

APR 26 2010

BEFORE THE DEPARTMENT OF INSURANCE
STATE OF NEBRASKA

FILED

IN THE MATTER OF THE)	
MERGER OF TICOR TITLE)	
INSURANCE COMPANY OF)	
FLORIDA, a Nebraska domestic stock)	ORDER
title insurer, with and into CHICAGO)	APPROVING MERGER
TITLE INSURANCE COMPANY, a)	
Nebraska domestic stock title insurer.)	CAUSE NO. C-1829

Pursuant to *Neb. Rev. Stat. § 44-224.02* (Reissue 2004), Ticor Title Insurance Company of Florida (“Ticor of Florida”) and Chicago Title Insurance Company (“Chicago”) have filed an Application for Approval of Merger to merge Ticor of Florida 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 9, 2010, Ticor of Florida 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 of Florida is a Nebraska domiciled title insurer initially licensed in the State of Nebraska as a title insurance company on November 27, 1996. Ticor of Florida is a wholly owned subsidiary of Chicago, 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 an indirect subsidiary of Fidelity National Financial, Inc.

4. Under the proposed merger of Ticor of Florida with and into Chicago, the separate existence of Ticor of Florida will cease and Chicago will be the surviving insurer possessing all of the rights, privileges, powers and franchises and being subject to all of the restrictions, disabilities and duties of Ticor of Florida. All policies and obligations of Ticor of Florida shall be assumed by Chicago on the same terms as if the policies were still being carried by Ticor of Florida. Chicago shall assume all liabilities and obligations of Ticor of Florida. Chicago's articles of incorporation and bylaws will remain unchanged.

5. The Board of Directors and sole shareholder of Ticor of Florida approved the merger on March 10, 2010.

6. The Board of Directors and sole shareholder of Chicago approved the merger on March 10, 2010.

7. The proposed effective date of the merger is May 31, 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 of Florida 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 of Florida 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 of Florida 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 of Florida 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 26th day of April, 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 Ticor of Florida 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 20th day of April, 2010.

A handwritten signature in blue ink, reading "Tracy A. Gubler", is written over a horizontal line.