



Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474  
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Option (Right to Buy)	\$ 13.09	09/19/2012		D		12,500	<u>(1)</u>	05/15/2014	Common Stock	12,500
Stock Option (Right to Buy)	\$ 6.1	09/19/2012		D		22,500	<u>(2)</u>	07/24/2015	Common Stock	22,500
Stock Option (Right to Buy)	\$ 8.22	09/19/2012		D		10,000	12/21/2005	12/21/2015	Common Stock	10,000
Stock Option (Right to Buy)	\$ 9.5	09/19/2012		D		40,000	12/21/2005	12/21/2015	Common Stock	40,000
Stock Option (Right to Buy)	\$ 4.1	09/19/2012		D		160,000	<u>(3)(5)</u>	11/23/2016	Common Stock	160,000
Stock Option (Right to Buy)	\$ 5.5	09/19/2012		D		100,000	<u>(4)(5)</u>	08/08/2018	Common Stock	100,000

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

STOUT LONNIE J II  
3401 WEST END AVE,  
SUITE 260  
NASHVILLE, TN 37203

President & CEO

## Signatures

Mark A. Parkey, Attorney  
in Fact

09/21/2012

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The option vested on May 15, 2011.
- (2) The option vested in four equal installments on July 24, 2009, 2010, 2011 and 2012.
- (3) The option was scheduled to vest in four equal installments on November 23, 2010, 2011, 2012 and 2013.
- (4) The option was scheduled to vest in four equal installments on August 8, 2012, 2013, 2014, 2015.

- The option became fully vested and exercisable in accordance with its terms and pursuant to the terms of that certain Amended and Restated Agreement and Plan of Merger, dated July 30, 2012, by and among the Company, Fidelity National Financial, Inc., a Delaware corporation ("Fidelity"), and certain affiliates of Fidelity (the "Merger Agreement"), on September 19, 2012, following the completion of the tender offer (the "Tender Offer") commenced by New Athena Merger Sub, Inc., a Tennessee corporation and an indirect, wholly owned subsidiary of Fidelity.
- (5) The option was canceled pursuant to the terms of the Merger Agreement in exchange for a cash payment equal to the difference between the offer price in the Tender Offer (\$14.50) and the exercise price per option, less any required withholding taxes.
  - (6)

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