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First American Financial Corp
Form 10-Q
April 21, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2016

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 001-34580

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FIRST AMERICAN FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

Incorporated in Delaware
(State or other jurisdiction of
incorporation or organization)

26-1911571
(I.R.S. Employer
Identification No.)

1 First American Way, Santa Ana, California
(Address of principal executive offices)

92707-5913
(Zip Code)

(714) 250-3000

(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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

Large accelerated filer Accelerated filer 1

Non-accelerated filer 1 (Do not check if a smaller reporting company) Smaller reporting company 1

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY

PROCEEDINGS DURING THE PRECEDING FIVE YEARS:

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Indicate by check mark whether the registrant has filed all documents and reports to be filed by Section 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes No

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

On April 18, 2016, there were 109,574,846 shares of common stock outstanding.

FIRST AMERICAN FINANCIAL CORPORATION

AND SUBSIDIARY COMPANIES

INFORMATION INCLUDED IN REPORT

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Items 3 through 5 of Part II have been omitted because they are not applicable with respect to the current reporting period.

THIS QUARTERLY REPORT ON FORM 10-Q CONTAINS FORWARD-LOOKING STATEMENTS WITHIN THE MEANING OF SECTION 27A OF THE SECURITIES ACT OF 1933, AS AMENDED, AND SECTION 21E OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED. THESE FORWARD-LOOKING STATEMENTS CAN BE IDENTIFIED BY THE FACT THAT THEY DO NOT RELATE STRICTLY TO HISTORICAL OR CURRENT FACTS AND MAY CONTAIN THE WORDS “BELIEVE,” “ANTICIPATE,” “EXPECT,” “INTEND,” “PLAN,” “PREDICT,” “ESTIMATE,” “PROJECT,” “WILL BE,” “WILL CONTINUE,” “WILL LIKELY RESU OTHER SIMILAR WORDS AND PHRASES OR FUTURE OR CONDITIONAL VERBS SUCH AS “WILL,” “MAY,” “MIGHT,” “SHOULD,” “WOULD,” OR “COULD.” THESE FORWARD-LOOKING STATEMENTS INCLUDE, WITHOUT LIMITATION, STATEMENTS REGARDING FUTURE OPERATIONS, PERFORMANCE, FINANCIAL CONDITION, PROSPECTS, PLANS AND STRATEGIES. THESE FORWARD-LOOKING STATEMENTS ARE BASED ON CURRENT EXPECTATIONS AND ASSUMPTIONS THAT MAY PROVE TO BE INCORRECT.

RISKS AND UNCERTAINTIES EXIST THAT MAY CAUSE RESULTS TO DIFFER MATERIALLY FROM THOSE SET FORTH IN THESE FORWARD-LOOKING STATEMENTS. FACTORS THAT COULD CAUSE THE ANTICIPATED RESULTS TO DIFFER FROM THOSE DESCRIBED IN THE FORWARD-LOOKING STATEMENTS INCLUDE, WITHOUT LIMITATION:

- INTEREST RATE FLUCTUATIONS;
- CHANGES IN THE PERFORMANCE OF THE REAL ESTATE MARKETS;
- VOLATILITY IN THE CAPITAL MARKETS;
- UNFAVORABLE ECONOMIC CONDITIONS;
- IMPAIRMENTS IN THE COMPANY’S GOODWILL OR OTHER INTANGIBLE ASSETS;
- FAILURES AT FINANCIAL INSTITUTIONS WHERE THE COMPANY DEPOSITS FUNDS;
- CHANGES IN APPLICABLE GOVERNMENT REGULATIONS;
- HEIGHTENED SCRUTINY BY LEGISLATORS AND REGULATORS OF THE COMPANY’S TITLE INSURANCE AND SERVICES SEGMENT AND CERTAIN OTHER OF THE COMPANY’S BUSINESSES;
- THE CONSUMER FINANCIAL PROTECTION BUREAU’S EXERCISE OF ITS BROAD RULEMAKING AND SUPERVISORY POWERS;
- THE EFFECTS OF THE TILA-RESPA INTEGRATED DISCLOSURE RULE;
- REGULATION OF TITLE INSURANCE RATES;
- REFORM OF GOVERNMENT-SPONSORED MORTGAGE ENTERPRISES;
- LIMITATIONS ON ACCESS TO PUBLIC RECORDS AND OTHER DATA;
- CHANGES IN RELATIONSHIPS WITH LARGE MORTGAGE LENDERS AND GOVERNMENT-SPONSORED ENTERPRISES;
- CHANGES IN MEASURES OF THE STRENGTH OF THE COMPANY’S TITLE INSURANCE UNDERWRITERS, INCLUDING RATINGS AND STATUTORY CAPITAL AND SURPLUS;
- LOSSES IN THE COMPANY’S INVESTMENT PORTFOLIO;
- EXPENSES OF AND FUNDING OBLIGATIONS TO THE PENSION PLAN;
- MATERIAL VARIANCE BETWEEN ACTUAL AND EXPECTED CLAIMS EXPERIENCE;
- DEFALCATIONS, INCREASED CLAIMS OR OTHER COSTS AND EXPENSES ATTRIBUTABLE TO THE COMPANY’S USE OF TITLE AGENTS;
- ANY INADEQUACY IN THE COMPANY’S RISK MITIGATION EFFORTS;
- SYSTEMS DAMAGE, FAILURES, INTERRUPTIONS AND INTRUSIONS, OR UNAUTHORIZED DATA DISCLOSURES;
- ERRORS AND FRAUD INVOLVING THE TRANSFER OF FUNDS;

- INABILITY TO REALIZE THE BENEFITS OF THE COMPANY'S OFFSHORE OPERATIONS;
- INABILITY OF THE COMPANY'S SUBSIDIARIES TO PAY DIVIDENDS OR REPAY FUNDS;
- INABILITY TO REALIZE THE BENEFITS OF, AND CHALLENGES ARISING FROM, THE COMPANY'S ACQUISITION STRATEGY; AND
- OTHER FACTORS DESCRIBED IN THIS QUARTERLY REPORT ON FORM 10-Q, INCLUDING UNDER THE CAPTION "RISK FACTORS" IN ITEM 1A OF PART II.

THE FORWARD-LOOKING STATEMENTS SPEAK ONLY AS OF THE DATE THEY ARE MADE. THE COMPANY DOES NOT UNDERTAKE TO UPDATE FORWARD-LOOKING STATEMENTS TO REFLECT CIRCUMSTANCES OR EVENTS THAT OCCUR AFTER THE DATE THE FORWARD-LOOKING STATEMENTS ARE MADE.

PART I: FINANCIAL INFORMATION

Item 1. Financial Statements.

FIRST AMERICAN FINANCIAL CORPORATION

AND SUBSIDIARY COMPANIES

Condensed Consolidated Balance Sheets

(in thousands, except par values)

(unaudited)

	March 31, 2016	December 31, 2015
Assets		
Cash and cash equivalents	\$975,883	\$1,027,321
Accounts and accrued income receivable, net	274,692	256,731
Income taxes receivable	4,356	1,067
Investments:		
Deposits with banks	22,883	23,224
Debt securities, includes pledged securities of \$118,097 and \$122,441	4,258,945	4,279,347
Equity securities	396,637	321,285
Other investments	161,124	161,177
	4,839,589	4,785,033
Property and equipment, net	410,352	409,973
Title plants and other indexes	559,859	554,923
Deferred income taxes	22,020	22,020
Goodwill	966,979	964,342
Other intangible assets, net	50,024	48,114
Other assets	175,501	180,777
	\$8,279,255	\$8,250,301
Liabilities and Equity		
Deposits	\$2,758,932	\$2,699,015
Accounts payable and accrued liabilities	760,527	876,087
Deferred revenue	196,845	207,929
Reserve for known and incurred but not reported claims	983,674	983,880
Income taxes payable	19,743	7,576
Deferred income taxes	133,097	133,097
Notes and contracts payable	580,467	581,052
	5,433,285	5,488,636
Commitments and contingencies (Note 13)		
Stockholders' equity:		
Preferred stock, \$0.00001 par value; Authorized—500 shares;		
Outstanding—none	—	—
Common stock, \$0.00001 par value; Authorized—300,000 shares;		
Outstanding—109,564 shares and 109,098 shares	1	1

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Additional paid-in capital	2,164,711	2,150,813
Retained earnings	870,118	846,691
Accumulated other comprehensive loss	(191,522)	(239,003)
Total stockholders' equity	2,843,308	2,758,502
Noncontrolling interests	2,662	3,163
Total equity	2,845,970	2,761,665
	\$8,279,255	\$8,250,301

See notes to condensed consolidated financial statements.

FIRST AMERICAN FINANCIAL CORPORATION

AND SUBSIDIARY COMPANIES

Condensed Consolidated Statements of Income

(in thousands, except per share amounts)

(unaudited)

	Three Months Ended March 31,	
	2016	2015
Revenues		
Direct premiums and escrow fees	\$501,914	\$501,412
Agent premiums	512,245	432,920
Information and other	155,077	157,147
Net investment income	27,370	20,558
Net realized investment gains (losses)	5,106	(953)
	1,201,712	1,111,084
Expenses		
Personnel costs	382,712	366,123
Premiums retained by agents	405,039	342,736
Other operating expenses	186,675	200,158
Provision for policy losses and other claims	107,098	101,554
Depreciation and amortization	22,420	20,854
Premium taxes	14,377	13,469
Interest	7,799	7,242
	1,126,120	1,052,136
Income before income taxes	75,592	58,948
Income taxes	22,920	21,152
Net income	52,672	37,796
Less: Net income attributable to noncontrolling interests	171	164
Net income attributable to the Company	\$52,501	\$37,632
Net income per share attributable to the Company's stockholders (Note 8):		
Basic	\$0.48	\$0.35
Diluted	\$0.47	\$0.34
Cash dividends declared per share	\$0.26	\$0.25
Weighted-average common shares outstanding (Note 8):		
Basic	110,149	107,744
Diluted	110,670	109,444

See notes to condensed consolidated financial statements.

FIRST AMERICAN FINANCIAL CORPORATION

AND SUBSIDIARY COMPANIES

Condensed Consolidated Statements of Comprehensive Income

(in thousands)

(unaudited)

	Three Months Ended March 31,	
	2016	2015
Net income	\$52,672	\$37,796
Other comprehensive income (loss), net of tax:		
Unrealized gains on securities	31,827	20,073
Foreign currency translation adjustment	12,104	(18,660)
Pension benefit adjustment	3,596	4,600
Total other comprehensive income (loss), net of tax	47,527	6,013
Comprehensive income	100,199	43,809
Less: Comprehensive income attributable to noncontrolling interests	217	162
Comprehensive income attributable to the Company	\$99,982	\$43,647

See notes to condensed consolidated financial statements.

FIRST AMERICAN FINANCIAL CORPORATION

AND SUBSIDIARY COMPANIES

Condensed Consolidated Statement of Stockholders' Equity

(in thousands)

(unaudited)

First American Financial Corporation Stockholders								
	Shares	Common stock	Additional paid-in capital	Retained earnings	Accumulated other comprehensive loss	Total stockholders' equity	Noncontrolling interests	Total
Balance at December 31, 2015	109,098	\$ 1	\$ 2,150,813	\$ 846,691	\$(239,003)	\$ 2,758,502	\$ 3,163	\$ 2,761,665
Net income for three months ended March 31, 2016	—	—	—	52,501	—	52,501	171	52,672
Dividends on common shares	—	—	—	(28,410)	—	(28,410)	—	(28,410)
Purchase of Company shares	(14)	—	(454)	—	—	(454)	—	(454)
Shares issued in connection with share-based compensation plans	480	—	(1,480)	(664)	—	(2,144)	—	(2,144)
Share-based compensation	—	—	15,858	—	—	15,858	—	15,858
Net activity related to noncontrolling interests	—	—	(26)	—	—	(26)	(718)	(744)
Other comprehensive income (Note 12)	—	—	—	—	47,481	47,481	46	47,527
Balance at March 31, 2016	109,564	\$ 1	\$ 2,164,711	\$ 870,118	\$(191,522)	\$ 2,843,308	\$ 2,662	\$ 2,845,970

See notes to condensed consolidated financial statements.

FIRST AMERICAN FINANCIAL CORPORATION

AND SUBSIDIARY COMPANIES

Condensed Consolidated Statements of Cash Flows

(in thousands)

(unaudited)

	Three Months Ended March 31,	
	2016	2015
Cash flows from operating activities:		
Net income	\$52,672	\$37,796
Adjustments to reconcile net income to cash used for operating activities:		
Provision for policy losses and other claims	107,098	101,554
Depreciation and amortization	22,420	20,854
Amortization of premiums and accretion of discounts on debt securities, net	6,477	6,676
Excess tax benefits from share-based compensation	(2,607)	(5,588)
Net realized investment (gains) losses	(5,106)	953
Share-based compensation	15,858	10,858
Equity in earnings of affiliates, net	(894)	(1,130)
Dividends from equity method investments	2,723	2,433
Changes in assets and liabilities excluding effects of acquisitions and noncash transactions:		
Claims paid, including assets acquired, net of recoveries	(114,009)	(135,692)
Net change in income tax accounts	(9,622)	(7,052)
Increase in accounts and accrued income receivable	(1,374)	(600)
Decrease in accounts payable and accrued liabilities	(123,039)	(98,704)
Decrease in deferred revenue	(11,204)	(13,033)
Other, net	4,235	14,358
Cash used for operating activities	(56,372)	(66,317)
Cash flows from investing activities:		
Net cash effect of acquisitions/dispositions	(700)	(25,860)
Net decrease in deposits with banks	353	3,354
Purchases of debt and equity securities	(282,980)	(806,547)
Proceeds from sales of debt and equity securities	74,317	255,643
Proceeds from maturities of debt securities	206,918	104,070
Net change in other investments	(604)	1,784
Capital expenditures	(29,858)	(31,881)
Proceeds from sales of property and equipment	8,795	4,197
Cash used for investing activities	(23,759)	(495,240)
Cash flows from financing activities:		
Net change in deposits	59,917	279,636
Repayment of debt	(1,028)	(1,123)
Net activity related to noncontrolling interests	(744)	(655)
Excess tax benefits from share-based compensation	2,607	5,588
Net payments in connection with share-based compensation plans	(4,751)	(2,093)

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Purchase of Company shares	(454)	—
Cash dividends	(28,410)	(26,981)
Cash provided by financing activities	27,137	254,372
Effect of exchange rate changes on cash	1,556	(4,498)
Net decrease in cash and cash equivalents	(51,438)	(311,683)
Cash and cash equivalents—Beginning of period	1,027,321	1,190,080
Cash and cash equivalents—End of period	\$975,883	\$878,397
Supplemental information:		
Cash paid during the period for:		
Interest	\$6,507	\$6,493
Premium taxes	\$27,855	\$23,670
Income taxes, less refunds of \$361 and \$579	\$32,540	\$28,260

See notes to condensed consolidated financial statements.

FIRST AMERICAN FINANCIAL CORPORATION
AND SUBSIDIARY COMPANIES

Notes to Condensed Consolidated Financial Statements
(unaudited)

Note 1 – Basis of Condensed Consolidated Financial Statements

Basis of Presentation

The condensed consolidated financial information included in this report has been prepared in accordance with U.S. generally accepted accounting principles (“GAAP”) for interim financial information and Article 10 of Securities and Exchange Commission (“SEC”) Regulation S-X. The principles for condensed interim financial information do not require the inclusion of all the information and footnotes required by GAAP for complete financial statements. Therefore, these financial statements should be read in conjunction with the Company’s Annual Report on Form 10-K for the year ended December 31, 2015. The condensed consolidated financial statements included herein are unaudited; however, in the opinion of management, they contain all normal recurring adjustments necessary for a fair statement of the consolidated results for the interim periods. All material intercompany transactions and balances have been eliminated upon consolidation.

Reclassifications and revisions

Certain 2015 amounts have been reclassified to conform to the 2016 presentation.

During the fourth quarter of 2015, the Company reclassified certain revenues and expenses related to closing protection letters and temporary labor costs. The impact to the Company’s title insurance and services segment for the three months ended March 31, 2015 included a decrease to direct premiums and escrow fees and an increase to agent premiums of \$6.6 million, increases to personnel costs and premiums retained by agents of \$7.8 million and \$0.3 million, respectively, and a decrease to other operating expenses of \$8.1 million. The impact to the Company’s specialty insurance segment for the three months ended March 31, 2015 included an increase to personnel costs and a decrease to other operating expenses of \$0.3 million.

Also, during the fourth quarter of 2015, the Company identified certain non-risk based revenues included within direct premiums and escrow fees that should have been reflected in information and other. To correct for this error, these revenues were reclassified from direct premiums and escrow fees to information and other. The revision to the Company’s title insurance and services segment for the three months ended March 31, 2015 resulted in a decrease to direct premiums and escrow fees and an increase to information and other of \$10.5 million.

The Company does not consider these adjustments to be material, individually or in the aggregate, to any previously issued consolidated financial statements.

Recently Adopted Accounting Pronouncements

In September 2015, the Financial Accounting Standards Board (“FASB”) issued updated guidance intended to simplify the accounting for adjustments made to provisional amounts recognized in a business combination and eliminates the

requirement to retrospectively account for those adjustments. The updated guidance is effective for interim and annual reporting periods beginning after December 15, 2015 and applies prospectively to adjustments made to provisional amounts that occur after the effective date of this guidance with early adoption permitted for financial statements that have not been issued. The adoption of this guidance had no impact on the Company's condensed consolidated financial statements.

In August 2015, the FASB issued updated guidance relating to the Securities and Exchange Commission Staff Announcement at the June 18, 2015 Emerging Issues Task Force meeting on the presentation and subsequent measurement of debt issuance costs associated with line-of-credit arrangements. The updated guidance allows for the deferral and presentation of debt issuance costs as an asset which may be amortized ratably over the term of the line-of-credit arrangement, regardless of whether there are any related outstanding borrowings. The updated guidance is effective for interim and annual reporting periods beginning after December 15, 2015, with early adoption permitted. The adoption of this guidance had no impact on the Company's condensed consolidated financial statements.

FIRST AMERICAN FINANCIAL CORPORATION
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Notes to Condensed Consolidated Financial Statements – (Continued)
(unaudited)

In May 2015, the FASB issued updated guidance intended to eliminate the diversity in practice surrounding how investments measured at net asset value under the practical expedient with future redemption dates have been categorized in the fair value hierarchy. Under the updated guidance, investments for which fair value is measured at net asset value per share using the practical expedient should no longer be categorized in the fair value hierarchy. The updated guidance requires retrospective adoption for all periods presented and is effective for interim and annual reporting periods beginning after December 15, 2015, with early adoption permitted. The adoption of this guidance had no impact on the Company's condensed consolidated financial statements.

In April 2015, the FASB issued updated guidance intended to clarify the accounting treatment for cloud computing arrangements that include software licenses. Under the updated guidance, if a cloud computing arrangement includes a software license, the customer should account for the software license element of the arrangement consistent with the acquisition of other software licenses. If a cloud computing arrangement does not include a software license, the customer should account for the arrangement as a service contract. The updated guidance is effective for interim and annual reporting periods beginning after December 15, 2015, with early adoption permitted. The Company elected to adopt the updated guidance prospectively for all arrangements entered into or materially modified after the effective date. The adoption of this guidance did not have a material impact on the Company's condensed consolidated financial statements. The financial statement line items impacted by the adoption of the updated guidance include other intangible assets, net and depreciation and amortization. See Note 5 Other Intangible Assets for further information on the Company's internal-use software licenses.

In April 2015, the FASB issued updated guidance intended to simplify, and provide consistency to, the presentation of debt issuance costs. The new standard requires that debt issuance costs be presented in the balance sheet as a direct deduction from the carrying amount of the debt liability, consistent with debt discounts. The updated guidance is effective for interim and annual reporting periods beginning after December 15, 2015, with early adoption permitted. The adoption of this guidance did not have a material impact on the Company's condensed consolidated financial statements.

In February 2015, the FASB issued updated guidance which changes the analysis that a reporting entity must perform to determine whether it should consolidate certain types of legal entities. The updated guidance is effective for interim and annual reporting periods beginning after December 15, 2015, with early adoption permitted. The adoption of this guidance had no impact on the Company's condensed consolidated financial statements.

In June 2014, the FASB issued updated guidance intended to eliminate the diversity in practice regarding share-based payment awards that include terms which provide for a performance target that affects vesting being achieved after the requisite service period. The new standard requires that a performance target which affects vesting and could be achieved after the requisite service period be treated as a performance condition that affects vesting and should not be reflected in estimating the grant-date fair value. The updated guidance is effective for interim and annual reporting periods beginning after December 15, 2015, with early adoption permitted. The adoption of this guidance had no impact on the Company's condensed consolidated financial statements.

Pending Accounting Pronouncements

In March 2016, the FASB issued updated guidance intended to simplify and improve several aspects of the accounting for share-based payment transactions, including the income tax consequences, classification of such awards as either

equity or liabilities and classification on the statement of cash flows. The updated guidance is effective for interim and annual reporting periods beginning after December 15, 2016, with early adoption permitted. The Company is currently assessing the impact of the new guidance on its condensed consolidated financial statements.

In March 2016, the FASB issued updated guidance intended to clarify the guidance previously issued in May 2014 related to the recognition of revenue from contracts with customers. The updated guidance is intended to improve the operability and understandability of the implementation guidance regarding principal versus agent considerations in a contract. The updated guidance is effective for interim and annual reporting periods beginning after December 15, 2017, with early adoption permitted for interim and annual reporting periods beginning after December 15, 2016. The Company does not expect the adoption of this guidance to have a material impact on its condensed consolidated financial statements.

FIRST AMERICAN FINANCIAL CORPORATION
AND SUBSIDIARY COMPANIES

Notes to Condensed Consolidated Financial Statements – (Continued)
(unaudited)

In March 2016, the FASB issued updated guidance intended to simplify the accounting treatment for investments that become qualified for the equity method of accounting as a result of an increase in the level of ownership interest or degree of influence. The updated guidance is effective for interim and annual reporting periods beginning after December 15, 2016, with early adoption permitted. The Company expects the adoption of this guidance to have no impact on its condensed consolidated financial statements.

In February 2016, the FASB issued updated guidance that requires the rights and obligations associated with leasing arrangements be reflected on the balance sheet in order to increase transparency and comparability among organizations. Under the updated guidance, lessees will be required to recognize a right-of-use asset and a liability to make lease payments and disclose key information about leasing arrangements. The updated guidance is effective for interim and annual reporting periods beginning after December 15, 2018, with early adoption permitted. The Company is currently assessing the impact of the guidance on its condensed consolidated financial statements.

In January 2016, the FASB issued updated guidance intended to enhance the reporting model for financial instruments to provide users of financial statements with more decision-useful information. In addition to making other targeted improvements to current guidance, the updated guidance also requires all equity investments, except those accounted for under the equity method of accounting or those that result in consolidation of the investee, to be measured at fair value with changes in the fair value recognized through net income. The updated guidance is effective for interim and annual reporting periods beginning after December 15, 2017, with early adoption permitted in certain circumstances. The Company is currently assessing the impact of the new guidance on its condensed consolidated financial statements.

In May 2015, the FASB issued updated disclosure guidance related to short-duration contracts issued by insurance entities. The updated guidance is intended to increase the transparency of significant estimates made in measuring liabilities for unpaid claims and claim adjustment expenses and to provide additional insight into an insurance entity's ability to underwrite and anticipate costs associated with claims. The updated guidance is effective for annual reporting periods beginning after December 15, 2015 and for interim periods within annual periods beginning after December 15, 2016, with early adoption permitted. Except for the disclosure requirements, the Company does not expect the adoption of this guidance to impact its condensed consolidated financial statements.

In May 2014, the FASB issued updated guidance for recognizing revenue from contracts with customers to provide a single, comprehensive revenue recognition model for all contracts with customers to improve comparability within and across industries, and across capital markets. The new revenue standard contains principles that an entity will apply to determine the measurement of revenue and the timing of recognition. The underlying principle is that an entity will recognize revenue to depict the transfer of goods or services to customers at an amount that the entity expects to be entitled to in exchange for those goods or services. Revenue from insurance contracts is not within the scope of this guidance. The updated guidance is effective for interim and annual reporting periods beginning after December 15, 2016, with early adoption prohibited. In August 2015, the FASB issued updated guidance which defers the effective date of this guidance by one year to interim and annual reporting periods beginning after December 15, 2017, with early adoption permitted as of the original effective date. The Company is currently assessing the impact of the new guidance on its condensed consolidated financial statements.

Note 2 – Escrow Deposits, Like-kind Exchange Deposits and Trust Assets

The Company administers escrow deposits and trust assets as a service to its customers. Escrow deposits totaled \$7.0 billion and \$6.6 billion at March 31, 2016 and December 31, 2015, respectively, of which \$2.6 billion was held at the Company's federal savings bank subsidiary, First American Trust, FSB. The escrow deposits held at First American Trust, FSB are temporarily invested in cash and cash equivalents and debt securities, with offsetting liabilities included in deposits in the accompanying condensed consolidated balance sheets. The remaining escrow deposits were held at third-party financial institutions.

Trust assets held or managed by First American Trust, FSB totaled \$2.9 billion and \$3.0 billion at March 31, 2016 and December 31, 2015, respectively. Escrow deposits held at third-party financial institutions and trust assets are not considered assets of the Company and, therefore, are not included in the accompanying condensed consolidated balance sheets. However, the Company could be held contingently liable for the disposition of these assets.

FIRST AMERICAN FINANCIAL CORPORATION
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Notes to Condensed Consolidated Financial Statements – (Continued)
(unaudited)

In conducting its operations, the Company often holds customers' assets in escrow, pending completion of real estate transactions and, as a result, the Company has ongoing programs for realizing economic benefits with various financial institutions. The results from these programs are included in the condensed consolidated financial statements as income or a reduction in expense, as appropriate, based on the nature of the arrangement and benefit received.

The Company facilitates tax-deferred property exchanges for customers pursuant to Section 1031 of the Internal Revenue Code and tax-deferred reverse exchanges pursuant to Revenue Procedure 2000-37. As a facilitator and intermediary, the Company holds the proceeds from sales transactions and takes temporary title to property identified by the customer to be acquired with such proceeds. Upon the completion of each such exchange, the identified property is transferred to the customer or, if the exchange does not take place, an amount equal to the sales proceeds or, in the case of a reverse exchange, title to the property held by the Company is transferred to the customer. Like-kind exchange funds held by the Company totaled \$2.1 billion and \$2.8 billion at March 31, 2016 and December 31, 2015, respectively. The like-kind exchange deposits are held at third-party financial institutions and, due to the structure utilized to facilitate these transactions, the proceeds and property are not considered assets of the Company and, therefore, are not included in the accompanying condensed consolidated balance sheets. All such amounts are placed in deposit accounts insured, up to applicable limits, by the Federal Deposit Insurance Corporation. The Company could be held contingently liable to the customer for the transfers of property, disbursements of proceeds and the returns on such proceeds.

Note 3 – Debt and Equity Securities

Investments in debt securities, classified as available-for-sale, are as follows:

(in thousands)	Amortized cost	Gross unrealized Gains	Losses	Estimated fair value
March 31, 2016				
U.S. Treasury bonds	\$142,415	\$1,998	\$(19)	\$144,394
Municipal bonds	682,795	17,384	(655)	699,524
Foreign government bonds	128,507	1,378	(308)	129,577
Governmental agency bonds	353,205	2,161	(425)	354,941
Governmental agency mortgage-backed securities	2,039,111	11,893	(6,046)	2,044,958
U.S. corporate debt securities	653,692	12,868	(6,695)	659,865
Foreign corporate debt securities	225,033	3,044	(2,391)	225,686
	\$4,224,758	\$50,726	\$(16,539)	\$4,258,945
December 31, 2015				
U.S. Treasury bonds	\$130,252	\$421	\$(1,301)	\$129,372
Municipal bonds	692,000	12,640	(845)	703,795
Foreign government bonds	129,984	1,132	(1,015)	130,101

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Governmental agency bonds	419,869	1,023	(2,801)	418,091
Governmental agency mortgage-backed securities	2,065,728	4,984	(15,039)	2,055,673
U.S. corporate debt securities	642,869	4,297	(12,483)	634,683
Foreign corporate debt securities	210,162	1,248	(3,778)	207,632
	\$4,290,864	\$25,745	\$(37,262)	\$4,279,347

FIRST AMERICAN FINANCIAL CORPORATION
AND SUBSIDIARY COMPANIES

Notes to Condensed Consolidated Financial Statements – (Continued)
(unaudited)

Investments in equity securities, classified as available-for-sale, are as follows:

(in thousands)	Cost	Gross unrealized Gains	Losses	Estimated fair value
March 31, 2016				
Preferred stocks	\$ 19,657	\$ 385	\$ (4,596)	\$ 15,446
Common stocks	375,062	18,778	(12,649)	381,191
	\$ 394,719	\$ 19,163	\$ (17,245)	\$ 396,637
December 31, 2015				
Preferred stocks	\$ 18,305	\$ 420	\$ (3,258)	\$ 15,467
Common stocks	307,429	13,103	(14,714)	305,818
	\$ 325,734	\$ 13,523	\$ (17,972)	\$ 321,285

Sales of debt and equity securities resulted in realized gains of \$1.0 million and \$3.6 million and realized losses of \$2.4 million and \$6.2 million for the three months ended March 31, 2016 and 2015, respectively.

Gross unrealized losses on investments in debt and equity securities are as follows:

(in thousands)	Less than 12 months		12 months or longer		Total	
	Estimated fair value	Unrealized losses	Estimated fair value	Unrealized losses	Estimated fair value	Unrealized losses
March 31, 2016						
Debt securities:						
U.S. Treasury bonds	\$ 36,201	\$ (18)	\$ 1,669	\$ (1)	\$ 37,870	\$ (19)
Municipal bonds	53,911	(408)	20,703	(247)	74,614	(655)
Foreign government bonds	12,420	(226)	1,825	(82)	14,245	(308)
Governmental agency bonds	28,989	(126)	8,013	(299)	37,002	(425)
Governmental agency mortgage-backed securities	379,752	(2,487)	412,197	(3,559)	791,949	(6,046)
U.S. corporate debt securities	133,784	(4,013)	51,549	(2,682)	185,333	(6,695)
Foreign corporate debt securities	48,983	(1,395)	14,060	(996)	63,043	(2,391)
Total debt securities	694,040	(8,673)	510,016	(7,866)	1,204,056	(16,539)
Equity securities	122,741	(10,289)	32,700	(6,956)	155,441	(17,245)
Total	\$ 816,781	\$ (18,962)	\$ 542,716	\$ (14,822)	\$ 1,359,497	\$ (33,784)
December 31, 2015						
Debt securities:						
U.S. Treasury bonds	\$ 105,701	\$ (1,285)	\$ 1,654	\$ (16)	\$ 107,355	\$ (1,301)
Municipal bonds	133,465	(733)	13,190	(112)	146,655	(845)
Foreign government bonds	13,601	(890)	267	(125)	13,868	(1,015)

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Governmental agency bonds	191,035	(2,497)	18,237	(304)	209,272	(2,801)
Governmental agency mortgage-backed securities	1,096,301	(9,424)	213,020	(5,615)	1,309,321	(15,039)
U.S. corporate debt securities	361,842	(11,272)	13,511	(1,211)	375,353	(12,483)
Foreign corporate debt securities	102,801	(2,725)	11,246	(1,053)	114,047	(3,778)
Total debt securities	2,004,746	(28,826)	271,125	(8,436)	2,275,871	(37,262)
Equity securities	191,248	(12,068)	31,974	(5,904)	223,222	(17,972)
Total	\$2,195,994	\$ (40,894)	\$303,099	\$ (14,340)	\$2,499,093	\$ (55,234)

FIRST AMERICAN FINANCIAL CORPORATION
AND SUBSIDIARY COMPANIES

Notes to Condensed Consolidated Financial Statements – (Continued)
(unaudited)

Investments in debt securities at March 31, 2016, by contractual maturities, are as follows:

(in thousands)	Due in one year or less	Due after one through five years	Due after five through ten years	Due after ten years	Total
U.S. Treasury bonds					
Amortized cost	\$ 29,278	\$ 84,413	\$ 11,792	\$ 16,932	\$ 142,415
Estimated fair value	\$ 29,291	\$ 85,165	\$ 12,304	\$ 17,634	\$ 144,394
Municipal bonds					
Amortized cost	\$ 41,773	\$ 311,695	\$ 193,192	\$ 136,135	\$ 682,795
Estimated fair value	\$ 41,824	\$ 316,813	\$ 199,772	\$ 141,115	\$ 699,524
Foreign government bonds					
Amortized cost	\$ 5,939	\$ 108,209	\$ 6,933	\$ 7,426	\$ 128,507
Estimated fair value	\$ 5,951	\$ 109,288	\$ 7,135	\$ 7,203	\$ 129,577
Governmental agency bonds					
Amortized cost	\$ 20,842	\$ 270,610	\$ 31,507	\$ 30,246	\$ 353,205
Estimated fair value	\$ 20,862	\$ 271,093	\$ 31,936	\$ 31,050	\$ 354,941
U.S. corporate debt securities					
Amortized cost	\$ 12,859	\$ 318,771	\$ 257,677	\$ 64,385	\$ 653,692
Estimated fair value	\$ 12,972	\$ 322,275	\$ 259,039	\$ 65,579	\$ 659,865
Foreign corporate debt securities					
Amortized cost	\$ 10,983	\$ 109,046	\$ 89,960	\$ 15,044	\$ 225,033
Estimated fair value	\$ 10,940	\$ 109,509	\$ 89,885	\$ 15,352	\$ 225,686
Total debt securities excluding mortgage-backed securities					
Amortized cost	\$ 121,674	\$ 1,202,744	\$ 591,061	\$ 270,168	\$ 2,185,647
Estimated fair value	\$ 121,840	\$ 1,214,143	\$ 600,071	\$ 277,933	\$ 2,213,987
Total mortgage-backed securities					
Amortized cost					\$ 2,039,111
Estimated fair value					\$ 2,044,958
Total debt securities					
Amortized cost					\$ 4,224,758
Estimated fair value					\$ 4,258,945

Mortgage-backed securities, which include contractual terms to maturity, are not categorized by contractual maturity because borrowers may have the right to call or prepay obligations with, or without, call or prepayment penalties.

FIRST AMERICAN FINANCIAL CORPORATION
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Notes to Condensed Consolidated Financial Statements – (Continued)
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The composition of the investment portfolio at March 31, 2016, by credit rating, is as follows:

(in thousands, except percentages)	A- Ratings or higher		BBB+ to BBB- Ratings		Non-Investment Grade		Total	
	Estimated fair value	Percentage	Estimated fair value	Percentage	Estimated fair value	Percentage	Estimated fair value	Percentage
March 31, 2016								
Debt securities:								
U.S. Treasury bonds	\$144,394	100.0	\$—	—	\$—	—	\$144,394	100.0
Municipal bonds	670,617	95.9	23,887	3.4	5,020	0.7	699,524	100.0
Foreign government bonds	120,950	93.3	7,515	5.8	1,112	0.9	129,577	100.0
Governmental agency bonds	354,941	100.0	—	—	—	—	354,941	100.0
Governmental agency mortgage-backed securities	2,044,958	100.0	—	—	—	—	2,044,958	100.0
U.S. corporate debt securities	296,764	45.0	182,015	27.6	181,086	27.4	659,865	100.0
Foreign corporate debt securities	123,272	54.6	60,524	26.8	41,890	18.6	225,686	100.0
Total debt securities	3,755,896	88.2	273,941	6.4	229,108	5.4	4,258,945	100.0
Preferred stocks	—	—	8,869	57.4	6,577	42.6	15,446	100.0
Total	\$3,755,896	87.9	\$282,810	6.6	\$235,685	5.5	\$4,274,391	100.0

The credit ratings in the above table reflect published ratings obtained from Standard & Poor's Rating Services, DBRS, Inc., Fitch Ratings, Inc. and Moody's Investor Services, Inc. If a security was rated differently among the rating agencies, the lowest rating was selected. Governmental agency mortgage-backed securities are not rated by any of the ratings agencies; however, these securities have been included in the above table in the A- Ratings or higher category because the payments of principal and interest are guaranteed by the governmental agency that issued the security.

As of March 31, 2016, the estimated fair value of total debt securities included \$125.0 million of bank loans, of which \$119.0 million was non-investment grade; \$97.5 million of high yield corporate debt securities, all of which was non-investment grade; and \$46.6 million of emerging market debt securities, of which \$7.6 million was non-investment grade.

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The composition of the investment portfolio in an unrealized loss position at March 31, 2016, by credit rating, is as follows:

	A- Ratings or higher Estimated		BBB+ to BBB- Ratings Estimated		Non-Investment Grade Estimated		Total Estimated	
	fair value	Percentage	fair value	Percentage	fair value	Percentage	fair value	Percentage
(in thousands, except percentages) March 31, 2016								
Debt securities:								
U.S. Treasury bonds	\$37,870	100.0	\$—	—	\$—	—	\$37,870	100.0
Municipal bonds	64,560	86.6	5,034	6.7	5,020	6.7	74,614	100.0
Foreign government bonds	7,567	53.1	5,566	39.1	1,112	7.8	14,245	