1998. We maintain a deferral account for each participating employee on a fully vested basis for all deferrals. Participants can choose to have their cash benefits paid in one lump sum or in quarterly payments upon termination of employment or death. Subject to the terms and conditions of the plan, participants also may elect to schedule in-service withdrawals of compensation deferred prior to January 1, 2005, and the earnings and losses attributable thereto. For all participants who joined the plan prior to December 31, 2001, the plan provides a pre-retirement life insurance benefit equal to the lesser of 15 times the amount deferred in the participant's first year of participation or \$2 million. The life insurance benefit is reduced beginning at age 61 by 20% per year. Participants who join the plan after December 31, 2001, are not eligible for any life insurance benefit thereunder. Our company pays a portion of the cost of such life insurance benefits. The plan is unfunded and unsecured.

Change of Control Arrangements

Our supplemental benefit plans and all of our stock option plans (unless our board directs otherwise with respect to our 1997 directors' stock option plan) call for accelerated vesting of all benefits and options in the event of a change in control of the company. In addition, as part of our efforts to retain key employees, effective November 12, 1999, we entered into agreements with each of the named executive officers and other designated employees to provide for certain benefits in the event they are terminated within three years after a change in control occurs. A change in control means any one of the following:

- a merger or consolidation in which our shareholders end up owning less than 50% of the voting securities of the surviving entity;
- the sale, transfer or other disposition of all or substantially all of our assets or the complete liquidation or dissolution of the company;
- a change in the composition of our board over a two-year period without the consent of a majority of the directors in office at the beginning of the two-year period; or

- the acquisition or accumulation by certain persons of at least 25% of our voting securities.

If termination of employment occurs without cause or if the employee terminates employment for good cause, we will pay the following benefits in one lump sum within 10 business days:

- the employee's base salary through and including the date of termination and any accrued but unpaid bonus;
- a portion of the employee's annual bonus prorated through the date of termination;
- any compensation previously deferred by the employee (other than pursuant to a tax-qualified plan) together with any interest and earnings;
- accrued and unpaid vacation pay;
- unreimbursed business expenses;
- three times the employee's annual salary in effect immediately prior to the date of termination; and
- three times the greater of the employee's highest annual incentive bonus (including cash and stock) during the preceding four fiscal years or the employee's anticipated bonus for the remainder of the year.

We will also continue to pay the health and welfare benefits for the employee and dependents that were in place immediately prior to the termination for a 24-month period following the date of termination. All cash payments will be on an after-tax basis so that the employee will receive benefits without reduction for any excise tax. The change-in-control agreements have an initial term of three years and will be automatically extended for additional one-year periods unless our board or the employee with whom the agreement is entered into gives notice not to extend. In addition, if the employee terminates employment for any reason during the 30-day period following the one-year anniversary of the change of control, the employee will receive all of the benefits described above, except that the multiple of annual salary and bonus would be reduced from three to two.

Directors Compensation

During 2004, each director who is not one of our employees, or an employee of a subsidiary, received annual compensation of \$30,000, a fee of \$2,000 for attending each meeting of the board of directors and \$1,000 for attending each committee meeting. In addition to the above-mentioned fees, the chairman of each committee received an additional fee of \$1,000 for each meeting of his or her committee attended and the chairman of the audit committee also received an annual retainer of \$5,000. Each director who is an employee receives a fee of \$150 for attending each meeting of the board. Directors are reimbursed for their expenses incurred in attending meetings of the board and its committees. For fiscal year 2004, nonemployee directors were not awarded options to purchase our common shares.

Codes of Ethics

Our board of directors has adopted a code of ethics that applies to our principal executive officer, principal financial officer, principal accounting officer or controller, and persons performing similar functions. We have posted a copy of this code of ethics in the corporate governance section of our Internet Web site at www.firstam.com/investor. Our board also has adopted a broader code of ethics and conduct, applying to all employees, officers and directors, which also has been posted to our Web site at the address stated above. Each of these codes is available in print to any shareholder who requests it. Such request should be sent to the secretary at our address indicated on the first page of this proxy statement.

Corporate Governance Guidelines

In addition to the previously mentioned codes of ethics and committee charters, our board has adopted Corporate Governance Guidelines which have been posted in the corporate governance section of our Web site at www.firstam.com/investor and is available in print to any shareholder who requests it. Such request should be sent to the secretary at our address indicated on the first page of this proxy statement. In addition to stating the standards that our board applies in determining whether or not its members are independent of our company and its management, these guidelines state the qualifications and responsibilities of our directors and describe fundamental aspects of our board and its key committees.

Compensation Committee Interlocks and Insider Participation

During 2004, the compensation committee of our board of directors consisted of Messrs. Beban, Chatham, Davis, Doti, Douglas and Fay, all of whom are nonemployee directors. No member of the compensation committee is an executive officer or director of another entity for which any of our executive officers serves as a director or officer.

Pursuant to the SEC's regulations, the following report of the compensation committee on executive compensation, comparative cumulative total return to shareholders graph and accompanying text, and report of the audit committee shall not be deemed to be incorporated by reference into any of our filings under either the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, that incorporates future Securities Act or Securities Exchange Act filings in whole or in part by reference.

Report of the Compensation Committee on Executive Compensation

Compensation Policy

The company's annual compensation program, which has been endorsed by the compensation committee of the Board of Directors, is designed to enhance shareholder value by providing that a large part of senior executive compensation be related to the company's overall performance, the segment achievement for which the officer is responsible as well as to the subjective analysis of the contribution of each individual officer to the company. The company's policy is further designed to develop and administer programs that will:

Edgar Filing: FIRST AMERICAN CORP - Form DEF 14A

- attract and retain key executives critical to the company's long-term vision and success;
- provide compensation levels that are competitive with others in the company's peer group identified in the performance graph below;
and

- motivate executives to enhance long-term shareholder value, with emphasis on market share, productivity, profitability and margins.

The annual bonus programs include a cash bonus and stock options designed to encourage and create ownership, loyalty and key employee retention.

Responsibilities of the Compensation Committee

The board of directors established the compensation committee in 1979. The committee consists of six independent directors, none of whom is a former or current officer or employee of the company or any of its subsidiaries. The committee reviews and approves the base salaries of the named executive officers of the company, and the annual bonus programs, incentive plans and executive benefit plans, as well as Board of Director compensation. The committee, in consultation with executive compensation consultants, analyzes the reasonableness of the compensation paid to those executives.

The committee reviews published compensation surveys for comparative results against First American's compensation level. It reviewed the compensation of the company's named executive officers for 2004 and believes that the compensation for all named executive officers is reasonable in view of the company's performance and industry compensation levels.

CEO Compensation

In December 2003, the committee increased Parker S. Kennedy's annual base salary to \$630,000 from its previous level of \$600,000. Mr. Kennedy's base salary for the year 2004 was, in the opinion of the committee, within the median salary range for chief executive officers in the group of comparable companies. In determining the appropriate salary level, the committee considered the company's market share, the company's earnings relative to its peer group shown in the performance graph below and the benefit the company derives from the retention of its chief executive officer.

Reflecting the committee's commitment to relating a portion of each executive officer's compensation to the annual results of the company, Parker S. Kennedy received a cash bonus of \$1,700,000, representing 270% of his 2004 salary. This bonus was intended to reward Mr. Kennedy for his leadership for the year 2004. In February 2005, Mr. Kennedy also was awarded options to acquire 80,000 common shares for his performance during 2004.

Compensation Committee

Lewis W. Douglas, Jr., Chairman

Gary J. Beban

J. David Chatham

Hon. William G. Davis

James L. Doti

Paul B. Fay, Jr.

Comparative Cumulative Total Return To Shareholders

Since December 3, 1993, our common shares have been listed and trading on the New York Stock Exchange under the trading symbol FAF. Previously, our shares were traded on the national over-the-counter market and were designated and quoted on the NASDAQ National Market System under the trading symbol FAMR. The following graph compares the yearly percentage change in the cumulative total shareholder return on our common shares, assuming reinvestment of dividends, with the corresponding changes in the cumulative total returns of the Standard & Poor's 500 Composite Stock Price Index, the Standard & Poor's Financial Index and a peer group index consisting of the following seven companies, in each case assuming reinvestment of dividends:

- Chicago Title Corp. (excluding the period following its acquisition by Fidelity National Financial, Inc., on March 20, 2000);
- Fidelity National Financial, Inc.;
- LandAmerica Financial Group, Inc.;
- Old Republic International Corp.;
- Stewart Information Services Corp.;
- Equifax Inc.; and
- ChoicePoint Inc.

The cumulative total shareholder returns of the peer group of companies have been included in the graph to provide comparisons with other publicly held companies having subsidiaries that transact the business of title insurance and/or information services on a nationwide basis.

* Adjusted for reinvestment of dividends. Stock price performance shown is not indicative of future price performance.

** As calculated by Bloomberg Financial Services, to include the reinvestment of dividends.

Report of the Audit Committee

The audit committee of the board of directors reviews the company's accounting policies and financial reporting and disclosure practices, system of internal controls, audit process and the process for monitoring compliance with laws, regulations and corporate policies. The board adopted a revised written charter for the audit committee on May 8, 2003, a copy of which was attached to our 2004 proxy statement as Appendix A.

The audit committee has reviewed the company's audited consolidated financial statements and discussed them with management. The audit committee has discussed with PricewaterhouseCoopers LLP, the company's independent accountants, the matters required to be discussed by Statement of Auditing Standards No. 61 (Communication with Audit Committees), as amended.

The audit committee received from PricewaterhouseCoopers the written disclosures required by Independence Standards Board Standard No. 1 and discussed with them their independence. Based on the review and discussions noted above, the audit committee recommended to the board that the audited consolidated financial statements be included in the company's Annual Report on Form 10-K for the fiscal year ended December 31, 2004, and be filed with the U.S. Securities and Exchange Commission.

Our board of directors has determined that both Messrs. Chatham and Skilling are audit committee financial experts within the meaning of the SEC's rules and regulations and that both of them, as well as the other members of the audit committee, meet the requirement of independence established in the New York Stock Exchange Listing Standards. One member of the audit committee, Frank O. Bryan, occupies an office in the building housing the company's executive offices, which the company owns. Director O. Bryan pays rent for that office at the current market rate. Director O. Bryan makes a jet aircraft that he owns available to certain executive officers of the company for business use, for which he is reimbursed only for the expenses incurred in operating the aircraft during the time it is being used by such executives. Also, Director O. Bryan occasionally makes personal use of a jet aircraft owned by the company for which he reimburses the company at a rate commensurate with the fair market rental value of that aircraft. In addition, Director O. Bryan sold an aircraft to the company as described above in the section entitled "Transactions with Management and Others." The other members of the audit committee and the board have concluded that these relationships and transactions are noncompensatory in nature, are not material to the company nor to Director O. Bryan and do not interfere with Director O. Bryan's exercise of independent judgment.

Audit Committee

J. David Chatham, Chairman

James L. Doti

Paul B. Fay, Jr.

Frank O. Bryan

D. Van Skilling

Herbert B. Tasker

Section 16(a) Beneficial Ownership Reporting Compliance

Rules adopted by the SEC require our officers and directors, and persons who own more than 10% of our issued and outstanding common shares, to file reports of their ownership, and changes in ownership, of our shares with the SEC on prescribed forms. Officers, directors and greater-than-ten-percent shareholders are required by the SEC's rules to furnish us with copies of all such forms they file with the SEC.

Based solely on the review of the copies of the forms received by us, or written representations from reporting persons that they were not required to file a Form 5 to report previously unreported ownership or changes in ownership, we believe that, during our fiscal year ending December 31, 2004, our officers, our directors and the greater-than-ten-percent beneficial owners that we know of complied with all such filing requirements, except as follows: The report filed on behalf of Director James L. Doti in January 2004 failed to take into account the shares most recently acquired by him pursuant to automatic dividend reinvestments, but was subsequently amended to include the omitted shares; and one officer, Kenneth D. DeGiorgio, was late in reporting a transaction that occurred in April 2004.

Relationship with Independent Accountants

The firm of PricewaterhouseCoopers LLP has been selected by our audit committee as independent accountants to audit our books and accounts, as well as those of our subsidiaries, for the year ending December 31, 2005. This firm has served as our independent accountants since 1954.

A representative of PricewaterhouseCoopers will be present at the meeting. The representative will have the opportunity to make any desired statement and to answer any appropriate questions by the shareholders.

Principal Accountant Fees and Services

The aggregate fees billed for each of the last two fiscal years for professional services rendered by our principal independent accountant in the four categories of service set forth in the table below are as follows:

<u>Aggregate fees billed in year</u>	<u>2004</u>	<u>2003</u>
Audit Fees	\$ 4,615,500	\$ 1,898,720
Audit-Related Fees(a)	249,000	223,650
Tax Fees(b)	237,000	439,217
All Other Fees	-0-	-0-

(a) These fees were incurred primarily for due diligence, controls reviews, Sarbanes-Oxley Act readiness services and agreed-upon procedure reports.

(b) These fees were incurred for tax advice, compliance and planning.

Edgar Filing: FIRST AMERICAN CORP - Form DEF 14A

Our audit committee's policy is to pre-approve all engagements of our independent accountants for audit and nonaudit services. Those nonaudit engagements for which payment by our company would exceed \$25,000 must be pre-approved by the audit committee or a designated member of that committee on an individual basis. Nonaudit services for which payment would not exceed \$25,000 are approved on an aggregate basis and the services being provided are reviewed quarterly by the committee. The audit committee has pre-approved all nonaudit services performed by PricewaterhouseCoopers in 2004.

Shareholder Proposals

In order for a proposal by you or your fellow shareholders to be included in the proxy statement and form of proxy solicited by our board of directors for our next annual meeting of shareholders, the proposal must be received no later than December 15, 2005. This date assumes that the date of our next annual meeting will not be advanced or delayed by more than 30 calendar days from the date of the current annual meeting. If such an event occurs, we will provide you with notice in our earliest possible quarterly report on Form 10-Q of the date by which such proposals must be received in order to be included in the proxy materials.

If you or your fellow shareholders wish to submit a proposal for consideration at next year's annual meeting without including the same in the proxy statement and form of proxy solicited by our board of directors, you should inform our secretary no later than February 28, 2006, of your intention to do so. If you wait longer, the holders of the proxies solicited by our board of directors may vote on your proposal(s) at their discretion even if they are not mentioned in the proxy statement and form of proxy solicited by our board.

Appraisal Rights

You are not entitled to appraisal rights in connection with the approval of the proposal to be voted upon at the meeting.

General Information

We will, upon the written request of any person who is a beneficial owner of our common shares on the record date for the annual meeting, furnish without charge a copy of our annual report filed with the SEC on Form 10-K for the year 2004 and will furnish, at a charge of \$10, a copy of the exhibits thereto. Such request should contain a representation that the person requesting this material was a beneficial owner of our shares on the record date. Such request should be sent to the secretary at our address indicated on the first page of this proxy statement.

The board of directors is not aware of any matters to come before the meeting other than those set forth on the notice accompanying this proxy statement. If any other matters come before the meeting, the holders of the proxies will vote thereon in their discretion.

By Order of the Board of Directors

Mark R Arnesen

Secretary

Santa Ana, California

April 7, 2005

**Standards Adopted by the Board of
The First American Corporation to Assist in Determining
Director Independence**

The above-mentioned standards are set forth in the following excerpts from the Corporate Governance Guidelines adopted by our board:

5. Standards for Determining Whether a Member of the Board is Independent

The Board shall affirmatively determine whether a particular director is independent of the Company and its management. In making such a determination, no member of the Board will be considered independent who:

Employees and other Individuals Receiving Compensation from the Company

- is or has been within the last three years an employee of the Company or any of its subsidiaries, other than an interim Chairperson, President, chief executive officer or other interim executive officer of the Company or any of its subsidiaries;
- has an immediate family member (as defined in paragraph 9 below) that is or has been within the last three years an executive officer of the Company;
- receives or has received during any twelve month period within the last three years more than \$100,000 in direct compensation from the Company, other than (i) director and committee fees, (ii) pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service) and (iii) compensation for service as an interim Chairperson, President, chief executive officer or other interim executive officer of the Company or any of its subsidiaries;
- has an immediate family member that receives or has received during any twelve month period within the last three years more than \$100,000 in direct compensation from the Company, other than (i) director and committee fees, (ii) pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service) and (iii) compensation for service as an employee of the Company or any of its subsidiaries in a non-executive capacity;

Auditors

- is, or has an immediate family member who is, a current partner of a firm that is the Company's internal or external auditor;
- is a current employee of the Company's internal or external auditor;

Edgar Filing: FIRST AMERICAN CORP - Form DEF 14A

- has an immediate family member that is a current employee of the Company's internal or external auditor and participates in the firm's audit, assurance or tax compliance (but not tax planning) practice;
- was, or has an immediate family member who was, within the last three years, but is no longer, a partner or employee of the Company's internal or external auditor and personally worked on the Company's audit within that time;

A-1

Interlocking Directorates

- is, or has an immediate family member who is, or within the last three years has been, employed as an executive officer of another company where any of the Company's present executive officers at the same time serves or served on that other company's compensation committee;

Inter-Company Business Relationships

- is a current employee of another company that has made payments to, or received payments from, the Company for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million, or 2% of such other company's consolidated gross revenues;
- has an immediate family member that is a current executive officer of another company that has made payments to, or received payments from, the Company for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million, or 2% of such other company's consolidated gross revenues;

Material Relationship

- otherwise has a material relationship with the Company, as determined in light of the standards set forth in paragraph 6, below; or
- is an officer or material partner, shareholder or member of an organization that has a material relationship with the Company, as determined in light of the standards set forth in paragraph 6, below.

6. Standards for Determining Whether a Relationship with the Company is Material

The Board shall affirmatively determine whether a particular relationship with the Company is material in light of all relevant facts and circumstances.

Director-Company Relationships

In making such a determination, a relationship between a director and the Company will not be considered material if:

- excluding any compensation received by the director for service on the Board, any committee of the Board or the board of directors of any subsidiary of the Company, the director receives compensatory fees (for consulting services, professional services or otherwise) from the Company and its subsidiaries which constitute less than 1% of the total annual income of the director;
- the director, together with his or her immediate family members, owns less than 10% of the outstanding common stock of the Company on a fully diluted basis;

Edgar Filing: FIRST AMERICAN CORP - Form DEF 14A

- the Company or any of its subsidiaries reimburses the director for costs incurred by the director on behalf of the Company or such subsidiary;
- the Company or any of its subsidiaries provides a product or service to the director at its fair market value or the fair market value less any discounts generally available to all members of the Board and all employees of the Company and its subsidiaries;

A-2

- the director serves on the board of directors or equivalent governing body of an organization that has a material relationship with the Company and the director, together with his or her immediate family members, owns less than 5% of the equity interests of such organization;
- the director is a senior officer or similar senior official of a charitable organization, philanthropic organization or other non-profit organization which derives less than the greater of \$1,000,000 or 2% of its annual consolidated gross revenues from the Company, its subsidiaries and their officers, taken as a whole;
- the director, together with his or her immediate family members, owns 5% or less of the equity interests of an organization that has a material relationship with the Company; or
- the director receives perquisites or benefits from the Company or its subsidiaries with an aggregate fair market value of less than or equal to \$20,000 in any given fiscal year.

In making such a determination, a relationship between a director and the Company will be considered material if:

- the director provides, or within the last three years has provided, investment banking, non-audit accounting, actuarial or legal services to the Company;
- the director writes, or within the last three years has written, research reports regarding the Company or its securities for delivery to investors; provided, however, that the provision of any such services by a firm of which the director is not a partner or by a corporation or other entity in which the director owns 5% or less of the equity interests shall not be deemed material;
- the director is an officer of an organization that has a material relationship with the Company; or
- the director, together with his or her immediate family members, owns more than 5% of the equity interests of an organization that has a material relationship with the Company.

Organization-Company Relationships

In making such a determination, a relationship between an organization and the Company will not be considered material if such organization:

- is engaged in a joint venture with the Company or any of its subsidiaries and (i) such organization derives less than 5% of its annual consolidated gross revenues and less than 10% of its annual consolidated net income (net of minority interest, if applicable) from such joint venture and (ii) the Company derives less than 5% of its annual consolidated gross revenues and less than 10% of its annual consolidated net income (net of minority interest, if applicable) from such joint venture;
- owns less than 10% of the outstanding common stock of the Company on a fully diluted basis;
- owns less than 20% of the equity interests of a Senior Subsidiary on a fully diluted basis; or

Edgar Filing: FIRST AMERICAN CORP - Form DEF 14A

- owns less than 30% of the equity interests of a Junior Subsidiary of the Company on a fully diluted basis.

A-3

In making such a determination, a relationship between an organization and the Company will be considered material if such organization:

- has, or within the last three years has had, an investment banking relationship with the Company or any of its subsidiaries;
- employs a person who writes research reports on the Company or its securities for delivery to investors;
- has on deposit more than 10% of the total deposits (including escrow deposits) of the Company and its subsidiaries;
- manages more than 10% of the total investment assets of the Company and its subsidiaries; or
- receives more than 10% of the total expenditures of the Company and its subsidiaries on legal services.

7. Standards for Determining Whether a Member of the Audit Committee is Independent

In addition to the standards described in paragraphs 5 and 6, above, no member of the Audit Committee shall be considered independent who:

- is an affiliated person of the Company or of any subsidiary of the Company; or
- accepts, directly or indirectly, any consulting, advisory or other compensatory fee, other than compensation for service on the Board, the board of directors of any subsidiary of the Company or their respective committees.

Compensation for purposes of this paragraph 7 does not include remuneration paid by the Company to a director or an organization as part of a supplier, customer or other business relationship between the Company and such director or organization, which relationship the Board has determined to be immaterial pursuant to paragraphs 5 and 6, above. Compensation for purposes of this paragraph 7 includes remuneration paid by the Company to a director's firm for consulting, legal or financial advice, even if the director is not the actual service provider.

8. Disclosure in Annual Proxy Statement

The standards in paragraphs 5, 6 and 7 above, together with the definitions in paragraph 9 below, will be published each year in the Company's proxy statement pursuant to applicable law or regulation.

9. Definitions

For purposes of the standards contained in paragraphs 5, 6 and 7 above, the following words and phrases have the following meanings:

-

Edgar Filing: FIRST AMERICAN CORP - Form DEF 14A

Company Affiliate means an affiliate of the Company, as affiliate is defined by Rule 10b-18(a)(1) promulgated under the Securities Exchange Act of 1934 (i.e., any person that directly or indirectly controls, is controlled by, or is under common control with, the Company);

- former auditor means an auditor which was engaged by the Company or any Company Affiliate for audit services within the last three years; provided that if the Company has acquired a Company Affiliate and, immediately upon such acquisition, the acquired Company Affiliate ceased to engage its then current auditor, such auditor shall not be a former auditor ;

A-4

- immediate family member with respect to a director means a living spouse, parent, child, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law of such director or a resident in such director's house (other than in an employment capacity);
- Junior Subsidiary means a subsidiary of the Company which, together with its subsidiaries, accounts for 30% or less of the annual consolidated gross revenues of the Company;
- officer has the meaning thereof in Rule 16a-1(f) promulgated under the Securities Exchange Act of 1934;
- Senior Subsidiary means a subsidiary of the Company which, together with its subsidiaries, accounts for 50% or more of the annual consolidated gross revenues of the Company; and
- within the last three years shall be deemed to be modified by any applicable transition period under Section 303A(2)(b) of the New York Stock Exchange rules.

Annual Meeting of Shareholders of The First American Corporation

Wednesday, May 18, 2005

2 p.m.

At the home office of

The First American Corporation

1 First American Way, Santa Ana, California 92707

Your Vote Is Important to the Company!

Using the telephone or Internet, you can vote any time, 24 hours a day.

You can vote in one of three ways:

1. Call toll-free 1-877-482-6133 on a touch-tone telephone and follow the instructions on the reverse side. There is NO CHARGE to you for this call.
2. Vote online at our Internet address: www.proxyvoting.com/firstamer
3. Mark, sign and date your proxy card and return it promptly in the enclosed postpaid envelope.

See detailed instructions on the reverse side of this form.

Ú FOLD AND DETACH HERE Ú

1 FIRST AMERICAN WAY SANTA ANA, CALIFORNIA 92707 714-800-3000

PROXY SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned shareholder of The First American Corporation hereby appoints D. P. Kennedy, Parker S. Kennedy and Kenneth D. DeGiorgio, and each of them, with power to each of substitution, to attend the annual meeting of the shareholders of said corporation to be held May 18, 2005, at 2 p.m. at the home office of The First American Corporation, 1 First American Way, Santa Ana, California, and any adjournments or postponements thereof; and to vote the shares of the undersigned at such meeting with respect to the election of directors, as indicated on the reverse side hereof, with all powers that the undersigned would have if acting in person, including the right in their discretion to cumulate and distribute the aggregate cumulative votes in respect of such shares as they choose among those nominees as to whom the undersigned has not withheld authority; and **with discretionary authority to act on such other matters as may properly come before said meeting or any adjournments or postponements thereof.**

THE SHARES REPRESENTED HEREBY SHALL BE VOTED SPECIFICALLY ON THE PROPOSAL LISTED ON THE REVERSE SIDE HEREOF AS THERE SPECIFIED. WHERE NO SPECIFICATION IS MADE, SAID SHARES SHALL BE VOTED FOR THE PROPOSAL.

(Continued and to be signed on other side)

Online Access Is Here!

Using the telephone or Internet, you can vote any time, 24 hours a day.

Your telephone or Internet vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card.

To vote your proxy by **telephone**, follow these instructions:

1. **Call** toll-free **1-877-482-6133** on a touch-tone telephone
2. Have your proxy card in hand when you call; you will be prompted to enter your **7-digit Control Number** that is located below
3. Follow the simple instructions the Vote Voice provides you

Option A: To vote as the Board of Directors recommends on *ALL* proposals: **Press 1**

Option B: If you choose to vote on each item separately: **Press 0**

To vote your proxy **online**, follow these instructions:

1. **Read** the enclosed proxy statement and proxy card
2. **Go to** the Web site **www.proxyvoting.com/firstamer**
3. Enter the **7-digit Control Number** located on your proxy card below
4. Follow the instructions posted at the Web site

To vote by **mail**, follow these instructions:

1. **Mark, sign and date** your proxy card
2. **Return** your proxy card in the postpaid envelope we've provided or return it to First American Trust, FSB Attn: Transfer Department, 421 N. Main Street, Santa Ana, CA 92701- 4699

If you vote by telephone or Internet,

please do not mail your proxy card.

Thank you for voting.

(Continued from other side)

The Board of Directors recommends a vote **FOR** item 1 listed below.

1. Election of Directors **FOR** all nominees listed below *(except as marked to the contrary below)* **WITHHOLD AUTHORITY** for all nominees listed below
 (01) Gary J. Beban, (02) J. David Chatham, (03) William G. Davis, (04) James L. Doti, (05) Lewis W. Douglas, Jr., (06) Paul B. Fay, Jr., (07) D. P. Kennedy, (08) Parker S. Kennedy, (09) Frank E. O Bryan, (10) Roslyn B. Payne, (11) D. Van Skilling, (12) Herbert B. Tasker and (13) Virginia M. Ueberroth.

(INSTRUCTION: to withhold authority to vote for any individual nominee(s), write the name(s) of such nominee(s) on the line below.)

_____, Dated _____, 2005

Please sign exactly as name appears on stock certificate as shown hereon.

If shares are jointly held, this proxy should be signed by each such joint owner. Executors, administrators, guardians, trustees or others signing in a fiduciary capacity should state their full title as such. A proxy executed by a corporation should be signed in its name by its president or any vice president and attested to by its secretary or an assistant secretary; if otherwise executed, please furnish proof of authority.

PLEASE SIGN, DATE AND RETURN THIS PROXY PROMPTLY IN THE ENCLOSED POSTPAID ENVELOPE.