

FIDELITY NATIONAL FINANCIAL INC /DE/

Form S-4/A

March 05, 2004

As filed with the Securities and Exchange Commission on March 5, 2004

Registration No. 333-112860

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

**AMENDMENT NO. 1
TO
FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

FIDELITY NATIONAL FINANCIAL, INC.

(Exact name of registrant as specified in its charter)

Delaware
*(State or other jurisdiction of
incorporation or organization)*

6361
*(Primary standard industrial
classification code number)*

86-0498599
*(I.R.S. Employer
Identification No.)*

**601 Riverside Avenue
Jacksonville, FL 32204
(904) 854-8100**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Peter T. Sadowski, Esq.
Executive Vice President and General Counsel
Fidelity National Financial, Inc.
601 Riverside Avenue
Jacksonville, FL 32204
(904) 854-8100**

(Address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Kimberly A. Taylor
Morgan, Lewis & Bockius LLP
One Oxford Centre
Thirty-Second Floor
Pittsburgh, PA 15219
Telephone: (412) 560-3300
Facsimile: (412) 560-7001**

**Barry M. Abelson
Brian M. Katz
Pepper Hamilton LLP
3000 Two Logan Square
Philadelphia, PA 19103-2799
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Facsimile: (215) 981-4750**

Approximate date of commencement of proposed sale to the public: As soon as practicable after this registration statement is declared effective and all other conditions to the merger of Sanchez Computer Associates, Inc., or Sanchez, with and into a wholly-owned subsidiary of Fidelity National Financial, Inc., or FNF, pursuant to the Restated Agreement and Plan of Merger and Reorganization, dated as of January 27, 2004, included as Appendix A to the enclosed proxy statement/prospectus, have been satisfied or waived.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. []

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered(1)	Amount to be registered(1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price(1)(2)	Amount of registration fee(3)
Common Stock, \$0.0001 par value	\$108,848,678	N/A	\$108,848,678	\$13,791.13*

(Notes continued on next page)

(Continued on from previous page)

- (1) This registration statement relates to the common stock, par value \$0.0001 per share, of the Registrant estimated to be issuable to holders of common stock, no par value per share, of Sanchez in connection with the merger. The value of the shares to be registered pursuant to this registration statement is based on the value of shares of FNF common stock estimated to be issuable to shareholders of Sanchez upon consummation of the merger, determined as the product of (a) \$3.25, the dollar value at which the Registrant would issue shares of FNF common stock in exchange for shares of Sanchez common stock, and (b) 33,491,901, which represents 26,986,341 shares of Sanchez common stock which were issued and outstanding as of January 26, 2004, plus 6,505,560 options to purchase shares of Sanchez common stock which were issued and outstanding as of January 26, 2004.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act of 1933.
- (3) The registration fee has been calculated pursuant to Section 6(b) of the Securities Act and Fee Advisory #7 for Fiscal Year 2004 issued by the Securities and Exchange Commission (SEC) on January 26, 2004 by multiplying .00012670 by the proposed maximum aggregate offering price (as computed in accordance with Rule 457 under the Securities Act solely for the purpose of determining the registration fee of the securities registered hereby).

* Previously paid.

The Registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until this registration statement shall become effective on such date as the Securities Exchange Commission, acting pursuant to said Section 8(a), may determine.

MERGER PROPOSAL

YOUR VOTE IS VERY IMPORTANT

To the Shareholders of Sanchez Computer Associates, Inc.:

You are cordially invited to attend a special meeting of shareholders of Sanchez Computer Associates, Inc. (Sanchez) to be held at the Sheraton Great Valley Hotel, located at 707 Lancaster Pike, Route 202 and Highway 30, Frazer, Pennsylvania 19355, on April , 2004, at 8:00 a.m., local time.

At the special meeting, you will be asked to approve the merger of Sanchez with and into an indirect wholly-owned subsidiary of Fidelity National Financial, Inc., a publicly-traded Delaware corporation (FNF). If the merger is completed, each share of Sanchez common stock, no par value per share (the Sanchez common stock), will be converted into the right to receive consideration valued at \$6.50, which will be paid in a combination of cash and shares of FNF common stock, \$0.0001 par value per share (the FNF common stock).

The FNF common stock you will be entitled to receive will be calculated at an exchange rate based on the average closing sales prices of FNF common stock on the New York Stock Exchange for the twenty consecutive trading days immediately preceding but not including the second trading day before the closing date of the merger, subject to adjustment as more fully described in the enclosed proxy statement/prospectus.

In connection with the merger, in exchange for your shares of Sanchez common stock you may elect to receive cash or shares of FNF common stock, subject to the following limitations. If the total number of shares of Sanchez common stock with respect to which an election to receive cash has been made does not equal the number of shares of Sanchez common stock with respect to which an election to receive shares of FNF common stock has been made, then the merger consideration to be paid to Sanchez shareholders will be adjusted so that one-half of the total merger consideration is paid in cash and one-half is paid in shares of FNF common stock. Any Sanchez shareholder who does not make an election will receive \$3.25 in cash and FNF common stock with a value of \$3.25 for each share of Sanchez common stock, subject to adjustment in certain circumstances.

After careful consideration, the Sanchez board of directors unanimously approved the merger agreement and the merger and has determined that the merger and the related transactions are fair to and in the best interests of Sanchez. The Sanchez board of directors recommends that you vote FOR the approval of the merger and the adoption of the merger agreement.

Before the merger can be consummated, the merger agreement must be approved and adopted by the affirmative vote of at least a majority of the shares of Sanchez common stock cast at the special meeting. Shareholders of Sanchez who beneficially own an aggregate of approximately 42% of the outstanding shares of Sanchez common stock have entered into agreements with FNF to vote all of their outstanding shares of Sanchez common stock in favor of the merger agreement and the merger.

The Sanchez board of directors has fixed the close of business on March 3, 2004 as the record date for the determination of Sanchez shareholders entitled to notice of, and to vote at, the special meeting.

This document is a prospectus of FNF relating to the issuance of shares of FNF common stock in connection with the merger and a proxy statement of Sanchez for use in soliciting proxies for the special meeting.

We strongly urge you to read and consider carefully this proxy statement/prospectus in its entirety, including the matters discussed under the section entitled Risk Factors Relating to the Merger beginning on page 16.

Your vote is important. Whether or not you plan to attend the special meeting in person, please take the time to vote your shares. You may vote your shares by completing, signing and dating the enclosed proxy card and promptly returning it in the accompanying prepaid envelope.

Michael A. Sanchez

Frank R. Sanchez

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Chairman of the Board

Chief Executive Officer

Neither the Securities and Exchange Commission nor any state securities regulator has approved the FNF common stock to be issued in the merger or determined if this proxy statement/ prospectus is accurate or adequate. Any representation to the contrary is a criminal offense.

This proxy statement/prospectus is dated March , 2004 and is first being mailed to shareholders on or about March , 2004.

SANCHEZ COMPUTER ASSOCIATES, INC.

**40 Valley Stream Parkway
Malvern, Pennsylvania 19355**

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

To Be Held On April , 2004

To the shareholders of Sanchez Computer Associates, Inc.:

We will hold a special meeting of shareholders of Sanchez Computer Associates, Inc. (Sanchez) at 8:00 a.m., local time, on April , 2004 at the Sheraton Great Valley Hotel, located at 707 Lancaster Pike, Route 202 and Highway 30, Frazer, Pennsylvania 19355, for the following purposes:

1. To consider and vote on a proposal to approve and adopt the Restated Agreement and Plan of Merger and Reorganization, dated as of January 27, 2004, by and among Fidelity National Financial, Inc., Fidelity Information Services, Inc., Sunday Merger Corp., Sunday Merger, LLC and Sanchez Computer Associates, Inc., a copy of which is attached as Appendix A to the accompanying proxy statement/prospectus.
2. To transact such other business as may properly come before the special meeting or any adjournment or postponement thereof.

Only shareholders of record of Sanchez common stock at the close of business on March 3, 2004 are entitled to notice of, and will be entitled to vote at, the special meeting or any adjournment or postponement thereof. The presence, in person or by duly executed proxy, of the holders of shares of Sanchez common stock representing at least a majority of the votes entitled to be cast at the special meeting is required to constitute a quorum for the transaction of business at the special meeting. Approval of the merger agreement will require the affirmative vote of at least a majority of the shares of Sanchez common stock cast at the special meeting.

Your vote is important. To assure that your shares are represented at the special meeting, you are urged to complete, date and sign the enclosed proxy card and return it promptly, whether or not you plan to attend the special meeting in person. You may revoke your proxy in the manner described in the accompanying proxy statement/ prospectus at any time before it has been voted at the special meeting. If you attend the special meeting you may vote in person even if you returned a proxy.

BY ORDER OF THE BOARD OF DIRECTORS

Marcia Heister,
Corporate Secretary

March , 2004

Malvern, Pennsylvania

The Sanchez board of directors has unanimously approved, and recommends that you vote FOR the approval and adoption of the merger agreement.

ADDITIONAL INFORMATION

This proxy statement/prospectus incorporates important business and financial information about FNF and Sanchez from documents filed with the Securities and Exchange Commission that are not included in or delivered with this proxy statement/prospectus. FNF will provide you with copies of this information relating to FNF, without charge, upon oral or written request to:

Corporate Secretary
Fidelity National Financial, Inc.
601 Riverside Avenue
Jacksonville, Florida 32204
(904) 854-8100

Sanchez will provide you with copies of this information relating to Sanchez, without charge, upon oral or written request to:

Corporate Secretary
Sanchez Computer Associates, Inc.
40 Valley Stream Parkway
Malvern, Pennsylvania 19355
(610) 296-8877

If you are a Sanchez shareholder and you would like to request any documents related to FNF or Sanchez, please do so by _____, April _____, 2004 (which is five business days before the date of Sanchez's special meeting of shareholders) in order to receive them before the Sanchez special meeting.

For a more detailed description of the information incorporated by reference into this proxy statement/prospectus and how you may obtain it, see *Where You Can Find More Information* on page 79.

TABLE OF CONTENTS

	Page
QUESTIONS AND ANSWERS ABOUT THE MERGER	i
SUMMARY	1
The Companies	1
The Merger	2
General	2
Merger Consideration	2
Making an Election	3
Sanchez Stock Options and Employee Stock Purchase Plan	3
Recommendation of Sanchez's Board of Directors; Sanchez's Reasons for the Merger	3
Opinion of Sanchez's Financial Advisors	4
FNF's Reasons for the Merger	4
Accounting Treatment	4
Material U.S. Federal Income Tax Consequences of the Merger	4
Regulatory Approvals Required for the Merger	4
Interests of Certain Persons in the Merger	4
Appraisal Rights for Dissenting Shareholders	5
Comparison of Rights of Sanchez Shareholders and FNF Stockholders	5
Effective Time	5
Conditions to Completion of the Merger	5
No Solicitation of Transactions	5
Termination of the Merger Agreement	6
Termination Fees	6
The Special Meeting	6
Record Date	6
Vote Required; Quorum; Shareholder's Agreements	6
Proxies, Voting and Revocation	6
Share Ownership of Management and Directors; Shareholder's Agreements	7
Selected Consolidated Financial Data	8
Fidelity National Financial, Inc.	8
Sanchez Computer Associates, Inc.	10
Comparative Historical Per Share Data	13
Comparative Per Share Market Price And Dividend Information	14
Recent Closing Prices	14
RISK FACTORS RELATING TO THE MERGER	16
THE SANCHEZ SPECIAL MEETING	19

	Page
THE MERGER	22
General	22
Background of the Merger	22
FNF Reasons for the Merger	26
Sanchez Reasons for the Merger; Recommendation of the Sanchez Board of Directors	26
Opinion of SunTrust Robinson Humphrey to the Sanchez Board of Directors	28
Material U.S. Federal Income Tax Consequences of the Merger	33
Required Regulatory Filings and Approvals	37
Resale of FNF Common Stock	37
Interests of Certain Persons in the Merger	37
Indemnification and Insurance	38
Expenses	39
Accounting Treatment	39
THE MERGER AGREEMENT	40
The Merger	40
Effective Time	40
Consideration to be Received in the Merger	40
Making the Election	44
Exchange Procedures for Non-Electing Shareholders	45
Representations and Warranties	46
Covenants Under the Merger Agreement	47
Conditions to the Merger	49
Solicitation of Proposals from Other Parties	51
Termination of the Merger Agreement	52
Termination Fee; Expense Reimbursement	53
Treatment of Stock Options and Employee Stock Purchase Plan	54
Certain Employee Benefits	54
Indemnification	55
Amendment	55
NO APPRAISAL RIGHTS	56
COMPARISON OF STOCKHOLDER RIGHTS	56
LEGAL MATTERS	77
EXPERTS	77
NOTICE REGARDING ARTHUR ANDERSEN LLP	78
SHAREHOLDER PROPOSALS	78
OTHER MATTERS	79
WHERE YOU CAN FIND MORE INFORMATION	79

APPENDIX A	Restated Agreement and Plan of Merger and Reorganization, dated as of January 27, 2004, and restated as of March 4, 2004, by and among Fidelity National Financial, Inc., Fidelity Information Services, Inc., Sunday Merger Corp., Sunday Merger LLC and Sanchez Computer Associates, Inc.
APPENDIX B	Shareholder s Agreement, dated as of January 27, 2004, by and among Fidelity National Financial, Inc., Fidelity Information Services, Inc. and Michael A. Sanchez.
APPENDIX C	Shareholder s Agreement, dated as of January 27, 2004, by and among Fidelity National Financial, Inc., Fidelity Information Services, Inc. and Frank R. Sanchez.
APPENDIX D	Shareholder s Agreement, dated as of January 27, 2004, by and among Fidelity National Financial, Inc., Fidelity Information Services, Inc. and Joseph F. Waterman.
APPENDIX E	Shareholder s Agreement, dated as of January 27, 2004, by and among Fidelity National Financial, Inc., Fidelity Information Services, Inc. and Safeguard Scientifics, Inc.
APPENDIX F	Opinion of SunTrust Robinson Humphrey, a division of SunTrust Capital Markets, Inc., to the board of directors of Sanchez Computer Associates, Inc. dated January 27, 2004.

QUESTIONS AND ANSWERS ABOUT THE MERGER

Q. What am I being asked to vote on?

- A. You are being asked to approve the acquisition of Sanchez by FNF through a proposed two-step merger transaction, as more fully described below in this proxy statement/prospectus.

Q. What will happen in the merger?

- A. Upon completion of the merger, Sanchez will be merged into an indirect wholly-owned subsidiary of FNF. You will be entitled to receive the merger consideration, as described below, for each share of Sanchez common stock that you hold.

Q. What will I receive in the merger?

- A. Each share of Sanchez common stock that you hold will be converted, unless you make a valid election as described below, into the right to receive \$3.25 in cash and FNF common stock with a value equal to \$3.25. You may elect to receive FNF common stock or cash. Subject to adjustment as described herein, if you elect to receive stock, you will receive FNF common stock with a value equal to \$6.50 and if you elect to receive cash, you will receive \$6.50. The form of merger consideration will be adjusted if the number of shares of Sanchez common stock that elect to receive cash does not equal the number that elect to receive FNF common stock. Accordingly, if you elect to receive cash, you may receive a portion of the merger consideration in the form of FNF common stock, and if you elect to receive stock, you may receive a portion of the merger consideration in cash. The value of FNF common stock will be determined based on the FNF average share price, described below.

Q. How many shares of FNF common stock will I receive for each share of Sanchez common stock?

- A. For each share of Sanchez common stock as to which an election to receive FNF common stock has been made, you will be entitled to receive a fraction of a share of FNF common stock equal to the ratio obtained by dividing \$6.50 by the average FNF share price, subject to the adjustments described in this proxy statement/prospectus. As used in this proxy statement/prospectus, the average FNF share price is the average of the closing sale prices of FNF common stock on the New York Stock Exchange for the 20 consecutive trading days ending on, but not including, the second trading day prior to the effective time of the merger, subject to adjustment as more fully described below in this proxy statement/prospectus. At the time of the Sanchez special meeting, you may not know the exact number of shares of FNF common stock you will receive when the merger is completed.

Q. Does the Sanchez board of directors recommend the approval of the merger?

- A. Yes. The Sanchez board of directors has unanimously approved the merger and recommends that you vote **FOR** the approval of the merger and the merger agreement. The Sanchez board of directors considered many factors in deciding to recommend the approval of the merger, including the risk of remaining independent, the value of the merger consideration as compared to remaining independent, the fairness opinion of Sanchez's independent financial advisor, SunTrust Robinson Humphrey, a division of SunTrust Capital Markets, Inc., and the premium to the then current market price of Sanchez common stock represented by the merger consideration.

Q. Why has the merger been proposed?

- A. The Sanchez board of directors has proposed the merger because, in its business judgment, it believes that the merger represents the strategic alternative that is in the best interest of Sanchez and is more favorable to the Sanchez shareholders than Sanchez's continuing to operate as an independent company. The merger consideration to be received by Sanchez shareholders represents a premium to the recent market prices of Sanchez's common stock.

Q. What vote is required to approve the merger?

- A. Approval of the merger agreement will require the affirmative vote of at least a majority of the shares of Sanchez common stock cast at the special meeting. The presence, in person or by duly executed proxy, of

the holders of shares of Sanchez common stock representing at least a majority of the votes entitled to be cast at the special meeting is required to constitute a quorum for the transaction of business at the special meeting. You are urged to authorize a proxy to vote your shares by telephone or via the internet in accordance with the instructions provided, or to complete, sign, date and return the enclosed proxy card to assure the representation of your shares at the special meeting.

In connection with the merger agreement, Michael A. Sanchez, Frank R. Sanchez, Joseph F. Waterman and Safeguard Scientifics, Inc., or Safeguard, each entered into a shareholder's agreement with FNF and Fidelity Information Services, Inc., a wholly-owned subsidiary of FNF, pursuant to which they each agreed to vote their shares of Sanchez common stock in favor of the merger and granted an irrevocable proxy to vote their shares in favor of the merger to certain representatives of FNF. Under the terms of the shareholder's agreements, Messrs. Sanchez, Sanchez and Waterman and Safeguard also granted FNF an option to purchase their shares of Sanchez common stock under certain circumstances if the merger is not consummated and subject to the satisfaction of certain conditions. For a more detailed description of the terms of the shareholder's agreements, see *The Sanchez Special Meeting Share Ownership of Management and Directors; Shareholder's Agreements* beginning on page 20.

Q. What is the effect if I abstain or fail to give instructions to my broker?

- A. If you submit a properly executed proxy, your shares will be counted as part of the quorum even if you abstain from voting or withhold your vote. Broker non-votes also are counted as part of the quorum. A broker non-vote occurs when brokers or other nominees holding shares on behalf of a shareholder do not receive voting instructions from the shareholder by a specified date before the meeting.

Q. What rights do I have if I oppose the merger?

- A. You can vote against the merger by indicating a vote against the proposal on your proxy card and signing and mailing your proxy card, or by voting against the merger in person at the meeting. Failure to submit a proxy or vote at the meeting will have no effect on the outcome of the merger. Under Pennsylvania law, since Sanchez's shares are listed on the Nasdaq National Market, dissenting Sanchez shareholders do not have the right to receive the appraised value of their shares in connection with the proposed merger.

Q. Has an outside party given its opinion as to the fairness of the merger consideration?

- A. The Sanchez board of directors received an opinion from its financial advisor, SunTrust Robinson Humphrey, to the effect that, as of the date of the opinion and subject to the assumptions, limitations and qualifications contained therein, the merger consideration to be received by the Sanchez shareholders is fair to the shareholders from a financial point of view. The Sanchez board of directors considered this fairness opinion in evaluating the merger. See *The Merger Opinion of SunTrust Robinson Humphrey to the Sanchez Board of Directors* beginning on page 28 and Appendix F.

Q. How do I elect to receive cash or FNF common stock as merger consideration?

- A. You may elect to receive cash or FNF common stock with respect to some or all of your shares of Sanchez common stock. You must complete the enclosed form of election indicating your preference, and return it to Continental Stock Transfer & Trust Company, the exchange agent. *The certificate(s) representing your Sanchez common stock must accompany the form of election for your election to be valid.*

Your completed form of election and your Sanchez stock certificate(s) should be delivered to the exchange agent in the enclosed self-addressed envelope. If you choose to send these materials by mail, we recommend that you send them by registered mail, appropriately insured, with return receipt requested. The method of delivery of your completed form of election and stock certificate(s) is at your election and risk.

Your form of election along with the share certificate(s) representing your Sanchez common stock must be received by the exchange agent no later than the election deadline, which is 5:00 p.m., Eastern Time, on the date that is two business days prior to the date of the Sanchez special meeting. If you hold your shares in street name, that is with a broker, dealer, bank or other financial institution, you must instruct your broker, or other nominee that holds the shares, to make an election on your behalf.

At the time of the Sanchez special meeting, you may not know the exact number of shares of FNF common stock you will receive when the merger is completed. For a more detailed description of the election procedures, see *The Merger Agreement Making the Election* beginning on page 44.

Q. Can I change or revoke my election with respect to the merger consideration?

A. Yes. You may change your election by delivering a later dated form of election to the exchange agent before the election deadline, which is 5:00 p.m., Eastern Time, on the date that is two business days prior to the date of the Sanchez special meeting. You may also revoke your election by written notice of revocation to the exchange agent before the election deadline.

Q. What if I fail to make an election? Am I required to complete a form of election in order to receive merger consideration?

A. You are not required to make an election. If you do not make an election, for each share of Sanchez common stock that you own you will receive \$3.25 in cash and shares of FNF common stock with a value equal to \$3.25.

Q. Should I send in my stock certificates now?

A. *You should only send in your stock certificate(s) with a completed form of election and your proxy if you have decided to elect the form of consideration you receive in the merger.* If you choose to receive cash, FNF common stock or a combination of cash and FNF common stock, your stock certificate(s) must accompany the form of election. If you hold your shares in street name, that is, with a broker, dealer, bank or other financial institution, and you wish to make an election, you should follow the instructions you receive from your broker or other holder of your shares.

If you are not making an election, please do not send in your stock certificate(s) with your proxy. After the merger is completed, you will receive a transmittal form and written instructions on how to exchange your Sanchez stock certificate(s) for the merger consideration.

Q. Where does FNF common stock trade?

A. FNF common stock currently trades on the New York Stock Exchange under the symbol FNF.

Q. If the merger is completed, when can I expect to receive the merger consideration for my shares?

A. The exchange agent will arrange for the payment of the merger consideration to be sent to you as promptly as practicable after the effective time of the merger and following receipt of your stock certificates and other required documents.

Q. When do you expect the merger to be completed?

A. We expect to complete the merger as soon as practicable after the Sanchez special meeting on April 1, 2004. Because the merger is subject to conditions beyond the parties' control, however, we cannot predict whether or when the merger will be completed.

Q. Are there any conditions to completion of the merger?

A. In addition to the approval of the Sanchez shareholders, the merger is also subject to various conditions, which include the following conditions:

the absence of material adverse changes affecting Sanchez or FNF;

obtaining all necessary regulatory approvals;

obtaining the consent of certain enumerated third parties;

the FNF shares of common stock to be issued in the merger shall have been authorized for listing on the New York Stock Exchange, subject to official notice of issuance;

receipt by each of Sanchez and FNF of legal opinions to the effect that the merger will qualify as a reorganization within the meaning of Section 368 of the Internal Revenue Code; and

iii

the absence of any legal restraint blocking the merger.

For a more detailed description of the conditions to the merger, see *The Merger Agreement – Conditions to the Merger* beginning on page 49.

Q. What will happen to my options to purchase Sanchez common stock?

- A. If you hold options to purchase shares of Sanchez common stock that do not, by their terms, expire at or prior to the completion of the merger, then upon completion of the merger those options will be converted into options to acquire shares of FNF common stock on the same terms and conditions that were applicable to the Sanchez options. For a more detailed description of the conversion of Sanchez stock options in connection with the merger, see *The Merger Agreement – Treatment of Stock Options and Employee Stock Purchase Plan* beginning on page 54.

Q. What are the tax consequences of the merger to me?

- A. We expect that the receipt of FNF common stock in the merger by a U.S. holder of Sanchez common stock will generally be tax-free to you for U.S. federal income tax purposes, but the receipt of cash in the merger, including any cash received instead of fractional shares, will not be tax-free to you. For a more detailed description of the tax consequences to you of the merger, see *The Merger – Material U.S. Federal Income Tax Consequences of the Merger* beginning on page 33.

Q. What happens if I sell my Sanchez common stock before the special meeting?

- A. The record date for the Sanchez special meeting is prior to the expected completion date of the merger. If you held your shares of Sanchez common stock on the record date but have transferred those shares after the record date and before the merger, you will retain your right to vote at the Sanchez special meeting but not the right to receive the merger consideration. The right to receive the merger consideration will pass to the person to whom you transferred your shares of Sanchez common stock.

Q. What do I need to do now?

- A. After you have carefully read this proxy statement/prospectus, indicate on your proxy how you want to vote, and sign and return the proxy as soon as possible so that your shares may be represented and voted at the Sanchez special meeting. If you send the proxy without indicating how you want to vote, we will count your proxy as a vote in favor of the merger. The board of directors of Sanchez recommends voting FOR the merger. In addition, if you have decided to make an election to receive cash or FNF common stock, you should return your form of election in the manner discussed above.

Q. If my shares are held in street name by my broker, will my broker vote my shares for me?

- A. Your broker will vote your shares only if you provide instructions on how to vote. You should follow the directions provided by your broker regarding how to instruct your broker to vote your shares. Without instructions, your shares will not be voted on the proposed merger, which will have the same effect as voting against the proposed merger.

Q. How do I vote?

- A. Sanchez offers its registered shareholders three ways to vote, other than by attending the special meeting and voting in person:

by mail, using the enclosed proxy card and envelope;

by telephone, using the telephone number printed on the enclosed proxy card and following the instructions on the enclosed proxy card;
or

through the internet, using a unique password which is printed on your enclosed proxy card and following the internet instructions on the enclosed proxy card.

Q. Can I change my vote after I have mailed my signed proxy card?

A. Yes. There are several ways in which you may revoke your proxy and change your vote. First, you may send a written notice to the party to whom you submitted your proxy stating that you would like to revoke your proxy. Second, you may complete and submit a new proxy. Third, you may attend the Sanchez special meeting and vote in person. Simply attending the special meeting, however, will not revoke your proxy. If you have instructed a broker to vote your shares, you must follow directions received from your broker to change your vote.

Q. Who can vote?

A. Only shareholders of record as of the close of business on March 3, 2004 may vote at the meeting. See The Sanchez Special Meeting Record Date; Vote Required beginning on page 20.

Q. What does it mean if I receive more than one proxy or voting instruction card?

A. It means that your shares are registered differently or held in more than one account. Please complete, sign, date and mail each proxy card that you receive.

Q. Who should I contact if I have questions about the merger and need additional copies of the proxy statement?

A. If you have any questions about the merger or would like additional copies of this proxy statement/ prospectus or the enclosed proxy card, you should contact:

Marcia Heister
General Counsel and Corporate Secretary
Sanchez Computer Associates, Inc.
40 Valley Stream Parkway
Malvern, Pennsylvania 19355
(610) 296-8877

FORWARD-LOOKING STATEMENTS

Certain statements in this proxy statement/prospectus, or incorporated by reference in this proxy statement/prospectus, are forward-looking statements within the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements are made based upon, among other things, the current assumptions, expectations and beliefs of FNF and Sanchez concerning future developments and their potential effect on FNF and Sanchez. These forward-looking statements involve risks, uncertainties and other factors, many of which are outside of the control of FNF and Sanchez, that may cause actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by these forward-looking statements. In some cases you can identify forward-looking statements where statements are preceded by, followed by, or include, the words believes, expects, anticipates, plans, projects, intends, or expressions. Forward-looking statements in this proxy statement/prospectus, or incorporated by reference herein, include, but are not limited to, statements regarding:

general economic and business conditions, including interest rate fluctuations and general volatility in the capital markets;

changes in the performance of the real estate markets, and industries serving those markets;

the impact of competitive products and pricing;

success of operating initiatives;

the availability of qualified personnel;

employee benefits costs; and

growth-related costs and synergies.

Because forward-looking statements involve risks and uncertainties, there are important factors that could cause actual results to differ materially from those expressed or implied by these forward-looking statements, including but not limited to:

changes in general economic, business and financial market conditions;

changes in government regulations;

changes in capital requirements;

changes in our respective credit ratings;

the ability to integrate acquired businesses, technologies or services;

the ability to manage the expansion of the business;

the ability to develop and market new and improved services;

the ability to retain the services of key personnel and to hire qualified personnel;

cost overruns relating to improvements or the expansion of operations; and

civil disturbance or terroristic threats or acts.

Given these uncertainties, you should not place undue reliance on these forward-looking statements, which speak only as of the date of this proxy statement/prospectus or the date of any document incorporated by reference. You should read this proxy statement/prospectus and the documents that are incorporated by reference in this proxy statement/prospectus completely and with the understanding that actual future results may be materially different from current expectations of future results. FNF and Sanchez undertake no obligation to publicly update or revise

any forward-looking statements, whether as a result of new information, future events or otherwise. All forward-looking statements included in this proxy statement/prospectus or incorporated herein by reference are qualified by these cautionary statements.

SUMMARY

This summary highlights selected information from this proxy statement/prospectus. This summary may not contain all of the information that is important to you. You should carefully read this entire proxy statement/prospectus and the other documents referenced in this proxy statement/prospectus for a more complete understanding of the merger. In particular, you should read the merger agreement, which is attached as Appendix A to this proxy statement/prospectus.

The Companies

Fidelity National Financial, Inc.

**601 Riverside Avenue
Jacksonville, FL 32204
(904) 854-8100**

Fidelity National Financial, Inc., a Delaware corporation, is the largest title insurance and diversified real estate services and solutions company in the United States. FNF's title insurance underwriters—Fidelity National Title, Chicago Title, Ticor Title, Security Union Title and Alamo Title—together issued approximately 29% of all title insurance policies issued nationally during 2002. Through its subsidiary, Fidelity Information Services, Inc., or FIS, FNF is one of the world's largest providers of information-based technology and processing services to financial institutions and the mortgage and financial services industries. FIS processes nearly 50% of all residential mortgages in the United States, with balances exceeding \$2.5 trillion. FNF also provides a broad array of escrow and other title related services, as well as real estate information products and services, default management services and specialty insurance services.

Recent Developments

On January 27, 2004, the board of directors of FNF declared a 10% stock dividend which was paid on February 26, 2004 to stockholders of record as of February 12, 2004. Share and per share data in this proxy statement/prospectus has been retroactively adjusted for this stock dividend. On January 27, 2004, FNF issued a press release announcing its fourth quarter and 2003 year-end earnings information. On February 9, 2004, FNF announced the signing of a definitive agreement to purchase Aurum Technology, Inc., a leading provider of outsourced and in-house information technology solutions for the community bank and credit union markets. Under the terms of the agreement, FNF will pay approximately \$175 million in cash and \$130 million in shares of FNF common stock to acquire Aurum Technology, Inc. Closing of the transaction is subject to customary closing conditions and is expected late in the first quarter of 2004.

Sanchez Computer Associates, Inc.

**40 Valley Stream Parkway
Malvern, Pennsylvania 19355
(610) 296-8877**

Sanchez Computer Associates, Inc., a Pennsylvania corporation, is a global leader in developing and marketing scalable and integrated software and services that provide banking, customer integration, brokerage, wealth management and outsourcing solutions to approximately 400 financial institutions in 22 countries.

Sanchez's operations are conducted through its Banking Solutions, Wealth Management, Outsourcing and Global Services divisions. Each division is responsible for advancing the Company's role as the industry's leading value innovator. Whether through products, methodologies, services, custom software enhancements or systems consulting engagements, each division is tasked to significantly lower clients' ongoing operations and technology costs, reduce their technology risk, and improve their enterprise customer management.

Sanchez's primary product offering is Sanchez Profile, a real-time, multi-currency, strategic core banking deposit and loan processing system that can be utilized on both an outsourced and in-house basis. Additionally, Sanchez provides an enterprise integration solution and a comprehensive, multi-channel wealth management application that allows financial institutions to manage investor assets on-line by providing a collaborative, holistic client view of assets and holdings based on real-time information. Sanchez also provides comprehensive

data center and business process outsourcing solutions to the direct market under the Sanchez e-PROFILE brand. A leading provider to internet and direct banks, this solution offers customers the broadest range of technology and business solutions from the industry's best-in-class vendors, including Sanchez products.

THE MERGER

General (Page 22)

FNF will acquire Sanchez through a merger in which Sunday Merger Corp., which is a newly formed, wholly-owned, indirect subsidiary of FNF, will merge with and into Sanchez, with Sanchez surviving the merger as a wholly-owned, indirect subsidiary of FNF, and Sanchez shareholders will become FNF stockholders to the extent they receive FNF common stock as merger consideration. Immediately following the merger of Sunday Merger Corp. into Sanchez, Sanchez will merge with and into Sunday Merger, LLC, an indirect wholly-owned subsidiary of FNF, with Sunday Merger, LLC continuing as the surviving entity and renamed Sanchez Computer Associates, LLC.

Merger Consideration (Page 40)

In the merger, unless you make an election as described below, each share of Sanchez common stock that you hold will be converted into the right to receive \$3.25 in cash and FNF common stock with a value equal to \$3.25. You may elect to receive FNF common stock or cash or a combination thereof as merger consideration in exchange for your shares of Sanchez common stock; this election is made on a per share basis. Subject to adjustment as described in this proxy statement/ prospectus, if you elect to receive stock, you will receive FNF common stock with a value, based on the average FNF share price, equal to \$6.50 and if you elect to receive cash, you will receive \$6.50. The form of merger consideration you elect will be adjusted if the number of shares of Sanchez common stock that elect to receive cash does not equal the number that elect to receive FNF common stock. Accordingly, if you elect to receive cash, you may receive a portion of the merger consideration in the form of FNF common stock, and if you elect to receive stock, you may receive a portion of the merger consideration in cash. If you do not make a valid election, you will receive \$3.25 in cash and FNF common stock with a value, based on the average FNF share price, equal to \$3.25. The average FNF share price is the average of the closing sales prices of FNF common stock on the New York Stock Exchange for the 20 consecutive trading days ending on, but not including, the second trading day prior to the effective time of the merger, subject to adjustment as more fully described below in this proxy statement/ prospectus.

The stock portion of the aggregate merger consideration is subject to adjustment if the price of the FNF common stock on the day prior to the merger differs significantly from the average FNF share price. To preserve the tax-free nature of the stock component of the merger consideration, the total number of shares of FNF common stock included in the merger consideration will be increased, if necessary, to ensure that the value of the stock portion of the merger consideration, based on the actual price of FNF common stock on the day before the merger, is at least 40% of the total value of the merger consideration, based on the actual value of FNF common stock on the day prior to the merger. In addition, the total amount of shares of FNF common stock included in the merger consideration will be decreased to equal 60% of the total value of the merger consideration (based on the average FNF share price) if the value of the stock portion of the merger consideration, based on the actual price of FNF common stock on the day before the merger, is greater than 60% of the total value of the merger consideration (based on the actual price of FNF common stock on the day before the merger). For purposes of the above calculation of the value of the stock portion of the merger consideration on the day before the merger, certain shares of Sanchez common stock owned by FNF at the effective time of the merger and shares of Sanchez common stock issued upon exercise of stock options after January 6, 2004 are not included. These shares are referred to in this proxy statement/ statement as the exclusion shares. This adjustment would be made prior to the allocation and adjustment of the merger consideration described above and would affect proportionally the consideration received by Sanchez shareholders that receive FNF common stock as merger consideration. Assuming there are no exclusion shares, the foregoing adjustment would be applied if the actual price of the FNF common stock on the day prior to the merger was either 33% or more lower or 50% or more higher than the average FNF share price.

See [The Merger Agreement](#) [Consideration to be Received in The Merger](#) for more information on the adjustments described above.

FNF will not issue fractional shares of FNF common stock in the merger. Instead, each Sanchez shareholder otherwise entitled to a fractional share will receive the cash value, without interest, of the fractional share of FNF common stock based on the average FNF share price.

Making an Election (Page 44)

As to each share of Sanchez common stock you own, you may make an election to receive cash or FNF common stock by delivering to Continental Stock Transfer & Trust Company, the exchange agent, a completed form of election (which is included with this proxy statement/prospectus) together with the certificate(s) representing your shares of Sanchez common stock and any other required documentation specified in the form of election. The form of election, stock certificate(s) and other documentation must be received by the exchange agent no later than 5:00 p.m., Eastern Time, on the date that is two business days prior to the date of the Sanchez special meeting.

If you hold your Sanchez shares in street name, that is, with a broker, dealer, bank or other financial institution that serves as your nominee, and you wish to make an election, you will have to instruct the nominee who holds your shares to make an election on your behalf before the election deadline of 5:00 p.m., Eastern Time, on the date that is two business days prior to the date of the Sanchez special meeting. For a more detailed description of the election procedures, see [Questions and Answers about the Merger](#) and [The Merger Agreement](#) [Making the Election](#).

Sanchez Stock Options and Employee Stock Purchase Plan (Page 54)

Upon completion of the merger, each outstanding option to purchase Sanchez common stock will be exchanged for an option to purchase FNF common stock. The number of shares of FNF common stock subject to each converted option, as well as the exercise price of each option, will be adjusted to reflect the exchange ratio. The new FNF stock options will retain the same vesting schedule as the existing Sanchez stock options, provided, however, in the event that employment or service (which includes service as a non-employee director or consultant) of a holder of such option is terminated after the merger by FNF or the surviving entity other than for cause prior to the first anniversary of the merger, the vesting of such options will be fully accelerated.

The last purchase date for employees participating in the Sanchez employee stock purchase plan will occur on the day immediately prior to the merger and any shares purchased will be converted into merger consideration. The stock purchase plan will terminate as of the effective time of the merger.

Individuals with options outstanding under the e-Profile, Inc. 1999 Equity Compensation Plan will be provided with a period of time prior to the merger to exercise their options. That plan will terminate as of the effective time of the merger.

For a more detailed description of the treatment of Sanchez stock options and the Sanchez Employee Stock Purchase Plan in connection with the merger, see [The Merger Agreement](#) [Treatment of Stock Options and Employee Stock Purchase Plan](#).

Recommendation of Sanchez's Board of Directors; Sanchez's Reasons for the Merger (Page 26)

Sanchez's board of directors has unanimously approved the merger agreement and the merger, determined that the merger is fair to, and in the best interests of, Sanchez, and recommends that you vote FOR the proposal to approve and adopt the merger agreement. Sanchez's reasons for entering into the merger agreement and factors considered by Sanchez's board of directors in determining whether to enter into the merger agreement are described in the section entitled [The Merger](#) [Sanchez Reasons for the Merger; Recommendation of the Sanchez Board of Directors](#).

Opinion of Sanchez's Financial Advisors (Page 28)

SunTrust Robinson Humphrey has delivered its written opinion dated January 27, 2004 to the Sanchez board of directors that, as of such date and based on the assumptions made, matters considered and limits of review stated therein, the consideration to be received by the Sanchez shareholders in connection with the merger is fair from a financial point of view. A copy of the opinion delivered by SunTrust Robinson Humphrey is attached to this document as Appendix F. You should read this opinion in its entirety to understand the assumptions made, matters considered and limitations on the review undertaken by SunTrust Robinson Humphrey in providing its opinion.

FNF's Reasons for the Merger (Page 26)

The merger is part of FNF's strategy of expanding its software offerings and reducing its software development costs. The merger may also result in the addition of key non-traditional direct or internet banking customers.

Accounting Treatment (Page 39)

The merger will be accounted for as a purchase in accordance with United States generally accepted accounting principles, which means that the assets and liabilities of Sanchez will be recorded on the books of FNF at their fair values as of the acquisition date, with the excess, if any, allocated to goodwill.

Material U.S. Federal Income Tax Consequences of the Merger (Page 33)

The merger has been structured so as to qualify as a reorganization for U.S. federal income tax purposes. If the merger qualifies as a reorganization, upon the completion of the merger, U.S. holders of Sanchez common stock receiving (i) solely FNF common stock, generally will not recognize gain or loss upon exchange, (ii) solely cash, generally will recognize gain or loss, and (iii) FNF common stock and cash, generally will recognize gain (but not loss) equal to the lesser of (A) the amount of gain realized or (B) the amount of cash received. Additionally, a U.S. holder of Sanchez common stock will recognize gain to the extent of cash received instead of fractional shares of FNF common stock exceeds such U.S. holder's tax basis in such fractional shares. It is a condition to completion of the merger that Sanchez and FNF receive opinions from their respective outside counsel that the merger constitutes a reorganization within the meaning of the Internal Revenue Code.

Regulatory Approvals Required for the Merger (Page 37)

Completion of the merger is subject to compliance with the Hart-Scott-Rodino Antitrust Improvements Act of 1976, also referred to as the HSR Act. The notifications required under the HSR Act to the Federal Trade Commission and the Antitrust Division of the Department of Justice were filed on February 18, 2004.

Interests of Certain Persons in the Merger (Page 37)

In addition to their interests as shareholders, certain of Sanchez's employees, directors and officers have interests in the merger that may differ from your interests as a Sanchez shareholder. Sanchez's board of directors was aware of these interests and considered them, among other matters, in approving the merger and the merger agreement. These interests include, but are not limited to, the following:

Options. Certain of Sanchez's employees, directors and officers hold options to acquire shares of Sanchez common stock which will be canceled and exchanged for options to acquire shares of FNF common stock.

Employment Agreements. Pursuant to the terms of the merger agreement, prior to the merger FNF and FIS will negotiate employment agreements with each of Michael A. Sanchez, Frank R. Sanchez and Joseph F. Waterman, who are each officers and directors of Sanchez.

Non-Competition Agreements. In connection with the merger, each of Messrs. Sanchez, Sanchez and Waterman has entered into a non-competition agreement with FIS. Pursuant to the terms of the non-competition agreements, in consideration of certain payments to be made by FIS thereunder, Messrs. Sanchez, Sanchez and Waterman each agreed not to engage in any activity that is competitive with the business of the surviving entity or FIS for a period of two years following his termination of employment with the surviving entity or FIS.

Indemnification. Under the terms of the merger agreement, Sanchez's directors and officers will be entitled to indemnification in certain circumstances.

Appraisal Rights for Dissenting Shareholders (Page 56)

Sanchez shareholders are not entitled to dissenters' or appraisal rights in connection with the merger or any of the other transactions contemplated by the merger agreement.

Comparison of Rights of Sanchez Shareholders and FNF Stockholders (Page 56)

The rights of Sanchez's shareholders are currently governed by Sanchez's articles of incorporation and bylaws and the Business Corporation Law of the Commonwealth of Pennsylvania, whereas the rights of FNF stockholders are governed by FNF's certificate of incorporation and bylaws and the Delaware General Corporate Law. Upon the completion of the merger, Sanchez shareholders who receive shares of FNF common stock as part of the merger consideration will become stockholders of FNF, and their rights as FNF stockholders will be governed by FNF's certificate of incorporation and bylaws and the Delaware General Corporate Law. There are a number of differences between the certificate of incorporation and bylaws of FNF and the articles of incorporation and bylaws of Sanchez, and between the Delaware General Corporate Law and the Business Corporation Law of the Commonwealth of Pennsylvania. These differences are discussed under the section entitled "Comparison of Stockholder Rights."

Effective Time (Page 40)

The first-step merger will become effective upon the filing of articles of merger with the Department of State of the Commonwealth of Pennsylvania. The effective time of the first-step merger is referred to in this proxy statement/prospectus as the "effective time." The effective time of the merger will take place on a date that is not later than the second business day after certain of the conditions contained in the merger agreement have been satisfied or waived, or at such other time as Sanchez and FNF agree.

The second-step merger will become effective upon the filing of articles of merger with the Department of State of the Commonwealth of Pennsylvania and a certificate of merger with the Secretary of State of the State of Delaware. The second-step merger is expected to take place immediately following the effective time.

Conditions to Completion of the Merger (Page 49)

Sanchez and FNF will not complete the merger unless a number of conditions are satisfied or waived, including approval of the merger by the Sanchez shareholders and other closing conditions described more fully in the section entitled "The Merger Agreement - Conditions to the Merger."

No Solicitation of Transactions (Page 51)

Sanchez has agreed that neither it nor its representatives will encourage, solicit, initiate or facilitate any inquiries or the making of any proposal for a business combination or similar transaction involving the sale or disposition of 10% or more of the consolidated assets of Sanchez and its subsidiaries or 10% or more of any class of equity securities of Sanchez, or enter into any discussions or agreement with respect to any such proposal, unless Sanchez receives a written proposal not solicited after January 16, 2004 which the Sanchez board of directors determines in good faith, after consultation with its legal and financial advisors, is or could be a superior proposal, according to the terms of the merger agreement, and a number of other conditions are satisfied.

Termination of the Merger Agreement (Page 52)

Sanchez and FNF may terminate the merger agreement by mutual agreement, and the merger agreement may otherwise be terminated under certain other circumstances described more fully in the section entitled *The Merger Agreement - Termination of the Merger Agreement*.

Termination Fees (Page 53)

As a condition to FNF's willingness to enter into the merger agreement, Sanchez has agreed to pay FNF a termination fee of \$7 million and expenses of up to \$2 million if the merger agreement is terminated under certain circumstances described more fully in the section entitled *The Merger Agreement - Termination Fee; Expense Reimbursement*.

THE SPECIAL MEETING

The special meeting of Sanchez shareholders will be held on _____, April _____, 2004 at 8:00 a.m., local time, at the Sheraton Great Valley Hotel, located at 707 Lancaster Pike, Route 202 and Highway 30, Frazer, Pennsylvania 19355. At the Sanchez special meeting, Sanchez shareholders will be asked to approve and adopt the merger agreement.

Record Date (Page 20)

You are entitled to vote at the Sanchez special meeting if you owned shares of Sanchez common stock at the close of business on March 3, 2004, which is the record date for the special meeting. On March 3, 2004, there were 27,041,055 shares of Sanchez common stock issued and outstanding and entitled to vote. You can cast one vote with respect to the merger agreement for each share of Sanchez common stock that you owned on the record date.

Vote Required; Quorum; Shareholder's Agreements (Pages 20 and 21)

Approval of the merger agreement will require the affirmative vote of at least a majority of the shares of Sanchez common stock cast at the special meeting. The presence, in person or by duly executed proxy, of the holders of shares of Sanchez common stock representing at least a majority of the votes entitled to be cast at the special meeting is required to constitute a quorum for the transaction of business at the special meeting.

Pursuant to the terms of shareholder's agreements entered into with FNF and FIS concurrently with the execution of the merger agreement, each of Michael A. Sanchez, Frank R. Sanchez and Joseph F. Waterman, each of whom is an executive officer and director of Sanchez, and Safeguard has agreed to vote all of their shares of Sanchez common stock in favor of the merger, granted an irrevocable proxy to vote their shares in favor of the merger to certain representatives of FNF and agreed not to sell any of their outstanding Sanchez shares until the merger has occurred or the merger agreement is terminated. Safeguard and Messrs. Sanchez, Sanchez and Waterman collectively own an aggregate of 11,423,897 shares of Sanchez common stock, which represented approximately 42% of the shares of Sanchez common stock outstanding as of January 27, 2004. In addition, pursuant to the terms of the shareholder's agreements, Safeguard and Messrs. Sanchez, Sanchez and Waterman have each granted FNF an option to purchase their shares of Sanchez common stock under certain circumstances in the event the merger is not consummated, subject to the satisfaction of certain conditions which are discussed more fully in the section entitled *The Sanchez Special Meeting - Share Ownership of Management and Directors; Shareholder's Agreements*.

Proxies, Voting and Revocation (Pages 19 and 20)

Shares of Sanchez common stock represented at the Sanchez special meeting by properly executed proxies received prior to or at the special meeting, and not revoked, will be voted at the special meeting and at any adjournments or postponements of that meeting, in accordance with the instructions on the proxies. If a proxy is duly executed and submitted without instructions, the shares represented by that proxy will be voted **FOR** the approval and adoption of the merger agreement and in the discretion of Sanchez's management with respect to

any other matter that comes before the meeting, including any adjournments or postponements of the meeting or matters incident to the conduct of the meeting. Proxies are being solicited on behalf of the Sanchez board of directors.

Share Ownership of Management and Directors; Shareholder s Agreements (Page 20)

As of January 27, 2004, directors and executive officers of Sanchez and their affiliates held and were entitled to vote 5,608,996 shares of Sanchez common stock, or approximately 21% of the shares of Sanchez common stock outstanding on January 27, 2004. Pursuant to the terms of shareholder s agreements entered into concurrently with the execution of the merger agreement, three of the executive officers who are also directors of Sanchez and who own in the aggregate 5,135,713 shares of Sanchez common stock have agreed to vote all of their shares in favor of the merger, and not to sell any of their outstanding Sanchez shares until the merger has occurred or the merger agreement is terminated.

Selected Consolidated Financial Data

Fidelity National Financial, Inc.

The following selected historical financial data should be read in conjunction with the notes thereto and FNF's historical consolidated financial statements and notes, and Management's Discussion and Analysis of Results of Operations and Financial Condition contained in the annual, quarterly and other reports filed by FNF with the Securities and Exchange Commission and incorporated by reference into this proxy statement/prospectus. See "Where You Can Find More Information" beginning on page 79.

The consolidated statements of earnings data for each of the years in the three year period ended December 31, 2002 and the consolidated balance sheet data as of December 31, 2002 and 2001 are derived from the consolidated financial statements of FNF and its subsidiaries incorporated by reference herein which have been audited by KPMG LLP, independent auditors. The consolidated statements of earnings data for the years ended December 31, 1999 and 1998 and the consolidated balance sheet data as of December 31, 2000, 1999 and 1998 are derived from the consolidated financial statements of FNF and its subsidiaries, which have been audited by KPMG LLP, independent auditors, and are not included in or incorporated by reference into this proxy statement/prospectus. The selected consolidated financial data as of and for the nine months ended September 30, 2003 and 2002 has been derived from unaudited consolidated financial statements filed with the SEC and incorporated by reference herein and include all adjustments (consisting of normal recurring accruals) which FNF considers necessary for a fair presentation of its consolidated financial position and results of operations. Operating results for the nine months ended September 30, 2003 are not necessarily indicative of the results that may be expected for the entire year ended December 31, 2003. Share and per share data has been retroactively adjusted for stock dividends and splits since FNF's inception, including the five-for-four (5:4) stock split payable in May 2003 and the 10% stock dividend declared on January 27, 2004, which will be payable on February 26, 2004 to stockholders of record as of February 12, 2004.

	Year Ended December 31,					Nine Months Ended September 30,	
	2002	2001(1)(2)	2000(3)	1999	1998	2003(4)	2002
(In thousands, except per share data)							
Revenue	\$5,082,640	\$3,874,107	\$2,741,994	\$1,355,854	\$1,293,380	\$5,673,588	\$3,492,671
Income from continuing operations	531,717	305,476	108,315	70,853	105,692	665,604	356,782
Income from continuing operations per share:							
Basic	4.05	2.36	1.11	1.43	2.28	4.65	2.73
Diluted	3.91	2.29	1.07	1.36	1.94	4.50	2.63
Total assets(5)	5,245,951	4,415,998	3,833,985	1,042,546	969,470	7,423,382	5,196,785
Notes payable	493,458	565,690	791,430	226,359	214,624	688,377	513,856
Cash dividends declared per share	0.32	0.26	0.24	0.18	0.16	0.38	0.23

- (1) FNF's financial results for the year ended December 31, 2001 include the results of the former operations of Vista Information Solutions, Inc. for the period from August 1, 2001, the acquisition date, through December 31, 2001. In the fourth quarter of 2001, FNF recorded certain charges totaling \$10.0 million, after applicable income taxes, relating to the discontinuation of small-ticket lease origination at FNF Capital and the wholesale international long distance business at Micro General.
- (2) During 2001, FNF recorded a \$5.7 million, after-tax charge, reflected as a cumulative effect of a change in accounting principle, as a result of adopting Emerging Issues Task Force No. 99-20, "Recognition of Interest Income and Impairment on Purchased and Retained Beneficial Interests in Securitized Financial Assets."
- (3) FNF's financial results for the year ended December 31, 2000 include the operations of Chicago Title Corporation for the period from March 20, 2000, the merger date, through December 31, 2000. In the first quarter of 2000, FNF recorded certain charges totaling \$13.4 million, after applicable taxes, relating to the revaluation of non-title assets and the write-off of obsolete software.

- (4) FNF's financial results for the nine months ended September 30, 2003 include the results of operations of Fidelity Information Services, Inc. (FIS) for the period from April 1, 2003, the acquisition date, through September 30, 2003, and include the results of operations of various other entities acquired on various dates during 2003.

During the third quarter of 2003, FNF recorded \$26.3 million in pre-tax expenses relating to the migration of data center operations from Fidelity National Information Services, Inc. to FIS and \$12.9 million in pre-tax expenses relating to the relocation of FNF's corporate headquarters to Jacksonville, Florida. In addition, in the third quarter of 2003, FNF recorded a pre-tax expense of \$7.9 million relating to the write-off of intangible assets, software and license fees. The nine months ended September 30, 2003 also includes a realized gain of \$51.7 million as a result of InterActive Corp's acquisition of Lending Tree Inc. and the subsequent sale of FNF's InterActive Corp common stock.

During the third quarter of 2003, FNF adopted the fair value recognition provisions of Statement of Financial Accounting Standards No. 123, Accounting for Stock-Based Compensation (SFAS No. 123), for stock-based employee compensation, effective as of the beginning of 2003. Under this method, stock-based employee compensation cost is recognized from the beginning of 2003 as if the fair value method of accounting had been used to account for all employee awards granted, modified, or settled in years beginning after December 31, 2002. Net income, as a result of the adoption of SFAS No. 123, for the nine months ended September 30, 2003 reflects an expense of \$3.9 million, which is included in the reported financial results.

- (5) Total assets as of December 31, 2002, 2001 and 2000 and September 30, 2003 and 2002 include cash and securities pledged to secure trust deposits of \$770.0 million, \$687.0 million, \$591.5 million, \$890.4 million and \$463.2 million, respectively.

In July 2001, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 142, Goodwill and Other Intangible Assets (SFAS No. 142). SFAS No. 142 requires that an intangible asset that is acquired shall be initially recognized and measured based on its fair value. The statement also provides that goodwill should not be amortized, but shall be tested for impairment annually, or more frequently if circumstances indicate potential impairment, through a comparison of fair value to its carrying amount. Existing goodwill was amortized through 2001, after which time amortization ceased. FNF completed the transitional goodwill impairment test as of the adoption date on its reporting units and determined that each of its reporting units had a fair value in excess of its carrying amount.

Beginning on January 1, 2002, FNF ceased recording goodwill amortization in accordance with SFAS No. 142. The following table reconciles reported net earnings and net earnings per share to adjusted net earnings and net earnings per share.

	Year Ended December 31,			
	2001	2000	1999	1998
	(In thousands, except per share data)			
Net earnings	\$ 305,476	\$ 108,315	\$ 70,853	\$ 105,692
Add back: Goodwill amortization	54,155	35,003	6,638	3,129
Less: Tax effect of goodwill amortization	(1,062)	(838)		
Adjusted net earnings	<u>\$ 358,569</u>	<u>\$ 142,480</u>	<u>\$ 77,491</u>	<u>\$ 108,821</u>
Basic Earnings Per Share:				
Net earnings	\$ 2.36	\$ 1.11	\$ 1.43	\$ 2.28
Goodwill amortization	0.42	0.35	0.13	0.06
Tax effect of goodwill amortization	(0.01)	(0.01)		
Adjusted net earnings per share basic	<u>\$ 2.77</u>	<u>\$ 1.45</u>	<u>\$ 1.56</u>	<u>\$ 2.34</u>
Diluted Earnings Per Share:				
Net earnings	\$ 2.29	\$ 1.07	\$ 1.36	\$ 1.94
Goodwill amortization	0.41	0.35	0.13	0.05
Tax effect of goodwill amortization	(0.01)	(0.01)		
Adjusted net earnings per share diluted	<u>\$ 2.69</u>	<u>\$ 1.41</u>	<u>\$ 1.49</u>	<u>\$ 1.99</u>

Sanchez Computer Associates, Inc.

The following selected historical financial data should be read in conjunction with the notes thereto and Sanchez's historical consolidated financial statements and notes, and Management's Discussion and Analysis of Results of Operations and Financial Condition contained in the annual, quarterly and other reports filed by Sanchez with the Securities and Exchange Commission and incorporated by reference into this proxy statement/prospectus. See Where You Can Find More Information beginning on page 84.

The consolidated statement of operations data for the year ended December 31, 2002 and the consolidated balance sheet data as of December 31, 2002 are derived from the consolidated financial statements of Sanchez and its subsidiaries incorporated by reference herein which have been audited by KPMG LLP, independent accountants. The consolidated statements of operations data for each of the years in the two year period ended December 31, 2001 and the consolidated balance sheet data as of December 31, 2001 are derived from the consolidated financial statements of Sanchez and its subsidiaries incorporated by reference herein which have been audited by Arthur Andersen LLP, independent auditors. The consolidated statements of operations data for the years ended December 31, 1999 and 1998 and the consolidated balance sheet data as of December 31, 2000, 1999 and 1998 are derived from the consolidated financial statements of Sanchez and its subsidiaries, which have been audited by Arthur Andersen LLP, independent auditors, and are not included in or incorporated by reference into this proxy statement/prospectus. The selected consolidated financial data as of and for the nine months ended September 30, 2003 and 2002 has been derived from unaudited consolidated financial statements filed with the SEC and incorporated by reference herein and include all adjustments (consisting of normal recurring accruals) which Sanchez considers necessary for a fair presentation of its consolidated financial position and results of operations. Operating results for the nine months ended September 30, 2003 are not necessarily indicative of the results that may be expected for the entire year ended December 31, 2003.

	Year Ended December 31,					Nine Months Ended September 30,	
	2002(1)	2001	2000(2)	1999	1998	2003(3)	2002(4)
	(In thousands, except per share data)						
Revenue	\$ 93,018	\$ 93,719	\$ 74,500	\$ 59,681	\$ 46,018	\$ 72,204	\$ 66,873
Net income (loss) from continuing operations	3,874	3,879	(6,072)	5,171	7,034	(9,481)	1,761
Net income (loss) from continuing operations per share:							
Basic	0.15	0.15	(0.24)	0.22	0.31	(0.35)	0.07
Diluted	0.15	0.15	(0.24)	0.20	0.29	(0.35)	0.07
Total assets	121,097	100,613	97,093	56,400	43,285	105,462	119,300
Long-term obligations				83	314		
Cash dividends declared per share							

- (1) Sanchez's financial results for the year ended December 31, 2002 include the results of operations of Spectra Securities Software, Inc. for the period from July 3, 2002, the acquisition date, through December 31, 2002.
- (2) During the year ended December 31, 2000, Sanchez recorded a charge of approximately \$0.2 million, net of tax, related to the cumulative effect of a change in accounting principle as a result of adoption of Securities and Exchange Commission Staff Accounting Bulletin No. 101 Revenue Recognition in Financial Statements.
- (3) In the third quarter of 2003, in accordance with Statement of Financial Accounting Standards No. 142, Goodwill and Other Intangibles and No. 144 Accounting for the Impairment of Long-Lived Assets, Sanchez recorded a \$9.5 million pre-tax impairment charge relating to the write-off of intangible assets and goodwill associated with its Wealth Management Division.
- (4) Sanchez's financial results for the third quarter of 2002 include the results of operations of Spectra Securities Software, Inc. for the period from July 3, 2002, the acquisition date, through September 30, 2002.

Effective January 1, 2002, Sanchez adopted the provisions of SFAS No. 142, Goodwill and Other Intangible Assets. SFAS No. 142 addresses the financial accounting and reporting for acquired goodwill and other intangible assets and supercedes APB Opinion No. 17, Intangible Assets. Under SFAS No. 142, goodwill and other intangible assets with indefinite lives are not amortized but are subject to tests for impairment at least annually. In accordance with the provisions of SFAS No. 142, Sanchez ceased the amortization of goodwill effective January 1, 2002. Prior to the adoption of SFAS No. 142, Sanchez amortized goodwill over ten years.

The following table reconciles reported net earnings (loss) and net earnings (loss) per share to adjusted net earnings (loss) and net earnings (loss) per share:

	For the year ended December 31,			
	2001	2000	1999	1998
	(in thousands except per share amounts)			
Net income (loss):				
Net income (loss)	\$3,879	\$(6,072)	\$5,171	\$7,034
Add: goodwill amortization	127	127		
Less: Tax effect of goodwill amortization	(38)	(42)		
Adjusted net income (loss)	<u>\$3,968</u>	<u>\$(5,987)</u>	<u>\$5,171</u>	<u>\$7,034</u>
Basic net income (loss) per share:				
Net income (loss)	\$ 0.15	\$ (0.24)	\$ 0.22	\$ 0.31
Goodwill amortization				
Tax effect of goodwill amortization				
Adjusted net income (loss) per share basic	<u>\$ 0.15</u>	<u>\$ (0.24)</u>	<u>\$ 0.22</u>	<u>\$ 0.31</u>
Diluted net income (loss) per share:				
Net income (loss)	\$ 0.15	\$ (0.24)	\$ 0.20	\$ 0.29
Goodwill amortization				
Tax effect of goodwill amortization				
Adjusted net income (loss) per share diluted	<u>\$ 0.15</u>	<u>\$ (0.24)</u>	<u>\$ 0.20</u>	<u>\$ 0.29</u>

Comparative Historical Per Share Data

The following table sets forth certain information regarding FNF's and Sanchez's earnings, dividends and book value per share on a historical basis. The information set forth below should be read in conjunction with the historical consolidated financial statements of FNF and Sanchez, including the notes thereto, incorporated by reference in this proxy statement/ prospectus. Per share data for FNF has been adjusted to reflect the five-for-four (5:4) stock split in May 2003 and the 10% stock dividend paid on February 26, 2004.

	FNF Historical	Sanchez Historical
As of and for the nine months ended September 30, 2003 (Unaudited)		
Basic net income (loss) from continuing operations per share of common stock	\$ 4.65	\$(0.35)
Diluted net income (loss) from continuing operations per share of common stock	4.50	(0.35)
Book value per share of common stock	22.69	2.29
Cash dividends declared per share of common stock	0.38	
As of and for the year ended December 31, 2002		
Basic net income from continuing operations per share of common stock	4.05	0.15
Diluted net income from continuing operations per share of common stock	3.91	0.15
Book value per share of common stock	17.13	2.49
Cash dividends declared per share of common stock	0.32	

COMPARATIVE PER SHARE MARKET PRICE AND DIVIDEND INFORMATION

FNF's common stock is listed on the NYSE under the symbol FNF. Sanchez's common stock is listed on the Nasdaq National Market under the symbol SCAL. As of March 31, 2004, there were approximately 100 holders of record of FNF common stock and approximately 100 holders of record of Sanchez common stock. The table below sets forth, for the fiscal quarters indicated, the high and low sales prices per share of FNF common stock and Sanchez common stock, based on published financial sources. FNF has historically followed a policy of paying quarterly dividends. Holders of Sanchez common stock who receive FNF common stock as merger consideration are entitled to receive ratably such dividends, if any, as may be declared by FNF's board of directors after the completion of the merger. Sanchez has not paid any cash dividends on its common stock to date.

	FNF Common Stock(1)			Sanchez Common Stock	
	High	Low	Dividends Declared	High	Low
2002					
First Quarter	\$ 18.50	\$ 15.78	\$0.07	\$8.83	\$5.25
Second Quarter	23.08	17.43	0.07	7.26	4.37
Third Quarter	23.51	17.85	0.09	4.52	1.80
Fourth Quarter	24.44	19.48	0.09	4.08	1.71
2003					
First Quarter	\$25.31	\$22.35	\$0.11	\$4.85	\$2.75
Second Quarter	29.50	25.02	0.11	6.10	4.05
Third Quarter	30.52	25.59	0.16	6.00	3.35
Fourth Quarter	35.25	26.53	0.16	4.36	3.42
2004					
First Quarter (through March 31, 2004)			\$0.18		

(1) The FNF amounts for 2002, 2003 and 2004 have been adjusted to give retroactive effect to 10% stock dividends in May 2002, a five-for-four (5:4) stock split in May 2003, and a 10% stock dividend paid on February 26, 2004 to stockholders of record as of February 12, 2004.

Following the merger, the holders of FNF common stock will be entitled to receive such dividends as may be declared by FNF's board of directors. FNF's current dividend policy anticipates the payment of quarterly dividends in the future. The declaration and payment of dividends will be at the discretion of FNF's board of directors and will be dependent upon a number of factors, including, FNF's future earnings, financial condition and capital requirements. FNF's ability to declare dividends is also subject to its compliance with the financial covenants contained in its existing credit agreement. In addition, since FNF is a holding company, its ability to pay dividends depends largely on the ability of its subsidiaries to pay dividends to it, and the ability of its title insurance subsidiaries to do so is subject to, among other factors, their compliance with applicable insurance regulations.

The above table shows only historical comparisons. These comparisons may not provide meaningful information to Sanchez shareholders in determining whether to adopt the merger agreement and approve the merger. Sanchez shareholders are urged to obtain current market quotations for shares of FNF common stock and Sanchez common stock and to review carefully the other information contained in this proxy statement/prospectus or incorporated herein by reference, in determining whether to adopt the merger agreement and approve the merger. See "Where You Can Find More Information" on page 79 of this proxy statement/prospectus.

Recent Closing Prices

The following table sets forth the closing prices per share of FNF common stock on the New York Stock Exchange and Sanchez common stock on the Nasdaq National Market on January 27, 2004, the day preceding the

public announcement that FNF and Sanchez had entered into the merger agreement and March , 2004, the last full trading day for which closing prices were available at the time of the printing of this proxy statement/ prospectus. The equivalent price per share reflects the value of the shares of FNF common stock that Sanchez shareholders would receive in exchange for each share of Sanchez common stock if the merger was completed on either of those dates. The equivalent price per share is equal to the sum of (i) \$3.25 and (ii) the closing price of FNF's common stock on the applicable date multiplied by the exchange ratio. The exchange ratio is \$3.25 divided by the average closing price of FNF's common stock over the twenty trading days ending two trading days before the applicable date. The equivalent prices per share set forth below results from the fact that the closing prices on the dates set forth below exceeded the applicable twenty day trading average. This may or may not be the case upon the date of the merger.

	FNF Common Stock	Sanchez Common Stock	Equivalent Price Per Share
January 27, 2004	\$37.94(1)	\$5.60	\$6.73
March , 2004			

(1) FNF's January 27, 2004 closing stock price per share has been adjusted to reflect the 10% stock dividend declared by FNF's board of directors on January 27, 2004 to stockholders of record as of February 12, 2004, payable on February 26, 2004.

RISK FACTORS RELATING TO THE MERGER

By electing to receive FNF's common stock as part of the merger consideration you will be subject to the risks of ownership of that security. In addition to the other information included in this proxy statement/prospectus, you are urged to consider carefully the following important risk factors, as well as those other risk factors that are discussed in various documents FNF has filed with the SEC and that are incorporated by reference into this document, before voting at the special meeting. Unless the context requires otherwise, the use of combined company refers to the combined company of FNF and Sanchez after giving effect to the merger.

The number of shares of FNF common stock issued to you in connection with the merger will fluctuate based upon the value of FNF's common stock before the completion of the merger.

To the extent you receive shares of FNF common stock in the merger, the exact number of shares of FNF common stock you will receive in exchange for your shares of Sanchez common stock will be determined by the average of the closing sales prices of FNF's common stock on the New York Stock Exchange over the 20-day trading period immediately preceding, but not including, the second trading day prior to the effective time of the merger. The average value of FNF's common stock over the 20-day trading period may be higher or lower than the price as of today's date or as of the date of the special meeting. At the time of the special meeting, Sanchez shareholders will not know the exact number of shares of FNF common stock they will receive when the merger is completed. There is no guarantee that the FNF common stock that will be issued to Sanchez shareholders in exchange for their shares of Sanchez common stock will equal or exceed the market value of the shares of Sanchez common stock as of the date on which the merger was announced, the date of the special meeting, the date of the closing or at any other particular time. In addition, the stock portion of the aggregate merger consideration will be subject to adjustment if the price of the FNF common stock on the day before the merger differs significantly from the average FNF share price.

The price of FNF's common stock could change for a variety of reasons, including:

changes in the business, operations or prospects of FNF and its subsidiaries, Sanchez or the combined company;

announcements by FNF or its competitors;

the assessment of, and reaction to, the merger by the market generally; and

general market and economic conditions.

You are urged to obtain current stock price quotations for both FNF common stock and Sanchez common stock.

The actual tax treatment of the merger may differ from the tax treatment FNF and Sanchez expect to receive.

The merger agreement provides that the obligations of the parties to complete the merger are conditioned upon the receipt as of the effective time of the merger by the parties of an opinion from their respective counsel, to the effect that, on the basis of facts, representations and reasonable assumptions set forth in the opinion and subject to the qualifications discussed below, for United States federal income tax purposes, the merger will be treated as a reorganization within the meaning of Section 368 of the Internal Revenue Code.

In rendering the tax opinion with respect to the merger, counsel will rely upon, and will assume as accurate and correct (without any independent investigation) certain representations as to factual matters contained in certificates delivered by Sanchez and FNF. If such representations as to factual matters are inaccurate, the opinion could be adversely affected. The tax opinion will represent tax counsel's best judgment as to the tax treatment of the merger, but will not be binding on the IRS, and the companies cannot assure you that the IRS will not contest the conclusions expressed therein. If, contrary to the conclusions reached in the opinion of tax counsel, the merger is not treated as a reorganization within the meaning of Section 368 of the Internal Revenue Code, the merger will be fully taxable to the Sanchez shareholders.

Difficulties associated with integrating FNF and Sanchez could affect the combined company's ability to realize cost savings.

FNF and Sanchez expect the combined company to realize cost savings and other financial and operating benefits from the merger, but there can be no assurance regarding when or the extent to which the combined company will be able to realize these benefits. There are a number of risks and challenges involved with integrating Sanchez's business and operations with FNF's businesses, each of which could be difficult to overcome. These risks and challenges include:

retaining key employees;

retaining Sanchez's customer base; and

integrating the operations, procedures and systems of FNF and Sanchez.

Current and potential employees of Sanchez may be unsure about their role following the merger. Other current or potential employees could decide that they do not wish to work for a subsidiary of FNF following completion of the merger. The combination of these two factors could impair the combined company's ability to attract and retain key employees. Difficulties associated with integrating FNF and Sanchez would have an adverse effect on the combined company's ability to realize the expected financial and operational benefits of the merger.

Executive officers and directors of Sanchez have interests in the merger that may differ from the interests of Sanchez shareholders generally.

Certain members of Sanchez's management have interests in the merger that are different from and in addition to their interests as Sanchez shareholders generally. Michael A. Sanchez, Frank R. Sanchez and Joseph F. Waterman, each have entered into a shareholder's agreement with FNF and FIS and a non-competition agreement with FIS and, pursuant to the terms of the merger agreement, FNF has agreed to negotiate the terms of employment agreements with Messrs. Sanchez, Sanchez and Waterman to become effective upon completion of the merger. For a more detailed description of these agreements, see "The Sanchez Special Meeting - Share Ownership of Management and Directors; Shareholder Agreements and The Merger - Interests of Certain Persons in the Merger." When you consider the recommendation of Sanchez's board of directors to adopt the merger agreement, you should also remember that some of Sanchez's officers and directors participate in arrangements that provide them with interests in the merger that are different from, or are in addition to, your interests in the merger. These interests include employment agreements to be entered into between FNF and certain executive officers of Sanchez and the right of Sanchez's directors to indemnification and insurance coverage for acts or omissions occurring before the merger is completed. These interests could make it more likely that Sanchez's directors and executive officers will support the merger. You should consider carefully whether these interests might have influenced Sanchez's directors and officers to support and recommend the merger and decide for yourself whether the merger is in your best interests.

The price of FNF's common stock following the merger may fluctuate rapidly and prevent stockholders from selling their stock at a profit.

The market price of FNF's common stock could fluctuate rapidly and affect the amount of profit, if any, which stockholders may realize from the sale of FNF common stock. Since January 1, 2003 and through March 3, 2004 the market price of FNF common stock, adjusted for stock splits and stock dividends, has ranged from a low of \$22.35 per share to a high of \$39.87 per share. Fluctuations may occur, among other reasons, in response to:

changes in the business, operations or prospects of FNF and its subsidiaries;

announcements by FNF or its competitors;

the assessment of, and reaction to, the merger by the market generally; and

general market and economic conditions.

The trading price of FNF's common stock could continue to be subject to wide fluctuations in response to the factors set forth above and other factors, many of which are beyond FNF's control. The stock market in recent

years has experienced extreme price and trading volume fluctuations that often have been unrelated or disproportionate to the operating performance of individual companies. You should consider the likelihood of these market fluctuations before voting to approve the merger pursuant to which you will receive FNF stock.

The sale of a substantial amount of FNF common stock after the merger could adversely affect the market price of FNF common stock.

All of the shares of FNF common stock that Sanchez shareholders receive in the merger may be sold immediately, subject to certain restrictions imposed under Rule 145 of the Securities Act of 1933 with respect to shares received by affiliates of Sanchez within the meaning of Rule 145. The substantial majority of the outstanding shares of FNF common stock are freely tradable (subject to certain Rule 144 restrictions in the case of FNF affiliates). The sale of a substantial amount of FNF common stock after the merger could adversely affect its market price. It could also impair FNF's ability to raise money through the sale of more stock or other forms of capital. In addition, the sale of authorized but unissued shares of FNF common stock by FNF after the merger could adversely affect its market price.

The price of FNF common stock is affected by factors different from the factors that affect the price of Sanchez common stock.

FNF's business is much broader than Sanchez's business. As a result, FNF's results of operations and the price of its common stock may be affected by factors that did not affect Sanchez's operations and the trading price of Sanchez's common stock. You should carefully read the documents incorporated by reference by FNF to understand FNF's business and many of the risks it faces. See [Where You Can Find Additional Information](#).

The merger agreement requires Sanchez to pay FNF a termination fee of \$7 million, plus expenses of up to \$2 million in certain instances, which could deter a third party from proposing an alternative transaction to the merger.

Under the terms of the merger agreement, Sanchez may be required to pay FNF a termination fee of \$7 million plus FNF's expenses up to \$2 million if the merger agreement is terminated under certain circumstances. With some exceptions, these circumstances include, among others, (i) FNF's termination of the merger agreement as a result of the withdrawal, modification or change in the recommendation of Sanchez's board of directors with respect to the merger, (ii) Sanchez's termination of the merger agreement following the determination by the Sanchez board of directors to accept a superior proposal, and (iii) certain other terminations if, prior to the termination, a third party announced an offer or indicated an interest in a transaction to acquire Sanchez and/or, within 12 months of such termination, Sanchez enters into a definitive agreement for such transaction. The effect of this termination fee may discourage competing bidders from presenting proposals to acquire or merge with Sanchez that may be more favorable to Sanchez's shareholders, including from a financial perspective, than the terms of the merger. For a more complete description of the termination rights of each party and the termination fees payable under the merger agreement, see [The Merger Agreement Termination of the Merger Agreement](#) and [The Merger Agreement Termination Fee; Expense Reimbursement](#). In addition, Sanchez will incur significant costs associated with the merger, including legal, accounting, financial printing and financial advisory fees. Many of these fees must be paid regardless of whether the merger is completed.

THE SANCHEZ SPECIAL MEETING

This proxy statement/prospectus is being mailed to the holders of Sanchez common stock for use at the Sanchez special meeting to be held on _____, 2004 at 8:00 a.m., local time, at the Sheraton Great Valley Hotel, located at 707 Lancaster Pike, Route 202 and Highway 30, Frazer, Pennsylvania 19355, and at any adjournments or postponements thereof.

Purpose of the Special Meeting

At the special meeting, you will be asked to consider and vote upon a proposal to approve and adopt the merger agreement between FNF and Sanchez.

How to Vote

Your vote is important. Shareholders of record can vote by telephone, on the Internet or by mail as described below. If you are a beneficial owner, please refer to our proxy card or the information forwarded by your bank, broker or other holder of record to see which options are available to you.

Proxies

If you are a Sanchez shareholder, you may use the accompanying proxy if you are unable to attend the Sanchez special meeting in person or wish to have your shares voted by proxy even if you do attend the Sanchez special meeting. All shares of Sanchez common stock represented by valid proxies received pursuant to this solicitation, and not revoked before they are exercised, will be voted in the manner specified therein. Proxies that do not contain voting instructions will be voted in favor of the approval and adoption of the merger agreement.

Vote by Telephone

You can vote by calling the toll-free telephone number noted on your proxy card. Telephone voting is available 24 hours a day and will be accessible until 4:00 p.m. (EST) on April _____, 2004 [one day before the date on which the proxy cards must be received]. Easy-to-follow voice prompts allow you to vote your shares and confirm that your instructions have been properly recorded. Our telephone voting procedures are designed to authenticate shareholders by using individual control numbers. **If you vote by telephone, you do not need to return your proxy card.**

Vote on the Internet

You also can choose to vote on the Internet. The web site for Internet voting is on your proxy card. Internet voting is available 24 hours a day and will be accessible until 4:00 p.m. (EST) April _____, 2004 [one day before the date on which the proxy card must be received]. As with telephone voting, you can confirm that your instructions have been properly recorded. Our Internet voting procedures are designed to authenticate shareholders by using individual control numbers. If you vote on the Internet, you also can request electronic delivery of future proxy materials. **If you vote on the internet, you do not need to return your proxy card.**

Vote by Mail

In order to be effective, completed proxy cards must be received by 5:00 p.m. (EST) on April _____, 2004. If you choose to vote by mail, simply mark your proxy, date and sign it, and return it to the following address: Continental Stock Transfer & Trust Company, 17 Battery Place, 8th Floor, New York, NY 10004.

Voting at the Special Meeting

The method you use to vote will not limit your right to vote at the special meeting if you decide to attend in person. If your shares are held in the name of a bank, broker or other holder of record, you must obtain a proxy, executed in your favor, from the holder of record to be able to vote at the special meeting. All shares that have been properly voted and not revoked will be voted at the special meeting. If you sign and return your proxy card but do not give voting instructions, the shares represented by that proxy will be voted as recommended by the board of directors of Sanchez.

Voting on Other Matters

If other matters are properly presented at the special meeting for consideration, the persons named on the proxy card will have the discretion to vote on those matters for you.

Revocation of Proxies

Proxies may be revoked at any time before they are voted by:

written notice addressed to Sanchez Computer Associates, Inc., 40 Valley Steam Parkway, Malvern, PA 19355, Attention: Marcia Heister, Corporate Secretary;

timely delivery of a valid, later-dated proxy;

voting by ballot at the special meeting; or

in addition to the foregoing, if you authorized a proxy to vote your shares by telephone or via the internet, you may also revoke your proxy by authorizing a new proxy by telephone or via the internet.

Attendance at the special meeting will not, in itself, constitute revocation of a previously granted proxy.

Record Date; Vote Required

Only holders of record of shares of Sanchez common stock at the close of business on March 3, 2004 are entitled to notice of and to vote at the Sanchez special meeting, with each share entitled to one vote. Sanchez shareholders do not have dissenters' or appraisal rights in connection with the merger.

Approval and adoption of the merger agreement requires the favorable vote of the holders of at least a majority of the shares of Sanchez common stock voting in person or by proxy at the Sanchez special meeting.

On March 3, 2004, which is the record date for the special meeting, there were 27,041,055 shares of Sanchez common stock issued and outstanding and entitled to vote. One vote may be cast with respect to the merger agreement for each share of Sanchez common stock that was owned on the record date.

As described below under the heading **Share Ownership of Management and Directors; Shareholder's Agreements**, and under **The Merger Interests of Certain Persons in the Merger**, it is expected that at least 11,423,897 shares, or approximately 42% of the outstanding shares of Sanchez common stock as of January 27, 2004, held by directors, executive officers and others that are parties to shareholder's agreements with FNF, will vote in favor of the merger.

Under Nasdaq rules, brokers and nominees are precluded from exercising their voting discretion on the proposal to approve and adopt the merger agreement and, for this reason, absent specific instructions from the beneficial owner of shares, they are not permitted to vote such shares. In determining whether the merger agreement is approved, a non-vote will have no effect on the outcome of the merger agreement. **The Sanchez board of directors urges the Sanchez shareholders to complete, date and sign the accompanying proxy and return it promptly in the enclosed, postage-paid envelope, or otherwise vote via the Internet or telephone as described above.**

Share Ownership of Management and Directors; Shareholder's Agreements

As of January 27, 2004, directors and executive officers of Sanchez and their affiliates held and were entitled to vote 5,608,996 shares of Sanchez common stock, or approximately 21% of the shares of Sanchez common stock outstanding. Three of Sanchez's executive officers who are also directors of Sanchez and who own in the aggregate 5,135,713 shares of Sanchez common stock have entered into shareholder's agreements with FNF and FIS, in connection with the execution of the merger agreement. Pursuant to the terms of the shareholder's agreements, each such executive officer/director has agreed to grant FNF a proxy to vote all of his Sanchez shares in favor of the merger agreement, against any other business combination involving Sanchez and a third party, and in favor of any other matter related to and necessary for the consummation of the transactions contemplated by the FNF merger agreement. Under the shareholder's agreements, each such executive officer/director agreed

not to sell any of his Sanchez shares until the merger is consummated or the merger agreement is terminated and also granted FNF an option to purchase all his outstanding shares at \$6.50 per share if the merger agreement is terminated for certain reasons and certain events occur thereafter as specifically set forth in the shareholder s agreements, which are included in this proxy statement/prospectus as Appendices B, C and D.

Quorum

Holders of a majority of the outstanding shares of Sanchez common stock entitled to vote must be present, either in person or by proxy, at the Sanchez special meeting to constitute a quorum. In general, abstentions and broker non-votes will be counted as present or represented for the purposes of determining a quorum for the Sanchez special meeting.

Expenses of Solicitation

The expenses of the solicitation of proxies with respect to the Sanchez special meeting will be shared equally by Sanchez and FNF. Solicitation of proxies from some Sanchez shareholders may be made by Sanchez s officers, directors, consultants and employees by telephone, facsimile, or in person after the initial solicitation.

Recommendation of the Sanchez Board of Directors

The Sanchez board of directors unanimously approved the merger agreement, declared that the merger agreement and the merger are advisable and determined that the merger is fair to, and in the best interests of, Sanchez. Accordingly, the Sanchez board of directors recommends that the Sanchez shareholders vote FOR approval and adoption of the merger agreement. See The Merger Sanchez Reasons for the Merger; Recommendation of the Sanchez Board of Directors.

Miscellaneous

It is not expected that any other matters will be brought before the Sanchez special meeting. If any other matters are properly brought before the Sanchez special meeting, including a motion to adjourn or postpone the Sanchez special meeting to another time and/or place, the persons named on the accompanying proxy card will vote the shares represented by the proxy upon such matters in their discretion. Should the Sanchez special meeting be reconvened, all proxies will be voted in the same manner as such proxies would have been voted when the Sanchez special meeting was originally convened, except for proxies effectively revoked or withdrawn prior to the time proxies are voted at the reconvened Sanchez special meeting.

Sanchez shareholders should return their proxy card with their stock certificates and their form of election if they have decided to make an election to receive cash or FNF common stock. Sanchez shareholders not making an election should not send in their stock certificates with their proxy card.

THE MERGER

The following describes certain aspects of the proposed merger. Because this discussion is a summary, it may not contain all of the information that is important to you. To understand the merger fully, and for a more complete description of the legal terms of the merger, you are urged to read the merger agreement carefully. A copy of the merger agreement is attached as Appendix A to this document and is incorporated in this document by reference.

General

The merger agreement provides for FNF to acquire Sanchez through a two-step merger transaction, which is referred to in this proxy statement/prospectus as the merger. In the first step of the proposed transaction, Sunday Merger Corp., referred to in this proxy statement/prospectus as Merger Corp., will merge with and into Sanchez, with Sanchez continuing as the surviving corporation. This initial merger is referred to in this proxy statement/prospectus as the first-step merger.

Immediately following completion of the first-step merger, Sanchez will be merged with and into Sunday Merger, LLC, referred to in this proxy statement/prospectus as Merger LLC, with Merger LLC continuing as the surviving entity. This subsequent merger is referred to in this proxy statement/prospectus as the second-step merger.

Upon completion of the second-step merger, Merger LLC will be renamed Sanchez Computer Associates, LLC and will continue the operation of Sanchez's business as a Delaware limited liability company and as an indirect wholly-owned subsidiary of FNF. Merger LLC's certificate of formation and limited liability company operating agreement, as in place immediately prior to the second-step merger, will continue as the certificate of formation and limited liability company operating agreement of the surviving entity.

FNF and Sanchez hope to complete the merger by April , 2004.

Background of the Merger

In the ordinary course of its business, Sanchez has discussed jointly pursuing additional business opportunities through strategic alliances with parties that are generally larger than Sanchez. In light of its target market of large financial institutions, Sanchez has long believed that partnering with larger entities would allow it to gain additional market exposure and increase its revenue.

In September 2002, Sanchez entered into a confidentiality agreement with a public corporation, referred to in this proxy statement/prospectus as the first interested party, to discuss possible strategic transactions. In late 2002 and early 2003, these discussions led to a preliminary interest in exploring a possible merger of Sanchez and the first interested party, and the parties exchanged confidential information. Discussions with the first interested party were terminated by the end of the first calendar quarter of 2003.

In July 2003, Sanchez management met with members of management of a public corporation, referred to in this proxy statement/prospectus as the second interested party, to explore potential business opportunities between the two parties. On September 24, 2003, members of Sanchez management met with members of management of the second interested party to continue exploring potential business opportunities between the two companies and to ascertain interest in possible strategic transactions, including the possible acquisition of Sanchez. On October 23, 2003, after additional preliminary discussions, Sanchez entered into a confidentiality agreement with the second interested party in connection with that company's interest in considering a potential acquisition of, or strategic transaction with, Sanchez. Preliminary discussions with the second interested party continued periodically through January 2004, and the second interested party received confidential information from Sanchez.

In mid-November, 2003, William P. Foley, II, FNF's Chairman and Chief Executive Officer, and other members of FNF's management team, met with FNF's financial advisors from Stephens Inc., or Stephens, to discuss various acquisition opportunities including the acquisition of Sanchez. At this meeting, representatives of Stephens provided an overview of the Sanchez business and a discussion of its strategic focus, financial results,

and possible merger consequences. Members of FNF management indicated to Stephens their interest in a meeting with Sanchez management to better understand the Sanchez business and its potential strategic fit with FNF. Stephens agreed that it would contact Frank Sanchez, the Chief Executive Officer of Sanchez, to determine Sanchez's interest in such a meeting.

On December 2, 2003, Mr. Foley, a member of FNF's senior management team and FNF's financial advisors met in Malvern, Pennsylvania with Michael Sanchez, the Chairman of the Board of Sanchez, Mr. Frank Sanchez, and other members of senior management of Sanchez. At the meeting, members of Sanchez management discussed its business strategy, market position, and customer and product positioning. Likewise, members of FNF management discussed FNF's business strategy, market position, and customer and product positioning. There was additional discussion among the group on the strategic fit between Sanchez and Fidelity Information Services, Inc., a wholly owned subsidiary of FNF. The group concluded that there was a potential strategic fit between FIS and Sanchez and agreed to proceed with additional discussions to determine whether FNF and Sanchez could mutually agree on a valuation for Sanchez. The group also agreed to hold a follow-up meeting to explore in more depth the tactical fit of the companies in a possible acquisition or merger.

On December 3, 2003, FNF and Sanchez executed a confidentiality agreement.

On December 16, 2003, members of FNF and FIS management met in Malvern with members of Sanchez management to review Sanchez's product offerings and market position. Additionally, members of Sanchez management discussed in detail the Sanchez business model and customer market focus, and members of FIS management discussed the business units within FIS.

On December 18, 2003, Mr. Frank Sanchez contacted Mr. Foley and other members of FNF management via telephone and disclosed that Sanchez was interested in pursuing a transaction with FNF and that another company had similarly expressed an interest in possibly acquiring Sanchez. Mr. Foley reiterated FNF's strong interest in pursuing an acquisition of Sanchez assuming the companies could reach a mutually agreeable valuation range. Mr. Frank Sanchez agreed to provide additional information to FNF management in order to allow FNF to evaluate a possible acquisition of, or merger with, Sanchez and determine with more accuracy an appropriate valuation for Sanchez. Accordingly, members of Sanchez management thereafter forwarded additional financial and operational information regarding Sanchez to FNF's financial advisors. Subsequently, members of FNF and Sanchez management followed up by telephone conference to discuss the information provided by Sanchez.

On December 18, 2003, members of FNF management met by telephone with Stephens to discuss strategy, structure and a valuation range for a possible transaction with Sanchez. The group reviewed information provided by Sanchez management regarding the business and prospects of Sanchez as well as information prepared by Stephens that outlined possible valuation ranges for Sanchez. Based on certain structural and taxation issues, it was determined that any acquisition of Sanchez by FNF should be structured as a merger.

In a telephone conversation on December 18, 2003, followed by a letter received on December 19, 2003, the second interested party indicated its interest in pursuing an acquisition of all outstanding capital stock and options of Sanchez at a purchase price of \$158 million, or approximately \$5.62 per share. From December 19, 2003 to January 15, 2004, Sanchez kept the second interested party informed of the progress of its consideration of a possible acquisition transaction.

On December 18, 2003, Sanchez informed FNF and the first interested party that Sanchez had received a written indication of interest to purchase the company and invited FNF and the first interested party, if interested, to submit written offers to acquire Sanchez as soon as possible.

In further discussions with members of management of the first interested party between December 18, 2003 and January 15, 2004, Sanchez provided confidential information to the first interested party.

On December 19, 2003, FNF sent to Sanchez a letter indicating FNF's interest in acquiring Sanchez at a valuation between \$5.25 and \$5.75 per share. In the letter, FNF indicated flexibility on the potential consideration mix between cash and FNF common stock.

On December 22, 2003, Mr. Frank Sanchez spoke with members of FNF management via telephone to discuss FNF's approach with respect to determining the valuation range set forth in the FNF letter of interest and any additional information that would enable FNF to narrow the valuation range.

On December 23, 2003, FNF sent to Sanchez a revised letter stating that FNF would make an offer at the high end of its initial valuation range, if FNF was able to substantiate the financial projections provided by Sanchez during due diligence.

On December 29, 2003, the first interested party submitted a letter to Sanchez indicating that it was interested in exploring a potential business combination with Sanchez without including a valuation range. Between December 29, 2003 and January 15, 2004, in several conversations with members of management of the first interested party, Sanchez invited the first interested party to submit a written offer to acquire Sanchez as soon as possible.

On or about January 5, 2004, members of FNF management had another telephone conversation with Mr. Frank Sanchez regarding valuation and deal structure. Mr. Frank Sanchez expressed an interest in continuing discussions with FNF but indicated that FNF's offer range was not acceptable. Mr. Frank Sanchez discussed how FNF could raise its price and indicated that Sanchez's largest shareholders (Mr. Michael Sanchez, Mr. Frank Sanchez and Safeguard) may be willing to support a transaction at a higher price.

On January 6, 2004, FNF sent a revised letter of interest stating that FNF would deliver to Sanchez shareholders \$6.50 per share of consideration with a 50/50 mix of cash and stock on the condition that Sanchez would enter into an exclusivity agreement that would prohibit Sanchez from soliciting competing offers for Sanchez for a period of six weeks. In making this indication of interest, FNF also requested support from the major shareholders and the Sanchez board of directors for FNF's offer.

On January 7, 2004, the Sanchez board of directors met by telephone to discuss with members of Sanchez management and Pepper Hamilton LLP, or Pepper Hamilton, its outside legal counsel, the proposals received regarding the potential acquisition of Sanchez and the status of ongoing acquisition discussions. Pepper Hamilton reviewed with the Sanchez board of directors its duties under Pennsylvania law in connection with a potential sale of Sanchez. The Sanchez board of directors authorized management to engage an investment banker to evaluate the offers and advise the board of directors in connection with the potential sale of Sanchez.

On January 7, 2004, Mr. Frank Sanchez had a telephone conference with members of FNF management and stated that Sanchez had a strong interest in pursuing a transaction as described in the January 6, 2004 letter of interest, contingent upon a favorable fairness opinion from an independent investment banker.

On January 13, 2004, Mr. Frank Sanchez, Mr. Michael Sanchez and other members of Sanchez senior management met with Mr. Foley and other members of FNF senior management to further discuss the potential acquisition of Sanchez by FNF.

On January 14, 2004, the second interested party expressed its continued interest in acquiring Sanchez.

On January 14, 2004, Sanchez retained SunTrust Robinson Humphrey to advise it with respect to the acquisition proposals received and the potential sale of the company.

On January 15, 2004, the first interested party submitted a letter to Sanchez indicating an interest in pursuing an acquisition of Sanchez at a price between \$5.25 and \$6.00 per share, without indication as to the type of consideration. On January 15, 2004, after receipt of the offer letter, Sanchez entered into a confidentiality agreement with the first interested party in connection with that company's interest in considering a potential acquisition of Sanchez.

On January 15, 2004, the Sanchez board of directors met to review with management and its legal and financial advisors the proposals received regarding the potential acquisition of Sanchez and the status of ongoing acquisition discussions. SunTrust Robinson Humphrey reviewed with the Sanchez board of directors its preliminary analysis of the various proposals and the advisability of entering into an exclusivity agreement with FNF. At this meeting, the Sanchez Board of Directors authorized management to enter into an exclusivity agreement with FNF to allow FNF to commence more detailed due diligence on Sanchez and to enable Sanchez

to conduct due diligence on FNF. On January 16, 2004, Sanchez entered into an agreement with FNF granting FNF the exclusive right to negotiate a merger agreement with Sanchez through February 13, 2004.

Between January 14, 2004 and January 27, 2004, FNF and Stephens proceeded with due diligence investigations of Sanchez to gather and analyze information related to financial, business, legal and other aspects of Sanchez. During this period, members of FNF management and representatives of Stephens held telephone conferences with representatives of Sanchez and their advisors for such purpose.

On January 16, 2004, FNF engaged Morgan, Lewis & Bockius LLP, or Morgan Lewis, to work with inside FNF counsel in drafting a merger agreement and related legal documents. An initial version of the merger agreement was sent to Sanchez and its outside counsel, Pepper Hamilton, on January 17, 2004.

On January 19, 2004, a due diligence team consisting of FNF's financial, legal, and business representatives together with Stephens and Morgan Lewis representatives attended a due diligence session at the offices of Pepper Hamilton in Berwyn, Pennsylvania to review various documents requested on behalf of FNF and interview various Sanchez officers. A product team reviewed company strategy and product capability and positioning at Sanchez's Malvern location.

Between January 21 and January 27, 2004, members of FNF management, representatives from Morgan Lewis and Pepper Hamilton and members of Sanchez management had numerous telephone conferences discussing and negotiating the terms of the merger agreement and the other related agreements, instruments and certificates.

On January 23, 2004, members of Sanchez's management and SunTrust Robinson Humphrey visited FNF's corporate offices in Jacksonville, Florida for the purposes of performing a due diligence investigation of FNF's business. They met with various members of FNF's and FIS management and discussed the business and prospects of FNF and FIS and were given the opportunity to ask questions and review documentation.

On January 23, 2004, the Sanchez Board of Directors met by telephone with Sanchez's management and legal and financial advisors to discuss the status of the negotiations with FNF, the progress of FNF's due diligence investigation and the transaction negotiations.

Between January 24, 2004 and January 26, 2004, Sanchez and SunTrust Robinson Humphrey continued with their due diligence investigations of FNF to gather and analyze information related to financial, business, legal and other aspects of FNF. During this period, members of Sanchez management and representatives of SunTrust Robinson Humphrey held telephone conferences for such purpose.

On January 27, 2004, the FNF board of directors, during the course of a regularly scheduled quarterly meeting, was briefed on the discussions with Sanchez and updated on the status of the negotiations. After considering, among other things, the strategic rationale and financial analysis described in the acquisition review, the FNF board of directors determined that the merger with Sanchez was fair to FNF stockholders from a financial point of view and approved the merger.

At a meeting on January 27, 2004, the Sanchez board of directors met to consider the proposed transaction with FNF, including the draft of the merger agreement and related documents. Representatives from Pepper Hamilton reviewed the terms of the proposed merger with the board of directors, and again reviewed with the board of directors its duties under Pennsylvania law. Representatives of SunTrust Robinson Humphrey reviewed their financial analysis of the transaction with the board of directors, and subsequently rendered to the board of directors an oral opinion that, as of the date of the meeting, and based upon and subject to the factors and assumptions set forth in its written opinion, the merger consideration to be received by the holders of Sanchez common stock pursuant to the merger agreement was fair, from a financial point of view, to such holders. The Sanchez board of directors discussed at length the terms of the proposed merger and a variety of considerations concerning the transaction. The factors considered are described in more detail in the section entitled "Sanchez Reasons for the Merger; Recommendation of the Sanchez board of directors." The Sanchez board of directors then unanimously approved the merger agreement, the merger and the other transactions contemplated by the merger agreement.

On January 27, 2004, Sanchez and ChaseMellon Shareholder Services, in connection with the execution of the merger agreement and the shareholder s agreements, executed an amendment to the Sanchez shareholders rights agreement.

On January 27, 2004, Sanchez, FNF, FIS, Sunday Merger Corp. and Sunday Merger, LLC entered into the merger agreement. In connection therewith, Mr. Michael Sanchez, Mr. Frank Sanchez, Mr. Joseph F. Waterman, President and Chief Operating Officer of Sanchez, and Safeguard entered into separate agreements with FNF to vote their Sanchez common stock in favor of the merger and to grant to FNF an option, exercisable under certain circumstances, to purchase their shares of Sanchez common stock.

On January 28, 2004, FNF and Sanchez issued a joint press release announcing the execution of the merger agreement.

FNF Reasons for the Merger

The FNF board of directors, by unanimous vote, has approved the merger agreement and the transactions contemplated thereby, has deemed the merger advisable and has determined that the terms of the merger are fair to and in the best interest of FNF. In reaching its determination to approve the merger agreement and the merger, the FNF board of directors consulted with FNF management and its financial advisors and considered a number of factors, including the following:

the terms and conditions of the merger agreement and the merger;

the potential reduction of cost related to future FIS software development efforts as well as redundant operating cost from Sanchez and FIS;

the addition of key non-traditional direct or internet banking customers; and

the fact that the terms of the merger and the merger agreement were determined through extensive negotiations between FNF and Sanchez and their respective financial and legal advisors.

The foregoing list comprises the material factors considered by the FNF board of directors in its consideration of the merger. In view of the variety of factors and the amount of information considered, the FNF board of directors did not find it practicable to, and did not, make specific assessments of, quantify or otherwise assign relative weights to the specific factors considered in reaching its determination. The determination was made after consideration of all of the factors as a whole. In addition, individual members of the FNF board of directors may have given different weights to different factors.

The FNF board of directors, by unanimous vote, approved the merger agreement and the merger, declared that the merger agreement and the merger are advisable and determined that the merger is fair to, and in the best interest of, FNF and the FNF stockholders.

Sanchez Reasons for the Merger; Recommendation of the Sanchez Board of Directors

In reaching its determination to recommend approval and adoption of the merger agreement and the merger, the Sanchez board of directors considered a number of factors, including the following:

the terms and conditions of the proposed merger, including the fact that each share of Sanchez common stock is to be converted into the right to receive \$6.50 in a combination of cash and FNF common stock, subject to certain adjustments;

the presentations of SunTrust Robinson Humphrey regarding the financial terms of the proposed transaction and the opinion of SunTrust Robinson Humphrey that, as of January 27, 2004 and based upon and subject to the various considerations set forth in the opinion of SunTrust Robinson Humphrey, the consideration to be received by the Sanchez shareholders in the transaction was fair, from a financial point of view, to the holders of Sanchez common stock. A copy of the opinion is included in this proxy statement/prospectus as Appendix F. Sanchez shareholders should read the opinion carefully in its entirety;

current financial market conditions and historical market prices, volatility and trading information with respect to FNF common stock and Sanchez common stock;

the belief that the terms of the merger agreement, including the parties' representations, warranties and covenants, and the conditions to the parties' respective obligations, are reasonable;

the fact that the structure of the transaction is expected to allow tax on the shares of FNF stock to be received by the Sanchez shareholders to be deferred until the FNF shares are sold;

the anticipated benefits of the merger for our core business as a result of the financial, marketing and distribution advantages that will result from a combination with FNF;

the complementary nature of the two companies' businesses and access to large financial services organizations which are Sanchez's target customers;

the opportunity for the holders of the Sanchez shares to participate in a significantly larger and more diversified company and, as stockholders of the combined company, to have greater liquidity in their shares and to benefit from any future growth of the combined company;

the increasing competition that Sanchez faces from both existing and potential competitors, many of which have greater assets and resources than Sanchez, which has occurred as a result of, among other reasons, the consolidation taking place in the software industry in general;

the fact that the FNF shares to be received are much more actively traded and FNF is followed by many more analysts;

the low likelihood of receiving a superior proposal from another merger partner;

the impact of the offer and the merger on Sanchez's customers and employees; and

the likelihood of obtaining required regulatory approvals.

The Sanchez board of directors also considered the terms of the merger agreement regarding Sanchez's rights to consider and negotiate other acquisition proposals, as well as the possible effects of the provisions regarding termination fees. In addition, the Sanchez board of directors noted that the merger is expected to be a tax-free transaction, as to the FNF common stock received as merger consideration. The Sanchez board of directors also considered various alternatives to the offer and the merger, including remaining as an independent company. The Sanchez board of directors believed that these factors, including the Sanchez board's review of the terms of the merger agreement, supported the board's recommendation of the merger when viewed together with the risks and potential benefits of the merger. The Sanchez board of directors also identified and considered a variety of potentially negative factors in its deliberations concerning the merger, including, but not limited to:

the risk that the potential benefits sought in the offer and the merger might not be fully realized;

certain risks applicable to FNF's business (see the section of this prospectus under the heading "Risk Factors Relating to the Merger" on page 16);

the possibility that the merger might not be completed and the effect of public announcement of the merger on Sanchez's sales and operating results, and its ability to attract and retain key technical, marketing and management personnel;

the substantial charges to be incurred in connection with the merger, including costs of integrating the businesses and transaction expenses arising from the merger;

the risk that despite the efforts of the combined company, key technical, marketing and management personnel might not remain employed by the combined company, and Sanchez may not increase its sales to existing or key customers;

the fact that following announcement of the merger agreement, Sanchez's relationships with employees, agents and customers might be negatively affected because of uncertainty surrounding Sanchez's future status and direction; and

the fact that the executive officers and directors of Sanchez may have interests in the proposed merger that are different from and in addition to the interests of Sanchez shareholders generally. See *The Merger Interests of Certain Persons in the Merger*. The Sanchez board of directors believed that these risks were outweighed by the potential benefits of the offer and the merger.

The discussion above addresses the material factors considered by the Sanchez board of directors in its consideration of the merger. In view of the variety of factors and the amount of information considered, the Sanchez board of directors did not find it practicable to, and did not, make specific assessments of, quantify or otherwise assign relative weights to the specific factors considered in reaching its determination. The determination was made after consideration of all of the factors as a whole. In addition, individual members of the Sanchez board of directors may have given different weights to different factors. For a discussion of the interests of certain members of Sanchez management and the Sanchez board of directors in the merger, see *The Merger Interests of Certain Persons in the Merger*.

The Sanchez board of directors has unanimously approved the merger agreement and the merger, declared that the merger agreement and the merger are advisable and determined that the merger is fair to, and in the best interests of, Sanchez and the Sanchez shareholders. Accordingly, the Sanchez board recommends that you vote FOR approval and adoption of the merger agreement and the merger.

Opinion of SunTrust Robinson Humphrey to the Sanchez Board of Directors

Sanchez engaged SunTrust Robinson Humphrey as its financial advisor in connection with the proposed merger. At the January 27, 2004 meeting of the Sanchez board of directors, SunTrust Robinson Humphrey reviewed with the board of directors its financial analysis of the proposed merger and its opinion that, as of the date of such opinion and based upon and subject to certain matters stated therein, the consideration to be received in the proposed merger is fair from a financial point of view to the shareholders of Sanchez.

The full text of the opinion of SunTrust Robinson Humphrey, which sets forth the assumptions made, matters considered and limitations on the review undertaken, is attached as Appendix F and is incorporated herein by reference. The description of the SunTrust Robinson Humphrey opinion set forth herein is qualified in its entirety by reference to the full text of the SunTrust Robinson Humphrey opinion. Sanchez shareholders are urged to read the opinion in its entirety.

SunTrust Robinson Humphrey's opinion is directed to the board of directors of Sanchez and relates only to the fairness from a financial point of view of the consideration to be received in the proposed merger. SunTrust Robinson Humphrey's opinion does not address any other aspect of the proposed merger and does not constitute a recommendation to any shareholder as to how such shareholder should vote at the Sanchez special meeting.

Material and Information Considered with Respect to the Merger

In arriving at its opinion, SunTrust Robinson Humphrey among other things:

reviewed drafts of the agreements related to the proposed merger, including the merger agreement and exhibits thereto;

reviewed certain publicly available information concerning Sanchez and FNF that SunTrust Robinson Humphrey believed to be relevant to its analysis;

reviewed and analyzed certain historical and projected financial and operating data concerning Sanchez and FNF furnished to SunTrust Robinson Humphrey by Sanchez and FNF, respectively;

reviewed the historical market prices and trading activities for the common stocks of Sanchez and FNF and compared them with those of selected publicly-traded companies that SunTrust Robinson Humphrey deemed relevant;

compared the historical and projected financial results and present financial condition of Sanchez and FNF with those of selected publicly-traded companies that SunTrust Robinson Humphrey deemed relevant;

reviewed the financial terms of the proposed merger with the publicly available financial terms of selected merger and acquisition transactions that SunTrust Robinson Humphrey deemed relevant;

reviewed historical data relating to percentage premiums paid in acquisitions of publicly-traded companies;

conducted discussions with members of management of Sanchez and FNF concerning their respective businesses, operations, assets, present conditions and future prospects; and

undertook other studies, analyses and investigations as SunTrust Robinson Humphrey deemed appropriate.

In arriving at its opinion, SunTrust Robinson Humphrey assumed and relied upon the accuracy and completeness of the financial and other information provided to it by Sanchez and FNF without independent verification. With respect to the financial forecasts of each of Sanchez and FNF, SunTrust Robinson Humphrey was advised by the senior management of each of Sanchez and FNF that they were reasonably prepared and reflected the best available estimates and judgments of the management of both Sanchez and FNF. In arriving at its opinion, SunTrust Robinson Humphrey did not conduct a physical inspection of the properties and facilities of Sanchez and FNF. Sanchez did not authorize SunTrust Robinson Humphrey to solicit, and SunTrust Robinson Humphrey did not solicit, any indications of interest from third parties with respect to the purchase of all or a part of Sanchez's business prior to signing the merger agreement. SunTrust Robinson Humphrey has not made or obtained any evaluations or appraisals of the assets or liabilities of Sanchez or FNF.

The SunTrust Robinson Humphrey opinion is necessarily based upon market, economic and other conditions as they existed and could be evaluated on, and on the information made available to SunTrust Robinson Humphrey, as of the date of its opinion. The financial markets in general and the market for the common stock of Sanchez and FNF, in particular, are subject to volatility, and SunTrust Robinson Humphrey's opinion did not address potential developments in the financial markets or the market for the common stock of Sanchez or FNF after the date of its opinion. For purposes of its opinion, SunTrust Robinson Humphrey assumed that:

the proposed merger would be consummated in accordance with the terms of the merger agreement and related documents without any waiver of any material terms or conditions by Sanchez or FNF; and

all material governmental, regulatory or other consents or approvals (contractual or otherwise) necessary for the consummation of the proposed merger would be obtained without any adverse effect on Sanchez, FNF or the expected benefits of the proposed merger.

Subsequent developments may affect SunTrust Robinson Humphrey's opinion and SunTrust Robinson Humphrey does not have any obligation to update, revise or reaffirm its opinion.

In preparing its opinion, SunTrust Robinson Humphrey performed a variety of financial and comparative analyses, a summary of which are described below. The summary is not a complete description of the analyses underlying SunTrust Robinson Humphrey's opinion. The preparation of a fairness opinion is a complex analytic process involving various determinations as to the most appropriate and relevant methods of financial analysis and the application of those methods to the particular circumstances and, therefore, is not readily susceptible to summary description. Accordingly, SunTrust Robinson Humphrey believes that its analyses must be considered as an integrated whole and that selecting portions of its analyses and factors, without considering all analyses and factors, could create a misleading or incomplete view of the processes underlying such analyses and SunTrust Robinson Humphrey's opinion.

In performing its analyses, SunTrust Robinson Humphrey made numerous assumptions with respect to Sanchez, FNF, industry performance and general business, economic, market and financial conditions, many of which are beyond the control of Sanchez and FNF. The estimates contained in these analyses and the valuation ranges resulting from any particular analysis are not necessarily indicative of actual values or predictive of future

results or values, which may be significantly more or less favorable than those suggested by such analyses. In addition, analyses relating to the value of businesses or securities do not purport to be appraisals or to reflect the prices at which businesses or securities actually may be sold. Accordingly, these analyses and estimates are inherently subject to substantial uncertainty.

SunTrust Robinson Humphrey's opinion and analyses were only one of many factors considered by the Sanchez board of directors in its evaluation of the proposed merger and should not be viewed as determinative of the views of the Sanchez board of directors or management of Sanchez with respect to the proposed merger or the consideration to be received by Sanchez in the proposed merger. The consideration to be received by Sanchez in the proposed merger was determined on the basis of negotiations between Sanchez and FNF. Sanchez's decision to enter into the proposed merger was made solely by the Sanchez board of directors.

The following is a summary of the material financial and comparative analyses presented by SunTrust Robinson Humphrey in connection with its opinion to the Sanchez board of directors.

Analysis of Sanchez

Analysis of Selected Publicly-Traded Reference Companies

SunTrust Robinson Humphrey reviewed and compared publicly available financial data, market information and trading multiples for Sanchez with other selected publicly-traded reference companies that SunTrust Robinson Humphrey deemed relevant to Sanchez. These companies are:

BISYS Group, Inc. (BSG)

Fiserv, Inc. (FISV)

Intercept, Inc. (ICPT)

Jack Henry & Associates, Inc. (JKHY)

John H. Harland & Co. (JH)

Open Solutions, Inc. (OPEN)

S1 Corporation (SONE)

Transaction Systems Architects, Inc. (TSAI)

For the selected publicly-traded reference companies, SunTrust Robinson Humphrey analyzed, among other things, firm value (or market capitalization plus debt less cash and cash equivalents) as a multiple of: projected calendar year 2003 and 2004 revenues; projected calendar year 2003 and 2004 earnings before interest, taxes, depreciation and amortization (EBITDA); and projected calendar year 2003 and 2004 earnings before interest and taxes (EBIT). SunTrust Robinson Humphrey also compared stock price as a multiple of projected calendar year 2003 and 2004 earnings per share (EPS). All multiples were based on closing stock prices as of January 26, 2004. Projected revenues, EBITDA, EBIT and EPS for the reference companies were based on Bloomberg consensus estimates. Bloomberg is an information provider that publishes a compilation of estimates of projected financial performance for publicly-traded companies produced by equity research analysts at leading

investment banking firms. The following table sets forth the median multiples indicated by the market analysis of selected publicly-traded reference companies:

	Reference Companies
Firm Value to:	
Calendar 2003E Revenues	2.5x
Calendar 2004E Revenues	2.3
Calendar 2003E EBITDA	11.8
Calendar 2004E EBITDA	10.2
Calendar 2003E EBIT	15.1
Calendar 2004E EBIT	12.9
Equity Value to:	
Calendar 2003E EPS	27.2
Calendar 2004E EPS	19.2

Based upon the multiples derived from this analysis and Sanchez's preliminary 2003 results and projected 2004 results, SunTrust Robinson Humphrey calculated a range of implied equity values for Sanchez between \$0.00 and \$10.11 per share with an average implied equity value of \$5.51. SunTrust Robinson Humphrey compared these implied equity values per share to the proposed merger consideration of \$6.50 per share.

SunTrust Robinson Humphrey noted that none of the companies used in the market analysis of selected publicly-traded companies was identical to Sanchez and that, accordingly, the analysis necessarily involves complex considerations and judgments concerning differences in financial and operating characteristics of the companies reviewed and other factors that would affect the market values of the selected publicly-traded companies.

Analysis of Selected Merger and Acquisition Transactions

SunTrust Robinson Humphrey reviewed and analyzed the consideration paid and implied transaction multiples in 20 selected completed and pending mergers and acquisitions announced between January 1, 2002 and January 26, 2004 that SunTrust Robinson Humphrey deemed relevant.

For the selected transactions, SunTrust Robinson Humphrey analyzed, among other things, firm value as a multiple of latest twelve months (LTM) revenues, EBITDA and EBIT. Revenues, EBITDA and EBIT values were based on historical financial information available in public filings of the acquirer and/or target companies related to the selected transactions. The following table sets forth the multiples indicated by this analysis:

	Median of All Reference Transactions
Firm Value to:	
LTM Revenues	1.6x
LTM EBITDA	8.2
LTM EBIT	7.5

Based upon the multiples derived from this analysis and Sanchez's preliminary 2003 results, SunTrust Robinson Humphrey calculated a range of implied equity values for Sanchez between \$1.02 and \$6.38 per share with an average implied equity value of \$3.28 per share. SunTrust Robinson Humphrey compared these implied equity values per share to the proposed merger consideration of \$6.50 per share.

SunTrust Robinson Humphrey noted that no transaction considered in the analysis of selected merger and acquisition transactions is identical to the proposed merger. All multiples for the selected transactions were based on public information available at the time of announcement of such transaction, without taking into account differing market and other conditions during the period during which the selected transactions occurred.

Premiums Paid Analysis

SunTrust Robinson Humphrey analyzed the transaction premiums paid in 189 merger and acquisition transactions of publicly traded companies with transaction values between \$100 and \$400 million, announced between January 1, 2002 and January 26, 2004, based on the target company's stock price one day, one week and four weeks prior to public announcement of the transaction. This analysis indicated the following premiums paid in the selected transactions:

	Purchase Price Premium Prior to Announcement		
	1 Day	1 Week	4 Weeks
Median Premium	25.0%	30.5%	32.0%

Based upon the premiums paid analysis, SunTrust Robinson Humphrey calculated a range of implied equity values for Sanchez between \$5.11 and \$7.08 per share with an average implied equity value of \$6.09 per share. SunTrust Robinson Humphrey compared these implied equity values per share to the proposed merger consideration of \$6.50 per share.

Discounted Cash Flow Analysis

SunTrust Robinson Humphrey performed a discounted cash flow analysis of Sanchez based upon projections provided by Sanchez's management for the fiscal year ending December 31, 2004 and developed from Sanchez's projections for the fiscal years ending December 31, 2005, 2006, 2007 and 2008 to estimate the net present equity value per share of Sanchez. SunTrust Robinson Humphrey calculated a range of net present firm values for Sanchez based on its free cash flow over the projected time period using a weighted average cost of capital for the company ranging from 16% to 20% and terminal value multiples of fiscal year 2008 EBITDA ranging from 8.0x to 10.0x. The analysis indicated a range of implied equity values for Sanchez between \$5.89 and \$7.80 per share, with an average implied equity value of \$6.79 per share. SunTrust Robinson Humphrey compared these implied equity values per share to the proposed merger consideration of \$6.50 per share.

Analysis of FNF

Analysis of Selected Publicly-Traded Reference Companies

SunTrust Robinson Humphrey reviewed and compared publicly available financial data, market information and trading multiples for FNF with other selected publicly-traded reference companies that SunTrust Robinson Humphrey deemed relevant to FNF. These companies are:

Title Insurance and Real Estate Services

Financial Technology Outsourcing

First American Corporation (FAF)
 Investors Title Company (ITIC)
 LandAmerica Financial Group, Inc. (LFG)
 Old Republic International Corp. (ORI)
 Stewart Information Services Corp. (STC)

BISYS Group, Inc. (BSG)
 Fiserv, Inc. (FISV)
 Intercept, Inc. (ICPT)
 Jack Henry & Associates, Inc. (JKHY)
 John H. Harland & Co. (JH)
 Open Solutions, Inc. (OPEN)
 S1 Corporation (SONE)

For the selected publicly-traded reference companies, SunTrust Robinson Humphrey analyzed, among other things, stock price as a multiple of projected calendar year 2003 and 2004 EPS. All multiples were based on closing stock prices as of January 26, 2004 and do not reflect the 10% stock dividend declared by FNF on January 27, 2004. Projected EPS for the reference companies were based on Bloomberg consensus estimates. The

following table sets forth the median multiples indicated by the market analysis of selected publicly-traded reference companies:

	Title Insurance and Real Estate Services	Financial Technology Outsourcing
Price to:		
Calendar 2003E EPS	6.5x	14.5x
Calendar 2004E EPS	10.9	13.5

Based upon the multiples derived from this analysis and information concerning FNF's business segments derived from publicly available research reports, SunTrust Robinson Humphrey calculated a range of implied equity values for FNF between \$41.42 and \$44.75 per share. SunTrust Robinson Humphrey noted as part of its analysis that FNF's average closing stock price for the 20 trading days preceding signing of the merger agreement was \$39.21 and that FNF's closing stock price on the day preceding signing of the merger agreement was \$41.68.

SunTrust Robinson Humphrey noted that none of the companies used in the market analysis of selected publicly-traded companies was identical to FNF and that, accordingly, the analysis necessarily involves complex considerations and judgments concerning differences in financial and operating characteristics of the companies reviewed and other factors that would affect the market values of the selected publicly-traded companies.

Other Factors and Analyses

SunTrust Robinson Humphrey took into consideration various other factors and analyses, including: historical market prices and trading volumes for Sanchez's and FNF's common stock; movements in the common stock of selected publicly-traded companies; movements in the S&P 500 Index and the NASDAQ Composite Index; and analyses of the weighted average costs of capital of selected publicly-traded companies.

Information Regarding SunTrust Robinson Humphrey

The Sanchez board of directors selected SunTrust Robinson Humphrey to act as its financial advisor and render a fairness opinion regarding the proposed merger because SunTrust Robinson Humphrey is a nationally recognized investment banking firm with substantial experience in transactions similar to the proposed merger and because it is familiar with Sanchez, its business and its industry. SunTrust Robinson Humphrey has from time to time rendered investment banking, financial advisory and other services to Sanchez for which it has received, or will receive, customary compensation. SunTrust Robinson Humphrey is continually engaged in the valuation of businesses and their securities in connection with mergers and acquisitions, leveraged buyouts, negotiated underwritings, secondary distributions of listed and unlisted securities and private placements.

Pursuant to a letter agreement dated January 13, 2004, Sanchez has agreed to pay SunTrust Robinson Humphrey an opinion fee of \$400,000, which was payable upon the earlier of delivery of the fairness opinion or signing of the merger agreement. In addition, Sanchez has agreed to pay SunTrust Robinson Humphrey a financial advisory fee at closing of the proposed merger equal to 0.40% of the aggregate consideration to be received pursuant to the proposed merger, less amounts previously received and subject to certain limitations. The fees paid or payable to SunTrust Robinson Humphrey are not contingent upon the contents of the opinion delivered. In addition, Sanchez has agreed to reimburse SunTrust Robinson Humphrey for its reasonable out-of-pocket expenses, subject to certain limitations, and to indemnify SunTrust Robinson Humphrey and certain related persons against certain liabilities arising out of or in conjunction with its rendering of services under its engagement, including certain liabilities under the federal securities laws. In the ordinary course of its business, SunTrust Robinson Humphrey may actively trade in the securities of Sanchez and FNF for its own account and the accounts of its customers and, accordingly, may at any time hold a long or short position in such securities.

Material U.S. Federal Income Tax Consequences of the Merger

The following summary discusses the material anticipated U.S. federal income tax consequences of the merger applicable to a Sanchez shareholder that surrenders all of the shareholder's common stock for shares of FNF common stock and/or cash in the merger. This discussion is based upon the Internal Revenue Code of 1986,

as amended, Treasury Regulations, judicial authorities, published positions of the Internal Revenue Service, or IRS, and other applicable authorities, all as in effect on the date of this document and all of which are subject to change or differing interpretations (possibly with retroactive effect). This discussion is limited to the U.S. federal taxation of Sanchez shareholders who are U.S. residents, citizens and corporations organized under the laws of the United States, and state thereof or the District of Columbia that hold their shares as capital assets for U.S. federal income tax purposes, such holders being referred to herein as U.S. Holders, and Sanchez shareholders who are nonresident aliens and foreign corporations that hold their shares as capital assets for U.S. federal income tax purposes, such holders being referred to herein as Non-U.S. Holders. This discussion does not address all of the tax consequences that may be relevant to a particular person or the tax consequences that may be relevant to persons subject to special treatment under U.S. federal income tax laws (including, among others, tax-exempt organizations, dealers in securities or foreign currencies, banks, insurance companies, financial institutions, traders in securities that elect to use a mark to market method, stockholders subject to the alternative minimum tax provisions of the Internal Revenue Code, persons that hold their Sanchez common stock as part of a hedge, straddle, constructive sale or conversion transaction, persons whose functional currency is not the U.S. dollar, shareholders who hold Sanchez stock as qualified small business stock within the meaning of Section 1202 of the Internal Revenue Code, persons that are, or hold their Sanchez common stock through, partnerships or other pass-through entities, or persons who acquired their Sanchez common stock through the exercise of an employee stock option or otherwise as compensation). In addition, this discussion does not address any aspects of state or local or non-U.S. taxation or U.S. federal taxation other than income taxation. No ruling has been requested from the IRS regarding the U.S. federal income tax consequences of the merger. No assurance can be given that the IRS would not assert, or that a court would not sustain, a po