

MAY 28 2010

FILED

BEFORE THE DEPARTMENT OF INSURANCE
STATE OF NEBRASKA

IN THE MATTER OF THE)
MERCER OF LAWYERS TITLE)
INSURANCE CORPORATION, a)
Nebraska domestic stock title insurer, with)
and into FIDELITY NATIONAL TITLE)
INSURANCE COMPANY, a California)
domestic stock title insurer.)

ORDER
APPROVING MERGER

CAUSE NO. C-1836

Pursuant to *Neb. Rev. Stat.* § 44-224.04 (Reissue 2004), Lawyers Title Insurance Corporation (“Lawyers Title”) and Fidelity National Title Insurance Company (“Fidelity National Title”) have filed an Application for Approval of Merger to merge Lawyers Title with and into Fidelity National Title.

After review of the filings, correspondence, and information provided to the Department of Insurance (“Department”), the Director hereby approves the merger, and assigns, concludes, and orders as follows:

FINDINGS OF FACT

1. On April 27, 2010, Lawyers Title and Fidelity National Title applied to the Director of Insurance for approval of the merger. The Department’s review of the merger is pursuant to *Neb. Rev. Stat.* § 44-224.04 (Reissue 2004).

2. Lawyers Title is a Nebraska domiciled title insurer initially licensed in the State of Nebraska as a title insurance company on May 19, 1954. Lawyers Title is a wholly owned subsidiary of Fidelity National Title, and an indirect subsidiary of Fidelity National Financial, Inc. There is no change of control involved with the merger.

3. Fidelity National Title is a California domiciled title insurer initially licensed in the State of Nebraska as a title insurance company on September 19, 1982. Fidelity National Title is an indirect subsidiary of Fidelity National Financial, Inc.

4. Under the proposed merger of Lawyers Title with and into Fidelity National Title, the separate existence of Lawyers Title will cease and Fidelity National Title will be the surviving insurer succeeding to and possessing all of the rights, privileges, powers, franchises and interests of Lawyers Title, in and to every species of property, real, personal, and mixed, and things in action thereunto belonging, which shall be deemed as transferred to and vested in Fidelity National Title without any other deed or transfer. Simultaneously therewith, Fidelity National Title shall be deemed to have assumed all of the liability of Lawyers Title, which shall be preserved unimpaired by the merger. No liability or obligation due or to become due, claim or demand for any cause existing against either corporation, or any shareholder, officer or director thereof, shall be released or impaired by such merger, and no action or proceeding, civil or criminal, then pending by or against Lawyers Title, or any shareholder, officer or director thereof, shall abate or be discontinued by such merger, but may be enforced, prosecuted, settled or compromised as if such merger had not occurred, or Fidelity National Title may be substituted in such action in place of Lawyers Title. Fidelity National Title shall be deemed to have assumed all of the debts, obligations, including obligations undertaken pursuant to policies of insurance and liabilities of Lawyers Title, and shall be liable to pay and discharge all such debts, obligations, and liabilities in the same manner as if they

had been incurred or contracted by Fidelity National Title. Fidelity National Title's articles of incorporation and bylaws will remain unchanged.

5. The Board of Directors and sole shareholder of Lawyers Title approved the merger on April 6, 2010.

6. The Board of Directors and sole shareholder of Fidelity National Title approved the merger on April 6, 2010.

7. The proposed effective date of the merger is June 30, 2010.

CONCLUSIONS OF LAW

1. The Department of Insurance has jurisdiction over the subject matter and parties to this proceeding as authorized under *Neb. Rev. Stat. § 44-224.04*.

2. Lawyers Title and Fidelity National Title filed the required documents with the Department including an Agreement and Plan of Merger, a merger filing fee, a resolution adopted by the Board of Directors of Lawyers Title and its sole shareholder approving the merger, a resolution adopted by the Board of Directors of Fidelity National Title and its sole shareholder approving the merger, and Articles of Merger.


3. On the basis of the information filed with the Department, there is sufficient reason to believe the interests of the policyholders of Lawyers Title and Fidelity National Title will be protected under the proposed merger.

ORDER

IT IS THEREFORE ORDERED, there being no evidence to indicate that the merger of Lawyers Title with and into Fidelity National Title is contrary to law or to the best interest of the policyholders of the companies, the proposed merger is hereby approved. Fidelity National Title shall notify the Department of the date the Articles of Merger are filed with the Nebraska Secretary of State's Office.

Dated this 28th day of May, 2010

STATE OF NEBRASKA
DEPARTMENT OF INSURANCE



ANN M. FROHMAN
Director of Insurance

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing Order Approving Merger was served upon Lawyers Title Insurance Corporation and Fidelity National Title Insurance Company by mailing a copy of same to Tommye Morehead Frost, Senior Vice President/Chief Regulatory Counsel, Fidelity National Financial, Inc., 601 Riverside Avenue, T-11, Jacksonville, FL 32204, by first class U.S. Mail, postage prepaid, on this 28th day of May, 2010.

