

FIRST AMERICAN TITLE INSURANCE COMPANY

CONSENT IN LIEU OF A SPECIAL MEETING OF SHAREHOLDERS

The undersigned, being the duly authorized representative of the sole shareholder of First American Title Insurance Company, a California corporation (the "Company"), in lieu of holding a special meeting of the shareholders of the Company, does hereby take the following actions and adopt the following resolutions by written consent as if taken at a duly held meeting of the shareholders of the Company:

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, Inc. ("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 of Directors of the Company (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 undersigned 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 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 of and on behalf of the Company, to take any and all further actions and to execute and deliver such further agreement, instruments, certificates and documents as the officer deems necessary or desirable to carry out the intent and purposes of the foregoing resolutions.

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, in its role as sole shareholder of the Company, duly called and constituted pursuant to the Bylaws of the Company and the laws of the State of California.

IN WITNESS WHEREOF, the undersigned shareholder has executed this Consent of the Shareholder as of the 15 day of October, 2009.

SHAREHOLDER:
THE FIRST AMERICAN CORPORATION

By: 
Name: Ken DeGiorgio
Title: Secretary

**CERTIFICATE OF CORPORATE RESOLUTION
OF
THE FIRST AMERICAN CORPORATION**

I, Jeffrey S. Robinson, hereby certify as follows:

1. I am the duly appointed and authorized Assistant Secretary of The First American Corporation, a California corporation (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 Corporation as the sole shareholder of First American Title Insurance Company.
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 15 day of October, 2009.



Jeffrey S. Robinson