

MAY 28 2010

BEFORE THE DEPARTMENT OF INSURANCE  
STATE OF NEBRASKA

FILED

IN THE MATTER OF THE )  
MERCER OF TICOR TITLE )  
INSURANCE COMPANY, a California )  
domestic stock title insurer, with and into )  
CHICAGO TITLE INSURANCE )  
COMPANY, a Nebraska domestic stock )  
title insurer. )

ORDER  
APPROVING MERGER

CAUSE NO. C-1838

Pursuant to *Neb. Rev. Stat.* § 44-224.04 (Reissue 2004), Ticor Title Insurance Company ("Ticor") and Chicago Title Insurance Company ("Chicago") have filed an Application for Approval of Merger to merge Ticor with and into Chicago.

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, Ticor and Chicago 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. Ticor is a California domiciled title insurer initially licensed in the State of Nebraska as a title insurance company on November 8, 1968. Ticor is wholly owned by Chicago Title and Trust Company, and an indirect subsidiary of Fidelity National Financial, Inc. There is no change of control involved with the merger.

3. Chicago is a Nebraska domiciled title insurer initially licensed in the State of Nebraska as a title insurance company on May 29, 1962. Chicago is wholly owned by

Chicago Title and Trust Company, and an indirect subsidiary of Fidelity National Financial, Inc.

4. Under the proposed merger of Ticor with and into Chicago, the separate existence of Ticor will cease and Chicago will be the surviving insurer succeeding to and possessing all of the rights, privileges, powers, franchises and interests of Ticor, 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 Chicago without any other deed or transfer. Simultaneously therewith, Chicago shall be deemed to have assumed all of the liability of Ticor, 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 Ticor, 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 Chicago may be substituted in such action in place of Ticor. Chicago shall be deemed to have assumed all of the debts, obligations, including obligations undertaken pursuant to policies of insurance and liabilities of Ticor, 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 Chicago. Chicago's articles of incorporation and bylaws will remain unchanged.

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

6. The Board of Directors and sole shareholder of Chicago approved the merger on April 5, 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. Ticor and Chicago 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 Ticor and its sole shareholder approving the merger, a resolution adopted by the Board of Directors of Chicago 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 Ticor and Chicago will be protected under the proposed merger.

#### ORDER

IT IS THEREFORE ORDERED, there being no evidence to indicate that the merger of Ticor with and into Chicago is contrary to law or to the best interest of the policyholders of the companies, the proposed merger is hereby approved. Chicago shall notify the Department of the date the Articles of Merger are filed with the Nebraska

Secretary of State's Office and, subsequently, file an amended holding company registration statement within fifteen (15) days after the effective date of merger.

Dated this 28th day of May, 2010

STATE OF NEBRASKA  
DEPARTMENT OF INSURANCE

  
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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 Ticor and Chicago 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.

  
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Christy Regan