

**UNITED STATES OF AMERICA
BEFORE FEDERAL TRADE COMMISSION**

In the Matter of

FIDELITY NATIONAL FINANCIAL, INC.,

a corporation.

File No. 091-0032

AGREEMENT CONTAINING CONSENT ORDER

The Federal Trade Commission ("Commission"), having initiated an investigation of the acquisition by Respondent Fidelity National Financial, Inc. ("Fidelity"), hereinafter "Proposed Respondent," of three title 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 AGREED by and between Proposed Respondent, by its duly authorized officers and attorneys, and counsel for the Commission that:

1. Proposed Respondent Fidelity is a corporation organized, existing and doing business under and by virtue of the laws of the State of Delaware, with its headquarters address located at 601 Riverside Avenue, Jacksonville, FL 32204.
2. Proposed Respondent admits all the jurisdictional facts set forth in the draft of Complaint here attached.
3. Proposed Respondent waives:
 - a. any further procedural steps;
 - b. the requirement that the Commission's Decision and Order, which is attached hereto and made a part hereof, contain a statement of findings of fact and conclusions of law;
 - c. all rights to seek judicial review or otherwise challenge or contest the validity of the Decision and Order entered pursuant to this Consent Agreement; and
 - d. any claim under the Equal Access to Justice Act.

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(a) 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 copy 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, in which event it will take such action as it may consider appropriate, or issue or amend its Complaint (in such form as the circumstances may require) and issue its Decision and Order, in disposition of the proceeding.
6. This Consent Agreement is for settlement purposes only and does not constitute an admission by Proposed Respondent that the law has been violated as alleged in the draft of Complaint here attached, or that the facts as alleged in the draft of Complaint, other than jurisdictional facts, are true.
7. This Consent Agreement contemplates that, if it is accepted by the Commission, and if such acceptance is not subsequently withdrawn by the Commission pursuant to the provisions of Commission Rule 2.34, 16 C.F.R. § 2.34, the Commission may, without further notice to Proposed Respondent: (a) issue and serve its Complaint corresponding in form and substance with the draft of Complaint here attached and its Decision and Order, and (b) make information public with respect thereto.
8. When final, the Decision and Order shall have the same force and effect and may be altered, modified or set aside in the same manner and within the same time provided by statute for other orders. The Decision and Order shall become final upon service. Delivery of the Complaint and the Decision and Order to Proposed Respondent Fidelity by any means

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 agree 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 already 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 parents, 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 compliance reports showing that it has fully complied with the Decision and Order.
13. Proposed Respondent agrees to comply with the terms of the proposed Decision and Order from the date it signs this Consent Agreement. Proposed Respondent further understands that it may be liable for civil penalties in the amount provided by law for each violation of the Decision and Order after it becomes final.

By: _____

Fidelity National Financial, Inc.

Date: _____

Joseph J. Simons, Esq.
Paul, Weiss, Rifkind, Wharton & Garrison
Counsel for
Fidelity National Financial, Inc.

Date: _____

By: _____

Joseph A. Lipinsky
Attorney
Bureau of Competition

APPROVED:

By: _____

Robert J. Schroeder
Director
Northwest Region
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Richard A. Feinstein
Director
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Date: _____

Norman Armstrong
Deputy Director
Bureau of Competition

Date: _____