

Wooten James H Jr
 Form 4
 February 02, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Wooten James H Jr

2. Issuer Name and Ticker or Trading Symbol
 ILLINOIS TOOL WORKS INC [ITW]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 VP, Gen. Counsel & Secretary

(Last) (First) (Middle)
 ILLINOIS TOOL WORKS INC., 3600 WEST LAKE AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/01/2006

GLENVIEW, IL 60026

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock <u>(1)</u> <u>(2)</u>	08/08/1998		A	0	A	\$ 0	2,861	D
Common Stock <u>(3)</u>	12/31/2005		A	2	A	\$ 0	1,436	I

See Footnote (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option ⁽⁴⁾	\$ 54.62	12/12/1997		A		6,000		12/12/1998	12/12/2007	Common Stock	6,000
Employee Stock Option ⁽⁴⁾	\$ 58.25	12/11/1998		A		6,000		12/11/1999	12/11/2008	Common Stock	6,000
Employee Stock Option ⁽⁴⁾	\$ 65.5	12/17/1999		A		6,000		12/17/2000	12/17/2009	Common Stock	6,000
Employee Stock Option ⁽⁴⁾	\$ 55.875	12/15/2000		A		15,000		12/15/2001	12/15/2010	Common Stock	15,000
Employee Stock Option ⁽⁴⁾	\$ 62.25	12/14/2001		A		13,000		12/14/2002	12/14/2011	Common Stock	13,000
Employee Stock Option ⁽⁴⁾	\$ 94.26	12/10/2004		A		8,000		12/10/2005	12/10/2014	Common Stock	8,000
Employee Stock Option ⁽⁵⁾	\$ 84.16	02/01/2006		A		25,000		12/07/2006	02/01/2016	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wooten James H Jr ILLINOIS TOOL WORKS INC. 3600 WEST LAKE AVENUE GLENVIEW, IL 60026			VP, Gen. Counsel & Secretary	

Signatures

/s/ James H. Wooten, Jr., V.P., Gen. Counsel & Secretary Attorney-In-Fact POA on File

02/02/2006

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Includes grant of restricted stock that vested over a 3 year period: 12/16/03, 12/16/04, and 12/16/05.
- (2) Includes grant of restricted stock vesting over a 3 year period: 12/16/2004, 12/16/2005, and 12/18/2006.
- (3) Shares of Common Stock allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan. Information Reported as of December 31, 2005.
- (4) Options vest in four equal annual installments beginning one year from date of grant.
- (5) Options vest in four equal annual installments beginning in each December following the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

INTERNET

Follow the instructions provided in the Notice or voting instruction form you received.

PHONE

Follow the instructions provided in the separate proxy card or voting instruction form you received.

MAIL

Send your completed and signed proxy card or voting instructions to the address on your proxy card or voting instruction form.

IN PERSON

Ballots will be provided to anyone who attends and wants to vote at the Annual Meeting.

Annual Meeting Agenda and Voting Recommendations

	Proposal	Board Recommendation	Page
1.	Election of the nine persons named in this proxy statement to serve on our board of directors until the next annual meeting and until their successors are duly elected and qualified	FOR	8
2.	Approval, on an advisory basis, of the compensation of our named executive officers	FOR	14
3.	Ratification of the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2016	FOR	18
4.	Transaction of such other business as may properly come before the meeting or any postponements or adjournments thereof		

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Highlights of 2015 Company Performance

2015 was a year of significant transformation for CoreLogic. Highlights of our key achievements include:

the launch of the Valuation Solutions Group (VSG), aimed at providing unique insights into the valuation of residential properties for underwriting, risk management and opportunity generation;

completion of several key acquisitions in line with our strategic transformation plan which strengthen our property intelligence segment by expanding data-enabled solutions; and

initiation of a three-year productivity and cost-management program which is expected to reduce expenses, on an annual run-rate basis, by approximately \$60 million by the end of 2017.

In June 2015, we celebrated our five-year anniversary as a stand-alone public company. For the period since our launch, through December 31, 2015, we delivered 80% in total stockholder return (TSR). Management focused on three strategic areas in 2015: growth and innovation, operational excellence and higher organizational and leadership effectiveness. As a result of the significant effort in these areas, **we exceeded our financial targets and produced record results in revenue, adjusted EBITDA, adjusted EPS and free cash flow. TSR in 2015 was more than 7% while the S&P 500 and Russell 2000 both finished at -1% and -5%, respectively.**

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Board Nominees

The following table provides summary information about each director nominee. The Nominating and Corporate Governance Committee makes an annual recommendation to our Board as to whether the directors have the relevant skills and experience to oversee us and to stand for re-election. Our Board, following a recommendation from the Nominating and Corporate Governance Committee, has selected each of the director nominees below for election by our stockholders at the Annual Meeting. All of the directors possess strength of character, inquiring and independent minds, mature judgment and a deep commitment to our success.

Name	Age	Director Since	Principal Occupation	AC	ASPC	CC	NCGC
J. David Chatham	65	1989	President and chief executive officer of Chatham Holdings Corporation and the Chatham family of real estate businesses			C	
Douglas C. Curling	61	2012	Principal and managing director of New Kent Capital LLC				
John C. Dorman	65	2012	Former chairman of Online Resources Corporation		C		
Paul F. Folino (Chairman of the Board)	71	2011	Former executive chairman of the board of directors of Emulex Corporation				
Anand Nallathambi	54	2010	President and Chief Executive Officer of CoreLogic, Inc.				
Thomas C. O'Brien	62	2008	Former chief executive officer and president of Insurance Auto Auctions Inc.				C
Jaynie Miller Studenmund	61	2012	Former chief operating officer of Overture Services, Inc.				
David F. Walker	62	2010	Chairman of the board of directors of Chico's FAS, Inc.	C			
Mary Lee Widener	77	2006	Former president and chief executive officer of Neighborhood Housing Services of America, Inc.				

C Chair

AC Audit Committee

Audit Committee Financial Expert

ASPC Acquisition and Strategic Planning Committee

CC Compensation Committee

NCGC Nominating and Corporate Governance Committee

Explanation of Responses:

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Corporate Governance Highlights

Board Composition

Currently, all of our directors, other than our CEO, are independent, and our Audit, Compensation and Nominating and Corporate Governance Committees consist exclusively of independent directors.

Our Board is composed of directors with a wide range of views, ethnicities, ages, genders and backgrounds, which reflect the diversity and complexity of the businesses and markets in which we operate. As the following chart illustrates, all of our directors have served on other public company boards, 66% of our directors have been CEOs and all except for one have held C-suite positions, and 78% of our directors have deep industry experience in data analytics, financial services, or real estate, averaging 20 years of industry experience.

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The following chart highlights that our Board composition also reflects a mix of tenure, which gives a balance of historical perspective and crucial understanding of the evolution of our business, with fresh perspectives and insights.

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Governance Practices

The following table summarizes our good governance practices.

Practice	Description
<i>Board Accountability</i>	
Independent Chairman	The offices of Chief Executive Officer and Chairman are separate, and our Chairman is an independent director. This allows our Chief Executive Officer to focus primarily on his management responsibilities and the Chairman to oversee and manage the Board and its functions. Having an independent Chairman promotes the independence of our Board, provides appropriate oversight of management and ensures free and open discussion and communication among the non-management members of our Board.
Director Overboarding Policy	Our Corporate Governance Guidelines provide that our directors may not serve on more than five public company boards (including our Board), and our Audit Committee members may not serve on more than three audit committees (including our audit committee) without prior Board approval.
Annual Board and Committee Evaluations	To increase their effectiveness, the Board and each of its committees performs an annual self-evaluation under the direction of the Nominating and Corporate Governance Committee.
Director Stock Ownership Guidelines and Equity Grants	All directors receive annual equity grants and must meet equity ownership requirements during their service with us.
<i>Stockholder Rights</i>	
Majority Voting Standard for Directors, with Director Resignation Policy	Our Bylaws mandate that directors be elected under a "majority of votes cast" standard in uncontested elections, and our Corporate Governance Guidelines require each incumbent director to submit an irrevocable letter of resignation that becomes effective if he or she does not receive a majority of votes cast.
Single Voting Class	We have only one class of voting securities.
10% Threshold for Special Meetings	Stockholders holding 10% of more of our outstanding stock have the right to call a special meeting.
No Poison Pill	We do not have a stockholders rights plan, commonly known as a "poison pill," in place.
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PROPOSAL 1. Election of Directors

FOR

OUR BOARD RECOMMENDS THAT STOCKHOLDERS VOTE "FOR" EACH OF THE DIRECTOR NOMINEES. UNLESS OTHERWISE SPECIFIED BY YOU IN THE PROXY YOU SUBMIT, THE PROXIES SOLICITED BY OUR BOARD WILL BE VOTED "FOR" THE ELECTION OF THESE NOMINEES.

Our Amended and Restated Bylaws (the "Bylaws") require that directors be elected annually, and our Amended and Restated Certificate of Incorporation provides that the Board shall consist of such number of directors as is determined from time to time exclusively by resolution adopted by the affirmative vote of a majority of the directors then in office. Pursuant to resolutions adopted by the Board, our Board consists of nine directors.

The Board has nominated the nine individuals set forth under "Nominees" below for election at the Annual Meeting, to serve until the 2017 annual meeting of stockholders and until the directors' respective successors are elected and qualified.

Voting Standard

Under our Bylaws, in an uncontested election, each director nominee will be elected to the Board to serve until the next annual meeting and as soon thereafter as their successors are duly elected and qualified, if the nominee receives a majority of votes cast (meaning the number of shares voted "for" a nominee must exceed the number of shares voted "against" such nominee) with respect to such director nominee's election. Under our Corporate Governance Guidelines, each nominee for director who was in office prior to the election (each, an "incumbent director") is required to submit to the Board an irrevocable letter of resignation from the Board and all committees thereof, which will become effective if the director does not receive a majority of votes cast and the Board determines to accept the resignation. The Nominating and Corporate Governance Committee will make a recommendation to the Board about whether to accept or reject the resignation, or whether to take other action. The Board will act on the recommendation of the Nominating and Corporate Governance Committee within 90 days from the date the election results are certified and thereafter promptly disclose its decision in a Current Report on Form 8-K. Abstentions and broker non-votes are not considered votes cast for the foregoing purpose, and will not be counted in determining the outcome of the election of the director nominees.

The majority voting standard does not apply, however, in a contested election, where the number of nominees for director exceeds the number of directors to be elected. In a contested election, directors are instead elected by a plurality of shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors (meaning that the number of director nominees who receive the highest number of shares voted "for" their election are elected). The election of directors at the Annual Meeting will not be contested and each director nominee must receive a majority of votes cast in order to be elected to the Board.

All of the director nominees listed below have consented to being named in this proxy statement and to serve as directors if elected. If any nominee should become unable or unwilling for good cause to serve as a director, the proxies will be voted for such substitute nominee(s) as shall be designated by our Board. Our Board currently has no knowledge that any of the nominees will be unable or unwilling to serve.

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Nominees

Set forth below is information concerning each person nominated and recommended to be elected by our Board. All of the nominees currently serve as our directors and were previously elected to the present term of office by our stockholders.

See the section entitled "Security Ownership of Certain Beneficial Owners and Management" for information pertaining to stock ownership of the nominees. There are no family relationships among any of the nominees or any of our executive officers.

In addition, there were and are no arrangements or understandings between any director and any other person pursuant to which any director was or is to be selected as a director.

Biographical Descriptions

Name	Age	Director Since	Biography	Other Board Service
J. David Chatham	65	1989	<p>Board Committees</p> <p>Audit</p> <p>Compensation (chair)</p> <p>Nominating and Corporate Governance</p> <p>Career Highlights</p> <p><i>Chatham Holdings Corporation and the Chatham family of real estate businesses, specializing in real estate development, building, brokerage, asset management, mortgage lending, valuation/appraisal and other associated industries</i></p> <p>President and Chief Executive Officer (1991-present)</p> <p>Qualifications</p> <p>Through his experience in the real estate arena, Mr. Chatham enhances our understanding of the mortgage and valuation and appraisal businesses as well as the residential and commercial real estate markets.</p>	<p>Prior Board Service</p> <p><i>First Advantage Corporation ("FADV"), a former NASDAQ-listed company and former subsidiary of ours, providing screening analytics and identity solutions (2003-2009)</i></p>
Douglas C. Curling	61	2012	<p>Board Committees</p>	<p>Public Boards</p> <p><i>Aaron's, Inc., a specialty retailer of</i></p>

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Acquisition and Strategic Planning

furniture, consumer electronics, computers, appliances and home accessories

Nominating and Corporate Governance

Career Highlights

Prior Board Service

New Kent Capital LLC, family-run investment business

ChoicePoint Inc.
(2000-2008)

Principal and Managing Director (2010-present)

New Kent Consulting LLC, consulting business founded by Mr. Curling

Principal (2010-present)

ChoicePoint Inc., provider of identification and credential verification services, sold to Reed Elsevier

President (2002-2008)

Chief Operating Officer (1999-2008)

Executive Vice President, Chief Financial Officer and Treasurer (1997-1999)

Equifax, Inc., credit bureau

Various financial roles (1989-1997)

Qualifications

In addition to his experience operating a data business, Mr. Curling provides insight on data monetization and growth strategies to our Board, in particular with respect to our businesses in the insurance industry.

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Name	Age	Director Since	Biography	Other Board Service
John C. Dorman	65	2012	Board Committees	Private Boards
			Audit	<i>DeepDyve, Inc.</i> , an online rental service for scientific and scholarly research
			Acquisition and Strategic Planning (chair)	<i>loanDepot, LLC</i> , a national non-bank lender serving consumers
			Career Highlights	Prior Board Service
			<i>Online Resources Corporation</i> , a developer and supplier of electronic payment services, acquired by ACI Worldwide, Inc.	<i>Online Resources Corporation</i> (2009-2013)
			Co-chairman (January 2010-June 2010)	<i>Digital Insight Corporation</i> , (1998-2007)
			Interim chief executive officer (April 2010-June 2010)	<i>Treasury Services Corporation</i> (1983-1997)
			<i>Digital Insight Corporation</i> , a provider of software-as-a-service for online banking and bill payment for financial institutions, acquired by Intuit, Inc.	
			Chief Executive Officer (1998-2003)	
			<i>Oracle Corporation</i> , a provider of products and services addressing all aspects of corporate information technology	
			Senior Vice President of the Global Financial Services Division (1997-1998)	
			<i>Treasury Services Corporation</i> , a provider of modeling and analysis software for financial institutions	

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Chief Executive Officer (1983-1997)

Qualifications

Mr. Dorman's prior experience as chief executive officer of a technology service provider during a period of rapid growth and expansion, and his current and prior board experience, enables him to provide insights into our operational, technology and growth strategies.

Paul F. Folino (Chairman of the Board)	71	2011	Board Committees	Public Boards
			Audit	<i>Microsemi Corporation</i> , a provider of semiconductor solutions
			Acquisition and Strategic Planning	<i>Lantronix, Inc.</i> , a provider of device networking and remote access products for remote IT management
			Compensation	
			Nominating and Corporate Governance	Private Boards
				<i>Commercial Bank of California</i> , a full-service FDIC-insured community bank
			Career Highlights	Non-Profit Boards
			<i>Emulex Corporation</i> , an information technology product manufacturer specializing in servers, network and storage devices for data centers	<i>California State University, Fullerton, Philanthropic Foundation</i>
			Executive Chairman (2006-2011)	<i>Discovery Science Center</i> , a science education organization
			Chairman (2002-2006)	Prior Board Service
Chief Executive Officer (1993-2002)	<i>Emulex Corporation</i> (1993-2011)			
Qualifications				
Mr. Folino brings significant expertise regarding information technology and intellectual property. With his extensive experience as a director of publicly-traded companies and strong executive background, Mr. Folino provides valued input on a variety of leadership, strategy, corporate governance and organizational matters.				

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Name	Age	Director Since	Biography	Other Board Service
Anand Nallathambi	54	2010	Board Committees	Prior Board Service
			Acquisition and Strategic Planning	
			Career Highlights	FADV (2007-2009)
			<i>CoreLogic, Inc.</i>	
			President and Chief Executive Officer (2010-present)	
			President and Chief Operating Officer of the information solutions group of our predecessor, The First American Corporation ("FAC") (2009 until the spin-off of our financial services business, First American Financial Corporation, in June 2010 (the "Separation"))	
			<i>FADV</i>	
			Chief Executive Officer (2007-2009)	
			President (2005-2007)	
			<i>FAC (1996-1998)</i>	
			President, Credit Information Group	
			President, First American Appraisal Services	
			Qualifications	

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Mr. Nallathambi has worked with us in various capacities for nearly 25 years and brings unique insight into our management practices. He has a deep understanding of our history and culture. Respected for his vision in the consumer data industry and his leadership as former chairman of the Consumer Data Industry Association, Mr. Nallathambi's strategic perspectives on combining property and consumer information have helped drive our innovative product development initiatives. Additionally, Mr. Nallathambi's position as our President and Chief Executive Officer gives him in-depth knowledge of our operations, strategy, financial condition and competitive position, as well as extensive experience with our technology, design and product execution.

Thomas C. O'Brien

62 2008

Board Committees

Compensation

Nominating and Corporate Governance (chair)

Career Highlights

Insurance Auto Auctions Inc., a provider of specialized services for automobile insurance

Chief Executive Officer (2000-2014)

Qualifications

As a result of his experience as a chief executive officer, Mr. O'Brien provides valued insight into corporate governance and our management practices, in particular with respect to the relationship between performance and compensation.

Public Boards

Fenix Parts, Inc., a recycler and reseller of automotive parts

Prior Board Service

Insurance Auto Auctions Inc. (2000-2014)

KAR Auction Services, Inc., a provider of vehicle auction services in North America (2007-2014)

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Name	Age	Director Since	Biography	Other Board Service
Jaynie Miller Studenmund	61	2012	Board Committees	Public Boards
			Compensation	<i>LifeLock, Inc.</i> , an identity theft protection company
			Career Highlights	<i>Pinnacle Entertainment, Inc.</i> , an owner, operator and developer of casinos and related hospitality and entertainment facilities
			<i>Overture Services, Inc.</i> , the creator of paid search advertising, acquired by Yahoo, Inc.	<i>Western Asset</i> , a major fixed income fund (director for several public as well as other funds)
			Chief Operating Officer (2001-2004)	
			<i>PayMyBills.com</i> , an online bill management company	Private Boards
			President and Chief Operating Officer (1999-2001)	<i>Forest Lawn Memorial Parks</i> , an industry-leading memorial parks provider
			<i>Great Western Bank and Home Savings Bank</i> , now part of JPMorgan Chase	Non-Profit Boards
			Roles including Executive Vice President and Head of Retail Banking (1995-1997)	<i>Huntington Memorial Hospital</i> , a regional teaching hospital
			<i>First Interstate Bank</i> , now part of Wells Fargo	Prior Board Service
			Roles including Executive Vice President, Head of Retail Banking and Chief Marketing Officer (1984-1995)	<i>Orbitz Worldwide, Inc.</i> , an online travel company (2007-2014)
			Qualifications	<i>aQuantive, Inc.</i> , a digital marketing services and technology company (2004-2007)
			Ms. Studenmund has more than 35 years of executive management and operational experience across a diverse group of businesses in financial services and the online media and communications sector. She is also a	<i>MarketTools, Inc.</i> , provider of software and services for

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seasoned director, having guided the growth and development of several technology and internet companies, including aQuantive, a digital marketing and ad serving company, and MarketTools, a market research and analytics company.

enterprise feedback management and market research (2010-2012)

David F. Walker	62	2010	<p>Board Committees</p> <p>Audit (chair)</p> <p>Acquisition and Strategic Planning</p> <p>Career Highlights</p> <p>Chairman of the Board, Chico's FAS, Inc.</p> <p>University of South Florida in St. Petersburg</p> <p>Director of Program of Accountancy (2002-2009)</p> <p>Arthur Andersen LLP</p> <p>Partner (1986-2002)</p> <p>Leader of firm's assurance and business advisory practice for Florida Caribbean Region (1999-2002)</p> <p>Qualifications</p> <p>Mr. Walker's extensive experience in public accounting as a CPA and certified fraud examiner and on corporate boards, including as chairman of the board of Chico's and a past and present chair of other audit committees, together with his role as an NACD Board Leadership Fellow, contribute to the Board's oversight of our financial reporting, controls and risk management.</p>	<p>Public Boards</p> <p>Chico's FAS, Inc. (chair), a womens' clothing retailer</p> <p>CommVault Systems, Inc., a data management software company</p> <p>Prior Board Service</p> <p>Technology Research Corporation, Inc., an electrical safety products company (2004-2011)</p> <p>FADV (2003-2009)</p> <p>Paradyne Networks, Inc., a provider of broadband voice, data and video network access solutions (2003-2005)</p>
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Name	Age	Director Since	Biography	Other Board Service
Mary Lee Widener	77	2006	<p data-bbox="456 380 639 407"><i>Board Committees</i></p> <p data-bbox="456 506 512 533">Audit</p> <p data-bbox="456 569 639 596"><i>Career Highlights</i></p> <p data-bbox="456 695 1219 722"><i>Neighborhood Housing Services of America, Inc.</i>, a non-profit housing agency</p> <p data-bbox="456 821 951 848">President and Chief Executive Officer (1974-2009)</p> <p data-bbox="456 947 1219 1037"><i>Community investment consultant</i>, instrumental in the development of a degree program in support of the community development field at the University of San Francisco College of Professional Studies</p> <p data-bbox="456 1073 600 1100"><i>Qualifications</i></p> <p data-bbox="456 1136 1219 1318">Given her extensive experience with organizations dedicated to revitalizing neighborhoods and increasing homeownership opportunities, Ms. Widener brings to our Board a valuable perspective on housing policy and a strong understanding of the opportunities we have to improve home ownership in underserved communities and the challenges residents face in purchasing homes in those communities.</p>	<p data-bbox="1286 380 1414 436"><i>Prior Board Service</i></p> <p data-bbox="1286 464 1461 617"><i>The PMI Group, Inc.</i>, a private mortgage insurer (1995-2013)</p> <p data-bbox="1286 632 1477 905"><i>Federal Home Loan Bank of San Francisco</i> (chairman), a cooperative, wholesale bank helping to meet community credit needs (1994-2004)</p>

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PROPOSAL 2. Approval, on an Advisory Basis, of the Compensation of our Named Executive Officers

FOR

OUR BOARD RECOMMENDS THAT STOCKHOLDERS VOTE "FOR" APPROVAL OF THE NON-BINDING ADVISORY RESOLUTION TO APPROVE THE COMPENSATION PAID TO OUR NAMED EXECUTIVE OFFICERS, AS DISCLOSED IN THIS PROXY STATEMENT PURSUANT TO THE SEC'S EXECUTIVE COMPENSATION DISCLOSURE RULES. UNLESS OTHERWISE SPECIFIED BY YOU IN THE PROXY YOU SUBMIT, THE PROXIES SOLICITED BY OUR BOARD WILL BE VOTED "FOR" THIS PROPOSAL.

We are providing our stockholders with the opportunity to cast a non-binding vote to approve, on an advisory basis, the compensation of our named executive officers, or NEOs, as disclosed pursuant to the SEC's executive compensation disclosure rules and set forth in this proxy statement (including in the compensation tables and narratives accompanying those tables as well as in the Compensation Discussion and Analysis section below).

As described more fully in the Compensation Discussion and Analysis section below, the Board believes that our long-term success depends in large measure on the talents of our employees. Our executive compensation program is based on pay for performance. We believe that our executive compensation programs have provided effective incentives for strong results by appropriately aligning pay and performance. Other aspects of our philosophy include:

attracting, motivating and retaining highly-qualified executive officers critical to our long-term success;

aligning the interests of our executive officers with the interests of our stockholders;

rewarding executive officers for achieving pre-defined stretch goals and objectives, including objectives that may not yield current-period financial results but are expected to position us for enhanced results in future periods;

encouraging strategic long-term development and investment in the business;

motivating and rewarding appropriate but not excessive risk-taking to grow the business; and

supporting pay practices with strong corporate governance and independent board oversight.

HIGHLIGHTS OF OUR EXECUTIVE COMPENSATION PRACTICES

What We Do

Review total compensation relative to market median of our compensation peer group

Tie annual incentive awards to achievement of multiple targeted stretch financial and operating goals

Tie 50% of long-term compensation to achievement of stretch EPS targets and total stockholder return (TSR) relative to our peers

Maintain robust stock ownership guidelines

Maintain a clawback policy to recapture unearned incentive payments

Use an independent compensation consultant retained directly by the Compensation Committee, in its sole discretion, who performs no consulting or other services for the Company's management

Employ a double-trigger for accelerated vesting upon termination of employment following a change in control

Assess annually potential risks relating to the Company's compensation policies and practices

What We Don't Do

Incentivize participants to take excessive risks

Award discretionary bonuses to our executive officers

Allow margining, derivative, or speculative transactions, such as hedges, pledges, and margin accounts, by executive officers

Provide excessive perquisites

Provide excise tax gross-ups upon termination with a change in control or for other awards

Allow for repricing of stock options without stockholder approval

Pay "single-trigger" change-of-control cash payments or have "single-trigger" equity acceleration

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Our 2015 compensation outcomes demonstrate our commitment to aligning pay and performance across the compensation spectrum, as outlined in the chart below.

Pay Element	Overview	2015 Outcomes
<p>Base Salary</p>	<p>Limited increases since 2011, generally provided when role expands</p>	<p>Provided targeted pay increases for Messrs. Sando and Theologides reflecting expanded responsibilities and market adjustments after years of no increases</p>
<p>Incentive Compensation Plan (ICP)</p>	<p>75% of ICP earned based on financial results to target, equally weighted between revenue, adjusted EBITDA, and free cash flow</p> <p>25% of ICP based on assessment of performance on individual and team strategic objectives</p> <p>No bonus paid for results below 80% of target; maximum award capped at 200% of target award for 120% of target performance</p> <p>Pay for sustained performance</p> <p>Most heavily weighted element of executive compensation program</p>	<p>Exceeded goals for all metrics, including performance well above target levels for free cash flow</p> <p>Strategic objective results varied by individual, with three of our four executive officers receiving ICP payouts in line with the Company's financial performance, and with the Senior Executive Vice President, Group Executive, RMW receiving a reduced award due to achievement of below target results in some lines of business which he managed</p> <p>CEO bonus funding was 148% of target, reflecting strong financial and strategic performance during a year of market headwinds</p> <p>Results were below the targeted EPS levels for the 2013-2015 PBR SU cycle; less than 50% of targeted awards were earned</p>
<p>Long-Term Incentive (LTI) Plan</p>	<p>50% of annual award is granted in the form of performance-based restricted stock units (PBR SUs) with adjusted EPS and relative TSR measures</p> <p>3-year performance period for each annual PBR SU grant</p> <p>50% of annual award is granted in time-vested RSUs, which provides stockholder alignment and retention value</p>	<p>Strong 2015 EPS performance allowed for above targeted shares to be banked for the 2014 and 2015 grant cycles</p> <p>Below top quartile peer group TSR results reduced the number of shares banked below maximum for the 2015-2017 cycle</p>

As required by Section 14A of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), which was added by the Dodd-Frank Wall Street Reform and Consumer Protection Act and the related rules of the SEC, the Board of Directors requests your advisory vote to approve the following resolution at the Annual Meeting:

"RESOLVED, that the compensation paid to the Company's named executive officers, as disclosed in this proxy statement pursuant to Item 402 of Regulation S-K (which disclosure includes the Compensation Discussion and Analysis, the compensation tables and the narrative discussion that accompanies the compensation tables), is hereby APPROVED."

This proposal to approve the compensation paid to our NEOs is advisory only and will not be binding upon us or the Board of Directors, and will not be construed as overruling a decision by us or the Board of Directors or creating or implying any additional fiduciary duty for us or our Board of Directors. However, the Compensation Committee, which is responsible for designing and administering our executive

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compensation program, values the opinions expressed by stockholders in their vote on this proposal and will consider the outcome of the vote when considering future executive compensation arrangements.

Our current policy is to provide stockholders with an annual opportunity to approve the compensation of the NEOs. It is expected that we will include an advisory vote on executive compensation on an annual basis at least until the next stockholder advisory vote on the frequency of such votes.

Approval, on an advisory basis, of the compensation of our NEOs requires the affirmative vote of the holders of a majority of shares of common stock present in person or represented by proxy and entitled to vote on the matter (meaning that of the shares represented at the meeting and entitled to vote on the proposal, a majority of them must be voted "for" the proposal for it to be approved). Abstentions will have the same effect as a vote "against" this proposal, and broker-non votes will not be counted in determining the outcome of this proposal.

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PROPOSAL 3. Ratification of the Selection of the Independent Auditor

FOR

OUR BOARD RECOMMENDS THAT STOCKHOLDERS VOTE "FOR" THE PROPOSAL TO RATIFY THE SELECTION OF PwC AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2016. UNLESS OTHERWISE SPECIFIED BY YOU IN THE PROXY YOU SUBMIT, THE PROXIES SOLICITED BY OUR BOARD WILL BE VOTED "FOR" THIS PROPOSAL.

The Audit Committee of the Board of Directors (the "Audit Committee") has selected PricewaterhouseCoopers LLP ("PwC") to serve as our independent registered public accounting firm for the fiscal year ending December 31, 2016. PwC has audited the historical consolidated financial statements of our Company or its predecessor, The First American Corporation, for all annual periods since 1954. Representatives of PwC will be present at the Annual Meeting, will have an opportunity to make a statement if they wish and will be available to respond to appropriate questions.

Selection of our independent registered public accounting firm is not required to be submitted for stockholder approval by our Bylaws, but the Audit Committee is seeking ratification of its selection of PwC from our stockholders as a matter of good corporate governance. If the stockholders do not ratify this selection, the Audit Committee will reconsider its selection of PwC and will either continue to retain PwC or appoint a new independent registered public accounting firm. Even if the selection is ratified, the Audit Committee may, in its discretion, appoint a different independent registered public accounting firm at any time during the year if it determines that such a change would be in our and our stockholders' best interests.

Ratification of the selection of PwC as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2016 requires the affirmative vote of the holders of a majority of shares of common stock present in person or represented by proxy and entitled to vote on the matter (meaning that of the shares represented at the meeting and entitled to vote on the proposal, a majority of them must be voted "for" the proposal for it to be approved). Abstentions will have the same effect as a vote "against" this proposal, and broker-non votes will not be counted in determining the outcome of this proposal.

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Report of the Audit Committee

The following report of the Audit Committee is not soliciting material, is not deemed filed with the Securities and Exchange Commission and is not incorporated by reference in any filing of the Company under the Securities Act of 1933, as amended (the "Securities Act"), or the Exchange Act, whether made before or after the date of this proxy statement and irrespective of any general incorporation language in such filing.

The Audit Committee consists of five non-management directors: Messrs. Walker, Chatham, Dorman and Folino and Ms. Widener. All of the members meet the independence and financial literacy requirements of the NYSE and additional, heightened independence criteria applicable to members of the Audit Committee under SEC and NYSE rules. The Audit Committee has certain duties and powers as described in its written charter adopted by the Board of Directors. A copy of the charter can be found under "Investors-Corporate Governance-Highlights" on the Company's website at www.corelogic.com.

The Audit Committee reviews the Company's accounting policies and financial reporting and disclosure practices, system of internal controls, internal audit process and the process for monitoring compliance with laws, regulations and corporate policies. The Audit Committee has reviewed the Company's audited consolidated financial statements and discussed them with management, although the Audit Committee members are not auditors or certifiers of the Company's financial statements.

The Audit Committee has discussed with PwC, the Company's independent registered public accounting firm, the matters required to be discussed by applicable auditing standards. The Audit Committee has received the written disclosures and the letter from PwC required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent registered public accounting firm's communications with the Audit Committee, and has discussed with PwC its independence.

Based on the reviews 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, 2015 and be filed with the U.S. Securities and Exchange Commission.

Audit Committee

David F. Walker (Chairman)
J. David Chatham
John C. Dorman
Paul F. Folino
Mary Lee Widener

Table of Contents**Principal Accounting Fees and Services**

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

Aggregate fees billed in year	2015	2014
Audit Fees	2,977,369	\$ 2,867,599
Audit-Related Fees ⁽¹⁾	596,000	75,470
Tax Fees ⁽²⁾	48,305	42,107
All Other Fees ⁽³⁾	5,638	6,200
Total Fees	\$ 3,627,312	2,991,376

(1)

These fees were incurred primarily for services provided for Regulation AB audits during 2015 and 2014, financial due diligence procedures related to acquisitions and estimated SOC-1 fees during 2015.

(2)

These fees were incurred for tax advice, compliance and planning, transfer pricing, including tax basis studies and tax advice, and planning in connection with the acquisition and disposition of certain businesses.

(3)

These fees were incurred primarily for services related to XBRL tagging of foreign financial reports.

Policy on Audit Committee Pre-Approval of Audit and Nonaudit Services of Independent Auditor

The Audit Committee's policy is to pre-approve all engagements of our independent registered public accounting firm for audit and nonaudit services. The Audit Committee's pre-approval policy identifies specific services and assigns pre-approved spending thresholds for each group of nonaudit services. This policy works in conjunction with our independent registered public accounting firm's annual audit services fee schedule, which is also approved by the Audit Committee. Any services not pre-approved or not covered by the policy or the audit services fee schedule are submitted to the Audit Committee's chairman, as the Audit Committee's designee, for review and approval and are subsequently ratified by the Audit Committee as appropriate.

All services provided by PwC during the fiscal years ended December 31, 2015 and 2014 were pre-approved by the Audit Committee or its designee.

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SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Security Ownership of Certain Beneficial Owners

The following table sets forth information regarding the ownership of our common stock as of March 1, 2016 by the persons or groups of stockholders who are known to us to be the beneficial owners of 5% or more of our shares of common stock. The information regarding beneficial owners of 5% or more of our shares of common stock is based solely on public filings made by such owners with the SEC.

Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
T. Rowe Price Associates, Inc. ⁽¹⁾	9,873,586	11.2%
The Vanguard Group ⁽²⁾	6,089,206	6.9%
BlackRock, Inc. ⁽³⁾	5,966,547	6.8%
The Bank of New York Mellon Corporation ⁽⁴⁾	4,635,418	5.3%

(1)

According to a Schedule 13G/A filed February 10, 2016, as of December 31, 2015, these securities are owned by various individual and institutional investors for which T. Rowe Price Associates, Inc. ("Price Associates") serves as a registered investment adviser with power to direct investments and/or sole power to vote the securities and by T. Rowe Price Mid-Cap Growth Fund, Inc., an investment company. The Schedule 13G/A reports that Price Associates has sole voting power with respect to 3,013,445 shares and sole dispositive power with respect to 9,873,586 shares. The Schedule 13G/A also reports that T. Rowe Price Mid-Cap Growth Fund, Inc. beneficially owns and has sole voting power with respect to 5,000,000 shares representing 5.7% of our outstanding shares of common stock as of March 1, 2016. The address of the principal business office of the reporting entities is 100 East Pratt Street, Baltimore, Maryland 21202.

(2)

According to a Schedule 13G/A filed February 10, 2016, as of December 31, 2015, these securities are owned by The Vanguard Group and two wholly-owned subsidiaries, Vanguard Fiduciary Trust Company ("VFTC") and Vanguard Investments Australia, Ltd. ("VIA"), as investment managers of collective trust accounts and Australian investment offerings, respectively. The Schedule 13G/A reports that VFTC is the beneficial owner of 58,934 shares and VIA is the beneficial owner of 10,600 shares. The Vanguard Group is a registered investment adviser and has sole voting power with respect to 64,434 shares, sole dispositive power with respect to 6,025,172 shares, shared dispositive power with respect to 64,034 shares and shared voting power

with respect to 5,100 shares. The address of the principal business office of the reporting entity is 100 Vanguard Boulevard, Malvern, PA 19355.

(3)

According to a Schedule 13G/A filed January 26, 2016, as of December 31, 2015, BlackRock, Inc. is a parent holding company with sole voting power with respect to 5,645,531 shares and sole dispositive power with respect to 5,966,547 shares, reporting on behalf of certain related subsidiaries. The address of the principal business office of the reporting entity is 40 East 52nd Street, New York, New York 10055.

(4)

According to a Schedule 13G filed January 26, 2016, as of December 31, 2015, The Bank of New York Mellon Corporation ("BONY") is a parent holding company with sole voting power with respect to 4,329,071 shares, sole dispositive power with respect to 4,443,772 shares, shared dispositive power with respect to 78,610 shares and shared voting power with respect to 1,175 shares, reporting on behalf of certain related subsidiaries. The address of the principal business office of the reporting entity is 225 Liberty Street, New York, New York 10286.

Security Ownership of Management

The following table sets forth the total number of shares of our common stock beneficially owned and the percentage of the shares so owned as of March 1, 2016 by:

each director;

each executive officer named in the "Summary Compensation Table" (each, a "NEO"); and

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all directors and current executive officers as a group.

Unless otherwise indicated in the notes following the table, the persons listed in the table below are the beneficial owners of the listed shares with sole voting and investment power (or, where applicable, shared power with such individual's spouse and subject to community property laws) over the shares listed. Shares vesting or subject to rights exercisable within 60 days after March 1, 2016 are treated as outstanding in determining the amount and percentage beneficially owned by a person or entity.

Stockholders	Number of shares of Common Stock	Percent if greater than 1%
<i>Directors</i>		
J. David Chatham	36,683	
Douglas C. Curling	36,773	
John C. Dorman	26,773	
Paul F. Folino	10,712	
Anand Nallathambi	1,150,932	1.3%
Thomas C. O'Brien	17,918	
Jaynie Miller Studenmund	24,671	
David F. Walker	34,355	
Mary Lee Widener	10,454	
<i>NEOs who are not directors</i>		
Frank D. Martell	379,189	
Barry M. Sando	343,637	
Stergios Theologides	134,207	
<i>All directors and current executive officers as a group (12 persons)</i>	2,206,303	2.5%

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The shares set forth in the table above include shares that the following directors and NEOs, as well as directors and current executive officers as a group, have the right to acquire within 60 days of March 1, 2016 in the amounts set forth below:

Stockholders	Number of shares of Common Stock	Percent if greater than 1%
J. David Chatham	3,402	
Douglas C. Curling	3,402	
John C. Dorman	3,402	
Paul F. Folino	3,402	
Anand Nallathambi	742,302	
Thomas C. O'Brien	3,402	
Jaynie Miller Studenmund	3,402	
David F. Walker	3,402	
Mary Lee Widener	3,402	
Frank D. Martell	243,315	
Barry M. Sando	199,238	
Stergios Theologides	109,627	
<i>All directors and current executive officers as a group (12 persons)</i>	1,321,698	1.5%

Securities Authorized for Issuance under Equity Compensation Plans

We currently maintain two equity compensation plans: the CoreLogic, Inc. Amended and Restated 2011 Performance Incentive Plan ("2011 Plan") and the 2012 Employee Stock Purchase Plan ("2012 ESPP"). The 2006 Incentive Compensation Plan (the "2006 Plan") was terminated and replaced by the 2011 Plan. We currently have outstanding options under the 2006 Plan and the 2011 Plan. Each of the 2011 Plan, the 2012 ESPP and the 2006 Plan was approved by our stockholders.

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The following table sets forth, for each of our equity compensation plans, the number of shares of common stock subject to outstanding awards, the weighted-average exercise price of outstanding options, and the number of shares remaining available for future award grants as of December 31, 2015.

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights)(1) (a)	Weighted-average exercise price of outstanding options, warrants and rights(1)(4) (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding shares reflected in column (a))(1) (c)
Equity compensation plans approved by stockholders	3,819,476 ⁽²⁾⁽³⁾	\$20.79 ⁽³⁾	12,298,481 ⁽⁴⁾
Equity compensation plans not approved by stockholders	163,189 ⁽⁵⁾	\$22.38	N/A
Total	3,982,665	\$20.95	12,298,481

(1)

On June 1, 2010 in connection with spinning off the businesses now known as First American Financial Corporation, all outstanding stock options and unvested RSUs granted to our employees prior to the Separation were adjusted in a manner designed to preserve the intrinsic value of the outstanding stock options and unvested RSUs.

(2)

Of these shares, 937,306 were subject to options then outstanding under the 2011 Plan, 2,312,073 (which currently count as 5,854,590 under the 2011 Plan (3.3 shares for each share issued in respect of awards granted prior to July 29, 2014 and 2 shares for each share issued in respect of awards granted thereafter)) were subject to stock unit awards then outstanding under the 2011 Plan, 569,390 were subject to options then outstanding under the 2006 Plan and 707 were subject to stock unit awards then outstanding under the 2006 Plan. Of the 2,312,780 shares subject to stock unit awards under the plans as described above, 775,778 shares are subject to performance-based awards assuming that the maximum level of performance with respect to such awards is achieved. Note that the actual number of shares to be issued with respect to these performance-based awards will vary depending on the applicable level of performance achieved, with such number ranging from zero to the maximum level indicated above. This amount does not include those shares that were subject to options then outstanding under the First Advantage 2003 Incentive Compensation Plan, which were assumed by us in connection with our acquisition of FADV in November 2009. As of December 31, 2015, these assumed options covered 154,325 shares of our common stock and had a weighted-average exercise price per share 25.44. Our authority to grant new awards under the 2006 Plan terminated on May 19, 2011.

(3)

Explanation of Responses:

This weighted-average exercise price does not reflect the shares that will be issued upon the payment of outstanding restricted stock units and is calculated solely with respect to outstanding unexercised stock options.

- (4) Represents 10,787,183 shares available for future issuance under the 2011 Plan, and 1,511,298 shares available for future issuance under the 2012 ESPP. Shares available under the 2011 Plan may be used for any type of award authorized in that plan (subject to certain limitations of the plan) including stock options, stock appreciation rights, stock units, restricted stock, performance-based awards, stock bonuses and other awards payable in shares of Company common stock.
- (5) Consists of an inducement award of stock options issued outside of our existing plans. These stock options were granted to Frank McMahon, the former chief executive officer of the information solutions group, pursuant to the terms of his employment agreement and are fully vested. The stock options have a remaining maximum contractual term of less than six months.

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CORPORATE GOVERNANCE AND BOARD MATTERS

Committees of the Board of Directors

There are currently four standing committees of the Board: the Audit Committee, the Compensation Committee, the Nominating and Corporate Governance Committee and the Acquisition and Strategic Planning Committee. In addition to the four standing committees, the Board may approve, and has from time to time approved, the creation of special committees or subcommittees to act on behalf of the Board.

During 2015, each member of the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee was determined by the Board to be independent, as defined in the corporate governance rules of the NYSE for listed companies and in accordance with the categorical standards of independence included in our Corporate Governance Guidelines as discussed below. The Board further determined that each member of the Audit Committee and the Compensation Committee met the additional independence standards applicable to those committees. Please see the section entitled "Independence of Directors" below for more information.

Audit Committee

We have a standing Audit Committee of the Board of Directors. The current members of the Audit Committee are Messrs. Walker (Chairman), Chatham, Dorman, Folino and Ms. Widener.

Our Board has determined that each of Messrs. Walker and Dorman is an "audit committee financial expert" within the meaning of the SEC's rules and regulations and that each member of our Audit Committee is "independent" under applicable SEC rules and the listing standards of the NYSE and is "financially literate" under the listing standards of the NYSE.

The functions performed by the Audit Committee include, but are not limited to:

overseeing the integrity of our financial reporting processes in consultation with the independent auditor, management and our internal audit function;

reviewing internal auditing procedures and results;

selecting our independent registered public accounting firm;

engaging with our compliance and risk management executives to review the state of enterprise risk management and compliance programs with a view to understanding the steps management has taken to monitor and control our major risk exposures;

reviewing with internal counsel the state of litigation, claims and regulatory matters and overseeing our compliance with legal and regulatory matters;

discussing with management, internal audit and external advisors the state of internal controls and our practices with respect to financial disclosure;

directing and supervising investigations into matters within the scope of its duties; and

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reviewing with the independent registered public accounting firm the plan and results of its audit and determining the nature of other services to be performed by, and fees to be paid to, such firm.

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During 2015, our Audit Committee met six times. The Audit Committee's charter is posted on the Investors section of our web site under Corporate Governance Highlights at www.corelogic.com.

The Audit Committee has established procedures to receive, retain and address complaints regarding accounting, internal accounting controls or auditing matters, and for the submission by our employees or third parties of concerns regarding questionable accounting or auditing matters or other ethics and compliance-related matters. Our 24-hour, toll-free hotline is available for the submission of such concerns or complaints at 1-888-632-5395 or concerns or complaints may also be reported online at <https://corelogic.alertline.com>. To the extent required by applicable law, individuals wishing to remain anonymous or to otherwise express their concerns or complaints confidentially are permitted to do so.

Compensation Committee

The current members of the Compensation Committee are Messrs. Chatham (Chairman), Folino, O'Brien and Ms. Studenmund.

In making its independence determination for each member of the Compensation Committee as described above, our Board considered whether the director has a relationship with us that is material to the director's ability to be independent from management in connection with the duties of a compensation committee member. In addition, our Board has determined that each of Messrs. Chatham, Folino, O'Brien and Ms. Studenmund is a "non-employee director" for purposes of Rule 16b-3 under the Exchange Act and satisfies the requirements of an "outside director" for purposes of Section 162(m) of the Internal Revenue Code (the "Code").

The functions of the Compensation Committee include, but are not limited to:

establishing and reviewing our compensation philosophy;

reviewing and approving corporate goals and objectives relevant to the compensation of our chief executive officer, including annual performance objectives, and evaluating our chief executive officer in light of those objectives;

establishing our compensation policies and procedures with respect to our executive officers, including bonus awards, monitoring our incentive and equity compensation plans and making recommendations to the Board regarding director compensation;

monitoring compliance with the rules and guidelines of our Company's equity-based plans;

reviewing and monitoring our employee retirement and benefit plans; and

reviewing the Compensation Discussion and Analysis contained in our proxy statement and preparing the Compensation Committee Report for inclusion in our proxy statement.

During 2015, the Compensation Committee met nine times. The Compensation Committee's charter is posted on the Investors section of our website under Corporate Governance Highlights at www.corelogic.com.

The Compensation Committee has the authority to delegate responsibilities to a subcommittee of one or more members of the Compensation Committee, who must regularly report on their activities to the Compensation Committee as a whole. In March 2015, the Board created a talent development subcommittee of the Compensation Committee to aid the Compensation Committee in fulfilling its responsibility for oversight of development and succession planning for key executives. Ms. Studenmund is the sole committee member. From January through June of 2015, the Compensation Committee retained Steven Hall & Partners ("Steven Hall") as its independent compensation consultant to advise on the

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compensation of our executive officers and directors. From July through December of 2015, Pay Governance LLC ("Pay Governance") was retained as the Compensation Committee's independent compensation consultant. The Compensation Committee also seeks input from our Chief Executive Officer, Chief Operating and Financial Officer, Senior Vice President, Human Resources and General Counsel when making decisions regarding compensation matters. During 2015, Steven Hall attended four Compensation Committee meetings and Pay Governance attended three Compensation Committee meetings.

During 2015, Steven Hall provided:

advice on the selection of a peer group of companies for executive compensation comparison purposes;

guidance on industry best practices and emerging trends and developments in executive officer compensation;

a review of director compensation;

analysis of survey data; and

advice on determining the total compensation of each of our executive officers and the material elements of total compensation, including (1) annual base salaries, (2) target cash bonus amounts and (3) the structure and target amount of long-term incentive awards.

During 2015, Pay Governance provided:

review and advice on the Company's peer group for 2016 compensation for executive compensation comparison purposes;

review of director compensation for 2016;

analysis of survey data; and

advice on determining 2016 total compensation of each of our executive officers and the material elements of total compensation, including (1) annual base salaries, (2) target cash bonus amounts and (3) the structure and target amount of long-term incentive awards.

Neither Steven Hall nor Pay Governance performed any services for us and the Compensation Committee does not believe that the services performed by either Steven Hall or Pay Governance raised any conflict of interest. The Compensation Committee regularly evaluates the services provided by its independent compensation consultant.

In addition, the Company has engaged Mercer LLC ("Mercer") to provide certain compensation-related services on behalf of the Company and management. In 2015, Mercer assisted us with the selection of a peer group of companies, advised on industry best practices and emerging trends in executive compensation, prepared pay survey data, made recommendations on the structuring of compensation programs and advised on our public disclosures regarding executive compensation. In connection with its engagement, Mercer did not attend any meetings of the Compensation Committee in 2015. Mercer performed no services for the Compensation Committee.

Additional information concerning the executive compensation policies and objectives established by the Compensation Committee, the Compensation Committee's processes and procedures for consideration and determination of executive compensation, and the role of executive officers and our and the Compensation Committee's compensation consultants in determining executive compensation is included in the "Compensation Discussion and Analysis" section below. Additional information concerning the Compensation Committee's processes and procedures and consideration and determination of

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non-employee director compensation is included in the section entitled "2015 Director Compensation Table" below.

Nominating and Corporate Governance Committee

The current members of the Nominating and Corporate Governance Committee are Messrs. O'Brien (Chairman), Chatham, Curling and Folino.

The Nominating and Corporate Governance Committee is responsible for, among other items:

identifying individuals qualified to become directors of our Company;

recommending to the Board candidates for election at annual meetings by the stockholders and candidates to fill vacancies and newly-created directorships;

overseeing the evaluation of the Board; and

developing, recommending to the Board and periodically reviewing the corporate governance principles and policies applicable to our Company.

The Nominating and Corporate Governance Committee held three meetings during 2015. The Nominating and Corporate Governance Committee's charter is posted on the Investors section of our web site under Corporate Governance Highlights at www.corelogic.com.

The Nominating and Corporate Governance Committee has adopted procedures by which certain of our stockholders may recommend director nominees to the Board. In particular, the Nominating and Corporate Governance Committee has established a policy whereby it will accept and consider, in its discretion, director recommendations from any stockholder holding in excess of 5% of our outstanding common stock. Such recommendations must include the name and credentials of the recommended nominee and should be submitted to our Secretary at our address included in this proxy statement. The Nominating and Corporate Governance Committee will evaluate director candidates recommended by stockholders for election to our Board in the same manner and using the same criteria as used for any other director candidate (as described below). If the Nominating and Corporate Governance Committee determines that a stockholder-recommended candidate is suitable for membership on our Board, it will include the candidate in the pool of candidates to be considered for nomination upon the occurrence of the next vacancy on our Board or in connection with the next annual meeting of stockholders.

While the Nominating and Corporate Governance Committee has no specific minimum qualifications in evaluating a director candidate, it takes into account all factors it considers appropriate in identifying and evaluating candidates for membership on our Board, including some or all of the following: strength of character, an inquiring and independent mind, practical wisdom, mature judgment, career specialization, relevant industry experience, relevant technical skills, reputation in the community, diversity and the extent to which the candidate would fill a present need on the Board. The Nominating and Corporate Governance Committee makes recommendations to the full Board as to whether or not incumbent directors should stand for re-election. However, if we are legally required by contract or otherwise to provide third parties with the ability to nominate directors, the Nominating and Corporate Governance Committee may adjust its evaluation process for the designated candidates to reflect our contractual obligations with respect to their nomination. The Nominating and Corporate Governance Committee conducts all necessary and appropriate inquiries into the background and qualifications of possible candidates and may engage a search firm to assist in identifying potential candidates for nomination.

We do not have a formal policy for the consideration of diversity in identifying nominees for director. However, the Nominating and Corporate Governance Committee recognizes the benefits associated with a

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diverse board and, as indicated above, considers diversity as a factor when identifying and evaluating candidates for membership on our Board. The Nominating and Corporate Governance Committee utilizes a broad conception of diversity, including professional and educational background, prior experience on other boards of directors (both public and private), political and social perspectives as well as race, gender and national origin. Utilizing these factors, and the factors described above, the Nominating and Corporate Governance Committee makes recommendations, as it deems appropriate, regarding the composition and size of the Board. The priorities and emphasis of the Nominating and Corporate Governance Committee and of the Board may change from time to time to take into account changes in business and other trends and the portfolio of skills and experience of current and prospective Board members.

Acquisition and Strategic Planning Committee

The current members of the Acquisition and Strategic Planning Committee are Messrs. Dorman (Chairman), Curling, Folino, Nallathambi and Walker. The Acquisition and Strategic Planning Committee has the authority to (i) oversee and approve certain investment, merger, acquisition and divestiture transactions proposed by our management which are below a certain size and which do not involve our equity and (ii) provide counsel to management's development of longer-term business and product strategies. The Acquisition and Strategic Planning Committee held one meeting during 2015. In March 2015, the Board created an insurance strategy subcommittee focused on overseeing our strategic plans in the insurance vertical. Mr. Curling is the sole member of this subcommittee and provides reports to the Acquisition and Strategic Planning Committee.

Independence of Directors

Pursuant to the corporate governance rules of the NYSE for listed companies, a majority of the Board must be independent. A director will not qualify as independent unless the Board affirmatively determines that the director has no material relationship with us (either directly or as a partner, stockholder or officer of an organization that has a relationship with us). To assist in its determination of director independence, the Board has adopted categorical director independence standards, which are contained in our Corporate Governance Guidelines. The Corporate Governance Guidelines are available to stockholders on the Investors section of our web site under Corporate Governance Highlights at www.corelogic.com.

In accordance with the NYSE rules and our categorical director independence standards, the Board has affirmatively determined that each of Messrs. Chatham, Curling, Dorman, Folino, O'Brien and Walker, and Mses. Studenmund and Widener is "independent" as that term is defined in the corporate governance rules of the NYSE for listed companies. Mr. Nallathambi is considered an inside director because he is employed by us as a senior executive.

Board Leadership Structure; Meetings of Independent Directors

The offices of Chief Executive Officer and Chairman are separate. Mr. Folino has served as Chairman of our Board since July 2014. Our Board believes that the separation of the offices of Chairman and Chief Executive Officer continues to be appropriate as it allows our Chief Executive Officer to focus primarily on his management responsibilities and the Chairman to oversee and manage the Board and its functions. Having an independent Chairman promotes the independence of our Board and provides appropriate oversight of management and ensures free and open discussion and communication among the non-management members of our Board. In 2015, the non-management directors met five times in executive session without management present. The Chairman chairs and coordinates the agenda for these executive sessions of the non-management directors.

Our Corporate Governance Guidelines provide that the Board shall annually elect a lead director by a majority vote of the independent directors unless the Chairperson of the Board is an independent director.

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in which case the Chairperson of the Board will perform the functions of a lead director and no lead director shall be elected. Mr. Folino, an independent director, is the Chairman and, as a result, we do not currently have a lead director.

Risk Oversight

To maximize long-term stockholder value, the Board's responsibilities in overseeing our businesses include oversight of our key risks and management's processes and controls to regulate them appropriately. Our management, in turn, is responsible for the day-to-day management of risk and implementation of appropriate risk management controls and procedures.

Although risk oversight permeates many elements of the work of the full Board and the committees, the Audit Committee has the most direct and systematic responsibility for overseeing risk management. The Audit Committee charter provides for a variety of regular and recurring responsibilities relating to risk, including:

having responsibility for the internal audit function, with that function reporting directly to the Audit Committee;

receiving reports from management and the internal audit function regarding the adequacy and effectiveness of various internal controls;

reviewing periodically with counsel legal and regulatory matters that could have a significant impact on us and could indicate emerging areas of risk;

overseeing our compliance program with respect to legal and regulatory requirements and risks, including receiving regular reports from our Chief Compliance Officer; and

discussing with management our guidelines and policies with respect to risk assessment and risk management, including our major risk exposures and the steps management has taken to monitor and control such exposures.

In performing these functions, the Audit Committee regularly receives reports from management (including the Chief Executive Officer, the Chief Operating and Financial Officer, the Controller, the General Counsel and the Chief Compliance Officer) and internal auditors regarding our enterprise risk management program, compliance program, information security and business continuity programs, extraordinary claims and losses, and significant litigation.

Separately, the Compensation Committee oversees our compensation policies and practices and has assessed whether our compensation policies encourage excessive risk taking. The Compensation Committee has concluded that these policies and practices are not reasonably likely to have a material adverse effect on us. In arriving at that conclusion, the Compensation Committee considered, among other factors, the metrics used to determine variable compensation; the portion of variable compensation paid in equity, which is either time-vested or tied to the achievement of long-term Company objectives; the amount of compensation paid as sales commissions and the number of people to whom such compensation is paid; and controls, such as pricing limits, a recoupment policy and financial reconciliation processes for sales crediting, quality checks that we employ and the approval process for certain compensation-related activities.

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Board Meetings and Attendance

Our Board held seven meetings during 2015. Each director attended 75% or more of the total number of meetings of the Board and meetings of the committees (if any) on which the director served during his or her respective tenure on the Board. From time to time, our Board also acts by unanimous written consent as permitted by our Bylaws and the Delaware General Corporation Law.

Code of Ethics

The Board 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. A copy of this code of ethics is posted on the Investors section of our web site under Corporate Governance Highlights at www.corelogic.com. The Board also has adopted a broader code of ethics and conduct, applying to all employees, officers and directors, which also has been posted under "Investors Corporate Governance Highlights" on the web site at the address stated above. If we waive or amend any provisions of these codes of ethics that apply to our directors and executive officers, including our principal executive officer, principal financial officer, principal accounting officer, or controller and persons performing similar functions, we will disclose such waivers or amendments on our web site, at the address and location specified above, to the extent required by applicable SEC and NYSE Rules.

Corporate Governance Guidelines

The Board has adopted Corporate Governance Guidelines which have been posted on the Investors section of our web site under Corporate Governance Highlights at www.corelogic.com. In addition to stating the standards that the Board applies in determining whether or not its members are independent, these guidelines state the qualifications and responsibilities of our directors and describe fundamental aspects of our Board and certain of its committees.

Director Overboarding Policy

Our Corporate Governance Guidelines provide that our directors may not serve on more than five public company boards (including our Board), and our Audit Committee members may not serve on more than three audit committees (including our Audit Committee) without prior Board approval. In each case, in determining whether to grant such approval, the Board will consider the director's ability to devote sufficient time to the activities of the Board and/or Audit Committee and the director's qualifications and contribution or potential contribution to the Board and/or Audit Committee. All of our directors are in compliance with the overboarding policy.

Board and Committee Evaluations

To increase their effectiveness, the Board and each of its committees perform an annual self-evaluation under the direction of the Nominating and Corporate Governance Committee. The evaluation addresses attendance, preparedness, participation, candor and other valid measures of performance selected by the Board.

Director Attendance at Annual Meetings

We encourage our directors to attend the annual meetings of our stockholders, either in person or telephonically. Eight of our nine directors nominated for election in 2016 attended the 2015 annual meeting.

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Communicating with Directors

Stockholders and other interested parties may communicate directly with members of the Board, including the Chairman of the Board or any of the other non-management or non-executive directors of our Company (individually or as a group), by writing to such director(s) at:

CoreLogic, Inc.
c/o General Counsel and Secretary
40 Pacifica, Suite 900
Irvine, CA 92618

Our Secretary reviews and promptly forwards communications to the directors as appropriate. Communications involving substantive accounting or auditing matters are forwarded to the Chair of the Audit Committee. Certain items that are unrelated to the duties and responsibilities of the Board will not be forwarded such as: business solicitation or advertisements; product- or service-related inquires; junk mail or mass mailings; resumes or other job-related inquires; and spam and overly hostile, threatening, potentially illegal or similarly unsuitable communications. Directors receiving communications will respond as such directors deem appropriate, including the possibility of referring the matter to management of our Company, to the full Board or to an appropriate committee of the Board.

Transactions with Management and Others

The Board has adopted a written policy regarding transactions with related persons that requires the approval or ratification by the Board or the Nominating and Corporate Governance Committee of any transaction exceeding \$120,000 in which we are a participant and any related person has a direct or indirect material interest. A related person includes a director, nominee for election as a director, executive officer, person controlling over 5% of our common stock and the immediate family members of each of these individuals. Once a transaction has been determined to require approval, the transaction will be reviewed and approved by either the Board or the Nominating and Corporate Governance Committee. The Board or the Nominating and Corporate Governance Committee will review and consider the terms, business purpose and benefits of the transaction to us and the related person.

If a related party transaction is not pre-approved, then it must be brought to the Board or the Nominating and Corporate Governance Committee for ratification as promptly as possible. No member of the Board or the Nominating and Corporate Governance Committee may participate in the review or approval of a related party transaction in which he or she has a direct or indirect interest, unless the Chairman of the Board or the chairperson of the Nominating and Corporate Governance Committee requests such individual to participate.

The following types of transactions do not require pre-approval:

compensatory arrangements for service as an officer or director of ours, provided such compensation is approved by the Compensation Committee;

transactions between us and our affiliates (other than directors and officers);

transactions involving a related person with only an indirect interest resulting solely from ownership of less than 10% of, or being a director of, the entity entering into a transaction with us;

ordinary course transactions involving annual payments of \$100,000 or less; or

transactions involving indebtedness between us and a beneficial owner of more than 5% of our common stock or an immediate family member of such beneficial owner, provided that the

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beneficial owner or family member is not an executive officer, director or director nominee of ours or an immediate family member thereof.

We have entered into the transactions discussed below, which have been approved or ratified in accordance with our related party transactions policy.

BlackRock, Inc. beneficially owns greater than 5% of our common stock and is therefore a related party. During 2015, BlackRock, Inc. or its affiliates purchased approximately \$427,000 of data, analytics and other Company products. These transactions occurred pursuant to contracts entered into on an arm's-length basis and were ratified by the Nominating and Corporate Governance Committee in accordance with our related party transactions policy.

Table of Contents**EXECUTIVE OFFICERS**

The following provides information regarding our current executive officers. Our officers are appointed annually by the Board.

Name and Position	Business Experience	Board and Council Service	Age
Anand Nallathambi President and Chief Executive Officer	Biography is set forth under the heading Proposal 1 - Election of Directors above.		54
Frank D. Martell Chief Operating and Financial Officer	<p><i>CoreLogic, Inc.</i></p> <p>Chief Operating and Financial Officer (2014-present)</p> <p>Chief Financial Officer (2011-2014)</p> <p><i>Western Institutional Review Board</i></p> <p>A leading provider of review, approval and oversight for clinical research studies involving human subjects</p> <p>President and Chief Executive Officer (2010-2011)</p> <p><i>Advantage Sales and Marketing</i></p> <p>A retail merchandising and marketing services company</p> <p>Chief Financial Officer (2009-2010)</p> <p><i>Information Services Group, Inc.</i></p> <p>A technology insight, market intelligence and advisory services company</p>	<p><i>Private Board Service</i></p> <p><i>BV Investment Partners L.P.</i>, a leading, middle-market private equity buyout firm</p> <p><i>Bank of the West</i>, a regional financial services company</p> <p><i>Prior Board Service</i></p> <p><i>Western Institutional Review Board</i> (2010-2011)</p>	56

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Executive Vice President and Chief Financial Officer, responsible for global financial management, investor and rating agency relations and information technology operations (2007-2009)

ACNielsen Corporation

A global measurement and data company for consumer goods and media

Leadership positions including vice president and treasurer, chief financial officer, chief operating officer and president of Asia Pacific & Emerging Markets, executive vice president, marketing information group, and chief operating officer of ACNielsen and president Europe, Middle East & Africa (1996-2006)

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Name and Position as of December 31, 2015	Business Experience	Board and Council Service	Age
Barry M. Sando Senior Executive Vice President, Group Executive Risk Management and Workflow	CoreLogic, Inc. Senior Executive Vice President, Group Executive Risk Management and Workflow (2014-present)		56
	Group Executive and Executive Vice President, mortgage origination services, default services and business and information services segments (2010-2014)		
	FAC		
	President, information and outsourcing solutions business segment (1997-2010)		
	Flood zone certification subsidiary President (1997) Executive Vice President (1995-1997)		
	Tax service subsidiary (1991-1995)		
Stergios Theologides Senior Vice President, General Counsel and Secretary	CoreLogic, Inc. Senior Vice President, General Counsel and Secretary (2010-present)	Prior Council and Industry Association Service	49
	FAC	Federal Reserve Board's Consumer Advisory Council	
	Senior Vice President and General Counsel, Information Solutions Group (2009-2010)		
	Morgan Stanley		

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Executive Vice President and General Counsel, U.S. Residential Mortgage businesses, overseeing legal, compliance, operational risk, fraud prevention, quality assurance and consumer and community affairs for Morgan Stanley's mortgage origination and servicing platforms (2007-2009)

New Century Financial Corporation

Executive Vice President and General Counsel, overseeing legal, compliance, privacy, security, consumer relations and government affairs (1998-2007); New Century filed for bankruptcy protection in 2007 and was ultimately liquidated

O'Melveny & Myers LLP

Corporate and securities practice (1992-1996)

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COMPENSATION DISCUSSION & ANALYSIS

Our Compensation Discussion and Analysis ("CD&A") describes the Compensation Committee's (for purposes of the CD&A, the "Committee's") compensation philosophy, objectives, policies and decisions for our four executive officers listed below (our "NEOs"). This discussion and analysis of the compensation program for our NEOs should be read in conjunction with the tables and text contained elsewhere in this proxy statement that describe the compensation awarded to, earned by or paid to the NEOs in 2015.

Named Executive Officer	Position as of December 31, 2015
Anand Nallathambi	President and Chief Executive Officer
Frank D. Martell	Chief Operating and Financial Officer
Barry M. Sando	Senior Executive Vice President, Group Executive, Risk Management and Workflow
Stergios Theologides	Senior Vice President, General Counsel and Secretary

Executive Summary Business Highlights

2015 was a year of significant transformation for CoreLogic. Key achievements included:

the launch of the Valuation Solutions Group (VSG), aimed at providing unique insights into the valuation of residential properties for underwriting, risk management and opportunity generation;

completion of several key acquisitions in line with our strategic transformation plan which strengthen our property intelligence segment by expanding data-enabled solutions;

initiation of a three-year productivity and cost management program which is expected to reduce expenses, on an annual run-rate basis, by approximately \$60 million by the end of 2017;

enhancement of operating segmentation and reporting in support of our continued scaling; and

completion of our multi-year data center migration to a private dedicated cloud computing environment hosted by Dell.

In June 2015, we celebrated our five-year anniversary as a stand-alone public company. For the period since our launch, through December 31, 2015, we delivered 80% in total stockholder return (TSR). Management focused on three strategic areas in 2015: growth and innovation, operational excellence and higher organizational and leadership effectiveness. As a result of the significant effort in these areas, **we exceeded our financial targets and produced record results in revenue, adjusted EBITDA, adjusted EPS and free cash flow. TSR in 2015 was more than 7% while the S&P 500 and Russell 2000 both finished at -1% and -5%, respectively.**

Financial Accomplishments

Metric	2015 Change Over 2014	Value (000s)	% of Target
Revenue	9%	\$1,528	102%
Adjusted EBITDA	17%	\$423	107%
Free Cash Flow	3%	\$256	144%
Adjusted EPS	43%	\$1.90	131%

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Please see our Form 8-K and related press release filed on February 24, 2016, for a detailed reconciliation of adjusted EBITDA, adjusted EPS and free cash flow to the most directly comparable GAAP financial measures.

For 2015, achievements in the three focal areas included:

Objective	Strategic Accomplishments
Growth and Innovation	Grew revenue 9% (10% before foreign exchange adjustments)
	Both segments delivered margins at or above 30% despite significant investment in our productivity and cost initiatives
	Launched Valuation Solutions Group with acquisitions of LandSafe Appraisal Services and the remaining 49.9% of Rels LLC which resulted in our 100% ownership
	Launched CoreLogic Innovation Labs to create the next generation of solutions to drive future growth
	Introduced innovative mobile app which delivers regular features of our applied analytics to our principal constituents
Operational Excellence	Expanded data assets and construction replacement cost solutions with acquisition of Australia-based Cordell Information
	Completed SG&A benchmarking, developed roadmap to achieve top quartile performance and reorganized for effectiveness and efficiency
Enable High Performance Culture	Completed our data center migration (DCM); launched significant program to enhance disaster recovery and information security capabilities
	Deepened employee understanding of our vision, mission and values globally, strengthening "One CoreLogic"

Advanced real estate consolidation program; closed 15 offices and identified core hub locations

Strengthened employee development, with an emphasis on building management excellence

Reduced voluntary attrition despite tightening labor markets

Pay Philosophy

Our compensation philosophy is based on pay for performance. We believe that our executive compensation programs have provided effective incentives for strong results by appropriately aligning pay and performance. Other aspects of our philosophy include to:

Attract, motivate and retain highly-qualified executive officers critical to our long-term success;

Align the interests of our executive officers with the interests of our stockholders;

Reward executive officers for achieving pre-defined stretch goals and objectives, including objectives that may not yield current-period financial results but are expected to position us for enhanced results in future periods;

Encourage strategic long-term development and investment in the business;

Motivate and reward appropriate but not excessive risk-taking to grow the business; and

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Support pay practices with strong corporate governance and independent board oversight.

Say-on-Pay Vote History and Stockholder Engagement

Our Board and management are committed to maintaining sound and effective compensation and governance programs, with policies and programs designed to build value for the Company's stockholders and promote the vitality of the Company. At our 2015 Annual Meeting of Stockholders, 99% of the votes cast were in favor of the advisory vote to approve our executive compensation. Buttressed by this support in favor of our existing executive compensation practices, the Compensation Committee continues to refine our programs to maintain alignment with stockholders and their views on compensation.

In late 2015 and early 2016 as part of our stockholder engagement strategy, we conducted outreach to our top stockholders. As part of our engagement strategy we have ongoing discussions with our largest investors and often solicit their feedback on a variety of corporate governance topics, including executive compensation practices. In addition to soliciting feedback from our stockholders, the Compensation Committee routinely assesses our compensation programs and seeks to maximize alignment between stockholder return and executive compensation while incentivizing and retaining a successful management team.

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HIGHLIGHTS OF EXECUTIVE COMPENSATION PRACTICES

What We Do	What We Don't Do
Review total compensation relative to market median of our compensation peer group	Incentivize participants to take excessive risks
Tie annual incentive awards to achievement of multiple targeted stretch financial and operating goals	Award discretionary bonuses to our executive officers
Tie 50% of long-term compensation to achievement of stretch EPS targets and total stockholder return (TSR) relative to our peers	Allow margining, derivative, or speculative transactions, such as hedges, pledges, and margin accounts, by executive officers
Maintain robust stock ownership guidelines	Provide excessive perquisites
Maintain a clawback policy to recapture unearned incentive payments	Provide excise tax gross-ups upon termination with a change in control or for other awards
Use an independent compensation consultant retained directly by the Compensation Committee, in its sole discretion, who performs no consulting or other services for the Company's management	Allow for repricing of stock options without stockholder approval
Employ a double-trigger for accelerated vesting upon termination of employment following a change in control	Pay "single-trigger" change-of-control cash payments or have "single-trigger" equity acceleration
Assess annually potential risks relating to the Company's compensation policies and practices	

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Pay Program Design and Practices

Our executive officer compensation program is structured to be competitive and to focus our executive officers on delivering short-and long-term results that drive stockholder value. As described in the table below, our program emphasizes at-risk pay and pay for performance. **Our program has been designed to balance appropriate incentives for annual and long-term performance objectives, so that executive officers are focused on annual operating excellence as well as stockholder value creation over the long term.**

The following table lists each major component of our executive compensation program and the compensation program objectives that it is designed to achieve.

	Attract, Motivate & Retain Highly Qualified Executives with Competitive Pay	Align Executives' Interests with Stockholders'	Encourage Strategic Long-Term Investment in the Business
Base Salary / Merit Increases	x		
Annual Incentive Compensation Plan	x	x	
Long-Term Incentives	x	x	x

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The following table describes our pay program including the rationale for each aspect of it.

ELEMENT	DESCRIPTION	RATIONALE
REWARDS STRATEGY	Position target total pay near market median depending on individual experience and performance	Provides market-competitive mix of base salary, cash incentives and equity incentives
PEER GROUP	Subject approximately 75% of target pay opportunity to operating results and share price performance	Aligns compensation to results for our stockholders
BASE SALARY	Compare pay to a group of representative and relevant industry- aligned peers	Ensures competitiveness with market pay levels and practices
ANNUAL INCENTIVE PROGRAM (INCENTIVE COMPENSATION PLAN OR ICP)	Competitive fixed compensation	Provides core amount of fixed pay to attract, motivate and retain highly-qualified executives
LONG-TERM INCENTIVES	Limited increases since 2011	Limited increases for the past four years; generally provided for role expansion with increases emphasizing variable pay opportunity
Performance-Based Restricted Stock Units (PBRsUs)	Variable award paid in cash based on performance against annually established targets for revenue, EBITDA, cash-flow and strategic goals	Motivates and rewards executives for achievement of key financial results and strategic accomplishments that drive stockholder value
LONG-TERM INCENTIVES	50% of total grant value for executive officers	Focuses executives on achievement of operating results over the long term
LONG-TERM INCENTIVES	Shares are earned based on 3 years of EPS performance, modified based on our TSR relative to our peers	

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EPS growth historically has been highly aligned with our share price

Restricted Stock Units (RSUs)

50% of 2015 total grant value

Enhances retention of key talent

Grants vest ratably over three years

Payout value fluctuates based on stock price performance, aligning with stockholder value creation

401(k) program for all employees ("401(k) Plan")

Aligns with market-prevalent retirement programs

RETIREMENT PROGRAMS

Legacy supplemental executive retirement plan frozen in 2010 with no new entrants allowed

Focuses executives on accumulating savings

PERQUISITES

Limited benefits available

Focuses executives on rewards from value-creating activities

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2015 Pay Program and Decisions

Our 2015 compensation outcomes for our executive officers, as described in the table below, demonstrates our commitment to aligning pay and performance across the compensation spectrum.

Pay Element	Overview	2015 Outcomes
Base Salary	Limited increases since 2011, generally provided when role expands	Provided targeted pay increases for Messrs. Sando and Theologides reflecting expanded responsibilities and market adjustments after years of no increases
	75% of ICP earned based on financial results to target, equally weighted between revenue, adjusted EBITDA, and free cash flow	Exceeded goals for all metrics, including performance well above target levels for free cash flow
Incentive Compensation Plan (ICP)	25% of ICP based on assessment of performance on individual and team strategic objectives	Strategic objective results varied by individual, with three of our four executive officers receiving ICP payouts in line with the Company's financial performance, and with the Senior Executive Vice President, Group Executive, RMW receiving a reduced award due to achievement of below-target results in some lines of business which he managed
	No bonus paid for results below 80% of target; maximum award capped at 200% of target award for 120% of target performance	CEO bonus funding was 148% of target, reflecting strong financial and strategic performance during a year of market headwinds
Long-Term Incentive (LTI) Plan	Pays for sustained performance	Results were below the targeted EPS levels for the 2013 - 2015 PBRUSU cycle; less than 50% of targeted awards were earned
	Most heavily weighted element of executive compensation program	Strong 2015 EPS performance allows for above targeted shares to be banked for the 2014 and 2015 grant cycles.
	50% of annual award is granted in the form of performance-based restricted stock units (PBRUSUs) with adjusted EPS and relative TSR measures	Below top quartile peer group TSR results reduced the number of shares banked below maximum for the 2015-2017 cycle
	3-year performance period for each annual PBRUSU grant	

Time-vested RSUs provide stockholder alignment and retention value

Our history of annual bonus payouts reflects adherence to our pay for performance philosophy. For example, in 2013 average executive officer ICP payouts were just under target (see table below) despite achieving a record high stock price during the year. Likewise in 2014, the average executive officer ICP payout was again below target as a result of mixed levels of performance. For 2015, operational performance was strong across all three metrics and the ICP paid out above target.

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Average NEO ICP Payout as a % of Target

3 Year Overview

The demonstration of our pay-for-performance philosophy can be seen in the relationship between our CEO cash and equity pay (as reported in the Summary Compensation Table below) and our stock price performance over the past three years, where \$100 invested on January 1, 2013 would be worth nearly \$125 on December 31, 2015, with two of the three years showing strong one-year TSR. Over the same time frame of strong organization performance, CEO pay has increased only slightly. Pay amounts do not include change in pension value or "All Other Compensation" in the 2015 Summary Compensation Table below.

CEO Compensation-TSR Alignment

COMPENSATION PROGRAM IN DETAIL

Pay Levels and Benchmarking

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The Committee determines overall compensation levels based on numerous factors, including Company and individual performance, scope of responsibilities, experience and expertise, comparisons with other executives within the Company, institutional knowledge, and difficulty in recruiting a replacement executive officer.

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In order to establish competitive compensation practices, the Committee relies primarily upon data compiled from public filings of selected companies ("peer group") that it considers an appropriate comparison for these purposes. Criteria for peer group selection include firms that operate in data, information and analytics and are competitors for talent. The 2015 peer group is presented in the table below. In addition, the Committee considers nationally-recognized survey data published by consulting firms such as Willis Towers Watson, Mercer and Equilar, and compensation survey data that is scoped to a comparable revenue size for the Company, and uses both general industry and high-technology segment survey data.

Company	CoreLogic 2015 Peer Group			Comparator Group Rationale			
	Revenue (\$MM)	EBITDA (\$MM)	Margin (%)	Comparable Revenue Size	Market Value	Data Analytics	Talent Competitor
Fidelity National Financial	\$ 8,026	\$ 9,574	13%			X	
First American Financial	\$ 4,694	\$ 3,636	9%			X	X
DST Systems	\$ 2,749	\$ 3,583	16%	X	X		X
Broadridge Financial Solutions	\$ 2,694	\$ 5,995	20%	X			X
Equifax	\$ 2,436	\$ 9,752	32%	X			X
IHS	\$ 2,231	\$ 8,348	22%	X		X	
Gartner	\$ 2,021	\$ 7,413	17%	X		X	X
Verisk Analytics	\$ 1,747	\$ 10,563	41%	X		X	X
Dun & Bradstreet	\$ 1,682	\$ 4,344	31%	X		X	X
Henry (Jack) & Associates	\$ 1,256	\$ 5,240	34%	X			X
ACXIOM	\$ 1,020	\$ 1,429	21%	X	X	X	X
Neustar	\$ 964	\$ 1,526	38%	X	X	X	
Ciber	\$ 864	\$ 278	3%	X			
Fair Isaac	\$ 839	\$ 2,631	23%	X	X	X	X
CSG Systems	\$ 751	\$ 861	17%	X			
Sapient ⁽¹⁾							
75th Percentile	\$ 2,565	\$ 7,881	32%				
50th Percentile	\$ 1,747	\$ 4,344	21%				
25th Percentile	\$ 992	\$ 2,078	16%				

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CoreLogic \$ 1,528 \$ 2,835 19%

Notes:

- (1) Sapient was acquired by Publicis on February 5, 2015*
- (2) Data above reflects end of the most recent fiscal year (2015)*

After considering the peer group and general market compensation levels, the Committee determines each individual executive officer's target total compensation opportunity. An executive officer's target total direct compensation opportunity consists of base salary, target annual bonus under the ICP and the grant date fair value of long-term equity incentive awards. While the Committee considers market pay data, it does not believe that compensation opportunities for each individual executive officer should be structured to align exactly to market median. Accordingly, total compensation for specific individuals varies based on Company and individual performance, scope of responsibilities, experience and expertise, comparisons with other executive officers within the Company, institutional knowledge, and difficulty in recruiting a replacement executive officer. In 2015, the aggregate target total compensation for our executive officers was generally around the peer group median.

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Pay Mix

Our compensation structure focuses our executive officers on total Company performance and is heavily weighted on performance-based incentive pay. The Committee believes that the emphasis on performance-based pay and in particular on long-term performance, together with our stock ownership guidelines and retention requirements, reduces motivation for taking excessive risks to enhance short-term gain. By following this balanced approach, the Committee endeavors to provide our executive officers with a measure of security regarding the minimum level of compensation to be received through base salaries, while motivating them to focus on the business metrics that we believe will produce a high level of performance for the Company with corresponding increases in stockholder value. The Committee also seeks to provide an incentive for performance while simultaneously reducing the risk of loss of top talent to competitors.

The target pay mix for our Chief Executive Officer and the average target pay mix for the other three NEOs in 2015 is set forth in the following graphs. For the CEO, 85% of target total compensation consists of annual and long-term incentives, with 52% earned based on achievement of targeted performance goals that drive stockholder value.

For the other three NEOs in 2015, 75% of target total compensation consists of annual and long-term incentives, with 50% tied to achievement of targeted performance goals.

Table of Contents**Base Salary**

The Committee reviews base salaries annually and adjusts them, if appropriate, to recognize performance, changes to roles and responsibilities, and comparison of base salary relative to those of similar individuals in peer group companies or the broader market. The Committee generally targets base salaries at or slightly above market median of our peer group, although individual experience and circumstances are always considered.

Other than for new hires and significant mid-year changes to an executive officer's roles and responsibilities, the Committee generally reviews executive officer base salaries in the first quarter each year. **In an effort to increase the weighting of variable, performance-based pay in the compensation mix, the Committee has limited base salary increases for executive officers, with the exception of promotions or expansions of roles and responsibilities. The Committee has maintained this practice on salary increases even in years of outstanding company performance. Mr. Nallathambi's base salary has not increased since 2011.**

Following its annual market assessment, the Committee elected to increase base salaries for the following two executive officers in 2015:

Mr. Sando, in recognition of his promotion to senior executive vice president; and

Mr. Theologides, in order to recognize his contributions to the Company and his expanded role in government affairs, and to position his salary more competitively versus market.

Following its annual market assessment, the Committee determined to keep salaries for executive officers at current levels for 2016. The base salaries of the executive officers for 2014, 2015 and 2016 are set forth in the table below:

Named Executive Officer	2014	2015	2016
Anand Nallathambi	\$800,000	\$800,000	\$800,000
Frank D. Martell	\$650,000	\$650,000	\$650,000
Barry M. Sando ⁽¹⁾	\$500,000	\$550,000	\$550,000
Stergios Theologides ⁽¹⁾	\$350,000	\$425,000	\$425,000

(1) Messrs. Sando and Theologides received base salary increases effective February 24, 2015 in connection with role expansions.

Annual Bonus (ICP)

The Incentive Compensation Plan (ICP) is a critical component of the Company's compensation program, rewarding executive officers for financial and operating performance. When considered in combination with other compensation components, the ICP is designed to provide a balanced emphasis on profitability, growth initiatives, operational efficiency and prudent risk taking.

The ICP rewards performance against predetermined financial goals and strategic objectives as illustrated below. As part of our business planning process, management evaluates a range of value drivers based on anticipated market demand including estimated mortgage origination volumes, prior year performance, business strategy goals and risk factors in order to identify key performance goals for the upcoming year. The Committee then evaluates these goals in light of stockholder expectations and establishes final ICP performance goals including payout range, and individual strategic objectives. To support achievement of

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these goals, the Committee establishes competitive target bonus opportunities for achievement of targeted performance levels.

Name	Title	Base Salary (\$000s)	ICP Target Bonus	
			% of Salary	(\$000s)
Anand Nallathambi	President and Chief Executive Officer	\$800	125%	\$1,000
Frank D. Martell	Chief Operating and Financial Officer	\$650	125%	\$ 813
Barry M. Sando	Senior Executive Vice President, Group Executive, Risk Management and Workflow	\$550	100%	\$ 550
Stergios Theologides	Senior Vice President, General Counsel and Secretary	\$425	80%	\$ 340

For 2015, the Committee established the following three performance measures for the ICP:

revenue,

adjusted EBITDA, and

free cash flow (which is defined for purposes of the ICP and our financial results as net cash provided by continuing operating activities less capital expenditures for purchases of property and equipment, capitalized data and other intangible assets).

For ICP purposes, adjusted EBITDA is determined without regard to (a) asset write-downs, (b) litigation or claim judgments or settlements, (c) the effect of changes in tax laws, accounting principles, or other laws or provisions affecting reported results, (d) any transformation, reorganization and restructuring programs, (e) extraordinary, unusual and/or nonrecurring items of gain or loss, (f) foreign exchange gains and losses, (g) amortization of acquired intangibles, (h) non-cash stock compensation, and (i) the effects of a stock dividend, stock split or reverse stock split.

The Committee selected these measures in order to provide a balanced focus on performance across several key metrics aligned with growth, profitability and cash management. In addition, the Committee believes achievement of these measures drives stockholder value. No award was payable unless our 2015 adjusted net income exceeded the performance threshold of \$50 million, for purposes of preserving deductibility under Section 162(m) of the Internal Revenue Code, as amended ("Code"). For 2016, the performance threshold was increased to \$55 million.

Please see our Form 8-K and related press release filed on February 24, 2016 for a detailed reconciliation of adjusted EBITDA, free cash flow and adjusted net income to the most directly comparable GAAP financial measures.

For 2015, the ICP award was weighted 75% on Company financial performance goals and 25% on strategic objectives as defined across three categories for each executive officer: (1) growth and innovation, (2) operational excellence, and (3) enabling a high performance culture. The Committee determined that these were the appropriate strategic objectives to align with achievement of our short-term goals and long-term strategy.

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For an ICP award to be paid out with respect to each financial performance goal, the Company must achieve at least 80% of targeted performance for the particular measure ("threshold"). At threshold, 34% of the target award is funded. If the actual performance measure achieves target, 100% of the target award is funded. Maximum payout of 200% of the target award occurs if 120% of target performance level is achieved. No bonus is earned with respect to a performance measure where actual performance is less than the threshold amount. For performance levels greater than threshold but less than maximum, the bonus award is determined by linear interpolation. The sum of the funded amounts for revenue, adjusted EBITDA, and free cash flow represented 75% of the ICP award in 2015, with the strategic objectives for each executive officer representing the remaining 25%. Notwithstanding the actual ICP funding results, the Committee retains the discretion to decrease the actual payment for an ICP participant. The 2015 ICP performance and funding curve is illustrated in the following graph.

2015 ICP performance Targets and Leverage Curve

2015 executive officer strategic objectives are measurable accomplishments which accelerate achievement of the Company's long-term strategy and are not otherwise measurable through annual financial performance metrics. Success indicators included top- and bottom-line growth at business levels, operational milestones, and business and program innovation. The Company must achieve the threshold level of adjusted EBITDA as a condition for funding awards for achievement of strategic objectives, so that the portion of each executive officer's bonus tied to strategic objectives is also subject to the Company's financial performance. Awards can range from a minimum of no payment to a maximum of 200% of target payment. The CEO provides input to the Committee on individual achievements towards strategic objectives for the other executive officers and the Committee assesses the achievement level of the CEO. Based on these assessments, the Committee applies its judgment in determining final awards.

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The following chart describes the steps in setting goals, measuring results and determining awards under the 2015 ICP.

For 2015, the Committee established performance goals that included growth in revenue (\$1.5 billion versus \$1.4 billion in 2014, a 7% increase) and adjusted EBITDA (\$395 million versus \$360 million in 2014, a 10% increase) despite expected flat to lower mortgage market volumes compared to 2014 levels. For free cash flow, the Committee considered strategic investments of the Company planned for 2015 related to our innovation initiatives. Accordingly, the Committee concluded it was prudent to establish a lower target for free cash flow in 2015 (\$178 million) compared to \$248 million actual results in 2014. 2014 actual results included several non-recurring favorable items totaling approximately \$75 million related to lower cash income tax due to tax planning initiatives and timing of payments, and higher than expected dividends from our investments in affiliates. The Committee concluded the 2015 target of \$178 million reflected a stretch goal given the competing investment priorities and anticipated business environment.

The Company delivered record levels of operating results in 2015, benefiting from strong market share gains in our RMW segment, organic growth in property information and analytics, and margin expansion due to revenue gains and our cost management initiatives. Revenue and adjusted EBITDA achievement

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above target levels and superior free cash flow exceeding target by over 40% yielded Company performance goal payouts of approximately 148% of target for executive officers. The weighting, targets and actual performance for financial measures are summarized in the table below.

Financial Performance Metric	Actual 2015				
	Weight	Target (\$000)	Results (\$000)	Percentage Achieved	Funding Percentage
2015 Revenue	34%	\$1,500	\$1,528	101.9%	109.4%
2015 Adjusted EBITDA	33%	\$395	\$423	107%	134.9%
2015 Free Cash Flow	33%	\$178	\$250	140.4%	200.0%
Total	100%				147.7%

In 2015, the Committee evaluated each executive officer's performance against his pre-defined strategic objectives. The Committee elected to cap funding at financial levels for 2015, so that no executive officer was able to earn a payout for achievement of the strategic objectives in excess of 147.7%. For each of the CEO, Chief Operating and Financial Officer, and General Counsel, the Committee determined that each of these executive officers achieved his strategic objectives at a level that either equaled or exceeded the level of financial results achieved, and determined to set each executive officer's bonus funding for achievement of the strategic objectives at 147.7%. For the Group Executive, the Committee determined that key objectives were not achieved for some of the businesses which he managed, and that he did not achieve his strategic objectives at the same level of financial results achieved. As a result of the Group Executive's lower level of achievement of his strategic objectives, the Group Executive's actual incentive bonus was a lower percentage of his target bonus than the other executive officers. The table below summarizes the target and actual incentive bonus awards for each executive officer.

Name	Financial Goals (75%)	Strategic Goals (25%)	Total ICP	
	(\$000)	Funding (\$000)	Actual (\$000)	Award
Anand Nallathambi	\$1,108	\$369	\$369	\$1,477
Frank D. Martell	\$900	\$300	\$300	\$1,200
Barry M. Sando	\$609	\$203	\$121	\$730
Stergios Theologides	\$377	\$125	\$125	\$502

Long-Term Incentives (LTI)

Our long-term incentive compensation program incentivizes and rewards achievement of long-term financial objectives and stockholder value creation through awards of Performance Based Restricted Stock Units (PBRsUs) and Restricted Stock Units (RSUs). The Committee believes that using performance-vesting and time-vesting equity vehicles appropriately balances rewards for long-term performance with retention and the alignment of the interests of our executive officers with those of our stockholders. When considered in combination with our other compensation components and our stock ownership guidelines and retention requirements, our long-term incentives are designed to ensure dual emphasis on profitable growth and appropriate risk-taking.

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Long-term incentives represent the largest component of total executive officer compensation. In 2015, we granted 50% of total LTI value in PBRsUs, which require achievement of adjusted EPS goals over a three-year period.

In 2015, the Committee decided to cease using stock options as a component of LTI. The Committee determined that stock options are decreasing in prevalence among peer group companies, and that a combination of PBRsUs and RSUs focuses executive officers on achievement of long-term performance goals, provides stockholder alignment while also providing more attraction and retention value than options for top executive talent. As a result, the remaining 50% of total LTI value for 2015 was granted in the form of time-vested RSUs.

In determining the amounts of the equity compensation awarded to each executive officer, the Committee considered a variety of factors including individual performance, competencies, skills, prior experiences, scope of responsibility and accountability within the organization, the target long-term incentive opportunities awarded by peer group companies to similarly-situated executive officers and our desired mix of fixed-vs. performance-based pay.

The following chart summarizes our LTI components for 2015:

LTI VEHICLE	WEIGHT	OVERVIEW
PBRsUs	50%	Provides long-term focus and alignment with stockholders 3-year measurement period using adjusted EPS growth goals Annual measurement against 1-year targets and banking of earned shares and cumulative measurement against 3-year targets, in each case subject to meeting 3-year vesting requirement TSR modifier applied to banked shares before vesting at end of performance period, increasing or decreasing final payout based on actual total stockholder return
RSUs	50%	Intended to encourage executive officer retention and alignment with stockholders Vest in 3 equal installments over 3 years

Performance-Based Restricted Stock Units (PBRsU)

PBRsUs are earned based on adjusted EPS achieved relative to target, which is determined over a three-year period. Three annual grants of PBRsU awards, those granted in 2013, 2014 and 2015, were eligible for earning and banking based on 2015 performance. Please see our Form 8-K and related press release filed on February 24, 2016, for a detailed reconciliation of adjusted EPS to the most directly comparable GAAP financial measure.

For the 2015 PBRsU awards, 50% of the award is earned for results at 80% of target EPS (threshold) and 200% of the award is earned for results at 120% of target EPS (maximum). The final number of PBRsUs earned is then subject to modification based on our relative total stockholder return compared to our 2015 peer group, as detailed in the following table. Participants have the opportunity to earn the better of each one-year performance outcome during the three-year performance period or the cumulative three-year performance attainment. In 2015, the Committee placed greater emphasis on longer-term outcomes by

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increasing the weighting of the third year (2017) performance to 20% from 10% and reducing the weighting of 2016 performance to 50% from 60%. No shares are fully earned until vesting at the end of Year 3.

The TSR modifier highlights the alignment of stockholder interests and executive officer incentives through the long-term incentive program. Even with exceptional EPS performance, the TSR must be positioned in the top quartile of peers in order to receive the maximum payout. The Company achieved strong operating results in 2015, as evidenced by EPS greater than maximum defined performance levels. However, the Company's TSR was not in the top quartile of the peer group despite such strong operating outcomes. As a result, the PBRsUs earned for 2015 performance will be reduced to 150% of target, as illustrated below.

2015-2017 Performance Period	% of Award Subject to Crediting in 2015	Adj EPS Target	Adj EPS Results	% of Adj EPS Target Achieved	Adj EPS Performance Level	% of Award Subject to Crediting for Adj EPS Results	Adjusted for TSR Modifier
	30%	\$1.45	\$1.90	131%	200%	60%	45%

The rigor of CoreLogic's PBRsU program is also evident in the results of the 2013 and 2014 PBRsU grants. The 2014 PBRsU grant covers the performance period of 2014 through 2016. Results, including the portions subject to crediting of the 2014 PBRsU grant based on performance in 2014 and 2015, are presented below. For the 2014 PBRsU award, 50% of the award is earned for results at 88% of target EPS (threshold) and 200% of the award is earned for results at 115% of target EPS (maximum). The final number of PBRsUs earned is then subject to modification based on our relative total stockholder return compared to our 2014 peer group. Participants have the opportunity to earn the better of each one-year performance outcome during the three-year performance period or the cumulative three-year performance attainment.

2014-2016 Performance Period	Performance Year	% of Award Subject to Crediting	Adj EPS Target	Adj EPS Results	% of Adj EPS Target Achieved	Adj EPS Performance Level	% of Award Subject to Crediting for Adj EPS Results	Adjusted for TSR Modifier
	2014	30%	\$1.65	\$1.33	81%	0%	0%	0%
	2015	60%	\$1.81	\$1.90	105%	133%	79.9%	n/a

The 2013 PBRsU grant covers the performance period of 2013 through 2015. For the 2013 PBRsU award, 50% of the award is earned for results at 88% of target EPS (threshold) and 200% of the award is earned for results at 115% of target EPS (maximum). The final number of

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PBRUs earned is then subject to modification based on our relative total stockholder return compared to our 2013 peer group. Participants have the opportunity to earn the better of each one-year performance outcome during the three-year performance period or the cumulative three-year performance attainment. Based on adjusted EPS performance in 2013 and 2015, some of the shares were eligible for vesting. However, no shares vested due to below- threshold EPS performance in 2014. For this three-year performance period, just under 50% of the target number of shares vested.

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2013-2015 Performance Period	% of Award Subject to Crediting	Adjusted EPS Target	Adj EPS Results	% of Adj EPS Target Achieved	% of Award Subject to Crediting for Adj EPS Results	Adjusted for TSR Modifier	Vesting %
2013	30%	\$1.75	\$1.87	106.9%	43.7%	n/a	43.74%
2014	60%	\$1.93	\$1.33	68.9%	0%	0%	0%
2015	10%	\$2.12	\$1.90	89.6%	5.76%	n/a	5.76%
Total of 3 1 Year Achievements							49.4%
Cumulative 3 Year Achievement	100%	\$5.80	\$5.10	87.9%	0%	0%	

The total of the three individual year achievements will be paid out based on the plan construct. Executive officers will receive 49.4% of targeted shares from the 2013 PBRUS awards because the actual results for the three-year performance period were below the targeted level. We believe this is further evidence of our pay-for-performance compensation approach.

Name	Target	2013 PBRUS Grant	
		Target	Earned
Anand Nallathambi	66,473		32,837
Frank D. Martell	21,194		10,469
Barry M. Sando	14,450		7,138
Stergios Theologides	10,115		4,996

In addition, the 2010 PBRUSs had a 5-year performance period in which awards vested from 0% to 100% of target depending on adjusted EBITDA per share results for each of the five calendar years in the performance period. In 2012 and 2013 the Company achieved the per share adjusted EBITDA goals such that 50% of the award vested and paid. The goals were not achieved in 2014 and in 2015 and the remaining PBRUSs were forfeited.

Name	Target	2010 PBRUS Grant	
		Target	Forfeited
Anand Nallathambi	75,959		37,980
Barry M. Sando	35,314		17,658
Stergios Theologides	11,993		5,997

Restricted Stock Units

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Fifty percent of the February 2015 award grant date target value was in the form of RSUs. For 162(m) purposes, the RSU awards were subject to the achievement of \$50 million in adjusted net income for 2015, which was achieved. RSUs vest in three equal installments on the first, second, and third anniversaries of the grant date. These awards encourage executive retention (as the vesting condition is continuous employment by the executive officer following the grant date) and align the interests of executive officers with those of stockholders (as the value increases or decreases in conjunction with our stock price).

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The target value of 2015 long-term incentive awards were made at approximately the market median value for our executive officers. This positioning enables us to be competitive in overall compensation, while allowing for additional value to be earned if performance is strong. Details of the 2015 grant awards are presented in the table below (with amounts rounded to the nearest hundred).

Named Executive Officer	2015 Grants	
	RSUs	PBRUs(1)
Anand Nallathambi	\$1,850,000	\$1,850,000
Frank D. Martell	\$812,500	\$812,500
Barry M. Sando	\$550,000	\$550,000
Stergios Theologides	\$318,800	\$318,800

(1)

PBRU amount shown at target performance level. Based on 2015 performance, the portion of the PBRUs tied to 2015 performance will be eligible to vest contingent upon continued employment through December 31, 2017.

Timing of Equity Grants

After Committee approval, we generally issue annual equity awards to executive officers on the second day on which the NYSE is open for trading following the filing of our Annual Report on Form 10-K. Pricing (that is, the number of shares or units issued for each dollar denominated RSU award) is determined as of that date. The price of our common stock used for these purposes is the last sale price reported for a share of our common stock on the NYSE on that date. With respect to grants to new hires, employees other than executive officers and certain awards to executive officers, the methodology is the same, except that awards are generally issued on the 20th day (or the next succeeding business day if the market is closed on the 20th day) of the third month of the calendar quarter that follows the date on which the Committee approved the awards.

Retirement and Employee Benefit Plans

Executive officers are entitled to the same benefits generally available to all full-time employees (subject to fulfilling any minimum service requirement) including the 401(k) Plan, health care, life insurance and other welfare benefit programs. In designing these benefits, we seek to provide an overall level of benefits that is competitive with those offered by similar companies in the markets in which we operate. We believe that these employee benefits provide a valuable recruiting and retention mechanism for our executive officers and enable us to compete more successfully for qualified executive talent.

Executive Supplemental Benefit Plan and the Pension Restoration Plan

Two of our executive officers Messrs. Nallathambi and Sando became participants in our Executive Supplemental Benefit Plan (the "Executive Supplemental Benefit Plan") prior to its closure to new participants in 2010. On November 18, 2010, we amended the Executive Supplemental Benefit Plan to freeze benefits effective as of December 31, 2010. As a result, compensation earned after 2010 is not taken into account in determining covered compensation and final average compensation; service after 2010 is not recognized, except for vesting purposes. Mr. Sando is also a participant in the Pension Restoration Plan, which is limited to individuals who became participants before 1995. Explanation of these plans can be found in the Pension Benefits table below.

Deferred Compensation Plan

The Deferred Compensation Plan is a non-qualified retirement plan that allows eligible participants to defer up to 80% of their salary and annual incentive bonus. Participation is limited to executive officers and

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certain other key employees. In 2010, we amended the Deferred Compensation Plan to provide additional Company contributions in the form of 401(k) restoration contributions and discretionary retirement savings contributions to a limited number of executive officers who were not eligible to participate in the Executive Supplemental Benefit Plan. Mr. Theologides received discretionary contributions in the amount of \$85,000 in 2015.

Other Benefits

We also maintain an executive life insurance program for executive officers and other key employees. This program provides the participant with up to two times their annualized base salary (up to a maximum of \$1 million) in group universal life insurance.

Further details regarding perquisites are found in the 2015 Summary Compensation Table and accompanying footnotes.

Role of the Committee and the Chief Executive Officer

The Committee is composed solely of independent members of our Board. The Committee reviews and approves executive officer base salaries, annual incentive bonus programs, long-term incentive compensation and other incentive and executive benefit plans. The Committee, in consultation with its independent compensation consultant, analyzes the reasonableness of executive officer compensation, in part by reviewing compensation data from comparable companies and from relevant other industry sources.

Decisions regarding compensation of the Chief Executive Officer are made solely by the Committee based on its deliberations with input from its independent compensation consultant. Decisions regarding other executive officers are made by the Committee after considering recommendations from the Chief Executive Officer as appropriate, as well as input from the Committee's independent compensation consultant. Our Chief Executive Officer, and, as appropriate, General Counsel, Chief Operating and Financial Officer and SVP, Human Resources, may attend the portion of the Committee's meetings where individual executive officer performance is discussed. Only Committee members may vote on executive officer compensation decisions.

The Committee meets in executive session with its independent compensation consultant at most meetings.

Role of Independent Compensation Consultant

The Committee retained Steven Hall and Partners as its independent compensation consultant to advise on the executive officer compensation for 2015. In the second quarter of 2015, the Committee conducted a request for proposal and ultimately selected Pay Governance to be its independent compensation consultant for 2016. The independent compensation consultant generally advises the Committee on the appropriateness of our compensation philosophy, peer group selection and general executive compensation program design. During 2015, as part of its engagement with the Committee, the independent compensation consultant:

advised on the selection of a peer group of companies for executive officer compensation comparison purposes;

provided guidance on industry best practices and emerging trends and developments in executive officer compensation;

analyzed survey data; and

advised on determining the total compensation of each of our executive officers and the material elements of total compensation, including (1) annual base salaries, (2) target cash bonus amounts, and (3) the structure and target amount of long-term incentive awards.

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The Committee retained its independent compensation consultants directly, although in carrying out assignments, the independent compensation consultants also interacted with Company management to the extent necessary and appropriate. The independent compensation consultants performed no services for the Company, and the Committee does not believe the independent compensation consultants' work has raised any conflict of interest. The Committee has the sole authority to select, retain, and terminate the independent compensation consultants.

Consideration of Prior Amounts Realized

Our philosophy is to incentivize and reward executive officers for future performance. While the Committee regularly reviews executive officer equity grants and vesting, it does not consider prior stock compensation gains (option gains or restricted stock awarded in prior years) in setting future compensation levels.

Adjustment or Recovery of Awards (Clawbacks)

In 2012, the Committee formally adopted new compensation policies and provisions to further improve alignment with best practices. We adopted recoupment provisions which allow us to recover performance-based compensation to the extent that it is later determined that applicable performance goals were not actually achieved due to financial restatement or ethical misconduct. We also added claw-backs in termination agreements for all executive officers. This policy applies to all performance-based incentive plans including but not limited to the annual incentive cash bonus and performance-based equity awards described above.

Anti-Hedging and Pledging Policy

The Company maintains a policy that prohibits executive officer transactions in put options, call options or other derivative securities, on an exchange or in any other organized market as well as holding Company securities in a margin account or otherwise pledging Company securities as collateral for a loan.

Executive Stock Ownership Guidelines and Retention Requirements

We require our executive officers to own a fixed amount of Company stock. The guidelines are based on a multiple of base salary as outlined below:

Position	Ownership Guidelines
Chief Executive Officer	6x base salary
Chief Operating and Financial Officer	3x base salary (this was increased for 2016 to 4x)
Senior EVP, Group Executive	3x base salary
Other Executive Officers	1x base salary
Other Key Officers	1x base salary

Covered officers have five years from their date of hire or promotion to the covered position to reach the ownership requirement. All Company securities owned outright or earned and subject only to time-based vesting restrictions count toward the requirement; stock options do not count toward the ownership requirement. Furthermore, we have adopted a share retention requirement which provides that all covered executives must hold at least 50% of net (after tax) shares until the stock ownership guidelines described above are achieved.

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Minimum Share Ownership Requirement

(As multiple of base salary)

Employment Agreements and Severance Arrangements

Each executive officer is party to an employment agreement with the Company. The Committee believes that offering employment agreements to key executive officers is consistent with peer practices and serves as an effective retention tool. Each agreement is individually negotiated and terms may vary. For additional information regarding the terms of the employment agreements, including severance arrangements that we have entered into with our executive officers, see "Employment Agreements" below.

Change in Control Agreements

All equity awards are granted under the 2011 Performance Incentive Plan, as amended (the "2011 Plan"). The 2011 Plan does not include an automatic "single trigger" change in control vesting provision. Instead, the "double trigger" provides for a change in control provision where automatic accelerated vesting of an award in connection with a change in control will only occur if an acquirer or successor to us fails to assume or continue the awards or the awards otherwise do not survive the transaction. Additionally, award agreements include "double-trigger" severance protections, and provide for accelerated vesting of awards that remain outstanding following a change in control transaction in the event of a termination without cause following a change in control.

The Deferred Compensation Plan generally provides for accelerated vesting of awards or benefits, as the case may be, in the event of a change in control of the Company. In addition, the Executive Supplemental Benefit Plan provides that when a participant incurs an involuntary separation from service without good cause subsequent to a change in control, payment of benefits will commence in the same manner and in the same amount as if the participant had attained his or her normal retirement age on the date of termination.

In addition to the plan and award agreement provisions described above, we have entered into a change in control agreement (a "Change in Control Agreement") with each of our executive officers. Under the Change in Control Agreement, a "change in control" means any one of the following:

a merger or consolidation of the Company in which our stockholders 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;

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a change in the composition of our Board of Directors over a two-year period as a result of which fewer than a majority of the directors are incumbent directors, as defined in the agreement; or

the acquisition or accumulation by any person or group, subject to certain limited exceptions, of at least 30% of our voting securities.

In addition, if the termination of the executive officer's employment occurs without cause or if the executive officer terminates his employment for good reason within the twenty-four month period following a change in control, we will pay the following benefits in one lump sum in the month following the month in which the date of the termination occurs:

the executive officer's base salary through and including the date of termination and any accrued but unpaid annual incentive bonus;

between two and three times the executive officer's target annual cash bonus amount established for the fiscal year in which the termination occurs; and

between two and three times the executive officer's annual base salary in effect immediately prior to the date of termination.

Furthermore, under the Change in Control Agreement, for a period ranging from twenty-four to thirty-six months and subject to the executive officer's continued payment of the same percentage of the applicable premiums as the executive officer was paying immediately prior to the date of termination or, if more favorable to the executive officer, at the time at which the change in control occurred, we will provide medical and dental coverage pursuant to COBRA for the executive officer (and if applicable, the executive officer's dependents). To the extent that the executive officer cannot participate in the plans previously available, we will provide such benefits on the same after-tax basis as if they had been available. These obligations are reduced by any welfare benefits made available to the executive officer from subsequent employers.

The Change in Control Agreement provides that if any excise tax imposed by Section 4999 of the Code (or any similar tax), applies to the payments, benefits or other amounts payable under the agreement or otherwise, including without limitation, any acceleration of the vesting of outstanding stock options, restricted stock or performance shares (collectively, the "Total Payments"), then the Total Payments will be reduced (but not below zero) so that the maximum amount of the Total Payments (after reduction) will be \$1.00 less than the amount which would cause the Total Payments to be subject to the excise tax; provided that such reduction to the Total Payments will be made only if the after-tax benefit to the executive officer is greater after giving effect to such reduction than if no such reduction had been made. This type of provision is often referred to as a "modified cut-back," and is included because the Change in Control Agreement does not provide for any type of "gross up" or similar benefit.

The Change in Control Agreement had an initial term through December 31, 2011 and is automatically extended for additional one-year periods unless either party notifies the other not later than the preceding January 1 that it does not wish to extend the term for an additional year. All agreements with current executive officers have since been extended through December 31, 2016. For a description of the calculations and further explanation of the payments due to the executive officers upon termination of employment and/or a change in control, see Potential Payments upon Termination or Change in Control tables below.

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Impact of Tax and Accounting

As a general matter, the Committee takes into account the various tax and accounting implications of the compensation vehicles we employ. When determining amounts of long-term incentive grants to executive officers and employees, the Committee examines the accounting cost associated with the grants. Under accounting guidance, grants of stock options, RSUs and PBRsUs result in an accounting charge for the Company. The accounting charge is equal to the fair value of the instruments being issued. For RSUs, the cost is generally equal to the fair value of the stock on the date of grant times the number of shares granted. This expense is amortized over the requisite service period. With respect to stock options, we calculate the fair value of the option and take that value into account as an expense over the vesting period, after adjusting for possible forfeitures. For PBRsUs, we calculate the fair value of the award upon grant, and adjust the value to be expensed on a quarterly basis over the performance period based on expected award payouts, after adjusting for possible forfeitures.

Section 162(m) of the Code generally prohibits any publicly held corporation from taking a federal income tax deduction for compensation paid in excess of \$1 million in any taxable year to each of the chief executive officer and certain of the other most highly compensated executive officers. Exceptions are made for qualified performance-based compensation, among other things. RSUs, PBRsUs and performance units granted to executive officers have been structured in a manner intended to qualify under this exception for performance-based compensation. As such, RSUs and ICP awards are earned contingent upon our achievement of adjusted net income for 2015 of \$50 million or more, which performance target was achieved. PBRsUs are earned contingent upon our achievement of the adjusted EPS levels and relative TSR results described above. Other compensation may be subject to the \$1 million deduction limit.

COMPENSATION COMMITTEE REPORT

The Compensation Committee has reviewed and discussed the foregoing CD&A with management. Based on its review and discussions, the Compensation Committee has recommended to the Board that the CD&A be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2015, and in the Company's proxy statement for its 2016 annual meeting of stockholders.

Members of the Compensation Committee
J. David Chatham, Chair
Paul F. Folino
Thomas C. O'Brien
Jaynie Miller Studenmund

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

Messrs. Chatham (Chair), Folino, O'Brien and Ms. Studenmund served on the Compensation Committee during 2015. No person who served as a member of the Compensation Committee during 2015 was or is an officer or employee of the Company. No executive officer of the Company serves or served as a director or member of the compensation committee of another company who employed or employs any member of the Company's Compensation Committee or the Board.

Table of Contents**EXECUTIVE COMPENSATION TABLES****2015 Summary Compensation Table**

The following table sets forth certain information concerning compensation of each named executive officer during the fiscal years ended December 31, 2015, 2014 and 2013.

Name and Principal Position	Year	Salary	Bonus	Stock Awards	Option Awards	Non-Equity Incentive Plan Compensation	Nonqualified Deferred Compensation Earnings	All Other Compensation	Total	Change in Pension Value and
		(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Anand Nallathambi	2015	\$800,000	\$3,699,990		\$1,477,400			\$89,197	\$6,066,587	
<i>President and Chief</i>	2014	\$800,000	\$2,959,969	\$827,452	\$985,075	\$1,049,258	\$43,288	\$6,665,042		
<i>Executive Officer</i>	2013	\$800,000	\$2,414,950	\$1,208,495	\$953,650		\$61,661	\$5,438,765		
Frank D. Martell	2015	\$650,000	\$1,624,975		\$1,200,400		\$74,139	\$3,549,514		
<i>Chief Operating and Financial Officer</i>	2014	\$600,000	\$879,959	\$245,990	\$800,380		\$31,330	\$2,557,659		
<i>Barry M. Sando</i>	2015	\$510,192	\$1,099,963		\$730,000		\$63,949	\$2,434,104		
<i>Senior Executive Vice President, Group</i>	2014	\$500,000	\$799,969	\$223,635	\$492,540	\$1,349,113	\$31,571	\$3,396,828		
	2013	\$300,000	\$524,969	\$262,711	\$476,830		\$38,963	\$1,803,473		

Explanation of Responses:

*Executive, Risk
Management
and Workflow*

Stergios Theologides	2015	\$410,288	\$637,439	\$502,400	\$125,511	\$1,675,638	
Senior Vice	2015	\$350,000	\$419,966	\$117,406	\$295,830	\$85,204	\$1,268,406
President, General Counsel & Secretary	2015	\$350,000	\$367,478	\$183,901	\$265,720	\$91,461	\$1,258,560

(1) Amounts include any amounts electively deferred by the named executive officer under the Company's Deferred Compensation Plan. Effective February 24, 2015, Mr. Sando's salary increased from \$500,000 to \$550,000 and Mr. Theologides' salary increased from \$350,000 to \$425,000. Mr. Martell's base salary increased to \$650,000 in June 2014.

(2) For 2015, reflects the aggregate grant date fair value of stock awards, consisting of RSUs and PBRsUs, computed in accordance with the Financial Accounting Standards Board's Accounting Standards Codification Topic 718, Compensation-Stock Compensation. We valued the RSUs as of the grant date by multiplying the closing price of our common stock on that date by the number of RSUs awarded. We valued the PBRsUs as of the grant date by multiplying the closing price of our common stock on that date by the target number of PBRsUs that will vest upon achievement of the target performance. The RSUs were granted and vest contingent upon the satisfaction of certain performance criteria through December 31, 2015, which criteria were satisfied, and thereafter vest based on continued employment through December 31, 2017. The PBRsUs were granted and vest contingent upon satisfaction of certain performance criteria and continued employment through December 31, 2017. If the highest performance target is met or exceeded, the value of the awards at grant date would be as follows: Mr. Nallathambi \$5,549,985; Mr. Martell \$2,437,463; Mr. Sando \$1,649,944; and Mr. Theologides \$956,158.

(3) The Company did not grant stock options in 2015.

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(4) For 2015, represents the annual incentive bonus that was paid to each named executive officer.

(5) For 2015, the change in the present value of the life annuity from the end of fiscal year 2014 to the end of fiscal year 2015 for the Executive Supplemental Benefit Plan with respect to Messrs. Nallathambi and Sando, and the Pension Restoration Plan with respect to Mr. Sando only, decreased due to an increase in the interest rate assumptions and is therefore excluded. The amounts in this column do not include earnings under the Company's deferred compensation plan as such earnings were neither above-market nor preferential. The actual change in the present value of each named executive officer's pension benefits is as follows: Mr. Nallathambi (\$7,641) and Mr. Sando (\$182,145) under the Executive Supplemental Benefit Plan and Mr. Sando (\$4,085) under the Pension Restoration Plan. See the Pension Benefits table below under "Pension Benefits for 2015" for assumptions used in calculating these amounts.

(6) Amounts included in all other compensation consist of the amounts shown in the table below paid by the Company for each NEO which, for Mr. Theologides, includes \$85,000 in Company discretionary contributions to the Deferred Compensation Plan and the additional paycheck that each executive officer received in 2015 as a consequence of our bi-weekly payroll cycle. Amounts also include, for Mr. Theologides, \$41 in miscellaneous appreciation awards and \$1,100 paid to Mr. Theologides' Health Savings Account.

Named Executive Officer	Amounts				Total
	Life Insurance Premiums (\$)	401(k) Matching Contributions (\$)	Deferred Compensation Plan (\$)	Additional Bi-Weekly Payroll (Salary) (\$)	
Anand Nallathambi	3,953	7,950	46,525	30,769	89,197
Frank D. Martell	4,878	7,950	36,311	25,000	74,139
Barry M. Sando	11,178	7,950	23,667	21,154	63,949
Stergios Theologides	1,350	7,950	98,724	16,346	124,370

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Grants of Plan-Based Awards for 2015

The following table sets forth information concerning awards made to each of the NEOs under the 2011 Plan during 2015.

Name	Grant Date	Approximate Date of Grant	Estimated Future Payouts Under Non-Equity Incentive Plan Awards(1)	Estimated Future Payouts Under Equity Incentive Plan Awards(2)	Target Payout (\$)	Maximum Payout (\$)	Threshold Payout (\$)	Target Payout (#)	Maximum Payout (#)	All Other Awards: Number of Securities Underlying Option Awards (3)	Grant Date	Fair Value of Stock & Option Awards (\$)
Anand Nallathambi												
Annual Bonus	Performance Units	2/24/2015	3,400,000	3,400,000	3,400,000	3,400,000						
RSUs		2/24/2015					55,125			1,849,995		
PBRsUs		2/24/2015					27,562	10,250		1,849,995		
Frank D. Martell												
Annual Bonus	Performance Units	2/24/2015	7,250,000	7,250,000	7,250,000	7,250,000						
RSUs		2/24/2015					24,210			812,488		
PBRsUs		2/24/2015					12,105	4,420		812,488		
Barry M. Sando												
Annual Bonus	Performance Units	2/24/2015	8,000,000	8,000,000	8,000,000	8,000,000						
RSUs		2/24/2015					16,388			549,981		

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PBRsUs		2/24/2015	8,194,388	2,776	549,981
<i>Stergios Theologides</i>					
Annual Bonus	Performance Units	2/24/2015	15,600	4,000	680,000
RSUs		2/24/2015	9,497		318,719
PBRsUs		2/24/2015	4,748	9,994	318,719

- (1) Amounts reflect each named executive officer's maximum annual incentive bonus opportunity for 2015, while the actual incentive bonus earned by each named executive officer is reported in the 2015 Summary Compensation Table above. NEOs can earn less than maximum, but not greater amounts. At threshold, a named executive officer would receive 17% of the maximum award amount and at target the officer would receive 50% of the maximum award amount. Please see Compensation Discussion and Analysis – Annual Incentive Bonus above for a discussion of the material terms of our 2015 incentive bonus program.
- (2) Equity Awards in 2015 consisted of RSUs and PBRsUs granted as part of the 2015 long-term incentive compensation program. The RSUs are tied to achievement of at least \$50 million in net income in 2015 adjusted to exclude extraordinary items. For the RSUs, if as was the case, the adjusted net income performance target is met, the shares vest in three equal installments on the first three anniversaries of the grant date. In the case of the PBRsUs, 100% of each award is tied to achievement of certain adjusted earnings-per-share targets over a three-year performance period consisting of the 2015-2017 fiscal years, subject to modification based on our relative stockholder return achieved during the performance period. The PBRsUs that were earned in 2015 based on 2015 adjusted EPS performance and relative stockholder return will vest and be payable to the NEOs subject to their continued employment through December 31, 2017. Please see Compensation Discussion and Analysis – Long-Term Incentives above for a discussion of the material terms of our 2015 awards of RSUs and PBRsUs.
- (3) These amounts represent the aggregate grant date fair value of each award determined pursuant to Financial Accounting Standards Board's Accounting Standards Codification Topic 718, Compensation-Stock Compensation. For the assumptions and methodologies used to value these awards, see footnote (2) to the 2015 Summary Compensation Table above.

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Employment Agreements

In May 2011, we entered into employment agreements with Anand Nallathambi, Barry M. Sando and Stergios Theologides, and effective June 16, 2014 and October 6, 2014, we amended the employment agreement with Mr. Sando. On July 20, 2011, we entered into an employment agreement with Frank Martell, which was amended effective June 16, 2014. These employment agreements are substantially similar in form. The material terms of the employment agreements with respect to each of these NEOs are as follows:

Term: One-year term through December 31 of each calendar year, with automatic renewal for an additional year unless either party provides 60 days prior written notice before the expiration of the current term. Neither party to the named executive officer employment agreements provided such notice in 2015, and accordingly the term of each automatically extended through December 31, 2016.

Pay: Sets initial base salary at current salary at the time the agreement was entered into or amended and provides that base salary will be reviewed annually and may be increased (but not decreased) during the term at our discretion.

Severance: Provides for severance pay if the executive is terminated without "cause" as defined in the employment agreement. For Mr. Nallathambi, severance pay is also provided if he resigns for "good reason" as defined in his employment agreement. The severance amount is a multiple of base pay and target annual bonus. For Messrs. Nallathambi, Martell and Sando, the multiple is two and COBRA reimbursement is provided for 24 months. For Mr. Theologides the multiple is one and COBRA reimbursement is provided for 12 months. The executives are also entitled to receive payment of a pro-rata portion of any annual bonus actually earned based on performance that they would have otherwise received had their employment not terminated.

Severance Payment Timing: Severance will be paid in installments as follows:

Messrs. Nallathambi, Martell and Sando First payment is made in the seventh month after separation of employment and is 7/24th of the total severance and equal installments thereafter for the remainder;

Mr. Theologides First payment is made in the seventh month after separation of employment and is 7/12th of the total severance and equal installments thereafter for the remainder.

Release of Liability: The employment agreement requires the executive officer to sign a release in exchange for severance. Moreover, the executive officers are covered by restrictive covenants such as confidentiality, cooperation in litigation, non-disparagement, non-solicitation and non-competition.

Clawbacks: The employment agreement provides that the agreement is subject to "clawback" under applicable law or under our clawback policy in effect from time to time. We adopted such a recoupment or "clawback" policy in March 2012 as further described in the Compensation Discussion and Analysis Adjustment or Recovery of Awards (Clawbacks).

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Outstanding Equity Awards at Fiscal Year-End for 2015

The following table shows outstanding equity awards held by our NEOs as of December 31, 2015.

Name	Option Awards			Stock Awards			Equity Incentive Plan Awards: Equity Market Incentive or Plan Payout Awards: Value		
	Number of Securities Underlying Unexercised Options (#)	Number of Securities Underlying Exercisable Options (#)	Exercise Price (\$)	Number of Shares or Units of Stock That Have Not Vested (#)	Number of Shares or Units of Stock That Have Not Vested (\$)	Number of Shares or Units of Other Rights That Have Not Vested (#)	Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)	Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)	
Anand Nallathambi	101,530	22,362	2017 (5)	8,863	(8)	300,101			
	50,765	23,610	2017 (5)	32,837	(9)	111,861			
	227,878	18,761	2020	22,776	(10)	71,195			
	62,645	17,245	2021	45,489	(11)	40,258			
	104,516	15,301	2022	55,125	(12)	66,533			
	79,768	39,885	2023 (6)	24,806	(12)	39,931			
	22,776	45,552	2024 (7)				5,694	(14)	
								92,799	
								38,587	(13)
								106,556	
Frank D. Martell	116,298	18,359	2021						
	63,870	15,301	2022						
	25,433	12,717	2023 (6)						
	6,771	113,542	2024 (7)						
				2,826	(8)	95,688			

Explanation of Responses:

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10,469 (9)354,480
 6,771 (10)29,266
 13,523 (11)57,889
 24,210 (12)19,751
 10,894 (13)68,871
 1,693 (14)57,325
 16,947 (15)73,825

Barry M. Sando

105,943 18/31/2020
 17,401 13/25/2021
 29,032 15/31/2022
 17,340 8,671 22/26/2023 (6)
 6,155 12,312 32/31/2024 (7)
 1,927 (8) 65,248
 7,138 (9)241,693
 6,156 (10)08,442
 12,294 (11)16,275
 16,388 (12)54,898
 7,374 (13)49,684
 1,539 (14)52,111
 11,471 (15)88,408

Stergios Theologides

35,980 18/31/2020
 18,792 13/25/2021
 25,403 15/31/2022
 12,138 6,070 22/26/2023 (6)
 3,231 6,464 32/31/2024 (7)
 1,349 (8) 45,677
 4,996 (9)169,165
 3,232 (10)09,436
 6,454 (11)18,532
 9,497 (12)21,568
 4,273 (13)44,684
 808 (14)27,359
 6,647 (15)25,067

(1)

On June 1, 2010, in connection with spinning off the businesses now known as First American Financial Corporation, all outstanding stock option awards granted to Company employees were adjusted in a manner designed to preserve the intrinsic value of the stock option awards.

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- (2) The stock options disclosed in this table have a ten-year life. As of December 31, 2015, all stock options were fully vested with the exception of stock options granted in 2013 and 2014.
- (3) On June 1, 2010, in connection with spinning off the businesses now known as First American Financial Corporation, all unvested RSUs granted to Company employees were adjusted in a manner designed to preserve the intrinsic value of the unvested RSUs.
- (4) Represents the value of unvested RSUs based on our closing stock price on December 31, 2015 of \$33.86.
- (5) These amounts represent stock options to purchase shares of our common stock arising from the conversion of FADV stock options that were previously issued to Mr. Nallathambi and that were converted in connection with our acquisition of the publicly-traded shares of FADV. As required by the applicable plan documents, as a result of that transaction, all unvested FADV stock options immediately vested.
- (6) These stock options were granted on February 27, 2013 and vest in three equal annual installments on the first, second and third anniversary of the grant date.
- (7) These stock options were granted on March 3, 2014 and vest in three equal annual installments on the first, second and third anniversary of the grant date.
- (8) These RSUs represent the unvested portion of RSUs that were granted to the NEOs on February 27, 2013 which were subject to (i) the achievement of adjusted net income of \$50 million for 2013 and (ii) time vesting in three equal annual installments on the first, second and third anniversaries of the grant date. We achieved the \$50 million performance measure for 2013.
- (9) These PBRsUs represent the portion of the PBRsUs that were granted to the NEOs on February 27, 2013 and vest based upon our achievement of certain performance measures in 2013 and continued employment through December 31, 2015. The amount set forth in this column represents the actual number of units that are subject to distribution based on our achievement of adjusted EPS and Relative Total Stockholder Return goals over a three-year performance period (2013, 2014, 2015).
- (10) These RSUs represent the unvested portion of RSUs that were granted to the NEOs on March 3, 2014 which were subject to (i) the achievement of adjusted net income of \$50 million for 2014 and (ii) time vesting in three equal annual installments on the first, second and third anniversaries of the grant date. We achieved the \$50 million performance measure for 2014.
- (11) These PBRsUs represent the portion of the PBRsUs that were granted to the NEOs on March 3, 2014 and vest based upon our achievement of certain performance measures in 2015 and continued employment through December 31, 2016. The amount set forth in this column represents the actual number of units that are

subject to a one-year time vesting requirement based on our achievement of adjusted EPS in 2015.

(12) These RSUs represent the unvested portion of RSUs that were granted to the NEOs on March 2, 2015 which were subject to (i) the achievement of adjusted net income of \$50 million for 2015 and (ii) time vesting in three equal annual installments on the first, second and third anniversaries of the grant date. We achieved the \$50 million performance measure for 2015.

(13) These PBRsUs represent the portion of the PBRsUs that were granted to the NEOs on March 2, 2015 and vest based upon our achievement of certain performance measures in 2015 and continued employment through December 31, 2017. The amount set forth in this column represents the actual number of units that are subject to the two-year time vesting requirement based on our achievement of adjusted EPS in 2015.

(14) These PBRsUs represent the portion of the PBRsUs that were granted to the NEOs on March 3, 2014 that remain subject to our achievement of certain performance measures. The amount set forth in this column represents the estimated future payout of PBRsUs assuming the threshold performance goals have been achieved. The PBRsUs vest based on the degree of achievement of certain adjusted EPS goals over a three-year performance period (2014, 2015 and 2016). See Compensation Discussion and Analysis Long-Term Incentives above for detailed discussion.

(15) These PBRsUs represent the portion of the PBRsUs that were granted to the NEOs on March 2, 2015 that remain subject to our achievement of certain performance measures. The amount set forth in this column represents the estimated future payout of PBRsUs assuming the threshold performance goals have been achieved. The PBRsUs vest based on the degree of achievement of certain adjusted EPS goals over a three-year performance period (2015, 2016 and 2017). See Compensation Discussion and Analysis Long-Term Incentives above for detailed discussion.

Table of Contents**Option Exercises and Stock Vested for 2015**

The following table sets forth information concerning value realized by each of the NEOs upon exercise of stock options and vesting of other stock awards during 2015.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)(1)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)(2)
Anand Nallathambi	203,059	2,597,125	39,340	1,325,264
Frank D. Martell			14,168	475,059
Barry M. Sando	87,526	1,088,622	19,614	658,470
Stergios Theologides			8,402	282,580

(1) Value realized on exercise is based on the fair market value of our common stock on the date of exercise minus the exercise price and does not necessarily reflect proceeds actually received by the named executive officer.

(2) Value realized on vesting is based on the fair market value of our common stock on the vesting date and does not necessarily reflect proceeds actually received by the named executive officer.

Pension Benefits for 2015

The following table shows the actuarial present value of the accumulated retirement benefits payable upon normal retirement age to each of the NEOs who participate in a pension plan, computed as of December 31, 2015. The amounts disclosed are based upon benefits provided to the NEOs under our Pension Restoration Plan ("Pension Restoration Plan") and our Executive Supplemental Benefit Plan. Benefit accruals were frozen under the Pension Restoration Plan as of April 30, 2008 and the Executive Supplemental Benefit Plan was frozen effective December 31, 2010. Prior to the Separation, we maintained a pension plan, which was assumed by First American Financial Corporation ("FAFC") in connection with the Separation. Messrs. Martell and Theologides were not eligible to participate in the Pension Restoration Plan or the Executive Supplemental Benefit Plan and therefore they are not included in the following table.

Name	Plan Name	Present		
		Number of Years Credited Service(1)	Value of Accumulated Benefits(2)	Payments During Last Fiscal Year
Anand Nallathambi	Executive Supplemental Benefit Plan	24	3,612,480	
Barry M. Sando		24	4,816,189	

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Executive Supplemental Benefit Plan		
Pension Restoration Plan	23	108,536

(1) Credited years of service for the Pension Restoration Plan and the Executive Supplemental Benefit Plan is the time between the participant's deemed participation date under the plan and December 31, 2015.

(2) The Pension Restoration Plan benefits generally accrue from the date of employment through the normal retirement age (as discussed below). The following assumptions were used for calculating present values: interest rate of 4.32%, post-retirement mortality per RP-2014 Table for Healthy Annuitants with mortality projection starting in 2006 using Fully Generational Scale MP-2015, benefit is payable as a single life annuity.

Executive Supplemental Benefit Plan eligibility requires 10 years of service and 5 years of participation in the plan with the benefit dependent on age at retirement between 55 and 62, rather than credited years of service. The following assumptions were used for calculating present values: interest rate of 4.20% post-retirement mortality per RP-2014 Healthy Annuitants table without collar or amount adjustments, adjusted to remove post 2007 improvement projections, with generational projection via

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Scale MP-2014, modified to use a 10-year convergence period to a long-term improvement rate of 1.0% by 2017, benefit is payable as a 50% joint and survivor annuity.

Pension Restoration Plan

During 1996, we adopted the Pension Restoration Plan. This plan is an unfunded, non-qualified plan designed to make up for the benefit accruals that were limited under our tax-qualified pension plan based on compensation in excess of the amount of compensation that may be considered under federal tax law limits for qualified plans. 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 could not be paid from a qualified plan because of limitations imposed by the federal tax laws. Vesting of benefits payable to an employee under the Pension Restoration Plan generally occurs upon employment through "normal retirement age." "Normal retirement age" is defined as the later of the employee's attainment of age 65 or three years of service with us. The Pension Restoration Plan was effective as of January 1, 1994, but only covers selected employees who were participants in the tax-qualified pension plan formerly sponsored by us which was assumed by FAFC in connection with the Separation. The Pension Restoration Plan excludes pay earned after December 31, 2001. The Pension Restoration Plan was amended in February 2008 to eliminate benefit accruals for service after April 30, 2008.

Effective January 1, 2009, to comply with Section 409A of the Code, payment of benefits under the Pension Restoration Plan commences the first of the month following a participant's separation from service or six months following a participant's separation from service if he is considered a specified employee. Also, benefit options under the Pension Restoration Plan include various actuarial equivalent annuity options. A participant with at least three years of service with us may elect to retire after attaining age 55, but prior to age 65, and receive reduced benefits. Benefits are reduced 1/180th for each of the first 60 months and by 1/360th for each of any additional months by which the benefit commencement date precedes the participant's normal retirement date. Mr. Sando is the only named executive officer who participates in the Pension Restoration Plan, and he was eligible for early retirement but not normal retirement at December 31, 2015.

On June 1, 2010, in connection with spinning off the businesses now known as FAFC, the sponsorship of a portion of the Pension Restoration Plan and the liabilities under the plan were transferred to FAFC with respect to the accrued benefits for employees and former employees who were transferred to FAFC. We remain responsible for liabilities under the Pension Restoration Plan relating to the accrued benefits of employees who were not transferred to FAFC, which are now payable pursuant to the terms of the CoreLogic, Inc. Pension Restoration Plan, the successor plan to the original Pension Restoration Plan. The new plan is intended to govern the benefits payable to participants under the plan as of June 1, 2010 and is not intended to grant additional benefits to the participants in excess of their benefits accrued under the original Pension Restoration Plan.

Executive Supplemental Benefit Plan

The Executive Supplemental Benefit Plan provides retirement benefits for, and pre-retirement death benefits with respect to, certain key management personnel. The plan was originally adopted in 1985 and has been amended a number of times since then. Under the plan, as originally adopted, upon retirement at normal retirement date (the later of age 65 or completion of 10 years of service) the participant received a joint life and 50% survivor annuity benefit equal to 35% of "final average compensation." "Final average compensation" was determined for those three calendar years out of the last 10 years of employment preceding retirement in which final average compensation is the highest. Final average compensation includes base salary and commissions, cash bonuses and stock bonuses that are granted to compensate for past services (such as annual incentive bonus RSUs).

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Under the original plan, the benefit was 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 took 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 an employee of us or one of our subsidiaries for at least 10 years and 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. Subject to applicable legal rules, the Board can, in its discretion, pay the participant or beneficiary in an actuarial equivalent lump sum or other form of benefit. In the event of a "change in control" (as defined in the plan) of us, a participant who retires after the change in control shall receive the same benefits as if he were retiring upon the attainment of normal retirement date.

The Executive Supplemental Benefit Plan was amended in September 2005 to provide that participants who thereafter engage in competition with us, either during their employment with or following their departure, forfeit their right to receive any vested benefits under the plan. Competition includes the misappropriation, sale, use or disclosure of our trade secrets, confidential or proprietary information and solicitation of our customers.

To reduce the costs of the plan to us, the plan was further amended in October 2007. Among other changes, this amendment (i) reduced the normal retirement date to the latest of age 62, the date on which the participant completes 10 years of service with us and the date on which the participant was covered, in combination, by the plan or FAC Management Supplemental Benefit Plan for five years; (ii) changed the period over which "final average compensation" is determined to the five calendar years preceding retirement; (iii) reduced the maximum benefit payable to a joint life and 50% survivor annuity benefit equal to 30% of final average compensation; (iv) eliminated any increased benefit for postponed retirement beyond the normal retirement date; and (v) provided for accelerated vesting only upon a change in control that is not approved by our incumbent Board. The benefit is reduced by 5.952% for each year prior to age 62 in which retirement actually occurs. Participants who were vested as of the effective date of the amendment, November 1, 2007, are entitled to receive the higher of the benefit as calculated under the amended plan and the benefit to which the participant would have been entitled had he retired on October 31, 2007.

In connection with the Separation, we transferred sponsorship and administration of a portion of the Executive Supplemental Benefit Plan to FAFC. As part of this transfer, FAFC assumed the liabilities under the portion of the plan covering employees and former employees who were transferred to FAFC. Following the Separation, we remained responsible for the liabilities under the portion of the Executive Supplemental Benefit Plan relating to our employees and former employees who were not transferred to FAFC. We maintain the CoreLogic, Inc. Executive Supplemental Benefit Plan as the successor to the original Executive Supplemental Benefit Plan in satisfaction of its liabilities to such employees who were participants and accrued benefits under the Executive Supplemental Benefit Plan, but were not transferred to FAFC. The CoreLogic, Inc. Executive Supplemental Benefit Plan is intended to provide future benefits for our employees on and after June 1, 2010 and is intended to govern the benefits payable to such employees both before and after June 1, 2010.

Effective December 31, 2010, the CoreLogic, Inc. Executive Supplemental Benefit Plan was frozen and amended to, among other things: (i) close the Plan to new participants; (ii) freeze the average pay calculation as of December 31, 2010 (compensation after December 31, 2010 will not be taken into

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consideration in calculating benefits); (iii) amend the amount and form of the pre-retirement death benefit to provide for payment to a participant's designated beneficiary in an amount equal to the survivor portion of a 50% joint and survivor annuity for the life of the beneficiary, or if the participant's beneficiary is someone other than the participant's spouse or domestic partner, for a maximum of twenty years; and (iv) apply a proration factor to the benefit amount payable, the numerator of which is a participant's service at December 31, 2010 and the denominator of which is the participant's service that would have accrued as of his or her early retirement date if the participant was not early retirement eligible as of December 31, 2010.

In addition to the amendments described above, the change of control provisions were amended to provide that participants will become 100% vested in all plan benefits upon an involuntary separation from service without good cause following a change of control. Prior to the amendment, participants became 100% vested in all plan benefits upon a change of control, regardless of whether they incurred a separation of service for any reason. Furthermore, the retirement income benefit provided to participants and commencing upon a separation from service following a change of control on the same basis as though they had attained normal retirement age is limited to participants who experience an involuntary separation from service without good cause following a change of control.

As of December 31, 2015, there remain five active employees, including Messrs. Nallathambi and Sando, who participate in the plan. The plan is closed to new participants. As of December 31, 2015, Mr. Sando is the only named executive officer who is eligible for early retirement and none of the NEOs are eligible for normal retirement. The plan is unfunded and unsecured. We have previously purchased insurance, of which we are the owner and beneficiary, on the lives of certain plan participants. This insurance is designed to offset, over the life of the plan, a portion of our costs incurred with respect to the plan.

Nonqualified Deferred Compensation for 2015

As reflected in the following table, certain of our executive officers have elected to participate in our Deferred Compensation Plan (the "Deferred Compensation Plan").

Name	Executive Contributions in Last FY(1) (\$)	Registrant Contributions in Last FY(1) (\$)	Aggregate Earnings in Last FY(2) (\$)	Aggregate Withdrawals/ Distributions (\$)	Aggregate Balance at Last FYE(3) (\$)
Anand Nallathambi	80,000	46,525	(45,040)		1,596,396
Frank D. Martell	280,133	36,311	(22,063)		565,123
Barry M. Sando	41,684	23,667	(19,859)		799,344
Stergios Theologides	54,373	98,724	(8,004)	50,443	672,003

(1) All contributions presented are reported in the 2015 Summary Compensation Table under "Salary," "Non-Equity Incentive Plan Compensation" or "All Other Compensation" for 2015.

(2) Represents earnings or losses on participant-selected investment options. None of the amounts are reflected in the 2015 Summary Compensation Table because the return on deferred amounts is calculated in a similar manner and at a similar rate as earnings on externally managed mutual funds.

(3) To the extent the executive officers were NEOs in prior years, the amounts reported in the aggregate balance at last fiscal year end that represented prior salary and non-equity incentive plan compensation deferrals or Company contributions were previously reported as compensation to the NEO in our Summary Compensation Table as "Salary," "Non-Equity Incentive Plan Compensation" or "All Other Compensation" in previous years. Amounts reported in the aggregate balance at last fiscal year end that represent earnings in prior years

on previously deferred amounts are not reflected on prior period Summary Compensation Tables.

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The Deferred Compensation Plan offers to a select group of management and highly compensated employees the opportunity to elect to defer portions of their base salary, commissions and cash bonuses. We maintain a deferral account for each participating employee on a fully vested basis for all employee deferrals. Participants can choose to have their cash benefits paid in one lump sum or in quarterly payments upon separation from service or death. Subject to the terms and conditions of the plan, participants may also elect scheduled and nonscheduled in-service withdrawals of compensation deferred prior to January 1, 2005, and the earnings and losses attributable thereto. Withdrawals of compensation deferred after December 31, 2004, and the earnings and losses attributable thereto, must be scheduled by the participant at the time the participant elects to defer such compensation.

Participants allocate their deferrals among a variety of investment crediting options offered under the plan. The investment crediting rates are based upon the rates of return available under certain separate accounts offered through variable insurance products.

For all participants who joined the Deferred Compensation 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 this insurance benefit. We pay a portion of the cost of such life insurance benefits. The plan is unfunded and unsecured.

The Deferred Compensation Plan was amended in 2010 to provide for (i) Company contributions to the plan in the form of 401(k) restoration contributions and (ii) Company discretionary retirement savings contributions to a limited number of senior officers who were not eligible to participate in the Executive Supplemental Benefit Plan. The amount of our 401(k) restoration contributions made to participant accounts is determined based on the amount of discretionary matching contributions that would be made under the 401(k) Plan if the participants' deferrals under the Deferred Compensation Plan were instead made under the 401(k) Plan, but without regard to the statutory limits that apply to the benefits that may be provided under the 401(k) Plan. The discretionary retirement savings contribution for Mr. Theologides vests five years following contribution. There are no other vesting limitations in the Deferred Compensation Plan.

Potential Payments Upon Termination or Change in Control

The following tables describe payments and other benefits that would be provided to certain of our executive officers under the specified circumstances upon a change in control of us or their termination, assuming a termination or change in control occurred on December 31, 2015. For further discussion, see Compensation Discussion and Analysis Change in Control Agreements above.

Anand Nallathambi

Potential Payments upon Termination or Change in Control

Executive Payments and Benefits Upon Termination	Involuntary Termination or Change in Control (1)					
	Voluntary Resignation	Without Cause	For Good Reason	Without Cause/Reason	With Termination for Good Reason/Without Cause	Death Disability
	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
<i>Compensation</i>						
Severance		3,600,000	(2)	4,400,000	(3)	
Bonus		1,477,400	(4)	0,000,000	(5)	
Accelerated Vesting Options (6)				377,897	377,897	377,897
Accelerated Vesting RSU (7)		2,937,829	2,937,829	2,937,829	2,937,829	2,937,829
Accelerated Vesting PBR SU (8)				3,794,521	3,794,521	3,794,521

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Deferred Compensation Plan (9)	1,596,396	3,069,396	3,069,396	1,596,396	1,596,396	1,596,396
Enhanced Executive Supplemental Benefit Plan (10)				5,737,973	(11,884,109)	1,171,390 (13)
<i>Benefit Continuation</i>				41,268	(14)	41,054 (15)
Total	1,596,396	3,069,396	3,069,396	20,885,670	10,590,752	21,878,033

(1)

In accordance with SEC rules, an excise calculation is not presented in this table as we do not provide a gross-up or tax reimbursement to our NEOs in connection with a change in control. Amounts payable to Mr. Nallathambi in the event of a change in control may be subject to reduction under Sections 280G and 4999 of the Code.

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- (2) Represents an amount equal to two times the sum of (i) Mr. Nallathambi's annualized base salary in effect on the date his employment terminates (the "Severance Date") plus (ii) the target annual Incentive Bonus amount for Mr. Nallathambi in effect on the Severance Date (the "Severance Benefit"). The Severance Benefit will be payable in a lump sum equal to $7/24$ of the Severance Benefit on the seventh month after the Severance Date with an additional $1/24$ of the Severance Benefit paid each month until the month which is 24 months after the Severance Date. Receipt of the benefit is contingent upon execution of a general release of claims and compliance with certain post- termination covenants and confidentiality provisions in the employment agreement.
- (3) Represents three times Mr. Nallathambi's base salary in effect immediately prior to the date of termination by us and three times Mr. Nallathambi's target annual cash bonus established for fiscal year 2015. Receipt of the benefit is contingent upon execution of a general release of claims.
- (4) Represents the pro rata portion of Mr. Nallathambi's annual cash bonus for fiscal year 2015. Mr. Nallathambi's agreement provides for the payment of the pro rata portion of the bonus amount he would have received had his employment not terminated during the fiscal year. Such payment is required to be paid within two and one-half months following fiscal year end, and is contingent upon execution of a general release of claims and compliance with certain post-termination covenants and confidentiality provisions in the employment agreement.
- (5) Represents the pro rata portion of Mr. Nallathambi's target annual cash bonus for the year of termination. Mr. Nallathambi's agreement provides for the payment of the target annual cash bonus established for fiscal year 2015. Receipt of the benefit is contingent upon execution of a general release of claims.
- (6) Outstanding unvested stock options will generally accelerate on death, disability or involuntary termination without cause in connection with a change in control. Mr. Nallathambi held a total of 85,437 unvested stock options with exercise prices less than \$33.86, the closing stock price on December 31, 2015, and the amount shown represents the difference between \$33.86 and the exercise prices for the unvested options, multiplied by the applicable number of unvested options.
- (7) Represents the value after acceleration of outstanding unvested RSUs based on our closing stock price on December 31, 2015 of \$33.86. The outstanding unvested RSUs reported above will accelerate and vest on an involuntary termination without cause (whether before or after a change in control, although not all outstanding RSUs may vest on such a termination before a change in control), retirement, death or disability. For certain terminations of employment, the accelerated vesting is subject to a requirement that Mr. Nallathambi signs a general release of claims and complies with certain post-termination covenants and confidentiality provisions in the employment agreement.
- (8) Represents the value after acceleration of all outstanding unvested PBRsUs based on our closing stock price on December 31, 2015 of \$33.86. All or a pro-rata portion of outstanding unvested PBRsUs will generally accelerate on death, disability or involuntary termination without cause following a change in control, subject to attainment of the performance measures for any termination prior to a change in control. We have assumed

that the target number of PBRsUs would become vested in connection with each acceleration event, although the actual number of PBRsUs that could become vested could be higher or lower than the target number of PBRsUs, based on actual performance.

- (9) Refers to payments accrued under the Deferred Compensation Plan as of December 31, 2015 based on Mr. Nallathambi's salary deferral election and 401(k) restoration contributions.
- (10) "Enhanced Executive Supplemental Benefit Plan" refers to any payments which accrued to the participant in addition to his current vested benefit amount under the various scenarios for the Executive Supplemental Benefit Plan.
- (11) Represents the enhanced present value of the benefit calculated using the following assumptions: interest rate of 4.20% post-retirement mortality per RP-2014 Healthy Annuitants table without collar or amount adjustments, adjusted to remove post 2007 improvement projections, with generational projection via Scale MP-2014, modified to use a 10-year convergence period to a long-term improvement rate of 1.0% by 2017. Upon an involuntary termination without cause after a change in control of us, Mr. Nallathambi becomes 100% vested in the benefit in the amount Mr. Nallathambi would have been entitled to receive in accordance with the provisions of the plan in effect on the date of the change of control.
- (12) Represents pre-retirement death benefit in the form of a single life annuity payable to the executive's spouse or domestic partner, calculated as what the executive would have received had he incurred a termination of employment on his normal retirement date and then died immediately thereafter.
- (13) Represents the present value of the benefit calculated using the following assumptions: interest rate of 4.20% post-retirement mortality per RP-2014 Healthy Annuitants table without collar or amount adjustments, adjusted to remove post 2007 improvement projections, with generational projection via Scale MP-2014, modified to use a 10- year convergence period to a long-term improvement rate of 1.0% by 2017 deferred to the earliest retirement age.
- (14) Represents the cost of COBRA coverage for 24 months after the date on which the termination occurs at the cost applicable to active employees (subject to earlier termination if Mr. Nallathambi becomes eligible for comparable coverage under another employer's plan and certain alternative payments if COBRA coverage cannot be provided under our plans in effect on the date of termination).
- (15) Represents the cost of continued health and welfare benefits for 36 months after the date on which the termination occurs subject to the executive's continued payment of the same premium payment amount as immediately prior to termination. These obligations are reduced by any welfare benefits made available to the executive officer from subsequent employers.

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Frank D. Martell

Potential Payments upon Termination or Change in Control

Executive Payments and Benefits Upon Termination	Involuntary Termination or Change in Control (1)				
	Voluntary Resignation	For Cause	Without Cause/Good Reason	With Termination for Good Reason/Without Cause	Disability
	(\$)	(\$)	(\$)	(\$)	(\$)
<i>Compensation</i>					
Severance			2,925,000 (2)	2,925,000 (3)	
Bonus			1,200,400 (4)	812,500 (5)	
Accelerated Vesting Options (6)				119,144	119,144
Accelerated Vesting RSU (7)			1,144,705	1,144,705	1,144,705
Accelerated Vesting PBRSU (8)				1,392,933	1,392,933
Deferred Compensation (9)	565,123	565,123	565,123	565,123	565,123
<i>Benefit Continuation</i>			41,268 (10)	27,369 (11)	
Total	565,123	565,123	5,876,496	6,986,774	3,221,302

- (1) In accordance with SEC rules, an excise calculation is not presented in this table as we do not provide a gross-up or tax reimbursement to our NEOs in connection with a change in control. Amounts payable to Mr. Martell in the event of a change in control may be subject to reduction under Sections 280G and 4999 of the Code.
- (2) Represents an amount equal to two times the sum of (i) Mr. Martell's annualized base salary in effect on the date his employment terminates (the "Severance Date") plus (ii) the target annual Incentive Bonus amount for Mr. Martell in effect on the Severance Date (the "Severance Benefit"). The Severance Benefit will be payable in a lump sum equal to 7/24 of the Severance Benefit on the seventh month after the Severance Date with an additional 1/24 of the Severance Benefit paid each month until the month which is 24 months after the Severance Date. Receipt of the benefit is contingent upon execution of a general release of claims and compliance with certain post-termination covenants and confidentiality provisions in the employment agreement.
- (3) Represents two times Mr. Martell's base salary in effect immediately prior to the date of termination by us and two times Mr. Martell's target annual cash bonus established for fiscal year 2015. Receipt of the benefit is contingent upon execution of a general release of claims.
- (4)

Represents the pro rata portion of Mr. Martell's annual cash bonus for fiscal year 2015. Mr. Martell's agreement provides for the payment of the pro rata portion of the bonus amount he would have received had his employment not terminated during the fiscal year. Such payment is required to be paid within two and one-half months following fiscal year end. Receipt of the benefit is contingent upon execution of a general release of claims and compliance with certain post-termination covenants and confidentiality provisions in the employment agreement.

(5)

Represents the pro rata portion of Mr. Martell's target annual cash bonus for the year of termination. Mr. Martell's agreement provides for the payment of the target annual cash bonus established for fiscal year 2015. Receipt of the benefit is contingent upon execution of a general release of claims.

(6)

Outstanding unvested stock options will generally accelerate on death, disability or involuntary termination without cause in connection with a change in control. Mr. Martell held a total of 26,259 unvested stock options with exercise prices less than \$33.86, the closing stock price on December 31, 2015, and the amount shown represents the difference between \$33.86 and the exercise prices for the unvested options, multiplied by the applicable number of unvested options.

(7)

Represents the value after acceleration of outstanding unvested RSUs based on our closing stock price on December 31, 2015 of \$33.86. The outstanding unvested RSUs reported above will accelerate and vest on an involuntary termination without cause (whether before or after a change in control, although not all outstanding RSUs may vest on such a termination before a change in control), retirement, death or disability. For certain terminations of employment, the accelerated vesting is subject to a requirement that Mr. Martell signs a general release of claims and complies with certain post-termination covenants and confidentiality provisions in the employment agreement.

(8)

Represents the value after acceleration of all outstanding unvested PBRsUs based on our closing stock price on December 31, 2015 of \$33.86. All or a pro-rata portion of outstanding unvested PBRsUs will generally accelerate on death, disability or involuntary termination without cause following a change in control, subject to attainment of the performance measures for any termination prior to a change in control. We have assumed that the target number of PBRsUs would become vested in connection with each acceleration event, although the actual number of PBRsUs that could become vested could be higher or lower than the target number of PBRsUs, based on actual performance.

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- (9) Refers to payments accrued under the Deferred Compensation Plan as of December 31, 2015 based on Mr. Martell's salary deferral election and 401(k) restoration contributions.
- (10) Represents the cost of continued health and welfare benefits for 24 months after the date on which the termination occurs. These obligations are reduced by any welfare benefits made available to the executive officer from subsequent employers.
- (11) Represents the cost of continued health and welfare benefits for 24 months after the date on which the termination occurs subject to the executive's continued payment of the same premium payment amount as immediately prior to termination. These obligations are reduced by any welfare benefits made available to the executive officer from subsequent employers.

Barry M. Sando

Potential Payments upon Termination or Change in Control

Executive Payments and Benefits Upon Termination	Involuntary Termination or Change in Control (1)							
	Voluntary Resignation	For Cause	Good Reason	Without Cause/Reason	With Termination for Good Cause	Without Cause	Death	Disability
	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
<i>Compensation</i>								
Severance		2,200,000	(2)	3,000,000	(3)			
Bonus		730,000	(4)	550,000	(5)			
Accelerated Vesting Options (6)				85,455		85,455		85,455
Accelerated Vesting RSU (7)	273,690			828,588		828,588		828,588
Accelerated Vesting PBRSU (8)				1,075,969		1,075,969		1,075,969
Deferred Compensation Plan (9)	799,344	799,344	799,344	799,344		799,344		799,344
Vested Pension Restoration Plan	99,846	99,846	99,846	99,846		50,465		99,846
Vested Executive Supplemental Benefit Plan (10)	4,323,989	4,323,989	6,725,966	(14)	53,805	(15)		4,323,989 (13)
<i>Benefit Continuation</i>								
				41,268	(14)	41,054	(15)	
Total		5,496,869	99,190	23,035		13,506,222		5,293,627
								6,213,191

(1) In accordance with SEC rules, an excise calculation is not presented in this table as we do not provide a gross-up or tax reimbursement to our NEOs in connection with a change in control. Amounts payable to Mr. Sando in the event of a change in control may be subject to reduction under Sections 280G and 4999 of the Code.

- (2) Represents an amount equal to two times the sum of (i) Mr. Sando's annualized base salary in effect on the date his employment terminates (the "Severance Date") plus (ii) the target annual Incentive Bonus amount for Mr. Sando in effect on the Severance Date (the "Severance Benefit"). The Severance Benefit will be payable in a lump sum equal to $7/24$ of the Severance Benefit on the seventh month after the Severance Date with an additional $1/24$ of the Severance Benefit paid each month until the month which is 24 months after the Severance Date. Receipt of the benefit is contingent upon execution of a general release of claims and compliance with certain post-termination covenants and confidentiality provisions in the employment agreement.
- (3) Represents three times Mr. Sando's base salary in effect immediately prior to the date of termination by us and three times Mr. Sando's target annual cash bonus established for fiscal year 2015. Receipt of the benefit is contingent upon execution of a general release of claims.
- (4) Represents the pro rata portion of Mr. Sando's annual cash bonus for fiscal year 2015. Mr. Sando's agreement provides for the payment of the pro rata portion of the bonus amount he would have received had his employment not terminated during the fiscal year. Such payment is required to be paid within two and one-half months following fiscal year end. Receipt of the benefit is contingent upon execution of a general release of claims and compliance with certain post-termination covenants and confidentiality provisions of the employment agreement.
- (5) Represents the pro rata portion of Mr. Sando's target annual cash bonus for the year of termination. Mr. Sando's agreement provides for the payment of the target annual cash bonus established for fiscal year 2015. Receipt of the benefit is contingent upon execution of a general release of claims.
- (6) Outstanding unvested stock options will generally accelerate on death, disability or involuntary termination without cause in connection with a change in control. Mr. Sando held a total of 20,983 stock options with an exercise price of less than \$33.86, the closing stock price on December 31, 2015, and the amount shown represents the difference between \$33.86 and the exercise prices for the unvested options, multiplied by the applicable number of unvested options.

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- (7) Represents the value after acceleration of outstanding RSUs based on our closing stock price on December 31, 2015 of \$33.86. The outstanding unvested RSUs reported above will accelerate and vest on an involuntary termination without cause (whether before or after a change in control, although not all outstanding RSUs may vest on such a termination before a change in control), retirement, death or disability. For certain terminations of employment, the accelerated vesting is subject to a requirement that Mr. Sando signs a general release of claims and complies with certain post-termination covenants and confidentiality provisions in the employment agreement.
- (8) All or a pro-rata portion of outstanding unvested PBRsUs will generally accelerate on death, disability or involuntary termination without cause following a change in control, subject to attainment of the performance measures for any termination prior to a change in control. We have assumed that the target number of PBRsUs would become vested in connection with each acceleration event, although the actual number of PBRsUs that could become vested could be higher or lower than the target number of PBRsUs, based on actual performance.
- (9) Refers to payments accrued under the Deferred Compensation Plan as of December 31, 2015 based on Mr. Sando's salary deferral election and 401(k) restoration contributions.
- (10) "Executive Supplemental Benefit Plan" represents current vested benefit amount under the various scenarios for the Executive Supplemental Benefit Plan.
- (11) Represents the enhanced present value of the benefit calculated using the following assumptions: interest rate of 4.20% post-retirement mortality per RP-2014 Healthy Annuitants table without collar or amount adjustments, adjusted to remove post 2007 improvement projections, with generational projection via Scale MP-2014, modified to use a 10-year convergence period to a long-term improvement rate of 1.0% by 2017. Upon an involuntary termination without cause after a change in control of us, Mr. Sando becomes 100% vested in the benefit in the amount Mr. Sando would have been entitled to receive in accordance with the provisions of the plans in effect on the date of the change of control.
- (12) Represents pre-retirement death benefit in the form of a single life annuity payable to the executive's spouse or domestic partner, calculated as what the executive would have received had he incurred a termination of employment on his normal retirement date and then died immediately thereafter.
- (13) Represents the present value of the benefit calculated using the following assumptions: interest rate of 4.20% post-retirement mortality per RP-2014 Healthy Annuitants table without collar or amount adjustments, adjusted to remove post 2007 improvement projections, with generational projection via Scale MP-2014, modified to use a 10- year convergence period to a long-term improvement rate of 1.0% by 2017 deferred to the earliest retirement age.
- (14) Represents the cost of COBRA coverage for 24 months after the date on which the termination occurs at the cost applicable to active employees (subject to earlier termination if Mr. Sando becomes eligible for

comparable coverage under another employer's plan and certain alternative payments if COBRA coverage cannot be provided under our plans in effect on the date of termination).

- (15) Represents the cost of continued health and welfare benefits for 36 months after the date on which the termination occurs subject to the executive's continued payment of the same premium payment amount as immediately prior to termination. These obligations are reduced by any welfare benefits made available to the executive officer from subsequent employers.

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Stergios Theologides

Potential Payments upon Termination or Change in Control

Involuntary Termination or Change in Control (1)

Executive Payments and Benefits Upon Termination	Voluntary Resignation (\$)	Cause (\$)	Without Cause/for Good Reason/Without Cause/Death/Disability		
			Good Reason (\$)	Without Cause (\$)	Death/ Disability (\$)
<i>Compensation</i>					
Severance			765,000 (2)	30,000 (3)	
Bonus			502,400 (4)	40,000 (5)	
Accelerated Vesting Options (6)				56,869	56,869
Accelerated Vesting RSU (7)			476,681	476,681	476,681
Accelerated Vesting PBRSU (8)				595,123	595,123
Deferred Compensation Plan (9)	245,408	245,408	245,408	672,003	672,003
<i>Benefit Continuation</i>			19,517 (10)	1,544 (11)	
Total	245,408	245,408	2,009,006	3,702,220	1,800,676