

QUARTERLY STATEMENT

OF THE

COMMERCE TITLE INSURANCE COMPANY

f/k/a Benefit Land Title Insurance Company

of SANTA ANA

in the state of CALIFORNIA

TO THE

Insurance Department

OF THE

STATE OF CALIFORNIA

FOR THE QUARTER ENDED
September 30, 2002

RECEIVED

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TITLE

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QUARTERLY STATEMENT

AS OF September 30, 2002
OF THE CONDITION AND AFFAIRS OF THE

50026200220100103

Commerce Title Insurance Company f/k/a Benefit Land Title Insurance Company

NAIC Group Code 0000 (Current Period) 0000 (Prior Period) NAIC Company Code 50026 Employer's ID Number 93-1163025

Organized under the Laws of California, State of Domicile or Port of Entry California

Country of Domicile US

Incorporated: August 19, 1993 Commenced Business: November 9, 1995

Statutory Home Office: 1551 North Tustin Avenue Suite 430 Santa Ana, CA 92705

Main Administrative Office: 2828 N. Harwood 11th Floor Dallas, TX 75201 214-758-7046

Mail Address: P.O. Box 199000 Dallas, TX 75219

Primary Location of Books and Records: 1551 North Tustin Avenue Suite 430 Santa Ana, CA 92705 714-246-8900

Internet Website Address: www.commercetitlecompany.com

Statement Contact: Jeff Stewart 214-758-7062 00000
jstewart@titlemail.com 214-758-7807
(E-Mail Address) (Fax Number)

Policyowner Relations Contact: 2828 N. Harwood Dallas, TX 75201 214-758-7046 00000

OFFICERS

President Thomas Gregory Apel

Secretary Raymond Gene Smerge

Treasurer Vicki Ann Roberts

Actuary

Vice-Presidents

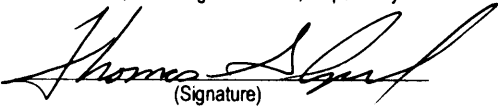


Raymond Gene Smerge	#John Joseph Flynn	David Arthur Priestley	Janice Lynn Dempster
Jeffrey Wayne Stewart			

DIRECTORS OR TRUSTEES

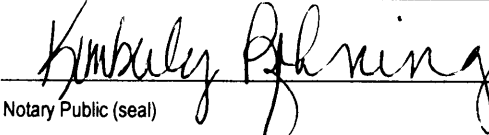
Thomas Gregory Apel	Leldon Edmund Echols	#John Joseph Flynn	

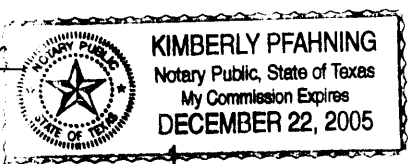
State of Texas
County of Dallas ss

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively.

 (Signature)	 (Signature)	 (Signature)
Thomas Gregory Apel (Printed Name) President	David Arthur Priestley (Printed Name) Assistant Secretary	Vicki Ann Roberts (Printed Name) Treasurer

Subscribed and sworn to before me this
14th day of November, 2002


Notary Public (seal)



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O.R.S.

ASSETS

	Current Statement Date			4
	1	2	3	
	Assets	Nonadmitted Assets	Net Admitted Assets (Cols 1 - 2)	December 31, Prior Year Net Admitted Assets
1. Bonds	1,157,575		1,157,575	205,655
2. Stocks:				
2.1 Preferred stocks				
2.2 Common stocks	(6,375)		(6,375)	(6,375)
3. Mortgage loans on real estate (Schedule B):				
3.1 First liens	999,255	137,000	862,255	893,966
3.2 Other than first liens				
4. Real estate (Schedule A):				
4.1 Properties occupied by the company (less \$ 0 encumbrances)				
4.2 Properties held for the production of income (less \$ 0 encumbrances)				
4.3 Properties held for sale (less \$ 0 encumbrances)	55,000	55,000		150,000
5. Cash (\$ 2,203,538) and short-term investments (\$ 7,076,842)	9,280,380		9,280,380	6,779,894
6. Other invested assets				
7. Receivable for securities				
8. Subtotals, cash and invested assets (Lines 1 to 7)	11,485,835	192,000	11,293,835	8,023,140
9. Title plants, less \$ 0 , charged off	729,726		729,726	729,726
10. Title insurance premiums and fees receivable	447,230		447,230	228,887
11. Funds held by or deposited with reinsured companies				
12. Reinsurance recoverables on loss and loss adjustment expense payments				
13. Federal and foreign income tax recoverable and interest thereon (including \$ 259,020 net deferred tax asset)	332,771	73,751	259,020	218,437
14. Guaranty funds receivable or on deposit				
15. Electronic data processing equipment and software	115,397	27,542	87,855	323,134
16. Interest, dividends and real estate income due and accrued	12,582		12,582	5,882
17. Net adjustments in assets and liabilities due to foreign exchange rates				
18. Receivable from parent, subsidiaries and affiliates	75,341		75,341	442,235
19. Other assets nonadmitted	7,393	7,393		
20. Aggregate write-ins for other than invested assets	1,436,521	1,436,521		
21. TOTALS (Lines 8 to 20)	14,642,796	1,737,207	12,905,589	9,971,441

DETAILS OF WRITE-INS				
2001. Prepaid Expenses	6,451	6,451		
2002. Goodwill	1,430,070	1,430,070		
2003.				
2098. Summary of remaining write-ins for Line 20 from overflow page				
2099. Totals (Lines 2001 through 2003 + 2098) (Line 20 above)	1,436,521	1,436,521		

A. The above assets include the following segregated assets of the Statutory Premium Reserve or other similar statutory reserve:

Bonds \$ 0 , Short-term investments \$ 0 ,
Mortgages \$ 0 , Cash \$ 0 , Total \$ 0 .

SEGREGATED FUNDS HELD FOR OTHERS BY THE COMPANY
(Set apart in special accounts and excluded from company assets and liabilities)

B. Custodial funds in the amount of \$ 0 not included in the foregoing statement were held pursuant to the governing agreements of custody. These funds consist of \$ 0 in cash on deposit and \$ 0 in other forms of security.

LIABILITIES, SURPLUS AND OTHER FUNDS	1	2
	Current Statement Date	December 31 Prior Year
1. Known claims reserve	297,697	357,000
2. Statutory premium reserve	3,789,127	3,371,342
3. Aggregate of other reserves required by law		
4. Supplemental reserve		
5. Commissions, brokerage and other charges due or accrued to attorneys, agents and real estate brokers		
6. Other expenses (excluding taxes, licenses and fees)	428,693	161,887
7. Taxes, licenses and fees (excluding federal and foreign income taxes)	70,500	66,082
8. Federal and foreign income taxes (including \$ 0 on realized capital gains (losses) (including \$ 167,307 net deferred tax liability)	167,307	136,857
9. Borrowed money \$ 0 and interest thereon \$ 0		
10. Dividends declared and unpaid		
11. Premiums and other consideration received in advance		
12. Unearned interest and real estate income received in advance		
13. Funds held by company under reinsurance treaties		
14. Amounts withheld or retained by company for account of others		
15. Provision for unauthorized reinsurance		
16. Net adjustment in assets and liabilities due to foreign exchange rates		
17. Drafts outstanding		
18. Payable to parent, subsidiaries and affiliates		
19. Payable for securities		
20. Aggregate write-ins for other liabilities		
21. Total liabilities (Lines 1 through 20)	4,753,324	4,093,168
22. Aggregate write-ins for special surplus funds		
23. Common capital stock	1,500,000	1,500,000
24. Preferred capital stock		
25. Aggregate write-ins for other than special surplus funds		
26. Surplus notes		
27. Gross paid in and contributed surplus	4,631,662	4,631,662
28. Unassigned funds (surplus)	2,020,603	(253,389)
29. Less treasury stock, at cost:		
29.1 0 shares common (value included in Line 23 \$ 0)		
29.2 0 shares preferred (value included in Line 24 \$ 0)		
30. Surplus as regards policyholders (Lines 22 to 28 less 29)	8,152,265	5,878,273
31. Totals	12,905,589	9,971,441

DETAILS OF WRITE-INS		
0301.		
0302.		
0303.		
0398. Summary of remaining write-ins for Line 3 from overflow page		
0399. Totals (Lines 0301 through 0303 plus 0398)(Line 3 above)		
2001.		
2002.		
2003.		
2098. Summary of remaining write-ins for Line 20 from overflow page		
2099. Totals (Lines 2001 through 2003 plus 2098)(Line 20 above)		
2201.		
2202.		
2203.		
2298. Summary of remaining write-ins for Line 22 from overflow page		
2299. Totals (Lines 2201 through 2203 plus 2298)(Line 22 above)		
2501.		
2502.		
2503.		
2598. Summary of remaining write-ins for Line 25 from overflow page		
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)		

OPERATIONS AND INVESTMENT EXHIBIT			
STATEMENT OF INCOME			
	1	2	3
	Current	Prior	Prior Year
	Year	Year	Ended
	to Date	to Date	December 31
OPERATING INCOME			
1. Title insurance and related income:			
1.1 Title insurance premiums earned	32,360,832	21,481,905	30,893,106
1.2 Escrow and settlement services	136,382		
1.3 Other title fees and service charges	35,862		
2. Aggregate write-ins for other operating income	296,003	360,363	517,745
3. Total Operating Income (Lines 1 through 2)	32,829,079	21,842,268	31,410,851
DEDUCT:			
4. Losses and loss adjustment expenses incurred	291,526	959,114	1,614,438
5. Operating expenses incurred	29,753,895	20,679,668	29,623,012
6. Aggregate write-ins for other operating deductions			
7. Total Operating Deductions	30,045,421	21,638,782	31,237,450
8. Net operating gain or (loss) (Lines 3 minus 7)	2,783,658	203,486	173,401
INVESTMENT INCOME			
9. Net investment income earned	169,609	253,340	304,768
10. Net realized capital gains and (losses)			
11. Net investment gain or (loss) (Lines 9 + 10)	169,609	253,340	304,768
OTHER INCOME			
12. Aggregate write-ins for miscellaneous income or (loss)			
13. Net income, before federal income taxes (Lines 8 + 11 + 12)	2,953,267	456,826	478,169
14. Federal and foreign income taxes incurred	1,037,921	211,502	236,151
15. Net income (Lines 13 minus 14)	1,915,346	245,324	242,018
CAPITAL AND SURPLUS ACCOUNT			
16. Surplus as regards policyholders, December 31 prior year	5,878,273	5,245,700	5,245,700
GAINS AND (LOSSES) IN SURPLUS			
17. Net income (from Line 15)	1,915,346	245,324	242,018
18. Net unrealized capital gains or (losses)	(192,000)	(3,973)	(508,350)
19. Change in net unrealized foreign exchange capital gain (loss)			
20. Change in net deferred income taxes	91,713	20,314	81,580
21. Change in nonadmitted assets	458,933	328,841	817,325
22. Change in provision for unauthorized reinsurance			
23. Change in supplemental reserves			
24. Change in surplus notes			
25. Cumulative effect of changes in accounting principles			
26. Capital Changes:			
26.1 Paid in			
26.2 Transferred from surplus (Stock Dividend)			
26.3 Transferred to surplus			
27. Surplus Adjustments:			
27.1 Paid in			
27.2 Transferred to capital (Stock Dividend)			
27.3 Transferred from capital			
28. Dividends to stockholders			
29. Change in treasury stock			
30. Aggregate write-ins for gains and losses in surplus			
31. Change in surplus as regards policyholders for the year (Lines 17 through 30)	2,273,992	590,506	632,573
32. Surplus as regards policyholders as of statement date (Lines 16 plus 31)	8,152,265	5,836,206	5,878,273

DETAILS OF WRITE-INS			
0201. Equipment Rental Income	296,003	360,363	517,745
0202.			
0203.			
0298. Summary of remaining write-ins from overflow page			
0299. Totals (Lines 0201 through 0203 plus 0298) (Line 2 above)	296,003	360,363	517,745
0601.			
0602.			
0603.			
0698. Summary of remaining write-ins from overflow page			
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)			
1201.			
1202.			
1203.			
1298. Summary of remaining write-ins from overflow page			
1299. Totals (Lines 1201 through 1203 plus 1298) (Line 12 above)			
3001.			
3002.			
3003.			
3098. Summary of remaining write-ins from overflow page			
3099. Totals (Lines 3001 through 3003 plus 3098) (Line 30 above)			

CASH FLOW		1	2
		Current Year to Date	Prior Year Ended December 31
1.	Premiums and other charges collected	32,142,489	31,489,884
2.	Loss and loss adjustment expenses paid (net of salvage and subrogation)	291,526	1,471,732
3.	Total operating expenses paid	29,416,589	29,623,012
4.	Cash from operations (Line 1 minus Line 2 minus Line 3)	2,434,374	395,140
5.	Investment income (net of investment expense)	169,609	304,768
6.	Other income received (expenses paid)	296,003	517,744
7.	Federal income taxes (paid) recovered	(1,048,054)	(317,731)
8.	Net cash from operations (Lines 4 to 7)	1,851,932	899,921
9.	Proceeds from investments sold, matured or repaid:		
9.1	Bonds		
9.2	Stocks		
9.3	Mortgage loans	333,894	1,263,834
9.4	Real estate	150,000	429,631
9.5	Other invested assets		
9.6	Net gains or (losses) on cash and short-term investments		
9.7	Miscellaneous proceeds		
9.8	Total investment proceeds (Lines 9.1 to 9.7)	483,894	1,693,465
10.	Other cash provided:		
10.1	Net transfers from affiliates	366,894	
10.2	Borrowed funds received		
10.3	Capital paid in		
10.4	Surplus paid in		
10.5	Other sources	760,253	279,719
10.6	Total other cash provided (Lines 10.1 to 10.5)	1,127,147	279,719
11.	Total (Line 8 plus Line 9.8 plus Line 10.6)	3,462,973	2,873,105
12.	Cost of investments acquired (long-term only):		
12.1	Bonds	962,487	205,282
12.2	Stocks		
12.3	Mortgage loans		1,450,000
12.4	Real estate		
12.5	Other invested assets		
12.6	Miscellaneous applications		
12.7	Total investments acquired (Lines 12.1 to 12.6)	962,487	1,655,282
13.	Other cash applied:		
13.1	Dividends to stockholders paid		
13.2	Net transfers to affiliates		
13.3	Borrowed funds repaid		
13.4	Other applications		
13.5	Total other cash applied (Lines 13.1 to 13.4)		
14.	Total (Line 12.7 plus Line 13.5)	962,487	1,655,282
15.	Net change in cash and short-term investments (Line 11 minus Line 14)	2,500,486	1,217,823
RECONCILIATION			
16.	Cash and short-term investments:		
16.1	Beginning of year	6,779,894	5,562,071
16.2	End of period (Line 15 plus Line 16.1)	9,280,380	6,779,894

NOTES TO FINANCIAL STATEMENTS

Commerce Title Insurance Company f/k/a Benefit Land Title Insurance Company adopted the NAIC's Codification of Statutory Accounting Principles effective January 1, 2001. The effect on the surplus account as of 9-30-02 is \$91,713.

GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since prior year end unless otherwise noted)

PART 1 - COMMON INTERROGATORIES

GENERAL

- 1.1 Did the reporting entity implement any significant accounting policy changes which would require disclosure in the Notes to the Financial Statements?

Yes [☐] No [☒]
- 1.2 If yes, explain:
- 2.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes [☐] No [☒]
- 2.2 If yes, has the report been filed with the domiciliary state?

Yes [☐] No [☒]
- 3.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes [☐] No [☒]
- 3.2 If yes, date of change:

If not previously filed, furnish herewith a certified copy of the instrument as amended.
4. Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes [☐] No [☒]

If yes, attach an organizational chart.
- 5.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes [☐] No [☒]
- 5.2 If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile

6. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?

Yes [☐] No [☐] N/A [☒]

If yes, attach an explanation.
- 7.1 State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/1999
- 7.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/1999
- 7.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

10/23/2000
- 7.4 By what department or departments? State of California Department of Insurance
- 8.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? (You need not report an action, either formal or informal, if a confidentiality clause is part of the agreement.)

Yes [☐] No [☒]
- 8.2 If yes, give full information

GENERAL INTERROGATORIES (Continued)

(Responses to these interrogatories should be based on changes that have occurred since prior year end unless otherwise noted)

INVESTMENT

9.1 Has there been any change in the reporting entity's own preferred or common stock? Yes [] No [X]

9.2 If yes, explain

10.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes [] No [X]

10.2 If yes, give full and complete information relating thereto:

11. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$

12. Amount of real estate and mortgages held in short-term investments: \$

13.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes [X] No []

13.2 If yes, please complete the following:

	1	2
	Prior Year-End Statement Value	Current Quarter Statement Value
13.21 Bonds	\$	\$
13.22 Preferred Stock	\$	\$
13.23 Common Stock	\$ (6,375)	\$ (6,375)
13.24 Short-Term Investments	\$	\$
13.25 Mortgages, Loans or Real Estate	\$	\$
13.26 All Other	\$	\$
13.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 13.21 to 13.26)	\$ (6,375)	\$ (6,375)
13.28 Total Investment in Parent included in Lines 13.21 to 13.26 above	\$	\$
13.29 Receivable from Parent not included in Lines 13.21 to 13.26 above	\$	\$

14.1 Does the reporting entity have any hedging transactions reported on Schedule DB? Yes [] No [X]

14.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [] No [X]

If no, attach a description with this statement.

15. Excluding items in Schedule E, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Part 1-General, Section IV. H-Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes [] No [X]

15.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1	2
Name of Custodian(s)	Custodian Address

15.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1	2	3
Name(s)	Location(s)	Complete Explanation(s)
SunTrust - Special deposit	Virginia	US Treasury Security in Safekeeping

15.3 Have there been any changes, including name changes, in the custodian(s) identified in 15.1 during the current year? Yes [] No [X]

15.4 If yes, give full and complete information relating thereto:

1	2	3	4
Old Custodian	New Custodian	Date of Change	Reason

15.5 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1	2	3
Central Registration Depository	Name(s)	Address

GENERAL INTERROGATORIES
(continued)

PART 2 - TITLE

1.

If the reporting entity is a member of a pooling arrangement, did the agreement or the reporting entity's participation change?
If yes, attach an explanation.

Yes [] No [] N/A [X]
2.

Has the reporting entity reinsured any risk with any other reporting entity and agreed to release such entity from liability, in whole or in part, from any loss that may occur on the risk, or portion thereof, reinsured?
If yes, attach an explanation.

Yes [] No [X]
- 3.1

Have any of the reporting entity's primary reinsurance contracts been canceled?

Yes [] No [X]
- 3.2

If yes, give full and complete information thereto
- 4.1

Are any of the liabilities for unpaid losses and loss adjustment expenses discounted to present value at a rate of interest greater than zero.

Yes [] No [X]
- 4.2

If yes, complete the following schedule:

1 Line of Business	2 Maximum Interest	3 Discount Rate	TOTAL DISCOUNT				DISCOUNT TAKEN DURING PERIOD			
			4 Unpaid Loses	5 Unpaid LAE	6 IBNR	7 TOTAL	8 Unpaid Losses	9 Unpaid LAE	10 IBNR	11 TOTAL
TOTAL										

SCHEDULE A - VERIFICATION

	1	2	3	4
	First Quarter Current Year	Second Quarter Current Year	Third Quarter Current Year	Prior Year Ended December 31
1. Book/adjusted carrying value, beginning of period	207,105	55,000	55,000	
2. Increase (decrease) by adjustment	(2,105)			(106,808)
3. Cost of acquired				743,544
4. Cost of additions to and permanent improvements				
5. Total profit (loss) on sales				
6. Increase (decrease) by foreign exchange adjustment:				
7. Amount received on sales	150,000			429,631
8. Book/adjusted carrying value at end of current period	55,000	55,000	55,000	207,105
9. Total valuation allowance				
10. Subtotal (Lines 8 plus 9)	55,000	55,000	55,000	207,105
11. Total nonadmitted amounts	55,000	55,000	55,000	57,105
12. Statement value, current period (Page 2, real estate lines, current period)				150,000

SCHEDULE B - VERIFICATION

	1	2	3	4
	First Quarter Current Year	Second Quarter Current Year	Third Quarter Current Year	Prior Year Ended December 31
1. Book/recorded investment excluding accrued interest on mortgages owned, beginning of period	1,345,211	1,230,651	1,165,463	1,205,306
2. Amount loaned during period:				1,450,000
2.1 Actual cost at time of acquisitions				
2.2 Additional investment made after acquisitions				
3. Accrual of discount and mortgage interest points and commitment fees				
4. Increase (decrease) by adjustment				(46,261)
5. Total profit (loss) on sale				
6. Amounts paid on account or in full during the period	114,560	65,188	166,208	1,263,834
7. Amortization of premium				
8. Increase (decrease) by foreign exchange adjustment				
9. Book value/recorded investment excluding accrued interest on mortgages owned at end of current period	1,230,651	1,165,463	999,255	1,345,211
10. Total valuation allowance				
11. Subtotal (Lines 9 plus 10)	1,230,651	1,165,463	999,255	1,345,211
12. Total nonadmitted amounts	346,245	345,680	137,000	451,245
13. Statement value of mortgages owned at end of current period	884,406	819,783	862,255	893,966

SCHEDULE BA - VERIFICATION
Other Invested Assets Included in Schedule BA

	1	2	3	4
Description	First Quarter Current Year	Second Quarter Current Year	Third Quarter Current Year	Prior Year Ended December 31
1. Book/adjusted carrying value of long-term invested assets owned, beginning of period				62,500
2. Cost of acquisitions during period:				
2.1 Actual cost at time of acquisitions				
2.2 Additional investment made after acquisitions				
3. Accrual of discount				
4. Increase (decrease) by adjustment				(62,500)
5. Total profit (loss) on sale				
6. Amounts paid on account or in full during the period				
7. Amortization of premium				
8. Increase (decrease) by foreign exchange adjustment				
9. Book/adjusted carrying value of long-term invested assets at end of current period				
10. Total valuation allowance				
11. Subtotal (Lines 9 plus 10)				
12. Total nonadmitted amounts				
13. Statement value of long term invested assets at end of current period				

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Statement Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Statement Value End of First Quarter	6 Statement Value End of Second Quarter	7 Statement Value End of Third Quarter	8 Statement Value December 31 Prior Year
BONDS								
1. Class 1	6,841,803	946,751		445,863	6,413,493	6,841,803	8,234,417	5,137,491
2. Class 2								
3. Class 3								
4. Class 4								
5. Class 5								
6. Class 6								
7. Total Bonds	6,841,803	946,751		445,863	6,413,493	6,841,803	8,234,417	5,137,491
PREFERRED STOCK								
8. Class 1								
9. Class 2								
10. Class 3								
11. Class 4								
12. Class 5								
13. Class 6								
14. Total Preferred Stock								
15. Total Bonds & Preferred Stock	6,841,803	946,751		445,863	6,413,493	6,841,803	8,234,417	5,137,491

SCHEDULE DA - PART 1
Short-Term Investments Owned End of Current Quarter

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Amount of Interest Received Current Quarter	Paid for Accrued Interest
8099999Totals	7,076,842	X X X	7,076,842	20,148	

SCHEDULE DA - PART 2 - Verification
Short-Term Investments Owned

	1	2	3	4
	First Quarter Current Year	Second Quarter Current Year	Third Quarter Current Year	Prior Year Ended December 31
1. Book/adjusted carrying value, beginning of period	4,762,452	6,206,718	6,633,909	2,297,241
2. Cost of short-term investments acquired	1,444,266	427,191	442,933	3,507,133
3. Increase (decrease) by adjustment				
4. Increase (decrease) by foreign exchange adjustment				
5. Total profit (loss) on disposal of short-term investments				
6. Consideration received on disposal of short-term investments				1,041,922
7. Book/adjusted carrying value, current period	6,206,718	6,633,909	7,076,842	4,762,452
8. Total valuation allowance				
9. Subtotal (Lines 7 plus 8)	6,206,718	6,633,909	7,076,842	4,762,452
10. Total nonadmitted amounts				
11. Statement value (Lines 9 minus 10)	6,206,718	6,633,909	7,076,842	4,762,452
12. Income collected during period	20,943	14,047	20,148	112,152
13. Income earned during period	20,943	14,047	20,148	112,152

SCHEDULE DB - PART F - SECTION 1

Summary of Replicated (Synthetic) Assets Open

Replicated (Synthetic) Asset					Components of the Replicated (Synthetic) Asset								
1 Replication RSAT Number	2 Description	3 NAIC Designation or Other Description	4 Statement Value	5 Fair Value	Derivative Instruments Open		7 Fair Value	8 CUSIP	9 Description	Cash Instrument(s) Held			12 NAIC Designation or Other Description
					6 Description					10 Statement Value	11 Fair Value		
					NONE								

SCHEDULE DB - PART F - SECTION 2

Reconciliation of Replicated (Synthetic) Assets Open

	First Quarter		Second Quarter		Third Quarter		Fourth Quarter		Year-To-Date	
	1 Number of Positions	2 Total Replicated (Synthetic) Assets Statement Value	3 Number of Positions	4 Total Replicated (Synthetic) Assets Statement Value	5 Number of Positions	6 Total Replicated (Synthetic) Assets Statement Value	7 Number of Positions	8 Total Replicated (Synthetic) Assets Statement Value	9 Number of Positions	10 Total Replicated (Synthetic) Assets Statement Value
1. Beginning Inventory										
2. Add: Opened or Acquired Transactions										
3. Add: Increases in Replicated Asset Statement Value										
4. Less: Closed or Disposed of Transactions	X X X		X X X		X X X		X X X		X X X	
5. Less: Positions Disposed of for Failing Effectiveness Criteria										
6. Less: Decreases in Replicated (Synthetic) Asset Statement Value	X X X		X X X		X X X		X X X		X X X	
7. Ending Inventory										

SCHEDULE F - CEDED REINSURANCE
Showing all new reinsurers - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Name of Reinsurer	4 Location	5 Is Insurer Authorized? (Yes or No)
		Affiliates		
		U.S. Insurers		
		Pools and Associations		
		All Other Insurers		
NONE				

SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN
Current Year to Date - Allocated by States and Territories

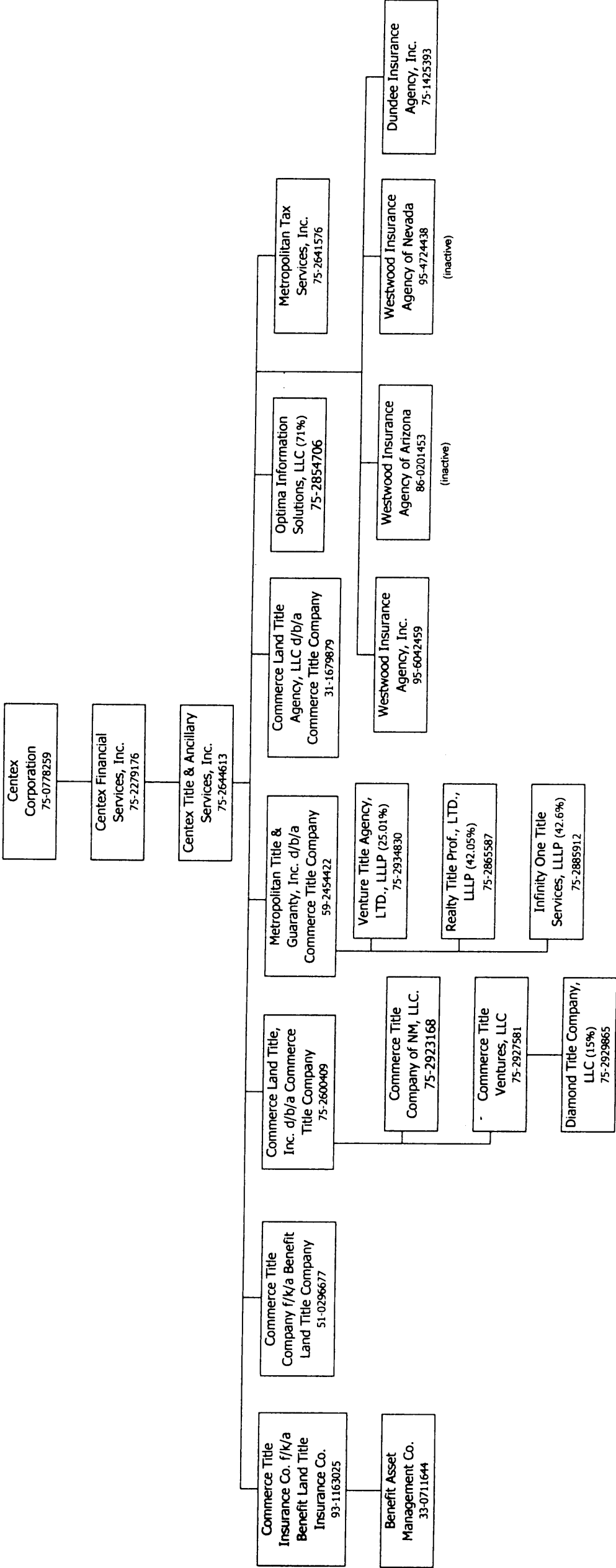
States, etc.		1 Is Insurer Licensed? (Yes or No)	Direct Premiums Written		Direct Losses Paid (Deducting Salvage)		Direct Losses Unpaid	
			2 Current Year To Date	3 Prior Year To Date	4 Current Year To Date	5 Prior Year To Date	6 Current Year To Date	7 Prior Year To Date
1. Alabama	AL	NO						
2. Alaska	AK	NO						
3. Arizona	AZ	YES	737,999					
4. Arkansas	AR	NO						
5. California	CA	YES	22,467,785	16,594,826	291,526	959,114	297,697	303,736
6. Colorado	CO	YES						
7. Connecticut	CT	NO						
8. Delaware	DE	NO						
9. Dist. Columbia	DC	NO						
10. Florida	FL	YES	2,863,557	84,799				
11. Georgia	GA	NO						
12. Hawaii	HI	NO						
13. Idaho	ID	NO						
14. Illinois	IL	NO						
15. Indiana	IN	YES						
16. Iowa	IA	NO						
17. Kansas	KS	YES						
18. Kentucky	KY	YES						
19. Louisiana	LA	NO						
20. Maine	ME	NO						
21. Maryland	MD	NO						
22. Massachusetts	MA	NO						
23. Michigan	MI	NO						
24. Minnesota	MN	NO						
25. Mississippi	MS	NO						
26. Missouri	MO	NO						
27. Montana	MT	NO						
28. Nebraska	NE	YES						
29. Nevada	NV	YES	1,265,643	154,313				
30. New Hampshire	NH	NO						
31. New Jersey	NJ	NO						
32. New Mexico	NM	NO						
33. New York	NY	NO						
34. North Carolina	NC	NO						
35. North Dakota	ND	NO						
36. Ohio	OH	YES						
37. Oklahoma	OK	YES						
38. Oregon	OR	NO						
39. Pennsylvania	PA	YES						
40. Rhode Island	RI	NO						
41. So. Carolina	SC	YES						
42. So. Dakota	SD	NO						
43. Tennessee	TN	NO						
44. Texas	TX	YES	5,442,042	5,065,232				
45. Utah	UT	NO						
46. Vermont	VT	NO						
47. Virginia	VA	YES	1,591					
48. Washington	WA	NO						
49. West Virginia	WV	NO						
50. Wisconsin	WI	NO						
51. Wyoming	WY	NO						
52. American Samoa	AS	NO						
53. Guam	GU	NO						
54. Puerto Rico	PR	NO						
55. U.S. Virgin Is.	VI	NO						
56. Canada	CN	NO						
57. Aggregate Other Alien	OT	X X X						
58. Totals	(a)	15	32,778,617	21,899,170	291,526	959,114	297,697	303,736
DETAILS OF WRITE-INS								
5701.		X X X						
5702.		X X X						
5703.		X X X						
5798. Summary of remaining write-ins for Line 57 from overflow page		X X X						
5799. TOTALS (Lines 5701 thru 5703 plus 5798) (Line 57 above)		X X X						

(a) Insert the number of yes responses except for Canada and Other Alien.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

Centex Title and Ancillary Services, Inc.
Organization Chart*



* All entities are 100% owned unless otherwise noted.

PART 1 - LOSS EXPERIENCE

	Current Year to Date				5 Prior Year to Date Direct Loss Percentage
	1 Direct Premiums Written	2 Other Income (Page 4, Lines 1.2 + 1.3 + 2)	3 Direct Losses Incurred	4 Direct Loss Percentage Cols. 3 / (1 + 2)	
1. Direct operations	593,607	468,247			
2. Agency operations:					
2.1 Non-affiliated agency operations	1,834,383				
2.2 Affiliated agency operations	30,350,627		291,526	0.961	4.460
3. Totals	32,778,617	468,247	291,526	0.877	4.310

PART 2 - DIRECT PREMIUMS WRITTEN

	1 Current Quarter	2 Current Year to Date	3 Prior Year Year to Date
1. Direct operations	334,200	593,607	
2. Agency operations:			
2.1 Non-affiliated agency operations	628,510	1,834,383	745,190
2.2 Affiliated agency operations	11,032,501	30,350,627	21,153,980
3. Totals	11,995,211	32,778,617	21,899,170

SUPPLEMENTAL EXHIBITS AND SCHEDULES

INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

1. Will the SVO Compliance Certification be filed with this statement?

RESPONSE

YES

EXPLANATION:

BAR CODE:

OVERFLOW PAGE FOR WRITE-INS

SCHEDULE A - PART 2

Showing all Real Estate ACQUIRED During the Current Quarter

1 Description of Property	Location		4 Date Acquired	5 Name of Vendor	6 Actual Cost	7 Amount of Encumbrances	8 Book/Adjusted Carrying Value Less Encumbrances	9 Expended for Additions and Permanent Improvements
	2 City	3 State						
			NONE					

SCHEDULE A - PART 3

Showing all Real Estate SOLD during the Quarter, including Payments during the Final Year on "Sales under Contract"

1 Description of Property	Location		4 Disposal Date	5 Name of Purchaser	6 Actual Cost	7 Increase (Decrease) by Adjustment	8 Increase (Decrease) by Foreign Exchange Adjustment	9 Expended for Additions, Permanent Improvements and Changes in Encumbrances	10 Book/Adjusted Carrying Value Less Encumbrances	11 Amounts Received	12 Foreign Exchange Profit (Loss) on Sale	13 Realized Profit (Loss) on Sale	14 Total Profit (Loss) on Sale	15 Gross Income Earned Less Interest Incurred on Encumbrances	16 Taxes, Repairs and Expenses Incurred
	2 City	3 State													
							NONE								

SCHEDULE BA - PART 1

Showing Other Long-Term Invested Assets ACQUIRED during the Current Quarter

1 Number of Units and Description	Location		4 Name of Vendor	5 Date Acquired	6 Actual Cost	7 Amount of Encumbrances	8 Book/Adjusted Carrying Value Less Encumbrances	9 Increase (Decrease) by Adjustment	10 Increase (Decrease) by Foreign Exchange Adjustment
	2 City	3 State							
			NONE						

SCHEDULE BA - PART 2

Showing Other Long-Term Invested Assets SOLD, transferred or paid in full during the Current Quarter

1 Number of Units and Description	Location		4 Name of Purchaser or Nature of Disposition	5 Date Acquired	6 Book/Adjusted Carrying Value Less Encumbrances Prior Year	7 Increase (Decrease) by Adjustment	8 Increase (Decrease) by Foreign Exchange Adjustment	9 Book/Adjusted Carrying Value Less Encumbrances at Disposition	10 Consideration Received	11 Foreign Exchange Profit (Loss) on Sale	12 Realized Profit (Loss) on Sale	13 Total Profit (Loss) on Sale
	2 City	3 State										
					NONE							

SCHEDULE DB - PART C - SECTION 1

Showing all Collar, Swap and Fowards Open at Current Statement Date

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Description	Notional Amount	Date of Maturity, Expiry, or Settlement	Strike Price, Rate or Index Rec (Pay)	Date of Opening Position or Agreement	Exchange or Counterparty	Cost or (Consideration Received)	Book Value		Statement Value	Fair Value	Year to Date Increase/ (Decrease) by Adjustment	Used to Adjust Basis of Hedged Item	Other Investment/ Miscellaneous Income	Potential Exposure
						NONE								

SCHEDULE DB - PART D - SECTION 1

Showing all Futures Contracts and Insurance Futures Contracts at Current Statement Date

1	2	3	4	5	6	7	8	9	Variation Margin Information			13
Description	Number of Contracts	Maturity Date	Original Value	Current Value	Variation Margin	Date of Opening Position	Exchange or Counterparty	Cash Deposit	10	11	12	Potential Exposure
									Recognized	Used to Adjust Basis of Hedged Item	Deferred	
					NONE							



Commerce Title Insurance Company f/k/a Benefit Land Title Insurance Company

Company Name

50026

NAIC Code

50026200247000103

SVO COMPLIANCE CERTIFICATION

"The undersigned is an officer of the insurer responsible for reporting investments to the SVO and/or with performing all filings with appropriate state regulatory officials and the NAIC and is therefore required to be familiar with the requirements of such filings. The undersigned officer certifies that, to the best of his or her knowledge, information, and belief, all prices or NAIC designations for the securities reported in this statement have been obtained directly from the SVO except as specifically identified below. The officer further certifies that, to the best of his or her knowledge, information, and belief, since the last filing of a quarterly or annual statement:

1. All securities previously valued by the insurer and identified by a Z suffix have now been submitted to the SVO for a valuation or disposed of by sale or otherwise with the result that all prices and NAIC Designations reported in this statement have been provided by the SVO, except for new purchases identified in Schedule D and DA with a Z suffix or items submitted but not yet processed by the SVO.
2. Any newly purchased securities now identified with a Z suffix will be submitted to the SVO within 120 days of purchase.
3. All necessary information on securities that have been previously designated NR (not rated due to lack of current information) by the SVO have either been submitted to the SVO by the insurer for a valuation or disposed of by the insurer.
4. All material issuer events (as defined below) have been reported to the SVO."

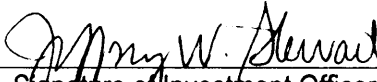
A material issuer event is a generic or transaction specific credit event of which the insurer is currently aware, which by its nature would signify to a reasonably prudent insurer that a material change in the credit quality or price of the investment or security has occurred.

As an illustration, and not by way of limitation, the following shall be deemed to constitute material issuer events:

- a. Recapitalizations or capital restructuring whether within or without Chapter 11 of the U.S. Bankruptcy Code;
- b. Nonpayment, deferral, or payment in kind through waiver of any principal or contractual interest payment;
- c. Any change in the maturity of a security;
- d. Changes in the lender's collateral position, including releases of collateral, or the taking of a collateral position whether by operation of negative pledge covenant or otherwise;
- e. Events of a like character or of a like effect, which would be considered material to an investment professional.
- f. Exceptions _____

Jeffrey W. Stewart

Name of Investment Officer


Signature of Investment Officer

Vice President

Title of Signatory

11/14/2002

Date