

PACIFIC NORTHWEST TITLE INSURANCE COMPANY, INC.

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 Pacific Northwest Title Insurance Company, Inc., a Washington corporation (the "Company"), in lieu of holding a special meeting of the Board, 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 First American Title Insurance Company ("FATICO") pursuant to which the Company will merge with and into FATICO, with FATICO 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, Pacific Northwest Title Holding Company, a Washington corporation (the "Shareholder") is the sole shareholder of the Company;

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

WHEREAS, the Merger and the transactions contemplated thereby require the approval of the Shareholder;

WHEREAS, the Board desires that the Merger Agreement, the Merger, and the other transactions contemplated by the Merger Agreement be submitted to the Shareholder for approval; and

WHEREAS, the Board desires to recommend that the Shareholder approve the Merger Agreement, the Merger, and the other transactions contemplated by the Merger Agreement.

NOW, THEREFORE, BE IT

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 the Shareholder of the Company 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 each of the officers of the Company be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to take any and all further actions and to execute and deliver such further agreements, instruments, certificates and documents as the officer deems necessary or desirable to carry out the intent and purposes of the foregoing resolutions.

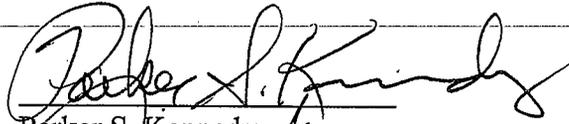
RESOLVED, that the Company is authorized and directed to file an application with the Washington Department of Insurance and any other applicable regulatory authorities for consent to the Merger.

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 Washington.

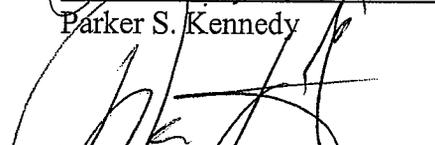
[Signature page follows]

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.

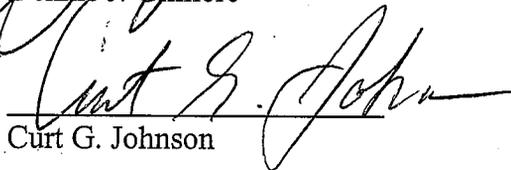
IN WITNESS WHEREOF, the undersigned have executed this Consent of the Board as of 15 day of October, 2009.



Parker S. Kennedy

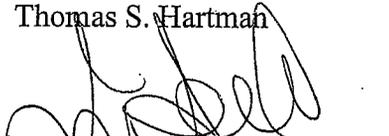


Dennis J. Gilmore



Curt G. Johnson

Thomas S. Hartman



James Mark Harmsworth

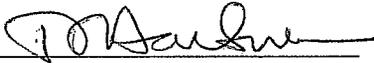
This Consent may be executed in counterparts (including by original telecopy), each deemed to be an original for all purposes and shall altogether constitute one and the same Consent.

IN WITNESS WHEREOF, the undersigned have executed this Consent of the Board as of 12th day of February, 2010.

Parker S. Kennedy

Dennis J. Gilmore

Curt G. Johnson



Thomas S. Hartman

James Mark Harmsworth

**CERTIFICATE OF CORPORATE RESOLUTION
OF
PACIFIC NORTHWEST TITLE INSURANCE COMPANY, INC.**

I, Linda Lamson, certify as follows:

4. I am the duly appointed and authorized Secretary of Pacific Northwest Title Insurance Company, Inc., a Washington domiciled insurer (the "Company"), and I am authorized to deliver this Certificate on behalf of the Company.
5. Attached hereto is a true and correct copy of the resolutions (the "Resolutions") duly adopted by the Board of Directors of the Company.
6. The Resolutions have not been amended, modified, or rescinded, and are in full force and effect on the date hereof.

EXECUTED as of the 12th day of February, 2010.



Linda Lamson