UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-Q

☑ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2017

OR

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission File Number 1-32630

FIDELITY NATIONAL FINANCIAL, INC.

(Exact name of registrant as specified in its charter)

Delaware	16-1725106
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)
601 Riverside Avenue, Jacksonville, Florida	32204
(Address of principal executive offices)	(Zip Code)

(904) 854-8100

(Registrant’s telephone number, including area code)

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 ☑ 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 ☑ NO o

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

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

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
YES o NO ☑

The number of shares outstanding of the Registrant's common stock as of September 30, 2017 were:

FNF Group Common Stock	273,154,429
FNFV Group Common Stock	64,864,950

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QUARTERLY REPORT
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Part I: FINANCIAL INFORMATION

Item 1. Condensed Consolidated Financial Statements

FIDELITY NATIONAL FINANCIAL, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(Dollars in millions, except share data)

	September 30, 2017	December 31, 2016
	(Unaudited)	
ASSETS		
Investments:		
Fixed maturity securities available for sale, at fair value, at September 30, 2017 and December 31, 2016 includes pledged fixed maturity securities of $367 and $332, respectively, related to secured trust deposits	$ 2,154	$ 2,432
Preferred stock available for sale, at fair value	321	315
Equity securities available for sale, at fair value	457	438
Investments in unconsolidated affiliates	558	558
Other long-term investments	55	54
Short-term investments, at September 30, 2017 and December 31, 2016 includes short-term investments of $0 and $212 related to secured trust deposits, respectively	585	483
Total investments	4,130	4,280
Cash and cash equivalents, at September 30, 2017 and December 31, 2016 includes $568 and $331, respectively, of pledged cash related to secured trust deposits	1,232	1,193
Trade and notes receivables, net of allowance of $20 and $21, at September 30, 2017 and December 31, 2016, respectively	345	374
Goodwill	2,784	2,761
Prepaid expenses and other assets	466	455
Capitalized software, net	127	130
Other intangible assets, net	591	671
Title plants	398	395
Property and equipment, net	428	443
Assets of discontinued operations	—	3,761
Total assets	$ 10,501	$ 14,463
LIABILITIES AND EQUITY		
Liabilities:		
Accounts payable and accrued liabilities	$ 1,050	$ 1,148
Notes payable	890	1,220
Reserve for title claim losses	1,496	1,487
Secured trust deposits	923	860
Income taxes payable	85	38
Deferred tax liability	344	295
Liabilities of discontinued operations	—	2,173
Total liabilities	4,788	7,221
Commitments and Contingencies:		
Redeemable non-controlling interest by 21% minority holder of ServiceLink Holdings, LLC	344	344
Equity:		
FNF Group common stock, $0.0001 par value; authorized 487,000,000 shares as of September 30, 2017 and December 31, 2016; outstanding of 273,154,429 and 272,205,261 as of September 30, 2017 and December 31, 2016, respectively, and issued of 285,992,115 and 285,041,900 as of September 30, 2017 and December 31, 2016, respectively	—	—
FNFV Group common stock, $0.0001 par value; authorized 113,000,000 shares as of September 30, 2017 and December 31, 2016; outstanding of 64,864,950 and 66,416,822 as of September 30, 2017 and December 31, 2016, respectively, and issued of 80,581,675 as of both September 30, 2017 and December 31, 2016	—	—
Preferred stock, $0.0001 par value; authorized 50,000,000 shares; issued and outstanding, none	—	—
Additional paid-in capital	4,582	4,848
Retained earnings	1,289	1,784
Accumulated other comprehensive earnings (loss)	46	(13)
Less: treasury stock, 28,554,411 as of September 30, 2017 and 27,001,492 shares as of December 31, 2016, at cost	(647)	(623)
Total Fidelity National Financial, Inc. shareholders' equity	5,270	5,996
Non-controlling interests	99	902
Total equity	5,369	6,898
Total liabilities, redeemable non-controlling interest and equity	$ 10,501	$ 14,463

See Notes to Condensed Consolidated Financial Statements

FIDELITY NATIONAL FINANCIAL, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS

(Dollars in millions, except per share data)

	Three months ended September 30, 2017	Three months ended September 30, 2016	Nine months ended September 30, 2017	Nine months ended September 30, 2016
	(Unaudited)		(Unaudited)	
Revenues:				
Direct title insurance premiums	$ 558	$ 556	$ 1,598	$ 1,518
Agency title insurance premiums	719	713	2,028	1,934
Escrow, title-related and other fees	689	700	2,071	1,920
Restaurant revenue	269	273	830	858
Interest and investment income	34	29	97	96
Realized gains and losses, net	(4)	(4)	277	5
Total revenues	2,265	2,267	6,901	6,331
Expenses:				
Personnel costs	646	630	1,958	1,800
Agent commissions	553	545	1,557	1,473
Other operating expenses	468	464	1,392	1,296
Cost of restaurant revenue	243	237	728	727
Depreciation and amortization	58	56	177	161
Provision for title claim losses	64	70	181	190
Interest expense	12	18	47	55
Total expenses	2,044	2,020	6,040	5,702
Earnings from continuing operations before income taxes and equity in losses of unconsolidated affiliates	221	247	861	629
Income tax expense	74	88	355	218
Earnings from continuing operations before equity in losses of unconsolidated affiliates	147	159	506	411
Equity in losses of unconsolidated affiliates	(3)	(7)	(7)	(6)
Net earnings from continuing operations	144	152	499	405
Net earnings from discontinued operations, net of tax	31	17	59	54
Net earnings	175	169	558	459
Less: Net earnings attributable to non-controlling interests	10	13	25	32
Net earnings attributable to Fidelity National Financial, Inc. common shareholders	$ 165	$ 156	$ 533	$ 427
Amounts attributable to Fidelity National Financial, Inc. common shareholders				
Net earnings from continuing operations attributable to FNF Group common shareholders	$ 156	$ 158	$ 393	$ 404
Net earnings from discontinued operations attributable to FNF Group common shareholders	14	5	23	19
Net earnings attributable to FNF Group common shareholders	$ 170	$ 163	$ 416	$ 423
Net (loss) earnings attributable to FNFV Group common shareholders	$ (5)	$ (7)	$ 117	$ 4
Earnings per share				
Basic				
Net earnings from continuing operations attributable to FNF Group common shareholders	$ 0.58	$ 0.58	$ 1.46	$ 1.49
Net earnings from discontinued operations attributable to FNF Group common shareholders	0.05	0.02	0.08	0.07
Net earnings per share attributable to FNF Group common shareholders	$ 0.63	$ 0.60	$ 1.54	$ 1.56
Net (loss) earnings per share attributable to FNFV Group common shareholders	$ (0.08)	$ (0.11)	$ 1.80	$ 0.06
Diluted				
Net earnings from continuing operations attributable to FNF Group common shareholders	$ 0.57	$ 0.56	$ 1.42	$ 1.44
Net earnings from discontinued operations attributable to FNF Group common shareholders	0.05	0.02	0.08	0.07
Net earnings per share attributable to FNF Group common shareholders	$ 0.62	$ 0.58	$ 1.50	$ 1.51
Net (loss) earnings per share attributable to FNFV Group common shareholders	$ (0.08)	$ (0.11)	$ 1.75	$ 0.06
Weighted average shares outstanding FNF Group common stock, basic basis	272	271	271	272
Weighted average shares outstanding FNF Group common stock, diluted basis	276	279	277	280
Cash dividends paid per share FNF Group common stock	$ 0.25	$ 0.21	$ 0.75	$ 0.63
Weighted average shares outstanding FNFV Group common stock, basic basis	65	66	65	68
Weighted average shares outstanding FNFV Group common stock, diluted basis	65	69	67	70

See Notes to Condensed Consolidated Financial Statements

FIDELITY NATIONAL FINANCIAL, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE EARNINGS
(In millions)

	Three months ended September 30, 2017	Three months ended September 30, 2016	Nine months ended September 30, 2017	Nine months ended September 30, 2016
	(Unaudited)		(Unaudited)	
Net earnings	$ 175	$ 169	$ 558	$ 459
Other comprehensive earnings:				
Unrealized gain on investments and other financial instruments, net (excluding investments in unconsolidated affiliates) (1)	8	6	33	52
Unrealized gain (loss) on investments in unconsolidated affiliates (2)	4	(2)	16	13
Unrealized gain on foreign currency translation (3)	3	1	8	6
Reclassification adjustments for change in unrealized gains and losses included in net earnings (4)	—	(2)	2	—
Other comprehensive earnings	15	3	59	71
Comprehensive earnings	190	172	617	530
Less: Comprehensive earnings attributable to non-controlling interests	11	13	27	32
Comprehensive earnings attributable to Fidelity National Financial, Inc. common shareholders	$ 179	$ 159	$ 590	$ 498
Comprehensive earnings attributable to FNF Group common shareholders	$ 182	$ 169	$ 471	$ 487
Comprehensive (loss) earnings attributable to FNFV Group common shareholders	$ (3)	$ (10)	$ 119	$ 11

(1) Net of income tax expense of $5 million and $4 million for the three-month periods ended September 30, 2017 and 2016, respectively, and $20 million and $33 million for the nine-month periods ended September 30, 2017 and 2016, respectively.

(2) Net of income tax expense (benefit) of $3 million and $(1) million for the three-month periods ended September 30, 2017 and 2016, respectively, and $10 million and $8 million for the nine-month periods ended September 30, 2017 and 2016, respectively.

(3) Net of income tax expense of $2 million and less than $1 million for the three-month periods ended September 30, 2017 and 2016, respectively, and $5 million and $3 million for the nine-month periods ended September 30, 2017 and 2016.

(4) Net of income tax (benefit) expense of $(1) million for the three-month period ended September 30, 2016 and $1 million for the nine-month period ended September 30, 2017.

See Notes to Condensed Consolidated Financial Statements

FIDELITY NATIONAL FINANCIAL, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENT OF EQUITY
(In millions)
(Unaudited)

	Fidelity National Financial, Inc. Common Shareholders											
	FNF Group Common Stock		FNFV Group Common Stock		Additional Paid-in	Retained	Accumulated Other Comprehensive Earnings	Treasury Stock		Non-controlling	Total	Redeemable Non-controlling
	Shares	$	Shares	$	Capital	Earnings	(Loss)	Shares	$	Interests	Equity	Interests
Balance, December 31, 2015	282	$ —	81	$ —	$ 4,795	$ 1,374	$ (69)	15	$ (346)	$ 834	$ 6,588	$ 344
Exercise of stock options	2	—	—	—	16	—	—	—	—	—	16	—
Treasury stock repurchased	—	—	—	—	—	—	—	11	(247)	—	(247)	—
Other comprehensive earnings — unrealized gain (loss) on investments and other financial instruments	—	—	—	—	—	—	52	—	—	(1)	51	—
Other comprehensive earnings — unrealized gain on investments in unconsolidated affiliates	—	—	—	—	—	—	13	—	—	—	13	—
Other comprehensive earnings — unrealized gain on foreign currency translation	—	—	—	—	—	—	6	—	—	—	6	—
Stock-based compensation	—	—	—	—	28	—	—	—	—	16	44	—
Shares withheld for taxes and in treasury	—	—	—	—	—	—	—	—	(2)	—	(2)	
Dividends declared	—	—	—	—	—	(172)	—	—	—	—	(172)	—
Acquisitions of non-controlling interests	—	—	—	—	—	—	—	—	—	14	14	—
Subsidiary dividends declared to non-controlling interests	—	—	—	—	—	—	—	—	—	(6)	(6)	—
Net earnings	—	—	—	—	—	427	—	—	—	32	459	—
Balance, September 30, 2016	284	$ —	81	$ —	$ 4,839	$ 1,629	$ 2	26	$ (595)	$ 889	$ 6,764	$ 344
Balance, December 31, 2016	285	$ —	81	$ —	$ 4,848	$ 1,784	$ (13)	27	$ (623)	$ 902	$ 6,898	$ 344
Exercise of stock options	1	—	—	—	24	—	—	—	—	—	24	—
Treasury stock repurchased	—	—	—	—	—	—	—	2	(23)	—	(23)	—
Spin-off of Black Knight, Inc.	—	—	—	—	—	(823)	—	—	—	(801)	(1,624)	—
Other comprehensive earnings — unrealized gain on investments and other financial instruments	—	—	—	—	—	—	33	—	—	2	35	—
Other comprehensive earnings — unrealized gain on investments in unconsolidated affiliates	—	—	—	—	—	—	16	—	—	—	16	—
Other comprehensive earnings — unrealized gain on foreign currency translation	—	—	—	—	—	—	8	—	—	—	8	—
Reclassification adjustments for change in unrealized gains and losses included in net earnings	—	—	—	—	—	—	2	—	—	—	2	—
Black Knight repurchases of BKFS stock	—	—	—	—	—	—	—	—	—	(47)	(47)	—
Stock-based compensation	—	—	—	—	26	—	—	—	—	11	37	—
Shares withheld for taxes and in treasury	—	—	—	—	—	—	—	—	(1)	—	(1)	—
Dividends declared	—	—	—	—	—	(205)	—	—	—	—	(205)	—
Purchase of additional share in consolidated subsidiaries	—	—	—	—	1	—	—	—	—	(1)	—	—
Sale of OneDigital	—	—	—	—	—	—	—	—	—	(6)	(6)	—
Acquisitions of noncontrolling interests	—	—	—	—	—	—	—	—	—	21	21	—
Equity portion of debt conversions settled in cash	—	—	—	—	(317)	—	—	—	—	—	(317)	—
Subsidiary dividends declared to non-controlling interests	—	—	—	—	—	—	—	—	—	(7)	(7)	—
Net earnings	—	—	—	—	—	533	—	—	—	25	558	—
Balance, September 30, 2017	286	$ —	81	$ —	$ 4,582	$ 1,289	$ 46	29	$ (647)	$ 99	$ 5,369	$ 344

See Notes to Condensed Consolidated Financial Statements

FIDELITY NATIONAL FINANCIAL, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In millions)

	For the nine months ended September 30,	
	2017	2016
	(Unaudited)	
Cash flows from operating activities:		
Net earnings	$ 558	$ 459
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Depreciation and amortization	331	315
Equity in losses of unconsolidated affiliates	7	6
Loss (gain) on sales of investments and other assets, net	12	(10)
Gain on sale of OneDigital	(276)	—
Impairment of assets	5	5
Stock-based compensation cost	37	44
Changes in assets and liabilities, net of effects from acquisitions:		
Net change in pledged cash, pledged investments, and secured trust deposits	3	—
Net increase in trade receivables	(6)	(43)
Net increase in prepaid expenses and other assets	(50)	(23)
Net decrease in accounts payable, accrued liabilities, deferred revenue and other	(93)	(33)
Net increase in reserve for title claim losses	8	19
Net change in income taxes	30	6
Net cash provided by operating activities	566	745
Cash flows from investing activities:		
Proceeds from sales of investment securities available for sale	220	188
Proceeds from calls and maturities of investment securities available for sale	432	340
Proceeds from the sale of cost method and other investments	19	36
Additions to property and equipment and capitalized software	(132)	(230)
Purchases of investment securities available for sale	(278)	(496)
Net (purchases of) proceeds from short-term investment securities	(368)	438
Purchases of other long-term investments	(8)	—
Contributions to investments in unconsolidated affiliates	(52)	(155)
Distributions from unconsolidated affiliates	76	75
Net other investing activities	(3)	2
Acquisition of Commissions, Inc., net of cash acquired	—	(229)
Acquisition of Title Guaranty of Hawaii, net of cash acquired	(93)	—
Proceeds from the sale of OneDigital	325	—
Other acquisitions/disposals of businesses, net of cash acquired	(137)	(261)
Net cash provided by (used in) investing activities	1	(292)
Cash flows from financing activities:		
Borrowings	776	100
Debt service payments	(994)	(158)
Black Knight treasury stock repurchases of BKFS stock	(47)	—
Equity portion of debt conversions paid in cash	(317)	—
Dividends paid	(204)	(171)
Subsidiary dividends paid to non-controlling interest shareholders	(7)	(6)
Exercise of stock options	24	16
Cash transferred in Black Knight spin-off	(87)	—
Payment of contingent consideration for prior period acquisitions	(15)	(4)
Payment for withholding taxes on stock-based compensation for shares withheld from participants and in treasury	(1)	(2)
Purchases of treasury stock	(23)	(251)
Net cash used in financing activities	(895)	(476)
Net decrease in cash and cash equivalents, excluding pledged cash related to secured trust deposits	(328)	(23)
Cash and cash equivalents, excluding pledged cash related to secured trust deposits at beginning of period	992	672
Cash and cash equivalents, excluding pledged cash related to secured trust deposits at end of period	$ 664	$ 649

See Notes to Condensed Consolidated Financial Statements

FIDELITY NATIONAL FINANCIAL, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

Note A — Basis of Financial Statements

The unaudited financial information in this report includes the accounts of Fidelity National Financial, Inc. and its subsidiaries (collectively, “we,” “us,” “our,” or “FNF”) prepared in accordance with U.S. generally accepted accounting principles ("GAAP") and the instructions to Form 10-Q and Article 10 of Regulation S-X. All adjustments considered necessary for a fair presentation have been included. All adjustments made were of a normal, recurring nature. This report should be read in conjunction with our Annual Report on Form 10-K (our "Annual Report") for the year ended December 31, 2016.

Description of the Business

We have organized our business into two groups, FNF Group and FNF Ventures ("FNFV").

Through FNF Group, we are a leading provider of (i) title insurance, escrow and other title-related services, including trust activities, trustee sales guarantees, recordings and reconveyances and home warranty products and (ii) technology and transaction services to the real estate and mortgage industries. FNF Group is the nation’s largest title insurance company operating through its title insurance underwriters - Fidelity National Title Insurance Company, Chicago Title Insurance Company ("Chicago Title"), Commonwealth Land Title Insurance Company, Alamo Title Insurance and National Title Insurance of New York Inc. - which collectively issue more title insurance policies than any other title company in the United States. Through our subsidiary ServiceLink Holdings, LLC ("ServiceLink"), we provide mortgage transaction services including title-related services and facilitation of production and management of mortgage loans.

Through FNFV group, our diversified investment holding company, we own majority and minority equity investment stakes in a number of entities, including American Blue Ribbon Holdings, LLC ("ABRH") and Ceridian HCM, Inc. ("Ceridian"), subject to an anticipated Split-Off, as described under *Recent Developments* in this Note A.

For information about our reportable segments refer to Note H *Segment Information*.

Recent Developments

On October 16, 2017, FNFV Group completed its acquisition of T-System Holdings LLC ("T-System") for $200 million in cash. T-System is a provider of clinical documentation and coding solutions to hospital-based and free-standing emergency departments and urgent care facilities. T-System offers software solutions providing clinical staff full workflow operations that drive documentation completeness and revenue optimization, and provides a full-service outsourced coding solution as well as a cloud-based SaaS solution for self-service coding.

On September 29, 2017, we completed our previously announced tax-free distribution, to FNF Group shareholders, of all 83.3 million shares of New BKH Corp. ("New BKH") common stock that we previously owned (the “BK Distribution”). Immediately following the BK Distribution, New BKH and Black Knight Financial Services, Inc. ("Black Knight") engaged in a series of transactions resulting in the formation of a new publicly-traded holding company, Black Knight, Inc. ("New Black Knight"). Holders of FNF Group common stock received approximately 0.30663 shares of New Black Knight common stock for every one share of FNF Group common stock held at the close of business on September 20, 2017, the record date for the BK Distribution. New Black Knight's common stock is now listed under the symbol “BKI” on the New York Stock Exchange. The BK Distribution is expected to generally be tax-free to FNF Group shareholders for U.S. federal income tax purposes, except to the extent of any cash received in lieu of New Black Knight's fractional shares. As a result of the BK Distribution, we have reclassified the assets and liabilities divested as assets and liabilities of discontinued operations in our Condensed Consolidated Balance Sheet as of December 31, 2016. Further, the financial results of Black Knight have been reclassified to discontinued operations for all periods presented in our Condensed Consolidated Statements of Operations. See Note K. *Discontinued Operations* for further details of the results of Black Knight.

On August 31, 2017, FNF Group completed its acquisition of 90% of the membership interests of Title Guaranty of Hawaii ("Title Guaranty") for $98 million. Title Guaranty was previously an unaffiliated agent of Chicago Title and will continue to be closely aligned with Chicago Title as it formally becomes part of the FNF title company family. Founded in 1896, Title Guaranty is the oldest title company in the State of Hawaii and is a leading provider of title and escrow services, with more than 300 employees in branches across the State of Hawaii providing title insurance and real estate closing services. See Note J *Acquisitions* for further discussion.

On August 3, 2017, FNFV LLC entered into a definitive agreement (the "99 Merger Agreement"), by and among J. Alexander's Holdings, Inc. ("J. Alexander's"), its subsidiary J. Alexander's Holdings, LLC ("JAX Op"), Nitro Merger Sub, Inc. ("Merger Sub"), a wholly-owned subsidiary of JAX Op, Fidelity Newport Holdings, LLC ("FNH", together with FNFV LLC, the "99 Sellers"), and 99 Restaurants, LLC ("99 Restaurants"), to merge Merger Sub with and into 99 Restaurants, whereupon the separate existence of Merger Sub shall cease and 99 Restaurants shall continue as the surviving company and a wholly-owned subsidiary of JAX Op (the "99 Merger"). 99 Restaurants is the owner of our Ninety Nine Restaurant & Pub restaurant concept. Pursuant to the 99 Merger Agreement, FNH will exchange 100% of its ownership interest in 99 Restaurants for common share equivalents of J. Alexander's (as described below).

Under the terms of the 99 Merger Agreement, 99 Restaurants will be valued at an enterprise value of $199 million, with consideration to be paid to the 99 Sellers by J. Alexander's and JAX Op consisting of newly issued equity valued at $179 million, issued in the form of 16.3 million new Class B Units of JAX Op and 16.3 million shares of new Class B Common Stock of J. Alexander's, and the assumption of $20 million of net debt. For purposes of the 99 Merger, each Class B Unit, together with one share of Class B Common Stock, will be issued at an agreed price of $11.00. Prior to the 99 Merger, 99 Restaurants will assume $60 million of currently outstanding debt of certain of its affiliates and FNFV LLC will contribute $40 million to 99 Restaurants in exchange for newly issued membership interest in 99 Restaurants. The proceeds of this cash contribution will be used by J. Alexander's to repay a portion of the assumed debt immediately following the closing of the 99 Merger. William P. Foley, II will join the J. Alexander's Board of Directors and it is expected that Lonnie J. Stout II will remain Chief Executive Officer of the combined company. Closing of the 99 Merger is contingent on customary closing conditions, including approval of the shareholders of J. Alexander's and certain regulatory clearances, and is expected late in the fourth quarter of 2017 or early in the first quarter of 2018.

On May 24, 2017, we entered into certain equity commitment letters (the “Equity Commitment Letters”) with CF Corporation, a Cayman Islands exempted company (“CFCOU”), relating to its plan of merger (the "Merger" or “Merger Agreement”), dated May 24, 2017, among CFCOU, Fidelity & Guaranty Life, a Delaware corporation (“FGL”), and the other parties thereto. Pursuant to the Equity Commitment Letters, the Company has committed (the "FNF Commitment"), on the terms and subject to the conditions set forth therein, at the closing under the Merger Agreement, to purchase, or cause the purchase of, equity of CFCOU for an aggregate cash purchase price equal to $235 million plus up to an aggregate of $195 million to offset any redemptions of CFCOU’s ordinary shares made in connection with its shareholder vote to approve the transaction. The cash purchase price of $235 million includes: (i) $135 million of ordinary shares of CFCOU for $10.00 per share, and (ii) $100 million of preferred shares, plus additional amounts, if any, pursuant to the Company’s commitment to offset a portion of the redemptions of CFCOU’s ordinary shares, if any, and warrants. The shareholder vote was held on August 8, 2017 and the Merger was unanimously approved. No shareholders elected to have their public shares redeemed in connection with the Merger. Additionally, the Company has committed, on the terms and subject to the conditions set forth therein, at the Closing, to purchase, or cause the purchase of, equity of CFCOU for an aggregate cash purchase price equal to two-thirds (2/3) of the aggregate amount, if any, not funded by one or more purchasers under the forward purchase agreements between CFCOU, CF Capital Growth, LLC and the counterparties thereto, up to an aggregate amount of $200 million.

As consideration for the FNF Commitment and the agreements of the Company under the Equity Commitment Letters, the Company also entered into a fee letter agreement with CFCOU, dated May 24, 2017, pursuant to which CFCOU has agreed to pay to the Company the following fees at the closing of the Merger: (i) the original issue discount of $2 million in respect of the preferred shares; (ii) a commitment fee of $3 million; (iii) penny warrants convertible, in the aggregate, for 1.2% of CFCOU’s ordinary shares (on a fully diluted basis); and (iv) if, and to the extent, any amount of the preferred equity under the Company’s backstop commitment is funded (the “Backstop Equity”), (x) a funding fee of 0.5% of the amount of the Backstop Equity that is funded, and (y) penny warrants attached to the Backstop Equity that are convertible, in the aggregate, for the result of (1) the proportion of the Backstop Equity that is funded, and (2) 1.5% of CFCOU’s ordinary shares. The Merger is expected to close in the fourth quarter of 2017, subject to the receipt of required regulatory approvals and other customary closing conditions. In addition to the Equity Commitment Letters and FNF Commitment, the Company holds $37 million of equity securities of CFCOU as of September 30, 2017. The Company’s non-executive Chairman, William P. Foley, II, is also the Co-Executive Chairman of CF Corporation.

On May 22, 2017, FNF Group completed its acquisition of Hudson & Marshall, LLC ("H&M"), a full-service auction company and one of the nation's top real estate and property auction providers, for $53 million. FNF and H&M expect to partner to further enhance the services FNF can provide to its lender, servicer and real estate agent relationships. Additionally, H&M will be hosting ServiceLink Auction, a new, full-service auction platform that will be integrated with ServiceLink's suite of products and technologies.

On May 5, 2017, we signed a definitive agreement to sell Digital Insurance, LLC ("OneDigital") for $560 million in an all-cash transaction. The sale was finalized on June 6, 2017. After repayment of debt, payout to option holders and a minority equity investor and other transaction related payments, FNFV Group received $331 million from the sale, which includes $325 million of cash and $5 million of purchase price holdback receivable. We recognized a pre-tax gain of $276 million on the sale which is included in Realized gains and losses, net on the Condensed Consolidated Statement of Earnings. We retained no ownership in OneDigital and have no continuing involvement with OneDigital as of the date of the sale.

On May 3, 2017, our Board of Directors adopted a resolution to increase the size of our Board of Directors to thirteen and elected Heather H. Murren to serve on our Board of Directors. Ms. Murren will serve in Class I of our Board of Directors, and her term will expire at the annual meeting of our shareholders to be held in 2018. At this time, Ms. Murren has not been appointed to any committee of our Board.

Effective March 1, 2017, three of the Company's title insurance underwriters, Fidelity National Title Insurance Company, Chicago Title Insurance Company and Commonwealth Land Title Insurance Company, redomesticated from their former states of domicile to Florida (the "Redomestication"). In conjunction with the Redomestication, the Company received a special dividend from these title insurance underwriters of $280 million on March 15, 2017.

On December 7, 2016, we announced that our Board of Directors approved a tax-free plan (the "Split-off" or "Split-off Plan") whereby we intend to redeem all FNFV shares in exchange for shares of common stock of Cannae Holdings, Inc ("Cannae"). Following the distribution, FNF and Cannae will each be independent, fully-distributed, publicly-traded common stocks, with FNF and FNFV no longer being tracking stocks. At or near closing of the Split-off, we anticipate making a $100 million equity investment in Cannae. In addition, our current $100 million undrawn intercompany line of credit with FNFV will continue with Cannae upon consummation of the Split-off Plan. On May 10, 2017 we received the private letter ruling from the Internal Revenue Service ("IRS") approving certain aspects relating to the Split-off Plan. The Split-off Plan is subject to the filing and acceptance of a registration statement with the Securities and Exchange Commission (the "SEC"), FNFV shareholder approval and other customary closing conditions. On October 19, 2017, the SEC declared the registration statement for the Split-off Plan effective and the proxy statement was mailed to shareholders. A special meeting of stockholders to approve the Split-off Plan will be held on November 17, 2017 and we expect to close on such date.

Earnings Per Share

Basic earnings per share, as presented on the Condensed Consolidated Statement of Earnings, is computed by dividing net earnings available to common shareholders in a given period by the weighted average number of common shares outstanding during such period. In periods when earnings are positive, diluted earnings per share is calculated by dividing net earnings available to common shareholders by the weighted average number of common shares outstanding plus the impact of assumed conversions of potentially dilutive securities. For periods when we recognize a net loss, diluted earnings per share is equal to basic earnings per share as the impact of assumed conversions of potentially dilutive securities is considered to be antidilutive. We have granted certain stock options, shares of restricted stock, convertible debt instruments and certain other convertible share based payments which have been treated as common share equivalents for purposes of calculating diluted earnings per share for periods in which positive earnings have been reported.

Options or other instruments which provide the ability to purchase shares of our common stock that are antidilutive are excluded from the computation of diluted earnings per share. There were no antidilutive options outstanding during the three or nine-month periods ended September 30, 2017. There were two million antidilutive options outstanding during the three and nine months ended September 30, 2016.

Recent Accounting Pronouncements

Revenue Recognition

In May 2014, the Financial Accounting Standards Board ("FASB") issued ASU No. 2014-09, *Revenue from Contracts with Customers (Topic 606)*. This ASU provides a new comprehensive revenue recognition model that requires companies to recognize revenue to depict the transfer of goods or services to a customer at an amount that reflects the consideration it expects to receive in exchange for those goods or services. This update also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts. This update permits the use of either the retrospective or cumulative effect transition method. ASU No. 2016-08, *Revenue from Contracts with Customers (Topic 606): Principal versus Agent Considerations* was issued by FASB in March 2016 to clarify the principal versus agent considerations within ASU 2014-09. ASU 2016-10 *Revenue from Contracts with Customers (Topic 606): Identifying Performance Obligations and Licensing* was issued by the FASB in April 2016 to clarify how to determine whether goods and services are separately identifiable and thus accounted for as separate performance obligations. ASU 2016-12 *Revenue from Contracts with Customers (Topic 606): Narrow-Scope Improvements and Practical Expedients* was issued by the FASB in May 2016 to clarify certain terms from the aforementioned updates and to add practical expedients for contracts at various stages of completion. ASU 2016-20, *Technical Corrections and Improvements to Topic 606, Revenue from Contracts with Customers*, was issued by the FASB in December 2016 which includes thirteen technical corrections and improvements affecting narrow aspects of the guidance issued in ASU 2014-09.

We have materially completed our analysis of the impact of the standards and have concluded that these standards will not have a material impact on our accounting or reporting.

Upon issuance of ASU 2015-14, the effective date of ASU 2014-09 was deferred to annual and interim periods beginning on or after December 15, 2017. We will adopt the guidance on January 1, 2018. Either of the following transition methods is permitted: (i) a full retrospective approach reflecting the application of the new standard in each prior reporting period, or (ii) a modified retrospective approach with a cumulative-effect adjustment to the opening balance of retained earnings in the year the new standard is first applied. We plan to transition to this new guidance using the modified retrospective approach.

Other Pronouncements

In January 2016, the FASB issued ASU No. 2016-01 *Financial Instruments - Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities*. The primary amendments required by the ASU include: requiring equity investments with readily determinable fair values to be measured at fair value through net income rather than through other comprehensive income; allowing entities with equity investments without readily determinable fair values to report the investments at cost, adjusted for changes in observable prices, less impairment; requiring entities that elect the fair value option for financial liabilities to report the change in fair value attributable to instrument-specific credit risk in other comprehensive income; and clarifying that entities should assess the need for a valuation allowance on a deferred tax asset related to available-for-sale debt securities in combination with other deferred tax assets. The amendments in this ASU are effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. The ASU requires a cumulative-effect adjustment of the balance sheet as of the beginning of the year of adoption. Early adoption of the ASU is not permitted, except for the provision related to financial liabilities for which the fair value option has been elected. We have completed our evaluation of the effects this new guidance will have on our consolidated financial statements and related disclosures and have determined that the ASU will result in: (1) reclassification of our unrealized gains and losses on our equity and preferred securities available for sale currently included in accumulated other comprehensive income to beginning retained earnings as of January 1, 2018 and (2) changes in fair value of our equity and preferred securities available for sale subsequent to January 1, 2018 to be included in our earnings from continuing operations. As of September 30, 2017, we held equity and preferred securities available for sale with combined net unrealized gains (net of losses) of $160 million and $14 million, respectively. Including the associated effects of deferred taxes, based on the net of tax balances as of September 30, 2017, we expect to reclassify a total of approximately $106 million from Accumulated other comprehensive income to beginning Retained earnings as of January 1, 2018.

In February 2016, the FASB issued ASU No. 2016-02 *Leases (Topic 842)*. The amendments in this ASU introduce broad changes to the accounting and reporting for leases by lessees. The main provisions of the new standard include: clarifications to the definitions of a lease, components of leases, and criteria for determining lease classification; requiring virtually all leased assets, including operating leases and related liabilities, to be reflected on the lessee's balance sheet; and expanding and adding to the required disclosures for lessees. This update is effective for annual and interim periods beginning after December 15, 2018, including interim periods within those fiscal years. Early application of the standard is permitted. The ASU requires a modified retrospective approach to transitioning which allows for the use of practical expedients to effectively account for leases commenced prior to the effective date in accordance with previous GAAP, except that lessees are required to recognize a right-of-use asset and a lease liability for all operating leases at each reporting date based on the present value of the remaining minimum rental payments that were tracked and disclosed under previous GAAP. We are still evaluating the totality of the effects this new guidance will have on our business process and systems, consolidated financial statements, and related disclosures. We have identified a vendor with software suited to track and account for leases under the new standard. We have not concluded on the anticipated financial statement effects of adoption. We plan to adopt this standard on January 1, 2019.

In June 2016, the FASB issued ASU No. 2016-13 *Financial Instruments - Credit Losses: Measurement of Credit Losses on Financial Instruments*. The amendments in this ASU introduce broad changes to accounting for credit impairment of financial instruments. The primary updates include the introduction of a new current expected credit loss ("CECL") model that is based on expected rather than incurred losses and amendments to the accounting for impairment of debt securities available for sale. This update is effective for annual periods beginning after December 15, 2019, including interim periods within those fiscal years. Early adoption is permitted for annual periods beginning after December 15, 2018, including interim periods within those fiscal years. We are currently evaluating the effect this new guidance will have on our consolidated financial statements and related disclosures and have not yet concluded on its effects. We do not plan to early adopt the standard.

In August 2016, the FASB issued ASU No. 2016-15 *Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments*. The amendments in this ASU introduce clarifications to the presentation of certain cash receipts and cash payments in the statement of cash flows. The primary updates include additions and clarifications of the classification of cash flows related to certain debt repayment activities, contingent consideration payments related to business combinations, proceeds from insurance policies, distributions from equity method investees, and cash flows related to securitized receivables. This update is effective for annual periods beginning after December 15, 2017, including interim periods within those fiscal years. Early adoption of this ASU is permitted, including in interim periods. The ASU requires retrospective application to all prior periods presented upon adoption. We have materially completed our analysis of the effects of this ASU on our consolidated financial statements and related disclosures with regard to all aspects except for the provisions related to distributions from equity method investees. Excluding the provisions related to distributions from equity method investees, we do not anticipate this ASU will have a material impact on our consolidated financial statements and related disclosures.

In November 2016, the FASB issued ASU No. 2016-18 *Statement of Cash Flows (Topic 230): Restricted Cash*. The amendments in this ASU require that a statement of cash flows explain the change during the period in the total of cash, cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents. GAAP currently does not include specific guidance on the cash flow classification and presentation of changes in restricted cash. The Company currently excludes cash pledged related to secured trust deposits, which generally meets the definition of restricted cash, from the reconciliation of beginning-of-period to end-of-period total amounts shown on the statement of cash flows. This update is effective for annual periods beginning after December 15, 2017, including interim periods within those fiscal years. Early adoption of this ASU is permitted, including in interim periods. The ASU requires retrospective application to all prior periods presented upon adoption. We are currently evaluating the effect this new guidance will have on our consolidated financial statements and related disclosures and have not yet concluded on its effects.

In January 2017, the FASB issued ASU 2017-01, *Business Combinations (Topic 805): Clarifying the Definition of a Business* to assist companies with evaluating whether transactions should be accounted for as acquisitions of assets or businesses. The new guidance requires a company to evaluate if substantially all of the fair value of the gross assets acquired (or disposed of) is concentrated in a single identifiable asset or a group of similar identifiable assets; if so, the set of assets and activities is not a business. The guidance also requires a business to include at least one substantive process and narrows the definition of outputs by more closely aligning it with how outputs are described in the guidance for revenue from contracts with customers. The new standard is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2017, with early adoption permitted. The guidance should be applied prospectively to any transactions occurring within the period of adoption. We do not expect this standard to have a material impact on our consolidated financial statements.

In January 2017, the FASB issued ASU 2017-04, *Intangibles - Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment.* The guidance simplifies the measurement of goodwill impairment by removing step 2 of the goodwill impairment test, which requires the determination of the fair value of individual assets and liabilities of a reporting unit. The new guidance requires goodwill impairment to be measured as the amount by which a reporting unit's carrying value exceeds its fair value; however, the loss recognized should not exceed the total amount of goodwill allocated to that reporting unit. The amendments should be applied on a prospective basis. The new standard is effective for fiscal years beginning after December 15, 2019 with early adoption permitted for interim or annual goodwill impairment tests performed after January 1, 2017. We have completed our evaluation of the effect this new guidance will have on our consolidated financial statements and related disclosures and have concluded that the effect will not be material. We do not expect to early adopt this standard.

In March 2017, the FASB issued ASU No. 2017-08, *Receivables-Nonrefundable Fees and Other Costs (Topic 310-20): Premium Amortization on Purchased Callable Debt Securities*. The amendments in this ASU shortens the amortization period for the premium on certain purchased callable debt securities to the earliest call date. The new guidance does not change the accounting for purchased callable debt securities held at a discount. This update is effective for annual periods beginning after December 15, 2018, including interim periods within those fiscal years. Early adoption of this ASU is permitted, including in interim periods. We early adopted the standard as of January 1, 2017. The adoption of this standard did not have a material impact on our financial statements.

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Note B. Summary of Reserve for Claim Losses

A summary of the reserve for claim losses follows:

	Nine months ended September 30,	
	2017	2016
	(Dollars in millions)	
Beginning balance	$ 1,487	$ 1,583
Change in reinsurance recoverable	(4)	(2)
Claim loss provision related to:		
Current year	174	180
Prior years	7	10
Total title claim loss provision	181	190
Claims paid, net of recoupments related to:		
Current year	(4)	(3)
Prior years	(164)	(166)
Total title claims paid, net of recoupments	(168)	(169)
Ending balance of claim loss reserve for title insurance	$ 1,496	$ 1,602
Provision for title insurance claim losses as a percentage of title insurance premiums	5.0%	5.5%

We continually update loss reserve estimates as new information becomes known, new loss patterns emerge, or as other contributing factors are considered and incorporated into the analysis of reserve for claim losses. Estimating future title loss payments is difficult because of the complex nature of title claims, the long periods of time over which claims are paid, significantly varying dollar amounts of individual claims and other factors.

Due to the uncertainty inherent in the process and to the judgment used by management, the ultimate liability may be greater or less than our current reserves. If actual claims loss development varies from what is currently expected and is not offset by other factors, it is possible that our recorded reserves may fall outside a reasonable range of our actuary's central estimate, which may require additional reserve adjustments in future periods.

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Note C — Fair Value Measurements

The following table presents the fair value hierarchy for those assets and liabilities measured at fair value on a recurring basis as of September 30, 2017 and December 31, 2016, respectively:

	September 30, 2017			
	Level 1	Level 2	Level 3	Total
	(In millions)			
Fixed maturity securities available for sale:				
U.S. government and agencies	$ —	$ 155	$ —	$ 155
State and political subdivisions	—	495	—	495
Corporate debt securities	—	1,368	—	1,368
Mortgage-backed/asset-backed securities	—	64	—	64
Foreign government bonds	—	72	—	72
Preferred stock available for sale	23	298	—	321
Equity securities available for sale	457	—	—	457
Total assets	$ 480	$ 2,452	$ —	$ 2,932

	December 31, 2016			
	Level 1	Level 2	Level 3	Total
	(In millions)			
Fixed maturity securities available for sale:				
U.S. government and agencies	$ —	$ 117	$ —	$ 117
State and political subdivisions	—	615	—	615
Corporate debt securities	—	1,533	—	1,533
Mortgage-backed/asset-backed securities	—	58	—	58
Foreign government bonds	—	109	—	109
Preferred stock available for sale	32	283	—	315
Equity securities available for sale	438	—	—	438
Total assets	$ 470	$ 2,715	$ —	$ 3,185

Our Level 2 fair value measures for fixed-maturities available for sale are provided by third-party pricing services. We utilize one firm for our taxable bond and preferred stock portfolio and another for our tax-exempt bond portfolio. These pricing services are leading global providers of financial market data, analytics and related services to financial institutions. We rely on one price for each instrument to determine the carrying amount of the assets on our balance sheet. The inputs utilized in these pricing methodologies include observable measures such as benchmark yields, reported trades, broker dealer quotes, issuer spreads, two sided markets, benchmark securities, bids, offers and reference data including market research publications. We review the pricing methodologies for all of our Level 2 securities by obtaining an understanding of the valuation models and assumptions used by the third-party as well as independently comparing the resulting prices to other publicly available measures of fair value. The pricing methodologies used by the relevant third-party pricing services are as follows:

- U.S. government and agencies: These securities are valued based on data obtained for similar securities in active markets and from inter-dealer brokers.
- State and political subdivisions: These securities are valued based on data obtained for similar securities in active markets and from inter-dealer brokers. Factors considered include relevant trade information, dealer quotes and other relevant market data.
- Corporate debt securities: These securities are valued based on dealer quotes and related market trading activity. Factors considered include the bond's yield, its terms and conditions, and any other feature which may influence its risk and thus marketability, as well as relative credit information and relevant sector news.
- Mortgage-backed/asset-backed securities: These securities are comprised of agency mortgage-backed securities, collateralized mortgage obligations, and asset-backed securities. They are valued based on available trade information, dealer quotes, cash flows, relevant indices and market data for similar assets in active markets.

FIDELITY NATIONAL FINANCIAL, INC. AND SUBSIDIARIES
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- Foreign government bonds: These securities are valued based on a discounted cash flow model incorporating observable market inputs such as available broker quotes and yields of comparable securities.
- Preferred stocks: These securities are valued by calculating the appropriate spread over a comparable U.S. Treasury security. Inputs include benchmark quotes and other relevant market data.

As of September 30, 2017 and December 31, 2016, we held no material assets or liabilities measured at fair value using Level 3 inputs.

The carrying amounts of short-term investments, accounts receivable and notes receivable approximate fair value due to their short-term nature. Additional information regarding the fair value of our investment portfolio is included in Note D *Investments*.

Note D — Investments

The carrying amounts and fair values of our available for sale securities at September 30, 2017 and December 31, 2016 are as follows:

	September 30, 2017				
	Carrying Value	Cost Basis	Unrealized Gains	Unrealized Losses	Fair Value
	(In millions)				
Fixed maturity securities available for sale:					
U.S. government and agencies	$ 155	$ 155	$ —	$ —	$ 155
State and political subdivisions	495	486	9	—	495
Corporate debt securities	1,368	1,356	17	(5)	1,368
Mortgage-backed/asset-backed securities	64	63	1	—	64
Foreign government bonds	72	73	1	(2)	72
Preferred stock available for sale	321	307	15	(1)	321
Equity securities available for sale	457	297	166	(6)	457
Total	$ 2,932	$ 2,737	$ 209	$ (14)	$ 2,932

	December 31, 2016				
	Carrying Value	Cost Basis	Unrealized Gains	Unrealized Losses	Fair Value
	(In millions)				
Fixed maturity securities available for sale:					
U.S. government and agencies	$ 117	$ 117	$ —	$ —	$ 117
State and political subdivisions	615	607	9	(1)	615
Corporate debt securities	1,533	1,524	15	(6)	1,533
Mortgage-backed/asset-backed securities	58	56	2	—	58
Foreign government bonds	109	117	—	(8)	109
Preferred stock available for sale	315	312	6	(3)	315
Equity securities available for sale	438	323	115	—	438
Total	$ 3,185	$ 3,056	$ 147	$ (18)	$ 3,185

The cost basis of fixed maturity securities available for sale includes an adjustment for amortized premium or accreted discount since the date of purchase.

The following table presents certain information regarding contractual maturities of our fixed maturity securities at September 30, 2017:

	September 30, 2017			
Maturity	Amortized Cost	% of Total	Fair Value	% of Total
	(Dollars in millions)			
One year or less	$ 626	29%	$ 628	29%
After one year through five years	1,386	66	1,402	65
After five years through ten years	50	2	52	2
After ten years	8	—	8	1
Mortgage-backed/asset-backed securities	63	3	64	3
Total	$ 2,133	100%	$ 2,154	100%

Expected maturities may differ from contractual maturities because certain borrowers have the right to call or prepay obligations with or without call or prepayment penalties. Because of the potential for prepayment on mortgage-backed and asset-backed securities, they are not categorized by contractual maturity.

Net unrealized losses on investment securities and the fair value of the related securities, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position at September 30, 2017 and December 31, 2016, were as follows (in millions):

September 30, 2017

	Less than 12 Months		12 Months or Longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Corporate debt securities	$ 241	$ (5)	$ —	$ —	$ 241	$ (5)
Foreign government bonds	42	(1)	10	(1)	52	(2)
Preferred stock available for sale	—	—	4	(1)	4	(1)
Equity securities available for sale	44	(6)	—	—	44	(6)
Total temporarily impaired securities	$ 327	$ (12)	$ 14	$ (2)	$ 341	$ (14)

December 31, 2016

	Less than 12 Months		12 Months or Longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
States and political subdivisions	$ 107	$ (1)	$ —	$ —	$ 107	$ (1)
Corporate debt securities	410	(4)	11	(2)	421	(6)
Foreign government bonds	85	(4)	20	(4)	105	(8)
Preferred stock available for sale	55	(2)	42	(1)	97	(3)
Total temporarily impaired securities	$ 657	$ (11)	$ 73	$ (7)	$ 730	$ (18)

We recorded no impairment charges relating to investments during the three-month period ended September 30, 2017. We recorded $1 million in impairment charges relating to investments during the nine-month period ended September 30, 2017 relating to a fixed maturity security of an investee entering Chapter 11 bankruptcy which has exhibited a decreasing fair market value and from which we are uncertain of our ability to recover our initial investment. We recorded $2 million in impairment charges relating to investments during the three-month period ended September 30, 2016 related to a fixed maturity security in which we determined the ability to recover our investment was unlikely. We recorded $5 million in impairment charges related to investments during the nine-month period ended September 30, 2016 related to a fixed maturity security and an investment in an unconsolidated affiliate in which we determined the ability to recover our investment was unlikely.

As of September 30, 2017, we held $1 million in available for sale securities for which an other-than-temporary impairment had been previously recognized. As of December 31, 2016, we held $7 million in fixed maturity and equity securities for which an other-than-temporary impairment had been previously recognized. It is possible that future events may lead us to recognize impairment losses related to our investment portfolio and that unanticipated future events may lead us to dispose of certain investment holdings and recognize the effects of any market movements in our condensed consolidated financial statements.

The following table presents realized gains and losses on investments and other assets and proceeds from the sale or maturity of investments and other assets for the three- and nine-month periods ended September 30, 2017 and 2016, respectively:

	Three months ended September 30, 2017				Nine months ended September 30, 2017			
	Gross Realized Gains	Gross Realized Losses	Net Realized Gains (Losses)	Gross Proceeds from Sale/Maturity	Gross Realized Gains	Gross Realized Losses	Net Realized Gains (Losses)	Gross Proceeds from Sale/Maturity
	(In millions)				(In millions)			
Fixed maturity securities available for sale	$ —	$ (1)	$ (1)	$ 170	$ 5	$ (6)	$ (1)	$ 610
Preferred stock available for sale	—	—	—	—	—	—	—	10
Equity securities available for sale	1	—	1	—	5	—	5	32
Gain on sale of OneDigital			—	—			276	325
Loss on debt conversions			(1)	—			(6)	—
Other intangible assets			(3)	—			(3)	—
Other long term investments			—	5			8	19
Other realized gains and losses, net			—	—			(2)	—
Total			$ (4)	$ 175			$ 277	$ 996

	Three months ended September 30, 2016				Nine months ended September 30, 2016			
	Gross Realized Gains	Gross Realized Losses	Net Realized Gains (Losses)	Gross Proceeds from Sale/Maturity	Gross Realized Gains	Gross Realized Losses	Net Realized Gains (Losses)	Gross Proceeds from Sale/Maturity
	(In millions)				(In millions)			
Fixed maturity securities available for sale	$ —	$ (2)	$ (2)	$ 156	$ 3	$ (4)	$ (1)	$ 505
Preferred stock available for sale	—	—	—	—	1 —	—	1	9
Equity securities available for sale	—	—	—	—	— —	(1)	(1)	1
Investments in unconsolidated affiliates			—	—			(3)	—
Other long-term investments			—	—			15	36
Other assets			(2)	—			(6)	—
Total			$ (4)	$ 156			$ 5	$ 551

Investments in unconsolidated affiliates are recorded using the equity method of accounting. As of September 30, 2017 and December 31, 2016, investments in unconsolidated affiliates consisted of the following (dollars in millions):

	Current Ownership	September 30, 2017	December 31, 2016
Ceridian	33%	$ 369	$ 371
Other	Various	189	187
Total		$ 558	$ 558

In addition to our equity investment in Ceridian, we own certain of their outstanding bonds. Our investment in Ceridian bonds is included in Fixed maturity securities available for sale on the Condensed Consolidated Balance Sheets and had a fair value of $31 million and $30 million as of September 30, 2017 and December 31, 2016, respectively. We did not purchase or dispose of any Ceridian bonds in the nine-month period ended September 30, 2017.

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During the three-month periods ended September 30, 2017 and 2016, we recorded $6 million and $10 million in equity in losses of Ceridian, respectively, and $3 million in equity in earnings of other unconsolidated affiliates. During the nine-month periods ended September 30, 2017 and 2016, we recorded $15 million in equity in losses of Ceridian, and $8 million and $9 million in equity in earnings of other unconsolidated affiliates, respectively.

Summarized, unaudited financial information for Ceridian for the relevant dates and time periods included in Investments in unconsolidated affiliates and Equity in losses of unconsolidated affiliates in our Condensed Consolidated Balance Sheets and Condensed Consolidated Statements of Earnings, respectively, is presented below.

	September 30, 2017	December 31, 2016
	(In millions)	
Total current assets before customer funds	$ 309	$ 343
Customer funds	3,481	3,703
Goodwill and other intangible assets, net	2,309	2,291
Other assets	97	90
Total assets	$ 6,196	$ 6,427
Current liabilities before customer obligations	$ 145	$ 201
Customer obligations	3,480	3,692
Long-term obligations, less current portion	1,119	1,140
Other long-term liabilities	264	301
Total liabilities	5,008	5,334
Equity	1,188	1,093
Total liabilities and equity	$ 6,196	$ 6,427

	Three months ended September 30, 2017	Three months ended September 30, 2016	Nine months ended September 30, 2017	Nine months ended September 30, 2016
	(In millions)		(In millions)	
Total revenues	$ 185	$ 170	$ 548	$ 515
Loss before income taxes	(16)	(31)	(46)	(71)
Net loss	(20)	(35)	(54)	(59)

Note E —Notes Payable

Notes payable consists of the following:

	September 30, 2017	December 31, 2016
	(In millions)	
Unsecured notes, net of discount, interest payable semi-annually at 5.50%, due September 2022	$ 397	$ 397
Unsecured convertible notes, net of discount, interest payable semi-annually at 4.25%, due August 2018	68	291
Unsecured notes, net of discount, interest payable semi-annually at 6.60%, due May 2017	—	300
Revolving Credit Facility, unsecured, unused portion of $500, due April 2022 with interest payable monthly at LIBOR + 1.40% (2.66% at September 30, 2017)	295	(3)
ABRH Term Loan, interest payable monthly at LIBOR + 3.0% (4.24% at September 30, 2017), due August 2019	86	92
OneDigital Revolving Credit Facility, due March 2022 with interest payable monthly at LIBOR + 2.50% - 3.50%	—	129
ABRH Revolving Credit Facility, unused portion of $14, due August 2019 with interest payable monthly or quarterly at various rates	30	—
Other	14	14
	$ 890	$ 1,220

At September 30, 2017, the estimated fair value of our long-term debt was approximately $1,056 million, which was $155 million higher than its carrying value, excluding $11 million of net unamortized debt issuance costs and premium/discount. The carrying values of our ABRH term loan and ABRH revolving credit facility approximate the fair values at September 30, 2017 as they are variable rate instruments with short reset periods which reflect current market rates. The fair value of our unsecured notes payable was $624 million as of September 30, 2017. The fair values of our unsecured notes payable are based on established market prices for the securities on September 30, 2017 and are considered Level 2 financial liabilities. The revolving credit facilities are considered Level 2 financial liabilities.

On August 19, 2014, ABRH entered into a credit agreement (the “ABRH Credit Facility”) with Wells Fargo Bank, National Association as administrative agent, Swingline Lender and Issuing Lender (the “ABRH Administrative Agent”), Bank of America, N.A. as syndication agent and the other financial institutions party thereto. The ABRH Credit Facility was amended on February 24, 2017. The material terms of the ABRH Credit Facility are set forth in our Annual Report on Form 10-K for the year ended December 31, 2016, including the material terms of the amendment on February 24, 2017, and have not been amended since the filing of such Annual Report. As of September 30, 2017, ABRH had $86 million outstanding for the ABRH Term Loan, had $30 million outstanding under the ABRH Revolver, had $16 million of outstanding letters of credit and had $14 million of remaining borrowing capacity under the ABRH Credit Facility. As of September 30, 2017, $19 million of borrowings under the ABRH Revolver incurred interest monthly at 4.24% and $11 million of borrowings incurred interest quarterly at 6.25%.

On June 25, 2013, FNF entered into an agreement to amend and restate our existing $800 million Second Amended and Restated Credit Agreement (the “Existing Credit Agreement”), dated as of April 16, 2012 with Bank of America, N.A., as administrative agent (in such capacity, the “Administrative Agent”) and the other agents party thereto (the “Revolving Credit Facility”). On April 27, 2017, the Revolving Credit Facility was amended (the "Restated Credit Agreement") to extend the term for 5 years, from a maturity date of July 15, 2018 to April 27, 2022 and to update the interest rate. Revolving loans under the Restated Credit Agreement generally bear interest at a variable rate based on either (i) the base rate (which is the highest of (a) one-half of one percent in excess of the federal funds rate, (b) the Administrative Agent’s “prime rate”, or (c) the sum of one percent plus one-month LIBOR) plus a margin of between 10.0 and 60.0 basis points depending on the senior unsecured long-term debt ratings of the Company or (ii) LIBOR plus a margin of between 110.0 and 160.0 basis points depending on the senior unsecured long-term debt ratings of the Company. At the current Standard & Poor’s and Moody’s senior unsecured long-term debt ratings of BBB/Baa3, respectively, the applicable margin for revolving loans subject to LIBOR is 140 basis points. In addition, the Company will pay a commitment fee of between 15.0 and 40.0 basis points on the entire facility, also depending on the Company’s senior unsecured long-term debt ratings. All other material terms of the Revolving Credit Facility are the same as those set forth in our Annual Report for the year ended December 31, 2016. As of September 30, 2017, there was $295 million outstanding, net of $5 million of unamortized debt issuance costs, and $500 million of remaining borrowing capacity under the Revolving Credit Facility.

On August 28, 2012, FNF completed an offering of $400 million in aggregate principal amount of 5.50% notes due September 2022 (the "5.50% notes"), pursuant to an effective registration statement previously filed with the SEC. The material terms of the 5.50% notes are set forth in our Annual Report for the year ended December 31, 2016.

On August 2, 2011, FNF completed an offering of $300 million in aggregate principal amount of 4.25% convertible senior notes due August 2018 (the "Notes") in an offering conducted in accordance with Rule 144A under the Securities Act of 1933, as amended. The material terms of the Notes are set forth in our Annual Report for the year ended December 31, 2016, except to clarify that it is now our intent to settle conversions through cash settlement. Beginning October 1, 2013, these notes are convertible under the 130% Sale Price Condition described in our Annual Report. During the nine months ended September 30, 2017, we repurchased Notes with aggregate principal of $229 million for $548 million.

On May 5, 2010, FNF completed an offering of $300 million in aggregate principal amount of our 6.60% notes due May 2017 (the "6.60% Notes"), pursuant to an effective registration statement previously filed with the SEC. The material terms of the 6.60% Notes are set forth in our Annual Report for the year ended December 31, 2016. In May 2017, we paid off the 6.60% Notes in full using proceeds from borrowings under the Revolving Credit Facility.

Gross principal maturities of notes payable at September 30, 2017 are as follows (in millions):

2017 (remaining)	$ 3
2018	79
2019	106
2020	1
2021	—
Thereafter	712
	$ 901

Note F — Commitments and Contingencies

Legal and Regulatory Contingencies

In the ordinary course of business, we are involved in various pending and threatened litigation matters related to our operations, some of which include claims for punitive or exemplary damages. With respect to our title insurance operations, this customary litigation includes but is not limited to a wide variety of cases arising out of or related to title and escrow claims, for which we make provisions through our loss reserves. Additionally, like other companies, our ordinary course litigation includes a number of class action and purported class action lawsuits, which make allegations related to aspects of our operations. We believe that no actions, other than the matters discussed below, if any, depart from customary litigation incidental to our business.

Our Restaurant Group companies are a defendant from time to time in various legal proceedings arising in the ordinary course of business, including claims relating to injury or wrongful death under “dram shop” laws that allow a person to sue us based on any injury caused by an intoxicated person who was wrongfully served alcoholic beverages at one of the restaurants; individual and purported class or collective action claims alleging violation of federal and state employment, franchise and other laws; and claims from guests or employees alleging illness, injury or other food quality, health or operational concerns. Our Restaurant Group companies are also subject to compliance with extensive government laws and regulations related to employment practices and policies and the manufacture, preparation, and sale of food and alcohol. We may also become subject to lawsuits and other proceedings, as well as card network fines and penalties, arising out of the actual or alleged theft of our customers' credit or debit card information.

We review lawsuits and other legal and regulatory matters (collectively “legal proceedings”) on an ongoing basis when making accrual and disclosure decisions. When assessing reasonably possible and probable outcomes, management bases its decision on its assessment of the ultimate outcome assuming all appeals have been exhausted. For legal proceedings in which it has been determined that a loss is both probable and reasonably estimable, a liability based on known facts and which represents our best estimate has been recorded. Our accrual for legal and regulatory matters was $2 million as of September 30, 2017 and $69 million as of December 31, 2016. During the quarter ended March 31, 2017, ServiceLink paid $65 million to settle all remaining obligations to complete the document execution review under the 2011 LPS consent order with certain banking agencies. Details of the consent order and the terms of the settlement are set forth in Note M to the Consolidated Financial Statements in our Annual Report for the year ended December 31, 2016. None of the amounts we have currently recorded are considered to be material to our financial condition individually or in the aggregate. Actual losses may materially differ from the amounts recorded and the ultimate outcome of our pending legal proceedings is generally not yet determinable. While some of these matters could be material to our operating results or cash flows for any particular period if an unfavorable outcome results, at present we do not believe that the ultimate resolution of currently pending legal proceedings, either individually or in the aggregate, will have a material adverse effect on our financial condition.

From time to time we receive inquiries and requests for information from state insurance departments, attorneys general and other regulatory agencies about various matters relating to our business. Sometimes these take the form of civil investigative demands or subpoenas. We cooperate with all such inquiries and we have responded to or are currently responding to inquiries from multiple governmental agencies. Also, regulators and courts have been dealing with issues arising from foreclosures and related processes and documentation. Various governmental entities are studying the title insurance product, market, pricing, and business practices, and potential regulatory and legislative changes, which may materially affect our business and operations. From time to time, we are assessed fines for violations of regulations or other matters or enter into settlements with such authorities which may require us to pay fines or claims or take other actions.

Operating Leases

Future minimum operating lease payments are as follows (in millions):

2017 (remaining)	$	53
2018		202
2019		173
2020		138
2021		107
Thereafter		240
Total future minimum operating lease payments	$	913

Note G — Dividends

On October 25, 2017, our Board of Directors declared cash dividends of $0.27 per share, payable on December 29, 2017, to FNF Group common shareholders of record as of December 15, 2017.

FIDELITY NATIONAL FINANCIAL, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) — continued

Note H — Segment Information

Summarized financial information concerning our reportable segments is shown in the following tables.

On September 29, 2017, we completed the BK Distribution. As a result, Black Knight is no longer a reportable segment and the historical results of Black Knight are presented as discontinued operations for all periods presented and are excluded in the following tables. Refer to Note K *Discontinued Operations* for further discussion of the results of Black Knight.

As of and for the three months ended September 30, 2017:

	Title	FNF Group Corporate and Other	**Total FNF Group**	Restaurant Group	FNFV Corporate and Other	**Total FNFV**	**Total**
			(In millions)				
Title premiums	$ 1,277	$ —	**$ 1,277**	$ —	$ —	**$ —**	**$ 1,277**
Other revenues	563	115	**678**	—	11	**11**	**689**
Restaurant revenues	—	—	**—**	269	—	**269**	**269**
Revenues from external customers	1,840	115	**1,955**	269	11	**280**	**2,235**
Interest and investment income, including realized gains and losses	32	(1)	**31**	(3)	2	**(1)**	**30**
Total revenues	1,872	114	**1,986**	266	13	**279**	**2,265**
Depreciation and amortization	40	6	**46**	11	1	**12**	**58**
Interest expense	—	11	**11**	2	(1)	**1**	**12**
Earnings (loss) from continuing operations, before income taxes and equity in earnings (loss) of unconsolidated affiliates	262	(20)	**242**	(19)	(2)	**(21)**	**221**
Income tax expense (benefit)	98	(10)	**88**	—	(14)	**(14)**	**74**
Earnings (loss) from continuing operations, before equity in earnings (loss) of unconsolidated affiliates	164	(10)	**154**	(19)	12	**(7)**	**147**
Equity in earnings (losses) of unconsolidated affiliates	3	—	**3**	—	(6)	**(6)**	**(3)**
Earnings (loss) from continuing operations	$ 167	$ (10)	**$ 157**	$ (19)	$ 6	**$ (13)**	**$ 144**
Assets	$ 8,510	$ 680	**$ 9,190**	$ 478	$ 833	**$ 1,311**	**$ 10,501**
Goodwill	2,431	252	**2,683**	101	—	**101**	**2,784**

As of and for the three months ended September 30, 2016:

	Title	FNF Group Corporate and Other	**Total FNF Group**	Restaurant Group	FNFV Corporate and Other	**Total FNFV**	**Total**
Title premiums	$ 1,269	$ —	**$ 1,269**	$ —	$ —	**$ —**	**$ 1,269**
Other revenues	569	85	**654**	—	46	**46**	**700**
Restaurant revenues	—	—	**—**	273	—	**273**	**273**
Revenues from external customers	1,838	85	**1,923**	273	46	**319**	**2,242**
Interest and investment income, including realized gains and losses	27	(2)	**25**	(1)	1	**—**	**25**
Total revenues	1,865	83	**1,948**	272	47	**319**	**2,267**
Depreciation and amortization	38	3	**41**	11	4	**15**	**56**
Interest expense	—	14	**14**	2	2	**4**	**18**
Earnings (loss) from continuing operations, before income taxes and equity in earnings (loss) of unconsolidated affiliates	263	(12)	**251**	(4)	—	**(4)**	**247**
Income tax expense (benefit)	100	(5)	**95**	—	(7)	**(7)**	**88**
Earnings (loss) from continuing operations, before equity in earnings of unconsolidated affiliates	163	(7)	**156**	(4)	7	**3**	**159**
Equity in earnings (loss) of unconsolidated affiliates	3	1	**4**	—	(11)	**(11)**	**(7)**
Earnings (loss) from continuing operations	$ 166	$ (6)	**$ 160**	$ (4)	$ (4)	**$ (8)**	**$ 152**
Assets	$ 8,812	$ 4,189	**$ 13,001**	$ 482	$ 903	**$ 1,385**	**$ 14,386**
Goodwill	2,324	222	**2,546**	101	95	**196**	**2,742**

As of and for the nine months ended September 30, 2017:

	Title	FNF Group Corporate and Other	**Total FNF Group**	Restaurant Group	FNFV Corporate and Other	**Total FNFV**	**Total**
				(In millions)			
Title premiums	$ 3,626	$ —	**$ 3,626**	$ —	$ —	**$ —**	**$ 3,626**
Other revenues	1,634	335	**1,969**	—	102	**102**	**2,071**
Restaurant revenues	—	—	**—**	830	—	**830**	**830**
Revenues from external customers	5,260	335	**5,595**	830	102	**932**	**6,527**
Interest and investment income, including realized gains and losses	99	(6)	**93**	(4)	285	**281**	**374**
Total revenues	5,359	329	**5,688**	826	387	**1,213**	**6,901**
Depreciation and amortization	117	16	**133**	33	11	**44**	**177**
Interest expense	—	39	**39**	5	3	**8**	**47**
Earnings (loss) from continuing operations, before income taxes and equity in earnings (loss) of unconsolidated affiliates	707	(63)	**644**	(25)	242	**217**	**861**
Income tax expense (benefit)	290	(32)	**258**	—	97	**97**	**355**
Earnings (loss) from continuing operations, before equity in earnings (loss) of unconsolidated affiliates	417	(31)	**386**	(25)	145	**120**	**506**
Equity in earnings (losses) of unconsolidated affiliates	7	—	**7**	—	(14)	**(14)**	**(7)**
Earnings (loss) from continuing operations	$ 424	$ (31)	**$ 393**	$ (25)	$ 131	**$ 106**	**$ 499**
Assets	$ 8,510	$ 680	**$ 9,190**	$ 478	$ 833	**$ 1,311**	**$ 10,501**
Goodwill	2,431	252	**2,683**	101	—	**101**	**2,784**

As of and for the nine months ended September 30, 2016:

	Title	FNF Group Corporate and Other	**Total FNF Group**	Restaurant Group	FNFV Corporate and Other	**Total FNFV**	**Total**
Title premiums	$ 3,452	$ —	**$ 3,452**	$ —	$ —	**$ —**	**$ 3,452**
Other revenues	1,587	209	**1,796**	—	124	**124**	**1,920**
Restaurant revenues	—	—	**—**	858	—	**858**	**858**
Revenues from external customers	5,039	209	**5,248**	858	124	**982**	**6,230**
Interest and investment income, including realized gains and losses	95	(8)	**87**	(4)	18	**14**	**101**
Total revenues	5,134	201	**5,335**	854	142	**996**	**6,331**
Depreciation and amortization	109	7	**116**	31	14	**45**	**161**
Interest expense	—	47	**47**	4	4	**8**	**55**
Earnings (loss) from continuing operations, before income taxes and equity in earnings (loss) of unconsolidated affiliates	665	(52)	**613**	2	14	**16**	**629**
Income tax expense (benefit)	251	(28)	**223**	—	(5)	**(5)**	**218**
Earnings (loss) from continuing operations, before equity in earnings (loss) of unconsolidated affiliates	414	(24)	**390**	2	19	**21**	**411**
Equity in earnings (loss) of unconsolidated affiliates	9	1	**10**	—	(16)	**(16)**	**(6)**
Earnings (loss) from continuing operations	$ 423	$ (23)	**$ 400**	$ 2	$ 3	**$ 5**	**$ 405**
Assets	$ 8,812	$ 4,189	**$ 13,001**	$ 482	$ 903	**$ 1,385**	**$ 14,386**
Goodwill	2,324	222	**2,546**	101	95	**196**	**2,742**

The activities in our segments include the following:

FNF Group

- *Title*. This segment consists of the operations of our title insurance underwriters and related businesses. This segment provides core title insurance and escrow and other title-related services including trust activities, trustee sales guarantees, recordings and reconveyances, and home warranty products. This segment also includes our transaction services business, which includes other title-related services used in the production and management of mortgage loans, including mortgage loans that experience default.

- *FNF Group Corporate and Other.* This segment consists of the operations of the parent holding company, certain other unallocated corporate overhead expenses, and other real estate operations. Total assets for this segment as of September 30, 2016 also include the assets of Black Knight. See Note K *Discontinued Operations* for further details.

FNFV

- *Restaurant Group.* This segment consists of the operations of ABRH, in which we have a 55% ownership interest. ABRH and its affiliates are the owners and operators of the O'Charley's, Ninety Nine Restaurants, Village Inn, Bakers Square, and Legendary Baking restaurant and food service concepts.

- *FNFV Corporate and Other.* This segment primarily consists of our share in the operations of certain equity investments, including Ceridian, as well as other smaller investments which are not title-related. This segment also includes the results of operations of Digital Insurance, Inc. ("OneDigital"), in which we held 96% ownership, through the date it was sold, June 6, 2017.

Our operations under our FNFV segment are subject to the anticipated Spilt-Off, as described under *Recent Developments* in Note A *Basis of Financial Statements*.

Note I. Supplemental Cash Flow Information

The following supplemental cash flow information is provided with respect to certain non-cash investing and financing activities.

	Nine months ended September 30,	
	2017	2016
Cash paid for:		
Interest	$ 99	$ 92
Income taxes	287	236
Non-cash investing and financing activities:		
Investing activities:		
Change in proceeds of sales of investments available for sale receivable in period	$ 2	$ 13
Change in purchases of investments available for sale payable in period	(10)	3
Additions to IT hardware financed through a lease	—	(10)
Financing activities:		
Change in treasury stock purchases payable in period	$ —	$ (4)
Borrowings to finance IT hardware additions	—	10
Debt extinguished through the sale of OneDigital	151	—

Note J — Acquisitions

Title

Title Guaranty of Hawaii

On August 31, 2017, FNF Group completed its acquisition of 90% of the membership interest of Title Guaranty of Hawaii ("Title Guaranty") for $98 million. Title Guaranty was previously an unaffiliated agent and will continue to be closely aligned with Chicago Title as it formally becomes part of the FNF title company family. Founded in 1896, Title Guaranty is the oldest title company in the State of Hawaii and is a leading provider of title and escrow services, with more than 300 employees in branches across the State of Hawaii providing title insurance and real estate closing services.

FIDELITY NATIONAL FINANCIAL, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) — continued

FNF Group paid total consideration, net of cash received, of $93 million in exchange for 90% of the equity interests of Title Guaranty. The total cash consideration paid was as follows (in millions):

Cash paid	$ 98
Less: Cash Acquired	(5)
Total net consideration paid	$ 93

The purchase price has been initially allocated to Title Guaranty's assets acquired and liabilities assumed based on our best estimates of their fair values as of the acquisition date. Goodwill has been recorded based on the amount that the purchase price exceeds the fair value of the net assets acquired. The goodwill recorded is expected to be deductible for tax purposes. These estimates are preliminary and subject to adjustments as we complete our valuation process with respect to all acquired assets and assumed liabilities and noncontrolling interests.

The following table summarizes the total purchase price consideration and the preliminary fair value amounts recognized for the assets acquired and liabilities assumed as of the acquisition date (in millions):

	Fair Value
Accounts receivable	$ 1
Property and equipment	4
Other intangible assets	60
Goodwill	40
Title plant	3
Prepaid expenses and other	1
Total assets acquired	109
Accounts payable and accrued liabilities	5
Total liabilities assumed	5
Non-controlling interests assumed	11
Total liabilities and equity assumed	16
Net assets acquired	$ 93

The gross carrying value and weighted average estimated useful lives of Property and equipment and Other intangible assets acquired in the Title Guaranty acquisition consist of the following (dollars in millions):

	Gross Carrying Value	Weighted Average Estimated Useful Life (in years)
Property and equipment	$ 4	5
Other intangible assets:		
Customer relationships	52	10
Trade name	7	10
Non-compete agreements	1	5
Total Other intangible assets	60	
Total	$ 64	

FNF Group Corporate and Other

Commissions, Inc.

On August 23, 2016, FNF Group completed its acquisition of Commissions, Inc. ("CINC"), a leading provider of web-based real estate marketing and customer relationship management software for elite Realtors® and agent teams across North America, for $229 million. CINC's product offerings include software, marketing and services designed to enhance the productivity and sales results of elite Realtors® and agent teams through lead generation and proactive lead management. CINC's financial position and results of operations from the acquisition date are included in our Core Corporate and Other segment.

FNF Group paid total consideration, net of cash received, of $229 million in exchange for 95% of the equity interests of CINC. The total consideration paid was as follows (in millions):

Cash paid	$ 240
Less: Cash Acquired	(11)
Total net consideration paid	$ 229

The purchase price has been allocated to CINC's assets acquired and liabilities assumed based on our best estimates of their fair values as of the acquisition date. Goodwill has been recorded based on the amount that the purchase price exceeds the fair value of the net assets acquired.

The following table summarizes the total purchase price consideration and the fair value amounts recognized for the assets acquired and liabilities assumed as of the acquisition date (in millions):

	Fair Value
Computer software	$ 25
Other intangible assets	45
Goodwill	181
Total assets acquired	251
Accounts payable and accrued liabilities	8
Deferred tax liability	3
Total liabilities assumed	11
Non-controlling interests	11
Total liabilities and equity assumed	22
Net assets acquired	$ 229

The gross carrying value and weighted average estimated useful lives of Computer software and Other intangible assets acquired in the CINC acquisition consist of the following (dollars in millions):

	Gross Carrying Value	Weighted Average Estimated Useful Life (in years)
Computer software	$ 25	3
Other intangible assets:		
Customer relationships	35	10
Trade name	8	10
Non-compete agreements	2	4
Total Other intangible assets	45	
Total	$ 70	

FIDELITY NATIONAL FINANCIAL, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) — continued

For comparative purposes, selected unaudited pro-forma consolidated results of operations of FNF for the three and nine months ended September 30, 2016 are presented below. Pro-forma results presented assume the consolidation of CINC occurred as of the beginning of the 2016 period. Amounts reflect our 95% ownership interest in CINC and are adjusted to exclude costs directly attributable to the acquisition of CINC, including transaction costs.

	Three months ended September 30,	Nine months ended September 30,
	2016	2016
Total revenues	$ 2,274	$ 6,359
Net earnings attributable to Fidelity National Financial, Inc. common shareholders	159	432

Note K. Discontinued Operations

Black Knight

As a result of the BK Distribution we have reclassified the assets and liabilities divested as assets and liabilities of discontinued operations in our Condensed Consolidated Balance Sheet as of December 31, 2016. Further, the financial results of Black Knight have been reclassified to discontinued operations for all periods presented in our Condensed Consolidated Statements of Operations. We retained no ownership in Black Knight.

We have various agreements with Black Knight to provide technology, data and analytics services, as well as corporate shared services and information technology. We are also a party to certain other agreements under which we incur other expenses or receive revenues from Black Knight. We expect to continue utilizing Black Knight to provide technology and data and analytics services for the foreseeable future. The cash inflows and outflows from and to Black Knight as well as revenues and expenses included in continuing operations subsequent to September 29, 2017, the date of the BK Distribution, which were previously eliminated in our consolidated financial statements as intra-entity transactions are not material to our results of operations for the three or nine-month periods ended September 30, 2017.

A reconciliation of the operations of Black Knight to the Statement of Operations is shown below (in millions):

	Three months ended September 30,		Nine months ended September 30,	
	2017	2016	2017	2016
	(Unaudited)		(Unaudited)	
Revenues:				
Escrow, title-related and other fees	$ 250	$ 250	$ 745	$ 717
Realized gains and losses, net	6	—	(13)	—
Total revenues	256	250	732	717
Expenses:				
Personnel costs	94	102	292	291
Other operating expenses	49	51	145	145
Depreciation and amortization	51	57	154	154
Interest expense	14	16	42	46
Total expenses	208	226	633	636
Earnings from discontinued operations before income taxes	48	24	99	81
Income tax expense	17	7	40	27
Net earnings from discontinued operations	31	17	59	54
Less: Net earnings attributable to non-controlling interests	17	12	36	35
Net earnings attributable to Fidelity National Financial, Inc. common shareholders	$ 14	$ 5	$ 23	$ 19
Cash flow from discontinued operations data:				
Net cash provided by operations	$ 116	$ 88	$ 240	$ 211
Net cash used in investing activities	(16)	(16)	(46)	(206)

Other acquisitions/disposals of businesses, net of cash acquired, on the Condensed Consolidated Statements of Cash Flows for the nine months ended September 30, 2016 includes $150 million related to acquisitions made by Black Knight. Borrowings and Debt service payments on the Statements of Cash Flows include $405 million and $65 million, respectively, and $430 million and $140 million, respectively, for the nine months ended September 30, 2017 and 2016, respectively, related to borrowings and principal repayments by Black Knight.

A reconciliation of the financial position of Black Knight to the Balance Sheet is shown below:

	December 31, 2016
	(in millions)
Cash and cash equivalents	$ 130
Short term investments	4
Trade and notes receivable	157
Goodwill	2,304
Prepaid expenses and other assets	184
Capitalized software, net	450
Other intangible assets, net	359
Property and equipment, net	173
Total assets of discontinued operations	$ 3,761
Accounts payable and accrued liabilities	$ 287
Notes payable	1,526
Income taxes payable	26
Deferred tax liabilities	334
Total liabilities of discontinued operations	$ 2,173

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The statements contained in this Quarterly Report on Form 10-Q that are not purely historical are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, including statements regarding our expectations, hopes, intentions or strategies regarding the future. All forward-looking statements included in this document are based on information available to us on the date hereof, and we assume no obligation to update any such forward-looking statements. It is important to note that our actual results could vary materially from those forward-looking statements contained herein due to many factors, including, but not limited to: changes in general economic, business and political conditions, including changes in the financial markets; continued weakness or adverse changes in the level of real estate activity, which may be caused by, among other things, high or increasing interest rates, a limited supply of mortgage funding or a weak U.S. economy; our potential inability to find suitable acquisition candidates, acquisitions in lines of business that will not necessarily be limited to our traditional areas of focus, or difficulties in integrating acquisitions; our dependence on distributions from our title insurance underwriters as our main source of cash flow; significant competition that our operating subsidiaries face; compliance with extensive government regulation of our operating subsidiaries and adverse changes in applicable laws or regulations or in their application by regulators; our ability to successfully execute the proposed plan to redeem all FNFV tracking stock; and other risks detailed in the “Statement Regarding Forward-Looking Information,” “Risk Factors” and other sections of our Annual Report on Form 10-K (our "Annual Report") for the year ended December 31, 2016 and other filings with the SEC.

The following discussion should be read in conjunction with our Annual Report for the year ended December 31, 2016.

Overview

For a description of our business, including descriptions of segments and recent business developments, see the discussion under *Basis of Financial Statements* in Note A to the Condensed Consolidated Financial Statements included in Item 1 of Part I of this Report, which is incorporated by reference into this Part I, Item 2.

On September 29, 2017, we completed our previously announced tax-free distribution, to FNF Group shareholders, of all 83.3 million shares of New BKH Corp. ("New BKH") common stock that we previously owned (the “BK Distribution”). Immediately following the BK Distribution, New BKH and Black Knight Financial Services, Inc. ("Black Knight") engaged in a series of transactions resulting in the formation of a new publicly-traded holding company, Black Knight, Inc. ("New Black Knight"). Holders of FNF Group common stock received approximately 0.30663 shares of New Black Knight common stock for every one share of FNF Group common stock held at the close of business on September 20, 2017, the record date for the BK Distribution. New Black Knight's common stock is now listed under the symbol “BKI” on the New York Stock Exchange. The BK Distribution is expected to generally be tax-free to FNF Group shareholders for U.S. federal income tax purposes, except to the extent of any cash received in lieu of New Black Knight's fractional shares. As a result of the BK Distribution, we have reclassified the assets and liabilities divested as assets and liabilities of discontinued operations in our Condensed Consolidated Balance Sheet as of December 31, 2016. Further, the financial results of Black Knight have been reclassified to discontinued operations for all periods presented in our Condensed Consolidated Statements of Operations.

Business Trends and Conditions

Title

Our Title segment revenue is closely related to the level of real estate activity which includes sales, mortgage financing and mortgage refinancing. Declines in the level of real estate activity or the average price of real estate sales will adversely affect our title insurance revenues.

We have found that residential real estate activity is generally dependent on the following factors:
- mortgage interest rates;
- mortgage funding supply; and
- strength of the United States economy, including employment levels.

As of October 24, 2017 the Mortgage Bankers Association ("MBA") estimated the size of the U.S. mortgage originations market as shown in the following table for 2016 - 2019 in its "Mortgage Finance Forecast" (in trillions):

	2020	2019	2018	2017	2016
Purchase transactions	$ 1.3	$ 1.2	$ 1.2	$ 1.1	$ 1.1
Refinance transactions	0.4	0.4	0.4	0.6	1.0
Total U.S. mortgage originations forecast	$ 1.7	$ 1.6	$ 1.6	$ 1.7	$ 2.1

In 2016, total originations were reflective of a generally improving residential real estate market driven by increasing home prices and historically low mortgage interest rates. Over the same period, existing home sales increased and there was a decline in total housing inventory. In 2017 and beyond, increased mortgage interest rates driven by gradual increases in the target federal funds rate are expected to adversely impact mortgage originations. In a rising interest rate environment, refinance transactions are expected to decline. The MBA predicts overall mortgage originations in 2017 through 2019 will decrease compared to the 2016 period due to a decrease in refinance transactions, offset by a slight increase in purchase transactions. Purchase transactions involve the issuance of both a lender’s policy and an owner’s policy, resulting in higher title premiums, whereas refinance transactions only require a lender’s policy, resulting in lower title premiums.

While projected increases in mortgage interest rates present a potential headwind for mortgage originations, other economic indicators used to measure the health of the United States economy, including the unemployment rate and consumer confidence, have improved in recent years. According to the United States Department of Labor's Bureau of Labor, the unemployment rate has dropped from 7.4% in 2013 to 4.2% in September 2017. Additionally, the Conference Board's monthly Consumer Confidence Index rose sharply at the end of 2016 and the beginning of 2017 and has remained at historical highs through 2017. We believe that improvements in both of these economic indicators, among other indicators which support a generally improving United States economy, present potential tailwinds for mortgage originations and support recent home price trends.

We cannot be certain how, if at all, the positive effects of a change in mix of purchase to refinance transactions and of a generally improving United States economy and the negative effects of projected decreases in overall originations will impact our future results of operations. We continually monitor origination trends and believe that, based on our ability to produce industry leading operating margins through all economic cycles, we are well positioned to adjust our operations for adverse changes in real estate activity.

Because commercial real estate transactions tend to be generally driven by supply and demand for commercial space and occupancy rates in a particular area rather than by interest rate fluctuations, we believe that our commercial real estate title insurance business is less dependent on the industry cycles discussed above than our residential real estate title business. Commercial real estate transaction volume is also often linked to the availability of financing. For several years through 2015, we experienced continual year-over-year increases in the fee per file of commercial transactions. In 2016, we experienced a slight decrease in the volume and fee per file of commercial transactions as compared to 2015, but commercial markets still remained at historically elevated levels. Through 2017, we have continued to see strong demand for commercial transactions and have experienced historically high fees per file.

Historically, real estate transactions have produced seasonal revenue fluctuations in the real estate industry. The first calendar quarter is typically the weakest quarter in terms of revenue due to the generally low volume of home sales during January and February. The third calendar quarter is typically the strongest quarter in terms of revenue, primarily due to a higher volume of home sales in the summer months. The fourth quarter is typically also strong due to the desire of commercial entities to complete transactions by year-end. We have noted short-term fluctuations through recent years in resale and refinance transactions as a result of changes in interest rates.

FNFV

Restaurant Group

The restaurant industry is highly competitive and is often affected by changes in consumer tastes and discretionary spending patterns; changes in general economic conditions; public safety conditions or concerns; demographic trends; weather conditions; the cost of food products, labor, energy and other operating costs; and governmental regulations. Higher labor costs due to state and local minimum wage increases and shopping pattern shifts to e-commerce and “ready to eat” grocery and convenience stores have had a negative impact on restaurant performance, particularly in the casual and family dining segments in which the company operates.

The restaurant industry is also characterized by high capital investments for new restaurants and relatively high fixed or semi-variable restaurant operating expenses. Because of the high fixed and semi-variable expenses, changes in sales in existing restaurants are generally expected to significantly affect restaurant profitability because many restaurant costs and expenses are not expected to change at the same rate as sales. Restaurant profitability can also be negatively affected by inflationary and regulatory increases in operating costs and other factors. The most significant commodities that may affect our cost of food and beverage are beef, seafood, poultry, and dairy, which accounted for approximately half of our overall cost of food and beverage in the past. Generally, temporary increases in these costs are not passed on to guests; however, in the past, we have adjusted menu prices to compensate for increased costs of a more permanent nature.

Average weekly sales per restaurant are typically higher in the first and fourth quarters than in other quarters, and we typically generate a disproportionate share of our earnings from operations in the first and fourth quarters. Holidays, severe weather and other disruptive conditions may impact sales volumes seasonally in some operating regions.

Our revenues in future periods will continue to be subject to these and other factors that are beyond our control and, as a result, are likely to fluctuate. Our revenues in future periods are also subject to an anticipated Split-Off Plan, as described under *Recent Developments* in Note A *Basis of Financial Statements*.

Results of Operations

Consolidated Results of Operations

Net Earnings. The following table presents certain financial data for the periods indicated:

	Three months ended September 30,		Nine months ended September 30,	
	2017	2016	2017	2016
	(In millions)			
Revenues:				
Direct title insurance premiums	$ 558	$ 556	1,598	1,518
Agency title insurance premiums	719	713	2,028	1,934
Escrow, title-related and other fees	689	700	2,071	1,920
Restaurant revenue	269	273	830	858
Interest and investment income	34	29	97	96
Realized gains and losses, net	(4)	(4)	277	5
Total revenues	2,265	2,267	6,901	6,331
Expenses:				
Personnel costs	646	630	1,958	1,800
Agent commissions	553	545	1,557	1,473
Other operating expenses	468	464	1,392	1,296
Cost of restaurant revenue	243	237	728	727
Depreciation and amortization	58	56	177	161
Provision for title claim losses	64	70	181	190
Interest expense	12	18	47	55
Total expenses	2,044	2,020	6,040	5,702
Earnings from continuing operations before income taxes and equity in losses of unconsolidated affiliates	221	247	861	629
Income tax expense	74	88	355	218
Equity in losses of unconsolidated affiliates	(3)	(7)	(7)	(6)
Net earnings from continuing operations	$ 144	$ 152	$ 499	$ 405

Revenues.

Total revenues decreased by $2 million in the three months ended September 30, 2017, compared to the corresponding period in 2016. The decrease consisted of a $38 million increase at FNF Group and a $40 million decrease at FNFV. Total revenues increased by $570 million in the nine months ended September 30, 2017, compared to the corresponding period in 2016. The increase consisted of a $353 million increase at FNF Group and a $217 million increase at FNFV.

Net earnings from continuing operations decreased by $8 million in the three months ended September 30, 2017, compared to the corresponding period in 2016. The decrease consisted of a $3 million decrease at FNF Group and $5 million decrease at FNFV. Net earnings from continuing operations increased by $94 million in the nine months ended September 30, 2017, compared to the corresponding period in 2016. The increase consisted of a $7 million decrease at FNF Group and $101 million increase at FNFV.

The change in revenue from the FNF Group segments and FNFV segments is discussed in further detail at the segment level below.

Expenses.

Our operating expenses consist primarily of Personnel costs; Other operating expenses, which in our title business are incurred as orders are received and processed; Agent commissions, which are incurred as title agency revenue is recognized; and Cost of restaurant revenue. Title insurance premiums, escrow and title-related fees are generally recognized as income at the time the underlying transaction closes or other service is provided. Direct title operations revenue often lags approximately 45-60 days behind expenses and therefore gross margins may fluctuate. The changes in the market environment, mix of business between direct and agency operations and the contributions from our various business units have historically impacted margins and net earnings. We have implemented programs and have taken necessary actions to maintain expense levels consistent with revenue streams. However, a short-term lag exists in reducing controllable fixed costs and certain fixed costs are incurred regardless of revenue levels.

Personnel costs include base salaries, commissions, benefits, stock-based compensation and bonuses paid to employees, and are one of our most significant operating expenses. Personnel costs that are directly attributable to the operations of the Restaurant Group are included in Cost of restaurant revenue.

Agent commissions represent the portion of premiums retained by our third-party agents pursuant to the terms of their respective agency contracts.

Other operating expenses consist primarily of facilities expenses, title plant maintenance, premium taxes (which insurance underwriters are required to pay on title premiums in lieu of franchise and other state taxes), appraisal fees and other cost of sales on ServiceLink product offerings and other title-related products, postage and courier services, computer services, professional services, travel expenses, general insurance, and bad debt expense on our trade and notes receivable.

Cost of restaurant revenue includes cost of food and beverage, primarily the costs of beef, groceries, produce, seafood, poultry and alcoholic and non-alcoholic beverages, net of vendor discounts and rebates, payroll and related costs and expenses directly relating to restaurant level activities, and restaurant operating costs including occupancy and other operating expenses at the restaurant level.

The Provision for title claim losses includes an estimate of anticipated title and title-related claims, and escrow losses.

The change in expenses from the FNF Group segments and FNFV segments is discussed in further detail at the segment level below.

Income tax expense was $74 million and $88 million in the three-month periods ended September 30, 2017 and 2016, respectively, and $355 million and $218 million in the nine-month periods ended September 30, 2017 and 2016, respectively. Income tax expense as a percentage of earnings before income taxes was 33% and 36% for the three-month periods ended September 30, 2017 and 2016, respectively, and 41% and 35% for the nine-month periods ended September 30, 2017 and 2016, respectively. Income tax expense as a percentage of earnings before income taxes fluctuates depending on our estimate of ultimate income tax liability and changes in the characteristics of net earnings, such as the weighting of operating income versus investment income. The increase in income tax as a percentage of earnings before income taxes from the nine-month period ended September 30, 2016 to the comparable 2017 period was primarily driven by the sale of OneDigital, nondeductible legal and regulatory expenses incurred in the period, and increased tax expense of $21 million resulting from a change in judgment of the tax deductibility of legal and regulatory settlements finalized in the 2017 period.

Equity in losses of unconsolidated affiliates was $3 million and $7 million for the three-month periods ended September 30, 2017 and 2016, respectively, and $7 million and $6 million for the nine-month periods ended September 30, 2017 and 2016, respectively. The equity in losses in 2017 and 2016 consisted primarily of net losses related to our investment in Ceridian, offset by earnings at various other unconsolidated affiliates, which is described further at the segment level below.

FNF Group

Title

The following table presents the results from operations of our Title segment:

	Three months ended September 30,		Nine months ended September 30,	
	2017	2016	2017	2016
	(In millions)			
Revenues:				
Direct title insurance premiums	$ 558	$ 556	$ 1,598	$ 1,518
Agency title insurance premiums	719	713	2,028	1,934
Escrow, title-related and other fees	563	569	1,634	1,587
Interest and investment income	32	29	93	94
Realized gains and losses, net	—	(2)	6	1
Total revenues	1,872	1,865	5,359	5,134
Expenses:				
Personnel costs	605	570	1,755	1,633
Agent commissions	553	545	1,557	1,473
Other operating expenses	348	379	1,042	1,064
Depreciation and amortization	40	38	117	109
Provision for title claim losses	64	70	181	190
Total expenses	1,610	1,602	4,652	4,469
Earnings from continuing operations before income taxes and equity in earnings of unconsolidated affiliates	$ 262	$ 263	$ 707	$ 665
Orders opened by direct title operations (in thousands)	501	616	1,497	1,708
Orders closed by direct title operations (in thousands)	367	433	1,071	1,156
Fee per file	$ 2,368	$ 2,015	$ 2,320	$ 2,055

Total revenues for the Title segment increased by $7 million, or 0%, in the three months ended September 30, 2017 and increased by $225 million, or 4%, in the nine months ended September 30, 2017 from the corresponding periods in 2016.

The following table presents the percentages of title insurance premiums generated by our direct and agency operations:

	Three months ended September 30,				Nine months ended September 30,			
	2017	% of Total	2016	% of Total	2017	% of Total	2016	% of Total
	(Dollars in millions)							
Title premiums from direct operations	$ 558	44%	$ 556	44%	$ 1,598	44%	$ 1,518	44%
Title premiums from agency operations	719	56	713	56	2,028	56	1,934	56
Total title premiums	$ 1,277	100%	$ 1,269	100%	$ 3,626	100%	$ 3,452	100%

Title premiums increased by 1% in the three months ended September 30, 2017 as compared to the corresponding period in 2016. The increase is comprised of an increase in Title premiums from direct operations of $2 million, or 0%, and an increase in Title premiums from agency operations of $6 million, or 1%, in the three months ended September 30, 2017. Title premiums increased by 5% in the nine months ended September 30, 2017 as compared to the corresponding period in 2016. The increase is comprised of an increase in Title premiums from direct operations of $80 million, or 5%, and an increase in Title premiums from agency operations of $94 million, or 5%, in the nine months ended September 30, 2017.

The following table presents the percentages of open and closed title insurance orders generated by purchase and refinance transactions by our direct operations:

	Three months ended September 30,		Nine months ended September 30,	
	2017	2016	2017	2016
Opened title insurance orders from purchase transactions (1)	62.1%	49.5%	64.0%	53.7%
Opened title insurance orders from refinance transactions (1)	37.9	50.5	36.0	46.3
	100.0%	100.0%	100.0%	100.0%
Closed title insurance orders from purchase transactions (1)	64.7%	54.0%	63.5%	55.5%
Closed title insurance orders from refinance transactions (1)	35.3	46.0	36.5	44.5
	100.0%	100.0%	100.0%	100.0%

(1) Percentages exclude consideration of an immaterial number of non-purchase and non-refinance orders.

Title premiums from direct operations increased in the three and nine months ended September 30, 2017 as compared to the corresponding periods in 2016. The increase in both periods is primarily attributable to an increase in the fee per file driven by a favorable change in the mix of closed orders from purchase and refinance transactions, partially offset by a decrease in closed order volume. We experienced an increase in closed title insurance order volumes from purchase transactions which was more than offset by a decrease in closed title insurance order volumes from refinance transactions in the three and nine months ended September 30, 2017 as compared to the corresponding periods in 2016. Total closed order volumes were 367,000 and 1,071,000 in the three and nine months ended September 30, 2017, respectively, compared with 433,000 and 1,156,000 in the three and nine months ended September 30, 2016, respectively. This represented an overall decrease of 15% and 7%, respectively. Open title orders changed consistently with closed orders over the three and nine months ended September 30, 2017 as compared to the corresponding periods in 2016. The average fee per file in our direct operations was $2,368 and $2,320 in the three and nine months ended September 30, 2017, respectively, compared to $2,015 and $2,055 in the three and nine months ended September 30, 2016. The increase in average fee per file in both periods reflects the favorable change in mix of closed orders from purchase and refinance transactions. The fee per file tends to change as the mix of refinance and purchase transactions changes, because purchase transactions involve the issuance of both a lender’s policy and an owner’s policy, resulting in higher fees, whereas refinance transactions only require a lender’s policy, resulting in lower fees.

The increase in title premiums from agency operations is primarily the result of an increase in remitted agency premiums that reflects an improving residential purchase environment in many markets throughout the country. The increase also reflects a concerted effort by management to increase remittances with existing agents as well as cultivate new relationships with potential new agents while reducing unprofitable agency relationships.

Escrow, title-related and other fees decreased by $6 million, or 1%, in the three months ended September 30, 2017, and increased by $47 million, or 3%, in the nine months ended September 30, 2017 from the corresponding periods in 2016. Escrow fees, which are more closely related to our direct operations, decreased by $6 million, or 3%, in the three months ended September 30, 2017, and increased $23 million, or 4%, in the nine months ended September 30, 2017 compared to the corresponding periods in 2016. The increase is representative of the favorable increase in closed title insurance orders from purchase transactions previously discussed. Other fees in the Title segment, excluding escrow fees, remained flat in the three months ended September 30, 2017, and increased $24 million, or 2%, in the nine months ended September 30, 2017 from the corresponding periods in 2016. This increase relates to increases in fees in our home warranty business, loan processing revenue at certain subsidiaries of ServiceLink and acquisitions. The increases were offset by decreased revenue at certain other ServiceLink subsidiaries.

Interest and investment income levels are primarily a function of securities markets, interest rates and the amount of cash available for investment. Interest and investment income increased by $3 million in the three months ended September 30, 2017 and decreased by $1 million in the nine months ended September 30, 2017 compared to the corresponding periods in 2016. The increase in the three-month period was primarily driven by increased interest rates earned in our tax-deferred property exchange business, partially offset by a decrease in our fixed maturity holdings period over period.

Personnel costs include base salaries, commissions, benefits, stock-based compensation and bonuses paid to employees, and are one of our most significant operating expenses. There was a $35 million, or 6% increase in the three-month period ended September 30, 2017, and a $122 million, or 7%, increase in the nine-month period ended September 30, 2017 compared to the corresponding periods in 2016. The increase in the 2017 period is primarily due to higher commissions and bonuses associated with increased headcount to process increased closed order counts from purchase transactions and increased expense associated with acquisitions. Personnel costs as a percentage of total revenues from direct title premiums and escrow, title-related and other fees were 54% for both of the three and nine-month periods ended September 30, 2017, and 51% and 53% for the three and nine-month periods ended September 30, 2016, respectively. The increase in personnel cost as a percentage of total revenues from direct title premiums and escrow, title-related and other fees was primarily impacted by the January 1, 2017 realignment of Property Insight to us from Black Knight which resulted in reduced other operating expense offset by increased personnel expense within our Title segment. Average employee count in the Title segment was 23,671 and 22,490 in the three-month periods ended September 30, 2017 and 2016, respectively, and 23,129 and 21,714 in the nine-month periods ended September 30, 2017 and 2016, respectively.

Other operating expenses consist primarily of facilities expenses, title plant maintenance, premium taxes (which insurance underwriters are required to pay on title premiums in lieu of franchise and other state taxes), postage and courier services, computer services, professional services, travel expenses, general insurance, and bad debt expense on our trade and notes receivable. Other operating expenses decreased by $31 million, or 8% in the three months ended September 30, 2017 and decreased $22 million, or 2%, in the nine months ended September 30, 2017 from the corresponding periods in 2016. Other operating expenses as a percentage of total revenue excluding agency premiums, interest and investment income, and realized gains and losses decreased approximately 3% and 2% in the three and nine months ended September 30, 2017 from the comparable periods ended September 30, 2016, respectively. The decrease is primarily driven by decreased cost of sales at certain subsidiaries of ServiceLink, lower title plant costs associated with lower order counts, and the January 1, 2017 realignment of Property Insight to us from Black Knight which resulted in reduced other operating expense offset by increased personnel expense within our Title segment.

Agent commissions represent the portion of premiums retained by agents pursuant to the terms of their respective agency contracts. Agent commissions and the resulting percentage of agent premiums that we retain vary according to regional differences in real estate closing practices and state regulations.

The following table illustrates the relationship of agent premiums and agent commissions, which have remained relatively consistent since 2016:

	Three months ended September 30,				Nine months ended September 30,			
	2017	%	2016	%	2017	%	2016	%
	(Dollars in millions)							
Agent premiums	719	100%	713	100%	$ 2,028	100%	$ 1,934	100%
Agent commissions	553	77%	545	76%	1,557	77%	1,473	76%
Net retained agent premiums	$ 166	23%	$ 168	24%	$ 471	23%	$ 461	24%

Depreciation and amortization increased by $2 million in the three months ended September 30, 2017 and increased $8 million in the nine months ended September 30, 2017 compared to the corresponding periods in 2016.

The claim loss provision for title insurance was $64 million and $70 million for the three-month periods ended September 30, 2017 and 2016, respectively, and reflects an average provision rate of 5.0% and 5.5% of title premiums, respectively. The claim loss provision for title insurance was $181 million and $190 million for the nine-month periods ended September 30, 2017 and 2016, respectively, and reflects an average provision rate of 5.0% and 5.5% of title premiums in the 2017 and 2016 periods, respectively. We continually monitor and evaluate our loss provision level, actual claims paid, and the loss reserve position each quarter. This loss provision rate is set to provide for losses on current year policies, but due to development of prior years and our long claim duration, it periodically includes amounts of estimated adverse or positive development on prior years' policies. In the fourth quarter of 2016, we revised our loss provision rate to 5.0% from 5.5% based upon an analysis of historical ultimate loss ratios, the reduced volatility of development of those historical ultimate loss ratios, and lower policy year loss ratios in recent years.

FNF Group Corporate and Other

The FNF Group Corporate and Other segment consists of the operations of the parent holding company, certain other unallocated corporate overhead expenses, and other smaller real estate and insurance related operations.

The FNF Group Corporate and Other segment generated revenues of $114 million and $83 million for the three months ended September 30, 2017 and 2016, respectively, and $329 million and $201 million for the nine months ended September 30, 2017 and 2016, respectively. The revenue in all periods represents revenue generated by our real estate brokerage subsidiaries and other real estate related companies offset by the elimination of certain revenues between segments. The increase of $31 million, or 37%, in the three-month period and the increase of $128 million, or 64%, in the nine-month period are primarily attributable to the acquisition of Commissions, Inc. ("CINC") and to revenue growth and acquisitions by Pacific Union, a luxury real estate broker based in California in which we have a 66% ownership interest. The increase in the nine-month period was also driven by a $15 million increase related to recording one additional month of results of operations during the second quarter of 2017 for our real estate brokerages in order to catch up their results which were previously reported on a one-month lag.

Other operating expenses in the FNF Group Corporate and Other segment were $95 million and $60 million for the three months ended September 30, 2017 and 2016, respectively, and $270 million and $152 million for the nine months ended September 30, 2017 and 2016, respectively. Both periods reflect expenses at our real estate brokerage subsidiaries and other real estate related companies. The increase of $35 million, or 58%, in the three-month period ended September 30, 2017 from the corresponding 2016 period and the increase of $118 million, or 78%, in the nine-month period ended September 30, 2017 from the corresponding 2016 period are primarily attributable to the acquisition of CINC and growth and acquisitions at Pacific Union. The increase in the nine-month period was also driven by a $14 million increase related to recording one additional month of results of operations in the 2017 period for our real estate brokerages in order to catch up their results which were previously reported on a one-month lag.

Interest expense was $11 million and $14 million for the three months ended September 30, 2017 and 2016, respectively, and $39 million and $47 million for the nine months ended September 30, 2017 and 2016, respectively. The decrease is primarily attributable to decreased interest on our convertible Notes resulting from redemptions in the 2017 periods.

This segment generated pretax losses of $20 million and $12 million for the three months ended September 30, 2017 and 2016, respectively, and $63 million and $52 million, for the nine months ended September 30, 2017 and 2016, respectively. The increased losses are attributable to the factors discussed above.

As a result of the BK Distribution, the financial results of Black Knight have been reclassified to discontinued operations for the three and nine months ended September 30, 2017 and 2016. Earnings from discontinued operations were $31 million and $17 million for the three months ended September 30, 2017 and 2016, respectively, and $59 million and $54 million for the nine months ended September 30, 2017 and 2016, respectively. Refer to Note K *Discontinued Operations* of the Condensed Consolidated Financial Statements included in Item 1 of Part I of this Quarterly Report for further details of the results of Black Knight.

Restaurant Group

The following table presents the results from operations of our Restaurant Group segment:

	Three months ended September 30,		Nine months ended September 30,	
	2017	2016	2017	2016
	(In millions)			
Revenues:				
Total restaurant revenue	$ 269	$ 273	$ 830	$ 858
Realized gains and losses, net	(3)	(1)	(4)	(4)
Total revenues	266	272	826	854
Expenses:				
Personnel costs	13	13	39	40
Cost of restaurant revenue	243	237	728	727
Other operating expenses	16	13	46	50
Depreciation and amortization	11	11	33	31
Interest expense	2	2	5	4
Total expenses	285	276	851	852
(Loss) earnings from continuing operations before income taxes	$ (19)	$ (4)	$ (25)	$ 2

Total revenues for the Restaurant group segment decreased $6 million, or 2%, in the three months ended September 30, 2017 and decreased $28 million, or 3%, in the nine months ended September 30, 2017, from the corresponding periods in 2016. The decrease for the nine month period is primarily attributable to lower same store sales and, to a lesser extent, the sale of the Max & Erma's concept in January 2016.

Cost of restaurant revenue increased by $6 million, or 3%, in the three months ended September 30, 2017 and increased $1 million, or less than 1%, in the nine months ended September 30, 2017, from the corresponding periods in 2016. Cost of restaurant revenue as a percentage of restaurant revenue increased from approximately 87% to 90% and from 85% to 88% in the three and nine months ended September 30, 2017 from the comparable 2016 periods. The increase in cost of restaurant revenue as a percentage of restaurant revenue was primarily driven by reduced operating leverage associated with lower same store sales, increased hourly labor costs, and an increase in value promotions offered in the 2017 periods.

(Loss) earnings from continuing operations before income taxes decreased (loss increased) by $15 million, or 375%, in the three months ended September 30, 2017, and decreased (loss increased) by $27 million, or 1,350%, in the nine months ended

September 30, 2017 from the corresponding periods in 2016. The decrease in earnings (increase in losses) was primarily attributable to the factors discussed above.

FNFV Corporate and Other

The FNFV Corporate and Other segment includes our share in the operations of certain equity investments, including Ceridian; OneDigital, through May 5, 2017, the date it was sold; and other smaller operations which are not title-related. This segment also includes our Investment Success Incentive Program ("ISIP") which is tied to monetization or liquidity events producing realized or realizable economic gains relating to our investments.

The FNFV Corporate and Other segment generated revenues of $13 million and $47 million for the three months ended September 30, 2017 and 2016, respectively, and $387 million and $142 million for the nine months ended September 30, 2017 and 2016, respectively. The decrease of $34 million in the three-month period is primarily attributable to the sale of OneDigital and the exclusion of its results in the 2017 period. The increase of $245 million in the nine-month period is primarily attributable to the gain on sale of One Digital of $276 million, offset by the aforementioned factors driving the decrease in the comparable three-month period.

Other operating expenses were $9 million and $12 million for the three months ended September 30, 2017 and 2016, respectively, and $34 million and $30 million for the nine months ended September 30, 2017 and 2016, respectively.

Personnel costs were $6 million and $29 million for the three months ended September 30, 2017 and 2016, respectively and $97 million and $80 million for the nine months ended September 30, 2017 and 2016, respectively. The decrease in the three-month period is primarily attributable to the sale of OneDigital and the exclusion of its results in the 2017 period. The increase in the nine-month period is primarily attributable to ISIP bonuses related to the sale of OneDigital, acquisitions and growth at OneDigital prior to its sale, and to costs associated with smaller FNFV acquisitions in the current year, offset by the aforementioned decrease in the three-month period.

This segment generated pretax (loss) earnings of $(2) million and $0 million for the three months ended September 30, 2017 and 2016, respectively, and $242 million and $14 million for the nine months ended September 30, 2017 and 2016, respectively. The change in earnings is attributable to the aforementioned changes in earnings and expenses.

Liquidity and Capital Resources

Cash Requirements. Our current cash requirements include personnel costs, operating expenses, claim payments, taxes, payments of interest and principal on our debt, capital expenditures, business acquisitions, stock repurchases and dividends on our common stock. We paid dividends of $0.25 per share in the third quarter of 2017, or approximately $68 million to our FNF Group common shareholders. On October 25, 2017, our Board of Directors declared cash dividends of $0.27 per share, payable on December 29, 2017, to FNF Group common shareholders of record as of December 15, 2017. There are no restrictions on our retained earnings regarding our ability to pay dividends to our shareholders, although there are limits on the ability of certain subsidiaries to pay dividends to us, as described below. The declaration of any future dividends is at the discretion of our Board of Directors. Additional uses of cash flow are expected to include acquisitions, stock repurchases and debt repayments.

We continually assess our capital allocation strategy, including decisions relating to the amount of our dividend, reducing debt, repurchasing our stock, making acquisitions and/or conserving cash. We believe that all anticipated cash requirements for current operations will be met from internally generated funds, through cash dividends from subsidiaries, cash generated by investment securities, potential sales of non-strategic assets and borrowings on existing credit facilities. Our short-term and long-term liquidity requirements are monitored regularly to ensure that we can meet our cash requirements. We forecast the needs of all of our subsidiaries and periodically review their short-term and long-term projected sources and uses of funds, as well as the asset, liability, investment and cash flow assumptions underlying such forecasts.

Our insurance subsidiaries generate cash from premiums earned and their respective investment portfolios, and these funds are adequate to satisfy the payments of claims and other liabilities. Due to the magnitude of our investment portfolio in relation to our title claim loss reserves, we do not specifically match durations of our investments to the cash outflows required to pay claims, but do manage outflows on a shorter time frame.

Our two significant sources of internally generated funds are dividends and other payments from our subsidiaries. As a holding company, we receive cash from our subsidiaries in the form of dividends and as reimbursement for operating and other administrative expenses we incur. The reimbursements are paid within the guidelines of management agreements among us and our subsidiaries. Our insurance subsidiaries are restricted by state regulation in their ability to pay dividends and make distributions. Each applicable state of domicile regulates the extent to which our title underwriters can pay dividends or make other distributions. As of December 31, 2016, $2,149 million of our net assets were restricted from dividend payments without prior approval from the relevant departments of insurance. Effective March 1, 2017, three of the Company’s title insurance underwriters, Fidelity National Title Insurance Company, Chicago Title Insurance Company and Commonwealth Land Title Insurance Company, redomesticated from their former states of domicile to Florida. In conjunction with the Redomestication, the Company received a special dividend from these title insurance underwriters of $280 million on March 15, 2017. We anticipate that our title insurance subsidiaries will pay or make dividends in the remainder of 2017 of approximately $153 million. Our underwritten title companies and non-insurance subsidiaries are not regulated to the same extent as our insurance subsidiaries.

The maximum dividend permitted by law is not necessarily indicative of an insurer’s actual ability to pay dividends, which may be constrained by business and regulatory considerations, such as the impact of dividends on surplus, which could affect an insurer’s ratings or competitive position, the amount of premiums that can be written and the ability to pay future dividends. Further, depending on business and regulatory conditions, we may in the future need to retain cash in our underwriters or even contribute cash to one or more of them in order to maintain their ratings or their statutory capital position. Such a requirement could be the result of investment losses, reserve charges, adverse operating conditions in the current economic environment or changes in statutory accounting requirements by regulators.

Cash flow from FNF Group's operations will be used for general corporate purposes including to reinvest in core operations, repay debt, pay dividends, repurchase stock, pursue other strategic initiatives and/or conserve cash.

Operating Cash Flow. Our cash flows provided by operations for the nine months ended September 30, 2017 and 2016 totaled $566 million and $745 million, respectively. The decrease of $179 million is primarily attributable to increased payments for income taxes in the current period of $51 million, the payment of legal settlements of $65 million, increased payments for certain prepaid assets, and unfavorable timing of various payables, partially offset by increased net earnings.

Investing Cash Flows. Our cash provided by (used in) investing activities for the nine months ended September 30, 2017 and 2016 were $1 million and $(292) million, respectively. The increase in cash provided by (decrease in cash used in) investing activities of $293 million from the 2017 period to the 2016 period is primarily attributable to the proceeds from the sale of OneDigital of $325 million, a $260 million decrease in spending on acquisitions of businesses, a reduction in investments made in unconsolidated affiliates of $103 million and a reduction in spending on fixed assets of $98 million, partially offset by a reduction in net sales of available for sale investments, short term investments, and cost method investments, net of purchases, of $489 million.

Capital Expenditures. Total capital expenditures for property and equipment and capitalized software were $132 million and $240 million for the nine-month periods ended September 30, 2017 and 2016, respectively, with the decrease primarily related to the purchase of our corporate headquarters for $71 million in April 2016 and other miscellaneous spending reductions.

Financing Cash Flows. Our cash flows used in financing activities for the nine months ended September 30, 2017 and 2016 were $895 million and $476 million, respectively. The increase in cash used in financing activities of $419 million from the 2017 period to the 2016 period is primarily attributable to the $87 million of cash transferred as a result of the spin-off of Black Knight, increased net debt principal payments, net of borrowings, of $160 million, an increase in dividends paid of $33 million, payment of premiums to repurchase convertible Notes of $317 million in the 2017 period, and repurchases of BKFS stock by Black Knight of $47 million in the 2017 period, offset by a reduction in spending on treasury stock repurchases of $228 million.

Financing Arrangements. For a description of our financing arrangements see Note E included in Item 1 of Part 1 of this Quarterly Report, which is incorporated by reference into this Item 2 of Part I.

During the nine months ended September 30, 2017, we repurchased $229 million of principal of our 4.25% convertible senior notes due August 2018 ("Notes") for $548 million. As of September 30, 2017, we had outstanding Notes of $68 million, net of unamortized debt issuance costs.

Seasonality. Historically, real estate transactions have produced seasonal revenue levels for the real estate industry including title insurers. The first calendar quarter is typically the weakest quarter in terms of revenue due to the generally low volume of home sales during January and February. The third calendar quarter has been typically the strongest in terms of revenue primarily due to a higher volume of home sales in the summer months and the fourth quarter is usually also strong due to commercial entities desiring to complete transactions by year-end. We have noted short term fluctuations through recent years in resale and refinance transactions as a result of changes in interest rates.

In our Restaurant Group, average weekly sales per restaurant are typically higher in the first and fourth quarters, and we typically generate a disproportionate share of our earnings from operations in the first and fourth quarters. Holidays, severe weather and other disruptive conditions may impact sales volumes seasonally in some operating regions.

Contractual Obligations. There have been no significant changes to our long-term contractual obligations since our Annual Report for the year ended December 31, 2016, filed on February 27, 2017, other than our entry into the Equity Commitment Letters with CFCOU as described in Note A *Basis of Financial Statements* and the extinguishment and restructuring of certain debt as described in Note E *Notes Payable* to the Condensed Consolidated Financial Statements included in Item 1 of Part I of this Quarterly Report.

Capital Stock Transactions. On February 18, 2016, our Board of Directors approved a new FNFV Group three-year stock repurchase program, effective March 1, 2016, under which we may repurchase up to 15 million shares of FNFV Group common stock through February 28, 2019. Purchases may be made from time to time by us in the open market at prevailing market prices or in privately negotiated transactions. We repurchased 1,491,800 shares under this program during the nine months ended September 30, 2017 for $23 million, or an average of $15.22 per share. Since the original commencement of the program through market close on November 2, 2017, we have repurchased a total of 5,446,800 shares for $68 million, or an average of $12.95 per share, and there are 9,553,200 shares available to be repurchased under this program.

On July 20, 2015, our Board of Directors approved a new three-year stock repurchase program under which we can purchase up to 25 million shares of our FNF Group common stock through July 30, 2018. We may make repurchases from time to time in the open market, in block purchases or in privately negotiated transactions, depending on market conditions and other factors. Since the original commencement of the plan through market close on November 2, 2017, we have repurchased a total of 10,589,000 FNF Group common shares for $372 million, or an average of $35.10 per share, and there are 14,411,000 shares available to be repurchased under this program. We have not made any repurchases under this program in the nine months ended September 30, 2017 or in the subsequent period ended November 2, 2017.

Equity Security and Preferred Stock Investments. Our equity security and preferred stock investments may be subject to significant volatility. Should the fair value of these investments fall below our cost basis and/or the financial condition or prospects of these companies deteriorate, we may determine in a future period that this decline in fair value is other-than-temporary, requiring that an impairment loss be recognized in the period such a determination is made.

Off-Balance Sheet Arrangements. There have been no significant changes to our off-balance sheet arrangements since our Annual Report for the year ended December 31, 2016.

Critical Accounting Policies

There have been no material changes to our critical accounting policies described in our Annual Report for our fiscal year ended December 31, 2016.

Item 3. Quantitative and Qualitative Disclosure about Market Risk

There have been no material changes in the market risks described in our Annual Report on Form 10-K for the year ended December 31, 2016.

Item 4. Controls and Procedures

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our principal executive officer and principal financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures, as such term is defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended. Based on this evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934 is: (a) recorded, processed, summarized and reported, within the time periods specified in the Commission’s rules and forms; and (b) accumulated and communicated to management, including our principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure.

There were no changes in our internal control over financial reporting that occurred during the quarter ended September 30, 2017 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Part II: OTHER INFORMATION

Item 1. Legal Proceedings

See discussion of legal proceedings in Note F to the Condensed Consolidated Financial Statements included in Item 1 of Part I of this Report, which is incorporated by reference into this Item 1 of Part II.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The following table summarizes repurchases of equity securities by FNFV during the three months ended September 30, 2017:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (1)	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs (2)
7/1/2017 - 7/31/2017	196,000	15.97	196,000	9,553,200
8/1/2017 - 8/31/2017	—	—	—	9,553,200
9/1/2017 - 9/30/2017	—	—	—	9,553,200
Total	196,000	$ 15.97	196,000	

(1) On February 18, 2016, our Board of Directors approved a new FNFV Group three-year stock repurchase program, effective March 1, 2016, under which we may repurchase up to 15 million shares of FNFV Group common stock through February 28, 2019.

(2) As of the last day of the applicable month.

Item 6. Exhibits

(a) Exhibits:

2.1	Reorganization Agreement, dated as of June 8, 2017, by and among Fidelity National Financial, Inc., Black Knight Holdings, Inc., and New BKH Corp. (incorporated by reference to Exhibit 2.1 to the Registrant's Current Report on Form 8-K filed on June 9, 2017)
2.2	Agreement and Plan of Merger, dated as of June 8, 2017, by and among Fidelity National Financial, Inc., New BKH Corp., Black Knight Financial Services, Inc., Black Knight Holdco Corp., New BKH Merger Sub, Inc., and BKFS Merger Sub, Inc. (incorporated by reference to Exhibit 2.2 to the Registrant's Current Report on Form 8-K filed on June 9, 2017)
10.1	First Amendment, dated as of February 27, 2017, to Credit Agreement, dated as of August 19, 2014, among ABRH, LLC, the lenders party thereto, Wells Fargo Bank N.A., as administrative agent, and the other agents party thereto (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on March 2, 2017)
10.2	Restated Credit Agreement, dated as of April 27, 2017, to Existing Credit Agreement, dated as of June 25, 2013, by and among Fidelity National Financial, Inc., a Delaware corporation, as the borrower, Bank of America, N.A., as administrative agent, the other agents party thereto and the financial institutions party thereto as lenders (incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed on May 2, 2017)
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification by Chief Executive Officer of Periodic Financial Reports pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350.
32.2	Certification by Chief Financial Officer of Periodic Financial Reports pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350.
99.1	Unaudited Attributed Financial Information for Fidelity National Financial Group Tracking Stock
99.2	Unaudited Attributed Financial Information for Fidelity National Financial Ventures Group Tracking Stock
101	The following materials from Fidelity National Financial, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2017, formatted in Extensible Business Reporting Language (XBRL): (i) the Condensed Consolidated Balance Sheets, (ii) the Condensed Consolidated Statements of Earnings, (iii) the Condensed Consolidated Statements of Comprehensive Earnings, (iv) the Condensed Consolidated Statements of Stockholders' Equity, (v) the Condensed Consolidated Statements of Cash Flows, and (vi) the Notes to the Consolidated Financial Statements.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: November 2, 2017	FIDELITY NATIONAL FINANCIAL, INC. (registrant)
	By: */s/ Anthony J. Park*
	Anthony J. Park
	Chief Financial Officer (Principal Financial and Accounting Officer)

EXHIBIT INDEX

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Exhibit 31.1

CERTIFICATIONS

I, Raymond R. Quirk, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Fidelity National Financial, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

(a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 2, 2017

By: /s/ Raymond R. Quirk

Raymond R. Quirk
Chief Executive Officer

Exhibit 31.2

CERTIFICATIONS

I, Anthony J. Park, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Fidelity National Financial, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

(a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 2, 2017

By: /s/ Anthony J. Park

Anthony J. Park
Chief Financial Officer

Exhibit 32.1

CERTIFICATION OF PERIODIC FINANCIAL REPORTS PURSUANT TO 18 U.S.C. §1350

The undersigned hereby certifies that he is the duly appointed and acting Chief Executive Officer of Fidelity National Financial, Inc., a Delaware corporation (the “Company”), and hereby further certifies as follows.

1. The periodic report containing financial statements to which this certificate is an exhibit fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934.

2. The information contained in the periodic report to which this certificate is an exhibit fairly presents, in all material respects, the financial condition and results of operations of the Company.

In witness whereof, the undersigned has executed and delivered this certificate as of the date set forth opposite his signature below.

Date: November 2, 2017

By: /s/ Raymond R. Quirk

Raymond R. Quirk
Chief Executive Officer

Exhibit 32.2

CERTIFICATION OF PERIODIC FINANCIAL REPORTS PURSUANT TO 18 U.S.C. §1350

The undersigned hereby certifies that he is the duly appointed and acting Chief Financial Officer of Fidelity National Financial, Inc., a Delaware corporation (the “Company”), and hereby further certifies as follows.

1. The periodic report containing financial statements to which this certificate is an exhibit fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934.

2. The information contained in the periodic report to which this certificate is an exhibit fairly presents, in all material respects, the financial condition and results of operations of the Company.

In witness whereof, the undersigned has executed and delivered this certificate as of the date set forth opposite his signature below.

Date: November 2, 2017

By: /s/ Anthony J. Park

Anthony J. Park
Chief Financial Officer

Unaudited Attributed Financial Information for Fidelity National Financial Group Tracking Stock

The following tables present our assets, liabilities, revenues, expenses and cash flows that are attributed to our FNF core business, known as FNF Group (“we,” or “our,”). The financial information in this Exhibit should be read in conjunction with our unaudited condensed consolidated financial statements for the period ended September 30, 2017 included in this Quarterly Report on Form 10-Q.

FNF Group is comprised of three operating segments as follows:

Title

This segment consists of the operations of our title insurance underwriters and related businesses. This segment provides core title insurance and escrow and other title-related services including trust activities, trustee sales guarantees, recordings and reconveyances, and home warranty products. This segment also includes our transaction services business, which includes other title-related services used in the production and management of mortgage loans, including mortgage loans that experience default.

FNF Group Corporate and Other

This segment consists of the operations of the parent holding company, certain other unallocated corporate overhead expenses, and other real estate operations.

We have adopted certain expense allocation policies, each of which are reflected in the attributed financial information of the FNF Group and the FNFV Group (see Exhibit 99.2). In general, corporate overhead is allocated to each group based upon the use of services by that group where practicable. Corporate overhead primarily includes costs of personnel and employee benefits, legal, accounting and auditing, insurance, investor relations and stockholder services and services related to FNF’s board of directors. We allocate in a similar manner a portion of costs of administrative shared services, such as information technology services. Where determinations based on use alone are not practical, we use other methods and criteria that we believe are equitable and that provide a reasonable estimate of the cost attributable to each group.

Notwithstanding the following attribution of assets, liabilities, revenue, expenses and cash flows to FNF Group, Fidelity National Financial, Inc.'s ("FNF, Inc.") tracking stock structure does not affect the ownership or the respective legal title to FNF Inc.'s assets or responsibility for FNF, Inc.'s liabilities. FNF, Inc. and its subsidiaries are each responsible for their respective liabilities. Holders of FNF Group common stock are subject to risks associated with an investment in FNF, Inc. and all of its businesses, assets and liabilities. See "Item 1A. *Risk Factors* - Risks Relating to the Ownership of Our FNFV Group Common Stock due to our Tracking Stock Capitalization" in our Annual Report on Form 10-K for the year ended December 31, 2016 for further discussion of risks associated with our tracking stock structure.

FIDELITY NATIONAL FINANCIAL GROUP

Balance Sheet Information

(In millions, except share data)

	September 30, 2017	December 31, 2016
	(Unaudited)	
ASSETS		
Investments:		
Fixed maturity securities available for sale, at fair value, at September 30, 2017 and December 31, 2016 includes pledged fixed maturity securities of $367 and $332, respectively, related to secured trust deposits	$ 2,131	$ 2,407
Preferred stock available for sale, at fair value	321	315
Equity securities available for sale, at fair value	440	386
Investments in unconsolidated affiliates	148	150
Other long-term investments	34	42
Short-term investments, at September 30, 2017 and December 31, 2016 includes short-term investments of $0 and $212 related to secured trust deposits, respectively	391	482
Total investments	3,465	3,782
Cash and cash equivalents, at September 30, 2017 and December 31, 2016 includes $568 and $331, respectively, of pledged cash related to secured trust deposits	1,090	1,049
Trade and notes receivables, net of allowance of $20 and $21 at September 30, 2017 and December 31, 2016, respectively	316	322
Due from affiliates	21	17
Goodwill	2,683	2,555
Prepaid expenses and other assets	396	405
Capitalized software, net	116	114
Other intangible assets, net	509	471
Title plant	398	395
Property and equipment, net	196	192
Assets of discontinued operations	—	3,761
Total assets	$ 9,190	$ 13,063
LIABILITIES AND EQUITY		
Liabilities:		
Accounts payable and other accrued liabilities	$ 775	$ 831
Income taxes payable	100	21
Deferred revenue	114	103
Reserve for title claim losses	1,496	1,487
Secured trust deposits	923	860
Notes payable	762	987
Deferred tax liability	421	391
Liabilities of discontinued operations	—	2,173
Total liabilities	4,591	6,853
Commitments and Contingencies:		
Redeemable non-controlling interest by 21% minority holder of ServiceLink Holdings, LLC	344	344
Equity:		
FNF Group common stock, $0.0001 par value; authorized 487,000,000 shares as of September 30, 2017 and December 31, 2016; outstanding of 273,154,429 and 272,205,261 as of September 30, 2017 and December 31, 2016, respectively, and issued of 285,992,115 and 285,041,900 as of September 30, 2017 and December 31, 2016, respectively	—	—
Additional paid-in capital	3,415	3,685
Retained earnings	1,180	1,791
Accumulated other comprehensive earnings	111	55
Less: treasury stock, 12,837,686 and 12,836,639 shares as of September 30, 2017 and December 31, 2016, respectively	(451)	(451)
Total Fidelity National Financial Group shareholders’ equity	4,255	5,080
Noncontrolling interests	—	786
Total equity	4,255	5,866
Total liabilities, redeemable noncontrolling interest and equity	$ 9,190	$ 13,063

See Notes to Unaudited Attributed Financial Information for FNF Group Tracking Stock

FIDELITY NATIONAL FINANCIAL GROUP
Statements of Earnings Information
(In millions, except per share data)

	Three months ended September 30, 2017	Three months ended September 30, 2016	Nine months ended September 30, 2017	Nine months ended September 30, 2016
	(Unaudited)		(Unaudited)	
Revenues:				
Direct title insurance premiums	$ 558	$ 556	$ 1,598	$ 1,518
Agency title insurance premiums	719	713	2,028	1,934
Escrow, title-related and other fees	678	654	1,969	1,796
Interest and investment income	32	28	93	93
Realized gains and losses, net	(1)	(3)	—	(6)
Total revenues	1,986	1,948	5,688	5,335
Expenses:				
Personnel costs	627	588	1,822	1,680
Agent commissions	553	545	1,557	1,473
Other operating expenses	443	439	1,312	1,216
Depreciation and amortization	46	41	133	116
Claim loss expense	64	70	181	190
Interest expense	11	14	39	47
Total expenses	1,744	1,697	5,044	4,722
Earnings from continuing operations before income taxes and equity in losses of unconsolidated affiliates	242	251	644	613
Income tax expense	88	95	258	223
Earnings from continuing operations before equity in earnings of unconsolidated affiliates	154	156	386	390
Equity in earnings of unconsolidated affiliates	3	4	7	10
Net earnings from continuing operations	157	160	393	400
Earnings from discontinued operations, net of tax	31	17	59	54
Net earnings	188	177	452	454
Less: Net earnings attributable to non-controlling interests	18	14	36	31
Net earnings attributable to FNF Group common shareholders	$ 170	$ 163	$ 416	$ 423
Earnings Per Share				
Basic				
Net earnings from continuing operations attributable to FNF Group common shareholders	$ 0.58	$ 0.58	$ 1.46	$ 1.49
Net earnings from discontinued operations attributable to FNF Group common shareholders	0.05	0.02	0.08	0.07
Net earnings per share attributable to FNF Group common shareholders	$ 0.63	$ 0.60	$ 1.54	$ 1.56
Diluted				
Net earnings from continuing operations attributable to FNF Group common shareholders	$ 0.57	$ 0.56	$ 1.42	$ 1.44
Net earnings from discontinued operations attributable to FNF Group common shareholders	$ 0.05	$ 0.02	$ 0.08	$ 0.07
Net earnings per share attributable to FNF Group common shareholders	$ 0.62	$ 0.58	$ 1.50	$ 1.51
Weighted average shares outstanding FNF Group common stock, basic basis	272	271	271	272
Weighted average shares outstanding FNF Group common stock, diluted basis	276	279	277	280

See Notes to Unaudited Attributed Financial Information for FNF Group Tracking Stock

FIDELITY NATIONAL FINANCIAL GROUP
Statement of Cash Flows Information
(In millions)

	Nine months ended September 30, 2017	Nine months ended September 30, 2016
	(Unaudited)	
Cash flows from operating activities:		
Net earnings	$ 452	$ 454
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Depreciation and amortization	288	270
Equity in earnings of unconsolidated affiliates	(7)	(10)
Loss on sales of investments and other assets, net	18	1
Impairment of assets	2	5
Stock-based compensation cost	32	39
Changes in assets and liabilities, net of effects from acquisitions:		
Net change in pledged cash, pledged investments, and secured trust deposits	3	—
Net increase in trade receivables	(14)	(42)
Net increase in prepaid expenses and other assets	(34)	(26)
Net decrease in accounts payable, accrued liabilities, deferred revenue and other	(98)	(9)
Net increase in reserve for title claim losses	8	19
Net change in amount due from affiliates	(4)	(7)
Net change in income taxes	45	15
Net cash provided by operating activities	691	709
Cash flows from investing activities:		
Proceeds from sales of investment securities available for sale	189	188
Proceeds from calls and maturities of investment securities available for sale	432	340
Proceeds from the sale of cost method and other investments	19	—
Additions to property and equipment and capitalized software	(102)	(186)
Purchases of investment securities available for sale	(276)	(459)
Net (purchases of) proceeds from short-term investment securities	(176)	289
Purchases of other long-term investments	(5)	—
Contributions to investments in unconsolidated affiliates	(51)	(88)
Distributions from investments in unconsolidated affiliates	75	69
Net other investing activities	(4)	4
Acquisition of Title Guaranty of Hawaii, net of cash acquired	(93)	—
Acquisition of Commissions, Inc., net of cash acquired	—	(229)
Other acquisitions/disposals of businesses, net of cash acquired	(116)	(208)
Net cash used in investing activities	(108)	(280)
Cash flows from financing activities:		
Borrowings	701	55
Debt service payments	(962)	(140)
Black Knight treasury stock repurchases of BKFS stock	(47)	—
Equity portion of debt conversions paid in cash	(317)	—
Dividends paid	(203)	(171)
Subsidiary dividends paid to non-controlling interest shareholders	(7)	(5)
Exercise of stock options	24	16
Payment of contingent consideration for prior period acquisitions	(11)	(4)
Cash transferred in Black Knight spin-off	(87)	—
Purchases of treasury stock	—	(190)
Net cash used in financing activities	(909)	(439)
Net decrease in cash and cash equivalents, excluding pledged cash related to secured trust deposits	(326)	(10)
Cash and cash equivalents, excluding pledged cash related to secured trust deposits at beginning of period	848	641
Cash and cash equivalents, excluding pledged cash related to secured trust deposits at end of period	$ 522	$ 631

See Notes to Unaudited Attributed Financial Information for FNF Group Tracking Stock

Note A. Basis of Presentation

Description of the Business

FNF Group is a leading provider of (i) title insurance, escrow and other title-related services, including trust activities, trustee sales guarantees, recordings and reconveyances and home warranty products and (ii) technology and transaction services to the real estate and mortgage industries. FNF Group is the nation’s largest title insurance company operating through its title insurance underwriters - Fidelity National Title Insurance Company, Chicago Title Insurance Company, Commonwealth Land Title Insurance Company, Alamo Title Insurance and National Title Insurance of New York Inc. - which collectively issue more title insurance policies than any other title company in the United States. Through our subsidiary ServiceLink Holdings, LLC ("ServiceLink"), we provide mortgage transaction services including title-related services and facilitation of production and management of mortgage loans.

Recent Developments

On September 29, 2017, we completed our previously announced tax-free distribution, to FNF Group shareholders, of all 83.3 million shares of New BKH Corp. ("New BKH") common stock that we previously owned (the “BK Distribution”). Immediately following the BK Distribution, New BKH and Black Knight Financial Services, Inc. ("Black Knight") engaged in a series of transactions resulting in the formation of a new publicly-traded holding company, Black Knight, Inc. ("New Black Knight"). Holders of FNF Group common stock received approximately 0.30663 shares of New Black Knight common stock for every one share of FNF Group common stock held at the close of business on September 20, 2017, the record date for the BK Distribution. New Black Knight's common stock is now listed under the symbol “BKI” on the New York Stock Exchange. The BK Distribution is expected to generally be tax-free to FNF Group shareholders for U.S. federal income tax purposes, except to the extent of any cash received in lieu of New Black Knight's fractional shares. As a result of the BK Distribution, we have reclassified the assets and liabilities divested as assets and liabilities of discontinued operations in our Condensed Consolidated Balance Sheet as of December 31, 2016. Further, the financial results of Black Knight have been reclassified to discontinued operations for all periods presented in our Condensed Consolidated Statements of Operations. See Note K. *Discontinued Operations* for further details of the results of Black Knight.

On August 31, 2017, FNF Group completed its acquisition of 90% of the membership interests of Title Guaranty of Hawaii ("Title Guaranty") for $98 million. Title Guaranty was previously an unaffiliated agent and will continue to be closely aligned with Chicago Title as it formally becomes part of the FNF title company family. Founded in 1896, Title Guaranty is the oldest title company in the State of Hawaii and is a leading provider of title and escrow services, with more than 300 employees in branches across the State of Hawaii providing title insurance and real estate closing services. See Note J *Acquisitions* for further discussion.

On May 24, 2017, we entered into certain equity commitment letters (the “Equity Commitment Letters”) with CF Corporation, a Cayman Islands exempted company (“CFCOU”), relating to its plan of merger (the "Merger" or “Merger Agreement”), dated May 24, 2017, among CFCOU, Fidelity & Guaranty Life, a Delaware corporation (“FGL”), and the other parties thereto. Pursuant to the Equity Commitment Letters, the Company has committed (the "FNF Commitment"), on the terms and subject to the conditions set forth therein, at the closing under the Merger Agreement, to purchase, or cause the purchase of, equity of CFCOU for an aggregate cash purchase price equal to $235 million plus up to an aggregate of $195 million to offset any redemptions of CFCOU’s ordinary shares made in connection with its shareholder vote to approve the transaction. The cash purchase price of $235 million includes: (i) $135 million of ordinary shares of CFCOU for $10.00 per share, and (ii) $100 million of preferred shares, plus additional amounts, if any, pursuant to the Company’s commitment to offset a portion of the redemptions of CFCOU’s ordinary shares, if any, and warrants. The shareholder vote was held on August 8, 2017 and the Merger was unanimously approved. No shareholders elected to have their public shares redeemed in connection with the Merger. Additionally, the Company has committed, on the terms and subject to the conditions set forth therein, at the Closing, to purchase, or cause the purchase of, equity of CFCOU for an aggregate cash purchase price equal to two-thirds (2/3) of the aggregate amount, if any, not funded by one or more purchasers under the forward purchase agreements between CFCOU, CF Capital Growth, LLC and the counterparties thereto, up to an aggregate amount of $200 million.

As consideration for the FNF Commitment and the agreements of the Company under the Equity Commitment Letters, the Company also entered into a fee letter agreement with CFCOU, dated May 24, 2017, pursuant to which CFCOU has agreed to pay to the Company the following fees at the closing of the Merger: (i) the original issue discount of $2 million in respect of the preferred shares; (ii) a commitment fee of $3 million; (iii) penny warrants convertible, in the aggregate, for 1.2% of CFCOU’s ordinary shares (on a fully diluted basis); and (iv) if, and to the extent, any amount of the preferred equity under the Company’s backstop commitment is funded (the “Backstop Equity”), (x) a funding fee of 0.5% of the amount of the Backstop Equity that is funded, and (y) penny warrants attached to the Backstop Equity that are convertible, in the aggregate, for the result of (1) the proportion of the Backstop Equity that is funded, and (2) 1.5% of CFCOU's ordinary shares. The Merger is expected to close in the fourth quarter of 2017, subject to the receipt of required regulatory approvals and other customary closing conditions. In addition to the Equity Commitment Letters and FNF Commitment, the Company holds $37 million of equity securities of CFCOU as of September 30, 2017. The Company's non-executive Chairman, William P. Foley, II, is also the Co-Executive Chairman of CF Corporation.

On May 22, 2017, FNF Group completed its acquisition of Hudson & Marshall, LLC. ("H&M"), a full-service auction company and one of the nation's top real estate and property auction providers, for $53 million. FNF and H&M expect to partner to further enhance the services FNF can provide to its lender, servicer and real estate agent relationships. Additionally, H&M will be powering ServiceLink Auction, a new, results-driven, full-service auction platform that will be fully integrated with ServiceLink's suite of products and technologies.

On May 3, 2017, our Board of Directors adopted a resolution to increase the size of our Board of Directors to thirteen and elected Heather H. Murren to serve on our Board of Directors. Ms. Murren will serve in Class I of our Board of Directors, and her term will expire at the annual meeting of our shareholders to be held in 2018. At this time, Ms. Murren has not been appointed to any committee of our Board.

In the first quarter of 2017 regulatory approval was received for three of the Company's title insurance underwriters, Fidelity National Title Insurance Company, Chicago Title Insurance Company and Commonwealth Land Title Insurance Company, to redomesticate from their existing states of domicile to Florida (the "Redomestication") effective March 1, 2017. In conjunction with the Redomestication, the Company received a special dividend from these title insurance underwriters of $280 million on March 15, 2017.

Earnings Per Share

Included in the calculation of diluted earnings per share are convertible senior notes (the "Notes") issued on August 2, 2011 by Fidelity National Financial, Inc. Under the terms of the indenture, if converted, a portion of the settlement may include shares of FNFV common stock. As the debt is the obligation of FNF Group, if FNF were to settle a portion of the Notes with FNFV common stock, FNF Group would reimburse FNFV Group for the shares issued upon settlement.

Unaudited Attributed Financial Information for Fidelity National Financial Ventures Group Tracking Stock

The following tables present our assets, liabilities, revenue, expenses and cash flows that are attributed to our Fidelity National Financial Ventures business (“we,” “our,” "FNFV Group," or “FNFV”). The financial information in this Exhibit should be read in conjunction with our unaudited condensed consolidated financial statements for the period ended September 30, 2017 included in this Quarterly Report on Form 10-Q.

Through FNFV group, our diversified investment holding company, we own majority and minority equity investment stakes in a number of entities, including American Blue Ribbon Holdings, LLC ("ABRH") and Ceridian HCM, Inc. ("Ceridian").

FNFV Group is comprised of two operating segments as follows:

- *Restaurant Group.* This segment consists of the operations of ABRH, in which we have a 55% ownership interest. ABRH and its affiliates are the owners and operators of the O'Charley's, Ninety Nine Restaurants, Village Inn, Bakers Square, and Legendary Baking restaurant and food service concepts.

- *FNFV Corporate and Other.* This segment primarily consists of our share in the operations of certain equity investments, including Ceridian, as well as other smaller investments which are not title-related. This segment also includes the results of operations of Digital Insurance, Inc. ("OneDigital"), in which we held 96% ownership, through the date it was sold, June 6, 2017.

We have adopted certain expense allocation policies, each of which are reflected in the attributed financial information of the FNF Group (see Exhibit 99.1) and the FNFV Group. In general, corporate overhead is allocated to each group based upon the use of services by that group where practicable. Corporate overhead primarily includes costs of personnel and employee benefits, legal, accounting and auditing, insurance, investor relations and stockholder services and services related to FNF’s board of directors. We allocate in a similar manner a portion of costs of administrative shared services, such as information technology services. Where determinations based on use alone are not practical, we use other methods and criteria that we believe are equitable and that provide a reasonable estimate of the cost attributable to each group.

Notwithstanding the following attribution of assets, liabilities, revenue, expenses and cash flows to FNFV, Fidelity National Financial, Inc.'s ("FNF, Inc.") tracking stock structure does not affect the ownership or the respective legal title to FNF, Inc.'s assets or responsibility for FNF, Inc.'s liabilities. FNF, Inc. and its subsidiaries are each responsible for their respective liabilities. Holders of FNFV Group common stock are subject to risks associated with an investment in FNF, Inc. and all of its businesses, assets and liabilities. The issuance of FNFV Group common stock does not affect the rights of FNF, Inc.'s creditors or creditors of its subsidiaries. See "Item 1A. *Risk Factors* - Risks Relating to the Ownership of Our FNFV Group Common Stock due to our Tracking Stock Capitalization" in our Annual Report on Form 10-K for the year ended December 31, 2016 for further discussion of risks associated with our tracking stock structure.

FIDELITY NATIONAL FINANCIAL VENTURES GROUP
Balance Sheet Information
(In millions, except share data)

	September 30, 2017	December 31, 2016
	(Unaudited)	
ASSETS		
Investments:		
Fixed maturity securities available for sale, at fair value	$ 23	$ 25
Equity securities available for sale, at fair value	17	52
Investments in unconsolidated affiliates	410	407
Other long-term investments	22	12
Short-term investments	193	2
Total investments	665	498
Cash and cash equivalents	142	144
Trade and notes receivables, net of allowance	29	52
Income taxes receivable	15	—
Goodwill	101	206
Prepaid expenses and other assets	71	51
Capitalized software, net	11	16
Other intangible assets, net	81	200
Property and equipment, net	232	251
Deferred tax asset	77	96
Total assets	$ 1,424	$ 1,514
LIABILITIES AND EQUITY		
Liabilities:		
Accounts payable and other accrued liabilities	$ 149	$ 189
Income taxes payable	—	18
Deferred revenue	11	25
Notes payable	128	233
Due to affiliates	21	17
Total liabilities	309	482
Equity:		
FNFV Group common stock, $0.0001 par value; authorized 113,000,000 shares as of September 30, 2017 and December 31, 2016; outstanding of 64,864,950 and 66,416,822 as of September 30, 2017 and December 31, 2016, respectively, and issued of 80,581,675 as of both September 30, 2017 and December 31, 2016	—	—
Additional paid-in capital	1,167	1,163
Retained earnings (deficit)	110	(7)
Accumulated other comprehensive loss	(65)	(68)
Less: treasury stock, 15,716,725 and 14,164,853 shares as of September 30, 2017 and December 31, 2016, respectively	(196)	(172)
Total Fidelity National Financial Ventures shareholders' equity	1,016	916
Noncontrolling interests	99	116
Total equity	1,115	1,032
Total liabilities and equity	$ 1,424	$ 1,514

See Notes to Unaudited Attributed Financial Information for FNFV

FIDELITY NATIONAL FINANCIAL VENTURES GROUP
Statements of Operations Information
(In millions, except per share data)

	Three months ended September 30,		Nine months ended September 30,	
	2017	2016	2017	2016
	(Unaudited)		(Unaudited)	
Revenues:				
Operating revenue	$ 280	$ 319	$ 932	$ 982
Interest and investment income	2	1	4	3
Realized gains and losses, net	(3)	(1)	277	11
Total revenues	279	319	1,213	996
Expenses:				
Personnel costs	19	42	136	120
Other operating expenses	25	25	80	80
Cost of restaurant revenue	243	237	728	727
Depreciation and amortization	12	15	44	45
Interest expense	1	4	8	8
Total expenses	300	323	996	980
(Loss) earnings from continuing operations before income taxes and equity in losses of unconsolidated affiliates	(21)	(4)	217	16
Income tax (benefit) expense	(14)	(7)	97	(5)
(Loss) earnings from continuing operations before equity in losses of unconsolidated affiliates	(7)	3	120	21
Equity in losses of unconsolidated affiliates	(6)	(11)	(14)	(16)
Net (loss) earnings	(13)	(8)	106	5
Less: Net (loss) earnings attributable to non-controlling interests	(8)	(1)	(11)	1
Net (loss) earnings attributable to FNFV Group common shareholders	$ (5)	$ (7)	$ 117	$ 4
Earnings Per Share				
Basic				
Net (loss) earnings per share attributable to FNFV Group common shareholders	$ (0.08)	$ (0.11)	$ 1.80	$ 0.06
Diluted				
Net (loss) earnings per share attributable to FNFV Group common shareholders	$ (0.08)	$ (0.11)	$ 1.75	$ 0.06
Weighted average shares outstanding FNFV Group common stock, basic basis	65	66	65	68
Weighted average shares outstanding FNFV Group common stock, diluted basis	65	69	67	70

See Notes to Unaudited Attributed Financial Information for FNFV

FIDELITY NATIONAL FINANCIAL VENTURES GROUP
Statement of Cash Flows Information
(In millions)

	Nine months ended September 30, 2017	2016
	(Unaudited)	
Cash flows from operating activities:		
Net earnings	$ 106	$ 5
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Depreciation and amortization	44	45
Equity in losses of unconsolidated affiliates	14	16
Gain on sales of investments and other assets, net	(5)	(11)
Gain on sale of OneDigital	(276)	—
Impairment of assets	4	—
Stock-based compensation cost	5	5
Changes in assets and liabilities, net of effects from acquisitions:		
Net decrease (increase) in trade receivables	7	(1)
Net (increase) decrease in prepaid expenses and other assets	(18)	3
Net increase (decrease) in accounts payable, accrued liabilities, deferred revenue and other	5	(24)
Net change in amount due to affiliates	4	7
Net change in income taxes	(15)	(9)
Net cash (used in) provided by operating activities	(125)	36
Cash flows from investing activities:		
Proceeds from sales of investment securities available for sale	32	—
Purchases of other long term investments	(4)	—
Proceeds from the sale of cost method and other investments	—	36
Additions to property and equipment and capitalized software	(30)	(44)
Contributions to investments in unconsolidated affiliates	(1)	(67)
Net (purchases of) proceeds from short-term investment securities	(192)	149
Purchases of investment securities available for sale	(1)	(37)
Distributions from investments in unconsolidated affiliates	1	5
Net other investing activities	—	(1)
Proceeds from sale of OneDigital	325	—
Other acquisitions/disposals of businesses, net of cash acquired	(21)	(53)
Net cash provided by (used in) investing activities	109	(12)
Cash flows from financing activities:		
Borrowings	75	45
Debt service payments	(33)	(18)
Payment for withholding taxes on stock-based compensation for shares withheld from participants and in treasury	(1)	(2)
Payment of contingent consideration for prior period acquisitions	(4)	—
Subsidiary dividends paid to non-controlling interest shareholders	—	(1)
Purchases of treasury stock	(23)	(61)
Net cash provided by (used in) financing activities	14	(37)
Net decrease in cash and cash equivalents	(2)	(13)
Cash and cash equivalents at beginning of period	144	31
Cash and cash equivalents at end of period	$ 142	$ 18

See Notes to Unaudited Attributed Financial Information for FNFV

Note A. Basis of Presentation

Description of the Business

Through FNFV group, our diversified investment holding company, we own majority and minority equity investment stakes in a number of entities, including American Blue Ribbon Holdings, LLC ("ABRH") and Ceridian HCM, Inc. ("Ceridian"), subject to an anticipated Split-Off, as described under *Recent Developments* in this Note A.

Recent Developments

On October 16, 2017, FNFV Group completed its acquisition of T-System Holdings LLC ("T-System") for $200 million in cash. T-System is a provider of clinical documentation and coding solutions to hospital-based and free-standing emergency departments and urgent care facilities. T-System offers software solutions providing clinical staff full workflow operations that drive documentation completeness and revenue optimization, and provides a full-service outsourced coding solution as well as a cloud-based SaaS solution for self-service coding.

On August 3, 2017, FNFV LLC entered into a definitive agreement (the "99 Merger Agreement"), by and among J. Alexander's Holdings, Inc. ("J. Alexander's"), its subsidiary J. Alexander's Holdings, LLC ("JAX Op"), Nitro Merger Sub, Inc. ("Merger Sub"), a wholly-owned subsidiary of JAX Op, Fidelity Newport Holdings, LLC ("FNH", together with FNFV LLC, the "99 Sellers"), and 99 Restaurants, LLC ("99 Restaurants"), to merge Merger Sub with and into 99 Restaurants, whereupon the separate existence of Merger Sub shall cease and 99 Restaurants shall continue as the surviving company and a wholly-owned subsidiary of JAX Op (the "99 Merger"). 99 Restaurants is the owner of our Ninety Nine Restaurant & Pub restaurant concept. Pursuant to the 99 Merger Agreement, FNH will exchange 100% of its ownership interest in 99 Restaurants for common share equivalents of J. Alexander's (as described below).

Under the terms of the 99 Merger Agreement, 99 Restaurants will be valued at an enterprise value of $199 million, with consideration to be paid to the 99 Sellers by J. Alexander's and JAX Op consisting of newly issued equity valued at $179 million, issued in the form of 16.3 million new Class B Units of JAX Op and 16.3 million shares of new Class B Common Stock of J. Alexander's, and the assumption of $20 million of net debt. For purposes of the 99 Merger, each Class B Unit, together with one share of Class B Common Stock, will be issued at an agreed price of $11.00. Prior to the 99 Merger, 99 Restaurants will assume $60 million of currently outstanding debt of certain of its affiliates and FNFV LLC will contribute $40 million to 99 Restaurants in exchange for newly issued membership interest in 99 Restaurants. The proceeds of this cash contribution will be used by J. Alexander's to repay a portion of the assumed debt immediately following the closing of the 99 Merger. William P. Foley, II will join the J. Alexander's Board of Directors and it is expected that Lonnie J. Stout II will remain Chief Executive Officer of the combined company. Closing of the 99 Merger is contingent on customary closing conditions, including approval of the shareholders of J. Alexander's and certain regulatory clearances, and is expected late in the fourth quarter of 2017 or early in the first quarter of 2018.

On May 5, 2017 we signed a definitive agreement to sell Digital Insurance, LLC ("OneDigital") for $560 million in an all-cash transaction. The sale was finalized on June 6, 2017. After repayment of debt, payout to option holders and a minority equity investor and other transaction related payments, FNFV Group received $331 million from the sale, which includes $325 million of cash and $5 million of purchase price holdback receivable. We recognized a pre-tax gain of $276 million on the sale which is included in Realized gains and losses, net on the Condensed Consolidated Statement of Earnings.

On December 7, 2016, we announced that our Board of Directors approved a tax-free plan (the "Split-off" or "Split-off Plan") whereby we intend to redeem all FNFV shares in exchange for shares of common stock of Cannae Holdings, Inc. Following the distribution, FNF and FNFV will each be independent, fully-distributed, publicly-traded common stocks, with FNF and FNFV no longer being tracking stocks. On May 10, 2017 we received the private letter ruling from the Internal Revenue Service ("IRS") approving certain aspects relating to the Split-off Plan. The Split-off Plan is subject to the filing and acceptance of a registration statement with the Securities and Exchange Commission (the "SEC"), FNFV shareholder approval and other customary closing conditions. On October 19, 2017, the SEC declared the registration statement for the Split-off Plan effective and the proxy statement was mailed to shareholders. A special meeting of stockholders to approve the Split-off Plan will be held on November 17, 2017.

Earnings Per Share

Included in the calculation of diluted earnings per share are convertible senior notes (the “Notes”) issued on August 2, 2011 by Fidelity National Financial, Inc. Under the terms of the indenture, if converted, a portion of the settlement may include shares of FNFV common stock. As the debt is the obligation of FNF Group, if FNF were to settle a portion of the Notes with FNFV common stock, FNF Group would reimburse FNFV Group for the shares issued upon settlement.

Note B. Investments in Consolidated and Unconsolidated Affiliates

The following table provides information about our investments in consolidated and unconsolidated affiliates attributable to FNFV, including allocations of certain corporate assets and liabilities primarily related to taxes:

	September 30, 2017	December 31, 2016
Majority Owned Subsidiaries consolidated into the results of FNFV:		
American Blue Ribbon Holdings, LLC	$ 157	$ 173
OneDigital	—	75
Minority Owned Subsidiaries or other ventures:		
Ceridian/Fleetcor (33% minority equity interest)	400	386
Del Frisco's Restaurant Group	17	49
Holding Company cash and short term investments	323	129
Other ventures	118	104
Total FNFV Book Value	$ 1,015	$ 916

Note C. FNFV Common Stock

FNFV Group common stock has voting and redemption rights. Holders of FNFV Group common stock are entitled to one vote for each share of such stock held. Holders of FNFV Group common stock will vote as one class with holders of FNF Group common stock on all matters that are submitted to a vote of its stockholders unless a separate class vote is required by the terms of the current charter or Delaware law. In connection with certain dispositions of FNFV Group assets, the FNF board of directors may determine to seek approval of the holders of FNFV common stock, voting together as a separate class, to avoid effecting a mandatory dividend, redemption or conversion under the restated charter.

FNF may not redeem outstanding shares of FNFV Group common stock for shares of common stock of a subsidiary that holds assets and liabilities attributed to the FNFV Group unless its board of directors seeks and receives the approval to such redemption of holders of FNFV common stock, voting together as a separate class, and, if such subsidiary also holds assets and liabilities of the FNF Group, the approval of holders of FNF Group common stock to the corresponding FNF Group common stock redemption, with each affected group voting as a separate class. FNF can convert each share of FNFV Group common stock into a number of shares of the FNF Group common stock at a ratio that provides FNFV stockholders with the applicable Conversion Premium to which they are entitled.