

## LANDAMERICA FINANCIAL GROUP, INC.

### CODE OF ETHICS FOR SENIOR FINANCIAL OFFICERS

*The Principal Executive Officer, Principal Financial Officer, Principal Accounting Officer and Controller (the “Senior Financial Officers”) of LandAmerica Financial Group, Inc. (the “Company”) are critical to maintaining standards of ethical conduct and upholding the Company’s reputation for integrity. Senior Financial Officers oversee the Company’s financial organization and are responsible for acting at all times in the best interests of the Company and its shareholders.*

*As employees of the Company, each Senior Financial Officer must adhere to all provisions of the Company’s Code of Business Conduct and Ethics. Sections of the Code of Business Conduct and Ethics addressing the Company’s accounting and financial reporting, books and records, communications with government agencies and conflicts of interest are particularly relevant to the Company’s financial organization. However, it is the Company’s policy that its Senior Financial Officers also adhere to and advocate additional principles governing their professional and ethical conduct in the fulfillment of their responsibilities, which are reflected in this Code of Ethics for Senior Financial Officers (the “Code”):*

#### **Honest and Ethical Conduct; Conflicts of Interest**

Senior Financial Officers must perform their duties ethically, with honesty and good faith. While doing so, each Senior Financial Officer must avoid actual or apparent conflicts between his or her personal, private interests and the interests of the Company, including competing directly or indirectly with the Company, receiving improper personal benefits as a result of his or her position or engaging in material transactions and relationships that reasonably could be expected to give rise to a conflict of interest. In addition, Senior Financial Officers shall not use corporate information, corporate assets, corporate opportunities or their position with the Company for personal gain.

Senior Financial Officers must respect the confidentiality of information acquired in the course of the performance of his or her responsibilities except when authorized or otherwise legally obligated to disclose. They may not use confidential information acquired in the course of the performance of his or her responsibilities for personal advantage.

Senior Financial Officers must also take steps to promote honest and ethical conduct in others by directing members of the Company’s finance organization to comply with the policies and procedures contained in this Code and the Code of Business Conduct and Ethics.

#### **Financial Reporting and Records**

It is the policy of the Company to fully and fairly disclose the financial condition and results of operations of the Company in compliance with applicable financial reporting and accounting laws, rules and regulations. Timely, accurate, and understandable disclosures to the public, whether made through press releases, filings with the Securities and Exchange Commission, or through other public methods, enhance the Company’s reputation for integrity.

Senior Financial Officers shall perform their responsibilities for financial reporting in accordance with the Company’s disclosure controls and procedures and with a view to causing all public disclosures to contain information which is accurate, complete and understandable. Senior Financial Officers shall also adopt policies and procedures to provide reasonable assurance that assets are safeguarded and that

business transactions are properly authorized and accurately recorded on the Company's books and records as necessary to permit the preparation of financial statements in accordance with generally accepted accounting principles and any other criteria applicable to such statements.

In order to promote accurate, complete and understandable financial disclosures to the public, the Company's Senior Financial Officers must make open and full disclosures to, and have honest discussions with, the auditor of the Company's financial statements. Senior Financial Officers, and any other person acting under their direction, are prohibited from taking any action to fraudulently influence, coerce, manipulate or mislead any independent public accountant engaged to perform audit or non-audit services for the Company. Types of conduct that would constitute improper influence include, but are not limited to, directly or indirectly:

- offering or paying bribes or other financial incentives, including offering future employment or contracts for non-audit services,
- intentionally providing an auditor with inaccurate or misleading analysis,
- threatening to cancel or canceling existing non-audit or audit engagements if the auditor objects to the Company's accounting practices or policies,
- seeking to have a partner of the auditor removed from the audit engagement because the partner objects to the Company's accounting practices or policies,
- blackmailing the auditor, and
- making physical threats.

Senior Financial Officers shall be responsible for the retention and proper disposal of Company financial records in accordance with applicable laws and regulations and established Company financial policy.

### **Compliance with Laws**

Senior Financial Officers shall comply with all federal, state and local laws, and with the applicable rules, regulations, orders and other requirements imposed by private and public regulatory agencies and bodies that have jurisdiction over the Company, including, without limitation, the Securities and Exchange Commission and the New York Stock Exchange.

### **Reporting Violations of Code**

The Company views seriously any violation of law or this Code. Any apparent or suspected violation of law or this Code, and any complaints or concerns relating to financial reporting, accounting, internal accounting controls or auditing matters, should be promptly reported to a member of the Company's Business Ethics Committee appointed under the Company's Code of Business Conduct and Ethics or to the chairman of the Audit Committee of the Board of Directors. Any report received by a member of the Business Ethics Committee shall be promptly reported to the chairman of the Audit Committee.

Any report to a member of the Business Ethics Committee or the chairman of the Audit Committee with respect to financial reporting, accounting, internal accounting controls or auditing matters may be made in person, by written correspondence, or by telephone, telefax or e-mail as provided in the Code of Business Conduct and Ethics. In addition, confidential reports may be made anonymously by calling the Company's ethics hotline at (888) 245-8965 (which is available 24 hours a day seven days a week).

Violation of any provision of law or this Code is grounds for disciplinary action ranging from reprimand to dismissal. Disciplinary action is in addition to any civil or criminal liability and penalties that may result.

### **No Retaliation**

The Company has established a policy of prohibiting retaliation of any kind by or on behalf of the Company and its employees, including discharge, demotion, suspension, threats, harassment, or any other manner of discrimination against an employee in the terms and conditions of employment, for participating or assisting in an investigation or for good faith reports or complaints of violations of this Code or other illegal or unethical behavior, whether reported to the Company or to a proper government official or agency.

### **Amendments or Waivers**

Amendments to this Code, or grants of waivers for Senior Financial Officers with respect to any provision of this Code, may only be made by the Board of Directors. The Company will disclose promptly any such amendments or waivers as may be required by the rules and regulations of the Securities and Exchange Commission.

Adopted by the Board of Directors on October 22, 2003.