

**STATE OF OREGON
DEPARTMENT OF CONSUMER AND BUSINESS SERVICES
INSURANCE DIVISION**

BEFORE THE DIRECTOR OF THE DEPARTMENT OF CONSUMER AND BUSINESS
SERVICES

In the Matter of the Proposed Reorganization)	Order of Exemption
Of the holdings of First American Corporation,)	
Including Title Insurance Company of Oregon)	Case No. INS 10-05-001

INTRODUCTION

By letter dated August 21, 2009, the First American Corporation (“First American”) filed a request for exemption from the provisions of Oregon Revised Statutes (“ORS”) 732.521(1) pursuant to ORS 732.521(2) with regard to a proposed corporate reorganization (“proposed transaction”) that will divide the First American Corporation into two separate publicly traded entities.

First American is a publicly traded corporation domiciled in California. First American wholly owns First American Title Insurance Company (“First American Title”).

First American Title is a California domiciled title insurance company authorized under ORS chapter 731 to transact title insurance in Oregon since 1980. First American Title wholly owns Title Insurance Company of Oregon dba First American Title Insurance Company of Oregon (“First American Title of Oregon”).

First American Title of Oregon is an Oregon domiciled title insurance company authorized under ORS 731 to transact title insurance in Oregon since 1937.

FACTS PROVIDED

The proposed transaction is a corporate reorganization that will divide First American into two separate publicly traded entities. First American will retain the information services companies that are not regulated and transfer to a newly created entity the financial services companies that are regulated.

To effect the reorganization, a new financial services holding company, First American Financial Corporation ("First American Financial"), was organized under the general corporation law of Delaware as a wholly owned subsidiary of First American. The financial services companies that are direct or indirect subsidiaries of First American, including First American Title of Oregon, will be transferred by First American to First American Financial and become direct or indirect subsidiaries of First American Financial. The shares of First American Financial will be distributed and immediately following the transaction, the shareholders of First American Financial will be identical to the shareholders of First American prior to the transaction. No additional persons will acquire ownership or control by virtue of the transaction. No debt will be incurred in connection with the reorganization and no funds will be paid by any person to purchase the shares of First American Financial. Therefore, the reorganization will not change or influence the control of First American Title of Oregon nor is it expected to affect First American Title of Oregon's financial condition.

CONCLUSION OF LAW

The proposed transaction will not have the effect of changing or influencing the control or ownership of a domestic insurer. The proposed transaction thereby meets the requirements for exemption from the provisions of ORS 732.521(1) pursuant to ORS 732.521(2).

ORDER

Based on the foregoing facts provided and conclusion of law, it is hereby ordered that the proposal to reorganize First American Corporation is exempt from the provisions of ORS 732.521(1).

Issued this 7th day of May 2010.



CORY STREISINGER, Director
Department of Consumer and Business Service