

In re: Financial Title Company
Debtor

Case No.: 08-26827-MER
(if known)

DECLARATION CONCERNING DEBTOR'S SCHEDULES - AMENDED

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, Carol Ann McConville, General Counsel of Mercury Companies, Inc., sole shareholder of Financial Holdings, Inc., the sole shareholder of Financial Title Company, named as debtor in this case, declare under penalty of perjury that I have read the foregoing amended schedules, consisting of 9 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Financial Title Company
By: Financial Holdings, Inc., its sole shareholder
By: Mercury Companies, Inc., sole shareholder of Financial Holdings, Inc.

Date: December 12, 2008

Signature: Carol Ann McConville

Carol Ann McConville
General Counsel of Mercury Companies, Inc.
[Print or type name of individual signing on behalf of debtor]

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.

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(If known)

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "X" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITH- OUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
1. Cash on hand. 2. Checking, savings or other financial accounts, certificates of deposit or shares in banks, savings and loan, thrift, building and loan, and home- stead associations, or credit unions, brokerage houses, or cooperatives.	X	Comerica Bank Account J.P. Morgan Chase Account		
3. Security deposits with public utilities, telephone companies, landlords, and others.		See Schedule B-3		521,098.33
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books; pictures and other art objects; antiques; stamp, coin, record, tape, compact disc, and other collections or collectibles.		Pictures, Statues, Wall Hangings, Vases		18,010.00
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			

In re Financial Title Company,
 Debtor

Case No. 08-26827-MER
 (If known)

SCHEDULE B - PERSONAL PROPERTY
 (Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITH- OUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and non-negotiable instruments.	X			
16. Accounts receivable.				198,022.75
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A – Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		See Schedule B-21		3,370,234.85

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 (If known)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITH- OUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		Office Furniture, Phone Systems, File Cabinets, etc.		6,410,409.28
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.		Title Plants		1,848,891.00
_____ continuation sheets attached Total ▶				\$ 12,376,034.77

(Include amounts from any continuation sheets attached. Report total also on Summary of Schedules.)

In Re: Financial Title Company
Case No. Unknown
Schedule B3

Account Description	Debit Amount	Originating Master Name	Address 1	City	State	Zip
Deposits - office leases	\$ 600.00	TOWER CENTER	165 NORTH K. STREET	TULARE	CA	93274
Deposits - office leases	\$ 600.00	HIRANI ENTERPRISES	P. O. BOX 1312	RANCHO MURIETA	CA	95683
Deposits - office leases	\$ 575.00	LJM PROPERTIES	5999 B RIDGE VIEW STREET	CAMARILLO	CA	93012
Deposits - office leases	\$ 1,175.00	LJM PROPERTIES	5999 B RIDGE VIEW STREET	CAMARILLO	CA	93012
Deposits - office leases	\$ 1,000.00	JERRY D. BECKER	1501 DISCOVERY BAY BLVD	DISCOVERY BAY	CA	94514
Deposits - office leases	\$ 20,000.00	HOUSLEY, GENE & DEBBY	5128 JENSEN ROAD	CASTRO VALLEY	CA	94552
Deposits - office leases	\$ 5,134.56	CSHV 180 GRAND, LLC	DEPT. 0703	LOS ANGELES	CA	90084-0703
Deposits - office leases	\$ 3,388.00	WALNUT TECH BUSINESS CENTER	6255 SUNSET BLVD	HOLLYWOOD	CA	90028
Deposits - office leases	\$ 4,050.52	WXI/SUN REAL ESTATE	24901 DANA POINT HARBOR DRIVE	DANA POINT	CA	92629
Deposits - office leases	\$ 5,768.81	MITCHELL LAND &	5999 B RIDGE VIEW STREET	CAMARILLO	CA	93012
Deposits - office leases	\$ 1,375.00	LJM PROPERTIES	PO BOX 31001-0751	PASADENA	CA	91110-0751
Deposits - office leases	\$ 4,102.70	ARDEN REALTY FINANCE PARTNERSHIP	C/O CASTLE MANAGEMENT	SAN RAMON	CA	94583
Deposits - office leases	\$ 1,648.36	MONTAIR ASSOCIATES, LLC	2510 SAND CREEK RD	BRENTWOOD	CA	94513
Deposits - office leases	\$ 1,610.00	PRUDENTIAL CALIFORNIA REALTY	DEPT. 2045	SAN FRANCISCO	CA	94139
Deposits - office leases	\$ 19,721.46	DB/RE PACIFIC PLAZA PARTNERS, L.P.				
Deposits - office leases	\$ 7,005.24	CSHV 180 GRAND, LLC				
Deposits - office leases	\$ 2,000.00	JAMES A. LUKE III, LINDA A. LUKE	RICHARD BARRON, RITA BARRON	VISALIA	CA	93291
Deposits - office leases	\$ 13,979.57	SOUTH POINT LLC	9960 W. CHEYENNE AVE	LAS VEGAS	NV	89129
Deposits - office leases	\$ 8,700.30	CHANG INCOME PROPERTY	PARTNERSHIP, LP	SAN MATEO	CA	94402
Deposits - office leases	\$ 3,657.48					
Deposits - office leases	\$ 4,000.00	UNITED TITLE COMPANY	2010 CROW CANYON ROAD	SAN RAMON	CA	94583
Deposits - office leases	\$ 1,000.00	KERRY & ASSOCIATES, REALTORS	151 CALLAN AVENUE	SAN LEANDRO	CA	94577
Deposits - office leases	\$ 2,400.53	SAVE MOST DESERT RANCHO, LTD	23272 MILLCREEK DRIVE	LAGUNA HILLS	CA	92653
Deposits - office leases	\$ 5,335.10	A&E LEASING, LLC	GROVE BUSINESS CENTER	TEMECULA	CA	92589
Deposits - office leases	\$ 2,761.35	UNITED INSURANCE COMPANY	ATTN: PROPERTY MANAGEMENT	PHOENIX	AZ	85018
Deposits - office leases	\$ 2,000.00	EOP-BAYHILL 4-7, LLC	DEPT #601051-323395	LOS ANGELES	CA	90060-1051
Deposits - office leases	\$ 3,824.82	PACIFICA PROMONTORY, LP	222 E. CARRILLO STREET	SANTA BARBARA	CA	93101
Deposits - office leases	\$ 3,022.05	BUFORD O. FINCK AND DOLORES	M. FINK FAMILY TRUST	BONITA	CA	91908
Deposits - office leases	\$ 3,942.75	OJAI OIL COMPANY	760 PASEO CAMARILLO	CAMARILLO	CA	93010
Deposits - office leases	\$ 2,364.45	151 CALLAN AVENUE BUILDING	151 CALLAN AVENUE	SAN LEANDRO	CA	94577
Deposits - office leases	\$ 1,992.00	LHR, LLC	C/O ESSEX REALTY MANAGEMENT	IRVINE	CA	92614
Deposits - office leases	\$ 1,000.00	TOOKOIAN LIVING TRUST	c/o WILLIAM TOOJOIAN	SAN FRANCISCO	CA	94123
Deposits - office leases	\$ 1,000.00	TOOKOIAN LIVING TRUST	c/o WILLIAM TOOJOIAN	SAN FRANCISCO	CA	94123
Deposits - office leases	\$ 20,025.00	PARGOLD L. P.	P. O. BOX 6950	SAN BERNARDINO	CA	92412-6950
Deposits - office leases	\$ 1,000.00	TOOKOIAN LIVING TRUST	c/o WILLIAM TOOJOIAN	SAN FRANCISCO	CA	94123
Deposits - office leases	\$ 5,000.00					
Deposits - office leases	\$ 1,000.00	TOOKOIAN LIVING TRUST	c/o WILLIAM TOOJOIAN	SAN FRANCISCO	CA	94123
Deposits - office leases	\$ 12,800.00	HILLVIEW PROPERTY MANAGEMENT	920 HILLVIEW COURT	MILPITAS	CA	95035
Deposits - office leases	\$ 1,000.00	TOOKOIAN LIVING TRUST	c/o WILLIAM TOOJOIAN	SAN FRANCISCO	CA	94123
Deposits - office leases	\$ 2,450.00	WEALTH PROPERTIES INC.	C/O WORLDCO COMPANY LTD.	SAN FRANCISCO	CA	94109
Deposits - office leases	\$ 2,218.00	LHR, LLC	C/O ESSEX REALTY MANAGEMENT	IRVINE	CA	92614
Deposits - office leases	\$ 1,000.00	TOOKOIAN LIVING TRUST	c/o WILLIAM TOOJOIAN	SAN FRANCISCO	CA	94123
Deposits - office leases	\$ 3,000.00	BELCO REAL PROPERTY SERVICES	2647 POMONA BLVD	POMONA	CA	91768
Deposits - office leases	\$ 1,000.00	TOOKOIAN LIVING TRUST	c/o WILLIAM TOOJOIAN	SAN FRANCISCO	CA	94123

Account Description	Debit Amount	Originating Master Name	Address 1	City	State	Zip
Deposits - office leases	\$ 1,000.00	TOOKOIAN LIVING TRUST	c/o WILLIAM TOOIOIAN	SAN FRANCISCO	CA	94123
Deposits - office leases	\$ 3,350.00	KENNETH & PATRICIA OCHI	1444 AVIATION BLVD	REDONDO BEACH	CA	90278
Deposits - office leases	\$ 1,000.00	TOOKOIAN LIVING TRUST	c/o WILLIAM TOOIOIAN	SAN FRANCISCO	CA	94123
Deposits - office leases	\$ 1,000.00	TOOKOIAN LIVING TRUST	c/o WILLIAM TOOIOIAN	SAN FRANCISCO	CA	94123
Deposits - office leases	\$ 1,000.00	TOOKOIAN LIVING TRUST	c/o WILLIAM TOOIOIAN	SAN FRANCISCO	CA	94123
Deposits - office leases	\$ 257.00	LOS GATOS EUREKA BUILDING	236 NORTH SANTA CRUZ AVE.	LOS GATOS	CA	95030
Deposits - office leases	\$ 6,000.00	CONTI, INC.	160 B STREET	COLMA	CA	94014
Deposits - office leases	\$ 1,138.75	ROBERT & CELIA JAIME	C/O PROPERTY SERVICES	RIPON	CA	95366
Deposits - office leases	\$ 11,002.42	CAMPIWAY ASSOCIATES, LLC	C/O SOUTH BAY DEVELOPMENT	CAMPBELL	CA	95008
Deposits - office leases	\$ 1,310.00	HILLVIEW PROPERTY MANAGEMENT	920 HILLVIEW COURT	MILPITAS	CA	95035
Deposits - office leases	\$ 440.10	CAMPIWAY ASSOCIATES, LLC	C/O SOUTH BAY DEVELOPMENT	CAMPBELL	CA	95008
Deposits - office leases	\$ 22,276.25	Assemi Brothers LLC & Calif LLC	1396 W. Heandon Ave. # 101	Fresno	CA	93711
Deposits - office leases	\$ 10,479.75					
Deposits - office leases	\$ 21,158.20	CA- Pruneyard LP a Delaware LP	1740 Technology Drive # 150	San Jose	CA	95110
Deposits - office leases	\$ 4,463.44	W.D.V. Properties	920 W. Fremont Ave.	Sunnyvale	CA	94087
Deposits - office leases	\$ 7,782.00	Los Gatos Eureka Building	236 N. Santa Cruz Avenue Suite 105	Los Gatos	CA	95030
Deposits - office leases	\$ 25,586.75	Arden Realty LP, a CA LP	16000 Ventura Blvd. # 700	Ventura	CA	91436
Deposits - office leases	\$ 15,264.00					
Deposits - office leases	\$ 5,000.00	Mario A. Vargas	17138 Bellflower Blvd.	Bellflower	CA	90706
Deposits - office leases	\$ 4,109.40					
Deposits - office leases	\$ 8,392.00	Encino Capital Group, LLC	3501 Jamboree Road, Suite 100	Newport Beach	CA	92660
Deposits - office leases	\$ 670.00					
Deposits - office leases	\$ 33,662.10	Arden Realty Financial Partnership LP, a Calif. LLP	16000 Ventura Blvd. # 700	Ventura	CA	91502
Deposits - office leases	\$ 6,346.88					
Deposits - office leases	\$ 685.00					
Deposits - office leases	\$ 3,150.40					
Deposits - office leases	\$ 4,155.35					
Deposits - office leases	\$ 5,298.15	Columbia California Carlota Office LLC	915 Wilshire Blvd. # 950	Los Angeles	CA	90017
Deposits - office leases	\$ 7,242.00	Simrock 2- 180 Grand, LLC	180 Grand Ave Suite 108	Oakland	CA	94612
Deposits - office leases	\$ 16,071.00	Chamberlain Associates Hopyard Road LP	5880 West Las Positas Blvd. Suite 51	Pleasanton	CA	94588
Deposits - office leases	\$ 15,010.58	WRI Golden State LLC, a Delaware LLC	2600 Citadel Plaza Drive	Houston	TX	77008
Deposits - office leases	\$ 7,373.25	JKDSQ, LLC	79 Sprucewood	Aliso Viejo	CA	92626
Deposits - office leases	\$ 9,201.91	Danville L & M Limited, a Calif. LP	440-B Sycamore Valley Road West	Danville	CA	94526
Deposits - office leases	\$ 3,350.00	Shamrock Development Company	1313 Willow Pass Rd. # 211	Concord	CA	94520
Deposits - office leases	\$ 20,000.00	Growers Square Inc., a Delaware Corp.	1646 North California Blvd. # 344	Walnut Creek	CA	94596
Deposits - office leases	\$ 2,000.00	Manual Durium & Ben L Horn	775 Burnett Avenue, Suite 14	San Francisco	CA	94131
Deposits - office leases	\$ 12,500.00	Paul and Susan Winterhalter, Trustees	945 Front Street	Novato	CA	94945
Deposits - office leases	\$ 5,111.75	Marina Office Park Associates LP	765 Baywood Drive # 131	Petaluma	CA	94954
Deposits - office leases	\$ 1,856.25					
Deposits - office leases	\$ 9,084.60	JP XXXI LP, a California Corp.	5665 Power Inn Road	Sacramento	CA	95824
Deposits - office leases	\$ 7,206.00	Lampert at Iron Point LLC, a CA LP	1130 Iron Point Road # 170	Folsom	CA	95630
Deposits - office leases	\$ 6,435.00	Shanker La Borgato LLC	550 Howe Ave. # 200	Sacramento	CA	95825
Deposits - office leases	\$ 450.00					
Total	\$ 521,098.33					

**In Re: Financial Title Company
Case No. 08-26827-MER
Schedule B-21**

Description and Location of Property	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
Claims against Comerica Bank	At least \$113,718.13
Claims against First American Title Insurance Company	\$1,380,955.72
NORTH PALM Co-TENANCY	\$87.01
CORPORATE EXPRESS-71052	\$151.58
ALLTEL COMMUNICAITONS PRODUCTS	\$269.34
NATIONAL NOTARY ASSOC- 4659	\$39.12
YOSEMITE BOTTLED WATER GROUP	\$13.95
Claims against Ann Hilton	\$1,875,000.00
Total	\$3,370,234.85

Debtor.

(If known)

SUPPLEMENTAL SCHEDULE F –

CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112. If "a minor child" is stated, also include the name, address, and legal relationship to the minor child of a person described in Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, plan an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H – Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED, AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. See attached list							
ACCOUNT NO.							
ACCOUNT NO.							
Subtotal							\$1,580,397.62

In Re: Financial Title Company
Case No. 08-26827-MER

SCHEDULE F -- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
SUPPLEMENTAL SCHEDULE F--Financial Title Company--08-26827-MER

Name	Address	City	State	Zip	Claim Date	Contingent	Unliquidated	Disputed	Amount
AT&T	PO Box 5012	Carol Stream	IL	60197	11/1/2008				\$121,847.62
Department of the Treasury Internal Revenue Service	P.O. Box 63325	Philadelphia	PA	19154-2100	8/25/2008				\$58,550
Jack DeFerh	12050 North Friant Road	Fresno	CA	93720	11/13/2008			x	
Mariana Malkoskie and Pablo Juarez	C/O Rober S. Fink, 6404 Wilshire Blvd., Suite 1001	Los Angeles	CA	90048	11/19/2008			x	\$1,400,000