

Lender Processing Services, Inc.

Form 10-12B/A

May 27, 2008

**Table of Contents**

As filed with the Securities and Exchange Commission on May 27, 2008

File No. 1-34005

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

**Amendment No. 2  
to  
Form 10**

**GENERAL FORM FOR REGISTRATION OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g)  
OF THE SECURITIES AND EXCHANGE ACT OF 1934**

**Lender Processing Services, Inc.**  
*(Exact Name of Registrant as Specified in Its Charter)*

**Delaware**  
*(State or Other Jurisdiction of  
Incorporation or Organization)*

**601 Riverside Avenue,  
Jacksonville, Florida**  
*(Address of Principal Executive Offices)*

**26-1547801**  
*(I.R.S. Employer  
Identification No.)*

**32204**  
*(Zip Code)*

**Registrant's telephone number, including area code  
(904) 854-5100**

***Copies to:***

**Francis K. Chan**  
**Executive Vice President and  
Chief Financial Officer**  
**601 Riverside Avenue**  
**Jacksonville, Florida 32204**  
**(904) 854-5100**

**Robert S. Rachofsky**  
**Dewey & LeBoeuf LLP**  
**1301 Avenue of the Americas**  
**New York, NY 10019**  
**(212) 259-8088**

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

| <b>Title of Each Class<br/>to be so Registered</b> | <b>Name of Each Exchange on Which<br/>Each Class is to be Registered</b> |
|--|--|
| Common Stock, par value \$0.0001 per share         | New York Stock Exchange  |

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

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

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

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**Table of Contents**

**EXPLANATORY NOTE**

This Amendment No. 2 ( Amendment No. 2 ) to the registration statement on Form 10, as filed on March 27, 2008 and as initially amended on May 9, 2008 (the Form 10 ), is being filed solely to amend Item 15, Financial Statements and Exhibits, and the Exhibit Index by including additional exhibits and to file certain exhibits to the registration statement. Accordingly, the information statement (the information statement ) previously filed as Exhibit 99.1 to the Form 10 is unchanged and has been omitted.

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**Table of Contents****INFORMATION REQUIRED IN REGISTRATION STATEMENT****CROSS-REFERENCE SHEET BETWEEN INFORMATION STATEMENT AND ITEMS OF FORM 10**

This Amendment No. 2 incorporates by reference information contained in the information statement. The cross-reference table below identifies where the items required by the Form 10 can be found in the information statement.

| <b>Item No.</b> | <b>Item Caption</b>   | <b>Location in Information Statement</b>  |
|-----------------|---|---|
| 1.              | Business  | See Summary, Risk Factors, Forward-Looking Statements, The Spin-Off, Capitalization, Management's Discussion and Analysis of Financial Condition and Results of Operations, Business, Certain Relationships and Related Party Transactions and Where You Can Find More Information. |
| 1A.             | Risk Factors  | See Risk Factors.   |
| 2.              | Financial Information   | See Summary, Selected Financial Information, Pro Forma Financial Information and Management's Discussion and Analysis of Financial Condition and Results of Operations.   |
| 3.              | Properties  | See Business Properties and Facilities.   |
| 4.              | Security Ownership of Certain Beneficial Owners and Management                                  | See Security Ownership of Certain Beneficial Owners and Management.   |
| 5.              | Directors and Executive Officers  | See Management.   |
| 6.              | Executive Compensation  | See Management.   |
| 7.              | Certain Relationships and Related Transactions  | See Management's Discussion and Analysis of Financial Condition and Results of Operations, Management and Certain Relationships and Related Party Transactions.   |
| 8.              | Legal Proceedings   | See Business Legal Proceedings.   |
| 9.              | Market Price of and Dividends on the Registrant's Common Equity and Related Shareholder Matters | See Summary, The Spin-Off, Capitalization, Dividend Policy and Description of Capital Stock.  |
| 10.             | Recent Sales of Unregistered Securities   | Not applicable.   |
| 11.             | Description of Registrant's Securities to be Registered   | See The Spin-Off, Dividend Policy and Description of Capital Stock.   |
| 12.             | Indemnification of Directors and Officers   | See Indemnification of Directors and Officers.  |
| 13.             | Financial Statements and Supplementary Data   | See Pro Forma Financial Information and Index to Financial Statements and the statements referenced thereon.  |
| 14.             | Changes in and Disagreements with Accountants on Accounting and Financial Disclosure            | Not applicable.   |

**Item 15. *Financial Statements and Exhibits.***

(a) *Financial Statements*

The following financial statements are included in the information statement as previously filed:

|   |      |
|---|------|
| Combined Balance Sheets as of December 31, 2007 and 2006  | F-3  |
| Combined Statements of Earnings for the years ended December 31, 2007, 2006 and 2005                    | F-4  |
| Combined Statements of Parent's Equity for the years ended December 31, 2007, 2006 and 2005             | F-5  |
| Combined Statements of Cash Flows for the years ended December 31, 2007, 2006 and 2005                  | F-6  |
| Notes to the Combined Financial Statements for the years ended December 31, 2007, 2006 and 2005         | F-7  |
| Unaudited Combined Balance Sheets as of March 31, 2008 and December 31, 2007                            | F-28 |
| Unaudited Combined Statements of Earnings for the three months ended March 31, 2008 and 2007            | F-29 |
| Unaudited Combined Statements of Cash Flows for the three months ended March 31, 2008 and 2007          | F-30 |
| Notes to the Unaudited Combined Financial Statements for the three months ended March 31, 2008 and 2007 | F-31 |
| <u>EXHIBIT 2.1</u>  |      |
| <u>EXHIBIT 3.1</u>  |      |
| <u>EXHIBIT 3.2</u>  |      |
| <u>EXHIBIT 10.1</u>   |      |
| <u>EXHIBIT 10.3</u>   |      |
| <u>EXHIBIT 10.4</u>   |      |
| <u>EXHIBIT 99.2</u>   |      |
| <u>EXHIBIT 99.3</u>   |      |
| <u>EXHIBIT 99.4</u>   |      |
| <u>EXHIBIT 99.5</u>   |      |
| <u>EXHIBIT 99.6</u>   |      |
| <u>EXHIBIT 99.7</u>   |      |
| <u>EXHIBIT 99.8</u>   |      |

(b) *Exhibits*

The following exhibits are filed herewith unless otherwise indicated:

| <b>Exhibit Number</b> | <b>Description</b>  |
|-----------------------|---|
| 2.1                   | Form of Contribution and Distribution Agreement between Lender Processing Services, Inc. and Fidelity National Information Services, Inc.     |
| 3.1                   | Form of Amended and Restated Certificate of Incorporation of Lender Processing Services, Inc.   |
| 3.2                   | Form of Amended and Restated Bylaws of Lender Processing Services, Inc.   |
| 10.1                  | Form of Tax Disaffiliation Agreement between Lender Processing Services, Inc. and Fidelity National Information Services, Inc.                |
| 10.2                  | Form of Employee Matters Agreement(1)   |
| 10.3                  | Form of Corporate and Transition Services Agreement between Lender Processing Services, Inc. and Fidelity National Information Services, Inc. |
| 10.4                  | Form of Corporate and Transition Services Agreement between Lender Processing Services, Inc. and Fidelity National Financial, Inc.            |
| 10.5                  | Form of Lender Processing Services, Inc. 2008 omnibus incentive plan(1)   |

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- 99.1 Information Statement(2)
  - 99.2 Form of Reverse Corporate and Transition Services Agreement between Lender Processing Services, Inc. and Fidelity National Information Services, Inc.
  - 99.3 Form of Aircraft Interchange Agreement among Fidelity National Financial, Inc., Fidelity National Information Services, Inc. and Lender Processing Services, Inc.
  - 99.4 Form of Lease Agreement between Lender Processing Services, Inc., as landlord, and Fidelity National Information Services, Inc., as tenant
  - 99.5 Form of Master Information Technology and Application Development Services Agreement between Lender Processing Services, Inc. and Fidelity National Financial, Inc.
  - 99.6 Form of Property Management Agreement between Lender Processing Services, Inc., as property manager, and Fidelity National Financial, Inc., as property owner
  - 99.7 Form of Lease Agreement between Lender Processing Services, Inc., as landlord, and Fidelity National Financial, Inc., as tenant
  - 99.8 Form of Sublease Agreement between Fidelity National Financial, Inc., as sublessor, and Lender Processing Services, Inc., as sublessee
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**Table of Contents**

| <b>Exhibit Number</b> | <b>Description</b>   |
|-----------------------|--|
| 99.9                  | Amended and Restated OTS Gold Software License Agreement dated as of February 1, 2006 between Rocky Mountain Support Services, Inc., a subsidiary of Fidelity National Financial, Inc., and FIS Tax Service, Inc., a subsidiary of Lender Processing Services, Inc.(3)   |
| 99.10                 | Amended and Restated SIMON Software License Agreement dated as of February 1, 2006 between Rocky Mountain Support Services, Inc., a subsidiary of Fidelity National Financial, Inc., and FIS Tax Service, Inc., a subsidiary of Lender Processing Services, Inc.(3)  |
| 99.11                 | Amended and Restated TEAM Software License Agreement dated as of February 1, 2006 between Rocky Mountain Support Services, Inc., a subsidiary of Fidelity National Financial, Inc., and FIS Tax Service, Inc., a subsidiary of Lender Processing Services, Inc.(3)   |
| 99.12                 | Amended and Restated Software License Agreement dated as of February 1, 2006 between SoftPro, LLC, a subsidiary of Lender Processing Services, Inc., and Fidelity National Financial, Inc. (assigned from Fidelity National Information Services, Inc.)(3)   |
| 99.13                 | Amended and Restated Starters Repository Access Agreement dated as of February 1, 2006 between Fidelity National Financial, Inc. and Lender Processing Services, Inc. (assigned from Fidelity National Information Services, Inc.)(3)  |
| 99.14                 | Amended and Restated Back Plant Repository Access Agreement dated as of February 1, 2006 between Fidelity National Financial, Inc. and Lender Processing Services, Inc. (assigned from Fidelity National Information Services, Inc.)(3)  |
| 99.15                 | [reserved]   |
| 99.16                 | Issuing Agency Contract dated as of July 22, 2004 between Chicago Title Insurance Company, a subsidiary of Fidelity National Financial, Inc., and LSI Title Company, a subsidiary of Lender Processing Services, Inc. (assigned from Fidelity National Information Services, Inc.)(4)                          |
| 99.17                 | Issuing Agency Contract dated as of July 22, 2004 between Chicago Title Insurance Company, a subsidiary of Fidelity National Financial, Inc., and LSI Title Agency, Inc., a subsidiary of Lender Processing Services, Inc. (assigned from Fidelity National Information Services, Inc.)(4)                     |
| 99.18                 | Issuing Agency Contract dated as of July 22, 2004 between Chicago Title Insurance Company, a subsidiary of Fidelity National Financial, Inc., and Lender s Service Title Agency, Inc., a subsidiary of Lender Processing Services, Inc. (assigned from Fidelity National Information Services, Inc.)(4)        |
| 99.19                 | Issuing Agency Contract dated as of August 9, 2004 between Chicago Title Insurance Company, a subsidiary of Fidelity National Financial, Inc., and LSI Alabama, LLC, a subsidiary of Lender Processing Services, Inc. (assigned from Fidelity National Information Services, Inc.)(4)                          |
| 99.20                 | Issuing Agency Contract dated as of February 8, 2005 between Chicago Title Insurance Company, a subsidiary of Fidelity National Financial, Inc., and LSI Title Company of Oregon, LLC, a subsidiary of Lender Processing Services, Inc. (assigned from Fidelity National Information Services, Inc.)(4)        |
| 99.21                 | Issuing Agency Contract dated as of August 22, 2006 between Chicago Title Insurance Company, a subsidiary of Fidelity National Financial, Inc., and LSI Title Insurance Agency of Utah, Inc., a subsidiary of Lender Processing Services, Inc. (assigned from Fidelity National Information Services, Inc.)(1) |
| 99.22                 | Issuing Agency Contract dated as of September 28, 2004 between Fidelity National Title Insurance Company, a subsidiary of Fidelity National Financial, Inc., and LSI Title Company, a subsidiary of Lender Processing Services, Inc. (assigned from Fidelity National Information Services, Inc.)(4)           |
| 99.23                 | Issuing Agency Contract dated as of September 28, 2004 between Fidelity National Title Insurance Company, a subsidiary of Fidelity National Financial, Inc., and LSI Title Agency, Inc., a subsidiary of Lender Processing Services, Inc. (assigned from Fidelity National Information Services, Inc.)(4)      |
| 99.24                 | Issuing Agency Contract dated as of September 28, 2004 between Fidelity National Title Insurance Company, a subsidiary of Fidelity National Financial, Inc., and Lender s Service Title Agency, Inc., a  |



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subsidiary of Lender Processing Services, Inc. (assigned from Fidelity National Information Services, Inc.)(4)

99.25 Issuing Agency Contract dated as of September 28, 2004 between Fidelity National Title Insurance Company, a subsidiary of Fidelity National Financial, Inc., and LSI Alabama, LLC, a subsidiary of Lender Processing Services, Inc. (assigned from Fidelity National Information Services, Inc.)(4)

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**Table of Contents**

| <b>Exhibit<br/>Number</b> | <b>Description</b>  |
|---------------------------|---|
| 99.26                     | Issuing Agency Contract dated as of February 24, 2005 between Fidelity National Title Insurance Company, a subsidiary of Fidelity National Financial, Inc., and LSI Title Company of Oregon, LLC, a subsidiary of Lender Processing Services, Inc. (assigned from Fidelity National Information Services, Inc.)(4)  |
| 99.27                     | Issuing Agency Contract dated as of August 28, 2006 between Fidelity National Title Insurance Company, a subsidiary of Fidelity National Financial, Inc., and LSI Title Insurance Agency of Utah, Inc., a subsidiary of Lender Processing Services, Inc. (assigned from Fidelity National Information Services, Inc.)(1)  |
| 99.28                     | Tax Service Agreement dated as of June 20, 2005 between FIS Tax Service, Inc., a subsidiary of Lender Processing Services, Inc., and Chicago Title Insurance Company, a subsidiary of Fidelity National Financial, Inc. (together with a schedule describing other substantially identical Tax Service Agreements dated various dates from 2002 to 2006 between FIS Tax Service, Inc. and various title insurance subsidiaries of Fidelity National Financial, Inc.)(1)   |
| 99.29                     | Database License Agreement dated as of November 27, 2006 between Fidelity National Disclosure Source, LLC, a subsidiary of Fidelity National Financial, Inc., and FNIS Flood Group, LLC, a subsidiary of Lender Processing Services, Inc.(1)  |
| 99.30                     | Flood Zone Determination Agreement dated as of December 28, 2004 between FNIS Flood Group, LLC, a subsidiary of Lender Processing Services, Inc., and Ticor Title Insurance Company, a subsidiary of Fidelity National Financial, Inc.(1)   |
| 99.31                     | National Master Services Agreement dated as of November 1, 2006 between Property Insight LLC, a subsidiary of Fidelity National Financial, Inc., and LSI Title Insurance Company, a subsidiary of Lender Processing Services, Inc.(1)   |
| 99.32                     | Special Services Agreement dated as of May 23, 2007 between Property Insight LLC, a subsidiary of Fidelity National Financial, Inc., and LSI, a subsidiary of Lender Processing Services, Inc. (together with a schedule describing other substantially identical Special Services Agreements dated various dates in 2007 between Property Insight LLC and various subsidiaries of Lender Processing Services, Inc.)(1)   |
| 99.33                     | Interchange Subscriber Agreement dated as of June 4, 2002 between Fidelity National Information Services, Inc., and Fidelity National Flood Services, Inc., a subsidiary of Lender Processing Services, Inc. (together with a schedule describing other substantially identical Interchange Subscriber Agreements dated various dates between 2002 and 2008 between various subsidiaries of Fidelity National Financial, Inc./Fidelity National Information Services, Inc. and Lender Processing Services, Inc.)(1) |

(1) To be filed by amendment

(2) Previously filed

(3) Incorporated by reference to the Current Report on Form 8-K of Fidelity National Information Services, Inc. (File No. 001-16427) filed on February 6, 2006

(4) Incorporated by reference to the Registration Statement on Form S-1 of Fidelity National Financial, Inc. (File No. 333-126402) filed on September 26, 2005

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this Amendment No. 2 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

LENDER PROCESSING SERVICES, INC.

By: /s/ Francis K. Chan

Name: Francis K. Chan

Title: Executive Vice President and Chief

Financial Officer

Date: May 27, 2008

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| 99.30                     |   |

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Flood Zone Determination Agreement dated as of December 28, 2004 between FNIS Flood Group, LLC, a subsidiary of Lender Processing Services, Inc., and Ticor Title Insurance Company, a subsidiary of Fidelity National Financial, Inc.(1)

99.31 National Master Services Agreement dated as of November 1, 2006 between Property Insight LLC, a subsidiary of Fidelity National Financial, Inc., and LSI Title Insurance Company, a subsidiary of Lender Processing Services, Inc.(1)

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**Table of Contents**

| <b>Exhibit<br/>Number</b> | <b>Description</b>  |
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| 99.32                     | Special Services Agreement dated as of May 23, 2007 between Property Insight LLC, a subsidiary of Fidelity National Financial, Inc., and LSI, a subsidiary of Lender Processing Services, Inc. (together with a schedule describing other substantially identical Special Services Agreements dated various dates in 2007 between Property Insight LLC and various subsidiaries of Lender Processing Services, Inc.)(1)   |
| 99.33                     | Interchange Subscriber Agreement dated as of June 4, 2002 between Fidelity National Information Services, Inc., and Fidelity National Flood Services, Inc., a subsidiary of Lender Processing Services, Inc. (together with a schedule describing other substantially identical Interchange Subscriber Agreements dated various dates between 2002 and 2008 between various subsidiaries of Fidelity National Financial, Inc./Fidelity National Information Services, Inc. and Lender Processing Services, Inc.)(1) |
| (1)                       | To be filed by amendment  |
| (2)                       | Previously filed  |
| (3)                       | Incorporated by reference to the Current Report on Form 8-K of Fidelity National Information Services, Inc. (File No. 001-16427) filed on February 6, 2006  |
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