



812918

December 18, 2001

VIA EXPRESS MAIL

Florida Secretary of State
Division of Corporations
P.O. Box 6237
Tallahassee, FL 32314

500004740315--4
-12/27/01--01007--014
*****121.75 *****87.50

Re: Merger of Title & Trust Company of Florida (NAIC #50733) and T&T Co. Holding
Company into Commonwealth Land Title Insurance Company (NAIC #50083)

Dear Sir or Madam:

Pursuant to instructions from the Florida Department of Insurance, I enclose the
following:

1. \$121.75 check (\$16.75 included for a certified copy)
2. Originally signed Articles of Merger (Profit Corporations)
3. Plan of Merger
4. Unanimous Consent Forms from the Boards of Directors

Once approved, please return the duplicates stamped "Copy" and a Certified Copy in the
enclosed self-addressed UPS package. Copies of the Florida and Pennsylvania Insurance
Department Orders are included for your easy reference.

If you have any questions, please do not hesitate to contact me at (804) 267-8330.

Sincerely,

W. Riker Purcell
Vice President & Regulatory Counsel

EFFECTIVE DATE
12-31-01

Merger
LFS

1-7-2002

encls.

ARTICLES OF MERGER
Merger Sheet

MERGING:

TITLE & TRUST COMPANY OF FLORIDA, a Florida corporation (Document #011196)

T & T CO. HOLDING COMPANY, a Florida corporation (Document #442165)

INTO

COMMONWEALTH LAND TITLE INSURANCE COMPANY, a Pennsylvania
entity, 812918

File date: December 26, 2001, effective December 31, 2001

Corporate Specialist: Louise Flemming-Jackson

ARTICLES OF MERGER
(Profit Corporations)

EFFECTIVE DATE
12-31-01

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

Commonwealth Land Title Insurance Company

Pennsylvania

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

T&T Co. Holding Company

Florida

Title & Trust Company of Florida

Florida

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR 12 / 31 / 2001 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____

3/01/2001 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____

3/01/2001 and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2001 DEC 26 PM 2:36

Typed or Printed Name of Individual & Title

Title & Trust Co. of Florida

Wm. Chadwick Perrine

John P. Ragan

Wm. A. Smith

Wm. Chadwick Perrine, Vice President
+ Secretary

John P. Rapp, Senior Vice President

W. Riker Purcell, Vice President + Secretary

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Commonwealth Land Title Insurance Company</u>	<u>Pennsylvania</u>

The name and jurisdiction of each **subsidiary** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>T&T Co. Holding Company</u>	<u>Florida</u>
<u>Title & Trust Company of Florida</u>	<u>Florida</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

When surrender of T&T Co. Holding Company stock and Title & Trust Company of Florida stock becomes effective all their stock certificates shall be surrendered to the Surviving Corporation for cancellation.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation; a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

Not applicable

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Not applicable

Other provisions relating to the merger are as follows:

Plan of Merger

**Title & Trust Company of Florida
And its Parent Company,
T&T Co. Holding Company**

INTO

Commonwealth Land Title Insurance Company

PLAN AND AGREEMENT OF MERGER (hereinafter called "this agreement"), dated for identification March 1, 2001, by and between Commonwealth Land Title Insurance Company, a Pennsylvania corporation as surviving company, and its subsidiaries, T&T Co. Holding Company, and Title & Trust Company of Florida, Florida corporations, the three said corporations being hereafter sometimes collectively referred to as the "Constituent Corporations."

WITNESSETH:

WHEREAS, Commonwealth Land Title Insurance Company is a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania, having been incorporated on April 11, 1929; T&T Co. Holding Company and its subsidiary, Title & Trust Company of Florida are corporations duly organized and existing under the laws of the State of Florida, having been incorporated on December 26, 1973, and May 22, 1922, respectively.

WHEREAS, Commonwealth Land Title Insurance Company owns all of the capital stock of T&T Co. Holding Company, which in turn owns all of the capital stock of Title & Trust Company of Florida, the Boards of Directors of the Constituent Corporations deem it advisable for the general welfare and advantage of the Constituent Corporations and their respective shareholders that the Constituent Corporations merge into a single corporation pursuant to this Agreement, and the Constituent Corporations respectively desire to so merge pursuant to this Agreement and pursuant to the applicable provisions of the laws of the Commonwealth of Pennsylvania and the State of Florida.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained the parties hereby agree, in accordance with the applicable provisions of the laws of the Commonwealth of Pennsylvania and the State of Florida that the Constituent Corporations shall be merged into a single corporation, to-wit: Commonwealth Land Title Insurance Company, a Pennsylvania corporation, one of the Constituent Corporations, which is not a new corporation, and which shall continue its corporate existence and be the corporation surviving the merger (said corporation hereafter being sometimes called the "Surviving Corporation"), and the terms and conditions of the merger hereby agreed upon (hereafter called the "Merger") which the parties covenant to observe, keep and perform and the mode of carrying the same into effect are and shall be as hereafter set forth:

ARTICLE I

Effective Time of the Merger

At the effective time of the Merger, the separate existence of T&T Co. Holding Company and Title & Trust Company of Florida (sometimes collectively referred to herein as the "Florida Corporations") shall cease, and the Florida Corporations shall be merged into the Surviving Corporation. Consummation of this Agreement for accounting purposes shall be effected on _____.

ARTICLE II

Bylaws

The Bylaws of Commonwealth Land Title Insurance Company at the effective time of the merger shall be the Bylaws of the Surviving Corporation until same shall be altered or amended in accordance with the provisions thereof.

ARTICLE III

Directors and Officers

The directors of Commonwealth Land Title Insurance Company at the effective time of the Merger shall be the directors of the Surviving Corporation until their respective successors are duly elected and qualified. Subject to the authority of the Board of Directors as provided by law and the Bylaws of the Surviving Corporation, the officers of Commonwealth Land Title Insurance Company at the effective time of the Merger shall be the officers of the Surviving Corporation.

ARTICLE IV

Cancellation of Shares in the Merger

The mode of carrying into effect the Merger provided in this Agreement, and the manner and basis of converting the shares of the Constituent Corporations into shares of the Surviving Corporation are as follows:

1. When surrender of T&T Co. Holding Company stock and Title & Trust Company of Florida stock becomes effective, all their stock certificates shall be surrendered to the Surviving Corporation for cancellation.

ARTICLE V

Effect of the Merger

At the effective time of the Merger, pursuant to 15 Pa. C.S.A. §1929, all the property, real, personal and mixed, and franchises of each of the Florida Corporations, and all debts due on whatever account either of them, including subscriptions for shares and other choses in action belonging to either of them, shall be deemed to be transferred to and vested in the Surviving Corporation without further action, and the title to any real estate, or any interest therein vested in any of the corporations shall not revert or be in any way impaired by reason of merger. The Surviving Corporation shall thenceforth be responsible for all the liabilities of each of the Constituent Corporations. Liens upon the property of the Constituent Corporations shall not be impaired by the merger and any claim existing or action or proceeding pending by or against the Constituent Corporations may be prosecuted to judgment as if the merger had not taken place or the Surviving Corporation may be proceeded against or substituted in its place. Any taxes, penalties, and public accounts of the Commonwealth of Pennsylvania or the State of Florida claimed against the Constituent Corporations but not settled, assessed or determined prior to the merger, shall be settled, assessed or determined against the Surviving Corporation and, together with interest thereon, shall be a lien against the franchises and property, both real and personal, of the Surviving Corporation. The articles of incorporation of the Surviving Corporation shall be deemed to be amended to the extent, if any, that changes in its articles are stated in the plan of merger.

ARTICLE VI

None of the Constituent Corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except as contemplated by the agreement.

ARTICLE VII

Approval of Shareholders; Filing of Certificate of Merger

In accordance with 40 Pa. C.S.A. §1924, and Florida Corporate Code §607.1107, this agreement shall be submitted to Commonwealth Land Title Insurance Company, which is the sole shareholder of T&T Co. Holding Company, which is the sole shareholder of Title & Trust company of Florida. Upon approval by the Pennsylvania and Florida insurance regulators, the said documents will be delivered to the State Corporation Commissions of the Commonwealth of Pennsylvania and the State of Florida.

ARTICLE VIII

Conduct of Businesses Pending Merger

From and after the date of this Agreement and prior to the effective time of the Merger, none of the Constituent Corporations will, without the prior written consent of the other:

- (a) Amend its Certificate of Incorporation or Bylaws except as may be necessary to enable it to carry out the provisions of this agreement.
- (b) Engage in any material activity or transaction or incur any material obligation (by contract or otherwise) except in the ordinary course of business.
- (c) Issue rights or options to purchase or subscribe to any shares of its capital stock or subdivide or otherwise change any such shares.
- (d) Issue or sell any shares of its capital stock or securities convertible into shares of its capital stock.
- (e) Declare or pay any dividends on or make any distributions in respect of any shares of its capital stock.

ARTICLE IX

Additional Agreements

The Constituent Corporations further agree as follows:

- (a) This merger pursuant to Title 26 U.S. Code § 368(A)(1)(B) (26 USCS § 368 (A)(1)(B)) is intended to be a tax-free merger under the laws of the United States of America, the Commonwealth of Pennsylvania, and the State of Florida.
- (b) Access and Information. The Constituent Corporations hereby agree that each will give to the other and to the other's accountants, counsel and other representatives full access during normal business hours throughout the period prior to the Merger to all of its properties, books, contracts, commitments and records, and that each will furnish the other during such period with all other information concerning its affairs as such other party may reasonably request. In the event of the termination of this Agreement, each party will deliver to the other all documents, work papers and other material obtained from the other relating to the transactions contemplated hereby, whether so obtained before or after the execution hereof, whether so obtained before or after the execution hereof, and will use its best efforts to have any information so obtained and not heretofore made public kept confidential.
- (c) Expenses. Upon a termination of this agreement, each party will pay all costs and expenses of its performance of and compliance with all agreements and conditions contained herein on its part to be performed or complied with, including fees, expenses and disbursements of its accountants.
- (d) Further Assurances. If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurance in law or other action is necessary

or desirable to vest, perfect or confirm of record or otherwise, in the Surviving Corporation, the title to any property or rights of the Florida Corporations acquired or to be acquired by or as a result of the Merger, the proper officers and directors of T&T Co. Holding Company, Title & Trust Company of Florida and the Surviving Corporation, respectively, shall be and they hereby are severally and fully authorized to execute and deliver such proper deeds, assignments and assurances in law and take such other action as may be necessary or proper in the name of T&T Co. Holding company and Title & Trust Company of Florida or the Surviving Corporation to vest, perfect, or confirm title to such other property or rights in the Surviving Corporation and otherwise carry out the purposes of this Agreement.

ARTICLE X

Conditions Precedent; Termination General Provisions

- (a) Conditions Precedent to Commonwealth Land Title Insurance Company's obligation. The obligation of Commonwealth Land Title Insurance Company to effect the Merger shall be subject to the following conditions:
1. No material change in the corporate status, businesses, operations or financial condition of the Florida Corporations since January 1, 2000; other than changes in the ordinary course of business, none of which has been materially adverse in relation to T&T Co. Holding Company or Title & Trust Company of Florida, no other event or condition of any character shall have occurred or arisen since the date which shall have materially and adversely affected the corporate status, businesses, operations or financial condition of T&T Co. Holding Company or Title & Trust Company of Florida.
- (b) Termination and Abandonment. Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned at any time before the effective time of the merger, whether before or after adoption or approval of this agreement by the Constituent Corporations under any one or more of the following circumstances:
1. By the mutual consent of the Board of Directors of the Constituent Corporations;
 2. By any Constituent Corporation if any action or proceeding before any Court or other governmental body or agency shall have been instituted or threatened to restrain or prohibit the Merger and such Constituent Corporation deems it inadvisable to proceed with the Merger.

IN WITNESS WHEREOF, this agreement has been signed by the president and secretary of each of the Constituent Corporations, and each of the Constituent Corporations has caused its corporate seal to be hereto affixed and attested by the signature of the assistant secretary, all as of the day and year first above written.

[Signature page follows]

T&T CO. HOLDING COMPANY

Janet A. Alpert
Janet A. Alpert, President

W. Riker Purcell
W. Riker Purcell, Secretary

ATTEST:

Wm. Chadwick Perrine
Wm. Chadwick Perrine, Assistant Secretary

TITLE & TRUST COMPANY OF FLORIDA

Janet A. Alpert
Janet A. Alpert, President

W. Riker Purcell
W. Riker Purcell, Secretary

ATTEST:

Wm. Chadwick Perrine
Wm. Chadwick Perrine, Assistant Secretary

COMMONWEALTH LAND TITLE INSURANCE COMPANY

Janet A. Alpert
Janet A. Alpert, President

Wm. Chadwick Perrine
Wm. Chadwick Perrine, Secretary

ATTEST:

W. Riker Purcell
W. Riker Purcell, Assistant Secretary

Title & Trust Company of Florida
a Florida corporation

**Unanimous Written Consent of the
Board Of Directors**

March 01, 2001

The undersigned, being all of the members of the Board of Directors of Title & Trust Company of Florida, a corporation organized and existing under the The Florida Business Corporation Act (the "Corporation"), in accordance with Section 607.0821 of said Law:

WAIVE, the holding of a meeting of the Board of Directors of Title & Trust Company of Florida and ~~IN WRITING~~, to the adoption of, and **ADOPTS**, the following resolution, declaring it to be in full force and effect as of the date hereof:

WHEREAS, the Directors of the Corporation have determined that it is in the best interest of the Corporation to merge into the Commonwealth Land Title Insurance Company; and

WHEREAS, Title & Trust Company of Florida, a Florida insurance company and its parent, T&T Co. Holding Company, a Florida corporation, are both wholly owned subsidiaries of Commonwealth Land Title Insurance Company;

IT IS HEREBY RESOLVED, that the President and Secretary of the Corporation are each authorized, directed and empowered, for and on behalf of the Corporation, to execute the Plan of Merger in substantially the form attached to this resolution and to take any steps, execute any documents, and perform any actions that are necessary or desirable, to merge or consolidate Title & Trust Company of Florida and T&T Co. Holding Company into Commonwealth Land Title Insurance Company, as the President or Secretary may deem most expedient and proper.

IN WITNESS WHEREOF, the undersigned subscribe their names for the purpose of consenting to and adopting the above resolution(s) as of the date first written above. The Secretary of the Corporation is directed to file this consent in the Minute Book of the Board of Directors.

Janet A. Alpert

W. Riker Purcell

Russell W. Jordan, III

James W. Smith

John D. Waters

COPY

Commonwealth Land Title Insurance Company
a Pennsylvania Corporation

*Unanimous Written Consent of the
Board of Directors*

The undersigned, being all the members of the Board of Directors of Commonwealth Land Title Insurance Company, a corporation organized and existing under the The Business Corporation Law of Pennsylvania, (the "Corporation"); in accordance with Section 1727 (b) of said Law:

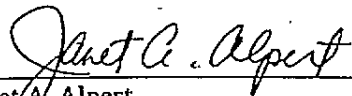
WAIVE, the holding of a meeting of the board of Directors of the Corporation and **CONSENT IN WRITING** to the adoption of and **ADOPT**, the following Resolution, declaring it to be in full force and effect as of the date hereof:

WHEREAS, the Directors of the Corporation have determined that it is in the best interest of the Corporation to merge or consolidate smaller, wholly owned title insurance underwriters with each other or into the parent company; and

WHEREAS, Title & Trust Company of Florida, a Florida insurance company and its parent, T&T Co. Holding Company, a Florida corporation, are both wholly owned subsidiaries of Commonwealth Land Title Insurance Company;

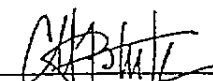
IT IS HEREBY RESOLVED, that the President and Secretary of the Corporation are each authorized, directed and empowered, for and on behalf of the Corporation, to execute the Plan of Merger in substantially the form attached to this resolution and to take any steps, execute any documents, and perform any actions that are necessary or desirable, to merge or consolidate Title & Trust Company of Florida and T&T Co. Holding Company into Commonwealth Land Title Insurance Company, as the President or Secretary may deem most expedient and proper.

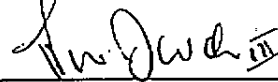
IN WITNESS WHEREOF, the undersigned subscribe their names for the purpose of consenting to and adopting the above resolution as of March 1, 2001. The Secretary of the Corporation is directed to file this Consent in the minute book of the Board of Directors.



Janet A. Alpert

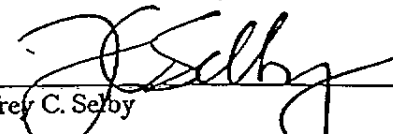

Theodore L. Chandler, Jr.


G. William Evans


Charles H. Foster, Jr.


Russell W. Jordan, III


John P. Rapp


Jeffrey C. Selby

T & T Co. Holding Company
a Florida corporation

COPY

Unanimous Written Consent of the
Board Of Directors

March 1, 2001

The undersigned, being all of the members of the Board of Directors of T & T Co. Holding Company, a corporation organized and existing under the The Florida Business Corporation Act (the "Corporation"), in accordance with Section 607.0821 of said Law:

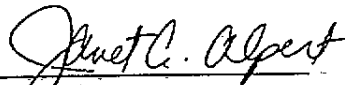
WAIVE, the holding of a meeting of the Board of Directors of T & T Co. Holding Company and CONSENT IN WRITING, to the adoption of, and ADOPTS, the following resolution, declaring it to be in full force and effect as of the date hereof:

WHEREAS, the Directors of the Corporation have determined that it is in the best interest of the Corporation to merge into the parent company; and

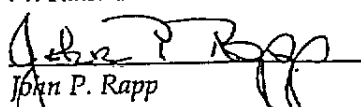
WHEREAS, Title & Trust Company of Florida, a Florida insurance company and its parent, T&T Co. Holding Company, a Florida corporation, are both wholly owned subsidiaries of Commonwealth Land Title Insurance Company;

IT IS HEREBY RESOLVED, that the President and Secretary of the Corporation are each authorized, directed and empowered, for and on behalf of the Corporation, to execute the Plan of Merger in substantially the form attached to this resolution and to take any steps, execute any documents, and perform any actions that are necessary or desirable, to merge or consolidate Title & Trust Company of Florida and T&T Co. Holding Company into Commonwealth Land Title Insurance Company, as the President or Secretary may deem most expedient and proper.

IN WITNESS WHEREOF, the undersigned subscribe their names for the purpose of consenting to and adopting the above resolution(s) as of the date first written above. The Secretary of the Corporation is directed to file this consent in the Minute Book of the Board of Directors.


Janet A. Alpert


W. Riker Purcell


Joan P. Rapp



Unanimous Consent in Lieu of a Meeting of the
The Executive Committee

June 1, 2000

WHEREAS the Executive Committee of the Corporation has received the attached Plan of Merger and has determined that it is in the best interest of the Corporation to merge or consolidate smaller, wholly-owned title insurance subsidiaries with each other or into their parent companies; and

WHEREAS District-Realty Title Insurance Corporation, a Maryland corporation, Title Insurance Company, an Alabama corporation, Title and Trust Company of Florida, a Florida corporation, Industrial Valley Title Insurance Company, a Pennsylvania corporation, and State Title Insurance Company, a Pennsylvania corporation (the "Subsidiary Companies") are wholly-owned title insurance subsidiaries of Commonwealth Land Title Insurance Company, a Pennsylvania corporation, which in turn is the wholly-owned title insurance subsidiary of the Corporation; and

WHEREAS some steps have already been taken in furtherance of the purposes of this Resolution;

IT IS HEREBY RESOLVED that the boards of directors and officers of Commonwealth Land Title Insurance Company and the Subsidiary Companies are hereby authorized and empowered to adopt resolutions and take any actions that will effect the due execution and performance of the Plan of Merger in substantially the form attached, as the said directors and officers may deem most expedient and proper. Actions previously taken by the said directors and officers that are consistent with this resolution are hereby ratified and confirmed

I, the undersigned, Russell W. Jordan, III certify that I am the duly elected Secretary of LandAmerica Financial Group, Inc., a corporation duly organized and existing under the laws of the State of Virginia; and that the foregoing is a full, true and correct copy of resolutions that were duly and regularly adopted by Unanimous Consent as of June 1, 2000, by the Executive Committee of the Board of Directors of LandAmerica Financial Group, Inc.

Secretary

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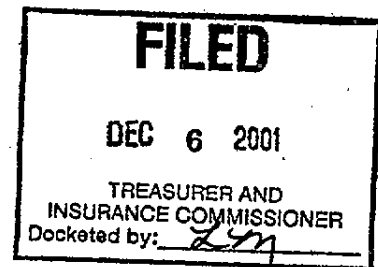
THE TREASURER OF THE STATE OF FLORIDA
DEPARTMENT OF INSURANCE

TOM GALLAGHER

IN THE MATTER OF:

CASE NO. 43302-01 CO

Application for Merger of TITLE & TRUST COMPANY
OF FLORIDA, a Florida-Domiciled Insurer, Into
COMMONWEALTH LAND TITLE INSURANCE
COMPANY, a Pennsylvania-Domiciled Insurer



CONSENT ORDER

THIS CAUSE came on for consideration upon the filing with the FLORIDA DEPARTMENT OF INSURANCE (hereinafter referred to as "DEPARTMENT") by COMMONWEALTH LAND TITLE INSURANCE COMPANY (hereinafter referred to as "COMMONWEALTH") of an application for merger of T & T CO. HOLDING COMPANY, INC. (hereinafter referred to as "T & T HOLDING"), a Florida corporation, and its subsidiary, TITLE & TRUST COMPANY OF FLORIDA (hereinafter referred to as "TITLE & TRUST"), a Florida-domestic title insurer, into COMMONWEALTH, a Pennsylvania-domiciled title insurer, pursuant to Section 628.451, Florida Statutes. The DEPARTMENT, having considered said application, and being otherwise fully advised in the premises, hereby finds, and COMMONWEALTH, T & T HOLDING, TITLE & TRUST, and LANDAMERICA FINANCIAL GROUP, INC. (hereinafter referred to as "LANDAMERICA") agree, as follows:

1. The DEPARTMENT has jurisdiction over the subject matter of and parties to this proceeding.

2. COMMONWEALTH has applied for, and subject to the present and continuing satisfaction of the requirements, terms and conditions established herein, met all of the conditions precedent to the granting of approval by the DEPARTMENT of the proposed merger of T & T HOLDING and its subsidiary, TITLE & TRUST, into COMMONWEALTH (hereinafter referred to as "Merger").

3. COMMONWEALTH is an insurer legally domiciled in the State of Pennsylvania authorized to transact insurance in the State of Florida through a subsisting Certificate of Authority issued by the DEPARTMENT. TITLE & TRUST is a Florida domestic title insurer authorized to transact title insurance in the State of Florida through a subsisting Certificate of Authority issued by the DEPARTMENT. COMMONWEALTH and TITLE & TRUST are subject to the jurisdiction and regulation of the DEPARTMENT pursuant to applicable provisions of the Florida Insurance Code.

4. TITLE & TRUST is 100% owned by T&T HOLDING, a Florida holding company, which in turn is 100% owned by COMMONWEALTH, which in turn is 100% owned by LANDAMERICA. LANDAMERICA is the ultimate corporate parent of COMMONWEALTH, T&T HOLDING, and TITLE & TRUST. LANDAMERICA, a Virginia corporation, is traded on the New York Stock Exchange under the symbol "LFG".

5. Since 1999, LANDAMERICA has been merging smaller or inactive title insurance companies into their corporate parents. TITLE & TRUST has not written any business since 1996 and is licensed only in Florida.

6. On April 18, 2001, COMMONWEALTH submitted the above-referenced application for Merger to the DEPARTMENT. Said application includes a "Unanimous Written Consent of the Board of Directors" from both T & T HOLDING and TITLE & TRUST, each

dated March 1, 2001, through which the Directors of both T & T HOLDING and TITLE & TRUST determined that it is in the best interests of T & T HOLDING and TITLE & TRUST to merge into COMMONWEALTH and execute the Plan of Merger (hereinafter referred to as "Plan") agreed to among and between COMMONWEALTH, T & T HOLDING, and TITLE & TRUST. COMMONWEALTH, T & T HOLDING, TITLE & TRUST, and LANDAMERICA represent that, in regards to the Merger, Section 628.451(1)(a) and (b), Florida Statutes, has been complied with. The Plan provides, among other things, that at the effective time of the Merger, the separate existence of T&T HOLDING and TITLE & TRUST shall cease, and T&T HOLDING and TITLE & TRUST shall be merged into COMMONWEALTH. To effect the Merger, the stock certificates of T&T HOLDING and TITLE & TRUST shall be surrendered to COMMONWEALTH for cancellation. Subsequent to the Merger, COMMONWEALTH shall assume all the assets and liabilities of T&T HOLDING and TITLE & TRUST. The Merger will not have any impact to the existing policyholders or claimants of TITLE & TRUST because coverage under the policies of TITLE & TRUST will not be interrupted. COMMONWEALTH, T & T HOLDING, TITLE & TRUST, and LANDAMERICA represent that no changes to the Plan as submitted to the DEPARTMENT have been or will be made.

7. COMMONWEALTH and LANDAMERICA represent that none of their officers and/or directors, and none of the stockholders holding a 5% or greater ownership interest in COMMONWEALTH and LANDAMERICA, have been found guilty of, or have pleaded guilty or nolo contendere to, a felony or a misdemeanor other than a minor traffic violation without regard to whether a judgment of conviction was entered by the Court.

8. COMMONWEALTH and LANDAMERICA shall submit to the DEPARTMENT legible and complete fingerprint cards for all of their officers and directors, as well as all of the

stockholders holding a 5% or greater ownership interest in COMMONWEALTH and/or LANDAMERICA. If the completed fingerprint cards of any of said stockholders, officers, and/or directors furnished to the DEPARTMENT or other sources utilized by the DEPARTMENT in its investigation process reveal that the representations in paragraph (7) above are inaccurate, the individual(s) involved shall, within thirty (30) days after notification by the DEPARTMENT, be removed as a stockholder, officer, and/or director of said company and replaced with a person acceptable to the DEPARTMENT.

9. COMMONWEALTH and LANDAMERICA shall, within forty-five (45) days from the date of execution of this Consent Order by the Deputy Insurance Commissioner, submit to the DEPARTMENT updated Investigative Reports for Janet A. Alpert, Russell W. Jordan III, Theodore L. Chandler, Jr., Michael Dinkins, James Ermer, Charles H. Foster, Jr., John P. McCann, Robert F. Norfleet, Jr., Eugene P. Trani, Marshall B. Wishnack, Kenneth Astheimer, John M. Carter, and G. Williams Evans. If the background Investigative Reports of any of the aforementioned individuals furnished to the DEPARTMENT or other sources utilized by the DEPARTMENT in its investigation process reveal that the representations in paragraph (7) above are inaccurate, the individual(s) involved shall, within thirty (30) days after notification by the DEPARTMENT, be removed as officer and/or director of COMMONWEALTH and/or LANDAMERICA.

10. COMMONWEALTH and LANDAMERICA further represent that they have submitted to the DEPARTMENT complete information on each of the principals involved in the Merger, and that if material information has not been provided to the DEPARTMENT, any such individual(s) shall be removed as officer and/or director of COMMONWEALTH and/or LANDAMERICA within thirty (30) days of receipt of notification from the DEPARTMENT.

11. If, upon receipt of any such notification from the DEPARTMENT pursuant to paragraphs 8, 9 and/or 10 above, COMMONWEALTH and/or LANDAMERICA do not timely take the required corrective action, COMMONWEALTH and LANDAMERICA agree that such failure to act would constitute an immediate danger to the public and the DEPARTMENT may immediately suspend, revoke, or take other administrative action as it in its sole discretion deems appropriate upon the Certificate of Authority of COMMONWEALTH without further proceedings.

12. No later than forty-five (45) days from the effective date of the Merger, COMMONWEALTH and LANDAMERICA shall notify the policyholders of TITLE & TRUST of said Merger by publishing a notification of said Merger in at least one (1) newspaper in the following Florida cities: Daytona Beach, Fort Lauderdale, Fort Myers, Gainesville, Jacksonville, Miami, Ocala, Orlando, Panama City, Pensacola, Sarasota, St. Petersburg, Tallahassee, Tampa, and West Palm Beach. Said notification shall include information that would enable TITLE & TRUST policyholders to contact COMMONWEALTH. COMMONWEALTH shall also place a telephone listing for TITLE & TRUST in the Jacksonville, Florida telephone directory, and maintain said listing for three (3) years from the effective date of the Merger. COMMONWEALTH shall no later than forty-five (45) days from the effective date of the Merger create and place on the internet a website for TITLE & TRUST, which shall provide a link to COMMONWEALTH that would enable TITLE & TRUST policyholders to contact COMMONWEALTH. COMMONWEALTH shall maintain said website for a time period of not less than three (3) years. COMMONWEALTH shall also provide written notification of the Merger to all agents in Florida who are currently appointed

with TITLE & TRUST in Florida and/or have been appointed with TITLE & TRUST in Florida during the past three (3) years.

13. . The parties agree that this Consent Order and the DEPARTMENT's approval of the Merger shall become null and void in the event that: 1) the Merger does not become effective within thirty (30) days from the date of execution of this Consent Order by the Deputy Insurance Commissioner, or 2) the Merger is not formally approved by the Pennsylvania Department of Insurance within thirty (30) days from the date of execution of this Consent Order by the Deputy Insurance Commissioner. COMMONWEALTH and LANDAMERICA shall file with the DEPARTMENT no later than thirty (30) days from the date of execution of this Consent Order by the Deputy Insurance Commissioner the following:

- (a) Copies of any and/or all applicable documents evidencing the finalization of the Merger, including the Articles of Merger as filed with the Secretary of State of the State of Florida.
- (b) Updates to their Holding Company Registration Statement(s) as required by Section 628.801, Florida Statutes, and Rule 4-143.046, Florida Administrative Code.
- (c) A true and correct copy of the fully executed document from the Pennsylvania Department of Insurance evidencing its approval of the Merger.

14. TITLE & TRUST shall surrender its original Florida Certificate of Authority to the DEPARTMENT within five (5) business days from the effective date of the Merger.

15. COMMONWEALTH, T & T HOLDING, TITLE & TRUST, and LANDAMERICA affirm that all representations, requirements, terms and conditions set forth herein are material to the issuance of this Consent Order, and represent that the information,

documents, submissions, representations and explanations provided to the DEPARTMENT in connection with the application for approval of the Merger accurately and fully describe all transactions, agreements and understandings regarding the Merger. Further, COMMONWEALTH, T & T HOLDING, TITLE & TRUST, and LANDAMERICA shall act in accordance with all such transactions, agreements and understandings.

16. COMMONWEALTH, T & T HOLDING, TITLE & TRUST, and LANDAMERICA expressly waive all rights to any hearing in this matter, the making of findings of fact and conclusions of law by the DEPARTMENT, and all further and other proceedings to which they parties may be entitled by law or rules of the DEPARTMENT in relation to the application for approval of the Merger and this Consent Order. COMMONWEALTH, T & T HOLDING, TITLE & TRUST, and LANDAMERICA hereby knowingly and voluntarily waive all rights to challenge or to contest this Consent Order in any forum now or in the future

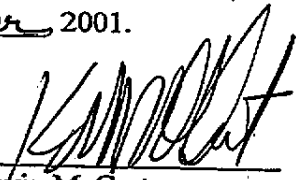
available to them, including the right to any administrative proceeding, circuit or federal court action, or any appeal.

THEREFORE, subject to the terms and conditions set forth above, the DEPARTMENT hereby approves the plan and agreement for the merger of T & T CO. HOLDING COMPANY, INC. and TITLE & TRUST COMPANY OF FLORIDA into COMMONWEALTH LAND TITLE INSURANCE COMPANY.

FURTHER, all terms and conditions contained herein are hereby ORDERED.

DONE and ORDERED this 6th day of December 2001.




Kevin McCarty
Deputy Insurance Commissioner

By execution hereof, COMMONWEALTH LAND TITLE INSURANCE COMPANY consents to entry of this Consent Order, agrees without reservation to all of the above terms and conditions and shall be bound by all provisions herein. The undersigned represents that he or she has the authority to bind COMMONWEALTH LAND TITLE INSURANCE COMPANY to the terms and conditions of this Consent Order.

COMMONWEALTH LAND TITLE INSURANCE
COMPANY

By: W. Riker Purcell

Print Name: W. RIKER PURCELL

Title: V.P. + ASSISTANT SECRETARY

Date: 11/27/01

By execution hereof, LANDAMERICA FINANCIAL GROUP, INC. consents to entry of this Consent Order, agrees without reservation to all of the above terms and conditions and shall be bound by all provisions herein. The undersigned represents that he or she has the authority to bind LANDAMERICA FINANCIAL GROUP, INC. to the terms and conditions of this Consent Order.

LANDAMERICA FINANCIAL GROUP, INC.

By: 

Print Name: Ronald B. Ramos

Title: Senior Vice President + Treasurer

Date: 11-27-01

By execution hereof, T & T CO. HOLDING COMPANY, INC. consents to entry of this Consent Order, agrees without reservation to all of the above terms and conditions and shall be bound by all provisions herein. The undersigned represents that he or she has the authority to bind T & T CO. HOLDING COMPANY, INC. to the terms and conditions of this Consent Order.

T & T CO. HOLDING COMPANY, INC.

By: [Signature]

Print Name: JOHN RAPP

Title: Sr. V.P.

Date: 11/27/01

By execution hereof, TITLE & TRUST COMPANY OF FLORIDA consents to entry of this Consent Order, agrees without reservation to all of the above terms and conditions and shall be bound by all provisions herein. The undersigned represents that he or she has the authority to bind TITLE & TRUST COMPANY OF FLORIDA to the terms and conditions of this Consent Order.

TITLE & TRUST COMPANY OF FLORIDA

By: W. Biker Purcell

Print Name: W. BIKER PURCELL

Title: V. P. + SECRETARY

Date: 11/27/01

COPIES FURNISHED TO:

Janet A. Alpert, President
Commonwealth Land Title Insurance Company
101 Gateway Centre Parkway
Richmond, Virginia 23235

W. Riker Purcell, Vice President and Regulatory Counsel
LandAmerica Financial Group, Inc.
101 Gateway Centre Parkway
Richmond, Virginia 23235

Ronald C. LaFace
Greenberg Traurig, P.A.
101 East College Avenue
Post Office Drawer 1838
Tallahassee, Florida 32302

Wayne Johnson, Bureau Chief
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and Market Conduct
200 East Gaines Street
216-C Larson Building
Tallahassee, Florida 32399-0329

David Hershel, Senior Attorney
Division Director, Division of Legal Services
612 Larson Building
200 East Gaines Street
Tallahassee, Florida 32399-0333

Dec-18-2001 08:28am

From-DEPT OF COMPANIES

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**COMMONWEALTH OF PENNSYLVANIA
INSURANCE DEPARTMENT**

Office of Regulation of Companies
1345 Strawberry Square
Harrisburg, PA 17120
www.insurance.state.pa.us

Telephone (717) 783-2144
Fax (717) 787-8557

December 18, 2001

W. Riker Purcell
Vice President & Regulatory Counsel
LandAmerica Financial Group, Inc.
101 Gateway Centre Parkway, Gateway One
Richmond, VA 23235-5153

RE: Application of LandAmerica Financial Group, Inc. Requesting
Exemption from the Requirements of 40 P.S. §991.1402
for the Merger of Title & Trust Company of Florida
with and into Commonwealth Land Title Insurance Company

Dear Mr. Purcell:

Attached please find the Order by which the Deputy Insurance Commissioner of the Commonwealth of Pennsylvania has approved the referenced merger.

Please provide this Department a copy of the documents which bear the approval stamp of the Department of State within 30 days of your receipt of the document.

Please feel free to contact me at should you have any questions.

Very truly yours,

A handwritten signature in cursive script that reads "Cressinda E. Bybee".

Cressinda E. Bybee
Insurance Company Licensing Specialist
Company Licensing Division

Attachment
Cc: Kaushik Patel

BEFORE THE DEPUTY INSURANCE COMMISSIONER
OF THE
COMMONWEALTH OF PENNSYLVANIA

In Re:	:	Pursuant to Sections 1401, 1402,
	:	and 1403 of the Insurance
Application of LandAmerica Financial	:	Holding Companies Act, Article
Group, Inc. in Support of the Request	:	XIV of the Insurance Company
for Approval to Merge Title & Trust	:	Law of 1921, Act of May 17, 1921,
Company of Florida with and into	:	P.L. 682, <u>as amended</u> , 40 P.S.
Commonwealth Land Title Insurance	:	§§991.1401, 991.1402, and
Company with Commonwealth Land Title	:	991.1403; Sections 1921 through
Insurance Company Being the Survivor	:	1929 of the 1988 Business
in a Transaction Exempt from the	:	Corporation Law, Act of
Requirements of 40 P.S. §991.1402	:	December 21, 1988, P.L. 1444, No.
	:	177, <u>as amended</u> , 15 Pa. C.S.
	:	§§1921-1928; Sections 205 and 207
	:	of the GAA Amendments Act of
	:	1990, Act of December 19, 1990,
	:	P.L. 834, No. 198, <u>as amended</u> , 15
	:	P.S. §§21205 and 21207.
	:	
	:	Order No. ID-RC-01-39

DECISION AND ORDER

AND NOW, on this 17th day of December, 2001, Stephen J. Johnson, Deputy Insurance Commissioner of the Commonwealth of Pennsylvania ("Deputy Commissioner"), hereby makes the following Decision and Order:

Pursuant to the Insurance Holding Companies Act, the 1988 Business Corporation Law and the GAA Amendments Act of 1990, and in consideration of the documents, presentations and reports received, as well as other inquiries and studies as permitted by law, the Deputy Commissioner hereby makes the following findings of fact:

FINDINGS OF FACT

Identity of Entities

1. Title & Trust Company of Florida ("Title & Trust") is a title insurance company organized under the laws of the State of Florida with its principal place of business in Orlando, Florida. Title & Trust is not authorized to transact the business of insurance in Pennsylvania.
2. T & T Co. Holding Company ("T & T Holdings") is a business corporation organized under the laws of the State of Florida with its principal place of business in Orlando, Florida. T & T Holdings owns 100% of the outstanding capital stock of Title & Trust.
3. Commonwealth Land Title Insurance Company ("Commonwealth") is a domestic title insurance company organized under the laws of the Commonwealth of Pennsylvania with its principal place of business in Richmond, Virginia. Commonwealth owns 100% of the outstanding capital stock of T & T Holdings.
4. LandAmerica Financial Group, Inc. ("LandAmerica") is a business corporation organized under the laws of the Commonwealth of Virginia with its principal place of business in Richmond, Virginia. LandAmerica owns 100% of the outstanding capital stock of Commonwealth.
5. The stock of LandAmerica is traded on the New York Stock Exchange.
6. LandAmerica is the ultimate controlling person of Title & Trust and Commonwealth.

Filing of the Application

7. The Insurance Holding Companies Act, Article XIV of the Insurance Company Law of 1921, Act of May 17, 1921, P.L. 682, as amended, 40 P.S. §§991.1401 et seq. ("Insurance Holding Companies Act"), provides that all mergers or other acquisitions of control of domestic insurers must be filed with the Department for approval or disapproval.
8. Section 1402 (g) of the Insurance Holding Companies Act provides for exemption from the requirements of Section 1402:
 - a) if the merger does not have the effect of changing or influencing the control of a domestic insurer, or

- b) if the transaction is otherwise not comprehended within the purposes of Section 1402.
9. The 1988 Business Corporation Law, Act of December 21, 1988, P.L. 1444, as amended, Sections 1921 through 1929, 15 Pa. C.S. §§1921 through 1929 ("1988 BCL"), and the GAA Amendments Act of 1990, P.L. 834, No. 198, as amended, 15 P.S. §§21205, 21207 ("GAA Amendments Act"), provide that all plans of merger of domestic insurers must be filed with the Department for approval or disapproval.
10. On November 27, 2001, the Insurance Department of the Commonwealth of Pennsylvania ("Department") received an initial application (which together with all material received subsequently is collectively referenced as "Application") from LandAmerica requesting approval to merge Title & Trust with and into Commonwealth with Commonwealth being the survivor.
11. The Application was filed with the Department pursuant to Section 1402(g) of the Insurance Holding Companies Act and Section 205 of the GAA Amendments Act.

Notice and Filing of Comments

12. On December 8, 2001, the Department published notice in the Pennsylvania Bulletin that the Application had been submitted by LandAmerica and such notice invited interested persons to submit comments to the Department regarding the Application for a 7-day period, ending December 15, 2001.
13. During the 7-day public comment period, the Department received no comments regarding the Application.

The Transaction

14. Title & Trust, T & T Holdings and Commonwealth executed a Plan of Merger dated as of March 1, 2001 ("Merger Agreement"), which provides for Title & Trust and T & T Holdings to merge with and into Commonwealth, with Commonwealth being the surviving corporation.
15. The board of directors of Title & Trust, T & T Holdings and Commonwealth on March 1, 2001, voted in the affirmative on the Merger Agreement.
16. LandAmerica, as the sole shareholder of Commonwealth, on June 1, 2000, voted in the affirmative on the Merger Agreement.

17. As described in the Application, Commonwealth shall acquire all of the assets of Title & Trust and T & T Holdings and assume all of the debts and other liabilities of Title & Trust and T & T Holdings.
18. As described in the Application, the members of the board of directors and the officers of Commonwealth prior to the merger shall be the members of the board of directors and the officers of Commonwealth after the merger.
19. As described in the Application, the bylaws of Commonwealth prior to the merger shall be the bylaws of Commonwealth after the merger.
20. As described in the Application, no director, officer, agent or employee of any party to the proposed merger shall receive any fee, commission, compensation or other valuable consideration whatsoever, solely for in any manner aiding, promoting or assisting herein.
21. If any of the above Findings of Fact are determined to be Conclusions of Law, they shall be incorporated in the Conclusions of Law as if fully set forth therein.

CONCLUSIONS OF LAW

1. Under Section 1402 of the Insurance Holding Companies Act, the Department has jurisdiction to review and approve the merger of Title & Trust and Commonwealth.
2. Under Section 1402(g) of the Insurance Holding Companies Act, the Department shall exempt a merger from the requirements of Section 1402 if the merger does not have the effect of changing or influencing the control of a domestic insurer.
3. Pursuant to Section 1402(g) of the Insurance Holding Companies Act, the Deputy Commissioner concludes that the proposed merger does not have the effect of changing the control of Commonwealth.
4. The Deputy Commissioner concludes that the preparation of the Merger Agreement, pertaining to the terms and conditions, satisfies the requirements of Section 1922 of the 1988 BCL.
5. Pursuant to Section 1924(a) of the 1988 BCL, the Deputy Commissioner concludes that the Merger Agreement has been adopted and consented to by the shareholder of Commonwealth on June 1, 2000, and by the Board of Directors of Title & Trust and the Board of Directors of Commonwealth on March 1, 2001.
6. The Deputy Commissioner concludes that the Merger Agreement satisfies the requirements of Section 1925 of the 1988 BCL because the Merger Agreement is

subject to the approval of the insurance department of the state of domicile of Title & Trust.

7. The Deputy Commissioner concludes that the Articles of Merger will satisfy the requirements of Section 1926 of the 1988 BCL.
8. The Deputy Commissioner concludes that the Merger Agreement will be effective upon proper filing of Articles of Merger with the Department of State, pursuant to Sections 1927 and 1928 of the 1988 BCL.
9. The Deputy Commissioner concludes that, if the proposed merger is consummated, all the rights, privileges, immunities, powers and purposes of Title & Trust will be conveyed to the surviving entity, as a matter of law, pursuant to Section 1929 of the 1988 BCL.
10. Pursuant to Section 205(b) of the GAA Amendments Act, the Deputy Commissioner, believes this merger is in accordance with law, not inequitable to the shareholders of the title insurance companies involved and will not substantially reduce the security of and service to be rendered to policyholders of the title insurance companies in this Commonwealth or elsewhere.
11. The Application satisfies the requirements of the Insurance Holding Companies Act, the 1988 BCL and the GAA Amendments Act.
12. If any of the above Conclusions of Law are determined to be Findings of Fact, they shall be incorporated in the Findings of Fact as if fully set forth therein.

BEFORE THE DEPUTY INSURANCE COMMISSIONER
OF THE
COMMONWEALTH OF PENNSYLVANIA

In Re:	:	Pursuant to Sections 1401, 1402,
	:	and 1403 of the Insurance
Application of LandAmerica Financial	:	Holding Companies Act, Article
Group, Inc. in Support of the Request	:	XIV of the Insurance Company
for Approval to Merge Title & Trust	:	Law of 1921, Act of May 17, 1921,
Company of Florida with and into	:	P.L. 682, <u>as amended</u> , 40 P.S.
Commonwealth Land Title Insurance	:	§§991.1401, 991.1402, and
Company with Commonwealth Land Title	:	991.1403; Sections 1921 through
Insurance Company Being the Survivor	:	1929 of the 1988 Business
in a Transaction Exempt from the	:	Corporation Law, Act of
Requirements of 40 P.S. §991.1402	:	December 21, 1988, P.L. 1444, No.
	:	177, <u>as amended</u> , 15 Pa. C.S.
	:	§§1921-1928; Sections 205 and 207
	:	of the GAA Amendments Act of
	:	1990, Act of December 19, 1990,
	:	P.L. 834, No. 198, <u>as amended</u> , 15
	:	P.S. §§21205 and 21207.
	:	
	:	Order No. ID-RC-01-39

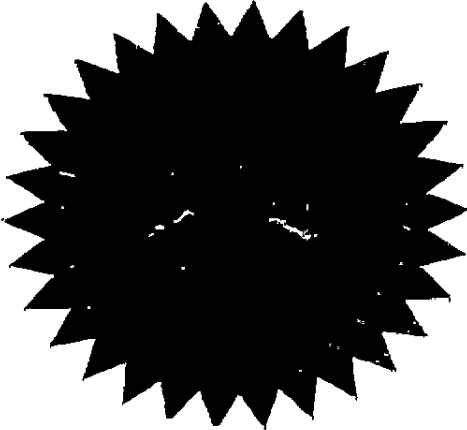
ORDER

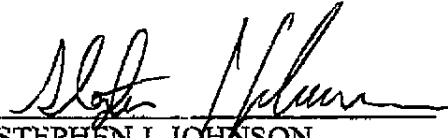
Upon consideration of the foregoing, the Deputy Insurance Commissioner of the Commonwealth of Pennsylvania ("Deputy Commissioner") hereby approves the application of LandAmerica Financial Group, Inc. requesting approval of the merger of Title & Trust Company of Florida with and into Commonwealth Land Title Insurance Company subject to the following conditions:

1. An approving determination must be granted by the Florida Department of Insurance before Articles of Merger are filed with the Pennsylvania Department of State. A certified copy of the approval issued by the Florida Commissioner of Insurance shall be provided to the Deputy Commissioner within three (3) business days of receipt by Title & Trust Company of Florida.

2. A copy of the Articles of Merger shall be filed with the Deputy Commissioner not later than ten (10) days after their filing with the Pennsylvania Department of State.

This Order is effective immediately.




STEPHEN J. JOHNSON
Deputy Insurance Commissioner
Commonwealth of Pennsylvania