

DECLARATION OF STEVE MURNIN

I, Steve Murnin, declare as follows:

1. I have been employed as a Vice-President with Fidelity National Financial ("Fidelity") since 2002. Since starting at Fidelity, I have headed Fidelity's Integrated Technology Solutions group in Northern California. The Integrated Technology Solutions group markets, and trains brokers and real estate service providers on the use of, the web-based transaction management software known as TransactionPoint. I thus have had extensive experience since 2002 marketing TransactionPoint to brokers and then, once a broker licenses TransactionPoint, training the broker and any vendors selected by the broker on the use of TransactionPoint. In this regard, understanding TransactionPoint and how it may be and, in fact, is used by brokers, is critical to my being able to carry out my job responsibilities. I have personal knowledge of the facts stated in this declaration, except for those stated on information and belief, which I am informed and believe are true. I could and would testify under oath to each of these facts if called upon to do so.

2. TransactionPoint was developed by a Fidelity-related entity which, I am informed and believe, is now named Lender Processing Services, Inc. ("LPS"), an independent, publicly-traded company that was spun off from Fidelity in 2009. When I first became involved with TransactionPoint in 2002, it was still a relatively new product, having first been made available to brokers in 2000.

3. TransactionPoint allows residential real estate brokers to manage all aspects of a residential sales transaction by computer, including the placement of orders for services a broker's client will need to close a transaction, such as escrow, title, home warranty, home inspection, termite inspection and natural hazard disclosure ("NHD") reports. In exchange for licensing fees, a broker can utilize TransactionPoint to automate the transaction process and achieve efficiencies and cost-savings by eliminating much of the labor and expense involved in managing transactions through the traditional means of voluminous paper files and countless telephone calls and faxes.

4. TransactionPoint is an open system. For as long as I have been working with the

1 TransactionPoint, it has been available to all brokers in California. The brokers who license the  
2 program are free to utilize it as they wish. A few brokers use it for all of their transactions. Most  
3 brokers use it for some but not all, leaving it up to the particular agent responsible for a given  
4 transaction whether or not to use TransactionPoint.

5         5. TransactionPoint allows brokers, at their option, to recoup some of the expense of  
6 licensing TransactionPoint by sublicensing it, for a fee, to the various real estate service  
7 providers, or vendors, who access the system in order to receive and process orders. The  
8 question of whether to charge vendors an access fee is entirely up to the broker. The broker can  
9 use TransactionPoint to place orders with vendors, and allow vendors to access TransactionPoint  
10 to receive and fulfill the orders, whether or not the vendor signs a sublicense agreement and is  
11 charged an access fee—that is a matter left solely to the broker. Some brokers who license  
12 TransactionPoint require their service providers to sign a sublicense agreement and pay an access  
13 fee; others do not. It is purely up to the broker.

14         6. Fidelity still assists LPS in California with marketing TransactionPoint to brokers  
15 and assisting and training brokers in its use, including the feature of the program that allows  
16 brokers to sublicense access to the system as a means of generating revenue. In this role,  
17 Fidelity also assists and trains the service providers that the brokers want to be given access to  
18 the system. If a broker wishes to ask a service provider to enter a sublicense agreement, Fidelity  
19 will provide a standard form sublicense agreement for this purpose and recommend a standard  
20 access fee. It is left to the broker, however, to fill out the form sublicense and get it signed by  
21 the service provider, although Fidelity will assist in this regard if asked to do so by the broker.  
22 The TransactionPoint sublicense agreement for NHD reporting services that we give to interested  
23 brokers includes a blank for the amount of any access fee the broker wishes to charge. Fidelity  
24 will suggest, however, a standard fee of \$25 for each occasion that a vendor accesses  
25 TransactionPoint to receive an order. We emphasize to the broker that the fee is for accessing  
26 TransactionPoint and must be paid whether or not a transaction closes and the vendor is  
27 ultimately paid for its service.

28         7. Typically, my group does not get involved with TransactionPoint sublicenses.

1 They are sent by the broker directly to the vendor and any negotiations that take place occur  
2 directly between the broker and the vendor. On occasion, however, a broker will ask us to act on  
3 their behalf in requesting that one or more of their vendors sign a sublicense. In addition, if the  
4 vendor is a Fidelity-related company, like Disclosure Source, my group will assist in getting the  
5 sublicense agreements signed. For this reason, I am aware that Disclosure Source has been  
6 signing TransactionPoint sublicense agreements, and paying access fees, since 2003.

7 8. By November 2005, Disclosure Source had entered 44 TransactionPoint  
8 sublicense agreements; by November 2006, it had entered 60; by November 2007, it had entered  
9 80. I obtained this information from an administrative assistant to my group whose job  
10 responsibilities include maintaining copies of all the Disclosure Source sublicense agreements.

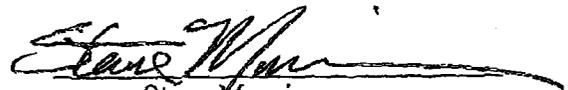
11 9. All of the TransactionPoint sublicense agreements that Disclosure Source has  
12 entered into with brokers have been virtually identical, consisting of the same standard form.  
13 The agreements provide that Disclosure Source will pay a \$25 fee to the broker each time the  
14 broker places an order with Disclosure Source through TransactionPoint, regardless of whether  
15 the home sale transaction closes and Disclosure Source is paid by the seller for issuing an NHD  
16 report. The fee is for the right to access TransactionPoint for the purpose of accepting and  
17 processing an order electronically. It is not a quid-pro-quo for an order.

18 10. The TransactionPoint sublicense arrangement is well known throughout the  
19 industry. I have personally been provided by brokers with sublicense agreements executed by  
20 other NHD report providers, and I have overseen members of my group who have trained other  
21 NHD report providers on the use of TransactionPoint. As an example, I am attaching hereto as  
22 Exhibit A a true and correct copy of a sublicense agreement dated in May 2006 and signed by  
23 JCP Geologists Inc., an NHD report company. Another example, a true and correct copy of  
24 which I am attaching as Exhibit B, is the sublicense agreement dated in May 2006 and signed by  
25 another NHD report company, TerraCheck. Both of these agreements are in the same standard  
26 form as the Disclosure Source sublicense agreements, and both contain the same \$25 access fee  
27 amount.

28 11. In addition to other NHD report providers, the TransactionPoint sublicense

1 agreement for NHD providers is well known to brokers. There must be literally hundred of  
2 brokers who have signed the standard NHD sublicense agreement with various NHD report  
3 providers, including Disclosure Source, Terra Check and JCP Geologists. All of these  
4 agreements, to my knowledge, provide for the same \$25 access fee. In addition, in marketing  
5 TransactionPoint, my group will inform brokers of the revenue that can be generated by  
6 sublicensing access to the system. So even some brokers who do not license TransactionPoint  
7 are familiar with the sublicense arrangement.

8  
9 I declare under penalty of perjury under the laws of the State of California that the  
10 foregoing is true and correct, and that I signed this Declaration on July 19, 2010, at *San Jose*  
11 California.

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14 Steve Murnin

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