

JUN 18 2018

BEFORE THE DEPARTMENT OF INSURANCE
STATE OF NEBRASKA

FILED

IN THE MATTER OF THE MERGER)
OF FIRST AMERICAN TITLE COMPANY)
OF OREGON, an Oregon corporation, with)
and into FIRST AMERICAN TITLE)
INSURANCE COMPANY, a Nebraska)
domiciled stock insurer)

CAUSE NO. C-2414

ORDER
APPROVING MERGER

Pursuant to Neb. Rev. Stat. § 44-224.04, First American Title Insurance Company (“FATICO”) has filed for Approval of Merger to merge First American Title Company of Oregon (“FAO”), an Oregon domiciled corporation, with and into FATICO, a Nebraska domiciled title insurer.

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

FINDINGS OF FACT

1. On, May 23, 2018, FATICO applied to the Director of Insurance for approval of the merger and was supplemented on June 13, 2018. The Department’s review of the proposed merger is made pursuant to Neb. Rev. Stat. § 44-224.04.

2. FATICO is a Nebraska domestic title insurer initially licensed to do business in the State of Nebraska on July 19, 1975. FATICO changed its domicile to Nebraska on June 26, 2014.

3. FAO is an Oregon corporation licensed as a title insurance agency in the State of Oregon.

4. Under the proposed merger FAO will merge with and into FATICO, the separate existence of FAO will cease, and FATICO will be the surviving insurer possessing all of the rights,

privileges, powers, franchises and interests, and being subject to all of the restrictions, disabilities, duties, debts and liabilities of FAO. All property and obligations of FAO shall be assumed by FATICO.

5. The Board of Directors of FAO approved the merger on June 11, 2018.
6. The Board of Directors of FATICO approved the merger on June 7, 2018.
7. The proposed effective date of the merger is July 1, 2018.

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. FATICO filed the required documents with the Department including an Agreement and Plan of Merger; the merger filing fee; a resolution adopted by the Board of Directors of FAO, approving the merger; a resolution adopted by the Board of Directors of FATICO 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 FATICO will be protected under the proposed merger.

ORDER

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

Dated this 18 day of June, 2018.

STATE OF NEBRASKA
DEPARTMENT OF INSURANCE



BRUCE R. RAMGE
Director of Insurance

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the above Order Approving Merger was served upon FATICO by mailing a copy of same to James O. Nelson, II, Vice President and Deputy General Counsel, First American Title Insurance Company, 1 First American Way, Santa Ana, CA 92707 on this 18 day of June, 2018 by U.S. Mail, postage prepaid.


