

UNITED STATES OF AMERICA  
BEFORE FEDERAL TRADE COMMISSION

In the Matter of

FIDELITY NATIONAL FINANCIAL, INC., having initiated an investigation of the

acquisition by Respondent Fidelity National Financial, Inc. ("Fidelity"), hereinafter "Proposed Respondent," of real estate insurance underwriters from LandAmerica Financial Group, Inc. ("LandAmerica"), and it now appearing that Proposed Respondent is willing to enter into this Agreement Containing Consent Order ("Consent Agreement") to divest certain assets, and providing for other relief.

IT IS HEREBY

4. Within ten (10) days after the date this Consent Agreement is signed by the Proposed Respondent and every thirty (30) days thereafter until the Decision and Order becomes final, Proposed Respondent shall submit an initial report, pursuant to Section 2.33 of the Commission's Rules, 16 C.F.R. § 2.33. Such reports shall be signed by Proposed Respondent and shall set forth in detail the manner in which Proposed Respondent has complied and will comply with the Decision and Order. Such reports will not become part of the public record unless and until the Consent Agreement and Decision and Order are accepted by the Commission for public comment. In each of the above-described reports, Proposed Respondent shall provide sufficient information and documentation to enable the Commission to determine independently whether Proposed Respondent is in compliance with this Consent Agreement and the Decision and Order. All reports shall be verified by a notarized signature or sworn statement of the Chief Executive Officer or other officer or director of Proposed Respondent specifically authorized to perform this function, or self-verified in the manner set forth in 28 U.S.C. § 1746. Section 2.41 of the Commission's Rules of Practice requires that an original and two copies of all compliance reports be filed with the Commission. Proposed Respondent shall file an original report and one copy with the Secretary of the Commission, and shall send at least one directly to the Bureau of Competition's Compliance Division.
  
5. This Consent Agreement shall not become part of the public record of the proceeding unless and until it is accepted by the Commission. If this Consent Agreement is accepted by the Commission, it, together with the draft of Complaint contemplated thereby, will be placed on the public record for a period of thirty (30) days and information in respect thereto publicly released. The Commission thereafter may either withdraw its acceptance of this Consent Agreement and so notify Proposed Respondent, 00 TD (s 0 TD (o 0.0000 TD (ptedb5)Tj

provided in Commission Rule 4.4(a) 16 C.F.R. § 4.4(a) shall constitute service. Proposed Respondent waives any right it may have to any other manner of service. Proposed Respondent also waives any right it may otherwise have to service of any Appendices incorporated by reference into the Decision and Order and agrees that it is bound to comply with and will comply with the Decision and Order to the same extent as if it had been served with copies of the Appendices, if Proposed Respondent is able in possession of copies of such Appendices.

9. The Complaint may be used in construing the terms of the Decision and Order, and no agreement, understanding, representation, or interpretation not contained in the Decision and Order or the Consent Agreement may be used to vary or contradict the terms of the Decision and Order.
10. By signing this Consent Agreement, Proposed Respondent represents and warrants that it can accomplish the full relief contemplated by the attached Decision and Order (including effectuating all required divestitures, assignments, and transfers and obtaining all necessary approvals from governmental authorities and consents from third parties to effectuate the divestitures, assignments and transfers), and that all parties, subsidiaries, affiliates, and successors necessary to effectuate the full relief contemplated by this Consent Agreement are parties to this Consent Agreement and are bound thereby as if they had signed this Consent Agreement and were made parties to this proceeding and to the Decision and Order.
11. By signing this Consent Agreement, Proposed Respondent represents and warrants that the Divestiture Agreements (as defined in the Decision and Order) that have been submitted to the Commission at the time of this Consent Agreement for approval by the Commission in connection with the Commission's determination to make the Decision and Order final comport with all of the relevant requirements of the Decision and Order and require Proposed Respondent to divest all assets required to be divested pursuant to the relevant divestiture requirements of the Decision and Order. Proposed Respondent further represents and warrants that it shall interpret the terms of the Divestiture Agreements in a manner that is fully consistent with all of the relevant provisions and remedial purposes of the Decision and Order.
12. Proposed Respondent has read the draft of the Complaint and the Decision and Order contemplated hereby. Proposed Respondent understands that once the Decision and Order has been issued, it will be required to file one or more c

By: \_\_\_\_\_

Fidelity National Financial, hc.

Date: \_\_\_\_\_

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Joseph J. ~~B~~rons, Esq.  
Paul, Weiss, ~~R~~kind, Wharton & ~~G~~arrison  
Counsel for  
Fidelity National Financial, hc.

Date: \_\_\_\_\_

By: \_\_\_\_\_

Joseph A. lipinsky  
Attorney  
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APPROVED:

By: \_\_\_\_\_

Robert J Schroede  
Director  
Northwest Region  
Bureau ofCompetiton

\_\_\_\_\_  
Richard A. Feinstein  
Director  
Bureau ofCompetiton

Date: \_\_\_\_\_

\_\_\_\_\_  
Norman Armstrong  
DeputyDirector  
Bureau ofCompetiton

Date: \_\_\_\_\_