

FIDELITY NATIONAL FINANCIAL INC /DE/  
Form DEF 14A  
April 29, 2002

**DEF 14A**

**SCHEDULE 14A  
(Rule 14a-101)**

**INFORMATION REQUIRED IN PROXY STATEMENT  
SCHEDULE 14A INFORMATION**

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO.        )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under Rule 14a-12

Fidelity National Financial, Inc.

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

(5) Total fee  
paid:

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Fee paid previously with preliminary  
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Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee  
was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously  
Paid:

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(2) Form, Schedule or Registration Statement  
No.:

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(3) Filing  
Party:

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(4) Date  
Filed:

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**FIDELITY NATIONAL FINANCIAL, INC.**

**17911 Von Karman Avenue  
Irvine, California 92614**

April 29, 2002

Dear Stockholder:

On behalf of the Board of Directors, I cordially invite you to attend the annual meeting of stockholders of Fidelity National Financial, Inc. The meeting will be held on June 13, 2002 at 10:00 a.m., pacific daylight time, at Fess Parker's Double Tree Resort, 633 East Cabrillo Boulevard, Santa Barbara, California. The formal Notice of Annual Meeting and Proxy Statement for this meeting are attached to this letter.

Notice of Annual Meeting and Proxy Statement contains more information about the annual meeting, including:

who can  
vote; and

the different methods you can use to vote, including the telephone, internet and traditional paper proxy card.

Whether or not you plan to attend the annual meeting, please vote by one of these outlined methods to ensure that your shares are represented and voted in accordance with your wishes. This will help us avoid the expense of sending follow-up letters to ensure that a quorum is represented at the annual meeting, and will assure that your vote is counted if you are unable to attend.

On behalf of the Board of Directors, I thank you for your cooperation.

Sincerely,

/s/ WILLIAM  
P.  
FOLEY,  
II

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William  
P.  
Foley,  
II  
*Chairman  
of the  
Board*

**FIDELITY NATIONAL FINANCIAL, INC.**

17911 Von Karman Avenue  
Irvine, California 92614

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**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**  
**June 13, 2002**

The 2002 annual meeting of stockholders of Fidelity National Financial, Inc. will be held on June 13, 2002, at 10:00 a.m., Pacific Daylight Time, at Fess Parker's Double Tree Resort, 633 East Cabrillo Boulevard, Santa Barbara, California for the following purposes:

- (1) to elect four directors to serve for the next three years or until their successors are duly elected and qualified or until their earlier death, resignation or removal;
- (2) to approve a proposal to amend the Company's Restated Certificate of Incorporation to increase the authorized shares of common stock from 100,000,000 to 150,000,000; and
- (3) to transact such other business as may properly come before the meeting or any adjournment thereof.

All stockholders are cordially invited to attend the meeting in person. However, even if you plan to attend the annual meeting in person, please read these proxy materials and cast your vote on the matter that will be presented at the meeting. You may vote your shares through the internet, by telephone, or by mailing the enclosed proxy card. Instructions for our registered stockholders are described under the question "How do I vote?" on page 1 of the proxy statement.

Sincerely,

/s/ FERNANDO VELEZ

Jr.

Fernando

Velez,

Jr.

*Corporate*

*Secretary*

Irvine, California  
April 29, 2002

**PLEASE COMPLETE, DATE AND SIGN THE ENCLOSED PROXY AND MAIL IT PROMPTLY IN THE ENCLOSED ENVELOPE (OR VOTE VIA TELEPHONE OR INTERNET) TO ASSURE REPRESENTATION OF YOUR SHARES.**

**FIDELITY NATIONAL FINANCIAL, INC.**

17911 Von Karman Avenue  
Irvine, California 92614

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**PROXY STATEMENT**

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**INFORMATION CONCERNING SOLICITATION AND VOTING**

**General**

The enclosed proxy is solicited by the Board of Directors of Fidelity National Financial, Inc. (the Company or Fidelity ) for use at the Annual Meeting of Stockholders to be held June 13, 2002, at 10:00 a.m., Pacific Daylight Time, or at any adjournment thereof, for the purposes set forth herein and in the accompanying Notice of Annual Meeting of Stockholders. The meeting will be held at Fess Parker's Double Tree Resort, 633 East Cabrillo Boulevard, Santa Barbara, California.

It is anticipated that such proxy, together with this proxy statement, will be first mailed on or about April 30, 2002, to all stockholders entitled to vote at the meeting.

The Company's principal executive offices are located at 17911 Von Karman Avenue, Irvine, California 92614 and its telephone number at that address is (949) 622-4333.

**Questions and Answers about Voting**

Your shares can be voted at the annual meeting only if you vote by proxy or if you are present and vote in person. Even if you expect to attend the annual meeting, we encourage you to vote by proxy to assure that your shares will be represented.

Q: Who is entitled to vote?

A: All record holders of Fidelity common stock as of the close of business on April 23, 2002 are entitled to vote. On that day, approximately 87,762,854 shares were issued and outstanding and eligible to vote. Each share is entitled to one vote on each matter presented at the annual meeting.

Q: What shares are covered by the proxy card?

A: The proxy card covers all shares held by you of record (i.e., registered in your name), including those held in Fidelity's employee 401(k) plan and Employee Stock Purchase Plan.

Q: What if I am a beneficial holder rather than an owner of record?

A: If you hold your shares through a broker, bank, or other nominee, you will receive separate instructions from the nominee describing how to vote your shares.

Q: How do I vote?

A: We offer our registered stockholders three ways to vote, other than by attending the annual meeting and voting in person:

By mail, using the enclosed proxy card and return envelope;

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

Through the internet, using a unique password printed on your proxy card and following the instructions on the proxy card.

Q: What does it mean to vote by proxy?

A: It means that you give someone else the right to vote your shares in accordance with your instructions. In this case, we are asking you to give your proxy to our chief executive officer and chairman of the board and to our vice-chairman of the board, who are sometimes referred to as the proxy holders. By giving your proxy to the proxy holders, you assure that your vote will be counted even if you are unable to attend the annual meeting. If you give your proxy but do not include specific instructions on how to vote, the proxy holders will vote your shares for the election of the board's nominees and for the approval of the increase in authorized shares of common stock.

Q: On what am I voting?

A: There are two items on the agenda: (1) election of four directors, and (2) approval of an increase in the number of authorized shares of common stock.

Q: What happens if other matters are raised at the meeting?

A: Although we are not aware of any matters to be presented at the annual meeting other than those contained in the Notice of Annual Meeting, if other matters are properly raised at the meeting in accordance with the procedures specified in Fidelity's charter and bylaws, all proxies given to the proxy holders will be voted in accordance with their best judgement, unless you have indicated otherwise.

Q: What if I submit a proxy and later change my mind?

A: If you have submitted your proxy and later wish to revoke it, you may do so by either: giving written notice to the Corporate Secretary; submitting another proxy bearing a later date (in any of the permitted forms); or casting a ballot in person at the Annual Meeting.

Q: Who will count the votes?

A: We have hired ADP-Investor Communication Services to serve as proxy tabulator and count the votes, and the results will be certified by the inspectors of election.

Q: How many votes must each proposal receive to be adopted?

A: The following votes must be received:

For proposal one regarding the election of directors, the four people receiving the largest number of votes cast at the annual meeting will be elected as directors.

Proposal two, the approval of the amendment to the certificate of incorporation, must receive an affirmative vote from a majority of the outstanding shares entitled to vote on the proposal.

For any other matter, the affirmative vote of a majority of the shares present or represented by proxy and entitled to vote would be required for approval.

Q: What constitutes a quorum?

A: A quorum is present if a majority of the outstanding shares of common stock entitled to vote is represented. Broker non-votes and abstentions will be counted for purposes of determining whether a quorum is present.

Q: What are broker non-votes?

A: Broker non-votes occur when nominees, such as banks and brokers holding shares on behalf of beneficial owners, do not receive voting instructions from the beneficial holders at least ten days before the meeting. If that happens, the nominees may vote those shares only on matters deemed routine by the New York Stock Exchange, such as the election of directors and the adoption of the increase in authorized shares of common stock. Nominees cannot vote on non-routine matters unless they receive voting instructions from beneficial holders, resulting in so-called broker non-votes. Broker non-votes have no effect on the outcome of any of the matters specified in the Notice of Annual Meeting.

Q: What effect does an abstention have?

A: Abstentions or directions to withhold authority will have no effect on the outcome of the election of directors. Abstentions will have the same effect as a vote against the proposal to increase the number of authorized shares.

Q: How can I view a stockholder list?

A: A complete list of stockholders entitled to vote at the annual meeting will be available at Fess Parker's Double Tree Resort, 633 East Cabrillo Boulevard, Santa Barbara, California. For ten days prior to the meeting, you may access this list at Fidelity's offices at 4050 Calle Real, Santa Barbara, California 93110 for examination during business hours for any purpose relating to the meeting.

Q: Who pays the cost of soliciting proxies?

A: We pay the cost of the solicitation of proxies, including preparing and mailing the Notice of Annual Meeting of Stockholders, this proxy statement and the proxy card. Following the mailing of this proxy statement, directors, officers and employees of the Company may solicit proxies by telephone, facsimile transmission or other personal contact, for which services such persons will receive no additional compensation. Brokerage houses and other nominees, fiduciaries and custodians who are holders of record of shares of common stock will be requested to forward proxy soliciting material to the beneficial owners of such shares and will be reimbursed by the Company for their charges and expenses in connection therewith at customary and reasonable rates. In addition, the Company has retained Morrow & Co. to assist in the solicitation of proxies for an estimated fee of \$7,500 plus reimbursement of expenses.

## STOCKHOLDER PROPOSALS

This year we are presenting two proposals for a stockholder vote:

### PROPOSAL ONE Election of Directors

At the annual meeting, four directors are proposed for election for a three-year term expiring in 2005. Richard P. Toft, whose current term expires on June 13, 2002 will not run for re-election. The Board has nominated the following persons for election, all of whom except Patrick F. Stone are current directors:

William P. Foley, II  
Frank P. Willey  
John Joseph Burns, Jr.  
Patrick F. Stone

### Questions and Answers About Proposal One

Q: Who are the nominees?

A: Information regarding each of the nominees follows on page 7.

Q: How many directors are on Fidelity's Board?

A: Fidelity's Board of Directors currently consists of twelve members and is divided into three classes. Each year, the directors in one of the three classes are elected to serve a three-year term.

Q: How many votes do the directors need to be elected?

A: In accordance with our by-laws and applicable law, each director will be elected by a plurality of the votes cast at the meeting. In other words, the four nominees receiving the most votes will be elected as directors of the Company.

Q: What happens if I return my proxy without marking the ballot for directors?

A: Unless otherwise instructed, the proxy holders will vote the proxies received by them for Messrs. Foley, Willey, Burns and Stone.

Q: What happens if I vote for one of the nominees and he cannot serve as a director?

A: In the event that a nominee of the Board is unable or declines to serve as a director at the time of the meeting, proxies will be voted for any nominee who shall be designated by the present Board of Directors to fill the vacancy. It is not expected any nominee will be unable or will decline to serve as a director.

Q: How long will the nominees be directors if they are elected?

A: Each nominee elected as a director will continue in office for a three-year term, and will also continue in office until his or her successor has been elected or until his or her earlier death, resignation or retirement.

Q: How does the Board recommend I vote?

A: **The Board of Directors recommends a vote FOR the above nominees.**



**PROPOSAL TWO Amendment to Certificate of Incorporation**

At the annual meeting, we are asking our stockholders to approve the following resolution amending our Certificate of Incorporation:

RESOLVED, that Article FOURTH, paragraph (a) of the Certificate of Incorporation be amended to read, in its entirety, as follows:

(a) *General.* The aggregate number of shares that the Corporation is authorized to issue is 153,000,000 shares, of which 3,000,000 shall be shares of preferred stock, \$.0001 par value per share (the Preferred Stock ) and 150,000,000 shall be shares of common stock, \$.0001 par value per share (the Common Stock ).

**Questions and Answers About Proposal Two**

Q: What is being changed by the requested amendment?

A: Under the proposed amendment, the number of shares of common stock that Fidelity is authorized to issue will be increased from 100,000,000 to 150,000,000 shares.

Q: Why is the Board of Directors proposing to increase the authorized number of shares of common stock?

A: At the close of business on April 23, 2002 there were 87,762,854 shares of common stock outstanding. The public offering of 8.855 million shares of common stock in January 2001, the 10% stock dividend effected on August 7, 2001, and the 10% stock dividend declared on April 24, 2002 reduced substantially the number of shares available for issuance. In addition, as of April 23, 2002, 9,420,701 shares of common stock were subject to awards outstanding under the 1987 Stock Option Plan, the 1991 Stock Option Plan, the 1993 Stock Option Plan, the 1998 Stock Incentive Plan, the 2001 Stock Incentive Plan, the FNF Capital Plan and under options assured in the Chicago Title acquisition (collectively, the Stock Plans ). Therefore, we currently have available only 2,816,445 authorized but unissued and unreserved shares of common stock.

If this proposal is approved and effected, Fidelity will have available 50,000,000 additional authorized but unissued and unreserved shares of common stock. The additional shares of common stock will enhance Fidelity's flexibility in connection with possible future actions including future public or private offerings, acquisitions of other businesses or properties, possible stock splits or stock dividends. We have no current plans for the issuance of any shares of common stock, except pursuant to the Stock Plans.

Fidelity has not proposed the increase in the authorized number of shares with the intention of using the additional shares for anti-takeover purposes, although Fidelity could theoretically use the additional shares to make it more difficult or to discourage an attempt to acquire control of Fidelity. As of this date, Fidelity is unaware of any pending or threatened efforts to acquire control of Fidelity.

Q: What would be the effect of the increase in authorized shares on Fidelity's Stockholders?

A: None. The increase will merely make more shares available for issuance, and this will of itself have no effect on Fidelity's stockholders. We have no current plans to issue share of common stock, other than pursuant to the Stock Plans.

Q: If the amendment is approved, how would the newly authorized shares be issuable?

A: If our stockholders approve the proposed amendment, the additional authorized but unissued and unreserved shares of common stock will be issuable, without any further authorization by the stockholders (unless required

by law or by the rules of the New York Stock Exchange), on such terms and for such consideration as may be determined by the Board of Directors. Fidelity's stockholders are not entitled to preemptive or other rights to subscribe for shares of common stock that may be issued in the future. If applicable law or regulation does not require stockholder approval as a condition to the issuance of shares in any particular transaction, it is expected that such approval will not be sought.

Q: How many votes are needed to approve the amendment?

A: The affirmative vote of a majority of the outstanding shares of common stock entitled to vote is required for approval of this proposal.

Q: How does the Board of Directors recommend I vote?

A: **The Board of Directors recommends that you vote FOR Proposal 2.**

The following section of the proxy statement describes the principal occupation and certain other information about the director nominees and other directors whose terms of office continue after the annual meeting.

**NOMINEES FOR ELECTION TERM EXPIRING 2005**

<u>Name</u>	<u>Occupation</u>	<u>Age</u>	<u>Director Since</u>
William P. Foley, II	Chairman of the Board and Chief Executive Officer Fidelity National Financial, Inc. Irvine, California	57	1984
Frank P. Willey	Vice Chairman of the Board Fidelity National Financial, Inc. Irvine, California	48	1984
John J. Burns, Jr	Chief Executive Officer Alleghany Corporation New York, New York	70	2000
Patrick F. Stone	President Fidelity National Financial, Inc. Irvine, California	54	

**WILLIAM P. FOLEY, II**

Mr. Foley is our Chairman of the Board and Chief Executive Officer, and has been since our formation in 1984. Mr. Foley was President of Fidelity from its formation in 1984 until December 31, 1994. Mr. Foley is also currently serving as Chairman of the Board of Fidelity National Information Solutions, Inc. and CKE Restaurants, Inc. Additionally, he is Co-Chairman of the Board of Directors of Micro General Corporation, and a director of American National Financial, Inc. and Checkers Drive-In Restaurants, Inc.

**FRANK P. WILLEY**

Mr. Willey is our Vice Chairman of the Board. He has been a director since the formation of Fidelity in 1984, and served as its President from January 1, 1995 through March 20, 2000. He served as an Executive Vice President and General Counsel of Fidelity from its formation until December 31, 1994. He has served in various capacities with subsidiaries and affiliates of Fidelity since joining it in 1984. Mr. Willey is also a director of CKE Restaurants, Inc. and Ugly Duckling Holdings, Inc.

**JOHN J. BURNS, JR.**

Mr. Burns is Chief Executive Officer and a director of Alleghany Corporation and has been since 1992. From 1977 to 1992 he was President and a director of Alleghany Corporation. He is also a director of World Minerals, Inc. and Burlington Northern Santa Fe Corporation.

**PATRICK F. STONE**

Mr. Stone was elected President of the Company effective March 20, 2000. He served as Chief Operating Officer of Fidelity from March 25, 1997 to January 1, 2002. From May 1995 through March 1997 he was an Executive Vice President of Fidelity and President of Fidelity National Title Insurance Company and four other Fidelity underwriters. Mr. Stone is also Chief Executive Officer of Fidelity National Information Solutions, Inc., serving since January 2002. From February 1989 to May 1995 he was President of Fidelity National Title Company of Oregon. He is Co-Chairman of the Board of Micro General Corporation, and a director of Fidelity National Information Solutions.

**DIRECTORS TERM EXPIRING 2004**

<b>Name</b>	<b>Occupation</b>	<b>Age</b>	<b>Director Since</b>
William A. Imparato	Managing Member Tri-Vista Partners Scottsdale, Arizona	55	1986
Donald M. Koll	Chairman of the Board and Chief Executive Officer The Koll Company Newport Beach, California	69	1995
Cary H. Thompson	Senior Managing Director Bear Stearns & Co., Inc. Los Angeles, California	45	1992
General William Lyon	Chairman of the Board and Chief Executive Officer William Lyon Homes, Inc. Newport Beach, California	79	1998

**WILLIAM A. IMPARATO**

In March 2001, Mr. Imparato founded a real estate development firm, Tri-Vista Partners LLC, headquartered in Scottsdale, Arizona. Mr. Imparato is the Managing Member. From June 1990 to December 1993 Mr. Imparato was President of Fidelity's wholly-owned real estate subsidiary, Orion Realty Group. From July 1980 to March 2001 he was a partner in Park West Development Company, a real estate development firm headquartered in Phoenix, Arizona.

**DONALD M. KOLL**

Mr. Koll is Chairman of the Board and Chief Executive Officer of The Koll Company and has been since its formation on March 26, 1962. Mr. Koll also serves on the Board of Directors of the Irvine Company.

**CARY H. THOMPSON**

Mr. Thompson is currently a Senior Managing Director with Bear Stearns & Co., Inc. Prior to June 1999, Mr. Thompson was Chief Executive Officer of Aames Financial Corporation. Mr. Thompson was a managing director of Nat West Markets from May 1994 through June 1996. Mr. Thompson was Managing Director and managed the West Coast Financial Institutions Group for Oppenheimer and Co., Inc. Mr. Thompson currently serves on the Board of Directors of SonicWall Corporation and Fidelity National Information Solutions, Inc.

**GENERAL WILLIAM LYON**

General Lyon is Chairman of the Board and Chief Executive Officer of William Lyon Homes, Inc. and affiliated companies which are headquartered in Newport Beach, California. In 1989, General Lyon formed Air/Lyon, Inc., which included Elsinore Service Corp. and Martin Aviation at John Wayne Airport. He has been Chairman of the Board of The William Lyon Company since 1985.

**DIRECTORS TERM EXPIRING 2003**

<b>Name</b>	<b>Occupation</b>	<b>Age</b>	<b>Director Since</b>
Daniel D. (Ron) Lane	Chairman and Chief Executive Officer Lane/Kuhn Pacific, Inc. Newport Beach, California	67	1989
J. Thomas Talbot	Owner The Talbot Company Newport Beach, California	66	1990
John F. Farrell, Jr	Chairman Automatic Service Company New York, New York	64	2000
Philip G. Heasley	Chairman and Chief Executive Officer First USA Bank Wilmington, Delaware	52	2000

**DANIEL D. (RON) LANE**

Since February 1983, Mr. Lane has been a principal, Chairman and Chief Executive Officer of Lane/Kuhn Pacific, Inc., a corporation that comprises several community development and home building partnerships, all of which are headquartered in Newport Beach, California. He is Vice Chairman of the Board of Directors of CKE Restaurants, Inc. Mr. Lane also serves on the Board of Metalclad Corporation and is active on the Board of Trustees of the University of Southern California.

**J. THOMAS TALBOT**

For more than 5 years, Mr. Talbot has been the owner of The Talbot Company, an investment and asset management company. From 1989 until 1992, Mr. Talbot was the Chairman and Chief Executive Officer of HAL, Inc. and Hawaiian Airlines. He was founder of Air California (sold to Alaska Airlines), Southwest Airlines, and Chairman of Jet America Airlines from 1981 until 1988 when it was sold to Alaska Air Group. He currently serves on the boards of directors of California Coastal Communities, Inc., (formerly Koll Real Estate Group) and The Hallwood Group, Inc.

**JOHN F. FARRELL, JR.**

Mr. Farrell is Chairman of Automatic Service Company and has been since 1997. From 1985 through 1994 he was Chairman and Chief Executive Officer of North American Mortgage Company. Mr. Farrell was Chairman of Integrated Acquisition Corporation from 1984 through 1989. He was a partner with Oppenheimer and Company from 1972 through 1984.

**PHILIP G. HEASLEY**

Mr. Heasley is Chairman and Chief Executive Officer of First USA Bank, the credit card subsidiary of Bank One. Prior to joining First USA, Mr. Heasley spent 13 years in executive positions at U.S. Bancorp, including six years as Vice Chairman and the last two years as President and Chief Operating Officer. Before joining U.S. Bancorp Mr. Heasley spent 13 years at Citicorp, including three years as President and Chief Operating Officer of Diners Club, Inc. Mr. Heasley currently serves as Chairman of the Board of Visa USA and is a member of the board of Visa International.

**Board Meetings and Committees**

The Board of Directors held a total of five formal meetings during the year ending December 31, 2001. All directors attended 100% of all meetings of the Board of Directors with the exception of Richard P. Toft, John Farrell, Jr. and Donald Koll who attended 80% of the meetings.

<b>Name of Committee and Members</b>	<b>Functions of the Committee</b>	<b>Meetings in 2001</b>
<p><b><u>Audit</u></b></p> <p><b>J. Thomas Talbot</b>  <b>Daniel D. (Ron) Lane</b>  <b>Richard Toft</b>  <b>Donald M. Koll</b>  <b>John J. Farrell, Jr.</b></p>	<p>Meets independently with internal audit staff, representatives of Fidelity's independent accountants and representatives of senior management.</p> <p>Reviews reports of independent accountants and internal auditors.</p> <p>Reviews general scope of Fidelity's annual audit, the fee charged by independent accountants.</p> <p>Reviews internal controls and recommendations regarding same.</p> <p>Reviews and monitors performance of non-audit services by independent accounts.</p> <p>Recommends engagement or discharge of independent accountants.</p>	4
<p><b><u>Compensation</u></b></p> <p><b>Cary H. Thompson</b>  <b>Daniel D. (Ron) Lane</b>  <b>J. Thomas Talbot</b></p>	<p>Either alone or in conjunction with other committees, reviews and reports to the Board on salary, fee and benefit programs designed for senior management with a view to (i) ensuring the attraction and retention of highly qualified individuals and (ii) encouraging continued extraordinary efforts through incentive awards.</p>	5
<p><b><u>Executive</u></b></p> <p><b>William P. Foley, II</b>  <b>J. Thomas Talbot</b>  <b>Philip G. Heasley</b>  <b>Cary H. Thompson</b></p>	<p>May invoke all of the power and authority of the Board in the management of the Company delegated to it by the Board except those powers that by law cannot be delegated.</p>	0
<p><b><u>Nominating</u></b></p> <p><b>Donald M. Koll</b>  <b>Daniel D. (Ron) Lane</b>  <b>General William Lyon</b></p>	<p>Considers and recommends to the Board proposals to be presented for action by Fidelity's stockholders including the consideration of nominations to the Board of Directors to be submitted to the stockholders.</p>	1

**Director Compensation**

Directors who are also officers of Fidelity do not receive any compensation for acting as directors, except for reimbursement of reasonable expenses, if any, incurred in attending Board meetings.

Directors who are not also employees of Fidelity receive:

an annual retainer of \$30,000,

\$2,500 for each Board meeting attended,

an annual retainer of \$5,000 for service on a committee (the committee chairman receives \$7,500),

\$1,500 for each committee meeting attended, and

expenses of attending Board and committee meetings.

**EXECUTIVE OFFICERS**

The executive officers of the Company as of the date of this Proxy Statement are set forth in the table below. Certain biographical information with respect to those executive officers who do not also serve as directors follows the table. Biographical information for those executive officers who also serve as directors is set forth on page 7 of this Proxy Statement.

<b>Name</b>	<b>Occupation</b>	<b>Age</b>	<b>Employed Since</b>
William P. Foley, II	Chairman of the Board and Chief Executive Officer	57	1984
Frank P. Willey	Vice Chairman of the Board	48	1984
Patrick F. Stone	President	54	1989
Alan L. Stinson	Executive Vice President, Chief Financial Officer	56	1998
Peter T. Sadowski	Executive Vice President, General Counsel	47	1999

**ALAN L. STINSON**

Mr. Stinson joined the Company in October 1998 as Executive Vice President, Financial Operations, and assumed the role of Executive Vice President and Chief Financial Officer of the Company in early 1999. Prior to his employment with the Company, Mr. Stinson was Executive Vice President and Chief Financial Officer of Alamo Title Holding Company. From 1968 to 1994 Mr. Stinson was employed by Deloitte & Touche, LLP, where he was a partner from 1980 to 1994.

**PETER T. SADOWSKI**

Mr. Sadowski joined the Company in January 1999 as Executive Vice President, General Counsel. Prior to joining the Company, Mr. Sadowski was a partner with Goldberg, Katz, Sadowski & Stansen, PC, a law firm located in St. Louis, Missouri, from 1996 until 1998.

**PRINCIPAL STOCKHOLDERS**

As of April 1, 2002, based upon filings with the Securities and Exchange Commission, there is no person known to the Company to be the beneficial owner of more than 5% of the Company's Common Stock other than as set forth in the Security Ownership of Management table below.

**SECURITY OWNERSHIP OF MANAGEMENT**

The following table sets forth the beneficial ownership as of April 1, 2002, of the Common Stock of the Company by each director who owns shares, by the director nominees, all executive officers named in the Summary Compensation Table, and all directors and executive officers as a group. The information as to beneficial stock ownership is based on data furnished by the persons concerning whom such information is given.

<b>Name and Address</b>	<b>Number of Shares Owned</b>	<b>Number of Options(1)</b>	<b>Total</b>	<b>Percent of Total</b>
William P. Foley, II	3,086,058(2)	2,486,603	5,572,661	6.3%
Frank P. Willey	536,042	476,477	1,012,519	1.2%
John Joseph Burns, Jr	49,148	7,001	56,149	*
John F. Farrell, Jr	0	7,001	7,001	*
Philip G. Heasley	0	7,001	7,001	*
William A. Imparato	11,366	58,976	70,342	*
Donald M. Koll	0	81,328	81,328	*
Daniel D. (Ron) Lane	99,651	45,776	145,427	*
General William Lyon	11,073	49,076	60,149	*
J. Thomas Talbot	30,020	34,501	64,521	*
Cary H. Thompson	2,412	7,001	9,413	*
Richard Paul Toft	20,611	7,001	27,612	*
Patrick F. Stone	55,790	348,485	404,275	*
Alan L. Stinson	31,704	146,992	178,696	*
Peter T. Sadowski	651	100,234	100,885	*
All directors and officers (17 persons)	3,934,526	3,863,453	7,797,979	8.6%

\* Represents less than 1% of the Company's Common Stock.

- (1) Represents shares subject to stock options that are exercisable on April 1, 2002 or become exercisable within 60 days of April 1, 2002.  
(2) Included in this amount are 1,710,443 shares held by Folco Development Corporation, of which Mr. Foley and his spouse are the sole stockholders, and 380,380 shares held by Foley Family Charitable Foundation.



**EXECUTIVE COMPENSATION**

The following Summary Compensation Table shows compensation paid by the Company and its subsidiaries to the named executive officers of the Company for all services in all capacities during the years indicated.

**SUMMARY COMPENSATION TABLE**

Name and Principal Position	Year	Annual Compensation				All Other Compensation \$(5)
		Salary \$(1)	Bonus \$(2)	Other Annual Compensation \$(3)	Long Term Compensation Awards Options (#)(4)	
William P. Foley, II	2001	960,516	2,850,000	98,023	352,000(6)	83,982
Chairman of the Board	2000	887,096	2,251,665	78,492	516,610(6)	72,441
and Chief Executive Officer	1999	609,500	392,940	87,139	207,994(6)	65,758
Patrick F. Stone	2001	760,500	2,250,000		82,500(6)	
President and Chief	2000	708,421	1,773,630		251,820	
Operating Officer	1999	400,629	187,470		78,898(6)	