

CAUSE NO. D-1-GN-16-000360

THE STATE OF TEXAS, <i>Plaintiff,</i>	§	IN THE DISTRICT COURT OF
	§	
v.	§	TRAVIS COUNTY, TEXAS
	§	
MILLENNIUM CLOSING SERVICES, LLC D/B/A MILLENNIUM TITLE, <i>Defendant.</i>	§	53 <sup>rd</sup> JUDICIAL DISTRICT

**APPLICATION TO MAKE FINAL DISTRIBUTION  
AND DESTROY RECORDS**

TO THE HONORABLE JUDGE OF THIS COURT

CANTILO & BENNETT, L.L.P., solely in its capacity as the Special Deputy Receiver of Millennium Closing Services, L.L.C. d/b/a Millennium Title (the “SDR” and “Millennium Title,” respectively), files this *Application to Make Final Distribution and Destroy Records* (the “Application”).

**I. INTRODUCTION**

1.1 The SDR has completed all claims processing and asset collection activities in this proceeding. The SDR submits its final report and requests this Court to authorize it to make a final distribution of the receivership’s assets and destroy or transfer any remaining records of Millennium Title. Following the completion of the final distribution, the destruction and/or transfer of records, and the filing of the final tax return and issuance of any required tax documents, the SDR will submit an application to dissolve the charter of Millennium Title, discharge the Receiver and the SDR, and terminate this proceeding.

**II. AUTHORITY**

2.1 The SDR is authorized to file this Application pursuant to §§ 443.302 and 443.354

of the Texas Insurance Code.<sup>1</sup> Under § 443.154(a), the SDR has all of the Receiver's powers, except as limited by the Receiver.

2.2 The subject matter of this Application is referred to the Special Master appointed in this proceeding in accordance with the *Order of Reference to Master* entered on March 1, 2016.

### **III. BACKGROUND**

#### **A. Company History**

3.1 Millennium Title was a title insurance agent as defined in § 2501.003(13). It was an agent for title insurance policies on behalf of title insurance companies and handled closings of real estate transactions as defined in § 2501.006(a). Its duties incident to closing transactions included accepting earnest money, filing documentation of ownership conveyance with proper authorities, prorating current taxes between the buyer and seller, and disbursing escrow funds. The company was licensed on March 17, 2015, and operated from late May 2015 until its receivership in late January 2016.

#### **B. Initiation of Receivership Proceeding and Appointment of Receiver**

3.2 On January 25, 2016, the Court entered its *Order Appointing Liquidator and Permanent Injunction* (the "Liquidation Order") placing Millennium Title in liquidation and appointing the Texas Commissioner of Insurance (the "Commissioner") as Liquidator of Millennium Title. Commissioner Cassie Brown currently serves as Liquidator of Millennium Title. All of her predecessors have been discharged.

#### **C. Appointment of Special Deputy Receiver**

3.3 The Liquidator designated CANTILO & BENNETT, L.L.P. as SDR of Millennium Title on January 26, 2016.

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<sup>1</sup> All statutory references herein are to the Texas Insurance Code, unless otherwise indicated.

**D. Referral to Master**

3.4 On March 1, 2016, the Court issued its *Order of Reference to Master* appointing Tom Collins as Special Master in this proceeding.

**E. Guaranty Association Coverage**

3.5 On January 25, 2016, the Commissioner entered an order designating Millennium Title as an “impaired insurer” under § 2602.003 to require the Texas Title Insurance Guaranty Association (“TTIGA”) to pay covered claims. Millennium Title was not licensed in any other state, and the Liquidation Order did not trigger any other states’ guaranty associations to pay claims in accordance with their governing statutes.

**IV. FINANCIAL STATEMENTS**

4.1 The Statements of Net Assets and Net Liabilities for the receivership, attached as Exhibits 1-A and 1-B, respectively, are incorporated herein by reference, and reflect the financial condition of the receivership as of November 30, 2021. The consolidated Sources and Uses of Cash Statement, which lists all funds received and disbursed from the date of receivership to November 30, 2021, is attached as Exhibit 2 and incorporated herein by reference. These exhibits represent the final financial reports for the receivership in accordance with § 443.016 and correspond to the most recent Quarterly Financial Report and Summary Statement of Expenses (September 1, 2021 through November 30, 2021).

**V. DISPOSITION OF ASSETS**

5.1 The Disposition of Assets schedule is attached as Exhibit 3 and incorporated herein by reference. The schedule sets forth all asset transactions since January 25, 2016 and reflects total assets of Millennium Title as of November 30, 2021. The assets include, as of November 30, 2021, \$737,686 remaining from a \$1 million loan from the TDI Abandoned Property Fund (“APF”). The SDR has determined that there are no contingent assets and no uncollectible assets.

At closing, all unknown assets will be assigned to the Commissioner as described below in this Application.

## VI. CLAIMS

### A. Notice

6.1 On August 9, 2016, this Court entered its *Order Approving Joint Application to Provide Notice, Set Claims Filing Deadline, and Establish a Claims Processing Procedure* establishing November 15, 2016 as the claims filing deadline. In accordance with this order, the SDR provided notice of the claim filing deadline to all persons who may have had claims as shown by Millennium Title's books and records. In addition, in accordance with the order, the SDR published notice of the claims filing deadline in newspapers of general circulation in Dallas, Fort Worth, Houston, and Austin.

### B. Filing of Claims

6.2 The SDR issued approximately 6,250 notices (4,587 via e-mail and 1,663 by mail) and received or deemed 212 POCs.

### C. Claims Processing

6.3 All POCs against the receivership estate were adjudicated pursuant to § 443.253(b) with respect to their classification and amount. The period of time allowed by § 443.253(c) to appeal the SDR's action on claims has expired, and the SDR's determination on these claims is final and not subject to review. The approved POCs were processed as follows:

Class 1:	1
Class 2:	1
Class 4:	7
Class 5:	82
Class 6:	2

**D. Claims Report**

6.4 On December 31, 2019, the Receivership Court approved the SDR's Report of Claims (attached as Exhibit 4)<sup>2</sup> pursuant to § 443.258. Allowed claim amounts are included on the Statement of Net Liabilities, attached as Exhibit 1-B.

**E. Distributions**

6.5 The SDR has not distributed any general assets of the estate. It has distributed escrow funds that were held in segregated accounts when Millennium Title was placed into receivership. The SDR distributed \$2,794,967 of escrow funds to TTIGA in April 2018. The SDR distributed other escrow funds when it was able to identify the party or parties entitled to the money. The SDR interpleaded escrow money when it could not identify the party entitled to the money.

**VII. EXPENSES**

**A. Paid Expenses**

7.1 The administrative expenses of the Receiver and SDR have been paid through November 30, 2021. On March 24, 2016, this Court approved the terms of compensation of the SDR and other contractors pursuant to § 443.015. The compensation and expenses have been paid in accordance with that order.

**B. Closing Expenses**

7.2 The SDR proposes to reserve \$125,530 for the payment of estimated expenses involved in closing the receivership, including some obligations that continue past closing, as

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<sup>2</sup> Individual names are redacted.

reflected on the detailed breakdown of estimated closing expenses, attached as Exhibit 5. The SDR requests approval of the reserve for closing expenses as reflected on Exhibit 5.

**C. Final Statement of Expenses**

7.3 Pursuant to § 443.015, the SDR will submit a detailed final statement of the actual expenses incurred when the SDR files the verified application to terminate the estate. It will include a final accounting including the final distribution schedule and a final statement of expenses that reflects the actual expenses incurred. If the actual expenses differ from the amount reserved, the excess funds or the shortfall (as applicable) will be handled as described in this Application.

**VIII. DISTRIBUTION OF ASSETS**

**A. Assets Available for Distribution**

8.1 As of November 30, 2021, there was \$776,040 in cash in the receivership estate's accounts. After reserving for the remaining administrative expenses through closing as described above, \$650,509 in general assets will be available for distribution. In addition, the SDR holds \$63,295 in escrow funds.

**B. Eligible Claimants**

8.2 The APF loan is a Class 1 claim under § 443.301(a)(1)(E). There are not sufficient general assets to repay the loan in full. All general assets held by the SDR shall be paid to the APF. No distribution will be made on any approved claim with a lower priority. The SDR holds \$15,804 in escrow funds for claimants who did not cash checks issued by TTIGA (the "Unclaimed Escrow Funds"). The Unclaimed Escrow Funds will be transferred to the Commissioner at closing to be held in a segregated unclaimed funds account as provided under § 443.304. The SDR has determined that TTIGA is entitled to the remaining funds held in escrow.

8.3 Attached as Exhibit 6 is a Distribution Schedule listing the claimants to whom a distribution will be made. This exhibit identifies the claimant, the amount owed by the SDR, and the projected distribution. The projected distribution is an approximate figure based on current financial data, and the actual distribution may vary from this projection. The SDR requests the Court approve the projected distribution and authorize it to distribute the assets of the receivership estate as described in this Application and Exhibit 6.

**C. Distribution Process**

8.4 Upon approval of the Application, all the estate's general assets will be transferred to the APF as a partial repayment of the loan, Unclaimed Escrow Funds will be transferred to the Commissioner as described in Paragraph 8.2 above, and the remaining escrow funds will be paid to TTIGA. No notices of distribution will be issued.

**D. Residual Funds**

8.5 It is possible that there may be additional funds in the receivership account after the distribution ("Residual Funds"). Such funds may result from interest on the receivership account, excess reserves for closing expenses, or the collection of assets after the distribution has commenced. Such funds will be handled as described below.

**E. Supplemental Distribution**

8.6 All Residual Funds will be distributed to the APF to reduce the remaining balance due on the loan. In the event the loan is repaid in full, the SDR will make a supplemental distribution from any such Residual Funds, after reserving for distribution expenses.

**F. Transfer of Remaining Funds**

8.7 Section 443.352 provides this Court may issue an order to transfer funds remaining after the final distribution that cannot be economically distributed. If there are any funds remaining after the final distribution, the SDR requests that such funds be transferred to the APF to further

reduce the remaining balance due on the loan. The SDR requests this Court authorize it to transfer any such Residual Funds remaining after all distributions are made.

## **IX. UNCLAIMED FUNDS**

9.1 There will not be any Unclaimed Distributions in this estate because the general assets will be transferred to the APF, the Unclaimed Escrow Funds will be transferred to the Commissioner as described in Paragraph 8.2, and the remaining escrow money will be transferred to TTIGA.

## **X. RECORDS**

### **A. Disposal of Records**

10.1 The SDR has identified records that will not be needed after the termination of this proceeding, including guaranty files for real estate transactions (all of which are maintained electronically). There is also a small number of paper guaranty files, although all such files were scanned and maintained electronically. The SDR has provided TTIGA with records as requested for it to administer covered claims. The SDR has provided the underwriters with an opportunity to download the guaranty files for the transactions in which they were involved. All of the records are described on Exhibit 7. The SDR requests authority under § 443.354(a) to destroy these records. Such destruction shall include the physical destruction of both the paper records and the computer/server hard drives holding the electronic records.

### **B. Records Transferred to Commissioner**

10.2 Records that may be required after the termination of this proceeding will be scanned and delivered to the Commissioner pursuant to § 443.354(b) and maintained in compliance with the Receiver's records retention policy for receivership records. The SDR requests that the Court authorize the Commissioner to retain or dispose of these records at her discretion.



**C. Records Transferred to TTIGA**

10.3 During the course of the receivership, certain records have been provided to TTIGA. The SDR requests that the Court authorize TTIGA to retain or dispose of these records at its discretion.

**D. Records Transferred to Underwriters**

10.4 During the course of the receivership, certain paper and electronic records have been provided to title insurance underwriters. The SDR requests that the Court authorize the underwriters to retain or dispose of these records at their discretion.

**XI. TAX RETURNS**

11.1 The SDR has filed income tax returns with the Internal Revenue Service for years 2016 through 2020. The SDR will file the 2021 and 2022 tax returns for Millennium Title after the distribution of assets and before the SDR is discharged. No taxes are owed to the Internal Revenue Service.

**XII. CHARTER AND LICENSES**

12.1 The SDR has determined that a sale of the charter of Millennium Closing Services, L.L.C. d/b/a Millennium Title is not feasible. The SDR requests that this Court dissolve the Limited Liability Company pursuant to § 443.153(e) on the termination of this proceeding.

**XIII. OFFER OF PROOF**

13.1 This Application is verified by the affidavit and certification pursuant to § 443.017(b) by Susan E. Salch, Partner in CANTILO & BENNETT, L.L.P., Special Deputy Receiver of Millennium Closing Services, L.L.C. d/b/a Millennium Title.

#### **XIV. NOTICE**

14.1 In accordance with § 443.007(d) and the *Order of Reference*, the SDR served this Application at least 14 days before the submission date of this Application on (i) parties that filed an appearance in this proceeding and (ii) other parties as determined by the SDR as shown on the Certificate of Service. The SDR will not issue any separate Notices of Distribution because the only two creditors receiving distributions, the APF (through TDI) and TTIGA, are served with the Application. All approved creditors were advised that that the SDR did not anticipate making distributions on claims with a priority level below Class 1.

#### **PRAYER**

WHEREFORE, PREMISES CONSIDERED, CANTILO & BENNETT, L.L.P., solely in its capacity as the Special Deputy Receiver of Millennium Closing Services, L.L.C. d/b/a Millennium Title, respectfully prays that this Court enter an Order:

1. Approving the Application in all respects;
2. Accepting the final financial statements, Exhibits 1-A, 1-B, 2 and 3;
3. Approving the estimated expenses as described in Exhibit 5 through the closing of the receivership pursuant to § 443.015;
4. Authorizing the SDR to distribute the cash assets of the receivership as described in the Application;
5. Authorizing the SDR to distribute the Unclaimed Escrow Funds as described in the Application;
6. Authorizing the SDR to transfer to the APF any Residual Funds remaining after all distributions are made as described in the Application;
7. Authorizing the SDR to dispose of all remaining receivership records, except for those records transferred to the Commissioner, TTIGA or the underwriters;
8. Authorizing the SDR to scan and deliver any remaining records to the Commissioner, and authorizing the Commissioner to maintain or dispose of such records at her discretion;

9. Authorizing the SDR to transfer such additional records to TTIGA, as it may request and authorizing it to maintain or dispose of receivership records at its discretion;
10. Authorizing the underwriters to maintain or dispose of receivership records at their discretion;
11. Dissolving the business entity and charter of Millennium Title upon termination of this proceeding;
12. Authorizing the SDR to file any required tax returns, including filing the final tax return after the termination of the estate; and
13. Granting such further relief to which the SDR or Receiver may be entitled.

Respectfully submitted,

**FULLER LAW GROUP**

*/s/Christopher Fuller*  
Christopher Fuller  
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Attorney for CANTILO & BENNETT, L.L.P.,  
Special Deputy Receiver of Millennium Closing  
Services, L.L.C. d/b/a Millennium Title

## CERTIFICATE OF SERVICE

I certify that on January 25, 2022, 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 § 443.007(d) on the following:

*Via e-Mail:* [specialmasterclerk@tdi.texas.gov](mailto:specialmasterclerk@tdi.texas.gov)

Special Master's Clerk  
TEXAS DEPARTMENT OF INSURANCE  
Rehabilitation & Liquidation Oversight  
PO Box 149104  
Austin, TX 78714-9104

*Via e-Service:* [Brian.Riewe@tdi.texas.gov](mailto:Brian.Riewe@tdi.texas.gov)

Brian Riewe  
TEXAS DEPARTMENT OF INSURANCE  
PO Box 149104  
Austin, TX 78714-9104

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Kimberly Hammer  
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Austin, TX 78714-9104

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Vicente Aguillon  
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Special Procedures Branch  
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Mail Stop 5026AUS  
Austin, Texas 78701

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Dallas, Texas 75201  
*Attorneys for Alliant National Title Insurance*

*/s/Christopher Fuller*  
Christopher Fuller

## 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 *Application to Make Final Distribution and Destroy Records* is hereby set for written submission before the Special Master, Tom Collins, on **February 14, 2022**.

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, at [specialmasterclerk@tdi.texas.gov](mailto:specialmasterclerk@tdi.texas.gov);
  - (b) The undersigned counsel, Christopher Fuller at [cfuller@fullerlaw.org](mailto:cfuller@fullerlaw.org); and
  - (c) All interested parties, including those listed on the SDR's Certificate of Service.
3. The objecting party shall coordinate with the SDR's counsel and the Docket Clerk [(512) 676-6915] 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. **Please note that if an objection is not filed as described in the Notice of Submission, the Master may consider the Application without a hearing.**
6. **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.**
7. 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

**SPECIAL DEPUTY RECEIVER'S VERIFICATION AND 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:

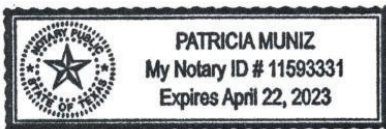
1. "My name is Susan E. Salch. I am of sound mind, capable of making this affidavit, and am competent to testify to the matters contained in this affidavit.
2. I am a partner in CANTILO & BENNETT, L.L.P., the Special Deputy Receiver of Millennium Closing Services, L.L.C. d/b/a Millennium Title (the "SDR" and "Millennium Title" respectively). I am duly authorized to make this Affidavit on behalf of the SDR.
3. I have reviewed the SDR's *Application to Make Final Distribution and Destroy Records* and the facts stated therein are true and correct based on my personal knowledge, my review of estate records and my consultation with the staff and subcontractors.
4. 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 § 443.017, are either true and correct copies of records of Millennium Title and were received from the custody of Millennium Title or found among its effects, or were created by and filed with the Receiver's office in connection with the receivership of this delinquent company, and are held by the Special Deputy Receiver in its official capacity."

By: *Susan E. Salch*  
Susan E. Salch

**SUBSCRIBED AND SWORN TO BEFORE ME** on January 24, 2022, by Susan E. Salch, partner in CANTILO & BENNETT, L.L.P., Special Deputy Receiver of Millennium Closing Services, L.L.C. d/b/a Millennium Title.

Notary Public

*Patricia Muniz*





# **EXHIBITS**

**Millennium Title  
Statement of Net Assets**

**For the Period Ending  
11/30/21**

Line		
<b>Cash</b>		
1	Cash	
	Cash - Unrestricted	38,354
	APF Funds (Loan proceeds)	737,686
<b>Investments</b>		
2	Short-Term Investments	
3	Bonds	
4	Stocks - Preferred & Common	
5	Investments in Subsidiaries, Controlled or Affiliated Entities	
6	Mortgage Loans	
7	Real Estate	
8	Policy Loans	
9	Other Invested Assets	
<b>Restricted Assets</b>		
10	Statutory Deposits	
11	Funds held by or deposited with Reinsured Companies	
12	Restricted - Other	
	Funds Held for Others-Escrow Account	63,295
<b>Reinsurance Receivable</b>		
13	Reinsurance Recoverables on Paid Losses & LAE (net of allowance)	
14	Reinsurance Recoverables on Unpaid Losses & LAE (net of allowance)	
15	Reinsurance Recoverables on UEP & Contingent Commissions	
<b>Other Receivables</b>		
16	Salvage & Subrogation Recoveries	
17	Premiums Due from Agents & Policyholders	
18	Receivable from Parents, Subsidiaries & Affiliates	
19	Receivable from Guaranty Associations - Early Access Payments	
20	Other Receivables	
<b>Other Assets</b>		
21	FF&E	
22	Other Assets	
	<b>Total Assets</b>	<b>839,335</b>

**Millennium Title  
Statement of Net Liabilities**

**For Period Ending  
11/30/21**

Line

1	Secured Claims	
2	APF Loan	1,000,000
3	Special Deposit Claims	
<b>Administrative Claims - Class 1</b>		
4	Administrative Claims - State/Receiver	
	Special Deputy Receiver, Subcontractors Fees & Expenses	13,517
	Liquidation Oversight	
	Special Master's Fees	
5	Administrative Claims - Guaranty Assns	
	Administrative Expense Paid	472,785
	Administrative Expense Reserves	
6	LAE - Guaranty Assns	
	LAE Paid	
	LAE Reserves	
<b>Policy Claims - Class 2</b>		
7	Loss Claims - Guaranty Assns	
	Loss Claims Paid	3,573,727
	Loss Claims Reserves	
8	Loss Claims - Other	
	Other Loss Claims Paid	
	Other Loss Claims Reserves	
9	LAE - Other	
10	Unearned & Advance Premium Claims - GA	
11	Unearned & Advance Premium Claims - Other	
<b>Other Liabilities</b>		
12	Class 3 Claims	
13	Class 4 Claims	
14	Class 5 General Unsecured Creditor Claims	209,618
15	Class 5 Reinsurance Related Unsecured Claims	
16	Class 6 Claims	
17	Class 7 Claims	
18	Class 8 Claims	
19	Class 9 Claims	
20	Class 10 Interest	
21	Class 11 Claims	
22	Other Liabilities	
	Funds Held for Others	63,295
	<b>Total Liabilities</b>	<b>5,332,942</b>
23	Total Equity/(Deficit) Excess (Deficiency) of Assets over Liabilities	<b>(4,493,607)</b>
	<b>Total Liabilities &amp; Equity</b>	<b>839,335</b>

**Exhibit  
1-B**

For Inception to  
11/30/21

<b>Income</b>	
Premium Receipts	
Loan APF	1,000,000
Agents' Balances Received	0
Reinsurance Recoveries	0
Salvage & Subrogation Recoveries	0
Affiliates Recovery	0
Settlement/Litigation Recovery	361,750
Other Receipts	2,009,368
Sale of Real & Personal Property	11,664
Investment Sales/Receipts	0
Other Asset Receipts	0
<b>Total Receipts from Assets/Receivables</b>	<b>3,382,782</b>
Interest & Dividend Receipts, EA Interest	0
Cash Deposit Interest	38,171
<b>Total Cash Receipts</b>	<b>3,420,953</b>
<b>Disbursements</b>	
SDR Fees & Expenses	738,420
Subcontractor Legal Fees & Expenses	672,197
Subcontractor Other Fees & Expenses	421,779
Non-Subcontractor Fees & Expenses	467,980
Other Expenses	387,637
RLO Fees & Expenses	8,140
<b>Total Disbursements for Operations</b>	<b>2,696,153</b>
Loss Claims & LAE Expense Payments	
Early Access Payments - GA	
Refunds & Other Distributions	
<b>Total Cash Distributions</b>	<b>0</b>
<b>Total Cash Disbursements &amp; Distributions</b>	<b>2,696,153</b>
<b>APF Loan Proceeds (Repayment)</b>	
<b>Net Increase(Decrease) in Cash</b>	<b>724,800</b>
<b>Cash at Beginning of Period</b>	<b>51,240</b>
<b>Cash at End of Period</b>	<b>776,040</b>

**MILLENNIUM CLOSING SERVICES, LLC d/b/a MILLENNIUM TITLE**  
**DISPOSITION OF ASSETS SCHEDULE**  
**INCEPTION TO NOVEMBER 30, 2021**

ASSET DESCRIPTION	ASSET BALANCE 1/25/16	NEW ASSETS	SOURCE OF NEW ASSETS	ASSET RECOVERY	AMOUNT OF WRITE OFF	REASON FOR WRITE OFF	DATE OF WRITE OFF	SETTLEMENT	SOURCE OF SETTLEMENT	DATE OF SETTLEMENT	ASSET BALANCE 11/30/2021
<b>CASH</b>											
Beginning Cash	51,240		Cash at Inception of Receivership								51,240
		2,382,786	Recoveries								2,382,786
		250,000	Loan APF								250,000
		750,000	Loan APF								750,000
		38,170	Interest Income								38,170
		(2,696,156)	Operational Expenses								(2,696,156)
											0
Subtotal	51,240	724,800		0	0			0			776,040
<b>INVESTMENTS</b>											
		0		0	0			0			0
<b>REINSURANCE</b>											
Subtotal	0	0		0	0			0			0
<b>RECEIVABLES</b>											
Subtotal	0	0		0	0			0			0
Advance to Schroeder	5,000				5,000	Uncollectible	09/30/16				0
Allowance for Unrecoverable Portion	(5,000)				(5,000)	Uncollectible	09/30/16				0
E&O Carriers 1&2		150,000	E&O Carriers 1&2	75,000				75,000	Division of Proceeds- Payment to TTIGA	6/26/18	0
Due from Individual Law Suit Defendants		27,500	Due from Individual Law Suit Defendants	13,750							0
ESB Settlement		273,000	ESB Settlement	273,000				13,750	Division of Proceeds- Payment to TTIGA	6/26/18	0
											0
											0
											0
											0
Subtotal	0	450,500		361,750	0			88,750			0
<b>OTHER ASSETS</b>											
Furniture and Office Equip	196,671		Value at Inception Established at inception of receivership	11,664	185,007		05/23/17				0
Allowance to FMV	(184,571)				(184,571)	Assets Sold	05/23/17				0
Bond Claim-Great American Ins		50,000	Bond Claim	50,000							
Bond Claim Payment		150,000	Bond Claim Payment	150,000							0

**MILLENNIUM CLOSING SERVICES, LLC d/b/a MILLENNIUM TITLE  
DISPOSITION OF ASSETS SCHEDULE**

INCEPTION TO NOVEMBER 30, 2021												EXHIBIT 3
ASSET DESCRIPTION	ASSET BALANCE 1/25/16	NEW ASSETS	SOURCE OF NEW ASSETS	ASSET RECOVERY	AMOUNT OF WRITE OFF	REASON FOR WRITE OFF	DATE OF WRITE OFF	SOURCE OF SETTLEMENT	DATE OF SETTLEMENT	ASSET BALANCE 11/30/2021		
Transfer from Escrow		28,408	Fee Atty Acct Funds from Escrow Account	28,408						0		
Other Receipts		3,261	Other Receipts	3,261						0		
TTIGA Cost Sharing Reimbursements		1,663,608	Monthly Reimb of Cost Sharing	1,663,608						0		
Premium Refund		524	Superior Abstract & Title Premium refund	524						0		
Transfer from Escrow Court Order		113,571	Court order 12-11-19	113,571						0		
Subtotal	12,100	2,009,372		2,021,036	436			0		0		
<b>RESTRICTED ASSETS</b>												
Escrow Account-Cliff Wade	300		BTH Bank							300		
Escrow Account-Corporate	1,560,481		Independent Bank							1,560,481		
Escrow Account-Dallas Magdjalzai Lentz	45,284		Independent Bank							45,284		
Escrow Account-Vice	23,725		Independent Bank							23,725		
Escrow Account-Lonegan Fee	203,107		Independent Bank							203,107		
Escrow Account-Houston Pham	1,234,726		Wells Fargo Bank							1,234,726		
Escrow Account-Tingley	167,952		Wells Fargo Bank							167,952		
Escrow Account-Albert	195		Wells Fargo Bank							195		
			Transfer of Funds To TTIGA							(2,930,062)		
		3,693	Tax Refund Tarrant County							3,693		
		360	Tax Refund-Closing							360		
		(132)	Bank Charges BTH							(132)		
		105	Other Receipts							105		
		(73,899)	Payment to Travis County District Clerk-Interpleader							(73,899)		
		838	Tarrant County Tax Refund							838		
		25	Refund:Old Republic Home Protection							25		
		5,025	Refund: Smart Advantage POC Payment							5,025		
		(28,408)	Fee Atty Funds transferred to Operating Account							(28,408)		
		(137,667)	Payments transferred to Operating Acct (Funds Held for Others)							(137,667)		

MILLENNIUM CLOSING SERVICES, LLC d/b/a MILLENNIUM TITLE												
DISPOSITION OF ASSETS SCHEDULE												
INCEPTION TO NOVEMBER 30, 2021												
												EXHIBIT 3
ASSET BALANCE	NEW ASSETS	SOURCE OF NEW ASSETS	ASSET RECOVERY	AMOUNT OF WRITE OFF	REASON FOR WRITE OFF	DATE OF WRITE OFF	SETTLEMENT	SOURCE OF SETTLEMENT	DATE OF SETTLMNT	ASSET BALANCE		
1/25/16										11/30/2021		
	(5,000)	Payment of POC 438 to lein holder									(5,000)	
	(653)	Payment of POC MT-209									(653)	
	(6,500)	Awarded Interpleader Funds									(6,500)	
Subtotal	3,235,770		0	0			0				63,295	
<b>TOTAL</b>	3,299,110		2,382,786	436			88,750		0	0	839,335	

**EXHIBIT A**

POC Number	Claimant Name	Determination	Determination Letter
1		Denied	08/10/2017
2		Denied	08/10/2017
3		Denied	08/10/2017
4	PLS Check Cashers of Texas	Class 5	10/20/2017
5	OKC Holdings, LLC	Denied	08/10/2017
6	Crane Properties, LLC	Class 5	11/09/2017
7		Denied	08/10/2017
8	Independent Oaks Capital Funding, LLC	Denied	08/10/2017
9	Bank of America, N.A.	Denied	08/10/2017
10	Bank of America, N.A.	Denied	08/10/2017
11	Maverick Title of Texas, LLC d/b/a Texas Title	Denied	08/10/2017
12	Casa Max, LLC	Class 5	10/20/2017
13	PHH Home Loans d/b/a Sunbelt Lending Services	Denied	08/10/2017
14	Stayam Shivani, Ltd.	Denied	08/10/2017
15	First Financial Bank, N.A.	Class 5	10/20/2017
16	Equitable Real Estate Investments, LLC	Denied	08/10/2017
17		Class 5	10/20/2017
18	Keller Williams Realty	Class 5	10/20/2017
19		Class 5	10/20/2017
20	Texas Quest Funding Trust	Denied	08/10/2017
21		Denied	08/10/2017
22		Class 5	10/20/2017
23		Withdrawn	
	BLACKA Enterprises, LLC		
24	King Property Management	Class 5	10/20/2017
25	Cornerstone Home Lending, Inc.	Class 5	10/20/2017
26	Realm Properties, LLC	Denied	08/10/2017
27	Peniel Holdings, LLC	Class 5	12/08/2017
28	Zennith Realty and Associates	Denied	08/10/2017
29	Black Jack Partners, LLC Attn: John M. Hucklebridge	Denied	08/10/2017
30		Class 5	10/20/2017
31		Denied	08/10/2017
32	Cove Townhomes, LLC	Class 5	10/20/2017
33		Class 5	10/20/2017
34		Denied	08/10/2017
35		Class 5	10/20/2017
36	Edwin Dissosway (Stickwin Estates LLC, Series A)	Denied	08/10/2017



37	Gtax Services, LLC	Denied	10/20/2017
38	Positively Balanced, LLC	Class 5	08/10/2017
39	JQJ Properties	Class 5	11/27/2017
40	Hannover c/o Elite Association Management	Class 5	10/20/2017
41	Lakes of Bellaire c/o Elite Association Management	Class 5	10/20/2017
42	Christopher M. Pham Law Group, PLLC	Denied	08/10/2017
43		Denied	08/10/2017
44		Denied	08/10/2017
45		Denied	08/10/2017
46		Denied	08/10/2017
47		Class 5	10/20/2017
48	Lonergan Law Firm, PLLC	Denied	08/10/2017
49	MetroPlex Capital, LLC	Denied	08/10/2017
50	CPM Construction	Class 5	10/20/2017
51		Denied	08/10/2017
52	Christopher M. Pham Law Group, PLLC	Denied	08/10/2017
53	Khan Property Holdings, LLC	Class 5	12/08/2017
54		Denied	08/10/2017
55		Denied	08/10/2017
56		Denied	08/10/2017
57		Denied	08/10/2017
58	Wally Tingley & Associates, P.C.	Denied	08/10/2017
59	Wally Tingley & Associates, P.C.	Denied	08/10/2017
60	Wally Tingley & Associates, P.C.	Denied	08/10/2017
61		Denied	08/10/2017
62		Denied	08/10/2017
63		Denied	08/10/2017
64		Class 5	10/20/2017
65	Urban Villas II HOA	Denied	08/10/2017
66	Lonestar Properties & Investments	Denied	08/10/2017
67	Prevued Data Services, LTD	Class 5	08/10/2017
68		Class 5	10/20/2017
69	Old Republic Home Protection, Inc.	Denied	08/10/2017
70	CTQN Company LLC	Class 5	10/20/2017
71		Class 5	10/20/2017
72		Denied	08/10/2017
73	Christopher M. Pham Law Group, PLLC	Denied	08/10/2017
74		Class 5	10/20/2017
75		Denied	08/10/2017
76	First Funding Investments Inc.	Class 5	10/20/2017
77		Class 5	10/20/2017
78	Pheiffer Family Living Trust	Class 5	10/20/2017
79	Equitable Real Estate Investments, LLC	Denied	08/10/2017

80	Bridge Well Capital LLC	Denied	08/10/2017
81	EMG Holdings Inc.	Class 5	10/20/2017
82	Williamson County Tax Office	Denied	08/10/2017
83	Christopher M. Pham Law Group	Denied	08/10/2017
84	Christopher M. Pham Law Group	Denied	08/10/2017
85	Christopher M. Pham Law Group	Denied	08/10/2017
86	Christopher M. Pham Law Group	Denied	08/10/2017
87	Smart Advantage Solutions, LLC	Denied	08/10/2017
88		Class 5	10/20/2017
89	Keller Williams Realty	Denied	08/10/2017
90	Kevin W. Vice, PLLC	Class 5	10/20/2017
91		Class 5	10/20/2017
92	Elite Association Management	Denied	08/10/2017
93	Lakes of Bellaire c/o Elite Association Management	Denied	08/10/2017
94		Class 5	04/12/2019
95		Denied	08/10/2017
96		Denied	08/10/2017
97		Denied	08/10/2017
98	CBG Surveying, Inc.	Denied	08/10/2017
99	Pinegates, LLC	Denied	08/10/2017
100		Class 5	10/20/2017
101		Denied	08/10/2017
102	Concierge Notary, Inc.	Class 5	10/20/2017
103		Class 5	10/20/2017
104		Denied	08/10/2017
105	First Funding Investments Inc.	Class 5	10/20/2017
106		Denied	08/10/2017
107		Denied	08/10/2017
108	LegacyTexas Bank	Denied	08/10/2017
109		Denied	08/10/2017
110		Class 5	10/20/2017
111	Decroux Corporation d/b/a My Mobile Closer	Class 5	10/20/2017
112	Black, Mann & Graham, LLP	Denied	08/10/2017
113		Class 5	10/20/2017
114	Omicron Appraisals	Class 5	10/20/2017
115		Denied	08/10/2017
116		Class 5	10/20/2017
117		Denied	08/10/2017
118		Denied	08/10/2017
119		Class 5	10/20/2017
120		Class 5	10/20/2017
121	Dallas Metro Holdings LLC	Class 5	10/20/2017
122	George C. Black d/b/a Dallas Mortgage Co.	Denied	08/10/2017

123		Class 4	04/21/2017
124		Denied	06/30/2017
125		Denied	10/20/2017
126		Denied	06/30/2017
127	Trinity Mills Printing	Class 5	03/31/2017
128	Texas Heritage Surveying, LLC	Class 5	10/20/2017
129		Withdrawn	
130		Class 4	04/21/2017
131		Class 4	04/21/2017
132		Class 4	04/21/2017
133		Class 4	04/21/2017
134		Class 4	06/30/2017
135	WFG National Title Insurance Company c/o Jeffrey Dondanville, National Claims Counsel	Class 5	06/30/2017
136		Class 5	04/21/2017
137		Denied	08/10/2017
138		Class 5	10/20/2017
139		Class 5	10/20/2017
140	Freedom Luxury Properties, LLC	Denied	08/10/2017
141	Texas Workforce Commission	Class 6	06/30/2017
142	Dowdy Land Surveyors, Inc.	Class 5	10/20/2017
143		Denied	06/30/2017
144		Class 5	10/20/2017
145		Denied	08/10/2017
146	Pitney Bowes, Inc.	Class 5	03/31/2017
147		Denied	08/10/2017
148	Keller Williams Realty	Class 5	10/20/2017
149	AL Khair Holdings, Inc.	Denied	08/10/2017
150	Premier Surveying	Denied	08/10/2017
151		Denied	08/10/2017
152	One Clear Key Property Solutions, LLC	Denied	08/10/2017
153	Roadrunner Courier	Class 5	03/31/2017
154	Instant Shredding, Inc.	Class 5	03/31/2017
155		Class 4	06/30/2017
156	FedEx Corporate Services	Class 5	03/31/2017
157	Glendora Properties, LLC	Denied	08/10/2017
158	Oyster Real Estate	Denied	08/10/2017
159	Paychex, Inc.	Class 5	06/30/2017
160	Coldwell Banker Residential Brokerage	Denied	08/10/2017
161	Great American Insurance Company	Class 5	10/02/2018
162		Denied	06/30/2017
163	Allied Title Company	Denied	08/10/2017
164	Dallas Metro Holdings, LLC	Denied	08/10/2017
165	Texas Title Insurance Guaranty Association	Approved	02/11/2019

166	Next One, LLC	Denied	11/27/2017
167	Statement Properties, LLC	Denied	10/20/2017
168	CRRG, Inc.	Class 5	03/31/2017
169		Denied	10/20/2017
170	Prosperity Bank	Denied	06/30/2017
171	Texas Comptroller of Public Accounts	Class 6	06/30/2017
172	Gardere Wynne Sewell LLP	Class 5	03/31/2017
173	Alliant National Title Insurance Co.	Class 5	04/23/2019
174	MCS Fire & Security	Class 5	03/31/2017
175		Denied	06/30/2017
176		Denied	10/20/2017
177	Courthouse Direct.com	Class 5	04/21/2017
178	Courthouse Direct.com	Class 5	03/31/2017
179	Courthouse Direct.com	Class 5	03/31/2017
180	Integrity Title Records, LLP	Class 5	03/31/2017
181	Integrity Title Company, LLC	Class 5	04/21/2017
182	Integrity Title Records, LLP	Class 5	04/21/2017
183	Integrity Title Company, LLC	Class 5	04/21/2017
184	Chicago Title Insurance Company	Class 5	04/23/2019
185	Vortex Texas Partners, LLC	Class 5	01/09/2018
186	WFG National Title Insurance Company	Class 5	06/30/2017
187	WFG National Title Insurance Company	Class 5	06/30/2017
188	Kevin W. Vice, PLLC	Denied	08/10/2017
189		Denied	08/10/2017
190		Denied	10/20/2017
191	N&J Enterprises, Jonathan P. Blount	Denied	10/20/2017
192		Class 5	02/02/2018
193		Denied	08/10/2017
194	Christopher M. Pham Law Group, PLLC	Denied	04/23/2019
195	Everett Financial, Inc. d/b/a Supreme Lending	Denied	08/10/2017
196		Denied	08/10/2017
197		Discharged	
198		Discharged	
199		Denied	08/10/2017
200		Denied	08/10/2017
201	Christopher M. Pham Law Group, PLLC	Class 5	10/20/2017
202	Talia Woods, LLC	Class 5	10/20/2017
203	Cornerstone Home Lendings, Inc.	Denied	10/20/2017
204	Christopher M. Pham Law Group, PLLC	Denied	08/10/2017
205	Christopher M. Pham Law Group, PLLC	Class 5	10/20/2017
206	Leirana Investments, LLC	Withdrawn	
207		Discharged	
208	Dan Investments, LLC	Discharged	
209		Closed	

210		Denied	07/14/2017
211		Discharged	
212		Denied	10/20/2017

**MILLENNIUM CLOSING SERVICES, LLC d/b/a MILLENNIUM TITLE  
RECEIVERSHIP CLOSING EXPENSES  
EXHIBIT 5**

<b>SDR Fees</b>		<b><u>Total Budget</u></b>
Administration		\$46,500
<b>Estimated G&amp;A Expenses</b>		
Records Storage Fees		1,575
IT/Computer		16,200
Telephone		2,100
Postage/Courier		250
Misc		250
Bank Charges		900
	Total G&A Expenses	<u>21,275</u>
<b>Subcontractors Fees &amp; Expenses</b>		
Legal Fees - Fuller		22,500
Legal Fees - Inquest		4,265
Claims and Consulting - Emkay		2,800
IT Subcontractors-ABACI		4,605
Accounting and Tax - PCI General Accounting		22,000
	Total Subcontractor Fees & Expenses	<u>56,170</u>
<b>Other Fees &amp; Expenses</b>		
Texas State Library Records Storage		1,505
Special Master Fees		80
	Total Other Fees & Expenses	<u>1,585</u>
<b>Grand Total of All Expenses</b>		<b>\$125,530</b>

MILLENNIUM CLOSING SERVICES, LLC d/b/a MILLENNIUM TITLE  
DISTRIBUTION SCHEDULE

EXHIBIT 6

Claimant	Class	Amount Allowed	Gross Distribution	Previous Distributions	Distribution Credits	Proposed Distribution
<b>Class 1 Claims</b>						
Texas Department of Insurance Abandoned Property Fund	1	\$1,000,000	\$650,510	\$0	\$0	\$650,510
						\$0
<i>Total Class 1 Claims</i>		\$1,000,000	\$650,510	\$0	\$0	\$650,510
<b>Escrowed Funds</b>						
Texas Title Insurance Guaranty Association		\$47,491	\$47,491	\$0	\$0	\$47,491
Texas Department of Insurance Segregated Unclaimed Funds Account as Provided Under § 443.304		\$15,804	\$15,804	\$0	\$0	\$15,804
<i>Total Escrowed Funds</i>		\$63,295	\$63,295	\$0	\$0	\$63,295

Exhibit  
6

**MISC RECORDS DESTROY**

<b>Storage Box #</b>	<b>Contents</b>	<b>Retention</b>	<b>43 Boxes</b>
1058330	Marketing materials, supplies	AC/Destroy	
1058336	Marketing materials, supplies	AC/Destroy	
1058337	Misc. work product, documents marked for shredding	AC/Destroy	
1058342	Marketing materials, supplies	AC/Destroy	
1058348	Marketing materials, supplies	AC/Destroy	
1058354	Marketing materials, supplies	AC/Destroy	
1058360	Marketing materials, supplies	AC/Destroy	
1058365	Misc. work product, documents marked for shredding	AC/Destroy	
1058366	Marketing materials, supplies	AC/Destroy	
1058372	Marketing materials, supplies	AC/Destroy	
1058383	Misc. work product, documents marked for shredding	AC/Destroy	
1058384	Misc. work product, documents marked for shredding	AC/Destroy	
1058385	Misc. work product, documents marked for shredding	AC/Destroy	
1058392	Misc. work product, documents marked for shredding	AC/Destroy	
1058396	Misc. work product, documents marked for shredding	AC/Destroy	
1058401	Misc. work product, documents marked for shredding	AC/Destroy	
1058414	Misc. work product, documents marked for shredding	AC/Destroy	
1058418	Marketing materials, supplies	AC/Destroy	
1058421	Marketing materials, supplies	AC/Destroy	
1058422	Marketing materials, supplies	AC/Destroy	
1058423	Marketing materials, supplies	AC/Destroy	
1058424	Marketing materials, supplies	AC/Destroy	
1058425	Misc. work product, documents marked for shredding	AC/Destroy	
1058426	Marketing materials, supplies	AC/Destroy	
1058427	Marketing materials, supplies	AC/Destroy	
1058429	Marketing materials, supplies	AC/Destroy	
1058430	Marketing materials, supplies	AC/Destroy	
1058436	Marketing materials, supplies	AC/Destroy	
1058438	Misc. work product, documents marked for shredding	AC/Destroy	
1058439	Misc. work product, documents marked for shredding	AC/Destroy	
1058442	Misc. work product, documents marked for shredding	AC/Destroy	
1058443	Misc. work product, documents marked for shredding	AC/Destroy	
1058447	Marketing materials, supplies	AC/Destroy	
1058448	Misc. work product, documents marked for shredding	AC/Destroy	
1058449	Misc. work product, documents marked for shredding	AC/Destroy	
1058453	Marketing materials, supplies	AC/Destroy	
1058455	Marketing materials, supplies	AC/Destroy	
1058456	Marketing materials, supplies	AC/Destroy	
1058459	Marketing materials, supplies	AC/Destroy	
1058461	Marketing materials, supplies	AC/Destroy	
1058462	Marketing materials, supplies	AC/Destroy	
1058463	Misc. work product, documents marked for shredding	AC/Destroy	
1058465	Misc. work product, documents marked for shredding	AC/Destroy	



**TRANSFER TTIGA OR DESTROY**

<b>Storage Box #</b>	<b>Contents</b>	<b>Retention</b>	<b>93 Boxes</b>
1058331	Title files	AC/TR	
1058332	Title files	AC/TR	
1058333	Title files	AC/TR	
1058334	Title files	AC/TR	
1058335	Title files	AC/TR	
1058338	Title files	AC/TR	
1058339	Title files	AC/TR	
1058340	Title files	AC/TR	
1058341	Title files	AC/TR	
1058343	Title files	AC/TR	
1058344	Title files	AC/TR	
1058345	Title files	AC/TR	
1058346	Title files	AC/TR	
1058347	Title files	AC/TR	
1058349	Title files	AC/TR	
1058350	Title files	AC/TR	
1058351	Title files	AC/TR	
1058352	Title files	AC/TR	
1058353	Title files	AC/TR	
1058355	Title files	AC/TR	
1058356	Title files	AC/TR	
1058357	Title files	AC/TR	
1058358	Title files	AC/TR	
1058359	Title files	AC/TR	
1058361	Title files	AC/TR	
1058362	Title files	AC/TR	
1058363	Title files	AC/TR	
1058364	Title files	AC/TR	
1058367	Title files	AC/TR	
1058368	Title files	AC/TR	
1058369	Title files	AC/TR	
1058370	Title files	AC/TR	
1058371	Title files	AC/TR	
1058373	Title files	AC/TR	
1058374	Title files	AC/TR	
1058375	Title files	AC/TR	
1058376	Title files	AC/TR	
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1058379	Title files	AC/TR	
1058380	Title files	AC/TR	
1058381	Title files	AC/TR	
1058382	Title files	AC/TR	
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1058387	Title files	AC/TR	
1058388	Title files	AC/TR	

1058389	Title files	AC/TR
1058390	Title files	AC/TR
1058391	Title files	AC/TR
1058393	Title files	AC/TR
1058394	Title files	AC/TR
1058395	Title files	AC/TR
1058397	Title files	AC/TR
1058398	Title files	AC/TR
1058399	Title files	AC/TR
1058400	Title files	AC/TR
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1058407	Title files	AC/TR
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1058409	Title files	AC/TR
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1058411	Title files	AC/TR
1058412	Title files	AC/TR
1058413	Title files	AC/TR
1058415	Title files	AC/TR
1058416	Title files	AC/TR
1058417	Title files	AC/TR
1058419	Title files	AC/TR
1058420	Title files	AC/TR
1058428	Title files	AC/TR
1058431	Title files	AC/TR
1058432	Title files	AC/TR
1058433	Title files	AC/TR
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1058445	Title files	AC/TR
1058446	Title files	AC/TR
1058450	Title files	AC/TR
1058451	Title files	AC/TR
1058452	Title files	AC/TR
1058454	Title files	AC/TR
1058457	Title files	AC/TR
1058458	Title files	AC/TR
1058460	Title files	AC/TR
1058464	Title files	AC/TR

## CLOSING BOXES

Box	Contents	Retention
925	POC files	AC+4
926	POC files	AC+4
709	POC notice log and POC disposition log	AC+15
709	IRS	AC+7

## Automated Certificate of eService

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Christopher Fuller on behalf of Christopher Fuller  
Bar No. 07515500  
cfuller@fullerlaw.org  
Envelope ID: 61137059  
Status as of 1/28/2022 11:23 AM CST

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Associated Case Party: WFG NATIONAL TITLE INSURANCE COMPANY

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Christopher Fuller on behalf of Christopher Fuller  
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Associated Case Party: WFG NATIONAL TITLE INSURANCE COMPANY

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