



## **Fidelity National Financial, Inc. Announces an Amended Stock Purchase Agreement to Acquire Commonwealth Land Title, Lawyers Title and United Capital Title from LandAmerica Financial Group, Inc.**

Jacksonville, Fla. -- (December 12, 2008) -- Fidelity National Financial, Inc. (NYSE:FNF) today announced the signing of an amended stock purchase agreement with LandAmerica Financial Group, Inc. ("LFG") pursuant to which FNF will acquire LFG's two principal title insurance underwriters, Commonwealth Land Title Insurance Company ("Commonwealth") and Lawyers Title Insurance Corporation ("Lawyers"), as well as United Capital Title Insurance Company ("United").

The total purchase price for Commonwealth and Lawyers is approximately \$282 million. Chicago Title Insurance Company ("Chicago Title") and Fidelity National Title Insurance Company ("Fidelity National Title") will pay a total of approximately \$135 million in cash to LFG. Additionally, FNF will pay LFG a total consideration of approximately \$147 million consisting of \$47 million in cash, a \$50 million subordinated note due in 2013, with interest at the 5-year treasury rate at closing plus 1 percent and approximately \$50 million in FNF common stock valued at no less than \$14.00 per share. The agreement also calls for Fidelity National Title's cash purchase of United for statutory book value at closing. United's statutory book value was approximately \$16 million as of September 30, 2008.

The agreement is subject to certain closing conditions and regulatory approvals, including the entry of final approved orders by the Chapter 11 court, Hart Scott Rodino approval and the receipt of Form A approvals from applicable state insurance regulators. The stock purchase agreement is subject to termination by FNF if the closing of Commonwealth and Lawyers does not take place on or before December 22, 2008. The United purchase is expected to close in the first quarter of 2009.

Fidelity National Financial, Inc. (NYSE:FNF), is a leading provider of title insurance, specialty insurance, claims management services and information services. FNF is one of the nation's largest title insurance companies through its title insurance underwriters - Fidelity National Title, Chicago Title, Ticor Title, Security Union Title and Alamo Title - that issue approximately 27 percent of all title insurance policies in the United States. FNF also provides flood insurance, personal lines insurance and home warranty insurance through its specialty insurance business. FNF also is a leading provider of outsourced claims management services to large corporate and public sector entities through its minority-owned subsidiary, Sedgwick CMS. FNF is also a leading information services company in the human resource, retail and transportation markets through another minority-owned subsidiary, Ceridian Corporation. More information about FNF can be found at [www.fnf.com](http://www.fnf.com).

This press release contains forward-looking statements that involve a number of risks and uncertainties. Statements that are not historical facts, including statements about our beliefs and expectations, are forward-looking statements. Forward-looking statements are based on management's beliefs, as well as assumptions made by, and information currently available to, management. Because such statements are based on expectations as to future economic performance and are not statements of fact, actual results may differ materially from those projected. We undertake no obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise. The risks and uncertainties which forward-looking statements are subject to include, but are not limited to: the possibility that the proposed stock purchase agreement will not be completed due to the failure to secure necessary regulatory approvals; the possibility that there are unexpected delays in obtaining regulatory approvals; the possibility that the revenues, cost savings, growth prospects and any other synergies expected from the proposed transaction may not be fully realized or may take longer to realize than expected; changes in general economic, business and political conditions, including changes in the financial markets; continued weakness or adverse changes in the level of real estate activity, which may be caused by, among other things, high or increasing interest rates, a limited supply of mortgage funding or a weak U. S. economy; our potential inability to find suitable acquisition candidates, acquisitions in lines of business that will not necessarily be limited to our traditional areas of focus, or difficulties in integrating acquisitions; our dependence on operating subsidiaries as a source of cash flow; significant competition that our operating subsidiaries face; compliance with extensive government regulation of our operating subsidiaries; and other risks detailed in the "Statement Regarding Forward-Looking Information," "Risk Factors" and other sections of the Company's Form 10-K and other filings with the Securities and Exchange Commission.

SOURCE: Fidelity National Financial, Inc.

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