

EBSA/PDC 105018
2011 APR -1 PM 1:06

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Client: C 31264-00003

March 23, 2011

CERTIFIED MAIL/RETURN RECEIPT REQUESTED

Top Hat Plan Exemption
Employee Benefits Security Administration, Room N-1513
U.S. Department of Labor
200 Constitution Avenue NW
Washington, D.C. 20210

Re: *Statement Pursuant to 29 CFR § 2520.104-23 for "Restricted Stock Units granted under the First American Financial Corporation 2010 Incentive Compensation Plan"*

Ladies and Gentlemen:

In compliance with the requirements of the alternative method of reporting and disclosure under Part I of Title I of the Employee Retirement Income Security Act of 1974, as provided for unfunded or insured pension plans maintained by an employer for a select group of management or highly compensated employees pursuant to D.O.L. Regulations 29 C.F.R. 2520.104-23, the following information is provided:

The undersigned employer maintains awards of Restricted Stock Units under the First American Financial Corporation 2010 Incentive Compensation Plan, which together comprise an unfunded nonqualified plan primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees.

Total "Top Hat" Plans maintained: Five

Plan Name	Number of Participants
Restricted Stock Units granted under the First American Financial Corporation 2010 Incentive Compensation Plan	50

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First American Financial Corporation also maintains the following plans:

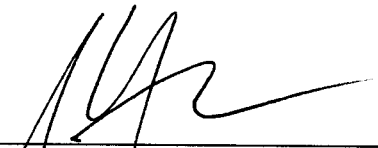
- First American Financial Corporation Executive Supplemental Benefit Plan, pursuant to which a “top hat” filing dated June 3, 2010 was previously made;
- First American Financial Corporation Management Supplemental Benefit Plan, pursuant to which a “top hat” filing dated June 3, 2010 was previously made;
- First American Financial Corporation Pension Restoration Plan, pursuant to which a “top hat” filing dated June 3, 2010 was previously made; and
- First American Financial Corporation Deferred Compensation Plan, pursuant to which a “top hat” filing dated June 3, 2010 was previously made.

Name of Employer: First American Financial Corporation

Address of Employer: 1 First American Way
Santa Ana, CA 92707

Employer Identification Number: 26-1911571

Please date stamp the enclosed copy of this statement and return it to me in the enclosed stamped, self-addressed envelope.

By: 
Name: Sean Feller
Title: Plan Attorney

SF/bwm
cc: Matthew MacDougall

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