

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q/A-1**

(Mark One)

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended March 31, 2005

OR

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from January 1, 2005 to March 31, 2005

Commission file number: 000-50285

FIRST ADVANTAGE CORPORATION

(Exact name of registrant as specified in its charter)

Incorporated in Delaware
(State or other jurisdiction of incorporation or organization)

61-1437565
(I.R.S. Employer Identification Number)

**One Progress Plaza, Suite 2400
St. Petersburg, Florida 33701**
(Address of principal executive offices, including zip code)

(727) 214-3411
(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

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes No

There were 7,824,285 shares of outstanding Class A Common Stock of the registrant as of May 4, 2005.

There were 16,027,086 shares of outstanding Class B Common Stock of the registrant as of May 4, 2005.

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EXPLANATORY NOTE

This Amendment No. 1 on Form 10-Q/A to our quarterly report on Form 10-Q for the period ended March 31, 2005 ("Form 10-Q") is being made to include the disclosure in Item 5, Part II. We are also including the signature page, Exhibits 31.1 and 31.2.

We are only amending and refileing those parts of our Form 10-Q that have been changed. We have not modified or updated disclosures presented in the original quarterly report on Form 10-Q, as amended, in this Form 10-Q/A-1. Accordingly, this Form 10-Q/A-1 does not reflect events occurring after the filing of our original Form 10-Q, as amended, or modify or update those disclosures affected by subsequent events. Information not affected by this amendment is unchanged and reflects disclosure made at the time of the original filing on Form 10-Q, as amended. This Form 10-Q/A-1 should be read in conjunction with the original Form 10-Q, as amended, and the filings made with the Securities and Exchange Commission subsequent to the filing of the original Form 10-Q, including any amendments to such filings.

PART II. OTHER INFORMATION

Item 5. Other Information

On January 27, 2005, the Board of Directors (the "Board") of the Company created a committee comprised of independent directors (the "Special Committee") to evaluate a pending transaction with The First American Corporation ("First American") and to make a recommendation to the full Board whether to proceed with the transaction with First American. In connection with the creation of the Special Committee, the Board of the Company unanimously approved the following compensation for the Special Committees' service: (i) a chair retainer fee of \$15,000 for each chair; (ii) a member retainer fee of \$10,000; (iii) a member (including each chairman) meeting fee of \$1,000 per meeting attended and (iv) reimbursement of costs and expenses incurred by each member of the Special Committee in connection with his or her service on the Special Committee. The services of the Special Committee are expected to conclude upon the consummation of the transaction with First American.

On February 19, 2005, the Board of the Company unanimously approved the following increased compensation for its directors' service on the Board and its directors' service on the Board's Audit Committee and Compensation Committee: (i) an chair retainer fee of \$10,000 per year for the Audit Committee chair; (ii) a chair retainer fee of \$4,000 per year for the Compensation Committee chair; (iii) a member retainer fee of \$10,000 per year for each member of the Audit Committee; (iv) a member retainer fee of \$4,000 per year for each member of the Compensation Committee; (v) a member meeting fee of \$1,500 for each meeting of the Board; and (vi) a member meeting fee of \$1,000 for each meeting attended by members of the Audit Committee and Compensation Committee. The compensation approved by the Board in February was retroactive to January 1, 2005.

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Item 6. Exhibits

(a) Exhibits

- 31.1 Certification pursuant to Exchange Act Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 31.2 Certification pursuant to Exchange Act Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

SIGNATURES

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

FIRST ADVANTAGE CORPORATION

By: /s/ John Lamson
John Lamson
Chief Financial Officer

August 4, 2005

Chief Executive Officer

I, John Long, Chief Executive Officer, certify that:

1. I have reviewed this quarterly report on Form 10-Q/A-1 of FIRST ADVANTAGE CORPORATION;
2. Based on my knowledge, this quarterly 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 quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly 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 quarterly report;
4. The registrant's other certifying officer(s) 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)) for the registrant and we 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 quarterly report is being prepared;
 - b) 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
 - c) Disclosed in this quarterly report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
5. The registrant's other certifying officer(s) 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.

By: /s/ John Long

John Long
Chief Executive Officer

August 4, 2005

Chief Financial Officer

I, John Lamson, Chief Financial Officer, certify that:

1. I have reviewed this quarterly report on Form 10-Q/A-1 of FIRST ADVANTAGE CORPORATION;
2. Based on my knowledge, this quarterly 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 quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly 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 quarterly report;
4. The registrant's other certifying officer(s) 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)) for the registrant and we 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 quarterly report is being prepared;
 - b) 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
 - c) Disclosed in this quarterly report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
5. The registrant's other certifying officer(s) 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.

By: /s/ John Lamson

John Lamson
Chief Financial Officer

August 4, 2005