CANNAE HOLDINGS, INC.

A history of victory

2020 Annual Report

A culture of performance

WILLIAM P. FOLEY, II
Chairman

Dear valued shareholders,

2020 was best defined as a year of disruption. Employees found new ways to work (e.g. remotely), capital markets found new ways to raise money (SPACs or Special Purpose Acquisition Companies), and in many ways the future came to us faster than we anticipated, best reflected in accelerating valuations for technology companies. It is in these times of disruption when I have historically made some of my best investments, serving as a catalyst for many of our 2020 investments. Cannae's successful model is reinforced by our approach to Environmental, Social and Governance (ESG) factors across our Company, and in the ESG due diligence process we utilize when we select companies in which to invest.

Cannae's book value per share rose from $18.72 at the beginning of the year to $41.22 by the end of 2020. We made several new portfolio investments including:

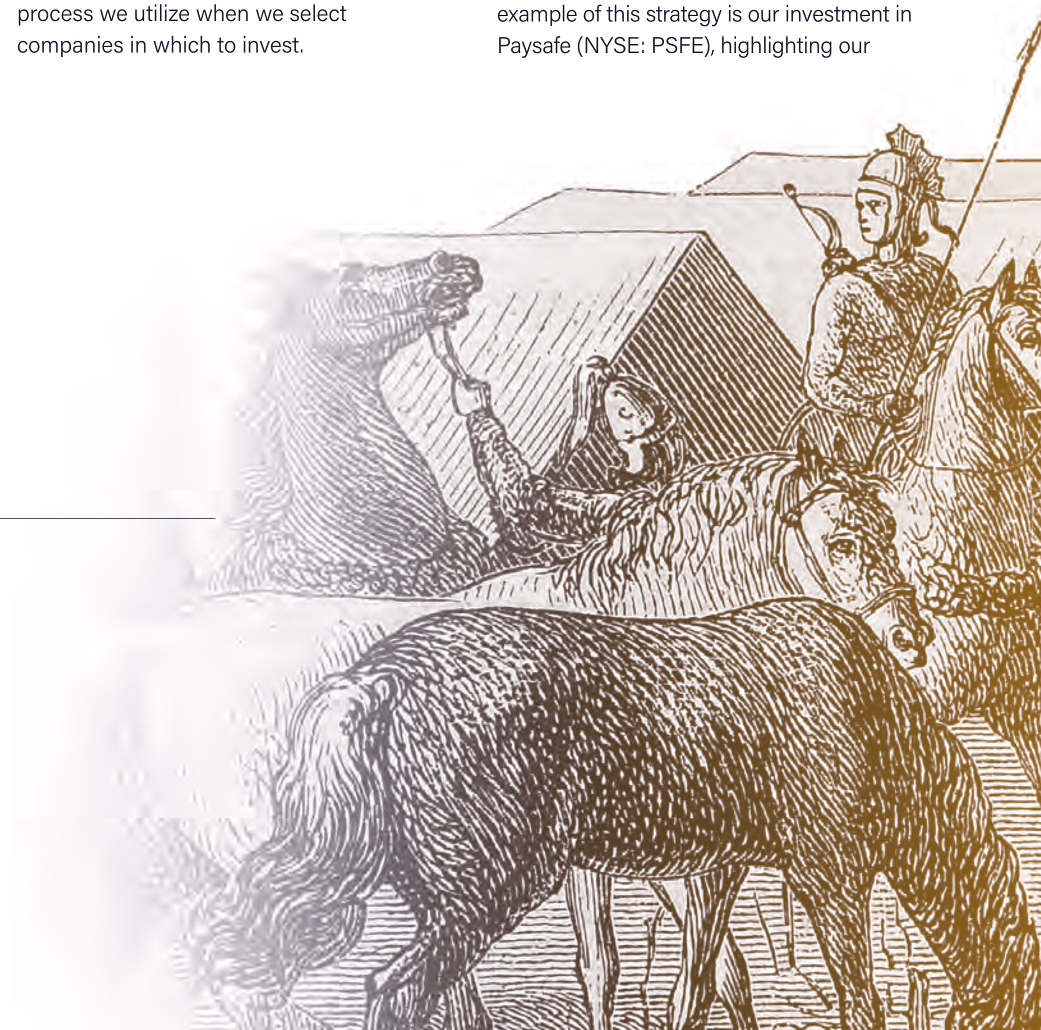
- $504 million committed to Paysafe;
- $404 million committed to Alight;
- $289 million in Optimal Blue;
- $201 million in CoreLogic, of which $199 million was returned in the fourth quarter 2020;
- $121 million in AmeriLife Group;
- And, subsequent to year-end we invested a combined $31 million upfront in two new SPACs discussed below, receiving founder's shares and warrants, and committing to associated forward commitments totaling $175 million.

Paysafe

Our strategy in 2020 was to use the robust SPAC market as a capital multiplier for Cannae, enabling us to establish large and often controlling positions in high quality public-ready companies at favorable prices that we would otherwise not have been able to acquire on our own. A great example of this strategy is our investment in Paysafe (NYSE: PSFE), highlighting our

ON THE COVER:

Hannibal's crossing of the Alps in 218 BC was one of the major events of the Second Punic War, and one of the most celebrated achievements of any military force in ancient warfare.



Military camp at the Battle of Cannae, where the Carthaginians and their allies, led by Hannibal, defeated the much larger Roman and Italian army.

team's ability to adapt to market conditions and disruptive environments, applying the principles I have honed over the course of the last three decades. Foley Trasimene Acquisition Corp II completed its upsized IPO in August of 2020 and announced its merger with Paysafe prior to year-end, four months after its initial SPAC listing. Cannae was able to deliver to its shareholders a 7.5% interest in Paysafe and an 8.3% interest in Alight (discussed in the next section), subsequent to year-end, at $9.11 and $8.82 per share respectively, implying gross out of the box gains of approximately $430 million combined, without accounting for the warrants.

Paysafe and Alight are industry utilities and will continue to grow their margins with technology efficiencies and economies of scale. We have high ambitions for both companies to achieve organic growth trajectories as well as robust M&A pipelines, in which we are well on our way towards executing.

The success and progression achieved in a year that was dynamic and unprecedented is a testament to our disciplined, value-based approach that will continue to unearth opportunities and deliver value to our shareholders for years to come.

Alight / Foley Trasimene Acquisition Corp

In the second quarter of 2020, we made our first move in the SPAC arena, sponsoring Foley Trasimene Acquisition Corp (NYSE: WPF). This offering was upsized and the underwriters exercised their full over allotment. As a founder, Cannae held a 20% economic interest in the sponsor and committed to a $150 million forward purchase agreement.

Eight months after launching our first SPAC, we announced a $7.3 billion agreement with Alight Solutions, a cloud-based employee engagement partner provider of healthcare, benefits and payroll solutions. As I previously mentioned, Alight is a terrific example of an industry utility; has a large install base embedded within the heart of our nation's largest employers, counting 70 of the Fortune 100, and half of the Fortune 500 as clients. Alight has long-term contracts with high customer retention, generating EBITDA of more than $560 million in 2020.

At a 12x valuation multiple combined with Cannae's sponsor shares, this will prove to be a particularly rewarding investment for our shareholders from the onset. We have many ideas on how to accelerate Alight's growth and expand their offerings that will further enhance Cannae's returns. This deal is expected to close in the second quarter of 2021.

Optimal Blue

Another example of our ability to move swiftly and purposefully is Optimal Blue, one of the most embedded mortgage marketplace platforms in the country. We were familiar admirers of Optimal Blue from past investment reviews and were excited when the opportunity arose to own significant equity in the company. This was a competitive bid and our team worked feverishly with our long-time investment partners at Thomas H. Lee (THL) and

Black Knight, Inc. (NYSE: BKI) to complete due diligence and present an attractive package to Optimal Blue's owners. That value was recognized, and our offer was accepted in September 2020.

The investment has been performing well in excess of our collective expectations, displaying its client value with a 100% retention rate after a price increase. Both Cannae and THL own a 20% interest in Optimal Blue, coupled with a call/put agreement that allows 60% owner BKI to call our holdings for the greater of 2x our investment or fair value in years 3 to 5, and provides us with a put to sell at 2x or fair value in years 4 to 6. I am confident Cannae shareholders will realize a significant gain on this investment within the option periods.

CoreLogic

With our partners at Senator, we initiated a plan at the close of 2019 to acquire CoreLogic (NYSE: CLGX), as an attractive investment opportunity. We ultimately acquired 5.8 million share equivalents, representing an approximately 7.5% stake in the company at an average price of approximately $45.00 per share. While we were unsuccessful in convincing CoreLogic's board to open themselves up to a sale process, it turns out we were not the highest bidder for the company and decided to exit our position. We began liquidating our position in mid-November, and closed out our position in early February 2021, selling shares at an average price of approximately $77.00 per share, representing total proceeds of $479 million on an investment of $292 million for an IRR of 77% and gross cash gains of $187 million.

AmeriLife

Cannae's investment in AmeriLife in March of 2020 totaled $120 million (20% interest) along with Thomas H. Lee (80%), and has outperformed our expectations both in the pace and quality of its acquisitions, in addition to its organic sales performance, particularly in the fixed income annuities and Medicare Advantage plan sales. Today, AmeriLife has more than 200,000 agents nationwide in nearly 60 insurance agency offices and 35 marketing organizations, covering 43 states, and is in its 51st year of business.

Dun & Bradstreet

Our investment in Dun & Bradstreet (NYSE: DNB) hit several milestones in 2020. In July, DNB completed its initial public offering at an enterprise value of $9.1 billion, representing an approximately 3x return to equity holders, the largest of which is Cannae. At the onset of that acquisition we set a goal of reducing annualized expenses by $200 million, and by the end of 2020 the annualized savings realized exceeded $241 million. DNB announced an agreement to acquire Bisnode, a leading European provider of data and analytics for businesses and a two-decade partner of DNB, bringing a more than 110,000 customer base and 33 million records into the fold.

We believe this investment has a lot of room to grow, as evidenced by our $200 million additional investment at the public offering date. Cannae now has $726.1 million invested in DNB and holds 76.6 million shares, or approximately 18% of the company. Our average cost per share of DNB is approximately $9.50, compared to DNB's closing price on 12/31/20 of $24.90 per share.

Ceridian

Ceridian (NSYE: CDAY) is the second largest holding on a fair value basis and the longest held investment of significance, having made our initial investment in 2007. Ceridian's industry-leading cloud-based human capital management platform, Dayforce, continues to grow its install base at an annualized double-digit pace despite the challenges posed by COVID. The need for cloud-based flexible solutions was glaringly apparent during the pandemic, showcasing the ability of Dayforce to address ever-changing needs of businesses globally.

The company made several acquisitions outside of the North American market in 2019 and continues to do so, announcing the acquisition of Ascender, an HCM-provider serving over 1.3 million employees in Asia, and nearly doubling the number Ceridian serves in the region.

After Ceridian's IPO, Cannae began converting portions of investment in the ensuing year and continued that process in 2020, selling more than 9.7 million CDAY shares for gross proceeds of approximately $721 million, or approximately $74 per share. I believe this company has a great future in expanding its growth accordingly at the close of 2020, Cannae remains a significant shareholder of Ceridian with 14.0 million shares, or approximately 9.5% of the company.

Trebia

In addition to the SPAC investments noted above, Cannae was an anchor investor of the founder consortium in Trebia Acquisition Corp. (NYSE: TREB) mid-year, with a 15% economic interest in the founders equity and a $75 million forward purchase commitment. The offering raised $517 million after upsizing and full exercise of the underwriter options.

Recent Developments

Austerlitz I and II

Soon after the year closed, Cannae announced sponsor group investments in two new SPACs, Austerlitz Acquisition Corporation I (NYSE: AUS) and Austerlitz Acquisition Corporation II (NYSE: ASZ), both of which closed on their upsized initial public offerings with full exercise of the underwriters' over allotment, raising $690 million and $1.38 billion, respectively. While these SPACs have yet to announce agreements with a target, I am gratified by the investor confidence signified by the consistent upsizing and underwriter over allotment exercise, and the validation of our management team and investment philosophy.

Tailwind/QOMPLX

QOMPLX announced in March 2021 that it would merge with Tailwind Acquisition Corp (NYSE: TWND) at a $1.4 billion post-equity valuation that equates to an approximately 6x return on Cannae's historical investment. We are confident in the QOMPLX team and agreed to be an anchor investor in a fully-committed $180 million PIPE and receive additional founder shares as consideration. Cannae's $80 million total investment for 23.7 million shares equates to a cost per share of $3.38, or an implied gain of over $156 million upon closing of the business combination.

Sightline Payments

Additionally, on April 1, 2021, we announced a $32 million investment in Sightline Payments as part of a completed $100 million funding round. This investment comes following the surge in consumer interest in online sports wagering and iGaming over the last twelve months, in part due to the expansion of legalized mobile gaming opportunities in many states across the United States. The company's seasoned leadership team has a proven track record and a vision to capitalize on many of the highest growth sectors in the entertainment industry. We look forward to working with the team at Sightline as they seek to take advantage of the current market opportunity.

Liquidity

Cannae made several opportunistic actions throughout the year to create adequate liquidity to fund our previously mentioned investments as well as our SPAC commitments. As noted, we reduced our position in CDAY, creating $721 million of gross proceeds; we exited our process with CoreLogic with nearly half a billion in gross proceeds; we concluded a follow-on equity offering, mid-year that raised $455 million; and arranged for a $500 million margin loan in November. Cannae ended the year with $666 million in corporate

The Battle of Cannae is regarded as one of the greatest tactical feats in military history.

cash, and after exiting CoreLogic, ended February 2021 with more than $951 million in corporate cash, supplemented by the $500 million margin loan and our $100 million revolver, both untapped.

Sum of The Parts

We continue to believe Cannae trades at a meaningful discount to the after-tax value of its component investments. We are strong believers in the future growth prospects of all of our portfolio companies and expect this discount to narrow over time as we continue to tell our story and deliver superior returns to our shareholders. As value investors, we cannot pass up such a great bargain and announced on March 1, 2021 a three year, 10 million share repurchase program.

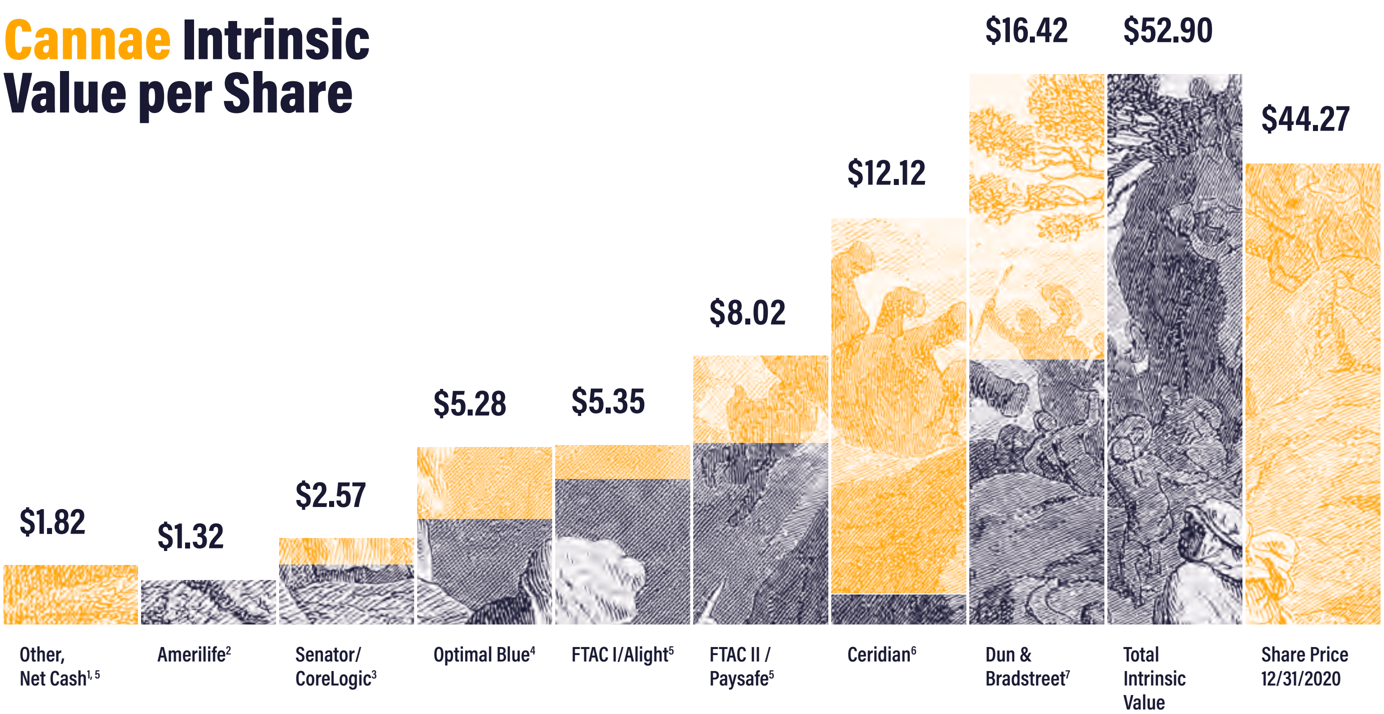
Future

Although 2020 was an uncertain and challenging year, I am pleased to report that Cannae accomplished many important goals. Early in 2021, we have already been rewarded for some of our investments made in 2020, most notably SPAC agreements with Alight and Tailwind, two new SPAC investments in AUS and ASZ, and our investment and subsequent monetization of our position in CoreLogic. Additionally, as we navigated the COVID-19 pandemic, we worked to protect our employees and their families, as well as the employees, customers and communities of our portfolio companies. Cannae shareholders, including myself as one of the largest, have many reasons to be confident that 2021 and beyond will present additional opportunities that will offer superior returns.

Sincerely,

William P. Foley, II
Chairman of the Board

Cannae Intrinsic Value per Share



Note: Per share amount is based on 91.7M CNNE shares outstanding as of 12/31/20.

[1] Primarily represents: Restaurant Group, CorroHealth, TripleTree, Colt and real estate all at cost, as well as Trebia (see note 5). Includes net cash less capital committed but not yet funded in connection with WPF, BFT and TREB, including the PIPE commitment of WPF announced on 01/25/21. Funding of commitments to occur concurrently with the closing of the business combinations.

[2] Private investment. Presented at cost.

[3] Based on the Company's approximately 3.4M shares and share equivalents of CLGX held indirectly as of 12/31/20.

[4] Optimal Blue presented at 2x cost less applicable taxes and carried interest. FV estimated from multiples for similar businesses, value at BKI call and business outperformance since acquisition.

[5] SPACs: Cost basis of common/warrants is based on combined capital committed/cost of private placement warrants across the five SPACs as of 12/31/20 (i.e., approximately $500M for Paysafe/BFT, approximately $400M for Alight/WPF, and $80M for Trebia. FV of common/warrants is based on shares expected to be received in connection with the Company's committed investments/private placement warrants and respective share prices as of 12/31/20 (i.e., Paysafe: BFT/BFT-W, Alight: WPF/WPF-W, Trebia: TREB/TREB-W).

[6] Based on the Company's approximately 14M shares of CDAY.

[7] Based on the Company's approximately 76.6M shares of DNB.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-K

(Mark One)

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

For the Fiscal Year Ended December 31, 2020

or

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

Commission File No. 1-38300

CANNAE HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware	82-1273460
(State or other jurisdiction of incorporation or organization)	*(I.R.S. Employer Identification No.)*

1701 Village Center Circle, Las Vegas, Nevada 89134

(Address of principal executive offices) *(zip code)*

(702) 323-7330

(Registrant's telephone number, including area code)

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

Title of Each Class	Trading Symbol	Name of Each Exchange on Which Registered
Cannae Common Stock, $0.0001 par value	CNNE	New York Stock Exchange

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

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☑ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☑

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 has submitted electronically every Interactive Data File required to be submitted 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 such files). Yes ☑ No ☐

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," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☑	Accelerated filer ☐	Non-accelerated filer ☐	Smaller reporting company ☐	Emerging growth company ☐

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. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☑

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

The aggregate market value of the shares of Cannae Common Stock held by non-affiliates of the registrant as of June 30, 2020, was $3,536,132,331 based on the closing price of $41.10 as reported by the New York Stock Exchange.

As of January 31, 2021 there were 91,651,257 shares of Cannae common stock outstanding.

The information in Part III hereof for the fiscal year ended December 31, 2020, will be filed within 120 days after the close of the fiscal year that is the subject of this Report.

CANNAE HOLDINGS, INC.
FORM 10-K
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PART I

Item 1. *Business*

Introductory Note

The following describes the business of Cannae Holdings, Inc. and its subsidiaries. Except where otherwise noted, all references to “we,” “us,” “our,” "Cannae", "Cannae Holdings", or the "Company," are to Cannae Holdings, Inc. and its subsidiaries, taken together.

Company Background

On November 17, 2017, Fidelity National Financial, Inc. (“FNF”, NYSE: FNF) redeemed each outstanding share of its FNF Ventures ("FNFV") Group common stock, par value $0.0001, for one share of common stock, par value $0.0001, of a newly formed entity, Cannae (the "Split-Off"). In conjunction with the Split-Off, FNF contributed to us its portfolio of investments unrelated to its primary insurance and real estate operations, which included majority and minority equity investment stakes in a number of entities and certain fixed income investments. On November 20, 2017, Cannae common stock began “regular-way” trading on The New York Stock Exchange under the “CNNE” stock symbol.

Description of Business

We are engaged in actively managing and operating a group of companies and investments, as well as making additional majority and minority equity portfolio investments in businesses, in order to achieve superior financial performance and maximize the value of these assets. Our primary investments as of December 31, 2020 include our minority ownership interests in The Dun & Bradstreet Corporation ("Dun & Bradstreet" or "D&B", NYSE: DNB), Ceridian HCM Holding, Inc. ("Ceridian", NYSE: CDAY), Optimal Blue Holdco, LLC ("Optimal Blue") and AmeriLife Group, LLC ("AmeriLife"); majority equity ownership stakes in O'Charley's Holdings, LLC ("O'Charley's") and 99 Restaurants Holdings, LLC ("99 Restaurants"); and various other equity and debt investments primarily in the real estate, financial services and healthcare technology industries.

The Company conducts its business through our wholly-owned subsidiary Cannae Holdings, LLC ("Cannae LLC"), a Delaware limited liability company. The Company’s board of directors ("Board") oversees the management of the Company, Cannae LLC and its businesses, and the performance of Trasimene Capital Management, LLC (“Trasimene” or our “Manager”). During the fiscal year ended December 31, 2019, the Company transitioned to an externally managed structure (such externalization of certain management functions, the “Externalization”). In connection with the Externalization, the Company, Cannae LLC, and our Manager entered into a Management Services Agreement dated as of August 27, 2019, as amended on January 27, 2021 (as amended, the “Management Services Agreement”).

We believe our operating structure provides our investors with a compelling opportunity to participate in the acquisition and growth of businesses by a world-class management team. Fundamentally, the Company seeks to take meaningful equity ownership stakes where we have an ability to control or significantly influence quality companies that are well-positioned in their respective industries, run by best-in-class management teams and that operate in industries that have attractive organic and acquired growth opportunities. Led by William P. Foley II ("Bill Foley") and facilitated through our Manager, we leverage our management team's operational expertise, long-term relationships and industry connections and capital sourcing capabilities to identify, structure and execute on investments with these characteristics.

Our management team has a proven track record of growing industry-leading companies and we actively interact with and support management of our portfolio companies, directly or through our board of directors, to ultimately provide value for our shareholders. Bill Foley-led management teams are responsible for the growth of publicly traded companies such as FNF, Black Knight, Inc. ("Black Knight", NYSE: BKI), Ceridian, D&B and Fidelity National Information Services (NYSE: FIS), which collectively had a market capitalization of approximately $139 billion as of December 31, 2020.

As of December 31, 2020, we had the following reportable segments:

Dun & Bradstreet. This segment consists of our 18.1% ownership interest in D&B. Dun & Bradstreet is a leading global provider of business decisioning data and analytics. Its mission is to deliver a global network of trust, enabling clients to transform uncertainty into confidence, risk into opportunity and potential into prosperity. Clients embed D&B's trusted, end-to-end solutions into their daily workflows to enhance salesforce productivity, gain visibility into key markets, inform commercial credit decisions and confirm that suppliers are financially viable and compliant with laws and regulations. Dun & Bradstreet's solutions support its clients’ mission critical business operations by providing proprietary and curated data and analytics to help drive informed decisions and improved outcomes.

Dun & Bradstreet is differentiated by the scale, depth, diversity and accuracy of its constantly expanding business database that contains comprehensive information on more than 420 million total businesses as of December 31, 2020. Access to longitudinal curated data is critical for global commerce, and with only a small percentage of the world’s businesses filing public financial statements, D&B data is a trusted source for reliable information about both public and private businesses. By building such a set of data over time, D&B was able to establish a unique identifier that creates a single thread connecting related corporate entities allowing its clients to form a holistic view of an enterprise. This unique identifier, which D&B refers to as the D-U-N-S Number, is a corporate ‘‘fingerprint’’ or ‘‘Social Security Number’’ of businesses. D&B believes that it is the only scale provider to possess both worldwide commercial credit data and comprehensive public records data that are linked together by a unique identifier allowing for an accurate assessment of public and private businesses globally. D&B generates its revenue primarily through subscription-based contractual arrangements that it enters into with its clients to provide data, analytics and analytics-related services either individually, or as part of an integrated offering of multiple services. These arrangements occasionally include offerings from more than one business unit to the same client.

We account for our investment in Dun & Bradstreet using the equity method of accounting; therefore, its results of operations do not consolidate into ours.

Optimal Blue. This segment consists of our 20.0% ownership interest in Optimal Blue. Optimal Blue is a leading provider of secondary market solutions and actionable data services. They operate a software-as-a-service, subscription-based mortgage marketplace, which supports a network of originators and investors in the residential mortgage market. The marketplace provides a broad set of critical functions utilized by banks, credit unions and mortgage brokerage companies throughout the mortgage processing life cycle.

We account for our investment in Optimal Blue using the equity method of accounting; therefore, its results of operations do not consolidate into ours.

Restaurant Group. This segment consists of the operations of O'Charley's, 99 Restaurants, Legendary Baking Holdings I, LLC ("Legendary Baking") and VIBSQ Holdco, LLC ("VIBSQ") in which we have 65.4%, 88.5%, 100% and 100% equity ownership interests, respectively. O'Charley's, 99 Restaurants, Legendary Baking, VIBSQ and their affiliates are the owners and operators of the O'Charley's restaurant concept, Ninety Nine Restaurants restaurant concept, Legendary Baking bakery and the Village Inn and Bakers Square restaurant concepts.

Corporate and Other. This aggregation of nonreportable operating segments consists of our share in the operations of controlled and uncontrolled portfolio companies including our 9.5% ownership interest in Ceridian, 20.0% ownership interest in AmeriLife, 21.7% ownership interest in Coding Solutions Topco, Inc. ("CorroHealth"), 49.2% ownership interest in a joint venture (the "Senator JV") with affiliates of Senator Investment Group, LP ("Senator"), 22.5% voting equity interest in preferred stock of QOMPLX, Inc. ("QOMPLX"), 30.5% equity interest in Triple Tree Holdings, LLC ("Triple Tree"), majority-owned real estate and resort development businesses ("Cannae RE"), interests in sponsors of special purpose acquisition companies ("SPACs") and other various minority equity and debt investments.

Ceridian is a global human capital management (“HCM”) software company that offers a broad range of services and software designed to help employers more effectively manage employment processes, such as payroll, payroll-related tax filing, human resource information systems, employee self-service, time and labor management, employee assistance programs, and recruitment and applicant screening. Ceridian's technology-based services are typically provided through long-term customer relationships that are anticipated to result in a high level of recurring revenue.

AmeriLife is a leader in marketing and distributing life, health, and retirement solutions.

CorroHealth (formerly known as Coding Solutions) is a joint venture that has various medical coding technology platforms and back office functions supporting the health care revenue and billing cycles and focuses on acquiring and operating synergistic health care services companies in the provider and payer space.

The Senator JV is an investment fund in partnership with Senator designed to provide a mechanism to allow us and Senator to jointly invest in CoreLogic, Inc. ("CoreLogic"). As of the date of this Annual Report on Form 10-K ("Annual Report"), we exited our investment in CoreLogic completely and have no further material interest in the Senator JV. See further discussion under the header *Recent Developments* in Item 7 of Part II of this Annual Report.

QOMPLX, formerly Fractal Industries, Inc., is an intelligent decision and analytics platform used by businesses for modeling and planning. QOMPLX offers an enterprise operating system and application platforms with capabilities ranging from data handling, analytics, and reporting to advanced algorithms, simulations, and machine learning, which have business uses for cybersecurity, insurance underwriting and quantitative finance.

Triple Tree is an independent, research-driven investment banking firm focused on mergers and acquisitions, financial restructuring, and principal investing services for innovative, high-growth businesses in the healthcare industry.

Cannae RE and its subsidiaries operate and invest in golf and real estate properties and develop, manage and operate residential and recreational properties, including a 1,800-acre ranch-style luxury resort and residential community in Oregon and an 18-hole championship golf facility in Idaho.

Refer to Item 7 of Part II of this Annual Report for further information on recent results of operations and transactions and other activity of our operating segments.

Strategy

Our strategy for the Company is to continue our activities with respect to the above described business investments to achieve superior financial performance, maximize and ultimately monetize the value of those assets and to continue to pursue similar investments in businesses and to grow and achieve superior financial performance with respect to such newly acquired businesses.

Dun & Bradstreet. We believe that Dun & Bradstreet has an attractive business model that is underpinned by highly recurring, diversified revenues, significant operating leverage, low capital requirements and strong free cash flow. The proprietary and embedded nature of its data and analytics solutions and the integral role that D&B plays in its clients' decision-making processes have translated into high client retention and revenue visibility. D&B has had relationships with 21 of its top 25 clients by revenue for the year ended December 31, 2020 for more than 20 years, which reflects how deeply embedded D&B is in its clients daily workflows and decisioning processes. For both 2020 and 2019, D&B's annual revenue retention rate, reflecting the percentage of prior year revenue from its clients who were retained in the current year, was 96%. Dun & Bradstreet also benefits from strong operating leverage given its centralized database and solutions, which allows it to generate strong contribution margins and free cash flow.

Subsequent to our investment in D&B in the first quarter of 2019, D&B quickly began implementing changes to address operational and execution issues at D&B that led to stagnant revenue growth and declining profitability over the last decade. The new investors in D&B immediately brought in a new senior leadership team, which commenced a comprehensive transformation to improve and revitalize D&B's business for long-term success. The new senior leadership team saw significant opportunity to create value by transforming the organization and improving the platform with new business unit leaders, enhanced technology and data, solution innovation and a client-centric go-to-market strategy.

D&B's transformation strategy is based on a proven playbook of enhancing stockholder value through organizational re-alignment and re-investment. As of December 31, 2020, these initiatives have resulted in approximately $242.0 million of net annualized run-rate savings, and D&B believes there are incremental opportunities to further rationalize its cost structure. In light of the changes that have been made or identified by D&B's management team, we believe D&B is well-positioned to execute on its strategies of driving stockholder value through consistent revenue growth, managing cost initiatives and innovating and improving the way it adds value and solves the increasingly challenging and complex needs of its clients.

Restaurant Group. Our restaurant operations are focused in the family dining and casual dining segments of the restaurant industry. The Restaurant Group's strategy is to achieve long-term profit growth and drive increases in same store sales and guest counts. We have a highly experienced management team that is focused on enhancing the guest experience at our restaurants and building team member engagement. We also utilize a shared service platform that takes advantage of the combined back-office synergies of our restaurant operating companies. Our goal is to maintain a strong balance sheet for our Restaurant Group to provide stability in all operating environments.

On January 27, 2020, American Blue Ribbon Holdings, LLC ("Blue Ribbon") and its wholly-owned subsidiaries, filed voluntary petitions for relief under Chapter 11 of the United States Bankruptcy Code in the U.S. Bankruptcy Court for the District of Delaware (the "Blue Ribbon Reorganization"). The Blue Ribbon Reorganization did not involve or affect the operations of O'Charley's or 99 Restaurants, which are not part of Blue Ribbon.

As a result of the Blue Ribbon Reorganization, we deconsolidated Blue Ribbon as of January 27, 2020 because the bankruptcy court and committee of creditors formed are deemed to have control of Blue Ribbon. On July 10, 2020, Blue Ribbon filed its Debtor's Chapter 11 Plan (the "Chapter 11 Plan") with the U.S. Bankruptcy Court of Delaware (the "Bankruptcy Court").

On October 2, 2020, the Chapter 11 Plan became effective and Blue Ribbon emerged from bankruptcy as a set of reorganized companies, including VIBSQ and Legendary Baking. Upon Blue Ribbon's emergence from bankruptcy, we acquired the assets and uncompromised liabilities of Legendary Baking and VIBSQ in exchange for $15.5 million of the outstanding balance under our debtor in possession loan (the "DIP Loan") with Blue Ribbon. Subsequent to Blue Ribbon's emergence from bankruptcy, we own 100% of the equity of VIBSQ and Legendary Baking. Refer to Note I to our Consolidated Financial Statements included in Item 8 of Part II of this Annual Report for further discussion of our accounting for our acquisition of VIBSQ and Legendary Baking upon their emergence from bankruptcy.

We believe the Blue Ribbon Reorganization will facilitate the Legendary Baking, Village Inn and Bakers Square brands' evolution to a healthy core of restaurants and bakery operations and support an approach to the brands that is most beneficial for all stakeholders.

Acquisitions, Dispositions, Minority Owned Operating Affiliates and Financings. Acquisitions are an important part of our growth strategy and dispositions are an important aspect of our strategy of rebalancing our portfolio of companies and providing our shareholders with prudent risk-based returns on investment. On an ongoing basis, with assistance from our Manager and outside advisors, we actively evaluate possible transactions, such as acquisitions and dispositions of business units and operating assets and business combination transactions.

In the future, we may seek to sell certain investments or other assets to increase our liquidity. Further, we may make acquisitions in lines of business that are not directly tied to, or synergistic with, our current operating segments. In the past we have obtained majority and minority investments in entities and securities where we see the potential to achieve above market returns.

There can be no assurance that any suitable opportunities will arise or that any particular transaction will be completed. We have made a number of acquisitions and dispositions over the past several years to strengthen and expand our investment base and expand the service offerings and customer bases of our businesses, to expand into other businesses or where we otherwise saw value, and to monetize investments in assets and businesses.

Special Purpose Acquisition Companies. In 2020 and early 2021, we made investments in the sponsors of, and forward purchase commitments to purchase equity of, three SPACs, which are companies formed for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses. See discussion under the header *Forward Purchases of Equity of Special Purpose Acquisition Companies* in Item 7 of Part II of this Annual Report for further information on our investment commitments. The following summarizes the Company's equity commitments by entity:

SPAC	Ticker	IPO Date	Cannae Equity Purchase Commitment (1)
Foley Trasimene Acquisition Corp. II ("FTAC II")	BFT	August 21, 2020	$ 500.0
Foley Trasimene Acquisition Corp. ("FTAC")	WPF	May 29, 2020	400.0
Trebia Acquisition Corp. ("Trebia")	TREB	June 19, 2020	75.0

(1) Represents Cannae's commitment as of the date of this Annual Report to purchase equity of the listed SPAC and its target upon consummation of each SPACs initial business combination

SPACs have proven to be not only an efficient means for private entities to go public, but also a unique opportunity for companies to partner with sponsors who provide invaluable industry, operational and capital market experience. We believe our investments in the SPACs sponsored or co-sponsored by Trasimene and led by our chairman Bill Foley provide an opportunity for Cannae to participate in the growth and transformation of businesses with compelling characteristics similar to other of our management team's prior investments, including Dun & Bradstreet, FNF, Black Knight and Ceridian. The sponsors intend to focus on prospective target businesses that have unseen potential for revenue growth and/or operating margin expansion with high recurring revenue and cash flow, defensible intellectual property and strong market positions within their industries.

On December 7, 2020, FTAC II entered into a definitive agreement and plan of merger with Paysafe Limited ("Paysafe"), a leading integrated payments platform (the "FTAC II Paysafe Merger"). Upon closing of the FTAC II Paysafe Merger, the newly combined company will operate as Paysafe and plans to list on the New York Stock Exchange under the symbol PSFE. The FTAC II Paysafe Merger reflects an implied pro-forma enterprise value for Paysafe of approximately $9.0 billion. The FTAC II Paysafe Merger will be funded with the cash held in trust at FTAC II, forward purchase commitments, private investment in public equity ("PIPE") commitments and equity of Paysafe. Completion of the FTAC II Paysafe Merger is subject to approval by FTAC II stockholders, the effectiveness of a registration statement to be filed with the SEC in connection with the transaction, and other customary closing conditions, including the receipt of certain regulatory approvals. The FTAC II Paysafe Merger is expected to close in the first half of 2021.

On December 7, 2020, Cannae entered into an agreement to purchase 35,000,000 shares of Paysafe for $350.0 million as part of a subscription to the PIPE (the "Paysafe Subscription Agreement"). Paysafe has agreed to pay us a placement fee of $5.6 million as consideration for our subscription. Upon consummation of the FTAC II Paysafe Merger, our aggregate investment in Paysafe is expected to be $504.7 million in Paysafe, inclusive of Cannae's investment commitments under our forward purchase agreement with FTAC II (the "FTAC II FPA") and Paysafe Subscription Agreement and our prior $4.7 million investment in the sponsor of FTAC II, and we are expected to receive 54,290,000 shares of common stock of Paysafe which represents approximately 7.5% of the pro forma outstanding common equity of Paysafe and 8,134,067 warrants to purchase one share of Paysafe common stock at $11.50 per share.

Further information on the FTAC II Paysafe Merger can be found in Paysafe's Registration Statement on Form F-4 filed with the SEC on December 21, 2020 and amended on February 1, 2021.

On January 25, 2021, FTAC entered into a business combination agreement with Alight Solutions ("Alight"), a leading cloud-based provider of integrated digital human capital and business solutions (the "FTAC Alight Business Combination"). Under the terms of the FTAC Alight Business Combination, FTAC will combine with Alight and Alight will become a publicly traded entity under the name "Alight, Inc." and symbol ALIT. The FTAC Alight Business Combination reflects an implied pro-forma enterprise value for Alight of approximately $7.3 billion at closing. The FTAC Alight Business Combination will be funded with the cash held in trust at FTAC, forward purchase commitments, PIPE commitments and equity of Alight. Completion of the FTAC Alight Business Combination is subject to approval by FTAC stockholders, the effectiveness of a registration statement to be filed with the SEC in connection with the transaction, and other customary closing conditions of SPAC business combinations, including the receipt of certain regulatory approvals. The FTAC Alight Business Combination is expected to close in the second quarter of 2021.

On January 25, 2021, Cannae entered into an agreement to purchase 25,000,000 shares of Alight for $250.0 million as part of a subscription to the PIPE (the "Alight Subscription Agreement"). Alight has agreed to pay us a placement fee of $6.3 million as consideration for our subscription. Upon consummation of the FTAC Alight Business Combination, our aggregate investment in Alight is expected to be $404.5 million, inclusive of Cannae's investment commitments under our forward purchase agreement with FTAC (the "FTAC FPA") and Alight Subscription Agreement and our previous $4.5 million investment in a sponsor of FTAC, and we are expected to receive 44,639,500 shares of common stock of Alight which represents approximately 8.6% of the pro forma outstanding common equity of Alight and 8,026,666 warrants to purchase one share of Alight common stock at $11.50 per share.

Further information on the FTAC Alight Business Combination can be found in FTAC's current report on Form 8-K filed with the SEC on January 27, 2021.

Business Trends and Conditions

Dun & Bradstreet. Businesses rely on business-to-business data and analytics providers to extract data-driven insights and make better decisions. For example, in commercial lending and trade credit, the scarcity of readily available credit history makes the extension of credit a time-consuming and imprecise process. In procurement, businesses face increasingly complex and global supply chains, making the assessment of compliance and viability of all suppliers prohibitively difficult and expensive if not conducted effectively. In sales and marketing, businesses have benefited from the proliferation of customer relationship management, Marketing Automation and Sales Acceleration tools designed to help identify, track and improve both customer management and prospecting growth activities. While these tools are helping to fill sales funnels and improve the progression of opportunities, key challenges remain in salesforce productivity, effective client segmentation and marketing campaign activation. Common stumbling blocks include incorrect, or outdated, contact information, duplicated or inaccurate firmographic data and a lack of synchronization between the various platforms in the marketing technology ecosystem.

D&B helps its clients solve these mission critical business problems. D&B believes the total addressable market (''TAM'') in which it operates is large, growing and significantly underpenetrated. D&B participates in the big data and analytics software market, as defined by Interactive Data Corporation, or IDC, which represents a collection of software markets that functionally address decision support and decision automation. This market includes business intelligence and analytics tools, analytic data management and integration platforms and analytics and performance management applications. Within the broader market of data and analytics solutions, D&B serves a number of different markets, including the commercial credit data, sales and marketing data and Governance, Risk and Compliance ("GRC") markets to provide clients with decisioning support and automation. As D&B continues to drive innovation in its solutions, it expects to address a greater portion of this TAM as new use cases for its data assets and analytical capabilities are introduced.

D&B believes there are several key trends in the global macroeconomic environment generating additional growth in D&B's TAM and increasing the demand for its solutions, including growing recognition by business of the value of analytics and data-informed business decisioning, growth in data creation and applications driven by the proliferation of new technologies with new data sets and applications, advances in analytical capabilities that are unlocking the value of data, and heightened compliance requirements in the regulatory environment for business driven by the growth of new technologies.

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 restaurants 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. 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.

COVID-19. In March 2020, the outbreak of COVID-19 was declared a national health emergency in the United States and worldwide. The ongoing COVID-19 global and national health emergency has caused significant disruption in the international and United States economies and financial markets. The Company has been closely monitoring developments related to COVID-19 and its impacts to our portfolio of investments and financial markets. We are working with management of our subsidiaries to evaluate business-specific risks and respond to any financial and operational disruptions. At the holding company level, we believe our operating model, low financial leverage and access to capital uniquely positions us to weather economic disruptions. See further discussion of our financial resources in the *Liquidity and Capital Resources* subsection in Item 7 of Part II of this Annual Report.

As a result of the unprecedented social restrictions related to COVID-19, our Restaurant Group brands experienced a significant reduction in guest counts beginning in the last two weeks of March 2020 and continuing through the end of the year. In response to the outbreak and these changing conditions, our Restaurant Group brands closed the dining rooms in substantially all of our restaurants in late March 2020 with substantially all remaining closed to dine in customers through early May 2020. During this time, most of our restaurants we were solely operating to-go and delivery services in the jurisdictions where government regulations permit restaurants to continue to operate and where the guest demand made such operations sustainable. We temporarily closed certain restaurants, modified work hours for our Restaurant Group employees and identified and implemented cost savings measures throughout our Restaurant Group operations.

Timing of reopening stores and resulting guest traffic has varied by jurisdiction. In the second half of 2020, our Restaurant Group experienced a gradual increase in guest traffic and revenues compared to the first half of 2020; however, the volume of customers visiting our stores has remained below our historical levels. We have seen an increase in revenues from to-go and delivery sales from historical experience; however, comparable store sales across all of our restaurant brands remained depressed compared to previous years.

We have been in discussions with our Restaurant Group businesses' major suppliers, and during the COVID-19 outbreak we have not experienced and do not currently expect to experience material disruptions in our supply chain.

The COVID-19 outbreak and these responses have affected and are projected to continue to adversely affect our Restaurant Group brands' guest traffic, sales and operating costs. See further discussion of the impact of COVID-19 on our Restaurant Group in the *Results of Operations* subsection in Item 7 of Part II of this Annual Report.

See Item 1A of Part I of this Annual Report for further discussion of risk factors related to COVID-19.

Competition

Dun & Bradstreet. Dun & Bradstreet primarily competes on the basis of differentiated data sets, analytical capabilities, solutions, client relationships, innovation and price. D&B believes that it competes favorably in each of these categories across its business segments. D&B's competitors vary based on the client size and geographical market that its solutions cover.

For Dun & Bradstreet's finance and risk solutions segment, its competition generally varies by client size. D&B has a leading presence in the enterprise market as clients place a high degree of value on our best-in-class commercial credit database to inform their critical decisions around the extension of credit. D&B's main competitors in the enterprise and mid-market include Bureau van Dijk (owned by Moody's Corporation) in Europe and Equifax and Experian in North America. In the small and mid-size company market, commercial credit health becomes increasingly tied to consumer credit health. D&B's competition in this market generally includes Equifax, Experian and other consumer credit providers that offer commercial data. Additionally, there is a fragmented tail of low cost, vertical and regionally focused point solutions in this market that may be attractive to certain clients, but lack the scale and coverage breadth to compete holistically.

For Dun & Bradstreet's sales and marketing solutions segment, its competition has historically been very fragmented with many players offering varying levels of data quantity and quality, and with data being collected in ways that may cross ethical and privacy boundaries. Dun & Bradstreet strives to protect the data and privacy of its clients and to maintain the highest standards in the ethical acquisition, aggregation, curation and delivery of data. D&B's direct competitors vary depending on use cases, such as market segmentation, digital marketing lead generation, lead enrichment, sales effectiveness and data management. In the market for contact data, D&B's competition generally includes ZoomInfo and a few consultancies building bespoke solutions. For other sales and marketing solutions such as customer data platform, visitor intelligence, audience targeting and intent data, D&B faces a number of smaller competitors.

Overall, outside North America, D&B's competitive environment varies by region and country, and can be significantly impacted by the legislative actions of local governments, availability of data and local business preferences. In the United Kingdom and Ireland, D&B's direct competition for its finance and risk solutions segment is primarily from Bureau van Dijk, Creditsafe and Experian. Additionally, in D&B's sales and marketing solutions segment, the landscape in these markets is both localized and fragmented, where numerous local players of varying sizes compete for business. In Asia Pacific, D&B faces competition in its finance and risk solutions segment from a mix of local and global providers. D&B competes with Sinotrust International Information & Consulting (Beijing) Co., Ltd., in China and local competitors in India. In addition, as in the United Kingdom, D&B's sales and marketing solutions landscape throughout Asia is localized and fragmented.

Restaurant Group. The restaurant industry is highly competitive and is often affected by changes in consumer tastes. Competition for our restaurant brands varies by location. In general, our restaurant brands compete within each market with national and regional chains and locally-owned restaurants for guests, management and hourly personnel and suitable real estate sites. Restaurants are increasingly competing with grocery stores who are expanding their offerings of quick serve, ready-made meals and meal kits and with meal kit delivery services, which have increased market share over the last couple years. We expect to continue to compete in these areas.

Competitive Strengths

Proven management team. Our Board and executive management team, led by Bill Foley, has a proven track record of investment identification and management. Bill Foley has led the creation of several multi-billion dollar companies with hundreds of acquisitions across diverse platforms, including, FNF, Fidelity National Information Services, Inc., Black Knight, Ceridian, D&B and FGL Holdings, Inc. Our Board and executive management's breadth of knowledge of capital markets allows us to identify companies and strategic assets with attractive value propositions, to structure investments to maximize their value, and to return the value created to shareholders. We believe the Externalization under the Management Services Agreement will enhance our executive management team’s ability to provide these services.

Intellectual Property

Dun & Bradstreet. D&B owns and controls various intellectual property rights, such as trade secrets, confidential information, trademarks, service marks, tradenames, copyrights, patents and applications to the foregoing. These rights, in the aggregate, are of material importance to Dun & Bradstreet's business. D&B believes that the Dun & Bradstreet name and related tradenames, marks and logos are also of material importance to its business. Dun & Bradstreet is licensed to use certain technology and other intellectual property rights owned and controlled by others, and other companies are licensed to use certain technology and other intellectual property rights owned and controlled by it. Dun & Bradstreet's trademarks, service marks, databases, software, copyrights, patents, patent applications and other intellectual property are proprietary and accordingly it relies on a combination of statutory (e.g., copyright, trademark, trade secret, patent, etc.) and contract and liability safeguards for protecting them throughout the world.

Dun & Bradstreet owns patents and patent applications both in the U.S. and in other selected countries. The patents and patent applications include claims, which pertain to certain technologies and inventions that D&B has determined are proprietary and warrant patent protection. The protection of its innovative technology and inventions, such as its proprietary methods for data curation and identity resolution, through the filing of patent applications, is part of Dun & Bradstreet's business strategy. Filing of patent applications may or may not provide Dun & Bradstreet with a dominant position in the fields of technology. However, these patents and/or patent applications may provide Dun & Bradstreet with legal defenses should subsequent patents in these fields be issued to third-parties and later asserted against it. Where appropriate, Dun & Bradstreet may also consider asserting or cross-licensing its patents.

Restaurant Group. We regard our Restaurant Group's service marks, including "O'Charley's", "Ninety Nine", "Village Inn", "Legendary Baking", "Bakers Square", and other service marks and trademarks as important factors in the marketing of our restaurants. We have also obtained trademarks for several of our brands' menu items and for various advertising slogans. We are aware of names and marks similar to our Restaurant Group's service marks and trademarks used by other persons in certain geographic areas where we have restaurants. However, we believe such uses will not adversely affect us. Our policy is to pursue registration of our marks whenever possible and to oppose vigorously any infringement of our marks.

We license the use of our registered trademarks and service marks to franchisees and third parties through franchise arrangements and licenses. The franchise and license arrangements restrict franchisees' and licensees' activities with respect to the use of our trademarks and service marks, and impose quality control standards in connection with goods and services offered in connection with the trademarks and service marks.

Information Security

We and our unconsolidated affiliates are highly dependent on information technology networks and systems to securely process, transmit and store electronic information. Attacks on information technology systems continue to grow in frequency, complexity and sophistication. Such attacks have become a point of focus for individuals, businesses and governmental entities. These attacks can create system disruptions, shutdowns or unauthorized disclosure of confidential information, including non-public personal information, consumer data and proprietary business information.

We and our unconsolidated affiliates remain focused on making strategic investments in information security to protect the clients and information systems of our operating subsidiaries and unconsolidated affiliates. This includes both capital expenditures and operating expenses on hardware, software, personnel and consulting services. As the primary products and services of our operating subsidiaries and unconsolidated affiliates evolve, we apply a comprehensive approach to the mitigation of identified security risks. We have established risk management policies, including those related to information security and cybersecurity, designed to monitor and mitigate information security related risks.

Human Capital Resources

Employees

As of January 31, 2021, Cannae and our consolidated subsidiaries had 14,509 employees, which includes 14,358 in our Restaurant Group and 151 in the various majority-owned businesses comprising our Corporate and other segment. None of our employees are unionized or represented by any collective agency. We believe that our relations with employees are generally good.

Our Manager and Cannae LLC rely on the experience and expertise of a small number of highly qualified and experienced employees which make up our management team. We continually assess our management team's capabilities and capacity with a view toward the long term sustainability of the Company's operations.

Diversity

We stand committed to our philosophy that all employees deserve an inclusive workplace, one where each employee feels heard and empowered. All employees – regardless of race, ethnicity, sexual orientation or gender identification – are given equal access to opportunities throughout the organization. We believe that having a variety of employee ideas, perspectives, and experiences are key components of our success. The diversity of our employees and directors allows us to connect to our investees in important ways and offer them meaningful insights to our business operations. We have a written nondiscrimination policy that is distributed to all employees as part of our employee handbook. Employees must acknowledge our employee handbook and specifically our nondiscrimination policy annually.

Our Board leads by example in its commitment to diversity. In 2019, our Board codified its commitment to consider all aspects of diversity when selecting new director nominees, including candidates with a diversity of race, ethnicity, sexual orientation or gender identification by integrating it into the director selection criteria in our Corporate Governance Guidelines. In February 2021, Barry Moullet and David Aung, both of whom identified themselves as having diverse backgrounds, joined our Board.

Statement Regarding Forward-Looking Information

The statements contained in this Annual Report or in our other documents or in oral presentations or other statements made by our management 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 (the "Exchange Act") including statements regarding our expectations, hopes, intentions, or strategies regarding the future. These statements relate to, among other things, future financial and operating results of the Company. In many cases, you can identify forward-looking statements by terminology such as “may,” “will,” “should,” “expect,” “plan,” “anticipate,” “believe,” “estimate,” “predict,” “potential,” or “continue,” or the negative of these terms and other comparable terminology. Actual results could differ materially from those anticipated in these statements as a result of a number of factors, including, but not limited to the following:

- changes in general economic, business, and political conditions, including changes in the financial markets and changes in conditions resulting from the outbreak of a pandemic such as the novel coronavirus COVID-19;
- the overall impact of the outbreak of COVID-19 and measures to curb its spread, including the effect of governmental or voluntary mitigation measures such as business shutdowns, social distancing, and stay-at-home orders;
- compliance with extensive government regulation of our operating subsidiaries and adverse changes in applicable laws or regulations or in their application by regulators;
- the effects of the Externalization and the Management Services Agreement;

- loss of key personnel that could negatively affect our financial results and impair our operating abilities;
- our potential inability to find suitable acquisition candidates, as well as the risks associated with acquisitions in lines of business that will not necessarily be limited to our traditional areas of focus, or difficulties integrating acquisitions;
- other risks detailed in "Risk Factors" below and elsewhere in this document and in our other filings with the SEC.

We are not under any obligation (and expressly disclaim any such obligation) to update or alter our forward-looking statements, whether as a result of new information, future events or otherwise. You should carefully consider the possibility that actual results may differ materially from our forward-looking statements.

Additional Information

The Company's Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to reports filed pursuant to Sections 13(a) and 15(d) of the Exchange Act, are filed with the Securities and Exchange Commission (the "SEC"). The Company is subject to the informational requirements of the Exchange Act and files or furnishes reports, proxy statements and other information with the SEC. The SEC maintains an internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC at www.sec.gov.

Our website address is www.cannaeholdings.com. We make available free of charge on or through our website our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and all amendments to those reports filed or furnished pursuant to the Exchange Act as soon as reasonably practicable after such material is electronically filed with or furnished to the SEC. However, the information found on our website is not part of this or any other report.

Item 1A. ***Risk Factors***

Risk Factor Summary

In the course of conducting our business operations, we are exposed to a variety of risks, some of which are inherent in our industry and others of which are more specific to our own businesses. The risk factors summarized below could materially harm our business, operating results and/or financial condition, impair our future prospects and/or cause the price of our common stock to decline. These risks are discussed more fully in the section titled "Risk Factors." Material risks that may affect our business, operating results and financial condition include, but are not necessarily limited to, the following:

- *We may become subject to the Investment Company Act of 1940.*
- *Certain executive officers and members of our Board of Directors have or will have interests and positions that could present potential conflicts.*
- *The Management Service Agreement was negotiated between related parties and the terms, including fees payable, may not be as favorable to us as if it were negotiated with an unaffiliated third party.*
- *Our executive officers, directors and Manager may allocate some of their time to other businesses, thereby causing conflicts of interest in their determination as to how much time to devote to our affairs, which may materially adversely affect our results of operations.*
- *Conflicts of interest could arise in connection with certain of our directors' and executive officers' discharge of fiduciary duties to our shareholders.*
- *Our Manager and members of our management team may engage in activities that compete with us or our businesses.*
- *We cannot remove our Manager solely for poor performance, which could limit our ability to improve our performance and could adversely affect the market price of our shares.*
- *Our Manager can resign on 180 days' notice, subject to a limited extension, and we may not be able to find a suitable replacement, resulting in a disruption in our operations that could materially adversely affect our financial condition, business and results of operations as well as the market price of our shares.*
- *We must pay our Manager the management fee regardless of our performance.*
- *We cannot determine the amount of the management fee that will be paid over time with any certainty, nor are we able to determine with any certainty the amount of carried interest that will be paid over time, and our payment of such fees and carried interest to the Manager may significantly reduce the amount of cash available for distribution to our shareholders.*
- *Our profit allocation may induce our Manager to make suboptimal decisions regarding our operations.*
- *The COVID-19 outbreak has disrupted and is expected to continue to disrupt the business of our Restaurant Group, which has and could continue to materially affect our Restaurant Group's operations, financial condition and results of operations for an extended period of time.*
- *General macroeconomic factors, including unemployment, energy prices and interest rates, and certain economic and business factors specific to the restaurant and bakery industries that are largely out of our restaurant businesses' control may have a material adverse effect on our business, financial condition and results of operations.*
- *The Restaurant Group companies face significant competition for customers, real estate and employees and competitive pressure to adapt to changes in conditions driving customer demand. The Restaurant Group companies' inability to compete effectively may have a material adverse effect on our business, financial condition and results of operations.*
- *If our restaurant businesses are unable to effectively grow revenue and profitability, our Restaurant Group companies may be required to record additional impairment charges to restaurant assets, the carrying value of goodwill or other intangible assets, which could have a material adverse effect on our financial condition and results of operations.*
- *Increased commodity, energy and other costs could decrease our Restaurant Group companies' profit margins or cause the Restaurant Group companies to limit or otherwise modify their menus, which could have a material adverse effect on our business, financial condition and results of operations.*
- *Negative customer experiences or negative publicity surrounding our Restaurant Group companies' restaurants or other restaurants could adversely affect sales in one or more of our Restaurant Group companies' restaurants and*

make our concepts less valuable, which could have a material adverse effect on our business, financial condition and results of operations.

- *Our restaurant businesses could suffer due to reduced demand for our restaurant businesses' brands or specific menu offerings if our restaurant businesses are the subject of negative publicity or litigation regarding allegations of food-related contaminations or illnesses, which could have a material adverse effect on our business, financial condition and results of operations.*
- *Our investment in D&B may expose us to certain risks, which could have a material adverse effect on our results of operations or financial position.*
- *We share certain directors with D&B or its affiliated entities, which may lead to conflicting interests.*
- *D&B's ability to implement and execute its strategic plans to transform the business may not be successful and, accordingly, D&B may not be successful in achieving its goals to transform its business, which could have a material adverse effect on its business, financial condition and results of operations.*
- *Data security and integrity are critically important to D&B's business, and cybersecurity incidents, including cyberattacks, breaches of security, unauthorized access to or disclosure of confidential information, business disruption, or the perception that confidential information is not secure, could result in a material loss of business, regulatory enforcement, substantial legal liability and/or significant harm to its reputation.*
- *D&B's substantial indebtedness could have a material adverse effect on its financial condition and its ability to operate its business or react to changes in the economy or its industry, prevent them from fulfilling its obligations and could divert its cash flow from operations for debt payments.*
- *An outbreak of disease, global or localized health pandemic or epidemic or a similar public health threat, or the fear of such an event, could have a material adverse effect on Dun & Bradstreet's business, financial condition and results operations.*
- *If Optimal Blue is unable to protect its information systems against data corruption, cyber-based attacks or network security breaches; are unable to provide adequate security in the electronic transmission of sensitive data; or are unable to prevent system failures or service interruptions, it could have a material adverse effect on its business, financial condition and results of operations and ultimately, our investment.*
- *The outbreak of COVID-19 and resulting government response have negatively affected the global economy, the United States economy and the global financial markets, and may disrupt our operations, which could have an adverse effect on our Corporate and Other businesses, financial condition and results of operations.*
- *We share certain directors and officers with FNF, which may lead to conflicting interests.*

In addition to the other information set forth in this Annual Report and other filings we have made and make in the future with the SEC, you should carefully consider the following risk factors and uncertainties, which could materially affect our business, financial condition or results of operations in future periods. However, other factors not discussed below or elsewhere in this Annual Report could also adversely affect our businesses, results of operations and financial condition. Therefore, the risk factors below should not be considered a complete list of potential risks that we may face.

Risks Relating to the Company's Structure

We may become subject to the Investment Company Act of 1940.

We do not believe that we are subject to regulation under the Investment Company Act of 1940, as amended (the "40 Act"). We engage primarily in the business of managing and operating our controlled subsidiaries that make up a majority of our portfolio of companies. Our officers, Manager and any employees who provide services to us pursuant to the terms of our corporate services agreement with FNF devote their activities to the businesses of these portfolio companies. Our interest in controlled portfolio companies comprises a substantial majority of our assets. Based on these factors, we believe that we are not an investment company under the 40 Act, including under Section 3(b)(1) of the 40 Act. If, at any time, we become primarily engaged in the business of investing, reinvesting or trading in securities, we could become subject to regulation under the 40 Act. Following any such change in our business and after giving effect to any applicable grace periods, we may be required to register as an investment company, which could result in significant registration and compliance costs, could require changes to our corporate governance structure and financial reporting, and could restrict our activities going forward. In addition, if we were to become inadvertently subject to the 40 Act, any violation of the 40 Act could subject us to material adverse consequences, including potentially significant regulatory penalties and the possibility that certain of our contracts would be deemed unenforceable.

Certain executive officers and members of our Board of Directors have or will have interests and positions that could present potential conflicts.

Certain executive officers and members of our Board serve on the boards of directors of other entities or are employed by other entities, including D&B, Trasimene, FNF or Black Knight.

As a result of the foregoing, there may be circumstances where certain executive officers and directors may be subject to conflicts of interest with respect to, among other things: (i) our ongoing relationships with D&B, Trasimene or FNF; (ii) business opportunities arising for any of us, D&B, Trasimene, FNF or Black Knight; and (iii) conflicts of time with respect to matters potentially or actually involving or affecting us.

We have in place a code of business conduct and ethics prescribing procedures for managing conflicts of interest and our chief compliance officer and audit committee are responsible for the review, approval or ratification of any potential conflicts of interest transactions. Additionally, we expect that interested directors will abstain from decisions with respect to conflicts of interest as a matter of practice. However, there can be no assurance that such measures will be effective, that we will be able to resolve all potential conflicts or that the resolution of any such conflicts will be no less favorable to us than if we were dealing with an unaffiliated third party.

Refer to Note R to the Notes to Consolidated Financial Statements for more information related to our related party relationships and transactions with FNF and our Manager.

Risks Relating to the Externalization and Our Manager

The Management Service Agreement was negotiated between related parties and the terms, including fees payable, may not be as favorable to us as if it were negotiated with an unaffiliated third party.

Because our Manager is owned by certain of our directors and executive officers, the Management Services Agreement was developed by related parties, although our independent directors reviewed and approved the Management Services Agreement. The terms of the Management Services Agreement, including fees payable, may not reflect the terms we may have received if it was negotiated with an unrelated third party. In addition, particularly as a result of our relationship with the principal owners of the Manager, who are certain directors and members of our management team, our independent directors may determine that it is in the best interests of our shareholders not to enforce, or to enforce less vigorously, our rights under the Management Services Agreement because of our desire to maintain our ongoing relationship with our Manager.

Our executive officers, directors and Manager may allocate some of their time to other businesses, thereby causing conflicts of interest in their determination as to how much time to devote to our affairs, which may materially adversely affect our results of operations.

While the members of our management team anticipate devoting a substantial amount of their time to the affairs of the Company, our executive officers, directors, Manager and other members of our management team may engage in other business activities. This may result in a conflict of interest in allocating their time between our operations and our management and the operations of other businesses. Their other business endeavors may involve related or unrelated parties. Conflicts of interest that arise over the allocation of time may not always be resolved in our favor and may materially adversely affect our results of operations. See the section entitled "Factors Relating to the Split-Off" included in Item 1A of our Annual Report for further discussion of risks associated with our split-off from, and relationship with, FNF.

Conflicts of interest could arise in connection with certain of our directors' and executive officers' discharge of fiduciary duties to our shareholders.

Certain of our directors and executive officers are members of the Manager. Such persons, by virtue of their positions with us, have fiduciary duties to us and our shareholders. The duties of such persons as directors or executive officers to us and our shareholders may conflict with the interests of such persons in their capacities as members or employees of the Manager.

Our Manager and members of our management team may engage in activities that compete with us or our businesses.

While the members of our management team intend to devote a substantial majority of their time to the affairs of the Company, and while our Manager currently does not manage any other businesses that are in lines of business similar to our businesses, neither our management team nor our Manager is expressly prohibited from investing in or managing other entities, including those that are in the same or similar line of business as our businesses, or required to present any particular investment or business opportunity to the Company. In this regard, the Management Services Agreement and the obligation thereunder to provide management services to us will not create a mutually exclusive relationship between our Manager, on the one hand, and the Company, on the other.

We cannot remove our Manager solely for poor performance, which could limit our ability to improve our performance and could adversely affect the market price of our shares.

Under the terms of the Management Services Agreement, our Manager may not be removed as a result of underperformance. Instead, the Company may only remove our Manager in certain limited circumstances or upon a vote by a majority of the Company's board of directors to terminate the Management Services Agreement. This limitation could adversely affect the market price of our shares.

Our Manager can resign on 180 days' notice, subject to a limited extension, and we may not be able to find a suitable replacement, resulting in a disruption in our operations that could materially adversely affect our financial condition, business and results of operations as well as the market price of our shares.

Our Manager has the right, under the Management Services Agreement, to resign at any time on 180 days' written notice, whether we have found a replacement or not, subject to the Company's right to extend such period by an additional 180 days or until a replacement manager has been in place for 30 days, if no replacement manager has been found by the 150th day following the Manager's notice of resignation. If our Manager resigns, we may not be able to contract with a new manager or hire internal management with similar expertise and ability to provide the same or equivalent services on acceptable terms within 180 days (subject to possible extension), or at all, in which case our operations are likely to experience a disruption; our financial condition, business and results of operations as well as our ability to pay distributions are likely to be adversely affected; and the market price of our shares may decline. In addition, the coordination of our internal management, acquisition activities and supervision of our businesses is likely to suffer if we are unable to identify and reach an agreement with a single institution or group of executives having the expertise possessed by our Manager. Even if we are able to retain comparable management, whether internal or external, the integration of such management and their lack of familiarity with our businesses may result in additional costs and time delays that could materially adversely affect our financial condition, business and results of operations.

We must pay our Manager the management fee regardless of our performance.

Our Manager is entitled to receive a management fee that is based on our cost of invested capital, as defined in the Management Services Agreement, regardless of the performance of our businesses. The calculation of the management fee is unrelated to the Company's results of operations. As a result, the management fee may incentivize our Manager to increase the amount of invested capital.

We cannot determine the amount of the management fee that will be paid over time with any certainty, nor are we able to determine with any certainty the amount of carried interest that will be paid over time, and our payment of such fees and carried interest to the Manager may significantly reduce the amount of cash available for distribution to our shareholders.

Under the Management Services Agreement, the Company will be obligated to pay a management fee to and, subject to certain exceptions, reimburse the costs and out-of-pocket expenses of our Manager incurred on behalf of the Company in connection with the provision of services to the Company. The management fee is calculated by reference to the Company's cost of invested capital, which will be impacted by the acquisition or disposition of, and additional capital contributions and investments in, businesses, which can be significantly influenced by our Manager, as well as the performance of our businesses and other businesses we may acquire in the future. Changes in cost of invested capital and in the resulting management fee could be significant, resulting in a material adverse effect on the Company's results of operations. In addition, if the performance of the Company declines, assuming cost of invested capital remains the same, management fees will increase as a percentage of the Company's net income.

Furthermore, we cannot determine the amount of carried interest with respect to liquidity events involving investments of the Company that will be paid over time with any certainty. Such determination would be dependent on the potential sale proceeds received for any of our businesses and the performance of the Company and its businesses over a multi-year period of time, among other factors that cannot be predicted with certainty at this time. Such factors may have a significant impact on the amount of any carried interest to be paid to the Manager. Likewise, such determination would be dependent on whether certain hurdles were surpassed giving rise to a payment of carried interest. Any amounts paid in respect of the carried interest are unrelated to the management fee earned for performance of services under the Management Services Agreement.

While it is difficult to quantify with any certainty the actual amount of any such payments in the future, such amounts could be substantial. The management fee and carried interest will be payment obligations of the Company and, as a result, will be paid, along with other Company obligations, prior to the payment of distributions to shareholders. As a result the payment of these amounts may significantly reduce the amount of cash flow available for distribution to our shareholders. If we do not have sufficient liquid assets to pay the management fee and carried interest when such payments are due, we may be required to liquidate assets or incur debt in order to make such payments. This circumstance could materially adversely affect our liquidity and ability to make distributions to our shareholders.

Our profit allocation may induce our Manager to make suboptimal decisions regarding our operations.

Our Manager will receive carried interest based on profits in excess of an annualized hurdle rate upon a liquidity event involving a Company investment. In this respect, a calculation and payment of carried interest may be triggered upon the sale of one of our businesses. As a result, our Manager may be incentivized to recommend the sale of one or more of our businesses to our Board of Directors at a time that may not be optimal for our shareholders.

Risks Relating to the Restaurant Group

The COVID-19 outbreak has disrupted and is expected to continue to disrupt the business of our Restaurant Group, which has and could continue to materially affect our Restaurant Group's operations, financial condition and results of operations for an extended period of time.

The COVID-19 outbreak, the federal, state and local government responses to COVID-19 and our responses to the outbreak have all disrupted and will continue to disrupt our Restaurant Group businesses. In the United States, individuals are being encouraged to practice social distancing, in most places are restricted from gathering in groups and in many cases, placed on complete restriction from non-essential movements outside of their homes. In response to the COVID-19 outbreak and these changing conditions, we closed the dining rooms in substantially all of our restaurants in late March 2020 with substantially all remaining closed through early May 2020. Beginning in March 2020 and lasting into May 2020, in most of our restaurants we were solely operating to-go and delivery services in the jurisdictions where government regulations permit restaurants to continue to operate and where the guest demand makes such operations sustainable. We temporarily closed certain restaurants, modified work hours for our Restaurant Group employees and identified and implemented cost savings measures throughout our Restaurant Group operations. If the COVID-19 outbreak deteriorates again, we may again be required to close the dining rooms in substantially all of our restaurants and solely operate to-go and delivery services, which would further adversely affect the results of operations of our Restaurant Group.

The COVID-19 outbreak and these responses have affected and will continue to adversely affect our Restaurant Group brands' guest traffic, sales and operating costs and we cannot predict how long the outbreak will last or what other government responses may occur.

Suppliers of our Restaurant Group could be adversely impacted by the COVID-19 outbreak. If our Restaurant Group's suppliers' access to resources is constrained or their employees are unable to work, whether because of illness, quarantine, limitations on travel or other government restrictions in connection with COVID-19, our Restaurant Group businesses could face shortages of food items or other restaurant supplies and our Restaurant Group's operations and sales could be adversely impacted by such supply interruptions.

The COVID-19 pandemic has negatively impacted the financial results of our Restaurant Group and depending on the duration and scope, such impact could continue to have a material adverse impact on our results of operations.

See further discussion of the impact of COVID-19 on our Restaurant Group's results in the *Results of Operations* subsection in Item 7 of Part II of this Annual Report.

General macroeconomic factors, including unemployment, energy prices and interest rates, and certain economic and business factors specific to the restaurant and bakery industries that are largely out of our restaurant businesses' control may materially and adversely affect consumer behavior and have a material adverse effect on our business, financial condition and results of operations.

General economic conditions may materially and adversely affect the financial condition and results of operations of our restaurant businesses, which we also refer to as our Restaurant Group companies. Recessionary economic cycles, a protracted economic slowdown, a worsening economy, increased unemployment, increased energy prices, rising interest rates, a downgrade of the United States ("U.S.") government's long-term credit rating, financial market volatility and unpredictability or other national, regional and local regulatory and economic conditions or other industry-wide cost pressures could affect consumer behavior and spending for restaurant dining occasions and result in increased pressure with respect to our Restaurant Group companies' pricing, guest count levels and commodity costs, which could lead to a further decline in our Restaurant Group companies' sales and earnings, beyond those that resulted in the Blue Ribbon Reorganization. Job losses, foreclosures, bankruptcies and falling home prices could cause customers to make fewer discretionary purchases, and any significant decrease in our Restaurant Group companies' guest counts or profit will negatively impact their financial performance. In addition, if gasoline, natural gas, electricity and other energy costs increase, or credit card, home mortgage and other borrowing costs increase with rising interest rates, our Restaurant Group companies' customers may have lower disposable income and reduce the frequency with which they dine at restaurants, may spend less during each visit at our Restaurant Group companies' restaurants or may choose more inexpensive restaurants. These factors could also cause the Restaurant Group companies to, among other things, reduce the number and frequency of new restaurant openings, close additional restaurants, delay the reimaging of the Restaurant Group companies' existing restaurant locations, or impede our ability to successfully execute, and achieve the goals contemplated by, the Blue Ribbon Reorganization.

The business results of our Restaurant Group companies depend on a number of industry-specific factors as well, many of which are beyond the Restaurant Group companies' control. The full service dining sector of the restaurant industry is affected by seasonal fluctuation of sales volumes, consumer confidence, consumer spending patterns and consumer preferences, including changes in consumer tastes and dietary habits, and the level of consumer acceptance of our restaurant brands. The performance of individual restaurants may also be materially and adversely affected by factors applicable to those restaurants, such as demographic trends, severe weather, traffic patterns and the type, number and location of competing restaurants.

The quarterly results of our Restaurant Group companies have been and may continue to be affected by restaurant closures and exit-related costs, labor availability and costs for hourly and management personnel, changes in borrowings and interest rates, changes in consumer preferences and competitive conditions, fluctuations in food and commodity prices, fluctuations in costs attributable to public company compliance and impairments of goodwill, intangible assets and property, fixtures and equipment. As a result of these and other factors, the Restaurant Group companies' financial results for any quarter may not be indicative of the results that may be achieved for a full fiscal year.

Unfavorable changes in the above factors or in other business and economic conditions affecting our Restaurant Group companies' customers or industry could increase costs, reduce guest counts in some or all restaurants or impose practical limits on pricing, any of which could lower profit margins and have a material adverse effect on our business, financial condition and results of operations.

The Restaurant Group companies face significant competition for customers, real estate and employees and competitive pressure to adapt to changes in conditions driving customer demand. The Restaurant Group companies' inability to compete effectively may affect guest counts, sales and profit margins, which could have a material adverse effect on our business, financial condition and results of operations.

The restaurant industry is intensely competitive with a substantial number of restaurant operators that compete directly and indirectly with the Restaurant Group companies with respect to price, service, ambiance, brand, customer service, dining experience, location, food quality and variety and value perception of menu items and there are other well established competitors with substantially greater financial and other resources than the Restaurant Group companies. Some of our Restaurant Group companies' competitors advertise on national television, which may provide customers with greater awareness and name recognition than our Restaurant Group companies can achieve through their advertising efforts. There is also active competition for management personnel and attractive suitable real estate sites. Consumer tastes and perceptions, nutritional and dietary trends, guest count patterns and the type, number and location of competing restaurants often affect the restaurant business, and our Restaurant Group companies' competitors may react more efficiently and effectively to those conditions. For instance, prevailing health or dietary preferences or perceptions of our Restaurant Group companies' products may cause consumers to avoid certain menu items or products our Restaurant Group companies offer in favor of foods that are perceived as more healthy, and such choices by consumers could have a material adverse effect on our business, financial condition and results of operations. Further, our Restaurant Group companies face growing competition from the supermarket industry, with the improvement of their "convenient meals" in the deli and prepared food sections, from quick service and fast casual restaurants and online food delivery services as a result of food and beverage offerings by those food providers. As our Restaurant Group companies' competitors expand operations in markets where our restaurant businesses operate or expect to operate, we expect competition to intensify. If our Restaurant Group companies are unable to continue to compete effectively, including following the completion of the Blue Ribbon Reorganization, their guest counts, sales and profit margins could decline, which could have a material adverse effect on our business, financial condition and results of operations.

If our restaurant businesses are unable to effectively grow revenue and profitability, our Restaurant Group companies may be required to record additional impairment charges to restaurant assets, the carrying value of goodwill or other intangible assets, which could have a material adverse effect on our financial condition and results of operations.

Our Restaurant Group companies assess the potential impairment of their long-lived assets whenever events or changes in circumstances indicate that the carrying value of the assets or asset group may not be recoverable. Factors considered include, but are not limited to, significant underperformance relative to historical or projected future operating results, significant changes in the manner in which an asset is being used, an expectation that an asset will be disposed of significantly before the end of its previously estimated useful life and significant negative industry or economic trends. Our Restaurant Group companies annually review and compare the carrying value of intangible assets, including goodwill, to the fair value. For the years ended December 31, 2020, 2019 and 2018, we recorded \$7.8 million, \$10.4 million and \$26.7 million, respectively, of impairment to goodwill in our Restaurant Group segment as a result of deteriorating operating results and cash flow resulting from declining same store sales and increased costs. In addition, for the years ended December 31, 2020, 2019, and 2018, we recorded \$11.8 million, \$17.1 million, and \$5.8 million, respectively, of impairment expense related to other intangible assets within our Restaurant Group.

We cannot accurately predict the amount and timing of any future recorded impairment to our Restaurant Group companies' assets. Should the value of goodwill or other intangible or long-lived assets become further impaired, there could be a material adverse effect on our financial condition and results of operations.

Increased commodity, energy and other costs could decrease our Restaurant Group companies' profit margins or cause the Restaurant Group companies to limit or otherwise modify their menus, which could have a material adverse effect on our business, financial condition and results of operations.

The cost, availability and quality of ingredients restaurant operations use to prepare their food is subject to a range of factors, many of which are beyond their control. A significant component of our restaurant businesses' costs will be related to food commodities, including beef, pork, chicken, seafood, poultry, dairy products, oils, produce, fruit, flour and other related costs such as energy and transportation over which we may have little control, that can be subject to significant price fluctuations due to seasonal shifts, climate conditions, industry demand, changes in international commodity markets and other factors. If there is a substantial increase in prices for these commodities, our Restaurant Group companies' results of operations may be negatively affected. In addition, the Restaurant Group companies' restaurants are dependent upon frequent deliveries of perishable food products that meet certain specifications. Shortages or interruptions in the supply of perishable food products caused by unanticipated demand, problems in production or distribution, disease or food-borne illnesses, inclement weather or other conditions could adversely affect the availability, quality, and cost of ingredients, which would likely lower revenues, damage the Restaurant Group companies' reputation or otherwise harm our business.

Negative customer experiences or negative publicity surrounding our Restaurant Group companies' restaurants or other restaurants could adversely affect sales in one or more of our Restaurant Group companies' restaurants and make our concepts less valuable, which could have a material adverse effect on our business, financial condition and results of operations.

Because we believe our Restaurant Group companies' success depends significantly on their ability to provide exceptional food quality, outstanding service and an excellent overall dining experience, adverse publicity, whether or not accurate, relating to food quality, public health concerns, illness, safety, injury or government or industry findings concerning our Restaurant Group companies' restaurants, restaurants operated by other food service providers or others across the food industry supply chain could affect our Restaurant Group companies more than it would other restaurants that compete primarily on price or other factors. If customers perceive or experience a reduction in the food quality, service or ambiance at our Restaurant Group companies' restaurants or in any way believe our Restaurant Group companies' restaurants have failed to deliver a consistently positive experience, the value and popularity of one or more of our Restaurant Group companies' concepts could suffer. Further, because our restaurant businesses rely heavily on "word-of-mouth," as opposed to more conventional mediums of advertisement, to establish concept recognition, our restaurant businesses may be more adversely affected by negative customer experiences than other dining establishments, including those of our restaurant businesses' competitors.

Our restaurant businesses could suffer due to reduced demand for our restaurant businesses' brands or specific menu offerings if our restaurant businesses are the subject of negative publicity or litigation regarding allegations of food-related contaminations or illnesses, which could have a material adverse effect on our business, financial condition and results of operations.

Food safety is a top priority, and our Restaurant Group companies dedicate substantial resources to ensuring that their customers enjoy safe, quality food products. Food-related contaminations and illnesses may be caused by a variety of food-borne pathogens, such as E. coli or salmonella, which are frequently carried on unwashed fruits and vegetables, from a variety of illnesses transmitted by restaurant workers, such as hepatitis A, which may not be diagnosed prior to being infectious, and from contamination of food by foreign substances. Contamination and food borne illness incidents could also be caused at the point of source or by food suppliers and distributors. As a result, we cannot control all of the potential sources of contamination or illness that can be contained in or transmitted from our Restaurant Group companies' food. Regardless of the source or cause, any report of food-borne illnesses or other food safety issues including food tampering or contamination, at one of our Restaurant Group companies' restaurants could adversely affect the reputation of our Restaurant Group companies' brands and have a negative impact on their sales. Even instances of food-borne illness, food tampering or food contamination occurring solely at restaurants of our Restaurant Group companies' competitors or at one of our Restaurant Group companies' suppliers could result in negative publicity about the food service industry generally and adversely impact our Restaurant Group companies' sales.

If any person becomes injured or ill, or alleges becoming injured or ill, as a result of eating our Restaurant Group companies' food, our Restaurant Group companies may temporarily close some restaurants or their bakery facilities, which would decrease their revenues, and our restaurant businesses may be liable for damages or be subject to governmental regulatory action, either of which could have long-lasting, negative effects on our restaurant businesses' reputation, financial condition and results of operations, regardless of whether the allegations are valid or whether our restaurant businesses are found liable. The occurrence of food-borne illnesses or food safety issues could also adversely affect the price and availability of affected ingredients, resulting in higher costs and lower margins.

Our Restaurant Group companies' failure to comply with government regulation, and the costs of compliance or non-compliance, could have a material adverse effect on our business, financial condition and results of operations.

The Restaurant Group companies are subject to various federal, state and local laws and regulations affecting their business. Each of their restaurants and their bakery division are subject to licensing and regulation by a number of federal, state and local governmental authorities, which may include, among others, alcoholic beverage control, health and safety, nutritional menu labeling, health care, environmental and fire agencies. Difficulty in obtaining or failure to obtain the required licenses, including liquor or other licenses, permits or approval could delay or prevent the development of a new restaurant in a particular area. Additionally, difficulties or inabilities to retain or renew licenses, or increased compliance costs due to changed regulations, could adversely affect operations at existing restaurants.

There is also a potential for increased regulation of certain food establishments in the U.S., where compliance with Hazard Analysis & Critical Control Points ("HACCP") management systems may now be required. HACCP refers to a management system in which food safety is addressed through the analysis and control of potential hazards from raw material production, procurement and handling, to manufacturing, distribution and consumption of the finished product. Many states have required restaurants to develop and implement HACCP programs and the U.S. government continues to expand the sectors of the food industry that must adopt and implement HACCP programs. For example, the Food Safety Modernization Act, signed into law in January 2011, granted the FDA new authority regarding the safety of the entire food system, including through increased inspections and mandatory food recalls. We anticipate that the new requirements may impact the restaurant industry. Additionally, our Restaurant Group companies' suppliers may initiate or otherwise be subject to food recalls that may impact the availability of certain products, result in adverse publicity or require the Restaurant Group companies' to take actions that could be costly for them or otherwise harm their business.

The impact of current laws and regulations, the effect of future changes in laws or regulations that impose additional requirements and the consequences of litigation relating to current or future laws and regulations, or an insufficient or ineffective response to significant regulatory or public policy issues, could increase our Restaurant Group companies' cost structure or lessen their operational efficiencies and talent availability, and therefore have a material adverse effect on our financial condition and results of operations. Failure to comply with the laws and regulatory requirements of federal, state and local authorities could result in, among other things, revocation of required licenses, administrative enforcement actions, fines and civil and criminal liability. Compliance with these laws and regulations can be costly and can increase the Restaurant Group companies' exposure to litigation or governmental investigations or proceedings.

Restaurant companies, including our restaurant companies, are the target of claims and lawsuits from time to time in the ordinary course of business. Proceedings of this nature, if successful, could result in our payment of substantial costs and damages, which could have a material adverse effect on our business, financial condition and results of operations.

Our Restaurant Group companies and other restaurant companies have been subject to claims and lawsuits alleging various matters from time to time in the ordinary course of business, including those that follow. Claims and lawsuits may include class action lawsuits, alleging violations of federal and state laws regarding workplace and employment matters, discrimination and similar matters. A number of these lawsuits have resulted in the payment of substantial damages by the defendants. Similar lawsuits have been instituted from time to time alleging violations of various federal and state wage and hour laws regarding, among other things, employee meal deductions, the sharing of tips amongst certain employees, overtime eligibility of assistant managers and failure to pay for all hours worked. Although our restaurant businesses will maintain what we believe to be adequate levels of insurance, insurance may not be available at all or in sufficient amounts to cover any liabilities with respect to these matters. Accordingly, if our restaurant businesses are required to pay substantial damages and expenses as a result of these types or other lawsuits, such payments or expenses could have a material adverse effect on our business and results of operations.

Occasionally, our Restaurant Group companies' customers may file complaints or lawsuits against the Restaurant Group companies alleging that they are responsible for some illness or injury the customers suffered at or after a visit to one of the Restaurant Group companies' restaurants, including actions seeking damages resulting from food-borne illness and relating to notices with respect to chemicals contained in food products required under state law. Our Restaurant Group companies may also be subject to a variety of other claims from third parties arising in the ordinary course of their business, including personal injury claims, contract claims and claims alleging violations of federal and state laws. In addition, most of our Restaurant Group companies' restaurants are subject to state "dram shop" or similar laws that generally allow a person to sue our restaurant businesses if that person was injured by a legally intoxicated person who was wrongfully served alcoholic beverages at one of our Restaurant Group companies' restaurants. The restaurant industry has also been subject to a growing number of claims that the menus and actions of restaurant chains have led to the obesity of certain of their customers. In addition, the Restaurant Group companies may also be subject to lawsuits from their employees or others alleging violations of federal and state laws regarding workplace and employment matters, discrimination and similar matters. A number of these lawsuits in the restaurant industry have resulted in the payment of substantial damages by the defendants.

Regardless of whether any claims against the Restaurant Group companies are valid or whether they are liable, claims may be expensive to defend and may divert resources away from their operations. In addition, such claims may generate negative publicity, which could reduce customer traffic and sales. Although our restaurant businesses will maintain what they believe to be adequate levels of insurance, insurance may not be available at all or in sufficient amounts to cover any liabilities with respect to these or other matters. Defense costs, even for unfounded claims, or a judgment or other liability in excess of our restaurant businesses' insurance coverage for any claims or any adverse publicity resulting from claims could have a material adverse effect on our business, results of operations and financial condition.

The Restaurant Group companies rely heavily on information technology and any material failure, interruption, or security breach in their systems could have a material adverse effect on our business, financial condition and results of operations.

The Restaurant Group companies rely heavily on information technology systems across their operations and corporate functions, including for order and delivery from suppliers and distributors, point-of-sale processing in their restaurants, management of their supply chains, payment of obligations, collection of cash, bakery production, data warehousing to support analytics, finance or accounting systems, labor optimization tools, gift cards, online business and various other processes and transactions, including the storage of employee and customer information. The Restaurant Group companies' ability to effectively manage their business and coordinate the production, distribution and sale of their products will depend significantly on the reliability and capacity of these systems. The failure of these systems to operate effectively, maintenance problems or problems with transitioning to upgraded or replacement systems could cause delays in product sales and reduced efficiency of our restaurant businesses' operations, and significant capital investments could be required to remediate the problem.

The regulatory environment surrounding information security and privacy is increasingly demanding, with the frequent imposition of new and constantly changing requirements. Compliance with these requirements may result in cost increases due to necessary systems changes and the development of new administrative processes. In addition, customers and employees have a high expectation that our restaurant businesses will adequately protect their personal information. The majority of our restaurant businesses' restaurant sales are by credit or debit cards. We and other restaurants and retailers have experienced security breaches in which credit and debit card information of their customers has been stolen.

In addition, any breach in customer payment information could result in investigations by the U.S. Secret Service Electronic Crimes Task Force ("ECTF") and increased cost in our restaurant businesses' efforts to cooperate with the ECTF.

The Restaurant Group companies also maintain certain personal information regarding their employees. In addition to government investigations, the Restaurant Group companies may in the future become subject to lawsuits or other proceedings for purportedly fraudulent transactions arising out of the actual or alleged theft of their customers' credit or debit card information or if customer or employee information is obtained by unauthorized persons or used inappropriately. If the Restaurant Group companies fail to comply with these laws and regulations or experience a significant breach of customer, employee or company data, their reputation could be damaged and they could experience lost sales, fines or lawsuits. Additionally, if a person is able to circumvent the security measures intended to protect our Restaurant Group companies' employee or customer private data, he or she could destroy or steal valuable information and disrupt our restaurant businesses' operations. The Restaurant Group companies may also be required to incur additional costs to modify or enhance their systems in order to prevent or remediate any such attacks.

The success of the Restaurant Group depends, in part, on its intellectual property, which we may be unable to protect.

We regard our Restaurant Group's service marks, including "O'Charley's", "Ninety Nine", "Village Inn", "Legendary Baking", and "Bakers Square", and other service marks and trademarks as important factors in the marketing of our restaurants. We have also obtained trademarks for several of our brand's menu items and for various advertising slogans. We are aware of names and marks similar to our Restaurant Group's service marks and trademarks used by other persons in certain geographic areas where we have restaurants. We believe such uses will not adversely affect us and our policy is to pursue registration of our marks whenever possible and to oppose vigorously any infringement of our marks.

We license the use of our registered trademarks and service marks to franchisees and third parties through franchise arrangements and licenses. The franchise and license arrangements restrict franchisees' and licensees' activities with respect to the use of our trademarks and service marks, and impose quality control standards in connection with goods and services offered in connection with the trademarks and service marks.

Risks Relating to the Company's Investment in Dun & Bradstreet

Our investment in D&B may expose us to certain risks, which could have a material adverse effect on our results of operations or financial position.

D&B’s transformation strategy is based on several strategic initiatives and growth strategies. The achievement of its strategic initiatives and growth strategies depends on a number of factors, including but not limited to its ability to maintain the integrity of its brand and reputation, client demand for its solutions, the effect of macro-economic challenges on its clients and vendors, its reliance on third parties to provide data and certain operational services and its ability to protect its information technology. D&B may not be able to successfully implement its strategic initiatives in accordance with its expectations, or in the timeframe it desires, which may result in us not realizing our expected return on our investment in D&B, or result in a negative return on investment.

We record our investment in D&B using the equity method of accounting, through which we record our proportionate share of their net earnings or loss in our consolidated financial statements. Equity-method investments are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the investment may not be recoverable. If our equity-method investment is not recoverable, we may be required to record an impairment charge, which could have a material adverse effect on our results of operations.

We share certain directors with D&B or its affiliated entities, which may lead to conflicting interests.

One of our directors, Bill Foley, and our CEO and director, Richard N. Massey, also serve on the board of directors of D&B. From time to time, we may enter into transactions with D&B and/or its respective subsidiaries or other affiliates. There can be no assurance that the terms of any such transactions will be as favorable to our company, D&B or any of our or its respective subsidiaries or affiliates as would be the case where there is no overlapping director.

D&B's ability to implement and execute its strategic plans to transform the business may not be successful and, accordingly, D&B may not be successful in achieving its goals to transform its business, which could have a material adverse effect on its business, financial condition and results of operations.

D&B may not be successful in developing and implementing its strategic plans to transform its businesses, including realigning management, simplifying and scaling technology, expanding and enhancing data and optimizing its client services. If the development or implementation of D&B's plans are not successful, they may not produce the revenue, margins, earnings or synergies that we expect, including offsetting the impact of adverse economic conditions that may exist currently or develop in the future. D&B may also face delays or difficulties in implementing technological, organizational and operational improvements, including its plans to leverage our data insights in new functional areas and utilize existing data architecture to generate high contribution incremental revenue streams, which could adversely affect its ability to successfully compete. In addition, the costs associated with implementing such plans may be more than anticipated and D&B may not have sufficient financial resources to fund all of the desired or necessary investments required in connection with its plans. The existing and future execution of D&B's strategic and operating plans to transform its business will, to some extent, also be dependent on external factors that they cannot control. In addition, these strategic and operational plans need to be continually reassessed to meet the challenges and needs of its business in order for D&B to remain competitive. The failure to implement and execute its strategic and operating plans in a timely manner or at all, realize or maintain the cost savings or other benefits or improvements associated with such plans, have financial resources to fund the costs associated with such plans or incur costs in excess of anticipated amounts, or sufficiently assess and reassess these plans could have a material adverse effect on D&B's business, financial condition and results of operations, and ultimately the value of our investment in D&B.

D&B's brand and reputation are key assets and a competitive advantage, and its business may be affected by how it is perceived in the marketplace.

D&B's brand and reputation are key assets of its business and a competitive advantage. D&B's ability to attract and retain clients is highly dependent upon the external perceptions of its level of data quality, effective provision of solutions, business practices, including the actions of its employees, third-party providers, members of D&B's world-wide network of partners and other brand licensees, some of which may not be consistent with its policies and standards. Negative perception or publicity regarding these matters could damage D&B's reputation with clients and the public, which could make it difficult for it to attract and maintain clients. Adverse developments with respect to its industry may also, by association, negatively impact its reputation, or result in higher regulatory or legislative scrutiny. Negative perceptions or publicity could have a material adverse effect on D&B's business, financial condition and results of operations, and ultimately the value of our investment in D&B.

Data security and integrity are critically important to D&B's business, and cybersecurity incidents, including cyberattacks, breaches of security, unauthorized access to or disclosure of confidential information, business disruption, or the perception that confidential information is not secure, could result in a material loss of business, regulatory enforcement, substantial legal liability and/or significant harm to its reputation.

D&B collects, stores and transmits a large amount of confidential company information on over 420 million total businesses as of December 31, 2020, including financial information and personal information. D&B operates in an environment of significant risk of cybersecurity incidents resulting from unintentional events or deliberate attacks by third parties or insiders, which may involve exploiting highly obscure security vulnerabilities or sophisticated attack methods. These cyberattacks can take many forms, but they typically have one or more of the following objectives, among others: (1) obtain unauthorized access to confidential information, (2) manipulate or destroy data or (3) disrupt, sabotage or degrade service on D&B's systems.

D&B has experienced and expects to continue to experience numerous attempts to access its computer systems, software, networks, data and other technology assets on a daily basis. The security and protection of its data is a top priority for D&B.

D&B devotes significant resources to maintain and regularly upgrade the wide array of physical, technical and contractual safeguards that it employs to provide security around the collection, storage, use, access and delivery of information D&B has in its possession. Despite D&B's physical security, implementation of technical controls and contractual precautions to identify, detect and prevent the unauthorized access to and alteration and disclosure of its data, D&B cannot be certain that third party systems that have access to its systems will not be compromised or disrupted in the future, whether as a result of criminal conduct or other advanced, employee error or malfeasance, or other disruptions during the process of upgrading or replacing computer software or hardware, power outages, computer viruses, telecommunication or utility failures or natural disasters or other catastrophic events. Due to the sensitive nature of the information D&B collects, stores and transmits, it is not unusual for efforts to occur (coordinated or otherwise) by unauthorized persons to attempt to obtain access to its systems or data, or to inhibit D&B's ability to deliver products or services to a consumer or a business customer.

D&B must continually monitor and develop its information technology networks and infrastructure to prevent, detect, address and mitigate the risk of unauthorized access, misuse, computer viruses and other events that could have a security impact. The preventive actions D&B takes to address cybersecurity risk, including protection of its systems and networks, may be insufficient to repel or mitigate the effects of cyberattacks as it may not always be possible to anticipate, detect or recognize threats to its systems, or to implement effective preventive measures against all cybersecurity risks. This is because, among other things: (1) the techniques used in cyberattacks change frequently and may not be recognized until after the attacks have succeeded; (2) cyberattacks can originate from a wide variety of sources, including sophisticated threat actors involved in organized crime, sponsored by nation-states, or linked to terrorist or hacktivist organizations; and (3) third parties may seek to gain access to D&B's systems either directly or using equipment or security passwords belonging to employees, clients, third-party service providers or other users.

Although D&B has not incurred material losses or liabilities to date as a result of any breaches, unauthorized disclosure, loss or corruption of its data or inability of its clients to access its systems, such events could disrupt D&B's operations, subject it to substantial regulatory and legal proceedings and potential liability and fines, result in a material loss of business and/or significantly harm its reputation.

D&B may not be able to immediately address the consequences of a cybersecurity incident because a successful breach of its computer systems, software, networks or other technology assets could occur and persist for an extended period of time before being detected due to, among other things: (1) the breadth and complexity of its operations and the high volume of transactions that is processes; (2) the large number of clients, counterparties and third-party service providers with which D&B does business with; (3) the proliferation and increasing sophistication of cyberattacks; and (4) the possibility that a third party, after establishing a foothold on an internal network without being detected, might obtain access to other networks and systems.

The extent of a particular cybersecurity incident and the steps that D&B may need to take to investigate it may not be immediately clear, and it may take a significant amount of time before such an investigation can be completed and full and reliable information about the incident is known. While such an investigation is ongoing, D&B may not necessarily know the extent of the harm or how best to remediate it, and certain errors or actions could be repeated or compounded before they are discovered and remediated, any or all of which could further increase the costs and consequences of a cybersecurity incident.

Due to concerns about data security and integrity, a growing number of legislative and regulatory bodies have adopted breach notification and other requirements in the event that information subject to such laws is accessed by unauthorized persons and additional regulations regarding the use, access, accuracy and security of such data are possible. In the United States, D&B is subject to laws that provide for at least 50 disparate notification regimes. Complying with such numerous and complex regulations in the event of unauthorized access would be expensive and difficult, and failure to comply with these regulations could subject D&B to regulatory scrutiny and additional liability.

If D&B is unable to protect its computer systems, software, networks, data and other technology assets it could have a material adverse effect on its business, financial condition and results of operations, and ultimately the value of our investment in D&B.

D&B's substantial indebtedness could have a material adverse effect on its financial condition and its ability to operate its business or react to changes in the economy or its industry, prevent them from fulfilling its obligations and could divert its cash flow from operations for debt payments.

D&B has a substantial amount of indebtedness, which requires significant interest and principal payments. As of December 31, 2020, D&B has $3,255.8 million in total long-term debt outstanding. In addition, subject to the limitations contained in the credit agreements governing certain of D&B's credit facilities, D&B may be able to incur substantial additional debt from time to time to finance working capital, capital expenditures, investments or acquisitions or for other purposes. If D&B does so, the risks related to its high level of debt could increase. This substantial amount of indebtedness could have important consequences to D&B, including the following: (1) it may be difficult for D&B to satisfy its obligations, including debt service requirements under its outstanding indebtedness; (2) D&B's ability to obtain additional financing for working capital, capital expenditures, debt service requirements, acquisitions or other general corporate purposes may be impaired; (3) requiring a substantial portion of cash flow from operations to be dedicated to the payment of principal and interest on its indebtedness, thereby reducing D&B's ability to use its cash flow to fund its operations, capital expenditures, future business opportunities and other purposes; (4) D&B will be more vulnerable to economic downturns and adverse industry conditions and its flexibility to plan for, or react to, changes in its business or industry will be more limited; (5) D&B's ability to capitalize on business opportunities and to react to competitive pressures, as compared to its competitors, may be compromised due to its high level of indebtedness and the restrictive covenants in its credit agreements and indentures; (6) D&B's ability to borrow additional funds or to refinance indebtedness may be limited; and (7) it may cause potential or existing clients or vendors to not contract with D&B due to concerns over its ability to meet its financial obligations.

An outbreak of disease, global or localized health pandemic or epidemic or a similar public health threat, or the fear of such an event, could have a material adverse effect on Dun & Bradstreet's business, financial condition and results operations.

A significant outbreak of contagious diseases in the human population, such as COVID-19, could result in a widespread health crisis that could adversely affect the economies and financial markets of many countries, resulting in an economic downturn that could have an adverse effect on demand for Dun & Bradstreet's solutions and access to its data sources. Disruptions in the financial markets could limit the ability or willingness of D&B's clients to extend credit to their customers or cause its clients to constrain budgets, which could adversely impact demand for D&B's data and analytics solutions. The U.S. and other governments abroad have implemented enhanced screening, broad shelter-in-place orders and social distancing requirements, business closures, quarantine requirements and travel restrictions in connection with the COVID-19 global pandemic. In addition to governmental measures, companies, including Dun & Bradstreet, are imposing, or may impose, temporary precautionary measures intended to help minimize the risk of the virus to employees, customers and communities, including requiring that employees work remotely and restricting non-essential travel. Additionally, many businesses permanently reduced employee headcount and many others have permanently ceased operations as a result of the pandemic. Given the breadth of Dun & Bradstreet's data, the large number of countries the data is sourced from and system requirements necessary to process and analyze such data, many of D&B's employees and employees of its partners may be limited or unable to effectively work remotely. Further, D&B's employees travel frequently to maintain relationships with and sell solutions to its clients. Continued mandates that employees work remotely, prolonged travel restrictions or general economic uncertainty could negatively impact D&B's suppliers' ability to provide it with data and services, D&B's ability to deliver or market its solutions and client demand for D&B's solutions. The extent of the impact of COVID-19 on D&B's operational and financial performance will depend on future developments, including the duration and spread of the global pandemic, related travel advisories, business closures and quarantine or social distancing restrictions, the speed of recovery once the pandemic subsides, the impact of any resurgence of the pandemic once measures to slow the spread of the virus have been lifted and impacts to the global markets, all of which are highly uncertain and cannot be predicted. Preventing the effects from and responding to this market disruption or any other public health threat, related or otherwise, could further impact demand for D&B's solutions and could have a material adverse effect on its business, financial condition and results of operations.

D&B has elected to take advantage of the ''controlled company'' exemption to the corporate governance rules for publicly listed companies, which could make their common stock less attractive to some investors or otherwise harm their stock price.

Because D&B qualifies as a ''controlled company'' under the corporate governance rules for publicly listed companies, D&B is not required to have a majority of its Board of Directors be independent under the applicable rules of the NYSE, nor is it required to have a compensation committee or a corporate governance and nominating committee comprised entirely of independent directors, and its audit committee is not required to be comprised entirely of independent directors for a period of one year following its initial public offering. Accordingly, should the interests of the Investor Consortium differ from those of other stockholders, the other stockholders may not have the same protections afforded to stockholders of companies that are subject to all of the corporate governance rules for publicly-listed companies. D&B's status as a controlled company could make its common stock less attractive to some investors or otherwise harm its stock price and, thus, the value of our investment.

Risks Relating to the Company's Investment in Optimal Blue

If Optimal Blue is unable to protect its information systems against data corruption, cyber-based attacks or network security breaches; are unable to provide adequate security in the electronic transmission of sensitive data; or are unable to prevent system failures or service interruptions, it could have a material adverse effect on its business, financial condition and results of operations and ultimately, our investment.

Optimal Blue is highly dependent on information technology networks and systems, including the Internet, to securely process, transmit and store electronic information. Optimal Blue depends heavily upon its computer systems and cloud computing and system interruptions or events beyond its control could interrupt or terminate the delivery of its solutions and services to its clients and may interfere with its suppliers' ability to provide necessary data to it and its employees' ability to perform their responsibilities.

Security breaches of Optimal Blue's infrastructure, including physical or electronic break-ins, computer viruses, attacks by hackers and similar breaches, and the evolving threat landscape can create system disruptions, shutdowns or unauthorized disclosure of confidential information, including non-public personal information, consumer data and proprietary business information. Cyber-based attacks, including those to extort payment in return for the release of sensitive information, are increasing. Unauthorized access, including through use of fraudulent schemes such as "phishing" schemes, could jeopardize the security of information stored in Optimal Blue's systems. In addition, malware or viruses could jeopardize the security of information stored or used in a user's computer. If Optimal Blue is unable to prevent or detect such security or privacy breaches, its operations could be disrupted, or it may suffer loss of reputation, financial loss, lawsuits and regulatory-imposed restrictions and penalties because of lost or misappropriated information, including sensitive consumer data, which could have a material adverse effect on its business, financial condition and results of operations and ultimately the value of our investment.

If Optimal Blue fails to adapt its solutions to technological changes or evolving industry standards and regulations, or if its ongoing efforts to upgrade, modernize or innovate its technology are not successful, Optimal Blue may not be able to achieve its growth strategies and could lose clients and have difficulty attracting new clients for its solutions.

The markets for Optimal Blue's solutions are characterized by constant technological changes, frequent introductions of new products and services and evolving industry standards and regulations. Optimal Blue's growth strategies and future success will be significantly affected by its ability to successfully enhance its current solutions, and to develop and introduce new solutions and services that address the increasingly sophisticated needs of its clients and their customers. These initiatives carry the risks associated with any new product or service development effort, including cost overruns, delays in delivery and performance issues. There can be no assurance that Optimal Blue will be successful in developing, marketing and selling new solutions and services that meet these changing demands, that it will not experience difficulties that could delay or prevent the successful development, introduction and marketing of these solutions and services or that Optimal Blue's new solutions and services and their enhancements will adequately meet the demands of the marketplace and achieve market acceptance. If Optimal Blue's efforts are unsuccessful, it could have a material adverse effect on its business, financial condition and results of operations and ultimately, the value of our investment.

Optimal Blue relies upon proprietary technology and information rights, and if it is unable to protect its rights, it could have a material adverse effect on it and ultimately our investment value. Similarly, if Optimal Blue's applications, solutions, including those that contain "open source" software, or services are found to infringe the proprietary rights of others or fail to comply with the terms of one or more of these open source licenses, Optimal Blue may be required to change its business practices and may also become subject to significant costs and monetary penalties.

Optimal Blue's success depends, in part, upon its intellectual property rights. Optimal Blue relies primarily on a combination of patents, copyrights, trade secrets, trademark laws, nondisclosure and other contractual restrictions on copying, distribution and creation of derivative products to protect its proprietary technology and information. This protection is limited, and its intellectual property could be used by others without Optimal Blue's consent. Any infringement, disclosure, loss, invalidity of or failure to protect its intellectual property could have a material adverse effect on Optimal Blue's business, financial condition and results of operations and ultimately, the value of our investment. Moreover, litigation may be necessary to enforce or protect its intellectual property rights, to protect its trade secrets or to determine the validity and scope of the proprietary rights of others. Such litigation could be time-consuming, result in substantial costs and diversion of resources and could have a material adverse effect on our business, financial condition and results of operations and ultimately, the value of our investment.

As Optimal Blue's information technology applications and services develop, it may become increasingly subject to infringement claims. Any such claims, whether with or without merit, could be expensive and time-consuming to defend, cause Optimal Blue to cease providing solutions that incorporate the challenged intellectual property, require Optimal blue to redesign its solutions, if feasible, divert management's attention and resources; or require Optimal Blue to enter into royalty or licensing agreements in order to obtain the right to use necessary technologies. Any one or more of the foregoing outcomes could have a material adverse effect on Optimal Blue's business, financial condition and results of operations and ultimately, the value of our investment.

Optimal Blue's reliance on third parties subjects it to risk and may disrupt or adversely affect its operations. In addition, it may not realize the full benefit of its third-party arrangements, which may result in increased costs, or may adversely affect the service levels Optimal Blue is able to provide its clients.

Optimal Blue relies upon third parties for various business process and technology-related products and services, including cloud-based providers. Although Optimal Blue has contractual provisions with its providers that specify performance requirements, Optimal Blue does not ultimately control their performance, which may make its operations vulnerable to third-party performance failures. In addition, Optimal Blue's failure to adequately monitor and regulate the performance of its third-party vendors could subject it to additional risk. Reliance on third parties also makes Optimal blue vulnerable to changes in its vendors' businesses, financial condition and other matters outside of Optimal Blue's control, including their violations of laws or regulations, which could increase Optimal Blue's exposure to liability or otherwise increase the costs associated with the operation of its business. If for any reason Optimal Blue's relationship with any of these third parties, including cloud-based providers, were to end unexpectedly, it could require a significant amount of cost and time to transition to new third-party service providers. The failure of Optimal Blue’s providers to perform as expected or as contractually required could result in significant disruptions and costs to Optimal Blue’s operations and to the services it provides to its clients, or could result in loss of revenues, which could have a material adverse effect on its business, financial condition and results of operations and ultimately, the value of our investment.

Optimal Blue and its clients are subject to various governmental regulations, including regulations over the mortgage loan industry or which address the mortgage loan market, and a failure to comply with governmental regulations or changes in these regulations, including changes that may result from changes in the political landscape or the use of consumer data and public records, could result in penalties, restrict or limit Optimal Blue or its clients' operations or make it more burdensome to conduct such operations.

Many of Optimal Blue’s clients' and its businesses are subject to various federal, state, local and foreign laws and regulations. Optimal Blue’s failure to comply with applicable laws and regulations could restrict its ability to provide certain services or result in imposition of civil fines and criminal penalties, substantial regulatory and compliance costs, litigation expense, adverse publicity and loss of revenues. As a provider of electronic data processing to financial institutions, such as banks and credit unions, Optimal Blue is subject to regulatory oversight and examination by the Federal Financial Institutions Examination Counsel.

A portion of Optimal Blue’s Compass Analytics, LLC ("Compass Analytics") business provides risk management, loan sales (best execution) and general secondary marketing advisory and hedge execution services in concert with licensing Compass Analytics’ mortgage loan valuation and risk management analytics to its clients. Through this business, Compass Analytics may advise clients regarding their best practices, strategic relationships and workflow, but earns no commission or compensation for any trade execution or volume and does not have custody of any client funds or securities. Compass Analytics offers these advisory services to mortgage loan originators and servicers, including mortgage banks, community and commercial banks, credit unions, mortgage loan insurers, government agencies, investors, Federal Home Loan Banks and real estate investment trusts. As a result, Compass Analytics is registered with and regulated by the SEC as an investment adviser under the Investment Advisers Act of 1940, as amended ("Investment Advisers Act"). The failure by Compass Analytics to comply with applicable laws or regulations could result in fines, suspensions of individual employees or other sanctions, any of which could have a negative impact on Compass Analytic’s business, financial condition and results of operations and ultimately, the value of our investment. Even if an investigation or proceeding did not result in a fine or sanction or the fine or sanction imposed against Compass Analytics or its employees by a regulator were small in monetary amount, the adverse publicity relating to an investigation, proceeding or imposition of these fines or sanctions could harm Compass Analytic’s reputation and cause it to lose existing clients.

In addition, Optimal Blue’s businesses are subject to an increased degree of compliance oversight by regulators and by its clients. Specifically, the Consumer Financial Protection Bureau (the "CFPB") has authority to write rules affecting the business of, supervise, conduct examinations of and enforce compliance with federal consumer financial laws and regulations with respect to certain "non-depository covered persons" determined by the CFPB to be "larger participants" that offer consumer financial products and services. The CFPB and the prudential financial institution regulators such as the OCC also have the authority to examine Optimal Blue in its role as a service provider to large financial institutions. In addition, we believe some of Optimal Blue’s largest bank clients' regulators are requiring the banks to exercise greater oversight and perform more rigorous audits of their key service providers such as Optimal Blue.

Changes to laws and regulations and regulatory oversight of Optimal Blue and its clients, including those that may result from changes in the political landscape, may cause Optimal Blue to increase its prices in certain situations or decrease its prices in other situations, may restrict its ability to implement price increases or otherwise limit the manner in which Optimal Blue conducts its business. Optimal Blue may also incur additional expense in keeping its software solutions services up to date as laws and regulations change, and it may not be able to pass those additional costs on to its clients. In addition, in response to increased regulatory oversight, participants in the mortgage lending industry may develop policies pursuant to which they limit the extent to which they can rely on any one vendor or service provider. Conversely, in an environment with less stringent regulatory oversight, prospective clients may choose to retain their in-house platforms, or current service providers, or seek alternative service providers who provide services that are less compliance and quality oriented at a lower price point. If Optimal Blue is unable to adapt its products and services to conform to increased or evolving laws and regulations, or if these laws and regulations have a negative effect on its clients, Optimal Blue may experience client losses or increased operating costs, which could have a material adverse effect on its business, financial condition and results of operations and ultimately, the value of our investment.

Because Optimal Blue’s databases include certain public and non-public personal information concerning consumers, it is subject to government regulation and potential adverse publicity concerning our use of consumer data. Optimal Blue acquires, stores and uses many types of consumer data and related services that are subject to regulation under the Gramm-Leach-Bliley Act and, to a lesser extent, various other federal, state and local laws and regulations. These laws and regulations are designed to protect the privacy of consumers and to prevent security breaches, cyber-based attacks, other unauthorized access and misuse of personal information in the marketplace. Optimal Blue's failure to comply with these laws, or any future laws or regulations of a similar nature, could result in substantial regulatory penalties, litigation expense or loss of revenues, which could have a material adverse effect on its business, financial condition and results of operations and ultimately, the value of our investment.

The mortgage loan industry is heavily regulated and continues to be subject to review by governmental authorities. Inquiries may include federal and state governmental review of all aspects of the mortgage lending business. Such efforts may include actions to address the housing market and the economy in general and to maintain rigorous mortgage loan servicing standards. Additional state and federal government actions directed at housing and the mortgage loan industry may occur and could have a material adverse effect on Optimal Blue's business, financial condition and results of operations and ultimately, the value of our investment.

Because Optimal Blue's revenues from clients in the mortgage lending industry are affected by the strength of the economy and the housing market generally, including the volume of real estate transactions, a change in any of these conditions could have a material adverse effect on it.

Optimal Blue's revenues are primarily generated from software and hosting solutions and professional services it provides to the mortgage loan industry and, as a result, a weak economy or housing market may have a material adverse effect on its business, financial condition and results of operations and ultimately, the value of our investment. The volume of mortgage loan origination and residential real estate transactions is highly variable and reductions in these transaction volumes could have a direct effect on the revenues of Optimal Blue.

Risks Relating to the Split-Off

We may incur material costs as a result of our separation from FNF, which could have a material adverse effect on our business, financial condition and results of operations.

As a result of our separation from FNF, we have incurred and will continue to incur costs and expenses not previously incurred. These increased costs and expenses may arise from various factors, including financial reporting or costs associated with complying with the federal securities laws (including compliance with the Sarbanes-Oxley Act of 2002, tax administration and human resources related functions.) FNF provided many of these services for us at no-cost (other than reimbursement of FNF's out-of-pocket costs and expenses) under the CSA until November 2020. In October 2020, we entered into an Extension of Corporate Services Agreement (the "Extension") with FNF. Pursuant to the Extension, the term of the CSA is extended for two years until November 17, 2022 (the "Extended Term"). During the Extended Term, FNF will provide certain corporate services to Cannae at FNF's Standard Allocation (as defined in the CSA), plus 10%, and Cannae agrees to pay or reimburse FNF for any fees, costs or other expenses paid by FNF to third parties in connection with the corporate services. The CSA will automatically renew for successive one-year terms, unless the parties mutually agree to terminate the CSA at least 30 days prior to the applicable termination date. No later than 30 days prior to such termination date, the parties shall negotiate mutually agreeable arm's length terms for each additional one-year term.

We cannot assure you that we will not incur third-party vendor costs or out-of-pocket expenses under the CSA that are material to our business. Moreover, we will have to develop internal departments/functions to perform the services at the end of the term of the CSA.

We share certain directors and officers with FNF, which may lead to conflicting interests.

One of our executive officers, Michael L. Gravelle, is also an executive officer of FNF and one of our directors, Bill Foley, also serves on the boards of directors of FNF or its subsidiaries. Our executive officers and members of our board of directors have fiduciary duties to our stockholders. Likewise, any such persons who serve in similar capacities at FNF or any other public company have fiduciary duties to that company's stockholders. We also are party to a variety of related party agreements and relationships with FNF and certain of FNF's subsidiaries and FNF and subsidiaries of FNF have an ownership interest in Cannae Holdings. From time to time, we may enter into transactions with FNF and/or its respective subsidiaries or other affiliates. There can be no assurance that the terms of any such transactions will be as favorable to our company, FNF or any of our or its respective subsidiaries or affiliates as would be the case where there is no overlapping officer or director.

Our agreements with FNF were negotiated while we were a subsidiary of FNF.

We have a number of agreements with FNF covering matters such as tax sharing and our responsibility for certain liabilities previously undertaken by FNF for certain of our businesses. In addition, we have entered into (i) the CSA, (ii) a voting agreement with FNF, pursuant to which FNF agrees to appear or cause all shares of Cannae Holdings common stock that FNF or its subsidiaries, as applicable, own after the Split-Off to be counted as present at any meeting of the stockholders of Cannae Holdings, for the purpose of establishing a quorum, and agrees to vote all of such Cannae Holdings shares (or cause them to be voted) in the same manner as, and in the same proportion to, all shares voted by holders of Cannae Holdings common stock (other than FNF and its subsidiaries), (iii) a registration rights agreement, pursuant to which FNF or its subsidiaries, as applicable, received registration rights with respect to the shares in Cannae held by FNF and (iv) a revolver note with FNF, pursuant to which Cannae Holdings may borrow revolving loans, the proceeds of which may be used for investment purposes and working capital needs, from FNF from time to time in an aggregate amount not to exceed $100.0 million. The terms of all of these agreements were initially established while we were a wholly-owned subsidiary of FNF, and hence may not be the result of arm's length negotiations.

We believe that the terms of these agreements are commercially reasonable and fair to all parties under the circumstances; however, conflicts could arise in the interpretation or any extension or renegotiation of the foregoing agreements after the Split-Off.

General Risk Factors

The outbreak of COVID-19 and resulting government response have negatively affected the global economy, the United States economy and the global financial markets, and may disrupt our operations, which could have an adverse effect on our Corporate and Other businesses, financial condition and results of operations.

The ongoing COVID-19 global and national health emergency has caused significant disruption in the international and United States economies and financial markets. The spread of COVID-19 and resulting government imposed restrictions on many activities has resulted in an overarching reduction in business activity and financial transactions, an increase in unemployment, supply chain interruptions and overall economic and financial market instability. If such disruption persists for an extended period of time, the businesses comprising our Corporate and Other segment and our ability to consummate new investments could be adversely affected, which could result in an adverse effect on our financial condition and results of operations.

Competition and technology may erode the Corporate and Other business franchises and result in lower earnings, which could have a material adverse effect on our business, financial condition and results of operations.

Each of the Corporate and Other businesses face intense competitive pressures within markets in which they operate. While we will manage our businesses with the objective of achieving long-term sustainable growth by developing and strengthening competitive advantages, many factors, including market and technology changes, may erode or prevent the strengthening of competitive advantages. Accordingly, future operating results will depend to some degree on whether our Corporate and Other businesses are successful in protecting or enhancing their competitive advantages. If our Corporate and Other businesses are unsuccessful in these efforts, our periodic operating results in the future may decline from current levels.

The Corporate and Other businesses, from time to time in the ordinary course of business, are involved in legal proceedings and may experience unfavorable outcomes, which could have a material adverse effect on our business, financial condition and results of operations.

The Corporate and Other businesses, from time to time in the ordinary course of business, are involved in pending and threatened litigation matters, some of which include claims for punitive or exemplary damages. These companies are also subject to compliance with extensive government laws and regulations related to employment practices and policies. The Corporate and Other businesses may not be able to successfully resolve these types of conflicts to their satisfaction, and these matters may involve claims for substantial amounts of money or for other relief that might necessitate changes to their business or operations. The defense of these actions may be both time consuming and expensive and their outcomes cannot be predicted with certainty. Determining reserves for pending litigation is a complex, fact-intensive process that requires significant legal judgment. It is possible that unfavorable outcomes in one or more such proceedings could result in substantial payments that could have a material adverse effect on the Corporate and Other businesses' cash flows in a particular period or on our business, financial condition and results of operations.

Failure to comply with, or changes in, laws or regulations applicable to the Corporate and Other businesses could have a material adverse effect on our business, financial condition and results of operations.

The Corporate and Other businesses will be subject to certain laws, such as certain environmental laws, takeover laws, anti-bribery and anti-corruption laws, escheat or abandoned property laws, and antitrust laws, that may impose requirements on us and them as an affiliated group. As a result, we could become jointly and severally liable for all or part of fines imposed on our Corporate and Other businesses or be fined directly for violations committed by these businesses, and such fines imposed directly on us could be greater than those imposed on such businesses. Compliance with these laws or contracts could also require us to commit significant resources and capital towards information gathering and monitoring thereby increasing our operating costs.

Similarly, the Corporate and Other businesses may be subject to contractual obligations that may impose obligations or restrictions on their affiliates. The interpretation of such contractual provisions will depend on local laws. Given that we do not control all of the Corporate and Other businesses and that they generally operate independently of each other, there is a risk that we could contravene one or more of such laws, regulations and contractual arrangements due to limited access and opportunities to monitor compliance. In addition, compliance with these laws or contracts could require us to commit significant resources and capital towards information gathering and monitoring thereby increasing our operating costs.

We need qualified personnel to manage and operate our Corporate and Other businesses, and any inability to adequately satisfy these needs could have a material adverse effect on our business, financial condition and results of operations.

In our decentralized business model, we need qualified and competent management to direct day-to-day business activities of our Corporate and Other businesses. Our Corporate and Other businesses also need qualified and competent personnel in executing their business plans and serving their customers, suppliers and other stakeholders. Changes in demographics, training requirements and the unavailability of qualified personnel could negatively impact our Corporate and Other businesses' ability to meet demands of customers to supply goods and services. Recruiting and retaining qualified personnel is important to all of our Corporate and Other businesses' operations. Although our Corporate and Other businesses have adequate personnel for the current business environment, unpredictable increases in demand for goods and services may exacerbate the risk of not having sufficient numbers of trained personnel, which could have a negative impact on our operating results, financial condition and liquidity.

Our management may seek growth through acquisitions in lines of business that will not necessarily be limited to our current areas of focus or geographic areas. This expansion of our business subjects us to associated risks, such as the diversion of management's attention and lack of experience in operating such businesses, which could have a material adverse effect on our business, financial condition and results of operations.

We may make acquisitions in lines of business that are not directly tied to or synergistic with our current portfolio companies. Accordingly, we may in the future acquire businesses in industries or geographic areas with which management is less familiar than we are with our current businesses.

The acquisition and integration of any business we may acquire involves a number of risks and may result in unforeseen operating difficulties and expenditures in assimilating or integrating the businesses, technologies, products, personnel or operations of the acquired business. Furthermore, acquisitions may: (1) involve our entry into geographic or business markets in which we have little or no prior experience; (2) involve difficulties in retaining the customers of the acquired business; (3) involve difficulties and expense associated with regulatory requirements, competition controls or investigations; (4) result in a delay or reduction of sales for both us and the business we acquire; and (5) disrupt our ongoing business, divert our resources and require significant management attention that would otherwise be available for ongoing development of our current business.

To complete future acquisitions, we may determine that it is necessary to use a substantial amount of our cash or engage in equity or debt financing. If we raise additional funds through further issuances of equity or convertible debt securities, our existing stockholders could suffer significant dilution, and any new equity securities we issue could have rights, preferences and privileges senior to those of holders of our common stock. Any debt financing obtained by us in the future could involve restrictive covenants relating to our capital-raising activities and other financial and operational matters that make it more difficult for us to obtain additional capital in the future and to pursue other business opportunities, including potential acquisitions. In addition, we may not be able to obtain additional financing on terms favorable to us, if at all, which could limit our ability to engage in acquisitions. Moreover, we can make no assurances that the anticipated benefits of any acquisition, such as operating improvements or anticipated cost savings, would be realized or that we would not be exposed to unexpected liabilities in connection with any acquisition.

Further, an acquisition may negatively affect our operating results because it may require us to incur charges and substantial debt or other liabilities, may cause adverse tax consequences, substantial depreciation and amortization of deferred compensation charges, may require the amortization, write-down or impairment of amounts related to deferred compensation, goodwill and other intangible assets, may include substantial contingent consideration payments or other compensation that reduce our earnings during the quarter in which incurred, or may not generate sufficient financial return to offset acquisition costs.

We may often pursue investment opportunities that involve business, regulatory, legal or other complexities, which could have a material adverse effect on our business, financial condition and results of operations.

As an element of our investment strategy, we may pursue unusually complex investment opportunities. This could often take the form of substantial business, regulatory or legal complexity. Our tolerance for complexity may present risks, as such transactions can be more difficult, expensive and time-consuming to finance and execute; it may be more difficult to manage or realize value from the assets acquired in such transactions; and such transactions may sometimes entail a higher level of regulatory scrutiny or a greater risk of contingent liabilities. Any of these risks could harm our performance.

The lack of liquidity in our investments may adversely affect our business.

We invest, and will continue to invest, in companies whose securities are not publicly traded and whose securities will be subject to legal and other restrictions on resale or will otherwise be less liquid than publicly traded securities. The illiquidity of these investments may make it difficult for us to sell these investments when desired. In addition, if we are required or otherwise choose to liquidate all or a portion of our portfolio quickly, we may realize significantly less than the value at which we had previously recorded these investments. Our investments are often subject to contractual or legal restrictions on resale or are otherwise illiquid because there is usually no established trading market for such investments. Because certain of our investments are illiquid, we may be unable to dispose of them timely or we may be unable to do so at a favorable price, and, as a result, we may suffer losses.

The loss of key personnel could impair our operating abilities and could have a material adverse effect on our business, financial condition and results of operations.

Our success will substantially depend on our ability to attract and retain key members of our senior management team and officers. If we lose one or more of these key employees, our operating results and in turn the value of our common stock could be materially adversely affected. Although we will have employment agreements with many of our officers, there can be no assurance that the entire term of the employment agreement will be served or that the employment agreement will be renewed upon expiration.

The due diligence process that we undertake in connection with new acquisitions may not reveal all facts that may be relevant in connection with an investment.

Before making acquisitions, we will conduct due diligence that we deem reasonable and appropriate based on the facts and circumstances applicable to each investment. When conducting due diligence, we may be required to evaluate important and complex business, financial, tax, accounting, environmental and legal issues. Outside consultants, legal advisers, accountants and investment banks may be involved in the due diligence process in varying degrees depending on the type of investment. Nevertheless, when conducting due diligence and making an assessment regarding an acquisition, we will rely on the resources available to us, including information provided by the target of the investment and, in some circumstances, third party investigations. The due diligence investigation that we will carry out with respect to any opportunity may not reveal or highlight all relevant facts (including fraud) that may be necessary or helpful in evaluating such opportunity. Moreover, such an investigation will not necessarily result in the investment being successful.

Our commitments to invest in Paysafe/FTAC II, Alight/FTAC, and Trebia may expose us to certain risks, which could have a material adverse effect on our results of operations or financial position.

As of the date of this Annual Report, we have an aggregate commitment of $975.0 million to purchase equity of Paysafe/FTAC II; Alight/FTAC; and Trebia (collectively, such future investment commitments, the "SPAC Commitments"). See discussion under the header Special Purpose Acquisition Companies in Item 1 of Part I of this Annual Report and under Forward Purchases of Equity of Special Purpose Acquisition Companies in Item 7 of Part II of this Annual Report for further information on each of our investment commitments.

The SPAC Commitments represent a significant portion of the Company's available working capital and total assets as of December 31, 2020. Our obligation to fund the SPAC Commitments could require the Company to forgo alternative investment opportunities which may arise in the near term. Additionally, while the Company currently has sufficient cash and liquid investments to fulfill our funding obligations, funding the SPAC Commitments could require the Company to raise additional funds through equity financing, liquidating certain of our current investments or by drawing on our available corporate debt facilities in the future. Despite our current financial position and capital resources, we cannot guarantee that the Company will be able to fulfill our obligations to fund the SPAC Commitments.

Furthermore, we cannot guarantee the success of our ultimate investments in Paysafe, Alight or the ultimate target of Trebia if our obligations to fund these entities pursuant to the SPAC Commitments are fulfilled. Neither our participation as investors in the sponsors and in the common stock of FTAC, FTAC II and Trebia nor the historical performance of our or our Manager's other investments should be relied upon as an indication of the future performance or potential success of our investments in Paysafe, Alight or the ultimate target of Trebia. We can make no assurances that our investments in these entities upon consummation of their initial business combinations will be successful or that the value of the Company's investments will appreciate.

Through the Company's initial investments in the sponsors of FTAC, FTAC II and Trebia, and our forward purchase agreements with each, the Company will receive warrants representing the right to purchase common shares of each of Paysafe, Alight and the ultimate target of Trebia at an exercise price of $11.50 per share upon consummation of their initial business combinations. There is no guarantee that such warrants will ever be in the money prior to their expiration, and as such, the warrants may expire worthless.

We expect to enter into similar forward purchase commitments with other SPACs in the near term. Accordingly, such commitments once legally consummated would also be subject to the aforementioned risks.

Our charter, bylaws and provisions of Delaware law may discourage or prevent strategic transactions, including a takeover of our company, even if such a transaction would be beneficial to our stockholders.

Provisions contained in our charter and bylaws and provisions of the Delaware General Corporate Law ("DGCL"), could delay or prevent a third party from entering into a strategic transaction with us, as applicable, even if such a transaction would benefit our stockholders. For example, our charter and bylaws: (1) authorize the issuance of "blank check" preferred stock that could be issued by us upon approval of our board of directors to increase the number of outstanding shares of capital stock, making a takeover more difficult and expensive; (2) provide that directors may be removed from office only for cause and that any vacancy on our board of directors may only be filled by a majority of our directors then in office, which may make it difficult for other stockholders to reconstitute our board of directors; (3) provide that special meetings of the stockholders may be called only upon the request of a majority of our board of directors or by our executive chairman, chief executive officer or president, as applicable; (4) require advance notice to be given by stockholders for any stockholder proposals or director nominees; (5) provide that directors are elected by a plurality of the votes cast by stockholders, which results in each director nominee elected by a plurality winning his or her seat upon receiving one "for" vote; and (6) provide that the board of directors is divided into three classes, as nearly equal in number as possible, with one class being elected at each annual meeting of stockholders, which could make it more difficult for a third party to acquire, or discourage a third party from seeking to acquire, control of Cannae.

These restrictions and provisions could keep us from pursuing relationships with strategic partners and from raising additional capital, which could impede our ability to expand our business and strengthen our competitive position. These restrictions could also limit stockholder value by impeding a sale of our company.

Our business could be materially and adversely affected by the occurrence of a catastrophe, including natural or man-made disasters.

Any catastrophic event, such as pandemic diseases, terrorist attacks, floods, severe storms or hurricanes or computer cyber-terrorism, could have a material and adverse effect on our business in several respects: (1) the outbreak of a pandemic disease, like the novel coronavirus COVID-19, could have a material adverse effect on our liquidity, financial condition and the operating results of the Company and our underlying businesses due to its impact on the economy and financial markets; (2) the occurrence of any pandemic disease, natural disaster, terrorist attack or any other catastrophic event that results in our workforce being unable to be physically located at one of our facilities could result in lengthy interruptions in our corporate operations; (3) the value of our investment portfolio may decrease if the securities in which we invest are negatively impacted by climate change, pandemic diseases, severe weather conditions and other catastrophic events.

Item 1B. *Unresolved Staff Comments*

None.

Item 2. *Properties*

Our corporate headquarters are located in Las Vegas, Nevada in owned facilities.

Restaurant Group. The Restaurant Group's headquarters are located in Nashville, Tennessee with other office locations in Woburn, Massachusetts. The majority of the restaurants are leased from third parties, and are located in 39 states throughout the United States. Substantially all of our Restaurant Group's revenues are generated in those states.

Corporate and Other. The Golf & Real Estate segment of Cannae RE owns a 1,800 acre ranch-style luxury resort and residential community in Bend/Powell Butte, Oregon and an 18-hole championship golf facility located in Rock Creek, Idaho.

Item 3. *Legal Proceedings*

For a description of our legal proceedings see discussion under *Legal and Regulatory Contingencies* in Note M. *Commitments and Contingencies* to our Consolidated Financial Statements included in Item 8 of Part II of this Annual Report, which is incorporated by reference into this Part I, Item 3.

Item 4. *Mine Safety Disclosures*

None.

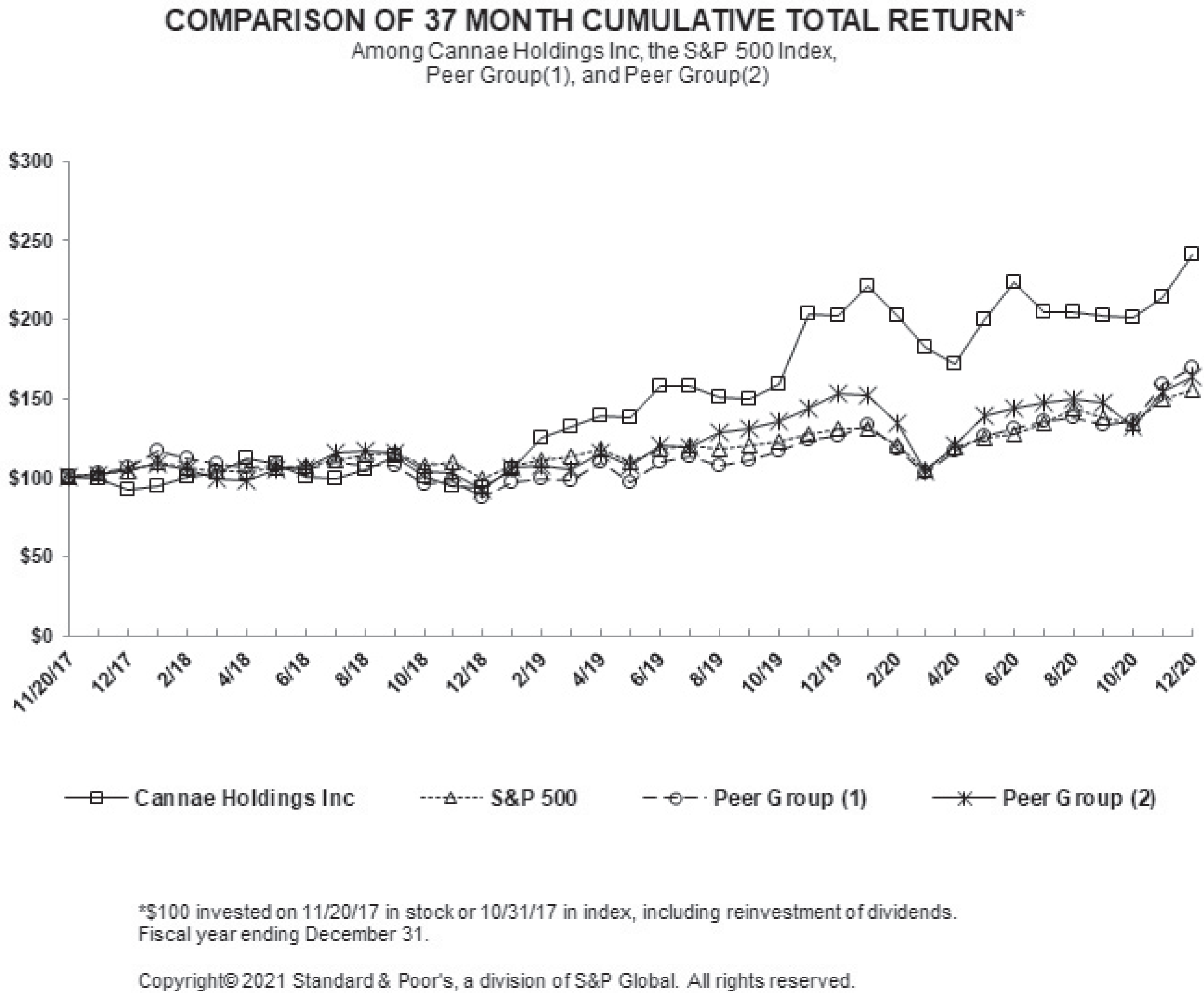
PART II

Item 5. ***Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities***

The Company's common stock trades on The New York Stock Exchange under the trading symbol "CNNE".

Performance Graph

Set forth below is a graph comparing cumulative total shareholder return on our common stock against the cumulative total return on the S&P 500 Index and against the cumulative total return of a peer group index consisting of certain companies against which we compete for the period ending December 31, 2020. We updated our peer group for the period ending December 31, 2020 from the group used for the period ending December 31, 2019 to include peers that better align with the size and externally-managed operating structure of the Company. The peer group comparison has been weighted based on their stock market capitalization. The graph assumes an initial investment of $100.00 on November 20, 2017, the date on which shares of our common stock began trading.



	11/20/2017	12/31/2017	12/31/2018	12/31/2019	12/31/2020
Cannae Holdings, Inc.	100.00	92.60	93.09	202.23	240.73
S&P 500	100.00	104.21	99.64	131.02	155.12
Peer Group (1)	100.00	105.94	88.08	126.33	169.09
Peer Group (2)	100.00	105.31	91.68	153.27	164.22

(1) Represents the peer group used for the year ending December 31, 2019 and consists of the following companies: Apollo Global Management, LLC, Ares Capital Corporation, BlackRock, Inc., The Blackstone Group L.P., The Carlyle Group L.P., Compass Diversified Holdings, Jefferies Financial Group Inc., KKR & Co. Inc., and Qurate Retail Inc.

(2) Represents the peer group used for the year ending December 31, 2020 and consists of the following companies: Apollo Investment Corporation, Compass Diversified Holdings, FS KKR Capital Corp. II, Golub Capital BDC, Inc., New Mountain Finance Corporation and Prospect Capital Corporation.

On January 29, 2021, the last reported sale price of our common stock on The New York Stock Exchange was $37.99 per share. We had approximately 4,785 shareholders of record.

Information concerning securities authorized for issuance under our equity compensation plans will be included in Item 12 of Part III of this Annual Report.

Purchases of Equity Securities by the Issuer

On September 19, 2019, our Board of Directors approved a new three-year stock repurchase program effective September 19, 2019 (the "2019 Repurchase Program") under which we may purchase up to 5 million shares of our common stock through September 30, 2022. 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. We repurchased 510,109 shares of our common stock during the year ended December 31, 2020 for approximately $14.4 million in the aggregate, or an average of $28.31 per share. From the original commencement of the 2019 Repurchase Program through market close on December 31, 2020, we repurchased a total of 688,416 common shares for approximately $19.3 million in the aggregate, or an average of $28.06 per share.

The following table summarizes repurchases of equity securities by Cannae during the year ending December 31, 2020:

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)
3/1/2020 - 3/31/2020	386,517	$ 27.94	386,517	4,435,176
4/1/2020 - 4/30/2020	123,592	$ 29.37	123,592	4,311,584
Total	510,109		510,109	

(1) On September 19, 2019, our Board of Directors approved the 2019 Repurchase Program, under which we may purchase up to 5 million shares of our common stock through September 30, 2022.

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

Item 6. *Selected Financial Data*

The information set forth below should be read in conjunction with the Consolidated Financial Statements and related notes and "Management's Discussion and Analysis of Financial Condition and Results of Operations" included elsewhere in this Form 10-K. Certain reclassifications have been made to the prior year amounts to conform with the 2020 presentation.

On January 27, 2020, Blue Ribbon began the Blue Ribbon Reorganization and we deconsolidated Blue Ribbon. On October 2, 2020, the Chapter 11 Plan became effective and Blue Ribbon emerged from bankruptcy as a set of reorganized companies. Upon Blue Ribbon's emergence from bankruptcy, we acquired the assets and uncompromised liabilities of Legendary Baking and VIBSQ in exchange for $15.5 million of the outstanding balance under the DIP Loan with Blue Ribbon. Subsequent to Blue Ribbon's emergence from bankruptcy, we own 100% of the equity of VIBSQ and Legendary Baking. Our consolidated results of operations for the year ended December 31, 2020 include the consolidated results of operations of Blue Ribbon from January 1, 2020 through January 27, 2020 and of Legendary Baking and VIBSQ from October 2, 2020 through December 31, 2020.

On December 31, 2019, we completed the contribution of T-System Holdings, Inc. ("T-System") to Corrohealth. As a result, we reclassified the results of operations of T-System as discontinued operations for years ended December 31, 2019, 2018 and 2017 and for all quarterly periods within those years.

On June 6, 2017, we closed on the sale of Digital Insurance, Inc. ("OneDigital") for $560.0 million in an all-cash transaction. The operations of One Digital are included in discontinued operations for the years ended December 31, 2017 and 2016. We recognized a pre-tax gain of $276.0 million on the sale and $126.3 million in income tax expense, which are included in Net earnings from discontinued operations on the Consolidated Statement of Operations for the year ended December 31, 2017.

Summary Balance Sheet Data:

	As of December 31,				
	2020	2019	2018	2017	2016
			(in millions)		
Balance Sheet Data:					
Cash and cash equivalents	$ 724.7	$ 533.7	$ 315.7	$ 243.5	$ 141.7
Total assets	4,613.4	2,092.2	1,459.5	1,487.2	1,473.3
Notes payable, long term	52.2	120.1	42.2	12.7	93.3
Equity	3,785.2	1,529.8	1,199.7	1,153.1	1,009.8

Summary Statement of Operations Data:

	Year Ended December 31,				
	2020	2019	2018	2017	2016
	(in millions, except per share amounts)				
Operating Data:					
Operating revenue	$ 585.7	$ 1,070.0	$ 1,147.5	$ 1,156.6	$ 1,178.4
Expenses:					
Operating Expenses:					
Cost of restaurant revenues	524.3	912.8	991.3	991.0	984.1
Personnel costs	94.8	90.3	137.2	95.6	68.3
Depreciation and amortization	30.7	40.7	46.3	46.2	44.7
Other operating expenses, including asset impairments	116.6	133.4	91.8	101.3	83.5
Goodwill impairment	7.8	10.4	26.7	—	—
Total operating expenses	774.2	1,187.6	1,293.3	1,234.1	1,180.6
Operating loss	(188.5)	(117.6)	(145.8)	(77.5)	(2.2)
Total other income, net	2,370.4	355.5	168.4	3.2	7.4
Earnings (loss) before income taxes, equity in (loss) earnings of unconsolidated affiliates, and noncontrolling interest	2,181.9	237.9	22.6	(74.3)	5.2
Income tax expense (benefit)	481.2	24.2	15.0	(14.2)	(10.4)
Earnings (loss) before equity in earnings (loss) of unconsolidated affiliates	1,700.7	213.7	7.6	(60.1)	15.6
Equity in earnings (loss) of unconsolidated affiliates	59.1	(115.1)	(16.1)	3.4	(29.5)
Earnings (loss) from continuing operations, net of tax	1,759.8	98.6	(8.5)	(56.7)	(13.9)
(Loss) earnings from discontinued operations, net of tax	—	(51.8)	(2.1)	149.2	2.0
Net earnings (loss)	1,759.8	46.8	(10.6)	92.5	(11.9)
Less: Net (loss) earnings attributable to noncontrolling interests	(26.4)	(30.5)	(38.2)	(16.3)	0.5
Net earnings (loss) attributable to Cannae Holdings	$ 1,786.2	$ 77.3	$ 27.6	$ 108.8	$ (12.4)
Per Share Data:					
Basic					
Net earnings (loss) from continuing operations attributable to Cannae Holdings common shareholders (1)	$ 20.84	$ 1.77	$ 0.42	$ (0.57)	$ (0.21)
Net (loss) earnings from discontinued operations attributable to Cannae Holdings common shareholders (1)	—	(0.70)	(0.03)	2.11	0.03
Net earnings (loss) per share attributable to Cannae Holdings common shareholders (1)	$ 20.84	$ 1.07	$ 0.39	$ 1.54	$ (0.18)
Weighted average shares outstanding Cannae Holdings, basic basis (1)	85.7	72.2	71.2	70.6	70.6
Diluted					
Net earnings (loss) from continuing operations attributable to Cannae Holdings common shareholders (1)	$ 20.79	$ 1.76	$ 0.42	$ (0.57)	$ (0.21)
Net (loss) earnings from discontinued operations attributable to Cannae Holdings common shareholders (1)	—	(0.69)	(0.03)	2.11	0.03
Net earnings (loss) per share attributable to Cannae Holdings common shareholders (1)	$ 20.79	$ 1.07	$ 0.39	$ 1.54	$ (0.18)
Weighted average shares outstanding Cannae Holdings, diluted basis (1)	85.9	72.4	71.3	70.6	70.6
Cash dividends paid per share Cannae Holdings common stock	$ —	$ —	$ —	$ —	$ —
Book value per share Cannae Holdings (1)(2)	$ 41.28	$ 19.24	$ 16.61	$ 16.33	$ 14.30

(1) On November 17, 2017, the date of the consummation of the Split-Off, 70.6 million shares of our common stock were distributed to FNFV Group shareholders. For comparative purposes, the weighted average number of common shares outstanding and basic and diluted earnings per share for the year ended December 31, 2016 was calculated using the number of shares distributed as if those shares were issued and outstanding beginning January 1, 2016.

(2) Book value per share is calculated as total equity at December 31 of each year presented divided by actual shares outstanding at December 31 of each year presented.

Summary Quarterly Financial Data (Unaudited):

	Quarter Ended			
	March 31,	**June 30,**	**September 30,**	**December 31,**
	(in millions, except per share amounts)			
2020:				
Operating revenue	$ 173.0	$ 102.6	$ 139.7	$ 170.4
Earnings before income taxes, equity in earnings of unconsolidated affiliates, and noncontrolling interest	860.2	539.7	164.3	617.7
Net earnings	638.1	466.1	128.0	527.6
Less: Net loss attributable to noncontrolling interests	(9.6)	(9.2)	(3.9)	(3.7)
Net earnings attributable to Cannae Holdings	$ 647.7	$ 475.3	$ 131.9	$ 531.3
Per Share Data:				
Basic				
Basic earnings per share attributable to Cannae Holdings common shareholders	$ 8.19	$ 5.88	$ 1.44	$ 5.81
Diluted				
Diluted earnings per share attributable to Cannae Holdings common shareholders	$ 8.17	$ 5.87	$ 1.44	$ 5.80
Cash dividends paid per share Cannae Holdings common stock	$ —	$ —	$ —	$ —
2019:				
Operating revenue	$ 262.3	$ 272.2	$ 257.0	$ 278.5
(Loss) earnings before income taxes, equity in losses of unconsolidated affiliates, and noncontrolling interest	(2.2)	49.6	67.5	123.0
(Loss) earnings from continuing operations, net of tax	(17.6)	21.4	44.1	50.7
Loss from discontinued operations, net of tax	(2.3)	(2.5)	(2.5)	(44.5)
Net (loss) earnings	(19.9)	18.9	41.6	6.2
Less: Net loss attributable to noncontrolling interests	(3.1)	(4.5)	(4.6)	(18.3)
Net (loss) earnings attributable to Cannae Holdings	$ (16.8)	$ 23.4	$ 46.2	$ 24.5
Per Share Data:				
Net (loss) earnings from continuing operations attributable to Cannae Holdings common shareholders	$ (0.20)	$ 0.36	$ 0.69	$ 0.92
Net loss from discontinued operations attributable to Cannae Holdings common shareholders	$ (0.04)	$ (0.03)	$ (0.04)	$ (0.59)
Basic (loss) earnings per share attributable to Cannae Holdings common shareholders	$ (0.24)	$ 0.33	$ 0.65	$ 0.33
Diluted				
Net (loss) earnings from continuing operations attributable to Cannae Holdings common shareholders	$ (0.20)	$ 0.36	$ 0.69	$ 0.91
Net loss from discontinued operations attributable to Cannae Holdings common shareholders	$ (0.04)	$ (0.03)	$ (0.04)	$ (0.58)
Diluted (loss) earnings per share attributable to Cannae Holdings common shareholders	$ (0.24)	$ 0.33	$ 0.65	$ 0.33
Cash dividends paid per share Cannae Holdings common stock	$ —	$ —	$ —	$ —

Item 7. *Management's Discussion and Analysis of Financial Condition and Results of Operations*

The following discussion should be read in conjunction with the Consolidated Financial Statements and the Notes thereto and Selected Financial Data included elsewhere in this Form 10-K.

Overview

For a description of our business, including descriptions of segments and recent business trends, see the discussion under Business in Item 1 of Part I of this Annual Report, which is incorporated by reference into this Part II, Item 7 of this Annual Report.

Recent Developments

Dun & Bradstreet

On July 6, 2020, Dun & Bradstreet closed its previously announced initial public offering of 90,047,612 shares of common stock, which includes 11,745,340 shares of common stock issued pursuant to the exercise by the underwriters of their option to purchase additional shares in full (the "D&B IPO"). The D&B IPO was priced at $22.00 per share, resulting in gross proceeds to Dun & Bradstreet of $2.4 billion when combined with $400.0 million of aggregate proceeds from a concurrent private placement offering (the "D&B Private Placement") and before deducting underwriting discounts and commissions and other offering expenses payable by Dun & Bradstreet. Shares of Dun & Bradstreet common stock began trading on the New York Stock Exchange ("NYSE") under the ticker symbol "DNB" on July 1, 2020. Dun & Bradstreet used a portion of the net proceeds from the D&B IPO to redeem all of its outstanding Series A Preferred Stock and repay a portion of its 10.250% Senior Unsecured Notes outstanding due 2027.

On July 6, 2020, we invested $200.0 million in the D&B Private Placement. Subsequent to the D&B IPO and the D&B Private Placement, we own 76.6 million shares of Dun & Bradstreet, which represented approximately 18.1% of its outstanding common stock as of December 31, 2020.

As a result of the D&B IPO, we recorded a net gain of $117.0 million (net of $2.3 million of before-tax losses reclassified from other comprehensive earnings) which is included in Recognized gains and losses, net on the Consolidated Statement of Operations for the year ended December 31, 2020.

Ceridian

During the year ended December 31, 2020, we completed the sale of an aggregate of 9.7 million shares of common stock of Ceridian (the "Ceridian Share Sales") to brokers pursuant to Rule 144 promulgated under the Securities Act of 1933, as amended. In connection with the Ceridian Share Sales, we received aggregate proceeds of $720.9 million. As of December 31, 2020, we owned approximately 9.5% of the outstanding common stock of Ceridian.

As of March 31, 2020 our voting agreement with Ceridian was terminated and, as a result, we are no longer able to exert influence over the composition and quantity of Ceridian's board of directors. In combination with the reduction in our ownership of Ceridian resulting from the sale of shares in February 2020, we no longer exercise significant influence over Ceridian. As of March 31, 2020, we account for our investment in Ceridian at fair value pursuant to the investment in equity security guidance of Accounting Standards Codification ("ASC") 321. The change resulted in the revaluation of our investment in Ceridian to its fair value of $993.4 million as of March 31, 2020 and recording a non-cash gain on such revaluation of $684.9 million (net of $47.1 million of before-tax losses reclassified from other comprehensive earnings), which is included in Recognized gains and losses, net on the Consolidated Statement of Operations for the year ended December 31, 2020.

Restaurant Group

On January 27, 2020, Blue Ribbon and its wholly-owned subsidiaries, filed voluntary petitions for relief under Chapter 11 of the United States Bankruptcy Code in the U.S. Bankruptcy Court for the District of Delaware in connection with the Blue Ribbon Reorganization. The Blue Ribbon Reorganization does not involve or affect the operations of O'Charley's or 99 Restaurants, which are not part of Blue Ribbon. As a result of the Blue Ribbon Reorganization, we deconsolidated Blue Ribbon as of January 27, 2020 because the bankruptcy court and committee of creditors were deemed to have control of Blue Ribbon.

We recorded a non-cash gain of $26.5 million on January 27, 2020 as a result of the deconsolidation of Blue Ribbon, which is included in Recognized gains and losses, net on the Consolidated Statement of Operations for the year ended December 31, 2020. The recorded gain was measured as the excess of the fair value of our retained equity investment in Blue Ribbon over our book value of Blue Ribbon as of January 27, 2020.

During the Blue Ribbon Reorganization, we accounted for our retained equity interest in Blue Ribbon under the equity method of accounting because (1) we continued to exert significant influence over Blue Ribbon through our majority equity ownership and position as the single largest post-petition creditor of Blue Ribbon through the DIP Loan, (2) the Blue Ribbon Reorganization was limited in scope and expected to be short in duration, and (3) we expected to retain a majority equity interest upon completion of the Blue Ribbon Reorganization. We recorded an investment of $33.6 million as of January 27,

2020. The fair value of the investment was determined by performing a combination of discounted cash flow and market approaches.

As a result of unprecedented social restrictions imposed by state and local government authorities related to the COVID-19 pandemic, our Restaurant Group brands experienced a significant reduction in guest counts beginning in the last two weeks of March 2020. In response to the outbreak and these changing conditions, our Restaurant Group brands initially closed the dining rooms in substantially all of our restaurants. Due to increased uncertainty in the operating environment for restaurants and a significant reduction in forecasted cash flows for Blue Ribbon, we recorded an other-than-temporary impairment of our investment of $18.6 million as of March 31, 2020.

On July 10, 2020, Blue Ribbon filed its Chapter 11 Plan with the Bankruptcy Court.

On October 2, 2020, the Chapter 11 Plan became effective and Blue Ribbon emerged from bankruptcy as a set of reorganized companies. Upon Blue Ribbon's emergence from bankruptcy, we acquired the assets and uncompromised liabilities of Legendary Baking and VIBSQ in exchange for $15.5 million of the outstanding balance under the DIP Loan with Blue Ribbon. Subsequent to Blue Ribbon's emergence from bankruptcy, we own 100% of the equity of VIBSQ and Legendary Baking. Refer to Note I to our Consolidated Financial Statements included in Item 8 of Part II of this Annual Report for further discussion of our accounting for our acquisition of VIBSQ and Legendary Baking upon their emergence from bankruptcy.

AmeriLife

On March 18, 2020, we closed on the previously announced $125.0 million investment in a partnership (the “AmeriLife Joint Venture”) that invested in the recapitalization of AmeriLife. Cannae and other investors provided an aggregate of $617.0 million in equity financing to the AmeriLife Joint Venture to acquire AmeriLife. AmeriLife is a leader in marketing and distributing life, health, and retirement solutions. We account for our investment in the AmeriLife Joint Venture under the equity method of accounting and the investment is included in Investments in unconsolidated affiliates on our Condensed Consolidated Balance Sheet as of December 31, 2020.

CoreLogic

On December 12, 2019, we entered into the Senator JV with affiliates of Senator designed to provide a mechanism to allow us and Senator to jointly invest in CoreLogic. In December 2019, we initially contributed $90.9 million of cash in exchange for a 49.0% in the Senator JV and a deposit on hand. Affiliates of Senator are the general partner and hold the balance of the limited partnership interests of the Senator JV. In the year ended December 31, 2020, we invested an additional $201.2 million in the Senator JV. We account for our investment in the Senator JV under the equity method of accounting and the investment is included in Investments in unconsolidated affiliates on our Condensed Consolidated Balance Sheet as of December 31, 2020.

During the year ended December 31, 2020, we received from the Senator JV a distribution of 2.3 million shares of common stock of CoreLogic and the Senator JV distributed $232.4 million of securities to other limited partners affiliated with Senator.

On June 26, 2020, Cannae and Senator submitted a jointly signed letter to CoreLogic’s board of directors pursuant to which Cannae and Senator proposed to acquire CoreLogic for $65.00 per share in cash. On July 7, 2020, CoreLogic announced that its board of directors unanimously rejected the proposal.

On July 29, 2020, Cannae and Senator sent an open letter to CoreLogic shareholders announcing that we initiated the process to call a special meeting of CoreLogic's shareholders to elect nine independent directors to the CoreLogic board of directors.

On September 14, 2020, Senator and Cannae informed the board of directors of CoreLogic of the decision by Senator and Cannae to increase the proposed purchase price to $66.00 per share in cash. On September 15, 2020, the CoreLogic board of directors delivered to Senator and Cannae a letter in which CoreLogic's board of directors rejected the revised offer and again rejected Senator’s and Cannae’s request for access to targeted due diligence information regarding CoreLogic.

On October 30, 2020, we distributed the 2.3 million shares of CoreLogic previously held directly by us back to the Senator JV.

In November 2020 and December 2020, we received an aggregate of $198.6 million of distributions from the Senator JV resulting from the Senator JV's sales of CoreLogic shares.

Subsequent to December 31, 2020 through the date of this Annual Report, we have received distributions of $280.6 million from the Senator JV, the Senator JV has exited our investment in CoreLogic completely and we have no further material interest in the Senator JV.

Optimal Blue

On September 15, 2020, Black Knight closed on its acquisition of Optimal Blue, a leading provider of secondary market solutions and actionable data services. Cannae, in connection with the closing of the acquisition by Black Knight, funded its previously announced commitment to purchase 20% of the equity of Optimal Blue for $289.0 million. We account for our investment in Optimal Blue under the equity method of accounting and the investment is included in Investments in unconsolidated affiliates on our Condensed Consolidated Balance Sheet as of December 31, 2020.

Forward Purchases of Equity of Special Purpose Acquisition Companies

On May 8, 2020, we entered into the FTAC FPA with FTAC, a newly incorporated blank check company whose business purpose is to effect a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses or entities. FTAC is co-sponsored by entities affiliated with the chairman of our Board of Directors, Bill Foley. Under the FTAC FPA, we will purchase an aggregate of 15,000,000 shares of FTAC's Class A common stock, plus an aggregate of 5,000,000 redeemable warrants to purchase one share of FTAC's Class A common stock at $11.50 per share for an aggregate purchase price of $150.0 million in a private placement to occur concurrently with the closing of the FTAC Alight Business Combination. The forward purchase is contingent upon the closing of the FTAC Alight Business Combination.

On June 5, 2020, we entered into a forward purchase agreement (the "Trebia FPA") with Trebia Acquisition Corp. ("Trebia"), a newly incorporated blank check company incorporated as a Cayman Islands exempted company for the purpose of effecting a merger, share exchange, asset acquisition, share purchase, reorganization or similar business combination with one or more businesses or entities (the "Trebia Initial Business Combination"). Trebia is co-sponsored by entities affiliated with the chairman and a member of our Board of Directors, Bill Foley and Frank R. Martire, respectively. Under the Trebia FPA, we will purchase an aggregate of 7,500,000 Class A ordinary shares of Trebia, plus an aggregate of 2,500,000 redeemable warrants to purchase one Class A ordinary share of Trebia at $11.50 per share for an aggregate purchase price of $75.0 million in a private placement to occur concurrently with the closing of the Trebia Initial Business Combination. The forward purchase is contingent upon the closing of the Trebia Initial Business Combination.

On July 31, 2020, we entered into the FTAC II FPA (together with the FTAC FPA and Trebia FPA, the "Forward Purchase Agreements") with FTAC II, a newly incorporated blank check company whose business purpose is to effect a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses or entities. FTAC II is sponsored by an entity affiliated with the chairman of our Board of Directors, Bill Foley. Under the FTAC II FPA, we will purchase an aggregate of 15,000,000 shares of FTAC II's Class A common stock, plus an aggregate of 5,000,000 redeemable warrants to purchase one share of FTAC II's Class A common stock at $11.50 per share for an aggregate purchase price of $150.0 million in a private placement to occur concurrently with the closing of the FTAC II Paysafe Merger. The forward purchase is contingent upon the closing of the FTAC II Paysafe Merger.

On December 7, 2020, FTAC II entered into a definitive agreement and plan of merger with Paysafe, a leading integrated payments platform in connection with the contemplated FTAC II Paysafe Merger. Upon closing of the FTAC II Paysafe Merger, the newly combined company will operate as Paysafe and plans to list on the New York Stock Exchange under the symbol PSFE. The FTAC II Paysafe Merger reflects an implied pro-forma enterprise value for Paysafe of approximately $9.0 billion. The FTAC II Paysafe Merger will be funded with the cash held in trust at FTAC II, forward purchase commitments, PIPE commitments and equity of Paysafe. Completion of the FTAC II Paysafe Merger is subject to approval by FTAC II stockholders, the effectiveness of a registration statement to be filed with the SEC in connection with the FTAC II Paysafe Merger, and other customary closing conditions, including the receipt of certain regulatory approvals. The FTAC II Paysafe Merger is expected to close in the first half of 2021.

In conjunction with the FTAC II Paysafe Merger, Cannae entered into the Paysafe Subscription Agreement to purchase 35,000,000 shares of Paysafe for $350.0 million as part of a subscription to the PIPE. Paysafe has agreed to pay us a placement fee of $5.6 million as consideration for our subscription. Upon consummation of the FTAC II Paysafe Merger, our aggregate investment in Paysafe is expected to be $504.7 million, inclusive of Cannae's investment commitments under the FTAC II FPA and Paysafe Subscription Agreement and our prior $4.7 million investment in the sponsor of FTAC II, and we are expected to receive 54,290,000 shares of common stock of Paysafe which represents approximately 7.5% of the pro forma outstanding common equity of Paysafe and 8,134,067 warrants to purchase one share of Paysafe common stock at $11.50 per share.

On January 25, 2021, FTAC entered into a business combination agreement with Alight, a leading cloud-based provider of integrated digital human capital and business solutions in connection with the contemplated FTAC Alight Business Combination. Under the terms of the FTAC Alight Business Combination, FTAC will combine with Alight and Alight will become a publicly traded entity under the name "Alight, Inc." and symbol ALIT. The FTAC Alight Business Combination reflects an implied pro-forma enterprise value for Alight of approximately $7.3 billion at closing. The FTAC Alight Business Combination will be funded with the cash held in trust at FTAC, forward purchase commitments, PIPE commitments and equity of Alight. Completion of the FTAC Alight Business Combination is subject to approval by FTAC stockholders, the effectiveness of a registration statement to be filed with the SEC in connection with the FTAC Alight Business Combination, and other customary closing conditions of SPAC business combinations, including the receipt of certain regulatory approvals.

In conjunction with the FTAC Alight Business Combination, Cannae entered into the Alight Subscription Agreement to purchase 25,000,000 shares of Alight for $250.0 million as part of a subscription to the PIPE. Alight has agreed to pay us a placement fee of $6.3 million as consideration for our subscription. Upon consummation of the FTAC Alight Business Combination, our aggregate investment in Alight is expected to be $404.5 million, inclusive of Cannae's investment commitments under the FTAC FPA and Alight Subscription Agreement and our previous $4.5 million investment in a sponsor of FTAC, and we are expected to receive 44,639,500 shares of common stock of Alight which represents approximately 8.6% of the pro forma outstanding common equity of Alight and 8,026,666 warrants to purchase one share of Alight common stock at $11.50 per share.

Other Developments

In June 2020, we completed an underwritten public offering of an aggregate of 12,650,000 shares of our common stock, including 1,650,000 shares of our common stock pursuant to the full exercise of the underwriter's overallotment option (the "Offering"), pursuant to a prospectus supplement, dated June 10, 2020, and the base prospectus, dated November 27, 2019, included in our registration statement on Form S-3 ASR (File No. 333-235303), which was initially filed with the Securities and Exchange Commission on November 27, 2019. We received net proceeds from the Offering of approximately $455.0 million, after deducting the underwriting discount and capitalized offering expenses payable by us. We intend to use the net proceeds of the Offering to fund future acquisitions or investments, including potential investments in existing portfolio companies, and for general corporate purposes.

Related Party Transactions

Our financial statements for all years presented reflect transactions with FNF and our Manager. See Note R to our Consolidated Financial Statements included in Item 8 of Part II of this Annual Report for further discussion.

Critical Accounting Policies and Estimates

Our consolidated financial statements are prepared in accordance with U.S. GAAP. See Note A to our Consolidated Financial Statements included in Item 8 of Part II of this Annual Report for discussion our significant accounting policies.

The accounting policies and estimates described below are those we consider critical in preparing our Consolidated Financial Statements. Management is required to make estimates and assumptions that can affect the reported amounts of assets and liabilities and disclosures with respect to contingent assets and liabilities at the date of the Consolidated Financial Statements and the reported amounts of revenues and expenses during the reporting period. Actual amounts could differ from those estimates.

Investments in unconsolidated affiliates. Investments in unconsolidated affiliates are recorded using the equity method of accounting. If an investor does not possess a controlling financial interest over an investee but has the ability to exercise significant influence over the investee's operating and financial policies, the investor must account for such an investment under the equity method of accounting. For investments in common stock or in-substance common stock of an investee, which an investor does not control, the general but rebuttable presumption exists that an ownership of greater than 20% of the outstanding equity of an investee indicates the investor has significant influence. For investments in partnerships and similar entities for which an investor does not control, equity method of accounting for the investment is generally required unless the investor's interest is so minor that the investor has virtually no influence.

In the ordinary course of our business, we make investments in companies that provide us with varying degrees of control and influence over the underlying investees through our level of ownership of the outstanding equity of the investee, participation in management of the investee, participation on the board of directors of investees, and/or legal agreements with other investors with control implications. As a result, our analysis of the appropriate accounting for our portfolio companies often requires judgment regarding the level of control, significant influence or lack thereof the Company has over each investee. If we are required to account at fair value for certain of our portfolio companies in which we have concluded the Company has significant influence resulting in the application of the equity method of accounting, the impact of such change could significantly impact the Company's Consolidated Financial Statements.

As of March 31, 2020 our voting agreement with Ceridian was terminated and, as a result, we are no longer able to exert influence over the composition and quantity of Ceridian's board of directors. In combination with the reduction in our ownership of Ceridian resulting from the sale of shares in February 2020, we no longer exercise significant influence over Ceridian. As of March 31, 2020, we account for our investment in Ceridian at fair value pursuant to the investment in equity security guidance of ASC 321. The change resulted in the revaluation of our investment in Ceridian to its fair value of $993.4 million as of March 31, 2020 and recording a gain on such revaluation of $684.9 million (net of $47.1 million of before-tax losses reclassified from other comprehensive earnings) which is included in Recognized gains and losses, net on the Consolidated Statement of Operations for the year ended December 31, 2020.

As of December 31, 2020, we hold less than 20% of the outstanding common equity of Dun & Bradstreet but continue to account for our investment under the equity method because we continue to exert significant influence through our 18.1%

ownership, because certain of our senior management and directors serve on Dun & Bradstreet's board of directors, and because we are party to an agreement with other of its equity sponsors, which collectively own greater than 50% of the outstanding voting equity of Dun & Bradstreet, pursuant to which we have agreed to collectively vote together on all matters related to the election of directors to the Dun & Bradstreet board of directors for a period of three years.

As of December 31, 2020, the book value of our investment in D&B accounted for under the equity method of accounting is $653.2 million. Based on quoted market prices, the aggregate fair market value of our ownership of Dun & Bradstreet common stock was approximately $1.9 billion as of December 31, 2020.

Valuation of investments. The fair values of financial instruments presented in the Consolidated Financial Statements are estimates of the fair values at a specific point in time using available market information and appropriate valuation methodologies. Estimates that utilize unobservable inputs are subjective in nature and involve uncertainties and significant judgment in the interpretation of current market data.

The fair value hierarchy established by the accounting standards on fair value measurements includes three levels, which are based on the priority of the inputs to the valuation technique. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). If the inputs used to measure the financial instruments fall within different levels of the hierarchy, the categorization is based on the lowest level input that is significant to the fair value measurement of the instrument. Financial assets and liabilities that are recorded in the Consolidated Balance Sheets are categorized based on the inputs to the valuation techniques as follows:

Level 1. Financial assets and liabilities whose values are based on unadjusted quoted prices for identical assets or liabilities in an active market that we have the ability to access.

Level 2. Financial assets and liabilities whose values are based on quoted prices in markets that are not active or model inputs that are observable either directly or indirectly for substantially the full term of the asset or liability.

Level 3. Financial assets and liabilities whose values are based on model inputs that are unobservable.

Recurring Fair Value Measurements

The following table presents our fair value hierarchy for those assets and liabilities measured at fair value on a recurring basis as of December 31, 2020 and 2019, respectively:

	December 31, 2020			
	Level 1	Level 2	Level 3	Total
	(In millions)			
Fixed-maturity securities available for sale:				
Corporate debt securities	$ —	$ —	$ 35.2	$ 35.2
Equity securities:				
Ceridian	1,491.8	—	—	1,491.8
Forward Purchase Agreements	—	—	136.1	136.1
Paysafe Subscription Agreement	—	—	169.6	169.6
Other	1.6	—	—	1.6
Total assets	$ 1,493.4	$ —	$ 340.9	$ 1,834.3

	December 31, 2019			
	Level 1	Level 2	Level 3	Total
	(In millions)			
Fixed-maturity securities available for sale:				
Corporate debt securities	$ —	$ —	$ 19.2	$ 19.2
Total	$ —	$ —	$ 19.2	$ 19.2

The Forward Purchase Agreements and the Paysafe Subscription Agreement are accounted for at fair value pursuant to ASC 321. We utilized a Monte Carlo Simulation in determining the fair value of these agreements, which is considered to be a Level 3 fair value measurement. The Monte Carlo Simulation model simulates the current security price to a simulated date for the consummation of the underlying initial business combination based on probabilities of consummation. The values of the agreements are then calculated as the difference between the future simulated price and the fixed purchase prices for the underlying securities to be purchased pursuant to the Forward Purchase Agreements and the Paysafe Subscription Agreement. The primary unobservable input utilized in determining the fair value of the Forward Purchase Agreements and Paysafe Subscription Agreement is the probability of consummation of the FTAC Initial Business Combination, Trebia Initial Business Combination and FTAC II Initial Business Combination. The probabilities assigned to the consummation of each of the FTAC Initial Business Combination and the Trebia Initial Business Combination was 90% and the probability assigned to the consummation of the FTAC II Initial Business Combination was 95%. Determination of such probabilities is based on a hybrid approach of both observed success rates of business combinations for special purpose acquisition companies and the sponsors of FTAC, FTAC II and Trebia's track record for consummating similar transactions. The FTAC II Paysafe Merger was also considered in our determination of the probability of the FTAC II Initial Business Combination.

Our Level 3 fair value measurement for our fixed maturity securities are provided by a single third-party pricing service. Depending on security specific characteristics, either an income or a contingent claims approach was utilized in determining fair value of our Level 3 fixed-maturity securities available for sale. Discount rates are the primary unobservable inputs utilized for the securities valued using an income approach. The discount rates used are based on company-specific risk premiums, public company comparable securities, and leveraged loan indices. The discount rates used in our determination of the fair value of our Level 3 fixed-maturity securities available for sale varies by security type and ranged from 7.3% to 17.5% and had a weighted average of 12.1% as of December 31, 2020. Based on the total fair value of our Level 3 fixed-maturity securities available for sale as of December 31, 2020, changes in the discount rate utilized will not result in a fair value significantly different than the amount recorded.

The following table presents a summary of the changes in the fair values of Level 3 assets, measured on a recurring basis.

	Corporate debt securities	Forward Purchase Agreements	Paysafe Subscription Agreement	Total
Fair value, December 31, 2018	$ 17.8	$ —	$ —	$ 17.8
Paid-in-kind dividends (1)	0.2	—	—	0.2
Impairment (2)	(0.4)	—	—	(0.4)
Net valuation gain included in other comprehensive earnings (3)	1.6	—	—	1.6
Fair value, December 31, 2019	$ 19.2	$ —	$ —	$ 19.2
Paid-in-kind dividends (1)	1.3	—	—	1.3
Net valuation gain included in earnings (2)	—	136.1	169.6	305.7
Net valuation gain included in other comprehensive earnings (3)	14.7	—	—	14.7
Fair value, December 31, 2020	$ 35.2	$ 136.1	$ 169.6	$ 340.9

(1) Included in Interest and investment income on the Consolidated Statements of Operations

(2) Included in Recognized gains and losses, net on the Consolidated Statements of Operations

(3) Included in Unrealized gain (loss) on investments and other financial instruments, net (excluding investments in unconsolidated affiliates) on the Consolidated Statements of Comprehensive Earnings

Blue Ribbon Reorganization

During the Blue Ribbon Reorganization, we accounted for our retained equity interest in Blue Ribbon under the equity method of accounting. In conjunction with our accounting for our investment in Blue Ribbon under the equity method of accounting, we initially recorded our investment as of January 27, 2020 at fair value. Due to deteriorating operating results and cash flows resulting from declining same store sales, increased costs, and the impact of COVID-19, we also performed impairment tests quarterly by determining the fair value of our interest in Blue Ribbon during the Blue Ribbon Reorganization. Upon emergence and our acquisition of Legendary Baking and VIBSQ out of bankruptcy, we again determined the fair value of our interest in conjunction with our purchase accounting. Refer to Note I to our Consolidated Financial Statements included in Item 8 of Part II of this Annual Report for discussion our purchase accounting for Legendary Baking and VIBSQ.

To determine the fair value of our interest in Blue Ribbon, Legendary Baking or VIBSQ, we used a combination of discounted cash flow analyses and market approaches. Our discounted cash flow projections include assumptions for growth rates for revenues, costs and earnings, which are based on various long-range financial and operational plans of each reporting unit. Additionally, discount rates used in our analysis are based on weighted-average cost of capital, driven by comparable public companies, the prevailing interest rates, credit ratings, financing abilities and opportunities of each reporting unit, among other factors. Our market-based valuations utilize earnings multiples of comparable public companies, which are reflective of the market in which each respective reporting unit operates, and recent comparable market transactions. Changes in these significant management assumptions and estimates could have a significant impact on the determination of the fair values of Blue Ribbon and the reorganized companies.

Valuation of Goodwill. Goodwill represents the excess of cost over fair value of identifiable net assets acquired and assumed in a business combination. Goodwill and other intangible assets with indefinite useful lives are reviewed for impairment annually or more frequently if circumstances indicate potential impairment, through a comparison of fair value to the carrying amount. We have the option to first assess goodwill for impairment based on a review of qualitative factors to determine if events and circumstances exist that will lead to a determination that the fair value of a reporting unit is greater than its carrying amount, prior to performing a full fair-value assessment. If, after assessing the totality of events or circumstances, we determine it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, then performing the quantitative impairment test is unnecessary. However, if we conclude otherwise, then we are required to perform the quantitative impairment test by calculating the fair value of the reporting unit and comparing the fair value with the carrying amount of the reporting unit. Goodwill impairment, if any, is measured as the amount by which a reporting unit's carrying value exceeds its fair value.

We allocate goodwill to reporting units based on the reporting unit expected to benefit from the business combination. We evaluate our reporting units on at least an annual basis and, if necessary, reassign goodwill using a relative fair value allocation approach. Goodwill is tested for impairment at the reporting unit level (operating segment or one level below an operating segment) annually in the fourth quarter (October 1) and between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying value. These events or circumstances could include a significant change in the business climate, legal factors, operating performance indicators, competition, or sale or disposition of a significant portion of a reporting unit.

We use a combination of discounted cash flow analyses and market approaches to determine the fair value of each of our reporting units. Our discounted cash flow projections include assumptions for growth rates for revenues, costs and earnings, which are based on various long-range financial and operational plans of each reporting unit. Additionally, discount rates used in our goodwill analysis are based on weighted-average cost of capital, driven by comparable public companies, the prevailing interest rates, credit ratings, financing abilities and opportunities of each reporting unit, among other factors. Our market-based valuations utilize earnings multiples of comparable public companies, which are reflective of the market in which each respective reporting unit operates, and recent comparable market transactions. Changes in the factors used in our fair value estimates, including declines in industry or company-specific sales, margin erosion, discount rates used, and market multiples could have a significant impact on the fair values of the reporting units.

For the year ended December 31, 2020, we recorded $7.8 million of impairment to goodwill in our Restaurant Group segment. The impairment charge is a result of deteriorating operating results and cash flow resulting from declining same store sales and increased costs at O'Charley's. The impairment recorded was calculated as the deficit between the carrying value of our O'Charley's reporting unit of our Restaurant Group compared to the fair value of the reporting unit determined by performing a combination of discounted cash flow and market approaches.

For the year ended December 31, 2019, we recorded $35.1 million of impairment to goodwill in our former T-System segment and $10.4 million of impairment to goodwill in our Restaurant Group segment as a result of our annual goodwill impairment testing. The impairment charge in our Restaurant Group is a result of deteriorating operating results and cash flow resulting from declining same store sales and increased costs, primarily in our Village Inn and Bakers Square branded stores. As a result of the goodwill impairment in the Restaurant Group, the fair value of this reporting unit approximates its carrying value and relatively small decreases in future forecasts or changes in other assumptions could result in additional goodwill impairment. The impairment in our former T-System segment is primarily a result of a decline in earnings multiples from comparable public companies and lower forecasted cash flows for its reporting units. The impairments recorded were calculated as the deficit between the carrying value of the reporting units of each segment compared to the fair value of the reporting unit determined by performing a combination of discounted cash flow and market approaches.

Impairment to goodwill in our former T-System segment is included in Net loss from discontinued operations on the Consolidated Statement of Operations for the year ended December 31, 2019. See Note N to our Consolidated Financial Statements included in Item 8 of Part II of this Annual Report.

For the year ended December 31, 2018, we recorded $26.7 million of impairment to goodwill in our Restaurant Group segment. The impairment charge was a result of deteriorating operating results and cash flow resulting from declining same store sales and increased costs. The impairment recorded was calculated as the deficit between the carrying value of a reporting unit of the Restaurant Group segment compared to the fair value of the reporting unit determined by performing a combination of discounted cash flow and market approaches.

Valuation of Other Intangible Assets. We have other intangible assets, not including goodwill, which consist primarily of customer relationships and contracts, trademarks and tradenames that are generally recorded in connection with acquisitions at their fair value, franchise rights, the fair value of purchased software and capitalized software development costs. Intangible assets with estimable lives are amortized over their respective estimated useful lives to their estimated residual values and reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. In general, customer relationships are amortized over their estimated useful lives using an accelerated method, which takes into consideration expected customer attrition rates. Contractual relationships are generally amortized over their respective contractual lives. Useful lives of computer software range from 3 to 10 years. Capitalized software development costs and purchased software are recorded at cost and amortized using the straight-line method over their estimated useful life.

Trademarks and tradenames were generally considered intangible assets with indefinite lives and reviewed for impairment at least annually. In conjunction with our annual testing for impairment of tradenames during the fourth quarter of 2020 and in light of the deteriorating operating environment for restaurants, we changed our estimate of the useful lives of our tradenames for all of our restaurant brands from indefinite to 15 years. The impact of such change on the Company's consolidated income is not considered material.

Tradenames are tested for impairment annually in the fourth quarter (October 1) and between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of a tradename below its carrying value. We use a relief from royalty method to determine the fair value of our tradenames, which includes assumptions for growth rates for revenues, tax rates, discount rates and royalty rates. Changes in the factors used in our fair value estimates, including declines in industry or company-specific sales, discount rates used, and royalty rates could have a significant impact on the fair values of our tradenames.

We recorded $11.8 million of impairment expense related to the O'Charley's tradename within our Restaurant Group in the year ended December 31, 2020. We recorded $17.1 million of impairment expense related to the Village Inn and Bakers square tradenames within our Restaurant Group in the year ended December 31, 2019. We recorded $5.8 million of impairment expense related to a tradename and an abandoned software project in our Restaurant Group in the year ended December 31, 2018. The impairments are recorded within Other operating expenses on our Consolidated Statement of Operations for the years then ended.

Accounting for Income Taxes. We recognize deferred tax assets and liabilities for temporary differences between the financial reporting basis and the tax basis of our assets and liabilities and expected benefits of utilizing net operating loss and credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The impact of changes in tax rates and laws on deferred taxes, if any, is applied to the years during which temporary differences are expected to be settled and reflected in the financial statements in the period enacted.

Refer to Note L to our Consolidated Financial Statements included in Item 8 of Part II of this Annual Report for further discussion of our accounting for income taxes.

Certain Factors Affecting Comparability

Year ended December 31, 2020. On January 27, 2020, Blue Ribbon began the Blue Ribbon Reorganization and we deconsolidated Blue Ribbon. On October 2, 2020, the Chapter 11 Plan became effective and Blue Ribbon emerged from bankruptcy as a set of reorganized companies. Upon Blue Ribbon's emergence from bankruptcy, we acquired the assets and uncompromised liabilities of Legendary Baking and VIBSQ in exchange for $15.5 million of the outstanding balance under the DIP Loan with Blue Ribbon. Subsequent to Blue Ribbon's emergence from bankruptcy, we own 100% of the equity of VIBSQ and Legendary Baking. Our consolidated results of operations for the year ended December 31, 2020 include the consolidated results of operations of Blue Ribbon from January 1, 2020 through January 27, 2020 and of Legendary Baking and VIBSQ from October 2, 2020 through December 31, 2020.

Year ended December 31, 2019. On December 31, 2019, we completed the contribution of T-System to Corrohealth. As a result of the contribution, we reclassified the results of operations of T-System to discontinued operations for the years ended December 31, 2019 and 2018 in our Consolidated Statements of Operations.

Results of Operations

Consolidated Results of Operations

Net earnings. The following table presents certain financial data for the years indicated:

	Year ended December 31,		
	2020	2019	2018
		(In millions)	
Revenues:			
Restaurant revenue	$ 559.7	$ 1,043.3	$ 1,117.8
Other operating revenue	26.0	26.7	29.7
Total operating revenues	585.7	1,070.0	1,147.5
Operating expenses:			
Cost of restaurant revenue	524.3	912.8	991.3
Personnel costs	94.8	90.3	137.2
Depreciation and amortization	30.7	40.7	46.3
Other operating expenses, including asset impairments	116.6	133.4	91.8
Goodwill impairment	7.8	10.4	26.7
Total operating expenses	774.2	1,187.6	1,293.3
Operating loss	(188.5)	(117.6)	(145.8)
Other income (expense):			
Interest, investment and other income	17.2	15.6	6.3
Interest expense	(9.0)	(17.8)	(4.7)
Recognized gains and losses, net	2,362.2	357.7	166.8
Total other income	2,370.4	355.5	168.4
Earnings from continuing operations before income taxes and equity in (losses) earnings of unconsolidated affiliates	2,181.9	237.9	22.6
Income tax expense	481.2	24.2	15.0
Earnings from continuing operations before equity in (losses) earnings of unconsolidated affiliates	1,700.7	213.7	7.6
Equity in earnings (losses) of unconsolidated affiliates	59.1	(115.1)	(16.1)
Earnings (loss) from continuing operations	1,759.8	98.6	(8.5)
Net loss from discontinued operations, net of tax	—	(51.8)	(2.1)
Net earnings (loss)	1,759.8	46.8	(10.6)
Less: Net loss attributable to non-controlling interests	(26.4)	(30.5)	(38.2)
Net earnings attributable to Cannae Holdings, Inc. common shareholders	$ 1,786.2	$ 77.3	$ 27.6

Revenues

Total revenue in 2020 decreased $484.3 million compared to 2019, primarily driven by a decline in revenue in the Restaurant Group segment. Total revenue in 2019 decreased $77.5 million compared to 2018, primarily driven by a decline in revenue in our Restaurant Group segment.

The change in revenues from our segments is discussed in further detail at the segment level below.

Expenses

Our operating expenses consist primarily of personnel costs, cost of restaurant revenue, other operating expenses, and depreciation and amortization.

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.

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.

Other operating expenses include professional fees, advertising costs, travel expenses and impairments of operating assets.

Depreciation and amortization expense consists of our depreciation related to investments in property and equipment as well as amortization of intangible assets.

The change in expenses from our segments is discussed in further detail at the segment level below.

Income tax expense on continuing operations was $481.2 million, $24.2 million, and $15.0 million for the years ended December 31, 2020, 2019, and 2018, respectively. The effective tax rate for the years ended December 31, 2020, 2019, and 2018 was 22.1%, 10.2%, and 66.4%, respectively. The increase in the effective tax rate in 2020 from 2019 is primarily attributable to the decreased impact of earnings from unconsolidated affiliates on pretax income. The increase in the effective tax rate in 2019 from 2018 is primarily attributable to the decreased impact of non-deductible executive compensation on pretax income. Additionally, the impact of the non-controlling interests, permanent items, and tax credits on pretax income was greater in 2018 than the impact of those same items on pretax earnings and losses in 2019. The fluctuation in income tax benefit as a percentage of earnings from continuing operations before income taxes is attributable to our estimate of ultimate income tax liability and changes in the characteristics of net earnings year to year, such as the weighting of operating income versus investment income.

For a detailed breakout of our effective tax rate and further discussion on changes in our taxes, see Note L to our Consolidated Financial Statements included in Item 8 of Part II of this Annual Report.

Other

Recognized gains and losses, net totaled $2,362.2 million, $357.7 million, and $166.8 million for the years ended December 31, 2020, 2019, and 2018, respectively. The net recognized gain for the year ended December 31, 2020 is primarily attributable to gains on equity securities, a gain of $223.1 million on the sale of a portion of our investment in Ceridian in February 2020 and a gain of $117.0 million recorded in conjunction with the D&B IPO. See Note D to our Consolidated Financial Statements included in Item 8 of this Annual Report for further details on gains recognized on equity securities. The $223.1 million gain on sale of Ceridian in February 2020 occurred prior to our change in accounting for our investment in Ceridian as an equity security at fair value in March 2020. The net recognized gain for the year ended December 31, 2019 is primarily attributable to $342.1 million of gains on sales of Ceridian shares and $3.9 million of gains on sales of property in the Restaurant Group. The net recognized gain for the year ended December 31, 2018 is primarily attributable to a $92.6 million gain on the sale of Ceridian shares in the fourth quarter of 2018, $63.2 million of recognized gains associated with Ceridian's initial public offering and a gain of $24.0 million on the sale of LifeWorks, partially offset by impairment losses of $12.5 million recognized on fixed maturity securities in the 2018 period.

Equity in earnings (losses) of unconsolidated affiliates for the periods indicated consisted of the following (in millions):

	Year Ended December 31,		
	2020	2019	2018
Dun & Bradstreet	$ (46.8)	$ (132.8)	$ —
Ceridian (1)	1.5	16.4	(20.5)
Optimal Blue	(9.4)	—	—
AmeriLife	(4.0)	—	—
Other	117.8	1.3	4.4
Total	$ 59.1	$ (115.1)	$ (16.1)

(1) The amount for the year ended December 31, 2020 represents the Company's equity in earnings of Ceridian in the three months ended March 31, 2020 prior to the change in accounting for the investment beginning March 31, 2020.

Net Earnings

Net earnings attributable to Cannae increased $1,708.9 million in the year ended December 31, 2020, compared to 2019. Total net earnings attributable to Cannae increased $49.7 million in the year ended December 31, 2019, compared to 2018.

The change in net earnings is attributable to the factors discussed above and net earnings from the segments is discussed in further detail at the segment level below.

Segment Results of Operations

Restaurant Group

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

	Year Ended December 31,		
	2020	2019	2018
		(In millions)	
Revenues:			
Restaurant revenue	$ 559.7	$ 1,043.3	$ 1,117.8
Operating expenses:			
Cost of restaurant revenue	524.3	912.8	991.3
Personnel costs	31.2	52.1	47.3
Depreciation and amortization	27.7	38.5	44.9
Other operating expenses, including asset impairments	53.1	108.9	86.3
Goodwill impairment	7.8	10.4	26.7
Total operating expenses	644.1	1,122.7	1,196.5
Operating loss	(84.4)	(79.4)	(78.7)
Other expense:			
Interest expense	(8.6)	(5.4)	(16.0)
Recognized gains and losses, net	7.5	3.9	(2.1)
Total other expense	(1.1)	(1.5)	(18.1)
Loss from continuing operations before income taxes and equity in losses of unconsolidated affiliates	(85.5)	(80.9)	(96.8)

Total revenues for the Restaurant Group segment decreased $483.6 million, or 46.4%, in the year ended December 31, 2020 from 2019. The decrease was primarily driven by: (1) decreased revenue related to the Blue Ribbon Reorganization, which resulted in the deconsolidation of Blue Ribbon for the period from January 27, 2020 through October 2, 2020, (2) the closing or sale of company-owned restaurants primarily associated with our O'Charley's, Village Inn and Bakers Square concepts subsequent to December 31, 2019 and (3) a decrease in comparable store sales driven by social restrictions imposed by state and local governments in connection with COVID-19 in March 2020, which resulted in the closing of dining rooms for substantially all of our restaurants from late March 2020 and into May 2020. The decrease was partially offset by an overall increase in the average guest check in the year ended December 31, 2020 compared to 2019. Total revenues for the Restaurant Group segment decreased $74.5 million, or 6.7%, in the year ended December 31, 2019 from 2018. The decrease was primarily driven by decreased revenue related to the closing or sale of 48 company-owned restaurants primarily associated with our O'Charley's, Village Inn and Bakers Square concepts in the year ended December 31, 2019 and to a lesser extent a decrease in comparable store sales. The decrease was partially offset by increases in the average guest check.

Revenue of $183.4 million is recorded in the year ended December 31, 2019 associated with stores across all brands that closed subsequent to December 31, 2019. Revenue associated with our Blue Ribbon brands was $312.5 million and $347.7 million, respectively, in the years ended December 31, 2019 and 2018. Revenue recorded for Blue Ribbon, Legendary Baking and VIBSQ in the year ended December 31, 2020 was $53.1 million and represents Blue Ribbon's revenue for the period from January 1, 2020 through January 27, 2020, the date of Blue Ribbon's filing for bankruptcy, and Legendary Baking and VIBSQ's revenue for the period from October 2, 2020 through December 31, 2020.

Our Restaurant Group ended the years December 31, 2020 and 2019 with 34 and 130 Village Inn and Bakers Square company-owned stores, respectively. The decrease primarily relates to stores closed in conjunction with the Blue Ribbon Reorganization as well as 38 Village Inn stores which were converted from company-owned locations to franchises.

Comparable Store Sales. One method we use in evaluating the performance of our restaurants is to compare sales results for restaurants period over period. A new restaurant is included in our comparable store sales figures starting in the first period following the restaurant's first seventy-eight weeks of operations. Changes in comparable store sales reflect changes in sales for the comparable store group of restaurants over a specified period of time. This measure highlights the performance of existing restaurants, as the impact of new restaurant openings is excluded. Comparable store sales for our 99 Restaurants brand changed (32.8)%, (0.4)% and 2.6% in the years ended December 31, 2020, 2019 and 2018, respectively, from the prior fiscal years. The decrease in 2020 is primarily attributable to lower guest counts resulting from COVID-19. The decrease in 2019 is primarily attributable to lower guest counts partially offset by an increase in the average guest check. Comparable store sales for our

O'Charley's brand decreased 22.5%, 2.5% and 2.9% in the years ended December 31, 2020, 2019 and 2018, respectively, from the prior fiscal years. The decrease in 2020 is primarily attributable to lower guest counts resulting from COVID-19. The decrease in 2019 and 2018 from the previous year is primarily attributable to decreased guest counts partially offset by an increase in the average guest check.

Cost of restaurant revenue decreased $388.5 million, or 42.6%, in the year ended December 31, 2020 from 2019. Cost of restaurant revenue decreased $78.5 million, or 7.9%, in the year ended December 31, 2019 from 2018. Cost of restaurant revenue as a percentage of restaurant revenue was approximately 93.7%, 87.5%, and 88.7% in the years ended December 31, 2020, 2019 and 2018, respectively. The increase in cost of restaurant revenue as a percentage of restaurant revenue in 2020 compared to 2019 is primarily attributable to the impact of unavoidable costs on the substantial decrease in revenue discussed above. The decrease in cost of restaurant revenue as a percentage of restaurant revenues in 2019 compared to 2018 was primarily driven by the closure of underperforming stores with lower margins and higher operating expenses in 2019.

Personnel costs decreased by $20.9 million, or 40.1%, in the year ended December 31, 2020 from 2019. The decrease is primarily attributable to the Blue Ribbon Reorganization.

Other operating expenses decreased by $55.8 million, or 51.2%, in the year ended December 31, 2020 from 2019. The decrease is primarily attributable to the Blue Ribbon Reorganization. Other operating expenses increased by $22.6 million, or 26.2%, in the year ended December 31, 2019 from 2018. The increase is primarily attributable to impairments of other intangible assets and lease assets.

See Note A to our Consolidated Financial Statements included in Item 8 of Part II of this Annual Report for further discussion of goodwill impairments in our Restaurant Group.

Loss from continuing operations before income taxes decreased $4.6 million in the year ended December 31, 2020 from 2019. Loss from continuing operations before income taxes increased $15.9 million in the year ended December 31, 2019 from 2018. The change in losses is primarily attributable to the factors discussed above.

Dun & Bradstreet

We own an approximate 18.1% interest in Dun & Bradstreet and account for our investment in D&B under the equity method of accounting; therefore, its results of operations do not consolidate into ours.

Summarized financial information for Dun & Bradstreet and Star Parent, L.P. ("Star Parent"), the former parent of D&B through which the Company was invested prior to the D&B IPO, for the relevant dates and time periods included in Investments in unconsolidated affiliates and Equity in earnings (losses) of unconsolidated affiliates in our Consolidated Balance Sheets and Statements of Operations, respectively, is presented below.

We acquired our initial interest in Star Parent on February 8, 2019. The results of operations for the year ended December 31, 2019 presented below represent Star Parent's results of operations subsequent to our acquisition.

	December 31, 2020	December 31, 2019
	(In millions)	
Total current assets	$ 874.0	$ 417.9
Goodwill and other intangible assets, net	7,668.2	8,091.5
Other noncurrent assets	677.2	603.4
Total assets	$ 9,219.4	$ 9,112.8
Current liabilities	$ 825.3	$ 1,090.4
Long-term debt	3,255.8	3,818.9
Other non-current liabilities	1,560.6	1,594.0
Total liabilities	5,641.7	6,503.3
Preferred equity	—	1,030.6
Total equity	3,577.7	1,578.9
Total liabilities and equity	$ 9,219.4	$ 9,112.8

	Year ended December 31, 2020	Year ended December 31, 2019
	(In millions)	
Total revenues	$ 1,738.1	$ 1,413.9
Loss before income taxes	(219.3)	(540.0)
Net loss	(106.5)	(425.8)
Dividends attributable to preferred equity and noncontrolling interest expense	(69.1)	(120.5)
Net loss attributable to Dun & Bradstreet	(175.6)	(546.3)

The D&B IPO was completed on July 6, 2020. Details relating to the results of operations of Dun & Bradstreet (NYSE: "DNB") can be found in its periodic reports filed with the SEC.

Optimal Blue

On September 15, 2020, we completed our investment in Optimal Blue. We account for our investment in Optimal Blue under the equity method of accounting; therefore, its results of operations do not consolidate into ours.

Summarized financial information for Optimal Blue for the relevant dates and time periods included in Equity in earnings (losses) of unconsolidated affiliates in our Consolidated Statements of Operations is presented below. Our net earnings for the year ended December 31, 2020 include our equity in the Optimal Blue's losses for the period from September 15, 2020, the date we made our investment in Optimal Blue, through December 31, 2020.

	December 31, 2020
	(In millions)
Total current assets	$ 38.0
Goodwill and other intangible assets, net	1,831.3
Other assets	100.1
Total assets	$ 1,969.4
Current liabilities	$ 28.9
Long-term debt	493.0
Other non-current liabilities	105.0
Total liabilities	626.9
Redeemable member's interest	578.0
Additional paid-in capital	813.0
Retained deficit	(48.5)
Total redeemable member's interest and equity	1,342.5
Total liabilities, redeemable member's interest and equity	$ 1,969.4

	Year ended December 31, 2020
	(In millions)
Total revenues	$ 45.4
Operating loss	(38.1)
Net loss	(45.9)

Corporate and Other

The Corporate and Other segment consists of our share in the operations of certain controlled portfolio companies and other equity investments, activity of the corporate holding company and certain intercompany eliminations and taxes.

The following table presents the results from operations of our Corporate and Other segment:

	Year ended December 31,		
	2020	**2019**	**2018**
		(In millions)	
Revenues:			
Other operating revenue	$ 26.0	$ 26.7	$ 29.7
Operating expenses:			
Personnel costs	63.6	38.2	89.9
Depreciation and amortization	3.0	2.2	1.4
Other operating expenses	63.5	24.5	5.5
Total operating expenses	130.1	64.9	96.8
Operating loss	(104.1)	(38.2)	(67.1)
Other income (expense):			
Interest, investment and other income	17.2	15.6	6.3
Interest (expense) income	(0.4)	(12.4)	11.3
Recognized gains and losses, net	2,354.7	353.8	168.9
Total other income	2,371.5	357.0	186.5
Earnings from continuing operations before income taxes and equity in losses of unconsolidated affiliates	2,267.4	318.8	119.4

Personnel costs increased $25.4 million, or 66.5%, in the year ended December 31, 2020 compared to 2019, and decreased $51.7 million, or 57.5%, in the year ended December 31, 2019 compared to 2018. The change in both periods is primarily driven by a change in investment success bonuses paid related to investment monetization events.

Other operating expenses increased $39.0 million, or 159.2%, in the year ended December 31, 2020 compared to 2019 and increased $19.0 million in the year ended December 31, 2019 compared to 2018. The increase in 2020 from 2019 is primarily attributable to $20.8 million of management fee expenses and $11.3 million of carried interest on distributions from the Senator JV and sales of other investments incurred with our Manager. The increase in 2019 from 2018 is primarily attributable to the inclusion of a $14.8 million elimination of intercompany fees charged to the Restaurant Group in 2018.

Interest and investment income increased $9.3 million, or 147.6%, in the year ended December 31, 2019 compared to 2018. The increase was primarily attributable to $9.1 million of syndication fees earned in relation to our organization of investors for the D&B Acquisition.

Interest expense decreased $12.0 million in the year ended December 31, 2020 from 2019. The decrease was attributable to the decrease in corporate debt. Interest expense in the year ended December 31, 2019 consists primarily of interest on our corporate debt instruments. See Note K to our Consolidated Financial Statements included in Item 8 of Part II of this Annual Report for further discussion of our outstanding debt. Interest expense in the year ended December 31, 2018 consists primarily of eliminations of previously outstanding intercompany debt with our Restaurant Group and T-System.

The net recognized gain for the year ended December 31, 2020 is primarily attributable to gains on equity securities, a gain of $223.1 million on the sale of a portion of our investment in Ceridian in February 2020 and a gain of $117.0 million recorded in conjunction with the D&B IPO. See Note D to our Consolidated Financial Statements included in Item 8 of this Annual Report for further details on gains recognized on equity securities. The $223.1 million gain on sale of Ceridian in February 2020 occurred prior to our change in accounting for our investment in Ceridian as an equity security at fair value in March 2020. Net recognized gains for the year ended December 31, 2019 is primarily attributable to $342.1 million of gains on sales of Ceridian shares. Net recognized gain for the year ended December 31, 2018 is primarily attributable to a $92.6 million gain on the sale of Ceridian shares in the fourth quarter of 2018, $63.2 million of recognized gains associated with Ceridian's initial public offering and the gain of $24.0 million on the sale of LifeWorks, partially offset by impairment losses of $12.5 million recognized on fixed maturity securities in 2018.

Discontinued Operations

As a result of the T-System Contribution, the financial results of T-System have been reclassified to discontinued operations. See Note N to our Consolidated Financial Statements included in Item 8 of Part II of this Annual Report for further details on amounts included in discontinued operations for the periods ended December 31, 2019 and 2018.

Liquidity and Capital Resources

Cash Requirements. Our current cash requirements include the SPAC Commitments, personnel costs, operating expenses, taxes, payments of interest and principal on our debt, capital expenditures, and business acquisitions. There are no restrictions on our retained earnings regarding our ability to pay dividends to stockholders, although there are limits on the ability of certain subsidiaries to pay dividends to us, as a result of provisions in certain debt agreements. The declaration of any future dividends is at the discretion of our Board of Directors. Additional uses of cash flow are expected to include stock repurchases, acquisitions, and debt repayments.

As of December 31, 2020, we had cash and cash equivalents of $724.7 million, of which $666.0 million was cash held by the corporate holding company, and $200.0 million of available borrowing capacity under our existing holding company credit facilities with the ability to add an additional $400.0 million of borrowing capacity by amending our 2020 Margin Facility.

Subsequent to December 31, 2020 through the date of this Annual Report, we have received distributions of $280.6 million from the Senator JV. As of February 24, 2020, our corporate holding company had cash of $951.3 million.

We continually assess our capital allocation strategy, including decisions relating to reducing debt, repurchasing our stock, and/or conserving cash. We believe that all anticipated cash requirements for current operations will be met from internally generated funds, 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.

We are focused on evaluating our assets and investments as potential vehicles for creating liquidity. Our intent is to use that liquidity for general corporate purposes, including, funding future investments, other strategic initiatives and/or conserving cash.

Operating Cash Flows. Our cash flows used in operations for the years ended December 31, 2020, 2019, and 2018 were $113.9 million, $84.2 million and $22.9 million, respectively. The increase in cash used in operations of $29.7 million from 2020 to 2019 is primarily attributable to increased payments for income taxes of $59.0 million and increased losses in our Restaurant Group, excluding non-cash impairments, partially offset by a decrease in operating lease payments of $21.3 million. The remainder of the variance is attributable to the timing of payment and receipt of accounts payable and receivable. The decrease in cash provided by operations of $61.3 million from 2019 to 2018 is primarily attributable to the cash outflow related to amounts previously on deposit with the Senator JV. The remainder of the variance is attributable to the timing of payment and receipt of accounts payable and receivable.

Investing Cash Flows. Our cash flows (used in) provided by investing activities for the years ended December 31, 2020, 2019, and 2018 were $(74.2) million, $(24.2) million and $186.7 million, respectively. The decrease in cash provided by investing activities of $50.0 million from 2020 to 2019 is primarily attributable to an increase in investments in unconsolidated investments, including our investments in AmeriLife, Optimal Blue and the D&B Private Placement, and funding of the DIP Loan, partially offset by an increase in proceeds from sales of Ceridian stock in 2020 compared to 2019. The decrease in cash provided by (increase in cash used in) investing activities of $210.9 million from 2019 to 2018 is primarily attributable to our initial investment in D&B, partially offset by proceeds from sales of Ceridian shares and net sales of short term investments.

Capital Expenditures. Total capital expenditures for property and equipment and other intangible assets were $22.3 million, $28.3 million and $15.9 million for the years ended December 31, 2020, 2019, and 2018, respectively. Capital expenditures in 2020 and 2019 primarily consisted of purchases of property and equipment in our Restaurant Group segment and property improvements at our real estate operations. Expenditures in 2020 also includes the Company's purchase of our corporate headquarters for $9.3 million. The increase in expenditures in 2019 compared to 2018 is reflective of an increase in expenditures in our real estate operations, capital expenditures for new stores and maintenance at 99 Restaurants and store maintenance expenditures at O'Charley's, partially offset by a decrease in capital expenditures at Blue Ribbon.

Financing Cash Flows. Our cash flows provided by (used in) financing activities for the years ended December 31, 2020, 2019, and 2018 were $379.1 million, $319.1 million and $(86.4) million, respectively. The increase in cash provided by financing activities of $60.0 million from 2020 compared to 2019 is primarily attributable to $455.0 million of net proceeds from the Offering compared to $236.0 million from our 2019 equity offering, partially offset by a net decrease in debt proceeds net of service payments of $140.1 million in 2020 compared to 2019, and a $9.5 million increase in cash paid for purchases of

Treasury stock in 2020 compared to 2019. The increase in cash provided by (decrease in cash used in) financing activities of $405.5 million from 2019 compared to 2018 is primarily attributable to proceeds from our registered offering of shares of our common stock in December 2019 and an increase in net borrowings (net of repayments) in 2019.

Financing Arrangements. In our Restaurant Group, financing arrangements are used both as part of its companies' overall capitalization structure as well as to fund purchases of seasonal inventory in advance of sales. For a description of our historical financing arrangements see Note K to our Consolidated Financial Statements included in Item 8 of Part II of this Annual Report.

Contractual Obligations. Our long term contractual obligations generally include our credit agreements and other debt facilities, lease payments on certain of our premises and equipment and purchase obligations of the Restaurant Group.

See Note B to our Consolidated Financial Statements included in Item 8 of Part II of this Annual Report for further discussion of our leasing arrangements.

Pursuant to the terms of the Management Services Agreement between Cannae LLC and our Manager, Cannae LLC is obligated to pay our Manager a quarterly management fee equal to 0.375% (1.5% annualized) of the Company's cost of invested capital (as defined in the Management Services Agreement) as of the last day of each fiscal quarter, payable in arrears in cash, as may be adjusted pursuant to the terms of the Management Services Agreement. Management fees payable to our Manager are included for the initial 5-year term of the Management Services Agreement that began in September 2019 and are based on our cost of invested capital of $1,613.5 million as of December 31, 2020.

Purchase obligations include agreements to purchase goods or services that are enforceable, are legally binding and specify all significant terms, including fixed or minimum quantities to be purchased; fixed, minimum or variable price provisions; and the approximate timing of the transaction. The Restaurant Group has unconditional purchase obligations with various vendors, primarily related to food and beverage obligations with fixed commitments in regards to the time period of the contract and the quantities purchased with annual price adjustments that can fluctuate. Future purchase obligations are estimated by assuming historical purchase activity over the remaining, non-cancellable terms of the various agreements. For agreements with minimum purchase obligations, at least the minimum amounts we are legally required to purchase are included. These agreements do not include fixed delivery terms. We used both historical and projected volume and pricing as of December 31, 2020 to determine the amount of the obligations.

Restaurant Group financing obligations include its agreements to lease its corporate office and certain O'Charley's restaurant locations that are accounted for as failed sale and leaseback transactions.

As of December 31, 2020, our required annual payments relating to these contractual obligations were as follows:

	2021	2022	2023	2024	2025	Thereafter	Total
Unconditional purchase obligations	$ 99.2	$ 13.3	$ 7.8	$ 7.1	$ 5.9	$ 6.8	$ 140.1
Operating lease payments	40.7	39.2	35.4	26.5	23.0	151.0	315.8
Notes payable	12.5	6.9	33.3	0.8	0.8	11.0	65.3
Management fees payable to Manager	23.7	23.7	23.7	23.7	19.8	—	114.6
Restaurant Group financing obligations	3.3	3.4	3.4	3.4	3.5	24.2	41.2
Total	$ 179.4	$ 86.5	$ 103.6	$ 61.5	$ 53.0	$ 193.0	$ 677.0

Capital Stock Transactions. For information on our 2019 Repurchase Program, see discussion under the header *Purchases of Equity Securities by the Issuer* included in Item 5 of Part II of this Annual Report.

Off-Balance Sheet Arrangements. We do not engage in off-balance sheet activities.

Recent Accounting Pronouncements

For a description of recent accounting pronouncements, see Note S to our Consolidated Financial Statements included in Item 8 of Part II of this Annual Report.

Item 7A. *Quantitative and Qualitative Disclosure about Market Risk*

Equity Price Risk

We are exposed to market price fluctuations associated with the Company's equity securities holdings. Equity price risk is the risk that we will incur economic losses due to adverse changes in equity prices. At December 31, 2020, we held $1,799.1 million in equity securities which are recorded at fair value. The carrying values of investments subject to equity price risks are directly derived from, or valued in part using, quoted market prices. See Note C to our Consolidated Financial Statements for further discussion of our fair value measurements for equity securities. Market prices are subject to fluctuation and, consequently, the amount realized in the subsequent sale of an investment may significantly differ from the reported market value. Fluctuation in the market price of a security may result from perceived changes in the underlying economic characteristics of the investee, the relative price of alternative investments and general market conditions. Furthermore, amounts realized in the sale of a particular security may be affected by the relative quantity of the security being sold.

For purposes of this Annual Report, we perform a sensitivity analysis to determine the effects that market risk exposures may have on the fair values of our equity securities. At December 31, 2020, a 20% increase (decrease) in market prices, with all other variables held constant, would result in an increase (decrease) in the fair value of our equity securities portfolio of $359.8 million.

Commodity Price Risk

In our Restaurant Group segment, we are exposed to market price fluctuations in beef, seafood, produce and other food product prices. Given the historical volatility of beef, seafood, produce and other food product prices, these fluctuations can materially impact the food and beverage costs incurred in our Restaurant Group segment. While our Restaurant Group companies have taken steps to qualify multiple suppliers who meet our standards as suppliers for our restaurants and have entered into agreements with suppliers for some of the commodities used in our restaurant operations, there can be no assurance that future supplies and costs for such commodities will not fluctuate due to weather and other market conditions outside of our control. Consequently, such commodities can be subject to unforeseen supply and cost fluctuations. Dairy costs can also fluctuate due to government regulation. Because we typically set our menu prices in advance of our food product prices, our menu prices cannot immediately take into account changing costs of food items. To the extent that we are unable to pass the increased costs on to our guests through price increases, our results of operations would be adversely affected. We do not use financial instruments to hedge our risk to market price fluctuations in beef, seafood, produce and other food product prices at this time.

Item 8. ***Financial Statements and Supplementary Data***

CANNAE HOLDINGS, INC.

INDEX TO FINANCIAL INFORMATION

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the shareholders and the Board of Directors of Cannae Holdings, Inc.

Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of Cannae Holdings, Inc. and subsidiaries (the “Company”) as of December 31, 2020, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2020, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (“PCAOB”), the consolidated financial statements as of and for the year ended December 31, 2020, of the Company and our report dated February 25, 2021, expressed an unqualified opinion on those financial statements and included an explanatory paragraph related to a change in accounting principle for leases due to the adoption of FASB ASC 842, *Leases*, on January 1, 2019.

Basis for Opinion

The Company’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company’s internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control over Financial Reporting

A company’s internal control over financial reporting is a process designed 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. A company’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Deloitte & Touche LLP

Las Vegas, Nevada
February 25, 2021

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the shareholders and the Board of Directors of Cannae Holdings, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Cannae Holdings, Inc. and subsidiaries (the "Company") as of December 31, 2020 and 2019, the related consolidated statements of operations, comprehensive earnings, equity, and cash flows, for each of the three years in the period ended December 31, 2020, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2020 and 2019, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2020, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (“PCAOB”), the Company's internal control over financial reporting as of December 31, 2020, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 25, 2021, expressed an unqualified opinion on the Company's internal control over financial reporting.

Change in Accounting Principle

As discussed in Notes B and S to the financial statements, the Company has changed its method of accounting for leases due to the adoption of FASB ASC 842, *Leases*, on January 1, 2019.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current-period audit of the financial statements that was communicated or required to be communicated to the audit committee and that (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Acquisitions — Refer to Note I to the financial statements

Critical Audit Matter Description

On January 27, 2020, American Blue Ribbon Holdings, LLC ("Blue Ribbon") and its wholly-owned subsidiaries, which own the Village Inn, Bakers Square, and Legendary Baking concepts, filed for Chapter 11 bankruptcy (the "Blue Ribbon Reorganization"). As a result of the Blue Ribbon Reorganization, the Company deconsolidated Blue Ribbon as of January 27, 2020, which resulted in a deconsolidation gain of $26.5 million.

During the Blue Ribbon Reorganization, the Company accounted for their equity interest in Blue Ribbon under the equity method of accounting and as a result of the unprecedented social restrictions imposed by state and local governments related to the novel coronavirus (“COVID-19") pandemic the Company recorded an other-than-temporary impairment of $18.6 million as of March 31, 2020.

On July 10, 2020, Blue Ribbon filed its Chapter 11 plan with the U.S. Bankruptcy Court which became effective on October 2, 2020. Subsequent to Blue Ribbon's emergence from bankruptcy, the Company received 100% of the equity of the reorganized companies, VIBSQ Holdco, LLC and Legendary Baking I, LLC, in exchange for consideration transferred of $49.2 million that included the fair value of the Company's equity method investment in Blue Ribbon and the notes receivable from Blue Ribbon of $15.2 million and $34.0 million, respectively. The consideration transferred was allocated to the net assets acquired of $52.1 million, and the Company recorded a bargain purchase gain of $2.9 million.

The deconsolidation and the related evaluation of the loss of control and the application of the equity method of accounting for the Company's equity interest in Blue Ribbon required significant accounting judgments. Additionally, the Company determined the fair value of Blue Ribbon in connection with the deconsolidation and the other-than-temporary impairment and the fair value of the reorganized companies and the related consideration transferred at emergence using a combination of discounted cash flow analyses and market approaches. The determination of the fair value of Blue Ribbon and the reorganized companies involved significant management assumptions and estimates related to forecasts of future growth rates for revenues, costs, and earnings (collectively the "forecasts") and the selection of discount rates and earnings multiples due to deteriorating operating results and cash flows resulting from declining same store sales, increased costs, and the impact of COVID-19. Changes in these significant management assumptions and estimates could have a significant impact on the determination of the fair values of Blue Ribbon and the reorganized companies.

Therefore, auditing management's deconsolidation accounting judgments as well as the forecasts and the selection of discount rates and earnings multiples used to determine the fair value of Blue Ribbon and the reorganized companies, involved a higher degree of auditor judgment and subjectivity as well as an increased level of audit effort, including the involvement of specialists.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to the Company's accounting judgments related to the deconsolidation of Blue Ribbon and the forecasts, discount rates, and earnings multiples used to determine the fair value of Blue Ribbon and the reorganized companies, included the following:

- We tested the effectiveness of the Company's internal controls over management's accounting judgments and the forecasts, discount rates, and earnings multiples for determining the fair value of Blue Ribbon and the reorganized companies.
- With the assistance of specialists in our firm having expertise in deconsolidation accounting, we evaluated management's accounting judgments related to the deconsolidation of Blue Ribbon under accounting principles generally accepted in the United States of America.
- We evaluated the reasonableness of management's forecasts by: (1) evaluating management's ability to accurately forecast by comparing the forecasts to historical results; (2) evaluating evidence for assumptions and estimates related to management's planned operational initiatives, the effects of the Blue Ribbon Reorganization, and the impact of COVID-19 that were incorporated into the forecasts; (3) corroborating assumptions and estimates with management's communications to the Board of Directors; and (4) comparing forecast assumptions and estimates with information included in Company press releases, analyst reports of the Company and companies in its peer group, and restaurant industry reports.
- With the assistance of our valuation specialists, we evaluated the discount rates and earnings multiples selected by management including assessing the impact of the uncertainty in management's forecast due to deteriorating operating results and cash flows on these valuation assumptions, testing the underlying market-based source information and the mathematical accuracy of the valuation assumptions, and developing a range of independent valuation assumptions and comparing those to the discount rates and earnings multiples valuation assumptions and estimates selected by management.

/s/ Deloitte & Touche LLP

Las Vegas, Nevada
February 25, 2021

We have served as the Company's auditor since 2017.

CANNAE HOLDINGS, INC.
CONSOLIDATED BALANCE SHEETS

	December 31, 2020	December 31, 2019
	(in millions)	
ASSETS		
Current assets:		
Cash and cash equivalents	$ 724.7	$ 533.7
Fixed maturity securities available for sale, at fair value	35.2	—
Other current assets	84.3	97.2
Total current assets	844.2	630.9
Equity securities, at fair value	1,799.1	—
Investments in unconsolidated affiliates	1,453.0	836.5
Lease assets	202.3	192.9
Property and equipment, net	145.8	162.6
Other intangible assets, net	51.8	63.1
Goodwill	53.4	66.1
Fixed maturity securities available for sale, at fair value	—	19.2
Deferred tax assets	—	54.5
Other long term investments and noncurrent assets	63.8	66.4
Total assets	$ 4,613.4	$ 2,092.2
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable and other accrued liabilities, current	$ 93.2	$ 86.4
Lease liabilities, current	26.2	41.5
Income taxes payable	47.4	37.4
Deferred revenue	23.9	26.4
Notes payable, current	11.3	7.0
Total current liabilities	202.0	198.7
Deferred tax liabilities	325.3	—
Lease liabilities, long-term	195.6	199.7
Notes payable, long-term	52.2	120.1
Accounts payable and other accrued liabilities, long-term	53.1	43.9
Total liabilities	828.2	562.4
Commitments and contingencies - see Note M		
Equity:		
Cannae common stock, $0.0001 par value; authorized 115,000,000 shares as of December 31, 2020 and December 31, 2019; issued of 92,391,965 and 79,727,972 shares as of December 31, 2020 and December 31, 2019, respectively; and outstanding of 91,651,257 and 79,516,833 shares as of December 31, 2020 and December 31, 2019, respectively	—	—
Preferred stock, $0.0001 par value; authorized 10,000,000 shares; issued and outstanding, none as of December 31, 2020 and December 31, 2019	—	—
Retained earnings	1,929.8	143.6
Additional paid-in capital	1,875.8	1,396.7
Less: Treasury stock, 740,708 and 211,139 shares as of December 31, 2020 and December 31, 2019, respectively, at cost	(21.1)	(5.9)
Accumulated other comprehensive loss	(4.9)	(45.9)
Total Cannae shareholders' equity	3,779.6	1,488.5
Noncontrolling interests	5.6	41.3
Total equity	3,785.2	1,529.8
Total liabilities and equity	$ 4,613.4	$ 2,092.2

See Notes to Consolidated Financial Statements

CANNAE HOLDINGS, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS

	Year ended December 31,		
	2020	2019	2018
		(in millions)	
Revenues:			
Restaurant revenue	$ 559.7	$ 1,043.3	$ 1,117.8
Other operating revenue	26.0	26.7	29.7
Total operating revenues	585.7	1,070.0	1,147.5
Operating expenses:			
Cost of restaurant revenue	524.3	912.8	991.3
Personnel costs	94.8	90.3	137.2
Depreciation and amortization	30.7	40.7	46.3
Other operating expenses, including asset impairments	116.6	133.4	91.8
Goodwill impairment	7.8	10.4	26.7
Total operating expenses	774.2	1,187.6	1,293.3
Operating loss	(188.5)	(117.6)	(145.8)
Other income (expense):			
Interest, investment and other income	17.2	15.6	6.3
Interest expense	(9.0)	(17.8)	(4.7)
Recognized gains and losses, net	2,362.2	357.7	166.8
Total other income	2,370.4	355.5	168.4
Earnings from continuing operations before income taxes and equity in earnings (losses) of unconsolidated affiliates	2,181.9	237.9	22.6
Income tax expense	481.2	24.2	15.0
Earnings from continuing operations before equity in earnings (losses) of unconsolidated affiliates	1,700.7	213.7	7.6
Equity in earnings (losses) of unconsolidated affiliates	59.1	(115.1)	(16.1)
Earnings (loss) from continuing operations	1,759.8	98.6	(8.5)
Net loss from discontinued operations, net of tax - see Note N	—	(51.8)	(2.1)
Net earnings (loss)	1,759.8	46.8	(10.6)
Less: Net loss attributable to non-controlling interests	(26.4)	(30.5)	(38.2)
Net earnings attributable to Cannae Holdings, Inc. common shareholders	$ 1,786.2	$ 77.3	$ 27.6
Amounts attributable to Cannae Holdings, Inc. common shareholders			
Net earnings from continuing operations attributable to Cannae Holdings, Inc. common shareholders	$ 1,786.2	$ 127.6	$ 29.5
Net loss from discontinued operations attributable to Cannae Holdings, Inc. common shareholders	—	(50.3)	(1.9)
Net earnings attributable to Cannae Holdings, Inc. common shareholders	$ 1,786.2	$ 77.3	$ 27.6
Earnings per share			
Basic			
Net earnings per share from continuing operations	$ 20.84	$ 1.77	$ 0.42
Net loss per share from discontinued operations	—	(0.70)	(0.03)
Net earnings per share	$ 20.84	$ 1.07	$ 0.39
Diluted			
Net earnings per share from continuing operations	$ 20.79	$ 1.76	$ 0.42
Net loss per share from discontinued operations	—	(0.69)	(0.03)
Net earnings per share	$ 20.79	$ 1.07	$ 0.39
Weighted average shares outstanding Cannae Holdings common stock, basic basis	85.7	72.2	71.2
Weighted average shares outstanding Cannae Holdings common stock, diluted basis	85.9	72.4	71.3

See Notes to Consolidated Financial Statements

CANNAE HOLDINGS, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE EARNINGS

	Year Ended December 31,		
	2020	2019	2018
		(in millions)	
Net earnings (loss)	$ 1,759.8	$ 46.8	$ (10.6)
Other comprehensive earnings (loss), net of tax:			
Unrealized gain on investments and other financial instruments, net (excluding investments in unconsolidated affiliates) (1)	10.7	0.1	0.9
Unrealized (loss) gain relating to investments in unconsolidated affiliates (2)	(15.9)	7.1	(12.0)
Reclassification of unrealized losses on investments in unconsolidated affiliates, net of tax, included in net earnings (3)	46.2	19.1	24.0
Reclassification of unrealized losses on investments and other financial instruments, net of tax, included in net earnings (4)	—	—	7.0
Other comprehensive earnings	41.0	26.3	19.9
Comprehensive earnings	1,800.8	73.1	9.3
Less: Comprehensive loss attributable to noncontrolling interests	(26.4)	(30.5)	(38.2)
Comprehensive earnings attributable to Cannae	$ 1,827.2	$ 103.6	$ 47.5

(1) Net of income tax expense of $2.9 million, less than $0.1 million and $0.3 million for the years ended December 31, 2020, 2019 and 2018, respectively.

(2) Net of income tax (benefit) expense of $(4.2) million, $1.9 million and $(3.2) million for the years ended December 31, 2020, 2019 and 2018, respectively.

(3) Net of income tax expense of $12.3 million, $5.1 million and $6.4 million for the years ended December 31, 2020, 2019 and 2018, respectively.

(4) Net of income tax benefit of $1.9 million for the year ended December 31, 2018.

See Notes to Consolidated Financial Statements

CANNAE HOLDINGS, INC.
CONSOLIDATED STATEMENTS OF EQUITY

	Common Stock		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comp (Loss) Earnings	Treasury Stock		Non-controlling Interests	Total Equity
	Shares	$				Shares	$		
					(in millions)				
Balance, December 31, 2017	70.9	$ —	$ 1,130.2	$ 0.2	$ (71.0)	—	$ —	$ 93.7	$ 1,153.1
Adjustment for cumulative effect of adoption of ASC Topic 606	—	—	—	1.9	—	—	—	—	1.9
Adjustment for adoption of ASU 2018-02	—	—	—	16.1	(16.1)	—	—	—	—
Reclassification of unrealized losses on investments in unconsolidated affiliates, net of tax, included in net earnings	—	—	—	—	24.0	—	—	—	24.0
Reclassification of unrealized losses on investments and other financial instruments, net of tax, included in net earnings	—	—	—	—	7.0	—	—	—	7.0
Other comprehensive earnings — unrealized gain on investments and other financial instruments, net of tax	—	—	—	—	0.9	—	—	—	0.9
Other comprehensive earnings — unrealized losses of investments in unconsolidated affiliates, net of tax	—	—	—	—	(12.0)	—	—	—	(12.0)
Stock-based compensation	—	—	2.0	—	—	—	—	—	2.0
Issuance of restricted stock	0.3	—	—	—	—	—	—	—	—
Shares withheld for taxes and in treasury	—	—	—	—	—	—	(0.2)	—	(0.2)
Shares issued for investment success bonuses, net of issuance costs	1.0	—	19.8	—	—	—	—	—	19.8
Contribution of CSA services from FNF	—	—	1.3	—	—	—	—	—	1.3
Ceridian stock-based compensation	—	—	6.5	—	—	—	—	—	6.5
Restaurant Group Restructuring	—	—	(13.6)	—	—	—	—	15.6	2.0
Subsidiary dividends paid to noncontrolling interests	—	—	—	—	—	—	—	(0.1)	(0.1)
Sale of noncontrolling interest in consolidated subsidiary	—	—	—	—	—	—	—	4.1	4.1
Net earnings (loss)	—	—	—	27.6	—	—	—	(38.2)	(10.6)
Balance, December 31, 2018	72.2	$ —	$ 1,146.2	$ 45.8	$ (67.2)	—	$ (0.2)	$ 75.1	$ 1,199.7
Adjustment for cumulative effect of adoption of accounting standards by unconsolidated affiliates, net of tax	—	—	—	20.5	(5.0)	—	—	—	15.5
Other comprehensive earnings — unrealized gain on investments and other financial instruments, net of tax	—	—	—	—	0.1	—	—	—	0.1
Other comprehensive earnings — unrealized earnings of investments in unconsolidated affiliates, net of tax	—	—	—	—	7.1	—	—	—	7.1
Reclassification of unrealized losses on investments in unconsolidated affiliates, net of tax, included in net earnings	—	—	—	—	19.1	—	—	—	19.1
Proceeds from equity offering, net of offering costs	7.5	—	236.0	—	—	—	—	—	236.0
Dun & Bradstreet equity issuance costs	—	—	(1.4)	—	—	—	—	—	(1.4)
Treasury stock repurchases	—	—	—	—	—	0.2	(4.9)	—	(4.9)
Shares withheld for taxes and in treasury	—	—	—	—	—	—	(0.8)	—	(0.8)
Stock-based compensation, consolidated subsidiaries	—	—	4.0	—	—	—	—	0.6	4.6
Contribution of CSA services from FNF	—	—	1.3	—	—	—	—	—	1.3
Stock-based compensation, unconsolidated affiliates	—	—	10.6	—	—	—	—	—	10.6
Deconsolidation of T-System	—	—	—	—	—	—	—	(2.9)	(2.9)
Subsidiary dividends paid to noncontrolling interests	—	—	—	—	—	—	—	(1.0)	(1.0)
Net earnings (loss)	—	—	—	77.3	—	—	—	(30.5)	46.8
Balance, December 31, 2019	79.7	$ —	$ 1,396.7	$ 143.6	$ (45.9)	0.2	$ (5.9)	$ 41.3	$ 1,529.8
Equity offering, net of offering costs	12.7	—	455.0	—	—	—	—	—	455.0
Restaurant Group Reorganization	—	—	6.8	—	—	—	—	(12.3)	(5.5)
Other comprehensive earnings — unrealized gain on investments and other financial instruments, net of tax	—	—	—	—	10.7	—	—	—	10.7
Other comprehensive earnings — unrealized losses of investments in unconsolidated affiliates, net of tax	—	—	—	—	(15.9)	—	—	—	(15.9)
Reclassification adjustments for unrealized gains and losses on unconsolidated affiliates, net of tax, included in net earnings	—	—	—	—	46.2	—	—	—	46.2
Sale of noncontrolling interest in consolidated subsidiary	—	—	—	—	—	—	—	3.7	3.7
Treasury stock repurchases	—	—	—	—	—	0.5	(14.4)	—	(14.4)
Stock-based compensation, consolidated subsidiaries	—	—	4.2	—	—	—	—	—	4.2
Contribution of CSA services from FNF	—	—	1.2	—	—	—	—	—	1.2
Stock-based compensation, unconsolidated affiliates	—	—	11.9	—	—	—	—	—	11.9
Subsidiary dividends paid to noncontrolling interests	—	—	—	—	—	—	—	(0.7)	(0.7)
Shares withheld for taxes and in treasury	—	—	—	—	—	—	(0.8)	—	(0.8)
Net earnings (loss)	—	—	—	1,786.2	—	—	—	(26.4)	1,759.8
Balance, December, 2020	92.4	$ —	$ 1,875.8	$ 1,929.8	$ (4.9)	0.7	$(21.1)	$ 5.6	$ 3,785.2

See Notes to Consolidated Financial Statements.

CANNAE HOLDINGS, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year ended December 31, 2020	2019	2018
		(in millions)	
Cash flows from operating activities:			
Net earnings (loss)	$ 1,759.8	$ 46.8	$ (10.6)
Adjustments to reconcile net earnings (loss) to net cash used in operating activities:			
Depreciation and amortization	30.7	54.5	61.3
Equity in (earnings) losses of unconsolidated affiliates	(59.1)	115.1	16.1
Distributions from investments in unconsolidated affiliates	128.4	2.0	1.4
Recognized gains and losses, net	(2,367.9)	(354.1)	(182.7)
Loss on sale of consolidated subsidiaries	—	6.4	—
Impairments of assets	24.4	90.8	55.2
Lease asset amortization	25.1	38.8	—
Stock-based compensation cost	4.2	4.6	21.8
Changes in assets and liabilities, net of effects from acquisitions:			
Net (increase) decrease in trade receivables	(1.6)	18.2	(7.3)
Net (increase) decrease in other assets	(29.8)	(36.2)	9.5
Net increase in accounts payable, accrued liabilities, deferred revenue and other	26.0	8.4	0.9
Net decrease in lease liabilities	(28.3)	(46.9)	—
Net change in income taxes	374.2	(32.6)	11.5
Net cash used in operating activities	(113.9)	(84.2)	(22.9)
Cash flows from investing activities:			
Proceeds from sales of equity securities	—	—	17.7
Proceeds from sale of Ceridian shares	721.0	477.9	152.5
Proceeds from sale of LifeWorks	—	—	56.2
Additions to property and equipment and other intangible assets	(22.3)	(28.3)	(15.9)
Additions to notes receivable	(37.3)	—	—
Collections of notes receivable	7.2	—	—
Purchases of investment securities	(0.7)	—	(3.5)
Other investments in unconsolidated affiliates	(323.8)	(45.7)	—
Investments in Dun & Bradstreet, net of capitalized syndication fees	(200.0)	(526.1)	—
Investment in Optimal Blue	(289.0)	—	—
Proceeds from the sale of other investments	9.9	4.8	7.8
Proceeds from the sale of property and equipment	4.4	21.4	4.9
Purchases of other long-term investments	—	(30.0)	(7.4)
Distributions from investments in unconsolidated affiliates	48.3	1.0	0.4
Net proceeds from (purchases of) short term investments	0.5	30.9	(31.4)
Net other investing activities	0.1	3.0	0.1
Cash deconsolidated at the inception of the Blue Ribbon Reorganization	(1.1)	—	—
Cash acquired upon acquisition of Legendary Baking and VIBSQ - see Note I	8.6	—	—
Cash proceeds from the contribution of T-System to CorroHealth, net of cash transferred	—	66.9	—
Holdback proceeds received from sale of OneDigital	—	—	4.6
Other acquisitions/disposals of businesses, net of cash acquired/disposed	—	—	0.7
Net cash (used in) provided by investing activities	(74.2)	(24.2)	186.7
Cash flows from financing activities:			
Borrowings, net of debt issuance costs	45.2	367.3	33.9
Debt service payments	(108.8)	(290.8)	(124.1)
Equity offering proceeds, net of capitalized costs	455.0	236.0	—
Sale of noncontrolling interest in consolidated subsidiary	3.7	—	4.1
Subsidiary distributions paid to noncontrolling interest shareholders	(0.8)	(0.9)	(0.1)
Proceeds from Restaurant Group sale and leaseback of corporate office, net of issuance costs	—	13.2	—
Payment for shares withheld for taxes and in treasury	(0.8)	(0.8)	(0.2)
Purchases of treasury stock	(14.4)	(4.9)	—
Net cash provided by (used in) financing activities	379.1	319.1	(86.4)
Net increase in cash and cash equivalents	191.0	210.7	77.4
Cash and cash equivalents at beginning of period, including cash of discontinued operations	533.7	323.0	245.6
Cash and cash equivalents at end of period, including cash of discontinued operations	$ 724.7	$ 533.7	$ 323.0

See Notes to Consolidated Financial Statements

CANNAE HOLDINGS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note A. Business and Summary of Significant Accounting Policies

The following describes the significant accounting policies of Cannae Holdings, Inc. and its subsidiaries (collectively, “we,” “us,” “our,” "Cannae," or the "Company”), which have been followed in preparing the accompanying Consolidated Financial Statements.

Description of Business

We are engaged in actively managing and operating a group of companies and investments, as well as making additional majority and minority equity portfolio investments in businesses, in order to achieve superior financial performance and maximize the value of these assets. Our primary investments as of December 31, 2020 include our minority ownership interests in Dun & Bradstreet Holdings, Inc. ("Dun & Bradstreet" or "D&B"), Ceridian HCM Holding, Inc. ("Ceridian"), Optimal Blue Holdco, LLC ("Optimal Blue") and AmeriLife Group, LLC ("AmeriLife"); majority equity ownership stakes in O'Charley's Holdings, LLC ("O'Charley's") and 99 Restaurants Holdings, LLC ("99 Restaurants"); and various other controlled portfolio companies and minority equity and debt investments.

See Note Q *Segment Information* for further discussion of the businesses comprising our reportable segments.

Split-off of Cannae from FNF

On November 17, 2017, Fidelity National Financial, Inc. (“FNF”) redeemed each outstanding share of its FNF Ventures ("FNFV") Group common stock, par value $0.0001, for one share of common stock, par value $0.0001, of a newly formed entity, Cannae (the "Split-Off"). In conjunction with the Split-Off, FNF contributed to us its portfolio of investments unrelated to its primary insurance and real estate operations, which included majority and minority equity investment stakes in a number of entities and certain fixed income investments. On November 20, 2017, Cannae common stock began “regular-way” trading on The New York Stock Exchange under the “CNNE” stock symbol.

Following the Split-Off, FNF and Cannae operate as separate, publicly-traded companies. In connection with the Split-Off, FNF and Cannae entered into certain agreements in order to govern certain of the ongoing relationships between the two companies after the Split-Off and to provide for an orderly transition. These agreements include a reorganization agreement, a corporate services agreement, a registration rights agreement, a voting agreement and a tax matters agreement.

The reorganization agreement provides for, among other things, the principal corporate transactions (including the internal restructuring) required to effect the Split-Off, certain conditions to the Split-Off and provisions governing the relationship between Cannae and FNF with respect to and resulting from the Split-Off. The tax matters agreement provides for the allocation and indemnification of tax liabilities and benefits between FNF and Cannae and other agreements related to tax matters. The voting and registration rights agreements provide for certain appearance and voting restrictions and registration rights on shares of Cannae owned by FNF after consummation of the Split-Off. Pursuant to the corporate services agreement (the "CSA"), FNF will provide Cannae with certain "back office" services including legal, tax, accounting, treasury and investor relations support. Cannae will reimburse FNF for direct, out-of-pocket expenses incurred by FNF in providing these services.

On October 7, 2020, the Company entered into an Extension of Corporate Services Agreement (the “Extension”) with FNF. Pursuant to the Extension, the term of the CSA is extended for two years until November 17, 2022 (the “Extended Term”). During the Extended Term, FNF will provide certain corporate services to Cannae at FNF’s Standard Allocation (as defined in the CSA), plus 10%, and Cannae agrees to pay or reimburse FNF for any fees, costs or other expenses paid by FNF to third parties in connection with the corporate services. The CSA will automatically renew for successive one-year terms, unless the parties mutually agree to terminate the CSA at least 30 days prior to the applicable termination date. No later than 30 days prior to such termination date, the parties shall negotiate mutually agreeable arm’s length terms for each additional one year term.

Principles of Consolidation and Basis of Presentation

The accompanying Consolidated Financial Statements are prepared in accordance with generally accepted accounting principles in the United States ("GAAP") and include the historical accounts as well as wholly-owned and majority-owned subsidiaries of the Company. The Company is allocated certain corporate overhead and management services expenses from FNF based on the terms of the CSA and our proportionate share of the expense determined on actual usage and our best estimate of management's allocation of time. Both FNF and Cannae believe such allocations are reasonable; however, they may not be indicative of the actual results of operations or cash flows of the Company had the Company been operating as an independent, publicly traded company for the periods presented or the amounts that will be incurred by the Company in the future.

All intercompany profits, transactions and balances have been eliminated. Our investments in non-majority-owned partnerships and affiliates are accounted for using the equity method. Earnings attributable to noncontrolling interests are recorded on the Consolidated Statements of Operations relating to majority-owned subsidiaries with the appropriate noncontrolling interest that represents the portion of equity not related to our ownership interest recorded on the Consolidated Balance Sheets in each period.

Management Estimates

The preparation of these Consolidated Financial Statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the Consolidated Financial Statements and the reported amounts of revenues and expenses during the reporting period. Significant estimates made by management include the carrying amount and depreciation of property and equipment (Note E), the valuation of acquired intangible assets (Note H and Note I), fair value measurements (Note C), and accounting for income taxes (Note L). Actual results could differ from estimates.

Recent Developments

Dun & Bradstreet

On July 6, 2020, Dun & Bradstreet closed its previously announced initial public offering of 90,047,612 shares of common stock, which includes 11,745,340 shares of common stock issued pursuant to the exercise by the underwriters of their option to purchase additional shares in full (the "D&B IPO"). The D&B IPO was priced at $22.00 per share, resulting in gross proceeds to Dun & Bradstreet of $2.4 billion when combined with $400.0 million of aggregate proceeds from a concurrent private placement offering (the "D&B Private Placement") and before deducting underwriting discounts and commissions and other offering expenses payable by Dun & Bradstreet. Shares of Dun & Bradstreet common stock began trading on the New York Stock Exchange ("NYSE") under the ticker symbol "DNB" on July 1, 2020. Dun & Bradstreet used a portion of the net proceeds from the D&B IPO to redeem all of its outstanding Series A Preferred Stock and repay a portion of its 10.250% Senior Unsecured Notes outstanding due 2027.

On July 6, 2020, we invested $200.0 million in the D&B Private Placement. Subsequent to the D&B IPO and the D&B Private Placement, we own 76.6 million shares of Dun & Bradstreet, which represented approximately 18.1% of its outstanding common stock as of December 31, 2020.

As a result of the D&B IPO, we recorded a net gain of $117.0 million (net of $2.3 million of before-tax losses reclassified from other comprehensive earnings).

See Note D for further discussion of our accounting for our investment in D&B.

On January 8, 2021, D&B completed its acquisition of Bisnode Business Information Group AB (the "Bisnode acquisition"). In connection with the Bisnode acquisition, an additional 6.2 million shares were issued by D&B, which resulted in a decrease in our ownership interest in D&B to approximately 15.6%.

Ceridian

During the year ended December 31, 2020, we completed the sale of an aggregate of 9.7 million shares of common stock of Ceridian to brokers pursuant to Rule 144 promulgated under the Securities Act of 1933, as amended (the "Ceridian Share Sales"). In connection with the Ceridian Share Sales, we received aggregate proceeds of $720.9 million. As of December 31, 2020, we owned 9.5% of the outstanding common stock of Ceridian.

As of March 31, 2020 our voting agreement with Ceridian was terminated and, as a result, we are no longer able to exert influence over the composition and quantity of Ceridian's board of directors. In combination with the reduction in our ownership of Ceridian resulting from the sale of shares in February 2020, we no longer exercise significant influence over Ceridian. As of March 31, 2020, we account for our investment in Ceridian at fair value pursuant to the investment in equity security guidance of Accounting Standards Codification ("ASC") 321. The change resulted in the revaluation of our investment in Ceridian to its fair value of $993.4 million as of March 31, 2020 and recording a gain on such revaluation of $684.9 million (net of $47.1 million of before-tax losses reclassified from other comprehensive earnings), which is included in Recognized gains and losses, net on the Consolidated Statement of Operations for the year ended December 31, 2020.

See Notes C and D for further discussion of our accounting for our investment in Ceridian and other equity securities.

Restaurant Group

On January 27, 2020, American Blue Ribbon Holdings, LLC ("Blue Ribbon") and its wholly-owned subsidiaries, filed voluntary petitions for relief under chapter 11 of the United States Bankruptcy Code in the U.S. Bankruptcy Court for the District of Delaware (the "Blue Ribbon Reorganization"). The Blue Ribbon Reorganization does not involve or affect the operations of O'Charley's or 99 Restaurants, which are not part of Blue Ribbon. As a result of the Blue Ribbon Reorganization, we deconsolidated Blue Ribbon as of January 27, 2020 because the bankruptcy court and committee of creditors were deemed to have control of Blue Ribbon.

We recorded a gain of $26.5 million on January 27, 2020 as a result of the deconsolidation of Blue Ribbon, which is included in Recognized gains and losses, net on the Condensed Consolidated Statement of Operations. The recorded gain was measured as the excess of the fair value of our retained equity investment in Blue Ribbon over our book value of Blue Ribbon as of January 27, 2020. In conjunction with the Blue Ribbon Reorganization, we provided debtor-in-possession financing (the "DIP Loan") of $27.5 million to Blue Ribbon and its subsidiaries.

During the Blue Ribbon Reorganization, we accounted for our retained equity interest in Blue Ribbon under the equity method of accounting because (1) we continued to exert significant influence over Blue Ribbon through our majority equity ownership and position as the single largest post-petition creditor of Blue Ribbon through the DIP Loan, (2) the Blue Ribbon Reorganization was limited in scope and expected to be short in duration, and (3) we expected to retain a majority equity interest upon completion of the Blue Ribbon Reorganization. We recorded an investment of $33.6 million as of January 27, 2020. The fair value of the investment was determined by performing a combination of discounted cash flow and market approaches.

As a result of unprecedented social restrictions imposed by state and local government authorities related to the novel coronavirus ("COVID-19") pandemic, our Restaurant Group brands experienced a significant reduction in guest counts beginning in the last two weeks of March 2020. In response to the outbreak and these changing conditions, our Restaurant Group brands initially closed the dining rooms in substantially all of our restaurants. Due to increased uncertainty in the operating environment for restaurants and a significant reduction in forecasted cash flows for Blue Ribbon, we recorded an other-than-temporary impairment of our investment of $18.6 million as of March 31, 2020.

On July 10, 2020, Blue Ribbon filed its Debtor's Chapter 11 Plan (the "Chapter 11 Plan") with the U.S. Bankruptcy Court of Delaware (the "Bankruptcy Court").

On October 2, 2020, the Chapter 11 Plan became effective and Blue Ribbon emerged from bankruptcy as a set of reorganized companies (the "Blue Ribbon Emergence"). Subsequent to Blue Ribbon's emergence from bankruptcy we own 100% of Legendary Baking Holdings I, LLC ("Legendary Baking") and VIBSQ Holdco, LLC ("VIBSQ"), which were formerly part of Blue Ribbon.

See Note I for further discussion of our accounting for our acquisition of Legendary Baking and VIBSQ.

AmeriLife

On March 18, 2020, we closed on the previously announced $125.0 million investment in a partnership (the "AmeriLife Joint Venture") that invested in the recapitalization of AmeriLife. Cannae and other investors provided an aggregate of $617.0 million in equity financing to the AmeriLife Joint Venture to acquire AmeriLife. AmeriLife is a leader in marketing and distributing life, health, and retirement solutions. We account for our investment in the AmeriLife Joint Venture under the equity method of accounting and the investment is included in Investments in unconsolidated affiliates on our Consolidated Balance Sheet as of December 31, 2020.

Refer to Note D for further discussion of our investments in unconsolidated affiliates.

CoreLogic

On December 12, 2019, we entered into a joint venture (the "Senator JV") with affiliates of Senator Investment Group, LP ("Senator") designed to provide a mechanism to allow us and Senator to jointly invest in CoreLogic, Inc. ("CoreLogic"). In December 2019, we initially contributed $90.9 million of cash in exchange for a 49.0% in the Senator JV and a deposit on hand with Senator JV. Affiliates of Senator are the general partner of the Senator JV and hold the balance of the limited partnership interests of the Senator JV. In the year ended December 31, 2020, we invested an additional $201.2 million in the Senator JV. We account for our investment in the Senator JV under the equity method of accounting and the investment is included in Investments in unconsolidated affiliates on our Consolidated Balance Sheet as of December 31, 2020.

During the year ended December 31, 2020, we received from the Senator JV a distribution of 2.3 million shares of common stock of CoreLogic and the Senator JV distributed $232.4 million of securities to other limited partners affiliated with Senator.

On June 26, 2020, Cannae and Senator submitted a jointly signed letter to CoreLogic's board of directors pursuant to which Cannae and Senator proposed to acquire CoreLogic for $65.00 per share in cash. On July 7, 2020, CoreLogic announced that its board of directors unanimously rejected the proposal.

On July 29, 2020, Cannae and Senator sent an open letter to CoreLogic shareholders announcing that we initiated the process to call a special meeting of CoreLogic's shareholders to elect nine independent directors to the CoreLogic board of directors.

On September 14, 2020, Senator and Cannae informed the board of directors of CoreLogic of the decision by Senator and Cannae to increase the proposed purchase price to $66.00 per share in cash. On September 15, 2020, the CoreLogic board of directors delivered to Senator and Cannae a letter in which CoreLogic's board of directors rejected the revised offer and again rejected Senator's and Cannae's request for access to targeted due diligence information regarding CoreLogic.

On October 30, 2020, we distributed the 2.3 million shares of CoreLogic previously held directly by us back to the Senator JV.

In November 2020 and December 2020, we received an aggregate of $198.6 million of distributions from the Senator JV resulting from the Senator JV's sales of CoreLogic Shares.

Subsequent to December 31, 2020 through the date of this Annual Report, we have received distributions of $280.6 million from the Senator JV, the Senator JV has exited our investment in CoreLogic completely and we have no further material interest in the Senator JV.

Refer to Notes C and D for further discussion of our accounting for our investment in the Senator JV.

Optimal Blue

On September 15, 2020, Black Knight, Inc. ("Black Knight") closed on its acquisition of Optimal Blue, a leading provider of secondary market solutions and actionable data services. Cannae, in connection with the closing of the acquisition by Black Knight, funded its previously announced commitment to purchase 20% of the equity of Optimal Blue for $289.0 million. We account for our investment in Optimal Blue under the equity method of accounting and the investment is included in Investments in unconsolidated affiliates on our Consolidated Balance Sheet as of December 31, 2020.

Refer to Note D for further discussion of our investments in unconsolidated affiliates.

Forward Purchases of Equity of Special Purpose Acquisition Companies

On May 8, 2020, we entered into a forward purchase agreement (the "FTAC FPA") with Foley Trasimene Acquisition Corp. ("FTAC"), a newly incorporated blank check company whose business purpose is to effect a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses or entities (the "FTAC Initial Business Combination"). FTAC is co-sponsored by entities affiliated with the chairman of our Board of Directors ("Board"), William P. Foley II. Under the FTAC FPA, we will purchase an aggregate of 15,000,000 shares of FTAC's Class A common stock, plus an aggregate of 5,000,000 redeemable warrants to purchase one share of FTAC's Class A common stock at $11.50 per share for an aggregate purchase price of $150.0 million in a private placement to occur concurrently with the closing of the FTAC Initial Business Combination. The forward purchase is contingent upon the closing of the FTAC Initial Business Combination.

On June 5, 2020, we entered into a forward purchase agreement (the "Trebia FPA") with Trebia Acquisition Corp. ("Trebia"), a newly incorporated blank check company incorporated as a Cayman Islands exempted company for the purpose of effecting a merger, share exchange, asset acquisition, share purchase, reorganization or similar business combination with one or more businesses or entities (the "Trebia Initial Business Combination"). Trebia is co-sponsored by entities affiliated with the chairman and a member of our Board, William P. Foley II and Frank R. Martire, respectively. Under the Trebia FPA, we will purchase an aggregate of 7,500,000 Class A ordinary shares of Trebia, plus an aggregate of 2,500,000 redeemable warrants to purchase one Class A ordinary share of Trebia at $11.50 per share for an aggregate purchase price of $75.0 million in a private placement to occur concurrently with the closing of the Trebia Initial Business Combination. The forward purchase is contingent upon the closing of the Trebia Initial Business Combination.

On July 31, 2020, we entered into a forward purchase agreement (the "FTAC II FPA" and together with the FTAC FPA and Trebia FPA, the "Forward Purchase Agreements") with Foley Trasimene Acquisition Corp. II ("FTAC II"), a newly incorporated blank check company whose business purpose is to effect a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses or entities (the "FTAC II Initial Business Combination"). FTAC II is sponsored by an entity affiliated with the chairman of our Board, William P. Foley II. Under the FTAC II FPA, we will purchase an aggregate of 15,000,000 shares of FTAC II's Class A common stock, plus an aggregate of 5,000,000 redeemable warrants to purchase one share of FTAC II's Class A common stock at $11.50 per share for an aggregate purchase price of $150.0 million in a private placement to occur concurrently with the closing of the FTAC II Initial Business Combination. The forward purchase is contingent upon the closing of the FTAC II Initial Business Combination.

On December 7, 2020, FTAC II entered into a definitive agreement and plan of merger with Paysafe Limited (“Paysafe”), a leading integrated payments platform (the "FTAC II Paysafe Merger"). Upon closing of the FTAC II Paysafe Merger, the newly combined company will operate as Paysafe and plans to list on the New York Stock Exchange under the symbol PSFE. The FTAC II Paysafe Merger reflects an implied pro-forma enterprise value for Paysafe of approximately $9.0 billion. The FTAC II Paysafe Merger will be funded with the cash held in trust at FTAC II, forward purchase commitments, private investment in public equity ("PIPE") commitments and equity of Paysafe. Completion of the FTAC II Paysafe Merger is subject to approval by FTAC II stockholders, the effectiveness of a registration statement to be filed with the SEC in connection with the transaction, and other customary closing conditions, including the receipt of certain regulatory approvals. The FTAC II Paysafe Merger is expected to close in the first half of 2021.

In conjunction with the FTAC II Paysafe Merger, Cannae entered into an agreement to purchase 35,000,000 shares of Paysafe for $350.0 million as part of a subscription to the PIPE (the "Paysafe Subscription Agreement"). Paysafe has agreed to pay us a placement fee of $5.6 million as consideration for our subscription. Upon consummation of the FTAC II Paysafe Merger, our aggregate investment in Paysafe is expected to be $504.7 million, inclusive of Cannae's investment commitments under the FTAC II FPA and Paysafe Subscription Agreement and our prior $4.7 million investment in the sponsor of FTAC II, and we are expected to receive 54,290,000 shares of common stock of Paysafe which represents approximately 7.5% of the pro forma outstanding common equity of Paysafe and 8,134,067 warrants to purchase one share of Paysafe common stock at $11.50 per share.

Refer to Note C and G for further discussion of our accounting for the Forward Purchase Agreements and Paysafe Subscription Agreement.

On January 25, 2021, FTAC entered into a business combination agreement with Alight Solutions ("Alight"), a leading cloud-based provider of integrated digital human capital and business solutions (the "FTAC Alight Business Combination"). Under the terms of the FTAC Alight Business Combination, FTAC will combine with Alight and Alight will become a publicly traded entity under the name “Alight, Inc.” and symbol ALIT. The FTAC Alight Business Combination reflects an implied pro-forma enterprise value for Alight of approximately $7.3 billion at closing. The FTAC Alight Business Combination will be funded with the cash held in trust at FTAC, forward purchase commitments, PIPE commitments and equity of Alight. Completion of the FTAC Alight Business Combination is subject to approval by FTAC stockholders, the effectiveness of a registration statement to be filed with the SEC in connection with the transaction, and other customary closing conditions of SPAC business combinations, including the receipt of certain regulatory approvals.

On January 25, 2021, Cannae entered into an agreement to purchase 25,000,000 shares of Alight for $250.0 million as part of a subscription to the PIPE (the "Alight Subscription Agreement"). Alight has agreed to pay us a placement fee of $6.3 million as consideration for our subscription. Upon consummation of the FTAC Alight Business Combination, our aggregate investment in Alight is expected to be $404.5 million, inclusive of Cannae's investment commitments under the FTAC FPA and Alight Subscription Agreement and our previous $4.5 million investment in a sponsor of FTAC, and we are expected to receive 44,639,500 shares of common stock of Alight which represents approximately 8.6% of the pro forma outstanding common equity of Alight and 8,026,666 warrants to purchase one share of Alight common stock at $11.50 per share.

Other Developments

In June 2020, we completed an underwritten public offering of an aggregate of 12,650,000 shares of our common stock, including 1,650,000 shares of our common stock pursuant to the full exercise of the underwriter's overallotment option (the "Offering"), pursuant to a prospectus supplement, dated June 10, 2020, and the base prospectus, dated November 27, 2019, included in our registration statement on Form S-3 ASR (File No. 333-235303), which was initially filed with the Securities and Exchange Commission on November 27, 2019. We received net proceeds from the Offering of approximately $455.0 million, after deducting the underwriting discount and capitalized offering expenses payable by the Company. We intend to use the net proceeds of the Offering to fund future acquisitions or investments, including potential investments in existing portfolio companies, and for general corporate purposes.

Cash and Cash Equivalents

Highly liquid instruments, including money market instruments, purchased as part of cash management with original maturities of three months or less, and certain amounts in transit from credit and debit card processors, are considered cash equivalents. The carrying amounts reported in the Consolidated Balance Sheets for these instruments approximate their fair value.

Restricted Cash

The Restaurant Group is required to hold cash collateralizing its outstanding letters of credit. Included in Cash and cash equivalents on our Consolidated Balance Sheets as of December 31, 2020 and 2019 is $12.5 million and $11.4 million, respectively, of such restricted cash.

Investments

Equity securities primarily include our investments in Ceridian, the Forward Purchase Agreements and the Paysafe Subscription Agreement and are carried at fair value.

Investments in unconsolidated affiliates are recorded using the equity method of accounting.

Fixed maturity securities, which may be sold prior to maturity, are carried at fair value and are classified as available for sale as of the balance sheet dates. Fair values for fixed maturity securities are principally a function of current market conditions and are valued based on quoted prices in markets that are not active or model inputs that are unobservable. See Note C. Discount or premium is recorded for the difference between the purchase price and the principal amount. The discount or premium is amortized or accrued using the interest method and is recorded as an adjustment to interest, investment and other income. The interest method results in the recognition of a constant rate of return on the investment equal to the prevailing rate at the time of purchase or at the time of subsequent adjustments of book value.

Recognized gains and losses on the sale of investments are determined on the basis of the cost of the specific investments sold and are credited or charged to income on a trade date basis. Unrealized gains or losses on fixed maturity securities, which are classified as available for sale, net of applicable deferred income tax expenses (benefits), are excluded from earnings and credited or charged directly to a separate component of equity. If any unrealized losses on available for sale fixed maturity securities are determined to be other-than-temporary, such unrealized losses are recognized as realized losses. Unrealized losses are considered other-than-temporary if factors exist that cause us to believe that the value will not increase to a level sufficient to recover our cost basis. Some factors considered in evaluating whether or not a decline in fair value is other-than-temporary include (i) our need and intent to sell the investment prior to a period of time sufficient to allow for a recovery in value; (ii) the duration and extent to which the fair value has been less than cost; and (iii) the financial condition and prospects of the issuer. Such reviews are inherently uncertain and the value of the investment may not fully recover or may decline in future periods resulting in a realized loss.

See Notes C and D for further discussion of our accounting for equity securities and investments in unconsolidated affiliates.

Fair Value of Financial Instruments

The fair values of financial instruments presented in the Consolidated Financial Statements are estimates of the fair values at a specific point in time using available market information and appropriate valuation methodologies. Estimates that use unobservable inputs are subjective in nature and involve uncertainties and significant judgment in the interpretation of current market data. We do not necessarily intend to dispose of or liquidate such instruments prior to maturity. See Note C for further details.

Other Current Assets

Prepaid expenses and other current assets consist of trade receivables, inventory, prepaid operating expenses, the current portion of notes receivable, deposits and other miscellaneous current assets. As of December 31, 2019, Prepaid expenses and other current assets also includes cash on depost with the Senator JV.

Trade receivables are primarily for the Restaurant Group and consist primarily of billings to third-party customers of Legendary Baking, business to business gift card sales, insurance-related reimbursement, rebates, tenant improvement allowances, and billings to franchisees for royalties, initial and renewal fees, equipment sales and rent. Trade receivables are recorded net of an allowance for doubtful accounts, which is our best estimate of the amount of probable credit losses related to existing receivables. The carrying values reported in the Consolidated Balance Sheets for trade receivables approximate their fair value.

Inventory primarily consists of raw materials, finished pies, food, beverages packaging and supplies in our Restaurant Group segment and is stated at the lower of cost or net realizable value. Cost is determined using the first in, first out method for restaurant inventory and standard cost that approximates actual cost on a first in, first out basis for the bakery operations.

Other Long Term Investments and Non-Current Assets

Other long-term investments consist of land held for investment purposes and investments in equity securities without a readily determinable fair value. Land is carried at historical cost. See Note D for further discussion of our accounting for equity securities without a readily determinable fair value.

Other non-current assets include notes receivable from third-parties and other miscellaneous non-current assets.

Leases

Refer to Note B.

Goodwill

Goodwill represents the excess of cost over fair value of identifiable net assets acquired and assumed in business combinations. Goodwill and other intangible assets with indefinite useful lives are reviewed for impairment annually or more frequently if circumstances indicate potential impairment, through a comparison of fair value to the carrying amount. We have the option to first assess goodwill for impairment based on a review of qualitative factors to determine if events and circumstances exist that will lead to a determination that the fair value of a reporting unit is greater than its carrying amount, prior to performing a full fair-value assessment. If, after assessing the totality of events or circumstances, the Company determines it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, then performing the quantitative impairment test is unnecessary. However, if the Company concludes otherwise, then it is required to perform the quantitative impairment test by calculating the fair value of the reporting unit and comparing the fair value with the carrying amount of the reporting unit. Goodwill impairment, if any, is measured as the amount by which a reporting unit's carrying value exceeds its fair value.

For the year ended December 31, 2020, we recorded $7.8 million of impairment to goodwill in our Restaurant Group segment. The impairment charge is a result of deteriorating operating results and cash flow resulting from declining same store sales and increased costs at O'Charley's. The impairment recorded was calculated as the deficit between the carrying value of our O'Charley's reporting unit of our Restaurant Group compared to the fair value of the reporting unit determined by performing a combination of discounted cash flow and market approaches.

For the year ended December 31, 2019 we recorded $35.1 million of impairment to goodwill in our former T-System segment and $10.4 million of impairment to goodwill in our Restaurant Group segment. The impairment in our former T-System segment is primarily a result of a decline in earnings multiples from comparable public companies and lower forecasted cash flows for its reporting units. The impairment charge in our Restaurant Group is a result of deteriorating operating results and cash flow resulting from declining same store sales and increased costs, primarily in our Village Inn and Bakers Square branded stores. The impairments recorded were calculated as the deficit between the carrying value of the reporting units of each segment compared to the fair value of the reporting unit determined by performing a combination of discounted cash flow and market approaches.

Impairment to goodwill in our former T-System segment is included in Net loss from discontinued operations on the Consolidated Statement of Operations for the year ended December 31, 2019. See Note N.

For the year ended December 31, 2018, we recorded $26.7 million of impairment to goodwill in our Restaurant Group segment. The impairment charge was a result of deteriorating operating results and cash flow resulting from declining same store sales and increased costs. The impairment recorded was calculated as the deficit between the carrying value of a reporting unit of the Restaurant Group segment compared to the fair value of the reporting unit determined by performing a combination of discounted cash flow and market approaches.

Other Intangible Assets

We have other intangible assets, not including goodwill, which consist primarily of customer relationships and contracts, trademarks and tradenames that are generally recorded in connection with acquisitions at their fair value, franchise rights, the fair value of purchased software and capitalized software development costs. Intangible assets with estimable lives are amortized over their respective estimated useful lives to their estimated residual values and reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. In general, customer relationships are amortized over their estimated useful lives using an accelerated method, which takes into consideration expected customer attrition rates. Contractual relationships are generally amortized over their respective contractual lives. Useful lives of computer software range from three to ten years. Capitalized software development costs and purchased software are recorded at cost and amortized using the straight-line method over their estimated useful life.

Trademarks and tradenames were generally considered intangible assets with indefinite lives and reviewed for impairment at least annually. In conjunction with our annual testing for impairment of tradenames during the fourth quarter of 2020 and in light of the deteriorating operating environment for restaurants, we changed our estimate of the useful lives of our tradenames for all of our restaurant brands from indefinite to 15 years. The impact of such change on the Company's consolidated income is not considered material.

We recorded $11.8 million of impairment expense related to the O'Charley's tradename within our Restaurant Group in the year ended December 31, 2020. We recorded $17.1 million of impairment expense related to the Village Inn and Bakers Square tradenames within our Restaurant Group in the year ended December 31, 2019. We recorded $5.8 million of impairment expense related to a tradename and an abandoned software project in our Restaurant Group in the year ended December 31, 2018. The impairments are recorded within Other operating expenses, including asset impairments, on our Consolidated Statement of Operations for the years then ended.

Property and Equipment, net

Property and equipment, net are recorded at cost, less accumulated depreciation. Depreciation is computed primarily using the straight-line method based on the estimated useful lives of the related assets: thirty to forty years for buildings and three to twenty-five years for furniture, fixtures and equipment. Leasehold improvements are amortized on a straight-line basis over the lesser of the term of the applicable lease or the estimated useful lives of such assets.

In our Restaurant Group, all direct external costs associated with obtaining the land, building and equipment for each new restaurant, as well as construction period interest, are capitalized. Direct external costs associated with obtaining the dining room and kitchen equipment, signage and other assets and equipment are also capitalized. In addition, for each new restaurant and re-branded restaurant, a portion of the internal direct costs of its real estate and construction department are also capitalized.

Property and equipment are reviewed for impairment when events or circumstances indicate that the carrying amounts may not be recoverable. We recorded $3.5 million, $6.6 million, and $8.1 million of impairment expense related to Property and equipment in our Restaurant Group segment in the years ended December 31, 2020, 2019 and 2018, respectively, which is recorded within Other operating expenses, including asset impairments, on our Consolidated Statements of Operations for the years then ended.

Insurance Reserves

Our Restaurant Group companies are currently self-insured for a portion of its workers' compensation, general liability, and liquor liability losses (collectively, casualty losses) as well as certain other insurable risks. To mitigate the cost of the Restaurant Group's exposures for certain property and casualty losses, we make annual decisions to either retain the risks of loss up to a certain maximum per occurrence, aggregate loss limits negotiated with its insurance carriers, or fully insure those risks. Our Restaurant Group companies are also self-insured for healthcare claims for eligible participating employees subject to certain deductibles and limitations. We have accounted for such retained liabilities for casualty losses and healthcare claims, including reported and incurred but not reported claims, based on information provided by third-party actuaries. As of December 31, 2020, our Restaurant Group companies were committed under letters of credit totaling $14.7 million issued primarily in connection with casualty insurance programs.

Income Taxes

We recognize deferred tax assets and liabilities for temporary differences between the financial reporting basis and the tax basis of our assets and liabilities and expected benefits of utilizing net operating loss and credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The impact of changes in tax rates and laws on deferred taxes, if any, is applied to the years during which temporary differences are expected to be settled and reflected in the financial statements in the period enacted.

We recognize the benefits of uncertain tax positions in the financial statements only after determining a more likely than not probability that the uncertain tax positions will withstand challenge, if any, from taxing authorities. When facts and circumstances change, we reassess these probabilities and record any changes in the financial statements as appropriate. Uncertain tax positions are accounted for by determining the minimum recognition threshold that a tax position is required to meet before being recognized in the financial statements. This determination requires the use of judgment in assessing the timing and amounts of deductible and taxable items. Tax positions that meet the more likely than not recognition threshold are recognized and measured as the largest amount of tax benefit that is more than 50% likely to be realized upon settlement with a taxing authority that has full knowledge of all relevant information. The Company recognizes interest and penalties accrued related to unrecognized tax benefits as components of income tax expense.

Revenue Recognition

Refer to Note U.

Advertising Costs

The Company expenses advertising and marketing costs as incurred, except for certain advertising production costs that are initially capitalized and subsequently expensed the first time the advertising takes place. During the years ended December 31, 2020, 2019, and 2018, the Company incurred $15.7 million, $30.0 million, and $34.7 million of advertising and marketing costs, respectively, related to advertising in our Restaurant Group and in our real estate operations. These costs are included in Other operating expenses on the Consolidated Statements of Operations.

Comprehensive Earnings

We report comprehensive earnings in accordance with GAAP on the Consolidated Statements of Comprehensive Earnings. Total comprehensive earnings are defined as all changes in shareholders' equity during a period, other than those resulting from investments by and distributions to shareholders. While total comprehensive earnings is the activity in a period and is largely driven by net earnings in that period, accumulated other comprehensive earnings or loss represents the cumulative balance of other comprehensive earnings, net of tax, as of the balance sheet date. Amounts reclassified to net earnings relate to realized losses and are included in Recognized gains and losses, net on the Consolidated Statements of Operations. Our policy is to release income tax effects from accumulated other comprehensive income at such time as the earnings or loss of the related activity are recognized in earnings (e.g., upon sale of an investment).

Changes in the balance of other comprehensive earnings by component are as follows:

	Unrealized gain (loss) on investments and other financial instruments, net (excluding investments in unconsolidated affiliates)	Unrealized (loss) gain relating to investments in unconsolidated affiliates	Total Accumulated Other Comprehensive (Loss) Earnings
		(In millions)	
Balance December 31, 2018	$ (0.6)	$ (66.6)	$ (67.2)
Other comprehensive earnings	0.1	7.1	7.2
Cumulative effect of adoption of accounting standards by unconsolidated affiliates	—	(5.0)	(5.0)
Reclassification adjustments	—	19.1	19.1
Balance December 31, 2019	$ (0.5)	$ (45.4)	$ (45.9)
Other comprehensive earnings	$ 10.7	$ (15.9)	$ (5.2)
Reclassification adjustments	—	46.2	46.2
Balance December 31, 2020	$ 10.2	$ (15.1)	$ (4.9)

Stock-Based Compensation Plans

Stock-based compensation expense includes restricted stock awards granted in Cannae common stock to certain members of management. We account for stock-based compensation plans using the fair value method. Under the fair value method of accounting, compensation cost is measured based on the fair value of the award at the grant date, using quoted market prices of the underlying stock, and recognized over the service period. See Note O.

Earnings Per Share

Basic earnings per share, as presented on the Consolidated Statement of Operations, is computed by dividing net earnings available to common shareholders by the weighted average number of common shares outstanding during the 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 shares of restricted stock, 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.

Instruments that provide the ability to purchase shares of our common stock that are antidilutive are excluded from the computation of diluted earnings per share. For the year ended December 31, 2020, 2019 and 2018, no antidilutive shares were outstanding.

Note B. Leases

We adopted Topic 842 on January 1, 2019 using a modified retrospective approach. Prior years continue to be reported under Accounting Standards Codification ("ASC") Topic 840. See Note S for further discussion of the effects of adoption of Topic 842 in the year ended December 31, 2019.

We are party to operating lease arrangements primarily for leased real estate for restaurants and office space. Right-of-use assets and lease liabilities related to operating leases under ASC 842 are recorded at commencement when we are party to a contract that conveys the right for the Company to control an asset for a specified period of time. We are not a party to any material contracts considered finance leases. Right-of-use assets and lease liabilities related to operating leases are recorded as Lease assets and Lease liabilities, respectively, on the Consolidated Balance Sheets as of December 31, 2020 and 2019.

Our material operating leases range in term from one year to nineteen years. As of December 31, 2020 and 2019, the weighted-average remaining lease term of our operating leases was approximately ten years. Leases with an initial term of twelve months or less are not recorded on the balance sheet and we recognize lease expense for these leases on a straight-line basis over the lease term.

Our operating lease agreements do not contain any material buyout options, residual value guarantees or restrictive covenants.

Most of our leases include one or more options to renew, with renewal terms that can extend the lease term by varying amounts. The exercise of lease renewal options is at our sole discretion. We include options to renew, not to exceed a total lease term of twenty years, in our measurement of right-of-use assets and lease liabilities when they are considered reasonably certain of exercise. We consider a lease probable for renewal when the duration of the lease extensions are in the foreseeable future and related to assets for which continued use is reasonably assured.

Excluding certain immaterial classes of leases in our Restaurant Group, we do not separate lease components from non-lease components for any of our right of use assets.

Our operating lease liabilities are determined by discounting future lease payments using a discount rate that represents our best estimate of the incremental borrowing rate our subsidiaries would have to pay to borrow money to finance the asset over the underlying lease term and for an amount equal to the lease payments. Our discount rate is based on interest rates associated with comparable public company secured debt for companies similar to our operating subsidiaries and of similar duration to the underlying lease. As of December 31, 2020 and 2019, the weighted-average discount rate used to determine our operating lease liabilities was 7.08% and 7.67%, respectively.

Our lease costs are directly attributable to restaurant operations, primarily for real estate and to a lesser extent certain restaurant equipment. $43.2 million and $58.5 million of operating lease costs are included in Cost of restaurant revenue on the Consolidated Statement of Operations for the years ended December 31, 2020 and 2019, respectively.

During the years ended December 31, 2020 and 2019, we recorded impairment expense of $1.5 million and $21.1 million, respectively, related to lease assets in our Restaurant Group, which is recorded within Other operating expenses on our Consolidated Statement of Operations.

We do not have any material short term lease costs, variable lease costs, or sublease income.

Future payments under operating lease arrangements accounted for under ASC Topic 842 as of December 31, 2020 are as follows (in millions):

2021	$	40.7
2022		39.2
2023		35.4
2024		26.5
2025		23.0
Thereafter		151.0
Total lease payments, undiscounted	$	315.8
Less: discount		94.0
Total operating lease liability as of December 31, 2020, at present value	$	221.8
Less: operating lease liability as of December 31, 2020, current		26.2
Operating lease liability as of December 31, 2020, long term	$	195.6

Rent expense incurred under operating leases during the year ended December 31, 2018 recorded pursuant to ASC Topic 840 was $60.8 million. No abandoned lease charges were recorded in the year ended December 31, 2018.

Note C. Fair Value Measurements

The fair value hierarchy established by the accounting standards on fair value measurements includes three levels, which are based on the priority of the inputs to the valuation technique. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). If the inputs used to measure the financial instruments fall within different levels of the hierarchy, the categorization is based on the lowest level input that is significant to the fair value measurement of the instrument. Financial assets and liabilities that are recorded in the Consolidated Balance Sheets are categorized based on the inputs to the valuation techniques as follows:

Level 1. Financial assets and liabilities whose values are based on unadjusted quoted prices for identical assets or liabilities in an active market that we have the ability to access.

Level 2. Financial assets and liabilities whose values are based on quoted prices in markets that are not active or model inputs that are observable either directly or indirectly for substantially the full term of the asset or liability.

Level 3. Financial assets and liabilities whose values are based on model inputs that are unobservable.

Recurring Fair Value Measurements

The following table presents our fair value hierarchy for those assets and liabilities measured at fair value on a recurring basis as of December 31, 2020 and 2019, respectively:

	December 31, 2020			
	Level 1	Level 2	Level 3	Total
	(In millions)			
Fixed-maturity securities available for sale:				
Corporate debt securities	$ —	$ —	$ 35.2	$ 35.2
Equity securities:				
Ceridian	1,491.8	—	—	1,491.8
Forward Purchase Agreements	—	—	136.1	136.1
Paysafe Subscription Agreement	—	—	169.6	169.6
Other	1.6	—	—	1.6
Total assets	$ 1,493.4	$ —	$ 340.9	$ 1,834.3

	December 31, 2019			
	Level 1	Level 2	Level 3	Total
	(In millions)			
Fixed-maturity securities available for sale:				
Corporate debt securities	$ —	$ —	$ 19.2	$ 19.2
Total	$ —	$ —	$ 19.2	$ 19.2

Our Level 3 fair value measurement for our fixed maturity securities available for sale are provided by a single third-party pricing service. Depending on security specific characteristics, either an income or a contingent claims approach was utilized in determining fair value of our Level 3 fixed-maturity securities available for sale. Discount rates are the primary unobservable inputs utilized for the securities valued using an income approach. The discount rates used are based on company-specific risk premiums, public company comparable securities, and leveraged loan indices. The discount rates used in our determination of the fair value of our Level 3 fixed-maturity securities available for sale varies by security type and ranged from 7.3% to 17.5% and had a weighted average of 12.1% as of December 31, 2020. Based on the total fair value of our Level 3 fixed-maturity securities available for sale as of December 31, 2020, changes in the discount rate utilized will not result in a fair value significantly different than the amount recorded.

The Forward Purchase Agreements and the Paysafe Subscription Agreement are accounted for at fair value pursuant to ASC Topic 321. We utilized a Monte Carlo Simulation in determining the fair value of these agreements, which is considered to be a Level 3 fair value measurement. The Monte Carlo Simulation model simulates the current security price to a simulated date for the consummation of the underlying initial business combination based on probabilities of consummation. The values of the agreements are then calculated as the difference between the future simulated price and the fixed purchase prices for the underlying securities to be purchased pursuant to the Forward Purchase Agreements and the Paysafe Subscription Agreement. The primary unobservable input utilized in determining the fair value of the Forward Purchase Agreements and Paysafe Subscription Agreement is the probability of consummation of the FTAC Initial Business Combination, Trebia Initial Business Combination and FTAC II Initial Business Combination. The probabilities assigned to the consummation of each of the FTAC Initial Business Combination and the Trebia Initial Business Combination was 90% and the probability assigned to the consummation of the FTAC II Initial Business Combination was 95%. Determination of such probabilities is based on a hybrid approach of both observed success rates of business combinations for special purpose acquisition companies and the sponsors of FTAC, FTAC II and Trebia's track record for consummating similar transactions. The FTAC II Paysafe Merger was also considered in our determination of the probability of the FTAC II Initial Business Combination.

The following table presents a summary of the changes in the fair values of Level 3 assets, measured on a recurring basis.

	Corporate debt securities	Forward Purchase Agreements	Paysafe Subscription Agreement	Total
Fair value, December 31, 2018	$ 17.8	$ —	$ —	$ 17.8
Paid-in-kind dividends (1)	0.2	—	—	0.2
Impairment (2)	(0.4)	—	—	(0.4)
Net valuation gain included in other comprehensive earnings (3)	1.6	—	—	1.6
Fair value, December 31, 2019	$ 19.2	$ —	$ —	$ 19.2
Paid-in-kind dividends (1)	1.3	—	—	1.3
Net valuation gain included in earnings (2)	—	136.1	169.6	305.7
Net valuation gain included in other comprehensive earnings (3)	14.7	—	—	14.7
Fair value, December 31, 2020	$ 35.2	$ 136.1	$ 169.6	$ 340.9

(1) Included in Interest, investment and other income on the Consolidated Statements of Operations

(2) Included in Recognized gains and losses, net on the Consolidated Statements of Operations

(3) Included in Unrealized gain (loss) on investments and other financial instruments, net (excluding investments in unconsolidated affiliates) on the Consolidated Statements of Comprehensive Earnings

Transfers into or out of the Level 3 fair value category occur when unobservable inputs become more or less significant to the fair value measurement or upon a change in valuation technique. The Company's policy is to recognize transfers between levels in the fair value hierarchy at the end of the reporting period in which they occur.

All of the unrealized gain on investments and other financial instruments, net (excluding investments in unconsolidated affiliates) on our Consolidated Statements of Comprehensive Income for the years ended December 31, 2020, 2019 and 2018 relate to fixed maturity securities considered Level 3 fair value measures.

Additional information regarding the fair value of our investment portfolio is included in Note D.

The carrying amounts of trade receivables and notes receivable approximate fair value due to their short-term nature. The fair value of our notes payable is included in Note K.

Note D. Investments

Equity Securities

Gains on equity securities included in Recognized gains and losses, net on the Consolidated Statements of Operations consisted of the following for the year ended December 31, 2020 (in millions):

Net gains recognized during the period on equity securities	$ 1,991.0
Less: net gains recognized during the period on equity securities sold or transferred during the period	(410.2)
Unrealized gains recognized during the reporting period on equity securities still held at December 31, 2020	$ 1,580.8

We recorded no gains or losses on equity securities for the years ended December 31, 2019 or 2018.

Investments in Unconsolidated Affiliates

Investments in unconsolidated affiliates recorded using the equity method of accounting as of December 31, 2020 and 2019 consisted of the following (in millions):

	Ownership at December 31, 2020	2020	2019
Dun & Bradstreet	18.1 %	$ 653.2	$ 385.9
Ceridian (1)	9.5 %	—	309.5
Optimal Blue	20.0 %	279.8	—
AmeriLife	20.0 %	121.1	—
Other	various	398.9	141.1
Total		$ 1,453.0	$ 836.5

(1) The investment in Ceridian was no longer accounted for under the equity method of accounting beginning March 31, 2020.

Equity in earnings (losses) of unconsolidated affiliates for the periods indicated consisted of the following (in millions):

	Year Ended December 31,		
	2020	2019	2018
Dun & Bradstreet	$ (46.8)	$ (132.8)	$ —
Ceridian (1)	1.5	16.4	(20.5)
Optimal Blue	(9.4)	—	—
AmeriLife	(4.0)	—	—
Other	117.8	1.3	4.4
Total	$ 59.1	$ (115.1)	$ (16.1)

(1) The amount for the year ended December 31, 2020 represents the Company's equity in earnings of Ceridian in the three months ended March 31, 2020 prior to the change in accounting for the investment beginning March 31, 2020. See Note A.

Dun & Bradstreet

Based on quoted market prices, the aggregate fair market value of our ownership of Dun & Bradstreet common stock was approximately $1.9 billion as of December 31, 2020.

As of December 31, 2020, we hold less than 20% of the outstanding common equity of Dun & Bradstreet but continue to account for our investment under the equity method because we continue to exert significant influence through our 18.1% ownership, because certain of our senior management and directors serve on Dun & Bradstreet's board of directors, and because we are party to an agreement with other of its equity sponsors, which collectively own greater than 50% of the outstanding voting equity of Dun & Bradstreet, pursuant to which we have agreed to collectively vote together on all matters related to the election of directors to the Dun & Bradstreet board of directors for a period of three years.

Summarized financial information for Dun & Bradstreet and Star Parent, L.P. ("Star Parent"), the former parent of D&B through which the Company was invested prior to the D&B IPO, for the relevant dates and time periods included in

Investments in unconsolidated affiliates and Equity in earnings (losses) of unconsolidated affiliates in our Consolidated Balance Sheets and Statements of Operations, respectively, is presented below.

We acquired our initial interest in Star Parent on February 8, 2019. The results of operations for the year ended December 31, 2019 presented below represent Star Parent's results of operations subsequent to our acquisition.

	December 31, 2020	December 31, 2019
	(In millions)	
Total current assets	$ 874.0	$ 417.9
Goodwill and other intangible assets, net	7,668.2	8,091.5
Other noncurrent assets	677.2	603.4
Total assets	$ 9,219.4	$ 9,112.8
Current liabilities	$ 825.3	$ 1,090.4
Long-term debt	3,255.8	3,818.9
Other non-current liabilities	1,560.6	1,594.0
Total liabilities	5,641.7	6,503.3
Preferred equity	—	1,030.6
Total equity	3,577.7	1,578.9
Total liabilities and equity	$ 9,219.4	$ 9,112.8

	Year ended December 31, 2020	Year ended December 31, 2019
	(In millions)	
Total revenues	$ 1,738.1	$ 1,413.9
Loss before income taxes	(219.3)	(540.0)
Net loss	(106.5)	(425.8)
Dividends attributable to preferred equity and noncontrolling interest expense	(69.1)	(120.5)
Net loss attributable to Dun & Bradstreet and Star Parent	(175.6)	(546.3)

Optimal Blue

On September 15, 2020, we closed on our $289.0 million investment in Optimal Blue. Summarized financial information for Optimal Blue for the relevant dates and time periods included in Investments in unconsolidated affiliates and Equity in earnings (losses) of unconsolidated affiliates in our Consolidated Balance Sheets and Statements of Operations, respectively, is presented below. The results of operations for the year ended December 31, 2020 presented below represent Optimal Blue's results of operations for the period from September 15, 2020 through December 31, 2020.

	December 31, 2020
	(In millions)
Total current assets	$ 38.0
Goodwill and other intangible assets, net	1,831.3
Other assets	100.1
Total assets	$ 1,969.4
Current liabilities	$ 28.9
Long-term debt	493.0
Other non-current liabilities	105.0
Total liabilities	626.9
Redeemable member's interest	578.0
Additional paid-in capital	813.0
Retained deficit	(48.5)
Total redeemable member's interest and equity	1,342.5
Total liabilities, redeemable member's interest and equity	$ 1,969.4

	Year ended December 31, 2020
	(In millions)
Total revenues	$ 45.4
Operating loss	(38.1)
Net loss	(45.9)

AmeriLife

On March 18, 2020, we closed on our $125.0 million investment in the AmeriLife Joint Venture. Summarized financial information for the AmeriLife Joint Venture for the relevant dates and time periods included in Investments in unconsolidated affiliates and Equity in earnings (losses) of unconsolidated affiliates in our Consolidated Balance Sheets and Statements of Operations, respectively, is presented below. We account for our investment in AmeriLife as an equity method investment and report our equity in earnings or loss of the AmeriLife Joint Venture on a three-month lag. Accordingly, our net earnings for the year ended December 31, 2020 includes our equity in AmeriLife's losses for the period from March 18, 2020 through September 30, 2020.

	December 31, 2020
	(In millions)
Total current assets	$ 108.5
Goodwill and other intangible assets, net	1,370.4
Other assets	16.4
Total assets	$ 1,495.3
Current liabilities	$ 53.1
Long-term debt	645.2
Other non-current liabilities	14.7
Total liabilities	713.0
Member's equity	607.4
Noncontrolling interest - nonredeemable	174.9
Total member's equity	782.3
Total liabilities and member's equity	$ 1,495.3

	December 31, 2020
	(In millions)
Total revenues	$ 171.3
Operating income	9.5
Net loss	(10.1)
Income attributable to noncontrolling interests	14.3
Net loss attributable to AmeriLife	(24.4)

Fixed Maturity Securities

The carrying amounts and fair values of our fixed maturity securities at December 31, 2020 and 2019 are as follows:

	December 31, 2020				
	Carrying Value	Cost Basis	Unrealized Gains	Unrealized Losses	Fair Value
			(In millions)		
Fixed maturity securities available for sale:					
Corporate debt securities	$ 35.2	$ 22.0	$ 13.2	$ —	$ 35.2
Total	$ 35.2	$ 22.0	$ 13.2	$ —	$ 35.2

	December 31, 2019				
	Carrying Value	Cost Basis	Unrealized Gains	Unrealized Losses	Fair Value
			(In millions)		
Fixed maturity securities available for sale:					
Corporate debt securities	$ 19.2	$ 19.6	$ 0.7	$ (1.1)	$ 19.2
Total	$ 19.2	$ 19.6	$ 0.7	$ (1.1)	$ 19.2

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

As of December 31, 2020, $34.7 million of our fixed maturity securities are corporate debt securities with a maturity of less than one year, and $0.5 million are corporate debt securities with a maturity of greater than one year, but less than five years. 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.

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 December 31, 2019 were as follows (in millions):

December 31, 2019	Less than 12 Months	
	Fair Value	Unrealized Losses
Corporate debt securities	$ 10.8	$ (1.1)
Total temporarily impaired securities	$ 10.8	$ (1.1)

During the year ended December 31, 2020, we recorded no other-than-temporary impairment charges relating to corporate debt securities. During the years ended December 31, 2019 and 2018, we incurred $0.4 million and $12.5 million, respectively, of other-than-temporary impairment charges relating to corporate debt securities, which is included in Recognized gains and losses, net on the Consolidated Statements of Operations. The impairments recorded relate to a corporate debt holding that has experienced a prolonged period of declining earnings and that were uncertain of our ability to recover our initial investment. The entire loss represents credit loss recognized in earnings and no portion of the loss was included in other comprehensive earnings.

As of December 31, 2020, we held $16.4 million of corporate debt securities for which an other-than-temporary impairment had been previously recognized. It is possible that future events may lead us to recognize potential future 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 results of operations.

Equity Security Investments Without Readily Determinable Fair Values

We account for our investment in preferred equity of QOMPLX, Inc. ("QOMPLX"), an intelligent decision and analytics platform used by businesses for modeling and planning, at cost less impairment, if any, plus or minus changes resulting from observable price changes in orderly market transactions. As of December 31, 2020 and 2019, we have $30.0 million and $22.5 million, respectively, recorded for our investment in QOMPLX, which is included in Other long term investments and noncurrent assets on our Consolidated Balance Sheets. We have not recorded any upward or downward adjustments to our investment in QOMPLX.

Note E. Property and Equipment

Property and equipment consists of the following:

	December 31, 2020	December 31, 2019
	(In millions)	
Furniture, fixtures and equipment	$ 118.3	$ 166.0
Leasehold improvements	129.6	158.9
Land	36.7	40.6
Buildings	40.9	28.9
Other	5.1	6.1
	330.6	400.5
Accumulated depreciation and amortization	(184.8)	(237.9)
	$ 145.8	$ 162.6

Depreciation expense on property and equipment was $26.7 million, $35.8 million, and $38.0 million for the years ended December 31, 2020, 2019, and 2018, respectively.

Note F. Goodwill

Goodwill consists of the following:

	Restaurant Group	Corporate and Other	Total
		(in millions)	
Balance, December 31, 2018	$ 76.5	$ —	$ 76.5
Impairment	(10.4)	—	(10.4)
Balance, December 31, 2019	$ 66.1	$ —	$ 66.1
Impairment	(7.8)	—	(7.8)
Deconsolidation of Blue Ribbon	(4.9)	—	(4.9)
Balance, December 31, 2020	$ 53.4	$ —	$ 53.4

Note G. Variable Interest Entities

The Company, in the normal course of business, engages in certain activities that involve variable interest entities ("VIEs"), which are legal entities in which a group equity investors individually lack any of the characteristics of a controlling interest. The primary beneficiary of a VIE is generally the enterprise that has both the power to direct the activities most significant to the economic performance of the VIE and the obligation to absorb losses or receive benefits that could potentially be significant to the VIE. The Company evaluates its interest in certain entities to determine if these entities meet the definition of a VIE and whether the Company is the primary beneficiary and should consolidate the entity based on the variable interests it held both at inception and when there is a change in circumstances that requires a reconsideration. If the Company is determined to be the primary beneficiary of a VIE, it must account for the VIE as a consolidated subsidiary. If the Company is determined not to be the primary beneficiary of a VIE but holds a variable interest in the entity, such variable interests are accounted for under accounting standards as deemed appropriate. As of and for the years ended December 31, 2020, 2019 and 2018, we are not the primary beneficiary of any VIEs.

Unconsolidated VIEs

The table below summarizes select information related to variable interests held by the Company as of December 31, 2020 and 2019, of which we are not the primary beneficiary:

	2020		2019	
	Total Assets	Maximum Exposure	Total Assets	Maximum Exposure
	(in millions)			
Investments in unconsolidated affiliates	299.7	299.7	440.2	440.2
Forward Purchase Agreements and Paysafe Subscription Agreement	305.7	305.7	—	—

Investments in Unconsolidated Affiliates

We hold variable interests in certain unconsolidated affiliates, which are primarily comprised of our investments in the Senator JV; the sponsors of FTAC, Trebia, and FTAC II; and funds that hold minority ownership interests primarily in healthcare-related entities. We do not have the power to direct the activities that most significantly impact the economic performance of these unconsolidated affiliates; therefore, we are not the primary beneficiary.

As of December 31, 2019, total assets in the table above includes the Company's equity method investment in Star Parent. Upon consummation of the D&B IPO on July 6, 2020, our investment in Dun & Bradstreet changed from an investment in a limited partnership to an investment in the common stock of a corporation. The limited partners of Star Parent did not have the ability to unilaterally remove the general partner and as a result, our investment in Star Parent was considered a VIE. As a result of the change in form of our investment from a limited partnership to a corporation, Dun & Bradstreet is no longer considered a VIE subsequent to the D&B IPO.

The principal risk to which these investments and funds are exposed is the credit risk of the underlying investees. We do not provide any implicit or explicit liquidity guarantees or principal value guarantees to these VIEs. The assets are included in Investments in unconsolidated affiliates on the Consolidated Balance Sheets and accounted for under the equity method of accounting.

See Note D for further discussion of our accounting for investments in unconsolidated affiliates.

Forward Purchase Agreements and Paysafe Subscription Agreement

In addition to the Forward Purchase Agreements and Paysafe Subscription Agreement, the Company made investments in the sponsors of FTAC, Trebia and FTAC II, which are considered VIEs for which we are not the primary beneficiary and are included in Investments in unconsolidated affiliates. The assets represented by the Forward Purchase Agreements and Paysafe Subscription Agreement are accounted for as investments in equity securities pursuant to ASC 321 and are included in Equity securities on the Consolidated Balance Sheet as of December 31, 2020. See Notes C and D for further information on our accounting for equity securities.

Note H. Other Intangible Assets

Other intangible assets consist of the following:

	December 31, 2020	December 31, 2019
	(In millions)	
Trademarks and tradenames	$ 37.8	$ 53.9
Software	13.5	17.1
Franchise rights	9.3	7.2
Customer relationships and contracts	5.2	5.2
	65.8	83.4
Accumulated amortization	(14.0)	(20.3)
	$ 51.8	$ 63.1

Amortization expense for amortizable intangible assets was $4.0 million, $4.9 million, and $8.3 million for the years ended December 31, 2020, 2019 and 2018, respectively. Estimated amortization expense for the next five years for assets owned at December 31, 2020, is $5.3 million in 2021, $5.0 million in 2022, $4.1 million in 2023, $3.7 million in 2024 and $3.7 million in 2025.

Note I. Acquisitions

On October 2, 2020, the Chapter 11 Plan became effective and Blue Ribbon emerged from bankruptcy as a set of reorganized companies. We exchanged $15.5 million of the outstanding balance under the DIP Loan prior to October 2, 2020 for 100% of the assets and uncompromised liabilities of Legendary Baking and VIBSQ. The acquisition was accounted for as a business combination pursuant to ASC Topic 805.

The consideration transferred was determined as follows (in millions):

Notes receivable from Blue Ribbon	$	34.0
Fair value of investment in Blue Ribbon immediately prior to Blue Ribbon Emergence		15.2
Total consideration transferred	$	49.2

All notes receivable by the Company from Blue Ribbon prior to the Blue Ribbon Emergence of $34.0 million, inclusive of the $15.5 million exchanged for the assets and uncompromised liabilities of Legendary Baking and VIBSQ, $12.0 million of the remaining balance outstanding under the DIP Loan and converted to an intercompany term loan with us, and $6.5 million provided to Blue Ribbon as exit financing and included in the closing term loan with us upon the Blue Ribbon Emergence, is part of the consideration transferred because subsequent to our acquisition of Legendary Baking and VIBSQ upon the Blue Ribbon Emergence the remaining balance outstanding eliminates in consolidation.

Our interest in Blue Ribbon during the Blue Ribbon Reorganization was accounted for as an equity method investment. In conjunction with our acquisition of Legendary Baking and VIBSQ out of bankruptcy, we revalued our interest in Blue Ribbon to fair value, which resulted in a gain of $9.5 million and is included in Recognized gains and losses, net on the Consolidated Statement of Operations for the year ended December 31, 2020. The fair value was determined by performing a combination of discounted cash flow and market approaches.

The assets acquired and liabilities assumed have been recorded based on our best estimates of their fair values as of the acquisition date. The fair value of assets acquired and liabilities assumed represents a preliminary allocation as our evaluation of facts and circumstances available is ongoing as of December 31, 2020.

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

	Fair Value	
Cash	$	8.6
Other current assets		24.9
Property and equipment		23.2
Lease assets		14.7
Other intangible assets		22.5
Other noncurrent assets		2.6
Total assets acquired	$	96.5
Current liabilities	$	27.6
Lease liabilities		14.5
Other noncurrent liabilities		2.3
Total liabilities assumed	$	44.4
Net assets acquired	$	52.1

We recorded a bargain purchase gain of $2.9 million on our acquisition of Legendary Baking and VIBSQ, which is included in Recognized gains and losses, net on the Consolidated Statement of Operations for the year ended December 31, 2020. The gain is calculated as the difference between the consideration transferred and the net assets acquired. The transaction resulted in a gain because the fair value of the net assets acquired and liabilities assumed exceeded value of notes receivable from Blue Ribbon outstanding and the fair value of our equity investment in Blue Ribbon prior to the Blue Ribbon Emergence.

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

	Gross Carrying Value	Weighted Average Estimated Useful Life (in years)
Property and equipment	$ 23.2	12
Other intangible assets:		
Tradenames	$ 8.0	15
Franchise agreements	7.7	10
Customer relationships	6.4	4
Software	0.4	5
Total Other intangible assets	$ 22.5	

Revenue and net losses of $36.6 million and $4.0 million, respectively, which represents the combined revenue and loss for Legendary Baking and VIBSQ subsequent to our acquisition on October 2, 2020, are included in our Consolidated Statement of Operations for the year ended December 31, 2020.

Note J. Accounts Payable and Other Accrued Liabilities

Accounts payable and other accrued liabilities, current consist of the following:

	December 31, 2020	December 31, 2019
	(In millions)	
Accrued payroll and employee benefits	$ 21.5	$ 25.3
Trade accounts payable	25.7	19.6
Accrued casualty self insurance expenses	11.5	13.3
Tax liabilities, excluding income taxes payable	9.9	11.9
Other accrued liabilities	24.6	16.3
	$ 93.2	$ 86.4

Accounts payable and other accrued liabilities, long term consist of the following:

	December 31, 2020	December 31, 2019
	(In millions)	
Restaurant Group financing obligations	$ 29.4	$ 27.5
Other accrued liabilities	23.7	16.4
	$ 53.1	$ 43.9

Note K. Notes Payable

Notes payable consists of the following:

	December 31, 2020	December 31, 2019
	(In millions)	
99 Term Loan	$ 16.8	$ 30.9
99 Revolver	5.0	3.0
2020 Margin Facility	—	—
2018 Margin Facility	—	75.0
FNF Revolver	—	—
Brasada Interstate Loans	13.1	13.4
Other	28.6	4.8
Notes payable, total	$ 63.5	$ 127.1
Less: Notes payable, current	11.3	7.0
Notes payable, long term	$ 52.2	$ 120.1

At December 31, 2020, the carrying value of our outstanding notes payable approximated fair value. The respective carrying values of the loans under the 99 Restaurants Credit Facility and the B Note, Development Loan and Line of Credit Loan pursuant to the Interstate Credit Agreement, each as defined below, approximate fair value as they are variable rate instruments with monthly reset periods that reflect current market rates. The revolving credit facilities are considered Level 2 financial liabilities. The fixed-rate A Note, as defined below, pursuant to the Interstate Credit Agreement approximates fair value as of December 31, 2020.

2020 Margin Facility

On November 30, 2020, Cannae Funding C, LLC ("Borrower 1"), an indirect wholly-owned special purpose subsidiary of the "Company, and Cannae Funding D, LLC ("Borrower 2" and, together with Borrower 1, the "Borrowers"), an indirect wholly-owned special purpose subsidiary of the Company, entered into a Margin Loan Agreement (the "2020 Margin Facility") with the lenders from time to time party thereto and Royal Bank of Canada. The Company concurrently entered into a Guaranty (the "Guaranty Agreement") for the benefit of each of the lenders to the 2020 Margin Facility pro rata to their loan commitments, pursuant to which the Company absolutely, unconditionally and irrevocably guaranteed all of the Borrowers' obligations under the 2020 Margin Facility for a period of up to one year after the later of (i) the conditions precedent to the obligations of the lenders under the Loan Agreement being met (the date when such conditions have been met, the "Closing Date") or (ii) as relevant, additional collateral or additional loan commitments being provided. Under the 2020 Margin Facility, the Borrowers may initially borrow up to $100.0 million in revolving loans and, subject to certain terms and conditions, may enter into an amendment to the 2020 Margin Facility to borrow up to $500.0 million in revolving loans (including the initial revolving loans) from the same initial lender and/or additional lenders on substantially identical terms and conditions as the initial revolving loans. The 2020 Margin Facility matures on the 36-month anniversary of the Closing Date. All outstanding amounts under the 2020 Margin Facility bear interest quarterly at a rate per annum equal to a three-month LIBOR rate plus an applicable margin. Interest will be payable in kind unless the Borrowers elect to pay interest in cash or a cumulative cap is exceeded. The Borrowers' obligations under the 2020 Margin Facility will be secured by a first priority lien on (i) 6,000,000 shares of common stock, par value $0.01 per share (the "Ceridian Common Stock"), of Ceridian, which the Company contributed to Borrower 1, and (ii) 19,000,000 shares of common stock, par value $0.0001 per share (the "DNB Common Stock"), of D&B, which the Company contributed to Borrower 2. The Borrowers may also, at their discretion, post up to an additional 4,000,000 shares of Ceridian Common Stock and/or 11,000,000 shares of DNB Common Stock as collateral for the revolving loans from time to time after the Closing Date, subject to certain notice, guaranty, average daily trading volume and other requirements. The 2020 Margin Facility requires the Borrowers to maintain a certain loan-to-value ratio (based on the value of Ceridian Common Stock and DNB Common Stock). In the event the Borrowers fail to maintain such loan-to-value ratio, the Borrowers must post additional cash collateral under the Loan Agreement and/or elect to repay a portion of the revolving loans thereunder, or sell the Ceridian Common Stock and/or DNB Common Stock and use the proceeds from such sale to prepay a portion of the revolving loans thereunder.

As of December 31, 2020, there was $100.0 million of capacity under the 2020 Margin Facility with an option to increase the capacity to $500.0 million upon amendment.

99 Restaurants Credit Facility

On December 21, 2018, 99 Restaurants LLC, a direct, wholly-owned subsidiary of 99 Restaurants entered into a credit agreement (the "99 Restaurants Credit Facility"), as amended from time to time, with Fifth Third Bank and other lenders thereto. The 99 Restaurants Credit Facility provides for (i) a maximum revolving loan of $15.0 million (the “99 Revolver”) with a maturity date of December 21, 2023; (ii) a maximum term loan of $37.0 million (the "99 Term Loan") with monthly installment repayments through November 30, 2023 and a maturity date of December 21, 2023 for the outstanding unpaid principal balance; and (iii) a maximum Development Line of Credit loan (the “DLOC Loan”) of up to $10.0 million. Interest on the 99 Credit Facility is based on, at our option, an applicable margin of (x) two and one half percent (2.50%) per annum with respect to Base Rate Loans, as provided therein, and (y) three and one half percent (3.50%) per annum with respect to LIBOR Loans, as provided therein. The 99 Restaurants Credit Facility also allows for 99 Restaurants LLC to request up to $5.0 million of letters of credit commitments and $2.5 million in swingline debt from Fifth Third Bank as the administrative agent. The obligations of the 99 Restaurants LLC under the 99 Restaurants Credit Facility are guaranteed by 99 Restaurants. The 99 Restaurants Credit Facility is subject to affirmative, negative and financial covenants customary for financings of this type, including, among other things, limits on the Borrower’s creation of liens, sales of assets, incurrence of indebtedness, restricted payments and transactions with affiliates. The 99 Restaurants Credit Facility includes customary events of default for facilities of this type (with customary grace periods, as applicable). The 99 Restaurants Credit Facility provides that, upon the occurrence of an event of default, Fifth Third Bank, as administrative agent, may (i) declare the principal of, and any and all accrued and unpaid interest and all other amounts owed in respect of, the loans immediately due and payable, (ii) terminate loan commitments and (iii) exercise all other rights and remedies available to Fifth Third Bank or the lenders under the loan documents. On December 1, 2020, 99 Restaurants LLC entered into a waiver, consent and amendment to the 99 Restaurants Credit Facility pursuant to which a payment was made, and the borrowing capacity under the 99 Revolver was permanently reduced by, $7.5 million, the borrowing capacity under the 99 Revolver will be reduced by another $2.0 million in 2021, the applicable margin was increased by 1.00% with respect to both Base Rate Loans and LIBOR Loans, the lender's commitment to provide the DLOC Loan was terminated, and certain of the financial covenants were added or waived until the second quarter of 2021, among other changes.

As of December 31, 2020, interest on the 99 Term Loan and 99 Revolver is payable monthly at a rate of 4.75% and 6.75%, respectively, and there is $0.5 million of available borrowing capacity under the 99 Revolver.

2018 Margin Facility

On November 7, 2018, Cannae Funding, LLC, a wholly-owned special purpose subsidiary of the Company, entered into a Margin Loan Agreement (the "Original Loan Agreement"), and certain other related agreements, with Credit Suisse AG (in such capacity, "Administrative Agent") and other lenders thereto. On December 18, 2019, Cannae Funding, LLC entered into an Amended and Restated Margin Loan Agreement (the “Amended Loan Agreement”) with the lenders thereto, the Administrative Agent, and others that amended the Original Loan Agreement. Pursuant to the Amended Loan Agreement, we may borrow up to $300.0 million (the "2018 Margin Facility") in term loans at an interest rate of the three-month LIBOR plus an applicable margin. As of December 31, 2019, $75.0 million was outstanding under the 2018 Margin Facility, which accrued interest at a rate of 4.7%. On February 18, 2020, we repaid the remaining $75.0 million outstanding under the Margin Facility and terminated the Amended Loan Agreement. Accordingly, we have no borrowing capacity and all of the Company's holdings of Ceridian common stock have been released from the first priority lien under the 2018 Margin Facility.

Brasada Interstate Loans

On January 29, 2016, FNF NV Brasada, LLC, an Oregon limited liability company and majority-owned subsidiary of Cannae ("NV Brasada"), entered into a credit agreement with an aggregate borrowing capacity of $17.0 million (the "Interstate Credit Agreement") originally with Bank of the Cascades, as lender. The Interstate Credit Agreement provides for a $12.5 million acquisition loan (the "Acquisition Loan"). On June 13, 2018, the Interstate Credit Agreement was modified to add an additional line of credit of $3.6 million the ("C Note") and to assign the loan from the Bank of the Cascades to First Interstate Bank. Pursuant to the Acquisition Loan, NV Brasada executed a $6.25 million "A Note", which accrues interest at a rate of 4.51% per annum and matures on the tenth anniversary of the issuance thereof, and a $6.25 million "B Note", which accrues interest at the rate of LIBOR plus 225 basis points, adjusted monthly, and matures on the tenth anniversary of the issuance thereof. NV Brasada makes equal monthly payments of principal and interest under the Acquisition Loan. The Interstate Loans are secured by certain single-family residential lots that can be sold for construction, owned by NV Brasada, and certain other operating assets owned by NV Brasada. The Company does not provide any guaranty or stock pledge under the Interstate Credit Agreement.

As of December 31, 2020, the B Note and Line of Credit Loan incurred interest at 2.40% and the C Note had $2.1 million outstanding and incurred interest at 2.40%.

FNF Revolver

On November 17, 2017, FNF issued to Cannae a revolver note in aggregate principal amount of up to $100.0 million (the "FNF Revolver"). Pursuant to the FNF Revolver, FNF may make one or more loans to us in increments of $1.0 million, with up to $100.0 million outstanding at any time. The FNF Revolver accrues interest at LIBOR plus 450 basis points and matures on the five-year anniversary of the date of the FNF Revolver. The maturity date is automatically extended for additional five-year terms unless notice of non-renewal is otherwise provided by either FNF or Cannae, in their sole discretion. On February 7, 2019, we drew the $100.0 million available and used the proceeds to fund, in part, our initial investment in Dun & Bradstreet. On June 12, 2019 we repaid to FNF the $100.0 million outstanding under the FNF Revolver. On July 5, 2019, we again drew the $100.0 million available and used the proceeds for general corporate purposes. On September 11, 2019, we again repaid to FNF the $100.0 million outstanding amount under the FNF Revolver. As of December 31, 2020, there was no outstanding balance and $100.0 million of available borrowing capacity under the FNF Revolver.

Gross principal maturities of notes payable at December 31, 2020 are as follows (in millions):

2021	$ 12.5
2022	6.9
2023	33.3
2024	0.8
2025	0.8
Thereafter	11.0
	$ 65.3

Note L. Income Taxes

Income tax expense (benefit) on continuing operations consists of the following:

	Year Ended December 31,		
	2020	2019	2018
		(In millions)	
Current	$ 116.1	$ 64.7	$ 27.3
Deferred	365.1	(40.5)	(12.3)
	$ 481.2	$ 24.2	$ 15.0

A reconciliation of the federal statutory rate to our effective tax rate is as follows:

	Year Ended December 31,		
	2020	2019	2018
Federal statutory rate	21.0 %	21.0 %	21.0 %
State income taxes, net of federal benefit	(0.1)	(0.2)	3.6
Tax credits	(0.1)	(2.6)	(22.7)
Valuation allowance	0.1	0.5	—
Non-deductible expenses and other, net	—	0.1	0.2
Non-deductible executive compensation	0.5	1.8	67.5
Dividends received deduction	—	—	(34.0)
Noncontrolling interests	0.3	2.6	35.5
Basis difference in investments	—	(2.8)	—
Tax Reform	—	—	0.4
Other	(0.2)	(1.0)	3.8
Effective tax rate excluding equity investments	21.5 %	19.4 %	75.3 %
Equity investments	0.6	(9.2)	(8.9)
Effective tax rate	22.1 %	10.2 %	66.4 %

The Company’s effective tax rate at December 31, 2020, 2019, and 2018 is 22.1%, 10.2% and 66.4%, respectively. The increase in the effective tax rate from 2020 to 2019 is primarily attributable to the decreased impact of earnings from unconsolidated affiliates on pretax income. The decrease in the effective tax rate from 2019 to 2018 primarily relates to the decreased impact of non-deductible executive compensation on pretax income. Additionally, the impact of the non-controlling interests, permanent items, and tax credits on pretax income was greater in 2018 than the impact of those same items on pretax earnings and losses in 2019.

The significant components of deferred tax assets and liabilities at December 31, 2020 and 2019 consist of the following:

	December 31,	
	2020	2019
	(In millions)	
Deferred tax assets:		
Partnerships	$ —	$ 54.1
Net operating loss carryforwards	4.1	1.1
Other	1.4	0.4
Total gross deferred tax asset	5.5	55.6
Less: valuation allowance	(3.3)	(1.1)
Total deferred tax asset	$ 2.2	$ 54.5
Deferred tax liabilities:		
Partnerships	$ (327.5)	$ —
Total deferred tax liability	$ (327.5)	$ —
Net deferred tax (liability) asset	$ (325.3)	$ 54.5

The Company's net deferred tax (liability) asset was $(325.3) million and $54.5 million at December 31, 2020, and 2019, respectively. The Company’s deferred taxes are primarily reflected as the book to tax difference in the Company's investment in Cannae LLC. The Company, through its direct and indirect interests, holds a 100% ownership percentage of Cannae LLC.

The increase in our net deferred tax liability (decrease in deferred tax asset) as of December 31, 2020 from 2019 is primarily related to the recognized book gains on the change in fair value of the Company's investment in Ceridian, the Forward Purchase Agreements and the Paysafe Subscription Agreement.

The Company’s gross state NOL carryforwards were $68.5 million and $19.7 million at December 31, 2020 and 2019, respectively. The NOLs expire in various tax years through 2041.

ASC 740 requires that companies assess whether a valuation allowance should be established against their deferred tax assets based on the consideration of all of the available evidence using a “more likely than not” standard. A valuation allowance is established for deferred tax assets if, based on the weight of available evidence, it is more likely than not that some portion or all of the deferred tax assets may not be realized. Management evaluated the Company’s deferred tax assets for recoverability using a consistent approach that considers the relative impact of negative and positive evidence, in particular, the Company’s historical profitability and any projections of future taxable income or potential future tax planning strategies. As of December 31, 2020 and 2019, the Company recorded a valuation allowance of $3.3 million and $1.1 million, respectively, related to state NOLs, as it is more likely than not that the tax benefit of certain state NOLs will not be realized before the NOLs expire.

Unrecognized tax benefits are recorded for differences between tax positions the Company takes, or expects to take, on its income tax return compared to the benefit recognized for financial statement purposes. The Company does not have any unrecognized tax benefits as of December 31, 2020, 2019 or 2018.

The Company's federal and state income tax returns for the tax years ended December 31, 2020, 2019, 2018 and 2017 remain subject to examination.

Note M. Commitments and Contingencies

Legal Contingencies

In the ordinary course of business, we are involved in various pending and threatened litigation and regulatory matters related to our operations, some of which include claims for punitive or exemplary damages. Our ordinary course litigation includes purported class action lawsuits, which make allegations related to various aspects of our business. From time to time, we also receive requests for information from various state and federal regulatory authorities, some of which take the form of civil investigative demands or subpoenas. Some of these regulatory inquiries may result in the assessment of fines for violations of regulations or settlements with such authorities requiring a variety of remedies. We believe that no actions, other than those discussed below, if any, depart from customary litigation or regulatory inquiries 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 that represents our best estimate is recorded. As of December 31, 2020 and 2019, our accrual for settlements of legal proceedings was not considered material. 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 in the event of an unfavorable outcome, 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, results of operations or cash flows.

On September 23, 2020, a stockholder derivative lawsuit styled Oklahoma Firefighters Pension & Retirement System, derivatively on behalf of Cannae Holdings, Inc. v. William P. Foley, II, et al., was filed in the Court of Chancery of the State of Delaware against the Company, certain Board members and officers of the Company, and the Manager, alleging breach of fiduciary duties relating to the Company’s Management Services Agreement. The plaintiff further alleges the Board breached their fiduciary duties by approving bonuses in connection with the initial public offering of Ceridian and the approval of an Investment Success Incentive Plan in August 2018. Along with the Complaint, the plaintiff filed a motion for partial summary judgment as to the count seeking to void the Management Services Agreement. On January 27, 2021, the Company entered into an amendment to the Management Services Agreement and plaintiff withdrew its motion for partial summary judgment as moot. On February 1, 2020, the court ordered the plantiff's summary judgment motion withdrawn and dismissed the related count of the plantiff's complaint. On February 18, 2021, our Board formed a Special Litigation Committee (the "SLC") consisting of two of the Board’s Directors, and has authorized the SLC, among other things, to investigate and evaluate the claims and allegations asserted in the lawsuit. The Board has also given the SLC the sole authority and power to consider and determine whether or not prosecution of the claims asserted in the lawsuit is in the best interest of the Company and its shareholders, and what action the Company should take with respect to the lawsuit. The defendants will contest the remaining claims in the action vigorously.

Blue Ribbon Reorganization

On September 16, 2020, the Bankruptcy Court entered its order in the Blue Ribbon Reorganization confirming the Chapter 11 Plan. Blue Ribbon, which owned the Village Inn, Bakers Square, and Legendary Baking concepts, had initiated its voluntary Chapter 11 bankruptcy case before the Bankruptcy Court on January 27, 2020. The Blue Ribbon Reorganization did not involve or affect the operations of O'Charley's or 99 Restaurants, which are not part of Blue Ribbon.

On October 2, 2020, the Chapter 11 Plan became effective and Blue Ribbon emerged from bankruptcy as a set of reorganized companies. Pursuant to the Chapter 11 Plan, we received 100% of the equity in the reorganized companies in exchange for the satisfaction of a portion equal to $15.5 million of the DIP Loan. In addition, as approved under the Chapter 11 Plan and in connection with Blue Ribbon's emergence from bankruptcy, we provided the reorganized companies with an exit facility that, among other things, converted the balance of the DIP Loan to a term loan and made available to the reorganized companies an additional term loan in the amount of $6.5 million and two revolving lines of credit in the amount of $5.0 million and $2.5 million, respectively. Subsequent to October 2, 2020, all such loans between the reorganized companies and the Company eliminate upon accounting consolidation.

Unconditional Purchase Obligations

We have certain unconditional purchase obligations, primarily in our Restaurant Group segment. These purchase obligations are with various vendors and primarily related to food and beverage obligations with fixed commitments in regards to the time period of the contract and the quantities purchased with annual price adjustments that can fluctuate. We used both historical and projected volume and pricing as of December 31, 2020 to determine the amount of the obligations. Purchase obligations as of December 31, 2020 are as follows (in millions):

2021	$ 99.2
2022	13.3
2023	7.8
2024	7.1
2025	5.9
Thereafter	6.8
Total purchase commitments	$ 140.1

Note N. Discontinued Operations

T-System

On December 31, 2019, we completed the contribution of T-System to CorroHealth. As a result of such contribution, the results of operations of T-System have been reclassified to discontinued operations in our Consolidated Statements of Operations for the years ended December 31, 2019 and 2018. We retained a 22.7% equity interest in CorroHealth, the company to which we contributed our equity in T-System. We recognized a pre-tax loss of $6.4 million on the sale and $1.4 million in income tax benefit which are included in Net loss from discontinued operations on the Consolidated Statement of Operations for the year ended December 31, 2019.

A reconciliation of the operations of T-System included in the Consolidated Statement of Operations is shown below:

	Year Ended December 31,	
	2019	2018
	(in millions)	
Revenues:		
Other operating revenue	$ 50.4	$ 57.9
Total operating revenues	50.4	57.9
Operating expenses:		
Personnel costs	33.1	33.1
Depreciation and amortization	13.7	15.0
Other operating expenses	19.1	13.8
Goodwill impairment	35.1	—
Total operating expenses	101.0	61.9
Operating loss	(50.6)	(4.0)
Other expense:		
Recognized loss	(6.9)	—
Total other expense	(6.9)	—
Loss before income taxes	(57.5)	(4.0)
Income tax benefit	(5.7)	(1.9)
Net loss from discontinued operations	$ (51.8)	$ (2.1)
Cash flow from discontinued operations data:		
Net cash provided by operations	$ 2.7	$ 5.2
Net cash used in investing activities	$ (0.5)	$ (0.1)

Note O. Employee Benefit Plans

Omnibus Plan

In 2017, we established the 2017 Omnibus Incentive Plan (the “Omnibus Plan”) authorizing the issuance of up to 3.9 million shares of common stock, subject to the terms of the Omnibus Plan. The 2017 Omnibus Plan provides for the grant of stock options, stock appreciation rights, restricted stock, restricted stock units and performance shares, performance units, other cash and stock-based awards and dividend equivalents. As of December 31, 2020, there were 149,628 shares of Cannae restricted stock outstanding (the "CNNE Awards") under the Omnibus Plan. Awards granted are approved by the Compensation Committee of the Board of Directors of the Company.

Restricted stock transactions under the Omnibus Plan in 2020, 2019 and 2018 are as follows:

	Shares	Weighted Average Grant Date Fair Value
Balance, December 31, 2017	287,059	$ 18.45
Granted	384,281	17.98
Vested	(95,685)	18.45
Balance, December 31, 2018	575,655	$ 18.13
Granted	18,642	34.45
Vested	(223,777)	18.18
Balance, December 31, 2019	370,520	$ 18.93
Granted	13,993	40.53
Vested	(234,885)	18.60
Balance, December 31, 2020	149,628	$ 21.46

Compensation cost relating to share-based payments is recognized in the Consolidated Statements of Operations based on the grant-date fair value of each award. Using the fair value method of accounting, compensation cost is measured based on the fair value of the award at the grant date and recognized over the service period of 3 years. Fair value of restricted stock awards and units is based on the grant date value of the underlying stock derived from quoted market prices. Net earnings attributable to Cannae reflects stock-based compensation expense for the CNNE Awards of $4.2 million, $4.1 million and $2.0 million for the years ended December 31, 2020, 2019 and 2018, respectively, which are included in personnel costs on the Consolidated Statements of Operations. The total fair value of restricted stock awards granted in the years ended December 31, 2020, 2019 and 2018 was $0.6 million, $0.6 million and $6.9 million, respectively.

On May 16, 2018, we issued 991,906 shares of our common stock (unrestricted) under the Omnibus Plan for the stock portion of bonuses paid in conjunction with Ceridian's initial public offering.

Note P. Concentration of Risk

Financial instruments that potentially subject us to concentrations of credit risk consist primarily of cash equivalents.

We place cash equivalents with high credit quality financial institutions and, by policy, limit the amount of credit exposure with any one financial institution.

Our Restaurant Group companies obtain a majority of their restaurant food products and supplies from four distributors. Although we believe alternative vendors could be found in a timely manner, any disruption of these services could potentially have an adverse impact on operating results.

Note Q. Segment Information

As discussed in Notes A and D, as of March 31, 2020, we no longer account for our investment in Ceridian under the equity method of accounting for equity investments. As a result of our reduction in influence over Ceridian and change in our accounting for our investment, we no longer consider Ceridian a reportable segment.

On September 15, 2020, we completed our investment in Optimal Blue. Optimal Blue exceeds certain of the quantitative thresholds prescribed by ASC 280 Segment Reporting and our chief operating decision maker reviews the financial results of Optimal Blue for purposes of assessing performance and allocating resources. Accordingly, we consider Optimal Blue a reportable segment and have included the results of operation of Optimal Blue subsequent to the date of our investment in Optimal Blue in the tables below. See below for further discussion of Optimal Blue and our accounting for our related investment.

As of and for the year ended December 31, 2020:

	Restaurant Group	Dun & Bradstreet	Optimal Blue	Corporate and Other	Dun & Bradstreet & Optimal Blue Elimination	Total
	(in millions)					
Restaurant revenues	$ 559.7	$ —	$ —	$ —	$ —	**$ 559.7**
Other revenues	—	1,738.1	45.4	26.0	(1,783.5)	**26.0**
Revenues from external customers	559.7	1,738.1	45.4	26.0	(1,783.5)	**585.7**
Interest and investment income, including recognized gains and losses, net	7.5	0.8	—	2,371.9	(0.8)	**2,379.4**
Total revenues and other income	567.2	1,738.9	45.4	2,397.9	(1,784.3)	**2,965.1**
Depreciation and amortization	27.7	536.9	39.3	3.0	(576.2)	**30.7**
Interest expense	(8.6)	(271.1)	(9.3)	(0.4)	280.4	**(9.0)**
(Loss) earnings from continuing operations, before income taxes and equity in earnings (loss) of unconsolidated affiliates	(85.5)	(219.3)	(47.4)	2,267.4	266.7	**2,181.9**
Income tax (benefit) expense	(1.0)	(110.5)	(1.5)	482.2	112.0	**481.2**
(Loss) earnings from continuing operations, before equity in earnings (loss) of unconsolidated affiliates	(84.5)	(108.8)	(45.9)	1,785.2	154.7	**1,700.7**
Equity in (losses) earnings of unconsolidated affiliates	(9.2)	2.3	—	124.5	(58.5)	**59.1**
(Loss) earnings from continuing operations	$ (93.7)	$ (106.5)	$ (45.9)	$ 1,909.7	$ 96.2	**$ 1,759.8**
Assets	$ 520.9	$ 9,219.4	$ 1,969.4	$ 4,092.5	$ (11,188.8)	**$ 4,613.4**
Goodwill	53.4	2,856.2	1,236.8	—	(4,093.0)	**53.4**

As of and for the year ended December 31, 2019:

	Restaurant Group	Dun & Bradstreet	Corporate and Other	Dun & Bradstreet Elimination	Total
			(in millions)		
Restaurant revenues	$ 1,043.3	$ —	$ —	$ —	**$ 1,043.3**
Other revenues	—	1,413.9	26.7	(1,413.9)	**26.7**
Revenues from external customers	1,043.3	1,413.9	26.7	(1,413.9)	**1,070.0**
Interest and investment (loss) income, including recognized gains and losses, net	3.9	2.4	369.4	(2.4)	**373.3**
Total revenues and other income	1,047.2	1,416.3	396.1	(1,416.3)	**1,443.3**
Depreciation and amortization	38.5	482.4	2.2	(482.4)	**40.7**
Interest expense	(5.4)	(303.5)	(12.4)	303.5	**(17.8)**
(Loss) earnings from continuing operations, before income taxes and equity in earnings (loss) of unconsolidated affiliates	(80.9)	(540.0)	318.8	540.0	**237.9**
Income tax expense (benefit)	0.3	(110.0)	23.9	110.0	**24.2**
(Loss) earnings from continuing operations, before equity in earnings of unconsolidated affiliates	(81.2)	(430.0)	294.9	430.0	**213.7**
Equity in earnings of unconsolidated affiliates	—	4.2	1.3	(120.6)	**(115.1)**
(Loss) earnings from continuing operations	$ (81.2)	$ (425.8)	$ 296.2	$ 309.4	**$ 98.6**
Assets	$ 572.8	$ 9,112.8	$ 1,519.4	$ (9,112.8)	**$ 2,092.2**
Goodwill	66.1	2,840.1	—	(2,840.1)	**66.1**

As of and for the year ended December 31, 2018:

	Restaurant Group	Corporate and Other	Total
		(in millions)	
Restaurant revenues	$ 1,117.8	$ —	**$ 1,117.8**
Other revenues	—	29.7	**29.7**
Revenues from external customers	1,117.8	29.7	**1,147.5**
Interest and investment (loss) income, including recognized gains and losses, net	(2.1)	175.2	**173.1**
Total revenues and other income	1,115.7	204.9	**1,320.6**
Depreciation and amortization	44.9	1.4	**46.3**
Interest expense	(16.0)	11.3	**(4.7)**
(Loss) earnings from continuing operations, before income taxes and equity in losses of unconsolidated affiliates	(96.8)	119.4	**22.6**
Income tax expense	0.6	14.4	**15.0**
(Loss) earnings from continuing operations, before equity in losses of unconsolidated affiliates	(97.4)	105.0	**7.6**
Equity in earnings (losses) of unconsolidated affiliates	0.1	(16.2)	**(16.1)**
(Loss) earnings from continuing operations	$ (97.3)	$ 88.8	**$ (8.5)**
Assets	$ 432.3	$ 1,027.2	**$ 1,459.5**
Goodwill	76.5	—	**76.5**

The activities in our segments include the following:

- *Restaurant Group.* This segment consists of the operations of O'Charley's, 99 Restaurants, Legendary Baking, and VIBSQ in which we have 65.4%, 88.5%, 100% and 100% ownership interests, respectively. O'Charley's, 99 Restaurants, Legendary Baking, VIBSQ and their affiliates are the owners and operators of the O'Charley's restaurant concept, Ninety Nine Restaurants restaurant concept, Legendary Baking bakery and the Village Inn and Bakers Square restaurant concepts.

- *Dun & Bradstreet.* This segment consists of our approximate 18.1% ownership interest in Dun & Bradstreet. Dun & Bradstreet is a leading global provider of business decisioning data and analytics. Its mission is to deliver a global network of trust, enabling clients to transform uncertainty into confidence, risk into opportunity and potential into prosperity. Clients embed D&B's trusted, end-to-end solutions into their daily workflows to enhance salesforce productivity, gain visibility into key markets, inform commercial credit decisions and confirm that suppliers are financially viable and compliant with laws and regulations. Dun & Bradstreet's solutions support its clients' mission critical business operations by providing proprietary and curated data and analytics to help drive informed decisions and improved outcomes. Dun & Bradstreet's global commercial database as of December 31, 2020 contained more than 420 million business records. Our chief operating decision maker reviews the full financial results of Dun & Bradstreet for purposes of assessing performance and allocating resources. Thus, we consider Dun & Bradstreet a reportable segment and have included the full results of Dun & Bradstreet subsequent to our initial investment in the tables above. We account for Dun & Bradstreet using the equity method of accounting, and therefore its results do not consolidate into ours. Accordingly, we have presented the elimination of Dun & Bradstreet's results in the *Dun & Bradstreet and Optimal Blue Elimination* section of the segment presentation above. Our net earnings for the year ended December 31, 2019, includes our equity in Star Parent's losses for the period from February 8, 2019, the date we made our initial investment in Star Parent, to December 31, 2019. See Note D for further discussion of our investment in Dun & Bradstreet and related accounting.

- *Optimal Blue*. This segment consists of our 20.0% ownership interest in Optimal Blue. Optimal Blue is a leading provider of secondary market solutions and actionable data services. They operate a software-as-a-service, subscription-based mortgage marketplace that supports a network of originators and investors in the residential mortgage market. The marketplace provides a broad set of critical functions utilized by banks, credit unions and mortgage brokerage companies throughout the mortgage processing life cycle. Optimal Blue exceeds certain of the quantitative thresholds prescribed by ASC 280 Segment Reporting and our chief operating decision maker reviews the financial results of Optimal Blue for purposes of assessing performance and allocating resources. Thus, we consider Optimal Blue a reportable segment and have included the results of operations of Optimal Blue in the tables above. We account for Optimal Blue using the equity method of accounting, and therefore its results do not consolidate into ours. Accordingly, we have presented the elimination of Optimal Blue's results in the *Dun & Bradstreet and Optimal Blue Elimination* section of the segment presentation above. Our net earnings for the year ended December 31, 2020, includes our equity in Optimal Blue's losses for the period from September 15, 2020, the date we made our initial investment in Optimal Blue, to December 31, 2020. See Note D for further discussion of our investment in Optimal Blue and related accounting.
- *Corporate and Other.* This aggregation of nonreportable segments consists of our share in the operations of certain controlled portfolio companies and other equity investments, activity of the corporate holding company and certain intercompany eliminations and taxes. Total assets for this segment as of December 31, 2018 also include the assets of T-System. See Note N *Discontinued Operations* for further details.

Note R. Related Party Transactions

FNF

The Company is allocated certain corporate overhead and management services expenses from FNF based on the terms of the CSA and our proportionate share of the expense determined on actual usage and our best estimate of management's allocation of time. Total operating expenses allocated from FNF to us was $1.3 million in each of the years ended December 31, 2020, 2019 and 2018.

On January 17, 2020, we completed the purchase of our corporate office headquarters in Las Vegas, Nevada from an affiliate of FNF for $9.3 million.

Trasimene

During the year ended December 31, 2020 we incurred $20.8 million of management fee expenses payable to our Manager, incurred $11.3 million of carried interest expense related to sales and distributions of Company investments, and earned $9.1 million of income related to transaction fees earned by the Manager and allocable to us pursuant to the Management Services Agreement. Such management fees and carried interest expense are recorded in Other operating expenses and transaction fee income is recorded in Interest, investment and other income on our Consolidated Statement of Operations for the year ended December 31, 2020.

Special Purpose Acquisition Company Investments and Commitments

See Note A for discussion of Cannae's investments, and commitments to invest in, FTAC, FTAC II and Trebia, which are sponsored by certain of our directors and affiliates of our Manager.

Note S. Recent Accounting Pronouncements

In February 2016, the FASB issued Accounting Standards Update ("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. In July 2018, the FASB issued ASU 2018-11 *Leases (Topic 842): Targeted Improvements* that allows entities the option to adopt this standard by recording a cumulative-effect adjustment to opening equity, if necessary, and only include required disclosures for prior periods.

We adopted Topic 842 on January 1, 2019 using a modified retrospective approach prescribed by ASU 2018-11 and recorded an operating lease right-of-use asset (Lease assets) of $246.0 million and an operating lease liability for future discounted lease payment obligations (Lease liabilities) of $279.4 million at the date of adoption. The other material impacts of the adoption of Topic 842 also resulted in a decrease of $9.1 million and $42.3 million to our Other intangible assets, net and Accounts payable and accrued liabilities, respectively. We elected to apply the following package of practical expedients on a consistent basis permitting entities not to reassess: (i) whether any expired or existing contracts are or contain a lease; (ii) lease classification for any expired or existing leases and (iii) whether initial direct costs for any expired or existing leases qualify for capitalization under the amended guidance.

See Note B for further discussion of our leasing arrangements and related accounting.

In December 2019, the FASB issued Accounting Standards Update ("ASU") 2019-12 *Income Taxes - Simplifying the Accounting for Income Taxes (Topic 740)*, which simplifies various aspects of the income tax accounting guidance and will be applied using different approaches depending on what the specific amendment relates to and, for public entities, are effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2020. Early adoption is permitted. We have completed our evaluation of the impact of this guidance on our Consolidated Financial Statements and related disclosures upon adoption and determined that, based on currently prevailing tax laws and rates, the adoption of this ASU is not expected to have a material impact on our Consolidated Financial Statements and related disclosures. Adoption of this ASU could result in a material change to our accounting for taxes in future interim periods if a change in tax laws or rates occurs in a future interim period as this ASU now requires accounting for such changes to occur in the period in which changes to tax laws or rates are enacted. We did not early adopt this standard.

Note T. Supplementary Cash Flow Information

The following supplemental cash flow information is provided with respect to interest and tax payments, as well as certain non-cash investing and financing activities.

	Year Ended December 31,		
	2020	2019	2018
		(In millions)	
Cash paid during the year:			
Interest	$ 5.5	$ 15.6	$ 3.3
Income taxes	107.6	48.6	0.2
Operating leases	41.3	62.6	—
Non-cash investing and financing activities:			
Acquisition of Ceridian HCM common shares through non-cash private placement investment - see Note A	$ —	$ —	$ (33.4)
Non-cash distribution of LifeWorks from Ceridian	—	—	32.5
Investment in CorroHealth received as partial consideration for T-System	—	60.2	—
Non-cash distribution of CoreLogic stock from Senator JV	112.5	—	—
Non-cash contribution of CoreLogic stock to Senator JV	176.3	—	—
Lease assets recognized in exchange for lease liabilities	65.0	8.5	—
Assets acquired in non-cash acquisition of Legendary Baking and VIBSQ	96.5	—	—
Liabilities assumed in non-cash acquisition of Legendary Baking and VIBSQ	44.4	—	—
Financing obligations assumed by O'Charley's in exchange for property	—	14.6	—
Property obtained by O'Charley's in exchange for stores	—	10.5	—

Note U. Revenue Recognition

On January 1, 2018, we adopted ASC Topic 606 by applying the modified retrospective method. Results for reporting periods beginning after January 1, 2018 are presented under ASC Topic 606, while prior period amounts are not adjusted and continue to be reported under the accounting standards in effect for the prior period. The adoption of ASC Topic 606 did not have a significant impact on the timing or amount of recognition of revenue for our primary sources of revenue. Differences between our historical revenue recognition and revenue that would have been recorded had we retrospectively restated prior periods to conform with ASC Topic 606 are not considered material. We recorded a cumulative effect adjustment to opening equity as of January 1, 2018 of $1.9 million as a result of adoption of ASC Topic 606.

Disaggregation of Revenue

Our revenue consists of the following:

		Year ended December 31,		
		2020	2019	2018
Revenue Stream	Segment	Total Revenue		
Restaurant revenue:		(in millions)		
Restaurant sales	Restaurant Group	$ 534.1	$ 958.4	$ 1,023.0
Bakery sales	Restaurant Group	23.4	78.9	88.8
Franchise and other	Restaurant Group	2.2	6.0	6.0
Total restaurant revenue		559.7	1,043.3	1,117.8
Other operating revenue:				
Real estate and resort	Corporate and other	24.7	25.9	23.2
Other	Corporate and other	1.3	0.8	6.5
Total other operating revenue		26.0	26.7	29.7
Total operating revenue		585.7	1,070.0	1,147.5

Restaurant revenue consists of restaurant sales, bakery operations, and, to a lesser extent, franchise revenue and other revenue. Restaurant sales include food and beverage sales and gift card breakage, are net of applicable state and local sales taxes and discounts, and are recognized at a point in time as services are performed and goods are provided.

Revenue from bakery operations is recognized at a point in time in the period during which the products are shipped and control transfers to the customer.

Franchise revenue and other revenue consist of development fees and royalties on sales by franchised units. Initial franchise fees are recognized as income upon commencement of the franchise operation and completion of all material services and conditions by the Company. Royalties are calculated as a percentage of the franchisee sales and recognized in the period in which the sales are generated. Revenue resulting from the sale of gift cards is recognized in the period in which the gift card is redeemed and is recorded as deferred revenue until recognized.

Other operating revenue consists of income generated by our resort operations, which includes sales of real estate, lodging rentals, food and beverage sales, and other income from various resort services offered. Revenue is recognized upon closing of the sale of real estate or once goods and services have been provided and billed to the customer.

Contract Balances

The following table provides information about receivables and deferred revenue:

	December 31, 2020	December 31, 2019
	(In millions)	
Trade receivables, net	$ 17.6	$ 16.0
Deferred revenue (contract liabilities)	23.9	26.4

Trade receivables, net are included in Other current assets on our Consolidated Balance Sheets.

Deferred revenue is recorded primarily for restaurant gift card sales. The unrecognized portion of such revenue is recorded as Deferred revenue in the Consolidated Balance Sheets. Revenue of $17.5 million was recognized in the year ended December 31, 2020 and was included in Deferred revenue at the beginning of the period.

There was no impairment related to contract balances.

Item 9. ***Changes in and Disagreements with Accountants on Accounting and Financial Disclosure***

None.

Item 9A. ***Controls and Procedures***

Evaluation of Disclosure Controls and Procedures

As of the end of the year covered by this Annual 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) or 15d-15(e) under the Exchange Act. 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 the Company in the reports that we file or submit under the Exchange Act is: (a) recorded, processed, summarized and reported, within the time periods specified in the SEC'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.

Management's Report on Internal Control over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f) or 15d-15(f). Because of its inherent limitations, internal control over financial reporting may not prevent or detect all misstatements. Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting using the criteria set forth under the framework in *Internal Control-Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on our evaluation under this framework, our management concluded that our internal control over financial reporting was effective as of December 31, 2020.

The effectiveness of our internal control over financial reporting as of December 31, 2020 has been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report, which is included herein.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during the quarter ended December 31, 2020 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. ***Other Information***

None.

PART III

Items 10-14.

Within 120 days after the close of our fiscal year, we intend to file with the SEC the matters required by these items.

PART IV

Item 15. ***Exhibits, Financial Statement Schedules and Reports on Form 8-K***

(a) (1) *Financial Statements.* The following is a list of the Consolidated Financial Statements of Cannae Holdings, Inc. and its subsidiaries included in Item 8 of Part II:

All other schedules are omitted because they are not applicable or not required, or because the required information is included in the Consolidated Financial Statements or notes thereto.

(a) (2) The following exhibits are incorporated by reference or are set forth on pages to this Form 10-K:

Exhibit Number	Description
2.1	Reorganization Agreement, dated as of November 17, 2017, between Cannae Holdings, Inc. and Fidelity National Financial, Inc. (filed as Exhibit 2.1 to the Company's Current Report on Form 8-K, filed November 20, 2017)
3.1	Restated Certificate of Incorporation of Cannae Holdings, Inc. (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K, filed November 20, 2017)
3.2	Restated Bylaws of Cannae Holdings, Inc. (filed as Exhibit 3.2 to the Company's Current Report on Form 8-K, filed November 20, 2017)
4.1	Specimen Certificate for shares of Common Stock (incorporated by reference to Exhibit 4.1 to Amendment No. 2 to the Company's Registration Statement on Form S-1 on Form S-4 (File No. 333-217-886), filed July 24, 2017)
4.2	Description of Common Stock (filed as Exhibit 4.2 to the Company's Annual Report on Form 10-K for the year ended December 31, 2019, filed March 2, 2020)
10.1	Revolver Note, dated as of November 17, 2017, by and between Cannae Holdings, Inc. and Fidelity National Financial, Inc. (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed November 20, 2017)
10.2	Tax Matters Agreement, dated as of November 17, 2017, by and between Cannae Holdings, Inc. and Fidelity National Financial, Inc. (filed as Exhibit 10.2 to the Company's Current Report on Form 8-K, filed November 20, 2017)
10.3	Corporate Services Agreement, dated as of November 17, 2017, by and between Cannae Holdings, Inc. and Fidelity National Financial, Inc. (filed as Exhibit 10.3 to the Company's Current Report on Form 8-K, filed November 20, 2017)
10.4	Voting Agreement, dated as of November 17, 2017, by and between Cannae Holdings, Inc. and Fidelity National Financial, Inc. (filed as Exhibit 10.4 to the Company's Current Report on Form 8-K, filed November 20, 2017)
10.5	Registration Rights Agreement, dated as of November 17, 2017, by and between Cannae Holdings, Inc. and Chicago Title Insurance Company. (filed as Exhibit 10.5 to the Company's Current Report on Form 8-K, filed November 20, 2017)
10.6	Registration Rights Agreement, dated as of November 17, 2017, by and between Cannae Holdings, Inc. and Fidelity National Title Insurance Company (filed as Exhibit 10.6 to the Company's Current Report on Form 8-K, filed November 20, 2017)
10.7	Registration Rights Agreement, dated as of November 17, 2017, by and between Cannae Holdings, Inc. and Commonwealth Land Title Insurance Company (filed as Exhibit 10.7 to the Company's Current Report on Form 8-K, filed November 20, 2017)
10.8	Master Assignment and Assumption, dated as of March 13, 2018, by and between Cannae Holdings, LLC as the assignee, Wells Fargo Bank, N.A. as assignor, and other assignors party thereto (incorporated by reference to Exhibit 10.9 to the Company's Annual Report on Form 10-K for the year ended December 31, 2017, filed March 26, 2018)
10.9	Agency Succession Agreement, dated as of March 13, 2018, by and between Cannae Holdings, LLC and Wells Fargo Bank, N.A. (incorporated by reference to Exhibit 10.10 to the Company's Annual Report on Form 10-K for the year ended December 31, 2017, filed March 26, 2018).
10.10	Form of Notice of Restricted Stock Grant and Restricted Stock Award Agreement under Cannae Holdings, Inc. 2017 Omnibus Incentive Plan (time-based vesting) for November 2017 Awards (incorporated by reference to Exhibit 10.11 to the Company's Annual Report on Form 10-K for the year ended December 31, 2017, filed March 26, 2018). (1)
10.11	Form of Notice of Restricted Stock Grant and Restricted Stock Award Agreement under Cannae Holdings, Inc. 2017 Omnibus Incentive Plan (time-based vesting) for November 2018 Awards (incorporated by reference to Exhibit 10.16 to the Company Annual Report on Form 10-K for the year ended December 31, 2018, filed March 14, 2019) (1)
10.12	Management Services Agreement, dated as of August 27, 2019, with effect September 1, 2019, by and among the Cannae Holdings, Inc., Cannae Holdings, LLC and Trasimene Capital Management, LLC (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed August 27, 2019)
10.13	Amended and Restated Operating Agreement of Cannae Holdings, LLC, dated August 27, 2019, with effect September 1, 2019 (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K, filed August 27, 2019)

Exhibit Number	Description
10.14	Second Amended and Restated Limited Liability Company Agreement of Optimal Blue Holdco, LLC, dated September 15, 2020, by and among Optimal Blue Holdco, LLC, THL Optimal Blue Blocker Corp., Black Knight Technologies, LLC, Cannae Holdings, LLC and the other Persons who may from time to time become parties thereto in accordance with the terms therein
10.15	Margin Loan Agreement, dated as of November 30, 2020, among Cannae Funding C, LLC, as Borrower 1, Cannae Funding D, LLC, as Borrower 2, the lenders from time to time party thereto and Royal Bank of Canada, as administrative agent and calculation Margin Loan Agreement, dated as of November 30, 2020, among Cannae Funding C, LLC, as Borrower 1, Cannae Funding D, LLC, as Borrower 2, the lenders from time to time party thereto and Royal Bank of Canada, as administrative agent and calculation agent (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed December 2, 2020).
10.16	Guaranty, dated as of November 30, 2020, of Cannae Holdings, Inc. (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed December 2, 2020).
10.17	Extension of Corporate Services Agreement, dated October 1, 2020 (executed October 7, 2020), by and between Fidelity National Financial, Inc., and Cannae Holdings, Inc. (incorporated by reference to the Company Quarterly Report on Form 10-Q for the period ended September 30, 2020, filed November 9, 2020).
10.18	Subscription Agreement, dated as of December 7, 2020, by and among Foley Trasimene Acquisition Corp. II, Paysafe Limited and Cannae Holdings, LLC (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed December 7, 2020).
10.19	Amended and Restated Sponsor Agreement, dated as of December 7, 2020, by and among Foley Trasimene Acquisition Corp. II, Trasimene Capital FT, LP II, Cannae Holdings, Inc., Cannae Holdings, LLC, and the Insiders (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K, filed December 7, 2020).
10.20	Extension of Corporate Services Agreement, dated October 1, 2020 (executed October 7, 2020), by and between Fidelity National Financial, Inc., and Cannae Holdings, Inc. (incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the period ended September 30, 2020, filed November 9, 2020).
10.21	Subscription Agreement, dated as of January 25, 2021, by and among Foley Trasimene Acquisition Corp., Acrobat Holdings, Inc. and Cannae Holdings, LLC (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed January 26, 2021).
10.22	Amended and Restated Sponsor Agreement, dated as of January 25, 2021 (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K, filed January 26, 2021).
10.23	First Amendment to Management Services Agreement, dated as of January 27, 2021, by and among Cannae Holdings, Inc., Cannae Holdings, LLC and Trasimene Capital Management, LLC (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed January 29, 2021.)

Exhibit Number	Description
21.1	List of Subsidiaries
23.1	Consent of Deloitte & Touche LLP.
23.2	Consent of KPMG LLP with respect to report related to Dun & Bradstreet Holdings, Inc. and The Dun & Bradstreet Corporation
23.3	Consent of PricewaterhouseCoopers LLP with respect to reports related to The Dun & Bradstreet Corporation
23.4	Consent of KPMG LLP with respect to report related to Star Parent, L.P.
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	Audited Financial Statements of Dun & Bradstreet Holdings, Inc.
99.2	Audited Financial Statements of Star Parent, L.P. for the Period from February 8, 2019 to December 31, 2019 (incorporated by reference to Exhibit 99.2 to the Company's Annual Report on Form 10-K, filed March 25, 2020)
101.INS	Inline XBRL Instance Document (2)
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
104	Cover Page Interactive Data File formatted Inline XBRL and contained in Exhibit 101.

(1) A management or compensatory plan or arrangement required to be filed as an exhibit to this report pursuant to Item 15(b) of Form 10-K
(2) The instance document does not appear in the interactive data file because its XBRL tags are embedded within the inline XBRL document.

Item 16. ***Form 10-K Summary***

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

Cannae Holdings, Inc.

By: */s/ David W. Ducommun*

David W. Ducommun

President

Date: February 25, 2021

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ David W. Ducommun David W. Ducommun	President (Principal Executive Officer)	February 25, 2021
/s/ Bryan D. Coy Bryan D. Coy	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	February 25, 2021
/s/ William P. Foley, II William P. Foley, II	Director and Chairman of the Board	February 25, 2021
/s/ Hugh R. Harris Hugh R. Harris	Director	February 25, 2021
/s/ C. Malcolm Holland C. Malcolm Holland	Director	February 25, 2021
/s/ Mark D. Linehan Mark D. Linehan	Director	February 25, 2021
/s/ Frank R. Martire Frank R. Martire	Director	February 25, 2021
/s/ Richard N. Massey Richard N. Massey	Director	February 25, 2021
/s/ Erika Meinhardt Erika Meinhardt	Director	February 25, 2021
/s/ James B. Stallings, Jr. James B. Stallings, Jr.	Director	February 25, 2021
/s/ Frank P. Willey Frank P. Willey	Director	February 25, 2021

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Corporate Information

MANAGEMENT TEAM

William P. Foley, II
Chairman

Richard N. Massey
Chief Executive Officer

David W. Ducommun
President

Bryan D. Coy
Chief Financial Officer

Michael L. Gravelle
EVP, General Counsel & Corporate Secretary

Ryan R. Caswell
SVP, Corporate Finance

Brett A. Correia
Chief Accounting Officer

COMMON SHARE LISTING

Our common stock is listed on the New York Stock Exchange under the symbol CNNE.

INDEPENDENT AUDITORS

Deloitte & Touche LLP
3883 Howard Hughes Parkway, Suite 400
Las Vegas, NV 89169

ANNUAL MEETING INFORMATION

The annual meeting of shareholders will be held on Wednesday, June 23, 2021, at 10:00 AM (Pacific Daylight Time) in a virtual meeting format. Shareholders who plan to attend our virtual annual meeting should check the Investors' page of our website at cannaeholdings.com the week of the meeting for details on how to participate.

BOARD OF DIRECTORS

William P. Foley, II
Chairman
Cannae Holdings, Inc.

Managing Member
Trasimene Capital Management, LLC

David Aung, CFA
Investment Officer
City of San Jose, California

Hugh R. Harris
Retired Chief Executive Officer
Lender Processing Services, Inc.

C. Malcolm Holland
Chairman & Chief Executive Officer
Veritex Holdings, Inc.

Mark D. Linehan
President & Chief Executive Officer
Wynmark Company

Frank R. Martire
Executive Chairman
NCR Corporation

Richard N. Massey
Chief Executive Officer
Cannae Holdings, Inc.

Senior Managing Director
Trasimene Capital Management, LLC

Erika Meinhardt
Executive Vice President
Fidelity National Financial, Inc.

Barry B. Moullet
Supply Chain Consultant
Board Member
CiCi's Pizza

James B. Stallings, Jr.
Managing Partner
PS27 Ventures, LLC

Frank P. Willey
Partner
Hennelly & Grossfeld LLP

TRANSFER AGENT

Continental Stock Transfer & Trust
1 State Street, 30th Floor
New York, NY 10004
(212) 509-4000

PUBLICATIONS

The Company's Annual Report on Form 10-K and quarterly reports on Form 10-Q are available on the Investor Relations section of the Company's website at cannaeholdings.com.

A Notice of Annual Meeting of Shareholders and Proxy Statement are furnished to shareholders in advance of the Annual Meeting.

INVESTOR RELATIONS

Solebury Trout
Jamie Lillis, jlillis@soleburytrout.com
Shannon Devine, sdevine@soleburytrout.com

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1701 Village Center Circle
Las Vegas, NV 89134
(702) 323-7330

cannaeholdings.com

CANNAE
HOLDINGS, INC.

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cannaeholdings.com