

IN THE COMMONWEALTH COURT OF PENNSYLVANIA

In Re: Legion Insurance Company, : No. 1 LEG 2002
(In Liquidation) :

**QUARTERLY REPORT OF THE LIQUIDATOR
ON THE STATUS OF THE LIQUIDATION OF
LEGION INSURANCE COMPANY AS OF JUNE 30, 2017**

I. INTRODUCTION

Teresa D. Miller, Insurance Commissioner of the Commonwealth of Pennsylvania, in her official capacity as Statutory Liquidator (the “Liquidator”) of Legion Insurance Company (“Legion or Estate”), through her undersigned counsel, hereby submits this Quarterly Report on the status of the liquidation of Legion for the period from January 1, 2017 through June 30, 2017 (“Report”).

II. REPORT

A. Financial Statements.

Legion has prepared the Special Purpose Statement of Assets and Liabilities, Statutory Capital and Surplus Account and Cash Flow Summary (“Statements”). The Statements include many estimates as noted below and may not fully reflect the effects of the liquidation. Consequently, the ultimate distribution to creditors is unknown at this time. For this reason, third parties should not rely on the financial information contained herein as providing any certainty or clear indication as to the ultimate distribution that will be made from Legion. The Notes to the Special Purpose Statement of Assets and Liabilities, attached as Exhibit D, describes

the nature of the line items on the Statements and should be included in any review of Legion's financial information.

The Statements are addressed in more detail in sections 1 through 4 below.

1. Special Purpose Statement of Assets and Liabilities – Assets –

EXHIBIT A.

As of June 30, 2017, the attached Special Purpose Statement of Assets and Liabilities shows estimated total assets were \$2,152.1 million including \$462.4 million of cash and liquid investments.

Early access advances to Guaranty Associations ("GAs") totaled \$1,687.6 million.

a. Cash and Investments.

Legion had a cash and investment portfolio of \$462.4 million as of June 30, 2017. Refer to the Cash Flow Summary (Exhibit C) for major components of change for the current year. Excess cash flows over and above the immediate operating needs of the Estate are transferred to money market deposits. Legion's investment manager, Delaware Investments, utilized Legion's approved investment policy to trade specific securities held in the fixed income securities portfolio and to generally monitor and manage the portfolio in accordance with the guidelines. The contract with Delaware Investment Advisors expired effective June 30, 2017, and subsequently BNY Mellon Bank transferred the cash and securities in the portfolio to Morgan Stanley, which has provided financial advisory services to the Estate since 2009. The securities will be held by Morgan Stanley until maturity, and all proceeds will be placed in money market accounts in the Estate's account with Morgan Stanley. All securities will mature on or before December 31, 2017. All marketable securities are booked to the market values provided by Legion's custodian, BNY Mellon Bank, as of the end of each month. Of the \$462.4 million cash

and investments available, \$68.7 million is being reserved as it may be potentially distributed for Early Access funds currently held. (See Paragraph II.A.1.c.)

b. Early Access Advances.

Workers' compensation claims paid by Legion on behalf of the GAs during the first 90 days after the date of the Liquidation and pursuant to the Court's Order are considered part of early access monies.

On August 7, 2014, the Court approved the Liquidator's Ninth Proposal to Distribute Assets (\$130.0 million) to the State Guaranty Associations ("Liquidator's Ninth Proposal") bringing the total authorized by the Court to \$1.76 billion for early access distributions. Legion has distributed all of these funds via cash payments and reductions of statutory deposits, except for \$68.7 million which is currently being held.

On April 24, 2017, the Court approved a \$6.4 million early access distribution to the Oregon Insurance Guaranty Association (OIGA) as discussed in more detail in section 1(c) below.

c. State Deposits and Unapplied State Deposits.

On October 28, 2016, the Circuit Court of the State of Oregon for the County of Marion entered an Order approving the closure of the Ancillary Receivership of Legion in Oregon and the transfer of the remaining assets of the Ancillary Receivership to the Estate. On November 29, 2016, the OIGA entered into a refunding agreement with Legion, pursuant to which \$7.4 million in funds received by OIGA from the Ancillary Receivership shall be applied against any Early Access distributions and the final distribution. On December 27, 2016, the Ancillary Receiver transferred \$5.8 million of cash and securities to Legion, with an additional \$.1 million transferred in 2017. The Liquidator filed a proposal with the Court on March 10, 2017 to make

OIGA eligible for early access distributions which was approved by the Court on April 24, 2017. As a result, \$6.4 million of funds previously received by the OIGA were treated as an early access distribution, and \$1 million was treated as an unapplied state deposit pending the final distribution.

2. **Special Purpose Statement of Assets and Liabilities – Liabilities –**

EXHIBIT A.

Total estimated liabilities at June 30, 2017, were \$2.6 billion. The Statement includes an estimate of the liquidation expenses that have been incurred by the GAs in administering the Estate and a reserve for the costs of their ongoing administration of open claims from the Claims Bar Date. It does not include an estimate of the cost that will be incurred by Legion in administering the Estate over time. Legion liquidation expenses are class (a) priority payments under the Insurance Department Act of 1921, 40 P.S. § 221.44 (“Act”), as are certain GA expenses, to the extent permitted by the Act. Both Liquidator and GA expenses will be paid before distributions for claims under policies for losses, class (b) priority, and other lower class creditors. As of June 30, 2017, there was \$5.6 million in reserves for unpaid liquidator and GA administrative expenses.

However, the most significant liability is the \$2.3 billion assigned to class (b) proofs of claim (“POCs”). This category includes Legion’s estimates of direct insurance policy holder benefits reported as paid (\$1.3 billion) and reserves (\$.4 billion) by those GAs for which no notice of determination (“NOD”) has yet been issued, as reflected on the attached Exhibit H, Guaranty Fund Claim Overview Report. The liability also includes Legion’s estimated reserves – other (\$70.1 million). It also includes Legion’s liability for GA-accepted NODs of \$525.1

million and for non-guaranty fund-accepted NODs of \$58.9 million. A reduction of \$27.1 million is shown for distribution payments issued to class (b) claimants as of June 30, 2017.

On April 29, 2015, the Court entered an Order establishing a Claims Bar Date. The Order provides that all claims must have matured into a legal cause of action and a Proof of Claim filed with the Estate by July 28, 2015. The estate has continued to accept information on losses reported to the GAs up through the Claims Bar Date.

a. Priority Class A.

Prior to receivership, Legion, Villanova Insurance Company (“Villanova”) and Legion Indemnity Company (“Indemnity”) operated with an expense sharing agreement pursuant to which Legion paid the common expenses for all three companies through July 2003. Under the expense sharing agreement, common expenses were allocated 80% to Legion, 10% to Villanova and 10% to Indemnity. Following entry of the Court’s Orders placing Legion and Villanova into liquidation in July 2003, the expenses were allocated 90% to Legion and 10% to Villanova. The several schedules attached to this Report relating to expenses (Exhibits E and F) represent the expenses paid or incurred by Legion and Villanova on a consolidated basis, including all common expenses, before any allocation. The Liquidator’s Petition for Approval of Administrative Expenses Paid for the Period July 1, 2016 through December 31, 2016, was approved by the Court on April 24, 2017.

The Combined Expense Detail attached as Exhibit E lists \$4.8 million of statutory liquidator administrative operating expenses incurred by Legion and Villanova for the period January 1, 2017 through June 30, 2017.

The GAs report their administrative expenses to Legion via financial reports generally received quarterly from most GAs. Attached as Exhibit H is the Guaranty Fund Claim Overview

Report showing by GA the total of \$171.8 million in administrative expenses reported to Legion as paid by GAs through the Claims Bar Date. Legion reviews such expenses as part of the formal NOD process. In addition, Legion has established a reserve of \$5.0 million for the costs of the GAs of administering the open claims after the Claims Bar Date, which is not included in Exhibit H but is reflected in Exhibit A. Subsequent to the Claims Bar Date, Legion began issuing NODs for GA administrative expense POCs based on Legion's continuing review of each GA's reported expenses. As of June 30, 2017, Legion's liability for GA administrative expense as reflected in NODs issued by Legion and accepted by GAs was \$40.4 million.

b. Priority Class B.

The amounts set forth on this Statement for losses and loss adjustment expenses as of the Claims Bar Date are based primarily upon GA paid claims, POCs and NODs issued and the estimated value of known case reserves established by actuarial estimates of expected losses on an undiscounted basis as of the Claims Bar Date. Due to the inherent complexity of the loss reserving process, the potential variability of the assumptions used and the variability resulting from the effect of the liquidation process, the final ultimate liability for losses and loss adjustment expenses will be determined through the NOD evaluation process, and may be significantly different from the estimate of loss and ALAE reserves included in the statements.

c. Priority Classes Below Class B.

Also included in total liabilities are estimated liabilities for POCs assigned to priority classifications below class (b), which aggregate to \$121.0 million. (See the accompanying notes for a brief description of each line item.)

Throughout the liquidation period it has been anticipated that Legion would not make distributions to claimants whose claims were classified (c) or below. In order to maximize the

Estates' resources and assets, Legion decided to issue "Class Only" NODs for class (e), (f) and (g) levels. These NODs acknowledged the legitimacy of a claim but assigned no dollar value to the claim. In the event it was determined that Legion would be able to make distributions to claimants in levels below class (b), the Class Only NODs for those classes where distributions might be made would be valued and issued an amended NOD. When the Court amended its rules for the summary and formal proceedings against insurers effective July 30, 2012, all class (e), (f) and (g) claims valued after that date were assigned a dollar value. While it is still not anticipated that Legion will pay out below a class (b) claim, as a result of the issuance of Class Only NODs, total liabilities in those classes may be substantially understated.

3. Statement of Statutory Capital and Surplus Account – EXHIBIT B.

Attached to this report is a special purpose Statement of Statutory Capital and Surplus Account for the period from December 31, 2001 to June 30, 2017. The estimated net deficit at June 30, 2017 was \$444.7 million.

4. Statement of Cash Flow Summary – EXHIBIT C.

Attached to this report is a Statement of Cash Flow Summary ("Cash Flow Summary") for the period January 1, 2017 through June 30, 2017. Total sources of cash and investments for the period were \$5.7 million.

Total uses of cash and investments were \$5.3 million for the period.

a. Reinsurance Collections.

Although Reinsurance recoverables have been a significant asset of Legion, the reinsurance recovery effort has been completed. During the period January 1, 2017 through June 30, 2017, \$1.2 million of reinsurance was collected. Legion does not expect any further material reinsurance collections.

b. Operating Expenses.

Refer to Exhibit E, Combined Expense Detail, for line item detail of major components of operating expenses incurred by Legion and Villanova for the period January 1, 2017 through June 30, 2017. Operating expenses paid per the Cash Flow Summary and Administrative Expenses Incurred per the Combined Expense Detail differs somewhat because of accruals. For most operating expenses, Legion pays the invoice and is reimbursed from Villanova for its share through an intercompany transfer. (Please refer to the explanation of expense allocation included under Section 2a.)

c. Federal Income Tax Refund.

In January 2017 Legion received a \$1.1 million refund related to the 2014 tax year. (For further information, see Paragraph 5(e).)

d. Guaranty Association Transactions.

As of June 30, 2017, the Court has authorized \$1.76 billion in total for early access distributions. Legion has distributed via cash payments and reductions of statutory deposits all of these funds, except for \$68.7 million which is currently being held. A distribution of \$6.4 million was made to the OIGA in 2017, via a reduction of statutory deposits as discussed in more detail in section 1(c) above.

e. Interim Distribution.

On February 27, 2012, the Court approved the Liquidator's Amended Petition for First Interim Distribution allowing a 50% distribution to all class (b) claimants who's NOD is approved by the Court. As of June 30, 2017, Legion has made distribution payments of \$27.1 million.

5. Combined Expense Detail – EXHIBIT E.

The operating expenses of Legion relate to efforts by the Liquidator to marshal and maximize the assets of the Estate for the benefit of all Legion policyholders and claimants, as well as to review and determine the ultimate liabilities of the Estate, to fulfill the public policies and purposes of the Act and the liquidation process, and to investigate and hold accountable those third parties alleged to contribute to the insolvency of Legion.

Exhibit E is a schedule reflecting the combined incurred expenses of Legion and Villanova from January 1, 2017 through June 30, 2017, together with a comparison, by category of expense, between 2017 YTD actual and 2017 YTD budget and between 2017 YTD actual and 2016 YTD actual. As reflected in the Statement, the total operating expenses through June 30, 2017 are \$4.8 million, which is 4.6% lower than the 2017 budget and is 18.2% less than the 2016 actual. There have been no significant unfavorable variances between the budgeted and actual accrued expenses. The GAs also incurred operating expenses, which are reported cumulatively on Exhibit H. (Please refer to Section 2a for an explanation of the expense allocation.)

a. Labor, Benefits and Payroll Taxes.

As of June 30, 2017, Legion had a total of 25.5 employees. In addition, Legion utilizes temporary/contractor workers when needed. Current plans dictate that this mix will fluctuate as Legion implements a more flexible staffing model designed to ensure continuity of specialized and institutional knowledge critical to the Estate.

b. Occupancy.

Legion currently leases office space in Philadelphia. The lease term has been extended through June 30, 2018, with monthly lease payments of \$24,750 from July 1, 2017 through June 30, 2018.

c. Legal Fees and Expenses.

Attached as Exhibit F is a schedule containing the legal expense paid detail by firm for the period January 1, 2017 through June 30, 2017, by month. Legal expenses generally pertained to NOD objections and liquidation matters.

d. Professional Services.

Attached as Exhibit F is a schedule containing the professional service expense paid detail by vendor name for the period January 1, 2017 through June 30, 2017, by month. The individual professionals and firms listed in the schedule include auditing services, tax services and consulting fees.

e. Federal Income Taxes.

Legion made federal income tax payments of \$2.9 million in 2016 and \$1.6 million in 2015, which were recorded as income tax expenses in the year ended December 31, 2015. In July 2016, Legion's parent company filed a request with the IRS for permission to retroactively make an election on its 2009 tax return under Reg. § 1.1502-21T(b)(3)(v)(A)(i), the effect of which would be to allow the consolidated group to utilize additional net operating losses to offset income for purposes of calculating alternative minimum tax due. In October 2016, the IRS granted the request, and \$4.5 million was recorded as a Federal tax refund in 2016. In December 2016, Legion received a \$3.4 million refund for the 2015 tax return and in January 2017, Legion received a \$1.1 million refund for the 2014 tax return. In 2017, Legion's parent company elected

to deconsolidate the tax group. Legion expects no additional tax liabilities or refunds in future years.

6. Guaranty Fund Claims and Expense Information.

The GAs are an essential part of the liquidation safety net, providing significant coverage to certain policyholders and paying covered claims as defined and required by their respective statutes. Legion has continuously worked with the National Conference of Insurance Guaranty Funds (“NCIGF”) to assure the smooth interaction between the Estate and the state guaranty funds. The NCIGF’s members include almost all of the state property and casualty insurance GAs in the United States. All aspects of cooperation between the Estate and GAs are discussed with the NCIGF. Discussions and correspondence included matters such as Legion claim file distribution, claim handling procedures, communication protocols, GA data reporting and Uniform Data Standards protocol, Legion product and policy information, and deductible and policy aggregate tracking. Legion personnel have worked with specific NCIGF groups and committees on specific areas, such as large deductible recoveries.

a. Status of Uniform Data Standards (“UDS”).

A unit within Legion coordinates with the GAs and their vendors in managing the data reporting process and the quality of data reported by GAs. As of the Claims Bar Date, 48 GAs reported paid and outstanding loss information via electronic UDS files, either sent directly to Legion or submitted to the NCIGF secure FTP website. The electronic files received from GAs are interfaced to a processing application at Legion, where the data is parsed and edited. Resolution of data errors is coordinated with the respective GA. The data is then interfaced to Legion’s policy/claim system to support Estate functions.

Data quality is additionally monitored through various reports and procedures, which specifically address aspects of the UDS data, such as Net Worth recoveries and large deductible recoveries.

b. Guaranty Fund Claim Overview – EXHIBIT H.

The Guaranty Fund Claim Overview Report (“COR”) summarizes by state the policyholder benefit claims and administrative expenses received and applied by Legion through the Claims Bar Date. The COR data represents UDS claims paid inception-to-date and claim reserve information on claims incurred through the Claims Bar Date for the National Organization of Life and Health Guaranty Associations and the 55 property and casualty GAs. Administrative expenses were updated from the quarterly Financial Information Questionnaires. Legion adjusted the COR for states which triggered the estate’s liquidation prior to July 28, 2003, post-liquidation claim payments made on behalf of GAs, questionable settlements and deductible recoveries. Legion also adjusted for disallowed administrative expenses.

The COR is a summary of the GAs’ preliminary documentation supporting their proofs of claim against the Estate. Based on the documentation provided, Legion provides the GAs with early access monies to help fund the administrative and policyholder benefit payments made by the GAs on Legion’s behalf. All such claims and expenses ultimately will be settled through the formal NOD process.

Subsequent to the Claims Bar Date, Legion began issuing NODs for GA administrative expense and for GA loss and loss adjustment expense POCs based on Legion’s continuing review of each GA’s reported amounts. As of June 30, 2017, NODs for \$40.4 million of GA

administrative expense and \$525.1 million of GA loss and loss adjustment expense have been issued and accepted by 39 GAs.

7. **Claims Process.**

The deadline for filing POCs was June 30, 2005. As of June 30, 2017, Legion and Villanova combined had received a total of 46,148 POC claims. Of those, 2,764 were received after the claim filing deadline. On April 29, 2015, the Court entered an Order establishing a Claims Bar Date. The Order provides that all claims must have matured into a legal cause of action and a Proof of Claim filed with the Estate by July 28, 2015. POCs filed prior to the Claims Bar Date will be evaluated consistent with the Order and the late filing provisions of the Act.

a. **Proofs of Claim Statistics – EXHIBIT I (Inception-to-Date).**

As of June 30, 2017, Legion had issued and accepted NODs for 41,441 of the 41,483 POC claims assigned to it for a total allowed amount of \$745.2 million. Accepted NODs accounted for approximately 99.9% of the POC claims filed with the Estate. The Court has approved 41,355 of these NODs, as of June 30, 2017, for a total allowed amount of \$178.9 million. Exhibit I breaks down this information by priority class. NODs will be issued for all POCs received.

b. **Proofs of Claim Statistics – EXHIBIT J (Quarter-to-Date).**

During the quarter ended June 30, 2017, Legion completed reclassifications and/or set-up new suffixes for multiple claims on individual POCs received prior to the Claims Bar Date which resulted in no change for the quarter. An additional 13 NODs were issued during the period and 19 were accepted.

c. **Notice of Determination Objection Statistics – EXHIBIT K.**

As of June 30, 2017, the Liquidator had received a total of 943 objections on the 41,448 NODs issued. As of June 30, 2017, Legion had resolved 940 objections. The 3 unresolved objections were assigned to referees as of June 30, 2017. Exhibit K indicates the status of all objections received through June 30, 2017, breaks down this information by priority class and includes the Allowed Amounts for objections in each priority class.

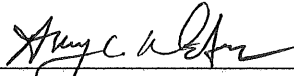
d. **Status of Distribution.**

Since February 2008, on a semi-annual basis the Liquidator has filed a Petition for Approval of Report and Recommendations on Legion Insurance Company Claims Undisputed and Resolved (“Report of Claims”). The Report of Claims lists the allowed amounts of non-GA claimant NODs that had been accepted or assumed accepted in the prior six month period. On January 30, 2017, the Liquidator filed the most recent Report of Claims for the period July 1, 2016 to December 31, 2016. The Court granted the petition on March 13, 2017. The allowed amounts on NODs approved for distribution are listed by priority class on Exhibit I.

On December 2, 2011, the Liquidator filed an Amended Petition for First Interim Distribution Pursuant to 40 P.S. § 221.46, in which, *inter alia*, the Liquidator petitioned the Court for an Order allowing the Liquidator to hold back from interim distributions to claimants which have made claims against the Estate under policies having aggregate limits of liability, and have received approved notices of determination a “certain portion of the aggregate limits to address any future developments with Unevaluated POCs.” The purpose of the “Safety Factor Percentage” of 50% of each aggregate limit held back from such interim distributions was to ensure that all claimants under the same policy’s aggregate limits would receive the same percentage of the policy’s limit. The Petition was granted by Court Order dated February 27,

2012. Legion has now determined that no non-GA POC claims have exceeded the aggregate limits of any affected policies. On June 1, 2017, the Liquidator filed an application with the Court seeking elimination of the Safety Factor Percentage. The Court granted the application on July 11, 2017.

Respectfully submitted,



AMY L. WEBER (I.D. #45447)
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Counsel for Teresa D. Miller, Insurance
Commissioner of the Commonwealth of
Pennsylvania, in her official capacity as Statutory
Liquidator of Legion Insurance Company (In
Liquidation)

DATED: 8/14/17

IN THE COMMONWEALTH COURT OF PENNSYLVANIA

In Re: Legion Insurance Company : No. 1 LEG 2002
(In Liquidation) :

**AFFIDAVIT OF ROBERT E. HABERLE
IN SUPPORT OF THE SECOND QUARTER 2017
FINANCIAL REPORT OF THE LIQUIDATOR**

I, **ROBERT E. HABERLE**, hereby depose and state as follows:


1. I am Chief Liquidation Officer of Legion Insurance Company (In Liquidation) and Villanova Insurance Company (In Liquidation) (“the Estates”), and am responsible for overseeing their daily business operations.
2. I directed the preparation of and have reviewed the Second Quarter 2017 Financial Report of the Liquidator (“the Report”).
3. Based on my knowledge, the financial information included in the Report fairly presents in all material respects the financial condition, results of operations and cash flows for the Second Quarter of 2017.
4. My certification is made in reasonable reliance on the work of qualified staff and the Estates’ internal procedures for financial operations.

5. I verify that the matters stated therein are true and correct to the best of my knowledge, information and belief, and make these statements subject to the penalties of 18 Pa.C.S. § 4904 relating to unsworn falsification to authorities.



ROBERT E. HABERLE

Sworn to and subscribed before me
this 7 th day of August, 2017.



**NOTARY PUBLIC
COMMONWEALTH OF PENNSYLVANIA**

**NOTARIAL SEAL
ROBERT J. LENAHAN, Notary Public
City of Philadelphia, Phila. County
My Commission Expires December 14, 2019**

IN THE COMMONWEALTH COURT OF PENNSYLVANIA

In Re: Legion Insurance Company : No. 1 LEG 2002
(In Liquidation) :

**AFFIDAVIT OF GERALD V. BEHR
IN SUPPORT OF THE SECOND QUARTER 2017
FINANCIAL REPORT OF THE LIQUIDATOR**

I, **GERALD V. BEHR**, hereby depose and state as follows:

1. I am Vice President and Chief Financial Officer of Legion Insurance Company (In Liquidation) (“Legion”) and Villanova Insurance Company (In Liquidation) (“Villanova”) (collectively, “the Estates”), am a currently licensed Certified Public Accountant, and am responsible for overseeing all aspects of the Estate’s financial operations.
2. I assisted in the direction of the preparation of the Second Quarter 2017 Financial Report of the Liquidator (“the Report”), and make this certification in reliance on the assistance and support of qualified staff and the Estates’ internal procedures for financial operations.
3. I certify that the Exhibits attached to the Report fairly present the following:

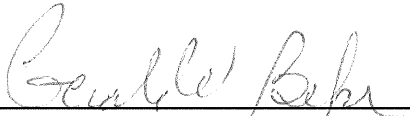
- A. Special Purpose Statement of Assets and Liabilities: Exhibit “A” to the Report is the Special Purpose Statement of Assets and Liabilities for the Estates as of June 30, 2017. As reflected in the Note accompanying these Statements, it has been prepared on a unique financial reporting basis, subject to the several assumptions and qualifications stated therein.
- B. Statement Reflecting Statutory Capital and Surplus Account: Exhibit “B” to the Report is the Statement reflecting the Statutory Capital and Surplus Account for the Estates for the period December 31, 2001 through June 30, 2017.
- C. Monthly Cash Flow Summary: Exhibit “C” is the cash flow summary on a monthly basis for the Estate including investment transactions for the period January 1, 2017 through June 30, 2017.
- D. Notes to Special Purpose Statement of Assets and Liabilities: Exhibit “D” contains information explaining the unique financial reporting basis used to prepare the Special Purpose Statement.
- E. Combined Expense Analysis: Prior to receivership, Legion, Villanova and Legion Indemnity Company (“Indemnity”) operated with an expense sharing agreement pursuant to which Legion paid the common expenses for all three companies through July 2003. Under the expense sharing agreement, common expenses were allocated 80% to Legion, 10% to Villanova and 10% to Indemnity. Following entry of the Court’s Orders placing Legion and Villanova into liquidation in July, 2003, the expenses were allocated 90% to Legion and 10% to Villanova. The schedules attached to the Report relating

to expenses represent the expenses paid or incurred by the Estates on a consolidated basis, including all common expenses, before any allocation. Exhibit "E" is a schedule reflecting the combined incurred expenses of the Estates from January 1, 2017 through June 30, 2017 together with a comparison, by category of expense, between 2017 and the 2017 budget and between 2016 and 2017 actuals. There have been no significant unfavorable variances between the budgeted and actual accrued expenses. Exhibit E provides the accrued administrative expenses of the Estates including salaries and employee benefits for the period of January 1, 2017 through June 30, 2017 except for certain guaranty association expenses that may qualify as administrative expenses of the Estates.

- F. Professional Services Paid and Incurred: Exhibit "F" is a schedule reflecting the amounts which the Liquidator paid to or amounts which the Liquidator has incurred as a result of the performance of services by various professional vendors, including accounting and actuarial firms, consultants on reinsurance and other matters, premium audit and collection services, and other support service providers, during the period January 1, 2017 through June 30, 2017. Legal vendors, including law firms and other litigation and support service providers, are broken out separately on Exhibit "F."
- G. Reinsurance Recoverables due or Billable Net: Detailed information relating to reinsurance recoverables of the Estate due or billable net as of June 30, 2017 is submitted as Exhibit "G."

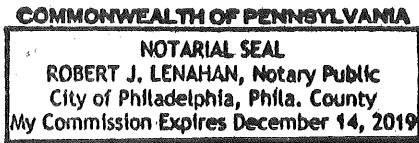
- H. Guaranty Fund Claim Overview Report: Summary information for liquidation class (“Class”) A and B claims at a state guaranty association level is provided in Exhibit “H.” This information may include adjustments for inaccuracies in GA data reporting or material expenses, as appropriate. This information excludes any state guaranty associations which have formed an ancillary to administer their claims.
 - I. Proof of Claim Statistics Inception to Date: Exhibit “I” provides inception to date summary information at a Class level of various proof of claims statistics.
 - J. Proof of Claim Statistics Quarter to Date: Exhibit “J” provides quarter to date summary information at a Class level of various proofs of claims statistics.
 - K. Notice of Determination Objection Statistics: Summary information at a class level of Notice of Determination Objections received, resolved and unresolved is provided in Exhibit “K”. Additional summary information is also provided related to unresolved objections.
4. Based on my knowledge, the financial information included in the Report fairly presents in all material respects the financial condition, results of operations and cash flows for the Second Quarter of 2017.

5. I verify that the matters stated herein are true and correct to the best of my knowledge, information and belief, and make these statements subject to the penalties of 18 Pa.C.S. § 4904 relating to unsworn falsification to authorities.


GERALD V. BEHR

Sworn to and subscribed before me
This 7 th day of August, 2017.


NOTARY PUBLIC



CERTIFICATION

I, Amy L. Weber, Governor's Office of General Counsel, assigned to the Office of Liquidations, Rehabilitations and Special Funds of the Pennsylvania Insurance Department, am duly authorized to make this Certification for and on behalf of Teresa D. Miller, Insurance Commissioner of the Commonwealth of Pennsylvania, in her official capacity as Statutory Liquidator ("Liquidator") of Legion Insurance Company. I am responsible for reviewing the invoices and documents received from outside counsel supporting the legal fees and expenses for Exhibit F to the Quarterly Report of the Liquidator on the Status of the Liquidation of Legion Insurance Company as of June 30, 2017, and I certify that these legal fees and expenses are reasonable and necessary. I also have reviewed Exhibit E, the Combined Expense Analysis for Legion Insurance Company (In Liquidation) and Villanova Insurance Company (In Liquidation) and certify that the legal fees and expenses stated therein have been reflected accurately. I understand that this Certification is made subject to the penalties of 18 Pa. C.S. § 4904 relating to unsworn falsification to authorities.



Amy L. Weber
Insurance Department Counsel

Dated: 8/14/17

IN THE COMMONWEALTH COURT OF PENNSYLVANIA

In Re: Legion Insurance Company, : No. 1 LEG 2002
(In Liquidation) :

**EXHIBITS A - K
QUARTERLY REPORT OF THE LIQUIDATOR
ON THE STATUS OF THE LIQUIDATION
OF LEGION INSURANCE COMPANY
AS OF JUNE 30, 2017**

EXHIBIT

A

Legion Insurance Company (In Liquidation)
Special Purpose Statement of Assets and Liabilities*
June 30, 2017 and December 31, 2016
(In Millions of Dollars)

	6/30/2017	12/31/2016
ASSETS		
Cash investments:		
Fixed income securities	\$ 180.4	\$ 184.0
Money market deposits	282.0	278.3
Total cash and invested assets	462.4	462.3
Estimated losses and loss adjustment expense reserves - ceded	-	0.4
Reinsurance recoverables due or billable, net	-	0.9
Early access advances	1,687.6	1,681.3
State deposits and unapplied state deposits available for early access	1.0	7.5
Other assets	1.1	2.3
Total Assets	\$ 2,152.1	\$ 2,154.7
LIABILITIES		
Estimated Priority Class		
A - Administrative expenses:		
Liquidator expenses incurred since liquidation	\$ 452.3	\$ 447.8
Liquidator expenses paid since liquidation	(451.7)	(446.9)
Liquidator expenses	0.6	0.9
Guaranty associations paid ULAE reported	171.8	193.2
Guaranty associations NODs accepted	40.4	18.9
Guaranty associations' reserves ULAE	5.0	6.3
Total	\$ 217.8	\$ 219.3
B - Claims for policy benefits:		
Guaranty associations paid (including large deductible)	1,266.3	1,487.9
Guaranty associations NODs accepted	525.1	229.2
Liquidator valued NODs accepted	58.9	58.1
Asset distribution payments, net	(27.1)	(27.1)
Estimated reserves - guaranty associations	364.7	448.8
Estimated reserves - other	70.1	130.8
Total	2,258.0	2,327.7
C - Federal government claims		
Liquidator valued NODs accepted	0.9	0.9
D - Certain employee claims	-	-
E - General creditor claims		
Liquidator valued NODs accepted	89.5	89.5
Estimated value	0.3	0.3
Total	89.8	89.8
F - State and local government claims		
Liquidator valued NODs accepted	26.9	26.9
G - Late filed claims		
Liquidator valued NODs accepted	3.4	3.4
Total liabilities	2,596.8	2,668.0
Net surplus (deficit)	(444.7)	(513.3)
Total Liabilities and Surplus (Deficit)	\$ 2,152.1	\$ 2,154.7

* See Notes to Special Purpose Statement of Assets and Liabilities

**EXHIBIT
B**

Legion Insurance Company (In Liquidation)
Statutory Capital and Surplus Account
For the various periods
(in millions of Dollars)

Surplus as regards to policyholders, as of December 31, 2001	\$ 298.3
Net loss:	
Underwriting loss, net	(30.6)
Investment income, net	(0.8)
Other income (expenses), net	3.4
Loss before income taxes	(28.0)
Federal & foreign income taxes	-
Net loss	(28.0)
Change in net unrealized capital gains (losses)	3.2
Change in net deferred income tax	(42.3)
Change in non-admitted assets	47.7
Change in provision for reinsurance	-
Change in surplus for the period	(19.4)
Surplus as regards to policyholders, as of March 31, 2002	278.9
<u>Surplus activity during Rehabilitation Period:</u>	
Net loss:	
Underwriting loss, net	(279.0)
Investment income, net	10.5
Other income (expenses), net	(5.1)
Net loss	(273.6)
Change in net unrealized capital gains (losses)	(25.6)
Change in net deferred income tax	-
Change in non-admitted assets	(18.5)
Change in provision for reinsurance	22.7
Change in surplus for the period	(295.0)
Surplus as regards to policyholders, as of July 28, 2003	(16.1)
<u>Surplus activity during Liquidation:</u>	
Net loss:	
Underwriting loss, net	(54.3)
Class A - Administrative expenses	(664.9)
Class A - Investment expense	(4.6)
Investment income	194.0
Other income (expenses), net	37.0
Net loss	(492.8)
Change in net unrealized capital gains (losses)	2.0
Change in non-admitted assets	62.2
Change in surplus for the period	(428.6)
Surplus as regards to policyholders, as of June 30, 2017	\$ (444.7)

EXHIBIT
C

Legion Insurance Company (In Liquidation)
 Cash Flow Summary - Monthly Summaries
 Liquidation Basis
 YTD January 1, 2017 - June 30, 2017
 (in millions)

	January	February	March	April	May	June	YTD 2017
Beginning Available Cash and Investments	\$ 469.7	\$ 472.1	\$ 470.7	\$ 469.6	\$ 469.4	\$ 469.5	\$ 469.7
Reinsurance commutations/settlements	1.2	-	-	-	-	-	1.2
Refund of Statutory Deposit	-	0.1	-	-	-	-	0.1
Investment income	0.4	0.2	0.1	0.1	0.4	1.2	2.4
Total Sources of Cash	1.6	0.3	0.1	0.1	0.4	1.2	3.7
Paid expenses	(0.3)	(0.7)	(0.8)	(0.3)	(0.2)	(0.4)	(2.7)
Federal income tax refund	1.1	-	-	-	-	-	1.1
Payroll	(0.3)	(1.0)	(0.4)	(0.3)	(0.3)	(0.3)	(2.6)
Intercompany transfers	0.3	-	-	0.3	-	-	0.6
Guaranty Association transactions	-	-	-	-	-	-	-
Distributions to Court approved NODs	-	-	-	-	-	-	-
Other cash inflows (outflows)	-	-	-	-	0.2	0.1	0.3
Total Uses of Cash	0.8	(1.7)	(1.2)	(0.3)	(0.3)	(0.6)	(3.3)
Ending Available Cash and Investments	\$ 472.1	\$ 470.7	469.6	\$ 469.4	\$ 469.5	470.1	470.1
Mark to Market and other adjustments			(7.5)			(7.7)	(7.7)
Adjusted Balance			\$ 462.1			\$ 462.4	\$ 462.4

EXHIBIT
D

Legion Insurance Company (In Liquidation)
Notes to Special Purpose Statement of Assets and Liabilities

The Special Purpose Statement of Assets and Liabilities of Legion Insurance Company (In Liquidation) is prepared on a unique financial reporting basis in that the statement does not reflect the effect of the companies' liquidation. The liquidation process will result in the realization of amounts on transfer or disposition of assets and in the satisfaction of liabilities at amounts that may be substantially different than those reflected in the accompanying statement of assets and liabilities. The statement does not include any adjustments that might result from outcomes of the uncertainties related to the future effects of the liquidation and various potential exposures, recoveries or benefits. Specifically, the following facts should be noted in reviewing the accompanying Special Purpose Statement of Assets and Liabilities:

- Estimated priority class of claims from the insurers' estates is set forth in detail in Article V of the Commonwealth of Pennsylvania Insurance Department Act of 1921 at 40 P.S. § 221.44. The classes are:
 - A Administrative expenses
 - B Claims for policy benefits
 - C Federal government claims
 - D Certain employee claims
 - E General creditor claims
 - F State and local government claims
 - G Late filed claims

Note: Administrative expenses include both the guaranty associations' expenses related to administering the claims of the companies in liquidation and the Liquidator's expenses.

- The recorded priority class B reflected on the Special Purpose Statement of Assets and Liabilities is based primarily on guaranty association paid claims, POCs and NODs issued, any known case reserves and actuarial estimates of expected losses on an undiscounted basis;
- There is an estimated provision for current guaranty association costs that have been incurred by the estates and for the open claim runoff as of the Claims Bar Date;
- There is no provision for future internal operating costs to execute the activities and responsibilities of the estates in the liquidation process through the date of the final liquidation of the estates;
- There is no provision for potential federal income tax liabilities in future years, if any;
- For classes below (b), liabilities are carried at NOD accepted value, except for NODs issued on a "Class Only" basis, which are carried at \$0.

The Special Purpose Statement of Assets and Liabilities is not intended to be in conformity with and may vary significantly from generally accepted accounting principles and statutory accounting practices for a property and casualty insurance company as prescribed by the National Association of Insurance Commissioners. Certain presentation reclassifications have been made to reflect the estimated priority classes.

**EXHIBIT
E**

**LEGION INSURANCE COMPANY (IN LIQUIDATION)
VILLANOVA INSURANCE COMPANY (IN LIQUIDATION)
COMBINED EXPENSE ANALYSIS BY ACCOUNT
June 30, 2017 ACTUAL vs BUDGET
(\$ In Thousands)**

	Year to Date			2017 Actual vs 2017 Budget		2017 Actual vs 2016 Actual		
	2017 Actual	% of Total Operating	2017 Budget	2016 Actual	Variance	Percent Variance	Variance	Percent Variance
Full time Employee Equivalents	25.5		25.5	26.5	-	0.0%	1	3.8%
General & Administrative Expenses								
Labor, Benefits, & Payroll Taxes:								
Labor - Internal & External	\$ 2,446		\$ 2,446	2,895			449	15.5%
Benefits & Payroll Taxes	556		706	706			150	21.3%
Total Labor, Benefits, and Payroll Taxes	3,002	62.1%	2,996	3,601	(6)	-0.2%	599	16.6%
Occupancy	359	7.4%	372	683	13	3.5%	324	47.4%
Equipment	301	6.2%	315	316	14	4.3%	15	4.7%
Legal Fees and Expenses	134	2.8%	265	112	131	49.4%	(22)	-19.6%
Professional Services								
Reinsurance	-	0.0%	-	3	-	n/a	3	n/a
Other	47	1.0%	60	87	13	21.5%	40	46.0%
IT Services	238	4.9%	243	302	5	2.1%	64	21.2%
Liquidator Costs	232	4.8%	235	251	3	1.2%	19	7.6%
Other	521	10.8%	579	558	58	9.9%	37	6.6%
Total Expenses	4,834	100.0%	5,065	5,913	231	4.6%	1,079	18.3%
Revenue for Collecting Large Deductible Recoveries as Provided by PA Statute Act 46								
Act 46 Collection	-		-	(3)	-	n/a	(3)	n/a
Total Revenue	-		-	(3)	-	n/a	(3)	n/a
Net Operating Expenses	\$ 4,834		\$ 5,065	\$ 5,910	\$ 231	4.6%	\$ 1,076	18.2%

EXHIBIT
F

Legion Insurance Company (In Liquidation)
 Villanova Insurance Company (In Liquidation)
 Legal Fees and Expenses and Professional Services Paid
 January 1, 2017 - June 30, 2017

Classification	VENDOR NAME	Services Provided	2017 Total
Legal Fees and Expenses	DJANE MORRIS LLP	General Litigation	86,502
	LEXISNEXIS	Legal Research Fees	1,800
	PRICEMATERHOUSE COOPERS LLP	Expert Witness-NOD Objection Proceeding	18,401
	DANIEL STERN, REFEREE	Referee Fees	10,804
	WEST PUBLISHING CORPORATION	Legal Research Fees	13,132
	Aggregate Amount for Total Vendor Payments Under \$1,000	General Legal Support Costs	888
Total Legal Fees and Expenses Paid			131,526
Change in Legal Fees and Expenses accrual and other non-cash transactions			2,652
Total Legal Fees and Expenses Incurred			134,178
Professional Services	ASHDAR PARTNERS, INC.	IT Consulting	72,000
	COMPUTER SCIENCES CORPORATION	Data Processing	175,716
	ERNST & YOUNG LLP	Tax Consulting	25,475
	MARCUM LLP	Human Resources Consulting	19,500
Total Professional Services Paid			292,691
Change in Professional Services accrual and other non-cash transactions			(7,759)
Total Professional Services Incurred			284,932
Total Legal Fees and Expenses and Professional Services Incurred			419,110

* All expenses above are gross before any allocation among Legion Insurance Company (In Liquidation), Villanova Insurance Company (In Liquidation)

**EXHIBIT
G**

Legion Insurance Company (In Liquidation)
Reinsurance Recoverables Due or Billable, Net
June 30, 2017

Reinsurer

Amount

NONE

**Legion Insurance Company (in Liquidation)
 Guaranty Fund Claim Overview Report
 A level as of September 30, 2015
 B Level as of June 30, 2017**

State	GA	Number Files		Number Files outstanding	A - Level Paid		B - Level Paid Losses and Loss Adj Expenses		B - Level Known Case Reserves
		Assigned	Complete		Admin Exp				
AL	301	597	505	92	4,753,172	34,404,100	29,960,478		
CA	360	41,030	39,244	1,786	84,801,251	602,477,244	130,361,106		
CT	306	1,394	1,380	14	4,110,067	29,594,457	4,500,137		
DC	308	51	48	3	380,009	1,876,896	1,057,346		
DE	307	113	107	6	1,130,650	3,590,350	2,960,901		
GA	310	3,049	3,032	17	6,854,616	83,407,712	19,772,767		
IL	312	1,883	1,871	12	6,143,599	38,331,561	5,073,870		
LA	317	294	290	4	1,029,760	8,643,967	417,652		
MA	320	5,649	5,588	61	8,283,222	42,530,912	12,931,461		
ME	318	264	261	3	794,463	3,034,563	1,733,147		
NH	328	551	542	9	972,161	4,792,005	3,282,701		
NJ	329	1,848	1,786	62	2,582,291	58,148,792	20,523,734		
NJ	429	1,336	1,336	-	1,562,585	37,007,431	-		
NY	331	2,756	2,509	247	36,181,550	101,258,356	83,453,117		
NY	431	5,274	5,264	10	0	105,400,614	232,416		
RI	338	263	262	1	503,343	3,715,763	330,947		
TN	341	1,369	1,012	357	4,514,552	38,259,500	15,141,539		
TX	342	2,236	2,172	64	4,057,977	40,038,517	11,263,423		
VA	345	629	589	40	2,568,171	24,340,866	20,212,657		
VT	344	305	300	5	567,798	5,453,310	1,505,824		
		70,891	68,098	2,793	\$ 171,791,238	\$ 1,266,306,913	\$ 364,715,223		

Legion Insurance Company (in Liquidation)
Guaranty Fund - NODs Accepted
As of June 30, 2017

State	GA	Number Files Assigned	A- Level Paid Admin Exp	B - Level Paid Losses and Known Case Reserves, and Loss Adj Expenses
AK	354	40	\$ 23,458	\$ 1,850,911
AR	303	244	269,798	3,866,118
AZ - PC	402	82	460,941	1,156,247
AZ- WC	402	42	162,312	8,529,954
AZ - SFIC	302	312	914,638	10,071,164
CO	305	394	966,994	12,449,795
FL	309	757	1,997,848	54,504,843
FL	409	682	1,447,918	27,920,365
HI	352	44	163,112	1,705,381
IA	314	135	389,745	2,626,535
ID	311	70	145,226	1,565,894
IN	313	198	594,900	2,599,673
KS	315	280	659,783	13,411,110
KY	316	443	1,689,874	25,411,385
MD	319	369	2,085,460	12,885,355
MI	321	639	1,962,955	23,364,347
MN	322	196	510,723	5,405,806
MO	324	655	1,206,707	16,642,306
MS	323	1,369	4,491,632	59,525,187
MT	325	99	678,948	5,198,260
NC	332	1,475	3,659,552	40,265,420
ND	333	7	84,757	416,975
NE	326	113	451,515	6,639,406
NM	330	97	415,100	4,630,767
NOLHGA	370	424	1,659,145	2,786,023
NV	327	1,225	1,850,360	10,888,083
OH	334	113	660,490	1,637,666
OK	335	706	2,115,955	16,928,254
OR	336	182	575,170	8,229,670
PA	337	963	2,998,512	70,744,451
PA	437	762	961,238	13,744,910
PR	358	-	0	0
SC	339	1,448	2,822,535	48,161,345
SD	340	32	87,925	623,360
UT	343	68	221,532	842,706
WA	346	79	125,976	718,122
WI	348	184	625,934	4,995,526
WV	347	37	170,000	1,097,509
WY	349	10	44,941	1,094,336
GA NODs accepted			\$ 40,353,609	\$ 525,135,165

EXHIBIT

I

Legion Insurance Company (In Liquidation)
 Proofs of Claim Statistics
 Inception to Date June 30, 2017

Class Descriptions	Total # of POC Claims Received *	# of POC Claims Received After 6/30/05	# of NODs Issued	# of NODs Accepted	Allowed Amounts on Accepted NODs	# of NODs Approved for Distribution	Allowed Amounts on NODs Approved for Distribution
A - Administrative Expenses - non GA	1,107	35	1,107	1,106	\$ 0	1,106	\$ 0
A - Administrative Expenses - GA	58	-	41	39	40,353,609	-	-
B - PolicyHolder Claims - non GA	14,786	1,054	14,786	14,786	58,928,558	14,778	58,114,176
B - PolicyHolder Claims - GA	58	-	41	39	525,135,165	-	-
C - Federal Government	2	1	1	1	930,649	1	930,649
D- Employees	-	-	-	-	-	-	-
E - General Credit/UEP	19,053	376	19,053	19,052	89,475,345	19,052	89,475,345
F- State/Local Government	121	5	121	121	26,905,367	121	26,905,367
G- Late Filed/Subrogation	6,298	1,044	6,298	6,297	3,448,000	6,297	3,448,000
H - Surplus, Prem. Refunds	-	-	-	-	-	-	-
I- Shareholders/Other Owners	-	-	-	-	-	-	-
No Class	-	-	-	-	-	-	-
TOTALS	41,483	2,515	41,448	41,441	\$ 745,176,693	41,355	\$ 178,873,537

* Includes new suffixes set-up on POCs received prior to the Claims Bar Date of 7/28/2015. A POC may have more than one suffix to address multiple claims presented in a single POC. A NOD is issued for each valid suffix.

EXHIBIT

J

Legion Insurance Company (In Liquidation)
 Proofs of Claim Statistics
 Quarter to Date June 30, 2017

Class Descriptions	Total # of POC Claims Received	# of NODs Issued	# of NODs Accepted	Allowed Amounts on Accepted NODs	# of NODs Approved for Distribution	Allowed Amounts on NODs Approved for Distribution
A - Administrative Expenses - non GA	-	-	-	\$ 0	-	\$ 0
A - Administrative Expenses - GA	-	4	6	17,747,565	-	-
B - PolicyHolder Claims - non GA	-	5	7	801,341	-	-
B - PolicyHolder Claims - GA	-	4	6	256,993,143	-	-
C - Federal Government	-	-	-	-	-	-
D - Employees	-	-	-	-	-	-
E - General Credit/UEP	-	-	-	-	-	-
F - State/Local Government	-	-	-	-	-	-
G - Late Filed/Subrogation	-	-	-	-	-	-
H - Surplus, Prem. Refunds	-	-	-	-	-	-
I - Shareholders/Other Owners	-	-	-	-	-	-
No Class	-	-	-	-	-	-
TOTALS	0	13	19	\$ 275,542,049	-	\$ 0

**EXHIBIT
K**

Legion Insurance Company (In Liquidation)
 Notice of Determination Objection Statistics
 Inception to Date June 30, 2017

Class Descriptions	Total # NOD Objections Received	Allowed Amounts on Objections	# of Objections Resolved	Allowed Amounts on Objections Resolved
A - Administrative Expenses	9	\$ 0	8	\$ 0
B - Policyholder Claims	343	3,108,511	343	3,108,511
C - Federal Government	-	-	-	-
D - Employees	-	-	-	-
E - General Credit/UEP	519	14,452,707	518	14,452,707
F - State/Local Government	4	11,971	4	11,971
G - Late Filed/Subrogation	68	1,046,022	67	1,046,022
H - Surplus, Prem. Refunds	-	-	-	-
I - Shareholders/Other Owners	-	-	-	-
TOTALS	943	\$ 18,619,211	940	\$ 18,619,211

Class Descriptions	Total Objections Unresolved	Allowed Amounts on Objections Unresolved	# of Objections Unresolved Assigned to Referees	Allowed Amounts on Objections Unresolved Assigned to Referees	# of Objections Unresolved Not Assigned to Referees	Allowed Amounts on Objections Unresolved Not Assigned to Referees
A - Administrative Expenses	1	\$ 0	1	\$ 0	-	\$ 0
B - Policyholder Claims	-	-	-	-	-	-
C - Federal Government	-	-	-	-	-	-
D - Employees	-	-	-	-	-	-
E - General Credit/UEP	1	0	1	0	-	-
F - State/Local Government	-	-	-	-	-	-
G - Late Filed/Subrogation	1	0	1	0	-	-
H - Surplus, Prem. Refunds	-	-	-	-	-	-
I - Shareholders/Other Owners	-	-	-	-	-	-
TOTALS	3	\$ 0	3	\$ 0	0	\$ 0