

BP AUG 05 2009
At 2:45A M.
Amalia Rodriguez-Mendoza, Clerk

NO. D-1-GV-08-001478

STATE OF TEXAS,	§	IN THE DISTRICT COURT OF
Plaintiff	§	
	§	
v.	§	
	§	
Guardian Fidelity Title Company, Ltd.,	§	TRAVIS COUNTY, TEXAS
Guardian Fidelity Title CLR, LLP,	§	
Guardian Fidelity Title NWR, LLP	§	
Guardian Fidelity Title KTB, Ltd.,	§	
Guardian Fidelity Title SB Ltd., and	§	
Guardian Fidelity Title DFT, Ltd.	§	
Defendants	§	419th JUDICIAL DISTRICT

ORDER APPROVING APPLICATION FOR APPROVAL OF FEES AND EXPENSES

The Court considered the *Application for Approval of Fees and Expenses* (the “Application”) as supplemented, filed by Cantilo & Bennett, L.L.P., Special Deputy Receiver of Guardian Fidelity Title Company, Ltd., et al,¹ (the “SDR” and “Guardian” respectively), Having considered the Application, the Court finds as follows:

1. The *Order of Reference to Master* (“Order of Reference”) entered by this Court on August 22, 2008 provides that applications filed pursuant to TEX. INS. CODE § 443.007 are referred to the Special Master appointed in this proceeding;
2. The Application was submitted to the Special Master in accordance with the Order of Reference;
3. Notice of the Application was provided in accordance with TEX. INS. CODE §443.007 (d) and the Order of Reference, and no objections to the Application were filed;

¹ Guardian Fidelity Title Company, Ltd., Guardian Fidelity Title CLR, LLP, Guardian Fidelity Title NWR, LLP, Guardian Fidelity Title KTB, Ltd., Guardian Fidelity Title SB Ltd., and Guardian Fidelity Title DFT, Ltd., each and collectively in liquidation.

4. The Special Master has issued a recommendation that the Application should be granted pursuant to Rule 171 of the Texas Rules of Civil Procedure;

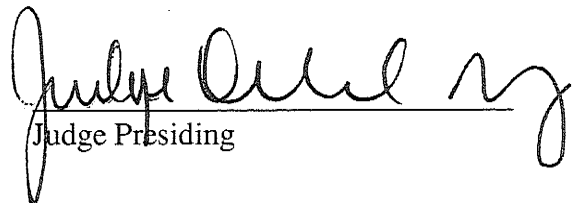
5. The Court has jurisdiction over the Application and the parties affected hereunder; and

6. The Application should be GRANTED in all respects.

IT IS ORDERED ADJUDGED AND DECREED that:

1. The Application is GRANTED;
2. The terms of compensation for the Special Deputy Receiver and the contractors listed on Exhibit A to the application are approved;
3. The limitation on anticipated expenses described in the Application is confirmed; and
4. The Special Deputy Receiver shall continue to file with this Court a summary of expenses incurred pursuant to TEX. INS. CODE § 443.015(g) on a quarterly basis as described in the Application.
5. This Order constitutes a final judgment fully resolving all issues relating to the Application, provided that this Court shall retain jurisdiction to issue further orders pursuant to TEX. INS. CODE Chapter 443. This Order does not modify any of the terms or provisions of this Court's *Agreed Order Appointing Liquidator and Permanent Injunction*, dated July 11, 2008.

Signed August 5, 2009.


Judge Presiding

PROPER NOTICE GIVEN.
NO OBJECTION FILED.
SUBMITTED

RECOMMENDED
SIGNED ON 3rd DAY OF Aug. 2009


TOM COLLINS, CLERK OF COURT, SPECIAL MASTER