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**FILED**  
In the Office of the Secretary of State  
of the State of California

JUN 30 2010

**PLAN AND AGREEMENT OF MERGER**

of

Ticor Title Insurance Company  
a California corporation

with and into

Chicago Title Insurance Company  
a Nebraska corporation

**ARTICLE I**

**Names of Constituent Companies**

- A. The name of the company to be merged is Ticor Title Insurance Company, a California stock insurance company incorporated on November 18, 1965.
- B. The name of the company into which Ticor Title Insurance Company will merge is Chicago Title Insurance Company, a Nebraska stock insurance company (hereinafter sometimes referred to as the "Surviving Company"), which will be the surviving company of the merger.

Ticor Title Insurance Company and Chicago Title Insurance Company are sometimes together referred to as the "Constituent Companies".

Ticor Title Insurance Company shall be merged into Chicago Title Insurance Company.

**ARTICLE II**

**Shares of Constituent Companies**

- A. Ticor Title Insurance Company has authorized capital stock

of 400,000 shares of common stock having a par value of \$100.00 per share, of which 300,000 shares are issued and outstanding and are registered in the name of Chicago Title and Trust Company, an Illinois corporation.

- B. Chicago Title Insurance Company has authorized capital stock of 25,000 shares of common stock having a par value of \$100.00 per share, of which 20,000 are issued and outstanding and are registered in the name of Chicago Title and Trust Company, an Illinois corporation.
- C. Upon merger, the outstanding shares of Ticor Title Insurance Company shall be canceled without consideration. The outstanding shares of Chicago Title Insurance Company shall remain outstanding and are not affected by the merger.

### ARTICLE III Effective Date of the Merger

The merger shall be effective when all of the following events have taken place (the "Effective Date"):

1. This Plan and Agreement of Merger (hereinafter sometimes referred to as "Plan") shall have been adopted by both the boards of directors of Ticor Title Insurance Company and Chicago Title Insurance Company respectively.
2. This Plan and Agreement of Merger shall have been approved by Chicago Title and Trust Company, as sole shareholder of Ticor Title Insurance Company, and by Chicago Title and Trust Company, as sole shareholder of Chicago Title Insurance Company.
3. This Plan and Agreement of Merger shall have been submitted to and approved by the Department of Insurance of the State of California.
4. This Plan and Agreement of Merger shall have been submitted to and approved by the Department of Insurance of the State of Nebraska.
5. This Plan and Agreement of Merger shall have been filed with the California Secretary of State.
6. This Plan and Agreement of Merger shall have been filed with the Nebraska Secretary of State.

**ARTICLE IV**  
**Effect of the Merger**

**A. Corporate Existence.** Upon the effectiveness of the merger:

1. The separate existence of Ticor Title Insurance Company shall cease.
2. Ticor Title Insurance Company shall be merged in accordance with the provisions of this Plan into Chicago Title Insurance Company, which shall survive such merger and shall continue in existence. Chicago Title Insurance Company shall, without other transfer, succeed to and possess all the rights, privileges, powers, franchises and interests of Ticor Title Insurance Company, 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 Title Insurance Company without any other deed or transfer.
3. Simultaneously therewith, Chicago Title Insurance Company shall be deemed to have assumed all of the liabilities of Ticor Title Insurance Company, which shall be preserved unimpaired by the merger.
4. 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 Title Insurance Company, 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 Title Insurance Company may be substituted in such action in place of Ticor Title Insurance Company.
5. When the merger becomes effective, Chicago Title Insurance Company shall be deemed to have assumed all of the debts, obligations, including obligations undertaken pursuant to policies of insurance, and liabilities of Ticor Title Insurance Company, and shall be held liable to pay and discharge all such debts, obligations and liabilities in the same manner as if they had been incurred or contracted by it.
6. The effect of the merger is as prescribed by law.

**B. Bylaws.** The present Bylaws of Chicago Title Insurance Company shall be and remain the bylaws of the Surviving Company.

**C. Officers and Directors.** The members of the Board of Directors and the officers of Chicago Title Insurance Company shall be and remain the members of the Board of Directors and officers of the Surviving Company, and shall continue to hold their

respective directorships and offices until their successors have been chosen in accordance with its bylaws.

**ARTICLE V**  
**Articles of Incorporation of Surviving Company**

At the effective date, the current Articles of Incorporation, as amended, of Chicago Title Insurance Company shall become the Articles of Incorporation of the Surviving Company.

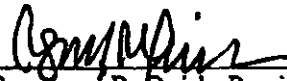
**ARTICLE VI**  
**Miscellaneous Provisions**

- A. Chicago Title Insurance Company, as a Nebraska insurer and the Surviving Company of the merger, shall be governed by the laws of the State of Nebraska.
- B. In the event that this Plan and Agreement of Merger shall have been fully approved and adopted on behalf of Ticor Title Insurance Company in accordance with the provisions of the California Corporations Code and the California Insurance Code, and on behalf of Chicago Title Insurance Company in accordance with the provisions of the Nebraska Business Corporation Act and the Nebraska Insurance Code, the Constituent Companies shall cause to be executed and filed any document or documents prescribed by the laws of the State of California and by the laws of the State of Nebraska and cause to be performed all other and further acts within the State of California and the State of Nebraska and elsewhere which may be necessary, proper or convenient to effectuate the merger herein provided for.
- C. Upon approval of this Plan and Agreement of Merger by the shareholders of both Constituent Companies, the Boards of Directors and the proper officers of Ticor Title Insurance Company and of Chicago Title Insurance Company shall hereby be authorized, empowered and directed to do any and all acts and things, and to make, execute, acknowledge, deliver, file and record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan and Agreement of Merger or of the merger herein provided for.
- D. Ticor Title Insurance Company shall from time to time, as and when requested by Surviving Company, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.

IN WITNESS WHEREOF, the foregoing Plan and Agreement of Merger having been authorized, adopted and approved by resolutions duly adopted by the respective Boards of Directors of Ticor Title Insurance Company and of Chicago Title Insurance Company, and having been approved by resolutions duly and unanimously adopted by consent of the shareholders of both Constituent Companies, each such company has caused this Plan and Agreement of Merger to be signed by its President and Secretary as of the below date under the corporate seals of the respective Constituent Companies.

DATE: April 5, 2010

TICOR TITLE INSURANCE COMPANY



Raymond R. Quirk, President



Michael L. Gravelle, Corporate Secretary

CHICAGO TITLE INSURANCE  
COMPANY



Raymond R. Quirk, President



Michael L. Gravelle, Corporate Secretary


**CERTIFICATE OF APPROVAL  
OF  
PLAN AND AGREEMENT OF MERGER**

Raymond R. Quirk and Michael L. Gravelle certify that:

1. They are the president and the secretary, respectively, of Ticor Title Insurance Company, a California corporation.
2. The principal terms of the Plan and Agreement of Merger in the form attached were duly approved by the board of directors and by the shareholders of the corporation by a vote that equaled or exceeded the vote required.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding entitled to vote on the merger is 300,000.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: April 5, 2010

  
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Raymond R. Quirk, President

  
\_\_\_\_\_  
Michael L. Gravelle, Secretary

CERTIFICATE OF APPROVAL  
OF  
PLAN AND AGREEMENT OF MERGER

Raymond R. Quirk and Michael L. Gravelle certify that:

1. They are the president and the secretary, respectively, of Chicago Title Insurance Company, a Nebraska corporation.
2. The principal terms of the Plan and Agreement of Merger in the form attached were duly approved by the board of directors and by the shareholders of the corporation by a vote that equaled or exceeded the vote required.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding entitled to vote on the merger is 20,000.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: April 5, 2010

  
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Raymond R. Quirk, President

  
\_\_\_\_\_  
Michael L. Gravelle, Secretary

**DEPARTMENT OF INSURANCE**

Legal Division, Corporate Affairs Bureau  
45 Fremont Street, 24th Floor  
San Francisco, CA 94105



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May 27, 2010

Tommye M. Frost  
Fidelity National Financial  
601 Riverside Avenue T-11  
Jacksonville, FL 32204

**SUBJECT:** Application for consent to merger pursuant to Insurance Code section 1011(c) filed by Ticor Title Insurance Company, a California domestic title insurer, for its merger with and into Chicago Title Insurance Company, a Nebraska title insurer admitted in California, with Chicago Title Insurance Company as the survivor IDB No. 10-3207

Dear Ms. Frost:

On May 4, 2010, we accepted for filing the above referenced application for consent pursuant to Insurance Code section 1011(c) to the merger of Ticor Title Insurance Company with and into Chicago Title Insurance Company, a Nebraska title insurer admitted in California. The proposed effective date of the merger is June 30, 2010.

This shall constitute the California Insurance Commissioner's written consent, pursuant to Insurance Code section 1011(c), to the extent that section is applicable to the subject transaction. This consent is based upon the documents and other information submitted by the applicants. Nothing contained herein shall be construed to have granted approval to any act or conduct by Ticor Title Insurance Company or Chicago Title Insurance Company, other than their merger as expressed in this letter. Ticor Title Insurance Company and Chicago Title Insurance Company are also obliged to accurately report such transactions on all pertinent financial and accounting statements. Should the proposed merger not occur effective June 30, 2010 as described, please contact the undersigned immediately.

We trust the above comments are completely responsive to your application for the Commissioner's consent to the proposed merger.

Cordially,

A handwritten signature in black ink, appearing to read "J. Jacobi".

Jill A. Jacobi  
Senior Staff Counsel

cc: Teresa Wong, Financial Analysis Division