

Velva L. Price
District Clerk
Travis County
D-1-GN-16-000360
Kyla Crumley

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

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

**SPECIAL DEPUTY RECEIVER'S QUARTERLY FINANCIAL REPORT AND
SUMMARY STATEMENT OF EXPENSES
(JUNE 1, 2019 THROUGH AUGUST 31, 2019)**

TO THE HONORABLE DISTRICT COURT:

CANTILO & BENNETT, L.L.P., solely in its capacity as the Special Deputy Receiver of Millennium Closing Services, LLC d/b/a Millennium Title (the “SDR” and “Millennium” respectively), files this Financial Report and Summary Statement of Expenses of the receivership estate for the period of June 1, 2019 to August 31, 2019. The attached report is filed pursuant to TEX. INS. CODE ANN., §§ 443.015(g) and 443.016(a) and the Court’s Order Approving the SDR’s Application for Approval of Fees and Expenses, entered on March 24, 2016.

The Special Deputy Receiver has served this Quarterly Financial Report to all known parties at interest, as shown in the certificate of service.

Respectfully submitted,

FULLER LAW GROUP

By: /s/Christopher Fuller
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Special Deputy Receiver of Millennium Closing
Services, L.L.C. d/b/a Millennium Title

CERTIFICATE OF SERVICE

I certify that on September 17, 2019, a true and correct copy of this SPECIAL DEPUTY RECEIVER'S QUARTERLY FINANCIAL REPORT AND SUMMARY STATEMENT OF EXPENSES (JUNE 1, 2019 TO AUGUST 31, 2019) was served pursuant to the Order of Reference, Texas Rules of Civil Procedure, TEX. INS. CODE ANN. SEC. 443.007(d) and the Court's order on electronic service on the following by email, except as specifically otherwise noted.

Via e-Mail: specialmasterclerk@tdi.texas.gov

Special Master's Clerk
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Rehabilitation & Liquidation Oversight
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/s/Christopher Fuller
Christopher Fuller

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**Millennium Title
Statement of Expenses**

**For Period Ending
08/31/19**

| | Total Jun | Total Jul | Total Aug | Total Quarter |
|--|-----------------|-----------------|-----------------|------------------|
| SDR | | | | |
| Cantilo & Bennett, LLP | | | | |
| Partner/Attorney/ | 2,600.00 | 5,760.00 | 3,320.00 | 11,680.00 |
| Partner/Attorney Travel | 0.00 | 20.00 | 0.00 | 20.00 |
| Partner/Attorney | 0.00 | 0.00 | 0.00 | 0.00 |
| Receivership Specialist | 24.00 | 48.00 | 0.00 | 72.00 |
| Expenses | 0.00 | 15.50 | 0.00 | 15.50 |
| Total SDR Billing | 2,624.00 | 5,843.50 | 3,320.00 | 11,787.50 |
| SDR Subcontractors - Legal | | | | |
| Fuller Law Group | | | | |
| Attorney | 850.00 | 2,275.00 | 2,725.00 | 5,850.00 |
| Expenses | 0.00 | 0.00 | 16.65 | 16.65 |
| Total Billing | 850.00 | 2,275.00 | 2,741.65 | 5,866.65 |
| Inquest Resources | | | | |
| Paralegal | 15.00 | 195.00 | 15.00 | 225.00 |
| Receivership Specialist | 97.50 | 277.50 | 15.00 | 390.00 |
| Litigation Assistant/Records Mgr | 18.00 | 72.00 | 9.00 | 99.00 |
| Litigation Assistant/Records Mgr Travel | 0.00 | 0.00 | 0.00 | 0.00 |
| Expenses | 41.25 | 102.70 | 36.05 | 180.00 |
| Total Billing | 171.75 | 647.20 | 75.05 | 894.00 |
| Total Legal Subcontractors | 1,021.75 | 2,922.20 | 2,816.70 | 6,760.65 |
| SDR Subcontractors - Other | | | | |
| Petrosewicz & Company, Inc | | | | |
| Accountant-Principal/ | 378.00 | 540.00 | 324.00 | 1,242.00 |
| Accountant | 157.50 | 84.00 | 0.00 | 241.50 |
| Accountant | 477.00 | 684.00 | 801.00 | 1,962.00 |
| Clerical/ | 0.00 | 0.00 | 0.00 | 0.00 |
| Expenses | 14.00 | 21.98 | 14.93 | 50.91 |
| Total Billing | 1,026.50 | 1,329.98 | 1,139.93 | 3,496.41 |
| Abaci, Inc. | | | | |
| Technical Analyst | 234.00 | 207.00 | 135.00 | 576.00 |
| Expenses | 0.00 | 0.00 | 0.00 | 0.00 |
| Total Billing | 234.00 | 207.00 | 135.00 | 576.00 |
| EMKAY Associates | | | | |
| Claims Manager/ | 0.00 | 0.00 | 0.00 | 0.00 |
| Claims Representative/ | 459.00 | 518.50 | 297.50 | 1,275.00 |
| Claims Representative | 42.50 | 42.50 | 42.50 | 127.50 |
| Expenses | 0.00 | 0.00 | 0.00 | 0.00 |
| Total Billing | 501.50 | 561.00 | 340.00 | 1,402.50 |
| Total Other SDR Subcontractors | 1,762.00 | 2,097.98 | 1,614.93 | 5,474.91 |
| Receivership Service Providers | | | | |
| Claims/Administration Support-Contract Personnel | | | | |
| R. Norton-Admin/Claims/Consulting | 5,000.00 | 5,000.00 | 5,000.00 | 15,000.00 |
| A. Sena-Claims | 300.00 | 0.00 | 0.00 | 300.00 |
| Microsoft - Exchange Email Services | 17.06 | 17.06 | 17.06 | 51.18 |
| Inventory Moving and Storage-Armstrong Archives | 58.03 | 58.03 | 58.03 | 174.09 |

| | | | | |
|---|------------------|------------------|------------------|------------------|
| Willow Bend Systems (IT Support) | 2,585.25 | 5,170.50 | 0.00 | 7,755.75 |
| Fusion-Telephone Services | 48.57 | 49.47 | 49.47 | 147.51 |
| Answer National-Telemessaging Service | 295.00 | 295.00 | 295.00 | 885.00 |
| Operating Account Bank Charges | 12.00 | 0.00 | 12.00 | 24.00 |
| Texas Treasury 191 | 10.17 | 10.17 | 10.17 | 30.51 |
| Texas Treasury APF Account 192 | 22.34 | 21.97 | 22.39 | 66.70 |
| Total Other | 8,348.42 | 10,622.20 | 5,464.12 | 24,434.74 |
| Sub-Total SDR, Subcontractor & Provider Expenses | | | | |
| Sub-Total SDR, Subcontractor & Provider Expenses | 13,756.17 | 21,485.88 | 13,215.75 | 48,457.80 |
| Liquidation Oversight Allocation | | | | |
| RLO Allocation | 0.00 | 0.00 | 0.00 | 0.00 |
| Special Master's Fees | 0.00 | 0.00 | 0.00 | 0.00 |
| Total RLO & SM Expense | 0.00 | 0.00 | 0.00 | 0.00 |
| Total Expenses | 13,756.17 | 21,485.88 | 13,215.75 | 48,457.80 |

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**Millennium Title
Statement of Net Assets**

**For the Period Ending
08/31/19**

| Line | | 08/31/19 |
|-------------------------------|--|------------------|
| Cash | | |
| 1 | Cash | |
| | Cash - Unrestricted | 92,164 |
| | APF Funds (Loan proceeds) | 731,472 |
| Investments | | |
| 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 | |
| Restricted Assets | | |
| 10 | Statutory Deposits | |
| 11 | Funds held by or deposited with Reinsured Companies | |
| 12 | Restricted - Other | |
| | Funds Held for Others-Escrow Account | 184,366 |
| Reinsurance Receivable | | |
| 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 | |
| Other Receivables | | |
| 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 | |
| Other Assets | | |
| 21 | FF&E | |
| 22 | Other Assets | |
| | Total Assets | 1,008,002 |

NOTES

Ref No.

- 12 Represents funds obtained from pre receivership escrow accounts that were transferred to a restricted Frost Bank account maintained by the Special Deputy Receiver.

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Millennium Title
Changes in Net Assets for the Quarter Ending

08/31/19

| Line | | 05/31/19 | 08/31/19 | Change |
|-------------------------------|--|------------------|------------------|---------------|
| Cash | | | | |
| 1 | Cash | | | |
| | Cash - Unrestricted | 115,538 | 92,164 | 23,374 |
| | APF Funds (Loan proceeds) | 737,567 | 731,472 | 6,095 |
| Investments | | | | |
| 2 | Short-Term Investments | 0 | 0 | 0 |
| 3 | Bonds | 0 | 0 | 0 |
| 4 | Stocks - Preferred & Common | 0 | 0 | 0 |
| 5 | Investments in Subsidiaries, Controlled or Affiliated Entities | 0 | 0 | 0 |
| 6 | Mortgage Loans | 0 | 0 | 0 |
| 7 | Real Estate | 0 | 0 | 0 |
| 8 | Policy Loans | 0 | 0 | 0 |
| 9 | Other Invested Assets | 0 | 0 | 0 |
| Restricted Assets | | | | |
| 10 | Statutory Deposits | 0 | 0 | 0 |
| 11 | Funds held by or deposited with Reinsured Companies | 0 | 0 | 0 |
| 12 | Restricted - Other | 0 | 0 | 0 |
| | Funds Held for Others-Escrow Account | 184,366 | 184,366 | 0 |
| Reinsurance Receivable | | | | |
| 13 | Reinsurance Recoverables on Paid Losses & LAE (net of allowance) | 0 | 0 | 0 |
| 14 | Reinsurance Recoverables on Unpaid Losses & LAE (net of allowance) | 0 | 0 | 0 |
| 15 | Reinsurance Recoverables on UEP & Contingent Commissions | 0 | 0 | 0 |
| Other Receivables | | | | |
| 16 | Salvage & Subrogation Recoveries | 0 | 0 | 0 |
| 17 | Premiums Due from Agents & Policyholders | 0 | 0 | 0 |
| 18 | Receivable from Parents, Subsidiaries & Affiliates | 0 | 0 | 0 |
| 19 | Receivable from Guaranty Associations - Early Access Payments | 0 | 0 | 0 |
| 20 | Other Receivables | 0 | 0 | 0 |
| Other Assets | | | | |
| 21 | FF&E | 0 | 0 | 0 |
| 22 | Other Assets | 0 | 0 | 0 |
| | Total Assets | 1,037,471 | 1,008,002 | 29,469 |

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**Millennium Title
Statement of Net Liabilities**

**For Period Ending
08/31/19**

Line

08/31/19

| | | |
|--|---|-------------|
| | | |
| 1 | Secured Claims | |
| 2 | APF Loan | 1,000,000 |
| 3 | Special Deposit Claims | |
| Administrative Claims - Class 1 | | |
| 4 | Administrative Claims - State/Receiver | |
| | Special Deputy Receiver, Subcontractors Fees & Expenses | 7,752 |
| | 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 | |
| Policy Claims - Class 2 | | |
| 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 | |
| Other Liabilities | | |
| 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 | 184,366 |
| | | |
| | Total Liabilities | 5,448,248 |
| | | |
| 23 | Total Equity/(Deficit) Excess (Deficiency) of Assets over Liabilities | (4,440,246) |
| | | |
| | Total Liabilities & Equity | 1,008,002 |

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**Millennium Title
Statement of Net Liabilities**

**For Period Ending
08/31/19**

NOTES

All amounts recorded based on adjudicated claims unless otherwise specified

Ref. No.

- 5 Represents amount reflected on Texas Title Insurance Guaranty Association (TTIGA) timely filed proof of claim (POC) and POC supplement dated August 24, 2017.

- 7 Represents amount reported on the Texas Title Insurance Guaranty Association (TTIGA) Supplement to Proof of Claim dated August 24, 2017. This amount supersedes the Final Claims Report as of May 31, 2017 and dated June 7, 2017. TTIGA originally filed a timely Proof of Claim (POC) in October 2016 reflecting \$3,376,349.75 as claims paid.

- 14 Represents amounts due to pre-receivership vendors obtained from pre-receivership accounting records.

- 22 Represents amounts identified as Escrow funds that are maintained in a restricted receivership account at Frost Bank. These amounts continue to be reviewed and analyzed in conjunction with TTIGA.

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Millennium Title
Changes in Net Liabilities for the Quarter Ending

08/31/19

| Line | | 05/31/19 | 08/31/19 | Change |
|--|---|-------------|-------------|----------|
| 1 | Secured Claims | | | |
| 2 | APF Loan | 1,000,000 | 1,000,000 | 0 |
| 3 | Special Deposit Claims | 0 | 0 | 0 |
| Administrative Claims - Class 1 | | | | |
| 4 | Administrative Claims - State/Receiver | 0 | 0 | 0 |
| | Special Deputy Receiver, Subcontractors Fees & Expenses | 7,882 | 7,752 | (130) |
| | Liquidation Oversight | 0 | 0 | 0 |
| | Special Master's Fees | 80 | 0 | (80) |
| 5 | Administrative Claims - Guaranty Assns | 0 | 0 | 0 |
| | Administrative Expense Paid | 472,785 | 472,785 | 0 |
| | Administrative Expense Reserves | 0 | 0 | 0 |
| 6 | LAE - Guaranty Assns | 0 | 0 | 0 |
| | LAE Paid | 0 | 0 | 0 |
| | LAE Reserves | 0 | 0 | 0 |
| Policy Claims - Class 2 | | | | |
| 7 | Loss Claims - Guaranty Assns | 0 | 0 | 0 |
| | Loss Claims Paid | 3,573,727 | 3,573,727 | 0 |
| | Loss Claims Reserves | 0 | 0 | 0 |
| 8 | Loss Claims - Other | 0 | 0 | 0 |
| | Other Loss Claims Paid | 0 | 0 | 0 |
| | Other Loss Claims Reserves | 0 | 0 | 0 |
| 9 | LAE - Other | 0 | 0 | 0 |
| 10 | Unearned & Advance Premium Claims - GA | 0 | 0 | 0 |
| 11 | Unearned & Advance Premium Claims - Other | 0 | 0 | 0 |
| Other Liabilities | | | | |
| 12 | Class 3 Claims | 0 | 0 | 0 |
| 13 | Class 4 Claims | 0 | 0 | 0 |
| 14 | Class 5 General Unsecured Creditor Claims | 209,618 | 209,618 | 0 |
| 15 | Class 5 Reinsurance Related Unsecured Claims | 0 | 0 | 0 |
| 16 | Class 6 Claims | 0 | 0 | 0 |
| 17 | Class 7 Claims | 0 | 0 | 0 |
| 18 | Class 8 Claims | 0 | 0 | 0 |
| 19 | Class 9 Claims | 0 | 0 | 0 |
| 20 | Class 10 Interest | 0 | 0 | 0 |
| 21 | Class 11 Claims | 0 | 0 | 0 |
| 22 | Other Liabilities | 0 | 0 | 0 |
| | Funds Held for Others | 184,366 | 184,366 | 0 |
| Total Liabilities | | | | |
| | | 5,448,458 | 5,448,248 | (210) |
| 23 | Total Equity/(Deficit) Excess (Deficiency) of Assets over Liabilities | (4,410,987) | (4,440,246) | (29,259) |
| Total Liabilities & Equity | | | | |
| | | 1,037,471 | 1,008,002 | (29,469) |

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**Millennium Title
Sources & Uses of Cash**

**For Period Ending
08/31/19**

| | Qtr Ending Aug-19 |
|---|------------------------------|
| Income | |
| Premium Receipts | 0 |
| Agents' Balances Received | 0 |
| Reinsurance Recoveries | 0 |
| Salvage & Subrogation Recoveries | 0 |
| Affiliates Recovery | 0 |
| Settlement/Litigation Recovery | 0 |
| Other Receipts | 15,033 |
| Sale of Real & Personal Property | 0 |
| Investment Sales/Receipts | 0 |
| Other Asset Receipts | 0 |
| Total Receipts from Assets/Receivables | 15,033 |
| Interest & Dividend Receipts, EA Interest | 0 |
| Cash Deposit Interest | 4,166 |
| Total Cash Receipts | 19,199 |
| Disbursements | |
| SDR Fees & Expenses | 13,112 |
| Subcontractor Legal Fees & Expenses | 4,877 |
| Subcontractor Other Fees & Expenses | 6,166 |
| Non-Subcontractor Fees & Expenses | 15,300 |
| Other Expenses | 9,133 |
| RLO Fees & Expenses | 80 |
| Total Disbursements for Operations | 48,668 |
| Loss Claims & LAE Expense Payments | 0 |
| Early Access Payments - GA | 0 |
| Refunds & Other Distributions | 0 |
| Total Cash Distributions | 0 |
| Total Cash Disbursements & Distributions | 48,668 |
| Net Increase(Decrease) in Cash | (29,469) |
| Cash at Beginning of Period | 853,105 |
| Cash at End of Period | 823,636 |