

**United States Bankruptcy Court
District of Colorado**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Mercury Companies, Inc.	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): See attached page	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): 84-1008321	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): 1515 Arapahoe Street, Tower 1, Suite 1400 Denver, CO ZIP CODE 80202	Street Address of Joint Debtor (No. and Street, City, and State): ZIP CODE
County of Residence or of the Principal Place of Business: Denver	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): ZIP CODE	Mailing Address of Joint Debtor (if different from street address): ZIP CODE

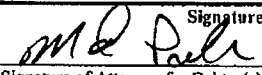
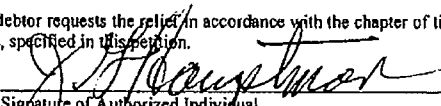
Location of Principal Assets of Business Debtor (if different from street address above):
 ZIP CODE

Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) See Exhibit D on page 2 of this form. <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
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Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.	THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input checked="" type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000	
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input checked="" type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input checked="" type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): Mercury Companies, Inc.	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed: None	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)			
Name of Debtor: None	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b). <input checked="" type="checkbox"/> _____ Signature of Attorney for Debtor(s) (Date)	
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input checked="" type="checkbox"/> No.			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box.)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding (in a federal or state court) in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
_____ (Name of landlord that obtained judgment)			
_____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(f)).			

B 1 (Official Form) 1 (1/08)		Page 3
Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): Mercury Companies, Inc.
Signatures		
<p style="text-align: center;">Signature(s) of Debtor(s) (Individual/Joint)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (if not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;">Signature of a Foreign Representative</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>	
<p>X  Signature of Attorney*</p> <p>_____ Signature of Attorney for Debtor(s) Michael J. Pankow</p> <p>_____ Printed Name of Attorney for Debtor(s) Brownstein Hyatt Farber Schreck, LLP</p> <p>_____ Firm Name 410 - 17th Street, Suite 2200</p> <p>_____ Address Denver, CO 80202</p> <p>_____ 303-223-1100 Telephone Number</p> <p>_____ 08/28/2008 Date</p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p style="text-align: center;">Signature of Non-Attorney Bankruptcy Petition Preparer</p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X _____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</small></p>	
<p style="text-align: center;">Signature of Debtor (Corporation/Partnership)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X  Signature of Authorized Individual</p> <p>_____ Printed Name of Authorized Individual Jerold G. Hauptman</p> <p>_____ Title of Authorized Individual Chief Executive Officer</p> <p>_____ 08/28/2008 Date</p>		

Attachment to Voluntary Petition for Mercury Companies, Inc.

All Other Names used by the Debtor in the last 8 years
(include married, maiden, and trade names)

United Title Companies, Inc.
Mercury Purchasing, Inc.
Lakewood Holdings, Inc.
Mercury Travel, Inc.

UNANIMOUS CONSENT TO ACTION OF THE BOARD OF
DIRECTORS OF MERCURY COMPANIES, INC.
TO INITIATE CHAPTER 11 BANKRUPTCY

August 22, 2008

The undersigned, constituting all of the members of the Board of Directors of Mercury Companies, Inc. (the "Corporation"), hereby unanimously adopt the following resolutions and consent to the taking of all actions set forth herein as if such resolutions had been adopted at a duly called and held meeting of the Board of Directors of the Corporation:

The Directors have determined that it is in the best interest of the Corporation to initiate a Chapter 11 Bankruptcy case in the Corporation's name.

Accordingly, the following resolutions are adopted:

RESOLVED, that Brownstein Hyatt Farber Schreck, LLP ("BHFS") be and hereby is appointed to act and serve as attorneys at law for the Corporation in all legal matters relating to the insolvency, bankruptcy, reorganization, workouts or liquidation of the Corporation, including all legal representation reasonably related thereto, and that the customary professional charges for the services as attorneys be paid to them from time to time; and be it

RESOLVED, that the officers of the Corporation be, and each of them acting alone hereby are, authorized, empowered and directed to execute, deliver and cause the performance of, in the name and on behalf of the Corporation, the employment and payment of BHFS as described in the foregoing Resolution; and be it

RESOLVED, that the officers of the Corporation be, and they hereby are, authorized and directed to take such actions and execute and deliver on behalf of the Corporation such documents and/or instruments as may be necessary to accomplish the foregoing Resolutions; and be it

RESOLVED, that a Voluntary Petition in Chapter 11 of Title 11, U.S.C. (the "Petition"), and all documents related thereto and to the bankruptcy proceeding thereby effectuated, be, and hereby is, adopted and approved in its entirety and the bankruptcy, liquidation and reorganization contemplated thereby be, and hereby is, authorized, adopted and approved, in such form and containing such terms and conditions, with such changes, additions, deletions, amendments or modifications, as the officers executing the same deem necessary, proper or advisable; and be it

RESOLVED, that the officers of the Corporation be, and each of them acting alone hereby are, authorized, empowered and directed to execute, deliver and cause the performance of, in the name and on behalf of the Corporation, the Petition, with such changes therein, deletions therefrom or additions thereto, as the officer executing the

same shall approve, the execution and delivery thereof to be conclusive evidence of the approval and ratification thereof by such officer; and be it

RESOLVED, that the officers of the Corporation be, and each of them acting alone hereby are, authorized to file, or cause to be filed, the Petition with the United States Bankruptcy Court in the District of Colorado (the "Court") in accordance with the applicable provisions of all applicable federal and state bankruptcy laws; and be it

RESOLVED, that the officers of the Corporation be, and they hereby are, authorized and directed to take such actions and execute and deliver on behalf of the Corporation such documents and/or instruments as may be necessary to accomplish the foregoing resolutions.

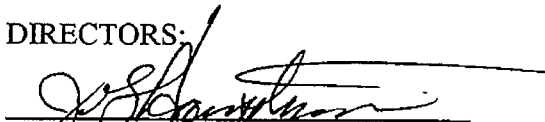
RESOLVED, that all actions taken by the Board prior to the date of this unanimous written consent which are within the authority conferred by the foregoing resolutions are ratified and approved.

RESOLVED, that the officers of the Corporation be, and each of them acting alone hereby are, authorized, empowered and directed to take, from time to time in the name and on behalf of the Corporation, such actions and execute and deliver such certificates, instruments, notices and documents, including any amendments thereto, as may be required from time to time or as such officer may deem necessary, advisable or proper in order to carry out and perform the obligations of the Corporation under and in connection with the foregoing resolutions; and all such certificates, instruments, notices and documents to be executed and delivered in such form as the officer executing the same shall approve, the execution and delivery thereof by such officer to be conclusive evidence of the approval and ratification thereof by such officers.

RESOLVED that the appropriate corporate officers are authorized to execute on behalf of the corporation any necessary paperwork to initiate the authorized bankruptcy proceedings.

The undersigned, comprising all of the members of the board of directors of Mercury Companies, Inc. hereby consent to the action taken herein, it being expressly intended and understood that when all of the directors sign one copy or separate copies hereof, this consent to action shall be effective as of the date first written above.

DIRECTORS:



Jerrold G. Hauptman

Date: 8/22/2008

Paul R. Hauptman

Date: _____



Patricia Hauptman

Date: 8/22/08

Patrice M. Hauptman

Date: _____

same shall approve, the execution and delivery thereof to be conclusive evidence of the approval and ratification thereof by such officer; and be it

RESOLVED, that the officers of the Corporation be, and each of them acting alone hereby are, authorized to file, or cause to be filed, the Petition with the United States Bankruptcy Court in the District of Colorado (the "Court") in accordance with the applicable provisions of all applicable federal and state bankruptcy laws; and be it

RESOLVED, that the officers of the Corporation be, and they hereby are, authorized and directed to take such actions and execute and deliver on behalf of the Corporation such documents and/or instruments as may be necessary to accomplish the foregoing resolutions.

RESOLVED, that all actions taken by the Board prior to the date of this unanimous written consent which are within the authority conferred by the foregoing resolutions are ratified and approved.

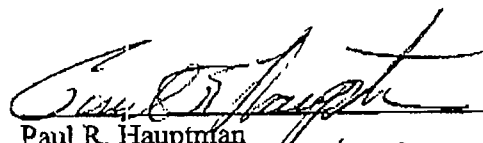
RESOLVED, that the officers of the Corporation be, and each of them acting alone hereby are, authorized, empowered and directed to take, from time to time in the name and on behalf of the Corporation, such actions and execute and deliver such certificates, instruments, notices and documents, including any amendments thereto, as may be required from time to time or as such officer may deem necessary, advisable or proper in order to carry out and perform the obligations of the Corporation under and in connection with the foregoing resolutions; and all such certificates, instruments, notices and documents to be executed and delivered in such form as the officer executing the same shall approve, the execution and delivery thereof by such officer to be conclusive evidence of the approval and ratification thereof by such officers.

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Date: 8/22/08

Patricia Hauptman
Date: _____

Patrice M. Hauptman
Date: _____

same shall approve, the execution and delivery thereof to be conclusive evidence of the approval and ratification thereof by such officer; and be it

RESOLVED, that the officers of the Corporation be, and each of them acting alone hereby are, authorized to file, or cause to be filed, the Petition with the United States Bankruptcy Court in the District of Colorado (the "Court") in accordance with the applicable provisions of all applicable federal and state bankruptcy laws; and be it

RESOLVED, that the officers of the Corporation be, and they hereby are, authorized and directed to take such actions and execute and deliver on behalf of the Corporation such documents and/or instruments as may be necessary to accomplish the foregoing resolutions.

RESOLVED, that all actions taken by the Board prior to the date of this unanimous written consent which are within the authority conferred by the foregoing resolutions are ratified and approved.

RESOLVED, that the officers of the Corporation be, and each of them acting alone hereby are, authorized, empowered and directed to take, from time to time in the name and on behalf of the Corporation, such actions and execute and deliver such certificates, instruments, notices and documents, including any amendments thereto, as may be required from time to time or as such officer may deem necessary, advisable or proper in order to carry out and perform the obligations of the Corporation under and in connection with the foregoing resolutions; and all such certificates, instruments, notices and documents to be executed and delivered in such form as the officer executing the same shall approve, the execution and delivery thereof by such officer to be conclusive evidence of the approval and ratification thereof by such officers.

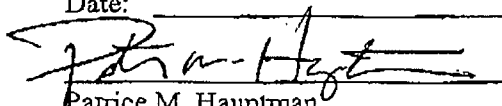
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DIRECTORS:

Jerrold G. Hauptman
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Patricia Hauptman
Date: _____

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Patrice M. Hauptman
Date: _____