CORELOGIC, INC.
Form 10-K/A
April 30, 2014

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

FORM 10-K/A
(Amendment No. 2)

x ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2013
OR
o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from ____________ to ____________
Commission file number 001-13585

CoreLogic, Inc.
(Exact name of registrant as specified in its charter)

Delaware	95-1068610
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

40 Pacifica, Irvine, California, 92618-7471
(Address of principal executive offices) (Zip Code)
(949) 214-1000
Registrant’s telephone number, including area code

Securities registered pursuant to Section 12(b) of the Act:

Common	New York Stock Exchange
(Title of each class)	(Name of each exchange on which registered)

Securities registered pursuant to Section 12(g) of the Act:
None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes x No o
Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes o No x
Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No o
Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No o
Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant’s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. x

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer x	Accelerated filer o
Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes o No x

The aggregate market value of voting and non-voting common equity held by non-affiliates of the registrant as of June 28, 2013, the last business day of the registrant's most recently-completed second fiscal quarter was $2,215,145,000.

On April 25, 2014, there were 91,839,944 shares of common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

None.

CoreLogic, Inc.

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EXPLANATORY NOTE

This Amendment No. 2 to Form 10-K (this "Amended Report") amends the original Annual Report on Form 10-K of CoreLogic, Inc. (“CoreLogic” or the "Company") for the year ended December 31, 2013, originally filed with the Securities and Exchange Commission (the "SEC") on February 27, 2014 (the "Original Report"). On March 20, 2014, the Company filed Amendment No. 1 to Form 10-K (the "Prior Amendment") to amend the Original Report. This Amended Report further amends the Original Report to incorporate information required by Part III - Item 10, Item 11, Item 12, Item 13, and Item 14 of Form 10-K.

Except as set forth in this Amended Report, as amended by the Prior Amendment, no other changes have been made to the Original Report. Unless expressly stated, this Amended Report does not reflect events occurring after the filing of the Original Report, and it does not modify or update in any way the disclosures contained in the Original Report, which speak as of the date of the Original Report. Accordingly, this Amended Report should be read in conjunction with the Original Report, as amended by the Prior Amendment, and the Company's other SEC filings subsequent to the filing of the Original Report.

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PART III

Item 10. Directors, Executive Officers and Corporate Governance

Directors and Executive Officers of the Company
Directors
The following provides information regarding current members of the Company's Board of Directors. Each director is elected at our annual meeting of stockholders and holds office until the next annual meeting of stockholders and until his or her successor is elected and qualified. Our bylaws permit the Board of Directors to fill any vacancy and such director may serve until the next annual meeting of stockholders and until his or her successor is elected and qualified. In 2012, our Chairman of the Board, D. Van Skilling, announced his intention to retire from our Board immediately prior to the 2014 annual meeting. During 2013, the Nominating and Corporate Governance Committee presided over the process of selecting Mr. Skilling's successor as Chairman. The Committee has recommended, and the Board has approved, the selection of Paul F. Folino to serve as Chairman of the Board following our 2014 annual meeting of stockholders. Also effective upon Mr. Skilling's retirement, the size of the Board will be reduced from ten to nine directors immediately prior to the annual meeting.

Name	Biography	Age
J. David Chatham	Mr. Chatham has served as a member of our Board since 1989. Mr. Chatham has served as the president and chief executive officer of Chatham Holdings Corporation, a firm specializing in real estate development and associated industries, since its incorporation in 1991. From 2003 until its acquisition by the Company in late 2009, Mr. Chatham served on the board of directors of First Advantage Corporation (“FADV”), a former NASDAQ-listed company and former subsidiary of the Company that provides screening analytics and identity solutions. Through his experience as a real estate developer, Mr. Chatham enhances our understanding of the residential real estate market.	63
Douglas C. Curling	Mr. Curling has served as a member of our Board since July 2012. Since March 2010, Mr. Curling has been a principal and managing director of New Kent Capital LLC, a family-run investment business, and a principal at New Kent Consulting LLC, a consulting business that he founded. From 1997 until September 2008, Mr. Curling held various executive positions at ChoicePoint Inc., a provider of identification and credential verification services that was sold to Reed Elsevier, including serving as president from April 2002 to September 2008, as chief operating officer from 1999 to September 2008 and as executive vice president, chief operating officer and treasurer from 1997 to May 1999. Mr. Curling also served as a director of ChoicePoint Inc. from May 2000 to September 2008. Prior to joining ChoicePoint Inc., Mr. Curling served in various financial roles at Equifax, Inc., a credit bureau, from 1989 to 1997. In addition to his experience operating a data business, Mr. Curling provides insight on data monetization and growth strategies to our Board.	59

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John C. Dorman	Mr. Dorman has served as a member of our Board since July 2012. Mr. Dorman served on the board of directors of Online Resources Corporation, a developer and supplier of electronic payment services, from May 2009 until it was sold to ACI Worldwide, Inc. in March 2013, and as its chairman of the board from June 2010 until the sale. Mr. Dorman previously served as co-chairman of Online Resources Corporation from January 2010 to June 2010, and as interim chief executive officer from April 2010 to June 2010. From October 1998 to August 2003, he served as chief executive officer of Digital Insight Corporation, a provider of software-as-a-service for online banking and bill payment for financial institutions, and served on the board of directors of Digital Insight until the company was acquired in 2007 by Intuit, Inc. Mr. Dorman served as senior vice president of the Global Financial Services Division of Oracle Corporation from August 1997 to October 1998; and chairman and chief executive officer of Treasury Services Corporation, a provider of modeling and analysis software for financial institutions, from 1983 to 1997. Mr. Dorman also serves on the board of directors for two privately-held corporations - DataDirect Networks, Inc. and DeepDyve, Inc. Mr. Dorman's prior experience as chief executive officer of a technology service provider during a period of rapid growth and expansion, and his board experience, allows him to provide insights into CoreLogic's operational, technology and growth strategies.	63
Paul F. Folino	Mr. Folino has served as a member of our Board since July 2011. Mr. Folino was executive chairman of the board of directors of Emulex Corporation, an information technology product manufacturer specializing in servers, network and storage devices for data centers, from 2006 until his retirement in 2011, and remains an Emulex board member. Previously, he had served as a director of Emulex since 1993, as chairman from 2002 to 2006, and as chief executive officer from 1993 to 2002. Mr. Folino also serves on the boards of Microsemi Corporation, a provider of semiconductor solutions, Commercial Bank of California, a full-service, highly regulated, FDIC-insured, community bank, and Lantronix, Inc., a provider of device networking and remote access products for remote IT management, as well as numerous charitable organizations. Mr. Folino brings significant expertise regarding information technology and intellectual property. In addition, as a seasoned CEO, Mr. Folino provides valued input on a variety of leadership, strategy and organizational matters.	69
Anand K. Nallathambi	Mr. Nallathambi is our President and Chief Executive Officer and has served as a member of our Board since June 2010. From November 2009 until the spin-off of our financial services business in June 2010 (the “Separation”), Mr. Nallathambi served as president and chief operating officer of the information solutions group of our predecessor, The First American Corporation (“FAC”). From March 2007 to November 2009, Mr. Nallathambi served as chief executive officer of FADV and from 2005 to March 2007 served as its president. From 2007 to 2009, Mr. Nallathambi was also a member of the board of directors of FADV. Prior to joining FADV, from 1996 to 1998, Mr. Nallathambi served as president of FAC's credit information group and as	52

president of First American Appraisal Services, a real-estate appraisal company. Mr. Nallathambi has worked with us in various capacities for nearly 23 years and brings unique insight into our management practices and has a deep understanding of our history and culture. Respected for his vision in the consumer data industry and his leadership as former chairman of the Consumer Data Industry Association, Mr. Nallathambi's strategic perspectives on combining property and consumer information have helped drive innovative product development initiatives at the Company.

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Thomas C. O'Brien	Mr. O'Brien was originally appointed to our Board in April 2008 pursuant to an agreement with Highfields Capital Management LP, Highfields GP LLC, Highfields Associates LLC, Highfields Capital I LP, Highfields Capital II LP, and Highfields Capital III L.P. (collectively, "Highfields"), as discussed in our Current Report on Form 8-K dated April 10, 2008. The 2008 agreement with Highfields expired in December 2009. Mr. O'Brien has served as the chief executive officer and president of Insurance Auto Auctions Inc., a provider of specialized services for automobile insurance, since 2000. Mr. O'Brien also serves as a director of KAR Auction Services, Inc., a provider of vehicle auction services in North America. As a result of his experience as a chief executive officer, Mr. O'Brien provides valued insight into corporate governance and our management practices, in particular with respect to the relationship between performance and compensation.	60
D. Van Skilling	Mr. Skilling, who will retire as Chairman and a director at our 2014 Annual Meeting, has served as a member of our Board since 1998 and as Chairman of the Board since May 2011. Mr. Skilling served as chairman and chief executive officer of Experian Information Solutions, Inc. ("Experian") from 1996 to 1999 and was originally appointed to our Board pursuant to an agreement with Experian which required that we nominate an Experian designee as a candidate for election to our Board. Our agreement with Experian terminated in December 2009. Mr. Skilling has served as the president of Skilling Enterprises, a private investment firm, since 1999. Mr. Skilling also serves as chairman of the board of ONVIA, Inc. and as a director of American Business Bank. Previously, he served as a director of FADV, The Lamson & Sessions Co. and McData Corporation. Mr. Skilling, who was responsible for businesses that Experian contributed to a joint venture between Experian and our Company (which is now wholly owned by us), provides our Company with insight into the development of these businesses as well as strategies for managing them. Mr. Skilling has extensive experience as a director of publicly-traded companies and a strong executive background including extensive executive experience in corporate finance and strategic planning, corporate governance and public company executive compensation.	80

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Jaynie Miller Studenmund	Ms. Studenmund has served as a member of our Board since July 2012. From January 2001 to January 2004, Ms. Studenmund was chief operating officer of Overture Services, Inc., the creator of paid search advertising, acquired by Yahoo, Inc. in 2004. From 1999 to 2001, Ms. Studenmund was president and chief operating officer of PayMyBills.com, a leading online bill management company. Prior to this, Ms. Studenmund held senior positions in the financial services industry, serving as executive vice president and head of retail banking at Great Western Bank and then Home Savings Bank (both are now part of JPMorgan Chase) from 1995 to 1997, and as executive vice president and head of retail banking and chief marketing officer at First Interstate Bank (now part of Wells Fargo) from 1984 to 1995. Ms. Studenmund serves as a director of Pinnacle Entertainment, Inc., an owner, operator and developer of casinos and related hospitality and entertainment facilities, since March 2012; as a director for several public funds as well as other funds for Western Asset, a major fixed income fund, since 2004; and as a director of several private companies, including Forest Lawn Memorial Parks, an industry-leading memorial parks provider, since 2002. She is also a director of Huntington Memorial Hospital, a regional teaching hospital in Pasadena, California. Previously, Ms. Studenmund served as a director of Orbitz Worldwide, Inc., an online travel company, from 2007 to February 2014. Ms. Studenmund has more than 35 years of executive management and operational experience across a diverse group of businesses in financial services and the online media and communications sector. She is also a seasoned director, having guided the growth and development of several technology and internet companies, including aQuantive, a digital marketing and ad serving company, and MarketTools, a market research and analytics company in addition to the companies listed above. With her background, Ms. Studenmund brings to our Board broad operational expertise and strong insights into growth strategies, particularly through technology, software and the internet.	59
David F. Walker	Mr. Walker has served as a member of our Board since May 2010. Mr. Walker served as the director of the Program of Accountancy at the University of South Florida in St. Petersburg from 2002 through June 2009. From 1986 to 2002, Mr. Walker was a partner with Arthur Andersen LLP, an accounting firm, having led the firm's assurance and business advisory practice for the Florida Caribbean Region, from 1999 through 2002. Mr. Walker also serves on the boards of CommVault Systems, Inc., a data and information management software company, and Chico's FAS, Inc., a women's specialty retailer. Mr. Walker previously served as a director of Technology Research Corporation, Inc. and FADV. Mr. Walker's extensive experience in public accounting and on corporate boards, including as a past and present chair of other audit committees, contributes to the Board's oversight of the Company's financial reporting, controls and risk management.	60
Mary Lee Widener	Ms. Widener has served as a member of our Board since 2006. Ms. Widener is a community investment consultant. From 1974 until her retirement in 2009, Ms. Widener was president and chief executive officer of	75

Neighborhood Housing Services of America, Inc., a nonprofit housing agency. Ms. Widener also previously served on the board of The PMI Group, Inc. from 1995 to October 2013 and served as chairman of the Federal Home Loan Bank of San Francisco from 1994 to 2004. Given her extensive experience with organizations dedicated to revitalizing neighborhoods and increasing homeownership opportunities, Ms. Widener brings to our Company an understanding of the opportunities we have to improve homeownership in underserved communities and the difficulties people in those communities face in purchasing a home.

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Executive Officers

The following provides information regarding the Company's current executive officers. Executive officers of the Company are appointed annually by the Board on the day of the annual meeting of stockholders or at such other times as determined by the Board.

Name	Position(s) Held	Age
Anand K. Nallathambi	President and Chief Executive Officer	52
Frank D. Martell	Chief Financial Officer	54
Barry M. Sando	Group Executive and Executive Vice President for Technology and Processing Solutions and Asset Management and Processing Solutions	54
Stergios Theologides	Senior Vice President, General Counsel and Secretary	47

- Anand K. Nallathambi's biography is set forth above under "Directors."
- Frank D. Martell has served as the Company's Chief Financial Officer since August 2011. From July 2010 to August 2011, Mr. Martell was president and chief executive officer for Western Institutional Review Board, a leading provider of review, approval and oversight for clinical research studies involving human subjects. Mr. Martell served as a director of Western Institutional Review Board from December 2010 to December 2011. Previously, Mr. Martell served as chief financial officer from October 2009 to June 2010 for Advantage Sales and Marketing, a retail merchandising and marketing services company. From January 2007 to September 2009, Mr. Martell served as executive vice president and chief financial officer for Information Services Group, Inc., a technology insight, market intelligence and advisory services company, where he was responsible for global financial management, investor and rating agency relations and information technology operations. From 1996 to 2006, Mr. Martell held a number of leadership positions for ACNielsen Corporation, including vice president and treasurer, as well as chief financial officer, chief operating officer and president of Asia Pacific & Emerging Markets, executive vice president, marketing information group, and chief operating officer of ACNielsen and president Europe, Middle East & Africa. Mr. Martell has served as a member of the Operating Advisory Board of BV Investment Partners L.P. since January 2012.
- Barry M. Sando has served as the Company's Group Executive and Executive Vice President for the businesses currently comprising the Company's technology and processing solutions and asset management and processing solutions segments, formerly known as the mortgage origination services, default services and business and information services segments, since June 2010. From 1997 to June 2010, Mr. Sando was president of the information and outsourcing solutions business segment of FAC. He also served as president of FAC's flood zone certification subsidiary during 1997, served as its executive vice president from 1995 to 1997 and was employed by FAC's tax service subsidiary from 1991 to 1995.
- Stergios Theologides has served as the Company's Senior Vice President, General Counsel and Secretary since June 2010. Mr. Theologides served as senior vice president and general counsel of the information solutions group of FAC from November 2009 until June 2010. Mr. Theologides served as the executive vice president and general counsel of Morgan Stanley's U.S. residential mortgage business from 2007 to 2009, overseeing legal, compliance, operational risk, fraud prevention, quality assurance and consumer and community affairs for Morgan Stanley's mortgage origination and servicing platforms. From 1998 to 2007, Mr. Theologides was the executive vice president and general counsel of New Century Financial Corporation ("New Century"). At New Century, Mr. Theologides oversaw legal, compliance, privacy, security, consumer relations and government affairs. New Century filed for bankruptcy protection in April 2007 and was ultimately liquidated. Mr. Theologides began his career as a corporate and securities lawyer at O'Melveny & Myers LLP.

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Section 16(a) Beneficial Ownership Reporting Compliance

Rules adopted by the SEC require our officers and directors, and persons who beneficially own more than ten percent of our issued and outstanding common stock, to file reports of their ownership, and changes in ownership, of our shares with the SEC on prescribed forms. Officers, directors and greater-than-ten-percent beneficial owners are required by the SEC's rules to furnish us with copies of all such forms they file with the SEC.

Based solely on the review of the copies of the forms received by us, or written representations from reporting persons that they were not required to file a Form 5 to report previously unreported ownership or changes in ownership, we believe that our officers, directors and greater-than-ten-percent beneficial owners timely complied with all such filing requirements during fiscal year 2013.

Code of Ethics

The Board has adopted a code of ethics that applies to the Company's principal executive officer, principal financial officer, principal accounting officer or controller, and persons performing similar functions. A copy of this code of ethics is posted on the Investors section of the Company's Web site under Corporate Governance at www.corelogic.com. The Board also has adopted a broader code of ethics and conduct, applying to all employees, officers and directors, which also has been posted under "Investors--Corporate Governance" on the Web site at the address stated above. If the Company waives or amends any provisions of these codes of ethics that apply to the Company's directors and executive officers, including our principal executive officer, principal financial officer, principal accounting officer or controller and persons performing similar functions, it will disclose such waivers or amendments on the Company's Web site, at the address and location specified above, to the extent required by applicable SEC and New York Stock Exchange (“NYSE”) Rules.

Audit Committee of the Board of Directors

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

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

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Item 11. Executive Compensation

Compensation Discussion and Analysis

This discussion and analysis of the compensation program for our named executive officers should be read in conjunction with the tables and text contained elsewhere in this Item 11 that describe the compensation awarded to, earned by or paid to the named executive officers in 2013.

Our Compensation Discussion and Analysis ("CD&A") describes the Compensation Committee's (the "Committee's") compensation philosophy, objectives, policies and decisions for the 2013 named executive officers ("NEOs") listed below. The four NEOs in office at the end of 2013 were the only individuals serving as our executive officers at the end of 2013.

Named Executive Officer	Position as of December 31, 2013
Anand K. Nallathambi	President and Chief Executive Officer
Frank D. Martell	Chief Financial Officer
Barry M. Sando	Group Executive and Executive Vice President for Technology and Processing Solutions and Asset Management and Processing Solutions
Stergios Theologides	Senior Vice President, General Counsel and Secretary
George Livermore (1)	Former Group Executive and Executive Vice President, Global Sales and Client Strategy

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* Mr. Livermore voluntarily resigned September 27, 2013.

Executive Summary

The Company achieved strong financial results in 2013, delivering record revenues, operating and net income from continuing operations despite an estimated 20% loan origination market decline. These record results were due to growth in our core segments through market share gains and acquisition activity despite market conditions. Additionally, the Company benefited from productivity gains from its cost reduction initiatives. The strong performance generated substantial cash flows which allowed CoreLogic to repurchase over eight million shares. CoreLogic's financial results and strategic actions also translated into another year of strong stockholder returns. The Company's stock began the year at $26.92 per share and ended 2013 at $35.53 per share - a 32% increase following a 108% increase in 2012 -- demonstrating the Company's ability to sustain multi-year share price growth in the face of ongoing external market challenges.

Financial Results, Operational Improvements, Strategic Initiatives and Accomplishments

The Company delivered strong financial results from continuing operations in 2013. Revenues increased by 8% despite an estimated 20% decline in loan origination volumes, while net income from continuing operations increased by 43%. Our Technology and Processing Solutions (TPS) segment experienced significant market share gains while our Data & Analytics (D&A) segment delivered solid growth in geospatial analytics and property information revenues. Concurrently, we invested in areas of strategic growth and operational excellence that we believe will support long-term, sustainable value creation for our stockholders. In 2013, our executive leadership team continued to execute our long-term strategic plan, which focuses on growth and scale in our core business segments, transformation of our cost structure to best in class, operational excellence to drive productivity, and positioning the Company to capitalize on our competitive strengths. Key 2013 strategic actions included:

- Restructuring the business into two segments to accelerate the Company's growth around a set of core businesses uniquely positioned to capitalize on competitive strengths in data and analytics, payment processing, and data-enabled services.
- Deciding to divest our AMPS segment.
- Adding scale and operating leverage to TPS by acquiring the flood zone determination and tax processing services assets and operating platforms from Bank of America and the flood and credit business lines from DataQuick Lending Solutions.
- Delivering $22 million of cost savings in 2013 through our ongoing cost-reduction program.

- Returning capital to stockholders by repurchasing 8.1 million shares of common stock.
- Advancing our technology transformation initiative which focuses on consolidating processing platforms and transitioning legacy data centers and applications to a private cloud-based environment.
- Agreeing to acquire Marshall & Swift/Boeckh and DataQuick Information Systems which significantly expands our footprint in the property and casualty insurance vertical and adds additional scale to our property data and analytics business. This acquisition successfully closed on March 25, 2014.

The 2013 named executive officer performance and pay levels reflect our AMPS segment results. AMPS is classified as held-for-sale as of December 31, 2013, and therefore is included in discontinued operations within our audited financial statements. The Compensation Committee determined to include the financial results from AMPS as the segment was part of the Company for the full year, and results achieved reflect management's ability to deliver against the expected performance. Consequently, financial results noted below in the body of the CD&A have been adjusted to reflect CoreLogic's full-year 2013 results including the AMPS business and will not align with the as-reported financial statements. With this lens on performance, the D&A and TPS businesses performed well and saw growth, while the AMPS business underperformed expectations and also brought down total corporate performance due to continued declines in default market volumes as the housing sector continues to improve.

Executive Compensation Program Rewards Strong Financial Results and Incorporates Full 2013 Business Portfolio

Our Company's primary objective is to achieve sustainable, profitable growth with strong long-term stockholder returns within a culture of prudent risk management. To incent balanced stock price and financial performance, we believe that we should closely link executive compensation to Company performance.

The Company's underlying pay-for-performance compensation approach is intended to reflect both below- and above-expected performance results. For example, in 2012, most NEOs (including the CEO) received annual incentives that were above target levels to reward their contributions to the Company's outstanding performance. For 2013, NEOs received payouts at just below target levels, reflective of the Company's mixed performance by business segment, as illustrated below:

Financial Performance Metric	Budget (In millions, except percentages)	Actual 2013 Results Including AMPS (In millions, except percentages)	Percentage Achieved
2013 Corporate Revenue	$ 1,620	$ 1,597.5	99 %
2013 Corporate adjusted EBITDA	$ 486	$ 470.8	97 %
2013 Corporate adjusted EBITDA margin	30%	29.5%	98 %
2013 Corporate adjusted Free Cash Flow	$ 243	$ 247	102 %

As a result of our 2013 performance, which includes the discontinued AMPS business' results and as described in more detail below, our CEO and other named executives received annual cash incentive awards for 2013 at approximately 95% of target levels pursuant to the terms of our bonus plan. Please see our Form 8-K and related press release filed on February 25, 2014 for a detailed reconciliation of adjusted EBITDA to the most directly comparable GAAP financial measure, but note that the AMPS business results are not reflected in these "as reported" results from continuing operations.

In addition to the annual plan, we believe our executives have strong alignment with our stockholders due to our emphasis on long-term equity-based compensation, where 50% of the grant date target award values are in the form of performance-based restricted stock units (PBRSUs) that require achievement of long-term performance goals. For 2013, we introduced a new PBRSU plan that requires achievement of adjusted EPS goals over a three-year period. The number of shares earned is also modified by CoreLogic's relative total stockholder return (TSR) over the same three-year period, thereby providing additional alignment with stockholder outcomes. Thirty percent of the grant date target equity award values are in the form of stock options, which only have value if the stock price exceeds the date of grant price, which also provides alignment with stockholders. Finally, 20% of the grant date target long-term incentive award value is in the form of time-vested RSUs, which require ongoing service to vest and have direct alignment with stockholder value creation because executives' value realized is the same as long-term holders of CoreLogic's stock.

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Key Elements of Executive Compensation Program and Strategy

The Committee weighted the mix of NEO compensation elements heavily towards variable, performance-based pay. The Committee took the following actions in furtherance of our commitment to a pay-for-performance compensation philosophy:

Program or Policy	
Rewards Strategy	Maintained a market-based rewards strategy that links total compensation to Company's operating results and share price performance. Positioned target compensation around market median.
Peer Group	Set compensation and pay policies and practices following a comparison against a market peer group that includes companies with whom we compete for talent and are of a generally comparable size.
Base Salaries	Maintained 2013 salaries at 2012 levels to demonstrate emphasis on performance-based pay and to control fixed costs For 2014, continued with no changes to named executive officer salaries despite another year of strong performance.
Annual Incentive Bonus (Incentive Compensation Plan, or ICP)	Maintained a balance of four key metrics (revenue, adjusted EBITDA, adjusted EBITDA margins, and free cash flow) as was used in 2012; the Company will continue to use revenue, adjusted EBITDA and free cash flow metrics in 2014.
Long-Term Incentives (LTI)	Continued to emphasize LTI compensation, particularly performance-based awards, as the majority of total target compensation for our CEO and the largest component of total target compensation for our other NEOs. Introduced a new performance-based LTI program in 2013 which measures achievement of CoreLogic EPS goals over a three-year period and modifies the end number of shares earned based on a relative total stockholder return (TSR) modifier. This new design is intended to recognize the importance of relative as well as absolute performance in a volatile industry with goal-setting challenges and to provide alignment with stockholder performance
Retirement Programs	Aligned overall plans with the market. The supplemental executive retirement program that the Committee froze in 2010 remains closed to new participants.
Executive Perquisites	Provided very limited perquisites, which include executive life insurance.
Governance / Other	Maintained stock ownership guidelines and share retention requirements for NEOs. Our annual and long-term incentive plan award agreements have recoupment provisions. No tax gross-ups for change in control compensation. Prohibits executive officers from engaging in hedging transactions in put options, call options or other derivative securities, and from pledging Company securities as collateral for loans. Our executive employment agreements or change in control agreements do not provide single-trigger severance payments. Reviewed an annual risk assessment of compensation plans, to ensure that incentive compensation plans do not create an incentive for participants to take excessive risks.

Our Compensation Philosophy and Objectives

The Committee's executive compensation decisions reflected its compensation philosophy of:

- Paying for performance;
- Attracting, motivating and retaining highly qualified executive officers critical to our long-term success;
- Aligning the interests of our executive officers with the interests of our stockholders;

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- Rewarding executive officers for achieving pre-defined stretch goals and objectives, including objectives that may not yield current-period financial results but that we believe will position the Company for enhanced results in future periods; and
- Encouraging strategic long-term development and investment in the business.

We believe our compensation philosophy plays a vital role in achieving our commitment to stockholders. Superior execution by senior leadership is critical to achieving and maintaining consistent, outstanding annual and long-term financial performance. The Committee has designed our NEO compensation program to enhance stockholder value by ensuring that a large part of compensation is variable and equity-based aligned to the Company's performance. The target pay mix for the Company's Chief Executive Officer and the next three highest paid named executive officers in 2013 is displayed in the chart below:

In addition, a named executive officer's rewards are also partially influenced by (i) the performance of the officer's business unit or function and (ii) a subjective review of the individual named executive officer's performance against major key business objectives.

Our Compensation Program Governance Practices

The Committee’s governance practices provide for annual review of our executive compensation programs to ensure they support our compensation philosophy and ultimately serve the best interests of our stockholders. Key attributes of our compensation program governance are:

- Evaluating Company and business line performance against target performance;
- Establishing annual target performance levels that challenge management to continue to improve our revenue, profitability and cash flow;
- Peer group analysis;
- Evaluating individual performance;
- Risk management;
- Adopting emerging best practices in compensation and governance; and
- Receiving independent compensation consultant advice.

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The following table lists each material element of our executive compensation program, the compensation program objectives that it is designed to achieve, and how our compensation philosophy guided the Committee's 2013 compensation actions.

	Pay for Performance	Attract, Motivate & Retain Highly Qualified Executives with Competitive Pay	Align Executives' Interests with Stockholders'	Encouraging Strategic Long-Term Investment in the Business
Base Salaries/Merit Increases	ü	ü		
Annual Incentive Compensation Plan	ü	ü	ü	
Long-Term Incentives	ü	ü	ü	ü
Retirement Plans		ü		

2013 Say-on-Pay Votes on Compensation Decisions

Our stockholders are provided with an opportunity to cast an annual advisory vote on our executive compensation program through the say-on-pay proposal. At the 2013 Annual Meeting of Stockholders, approximately 99% of the votes cast supported our say-on-pay proposal. The Committee views this to be a very strong vote outcome which reinforces the Committee's belief in the underlying philosophies and designs of CoreLogic's executive compensation program. Further modifications made for 2013 and 2014 performance years continue to strengthen the pay for performance relationship and focus on building stockholder value. The Committee will continue to consider the outcome of the Company's say-on-pay proposals when making future compensation decisions for our named executive officers.

Role of the Compensation Committee and the Chief Executive Officer

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

Decisions regarding compensation of the Chief Executive Officer are made solely by the Committee based on its deliberations with input from its independent compensation consultant. Decisions regarding other named executive officers are made by the Committee after considering recommendations from the Chief Executive Officer as appropriate, as well as input from the Committee's independent compensation consultant. No executive officer controls his or her own compensation. The Company's Chairman, Chief Executive Officer, and, as appropriate, its General Counsel, Chief Financial Officer and Chief Human Resources Officer, may attend the portion of the Committee's meetings where individual named executive officer performance is discussed. Only Committee members may vote on named executive officer compensation decisions.

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

Role of Independent Compensation Consultant

The Compensation Committee has retained Steven Hall & Partners ("Steven Hall") as its independent compensation consultant to advise on the compensation of our named executive officers. The Committee's independent compensation consultant generally advises the Committee on the appropriateness of the Company's compensation philosophy, peer group selection and general executive compensation program design. During 2013, as part of its engagement with the Committee, Steven Hall:

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

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

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

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

Commitment to Pay for Performance as Reflected in Compensation Actions for Named Executives

The guiding principle of our executive compensation philosophy is to “pay for performance.” This philosophy forms the basis for our executive compensation program design, performance target setting, and the Committee's determination of compensation levels. To ensure responsible levels of executive compensation, the Committee evaluates the performance of the individual and the Company as a whole when determining incentive pay for executive officers. We believe this approach aligns compensation decisions with the long-term interests of the Company and its stockholders.

One example of the Company's commitment to paying for performance is that salaries were frozen in 2012 after a challenging 2011. Despite strong 2012 performance, executive officer salaries remained unchanged for 2013 and similarly despite continuing strong performance will not increase in 2014.

CoreLogic's revenue, adjusted EBITDA results, and adjusted EBITDA margin performance fell just short of target performance levels, at 99%, 97%, and 98%, respectively. Free cash flow exceeded goals by just under 2%. As a result of this near-target performance, annual Incentive Compensation Plan (“ICP”) awards for named executive officers were paid out at 95% of target. Our CEO received a 2013 annual cash bonus of $953,650.

CoreLogic's long-term incentive plans are also aligned to the pay-for-performance approach. The Company's primary equity vehicles are performance-based long-term incentives and stock options, which require executive leadership to drive financial performance and stockholder return to earn target levels of long-term incentive award payouts.

Another example of the pay for performance philosophy is illustrated in the PBRSUs granted in 2011. The 2011 PBRSUs were tied to aggressive long-term adjusted EPS and adjusted EBITDA per share goals that were measured at the end of 2013 (i.e., a 3-year performance cycle measured at the end of the third year). The 2013 targets required more than an 85% increase in adjusted EPS in 2013 compared to 2010 levels and a 29% increase in adjusted EBITDA per share for the same period. Based on actual results achievement of $1.87 in adjusted EPS and $4.85 in adjusted EBITDA per share, the plan paid at 168.7% of the target number of shares. The equity basis for the awards also provides alignment with stockholders and the ability to share in stock price appreciation and suffer from stock price declines in the same manner as stockholders. The 2011 grants were granted at a stock price of $17.24. On December 31, 2013, the Company’s stock price was $35.53. Stockholders and PBRSU recipients experienced a 106% gain in the value of the stock over that period due to performance delivered by management. Please see our Form 8-K and related press release filed on February 25, 2014 for a detailed reconciliation of adjusted EPS and adjusted EBITDA to the most directly comparable GAAP financial measure, but note that the AMPS business results are not reflected in these “as reported” results from continuing operations.

Pay Levels and Benchmarking

The Committee determines overall NEO compensation levels based on several factors, including each individual's role and responsibility within the Company, each individual's experience and expertise, the compensation levels for peers within the Company, compensation levels in the marketplace for similar positions and performance of the individual and the Company as a whole.

In order to establish competitive compensation practices, the Committee relies primarily upon data compiled from public filings of selected companies (“comparator companies”) that it considers appropriate comparators for these purposes. The comparator companies the Committee used for 2013 compensation are identified below. In addition, the Company considers nationally-recognized survey data published by consulting firms such as Towers Watson and Mercer. The

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Committee considers compensation survey data that is scoped to a comparable revenue size for the Company, and is primarily general industry survey data. However, high technology segment survey data may be used periodically.
The Committee selected the comparator companies based on similarities of business lines and comparable financial measures such as revenues, market capitalization and margins. The Committee used the comparator companies in CoreLogic's 2013 peer group as a market reference point for March 2013 compensation decisions.
The 2013 peer group consisted of the following companies: Acxiom, Alliance Data Systems, Broadridge Financial Solutions, Ciber, CSG Systems, DST Systems, Dun & Bradstreet, Equifax, Fair Isaac, Fidelity National Information Services, Fiserv, Gartner, Henry (Jack) & Associates, IHS, Lender Processing Services, Sapient, Syntel, and Verisk Analytics.
These companies will also be used as our 2014 peer group (although Lender Processing Services has been removed for 2014 due to its acquisition by Fidelity National Financial).

After considering the data collected on competitive compensation levels and relative compensation within the executive officer group, the Committee determined each individual named executive officer's target total compensation opportunity based on Company and individual performance and the need to attract, motivate and retain an experienced and effective management team. The Committee primarily examines the relationship of each named executive officer's base salary, target annual incentive bonus opportunity and long-term incentive opportunity to market median data. The Committee does not believe, however, that compensation opportunities should be structured toward a uniform relationship to median market data. Accordingly, total compensation for specific individuals or roles will vary based on Company and individual performance, scope of responsibilities, tenure, experience, comparisons with other executives within the Company, institutional knowledge, external market compensation data, and/or difficulty in recruiting a replacement executive officer. For 2013, the aggregate target total compensation for CoreLogic's named executive officers was positioned slightly higher than the market median.

Compensation Structure
The Company's named executive officer compensation program consists of three main elements:
Base Salary: fixed pay that takes into account an individual's role and responsibilities, experience, expertise and performance and is designed to compensate individuals for their expected day-to-day performance;
Annual Incentive Bonus: cash-based variable pay designed to reward named executive officers primarily based on annual Company performance; and
Long-Term Incentives: stock-based awards that are designed to align our executive officers' incentives with the long-term performance of the Company.
Pay Mix
The Committee has designed the Company's compensation structure to focus our named executive officers on total Company performance and has weighted their pay mix heavily on performance-based incentive pay. The Committee believes that the overall pay mix and emphasis on long-term incentives, together with our stock ownership guidelines and retention requirements, limits concerns of taking excessive business risks to enhance short-term reward outcomes. By following this balanced approach, the Committee endeavors to provide our named executive officers with a measure of security with respect to the minimum level of compensation to be received through base salaries, while motivating them to focus on the business metrics that we believe will produce a high level of performance for the Company with corresponding increases in stockholder value. The Committee also seeks to provide an incentive for performance, while simultaneously reducing the risk of loss of top executive talent to competitors.
Base Salary
The Committee sets named executive officer base salaries based on the individual's position and current and sustained individual performance. Base salaries are paid in cash, reflect the executive officer's experience and level of responsibility, and together with annual incentive awards, are intended to be competitive with annual compensation for comparable positions with comparator companies and/or the broader market. The Committee reviews base salaries annually and adjusts them, if appropriate, based on factors such as the Company's, the business unit's and the individual executive's overall performance, changes to the executive officer's roles and responsibilities, the executive

officer's length of service, and his or her base salary relative to those of similar individuals in peer companies or the broader market.

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The Committee does not specifically weigh any one factor in setting base salaries, but makes a subjective judgment based on a consideration of various factors. Although the Committee generally targets base salaries at market median or below based on the Company's peer group and relevant compensation survey data, the Committee also takes into account the factors described above, as well as the named executive officer's potential as a key contributor and the potential cost of replacing the executive officer.

Other than for new hires, the Committee generally determines named executive officer base salaries in the first quarter each year. Following a market compensation assessment, in March 2013 the Committee chose to maintain base salaries for the named executive officers at the 2012 levels in order to reinforce the need to manage fixed costs and place a greater emphasis on paying for performance. For 2014, the Committee also elected to maintain base salaries for the named executive officers despite strong performance again in 2013.

The base salaries of the named executive officers from 2012, 2013 and 2014 are as follows:

Named Executive Officer	2012 Base Salary	2013 Base Salary	2014 Base Salary	Percent Increase
Anand Nallathambi	$ 800,000	$ 800,000	$ 800,000	0
Frank D. Martell	$ 550,000	$ 550,000	$ 550,000	0
Barry M. Sando	$ 500,000	$ 500,000	$ 500,000	0
Stergios Theologides	$ 350,000	$ 350,000	$ 350,000	0
George S. Livermore	$ 500,000	$ 417,308[1]	$ 0	0

[1]Mr. Livermore voluntarily resigned on September 27, 2013. Salary shown represents pro rata pay for the time in the role.

Annual Incentive Bonus

The annual incentive bonus is a critical component of the named executive officer compensation program, rewarding executive officers primarily based on annual performance of the Company. When considered in combination with other compensation components, the annual incentive bonus ensures balanced emphasis on growth initiatives and prudent risk taking, while remaining consistent with the Company's emphasis on long-term incentives as opposed to short-term cash payouts.

As part of the rewards strategy, the Committee first establishes target bonus opportunities at levels generally aligned with market median annual incentive opportunities. Next, the Committee awards performance units under the 2011 Plan in order to permit the Company to deduct for tax purposes the entire amount of the annual bonus under Section 162(m) of the Code. Unlike PBRSUs or RSUs, the performance units are not equity-based awards, but are instead used as a vehicle to determine the amount of each named executive officer's annual bonus in a manner intended to comply with Section 162(m) of the Code. The number of performance units awarded to each named executive officer is established at twice the target bonus opportunity that is payable to the named executive officer if specified performance measures are achieved. Then, after the year has ended and the Committee determines the actual bonus for each named executive officer, the appropriate number of performance units is converted into cash and paid to the executive officer, with the remaining units being canceled. No award is payable unless the Company's 2013 adjusted net income exceeded the performance threshold of $50 million established in the performance unit award agreement at the time of grant for purposes of preserving deductibility under Section 162(m) of the Code. If this initial performance hurdle is satisfied then, in order for any bonus to be paid in respect of a particular performance measure, the Company must have also achieved a threshold performance level of 88% of budgeted performance for a particular performance measure. At this threshold performance level, 50% of the target bonus amount allocable to the performance measure is payable; at the target performance level, 100% of the target bonus amount allocable to the performance measure is payable; and at the superior performance level of 115% of budgeted performance, 200% of the target bonus amount allocable to the performance measure is payable. No bonus is earned with respect to a performance measure for performance below the threshold amount. For performance levels greater than threshold and less than target or greater than target but less than maximum, the bonus award will be determined by linear interpolation.

Total cash payable under the performance units is capped at 200% of target. Notwithstanding the annual cash bonus program design, the Committee retains the discretion to decrease the actual annual cash bonus.

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Details of the 2013 annual cash bonus targets are as follows:

Named Executive Officer	2013 Target Incentive (% of Base Salary)	
Anand K. Nallathambi	125	%
Frank D. Martell	125	%
Barry M. Sando	100	%
Stergios Theologides	80	%
George S. Livermore	100	%

The Committee established performance measures based on Revenue, adjusted EBITDA and adjusted EBITDA margin, and Free Cash Flow (which is defined for purposes of our financial statements as net cash provided by continuing operating activities less capital expenditures for purchases of property and equipment, capitalized data and other intangible assets). As contemplated in the award design, adjusted EBITDA and adjusted EBITDA margin are determined without regard to (a) asset write-downs, (b) litigation or claim judgments or settlements, (c) the effect of changes in tax laws, accounting principles, or other laws or provisions affecting reported results, (d) any reorganization and restructuring programs, (e) extraordinary, unusual and/or nonrecurring items of gain or loss, (f) foreign exchange gains and losses and (g) the effects of a stock dividend, stock split or reverse stock split.
The Committee selected these measures in order to provide a balanced focus on performance across several key metrics aligned with growth, profitability and cash management. In addition, the Committee believes these measures drive stockholder value. The incentive opportunities were weighted 80% to Company performance goals and 20% to individual goals (MBOs)that contribute to attainment of the Company's short term goals and long term strategy. The portion of the incentive opportunities weighted to MBOs is also dependent on the level of achievement of the Company performance goals, and the amounts that may become payable based on attainment of the MBOs will increase or decrease in direct correlation to the level of the achievement of the Company performance goals. For example, if none of the performance goals is achieved at the threshold level, no MBO opportunity will be eligible to become payable. However, if each performance goal is achieved at the target level, the MBO opportunity will also be eligible to become payable at 100% of the target level, while if each performance goal is achieved at the maximum level, the MBO opportunity will be eligible to become payable at 200% of the target level.
A named executive officer's MBOs are stretch goals aligned to growth objectives, which are critical to the Company's short and long-term performance that are otherwise not measurable through the financial performance metrics. For 2013, the MBOs included a combination of the following objectives: achievement of revenue growth in specifically identified areas, operational efficiencies and cost reductions as part of Project 30, innovation and business specific focus areas, and leadership and organizational effectiveness.
The weighting, targets, and actual performance for financial measures are outlined in the table below.

Financial Performance Metric	Percentage of Total Incentive Award		Budget (In millions, except percentages)		Actual 2013 Results Including AMPS (In millions, except percentages)		Percentage Achieved	
2013 Corporate Revenue	30	%	$	1,620	$	1,597.5	99	%
2013 Corporate adjusted EBITDA	25	%	$	486	$	470.8	97	%
2013 Corporate adjusted EBITDA margin	25	%		30%	29.5%		98	%
2013 Corporate Free Cash Flow	20	%	$	243	$	247	102	%

As discussed above, a portion of the bonus is also subject to satisfying the MBO criteria.
The table below summarizes the target and actual incentive bonus amounts for each named executive officer. Any

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differences among the named executives' actual bonus amounts as a percentage of their target bonus amounts are the result of differing levels of achievement of the MBOs by the named executives.

Named Executive Officer	2013 Target Incentive (% of Base Salary)		2013 Actual Incentive Earned (% of Base Salary)		2013 Actual Annual Incentive Earned	
Anand K. Nallathambi	125	%	119	%	$	953,650
Frank D. Martell	125	%	119	%	$	655,630
Barry M. Sando	100	%	95	%	$	476,830
Stergios Theologides	80	%	76	%	$	265,720
George S. Livermore(1)	100	%	0	%	$	0

(1) Mr. Livermore voluntarily resigned on September 27, 2013 so he did not receive a bonus payout for 2013

Long-Term Incentives

The Company's long-term incentive compensation program emphasizes achievement of long-term operating objectives and stockholder value creation through a focus on RSUs, PBRSUs and stock options. The Committee believes that utilizing a portfolio of long-term incentive vehicles with majority weighting on performance-based vehicles (PBRSUs and stock options) balances the need to reward superior performance with the desire to align the interests of our named executive officers with those of our stockholders through equity ownership. When considered in combination with other Company compensation components and our stock ownership guidelines and retention requirements, long-term incentives ensure balanced emphasis on growth initiatives and appropriate risk taking.

For 2013, long-term equity incentive compensation represented the largest component of total named executive officer compensation. Reflecting the performance emphasis of the Company's long-term incentive approach, CoreLogic weights the grant date target value of PBRSUs at 50%, options at 30%, and RSUs at 20%. In determining the amounts of the equity compensation awarded, the Committee considered a variety of factors including: individual performance, competencies, skills, prior experiences, scope of responsibility and accountability within the organization, and our desired mix of fixed vs. performance-based pay. For 2014, the Committee has maintained the 2013 equity vehicle mix, however, weighting for RSUs is increased to 30% and stock options is decreased to 20% of the grant date value, consistent with the continued decrease in the use of stock options as an emerging best practice in executive compensation.

Performance-Based Restricted Stock Units

For 2013, CoreLogic refined its PBRSU structure to incorporate additional key design features that provide greater long-term focus and alignment with stockholders. The primary metric used in the 2013 PBRSUs is adjusted EPS, which is measured over a 3-year horizon (i.e., through 2015). During each year of the 3-year performance period, progress toward an adjusted EPS growth goal will be measured against annual threshold, target, maximum, and above-maximum levels (.5x, 1.0x, and 1.5x, and 2.0x, respectively) and a corresponding number of shares will be banked toward vesting at the end of the 3-year period; 30%, 60%, and 10% of the total payout, respectively, are eligible to be banked at the end of Year 1, Year 2, and Year 3, respectively. The final number of shares earned is then subject to modification based on CoreLogic’s relative total stockholder return versus CoreLogic’s 2013 peer group of companies identified above. If above-maximum EPS performance for any year is achieved, payout will be banked at 2.0x only if 1-year TSR exceeds the 75th percentile of the peer group; otherwise, the maximum payout of 1.5x target will be earned. If the EPS performance is below threshold but the relative TSR exceeds the median of the peer group, participants bank a threshold payout of 0.5x target. Participants have the opportunity to earn the better of each one year performance during the three-year performance period or the cumulative three-year performance attainment. No shares are fully earned until vesting at the end of Year 3.

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For 2013, we established an adjusted EPS target of $1.75. Our actual adjusted EPS achieved for 2013 was $1.87, which resulted in approximately 44% of each executive's total PBRSU award being banked toward vesting at the end of the 3-year performance period.

Stock Options

Thirty percent of the February 2013 award at grant date target value was in the form of stock options vesting in three equal installments on the first, second, and third anniversaries of the grant date. The stock option awards have an exercise price that is equal to the closing price of our common stock on the date of grant. Thus, these awards provide an incentive to grow overall stockholder value as they provide a reward to the named executive officers if the Company's stock price appreciates above the exercise price and the vesting requirements are satisfied.

Restricted Stock Units

Twenty percent of the February 2013 award grant date target value was in the form of RSUs vesting in three equal installments on the first, second, and third anniversaries of the grant date. These awards encourage executive retention as the vesting condition is continuous employment by the executive officer following the grant date in addition to aligning the interest of the named executive officers with those of stockholders as the value increases or decreases in conjunction with the Company's stock price.

In 2013, we positioned our target long-term incentive award value at grant at approximately the market median. This positioning enables us to be competitive in overall compensation, while allowing for additional value to be earned if performance is strong. Details of the 2013 grant awards are presented in the table below.

	February 2013 Grants		
Named Executive Officer	RSUs	Stock Options(2)	PBRSUs(3)
Anand K. Nallathambi	26,589	119,653	66,473
Frank D. Martell	8,477	38,150	21,194
Barry M. Sando	5,780	26,011	14,450
Stergios Theologides	4,046	18,208	10,115
George S. Livermore (1)	5,780	26,011	14,450

(1) Mr. Livermore voluntarily resigned in 2013 and as a result forfeited any unvested equity including his 2013 grant.

(2) A ratio of 3 options to 1 full value share was used in calculating the number of options granted.

(3) PBRSU amounts shown at target performance level. Based on 2013 performance, approximately 44% of target PBRSUs will vest contingent upon continued employment through December 31, 2015.

Timing of Equity Grants

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

Consideration of Prior Amounts Realized

The Company's philosophy is to incentivize and reward named executive officers for future performance. Accordingly, prior stock compensation gains (option gains or restricted stock awarded in prior years) are not considered in setting future compensation levels.

Retirement and Employee Benefit Plans

Named executive officers are entitled to the same benefits generally available to all full-time employees (subject to fulfilling any minimum service requirement) including a 401(k) savings plan, health care, life insurance and other welfare benefit programs. In designing these benefits, the Company seeks to provide an overall level of benefits that are competitive

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with those offered by similar companies in the markets in which the Company operates. The Company believes that these employee benefits provide a valuable recruiting and retention mechanism for its named executive officers and enable the Company to compete more successfully for qualified executive talent.

Executive Supplemental Benefit Plan and the Pension Restoration Plan

Three of our named executive officers -- Messrs. Nallathambi, Livermore and Sando -- had become participants in the Company's Executive Supplemental Benefit Plan (the “Executive Supplemental Benefit Plan”) in years prior to its being closed to new participants in 2010. Mr. Livermore voluntarily resigned from CoreLogic on September 27, 2013 and as a result forfeited any benefit under this Plan. On November 18, 2010, the Company amended the Executive Supplemental Benefit Plan to freeze benefits as of December 31, 2010. As a result, compensation earned after 2010 is not taken into account in determining covered compensation and final average compensation; service after 2010 is not recognized, except for vesting purposes. Mr. Sando is also a participant in the Pension Restoration Plan, which is limited to individuals who became participants before 1995. Explanation of these plans can be found in the Pension Benefits table below.

Deferred Compensation Plan

The Deferred Compensation Plan is a non-qualified retirement plan that allows eligible participants to defer up to 80% of their salary and annual incentive bonus. Participation is limited to executive officers and certain other key employees. In 2010, the Company amended the Deferred Compensation Plan to provide additional Company contributions in the form of 401(k) restoration contributions and discretionary retirement savings contributions to a limited number of executive officers who were not eligible to participate in the Executive Supplemental Benefit Plan. Mr. Theologides received discretionary contributions in the amount of $70,000 in 2013.

Other Benefits

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

Further details regarding perquisites are found in the 2013 Summary Compensation Table and accompanying footnotes.

Adjustment or Recovery of Awards

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

Executive Stock Ownership Guidelines and Retention Requirements

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

Chief Executive Officer: six times annual base salary;

Chief Financial Officer and Group Executives: three times annual base salary;

Other Named Executive Officers: one times annual base salary.

In 2013, the Committee expanded the Stock Ownership guidelines to include other key executives. Covered executives have five years from their date of hire or, promotion to the covered position to reach the ownership requirement. All Company securities owned outright or earned and subject only to time-based vesting restrictions will count toward the requirement; stock options will not count toward the ownership requirement. Furthermore, we have adopted a share retention requirement which provides that all covered executives must hold at least 50% of net (after tax) shares until the stock ownership guidelines described above are achieved.

Employment Agreements and Severance Arrangements

Each named executive officer is party to an employment agreement with the Company. The Committee believes that

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

Change in Control Agreements

The Company's 2011 Plan, 2006 Plan (except as otherwise provided in an award agreement), the Executive Supplemental Benefit Plan and the Deferred Compensation Plan generally provide for accelerated vesting of award or benefits, as the case may be, in the event of a change in control of the Company. In addition, the Executive Supplemental Benefit Plan provides that when a participant incurs an involuntary separation from service without good cause subsequent to a change in control, payment of benefits will commence in the same manner and in the same amount as if the participant had attained his or her normal retirement age on the date of termination.

Award agreements evidencing RSUs issued in 2009 through 2013 generally provide that vesting will not accelerate as a result of a change in control that has been approved by the Company's incumbent Board of Directors prior to the change in control.

In addition to our equity compensation plan and award agreement provisions which provide for acceleration upon a change in control, the Company has entered into change in control agreements with certain executive officers which provide these officers with certain payments upon separation from the Company following a change in control. Details of the program are outlined below.

During 2010, the Compensation Committee approved a form of change in control agreement (the “Change in Control Agreement”). In January 2011, Messrs. Nallathambi, Livermore, Sando and Theologides entered into the Change in Control Agreement with the Company, terminating and replacing their prior change in control agreements. Mr. Martell entered into a Change in Control Agreement with the Company on August 29, 2011.

Under the Change in Control Agreement, a “change in control” means any one of the following:

- a merger or consolidation of the Company in which the Company's stockholders end up owning less than 50% of the voting securities of the surviving entity;
- the sale, transfer or other disposition of all or substantially all of the Company's assets or the complete liquidation or dissolution of the Company;
- a change in the composition of the Company's Board of Directors over a two-year period as a result of which fewer than a majority of the directors are incumbent directors, as defined in the agreement; or
- the acquisition or accumulation by any person or group, subject to certain limited exceptions, of at least 30% of the Company's voting securities.

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

- the executive officer's base salary through and including the date of termination and any accrued but unpaid annual incentive bonus;
- between two and three times the executive officer's target annual cash bonus amount established for the fiscal year in which the termination occurs; and
- between two and three times the executive officer's annual base salary in effect immediately prior to the date of termination,

In addition, for a period ranging from twenty-four to thirty-six months and subject to the executive officer's continued payment of the same percentage of the applicable premiums as the executive officer was paying immediately prior to the date of termination or, if more favorable to the executive officer, at the time at which the change in control occurred, the Company

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will provide medical and dental coverage pursuant to COBRA for the executive officer (and if applicable, the executive officer's dependents). To the extent that the executive officer cannot participate in the plans previously available, the Company will provide such benefits on the same after-tax basis as if they had been available. These obligations are reduced by any welfare benefits made available to the executive officer from subsequent employers.
The Change in Control Agreement provides that if any excise tax imposed by Section 4999 of the Code (or any similar tax), applies to the payments, benefits or other amounts payable under the agreement or otherwise, including without limitation, any acceleration of the vesting of outstanding stock options, restricted stock or performance shares (collectively, the “Total Payments”), then the Total Payments will be reduced (but not below zero) so that the maximum amount of the Total Payments (after reduction) will be $1.00 less than the amount which would cause the Total Payments to be subject to the excise tax; provided that such reduction to the Total Payments will be made only if the after-tax benefit to the executive officer is greater after giving effect to such reduction than if no such reduction had been made. This type of provision is often referred to as a "modified cut-back,” and is included because the Change in Control Agreement does not provide for any type of “gross up” or similar benefit.
The Change in Control Agreement had an initial term through December 31, 2011 and is automatically extended for additional one-year periods unless either party notifies the other not later than the preceding January 1 that it does not wish to extend the term for an additional year. All agreements with current named executive officers have since been extended through December 31, 2014. Mr. Livermore’s agreement expired without any amounts becoming payable in connection with his termination of employment on September 27, 2013.
For a description of the calculations and further explanation of the payments due to the named executive officers upon termination of employment and/or a change in control, see Potential Payments upon Termination or Change in Control tables below.
Impact of Tax and Accounting
As a general matter, the Committee takes into account the various tax and accounting implications of compensation vehicles employed by the Company. When determining amounts of long-term incentive grants to named executive officers and employees, the Committee examines the accounting cost associated with the grants. Under accounting guidance, grants of stock options, RSUs and PBRSUs result in an accounting charge for the Company. The accounting charge is equal to the fair value of the instruments being issued. For RSUs, the cost is generally equal to the fair value of the stock on the date of grant times the number of shares granted. This expense is amortized over the requisite service period. With respect to stock options, the Company calculates the fair value of the option and takes that value into account as an expense over the vesting period, after adjusting for possible forfeitures. For PBRSUs, the Company calculates the fair value of the award upon grant, and adjusts the value to be expensed on a quarterly basis over the performance period based on expected award payouts, after adjusting for possible forfeitures.
Section 162(m) of the Internal Revenue Code generally prohibits any publicly held corporation from taking a federal income tax deduction for compensation paid in excess of $1 million in any taxable year to each of the chief executive officer and certain of the other most highly compensated executive officers. Exceptions are made for qualified performance-based compensation, among other things. RSUs, PBRSUs and performance units granted to named executive officers have been structured in a manner intended to qualify under this exception for performance-based compensation. As such, RSUs and ICP awards are earned contingent upon the Company's achievement of adjusted net income for 2013 of $50 million or more, which performance target was achieved. PBRSUs are earned contingent upon the Company's achievement of the adjusted EPS levels and relative TSR results described above. Other compensation may be subject to the $1 million deduction limit.

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Compensation Committee Report

The Compensation Committee has reviewed and discussed the foregoing CD&A with management. Based on its review and discussions, the Compensation Committee has recommended to the Board that the CD&A be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2013, and in the Company's proxy statement for its 2014 annual meeting of stockholders.

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

Compensation Committee Interlocks and Insider Participation

Messrs. Folino (Chairman), Chatham, O’Brien, and Skilling and Ms. Studenmund served on the Compensation Committee during 2013. No person who served as a member of the Compensation Committee during 2013 was or is an officer or employee of the Company. No executive officer of the Company serves or served as a director or member of the compensation committee of another company who employed or employs any member of the Company’s Compensation Committee or the Board.

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2013 Summary Compensation Table

The following table sets forth certain information concerning compensation of each named executive officer during the fiscal years ended December 31, 2013, 2012 and 2011.

Name and Principal Position	Year	Salary (1)	Bonus	Stock Awards (2)	Option Awards (3)	Non-Equity Incentive Plan Compensation (4)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (5)	All Other Compensation (6)	Total
Anand K. Nallathambi President and Chief Executive Officer	2013	800,000	—	2,414,959	1,208,495	953,650	—	61,661	5,438,765
	2012	800,000	—	2,639,969	971,999	1,774,600	547,374	26,492	6,760,434
	2011	790,192	—	1,619,991	1,071,230	525,000	582,339	163,940	4,752,692
Frank D. Martell Chief Financial Officer	2013	550,000	—	769,962	385,315	655,630	—	42,785	2,403,692
	2012	550,000	—	919,971	395,994	1,220,100	—	14,451	3,100,516
	2011	169,231	—	659,991	481,474	418,618	—	1,251	1,730,565
Barry M. Sando Group Executive and Executive Vice President	2013	500,000	—	524,969	262,711	476,830	—	38,963	1,803,473
	2012	500,000	—	695,113	269,998	887,300	747,686	22,987	3,123,084
	2011	500,000	—	449,981	297,557	371,927	804,539	6,662	2,430,666
Stergios Theologides Senior Vice President, General Counsel & Secretary	2013	350,000	—	367,478	183,901	265,720	—	91,461	1,258,560
	2012	350,000	—	426,219	157,499	482,500	—	84,035	1,500,253
	2011	339,615	—	161,987	107,114	231,582	—	72,002	912,300
George S. Livermore Former Group Executive and Executive Vice President (7)	2013	417,308	—	524,969	262,711	—	—	6,658	1,211,646
	2012	500,000	—	695,113	269,998	809,900	577,724	26,120	2,878,855
	2011	500,000	—	449,981	297,557	517,031	596,510	7,603	2,368,682

(1) Amounts include any amounts electively deferred by the named executive officer under the Company's Deferred Compensation Plan.

(2) For 2013, reflects the aggregate grant date fair value of stock awards, consisting of RSUs and PBRSUs, computed in accordance with the Financial Accounting Standards Board's Accounting Standards Codification Topic 718, Compensation-Stock Compensation. We valued the RSUs as of the grant date by multiplying the closing price of our common stock on that date by the number of RSUs awarded. We valued the PBRSUs as of the grant date by multiplying the closing price of our common stock on that date by the target number of PBRSUs that will vest upon achievement of the target performance. The PBRSUs were granted and vest contingent upon continued employment through December 31, 2015. If the highest performance target is met or exceeded, the value of the awards at grant date would be as follows: Mr. Nallathambi - $4,139,933; Mr. Martell - $1,319,946; Mr. Sando - $899,946; Mr. Theologides - $629,962; and Mr. Livermore - $899,946.

(3) For 2013, reflects the aggregate grant date fair value of stock option awards, computed in accordance with the Financial Accounting Standards Board's Accounting Standards Codification Topic 718, Compensation-Stock Compensation. See Note 14 to the Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2013, as amended, for a discussion on the relevant assumptions used in calculating the aggregate grant date fair values.

(4) For 2013, represents the annual incentive bonus that was paid to each named executive officer.

(5) For 2013, the change in the present value of the life annuity from the end of fiscal year 2012 to the end of fiscal year 2013 for the Executive Supplemental Benefit Plan with respect to Messrs. Nallathambi and Sando, and the Pension Restoration Plan with respect to Mr. Sando only decreased due to an increase in the interest rate assumptions and is therefore excluded. The actual change in the present value of each named executive officer's pension

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benefits is as follows: Mr. Nallathambi ($149,131); and Mr. Sando ($149,008) under the Executive Supplemental Benefit Plan and ($9,147) under the Pension Restoration Plan). The amounts in this column do not include earnings under the Company's deferred compensation plan as such earnings were neither above market nor preferential. See the Pension Benefits table below under "Pension Benefits for 2013" for assumptions used in calculating these amounts.

(6) Amounts included in all other compensation consist of the amounts shown in the table below paid by the Company for each named executive officer and, for Mr. Theologides, includes a $70,000 Company contribution to the Company's Deferred Compensation Plan, $200 wellness bonus and $1,180 paid to Mr. Theologides' Health Savings Account.

Named Executive Officer	Life Insurance Premiums	401(k) Matching Contributions	Amounts Deferred under the Deferred Compensation Plan	Total
Anand K. Nallathambi	3,733	5,738	52,190	61,661
Frank D. Martell	2,958	5,737	34,090	42,785
Barry M. Sando	7,748	5,738	25,477	38,963
Stergios Theologides	1,350	5,738	12,993	91,461
George S. Livermore	6,658	—	—	6,658

(7) Mr. Livermore voluntarily terminated on September 27, 2013.

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Grants of Plan-Based Awards for 2013

The following table sets forth information concerning awards made to each of the named executive officers under the 2011 Plan during 2013.

			Estimated Future Payouts Under Non-Equity Incentive Plan Awards(1)			Estimated Future Payouts Under Equity Incentive Plan Awards(2)			All Other Option Awards: Number of Securities Underlying Options (3)	Exercise or Base Price of Option Awards	Grant Date Fair Value of Stock & Option Awards (4)
Name	Approval Date	Grant Date	Threshold	Target	Maximum	Threshold	Target	Maximum			
			($)	($)	($)	(#)	(#)	(#)	(#)	($)	($)
Anand K. Nallathambi											
Annual Bonus - Performance Units	2/19/2013	2/19/2013	500,000	1,000,000	2,000,000						
RSUs	2/19/2013	2/27/2013					26,589				689,985
PBRSUs	2/19/2013	2/27/2013				33,237	66,473	132,946			1,724,974
Options	2/19/2013	2/27/2013							119.653	25.95	1,208,495
Frank D. Martell											
Annual Bonus - Performance Units	2/19/2013	2/19/2013	343,750	687,500	1,375,000						
RSUs	2/19/2013	2/27/2013					8,477				219,978
PBRSUs	2/19/2013	2/27/2013				10,597	21,194	42,388			549,984
Options	2/19/2013	2/27/2013							38,150	25.95	385,315
Barry M. Sando											
Annual Bonus - Performance Units	2/19/2013	2/19/2013	250,000	500,000	1,000,000						
RSUs	2/19/2013	2/27/2013					5,780				149,991
PBRSUs	2/19/2013	2/27/2013				7,225	14,450	28,900			374,978
Options	2/19/2013	2/27/2013							26.011	25.95	262,711
Stergios Theologides											
Annual Bonus - Performance Units	2/19/2013	2/19/2013	140,000	280,000	560,000						
RSUs	2/19/2013	2/27/2013					4,046				104,994
PBRSUs	2/19/2013	2/27/2013				5,058	10,115	20,230			262,484
Options	2/19/2013	2/27/2013							18.208	25.95	183,901

George S. Livermore											
Annual Bonus - Performance Units (5)	2/19/2013	2/19/2013	250,000	500,000	1,000,000						
RSUs (5)	2/19/2013	2/27/2013					5,780				149,991
PBRSUs (5)	2/19/2013	2/27/2013				7,225	14,450	28,900			374,978
Options (5)	2/19/2013	2/27/2013							26.011	25.95	262,711

(1) Amounts reflect each named executive officer's maximum annual incentive bonus opportunity for 2013, while the actual incentive bonus earned by each named executive officer is reported in the 2013 Summary Compensation Table above. Named executive officers can earn less than maximum, but not greater amounts. At threshold, a named executive officer would receive 25% of the maximum award amount and at target the officer would receive 50% of the maximum award amount. Please see Compensation Discussion and Analysis - Annual Incentive Bonus above for a discussion of the material terms of our 2013 incentive bonus program.

(2) Equity Awards in 2013 consisted of RSUs and PBRSUs granted as part of the 2013 long-term incentive compensation program. The RSUs are tied to achievement of at least $50 million in net income in 2013 adjusted to exclude extraordinary items. For the RSUs, if as was the case, the adjusted net income performance target is met, the shares vest in three equal installments on the first three anniversaries of the grant date. In the case of the PBRSUs, 100% of each award is tied to achievement of certain adjusted earnings-per-share targets over a three-year performance period consisting of the 2013-2015 fiscal years, subject to modification based on our relative stockholder return achieved during the performance period. The PBRSUs that were earned in 2013 based on our 2013 adjusted EPS performance will vest and be payable to the named executive officers on December 31, 2015, subject to their continued employment through the vesting date. The awards were granted under the 2011 Plan. Please see Compensation Discussion and Analysis - Long-Term Incentives above for a discussion of the material terms of our 2013 awards of RSUs and PBRSUs.

(3) Represents the number of shares of common stock underlying stock options awarded to the named executive officers as a portion of their 2013 long-term incentive compensation awards. These awards vest in three equal annual installments on the first, second and third anniversaries of the grant date.

(4) These amounts represent the aggregate grant date fair value of each award determined pursuant to Financial Accounting Standards Board's Accounting Standards Codification Topic 718, Compensation-Stock Compensation. See Note 14 to the Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2013, as amended, for a discussion on the relevant assumptions used in calculating the aggregate grant date fair values for stock options. For the assumptions and methodologies used to value the other awards, see footnote (2) to the 2013 Summary Compensation Table above.

(5) Mr. Livermore's 2013 grants were canceled upon his voluntary resignation in September 2013.

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Employment Agreements

In May 2011, the Company entered employment agreements with Anand K. Nallathambi, Barry M. Sando and Stergios Theologides, and on July 20, 2011, the Company entered into an employment agreement with Mr. Frank Martell. These employment agreements are substantially similar in form. The material terms of the employment agreements with respect to each of these named executive officers are as follows:

- Term - Initial term through December 31, 2013; the term automatically extends for an additional year unless either party provides 60 days prior written notice before the expiration of the current term. Neither party to the named executive officer employment agreements provided such notice in 2013, and accordingly the term of each automatically extended through December 31, 2014. For Mr. Nallathambi, the effective date of the new employment agreement was May 3, 2011. For Mr. Martell, the effective date of the employment agreement was August 29, 2011. For Messrs. Sando and Theologides, the effective date of the new employment agreement was January 1, 2012.
- Pay - Sets initial base salary at current salary at the time the agreement was entered into and provides that base salary will be reviewed annually and may be increased (but not decreased) during the term at the Company's discretion.
- Severance - Provides for severance pay if executive is terminated without “cause” as defined in the employment agreement. For Mr. Nallathambi, severance pay is also provided if he resigns for “good reason” as defined in his employment agreement. The severance amount is a multiple of base pay and target annual bonus. For Messrs. Nallathambi, Martell and Sando the multiple is two and COBRA reimbursement is provided for 24 months. For Mr. Theologides the multiple is one and COBRA reimbursement is provided for 12 months.
- Severance Payment Timing - Severance will be paid in installments as follows:
- Messrs. Nallathambi, Martell and Sando - First payment is made in the seventh month after separation of employment and is 7/24th of the total severance and equal installments thereafter for the remainder;
- Mr. Theologides - First payment is made in the seventh month after separation of employment and is 7/12th of the total severance and equal installments thereafter for the remainder.

- Release of Liability - The employment agreement requires the executive officer to sign a release in exchange for severance. Moreover, the executive officers are covered by restrictive covenants such as confidentiality, cooperation in litigation, non-disparagement, non-solicitation and non-competition.
- Clawbacks - The employment agreement provides that the agreement is subject to “clawback” under applicable law or under the Company's clawback policy in effect from time to time. The Company adopted such a recoupment or "clawback" policy in March 2012 as further described in Item 11. Executive Compensation - Compensation, Discussion and Analysis - 2013 Compensation Policies and Provisions.

Mr. Livermore resigned from the Company in September 2013; prior to his resignation, the employment agreement in effect was in substantially similar form.

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Outstanding Equity Awards at Fiscal Year-End for 2013

The following table shows outstanding equity awards of the Company held by the named executive officers as of December 31, 2013.

Name	Option Awards				Stock Awards			
	Number of Securities Underlying Unexercised Options Exercisable (1)	Number of Securities Underlying Unexercised Options Unexercisable (1)	Option Exercise Price (1)	Option Expiration Date (2)	Number of Shares or Units of Stock That Have Not Vested (3)	Market Value of Shares or Units of Stock That Have Not Vested(4)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested
	(#)	(#)	($)		(#)	($)	(#)	($)
Anand K. Nallathambi	52,515		20.88	2/28/2015				
	203,059		26.67	9/15/2015 (5)				
	101,530		26.36	2/22/2017 (5)				
	50,765		23.61	3/30/2017 (5)				
	151,919	75,959	18.76	5/31/2020 (6)				
		62,645	17.24	3/15/2021 (7)				
		104,516	15.50	3/1/2022 (8)				
		119,653	25.95	2/26/2023 (9)				
					10,441 (10)	370,969		
					23,226 (11)	825,220		
					14,952 (11)	531,245		
					164,286 (12)	5,837,082		
					26,589 (13)	944,707		
					29,056 (14)	1,032,060		
							37,980 (15)	1,349,429
							46,532 (16)	1,653,282
Frank D. Martell	77,532	38,766	11.35	8/29/2021 (17)				
	21,290	42,580	15.50	3/1/2022 (8)				
		38,150	25.95	2/26/2023 (9)				
					6,461 (18)	229,559		
					15,914 (11)	565,424		
					53,224 (12)	1,891,049		
					8,477 (13)	301,188		
					9,264 (14)	329,150		
							14,836 (16)	527,123

Barry M. Sando	87,525		20.88	2/28/2015				
	87,526		27.13	12/8/2015				
	70,628	35,314	18.76	5/31/2020	(6)			
	34,802	17,401	17.24	3/15/2021	(7)			
	14,516	29,032	15.50	3/1/2022	(8)			
		26,011	25.95	2/26/2023	(9)			
						8,580	(19)	304,847
						15,442	(20)	548,654
						2,900	(10)	103,037
						13,770	(11)	489,248
						36,289	(12)	1,289,348
						5,780	(13)	