

MAR 13 2018

BEFORE THE DEPARTMENT OF INSURANCE
STATE OF NEBRASKA

FILED

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

CAUSE NO. C-2379

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 & Trust Company (“First American Title & Trust”), an Oklahoma 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 February 28, 2018, FATICO applied to the Director of Insurance for approval of the merger. 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. First American Title & Trust is an Oklahoma corporation licensed as a title insurance agency in the State of Oklahoma.
4. Under the proposed merger First American Title & Trust will merge with and into FATICO, the separate existence of First American Title & Trust 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 First American Title & Trust. All property and obligations of First American Title & Trust shall be assumed by FATICO.

- 5. The Board of Directors of First American Title & Trust approved the merger on February 26, 2018.
- 6. The Board of Directors of FATICO approved the merger on February 26, 2018.
- 7. The proposed effective date of the merger is April 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 First American Title & Trust, 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 First American Title & Trust 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 13 day of March, 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 13 day of March, 2018 by U.S. Mail, postage prepaid.


