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LANDAMERICA FINANCIAL GROUP INC
Form 10-K
March 28, 2001

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934
For the Fiscal Year Ended December 31, 2000

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

COMMISSION FILE NO. 1-13990

LANDAMERICA FINANCIAL GROUP, INC.
(Exact name of registrant as specified in its charter)

Virginia
(State or other jurisdiction of
incorporation or organization)

54-1589611
(IRS Employer
Identification No.)

101 Gateway Centre Parkway
Richmond, Virginia
(Address of principal executive offices)

23235-5153
(Zip Code)

(804) 267-8000
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

| Title of Securities | Name of Exchange on Which Registered |
|---------------------------------|--------------------------------------|
| Common Stock, no par value | New York Stock Exchange |
| Preferred Stock Purchase Rights | New York Stock Exchange |

Securities registered pursuant to Section 12(g) of the Act:
7% Series B Cumulative Convertible Preferred Stock

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

The aggregate market value of voting stock held by non-affiliates of the registrant on March 16, 2001 was approximately \$614.6 million. Executive officers and directors of the registrant are considered affiliates for purposes of this calculation but should not necessarily be deemed affiliates for any other purpose.

The number of shares of Common Stock, without par value, outstanding on March 16, 2001 was 17,995,954.

Indicate by check mark if disclosure of delinquent filers pursuant to

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Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K. []

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the definitive proxy statement for the 2001 Annual Meeting of Shareholders (to be filed) are incorporated by reference into Part III hereof.

PART I

ITEM 1. BUSINESS

The Company

LandAmerica Financial Group, Inc. (the "Company") is a holding company organized under the laws of the Commonwealth of Virginia on June 24, 1991. The Company, through its subsidiaries, is engaged in the business of issuing title insurance policies and performing other real estate-related services for both residential and commercial real estate transactions. As a holding company, the Company has greater flexibility in conducting certain operations, especially with regard to capital transactions, while the operating title insurance subsidiaries remain subject to regulation by the various states. See "Regulation" below.

The Company has its principal executive offices at 101 Gateway Centre Parkway, Richmond, Virginia 23235-5153. Its telephone number is (804) 267-8000. Unless the context otherwise requires, the Company, as used herein, refers to the Company and each of its subsidiaries.

Overview of the Company's Operations

Title Insurance. The Company issues title insurance policies through its various title underwriting subsidiaries. The Company's three principal title underwriting subsidiaries are Commonwealth Land Title Insurance Company ("Commonwealth"), Lawyers Title Insurance Corporation ("Lawyers Title") and Transnation Title Insurance Company ("Transnation"). The Company also owns seven other title insurance underwriters, including Commonwealth Land Title Insurance Company of New Jersey, Title Insurance Company of America and Industrial Valley Title Insurance Company. The collective operations of these subsidiaries cover the entire United States (with the exception of Iowa, which does not recognize title insurance), certain territories of the United States and Canada.

In connection with the issuance of title insurance policies, the Company performs title search and examination services and also offers closing protection letters to lenders and owners who purchase title insurance. The Company also furnishes certificates of title and abstracts of title in some states.

Escrow and Closing Services. In addition to the issuance of title insurance policies, the Company provides escrow and closing services to a broad-based customer group that includes lenders, developers, real estate agents, attorneys and home buyers and sellers. In California and a number of western states, it is a general practice, incident to the issuance of title insurance policies, to hold funds and documents in escrow for delivery in real estate transactions upon fulfillment of the conditions to such delivery. In the mid-western states, Florida and some eastern cities, it is customary for the title company to close the transaction and disburse the sale or loan proceeds. Fees for such escrow and closing services are generally separate and distinct

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from premiums paid for title insurance policies.

Real Estate Transaction Services. The Company offers a full range of residential real estate services to the national and regional mortgage lending community through its LandAmerica OneStop operation. LandAmerica OneStop provides these mortgage originators with a single, convenient point of contact through which they may place all of their orders for title insurance and real estate-related services. The services of LandAmerica OneStop include the coordination and management of title insurance orders, credit reporting, flood certification, property appraisal and valuation, centralized closing and escrow services, real estate tax services, document preparation and property inspections. These services are provided by LandAmerica OneStop, other subsidiaries of the Company or through joint ventures or strategic alliances with third parties.

-2-

As part of the Company's increased focus on real estate transaction management, the Company acquired Primis, Inc. ("Primis"), a leading Web-based provider of appraisal and other real estate-related services, on October 31, 2000 and merged it with its LandAmerica OneStop operations. The acquisition added a sophisticated technology platform and significant in-house appraisal capabilities to LandAmerica OneStop.

The Company also is a provider of certain specialized services associated with real estate transactions through Commonwealth Relocation Services, Inc. ("Commonwealth Relocation") and through the Company's exchange company subsidiaries. Commonwealth Relocation offers national employee relocation services. LandAmerica Exchange Company and The National 1031 Exchange Corporation facilitate property exchanges pursuant to Section 1031 of the Internal Revenue Code by holding the sale proceeds from one transaction until a second acquisition occurs, thereby assisting customers in deferring the recognition of taxable income.

Elliptus Technologies, Inc. ("Elliptus"), a wholly owned subsidiary of the Company which is devoted to computer automation of various aspects of the title insurance business, develops and markets title production and escrow software that automates policy issuance, escrow and closing documentation and support functions.

Principal Title Underwriting Subsidiaries

Commonwealth. Commonwealth was founded as a title insurance company in 1876 and was incorporated in the Commonwealth of Pennsylvania on April 1, 1944. Commonwealth is licensed by the insurance departments of 49 states, the District of Columbia, Puerto Rico and the U.S. Virgin Islands.

Lawyers Title. Lawyers Title, a Virginia corporation, has been engaged primarily in the title insurance business since 1925. Lawyers Title conducts business in 49 states and in the District of Columbia, the territories of Puerto Rico and the U.S. Virgin Islands, the Bahamas and a number of Canadian provinces.

Transnation. Transnation, an Arizona corporation, is the successor to Transamerica Title Insurance Company, which commenced business on March 26, 1910. Transnation is licensed by the insurance departments of 40 states and the District of Columbia.

Title Insurance and Underwriting

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Title Insurance. Title insurance policies are insured statements of the condition of title to real property. Such policies indemnify the insured from losses resulting from certain outstanding liens, encumbrances and other defects in title to real property that appear as matters of public record, and from certain other matters not of public record. Title insurance is generally accepted as the most efficient means of determining title to, and priority of interests in, real estate in nearly all parts of the United States. Many of the principal customers of title insurance companies buy insurance for the accuracy and reliability of the title search as well as for the indemnity features of the policy. The beneficiaries of title insurance policies are generally owners or buyers of real property or parties who make loans on the security of real property. An owner's policy protects the named insured against title defects, liens and encumbrances existing as of the date of the policy and not specifically excluded or excepted from its provisions, while a lender's policy, in addition to the foregoing, insures against the invalidity of the lien of the insured mortgage and insures the priority of the lien as stated in the title policy.

-3-

While most other forms of insurance provide for the assumption of risk of loss arising out of unforeseen future events, title insurance serves to protect the policyholder from the risk of loss from events that predate the issuance of the policy. This distinction underlies the low claims loss experience of title insurers as compared to other insurance underwriters. Losses generally result either from judgment errors or mistakes made in the title search and examination process or the escrow process or from hidden defects such as fraud, forgery, incapacity or missing heirs. Operating expenses, on the other hand, are higher for title insurance companies than for other companies in the insurance industry. Most title insurers incur considerable costs relating to the personnel required to process forms, search titles, collect information on specific properties and prepare title insurance commitments and policies.

Underwriting. The Company issues title insurance policies on the basis of a title report, which is prepared pursuant to underwriting guidelines prescribed by the Company, after a search of the public records, maps and documents to ascertain the existence of easements, restrictions, rights of way, conditions, encumbrances, liens or other matters affecting the title to, or use of, real property. In certain instances, a visual inspection of the property is also made. Title examinations may be made by branch employees, agency personnel or approved attorneys, whose reports are utilized by or rendered to a branch or agent and are the basis for the issuance of policies by the Company. In the case of difficult or unusual legal or underwriting issues involving potential title risks, the branch office or agent is instructed to consult with a designated supervising office. The Company's contracts with independent agents require that the agent seek prior approval of the Company in order to commit the Company to assume a risk over a stated dollar limit.

The Company owns a number of title plants and in some areas leases or participates with other title insurance companies or agents in the cooperative operation of such plants. Title plants are compilations of copies of public records, maps and documents that are indexed to specific properties in an area, and they serve to facilitate the preparation of title reports. In many of the larger markets, the title plant and search procedures have been automated. To maintain the value of the title plants, the Company continually updates its records by regularly adding current information from the public records and other sources. In this way, the Company maintains the ability to produce quickly and at a reduced expense a statement of the instruments which constitute the chain of title to a particular property.

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Direct and Agency Operations

The Company issues title insurance policies through its direct operations (which include branch offices of its title insurers and wholly owned subsidiary agencies of the Company) or through independent title insurance agents. Where the policy is issued through its direct operations, the search is performed by or at the direction of the Company, and the premium is collected and retained by the Company. Where the policy is issued through an independent agent, the agent generally performs the search (in some areas searches are performed by approved attorneys), examines the title, collects the premium and retains a portion of the premium. The remainder of the premium is remitted to the Company as compensation for bearing the risk of loss in the event a claim is made under the policy. The percentage of the premium retained by an agent varies from region to region and is sometimes regulated by the states. The Company is obligated to pay title claims in accordance with the terms of its policies, regardless of whether it issues policies through direct operations or independent agents. In the fiscal year ended December 31, 2000, approximately 43.6% of total title insurance revenues were derived from direct operations and 56.4% came from independent agents.

The premium for title insurance is due in full when the real estate transaction is closed. Title insurance premium revenues from direct operations are recognized by the Company upon

-4-

the closing of the transaction, whereas premium revenues from agency operations are recognized by the Company upon receipt of such premiums. Premiums from independent agents are typically remitted to the Company an average of 90 days after the closing of the real estate transaction.

Insured Risk on Policies in Force

The amount of the insured risk or "face amount" of insurance under a title insurance policy is generally equal to either the purchase price of the property or the amount of the loan secured by the property. The insurer is also responsible for the cost of defending the insured title against covered claims. The insurer's actual exposure at any time is significantly less than the total face amount of policies in force because the risk on an owner's policy is often reduced over time as a result of subsequent transfers of the property and the reissuance of title insurance by other title insurance underwriters, and the coverage of a lender's policy is reduced and eventually terminated as a result of payment of the mortgage loan. Because of these factors, the total contingent liability of a title underwriter on outstanding policies cannot be precisely ascertained.

In the ordinary course of business, the Company's underwriting subsidiaries represent and defend the interests of their insureds, and provide on the Company's consolidated books for estimated losses and loss adjustment expenses. Title insurers are sometimes subject to unusual claims (such as claims of Indian tribes to land formerly inhabited by them) and to claims arising outside the insurance contract, such as for alleged negligence in search, examination or closing, alleged improper claims handling and alleged bad faith. The damages alleged in such claims arising outside the insurance contract may often exceed the stated liability limits of the policies involved. While the Company in the ordinary course of its business has been subject from time to time to these types of claims, the Company's losses to date on such claims have not been significant in number or material in dollar amount to the Company's

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financial condition.

Liabilities for estimated losses and loss adjustment expenses represent the estimated ultimate net cost of all reported and unreported losses incurred through December 31, 2000. The reserves for unpaid losses and loss adjustment expenses are estimated using individual case-basis valuations and statistical analyses. Those estimates are subject to the effects of trends in loss severity and frequency. Although considerable variability is inherent in such estimates, management believes that the reserves for losses and loss adjustment expenses are adequate. Independent actuaries review the adequacy of reserves on an interim basis and certify as to their adequacy on an annual basis. The reserve estimates are continually reviewed and adjusted as the Company's loss experience develops or new information becomes known. Any adjustments to loss reserve estimates are included as a current operating expense. The provision for policy and contract claims as a percentage of operating revenues for the fiscal years ended December 31, 2000, 1999 and 1998 was 4.4%, 4.9%, and 5.2%, respectively. See "Management's Discussion and Analysis of Financial Condition and Results of Operations - Results of Operations."

The Company generally pays losses in cash; however, it sometimes settles claims by purchasing the interest of the insured in the real property or the interest of the claimant adverse to the insured. Assets acquired in this manner are carried at the lower of cost or estimated realizable value, net of any indebtedness thereon.

Standard & Poors Corporation ("S&P") has assigned a financial strength rating of "A-" to the title insurance operations of the Company. According to S&P, an insurer rated "A" has strong financial security characteristics, but is somewhat more likely to be affected by adverse business conditions than are insurers with higher ratings, and the minus (-) rating indicates relative standing within the "A" category. S&P assigns a ratings outlook along with its letter ratings to indicate its expectations of trends that relate to the financial strength rating for the rated company. The ratings outlook assigned by S&P may be either "positive," "stable" or

-5-

"negative." According to S&P, the ratings outlook for the Company is "stable." Fitch, Inc. ("Fitch") has assigned an "A+" rating to the financial strength of the Company. According to Fitch, an "A" rating is assigned to those companies that possess strong capacity to meet policyholder and contract obligations, where risk factors are moderate and the impact of any adverse business and economic factors is expected to be small. The plus (+) rating assigned by Fitch indicates relative standing within the "A" category. Fitch also assigns a ratings outlook along with its letter ratings to indicate its expectations of trends that relate to the financial strength rating for the rated company. The ratings outlook assigned by Fitch may be either "positive," "stable" or "negative." According to Fitch, the ratings outlook for the Company is "stable." The S&P and Fitch ratings are not designed for the protection of investors and do not constitute recommendations to buy, sell or hold any security.

The Company places a high priority on maintaining effective quality assurance and claims administration programs. The Company's quality assurance program focuses on quality control, claims prevention and product risk assessment for its independent agencies. The claims administration program focuses on improving liability analysis, prompt, fair and effective handling of claims, prompt evaluation of settlement or litigation with first and third-party claimants and appropriate use of ADR (Alternative Dispute Resolution) in claims processing. In addition, to reduce the incidence of agency defalcations, the

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Company has established due diligence requirements in connection with the appointment of new agents, procedures for renewing existing agents and an Agency Audit Program. The Company continues to refine its systems for maintaining effective quality assurance and claims administration programs.

Reinsurance and Coinsurance

The Company distributes large title insurance risks through the mechanisms of reinsurance and coinsurance. In reinsurance agreements, the reinsurer accepts that part of the risk which the primary insurer (the "ceding company" or "ceder") decides not to retain, in consideration for a portion of the premium. A number of factors may enter into a company's decision to reinsure, including retention limits imposed by state law, customer demands and the risk retention philosophy of the company. The ceder, however, remains liable to the insured for the total risk, whether or not the reinsurer meets its obligation. The Company may reinsure from among its own title insurance subsidiaries or may reinsure with unaffiliated reinsurers. As a general rule, when the Company purchases reinsurance on a particular risk from unaffiliated reinsurers, it will generally retain a primary risk of \$5.0 million and may participate with such reinsurers on liability amounts above the primary level on a secondary level. Reinsurance is generally purchased from unaffiliated reinsurers if the risk is greater than \$150.0 million.

The Company assumes reinsurance from unaffiliated title insurance underwriters pursuant to a standard reinsurance agreement concerning specific title insurance risks for properties on which it assumes a portion of the liability. The Company has entered into numerous reinsurance agreements with other title insurance underwriters on specific transactions. The Company's exposure on all reinsurance assumed is reduced due to retention of a substantial amount of primary risk by the ceding company. In addition, exposure under these agreements generally ceases upon a transfer of the insured properties and, with respect to insured loans, is decreased by reductions in mortgage loan balances. Because of this, the actual exposure is much less than the total reinsurance which the Company has assumed. The Company provides loss reserves on assumed reinsurance business on a basis consistent with reserves for direct business.

The Company utilizes coinsurance to enable it to provide coverage in amounts greater than it would be willing or able to undertake individually. In coinsurance transactions, each individual underwriting company issues a separate policy and assumes a fraction of the overall total risk. Each coinsurer is liable only for the particular fraction of the risk it assumes.

-6-

The Company enters into reinsurance and coinsurance arrangements with most of the larger participants in the title insurance market and such arrangements are not materially concentrated with any single title insurance company. Revenues and claims from reinsurance are not material to the Company's business as a whole.

The Company maintains excess of loss catastrophic insurance through Lloyd's of London and Ace Capital Title Reinsurance Company totaling \$200.0 million. The Lloyd's policy provides fidelity and title loss coverage up to \$100.0 million with a \$20.0 million deductible for title losses and a lesser deductible for other losses. The Ace policy covers an additional \$100.0 million in title exposure for any covered loss that exceeds \$100.0 million.

Title Insurance Revenues

The table below sets forth, for the years ended December 31, 2000, 1999

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and 1998, the approximate dollars and percentages of the Company's revenues for the ten states representing the largest percentages of such revenues and for all other states combined:

| Revenues by State (Dollars in thousands) | | Years Ended December 31, | | | | |
|---|------------|--------------------------|------------|--------------|--------|-------|
| | | 2000 | 1999 | | | |
| | | ----- | ----- | ----- | ----- | |
| Texas | \$ 277,547 | 15.9% | \$ 275,271 | 13.8% | \$ | |
| California | 195,016 | 11.1% | 222,319 | 11.1% | | |
| Florida | 136,976 | 7.8% | 168,808 | 8.4% | | |
| Pennsylvania | 117,131 | 6.7% | 138,028 | 6.9% | | |
| New York | 98,041 | 5.6% | 113,510 | 5.7% | | |
| Michigan | 96,688 | 5.5% | 111,992 | 5.6% | | |
| New Jersey | 74,620 | 4.3% | 76,897 | 3.8% | | |
| Virginia | 56,290 | 3.2% | 53,511 | 2.7% | | |
| Washington | 53,610 | 3.0% | 63,448 | 3.2% | | |
| Arizona | 52,759 | 3.0% | 60,914 | 3.0% | | |
| Other | 547,807 | 31.3% | 647,759 | 32.4% | | |
| Total Title Revenues | | 1,706,485 | 97.4% | 1,932,457 | 96.6% | 1, |
| Non-Title Revenues | | 44,785 | 2.6% | 67,557 | 3.4% | |
| Total Revenues | | \$ 1,751,270 | 100.0% | \$ 2,000,014 | 100.0% | \$ 1, |
| | | ===== | ===== | ===== | ===== | ===== |

(1) On February 27, 1998, the Company acquired all of the issued and outstanding shares of capital stock of Commonwealth and Transnation. The amounts included in the table for 1998 are presented on a pro forma basis assuming that the acquisition occurred at the beginning of 1998.

Sales and Marketing

The Title Insurance Market. For sales and marketing purposes, the Company generally views residential real estate activities and commercial real estate activities as two distinct sources of title insurance business. Residential real estate business results from the construction, sale, resale and refinancing of residential properties, while commercial real estate business results from similar activities with respect to properties with a business or commercial use. The

Company has emphasized the development of its residential real estate business during the 1990's, while maintaining a leadership position in insuring commercial real estate transactions. Although precise data is not available to compare the percentage of total premium revenues of the Company derived from commercial versus residential real estate activities, approximately 80% of such revenues in 2000 resulted from policies providing coverage of \$1.0 million or

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less (which tend to be residential) and approximately 20% of such revenues resulted from policies providing coverage in excess of \$1.0 million.

Residential Transactions. The Company's primary source of residential business is from the local real estate community, such as attorneys, real estate brokers and developers, financial institutions, mortgage brokers and independent escrow agents. Maintenance and expansion of these referral sources is integral to the Company's marketing strategy for local residential business. Although most of the Company's residential business arises from these local relationships, large national and regional residential mortgage originators continue to expand their role in the residential real estate market. These lenders are attracted to title insurance providers who can offer a single source for title insurance and a broad array of services related to residential real estate transactions. The Company has responded to this developing trend in the market by establishing LandAmerica OneStop as a single, convenient point of contact through which national and regional mortgage lenders can place orders for title insurance and other services related to real estate transactions. See "Overview of the Company's Operations - Real Estate Transaction Services."

The Company continues to expand its national affiliated agency relationships which include builders, realtors, lenders and vendor managers. In addition, each of the Company's principal underwriting subsidiaries has developed brand name recognition in particular markets. Using a multiple brand strategy in which each of these subsidiaries markets and sells under its own name, the Company seeks to capitalize on long-standing customer relationships and referral sources and to target different market segments with different brand names.

Commercial Transactions. The Company is one of the leading providers of title insurance for commercial transactions. The Company's National Commercial Services ("NCS") division specializes in the sale and servicing of title insurance for complex commercial and multi-property transactions. The Company has NCS offices in 22 strategic metropolitan areas in the United States. Each of these NCS offices markets title insurance products and services to large commercial customers located in its sales territory and acts as a single point of contact for the customer's title insurance needs throughout the country. The Company also markets title insurance for commercial transactions through local direct operations and independent agents.

In addition, the Company is one of the most strongly capitalized title insurers in the industry, with an aggregate statutory surplus of \$358.6 million as of December 31, 2000. The financial strength of the Company is an important factor in marketing the Company's commercial title business capabilities, enabling it to underwrite larger title policies and retain higher levels of risk without purchasing reinsurance from a third party. The Company's capital position supports financial strength ratings of "A-" from Standard & Poors and "A+" from Fitch. These ratings are important in competing for commercial title insurance business.

Customers

As of December 31, 2000, no single independent agent was responsible for more than 5% of the title insurance revenues of any of the Company's principal underwriting subsidiaries. In addition, the Company is not dependent upon any single customer or any single group of customers. The loss of any one customer would not have a material adverse effect on the Company.

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Competition

The title insurance business is very competitive. Competition for residential title business is based primarily on service and, to a lesser extent, price. Service quality is based upon a number of factors, including technological capabilities (resulting in a readily accessible, efficient and reliable product) and the ability to respond quickly to customers. With respect to national and regional mortgage lenders, service quality includes a large distribution network and the ability to deliver a broad array of real estate services quickly, efficiently and through a single point of contact. Competition for commercial title business is based primarily on price, service, expertise in complex transactions and the size and financial strength of the insurer. Title insurance underwriters also compete for agents on the basis of service and commission levels.

The Company is one of the largest title insurance underwriters in the United States based on title premium revenues. Its principal competitors are other major title insurance underwriters and their agency networks. The Company's principal competitors during 2000 were First American Corporation, Stewart Information Services, Inc., Old Republic International Corporation and Fidelity National Financial, Inc. Of the more than one hundred title insurance underwriting companies licensed in the United States, the top five companies account for approximately 89% of the title insurance market.

The Company's title insurance subsidiaries are subject to regulation by the insurance authorities of the states in which they do business. See "Regulation." Within this regulatory framework, the Company competes with respect to premium rates, coverage, risk evaluation, service and business development.

State regulatory authorities impose underwriting limits on title insurers based primarily on levels of available capital and surplus. The Company has underwriting limits that are comparable to its competitors. While such limits may theoretically hinder the Company's title insurance subsidiaries' assumption of a particular large underwriting liability, in practice the Company has established its own internal risk limits at levels substantially lower than those allowed by state law. In addition, the Company may spread the risk of a large underwriting liability over its three principal title underwriting subsidiaries. Therefore, statutory capital-based risk limits are not considered by the Company to be a significant factor in the amount or size of underwriting it may undertake.

Regulation

The title insurance business is regulated by state regulatory authorities who possess broad powers relating to the granting and revoking of licenses, and the type and amount of investments which the Company's title insurance subsidiaries may make. These state authorities also regulate insurance rates, forms of policies, claims handling procedures and the form and content of required annual statements, and have the power to audit and examine the financial and other records of these companies. Some states require title insurers to own or lease title plants. A substantial portion of the assets of the Company's title underwriting subsidiaries consists of their portfolios of investment securities. Each of these subsidiaries is required by the laws of its state of domicile to maintain assets of a statutorily defined quality and amount. See "Investment Policies" below. Under state laws, certain levels of capital and surplus must be maintained and certain amounts of portfolio securities must be segregated or deposited with appropriate state officials. State regulatory policies also restrict the amount of dividends which insurance companies may pay without prior regulatory approval. Generally, all of the title underwriters that meet certain financial thresholds are required to engage independent auditors to audit their statutory basis financial statements which,

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along with the auditor's report, must be filed with the state insurance regulators.

-9-

The National Association of Insurance Commissioners (the "NAIC") has adopted model legislation which if enacted would regulate title insurers and agents nationally and change certain statutory reporting requirements. The proposed legislation also would require title insurers to audit agents periodically and require licensed agents to maintain professional liability insurance. A number of states have adopted legislation similar to some of the provisions contained in the NAIC model legislation. The Company cannot predict whether all or any portion of the proposed legislation or any similar legislation will be adopted in any other states. Also, the NAIC has adopted an instruction requiring an annual certification of reserve adequacy by a qualified actuary. Because all of the states in which the Company's title insurance subsidiaries are domiciled require adherence to NAIC filing procedures, each such subsidiary, unless it qualifies for an exemption, must file an actuarial opinion with respect to the adequacy of its reserves.

Many state insurance regulatory laws intended primarily for the protection of policyholders contain provisions that require advance approval by state agencies of any change in control of an insurance company or insurance holding company that is domiciled (or, in some cases, doing business) in that state. Under such current laws, any future transaction that would constitute a change in control of the Company would generally require approval by the state insurance departments of Virginia, California, Tennessee, Texas, Ohio, Pennsylvania, Arizona, New Jersey, New York and Florida. Such a requirement could have the effect of delaying or preventing certain transactions affecting the control of the Company or the ownership of the Company's Common Stock, including transactions that could be advantageous to the shareholders of the Company.

Investment Policies

The Company earns investment income from its portfolio of fixed-maturity debt securities issued principally by corporations and United States, state and local jurisdictions, as well as by United States government agencies. Substantially all of this portfolio is located in the Company's title underwriting subsidiaries. At December 31, 2000, approximately 99% of the Company's investment portfolio consisted of investment grade securities. The Company's portfolio is managed to comply with the various state regulatory requirements while maximizing net after-tax yield. The Company generally does not invest in common stock issued by unaffiliated entities. The investment portfolio is managed by professional investment advisors under guidelines which govern the types of permissible investments, investment quality, maturity and duration, and concentration of issuer. These guidelines, and the Company's investment strategies, are established and periodically re-examined by the Investment Funds Committee of the Company's Board of Directors. This Committee also reviews the performance of the investment advisors on a quarterly basis. See Note 3 to the Consolidated Financial Statements.

Cyclicality and Seasonality

The title insurance business is closely related to the overall level of residential and commercial real estate activity, which is generally affected by the relative strength or weakness of the United States economy. In addition, title insurance volumes fluctuate based on the effect of changes in interest rates on the level of real estate activity. Economic downturns, or periods of increasing interest rates, usually have an adverse impact on real estate

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activity and therefore premium and fee revenues.

Historically, residential real estate activity has been generally slower in the winter, when fewer families move, buy or sell homes, with increased volumes in the spring and summer. Residential refinancing activity is generally more uniform throughout the seasons, but is subject to interest rate variability. The Company typically reports its lowest revenues in the first quarter, with revenues increasing into the second quarter and through the third quarter. The fourth

-10-

quarter customarily may be as strong as the third quarter, depending on the level of activity in the commercial real estate market.

Employees

As of December 31, 2000, the Company had 8,100 full time and 539 part time employees. The Company's relationship with its employees is good. Except for nine employees in Pittsburgh, Pennsylvania, no employees of the Company are covered by any collective bargaining agreements, and the Company is not aware of any union organizing activity relating to its employees.

Environmental Matters

Recent title insurance policies specifically exclude any liability for environmental risks or contamination. Older policies, while not specifically addressing environmental risks, are not considered to provide any coverage for such matters, and the Company does not expect any significant expenses related to environmental claims.

The Company, through its subsidiaries, sometimes acts as a temporary title holder to real estate under a nominee holding agreement and sometimes participates in holding agreements involving tax-deferred exchanges. The Company's customers in such situations generally are financially strong entities from whom it secures indemnification for potential environmental and other claims. In other situations where the Company might acquire title to real estate, it will generally require that an appropriate environmental assessment be made to evaluate and avoid any potential liability.

Business Strategy

The Company is one of the largest title insurers in the United States. The Company's long term objective is to enhance its position as a premier, low cost national provider of real estate-related products and services and to maximize its profitability throughout the real estate market cycle. To accomplish this objective, the Company is pursuing various business strategies designed to enhance growth and maximize profitability.

Increasing Focus on Real Estate Transaction Management Services. National mortgage originators have become an increasingly important participant in the mortgage finance market. These large national mortgage lenders increasingly demand that a number of services related to the mortgage financing process be available from and billed by a single source. Each lender seeks a quick and efficient response to avoid the loss of business to a competitor. To respond to this market need, LandAmerica OneStop provides national mortgage originators with a single, convenient point of contact through which they may place all of their orders for title insurance and real estate-related services. LandAmerica OneStop's technology-enhanced national distribution system enables it to increase the speed and efficiency of real estate transactions by

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coordinating and managing various products and services required for settlement of these transactions. The Company believes that LandAmerica OneStop will be increasingly important in the next few years in attracting and retaining the business of the large national mortgage lenders as well as other multi-state transaction originators.

Expand Distribution Capabilities. The Company seeks to increase its share of the title insurance market by expanding and enhancing its distribution channels through the hiring and retention of experienced industry professionals with strong local relationships, the opening of new direct offices in markets with the potential for significant transaction volume, and selectively acquiring or engaging in joint ventures with title insurance companies and agencies in order to strengthen the Company's presence in particularly attractive markets. In the case of the

-11-

acquisition of agencies or small to medium-size underwriters, the Company reviews the agency's or underwriter's profitability, location, growth potential in its existing market, claims experience and, in the case of an underwriter, the adequacy of its reserves.

Providing High Quality Service. High quality service, defined as the prompt and accurate production and delivery of products and services, is a critical competitive factor in developing successful long-term relationships with customers. Service quality is particularly important to the growing national lender customer base. The Company's strategy for providing high quality service includes the utilization of technology to further automate the title production process and the delivery of real estate-related services.

Maintaining Commercial Real Estate Market Strength. Participation in the commercial real estate market is attractive since the operating margins are generally better than those provided in residential real estate transactions. In addition, commercial business partially offsets some of the cyclical nature of the residential real estate market, where transaction volumes are more susceptible to changes in interest rates. The Company maintains its presence in the commercial real estate market primarily due to the financial strength ratings of its underwriting subsidiaries, its strong capital position, the high quality service that it provides and its expertise in handling complex transactions. In particular, the combined capital position of the Company's three principal underwriting subsidiaries enables it to underwrite large commercial policies while purchasing less reinsurance, thus increasing profitability.

Achieving Economies of Scale. Through cost control, the Company achieves economies of scale in its core title insurance related operations as losses resulting from claims under title insurance policies represent a relatively small part of the Company's overall costs. The Company is implementing the following plans to further improve efficiency:

- o **Service Center Concept.** Operating costs, the largest portion of expenses relating to providing title insurance, are relatively high compared to other types of insurers. In many major markets, the Company implemented the Service Center Concept, in which its three principal operating subsidiaries share a single back office processing center in a geographic region while continuing to market from separate storefronts under different brand names. This concept reduced the Company's cost per order in those markets. Service centers are now in place in major markets such as Denver, Seattle, Portland, Houston, Chicago, Detroit, San Francisco, Philadelphia, Orlando, Tampa and Ft. Lauderdale.

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- o Workflow Process Redesign. The Company is committed to the development of electronic commerce and the redesign of traditional workflow processes. In an effort to reduce expenses and improve service, the Company initiated a workflow process redesign throughout the Company in 1999. While achieving some benefits of a streamlined and more efficient workflow, more benefits will be achieved when the entire company uses one interconnected title production and closing system. The Company has developed and introduced an Internet-based software program to handle title policy production and real estate closings. Benefits of the system include a reduction in staffing levels accompanied by an increase in the speed an order can be processed. The new system allows the Company to receive orders electronically and to deliver the title report and closing statement as email attachments, thereby improving service to customers.

Enhancing Cost Control Flexibility. The Company manages its personnel expenses to reflect changes in the level of activity in the real estate market. As a result, the Company's employee base expands and contracts over time. In order to manage personnel costs more efficiently throughout the real estate cycle, the Company uses temporary or part time employees

-12-

where appropriate to staff operations so the Company can respond promptly to changes in real estate activity.

ITEM 2. PROPERTIES

The Company owns an office building and adjacent real estate in Richmond, Virginia which it uses for its corporate headquarters. This property consists of approximately 128,000 square feet of office space and parking facilities. The Company's title insurance subsidiaries conduct their business operations primarily in leased office space. As of December 31, 2000, the Company had numerous leases for its branch offices and subsidiaries throughout the states in which it operates. In addition, it owns several other properties which in aggregate are not material to its business taken as a whole.

The Company's title plants constitute a principal asset. Such plants comprise copies of public records, maps, documents, previous reports and policies which are indexed to specific properties in an area. The plants are generally located at the office which serves a particular locality or in "service centers" serving multiple localities in major metropolitan areas. They enable title personnel to examine title matters relating to a specific parcel of real property as reflected in the title plant, and eliminate or reduce the need for a separate search of the public records. They contain material dating back a number of years and are kept current on a daily or other frequent basis by the addition of copies of documents filed of record which affect real property. The Company maintains title plants covering many of the areas in which it operates, although certain offices utilize jointly owned and maintained plants. The Company capitalizes only the initial cost of title plants. The cost of maintaining such plants is charged to expense as incurred.

The title plants and title examination procedures have been automated and computerized to a large extent in many areas. To protect against casualty loss, the Company's offices maintain duplicate files and backups of all title plants.

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On February 23, 1998, the Company entered into an Agreement Containing Consent Order (the "Consent Order") with the Federal Trade Commission (the "FTC") in connection with the acquisition of Commonwealth and Transnation. The Consent Order required, and the Company completed, the divestiture of certain title plants in 12 localities named in the Consent Order. Seven of such localities were in Florida, three were in Michigan, and one each was in Washington, D.C. and St. Louis, Missouri. Pursuant to the terms of the Consent Order, the Company may not acquire, without prior notice to the FTC, any interest in a title plant in any of the named localities for a period of 10 years following the date of the Consent Order.

The Company believes that its properties are maintained in good operating condition and are suitable and adequate for its purposes.

ITEM 3. LEGAL PROCEEDINGS

General

The Company and its subsidiaries are involved in certain litigation arising in the ordinary course of their businesses, some of which involve claims of substantial amounts. Although the ultimate outcome of these matters cannot be ascertained at this time, and the results of legal proceedings cannot be predicted with certainty, the Company believes, based on current knowledge, that the resolution of these matters will not have a material adverse effect on the Company's financial position or results of operations.

-13-

Litigation Not in the Ordinary Course of Business

The People of the State of California, the Controller of the State of California and the Insurance Commissioner of the State of California have filed a putative defendant class action suit in the Sacramento Superior Court against Fidelity National Title Insurance Company and others (Case No. 99AS02793). While the subsidiaries of the Company that do business in California (the "Company's California Subsidiaries") were not named in the suit, they fall within the putative defendant class definition which includes virtually all title insurance underwriters, underwritten title companies, controlled escrow companies and independent escrow companies in California. The suit alleges that the defendants (i) failed to escheat unclaimed property to the Controller of the State of California on a timely basis, (ii) charged California home buyers and other escrow customers fees for services which were never performed, or which cost less than the amount charged, and (iii) devised and carried out schemes with financial institutions to receive interest, or monies in lieu of interest, on escrow funds deposited by defendants with financial institutions in demand deposits. The suit seeks injunctive relief, restitution and civil penalties.

The Company's California Subsidiaries are cooperating with the Controller's Office in the conduct of unclaimed property audits, and with the Department of Insurance in a limited examination with respect to banking relationships. Additionally, the Company's California Subsidiaries have entered into an agreement with the Attorney General that would allow claims against them to be dismissed without prejudice, in order to facilitate settlement discussions with the Attorney General and other state representatives without facing court-imposed deadlines. The Company has engaged in preliminary settlement discussions with the Attorney General. Although the complete terms of a settlement agreement have not been reached, the Company believes that, based on the status of discussions to date, the final terms of any settlement agreement that is materially consistent with those discussions would not have a material

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adverse effect on the Company's financial condition.

On or about June 16, 2000, Norman E. Taylor, Connie S. Taylor, Lynne Thompson Jones-Brittle, Colin R. Callaghan and Miriam J. Callaghan (collectively, the "Plaintiffs") filed a putative class action suit (the "Taylor Suit") in the Superior Court of Los Angeles, California (Case No. BC 231917) against the Company, Commonwealth Land Title Insurance Company, Commonwealth Land Title Company, Lawyers Title Insurance Corporation and Lawyers Title Company (collectively, the "Defendants"). The Plaintiffs purport to represent a class defined in the First Amended Complaint dated November 20, 2000 (the "Amended Complaint") as "[a]ll persons or entities who, from 1980 to the present, incident to purchase, sale or refinancing of real property located in California, deposited funds in escrow accounts controlled by the Defendants and were not paid interest on their funds and/or were charged fees for services not rendered by Defendants or excessive fees for the services Defendants performed."

The Plaintiffs allege in the Amended Complaint that the Defendants unlawfully (a) received interest, other credits or payments that served as the functional equivalent of interest, on customer escrow funds; (b) charged and retained fees for preparing and recording reconveyances that they did not prepare or record, and charged and retained excessive fees for other escrow-related services; and (c) swept or converted funds in escrow accounts based upon contrived charges prior to the time the funds escheated or should have escheated to the State of California pursuant to the Unclaimed Property Law. The Plaintiffs assert claims for relief against the Defendants based on (i) violation of California's Unfair Business Practices Act, California Business and Professions Code ss.ss. 17200, et. seq.; (ii) violation of California's Deceptive, False and Misleading Advertising Act, California Business and Professions Code ss.ss. 17500, et. seq.; (iii) violation of California's Consumer Legal Remedies Act, California Civil Code ss.ss. 1750, et. seq.; (iv) breach of fiduciary duty; (v) breach of agents' duties to their principals; (vi) breach of

-14-

undertaking of special duty; (vii) conversion; (viii) unjust enrichment; (ix) conspiracy; and (x) negligence. The Plaintiffs seek injunctive relief, restitution of improperly collected charges and interest and the imposition of an equitable constructive trust over such amounts, damages according to proof, punitive damages, costs and expenses, attorneys' fees, pre- and post-judgment interest and such other and further relief as the Court may deem necessary and proper.

The Company intends to defend vigorously the Taylor Suit. The suit is still in its initial stages, and at this time no estimate of the amount or range of loss that could result from an unfavorable outcome can be made.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

No matters were submitted to a vote of security holders during the fourth quarter of 2000.

-15-

EXECUTIVE OFFICERS OF THE REGISTRANT

Set forth below are the persons who serve as executive officers of the registrant, their ages and positions as of March 16, 2001, and their business experience during the prior five years. There are no family relationships between any of such persons and any director, executive officer, or person nominated to become a director or executive officer.

| Name ---- | Age --- | Office and Experience ----- |
|---------------------------|------------|--|
| Charles H. Foster, Jr. | 58 | Chairman and Chief Executive Officer of the Company since January 1991. Mr. Foster also serves as Chairman and Chief Executive Officer of Lawyers Title, a position he has held for more than five years. In addition, since June 1, 1999, Mr. Foster served as Chairman and Chief Executive Officer of Transnation. |
| Janet A. Alpert | 54 | President of the Company since January 1993. Ms. Alpert also serves as President of Lawyers Title, a position she has held for more than five years. In addition, since March 1993, Ms. Alpert has served as President of Commonwealth and Transnation. Ms. Alpert also served as Chief Operating Officer of Lawyers Title from January 1993 to February 1999. |
| Theodore L. Chandler, Jr. | 48 | Senior Executive Vice President of the Company since February 23, 2000. Mr. Chandler also serves as Senior Executive Vice President of Lawyers Title, Commonwealth and Transnation. Mr. Chandler held the position of Senior Executive Vice President of the law firm of Williams, Mullen, Clark & Dobbins from February 23, 2000, a position he held for more than five years. |
| G. William Evans | 46 | Executive Vice President and Chief Financial Officer of the Company since September 15, 1999. Mr. Evans also serves as Executive Vice President and Chief Financial Officer of Lawyers Title, Commonwealth and Transnation, a position he held from September 15, 1999. Mr. Evans served as Executive Vice President - Information Technology of the Company from February 1999 to September 15, 1999. He served as Vice President of the Company from October 1991 to February 1998. Mr. Evans also served as Senior Vice President, Chief Financial Officer of Lawyers Title from October 1991 to February 1998. |

-16-

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| Name ---- | Age --- | Office and Experience ----- |
|------------------------|------------|--|
| John M. Carter | 45 | Executive Vice President - Law and Employee Company since February 27, 1998. Mr. Carter Executive Vice President - Law and Emplo Commonwealth, Lawyers Title and Transnation, po since March 1, 1998. He served as Assistant Company from February 1995 to February 1998. Senior Vice President - Law and Employee Re Title from April 1997 to February 1998. Mr. Ca President, General Corporate Counsel and Se Title from 1994 to April 1997. |
| Jeffrey D. Vaughan | 42 | Executive Vice President - Real Estate Serv Company since September 1, 1998. Mr. Vaugh Executive Vice President of Lawyers Title, Transnation, positions he has held since Apr Vaughan served as Executive Vice President - D Commercial Services of the Company from April 1 1, 1998, and served as Executive Vice Preside National Residential Operations of Lawyers 1997 to April 1, 1998. From 1991 to 1997, h President - National Division Manager of L Vaughan also served as President of LandAme September 1, 1998 to October 31, 2000. |
| Jeffrey C. Selby | 55 | Executive Vice President - Director of Na Services and Manager of National Agents and Company since February 17, 1999. Mr. Selby Executive Vice President of Lawyers Title since and as Executive Vice President of Commonwealt since March 25, 1999. Mr. Selby served as Senio Manager of National Agents and Affiliates of March 1, 1998 to February 17, 1999. He also se President - National Accounts Manager of Com 1996 to March 1, 1998 and as Senior Vice Pre Manager of Commonwealth from 1993 to May 1996. |
| Russell W. Jordan, III | 60 | Senior Vice President, General Counsel and Company since February 27, 1998. Mr. Jordan al Vice President and General Counsel of Lawyers T has held for more than five years. In additio 1998, Mr. Jordan has served as Senior Vice Pr Counsel of Commonwealth and Transnation. Mr. Secretary and General Counsel of the Company f February 1998. |

-17-

| Name ---- | Age --- | Office and Experience ----- |
|-------------------|------------|---|
| John R. Blanchard | 52 | Senior Vice President - Corporate Controller of February 27, 1998. Mr. Blanchard also serv President and Corporate Controller of Commonwea and Transnation, positions he has held since served as Controller of the Company from Februa 1998. He also served as Senior Vice President |

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| | | |
|-----------------------|----|--|
| | | Lawyers Title from October 1991 to February 1998 |
| Christopher L. Rosati | 41 | Senior Vice President - Operations Controller of February 27, 1998. Mr. Rosati also served as Vice President and Controller of Transnation from March 1996 to February 1998. He served as Vice President and Assistant Controller of Transnation from 1992 to March 1996. |
| H. Randolph Farmer | 62 | Senior Vice President - Corporate Communications since February 27, 1998. Mr. Farmer also served as Vice President - Corporate Communications of Transnation, positions he has held since April 1, 1998. He served as Senior Vice President - Corporate Advertising of Lawyers Title from April 1, 1998. |

-18-

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED SHAREHOLDER MATTERS

Market Price and Dividends

The Common Stock of the Company trades on the New York Stock Exchange ("NYSE") under the symbol "LFG."

The following table sets forth the reported high and low sales prices per share of the Common Stock on the NYSE Composite Tape, based on published financial sources, and the dividends per share declared on the Common Stock for the calendar quarter indicated.

| | Price Range | | Dividends |
|------------------------------|-------------|---------|-----------|
| | High | Low | |
| Year Ended December 31, 1999 | | | |
| First quarter | \$58.94 | \$28.50 | \$0.05 |
| Second quarter | 33.56 | 27.13 | 0.05 |
| Third quarter | 30.50 | 19.13 | 0.05 |

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| | | | |
|------------------------------|---------|---------|--------|
| Fourth quarter | 21.75 | 15.56 | 0.05 |
| Year Ended December 31, 2000 | | | |
| First quarter | \$22.00 | \$16.31 | \$0.05 |
| Second quarter | 23.19 | 16.06 | 0.05 |
| Third quarter | 29.63 | 20.50 | 0.05 |
| Fourth quarter | 42.94 | 26.75 | 0.05 |

As of March 16, 2001, there were approximately 1,463 shareholders of record of the Company's Common Stock.

The Company's current dividend policy anticipates the payment of quarterly dividends in the future. The declaration and payment of dividends to holders of Common Stock will be in the discretion of the Board of Directors, will be subject to contractual restrictions contained in a Company loan agreement, as described below, and will be dependent upon the future earnings, financial condition and capital requirements of the Company and other factors.

Because the Company is a holding company, its ability to pay dividends will depend largely on the earnings of, and cash flow available from, its subsidiaries. In a number of states, certain of the Company's insurance subsidiaries are subject to regulations that require minimum amounts of statutory surplus. Under these and other such statutory regulations, approximately \$22.9 million of the net assets of the Company's consolidated subsidiaries are available for dividends, loans or advances to the Company during 2001.

In addition to the minimum statutory surplus requirements described above, these insurance subsidiaries are also subject to state regulations that require that the payment of any extraordinary dividends receive prior approval of the insurance regulators of such states. The following table summarizes the insurance regulations that restrict the amount of dividends that Commonwealth,

-19-

Lawyers Title and Transnation can distribute to the Company in any 12-month period without prior regulatory approval:

| Subsidiary ----- | Regulatory Agency ----- | Regulatory Limitation ----- | Financ Limitat ----- |
|---------------------|--|--|----------------------------|
| Commonwealth | Pennsylvania Department of Insurance | Payment of dividends or distributions may not exceed the greater of: <ul style="list-style-type: none"> o 10% of such insurer's surplus as of the preceding year end, or o the net income of such insurer for such preceding year. | \$10.0 m |
| Lawyers Title | Virginia Bureau of Insurance | Payment of dividends or distributions is limited to the lesser of: <ul style="list-style-type: none"> o 10% of such insurer's surplus as of the preceding December 31, or | \$6.5 mi |

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- o the net income, not including realized capital gains, of such insurer for the preceding calendar year.

Transnation Arizona Department of Insurance Payment of dividends or distributions is limited to the lesser of: \$6.4 mi

- o 10% of such insurer's surplus as of the preceding December 31, or
- o such insurer's net investment income for the preceding calendar year.

(1) Based on statutory financial results for the year ended December 31, 2000.

In addition to regulatory restrictions, the Company's ability to declare dividends is subject to restrictions under a Revolving Credit Agreement, dated as of November 7, 1997, between the Company and Bank of America National Trust and Savings Association, as amended, which generally limits the aggregate amount of all cash dividends and stock repurchases by the Company to 25% of its cumulative consolidated net income arising after December 31, 1996. As of December 31, 2000, approximately \$19.0 million was available for the payment of dividends by the Company under the Revolving Credit Agreement. Management does not believe that the restrictions contained in the Revolving Credit Agreement will, in the foreseeable future, adversely affect the Company's ability to pay cash dividends at the current dividend rate.

-20-

ITEM 6. SELECTED FINANCIAL DATA

The information set forth in the following table should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the Consolidated Financial Statements and Notes thereto.

| For the year ended December 31: | 2000 ---- | 1999 ---- | 1998 ---- | 1997 ---- |
|--|---|--------------|--------------|--------------|
| | (In thousands of dollars, except per common share a | | | |
| Revenues..... | \$1,802,405 | \$2,048,013 | \$1,848,870 | \$639, |
| Net (loss) income..... | (80,766) (1) | 54,317 | 93,028 | 26, |
| Net income per common share..... | (6.60) | 3.21 | 6.13 | 2 |
| Net income per common share assuming dilution..... | (6.60) | 2.79 | 5.05 | 2 |

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| | | | | |
|------------------------------------|-----------|-----------|-----------|------|
| Dividends per common share..... | 0.20 | 0.20 | 0.20 | |
| At December 31: | | | | |
| Total assets..... | 1,618,957 | 1,657,921 | 1,692,358 | 554, |
| Shareholders' equity..... | 664,100 | 730,703 | 771,189 | 292, |

(1) See Note 2 to the Consolidated Financial Statements for explanation of the Company's change in method of assessing the recoverability of goodwill.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

General

On February 27, 1998, the Company acquired all of the issued and outstanding shares of capital stock of Commonwealth and Transnation from Reliance Insurance Company, a subsidiary of Reliance Group Holdings, Inc. The assets and liabilities of Commonwealth and Transnation have been revalued to their respective fair market values as of that date. The financial statements of the Company reflect the combined operations of the Company, including Commonwealth and Transnation, from the closing date of the acquisition.

-21-

Overview

The Company's primary business is the insurance of titles to real property, which is greatly influenced by the real estate economy. During the three year period from 1998 to 2000, the Company's title operations benefited from the execution of three distinct aspects of its business strategy. Operations were expanded through the acquisition of title insurance agents and underwriters, including the acquisition of Commonwealth and Transnation in 1998, expenses were tightly monitored and controlled, and claims experience improved due to quality control efforts and an improved claims environment. During 1998, the Company benefited in particular from the acquisition of Commonwealth and Transnation, the strong national real estate economy, and a high level of residential refinancing activity.

During 2000, the Company decided to place increased emphasis on other products and services related to real estate transactions. As a result, in October 2000, the Company acquired Primis, Inc., a leading web-based provider of real estate services. The Primis acquisition provides the Company with a sophisticated technology platform on which to deliver title and real estate-related services through its LandAmerica OneStop operations.

Revenues

The Company's operating revenues, consisting of premiums, title search, escrow and other fees, are dependent on overall levels of real estate and mortgage refinance activity, which are influenced by a number of factors including interest rates and the general state of the economy. In addition, the Company's revenues are affected by the Company's sales and marketing efforts and

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its strategic decisions based on the rate structure and claims environment in particular markets.

Premiums and fees are determined both by competition and by state regulation. Operating revenues from direct title operations are recognized at the time real estate transactions close, which is generally 60 to 90 days after the opening of a title order. Operating revenues from agents are recognized when the issuance of a policy is reported to the Company by an agent. Although agents generally report the issuance of policies on a monthly basis, heightened levels of real estate activity may slow this reporting process. This typically results in delays averaging 90 days from the closing of real estate transactions until the recognition of revenues from agents. As a result, there can be a significant lag between changes in general real estate activity and their impact on the portion of the Company's revenues attributable to agents.

In addition to the premiums and related fees, the Company earns investment income from its investment portfolio of primarily fixed-maturity securities. Investment income includes dividends and interest as well as realized capital gains or losses on the portfolio. The Company regularly reexamines its portfolio strategies in light of changing earnings or tax situations.

Factors Affecting Profit Margins and Pre-Tax Profits

The Company's profit margins are affected by several factors, including the volume of real estate and mortgage refinance activity, policy amount and the nature of real estate transactions. Volume is an important determinant of profitability because the Company, like any other title insurance company, has a significant level of fixed costs arising from personnel, occupancy costs and maintenance of title plants. Because premiums are based on the face amount of the policy, larger policies generate higher premiums although expenses of issuance do not necessarily increase in proportion to policy size. Cancellations affect profitability because costs incurred both in opening and in processing orders typically are not offset by fees. Commercial transactions tend to be more profitable than residential transactions.

-22-

The Company's largest expense is commissions paid to independent agents. The Company regularly reviews the profitability of its agents, adjusting commission levels or cancelling certain agents where profitability objectives are not being met and expanding operations where acceptable levels of profitability are available. The Company continually monitors its expense ratio, which is the sum of salaries and employee benefits, agency commissions and other expenses (exclusive of interest, goodwill, exit and termination costs and write off of intangibles) expressed as a percentage of operating revenues.

Claims

Generally, title insurance claim rates are lower than other types of insurance because title insurance policies insure against prior events affecting the quality of real estate titles, rather than against unforeseen, and therefore less predictable, future events. A provision is made for estimated future claim payments at the time revenue is recognized. Both the Company's experience and industry data indicate that claims activity occurs for more than 20 years after the policy is issued. Management uses actuarial techniques to estimate future claims by analyzing past claim payment patterns. Independent actuaries review the adequacy of reserves on an interim basis and certify as to their adequacy on an annual basis. Management has continued to emphasize and strengthen claims prevention and product quality programs.

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Seasonality

Historically, residential real estate activity has been generally slower in the winter, when fewer families buy or sell homes, with increased volumes in the spring and summer. Residential refinancing activity is generally more uniform throughout the seasons but is highly subject to changes in interest rates. The Company typically reports its lowest revenues in the first quarter, with revenues increasing into the second quarter and through the third quarter. The fourth quarter customarily may be as strong as the third quarter, depending on the level of activity in the commercial real estate market.

In 1998 and 1999, the typical seasonality of the title insurance business was influenced by changes in the levels of refinancing activity. For additional information, see "Item 1 - Business - Cyclicity and Seasonality."

Contingencies

For a discussion of pending legal proceedings, see "Item 3 - Legal Proceedings."

Results of Operations

Comparison of Years Ended December 31, 2000,
December 31, 1999 and December 31, 1998

Net Income

The Company reported a net loss of \$80.8 million or \$6.60 per share on a diluted basis for 2000 compared to net income of \$54.3 million or \$2.79 per share on a diluted basis in 1999 and net income of \$93.0 million or \$5.05 per share on a diluted basis in 1998. Exclusive of a one-time write off of intangibles (discussed below) and exit and termination costs, net income was \$35.5 million or \$1.94 per diluted share in 2000. Exclusive of exit and termination costs net income was \$100.5 million or \$5.46 per share in 1998.

-23-

Operating Revenues

Operating revenues reported for 2000 were \$1.8 billion compared to \$2.0 billion in 1999 and \$1.8 billion in 1998. Due to the higher interest rate environment during most of the year, the Company experienced lower revenue levels in 2000 than in 1999. In 1999, the decrease in direct revenues was offset by an increase in agency revenues, principally the result of the timing effects of the industry's typical time lag in business reported through independent agents. In addition to the inclusion of Commonwealth and Transnation revenues in 1998, the volume in 1998 was a result of increased residential and commercial resale and refinancing transactions, the favorable interest rate environment and the general health of the national real estate markets. During 2000 order volume in direct company offices decreased to 680,000 from 833,600 in 1999 which was a decrease from 1,041,500 in 1998. These decreases were a result of the effect on the residential mortgage markets of interest rate increases in both 2000 and 1999.

Investment Income

The Company reported pre-tax investment income of \$51.1 million, \$48.0 million and \$49.3 million in 2000, 1999 and 1998, respectively. Excluding

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capital gains and losses, investment income was \$51.4 million, \$49.6 million and \$46.5 million in 2000, 1999 and 1998, respectively. The Company's investment portfolio consists of primarily fixed maturity securities whose income includes dividends and interest as well as realized gains and losses.

Expenses

Operating Expenses. The Company's expense ratio was 94.3% in 2000 compared to 92.2% in 1999 and 87.6% in 1998. The increase in the expense ratio in 2000 compared to 1999 is primarily due to the effect of significant revenue changes measured against costs that do not vary as rapidly. The increase in the expense ratio in 1999 compared to 1998 resulted from an increase in the amount of agency commissions as the mix of revenues shifted from direct operations to independent agents.

Exit and Termination Costs. Exit and termination costs on a pre-tax basis of approximately \$3.1 million and \$11.5 million were incurred in 2000 and 1998, respectively, in connection with the Primis acquisition and the formation of a title plant management joint venture in 2000 and the Commonwealth and Transnation acquisition in 1998. No such costs were incurred in 1999.

Write Off of Intangibles. In the fourth quarter of 2000, the Company elected to change its accounting policy for assessing the recoverability of goodwill from one based on undiscounted cash flows to one based on discounted cash flows. The Company believes that using the discounted cash flow approach to assess recoverability is a preferable policy as it is consistent with the methodology used by the Company to evaluate investment and acquisition decisions (see Note 2 to Consolidated Financial Statements). In connection with this change, the Company incurred a non-cash pre-tax charge of \$172.5 million. No such costs were incurred in 1999 or 1998.

Salaries and Employee Benefits. Personnel-related expenses are a significant portion of total operating expenses in the title insurance industry. These expenses require intensive management through changing real estate cycles. As a percentage of gross title revenues, salary and related expenses were 29.4%, 28.1% and 29.3% in 2000, 1999 and 1998, respectively. Staffing levels have steadily decreased to 7,800, exclusive of the Primis acquisition, by December 2000 as compared to 8,500 and 10,500 in December of 1999 and 1998, respectively.

-24-

Agents' Commissions. Commissions paid to title insurance agents are the largest single expense incurred by the Company. The commission rate varies by geographic area in which the commission was earned. Commissions as a percentage of agency revenue were 78.3% in 2000, 77.8% in 1999 and 77.6% in 1998.

General, Administrative and Other Expenses. The most significant components of other expenses are outside costs of title production, rent for office space, communications, travel and taxes levied by states on premiums.

Provision for Policy and Contract Claims. The Company's claims experience has shown improvement in recent years. The loss ratio (the provision for policy and contract claims as a percentage of operating revenues) was 4.4%, 4.9% and 5.2% in 2000, 1999 and 1998, respectively. Claims paid as a percentage of operating revenues were 4.3%, 3.2% and 2.8% in 2000, 1999 and 1998, respectively.

Income Taxes

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The Company pays U.S. federal and state income taxes based on laws in the jurisdictions in which it operates. The effective tax rates reflected in the income statement for 2000, 1999 and 1998 differ from the U.S. federal statutory rate principally due to non-taxable interest, dividend deductions, travel and entertainment and company-owned life insurance.

At December 31, 2000 the Company had recorded gross deferred tax assets of \$153.7 million related primarily to policy and contract claims, the write off of intangibles (see Note 2 to Consolidated Financial Statements) and employee benefit plans. A valuation allowance is provided for deferred tax assets if it is more likely than not these items will either expire before the Company is able to realize their benefit, or that future deductibility is uncertain.

The Company recorded a valuation allowance of \$1.7 million and \$11.5 million at December 31, 2000 and 1999, respectively, related to deferred tax assets created by the unrealized losses associated with the company's investment portfolio. No valuation allowance was recorded at December 31, 1998.

The Company reassesses the realization of deferred assets quarterly and, if necessary, adjusts its valuation allowance accordingly.

Liquidity and Capital Resources

Cash provided by operating activities for the years ended December 31, 2000, 1999 and 1998 was \$82.6 million, \$97.6 million and \$165.1 million, respectively. As of December 31, 2000, the Company held cash and invested cash of \$123.4 million and fixed-maturity securities of \$796.8 million.

In 1999, the Board of Directors approved plans to repurchase 2.0 million of the Company's issued and outstanding common shares. By December 31, 1999, the Company had repurchased 1.7 million of such shares at a cost of \$43.4 million. The additional authorized repurchases of 0.3 million shares were completed in the first quarter of 2000 at a cost of \$4.9 million. Repurchases were funded from available corporate funds.

During February and March 2001, 2.0 million shares of the Company's preferred stock were converted to common stock. This conversion will decrease the amount of preferred dividends paid by \$7.1 million on an annual basis. The new common shares will require dividends of the same rate paid on all other outstanding common shares.

-25-

In view of the historical ability of the Company to generate strong, positive cash flows, and the strong cash position and relatively conservative capitalization structure of the Company, management believes that the Company will have sufficient liquidity and adequate capital resources to meet both its short- and long-term capital needs. In addition, the Company has \$42.0 million available under a credit facility which was unused at December 31, 2000.

Interest Rate Risk

The following table provides information about the Company's financial instruments that are sensitive to changes in interest rates. For investment securities, the table presents principal cash flows and related weighted-average interest rates by expected maturity dates. Actual cash flows could differ from the expected amounts.

Interest Rate Sensitivity

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Principal Amount by Expected Maturity
Average Interest Rate

(dollars in thousands)

| | 2001 ---- | 2002 ---- | 2003 ---- | 2004 ---- | 2005 ---- | 2006 and after ----- |
|--------------------------------|--------------|--------------|--------------|--------------|--------------|----------------------------|
| Assets: | | | | | | |
| Taxable | | | | | | |
| available-for-sale securities: | | | | | | |
| Book value | \$21,534 | \$36,217 | \$46,942 | \$31,799 | \$44,467 | \$299,738 |
| Average yield | 6.4% | 6.2% | 6.1% | 7.3% | 7.1% | 7.1% |
| Non-taxable | | | | | | |
| available-for-sale securities: | | | | | | |
| Book value | 1,320 | 5,899 | 15,653 | 20,796 | 29,616 | 199,525 |
| Average yield | 4.4% | 4.6% | 5.0% | 4.8% | 4.5% | 5.1% |
| Preferred stock: | | | | | | |
| Book value | - | - | - | - | - | 58,099 |
| Average yield | - | - | - | - | - | 7.4% |

The Company also has long-term debt of \$195.5 million bearing interest at 6.69% at December 31, 2000. A 0.25% change in the interest rate would affect income before income taxes by approximately \$0.5 million annually.

Forward-Looking and Cautionary Statements

Certain information contained in this Annual Report on Form 10-K includes "forward-looking statements" within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. Among other things, these statements relate to the financial condition, results of operation and business of the Company. In addition, the Company and its representatives may from time to time make written or oral forward-looking statements, including statements contained in other filings with the Securities and Exchange Commission and in its reports to shareholders. These forward-looking statements are generally identified by phrases such as "the Company expects," "the Company believes" or words of similar import. These forward-looking statements involve certain risks and uncertainties and other factors that may cause the actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Further, any such statement is specifically qualified in its entirety by the following cautionary statements.

-26-

In connection with the title insurance industry in general, factors that may cause actual results to differ materially from those contemplated by such forward-looking statements include the following: (i) the costs of producing title evidence are relatively high, whereas premium revenues are subject to regulatory and competitive restraints; (ii) real estate activity levels have historically been cyclical and are influenced by such factors as interest rates and the condition of the overall economy; (iii) the value of the Company's investment portfolio is subject to fluctuation based on similar

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factors; (iv) the title insurance industry may be exposed to substantial claims by large classes of claimants and (v) the industry is regulated by state laws that require the maintenance of minimum levels of capital and surplus and that restrict the amount of dividends that may be paid by the Company's insurance subsidiaries without prior regulatory approval.

The Company cautions that the foregoing list of important factors is not exclusive. The Company does not undertake to update any forward-looking statement that may be made from time to time by or on behalf of the Company.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The information required by this Item is set forth under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations - Interest Rate Risk" in Item 7 of this report.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The response to this Item is submitted in a separate section of this report.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

There have been no changes in the Company's independent accountants and no disagreements on accounting and financial disclosure that are required to be reported hereunder.

-27-

PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

Except as to certain information regarding executive officers included in Part I, the definitive proxy statement for the 2001 Annual Meeting of Shareholders to be filed within 120 days after the end of the last fiscal year is incorporated herein by reference for the information required by this item.

ITEM 11. EXECUTIVE COMPENSATION

The definitive proxy statement for the 2001 Annual Meeting of Shareholders to be filed within 120 days after the end of the last fiscal year is incorporated herein by reference for the information required by this item.

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ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND
MANAGEMENT

The definitive proxy statement for the 2001 Annual meeting of Shareholders to be filed within 120 days after the end of the last fiscal year is incorporated herein by reference for the information required by this item.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

The definitive proxy statement for the 2001 Annual Meeting of Shareholders to be filed within 120 days after the end of the last fiscal year is incorporated herein by reference for the information required by this item.

-28-

PART IV

ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON
FORM 8-K

- (a) (1), (2) and (3). The response to this portion of Item 14 is submitted as a separate section of this report.
- (b) Reports on Form 8-K
None.
- (c) Exhibits - The response to this portion of Item 14 is submitted as a separate section of this report.
- (d) Financial Statement Schedules - The response to this portion of Item 14 is submitted as a separate section of this report.

-29-

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

LANDAMERICA FINANCIAL GROUP, INC.

By: /s/ Charles H. Foster, Jr.

Charles H. Foster, Jr.
Chairman and Chief Executive Officer

March 28, 2001

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

| Signature ----- | Title ----- |
|---|--|
| /s/ Charles H. Foster, Jr. ----- Charles H. Foster, Jr. | Chairman and Chief Executive Officer and Director (Principal Executive Officer) |
| /s/ Janet A. Alpert ----- Janet A. Alpert | President and Director |
| /s/ Theodore L. Chandler, Jr. ----- Theodore L. Chandler, Jr. | Senior Executive Vice President and Director |
| /s/ G. William Evans ----- G. William Evans | Executive Vice President and Chief Financial Officer (Principal Financial Officer) |
| /s/ John R. Blanchard ----- John R. Blanchard | Senior Vice President - Corporate Controller (Principal Accounting Officer) |

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/s/ Michael Dinkins

Director

Michael Dinkins

-30-

Signature

Title

/s/ James Ermer

Director

James Ermer

/s/ John P. McCann

Director

John P. McCann

/s/ Robert F. Norfleet, Jr.

Director

Robert F. Norfleet, Jr.

/s/ Julious P. Smith, Jr.

Director

Julious P. Smith, Jr.

/s/ Eugene P. Trani

Director

Eugene P. Trani

/s/ Marshall B. Wishnack

Director

Marshall B. Wishnack

ANNUAL REPORT ON FORM 10-K
ITEM 8, ITEMS 14 (a) (1), (2) AND (3), (c) AND (d)
INDEX OF FINANCIAL STATEMENTS AND
FINANCIAL STATEMENT SCHEDULES
FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA
FINANCIAL STATEMENT SCHEDULES
CERTAIN EXHIBITS
YEAR ENDED DECEMBER 31, 2000
LANDAMERICA FINANCIAL GROUP, INC.
RICHMOND, VIRGINIA

FORM 10-K ITEM 14 (a) (1), (2) AND (3)

LANDAMERICA FINANCIAL GROUP, INC. AND SUBSIDIARIES
INDEX TO FINANCIAL STATEMENTS AND FINANCIAL STATEMENT SCHEDULES

The following consolidated financial statements of LandAmerica Financial Group, Inc. and subsidiaries are included in Item 8:

| | Page |
|---|------|
| | ---- |
| Report of Independent Auditors..... | F-1 |
| Consolidated Balance Sheets, December 31, 2000 and 1999..... | F-2 |
| Consolidated Statements of Operations, Years Ended December 31, 2000, 1999 and 1998..... | F-4 |
| Consolidated Statements of Cash Flows, Years Ended December 31, 2000, 1999 and 1998..... | F-5 |

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Consolidated Statements of Changes in Shareholders'
Equity, Years Ended December 31, 2000, 1999
and 1998.....F-6
Notes to Consolidated Financial Statements,
December 31, 2000, 1999 and 1998.....F-7

The following consolidated financial statement schedules of LandAmerica Financial Group, Inc. and subsidiaries are included in Item 14(d):

Schedule I Summary of Investments.....F-35
Schedule II Condensed Financial Information of
RegistrantF-36

All other schedules for which provision is made in the applicable accounting regulation of the Securities and Exchange Commission are not required under the related instructions or are inapplicable and therefore, have been omitted.

REPORT OF INDEPENDENT AUDITORS

The Board of Directors and Shareholders
LandAmerica Financial Group, Inc.

We have audited the accompanying consolidated balance sheets of LandAmerica Financial Group, Inc. and subsidiaries as of December 31, 2000 and 1999, and the related consolidated statements of operations, changes in shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2000. Our audits also included the financial statement schedules listed in the Index at Item 14(a). These financial statements and schedules are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedules based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of LandAmerica

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Financial Group, Inc. and subsidiaries at December 31, 2000 and 1999, and the consolidated results of their operations and their cash flows for each of the three years in the period ended December 31, 2000, in conformity with accounting principles generally accepted in the United States. Also, in our opinion, the related financial statement schedules, when considered in relation to the basic financial statements taken as a whole, present fairly in all material respects the information set forth therein.

As discussed in Note 2 to the financial statements, in 2000 the Company changed its method for assessing the recoverability of goodwill.

/s/ ERNST & YOUNG LLP

Richmond, Virginia
March 9, 2001

F-1

LANDAMERICA FINANCIAL GROUP, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS, DECEMBER 31

(In thousands of dollars)

| ASSETS | 2000 |
|--|------------|
| ----- | ----- |
| INVESTMENTS (Note 3): | |
| Fixed maturities available-for-sale - at fair value (amortized cost: 2000 - \$800,504; 1999 - \$764,748) | \$ 796,842 |
| Equity securities - at fair value (cost: 2000 - \$4,285; 1999 - \$3,278) | 3,235 |
| Mortgage loans (less allowance for doubtful accounts: 2000 - \$139; 1999 - \$138) | 9,652 |
| Invested cash | 80,976 |
| | ----- |
| Total Investments | 890,705 |
| CASH | 42,375 |
| NOTES AND ACCOUNTS RECEIVABLE: | |
| Notes (less allowance for doubtful accounts: 2000 - \$2,230; 1999 - \$2,026) | 11,011 |
| Premiums (less allowance for doubtful accounts: 2000 - \$9,945; 1999 - \$9,525) | 36,857 |

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| | | | |
|---|--------------|-------|---------------|
| Income tax recoverable | 4,479 | ----- | ----- |
| Total Notes and Accounts Receivable | 52,347 | | |
| PROPERTY AND EQUIPMENT - at cost (less accumulated depreciation and amortization: 2000 - \$92,715; 1999 - \$81,907) | 61,599 | | |
| TITLE PLANTS | 91,609 | | |
| GOODWILL (less accumulated amortization: 2000 - \$32,072; 1999 - \$33,208) | 217,425 | | |
| DEFERRED INCOME TAXES (Note 8) | 139,006 | | |
| OTHER ASSETS | 123,891 | ----- | ----- |
| Total Assets | \$ 1,618,957 | ===== | \$ 1 ===== |

F-2

LANDAMERICA FINANCIAL GROUP, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS, DECEMBER 31

(In thousands of dollars)

| | | | |
|---------------------------------------|------------|-------|-------|
| LIABILITIES | 2000 | | |
| ----- | ----- | | |
| POLICY AND CONTRACT CLAIMS (Note 4) | \$ 556,798 | \$ | \$ |
| ACCOUNTS PAYABLE AND ACCRUED EXPENSES | 178,681 | | |
| NOTES PAYABLE (Note 12) | 202,379 | | |
| OTHER | 16,999 | ----- | ----- |
| Total Liabilities | 954,857 | ----- | ----- |

COMMITMENTS AND CONTINGENCIES
(Notes 11 and 13)

SHAREHOLDERS' EQUITY (Notes 6 and 7)

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| | | |
|--|--------------|-------|
| Preferred stock, no par value, authorized 5,000,000 shares, no shares of Series A Junior Participating Preferred Stock issued or outstanding; 2,200,000 shares of 7% Series B Cumulative Convertible Preferred Stock issued and outstanding in 2000 and 1999 | 175,700 | |
| Common stock, no par value, 45,000,000 shares authorized, shares issued and outstanding: 2000 - 13,518,319; 1999 - 13,680,421 | 340,269 | |
| Accumulated other comprehensive loss | (4,712) | |
| Retained earnings | 152,843 | |
| | ----- | ----- |
| Total Shareholders' Equity | 664,100 | |
| | ----- | ----- |
| Total Liabilities and Shareholders' Equity | \$ 1,618,957 | \$ |
| | ===== | ===== |

See Notes to Consolidated Financial Statements.

F-3

LANDAMERICA FINANCIAL GROUP, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS
YEARS ENDED DECEMBER 31

(In thousands of dollars except per common share amounts)

| | 2000 | |
|--|------------|-------|
| | ---- | |
| REVENUES | | |
| Title and other operating revenues: | | |
| Direct operations | \$ 764,133 | \$ |
| Agency operations | 987,137 | 1 |
| | ----- | ----- |
| | 1,751,270 | 2 |
| Investment income (Note 3) | 51,406 | |
| (Loss) gain on sales of investments | (271) | |
| | ----- | ----- |
| | 1,802,405 | 2 |
| EXPENSES (Notes 2, 4, 10, 11 and 12) | | |
| Salaries and employee benefits | 515,329 | |
| Agents' commissions | 772,939 | |
| Provision for policy and contract claims | 76,889 | |
| Exit and termination costs | 3,079 | |
| Write off of intangibles | 177,774 | |
| Interest expense | 13,614 | |
| General, administrative and other | 370,918 | |

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| | | |
|---|-------------|-------|
| | ----- | ----- |
| | 1,930,542 | 1 |
| | ----- | ----- |
| (LOSS) INCOME BEFORE INCOME TAXES | (128,137) | |
| INCOME TAX EXPENSE (BENEFIT) (Note 8) | | |
| Current | 8,871 | |
| Deferred | (56,242) | |
| | ----- | ----- |
| | (47,371) | |
| | ----- | ----- |
| NET (LOSS) INCOME | (80,766) | |
| DIVIDENDS - PREFERRED STOCK | (7,700) | |
| | ----- | ----- |
| NET (LOSS) INCOME AVAILABLE TO COMMON SHAREHOLDERS | \$ (88,466) | \$ |
| | ===== | ===== |
| NET (LOSS) INCOME PER COMMON SHARE | \$ (6.60) | |
| WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING | 13,397 | |
| NET (LOSS) INCOME PER COMMON SHARE ASSUMING DILUTION | \$ (6.60) | |
| WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING ASSUMING DILUTION | 13,397 | |

See Notes to Consolidated Financial Statements.

F-4

LANDAMERICA FINANCIAL GROUP, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31

(In thousands of dollars)

| | | |
|--|-------------|----|
| | 2000 | |
| | ---- | |
| Cash flows from operating activities: | | |
| Net (loss) income | \$ (80,766) | \$ |
| Depreciation and amortization | 35,818 | |
| Amortization of bond premium | 1,992 | |
| Write off of intangibles (Note 2) | 177,774 | |
| Realized investment losses (gains) | 271 | |
| Deferred income tax | (56,242) | |
| Change in assets and liabilities, net of businesses acquired: | | |
| Notes receivable | 1,690 | |

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| | | |
|--|------------|-------|
| Premiums receivable | (1,181) | |
| Income taxes receivable/payable | (223) | |
| Policy and contract claims | 2,348 | |
| Accounts payable and accrued expenses | 13,816 | |
| Cash surrender value of life insurance | (4,096) | |
| Other | (8,581) | |
| | ----- | ----- |
| Net cash provided by operating activities | 82,620 | |
| | ----- | ----- |
| Cash flows from investing activities: | | |
| Purchase of property and equipment, net | (14,117) | |
| Proceeds from sale-leaseback of furniture and equipment (Note 10) | 5,996 | |
| Purchase of business, net of cash acquired (Note 14) | (48,230) | |
| Cost of investments acquired: | | |
| Fixed maturities - available-for-sale | (263,837) | (5 |
| Equity securities | (1,008) | |
| Mortgage loans | (2,528) | |
| Proceeds from investment sales or maturities: | | |
| Fixed maturities - available-for-sale | 225,686 | 5 |
| Equity securities | - | |
| Mortgage loans | - | |
| | ----- | ----- |
| Net cash used in investing activities | (98,038) | |
| | ----- | ----- |
| Cash flows from financing activities: | | |
| Proceeds from the exercise of options | 3,037 | |
| Cost of common shares repurchased | (4,906) | |
| Repayment of cash surrender value loan | - | |
| Dividends paid | (10,391) | |
| Proceeds from issuance of notes payable | - | |
| Payments on notes payable | (12,955) | |
| | ----- | ----- |
| Net cash (used in) provided by financing activities | (25,215) | |
| | ----- | ----- |
| Net (decrease) increase in cash and invested cash | (40,633) | |
| Cash and invested cash at beginning of year | 163,984 | 1 |
| | ----- | ----- |
| Cash and invested cash at end of year | \$ 123,351 | \$ 1 |
| | ===== | ===== |

See Notes to Consolidated Financial Statements.

F-5

LANDAMERICA FINANCIAL GROUP, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
YEARS ENDED DECEMBER 31, 2000, 1999 AND 1998

(In thousands of dollars except per common share amounts)

| | Preferred Stock | | Common Stock | |
|--|-----------------|---------|--------------|---------|
| | Shares | Amounts | Shares | Amounts |
| | ----- | ----- | ----- | ----- |

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| | | | | | |
|--|-----------|-----------|-------------|------------|----|
| Balance - December 31, 1997 | - | \$ - | 8,964,633 | \$ 168,066 | \$ |
| Comprehensive income | | | | | |
| Net income | - | - | - | - | - |
| Other comprehensive income, net of tax \$2,601 | - | - | - | - | - |
| Net unrealized gains on securities (Note 6) | - | - | - | - | - |
| Comprehensive income | | | | | |
| Common and preferred stock issued | 2,200,000 | 175,700 | 6,093,546 | 208,797 | |
| Stock options and incentive plans | - | - | 236,393 | 5,965 | |
| Preferred dividends (7%) | - | - | - | - | |
| Common dividends (\$0.20/share) | - | - | - | - | |
| | ----- | ----- | ----- | ----- | |
| Balance - December 31, 1998 | 2,200,000 | 175,700 | 15,294,572 | 382,828 | |
| Comprehensive income | | | | | |
| Net income | - | - | - | - | - |
| Other comprehensive income, net of tax \$6,659 | - | - | - | - | - |
| Net unrealized losses on securities (Note 6) | - | - | - | - | - |
| Comprehensive income | | | | | |
| Common stock retired | - | - | (1,712,700) | (43,402) | |
| Stock options and incentive plans | - | - | 98,549 | 2,712 | |
| Preferred dividends (7%) | - | - | - | - | |
| Common dividends (\$0.20/share) | - | - | - | - | |
| | ----- | ----- | ----- | ----- | |
| Balance - December 31, 1999 | 2,200,000 | 175,700 | 13,680,421 | 342,138 | |
| Comprehensive income | | | | | |
| Net (loss) income | - | - | - | - | - |
| Other comprehensive income | - | - | - | - | - |
| Net unrealized gains on securities (Note 6) | - | - | - | - | - |
| Comprehensive income | | | | | |
| Common stock retired | - | - | (287,300) | (4,906) | |
| Stock options and incentive plans | - | - | 125,198 | 3,037 | |
| Preferred dividends (7%) | - | - | - | - | |
| Common dividends (\$0.20/share) | - | - | - | - | |
| | ----- | ----- | ----- | ----- | |
| Balance - December 31, 2000 | 2,200,000 | \$175,700 | 13,518,319 | \$ 340,269 | \$ |
| | ===== | ===== | ===== | ===== | |

See Notes to Consolidated Financial Statements.

F-6

LANDAMERICA FINANCIAL GROUP, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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YEARS ENDED DECEMBER 31, 2000, 1999 AND 1998

(In thousands of dollars except per common share amounts)

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation -----

The accompanying consolidated financial statements of LandAmerica Financial Group, Inc. (the "Company") and its wholly owned subsidiaries have been prepared in conformity with accounting principles generally accepted in the United States which differ from statutory accounting practices prescribed or permitted by regulatory authorities for the insurance company subsidiaries.

Organization -----

The Company is engaged principally in the title insurance business. Title insurance policies are insured statements of the condition of title to real property, showing ownership as indicated by public records, as well as outstanding liens, encumbrances and other matters of record and certain other matters not of public record. The Company's business results from commercial real estate activity, resales and refinancings of residential real estate and construction and sale of new housing. The Company conducts its business on a national basis through a network of branch and agency offices with approximately 41% of consolidated title revenues generated in the states of Texas, Florida, California and Pennsylvania. The Company manages its business and reports its financial information as one segment.

Use of Estimates -----

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Principles of Consolidation -----

The accompanying consolidated financial statements include the accounts and operations, after intercompany eliminations, of LandAmerica Financial Group, Inc., and its wholly owned subsidiaries, principally Commonwealth Land Title Insurance Company, Lawyers Title Insurance Corporation and Transnation Title Insurance Company.

Investments -----

The Company records its fixed-maturity investments which are classified as available-for-sale at fair value and reports the change in the unrealized appreciation and depreciation as a separate component of shareholders' equity. The amortized cost of fixed-maturity investments classified as available-for-sale is adjusted for amortization of premiums and accretion of discounts. That amortization or accretion is included in net investment income.

LANDAMERICA FINANCIAL GROUP, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2000, 1999 AND 1998

(In thousands of dollars except per common share amounts)

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Realized gains and losses on sales of investments, and declines in value considered to be other than temporary, are recognized in operations on the specific identification basis.

For the mortgage-backed bond portion of the fixed maturity securities portfolio, the Company recognizes income using a constant effective yield based on anticipated prepayments and the estimated economic life of the securities. When actual prepayments differ significantly from anticipated prepayments, the effective yield is recalculated to reflect actual payments to date and anticipated future payments. The net investment in the security is adjusted to the amount that would have existed had the new effective yield been applied since the acquisition of the security. That adjustment is included in net investment income.

Title Plants

Title plants consist of title records relating to a particular region and are generally stated at cost. Expenses associated with current maintenance, such as salaries and supplies, are charged to expense in the year incurred. The costs of acquired title plants and the building of new title plants, prior to the time that a plant is put into operation, are capitalized. Properly maintained title plants are not amortized because there is no indication of diminution in their value.

Goodwill

The excess of cost over fair value of net assets of businesses acquired (goodwill) is amortized on a straight line basis over its estimated useful life, principally over a forty year period. As more fully described in Note 2, during the fourth quarter of 2000 the Company changed its method for assessing the recoverability of goodwill not associated with impaired assets from an undiscounted cash flow approach to a discounted cash flow approach.

Long-Lived Assets

The Company reviews long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If indicators of impairment are present, the Company estimates the future cash flows expected to be generated from the use of those assets and their eventual disposal. The Company would recognize an impairment loss if the future cash flows were less than

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the carrying amount.

Depreciation

Property and equipment is depreciated principally on the straight-line method over the useful lives of the various assets, which range from three to 40 years.

F-8

LANDAMERICA FINANCIAL GROUP, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2000, 1999 AND 1998

(In thousands of dollars except per common share amounts)

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue Recognition

Premiums on title insurance written by the Company's employees are recognized as revenue when the Company is legally or contractually entitled to collect the premium. Premiums on insurance written by agents are generally recognized when reported by the agent and recorded on a "gross" versus "net" basis. Title search and escrow fees are recorded as revenue when an order is closed.

Policy and Contract Claims

Liabilities for estimated losses and loss adjustment expenses represent the estimated ultimate net cost of all reported and unreported losses incurred through December 31, 2000. The reserves for unpaid losses and loss adjustment expenses are estimated using individual case-basis valuations and statistical analyses. Those estimates are subject to the effects of trends in loss severity and frequency. Title insurance reserve estimates are subject to a significant degree of inherent variability due to the effects of external factors such as general economic conditions. Although management believes that the reserve for policy and contract claims is reasonable, it is possible that the Company's actual incurred policy and contract claims will not conform to the assumptions inherent in the determination of these reserves. Accordingly, the ultimate settlement of policy and contract claims may vary significantly from the estimates included in the Company's financial statements. Management believes that the reserves for losses and loss adjustment expenses are adequate. The estimates are continually reviewed and adjusted as necessary as experience develops or new information becomes known; such adjustments are included in current operations.

Income Taxes

Deferred income taxes reflect the tax consequences on future years of

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differences between the tax bases of assets and liabilities and their financial reporting amounts. Future tax benefits are recognized to the extent that realization of such benefits are more likely than not.

Escrow and Trust Deposits -----

As a service to its customers, the Company administers escrow and trust deposits which amounted to approximately \$1,169,499 and \$1,462,420 at December 31, 2000 and 1999, respectively, representing undisbursed amounts received for settlements of mortgage loans and indemnities against specific title risks. These funds are not considered assets of the Company and, therefore, are excluded from the accompanying consolidated balance sheets.

F-9

LANDAMERICA FINANCIAL GROUP, INC. AND SUBSIDIARIES -----

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS YEARS ENDED DECEMBER 31, 2000, 1999 AND 1998 -----

(In thousands of dollars except per common share amounts)

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Deferred Land Exchanges -----

Through several non-insurance subsidiaries the Company facilitates tax-free property exchanges for customers pursuant to Section 1031 of the Internal Revenue Code. Acting as a qualified intermediary, the Company holds the proceeds from sales transactions until a qualifying acquisition occurs, thereby assisting its customers in deferring the recognition of taxable income. At December 31, 2000 and 1999, the Company was holding \$496,259 and \$383,804, respectively, of such proceeds which are not considered assets of the Company and are, therefore, excluded from the accompanying consolidated balance sheets.

Statement of Cash Flows -----

For purposes of the statement of cash flows, invested cash is considered a cash equivalent. Invested cash includes all highly liquid investments with a maturity of three months or less when purchased.

Fair Values of Financial Instruments -----

The carrying amounts reported in the balance sheet for cash and invested cash, short-term investments, premiums receivable, preferred stock and certain other assets approximate those assets' fair values. Fair values for investment securities are based on quoted market prices. The carrying amount reported in the balance sheet for notes payable approximates fair value since the interest rate on the notes payable is variable. The Company has no other material financial

instruments.

Stock Based Compensation

The Company grants stock options for a fixed number of shares to employees with an exercise price equal to the fair value of the shares at the date of grant. The Company accounts for stock option grants in accordance with APB Opinion No. 25, Accounting for Stock Issued to Employees, and accordingly, recognizes no compensation expense for the stock option grants.

2. CHANGE IN ACCOUNTING FOR GOODWILL

During the fourth quarter of 2000, the Company elected to change its method for assessing the recoverability of goodwill (not associated with impaired assets) from one based on undiscounted cash flows to one based on discounted cash flows. The Company believes that using the discounted cash flow approach to assess the recoverability of goodwill is a preferable policy because it is consistent with the methodology used by the Company to evaluate investment decisions and provides a more current and realistic valuation than the undiscounted approach. The discount rate used in determining discounted cash flows was a rate corresponding to the Company's cost of capital.

F-10

LANDAMERICA FINANCIAL GROUP, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2000, 1999 AND 1998

(In thousands of dollars except per common share amounts)

2. CHANGE IN ACCOUNTING FOR GOODWILL (Continued)

The Company's new accounting policy for assessing the recoverability of goodwill is as follows:

The Company evaluates the recoverability of goodwill by estimating the future discounted cash flows of the businesses to which the goodwill relates. Estimated cash flows are determined by disaggregating the Company's business to an operational and organizational level for which meaningful identifiable cash flows can be determined. When estimated future discounted cash flows are less than the carrying amount of the net assets (tangible and identifiable intangible) and related goodwill, impairment losses of goodwill are charged to operations. Impairment losses, limited to the carrying amount of goodwill, represent the sum of the carrying amount of the net assets (tangible and identifiable intangible) and goodwill in excess of the discounted cash flows of the business being evaluated. In determining the estimated future cash flows, the Company considers current and projected future levels of income as well as business trends, prospects and market and economic conditions. Prior to the fourth quarter of 2000, the assessment of recoverability and measurement of impairment of goodwill was based on undiscounted cash flows.

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This change represents a change in accounting principle, which is indistinguishable from a change in estimate. As a result of the change to a discounted cash flow methodology, the Company recorded a non-cash write-down of goodwill of \$172,451 net of deferred taxes of \$62,082 or \$8.24 per common share after taxes in the fourth quarter of 2000.

3. INVESTMENTS

The amortized cost and estimated fair value of investments in fixed maturities at December 31, 2000, and 1999 were as follows:

F-11

LANDAMERICA FINANCIAL GROUP, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS YEARS ENDED DECEMBER 31, 2000, 1999 AND 1998

(In thousands of dollars except per common share amounts)

3. INVESTMENTS (Continued)

| | 2000 | | |
|--|---------------------------|---------------------------------------|--|
| | Amortized Cost ---- | Gross Unrealized Gains ----- | Gross Unrealized Losses ----- |
| U.S. Treasury securities and obligations of U.S. Government corporations and agencies | \$ 68,730 | \$ 2,563 | \$ 352 |
| Obligations of states and political subdivisions | 272,946 | 5,257 | 1,518 |
| Fixed maturities issued by foreign governments | 1,878 | 28 | 5 |
| Public utilities | 93,100 | 722 | 4,690 |

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| | | | |
|--|------------|-----------|-----------|
| Corporate securities | 216,699 | 2,962 | 3,947 |
| Mortgage backed securities | 89,053 | 1,322 | 1,357 |
| Preferred stock | 58,098 | 585 | 5,232 |
| | ----- | ----- | ----- |
| Fixed maturities available-for-sale | \$ 800,504 | \$ 13,439 | \$ 17,101 |
| | ===== | ===== | ===== |

F-12

LANDAMERICA FINANCIAL GROUP, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2000, 1999 AND 1998

(In thousands of dollars except per common share amounts)

3. INVESTMENTS (Continued)

| | 1999 | | |
|--|-------------------|------------------------------|-------------------------------|
| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses |
| | ---- | ----- | ----- |
| U.S. Treasury securities and obligations of U.S. Government corporations and agencies | \$ 96,220 | \$ 402 | \$ 3,250 |
| Obligations of states and political subdivisions | 227,704 | 460 | 8,451 |
| Fixed maturities issued by foreign governments | 5,136 | 511 | 693 |
| Public utilities | 95,506 | 2,932 | 9,141 |
| Corporate securities | 207,174 | 1,723 | 9,196 |
| Mortgage backed securities | 74,469 | 189 | 3,527 |
| Preferred stock | 58,539 | 3,638 | 5,261 |

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| | | | |
|--------------------|------------|----------|-----------|
| | ----- | ----- | ----- |
| Fixed maturities | | | |
| available-for-sale | \$ 764,748 | \$ 9,855 | \$ 39,519 |
| | ===== | ===== | ===== |

The amortized cost and estimated fair value of fixed-maturity securities at December 31, 2000 by contractual maturity are shown below. Actual maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations.

F-13

LANDAMERICA FINANCIAL GROUP, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2000, 1999 AND 1998

(In thousands of dollars except per common share amounts)

3. INVESTMENTS (Continued)

| | |
|--|---------------------------|
| | Amortized Cost ---- |
| Due in one year or less | \$ 22,855 |
| Due after one year through five years | 231,390 |
| Due after five years through ten years | 188,219 |
| Due after ten years | 268,988 |
| Mortgage backed securities | 89,052 |
| | ----- |
| | \$ 800,504 |
| | ===== |

Earnings on investments and net realized (losses) gains for the three years ended December 31, follow:

| | |
|------|------|
| 2000 | 1999 |
| ---- | ---- |

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| | | |
|--|-----------|-----------|
| Fixed maturities | \$ 48,618 | \$ 45,507 |
| Equity securities | 12 | 25 |
| Invested cash and other short-term investments | 4,006 | 5,334 |
| Mortgage loans | 79 | 356 |
| Net realized (losses) gains | (271) | (1,579) |
| | ----- | ----- |
| Total investment income | 52,444 | 49,643 |
| Investment expenses | (1,309) | (1,644) |
| | ----- | ----- |
| Net investment income | \$ 51,135 | \$ 47,999 |
| | ===== | ===== |

Realized and unrealized (losses) gains representing the change in difference between fair value and cost (principally amortized cost for fixed maturities) on fixed maturities and equity securities for the three years ended December 31, are summarized below:

F-14

LANDAMERICA FINANCIAL GROUP, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2000, 1999 AND 1998

(In thousands of dollars except per common share amounts)

3. INVESTMENTS (Continued)

| | Realized | Change in Unrealized |
|-------------------|------------|----------------------|
| | ----- | ----- |
| 2000 | | |
| Fixed maturities | \$ (271) | \$ 26,002 |
| Equity securities | - | 421 |
| | ----- | ----- |
| | \$ (271) | \$ 26,423 |
| | ===== | ===== |
| 1999 | | |
| Fixed maturities | \$ (1,497) | \$ (47,912) |
| Equity securities | (82) | (2,249) |
| | ----- | ----- |
| | \$ (1,579) | \$ (50,161) |
| | ===== | ===== |
| 1998 | | |
| Fixed maturities | \$ 2,817 | \$ 7,431 |

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| | | |
|-------------------|----------|----------|
| Equity securities | - | 1 |
| | ----- | ----- |
| | \$ 2,817 | \$ 7,432 |
| | ===== | ===== |

Gross unrealized gains and (losses) relating to investments in equity securities were \$1,096 and \$(2,146) at December 31, 2000.

Proceeds from sales of investments in fixed maturities, net of calls or maturities during 2000, 1999 and 1998 were \$195,385, \$522,212 and \$76,054, respectively. Gross gains of \$1,908, \$2,646 and \$2,865 in 2000, 1999 and 1998, respectively, and gross losses of \$2,039, \$4,321 and \$48 in 2000, 1999 and 1998, respectively, were realized on those sales.

Proceeds from sales of investments in equity securities during 2000, 1999 and 1998 were \$0, \$285 and \$0, respectively. There were no gross gains in 2000, 1999 or 1998 and gross losses of \$0, \$82 and \$0 in 2000, 1999 and 1998, respectively, were realized on those sales.

F-15

LANDAMERICA FINANCIAL GROUP, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2000, 1999 AND 1998

(In thousands of dollars except per common share amounts)

4. POLICY AND CONTRACT CLAIMS

Activity in the liability for unpaid claims and claim adjustment expenses is summarized as follows:

| | 2000 | 1999 |
|---|------------|------------|
| | ---- | ---- |
| Balance at January 1 | \$ 554,450 | \$ 521,894 |
| Acquired reserves from acquisition of subsidiaries | - | - |
| Incurred related to: | | |
| Current year | 73,313 | 105,163 |
| Prior years | 3,576 | (8,149) |
| | ----- | ----- |
| Total incurred | 76,889 | 97,014 |
| | ----- | ----- |

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| | | |
|------------------------|------------|------------|
| Paid related to: | | |
| Current year | 8,980 | 8,959 |
| Prior years | 65,561 | 55,499 |
| | ----- | ----- |
| Total Paid | 74,541 | 64,458 |
| | ----- | ----- |
| Balance at December 31 | \$ 556,798 | \$ 554,450 |
| | ===== | ===== |

The favorable development on prior year loss reserves during 1999 and 1998 was attributable to lower than expected payment levels on recent issue years which included a high proportion of refinance business.

5. REINSURANCE

The Company cedes and assumes title policy risks to and from other insurance companies in order to limit and diversify its risk. The Company cedes insurance on risks in excess of certain underwriting limits which provides for recovery of a portion of losses. The Company remains contingently liable to the extent that reinsuring companies cannot meet their obligations under reinsurance agreements.

The Company has not paid or recovered any reinsured losses during the three years ended December 31, 2000. The total amount of premiums for assumed and ceded risks was less than 1.2% of title premiums in each of the last three years.

F-16

LANDAMERICA FINANCIAL GROUP, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2000, 1999 AND 1998

(In thousands of dollars except per common share amounts)

6. SHAREHOLDERS' EQUITY

Rights Agreement

The Company has issued one preferred share purchase right (a "Right") for each outstanding share of Common Stock. Each Right entitles the holder to purchase, upon certain triggering events, shares of the Company's Series A Junior Participating Preferred Stock ("Junior

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Preferred Stock") or Common Stock or other securities, as set forth in the Rights Agreement, as amended, between the Company and State Street Bank and Trust Company, the parent company of the Company's transfer agent. Generally, the Rights will become exercisable if a person or group acquires or announces a tender offer for 20% or more of the outstanding shares of Common Stock. Under certain circumstances, the Board of Directors may reduce this threshold percentage to not less than 10%.

If a person or group acquires the threshold percentage of Common Stock described above, each Right will entitle the holder, other than such acquiring person or group, to purchase one one-hundredth of a share of Junior Preferred Stock at an exercise price of \$85, subject to certain adjustments. The Junior Preferred Stock has dividend, liquidation and voting rights that are intended to equate the value of one one-hundredth interest in a share of Junior Preferred Stock with the value of one share of Common Stock. As an alternative to purchasing shares of Junior Preferred Stock, if a person or group acquires the threshold percentage of Common Stock, each Right will entitle the holder, other than such acquiring person or group, to buy, at the then current exercise price of the Right, shares of Common Stock having a total market value of twice the exercise price. In addition, the Company's Board of Directors may exchange each Right for one share of Common Stock. If the Company is acquired in a merger or other business combination, each Right will entitle the holder, other than such acquiring person or group, to purchase, at the then current exercise price of the Right, securities of the surviving company having a total market value equal to twice the exercise price of the Rights.

The Rights will expire on August 20, 2007, and may be redeemed by the Company at a price of one cent per Right at any time before they become exercisable. Until the Rights become exercisable, they are evidenced by the Common Stock certificates and are transferred with and only with such certificates.

Stock Options

The Company has elected to follow Accounting Principles Board Opinion No. 25, Accounting for Stock Issued to Employees ("APB 25"), and related Interpretations in accounting for its employee stock options because, as discussed below, the alternative fair value accounting provided under FASB Statement No. 123, Accounting for Stock-Based Compensation ("Statement 123"), requires use of option valuation models that were not developed for use in valuing employee stock options. Under APB 25, because the exercise price of the Company's employee stock options equals the market price of the underlying stock on the date of grant, no compensation expense is recognized.

F-17

LANDAMERICA FINANCIAL GROUP, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2000, 1999 AND 1998

(In thousands of dollars except per common share amounts)

6. SHAREHOLDERS' EQUITY (Continued)

Under the Company's 1991 Stock Incentive Plan, as amended (the "1991 Plan"), officers, directors and key employees of the Company and its subsidiaries were eligible to receive grants and/or awards of Common Stock, restricted stock, phantom stock, incentive stock options, non-qualified stock options and stock appreciation rights. The 1991 Plan expired as to new grants or awards October 31, 2000; however, grants and awards made prior to expiration of the 1991 Plan remain subject to the 1991 Plan and the applicable provisions of the grant or award. As of October 31, 2000, the Company had made grants or awards covering 1,509,480 shares of Common Stock under the 1991 Plan.

Pursuant to the 1992 Stock Option Plan for Non-Employee Directors (the "Directors' Plan"), each non-employee director is granted an option to purchase 1,500 shares of Common Stock on the first business day following the annual meeting of shareholders. Up to 60,000 shares of Common Stock were available for issuance under the Directors' Plan, and as of May 21, 1997, the Company had granted options covering all 60,000 shares. Stock option grants to non-employee directors from 1998 to 2000 were made under the 1991 Plan. Beginning on June 17, 1998, annual stock option grants to non-employee directors who were not affiliated with Reliance Insurance Company were increased from 1,500 to 2,000 shares of Common Stock.

The Company has adopted the 2000 Stock Incentive Plan, as amended (the "2000 Plan"), which provides for grants and/or awards of Common Stock, restricted stock, stock options, stock appreciation rights and phantom stock to officers, directors, employees, agents, consultants and advisors of the Company and its subsidiaries, as determined in the discretion of the Compensation Committee of the Board of Directors. The maximum number of shares of Common Stock authorized for issuance under the 2000 Plan is 3,000,000, subject to adjustment as described in the 2000 Plan.

All options which have been granted under the 1991 Plan, the 2000 Plan and the Directors' Plan are non-qualified stock options with an exercise price equal to the fair market value of a share of Common Stock on the date of grant. Options granted in 1992 under the Incentive Plan and all options granted under the Directors' Plan expire ten years from the date of grant. All other options which have been granted under the 1991 Plan and 2000 Plan expire seven years from the date of grant. Options generally vest ratably over a four-year period. At December 31, 2000, there were options to purchase 2,877,028 shares available for future grant under the 2000 Plan.

Pro forma information regarding net income and earnings per share is required by Statement 123 and has been determined as if the Company had accounted for its employee stock options under the fair value method of that Statement. The fair value of these options was estimated at the date of grant using the Black-Scholes option pricing model with the following weighted-average assumptions for 2000: risk-free interest rate of 6.77%, dividend yield of 1.03%, volatility factor of the expected market price of the Company's Common Stock of .535 and a weighted-average expected life of the options of approximately 5 years.

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LANDAMERICA FINANCIAL GROUP, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2000, 1999 AND 1998

(In thousands of dollars except per common share amounts)

6. SHAREHOLDERS' EQUITY (Continued)

The Black-Scholes option valuation method was developed for use in estimating the fair value of traded options which have no vesting restrictions and are fully transferable. In addition, option valuation models require the input of highly subjective assumptions, including the expected stock price volatility. Because the Company's employee stock options have characteristics significantly different from those of traded options, and because changes in the subjective input assumptions can materially affect the fair value estimate, in management's opinion, the existing models do not necessarily provide a reliable single measure of the fair value of its employee stock options.

For purposes of pro forma disclosures, the estimated fair value of the options is amortized to expense over the options' vesting period. The Company's pro forma information follows:

| | 2000 ---- | 1999 ---- |
|---|--------------|--------------|
| Pro forma net (loss) income | \$ (82,215) | \$ 53,244 |
| Pro forma net (loss) income available to common shareholders | (89,915) | 45,544 |
| Pro forma net (loss) income per common share | (6.71) | 3.13 |
| Pro forma net (loss) income per common share assuming dilution (Note 9) | (6.71) | 2.73 |

A summary of the Company's stock option activity and related information for the years ended December 31 follows:

| | Number of Shares ----- | Weighted Average Exercise Price ----- |
|---|------------------------------|--|
| Options outstanding, December 31, 1997 (452,534 exercisable) | 749,384 | \$ 15 |
| Granted | 88,000 | 45 |
| Exercised | 146,408 | 13 |
| Forfeited | 9,789 | 26 |
| Options outstanding, December 31, 1998 | | |

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| | | |
|--|-----------|-------|
| (458,762 exercisable) | 681,187 | \$ 19 |
| Granted | 199,000 | 43 |
| Exercised | 99,069 | 11 |
| Forfeited | 18,000 | 44 |
| Options outstanding, December 31, 1999 | | |
| (474,368 exercisable) | 763,118 | \$ 25 |
| Granted | 403,000 | 19 |
| Exercised | 113,618 | 15 |
| Forfeited | 10,500 | 19 |
| Options outstanding, December 31, 2000 | | |
| (489,000 exercisable) | 1,042,000 | |

F-19

LANDAMERICA FINANCIAL GROUP, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2000, 1999 AND 1998

(In thousands of dollars except per common share amounts)

6. SHAREHOLDERS' EQUITY (Continued)

The following table summarizes information about stock options outstanding at December 31, 2000:

| Range of Exercise Prices | Number Outstanding at 12/31/00 | Weighted Average Remaining Life | Weighted Average Exercise Price | Number Exercisable at 12/31/00 | Weighted Average Exercise Price |
|--------------------------------|--------------------------------------|--|--|--------------------------------------|--|
| \$ 7 - \$ 19 | 335,900 | 2.51 | \$15 | 295,900 | \$14 |
| 19 - 20 | 354,600 | 6.38 | 20 | 16,600 | 20 |
| 22 - 44 | 166,500 | 3.74 | 30 | 118,250 | 29 |
| 44 - 44 | 169,000 | 5.13 | 44 | 42,250 | 44 |
| 54 - 54 | 16,000 | 7.46 | 54 | 16,000 | 54 |
| | ----- | | | ----- | |
| \$ 7 - \$ 54 | 1,042,000 | 4.52 | \$24 | 489,000 | \$22 |
| | ===== | | | ===== | |

Savings and Stock Ownership Plan

The Company has registered 3,000,000 shares of Common Stock for use in connection with the LandAmerica Financial Group, Inc. Savings and Stock Ownership Plan. Substantially all of the employees of the Company are eligible to participate in the Plan.

The Plan Trustee purchases shares on the open market to use in matching employee contributions. The level of contributions to the Plan is

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discretionary and set by the Board of Directors annually. The number of shares purchased and allocated to employees in 2000, 1999 and 1998 were 238,993, 313,167 and 168,909, respectively, at a cost of \$7,220, \$7,579 and \$8,598, respectively.

Series B Preferred Stock

On February 27, 1998, the Company issued 2,200,000 shares of its 7% Series B Cumulative Convertible Preferred Stock (the "Series B Preferred Stock") to Reliance Insurance Company ("RIC") in connection with the acquisition of Commonwealth Land Title Insurance Company and Transnation Title Insurance Company (the "Acquisition"). The terms of the Series B Preferred Stock provide for the payment of quarterly cumulative cash dividends at an annual rate of 7% of the stated value of \$50.00 per share, or \$3.50 per share. At December 31, 2000, 1999 and 1998, there were no Series B Preferred Stock dividends in arrears.

The Series B Preferred Stock is redeemable by the Company at any time on or after February 27, 2003 at a redemption price equal to the stated value of \$50.00 per share, plus a redemption premium of 4% commencing on February 27, 2003 that declines by 1% per year over the next five years until February 27, 2007, at which time the Series B Preferred Stock may be redeemed at its stated value of \$50.00 per share. The terms of the

F-20

LANDAMERICA FINANCIAL GROUP, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS YEARS ENDED DECEMBER 31, 2000, 1999 AND 1998

(In thousands of dollars except per common share amounts)

6. SHAREHOLDERS' EQUITY (Continued)

Series B Preferred Stock contain no sinking fund provisions and places no limits on the source of funds to be used for any redemption of the Series B Preferred Stock.

The Series B Preferred Stock generally is convertible at the option of the holder into shares of Common Stock at a conversion price of \$22.80 per share of Common Stock (equivalent to a conversion ratio of approximately 2.193 shares of Common Stock for each share of Series B Preferred Stock or 4,824,561 shares of Common Stock in the aggregate), subject to adjustment as described in the terms of the Series B Preferred Stock. The Series B Preferred Stock is not convertible into shares of Common Stock by RIC and its affiliates until such time as RIC and its affiliates have sold, conveyed or transferred all of the 4,039,473 shares of Common Stock received by RIC from the Company in connection with the Acquisition. However, RIC and its affiliates shall not be subject to such restriction in the event, among other things, that (i) the Company calls for the redemption of the Series B Preferred Stock held by RIC or (ii) either the Company declares a regular quarterly dividend on the Common Stock of \$.40 or more during any calendar year, or the Company declares one or more non-regular

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dividends on the Common Stock in an aggregate amount of \$.50 or more during any calendar year, or the Company declares dividends on the Common Stock, whether regular or non-regular, in an aggregate amount of \$1.60 or more during any calendar year. If the Company calls for redemption less than all of the Series B Preferred Stock held by RIC and its affiliates, then RIC and its affiliates are entitled to convert into shares of Common Stock only that number of the Series B Preferred Stock that have been so called for redemption.

In the event of any voluntary or involuntary dissolution, liquidation, or winding up of the Company, the holders of shares of Series B Preferred Stock are entitled to be paid, out of the assets of the Company available for distribution to its shareholders, before any payment is made in respect of the Common Stock or any other class of stock of the Company ranking junior to the Series B Preferred Stock, a liquidation preference equal to \$50.00 per share plus accrued and unpaid dividends to the date of such payment. If, upon such dissolution, liquidation or winding up, the amounts payable as the liquidation preference to holders of Series B Preferred Stock and any other shares of stock ranking as to such distribution on a parity with the Series B Preferred Stock cannot be paid in full, the holders of Series B Preferred Stock and of such other shares will share ratably in any such distribution of assets in proportion to the liquidation preference that each holder is entitled to receive.

The holders of Series B Preferred Stock are not entitled to vote at any meeting of the Company's shareholders, except as required by the Virginia Stock Corporation Act or as set forth in the terms of the Series B Preferred Stock. The terms of the Series B Preferred Stock permit the holders of shares of Series B Preferred Stock to vote for the election of two additional directors of the Company at an annual or special meeting of shareholders whenever dividends on the Series B Preferred Stock are in arrears for six or more quarterly periods, whether or not consecutive. The holders of Series B Preferred Stock are entitled to one vote per share on matters subject to a vote by such holders.

F-21

LANDAMERICA FINANCIAL GROUP, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2000, 1999 AND 1998

(In thousands of dollars except per common share amounts)

6. SHAREHOLDERS' EQUITY (Continued)

Subsequent Event Relating to Series B Preferred Stock

In February and March 2001, RIC sold 4,039,473 shares of Common Stock acquired in connection with the Acquisition and an additional 4,460,561 shares of Common Stock acquired upon conversion of 2,034,017 shares of the Series B Preferred Stock. The sales were made in connection with an underwritten public offering. Following the sale of the shares, RIC

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owns 1 share of Common Stock and 165,983 shares of Series B Preferred Stock, which are convertible to 363,997 shares of Common Stock at any time in accordance with the terms of the Series B Preferred Stock.

Comprehensive Income

The Company has elected to display comprehensive income in the statements of shareholders' equity, net of reclassification adjustments. Reclassification adjustments are made to avoid double counting in comprehensive income items that are displayed as part of net income for a period that also had been displayed as part of other comprehensive income in that period or earlier periods.

A summary of unrealized (losses) gains and reclassification adjustments, net of tax, of available-for-sale securities for the years ended December 31, 2000, 1999 and 1998 follows:

| | 2000 ---- | 1999 ---- | 1998 ---- |
|--|--------------------|----------------------|-------------------|
| Unrealized holding (losses) gains arising during the period | \$ 26,750 | \$ (26,838) | \$ 6,000 |
| Reclassification adjustment for (losses) gains previously included in other comprehensive income (net of tax (benefit) expense of \$(706) - 2000; \$3,020 - 1999 and \$2,601 - 1998) | (1,369) | 5,144 | 1,000 |
| Adjustment for valuation allowance for deferred tax | 1,696 | 11,520 | ----- |
| Net unrealized holding gains (losses) arising during the period | \$ 26,423 ===== | \$ (43,502) ===== | \$ 4,000 ===== |

7. STATUTORY FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The accompanying consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States which differ in some respects from statutory accounting practices prescribed or permitted in the preparation of financial statements for submission to insurance regulatory authorities. Combined statutory equity of the Company's insurance subsidiaries was \$358,562 and \$377,273 at

F-22

LANDAMERICA FINANCIAL GROUP, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS YEARS ENDED DECEMBER 31, 2000, 1999 AND 1998

(In thousands of dollars except per common share amounts)

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7. STATUTORY FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

December 31, 2000 and 1999, respectively. The difference between statutory equity and equity determined on the basis of accounting principles generally accepted in the United States is primarily due to differences between the provision for policy and contract claims included in the accompanying financial statements and the statutory unearned premium reserve, which is calculated in accordance with statutory requirements, and statutory regulations that preclude the recognition of certain assets including goodwill and deferred income tax assets. Combined statutory net income of the Company's primary insurance subsidiaries was \$17,558, \$65,480 and \$104,160 for the years ended December 31, 2000, 1999 and 1998, respectively.

In a number of states, the Company's insurance subsidiaries are subject to regulations which require minimum amounts of statutory equity and which require that the payment of any extraordinary dividends receive prior approval of the Insurance Commissioners of these states. An extraordinary dividend is generally defined by various statutes in the state of domicile of the subsidiary insurer. Under such statutory regulations, net assets of consolidated subsidiaries aggregating \$22,854 is available for dividends, loans or advances to the Company during the year 2001.

In addition, the credit agreement with Bank of America (see Note 12) contains certain covenants which would limit future dividend payments by the Company. Management does not believe, however, that these restrictions will, in the foreseeable future, adversely affect the Company's ability to pay cash dividends at the current dividend rate.

In 1998, the NAIC adopted codified statutory accounting principles ("Codification"). Codification has changed, to some extent, prescribed statutory accounting practices, and resulted in changes to the accounting practices that the Company's insurance subsidiaries use to prepare their statutory financial statements. Codification requires adoption by various states before it becomes the prescribed statutory basis of accounting for insurance companies domesticated within those states. Certain states have adopted Codification effective January 1, 2001. Management does not expect Codification to have a material impact on combined statutory equity of its insurance subsidiaries.

8. INCOME TAXES

The Company files a consolidated federal income tax return with its subsidiaries. Significant components of the Company's deferred tax assets and liabilities at December 31, 2000 and 1999 are as follows:

F-23

LANDAMERICA FINANCIAL GROUP, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2000, 1999 AND 1998

(In thousands of dollars except per common share amounts)

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8. INCOME TAXES (Continued)

| | 2000 ---- | 1999 ---- |
|---|--------------|--------------|
| Deferred tax assets: | | |
| Policy and contract claims | \$ 72,956 | \$ 77, |
| Pension liability | 7,214 | 7, |
| Employee benefit plans | 18,356 | 13, |
| Unrealized losses | 1,696 | 11, |
| Other intangible assets | 48,804 | |
| Other | 4,624 | 3, |
| | ----- | ----- |
| Total deferred tax assets | 153,650 | 112, |
| Valuation allowance for deferred tax assets | (1,696) | (11, |
| | ----- | ----- |
| Net deferred tax assets | 151,954 | 101, |
| | ----- | ----- |
| Deferred tax liabilities: | | |
| Title plant basis differences | 7,374 | 7, |
| Other intangible assets | - | 5, |
| Capitalized system development costs | 5,574 | 6, |
| Other | - | 1, |
| | ----- | ----- |
| Total deferred tax liabilities | 12,948 | 20, |
| | ----- | ----- |
| Net deferred tax asset | \$ 139,006 | \$ 80, |
| | ===== | ===== |

A valuation allowance will be established for any portion of a deferred tax asset that management believes may not be realized. At December 31, 2000 and 1999, the Company recorded a valuation allowance of \$1,696 and \$11,520, respectively, related to the deferred tax assets created by the unrealized losses associated with the Company's investment portfolio.

The provision for income tax differs from the amount of income tax determined by applying the U.S. statutory income tax rate (35%) to pre-tax income as a result of the following:

| | 2000 ---- | 1999 ---- |
|---|--------------|--------------|
| Tax (benefit) expense at federal statutory rate | \$ (44,848) | \$ 29,705 |
| Non-taxable interest | (3,651) | (3,302) |
| Dividend deductions | (863) | (883) |
| Company-owned life insurance | (1,176) | (612) |
| Meals and entertainment | 3,200 | 2,200 |
| State income taxes, net of federal benefit | (1,615) | 655 |
| Other, net | 1,582 | 2,790 |
| | ----- | ----- |
| Income tax expense | \$ (47,371) | \$ 30,553 |
| | ===== | ===== |

Taxes paid were \$10,400 in 2000, \$30,574 in 1999 and \$48,902 in 1998.

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F-24

LANDAMERICA FINANCIAL GROUP, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2000, 1999 AND 1998

(In thousands of dollars except per common share amounts)

9. EARNINGS PER SHARE

The following table sets forth the computation of basic and diluted earnings per share for the years ended December 31:

| | 2000 ---- | 1999 ---- |
|--|--------------|--------------|
| Numerator: | | |
| Net (loss) income - numerator for diluted earnings per share | \$ (80,766) | \$ 54,317 |
| Less preferred dividends | (7,700) | (7,700) |
| | ----- | ----- |
| Numerator for basic earnings per share | \$ (88,466) | \$ 46,617 |
| | ===== | ===== |
| Denominator: | | |
| Weighted average shares - denominator for basic earnings per share | 13,397 | 14,532 |
| Effect of dilutive securities: | | |
| Assumed weighted average conversion of preferred stock | - | 4,825 |
| Employee stock options | - | 146 |
| | ----- | ----- |
| Denominator for diluted earnings per share | 13,397 | 19,503 |
| Basic earnings per common share | \$ (6.60) | \$3.21 |
| | ===== | ===== |
| Diluted earnings per common share | \$ (6.60) | \$2.79 |
| | ===== | ===== |

In accordance with accounting principles generally accepted in the United States, the effect of dilutive securities was excluded from the calculation of the diluted loss per common share for the year ended December 31, 2000, as such inclusion would result in antidilution.

10. PENSIONS AND OTHER POSTRETIREMENT BENEFITS

Prior to May 31, 2000, the Company sponsored two postretirement benefit plans that provide postretirement health care and life insurance benefits to employees hired by the Company before January 1, 2000.

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Effective June 1, 2000, the two benefit plans were combined. This change did not affect the plan participants or their coverage.

During 1998 the Company had two noncontributory defined benefit retirement plans. Effective January 1, 1999, the plans were merged and amended to change the pension benefit formula to a cash balance formula from the existing benefit calculation based on years of service and average earnings. Under the amended plan, each participant's account is credited annually with an amount equal to 2-5% of the participant's annual compensation based on the participant's age plus years of credited service. Additionally,

F-25

LANDAMERICA FINANCIAL GROUP, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS YEARS ENDED DECEMBER 31, 2000, 1999 AND 1998

(In thousands of dollars except per common share amounts)

10. PENSIONS AND OTHER POSTRETIREMENT BENEFITS (Continued)

each participant's account balance will be credited with interest based on the 10-year treasury bond rate published in November preceding the applicable plan year. Those participants in the plans on December 31, 1998, who meet the requirements for early retirement on that date, may elect to receive their retirement benefit under the applicable prior plan or formula.

| | Pension Benefits | | Oth |
|--|------------------|------------|-----------|
| | 2000 | 1999 | 2000 |
| | ---- | ---- | ---- |
| Change in benefit obligation: | | | |
| Benefit obligation at beginning of year | \$ 204,061 | \$ 233,534 | \$ 40,561 |
| Service cost | 7,277 | 7,183 | 1,131 |
| Interest cost | 14,576 | 14,062 | 3,194 |
| Plan participants' contributions | - | - | 453 |
| Plan amendments | - | (16,217) | 3,347 |
| Actuarial loss (gains) | 1,045 | (21,564) | (62) |
| Benefits paid | (20,414) | (12,937) | (3,043) |
| | 206,545 | 204,061 | 45,581 |
| Change in plan assets: | | | |
| Fair value of plan assets at beginning of year | 198,797 | 183,604 | 1,842 |
| Actual return on plan assets | 33,525 | 22,361 | 181 |
| Company contributions | 5,316 | 5,769 | 2,327 |
| Plan participants' contributions | - | - | 453 |
| Benefits paid | (20,414) | (12,937) | (3,043) |
| | ----- | ----- | ----- |

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| | | | |
|---|-------------|-------------|-------------|
| Fair value of plan assets at end of year | 217,224 | 198,797 | 1,760 |
| Funded status of the plan (underfunded) | 10,679 | (5,264) | (43,821) |
| Unrecognized net actuarial gains | (17,263) | (1,556) | (2,355) |
| Unrecognized transition (asset) obligation | (10) | (31) | 14,083 |
| Unrecognized prior service cost | (12,507) | (14,349) | 3,068 |
| Contribution made between measurement date and year end | 1,299 | 879 | - |
| Accrued benefit cost | \$ (17,802) | \$ (20,321) | \$ (29,025) |

| | Pension Benefits | | | Other |
|--|------------------|-------|-------|-------|
| | 2000 | 1999 | 2000 | |
| Weighted average assumptions as of December 31 | | | | |
| Discount rate | 7.75% | 7.50% | 7.75% | |
| Expected return on plan assets | 9.00% | 9.00% | 6.00% | |
| Rate of compensation increase | 4.63% | 4.00% | 4.63% | |

F-26

LANDAMERICA FINANCIAL GROUP, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2000, 1999 AND 1998

(In thousands of dollars except per common share amounts)

10. PENSIONS AND OTHER POSTRETIREMENT BENEFITS (Continued)

| | Pension Benefits | | | 2000 | Other |
|---|------------------|----------|----------|----------|-------|
| | 2000 | 1999 | 1998 | | |
| Components of net periodic pension cost: | | | | | |
| Service cost | \$ 7,277 | \$ 7,183 | \$ 7,603 | \$ 1,131 | \$ 1 |
| Interest cost | 14,576 | 14,062 | 13,675 | 3,194 | 2 |
| Expected return on plan assets | (16,773) | (15,875) | (14,798) | (96) | |
| Amortization of unrecognized transition obligation or (asset) | (21) | (21) | (21) | 1,174 | 1 |

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| | | | | | |
|-------------------------------|----------|----------|----------|----------|----------|
| Prior service cost recognized | (1,842) | (1,842) | 73 | 279 | |
| Recognized (gains) losses | - | 595 | 61 | - | |
| Net periodic benefit cost | \$ 3,217 | \$ 4,102 | \$ 6,593 | \$ 5,682 | \$ 5,682 |

The assumed health care cost trend rate used to measure the expected cost of covered health care benefits for the Company's plan was 8.0% for 2000, 7.5% for 2001 and is assumed to decrease 0.5% per year until 2007 and remain level at 5.5% thereafter.

Assumed health care cost trend rates have a significant effect on the amounts reported for the health care plan. A one-percentage-point change in assumed health care cost trend rates would have the following effects:

| | One Percentage Point Increase | One Percentage Point Decrease |
|---|-------------------------------|-------------------------------|
| Effect on total of service and interest cost components in 2000 | \$ 142 | \$ (143) |
| Effect on postretirement benefit obligation as of 2000 | \$ 1,400 | \$ (1,449) |

11. LEASE COMMITMENTS

The Company conducts a major portion of its operations from leased office facilities under operating leases that expire over the next 10 years. Additionally, the Company leases data processing and other equipment under operating leases expiring over the next five years.

F-27

LANDAMERICA FINANCIAL GROUP, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2000, 1999 AND 1998

(In thousands of dollars except per common share amounts)

11. LEASE COMMITMENTS (Continued)

Following is a schedule of future minimum rental payments required under operating leases that have initial or remaining non-cancelable lease terms in excess of one year as of December 31, 2000.

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| | | |
|------------|----|---------|
| 2001 | \$ | 44,578 |
| 2002 | | 34,621 |
| 2003 | | 26,522 |
| 2004 | | 16,056 |
| 2005 | | 5,855 |
| Thereafter | | 1,707 |
| | | ----- |
| | \$ | 129,339 |
| | | ===== |

Rent expense was \$57,571, \$53,489 and \$53,255 for the years ended December 31, 2000, 1999 and 1998, respectively.

In December 2000, the Company entered into a sale-leaseback transaction, totaling \$5,996 whereby the Company sold and leased back assets classified as furniture and equipment. These assets were leased back from the purchaser over periods of 5 and 7 years. The resulting lease is being accounted for as operating lease and the resulting gain of \$212 is being amortized over the life of the lease. The lease requires the Company to pay customary operating and repair expenses and to observe certain covenants. This lease contains a renewal option at lease termination and a purchase option at an amount approximating fair market value at lease termination.

In December 1999, the Company entered into three sale-leaseback transactions, totaling \$24,932 whereby the Company sold and leased back assets classified as furniture and equipment. These assets were leased back from the purchasers over periods of 7 and 8 years. The \$895 is being amortized over the life of the lease. The leases require the Company to pay customary operating and repair expenses and to observe certain covenants. The leases contain renewal options at lease termination and purchase options at amounts approximating fair market value at lease termination.

F-28

LANDAMERICA FINANCIAL GROUP, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2000, 1999 AND 1998

(In thousands of dollars except per common share amounts)

11. LEASE COMMITMENTS (Continued)

Future scheduled minimum lease payments under the non-cancelable operating leases as of December 31, 2000 are as follows:

| | | |
|------|----|-------|
| 2001 | \$ | 4,770 |
| 2002 | | 4,770 |
| 2003 | | 4,770 |

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| | |
|---------------------------------|--------------------|
| 2004 | 4,770 |
| 2005 | 4,770 |
| Thereafter | 7,671 |
| | ----- |
| Total minimum lease payments | \$ 31,521 ===== |

12. CREDIT ARRANGEMENTS

On November 7, 1997, the Company entered into a credit agreement with Bank of America, individually and as administrative agent for a syndicate of eleven other banks, pursuant to which a credit facility, in an aggregate principal amount of up to \$237,500, was established. The credit facility is a four-year senior unsecured revolving credit facility which will terminate with all outstanding amounts being due and payable November 7, 2003, unless extended as provided in the credit agreement. At December 31, 2000, the amount due under the credit agreement was \$195,500.

Interest accrues on the outstanding principal balance of the loans, at the Company's option, based upon (i) IBOR (reserve adjusted) for thirty, sixty, ninety or one hundred and eighty days plus a margin determined by the Company's debt to capitalization ratio, or (ii) Bank of America's Base Rate as defined in the credit agreement. In the event of any default, interest on the outstanding principal balance of the loans will accrue at a rate equal to Bank of America's Base Rate plus two percent (2.0%) per annum.

Interest paid was \$13,255, \$11,955 and \$10,285, in 2000, 1999 and 1998, respectively.

13. PENDING LEGAL PROCEEDINGS

General

The Company and its subsidiaries are involved in certain litigation arising in the ordinary course of their businesses, some of which involve claims of substantial amounts. Although the ultimate outcome of these matters cannot be ascertained at this time, and the results of legal proceedings cannot be predicted with certainty, the Company believes, based on current knowledge, that the resolution of these matters will not have a material adverse effect on the Company's financial position or results of operations.

F-29

LANDAMERICA FINANCIAL GROUP, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2000, 1999 AND 1998

(In thousands of dollars except per common share amounts)

13. PENDING LEGAL PROCEEDINGS (Continued)

Litigation Not in the Ordinary Course of Business

The People of the State of California, the Controller of the State of California and the Insurance Commissioner of the State of California have filed a putative defendant class action suit in the Sacramento Superior Court against Fidelity National Title Insurance Company and others (Case No. 99AS02793). While the subsidiaries of the Company that do business in California (the "Company's California Subsidiaries") were not named in the suit, they fall within the putative defendant class definition which includes virtually all title insurance underwriters, underwritten title companies, controlled escrow companies and independent escrow companies in California. The suit alleges that the defendants (i) failed to escheat unclaimed property to the Controller of the State of California on a timely basis, (ii) charged California home buyers and other escrow customers fees for services which were never performed, or which cost less than the amount charged, and (iii) devised and carried out schemes with financial institutions to receive interest, or monies in lieu of interest, on escrow funds deposited by defendants with financial institutions in demand deposits. The suit seeks injunctive relief, restitution and civil penalties.

The Company's California Subsidiaries are cooperating with the Controller's Office in the conduct of unclaimed property audits, and with the Department of Insurance in a limited examination with respect to banking relationships. Additionally, the Company's California Subsidiaries have entered into an agreement with the Attorney General that would allow claims against them to be dismissed without prejudice, in order to facilitate continuing settlement discussions with the Attorney General and other state representatives without facing court-imposed deadlines. The Company has engaged in preliminary settlement discussions with the Attorney General. Although the complete terms of a settlement agreement have not been reached, the Company believes that, based on the status of discussions to date, the final terms of any settlement agreement that is materially consistent with such discussions would not have a material adverse effect on the Company's financial condition.

On or about June 16, 2000, Norman E. Taylor, Connie S. Taylor, Lynne Thompson Jones-Brittle, Colin R. Callaghan and Miriam J. Callaghan (collectively, the "Plaintiffs") filed a putative class action suit (the "Taylor Suit") in the Superior Court of Los Angeles, California (Case No. BC 231917) against the Company, Commonwealth Land Title Insurance Company, Commonwealth Land Title Company, Lawyers Title Insurance Corporation and Lawyers Title Company (collectively, the "Defendants"). The Plaintiffs purport to represent a class defined in the First Amended Complaint dated November 20, 2000 (the "Amended Complaint") as "all persons or entities who, from 1980 to the present, incident to purchase, sale or refinancing of real property located in California, deposited funds in escrow accounts controlled by the Defendants and were not paid interest on their funds and/or were charged fees for services not rendered by Defendants or excessive fees for the services Defendants performed."

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LANDAMERICA FINANCIAL GROUP, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2000, 1999 AND 1998

(In thousands of dollars except per common share amounts)

13. PENDING LEGAL PROCEEDINGS (Continued)

The Plaintiffs allege in the Amended Complaint that the Defendants unlawfully (a) received interest, other credits or payments that served as the functional equivalent of interest, on customer escrow funds; (b) charged and retained fees for preparing and recording reconveyances that they did not prepare or record, and charged and retained excessive fees for other escrow-related services; and (c) swept or converted funds in escrow accounts based upon contrived charges prior to the time the funds escheated or should have escheated to the State of California pursuant to the Unclaimed Property Law. The Plaintiffs assert claims for relief against the Defendants based on (i) violation of California's Unfair Business Practices Act, California Business and Professions Code ss.ss. 17200, et. seq.; (ii) violation of California's Deceptive, False and Misleading Advertising Act, California Business and Professions Code ss.ss. 17500, et. seq.; (iii) violation of California's Consumer Legal Remedies Act, California Civil Code ss.ss. 1750, et. seq.; (iv) breach of fiduciary duty; (v) breach of agents' duties to their principals; (vi) breach of undertaking of special duty; (vii) conversion; (viii) unjust enrichment; (ix) conspiracy; and (x) negligence. The Plaintiffs seek injunctive relief, restitution of improperly collected charges and interest and the imposition of an equitable constructive trust over such amounts, damages according to proof, punitive damages, costs and expenses, attorneys' fees, pre- and post-judgment interest and such other and further relief as the Court may deem necessary and proper.

The Company intends to vigorously defend the Taylor Suit. The suit is still in its initial stages, and at this time no estimate of the amount or range of loss that could result from an unfavorable outcome can be made.

14. ACQUISITIONS

On February 27, 1998, the Company acquired all of the issued and outstanding shares of capital stock of Commonwealth Land Title Insurance Company and Transnation Title Insurance Company ("Commonwealth and Transnation") from Reliance Insurance Company, a subsidiary of Reliance Group Holdings, Inc. (the "Acquisition"). The shares were acquired in exchange for 4,039,473 shares of the Company's common stock (book value, net of offering costs - \$130,728); 2,200,000 shares of the Company's 7% Series B Cumulative Convertible Preferred Stock, which are the equivalent of 4,824,561 shares of common stock (book value - \$175,700); the net proceeds of an offering of 1,750,000 shares of common stock (\$65,921); and cash financed with bank debt (\$200,681). The Acquisition has been accounted for by the Company using the "purchase" method of accounting. The assets and liabilities of Commonwealth and Transnation have been substantially revalued to their respective fair market values. The financial statements of the Company reflect the combined operations of the Company and Commonwealth and Transnation from the closing date of the Acquisition.

F-31

LANDAMERICA FINANCIAL GROUP, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2000, 1999 AND 1998

(In thousands of dollars except per common share amounts)

14. ACQUISITIONS (Continued)

Pursuant to EITF 94-3, Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity, the Company has recorded exit and termination costs of approximately \$11,500 related to exit and termination costs incurred in connection with the acquisition of Commonwealth and Transnation. Costs incurred to exit certain leases and to dispose of certain title plants comprised \$9,400 of this amount. The remaining \$2,100 primarily relates to the termination of employees for which employee severance benefits have been accrued. Exit and termination costs of Commonwealth and

Transnation leases and employees necessary to assimilate the operations of Commonwealth and Transnation with the Company have been capitalized as part of the purchase price.

All exit and termination costs have been paid as of December 31, 2000.

The following unaudited pro forma results of operations of the Company give effect to the acquisition of Commonwealth and Transnation as though the transaction had occurred on January 1, 1998. These operating results exclude the effect of exit and termination costs.

| | Year Ended December 31, 1998 ---- |
|---|--|
| Gross revenues | \$ 1,993,583 |
| Operating revenues | 1,938,666 |
| Investment income | 54,917 |
| Expenses | 1,057,933 |
| Net income | 105,720 |
| Less preferred dividends | (7,700) |
| | ----- |
| Net income available to common shareholders | \$ 98,020 |
| Net income per common share | \$6.48 |
| Net income per common share assuming dilution | \$5.22 |
| Weighted average number of common shares | 15,128 |
| Weighted average number of common shares assuming dilution | 20,234 |

On October 31, 2000, the Company acquired all of the outstanding shares

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of Primis, Inc. (Primis). Primis is a web based provider of property information and appraisal services. The acquisition has been accounted for by the Company using the "purchase" method of

F-32

LANDAMERICA FINANCIAL GROUP, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS YEARS ENDED DECEMBER 31, 2000, 1999 AND 1998

(In thousands of dollars except per common share amounts)

14. ACQUISITIONS (Continued)

accounting. The assets and liabilities of Primis will be revalued to their respective fair market values. The cost of acquisition was not material in relation to the Company's financial position.

On August 1, 2000, the Company entered into a joint venture agreement with The First American Corporation contributing certain assets of its wholly-owned subsidiary, Datatrace, creating Data Trace Information Services ("Data Trace"). The financial statements of the Company reflect Data Trace as an investment in affiliates, included in Other Assets on the balance sheet.

Pursuant to EITF 94-3, the Company has recorded exit and termination costs of \$3,079 associated with these transactions. Costs incurred relate to exiting certain leases and license and maintenance agreements and to the termination of employees for which employee severance benefits have been accrued.

15. UNAUDITED QUARTERLY FINANCIAL DATA

Selected quarterly financial information follows:

| | First Quarter ----- | Second Quarter ----- | Third Quarter ----- |
|---|---------------------------|----------------------------|---------------------------|
| 2000 | | | |
| ----- | | | |
| Premiums, title search, escrow and other | \$ 393,779 | \$ 454,203 | \$ 439,630 |
| Net investment income | 12,860 | 12,377 | 12,760 |
| Income (loss) before income taxes | (3,108) | 26,875 | 11,860 |
| Net income (loss) | (2,051) | 17,736 | 7,830 |
| Net income (loss) per common share | \$(0.30) | \$1.18 | \$0.40 |
| Net income (loss) per common share - assuming dilution | \$(0.30) | \$0.97 | \$0.40 |
| 1999 | | | |
| ----- | | | |
| Premiums, title search, escrow and | | | |

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| | | | |
|--|------------|------------|-----------|
| other | \$ 478,161 | \$ 532,384 | \$ 501,81 |
| Net investment income | 11,742 | 11,761 | 11,98 |
| Income before income taxes | 23,585 | 27,170 | 14,14 |
| Net income | 14,870 | 17,131 | 9,21 |
| Net income per common share | \$0.85 | \$1.01 | \$0.5 |
| Net income per common share - assuming dilution | \$0.73 | \$0.86 | \$0.4 |

F-33

LANDAMERICA FINANCIAL GROUP, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2000, 1999 AND 1998

(In thousands of dollars except per common share amounts)

15. UNAUDITED QUARTERLY FINANCIAL DATA (Continued)

In the fourth quarter of 2000, the Company changed its method of assessing the recoverability of Goodwill which resulted in a net charge to earnings of \$110,369 (See Note 2).

F-34

Schedule I

LANDAMERICA FINANCIAL GROUP, INC. AND SUBSIDIARIES
SUMMARY OF INVESTMENTS

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DECEMBER 31, 2000
(In thousands of dollars)

| Column A ----- | Column B ----- | Column C ----- |
|--|-------------------|---------------------|
| Type of investment | Cost ----- | Fair Value ----- |
| Fixed maturities: | | |
| Available-for-sale: | | |
| Bonds: | | |
| United States Government and government agencies and authorities | \$ 68,730 | \$ 70,941 |
| States, municipalities and political subdivisions | 272,946 | 276,685 |
| Foreign Government | 1,878 | 1,901 |
| Public Utilities | 93,100 | 89,132 |
| All other corporate bonds | 216,699 | 215,714 |
| Mortgage-backed securities | 89,053 | 89,018 |
| Preferred stock | 58,098 | 53,451 |
| | ----- | ----- |
| Total fixed maturities | \$ 800,504 | \$ 796,842 |
| | ===== | ===== |
| Equity securities: | | |
| Common stocks: | | |
| Industrial, miscellaneous and all other | \$ 4,285 | \$ 3,235 |
| | ----- | ----- |
| Total equity securities | \$ 4,285 | \$ 3,235 |
| | ===== | ===== |
| Mortgage loans on real estate | \$ 9,652 | XXX |
| | ===== | ==== |
| Deposits with banks: | | |
| Invested cash | \$ 80,976 | XXX |
| | ===== | ==== |
| Total investments | \$ 895,417 | XXX |
| | ===== | ==== |

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LANDAMERICA FINANCIAL GROUP, INC. AND SUBSIDIARIES
 CONDENSED FINANCIAL INFORMATION OF REGISTRANT
 PARENT COMPANY BALANCE SHEETS
 DECEMBER 31, 2000 AND 1999
 (In thousands of dollars)

| | 2000 |
|--|------------|
| | ---- |
| ASSETS | |
| Cash | \$ 10,299 |
| Stock of subsidiaries at equity | 865,591 |
| Notes receivable from affiliates | 775 |
| Notes receivable other | 3,379 |
| Income tax recoverable | 6,213 |
| Due from affiliates | 39,828 |
| Other assets | 16,608 |
| | ----- |
| Total assets | \$ 942,693 |
| | ===== |
| LIABILITIES | |
| Note payable | \$ 195,500 |
| Other liabilities | 83,093 |
| | ----- |
| Total liabilities | 278,593 |
| SHAREHOLDERS' EQUITY | |
| Preferred stock, no par value, authorized 5,000,000 shares, no shares of Series A Junior Participating Preferred Stock issued or outstanding; 2,200,000 shares of 7% Series B Cumulative Convertible Preferred Stock issued and outstanding in 2000 and 1999 | 175,700 |
| Common stock, no par value, 45,000,000 shares authorized, shares issued and outstanding: 2000 - 13,518,319; 1999 - 13,680,421 | 340,269 |
| Accumulated other comprehensive income | (4,712) |
| Retained earnings | 152,843 |
| | ----- |
| Total shareholders' equity | 664,100 |
| | ----- |
| | \$ 942,693 |
| | ===== |

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Schedule II

LANDAMERICA FINANCIAL GROUP, INC. AND SUBSIDIARIES
 CONDENSED FINANCIAL INFORMATION OF REGISTRANT
 PARENT COMPANY STATEMENTS OF OPERATIONS
 YEARS ENDED DECEMBER 31, 2000, 1999 AND 1998
 (In thousands of dollars)

| | 2000 ---- | 1999 ---- | 1998 ---- |
|--|----------------------|--------------------|--------------------|
| REVENUES | | | |
| Dividends received from consolidated subsidiaries | \$ 62,602 | \$ 55,300 | \$ 43,239 |
| Management fee from consolidated subsidiaries | 10,156 | 5,125 | 1,111 |
| Other income | 7,996 | 3,001 | 1,678 |
| | ----- | ----- | ----- |
| | 80,754 | 63,426 | 46,028 |
| EXPENSES | | | |
| Interest expense | 13,477 | 12,155 | 10,593 |
| Administrative expenses | 19,064 | 5,951 | 8,311 |
| | ----- | ----- | ----- |
| | 32,541 | 18,106 | 18,904 |
| INCOME BEFORE EQUITY IN UNDISTRIBUTED INCOME OF SUBSIDIARIES | 48,213 | 45,320 | 27,124 |
| FEDERAL INCOME TAX BENEFIT | (5,627) | (3,492) | (5,694) |
| EQUITY IN UNDISTRIBUTED INCOME OF CONSOLIDATED SUBSIDIARIES | (134,606) | 5,505 | 60,210 |
| | ----- | ----- | ----- |
| NET INCOME | \$ (80,766) ===== | \$ 54,317 ===== | \$ 93,028 ===== |

F-37

Schedule II

LANDAMERICA FINANCIAL GROUP, INC. AND SUBSIDIARIES
 CONDENSED FINANCIAL INFORMATION OF REGISTRANT

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PARENT COMPANY STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2000, 1999 AND 1998
(In thousands of dollars)

| | 2000 ---- | 1999 ---- |
|---|--------------|--------------|
| Cash flows from operating activities: | | |
| Net (loss) income | \$ (80,766) | \$ 54,317 |
| Undistributed net loss (income) of subsidiaries | 134,606 | (5,505) |
| Receivables from subsidiaries | (28,490) | (15,102) |
| Income taxes | (5,059) | - |
| Accounts payable | - | - |
| Other | 8,906 | 9,556 |
| | ----- | ----- |
| Net cash provided by operating activities | 29,197 | 43,266 |
| | ----- | ----- |
| Cash flows from investing activities: | | |
| Additional investment in subsidiaries | (35,740) | - |
| | ----- | ----- |
| Net cash used in investing activities | (35,740) | - |
| | ----- | ----- |
| Cash flows from financing activities: | | |
| Common shares (retired) issued | (1,869) | (40,690) |
| Proceeds from note payable | - | - |
| Dividends paid | (10,391) | (10,611) |
| | ----- | ----- |
| Net cash (used in) provided by financing activities | (12,260) | (51,301) |
| | ----- | ----- |
| Net (decrease) increase in cash | (18,803) | (8,035) |
| Cash at beginning of year | 29,102 | 37,137 |
| | ----- | ----- |
| Cash at end of year | \$ 10,299 | \$ 29,102 |
| | ===== | ===== |

LANDAMERICA FINANCIAL GROUP, INC. AND SUBSIDIARIES
CONDENSED FINANCIAL INFORMATION OF REGISTRANT
NOTES TO PARENT COMPANY FINANCIAL STATEMENTS

NOTE 1 - ACCOUNTING POLICIES

Basis of presentation - The accompanying parent company financial statements should be read in conjunction with the Company's Consolidated Financial Statements.

F-39

ITEM 14 (a) (3)
INDEX TO EXHIBITS

| Exhibit Number and Applicable Section of Item 601 of Regulation S-K ----- | Document ----- |
|---|--|
| 3.1 | Articles of Incorporation, incorporated by reference to Exhibit 3A of the Registrant's Form 10 Registration Statement, as amended, File No. 0-19408. |
| 3.2 | Articles of Amendment of the Articles of Incorporation of the Registrant, incorporated by reference to Exhibit 4.2 of the Registrant's Form 8-A Registration Statement, filed February 27, 1998, File No. 1-13990. |
| 3.3 | Bylaws, incorporated by reference to Exhibit 3B of the |

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Registrant's Form 10 Registration Statement, as amended, File No. 0-19408.

- 4.1 Amended and Restated Rights Agreement, dated as of August 20, 1997, between the Registrant and Wachovia Bank, N.A., as Rights Agent, which Amended and Restated Rights Agreement includes an amended Form of Rights Certificate, incorporated by reference to Exhibit 4.1 of the Registrant's Current Report on Form 8-K, dated August 20, 1997, File No. 1-13990.
- 4.2 First Amendment to Amended and Restated Rights Agreement, dated as of December 11, 1997, between the Registrant and Wachovia Bank, N.A., as Rights Agent, incorporated by reference to Exhibit 4.1 of the Registrant's Current Report on Form 8-K, dated December 11, 1997, File No. 1-13990.
- 4.3 Second Amendment to Amended and Restated Rights Agreement, dated as of June 1, 1999, between the Registrant, Wachovia Bank, N.A., as Rights Agent, and State Street Bank and Trust Company, as Successor Rights Agent, incorporated by reference to Exhibit 4.1 of the Registrant's Current Report on Form 8-K, dated June 1, 1999, File No. 1-13990.
- 4.4 Third Amendment to Amended and Restated Rights Agreement, dated as of July 26, 2000, between the Registrant and State Street Bank and Trust Company, as Rights Agent, incorporated by reference to Exhibit 4.1 of the Registrant's Current Report on Form 8-K, dated July 26, 2000, File No. 1-13990.
- 4.5 Form of Common Stock Certificate, incorporated by reference to Exhibit 4.6 of the Registrant's Form 8-A Registration Statement, filed February 27, 1998, File No. 1-13990.
- 4.6 Form of 7% Series B Cumulative Convertible Preferred Stock certificate, incorporated by reference to Exhibit 4.7 of the Registrant's Form 8-A Registration Statement, filed February 27, 1998, File No. 1-13990.
- 10.1 Lawyers Title Insurance Corporation Deferred Income Plan, incorporated by reference to Exhibit 10C of the Registrant's Form 10 Registration Statement, as amended, File No. 0-19408.

ITEM 14(a)(3) INDEX TO EXHIBITS

| Exhibit Number and Applicable Section of Item 601 of Regulation S-K ----- | Document ----- |
|---|--|
| 10.2 | Lawyers Title Insurance Corporation Benefit Replacement Plan, incorporated by reference to Exhibit 10M of the Registrant's Form 10 Registration Statement, as amended, File No. 0-19408. |
| 10.3 | Lawyers Title Insurance Corporation Supplemental Pension Plan, incorporated by reference to Exhibit 10B of the Registrant's Form |

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10 Registration Statement, as amended, File No. 0-19408.

- 10.4 Lawyers Title Corporation 1992 Stock Option Plan for Non-Employee Directors, as amended May 21, 1996, incorporated by reference to Exhibit 10.5 of the Registrant's Form 10-Q for the quarter ended June 30, 1996, File No. 1-13990.
- 10.5 Lawyers Title Insurance Corporation Senior Executive Severance Agreement, incorporated by reference to Exhibit 10G of the Registrant's Form 10 Registration Statement, as amended, File No. 0-19408.
- 10.6 Lawyers Title Corporation Change of Control Employment Agreement, incorporated by reference to Exhibit 10.12 of the Registrant's Form 10-K for the year ended December 31, 1994, File No. 0-19408.
- 10.7 Lawyers Title Insurance Corporation Change of Control Employment Agreement, incorporated by reference to Exhibit 10.13 of the Registrant's Form 10-K for the year ended December 31, 1994, File No. 0-19408.
- 10.8 Form of Lawyers Title Corporation Non-Qualified Stock Option Agreement, dated October 29, 1991, with Schedule of Optionees and amounts of options granted, incorporated by reference to Exhibit 10.17 of the Registrant's Form 10-K for the year ended December 31, 1991, File No. 0-19408.
- 10.9 Form of Lawyers Title Corporation Employee Non-Qualified Stock Option Agreement, dated January 8, 1992, with Schedule of Optionees and amounts of options granted, incorporated by reference to Exhibit 10.18 of the Registrant's Form 10-K for the year ended December 31, 1991, File No. 0-19408.
- 10.10 Form of Lawyers Title Corporation Employee Non-Qualified Stock Option Agreement, dated January 4, 1993, with Schedule of Optionees and amounts of options granted, incorporated by reference to Exhibit 10.21 of the Registrant's Form 10-K for the year ended December 31, 1992, File No. 0-19408.
- 10.11 Form of Lawyers Title Corporation Non-Employee Director Non-Qualified Stock Option Agreement, incorporated by reference to Exhibit 10.18 of the Registrant's Form 10-K for the year ended December 31, 1994, File No. 0-19408.
- 10.12 Form of Lawyers Title Corporation Employee Non-Qualified Stock Option Agreement, dated January 4, 1994, with schedule of optionees and amounts of options granted, incorporated by reference to Exhibit 10.27 of the Registrant's Form 10-K for the year ended December 31, 1993, File No. 0-19408.
- 10.13 Form of Lawyers Title Corporation Employee Non-Qualified Stock Option Agreement, dated January 5, 1995, with schedule of optionees and amounts of options granted, incorporated by reference to Exhibit 10.22 of the Registrant's Form 10-K for the year ended December 31, 1994, File No. 0-19408.
- 10.14 LandAmerica Financial Group, Inc. Benefit Restoration Plan, as amended and restated effective July 1, 1999, incorporated by reference to Exhibit 10.14 of the Registrant's Form 10-K for the year ended December 31, 1999, File No. 1-13990.

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- 10.15 Lawyers Title Corporation Outside Directors Deferral Plan, incorporated by reference to Exhibit 10.24 of the Registrant's Form 10-K for the year ended December 31, 1994, File No. 0-19408.
- 10.16 Form of Lawyers Title Insurance Corporation Split-Dollar Life Insurance Agreement and Collateral Assignment, incorporated by reference to Exhibit 10.25 of the Registrant's Form 10-K for the year ended December 31, 1994, File No. 0-19408.
- 10.17 Form of Lawyers Title Corporation Employee Non-Qualified Stock Option Agreement, dated January 3, 1996, with Schedule of Optionees and amounts of options granted, incorporated by reference to Exhibit 10.26 of the Registrant's Form 10-K for the year ended December 31, 1995, File No. 1-13990.
- 10.18 Form of Lawyers Title Corporation Employee Non-Qualified Stock Option Agreement, dated January 7, 1997, with Schedule of Optionees and amounts of options granted, incorporated by reference to Exhibit 10.23 of the Registrant's Form 10-K for the year ended December 31, 1996, File No. 1-13990.
- 10.19 Form of LandAmerica Financial Group, Inc. Employee Non-Qualified Stock Option Agreement, dated March 5, 1998, with Schedule of Optionees and amounts of options granted, incorporated by reference to Exhibit 10.24 of the Registrant's Form 10-K for the year ended December 31, 1997, File No. 1-13990.
- 10.20 Form of LandAmerica Financial Group, Inc. 1998 Restricted Stock Agreement, with Schedule of Grantees and number of shares granted, incorporated by reference to Exhibit 10.25 of the Registrant's Form 10-K for the year ended December 31, 1997, File No. 1-13990.

ITEM 14(a)(3)
INDEX TO EXHIBITS

| Exhibit Number and Applicable Section of Item 601 of Regulation S-K ----- | Document ----- |
|---|---|
| 10.21 | Registration Rights Agreement, dated February 27, 1998, by and among the Registrant and Reliance Insurance Company, incorporated by reference to Exhibit 10.27 of the Registrant's Form 10-K for the year ended December 31, 1997, File No. 1-13990. |
| 10.22 | Revolving Credit Agreement, dated November 7, 1997, between the Registrant and Bank of America National Trust and Savings Association, individually and as Administrative Agent for a syndicate of 11 other financial institutions, incorporated by reference to Exhibit 99 of the Registrant's Current Report on Form 8-K, dated November 7, 1997, File No. 1-13990. |
| 10.23 | Agreement Containing Consent Order, dated February 6, 1998, by and between the Registrant and the Federal Trade Commission, incorporated by reference to Exhibit 10.29 of the Registrant's Form 10-K for the year ended December 31, 1997, File No. 1-13990. |

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- 10.24 Employment Agreement, dated March 1, 1998, between the Registrant and Charles H. Foster, Jr., incorporated by reference to Exhibit 10.3 of the Registrant's Form 10-Q for the quarter ended June 30, 1998, File No. 1-13990.
- 10.25 Form of LandAmerica Financial Group, Inc. Employee Non-Qualified Stock Option Agreement, dated February 16, 1999, with Schedule of Optionees and Options Awarded, incorporated by reference to Exhibit 10.29 of the Registrant's Form 10-K for the year ended December 31, 1998, File No. 1-13990.
- 10.26 LandAmerica Financial Group, Inc. Outside Directors Deferral Plan, as amended and restated December 1, 1998 and February 17, 1999, incorporated by reference to Exhibit 10.30 of the Registrant's Form 10-K for the year ended December 31, 1998, File No. 1-13990.
- 10.27 LandAmerica Financial Group, Inc. Executive Voluntary Deferral Plan, as amended and restated December 30, 1998, incorporated by reference to Exhibit 10.31 of the Registrant's Form 10-K for the year ended December 31, 1998, File No. 1-13990.
- 10.28 Form of LandAmerica Financial Group, Inc. Change of Control Employment Agreement, with Schedule of Officers and Multiplier, incorporated by reference to Exhibit 10.32 of the Registrant's Form 10-K for the year ended December 31, 1998, File No. 1-13990.
- 10.29 LandAmerica Financial Group, Inc. 1991 Stock Incentive Plan, as amended May 16, 1995, May 21, 1996, November 1, 1996, June 16, 1998, May 18, 1999 and February 23, 2000, incorporated by reference to Exhibit 10.30 of the Registrant's Form 10-K for the year ended December 31, 1999, File No. 1-13990.

ITEM 14(a)(3) INDEX TO EXHIBITS

| Exhibit Number and Applicable Section of Item 601 of Regulation S-K ----- | Document ----- |
|---|--|
| 10.30 | LandAmerica Financial Group, Inc. 2000 Stock Incentive Plan, as amended February 21, 2001.* |
| 10.31 | Non-Qualified Stock Option Agreement, dated January 31, 2000, between the Registrant and Theodore L. Chandler, Jr., incorporated by reference to Exhibit 10.31 of the Registrant's Form 10-K for the year ended December 31, 1999, File No. 1-13990. |
| 10.32 | Restricted Stock Agreement, dated January 31, 2000, between the Registrant and Theodore L. Chandler, Jr., incorporated by reference to Exhibit 10.32 of the Registrant's Form 10-K for the year ended December 31, 1999, File No. 1-13990. |
| 10.33 | Employment Agreement, dated January 31, 2000, between the Registrant and Theodore L. Chandler, Jr., incorporated by reference to Exhibit 10.33 of the Registrant's Form 10-K for the year ended December 31, 1999, File No. 1-13990. |

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- 10.34 Change of Control Employment Agreement, dated January 31, 2000, between the Registrant and Theodore L. Chandler, Jr., incorporated by reference to Exhibit 10.34 of the Registrant's Form 10-K for the year ended December 31, 1999, File No. 1-13990.
- 10.35 Form of LandAmerica Financial Group, Inc. Employee Non-Qualified Stock Option Agreement, dated February 23, 2000, with Schedule of Optionees and Options Awarded, incorporated by reference to Exhibit 10.35 of the Registrant's Form 10-K for the year ended December 31, 1999, File No. 1-13990.
- 10.36 Form of LandAmerica Financial Group, Inc. Employee Non-Qualified Stock Option Agreement, dated May 17, 2000, with Schedule of Optionees and Options Awarded, incorporated by reference to Exhibit 10.1 of the Registrant's Form 10-Q for the quarter ended June 30, 2000, File No. 1-13990.
- 10.37 Employee Non-Qualified Stock Option Agreement, dated May 17, 2000, between the Registrant and Charles H. Foster, Jr., incorporated by reference to Exhibit 10.2 of the Registrant's Form 10-Q for the quarter ended June 30, 2000, File No. 1-13990.
- 10.38 Form of LandAmerica Financial Group, Inc. Amendment to Non-Qualified Stock Option Agreements, dated June 20, 2000, with Schedule of Optionees and Agreements Being Amended, incorporated by reference to Exhibit 10.3 of the Registrant's Form 10-Q for the quarter ended June 30, 2000, File No. 1-13990.
- 10.39 Form of LandAmerica Financial Group, Inc. Non-Employee Director Non-Qualified Stock Option Agreement, incorporated by reference to Exhibit 10.4 of the Registrant's Form 10-Q for the quarter ended June 30, 2000, File No. 1-13990.

ITEM 14(a)(3) INDEX TO EXHIBITS

| Exhibit Number and Applicable Section of Item 601 of Regulation S-K ----- | Document ----- |
|---|--|
| 10.40 | First Amendment of Credit Agreement, dated February 19, 1998, by and among the Registrant, Bank of America National Trust and Savings Association and the financial institutions named therein, incorporated by reference to Exhibit 10.36 of the Registrant's Form 10-K for the year ended December 31, 1999, File No. 1-13990. |
| 10.41 | Second Amendment to Credit Agreement, dated December 22, 1999, by and among the Registrant, Bank of America, N.A. and the financial institutions named therein, incorporated by reference to Exhibit 10.37 of the Registrant's Form 10-K for the year ended December 31, 1999, File No. 1-13990. |
| 10.42 | Third Amendment to Credit Agreement, dated December 31, 2000, by and among the Registrant, Bank of America, N.A. and the financial institutions named therein.* |
| 10.43 | Form of LandAmerica Financial Group, Inc. Employee Non-Qualified |

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Stock Option Agreement, dated February 20, 2001, with Schedule of Optionees and Options Awarded.*

- 10.44 Supplemental Executive Retirement Plan Agreement, dated May 4, 1994, between Commonwealth Land/TransAmerica Title Insurance Co. and Jeffrey C. Selby.*
- 11 Statement re: Computation of Earnings Per Share.*
- 21 Subsidiaries of the Registrant.*
- 23 Consent of Ernst & Young LLP.*

* Filed Herewith