

FIRST AMERICAN CORP  
Form 8-K  
November 07, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

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Date of report (Date of earliest event reported) November 3, 2006

**THE FIRST AMERICAN CORPORATION**

(Exact Name of the Registrant as Specified in Charter)

**California**  
(State or Other Jurisdiction

**001-13585**  
(Commission

**95-1068610**  
(IRS Employer

of Incorporation)

File Number)

Identification No.)

**1 First American Way, Santa Ana, California**  
(Address of Principal Executive Offices)

**92707-5913**  
(Zip Code)

Registrant's telephone number, including area code (714) 800-3000

**Not Applicable.**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

.. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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- “ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - “ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - “ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01 Entry into a Material Definitive Agreement.**

On November 3, 2006, The First American Corporation (the Company) entered into an Amendment No. 1 and Waiver with the lenders under the Company's \$500 million credit facility, amending the Restated Credit Agreement dated as of November 7, 2005 and waiving the breach created by the Company's inability to timely file its quarterly reports on Form 10-Q for the fiscal quarters ended June 30 and September 30, 2006 due to the circumstances disclosed in the Company's current report on Form 8-K dated August 9, 2006, the Company's notification of late filing on Form 12b-25 dated August 10, 2006 and the Company's current report on Form 8-K dated November 2, 2006. A copy of the Amendment No. 1 and Waiver is attached hereto as Exhibit 99.1. As of November 6, 2006, no amount is outstanding under this credit facility.

**Item 9.01. Financial Statements and Exhibits.**

| <b>Exhibit No.</b> | <b>Description</b>                                      |
|--------------------|---------------------------------------------------------|
| 99.1               | Amendment No. 1 and Waiver dated as of November 3, 2006 |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

THE FIRST AMERICAN CORPORATION

Date: November 7, 2006

By: /s/ Kenneth D. DeGiorgio

Name: Kenneth D. DeGiorgio

Title: Senior Vice President and General Counsel