

CAUSE NO. D-1-GV-08-001572

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

**FINAL ACCOUNTING 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 Esquire Title, LLC (the “SDR” and “Esquire,” respectively), and files this *Final Accounting 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 would show that this proceeding should be concluded. The SDR submits its final 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 after all asset collection and distribution activities have been completed. 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 of Reference to Master* entered on August 22, 2008.

III. BACKGROUND

3.1 Company History

Esquire operated as a title insurance agent, as defined in § 2501.003(13). As an agent for title insurers (“Underwriters”), it maintained escrow accounts containing funds payable to certain parties in connection with real estate transactions (“Escrow Funds”).

3.2 Delinquency Proceeding

Esquire was placed in liquidation in this proceeding on July 18, 2008. On July 22, 2008, the Court entered an *Agreed Order Appointing Permanent Receiver and Permanent Injunction*, appointing the Commissioner of Insurance for the State of Texas (“Commissioner”) as Receiver (“Receiver”). Effective August 15, 2011, Mike Geeslin was succeeded as Commissioner by Eleanor Kitzman, and Commissioner Kitzman became Receiver of Esquire. Effective May 27, 2013, Eleanor Kitzman was succeeded as Commissioner by Julia Rathgeber and Commissioner Rathgeber became Receiver of Esquire.

3.3 Appointment of SDR

The Receiver appointed Cantilo & Bennett, L.L.P. as SDR of Esquire effective September 15, 2008.

3.4 Impairment Order

On July 23, 2008, the Commissioner entered an order designating Esquire as an impaired title agent effective July 22, 2008, and the Texas Title Insurance Guaranty Association (“TTIGA”) became obligated to pay “covered claims” of Esquire.

3.5 Order of Reference

On August 22, 2008, this Court entered its *Order of Reference to Master*, appointing Tom Collins as Special Master in this proceeding.

IV. FINANCIAL STATEMENTS

4.1 Filing 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. Exhibits 1-A (Statement of Net Assets) and 1-B (Statement of Net Liabilities), attached hereto and incorporated by reference, represent the final financial reports for the receivership in accordance with § 443.016.

4.2 Final Financial Reports

Exhibits 1-A and 1-B reflect the financial condition of the receivership estate as of May 31, 2013. The consolidated Cash Sources and Uses Statement attached as Exhibit 2 and incorporated by reference, lists all funds received and disbursed or expected to be disbursed from the receivership estate from the date of receivership through closing of the estate.

V. ASSETS AND FUNDS

5.1 Inventory of Assets

The SDR's Inventory of Assets for Esquire as of the date of receivership is attached as Exhibit 3 and incorporated by reference. According to Exhibit 3, as of the date of receivership Esquire held \$942,158, representing general assets of \$2,170 and Escrow Funds totaling \$939,988.

5.2 Disposition of General Assets

A Disposition of Assets schedule is attached as Exhibit 4 and incorporated by reference, setting forth all asset transactions since August 31, 2008. Exhibit 4 reflects that all of Esquire's general assets have been expended to pay the administrative expenses of the receivership.

5.3 Unliquidated Assets

As described in Paragraph 9.1, certain claims were assigned to TTIGA. The SDR has determined that there are no remaining unliquidated assets in the receivership estate.

5.4 Escrow Funds

When Esquire was placed into receivership, it held Escrow Funds totaling \$933,913. The Escrow Funds were not general assets of the receivership estate under § 443.004(9)(a)(i). A schedule of the Escrow Funds as of the date of receivership is attached as Exhibit 5 and incorporated by reference. In accordance with this Court's September 23, 2008, *Order Granting Application for Transfer of Escrow Funds and Request for Claims Filing Deadline* (the "Transfer Order"), Escrow Funds totaling \$933,913 were transferred to TTIGA. Esquire also had two (2) accounts totaling \$6,075 that were characterized as escrow accounts. However, as Esquire's records did not disclose any ownership or beneficial interest in these funds by third parties, the

SDR determined that such funds, totaling \$5,766 after application of \$309 in bank fees, should be treated as general assets.

5.5 Loans

As Esquire lacked sufficient assets to pay for the receivership's expenses, funds were loaned to the receivership from the Abandoned Property Fund ("APF") in accordance with article 21.28, § 8(j). The amount remaining of the funds loaned to Esquire by the APF totals \$0.

VI. CLAIMS

6.1 Notice

On March 16, 2009, this Court entered its *Order Granting Special Deputy Receiver's Application to Provide Notice of Liquidation, Set Claims Filing Deadline and Establish a Claims Processing Procedure* (the "POC Order"), which established a filing deadline of May 11, 2009, 11:59 p.m. for claims against the Esquire receivership ("Receivership Claim Filing Deadline"). In accordance with this 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 newspapers of general circulation in Houston and Dallas.

6.2 Filing and Processing of Claims

The following summarizes the estate claim process for non-Escrow Fund claims and the associated proofs of claim ("POCs") filed with the SDR by the Receivership Claim Filing Deadline, May 11, 2009, 11:59 p.m.:

- (a) POC Notices Mailed to Potential Claimants: Completed April 9, 2009
- (b) POCs Filed Within Claims Filing Deadline: 34 totaling \$4,179,502.94
- (c) POCs Filed After Expiration of Deadline (Class 8): 2 totaling \$500.00
- (d) POCs Processed as to Priority: 36

Section 443.253(k) and the POC Order provide that the SDR is not required to process claims for any class until it appears reasonably likely that property will be available for a distribution to that class. Accordingly, with the exception of the POC filed by TTIGA, the SDR processed the above-noted POCs only with respect to their priority, as no assets were available for a distribution on any POCs. The TTIGA POC was approved by the SDR as to amount and priority with \$585,979.70 approved as a Class 1 priority and \$913,303.01 approved as a Class 2 priority. All other claimants who filed a POC were notified in writing only of the SDR's determination of the classification of the POC. 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 Covered Claims

All claims representing "covered claims" were referred to TTIGA pursuant to § 443.253(m). This Court's Transfer Order established April 22, 2009, 11:59 p.m., as the deadline for covered claims payable by TTIGA. Section 2602.302(a) provides that TTIGA shall pay covered claims existing before the determination of impairment, or arising on or before the deadline for covered claims. Accordingly, TTIGA has processed all covered claims that existed before July 22, 2008, the effective date of the impairment order, or arose on or before April 22, 2009, the deadline for covered claims. Under § 2602.255(7), a claim filed with TTIGA after the final date for filing a claim against the receivership is not a covered claim. The last covered claim was submitted to TTIGA on September 21, 2011. Section 443.251(a) permits this Court to extend the Receivership Claims Filing Deadline for good cause, or allow alternative requirements for filing claims by a class or group of persons. To avoid any potential conflicts between the

requirements of § 2602.255(7) and § 2602.302(a), the SDR requests that this Court extend the Receivership Claims Filing Deadline to September 21, 2011, for covered claims only. As there will be no distribution on any POCs filed in the receivership, this extension will not affect any other creditors.

The following summarizes the claim process for escrow claims and the associated POCs filed with TTIGA:

- (a) POCs Filed: 135, totaling \$3,809,469.38
- (b) POCs Approved and Paid: 93, totaling \$1,848,741.6
- (c) POCs Rejected in Whole or in Part: 66, totaling \$1,960,983.71

6.4 Final Report of Claims

Section 443.258 of the Code requires the SDR to file reports with the Court regarding claims that have been settled or determined under § 443.253, and states as follows:

Liquidator's Recommendations to Receivership Court. The liquidator shall present to the receivership court, for approval, reports of claims settled or determined by the liquidator under section 443.253. The reports must be presented from time to time as determined by the liquidator and must include information identifying the claim and the amount and priority class of the claim.

The SDR submits Exhibit 6, the Final Report of Claims, pursuant to § 443.258 and moves the Court for approval. The Final Report of Claims does not include claims data regarding the escrow claims processed by TTIGA. The Escrow Claims Report is included at Exhibit 8.

VII. EXPENSES

7.1 Paid Expenses

The compensation of the SDR and its contractors, and other expenses, have been paid through November 30, 2012, in accordance with the Court's August 5, 2009, *Order Approving Application for Approval of Fees and Expenses*. Attached as Exhibit 7 and incorporated herein by reference is the Final Statement of Expenses submitted in accordance with § 443.015(g), which includes the estimated expenses for the receivership through the date of termination. The SDR requests that this Court approve these expenses pursuant to § 443.015(d). As the expenses will be paid from the APF loan, any amount remaining from the expense reserve will be returned to the Commissioner.

VIII. DISTRIBUTIONS

8.1 General Assets

There are no general assets remaining for distribution.

8.2 APF Funds

Any unexpended portion of the APF loan will be returned to the APF, and applied to the loan balance.

8.3 Escrow Fund Disbursements

The Escrow Funds were disbursed to claimants with approved "covered claims" as shown on the Escrow Claims Report attached as Exhibit 8 and incorporated by reference.

8.4 Unclaimed Escrow Funds

There are no remaining or unclaimed Escrow Funds held by the receivership estate.

IX. ASSIGNMENT

9.1 Assignment of Assets

Pursuant to the order of this Court, the SDR assigned its rights under Esquire's errors and omissions policy to TTIGA. No other known assets are available for assignment upon closure of the receivership estate. The SDR proposes to assign any unknown assets of Esquire to the Commissioner. The assignment will be substantially similar to Exhibit 9, incorporated herein by reference. The SDR requests this Court to approve this assignment pursuant to § 443.352.

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. The SDR requests that this Court authorize it to transfer title to these records to the Underwriters, and authorize the Underwriters to retain or dispose of such records at their discretion, subject to any legal requirement to maintain such records.

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 or dispose of these records as appropriate.

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 10, attached hereto and incorporated by reference.

XI. FEDERAL INCOME TAX RETURNS

11.1 The SDR has filed income tax returns with the Internal Revenue Service for years 2008, 2009, 2010, and 2011. The final tax return will be filed as part of the closing activities for the estate. No taxes are owed by the receivership estate to the Internal Revenue Service.

XII. CHARTER AND LICENSE

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

12.2 Esquire's license to act as an agent has been cancelled.

XIII. DISCHARGE AND TERMINATION

13.1 The SDR requests the Court to issue an order pursuant to § 443.352 terminating this proceeding, discharging the Receiver and SDR, and releasing them from any bonds.

XIV. OFFER OF PROOF

14.1 Attached hereto is a certificate submitted under § 443.017, authenticating the exhibits submitted herewith.

XV. NOTICE

15.1 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 fourteen (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. Extending the Receivership Claims Filing Deadline in this estate, for covered escrow claims only, to September 21, 2011;
4. Authorizing the assignment of any unknown unliquidated assets to the Commissioner;
5. Authorizing the transfer of title to records as described herein, and the disposal of the records listed in Exhibit 10; and
6. Granting such further relief to which the Receiver and SDR may be entitled.

Respectfully submitted,

By: /s/ Christopher Fuller

Christopher Fuller

Texas Bar No. 07515500

4612 Ridge Oak Drive, Austin, Texas 78731

Tel. (512)470-9544

Fax (512)374-0957

cfuller@fullerlaw.org

Attorney for Cantilo & Bennett, L.L.P., solely in its capacity as the Special Deputy Receiver of Esquire Title, LLC

And

Jo Ann Howard
Texas Bar No. 10072310
Jo Ann Howard & Associates, P.C.
P.O. Box 160130, Austin, Texas 78716
Tel. (512)791-0911
Fax (512)329-6612
iamanrd3@aol.com
Attorney for Cantilo & Bennett, L.L.P., solely in its
capacity as the Special Deputy Receiver of Esquire
Title, LLC

CERTIFICATE OF SERVICE

I certify that on June 13, 2013, a true and correct copy of this Application was served pursuant to the Order of Reference, the Texas Rules of Civil Procedure, and the Court's order on electronic service on the following.

/s/ Christopher Fuller
Christopher Fuller

Tom Collins, Special Master
c/o Ms. Jean Sustaita
P.O. Box 149104
Mail Code 305-1D
Austin, TX 78701
Jean.Sustaita@tdi.texas.gov

Burnie Burner
Texas Title Insurance Guaranty Association
Mitchell, Williams, Selig, Gates & Woodyard, PLLC
P.O. Box 2212
106 E. Sixth Street, Suite 300
Austin, TX 78768-2212
bburner@mws gw.com

Bruce McCandless III
Texas Title Insurance Guaranty Association
Mitchell, Williams, Selig, Gates & Woodyard, PLLC

P.O. Box 2212
106 E. Sixth Street, Suite 300
Austin, TX 78768-2212
bmccandless@mmsgw.com

Catherine Fryer
Bickerstaff Health Delgado Acosta LLP
816 Congress Ave., Suite 1700
Austin, TX 78701-2443
cfryer@bickerstaff.com

Joshua Godbey
Assistant Attorney General
Financial Litigation Division
P.O. Box 12548
Austin, TX 78711-2548
Fax (512)477-2348
joshua.godbey@oag.state.tx.us

Mark Mosley
Attorney & Counselor at Law
1410 G Avenue, Suite 400
Plano, TX 75074
Tel (972)437-4119
Fax (972)671-0456
i_c_law@sbcglobal.net

Silvia Tiller
Attorney for Esquire Title, LLC
14090 Southwest Freeway, Suite 300
Sugar Land, TX 77478
Tel (281)340-8543
Fax (866)859-3462
stiller@tillerandassociatespc.com

Terence Norman
Attorney for Eraka Childs and Chris Watson
6069 Broadway St.
Pearland, TX 77581
tcnorman@lawyer.com
Tel (281)485-0603
Fax (281)485-0393

Eraka Childs

8325 Broadway, Suite 202
Pearland, TX 77584
Tel (832)890-8209
erakachilds@gmail.com

Texas Workforce Commission
Regulatory Enforcement Division
101 E. 15th Street
Austin, TX 78778-0001

Internal Revenue Service
Special Procedures Branch
P.O. Box 250
300 East 8th St., Ste. 352, Mail Stop 5022A
Austin, TX 78701

John Walker
Texas Department of Insurance
Financial/Rehabilitation & Liquidation Oversight Division
333 Guadalupe, Mail Code 305-1D
Austin, TX 78701
John.Walker@tdi.texas.gov

Jemie Russell
Texas Department of Insurance
Financial/Rehabilitation & Liquidation Oversight Division
333 Guadalupe, Mail Code 305-1D
Austin, TX 78701
Jemie.Russell@tdi.texas.gov

James Kennedy
Texas Department of Insurance
872-Legal Services\Liquidation Allocated
110-1A
PO Box 149104
Austin, Texas 78714-9104
Via Email:James.Kennedy@tdi.texas.gov

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 Special Deputy Receiver's Application is set for written submission before the Special Master, Tom Collins, on July 1, 2013.

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 email by such date on:
 - (a) The Special Master's Docket Clerk, Ms. Jean Sustaita at Jean.Sustaita@tdi.texas.gov;
 - (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 objecting party shall coordinate with opposing counsel and the Docket Clerk (512) 463-6450) to obtain an oral hearing setting for argument on the Application and Objection, and complete and attach an "Objecting Party's Notice of Oral Hearing" to the objection.
4. 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.
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.

/s/ Christopher Fuller
Christopher Fuller

CAUSE NO. D-1-GV-08-001572

STATE OF TEXAS

v.

ESQUIRE TITLE, LLC,

§
§
§
§
§

IN THE DISTRICT COURT OF

TRAVIS COUNTY, TEXAS

261st JUDICIAL DISTRICT

**ORDER APPROVING FINAL ACCOUNTING AND
APPLICATION TO TERMINATE RECEIVERSHIP PROCEEDING AND
DISCHARGE RECEIVER AND SPECIAL DEPUTY RECEIVER
[ESQUIRE TITLE, LLC]**

On the undersigned day, the Court considered the *Final Accounting 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 Esquire Title, LLC ("Esquire"). After considering the Application, the evidence submitted, and the recommendation of the Master appointed in this proceeding (the "Master"), the Court finds as follows:

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

IT IS THEREFORE ORDERED ADJUDGED AND DECREED as follows:

1. The Application is GRANTED in all respects.

2. The SDR's Final Accounting is accepted in all respects.
3. The Commissioner of Insurance is discharged as Receiver of Esquire.
4. Cantilo & Bennett, L.L.P. is discharged as Special Deputy Receiver of Esquire.
5. The Receiver and the SDR are released from any further obligations in this proceeding, provided that they are authorized to take any actions and execute any documents as may be necessary to effectuate this Order.
6. The Texas Title Insurance Guaranty Association Claims Filing Deadline in this estate for covered escrow claims is extended to September 21, 2011.
7. The assignment of any unknown unliquidated assets to the Commissioner of Insurance is authorized.
8. The transfer of title to records as requested in the Application and the disposal of records listed in Exhibit 10 is authorized.
9. The Esquire receivership proceeding is terminated.
10. Esquire's charter is dissolved and deemed cancelled as a matter of law without further action pursuant to TEX. INS. CODE § 443.153 (e).
11. Pursuant to TEX. INS. CODE § 443.008 (f), the stay of actions against Esquire expires by operation of law upon the entry of this order.
12. 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).
13. This Order constitutes a final judgment fully resolving all issues relating to the Application, provided that this Court shall retain exclusive jurisdiction to enforce the

provisions of this Order and the rights and duties of the parties hereunder, or issue further orders pursuant to TEX. INS. CODE Chapter 443.

Signed the ____ day of _____, 2013.

PRESIDING JUDGE

**SPECIAL DEPUTY RECEIVER'S CERTIFICATION PURSUANT TO TEX. INS. CODE
§ 443.017-AFFIDAVIT OF JOSEPH WEST**

State of Texas

County of Travis

BEFORE ME, the undersigned authority appeared Joseph West, who after being by me duly sworn, stated the following under oath:

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

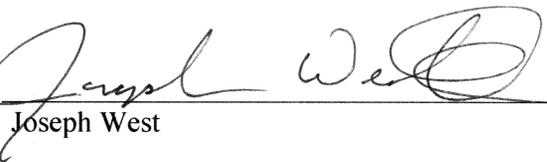
2. "I am a partner in Cantilo & Bennett, L.L.P., Special Deputy Receiver of Esquire Title, LLC (the "SDR" and "Esquire"). I am duly authorized to make this Certification and Affidavit on behalf of the SDR.

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(b), are true and correct copies of records 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 its official capacity.

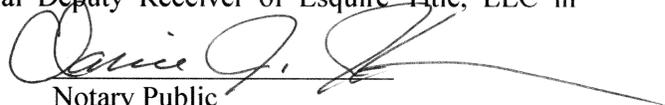
4. I further state that I have read the statements contained in the attached Application and that they are true and correct based on my personal knowledge, my review of estate records and my consultation with my staff and sub-contractors.

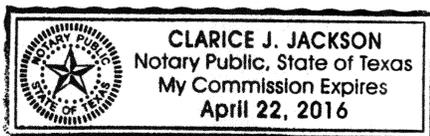
5. Further affiant sayeth not.

By:


Joseph West

SUBSCRIBED AND SWORN TO BEFORE ME on June 13, 2013, by Joseph West, on behalf of Cantilo & Bennett, L.L.P., Special Deputy Receiver of Esquire Title, LLC in receivership.


Notary Public



**Esquire Title, LLC in Receivership
R-541
Schedule of Records for Disposal
Exhibit 10**

BoxId	Contents	Disposition
IBE100215	Check stock	SHRED
IBE100216	Manuals	DESTROY
IBE100219	Forms and Manuals	DESTROY
IBE100220	Misc. voided checks, inventories, office documents	SHRED
IBE100222	Manuals	DESTROY
IBE100236	Misc. invoices	SHRED
IBE100237	Misc. mail	SHRED
IBE100239	Misc. work product	SHRED
IBE100240	Applications, Did Not Close, No Policy	SHRED
IBE100241	Escrow officer information, employee records	SHRED
IBE100242	Employee records	SHRED
IBE100243	Employee records	SHRED
IBE100244	Manuals	DESTROY
IBE100247	Check Stock	SHRED
IBE100248	Check Stock	SHRED
IBE100249	Check Stock	SHRED
IBE100250	Check Stock	SHRED
IBE100251	Msc. Loose documents, checking information	SHRED
IBE100253	Deposit slips	SHRED
IBE100264	Applications, Did Not Close, No Policy	SHRED
IBE100269	Applications, Did Not Close, No Policy	SHRED
IBE100270	Applications, Did Not Close, No Policy	SHRED
IBE100273	Applications, Did Not Close, No Policy	SHRED
IBE100275	Applications, Did Not Close, No Policy	SHRED
IBE100278	Applications, Did Not Close, No Policy	SHRED
IBE100279	Applications, Did Not Close, No Policy	SHRED
IBE100280	Applications, Did Not Close, No Policy	SHRED
IBE100281	Applications, Did Not Close, No Policy	SHRED
IBE100282	Applications, Did Not Close, No Policy	SHRED
IBE100283	Applications, Did Not Close, No Policy	SHRED
IBE100284	Applications, Did Not Close, No Policy	SHRED
IBE100287	Employee Records	SHRED
IBE100288	Vendor files	SHRED
IBE100289	Vendor files	SHRED
IBE100290	Applications, Did Not Close, No Policy	SHRED
IBE100291	Applications, Did Not Close, No Policy	SHRED
IBE100293	Accounting notebooks	SHRED
IBE100295	Work product	SHRED

BoxId	Contents	Disposition
IBE100297	Work product	SHRED
IBE100299	Voided checks	SHRED
IBE100300	Invoices	SHRED
IBE100301	Work product	SHRED
IBE100306	Books/Manuals	DESTROY
IBE100327	Work product	SHRED
IBE100329	Misc. supplies	DESTROY
IBE100330	Misc. supplies	DESTROY
IBE100331	Misc. supplies	DESTROY
IBE100332	Misc. supplies	DESTROY
IBE100333	Misc. supplies	DESTROY
IBE100334	Misc. supplies	DESTROY
IBE100335	Misc. supplies	DESTROY
IBE100336	Misc. supplies	DESTROY
IBE100337	Misc. supplies	DESTROY
IBE100338	Misc. supplies	DESTROY
IBE100339	Misc. supplies	DESTROY
IBE100340	Misc. supplies	DESTROY
IBE100341	Misc. supplies	DESTROY
IBE100342	Misc. supplies	DESTROY
IBE100343	Misc. supplies	DESTROY
IBE100344	Misc. supplies	DESTROY
IBE100345	Office Supplies	DESTROY
IBE100346	Misc. supplies	DESTROY
IBE100347	Misc. supplies	DESTROY
IBE100348	Misc. supplies	DESTROY
IBE100349	Misc. supplies	DESTROY
IBE100350	Misc. supplies	DESTROY
IBE100351	Misc. supplies	DESTROY
IBE100352	Misc. supplies	DESTROY
IBE100353	Books/Manuals	DESTROY
IBE100354	Office Supplies	DESTROY
IBE100355	Office Supplies	DESTROY
IBE100356	Office Supplies	DESTROY
IBE100357	Office Supplies	DESTROY
IBE100358	Office Supplies	DESTROY
IBE100359	Office Supplies	DESTROY
IBE100360	Office Supplies	DESTROY
IBE100361	Misc. supplies	DESTROY
IBE100362	Misc. supplies	DESTROY
IBE100363	Misc. supplies	DESTROY
IBE100364	Misc. supplies	DESTROY
IBE100365	Misc. supplies	DESTROY
IBE100366	Office Supplies	DESTROY
IBE100367	Misc. supplies	DESTROY
IBE100368	Office Supplies	DESTROY

BoxId	Contents	Disposition
IBE100369	Office Supplies	DESTROY
IBE100370	Office Supplies	DESTROY
IBE100371	Misc. supplies	DESTROY
IBE100372	Misc. supplies	DESTROY
IBE100373	Misc. supplies	DESTROY
IBE100374	Misc. supplies	DESTROY
IBE100375	Misc. supplies	DESTROY
IBE100376	Misc. supplies	DESTROY
IBE100377	Misc. supplies	DESTROY
IBE100378	Misc. supplies	DESTROY
IBE100379	Misc. supplies	DESTROY
IBE100380	Office Supplies	DESTROY
IBE100381	Misc. supplies	DESTROY
IBE100382	Misc. supplies	DESTROY
IBE100383	Misc. supplies	DESTROY
IBE100384	Misc. supplies	DESTROY
IBE100385	Misc. supplies	DESTROY
IBE100386	Misc. supplies	DESTROY
IBE100387	Misc. supplies	DESTROY
IBE100388	Misc. supplies	DESTROY
IBE100389	Misc. supplies	DESTROY
IBE100425	Applications, Did Not Close, No Policy	SHRED
IBE100428	Applications, Did Not Close, No Policy	SHRED
IBE100450	Applications, Did Not Close, No Policy	SHRED
IBE100451	Applications, Did Not Close, No Policy	SHRED
IBE100452	Applications, Did Not Close, No Policy	SHRED
IBE100454	Applications, Did Not Close, No Policy	SHRED
IBE100455	Applications, Did Not Close, No Policy	SHRED
IBE100511	Misc. Work Product	SHRED
IBE100513	Check Copies, Deposit Slips	SHRED
IBE100514	Check Copies, Deposit Slips	SHRED
IBE100516	Check Copies, Deposit Slips	SHRED
IBE100517	Misc. Apps, Work Product	SHRED
IBE100722	Misc. Work Product	SHRED

ESQUIRE TITLE, LLC
R-541
EXHIBIT 9

ASSIGNMENT

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

WHEREAS, Esquire was placed into permanent receivership under the Insurer Receivership Act, TEX. INS. CODE Chapter 443, on July 18, 2008, and CANTILO & BENNETT, L.L.P. was appointed as Special Deputy Receiver through a Notice of Designation of Special Deputy Receiver effective as of September 15, 2008;

WHEREAS, the SDR has filed its Final Report and Application to Make Final Distribution (the “Application”) which was approved by the Receivership Court on December 31, 2012;

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 had been written off the estate’s Statement of Assets;

WHEREAS, the Texas Title Insurance Guaranty Association (“TTIGA”) offered to accept the assignment of all of Esquire’s rights, title, and interest in Gemini Insurance Company, Policy Number VPPL 001461 (the “Policy”), and said assignment was approved by the Receivership Court in its order dated March 22, 2012. An assignment of Esquire’s rights, title, and interest under the Policy was executed by and between the SDR and TTIGA on or about May 18, 2012;

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 any and all remaining assets, whether known or unknown, 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. With the exception of the claims and causes of action assigned to TTIGA as described herein, 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 Assignment supersede any other contract, agreement, or understanding between them with respect to the subject matter of this Assignment.

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

By: _____
Joseph N. West, Partner
on behalf of CANTILO & BENNETT, L.L.P., solely
in its capacity as the Special Deputy Receiver
of Esquire Title, LLC

Exhibit 8
Esquire Title, LLC, in Receivership
Proof of Claims Filed with TTIGA

Claimant Name	Claim No. (ET-2008-)	Claim Amount	Denied Amount	Paid Amount
Quick-Turn Realty Investments, Inc.	0001	\$ 30,363.81		\$ 30,363.81
Brown, Fowler & Alsup	0002	\$ 170.00		\$ 170.00
Mortgage Banking 4 Investors, LLC	0003	\$ 48,524.90		\$ 48,524.90
Mark R. and Lenora D. Taylor	0004	\$ 11,426.02	\$ (3,063.06)	\$ 8,362.96
Curtis & Trocard, P.C.	0005	\$ 53,209.88	\$ (53,209.88)	
Wendy Perez and Gilberto Ortiz	0006	\$ 379.00		\$ 379.00
Re/Max Elite	0007	\$ 4,055.60	\$ (560.00)	\$ 3,495.60
Tommy Rice	0008	\$ 2,704.10	\$ (566.47)	\$ 2,137.63
Kenneth R. Backus	0009	\$ 1,000.00		\$ 1,000.00
Omni Corporate Services Inc.	0010	\$ 41,313.50	\$ (41,313.50)	
Curtis P. Abram	0011	\$ 500.00		\$ 500.00
Valerie Pukhovich	0012	\$ 5,000.00		\$ 5,000.00
Green Tree Servicing LLC	0013	\$ 10,710.03	\$ (485.01)	\$ 10,225.02
Tax Consultants, Inc. and Jimmie Ruth Johnson-Moore	0014	\$ 150,000.00	\$ (150,000.00)	
Texas Supreme Mortgage	0015	\$ 3,288.00		\$ 3,288.00
Aida Urbaneja	0016	\$ 1,000.00		\$ 1,000.00
Crosstimbers Capital, Inc.	0017	\$ 791.10		\$ 791.10
SFG REO, LLC	0018	\$ 26,689.43	\$ (4,769.52)	\$ 21,919.91
Pinnacle Realty Advisors	0019	\$ 40,000.00	\$ (40,000.00)	
Debo O Jokodola	0020	\$ 23,172.05	\$ (23,172.05)	
Michael A. Prentice	0021	\$ 1,067.00		\$ 1,067.00
David Posas	0022	\$ 500.00		\$ 500.00
Pink & Carolyn Turner	0023	\$ 500.00		\$ 500.00
Celestine Capital, LLC (d/b/a DPA Servicing)	0024	\$ 225,000.00	\$ (225,000.00)	
Bridge Investments, LP	0025	\$ 49,052.17		\$ 49,052.17
Samuel Falcone	0026	\$ 500.00		\$ 500.00
Curtis W. Regner II	0027	\$ 1,612.00		\$ 1,612.00
Benjamin C. and Patricia K. Williams	0028	\$ 1,000.00		\$ 1,000.00
DMR Mortgage	0029	\$ 1,224.00		\$ 1,224.00
Kesete Gebreslassie	0030	\$ 1,000.00		\$ 1,000.00
Kesete Gebreslassie	0031	\$ 1,000.00		\$ 1,000.00
Kesete Gebreslassie	0032	\$ 1,000.00		\$ 1,000.00
Kesete Gebreslassie	0033	\$ 1,000.00		\$ 1,000.00
Distinct Stone, Inc.	0034	\$ 1,500.00	\$ (1,500.00)	
Roddrick D. Murray	0035	\$ 900.00	\$ (900.00)	
Roddrick D. Murray	0036	\$ 900.00	\$ (900.00)	
Roddrick D. Murray	0037	\$ 900.00	\$ (900.00)	
Roddrick D. Murray	0038	\$ 990.00	\$ (70.00)	\$ 920.00
Rescue Properties--Marilyn Logan	0039	\$ 500.00		\$ 500.00
The Kalu Group, LLC	0040	\$ 1,198.10	\$ (1,198.10)	

**Esquire Title, LLC, in Receivership
Proof of Claims Filed with TTIGA**

Claimant Name	Claim No. (ET-2008-)	Claim Amount	Denied Amount	Paid Amount
Kleinwood Realty Corp.	0041	\$ 25,000.00		\$ 25,000.00
Avelo Mortgage, LLC d/b/a Senderra Funding	0042	\$ 93,325.48		\$ 93,325.48
Christalyne Broussard	0043	\$ 500.00		\$ 500.00
Nicole Condeleo	0044	\$ 2,877.03		\$ 2,877.03
Banco Popular North America	0045	\$ 49,502.44		\$ 49,502.44
Honora Murray	0046	\$ 1,000.00		\$ 1,000.00
Beverly Drake	0047	\$ 19,052.95	\$ (5,647.04)	\$ 13,405.91
Tiffany Washington	0048	\$ 500.00		\$ 500.00
Texas Wasatch Insurance Services	0049	\$ 2,525.00	\$ (2,525.00)	
Sonji Bryant	0050	\$ 500.00		\$ 500.00
Azachman Corporation	0051	\$ 34,712.00		\$ 34,712.00
Patriot Insurance Agency	0052	\$ 1,214.00	\$ (1,214.00)	
Cornerstone Mortgage Company	0053	\$ 1,868.31		\$ 1,868.31
Linda Seaton	0054	\$ 3,000.00	\$ (1,500.00)	\$ 1,500.00
Goodman Dean, Inc.	0055	\$ 1,131.75		\$ 1,131.75
Bryan Williams and Tamica Stoot-Williams	0056	\$ 500.00		\$ 500.00
Fernando G. Moreno	0057	\$ 2,247.00		\$ 2,247.00
Suzanne Anderson Properties, LLC	0058	\$ 2,151.86		\$ 2,151.86
Moses & Karla Chavez	0059	\$ 359.00	\$ (10.00)	\$ 349.00
Wells Fargo Bank, N.A., Trustee	0060	\$ 96,637.13	\$ (34,142.04)	\$ 62,495.09
My Phuong Phan	0061	\$ 544.00		\$ 800.00
Hidalgo Investments LLC	0062	\$ 525.00	\$ (25.00)	\$ 500.00
Grand Lane Group, LLC	0063	\$ 6,442.24	\$ (6,442.24)	
Bank of America, N.A.	0064	\$ 102,532.29	\$ (8,150.23)	\$ 94,382.06
Douglas Rios & Joliett T. Rios	0065	\$ 500.00		\$ 500.00
Karmaine Hall	0066	\$ 1,000.00		\$ 1,000.00
Key Financial Corporation	0067	\$ 9,724.58	\$ (9,724.58)	
Duffy & LaRoe Company, Inc.	0068	\$ 2,400.00		\$ 2,400.00
Melba & Erick Mitchell	0069	\$ 1,000.00		\$ 1,000.00
FixFunding, LLC	0070	\$ 18,896.87	\$ (15,771.05)	\$ 3,125.82
Luxor Builders, LLC	0071	\$ 5,000.00		\$ 5,000.00
Monique Saizan	0072	\$ 1,000.00		\$ 1,000.00
Jackie Reyes & Andrew Rosales	0073	\$ 1,682.00	\$ (1,393.00)	\$ 289.00
Juana Carrasco	0074	\$ 1,876.00		\$ 1,876.00
Old Republic Home Protection Co., Inc.	0075	\$ 350.00	\$ (350.00)	
Neda Izadi	0076	\$ 1,000.00		\$ 1,000.00
Justiss & Justiss, Inc.	0077	\$ 3,000.00		\$ 3,000.00
Pearl Ivory	0078	\$ 4,937.42	\$ (4,937.42)	
Kenith W. Booker II	0079	\$ 25,000.00	\$ (25,000.00)	

**Esquire Title, LLC, in Receivership
Proof of Claims Filed with TTIGA**

Claimant Name	Claim No. (ET-2008-)	Claim Amount	Denied Amount	Paid Amount
Gulf Coast Concrete, LLC	0080	\$ 12,639.20	\$ (12,639.20)	
Tetra Surveys	0081	\$ 378.88	\$ (378.88)	
Demitrius & Kimberly Phenix	0082	\$ 1,737.48	\$ (421.14)	\$ 1,316.34
Kendrick & Marcherie Avant	0083	\$ 300,000.00	\$ (300,000.00)	
Latonya Scott	0084	\$ 2,500.00		\$ 2,500.00
Taha Development, LLC	0085	\$ 10,000.00		\$ 10,000.00
PrimeLending	0086	\$ 141,882.34	\$ (141,882.34)	
Brendon D. Friedman	0087	\$ 120,745.54		\$ 120,745.54
Douglas E. & Cynthia L. Knapp	0088	\$ 80,000.00	\$ (80,000.00)	
Randy Pineda	0089	\$ 95,000.00	\$ (95,000.00)	
MERS	0090	\$ 68,323.00	\$ (5,887.14)	\$ 62,435.86
Dove Realty Company	0091	\$ 3,000.00	\$ (3,000.00)	
Farmers Insurance	0092	\$ 1,277.00	\$ (1,277.00)	
Bank of America, N.A.	0093	\$ 165,523.42	\$ (48,032.03)	\$ 117,491.39
Travis at Knox, L.P.	0094	\$ 500,000.00	\$ (500,000.00)	
J.R. Parker & Associates	0095	\$ 425.00	\$ (425.00)	
J.R. Parker & Associates	0096	\$ 125.00	\$ (125.00)	
J.R. Parker & Associates	0097	\$ 425.00	\$ (425.00)	
Southern Title Insurance Corp.	0098	\$ 24,706.42	\$ (24,706.42)	
Gloria D. Brown	0099	\$ -	\$ -	
Chynethia F. Gragg	0100	\$ -	\$ -	
Grace Law Firm	0101	\$ 798.03	\$ (798.03)	
Grace Law Firm	0102	\$ 458.55	\$ (458.55)	
Grace Law Firm	0103	\$ 335.52	\$ (335.52)	
Grace Law Firm	0104	\$ 356.53	\$ (356.53)	
Grace Law Firm	0105	\$ 817.17	\$ (817.17)	
Grace Law Firm	0106	\$ 630.19	\$ (630.19)	
Bright Horizons, Inc.	0107	\$ 1,120.00		\$ 1,120.00
Navy Federal Credit Union	0108	\$ 103,385.43		\$ 103,385.43
Newbridge Investments, LLC d/b/a Newbridge Home Loans	0109	\$ 2,797.00		\$ 2,797.00
Pinnacle Realty Advisors	0110	\$ 3,353.48	\$ (298.48)	\$ 3,055.00
Realty Associates	0111	\$ 1,797.00		\$ 1,797.00
Harmon Law Firm, P.C.	0112	\$ 250.00		\$ 250.00
Cynthia Bennett-Battle	0113	\$ 500.00		\$ 500.00
Cynthia Bennett-Battle	0114	\$ 500.00		\$ 500.00
Cynthia Bennett-Battle	0115	\$ 500.00		\$ 500.00
Cynthia Bennett-Battle	0116	\$ 500.00		\$ 500.00
Cynthia Bennett-Battle	0117	\$ 500.00		\$ 500.00
Cynthia Bennett-Battle	0118	\$ 500.00		\$ 500.00
Cynthia Bennett-Battle	0119	\$ 500.00		\$ 500.00
Cynthia Bennett-Battle	0120	\$ 500.00		\$ 500.00

**Esquire Title, LLC, in Receivership
Proof of Claims Filed with TTIGA**

Claimant Name	Claim No. (ET-2008-)	Claim Amount	Denied Amount	Paid Amount
Curtis & Trocard, P.C.	0121	\$ 53,209.88		\$ 53,209.88
BAC Home Loans Servicing, LP	0122	\$ 135,885.66		\$ 135,885.66
J.P. Morgan Chase Bank, N.A.	0123	\$ 91,570.55	\$ 0.01	\$ 91,570.56
J.P. Morgan Chase Bank, N.A.	0124	\$ 354,679.81	\$ (34,740.95)	\$ 319,938.86
Guadalupe Maldonado, Jr.	0125	\$ 957.00	\$ (35.00)	\$ 922.00
Everett Anderson	0126	\$ 2,521.12		\$ 2,521.12
Quick-Turn Realty Investments, Inc.	0127	\$ 642.00		\$ 642.00
Cedric Anderson	0128	\$ 420.19		\$ 420.19
BAC Home Loans Servicing, LP	0129	\$ 69,887.00	\$ (4,664.73)	\$ 65,222.27
Southern Title Insurance Corp.	0130	\$ 1,393.59	\$ (1,393.59)	
Khanh-Linh Tran & Brian Pyron	0131	\$ 1,300.00		\$ 1,300.00
Jamal Nikmard	0132	\$ -		
Khanh-Linh Tran Pyron	0133	\$ -		
Ocwen Loan Servicing	0134	\$ 138,825.91	\$ (28,523.82)	\$ 110,302.09
Real Time Resolutions, Inc.	0135	\$ 37,734.45	\$ (9,292.82)	\$ 28,441.63
		\$ 3,809,469.38	\$ (1,960,983.71)	\$ 1,848,741.67

**Esquire Title, LLC, in Receivership
Proof of Claims Filed with TTIGA**

Claimant Name	Claim No. (ET-2008-)	Claim Amount	Denied Amount	Paid Amount
Quick-Turn Realty Investments, Inc.	0001	\$ 30,363.81		\$ 30,363.81
Brown, Fowler & Alsup	0002	\$ 170.00		\$ 170.00
Mortgage Banking 4 Investors, LLC	0003	\$ 48,524.90		\$ 48,524.90
Mark R. and Lenora D. Taylor	0004	\$ 11,426.02	\$ (3,063.06)	\$ 8,362.96
Curtis & Trocard, P.C.	0005	\$ 53,209.88	\$ (53,209.88)	
Wendy Perez and Gilberto Ortiz	0006	\$ 379.00		\$ 379.00
Re/Max Elite	0007	\$ 4,055.60	\$ (560.00)	\$ 3,495.60
Tommy Rice	0008	\$ 2,704.10	\$ (566.47)	\$ 2,137.63
Kenneth R. Backus	0009	\$ 1,000.00		\$ 1,000.00
Omni Corporate Services Inc.	0010	\$ 41,313.50	\$ (41,313.50)	
Curtis P. Abram	0011	\$ 500.00		\$ 500.00
Valerie Pukhovich	0012	\$ 5,000.00		\$ 5,000.00
Green Tree Servicing LLC	0013	\$ 10,710.03	\$ (485.01)	\$ 10,225.02
Tax Consultants, Inc. and Jimmie Ruth Johnson-Moore	0014	\$ 150,000.00	\$ (150,000.00)	
Texas Supreme Mortgage	0015	\$ 3,288.00		\$ 3,288.00
Aida Urbaneja	0016	\$ 1,000.00		\$ 1,000.00
Crosstimbers Capital, Inc.	0017	\$ 791.10		\$ 791.10
SFG REO, LLC	0018	\$ 26,689.43	\$ (4,769.52)	\$ 21,919.91
Pinnacle Realty Advisors	0019	\$ 40,000.00	\$ (40,000.00)	
Debo O Jokodola	0020	\$ 23,172.05	\$ (23,172.05)	
Michael A. Prentice	0021	\$ 1,067.00		\$ 1,067.00
David Posas	0022	\$ 500.00		\$ 500.00
Pink & Carolyn Turner	0023	\$ 500.00		\$ 500.00
Celestine Capital, LLC (d/b/a DPA Servicing)	0024	\$ 225,000.00	\$ (225,000.00)	
Bridge Investments, LP	0025	\$ 49,052.17		\$ 49,052.17
Samuel Falcone	0026	\$ 500.00		\$ 500.00
Curtis W. Regner II	0027	\$ 1,612.00		\$ 1,612.00
Benjamin C. and Patricia K. Williams	0028	\$ 1,000.00		\$ 1,000.00
DMR Mortgage	0029	\$ 1,224.00		\$ 1,224.00
Kesete Gebreslassie	0030	\$ 1,000.00		\$ 1,000.00
Kesete Gebreslassie	0031	\$ 1,000.00		\$ 1,000.00
Kesete Gebreslassie	0032	\$ 1,000.00		\$ 1,000.00
Kesete Gebreslassie	0033	\$ 1,000.00		\$ 1,000.00
Distinct Stone, Inc.	0034	\$ 1,500.00	\$ (1,500.00)	
Roddrick D. Murray	0035	\$ 900.00	\$ (900.00)	
Roddrick D. Murray	0036	\$ 900.00	\$ (900.00)	
Roddrick D. Murray	0037	\$ 900.00	\$ (900.00)	
Roddrick D. Murray	0038	\$ 990.00	\$ (70.00)	\$ 920.00
Rescue Properties--Marilyn Logan	0039	\$ 500.00		\$ 500.00
The Kalu Group, LLC	0040	\$ 1,198.10	\$ (1,198.10)	

**Esquire Title, LLC, in Receivership
Proof of Claims Filed with TTIGA**

Claimant Name	Claim No. (ET-2008-)	Claim Amount	Denied Amount	Paid Amount
Kleinwood Realty Corp.	0041	\$ 25,000.00		\$ 25,000.00
Avelo Mortgage, LLC d/b/a Senderra Funding	0042	\$ 93,325.48		\$ 93,325.48
Christalyne Broussard	0043	\$ 500.00		\$ 500.00
Nicole Condeleo	0044	\$ 2,877.03		\$ 2,877.03
Banco Popular North America	0045	\$ 49,502.44		\$ 49,502.44
Honora Murray	0046	\$ 1,000.00		\$ 1,000.00
Beverly Drake	0047	\$ 19,052.95	\$ (5,647.04)	\$ 13,405.91
Tiffany Washington	0048	\$ 500.00		\$ 500.00
Texas Wasatch Insurance Services	0049	\$ 2,525.00	\$ (2,525.00)	
Sonji Bryant	0050	\$ 500.00		\$ 500.00
Azachman Corporation	0051	\$ 34,712.00		\$ 34,712.00
Patriot Insurance Agency	0052	\$ 1,214.00	\$ (1,214.00)	
Cornerstone Mortgage Company	0053	\$ 1,868.31		\$ 1,868.31
Linda Seaton	0054	\$ 3,000.00	\$ (1,500.00)	\$ 1,500.00
Goodman Dean, Inc.	0055	\$ 1,131.75		\$ 1,131.75
Bryan Williams and Tamica Stoot-Williams	0056	\$ 500.00		\$ 500.00
Fernando G. Moreno	0057	\$ 2,247.00		\$ 2,247.00
Suzanne Anderson Properties, LLC	0058	\$ 2,151.86		\$ 2,151.86
Moses & Karla Chavez	0059	\$ 359.00	\$ (10.00)	\$ 349.00
Wells Fargo Bank, N.A., Trustee	0060	\$ 96,637.13	\$ (34,142.04)	\$ 62,495.09
My Phuong Phan	0061	\$ 544.00		\$ 800.00
Hidalgo Investments LLC	0062	\$ 525.00	\$ (25.00)	\$ 500.00
Grand Lane Group, LLC	0063	\$ 6,442.24	\$ (6,442.24)	
Bank of America, N.A.	0064	\$ 102,532.29	\$ (8,150.23)	\$ 94,382.06
Douglas Rios & Joliett T. Rios	0065	\$ 500.00		\$ 500.00
Karmaine Hall	0066	\$ 1,000.00		\$ 1,000.00
Key Financial Corporation	0067	\$ 9,724.58	\$ (9,724.58)	
Duffy & LaRoe Company, Inc.	0068	\$ 2,400.00		\$ 2,400.00
Melba & Erick Mitchell	0069	\$ 1,000.00		\$ 1,000.00
FixFunding, LLC	0070	\$ 18,896.87	\$ (15,771.05)	\$ 3,125.82
Luxor Builders, LLC	0071	\$ 5,000.00		\$ 5,000.00
Monique Saizan	0072	\$ 1,000.00		\$ 1,000.00
Jackie Reyes & Andrew Rosales	0073	\$ 1,682.00	\$ (1,393.00)	\$ 289.00
Juana Carrasco	0074	\$ 1,876.00		\$ 1,876.00
Old Republic Home Protection Co., Inc.	0075	\$ 350.00	\$ (350.00)	
Neda Izadi	0076	\$ 1,000.00		\$ 1,000.00
Justiss & Justiss, Inc.	0077	\$ 3,000.00		\$ 3,000.00
Pearl Ivory	0078	\$ 4,937.42	\$ (4,937.42)	
Kenith W. Booker II	0079	\$ 25,000.00	\$ (25,000.00)	

**Esquire Title, LLC, in Receivership
Proof of Claims Filed with TTIGA**

Claimant Name	Claim No. (ET-2008-)	Claim Amount	Denied Amount	Paid Amount
Gulf Coast Concrete, LLC	0080	\$ 12,639.20	\$ (12,639.20)	
Tetra Surveys	0081	\$ 378.88	\$ (378.88)	
Demitrius & Kimberly Phenix	0082	\$ 1,737.48	\$ (421.14)	\$ 1,316.34
Kendrick & Marcherie Avant	0083	\$ 300,000.00	\$ (300,000.00)	
Latonya Scott	0084	\$ 2,500.00		\$ 2,500.00
Taha Development, LLC	0085	\$ 10,000.00		\$ 10,000.00
PrimeLending	0086	\$ 141,882.34	\$ (141,882.34)	
Brendon D. Friedman	0087	\$ 120,745.54		\$ 120,745.54
Douglas E. & Cynthia L. Knapp	0088	\$ 80,000.00	\$ (80,000.00)	
Randy Pineda	0089	\$ 95,000.00	\$ (95,000.00)	
MERS	0090	\$ 68,323.00	\$ (5,887.14)	\$ 62,435.86
Dove Realty Company	0091	\$ 3,000.00	\$ (3,000.00)	
Farmers Insurance	0092	\$ 1,277.00	\$ (1,277.00)	
Bank of America, N.A.	0093	\$ 165,523.42	\$ (48,032.03)	\$ 117,491.39
Travis at Knox, L.P.	0094	\$ 500,000.00	\$ (500,000.00)	
J.R. Parker & Associates	0095	\$ 425.00	\$ (425.00)	
J.R. Parker & Associates	0096	\$ 125.00	\$ (125.00)	
J.R. Parker & Associates	0097	\$ 425.00	\$ (425.00)	
Southern Title Insurance Corp.	0098	\$ 24,706.42	\$ (24,706.42)	
Gloria D. Brown	0099	\$ -	\$ -	
Chynethia F. Gragg	0100	\$ -	\$ -	
Grace Law Firm	0101	\$ 798.03	\$ (798.03)	
Grace Law Firm	0102	\$ 458.55	\$ (458.55)	
Grace Law Firm	0103	\$ 335.52	\$ (335.52)	
Grace Law Firm	0104	\$ 356.53	\$ (356.53)	
Grace Law Firm	0105	\$ 817.17	\$ (817.17)	
Grace Law Firm	0106	\$ 630.19	\$ (630.19)	
Bright Horizons, Inc.	0107	\$ 1,120.00		\$ 1,120.00
Navy Federal Credit Union	0108	\$ 103,385.43		\$ 103,385.43
Newbridge Investments, LLC d/b/a Newbridge Home Loans	0109	\$ 2,797.00		\$ 2,797.00
Pinnacle Realty Advisors	0110	\$ 3,353.48	\$ (298.48)	\$ 3,055.00
Realty Associates	0111	\$ 1,797.00		\$ 1,797.00
Harmon Law Firm, P.C.	0112	\$ 250.00		\$ 250.00
Cynthia Bennett-Battle	0113	\$ 500.00		\$ 500.00
Cynthia Bennett-Battle	0114	\$ 500.00		\$ 500.00
Cynthia Bennett-Battle	0115	\$ 500.00		\$ 500.00
Cynthia Bennett-Battle	0116	\$ 500.00		\$ 500.00
Cynthia Bennett-Battle	0117	\$ 500.00		\$ 500.00
Cynthia Bennett-Battle	0118	\$ 500.00		\$ 500.00
Cynthia Bennett-Battle	0119	\$ 500.00		\$ 500.00
Cynthia Bennett-Battle	0120	\$ 500.00		\$ 500.00

**Esquire Title, LLC, in Receivership
Proof of Claims Filed with TTIGA**

Claimant Name	Claim No. (ET-2008-)	Claim Amount	Denied Amount	Paid Amount
Curtis & Trocard, P.C.	0121	\$ 53,209.88		\$ 53,209.88
BAC Home Loans Servicing, LP	0122	\$ 135,885.66		\$ 135,885.66
J.P. Morgan Chase Bank, N.A.	0123	\$ 91,570.55	\$ 0.01	\$ 91,570.56
J.P. Morgan Chase Bank, N.A.	0124	\$ 354,679.81	\$ (34,740.95)	\$ 319,938.86
Guadalupe Maldonado, Jr.	0125	\$ 957.00	\$ (35.00)	\$ 922.00
Everett Anderson	0126	\$ 2,521.12		\$ 2,521.12
Quick-Turn Realty Investments, Inc.	0127	\$ 642.00		\$ 642.00
Cedric Anderson	0128	\$ 420.19		\$ 420.19
BAC Home Loans Servicing, LP	0129	\$ 69,887.00	\$ (4,664.73)	\$ 65,222.27
Southern Title Insurance Corp.	0130	\$ 1,393.59	\$ (1,393.59)	
Khanh-Linh Tran & Brian Pyron	0131	\$ 1,300.00		\$ 1,300.00
Jamal Nikmard	0132	\$ -		
Khanh-Linh Tran Pyron	0133	\$ -		
Ocwen Loan Servicing	0134	\$ 138,825.91	\$ (28,523.82)	\$ 110,302.09
Real Time Resolutions, Inc.	0135	\$ 37,734.45	\$ (9,292.82)	\$ 28,441.63
		\$ 3,809,469.38	\$ (1,960,983.71)	\$ 1,848,741.67

**Esquire Title, LLC, in Receivership
R-541
Statement of Expenses**

For Period December 1, 2012 to Closing

Exhibit 7

		Hours		Actual	Actual	Actual	Actual	Actual	May	Total
		Billed	Rate	Dec	January	February	March	April	Budget	December to Close
SDR										
Use these columns for Quarterly Rep										
Cantilo & Bennett, LLP										
Partner/Attorney/	J N West	1.50	150.00	2,085.00	1,545.00	225.00	0.00	210.00	617.79	4,682.79
Partner/Attorney/	S Salch			45.00	45.00					90.00
Receivership Specialist/	I Samaniego		90.00	45.00	45.00					90.00
Expenses				44.99	62.28	29.48		0.46		137.21
Total SDR Billing				2,219.99	1,697.28	254.48	0.00	210.46	617.79	5,000.00
SDR Subcontractors - Legal										
Jo Ann Howard & Associates, P.C.										
Senior Legal Specialist	C Fuller		200.00				0.00	0.00	1,400.00	1,400.00
Expenses										0.00
Total Billing				0.00			0.00	0.00	1,400.00	1,400.00
Total Legal Subcontractors				0.00	0.00	0.00	0.00	0.00	1,400.00	1,400.00
SDR Subcontractors - Other										
Petrosewicz & Company, Inc.										
Accountant-Principal/	T Petrosewicz	0.60	150.00	195.00	930.00	90.00	0.00	0.00	1,500.00	2,715.00
Accountant/	V Maxwell	1.10	90.00	405.00	1,179.00	99.00	306.00	198.00	660.00	2,847.00
Expenses				5.50	16.90	3.42	2.62	2.22	7.34	38.00
Total Billing				605.50	2,125.90	192.42	308.62	200.22	2,167.34	5,600.00
EMKAY Associates										
s&o Claims Manager/	M Kirkpatrick	0.40	85.00	25.50	34.00					59.50
Claims Representative	B Murray	8.90	75.00	2,857.50	667.50	120.00	0.00	278.50		3,923.50
Expenses				0.00						0.00
Total Other SDR Subcontractors				3,488.50	2,827.40	192.42	428.62	200.22	2,445.84	9,583.00
Receivership Service Providers										
Safesite, Inc.-Offsite Storage (Austin)				75.00	75.00	79.50	75.00	65.00	65.00	434.50
TSL Records Storage									93.00	93.00
Operating Account				0.00						0.00
Texas Treasury				0.00						0.00
Total Other				75.00	75.00	79.50	75.00	65.00	158.00	527.50
Liquidation Oversight Allocation										
RLO Allocation				257.67			0.00		22,379.33	22,637.00
Special Master's Fees				0.00						0.00
Total RLO & SM Expense				257.67	0.00	0.00	0.00	0.00	22,379.33	22,637.00
Total Expenses				6,041.16	4,599.68	526.40	503.62	475.68	27,000.96	39,147.50

Exhibit 6

Esquire Final Report of Claims

POC #	Date	Postmarked	CLAIMANT	POC Amt
ESQ 001	4/24/2009	4/20/2009	Douglas E & Cynthia L. Knapp	\$80,000.00
ESQ 002	4/24/2009	4/16/2009	William J. Barnett	\$314.00
ESQ 003	4/27/2009	4/14/2009	Neda Izadi	\$1,000.00
ESQ 004	4/27/2009	4/15/2009	SFG REO LLC	\$26,689.43
ESQ 005	4/27/2009		Azachman Corporation	\$100,000.00
ESQ 006	4/27/2009	4/23/2009	Cynthia Bennett-Battle	\$4,000.00
ESQ 007	4/27/2009	4/22/2009	Wendy Perez	\$379.00
ESQ 008	4/27/2009		FixFunding, LLC	\$18,896.87
ESQ 009	4/30/2009		Tina Lawanson	\$1,000.00
ESQ 010	5/1/2009		Quick-Turn Realty Investments	\$3,433.27
ESQ 011	5/4/2009	4/30/2009	Everett Anderson	\$2,521.12
ESQ 012	5/7/2009	5/5/2009	Wells Fargo Bank, National Association as Trustee under Policy and Servicing Agreement dates as of February 1, 2003 Merrill Lynch Certificates, Series 2003-WMC1 by Barclays Capital Real Estate, Inc d/b/a/ HomEq Servicing, Its Attorney in Fact	\$96,637.13
ESQ 013	5/7/2009	5/5/2009	Debo O. Jokodola	\$22,672.05
ESQ 014	5/7/2009	5/6/2009	Houston Area Courier	\$3,552.31
ESQ 015	5/8/2009	5/7/2009	Banco Popular North America	\$59,900.00
ESQ 016	5/8/2009	5/6/2009	Celestine Capital, LLC (d/b/a DPA Servicing)	\$225,000.00
ESQ 017	5/11/2009	5/8/2009	Lawyers Title Insurance Corporation	\$525,000.00
ESQ 018	5/11/2009	5/6/2009	Loretta E. Burns	
ESQ 019	5/11/2009	5/9/2009	Ojay M. Grace (Grace Law Firm)	\$3,060.47
ESQ 020	5/11/2009	5/9/2009	Karmaine Hall	\$1,000.00
ESQ 021	5/11/2009	5/8/2009	Michelle Y. Miller	\$50,000.00
ESQ 022	5/11/2009	5/8/2009	Cascenia Ann Anderson	\$450.00
ESQ 023	5/11/2009	9/1/511	SLK Global BPO Services Prt. Ltd.	\$11,000.00
ESQ 024	4/30/2009	4/28/2009	Honora Murray	\$1,000.00
ESQ 025	5/11/2009	5/7/2009	Southern Title Insurance Corp.	\$24,706.42
ESQ 026	5/11/2009	5/8/2009	Travis at Knox, L.P.	\$525,000.00
ESQ 027	5/11/2009	5/7/2009	Carlet I. Pax	\$500.00
ESQ 028	5/11/2009	5/8/2009	Texas Title Insurance Guaranty Association	\$1,499,282.71

POC #	Date	Postmarked	CLAIMANT	POC Amt
ESQ 029	5/11/2009	5/8/2009	Southern Title Insurance Corp.	\$104,314.87
ESQ 030	5/11/2009	5/8/2009	Southern Title Insurance Corp.	\$500,000.00
ESQ 031	5/11/2009	5/8/2009	Southern Title Insurance Corp.	\$58,772.99
ESQ 032	5/11/2009	5/8/2009	Southern Title Insurance Corp.	\$101,436.30
ESQ 033	5/11/2009		Castle Rock Communities LP	\$126,984.00
ESQ 034	5/11/2009	5/11/2009	Monique Saizan	\$1,000.00
ESQ 035	5/19/2009		Hidalgo Invenstment LLC	
ESQ 036	7/18/2009	7/13/2009	Bryan Williams	\$500.00
				\$4,180,002.94

**Esquire Title, LLC, in Receivership
R-541
Schedule of Escrow Funds**

As of Date of Receivership

Frost Escrow	1,093
Wallis State Bank	933,913
Wallis State Bank	<u>4,982</u>
Total Escrow	<u><u>939,988</u></u>

Exhibit 5

**ESQUIRE TITLE IN LIQUIDATION R541
DISPOSITION OF ASSETS SCHEDULE
For the Period 8/31/2008 to Closing
Exhibit 4**

ASSET DESCRIPTION	ASSET BALANCE	NEW	SOURCE OF	ASSET	SOURCE OF	DATE OF	AMOUNT OF	REASON FOR	DATE OF	ASSET BALANCE
	8-31-08	ASSETS	NEW ASSETS	RECOVERY	RECOVERY	RECOVERY	WRITE OFF	WRITE OFF	WRITE OFF	AS OF CLOSING
CASH										
Beginning Cash	170			750	Sale of furniture	12/31/08				
		637,950	Abandoned Property Fund	337	Sale of furniture	04/30/09				
				858	Sale of furniture	07/31/09				
		(910,023)	Operational Expenses	50,000	Southern Title Settlement	04/02/10				
		214	Interest Income	72	Cont. Casualty Refund	11/09/09				
				2,795	Personal Property Tax Refunds	04/24/09				
				60,000	Cap Indemnity Bond	Various				
				150,922	TTIGA Shared Costs	Various				
				5,766	Release of restricted funds- Frost Escrow	3/29/2012 and 4/9/12				
				178	Miscellaneous Receipt-Reimb Boxes	09/15/08				
				11	Miscellaneous Receipt-Sale of Property	07/28/09				
Subtotal	170	(271,859)		271,689			0			0
INVESTMENTS										
Subtotal	0	0		0			0			0
REINSURANCE										
Subtotal	0	0		0			0			0
RECEIVABLES										
Subtotal	0	0		0			0			0
OTHER ASSETS										

**ESQUIRE TITLE IN LIQUIDATION R541
DISPOSITION OF ASSETS SCHEDULE
For the Period 8/31/2008 to Closing
Exhibit 4**

ASSET DESCRIPTION	ASSET BALANCE	NEW	SOURCE OF	ASSET	SOURCE OF	DATE OF	AMOUNT OF	REASON FOR	DATE OF	ASSET BALANCE
	8-31-08	ASSETS	NEW ASSETS	RECOVERY	RECOVERY	RECOVERY	WRITE OFF	WRITE OFF	WRITE OFF	AS OF CLOSING
Furniture, Fixtures & Equipment	2,000			750 337 858	Sale of furniture Sale of furniture Sale of furniture	12/31/08 04/30/09 07/31/09				
							55	Write off furniture	07/31/09	
Subtotal	2,000	0		1,945			55			0
RESTRICTED ASSETS										
Beginning Balance	933,913		Wallis St Bank Escrow				933,913	Transfer to TTIGA Bank Fees-Wallis St Bank Escrow Acct	10/15/08	
	4,982		Wallis St Bank Escrow				159	Bank Fees-Frost Escrow Acct	Various	
	1,093		Frost Bank Escrow				150	Transfer to Non-Restricted	Various 3/29/2012 and 4/9/2012	
Subtotal	939,988	0		0			939,988			0
TOTAL	942,158	(271,859)		269,744			940,043			0

R-541	Esquire Title, LLC, in Receivership	
	Inventory of Know Assets as of Inception	
		Initial Balance
Assets	Cash Unrestricted	
Cash		
	Cash At Inception	170
	Total Unrestricted Cash	<u>170</u>
	Receivables	
	Total Receivables	0
	Other Assets	
	FF&E	2,000
	Total FF&E	<u>2,000</u>
	Restricted	
Escrow Accounts		
	Frost Escrow	1,093
	Wallis State Bank	933,913
	Wallis State Bank	<u>4,982</u>
	Total Escrow	<u>939,988</u>
Total Assets		<u><u>942,158</u></u>

Exhibit 3

R-541

**Esquire Title, LLC, in Receivership
Sources & Uses of Cash**

Inception to Date through Closing

Income		
	Settlements	60,000
	Other Receivable Receipts	209,744
	Proceeds from Sale of Real or Personal Property	1,945
	Interest	214
	Total Cash Receipts	271,903
Expenses		
	Special Deputy Receiver Fees & Expenses	(598,755)
	Legal Fees & Expenses	(63,815)
	General Administrative Expenses	(150,634)
	Accounting & Consulting Fees & Expenses	(73,455)
	Other Claims Expense	(23,364)
	Total Expenses	(910,023)
	Net Decrease in Cash	(638,120)
	Beginning Cash	170
	APF Loan	637,950
	O/S Accounts Payable	0
	Net of Operations	(638,120)
	Cash at End of Period	0

Exhibit 2

R-541

**Esquire Title, LLC, in Receivership
Statement of Net Liabilities**

**For Period Ending
05/31/13**

Line		Class	05/31/13
1	Secured or Trust Claims	1	0
	APF Loan	1	637,950
2	Special Deposit Claims	1	
Administrative			
3	Administrative Claims - State/Receiver		
	Special Deputy Receiver, Subcontractors Fees & Expenses	1	
	Liquidation Oversight & Special Master's Fees	1	
	Other Unsecured Loans	1	
4	Administrative Claims - Guaranty Assns	1	
	Claims Paid		556,780
	Reserves		29,200
5	LAE - Guaranty Assns	1	
	Claims Paid		
	Reserves		
Loss Claims			
6	Loss Claims - Guaranty Assns	2	
	Loss Claims Paid		913,303
	Reserves		0
7	Loss Claims - Other	2	
	Loss Claims Paid		
	Reserves		
8	LAE - Other	2	
9	Unearned & Advance Premium Claims (Non Assessable Policies) - GA	2	
10	Unearned & Advance Premium Claims (Non Assessable Policies) - Other	2	
18	Unearned Premium Claims (Assessable Policies) - GA	2	
Other Creditors			
11	Federal Government Claims	3	
12	Employee Claims	4	
13	General Unsecured Creditor Claims (Other than Reinsurance Related)	5	3,443
14	Ceded Reinsurance Related Unsecured Claims	5	
14.1	Assumed Reinsurance Related Unsecured Claims	5	
15	State & Local Government Claims		
	State & Local Governments/Attorneys	6	
	State & Local Governments - Penalties	7	
16	Late Filed Claims - Unexcused	8	
17	Surplus Notes	9	
19	Unearned Premium Claims (Assessable Policies) - Other	9	
20	Shareholder Claims	11	
21	Other Liabilities		
	Interest	10	
	Other		
22	Total Liabilities		2,140,676
23	Total Equity/(Deficit) Excess (Deficiency) of Assets over Liabilities		(2,140,676)
	Total Liabilities & Equity		0

Exhibit 1B

R-541

**Esquire Title, LLC, in Receivership
Statement of Net Assets**

**For the Period Ending
05/31/13**

Line		05/31/13
Cash		
1	Cash	
	Cash - Unrestricted	0
	APF Funds	0
Investments		
2	Short-Term Investments	
3	Bonds, Preferred Stocks & Common Stocks	
4	Investments in Subsidiaries, Controlled or Affiliated Entities	
5	Mortgage Loans	
6	Real Estate	
7	Policy Loans	
8	Other Invested Assets	
Reinsurance		
9.1	Reinsurance Recoverables on Paid Losses & LAE	
9.1A	Allowance for Reinsurance on Paid Losses & LAE	
9.2	Reinsurance Recoverables on Unpaid Losses & LAE	
9.2A	Allowance for Reinsurance on Unpaid Losses & LAE	
9.3	Reinsurance Recoverables on UEP & Contingent Commissions	
Receivables		
10	Salvage & Subrogation Recoveries	
11	Premiums Due & Accrued from Agents & Policyholders	
12	Receivable from Parents, Subsidiaries & Affiliates	
13	Accrued Investment Income	
14	Receivable from Guaranty Associations - Early Access Payments	
Other Assets		
15.1	FF&E	
15.2	Prepaid Expenses	
16	Other Assets	
Restricted Assets		
17.1	Restricted - Statutory Deposits	
17.2	Restricted - Funds held by or deposited with Reinsured Companies	
17.3	Restricted - Separate Accounts & Protected Cell Accounts	
17.4	Restricted - Other	0
18	Total Unrestricted Assets	0
19	Total Restricted Assets	0
19A	Net Assets not Categorized	
20	Total Assets	0

Exhibit 1A