

**BEFORE THE INSURANCE COMMISSIONER
FOR THE STATE OF ARKANSAS**

**IN THE MATTER OF THE PROPOSED
MERGER OF ARKANSAS TITLE INSURANCE
COMPANY WITH AND INTO STEWART
TITLE GUARANTY COMPANY**

A.I.D. NO. 2010- 0 1 9

ORDER

Now on this day, the matter of the proposed merger of Arkansas Title Insurance Company (“Company”) with and into Stewart Title Guaranty Company (“Stewart Title”) comes before Jay Bradford, Arkansas Insurance Commissioner (“Commissioner”), as presented by Nina Samuel Carter and Amanda Capps Rose, Associate Counsel for the Arkansas Insurance Department (“Department”). From the facts, matters and other things before the Commissioner, he finds as follows:

FINDINGS OF FACT

1. That the Commissioner has jurisdiction over the parties and the subject matter involved herein.
2. The Company, NAIC No. 50725, is an Arkansas domiciled title insurer with its principal place of business in Little Rock, Arkansas.
3. Stewart Title, NAIC No. 50121, is a Texas domiciled title insurer with its principal place of business in Houston, Texas.
4. The Company has submitted a proposed Agreement and Plan of Merger pursuant to which the Company would merge with and into Stewart Title effective December 31, 2009.
5. Stewart Title is currently the ultimate parent of the Company. Accordingly, the proposed merger would not effectuate a change of control of the Company.

CONCLUSIONS OF LAW

Based upon the foregoing Findings of Fact, the Commissioner concludes as follows:

1. The provisions of Ark. Code Ann. §§ 23-63-506 through 513 require, *inter alia*, an administrative hearing prior to the Department's approval of any merger with a domestic insurer.

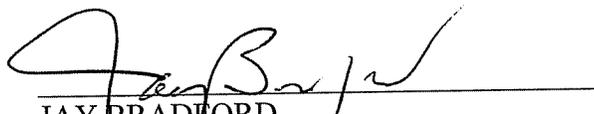
2. Pursuant to Ark. Code Ann. § 23-63-507, the provisions of Ark. Code Ann. §§ 23-63-506 through 513 do not apply to any "offer, request, invitation, agreement, or acquisition which the commissioner, by order, shall exempt therefrom ... as not having the effect of changing or influencing the control of a domestic insurer...". Ark. Code Ann. § 23-63-507(3)(A).

3. The proposed merger will not effect a change of control of the Company; therefore, the proposed merger will not be subject to the provisions of Ark. Code Ann. §§ 23-63-506 through 513.

4. An administrative hearing on the proposed merger is not required by law.

Now, therefore, it is hereby ORDERED that the provisions of Ark. Code Ann. §§ 23-63-506 through 513 do not apply to the proposed merger, and no administrative hearing is required in order to make a final ruling regarding the proposed merger.

It is so ORDERED this 11th day of February, 2010.



JAY BRADFORD
ARKANSAS INSURANCE COMMISSIONER