

NO. D-1-GV-08-002014

STATE OF TEXAS,	§	IN THE DISTRICT COURT OF
Plaintiff	§	
	§	
v.	§	TRAVIS COUNTY, TEXAS
	§	
AMERITRUST TITLE COMPANY,	§	
Defendant	§	261st JUDICIAL DISTRICT

**FINAL REPORT AND APPLICATION TO TERMINATE RECEIVERSHIP
PROCEEDING AND DISCHARGE RECEIVER AND SPECIAL DEPUTY RECEIVER**

TO THE HONORABLE JUDGE OF THIS COURT

Comes now, CANTILO & BENNETT, L.L.P., solely in its capacity as Special Deputy Receiver of Ameritrust Title Company (the “SDR” and “Ameritrust” respectively), and files this *Final Report and Application to Terminate Receivership Proceeding and Discharge Receiver and Special Deputy Receiver* (the “Application”), and in support respectfully shows the Court as follows:

I. INTRODUCTION

1.1 The SDR submits its final report and accounting, and requests this Court to terminate this proceeding and discharge the Receiver and the SDR.

II. AUTHORITY

2.1 Statutory Authority

This Application is filed pursuant to TEX. INS. CODE § 443.352, which provides for the termination of the receivership proceeding. The SDR is authorized to file this Application pursuant to TEX. INS. CODE § 443.154 (a). Unless otherwise indicated, all statutory references herein are to the Texas Insurance Code.

2.2 Reference to Master

The subject matter of the Application has been referred to the Special Master appointed in this proceeding in accordance with the *Order to Reference to Master* entered on March 25, 2009.

III. BACKGROUND

3.1 Company History

Ameritrust, which was also known as “Legacy Title Company, Ltd.,” operated as a title insurance agent, as defined in § 2501.003(13). As an agent for several title insurance companies (“Underwriters”), among other business activities, it maintained escrow accounts containing funds payable to certain parties in connection with real estate transactions (“Escrow Funds”).

3.2 Delinquency Proceeding

This proceeding was commenced on March 20, 2009. The Court entered an *Agreed Order Appointing Liquidator and Permanent Injunction* on March 20, 2009, placing Ameritrust in liquidation.

3.3 Appointment of Receiver

Pursuant to § 443.151 (a), the Commissioner of Insurance for the State of Texas (“Commissioner”) was appointed Liquidator. Mike Geeslin was succeeded as Commissioner by Eleanor Kitzman effective August 15, 2011. Commissioner Kitzman became the successor Liquidator of Ameritrust, and Commissioner Geeslin was discharged as Liquidator.

3.4 Appointment of SDR

On April 29, 2009, the Receiver appointed CANTILO & BENNETT, L.L.P., as Special Deputy Receiver of Ameritrust effective as of April 16, 2009.

3.5 Impairment Order

On March 26, 2009, but effective as of March 20, 2009, the Commissioner entered an order designating Ameritrust as an impaired title agent, triggering the obligation of the Texas

Title Insurance Guaranty Association (“TTIGA”) to pay “covered claims” against the escrow accounts of Ameritrust, based on a shortage of such funds, under § 2602.252.

3.6 Order of Reference

On March 25, 2009, this Court entered its *Order of Reference to Master*, appointing Tom Collins as Special Master in this proceeding.

IV. FINANCIAL SUMMARY

4.1 Reporting Requirements

Section 443.016 requires the SDR to periodically file a statement of assets and liabilities, changes in assets and liabilities, and funds received or disbursed during the period. The statements submitted herewith represent the final financial reports for the receivership in accordance with § 443.016.

4.2 Final Financial Statements

The Statements of Net Assets and Net Liabilities, attached as Exhibits 1-A and 1-B, and incorporated herein by reference, reflect the financial condition of the receivership estate as of October 15, 2012. The consolidated Cash Sources and Uses Statement, attached as Exhibit 2, and incorporated herein by reference, lists all funds received and disbursed from the date of receivership to October 15, 2012.

V. ASSETS

5.1 General Assets

A Disposition of Assets schedule is attached as Exhibit 3, incorporated herein by reference, setting forth all asset transactions since March 20, 2009. Exhibit 3 reflects that all of Ameritrust’s general assets were expended to pay the administrative expenses of the receivership.

5.2 Loans

As Ameritrust lacked sufficient general assets to pay for the receivership's expenses, funds were loaned to the receivership from the Abandoned Property Fund in accordance with article 21.28, §8(j) (the "APF Loan"). The total amount of the APF Loan is \$250,000. The unexpended portion of the APF Loan will be returned to the Commissioner.

5.3 Escrow Funds

Ameritrust held escrow funds totaling \$4,850 when it was placed into liquidation. The escrow funds were not general assets of the receivership estate under § 443.004(9)(a)(i), and were transferred to TTIGA in accordance with this Court's order of August 7, 2009.

VI. CLAIMS

6.1 Notice

On May 17, 2010, this Court granted the SDR's *Application to Provide Notice of Liquidation, Set Claims Filing Deadline and Establish a Claims Processing Procedure* (the "POC Order"). In accordance with the POC Order, the SDR provided notice of the claim filing deadline to all persons who may have had claims. In addition, the SDR published notice of the claims filing deadline in the *Houston Chronicle*.

6.2 Filing and Processing of Claims

Six proofs of claim ("POCs") were filed by the claims filing deadline. No late filed POCs were received. In accordance with § 443.253 (k) and the POC Order, the SDR was not required to process POCs for any class of creditor unless it appeared reasonably likely that there would be a distribution to that class. Five claims, which were determined to fall below Class 1, were processed as to priority only and notices were issued advising the claimants that no additional action will be taken on the merits of the claims unless assets become available for distribution. Two of those five POCs were later withdrawn by the claimants.

The POC filed by TTIGA was approved for \$225,819.38, including its Class 1 (b) claim for expenses and its net Class 2 claim for covered claims.

As no general assets were available for a distribution on any POCs, the SDR notified each claimant of the SDR's determination of the classification of its claim. The period of time allowed by § 443.253 (c) to appeal the SDR's action on POCs has expired, and the SDR's determination on these claims is final and not subject to review.

6.3 Report of Claims

The Report of Claims is attached as Exhibit 4¹, and incorporated herein by reference. SDR submits Exhibit 4 to this Court for approval pursuant to § 443.258.

VII. EXPENSES

7.1 Approval and Payment

On August 5, 2009, this Court entered its order approving the terms of compensation of the SDR, its contractors, and other expenses. These costs have been reported and paid in accordance with § 443.015 through August 31, 2012

7.2 Closing Expenses

Attached as Exhibit 5 and incorporated herein by reference is the Final Statement of Expenses submitted in accordance with § 443.015 (g), which reflects the expenses for the receivership from September 1, 2012 through the date of termination, including estimated expenses. The SDR requests that this Court approve these expenses pursuant to § 443.015 (d). The actual expenses will be paid from the APF Loan, and all remaining funds from the APF Loan will be returned to the Commissioner.

¹ Individual names are deleted for privacy reasons.

VIII. DISTRIBUTIONS

8.1 General Assets

All of Ameritrust's general assets were expended to pay the Class 1 (a) administrative expenses of the receivership. There are no remaining general assets available for distribution on Class 1 (b) claims, or claims of lower priority.

8.2 Escrow Funds

As noted above, in accordance with this Court's order of August 7, 2009, the escrow funds held by Ameritrust were transferred to TTIGA. All of the Escrow Funds have been distributed by TTIGA.

IX. ASSIGNMENTS

9.1 Assignment to Commissioner

Section 443.154 authorizes the SDR to transfer, abandon, or otherwise dispose of property on terms and conditions that are fair and reasonable. The SDR proposes to assign to the Commissioner any unliquidated assets of the receivership. The assignment will be substantially similar to Exhibit 6, incorporated herein by reference. The SDR requests this Court to approve this assignment pursuant to § 443.352.

9.3 Distribution of Assigned Assets

Any recovery from the assigned assets will be used to pay the expenses of collection, and the net amount will be distributed in accordance with the priorities established under § 443.301. Any amount remaining after the payment of the Commissioner's Class 1 claim for the APF Loan will be distributed to TTIGA on its Class 1 and Class 2 claim. Any remainder after the payment of the Class 2 claim will be transferred to the Commissioner. If the amount is sufficient, this proceeding may be reopened under § 443.353 to distribute the funds.

9.4 Disposition of *De Minimis* Funds

Section 443.352 authorizes this Court to enter orders transferring remaining funds that are “uneconomic to distribute.” The SDR requests that any net recovery that cannot be distributed economically be considered *de minimis*, and treated as funds that have been abandoned under § 443.304(b).

X. RECORDS

10.1 Transfer of Records to TTIGA

The SDR transferred certain files to TTIGA pursuant to § 443.154 (n). The SDR requests that this Court authorize it to transfer title to these records to TTIGA, and authorize TTIGA to retain or dispose of such records at its discretion.

10.2 Transfer of Records to Underwriters

The SDR transferred certain files to the applicable Underwriter for the transaction. Attached hereto, and incorporated herein by reference, as Exhibit 7 is a schedule of the records transferred to those Underwriters. The SDR requests that this Court authorize it to transfer title to these records to those Underwriters, and authorize them to maintain such records subject to any applicable legal requirements.

One of the Underwriters, Southern Title Insurance Corporation (“Southern Title”), has been placed into receivership by the Circuit Court of the City of Richmond, Virginia. Ameritrust’s records related to transactions insured by Southern Title have been transferred to Southern Title’s Deputy Receiver.

10.3 Transfer of Records to the Commissioner

Certain records that are not transferred to TTIGA or the Underwriters will be delivered to the Commissioner pursuant to § 443.354 (b), and the Commissioner shall have discretion to

retain, transfer or dispose of these records as appropriate. A schedule reflecting the anticipated cost of storing these records is attached as Exhibit 8.

10.4 Disposal of Records

Pursuant to § 443.354 (a), the SDR requests authority to dispose of the remaining records that are not transferred as described above. These records are shown in Exhibit 9, incorporated herein by reference.

XI. FEDERAL INCOME TAX RETURNS

11.1 The SDR has filed income tax returns with the Internal Revenue Service for years 2004 through 2011. A final return for the period in 2012 during which the estate remained open was filed concurrent with the filing of this Application. No taxes are owed by the receivership estate to the Internal Revenue Service.

XII. CHARTER AND LICENSE

12.1 Dissolution of Charter

The SDR requests this Court to dissolve Ameritrust's charter pursuant to § 443.153 (e).

12.2 Abandonment of License

The license of Ameritrust has no value to the receivership estate. Pursuant to § 443.154 (y)(3), the SDR requests authority to abandon Ameritrust's license, and surrender it to the Texas Department of Insurance in accordance with § 2651.201 (a).

XIII. AUTOMATIC STAY

13.1 Expiration of Stay

In accordance with § 443.008 (f), the stay of actions against Ameritrust provided under § 443.008 (c) continues until the termination of this proceeding. Upon the entry of a final order terminating this proceeding, the stay of actions against Ameritrust will expire by operation of law.

13.2 Exclusions

Pursuant to § 443.001 (b), the stay and the injunctions entered by this Court shall not be construed as a limitation of the Commissioner's powers regarding Ameritrust, including but not limited to actions against any licenses issued to Ameritrust, or individuals who acted on its behalf.

XIV. DISCHARGE AND TERMINATION

14.1 The SDR requests the Court to issue an order pursuant to § 443.352 terminating this proceeding, discharging the Liquidator and SDR, and granting the other relief requested in this Application. Section 443.014 grants immunity to the Liquidator, the SDR and other assistants and contractors, both present and former. The termination of this proceeding and the automatic stay does not terminate the immunity available under this provision.

XV. OFFER OF PROOF

15.1 Attached hereto is a certificate by Susan E. Salch on behalf of CANTILO & BENNETT, L.L.P., solely in its capacity as Special Deputy Receiver of Ameritrust Title Company, submitted under § 443.017, authenticating the exhibits submitted herewith.

XVI. NOTICE

16.1 In accordance with § 443.007 (d) and the *Order of Reference to Master*, this Application has been served on parties that have filed an appearance in this proceeding and other parties as determined by the SDR as shown on the Certificate of Service 14 days prior to the submission date of the Application.

PRAYER

WHEREFORE, PREMISES CONSIDERED, the SDR prays that this Court enter an Order:

1. Accepting the final financial statements;

2. Approving the Application in all respects;
3. Approving the Report of Claims;
4. Approving the final statement of expenses;
5. Authorizing the assignment of any unliquidated assets to the Commissioner;
6. Authorizing the transfer of title to records to TTIGA and the Underwriters, and the disposal of the records listed in Exhibit 9;
7. Dissolving Ameritrust's charter and authorizing the SDR to abandon Ameritrust's license;
8. Terminating this proceeding and discharging the Liquidator and SDR; and
9. Granting such further relief to which the Liquidator and SDR may be entitled.

Respectfully submitted,

By: /s/Christopher Fuller

Christopher Fuller

Texas Bar No. 07515500

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Attorney for CANTILO & BENNETT, L.L.P., solely in
its capacity as the Special Deputy Receiver of
Ameritrust Title Company

CERTIFICATE OF SERVICE

I certify that on October 15, 2012, a true and correct copy of this Application was served pursuant to the Order of Reference, the Texas Rules of Civil Procedure and TEX. INS. CODE ANN. SEC. 443.007(d) on the following by email, except as specifically noted.

/s/Christopher Fuller
Christopher Fuller

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APPLICANT'S NOTICE OF SUBMISSION

Pursuant to the terms of the Order of Reference to Master entered by the District Court in this cause, the SDR's *Final Report and Application to Terminate Receivership Proceeding and Discharge Receiver and Special Deputy Receiver* (the "Application") is hereby set for written submission before the Special Master, Tom Collins, on October 29, 2012.

The Special Master has asked that the following rules be provided you:

1. Any objection must be filed with the Travis County District Clerk at least three (3) calendar days before the submission date.
2. A copy of any objection shall be served **by e-mail** by such date on:
 - (a) The Special Master's Docket Clerk, Ms. Jean Sustaita at Jean.Sustaita@tdi.state.tx.us;
 - (b) The undersigned counsel, Christopher Fuller, at cfuller@fullerlaw.org; and
 - (c) All interested parties, including those listed on the Applicant's Certificate of Service.
3. The written objection must specifically list all reasons for objection with supporting references to and discussion of statutory and case authorities. Reasons not stated in writing will not be considered orally.
4. If a matter is set for submission, an objecting party shall expeditiously coordinate with Applicant's counsel and the Master's Docket Clerk [(512) 463-6450] to obtain an oral hearing, unless the Master determines that an oral hearing is not necessary. The objecting party shall serve a Notice of Oral Hearing on Applicant's counsel and all interested parties, including those listed on the Applicant's Certificate of Service.
5. Failure to file timely a written objection before the Special Master constitutes a waiver of the right to object to the Special Master's recommendation to the District Court.
6. Any Acknowledgment of Notice and Waiver to be filed by the Guaranty Association or other interested party should be filed at least three (3) calendar days before the submission or hearing date.

Christopher Fuller
Christopher Fuller

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Ameritrust Title
Statement of Net Assets

For the Period Ending
October 15, 2012

ASSETS	
Current Assets	
Checking/Savings	
Unencumbered Cash	
Frost Operating 0361	0
Texas Treasury Safekeeping APF 2942	0
Total Unencumbered Cash	<u>0</u>
TOTAL ASSETS	<u><u>0</u></u>

EXHIBIT 1-A

**Ameritrust Title
Statement of Net Liabilities**

**For Period Ending
October 15, 2012**

LIABILITIES & EQUITY**Liabilities****Current Liabilities****Accounts Payable**

Accounts Payable

0

Accounts Payable-TDI Allocation

0

Accrued Expenses-Closing Budget

0

Total Accounts Payable

0

Other Current Liabilities**Administrative Claims-TTIGA**

Reserves

225,661

Total Administrative Claims-TTIGA

225,661

Loan-Abandoned Property Fund

227,020

Total Other Current Liabilities

452,681

Total Current Liabilities

452,681

Long Term Liabilities**Loss Claims-Guar Ass-Class 2**

Reserves

Loss Claims Paid

158

Total Loss Claims-Guar Assoc-Class 2

158

Loss Claims-Non GA Other Class 2

Loss Claims Reserves-Non GA

216,904

Total Long Term Liabilities

217,062

Total Liabilities

669,743

Equity

Unassigned Funds

(669,743)

0

Total Equity

(669,743)

TOTAL LIABILITIES & EQUITY

0

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**Ameritrust Title
Changes in Cash & Investments
Sources & Uses of Cash**

**For the period May 31, 2009 to Closing of
Receivership**

	Totals
Cash Receipts	
Settlements	114,642
Proceeds from Sale of Real Property or Personal	500
Other Receipts	49,569
Total Operational Receipts	164,711
Interest & Dividend Receipts	295
14 Total Cash Receipts from Investment Activities	295
15 Total Cash Receipts	165,006
Operational Disbursements	
Deputy Receiver & Consulting Fees & Expenses	198,731
Employee Salaries, P/R Taxes & Employee Benefits	0
Rent, Office & Other Facility Expenses	2,443
Legal Fees & Expenses	97,168
Accounting & Auditing Fees & Expenses	58,128
SGA - Administration Expenses other than LAE	11,310
Ancillary Administration Expenses	15,085
Other Disbursements	9,161
Total Operational Disbursements	392,026
Total Cash Disbursements & Distributions	392,026
Loan from Abandoned Property Fund-Net	227,020
Net Increase(Decrease) in Cash	0
35 Cash at Beginning of Period	0
36 Cash at End of Period	0

**AmeriTrust Title Company
Report of Claims**

<u>POC No.</u>	<u>Claimant</u>	<u>Claim Amount</u>	<u>Claim Determination</u>
ATT001	*	\$345,602.88	Withdrawn
ATT002	Commonwealth Title	\$64,621.18	Below Class 1
ATT003	TTIGA	\$225,819.38	Approved
ATT004	Southern Title	\$980,000.00	Withdrawn
ATT005	*	\$150,000.00	Below Class 1
ATT006	Harris Co. Tax Assessor	<u>\$ 2,282.48</u>	Below Class 1
	Total:	\$1,768,325.92	

* Individuals' names redacted for privacy purposes

Exhibit 4

**R-546 AmeriTrust Title
Final Statement of Expenses
EXHIBIT 5**

	<u>September</u>	<u>October</u>	<u>Total</u>
SDR	6,600	5,278	11,878
SDR Expenses	3	110	113
Legal	1,911	3,432	5,343
Legal Expenses	12	53	65
Accounting	2,616	2,384	5,000
Accounting Expenses	16	29	45
Tax Return Preparation Stub Period	1,000	0	1,000
Claims/Records	693	4,348	5,041
Bank Charges	30	0	30
TDI Allocation Billing	995	0	995
TSL Record Storage		78	78
Record Storage-Safesite	100	50	150
Record Disposal	55		55
Total By Month:	<u>14,031</u>	<u>15,762</u>	<u>29,793</u>

ASSIGNMENT

This Assignment is made by CANTILO & BENNETT, L.L.P., solely in its capacity as the Special Deputy Receiver (“SDR”) of Ameritrust Title Company (“Ameritrust”), to Eleanor Kitzman, the Commissioner of Insurance for the State of the Texas (hereinafter referred to as the “Commissioner”).

Whereas, Ameritrust was placed into permanent receivership under the Insurer Receivership Act, TEX. INS. CODE Chapter 443 on March 20, 2009, and CANTILO & BENNETT, L.L.P., was appointed as Special Deputy Receiver through a Notice of Designation of Special Deputy Receiver effective as of April 16, 2009;

Whereas, the SDR has filed its *Final Report and Application to Terminate Receivership Proceeding and Discharge Receiver and Special Deputy Receiver* (the “Application”);

Whereas the SDR does not believe it is in the best interests of the creditors and the estate to keep the estate open to attempt to liquidate any remaining assets, including those which it had written off the estate’s Statement of Assets; and

Whereas the SDR desires to assign to the Commissioner any and all remaining assets, whether known or unknown, whether written off the estate’s Statement of Assets or not; and whether or not specifically identified in this Assignment.

In consideration for good and valuable consideration, the receipt and validity of which is hereby acknowledged, the SDR agrees to and hereby does convey all of its right, title and interest in the assets to the Commissioner and further assigns to the Commissioner all right, title and interest in all claims, potential claims, suits, demands, causes of action, charges or grievances of any kind or character, regardless of the nature or extent held by the SDR whether arising in tort, contract, by statute or otherwise, and including claims for breach of fiduciary duty. It is the intent of the parties to this Assignment to convey all legal and equitable rights held by the SDR, whether or not specifically identified herein, to the Commissioner.

This Assignment shall not waive, release or otherwise affect any liabilities or obligations either party has to the other party. This Assignment shall not be effective until it is approved by the Receivership Court.

This Assignment constitutes the entire agreement of the parties, and the parties expressly agree that the terms of this contract supersede any other contract, agreement or understanding between them with respect to the subject matter of this contract.

The laws of the State of Texas govern this Agreement. Venue and jurisdiction for any actions to enforce this Agreement shall be in Travis County, Texas.

By: _____
Susan Salch, Primary Responsible Person, on behalf of
CANTILO & BENNETT, L.L.P., solely in its capacity as the Special Deputy Receiver of
Ameritrust Title Company, in Liquidation

Exhibit 7

Records to be Transferred to Underwriters

GF NO / RECORD DETAILS	RECIPIENT	DISPOSITION
08061895	Southern Title	Transfer
02063284	Southern Title	Transfer
02062124	Southern Title	Transfer
01050608	Southern Title	Transfer
01050609	Southern Title	Transfer
01050634	Southern Title	Transfer
01050635	Southern Title	Transfer
01050637	Southern Title	Transfer
01050638	Southern Title	Transfer
01050639	Southern Title	Transfer
01051420	Southern Title	Transfer
01061457	Southern Title	Transfer
01061474	Southern Title	Transfer
01061508	Southern Title	Transfer
07061896	Southern Title	Transfer
07061899	Southern Title	Transfer
02074042	Southern Title	Transfer
02063587	Southern Title	Transfer
02063561	Southern Title	Transfer
02062267	Southern Title	Transfer
01050070	Southern Title	Transfer
01050275	Southern Title	Transfer
07062163	Southern Title	Transfer
07062212	Southern Title	Transfer
07062219	Southern Title	Transfer
07062238	Southern Title	Transfer
01051407	Southern Title	Transfer
02074035	Southern Title	Transfer
02063521	Southern Title	Transfer
02073908	Southern Title	Transfer
02073933	Southern Title	Transfer
02074018	Southern Title	Transfer
02074025	Southern Title	Transfer
07062024	Southern Title	Transfer
02074037	Southern Title	Transfer
02063397	Southern Title	Transfer
02063509	Southern Title	Transfer
02073850	Southern Title	Transfer
02073966	Southern Title	Transfer
02073799	Southern Title	Transfer
02074043	Southern Title	Transfer
02074038	Southern Title	Transfer

02074057	Southern Title	Transfer
02063283	Southern Title	Transfer
01040001	Southern Title	Transfer
01040023	Southern Title	Transfer
01040024	Southern Title	Transfer
01040022	Southern Title	Transfer
01040004	Southern Title	Transfer
01040003-2	Southern Title	Transfer
1030007759	Southern Title	Transfer
02063545	Southern Title	Transfer
02063368	Southern Title	Transfer
18063127	Southern Title	Transfer
09063268	Southern Title	Transfer
02063315	Southern Title	Transfer
02063249	Southern Title	Transfer
02063447	Southern Title	Transfer
18073879	Southern Title	Transfer
02063433	Southern Title	Transfer
03051367	Southern Title	Transfer
07062631	Southern Title	Transfer
07063327	Southern Title	Transfer
07063313	Southern Title	Transfer
01050907	Southern Title	Transfer
18074062	Southern Title	Transfer
18074100	Southern Title	Transfer
02074046	Southern Title	Transfer
07062831	Southern Title	Transfer
01050579	Southern Title	Transfer
01050757	Southern Title	Transfer
01050578	Southern Title	Transfer
02062064	Southern Title	Transfer
02061965	Southern Title	Transfer
02062048	Southern Title	Transfer
02062435	Southern Title	Transfer
18063139	Southern Title	Transfer
02074020	Southern Title	Transfer
02063628	Southern Title	Transfer
02063671	Southern Title	Transfer
18063514	Southern Title	Transfer
01062584	Southern Title	Transfer
01062567	Southern Title	Transfer
01050600	Southern Title	Transfer
01050612	Southern Title	Transfer
01050606	Southern Title	Transfer
01050605	Southern Title	Transfer

01050607	Southern Title	Transfer
01062640	Southern Title	Transfer
18062821	Southern Title	Transfer
18062598	Southern Title	Transfer
02062601	Southern Title	Transfer
02063504	Southern Title	Transfer
02073795	Southern Title	Transfer
02073814	Southern Title	Transfer
02073907	Southern Title	Transfer
02063501	Southern Title	Transfer
02063525	Southern Title	Transfer
07061999	Southern Title	Transfer
07062016	Southern Title	Transfer
07061981	Southern Title	Transfer
07061987	Southern Title	Transfer
02074060	Southern Title	Transfer
02074058	Southern Title	Transfer
02063361	Southern Title	Transfer
02073983	Southern Title	Transfer
02073706	Southern Title	Transfer
01050659	Southern Title	Transfer
01050647	Southern Title	Transfer
01050650	Southern Title	Transfer
01050651	Southern Title	Transfer
01050078	Southern Title	Transfer
01050092	Southern Title	Transfer
01050095	Southern Title	Transfer
01050098	Southern Title	Transfer
01050106	Southern Title	Transfer
01050104	Southern Title	Transfer
01040036	Southern Title	Transfer
01050102	Southern Title	Transfer
02062547	Southern Title	Transfer
02073891	Southern Title	Transfer
01061930	Southern Title	Transfer
01061832	Southern Title	Transfer
02062587	Southern Title	Transfer
02062144	Southern Title	Transfer
02062347	Southern Title	Transfer
02062107	Southern Title	Transfer
02062078	Southern Title	Transfer
01051394	Southern Title	Transfer
01061829	Southern Title	Transfer
01051015	Southern Title	Transfer
18074003	Southern Title	Transfer

18074004	Southern Title	Transfer
18074078	Southern Title	Transfer
18063762	Southern Title	Transfer
18063759	Southern Title	Transfer
18063761	Southern Title	Transfer
18063600	Southern Title	Transfer
18073982	Southern Title	Transfer
18073981	Southern Title	Transfer
18073980	Southern Title	Transfer
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18074041	Southern Title	Transfer
07062129	Southern Title	Transfer
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01050689	Southern Title	Transfer
07061997	Southern Title	Transfer
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01050691	Southern Title	Transfer
01050687	Southern Title	Transfer
01050685	Southern Title	Transfer
01050684	Southern Title	Transfer
01050688	Southern Title	Transfer
01050686	Southern Title	Transfer
01050274	Southern Title	Transfer
07063302	Southern Title	Transfer
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02063225	Southern Title	Transfer
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01050643	Southern Title	Transfer
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01050646	Southern Title	Transfer
01050645	Southern Title	Transfer
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01050733	Southern Title	Transfer
02063551	Southern Title	Transfer

02062264	Southern Title	Transfer
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02063572	Southern Title	Transfer
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07062828	Southern Title	Transfer
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07062798	Southern Title	Transfer
07062629	Southern Title	Transfer
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01051409	Southern Title	Transfer
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01061808	Southern Title	Transfer
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01050592	Southern Title	Transfer
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01051023	Commonwealth Land Title	Transfer
01051012	Commonwealth Land Title	Transfer
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01051174	Commonwealth Land Title	Transfer
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02051305	Commonwealth Land Title	Transfer
02051306	Commonwealth Land Title	Transfer
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01050952	Commonwealth Land Title	Transfer
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06062417	Stewart Title	Transfer
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02074029	Stewart Title	Transfer
02063341	Stewart Title	Transfer
02063519	Stewart Title	Transfer
02063295	Stewart Title	Transfer

R546

Cash Asset Reservation Schedule

For Records Management Beyond Estate Closure
In Accordance With Standard Records Inventory And Retention Schedule

EXHIBIT 8

Type of Record Series		Number of Boxes	Months to Retain	Total Cost
Records Series A	AC + 4 yrs	1	48	\$12.00
Records Series B	AC + 7 yrs	1	84	\$21.00
Records Series C	AC + 15 yrs	1	180	\$45.00
Total Boxes		3		\$78.00

Exhibit 9

Records to be Destroyed

BoxNo	RecordDetails	Disposition
100003	Canceled Applications	Shred
100004	Canceled Applications	Shred
100012	Canceled Applications	Shred
100025	Canceled Applications	Shred
100029	Canceled Applications	Shred
100032	Canceled Applications	Shred
100035	Canceled Applications	Shred
100044	Canceled Applications	Shred
100047	Canceled Applications	Shred
100049	Canceled Applications	Shred

**SPECIAL DEPUTY RECEIVER'S CERTIFICATION
PURSUANT TO TEX. INS.CODE ANN. §443.017(b)
AFFIDAVIT OF SUSAN E. SALCH**

State of Texas
County of Travis

BEFORE ME, the undersigned authority appeared Susan E. Salch, who after being by me duly sworn, stated the following under oath:

1. My name is Susan E. Salch. I am competent to make this affidavit. The statements of fact set forth herein are true and correct, and are within my personal knowledge.

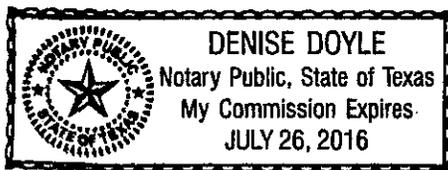
2. I am a partner in CANTILO & BENNETT, L.L.P., Special Deputy Receiver of Ameritrust Title Company (the "SDR" and "Ameritrust"). I am duly authorized to make this Certification and Affidavit on behalf of the SDR.

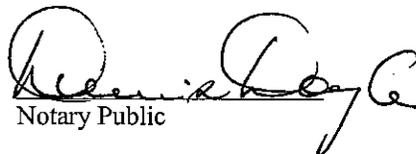
3. I certify that the exhibits, books, accounts, records, papers, correspondence, and/or other records and documents attached hereto were produced pursuant to TEX. INS. CODE ANN. §443.017, are either true and correct copies of records of the insurer and were received from the custody of the insurer or found among its effects or were created by and filed with the Receiver's office in connection with the receivership of this delinquent insurer, and are held by the Special Deputy Receiver in her official capacity.

4. I have read the foregoing Application and the facts stated therein are true and correct based on my personal knowledge, my review of estate records and my consultation with my staff and sub-contractors.

By: 
Susan E. Salch

SUBSCRIBED AND SWORN TO BEFORE ME on October 15, 2012, by Susan E. Salch, on behalf of CANTILO & BENNETT, L.L.P., solely in its capacity as the Special Deputy Receiver of Ameritrust Title Company in receivership.




Notary Public

NO. D-1-GV-08-002014

**STATE OF TEXAS,
Plaintiff**

v.

**AMERITRUST TITLE COMPANY,
Defendant**

§
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§
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§
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§

IN THE DISTRICT COURT OF

TRAVIS COUNTY, TEXAS

261st JUDICIAL DISTRICT

**ORDER APPROVING FINAL REPORT AND APPLICATION TO TERMINATE
AMERITRUST TITLE COMPANY PROCEEDING
AND DISCHARGE RECEIVER AND SPECIAL DEPUTY RECEIVER**

On the undersigned day, the Court considered the *Final Report and Application to Terminate Receivership Proceeding and Discharge Receiver and Special Deputy Receiver* (the “Application”) filed by CANTILO & BENNETT, L.L.P., solely in its capacity as the Special Deputy Receiver (“SDR”) of Ameritrust Title Company (“Ameritrust”), After considering the Application, the evidence submitted, and the recommendation of the Special Master appointed in this proceeding (the “Master”), the Court finds as follows:

1. The *Order of Reference to Master* (the “Order of Reference”) provides that the Application is referred to the Master;
2. The Application was submitted to the Master in accordance with the Order of Reference;
3. The Texas Title Insurance Guaranty Association (“TTIGA”) filed its Acknowledgment and Waiver to the Application;
4. Notice of the Application was provided in accordance with TEX. INS. CODE §443.007 (d) and the Order of Reference, and no objections to the Application were filed;
5. The Master has issued a recommendation that the Application should be granted pursuant to Rule 171 of the Texas Rules of Civil Procedure;
6. The Court has jurisdiction over the Application and the parties in interest; and
7. The Application should be GRANTED in all respects.

IT IS THEREFORE ORDERED ADJUDGED AND DECREED that:

1. The Application is GRANTED in all respects.
2. The SDR's Final Report is accepted in all respects.
3. Exhibits 1A, 1B, 2 and 3 to the Application are accepted and approved.
4. The Report of Claims, Exhibit 4 to the Application, is approved.
5. The reserve for the estimated expenses to administer this proceeding through its termination, as set forth in Exhibit 5 to the Application, is approved.
6. The final statement of expenses is approved.
7. The SDR shall return the unexpended funds loaned from the Abandoned Property Fund remaining after the payment of the final expenses to the Commissioner.
8. The assignment to the Commissioner of all unknown and unliquidated assets of Ameritrust is approved, and the SDR is authorized to execute an assignment in a form substantially similar to Exhibit 6.
9. The SDR is authorized to transfer title to records to TTIGA as described in the Application, and TTIGA is authorized to retain or dispose of such records at its discretion.
10. The SDR is authorized to transfer title to records identified in Exhibit 7 to certain underwriters as described in the Application, and such underwriters are authorized to retain or dispose of such records subject to any applicable legal requirements
11. The SDR is authorized to transfer to the Commissioner all remaining records of Ameritrust in its possession that may be required after the termination of this proceeding pursuant to TEX. INS. CODE § 443.354 (b), and the reserve for the estimated expenses to maintain such records set forth in Exhibit 8 to the Application is approved. The Commissioner is authorized to maintain or dispose of such records at her discretion.

12. The SDR is authorized to dispose of the records listed in Exhibit 9 to the Application.
13. The Commissioner of Insurance, Eleanor Kitzman, is discharged as Receiver of Ameritrust, and is released from any further obligations. The Receiver's predecessor, Commissioner Mike Geeslin, was previously discharged as Receiver as a matter of law.
14. CANTILO & BENNETT, L.L.P., is discharged as Special Deputy Receiver of Ameritrust, and is released from any further obligations in connection with the Ameritrust receivership.
15. The Ameritrust delinquency proceeding is terminated.
16. The Ameritrust Charter is dissolved and deemed cancelled as a matter of law without further action pursuant to TEX. INS. CODE § 443.153 (e).
17. Pursuant to TEX. INS. CODE § 443.008 (f), the stay of actions against Ameritrust under TEX. INS. CODE § 443.008 (c) expires by operation of law upon the entry of this order.
18. The Receiver and the SDR are authorized to take any actions and execute any documents as may be necessary to effectuate this Order.
19. The termination of this proceeding does not terminate the immunities available to the Receiver, the SDR, and their assistants and contractors under TEX. INS. CODE § 443.014 (b).
20. This Order is not intended to and shall not create any third party beneficiaries.
21. This Order constitutes a final judgment fully resolving all issues relating to the Application, provided that this Court shall retain jurisdiction to issue further orders pursuant to TEX. INS. CODE Chapter 443.
22. This Court retains exclusive jurisdiction to enforce the provisions of this Order and the rights and duties of the parties hereunder or any issues relating to this Order.

Signed the _____ day of _____, 2012.

PRESIDING JUDGE