

FIRST AMERICAN TITLE INSURANCE COMPANY

CONSENT IN LIEU OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS

The undersigned, being all of the members of the Board of Directors (the "Board") of First American Title Insurance Company, a California corporation (the "Company"), in lieu of holding a special meeting of the Board do hereby take the following actions and adopt the following resolutions by written consent as if taken at a duly held meeting of the Board:

**WHEREAS**, it has been proposed that the Company enter into the transactions (the "Merger") contemplated by that certain Agreement and Plan of Merger in substantially the form set forth as Exhibit A (the "Merger Agreement") by and among the Company and Pacific Northwest Title Insurance Company ("Pacific Northwest Title") pursuant to which the Company will merge with Pacific Northwest Title, with the Company remaining as the surviving corporation in the Merger;

**WHEREAS**, the Board has evaluated the terms of the Merger as described in the Merger Agreement;

**WHEREAS**, the Board has determined that it is advisable and in the best interest of the Company and its sole shareholder that the Merger, the Merger Agreement, and the other transactions contemplated thereby be approved;

**WHEREAS**, the Merger and the transactions contemplated thereby require the approval of the shareholder of the Company; and

**WHEREAS**, The First American Corporation, a California corporation (the "Shareholder") is the sole shareholder of the Company.

**RESOLVED**, that the Merger Agreement, the Merger, and the other transactions contemplated by the Merger Agreement are hereby approved.

**RESOLVED**, that the Merger Agreement, the Merger, and the other transactions contemplated by the Merger Agreement are submitted to the Shareholder for approval and the Board recommends that the Shareholder approve the same.

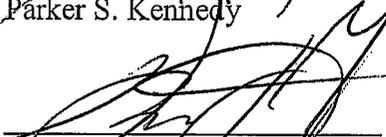
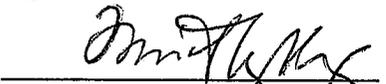
**RESOLVED**, that each of the officers of the Company be, and hereby is, authorized and directed in the name and on behalf of the Company to negotiate, execute, and deliver the Merger Agreement and any other agreements and documents in connection with the transactions contemplated thereby, each with such changes therein, amendments thereto, and terms and conditions as the officers executing and delivering the same may approve, such approval to be conclusively evidenced by the execution and delivery thereof.

**RESOLVED**, that the Company is authorized and directed to file an application with the California Department of Insurance and any other applicable regulatory authorities for consent to the Merger.

The action taken by this Consent shall have the same force and effect as if taken at a special meeting of the Board of Directors duly called and constituted pursuant to the Bylaws of the Corporation and the laws of the State of California.

This Consent may be executed in counterparts (including by original telecopy), each deemed to be an original for all purposes and shall altogether constitute one and the same Consent.

IN WITNESS WHEREOF, the undersigned have executed this Consent of the Board as of the 14 day of October, 2009.

  
\_\_\_\_\_  
Parker S. Kennedy  
\_\_\_\_\_  
Dennis J. Gilmore  
\_\_\_\_\_  
James Mark Harmsworth  
\_\_\_\_\_  
Timothy V. Kemp  
\_\_\_\_\_  
Jeffrey S. Robinson

CERTIFICATE OF CORPORATE RESOLUTION  
OF  
FIRST AMERICAN TITLE INSURANCE COMPANY

I, Timothy V. Kemp, hereby certify as follows:

1. I am the duly appointed and authorized Secretary of First American Title Insurance Company, a California domiciled insurer (the "Corporation"), and I am authorized to deliver this Certificate on behalf of the Corporation.
2. Attached hereto is a true and correct copy of the resolutions (the "Resolutions") duly adopted by the Board of Directors of the Corporation.
3. The Resolutions have not been amended, modified, or rescinded, and are in full force and effect on the date hereof.

EXECUTED as of the 4 day of October, 2009.

  
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Timothy V. Kemp