

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 SEPTEMBER 30, 2016**

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, 2016 through September 30, 2016 ("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 September 30, 2016, the attached Special Purpose Statement of Assets and Liabilities shows estimated total assets were \$2,139.2 million including \$455.0 million of cash and liquid investments.

Reinsurance recoverables and future reinsurance recoverables totaled \$1.3 million. These amounts have declined significantly over time primarily because Legion has actively pursued reinsurance commutations in an effort to collect reinsurance sooner. Legion does not expect any further material reinsurance recoveries.

Early access advances to Guaranty Associations ("GAs") totaled \$1,681.3 million.

a. **Cash and Investments.**

Legion had a cash and investment portfolio of \$455.0 million as of September 30, 2016. 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, utilizes 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. Delaware Investments has been Legion's sole investment manager since July 1,

2009. 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 \$455.0 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. Reinsurance Assets.

Legion has largely completed the collection of its reinsurance assets through the billing of paid losses and commutation of future reinsurance obligations.

Detailed information relating to reinsurance recoverables due or billable net as of September 30, 2016, is submitted as Exhibit G.

c. 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 \$1.75 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.

2. Special Purpose Statement of Assets and Liabilities – Liabilities – EXHIBIT A.

Total estimated liabilities at September 30, 2016, were \$2.7 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 administrating 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 September 30, 2016, there was \$8.5 million in reserves for unpaid liquidator and GA administrative expenses.

However, the most significant liability is the \$2.4 billion assigned to class (b) proofs of claim (“POCs”). This category includes Legion’s estimates of direct insurance policy holder benefits reported as paid (\$1.6 billion) and reserves (\$.5 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 (\$.2 billion). It also includes Legion’s liability for GA-accepted NODs of \$46.3 million and for non-guaranty fund-accepted NODs of \$58.1 million. A reduction of \$27.1 million is shown for distribution payments issued to class (b) claimants as of September 30, 2016.

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 January 1, 2016 through June 30, 2016, was approved by the Court on October 12, 2016.

The Combined Expense Detail attached as Exhibit E lists \$7.9 million of statutory liquidator administrative operating expenses incurred by Legion and Villanova for the period January 1, 2016 through September 30, 2016.

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 \$205.1 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 \$7.8 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 September 30, 2016, Legion's liability for GA administrative expense as reflected in NODs issued by Legion and accepted by GAs was \$7.2 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 \$116.4 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 September 30, 2016. The estimated net deficit at September 30, 2016, was \$561.0 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, 2016 through September 30, 2016. Total sources of cash and investments for the period were \$6.8 million.

Total uses of cash and investments were \$12.8 million for the period.

a. Reinsurance Collections.

Although Reinsurance recoverables have been a significant asset of Legion, at September 30, 2016, the reinsurance recoverable balance was \$1.3 million, or .1% of total assets. Legion claims and accounting staff continue to provide the remaining reinsurers with required claims documentation to support reinsurance billings, respond to inquiries, resolve disputes and verify proper offsets. During the period January 1, 2016 through September 30, 2016, \$.6 million of reinsurance was collected.

b. Deductible Recoveries/Amounts to be Distributed per Act 46.

Legion collects funds under large deductible policies. These funds will be paid, as outlined in Pennsylvania Statute Act 46, to those entities that funded the claim payments. All funds have been distributed as of September 30, 2016. Legion does not expect any further material deductible recoveries.

c. 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, 2016 through September 30, 2016. 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.).

d. Guaranty Association Transactions.

As of September 30, 2016, the Court has authorized \$1.75 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.

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 September 30, 2016, 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, 2016 through September 30, 2016, together with a comparison, by category of expense, between 2016 YTD actual and 2016 YTD budget and between 2016 YTD actual and 2015 YTD actual. As reflected in the Statement, the total operating expenses before federal income taxes through September 30, 2016, are \$7.9 million, which is 6.1% lower than the 2016 budget and is 27.3% less than the 2015 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 September 30, 2016, Legion had a total of 26.5 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. Legion executed a lease agreement on new office space in Philadelphia in 2012. Legion is committed to the lease through June 30, 2017, with monthly base lease payments of \$31,625 effective July 1, 2016. Legion has the option to extend the lease in one year increments 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, 2016 through September 30, 2016, 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, 2016 through September 30, 2016, by month. The individual professionals and firms listed in the schedule include auditing services, tax services and consulting fees.

e. Federal Income Taxes.

As of September 30, 2016, Legion paid \$2.9 million as an estimate for the 2015 tax year, which was accrued for as of December 31, 2015. Legion expects no additional tax liabilities in the current year. 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 the consolidated group is expected to file amended tax returns in the fourth quarter of 2016 requesting refunds of previously paid taxes.

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, including reinsurance billing and financial reporting.

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 through the Claims Bar Date for the National Organization of Life and Health Guaranty Associations and the 54 property and casualty GAs (excludes Oregon which has formed an ancillary to administer the Legion workers compensation claimants and has not signed

the refunding agreement). 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.

7. Claims Process.

The deadline for filing POCs was June 30, 2005. As of September 30, 2016, Legion and Villanova combined had received a total of 46,147 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 September 30, 2016, Legion had issued and accepted NODs for 41,388 of the 41,482 POC claims assigned to it for a total allowed amount of \$232.4 million. Accepted NODs

accounted for approximately 99.8% of the POC claims filed with the Estate. The Court has approved 41,352 of these NODs, as of September 30, 2016, 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 September 30, 2016, Legion completed reclassifications and/or set-up new suffixes for multiple claims on individual POCs received prior to the Claims Bar Date resulting in a net increase of 2 POC suffixes for the quarter. An additional 12 NODs were issued during the period and 20 were accepted.

c. Notice of Determination Objection Statistics – EXHIBIT K.

As of September 30, 2016, the Liquidator had received a total of 943 objections on the 41,397 NODs issued. As of September 30, 2016, Legion resolved 939 objections. Of the 4 unresolved objections, 3 were assigned to referees as of September 30, 2016. Exhibit K indicates the status of all objections received through September 30, 2016, 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 July 27, 2016, the Liquidator filed the most recent Report of Claims for the period January 1, 2016 to June 30, 2016. The Court granted the petition on August 30, 2016. 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 for a 50% distribution of NOD allowed amounts to all Class (b) claimants whose NOD is approved by the Court, including the aggregate policies. The Court granted the petition on February 27, 2012. Other than workers' compensation policies, many policies written by Legion were subject to aggregate limits. The NOD allowed amounts on a few policies have exceeded or are close to exceeding the aggregate limits; therefore, when all POC claims have been evaluated for these affected policies, the final NOD allowed amounts will be an allocation of the policy aggregate limits. The aggregate limit will be allocated pro rata, based on the relative value of each NOD gross allowed value to the total gross allowed values of all NODs assigned to the particular policy.

Respectfully submitted,

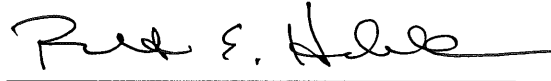


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Counsel for Teresa D. Miller, Insurance
Commissioner of the Commonwealth of
Pennsylvania, in her official capacity as Statutory
Liquidator of Legion Insurance Company (In
Liquidation)

DATED: 11/14/16

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.

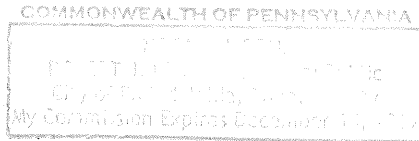


ROBERT E. HABERLE

Sworn to and subscribed before me
this 8 th day of November, 2016.



NOTARY PUBLIC



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 September 30, 2016.
- C. Monthly Cash Flow Summary: Exhibit “C” is the cash flow summary on a monthly basis for the Estates including investment transactions for the period January 1, 2016 through September 30, 2016.
- 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, 2016 through September 30, 2016 together with a comparison, by category of expense, between 2016 and the 2016 budget and between 2015 and 2016 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, 2016 through September 30, 2016 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, 2016 through September 30, 2016. 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 Estates due or billable net as of September 30, 2016 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 Third Quarter of 2016.

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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.

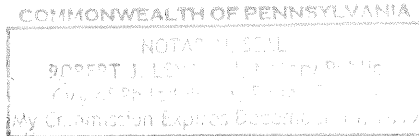


GERALD V. BEHR

Sworn to and subscribed before me
This 8 th day of November, 2016.




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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 September 30, 2016, 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: 11/14/16

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 SEPTEMBER 30, 2016**

EXHIBIT

A

Legion Insurance Company (In Liquidation)
Special Purpose Statement of Assets and Liabilities*
September 30, 2016 and December 31, 2015
(In Millions of Dollars)

	9/30/2016	12/31/2015
ASSETS		
Cash investments:		
Fixed income securities	\$ 178.1	\$ 177.7
Money market deposits	276.9	283.7
Total cash and invested assets	455.0	461.4
Estimated losses and loss adjustment expense reserves - ceded	1.3	2.1
Reinsurance recoverables due or billable, net	0.7	0.4
Early access advances	1,681.3	1,681.3
Amounts to be distributed per Act 46, net	-	1.2
Other assets	0.9	1.8
Total Assets	\$ 2,139.2	\$ 2,148.2
LIABILITIES		
Estimated Priority Class		
A - Administrative expenses:		
Liquidator expenses incurred since liquidation	\$ 449.8	\$ 442.4
Liquidator expenses paid since liquidation	(449.1)	(438.4)
Liquidator expenses	0.7	4.0
Guaranty associations paid ULAE reported	205.1	213.4
Guaranty associations NODs accepted	7.2	-
Guaranty associations' reserves ULAE	7.8	3.6
Total	\$ 220.8	\$ 221.0
B - Claims for policy benefits:		
Guaranty associations paid (including large deductible)	1,630.5	1,636.0
Guaranty associations NODs accepted	46.3	-
Liquidator valued NODs accepted	58.1	57.5
Asset distribution payments, net	(27.1)	(26.3)
Estimated reserves - guaranty associations	496.2	545.5
Estimated reserves - other	159.0	248.4
Total	2,363.0	2,461.1
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	0.1	0.3
Total	89.6	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
Ancillary Receiverships:		
Post liquidation claims and administrative expenses paid, gross	6.6	6.6
Estimated losses and loss adjustment expense reserves - direct	2.2	2.2
Offset of unapplied liquidated statutory deposit	(13.2)	(13.2)
Post liquidation claims, net	(4.4)	(4.4)
Total liabilities	2,700.2	2,798.7
Net surplus (deficit)	(561.0)	(650.5)
Total Liabilities and Surplus (Deficit)	\$ 2,139.2	\$ 2,148.2

* 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	<u>3.4</u>
Loss before income taxes	(28.0)
Federal & foreign income taxes	<u>-</u>
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	<u>-</u>
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	<u>(5.1)</u>
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	<u>22.7</u>
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	(166.9)
Class A - Administrative expenses	(660.8)
Class A - Federal income taxes	(4.5)
Class A - Investment expense	(4.4)
Investment income	191.1
Other income (expenses), net	<u>36.3</u>
Net loss	(609.2)
Change in net unrealized capital gains (losses)	2.1
Change in net deferred income tax	-
Change in non-admitted assets	62.2
Change in provision for reinsurance	<u>-</u>
Change in surplus for the period	(544.9)
Surplus as regards to policyholders, as of September 30, 2016	\$ (561.0)

EXHIBIT
C

**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 amounts to be distributed per Act 46 represent funds collected under large deductible policies. These funds will be paid, as outlined in Act 46, to those entities that funded the claim payments;
- 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
 September 30, 2016 ACTUAL vs BUDGET
 (\$ In Thousands)

	Year to Date				2016 Actual vs 2016 Budget		2016 Actual vs 2015 Actual	
	2016 Actual	% of Total Operating	2016 Budget	2015 Actual	Variance	Percent Variance	Variance	Percent Variance
Full Time	26.5		26	43.5	(0.5)	-1.9%	17	39.1%
Contractor Help	-			1	-	n/a	1	100.0%
Total Full time Employee Equivalents	26.5		26	44.5	(0.5)	-1.9%	18	40.4%
General & Administrative Expenses								
Labor, Benefits, & Payroll Taxes:								
Labor - Internal & External	\$ 4,104		\$ 6,912				\$ 2,808	40.6%
Benefits & Payroll Taxes	886		1,381				495	35.8%
Total Labor, Benefits, and Payroll Taxes	4,990	62.9%	5,007	8,293	17	0.3%	3,303	39.8%
Occupancy	851	10.7%	1,024	661	173	16.9%	(190)	-28.8%
Equipment	418	5.3%	495	453	77	15.5%	35	7.8%
Legal Fees and Expenses	146	1.8%	349	200	203	58.4%	54	27.0%
Professional Services								
Actuarial	-	0.0%	-	9	-	n/a	9	100.0%
Reinsurance	3 *	0.1%	-	4	(3)	n/a	1	0.0%
Other	141	1.8%	119	118	(22)	-18.6%	(23)	-19.5%
IT Services	453	5.7%	451	386	(2)	-0.5%	(67)	0.0%
Liquidator Costs	356	4.4%	353	359	(3)	-0.7%	3	0.9%
Other	582	7.3%	658	435	76	11.6%	(147)	-33.9%
Total Expenses	7,940	100.1%	8,456	10,918	516	6.1%	2,978	27.3%
Revenue for Collecting Large Deductible Recoveries as Provided by PA Statute Act 46 Act 46 Collection	(3)		-	(2)	3	n/a	1	n/a
Total Revenue	(3)		-	(2)	3	n/a	1	n/a
Net Operating Expenses	7,937		\$ 8,456	\$ 10,916	\$ 519	6.1%	\$ 2,979	27.3%
Federal Income Taxes - Prior Year Paid	-			1,833				
Total Net Combined Expenses	\$ 7,937		\$ 12,749					

*Excludes \$17,667 of Reinsurance Collection Expense, netted directly against Reinsurance Collections

EXHIBIT
F

Legion Insurance Company (In Liquidation)
 Villanova Insurance Company (In Liquidation)
 Legal Fees and Expenses and Professional Services Paid
 January 1, 2016 - September 30, 2016

Classification	VENDOR NAME	Services Provided	2016 Total
Legal Fees and Expenses	DUANE MORRIS LLP	General Collection Litigation	91,821
	LEXISNEXIS	Legal Research Fees	2,647
	PRICewaterHOUSE COOPERS LLP	Actuarial Litigation Support	30,000
	DANIEL STERN, REFEREE	Referee Fees	9,324
	SESSIONS, FISHMAN, NATHAN & ISRAEL, LLC	General Collection Litigation	2,813
	CORPORATION SERVICE COMPANY	Litigation Services	100
	WEST PUBLISHING CORPORATION	Legal Research Fees	24,178
Total Legal Fees and Expenses Paid			160,882
Change in Legal Fees and Expenses accrual and other non-cash transactions			(14,720)
Total Legal Fees and Expenses Incurred			146,162
Professional Services	ASHDAR PARTNERS, INC.	IT Consulting	189,000
	CITADEL RISK SERVICES UK LIMITED	London Reinsurance Collection Intermediary	8,569
	COMPUTER SCIENCES CORPORATION	Data Processing	293,937
	ERNST & YOUNG LLP	Tax Consulting	70,582
	INTERNAL REVENUE SERVICE	Tax Consulting	9,800
	Total Professional Services Paid		
Change in Professional Services accrual and other non-cash transactions			25,474
Total Professional Services Incurred			597,362
Total Legal Fees and Expenses and Professional Services Incurred			743,524

* 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
September 30, 2016

<u>Reinsurer</u>	<u>Amount</u>
PXRE REINSURANCE COMPANY	<u>\$ 731,218</u>

EXHIBIT
H

Legion Insurance Company (in Liquidation)
Guaranty Fund Claim Overview Report
A level as of September 30, 2015
B Level as of September 30, 2016

State	GA	Number			A- Level Paid Admin Exp	B - Level Paid Losses and Loss Adj Expenses	B- Level Known Case Reserves
		Number Files Assigned	Files Complete	Number Files outstanding			
AL	301	597	500	97	4,753,172	33,243,566	31,171,297
AZ - WC	302	42	2	40	493,201	680,948	7,642,815
CA	360	41,030	39,089	1,941	84,801,251	592,863,791	146,830,060
CO	305	394	387	7	942,549	10,614,228	1,882,087
CT	306	1,394	1,379	15	4,110,067	29,252,527	4,270,458
DC	308	51	48	3	380,009	1,869,088	1,065,153
DE	307	113	107	6	1,130,650	3,535,482	2,994,712
FL	309	757	755	2	2,108,739	54,183,840	321,540
FL	409	682	680	2	1,485,395	28,037,422	11,532
GA	310	3,049	3,033	16	6,854,616	81,068,717	22,774,952
ID	311	70	66	4	128,968	1,430,056	188,564
IL	312	1,883	1,869	14	6,143,599	38,151,833	5,387,397
KS	315	280	275	5	644,620	11,134,355	2,380,518
KY	316	443	344	99	1,392,673	14,727,740	16,141,060
LA	317	294	288	6	1,029,760	8,666,102	680,919
MA	320	5,649	5,587	62	8,283,222	42,292,600	13,062,454
MD	319	369	351	18	2,917,805	9,070,219	3,875,660
ME	318	264	261	3	794,463	2,982,465	1,693,671
MI	321	639	630	9	2,014,825	21,017,394	2,719,384
MO	324	655	648	7	1,183,607	11,143,590	6,011,106
MS	323	1,369	1,306	63	4,250,732	44,212,512	16,748,007
MT	325	99	91	8	634,063	3,858,073	2,500,479
NC	332	1,475	1,458	17	3,637,035	35,656,580	5,016,687
NE	326	113	110	3	441,615	3,439,035	5,107,860
NH	328	550	540	10	972,161	4,729,260	3,344,008
NJ	329	1,848	1,781	67	2,582,291	57,434,093	21,305,040
NJ	429	1,336	1,336	-	1,562,585	37,007,431	-
NV	327	1,225	1,222	3	2,244,485	9,915,420	978,534
NY	331	2,755	2,495	260	36,181,550	99,149,263	73,270,825
NY	431	5,274	5,262	12	0	104,767,733	897,417
OK	335	706	694	12	2,075,210	12,931,305	4,320,734
PA	337	962	918	44	2,817,012	58,162,182	14,897,217
PA	437	762	761	1	951,338	13,893,439	50,719
RI	338	263	261	2	503,343	3,728,604	348,628
SC	339	1,448	1,397	51	2,797,900	37,786,856	11,643,369
TN	341	1,369	1,005	364	4,514,552	37,403,743	14,672,868
TX	342	2,235	2,167	68	4,057,977	39,723,116	11,793,432
VA	345	629	586	43	2,568,171	23,720,329	36,307,737
VT	344	305	299	6	567,798	5,406,832	1,554,256
WA	346	79	79	-	126,238	718,121	-
WY	349	10	8	2	38,234	880,550	379,744
		83,467	80,075	3,392	\$ 205,117,481	\$ 1,630,490,442	\$ 496,242,900

Legion Insurance Company (in Liquidation)
Guaranty Fund - NODs Accepted
As of September 30, 2016

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	258,998	3,866,118
AZ - PC	402	82	460,942	1,156,249
AZ - SFIC	302	312	914,638	10,071,164
HI	352	44	161,313	1,705,381
IA	314	135	382,545	2,626,535
IN	313	198	593,100	2,599,673
MN	322	196	489,123	5,405,806
ND	333	7	84,757	416,975
NM	330	97	402,500	4,630,767
NOLHGA	370	424	1,659,145	2,786,023
OH	334	113	660,490	1,637,666
PR	358	-	0	0
SD	340	32	84,625	623,360
UT	343	68	216,132	842,706
WI	348	184	622,334	4,995,526
WV	347	37	170,000	1,097,509
GA NODs accepted			\$ 7,184,100	\$ 46,312,369

EXHIBIT

I

Legion Insurance Company (In Liquidation)
Proofs of Claim Statistics
Inception to Date September 30, 2016

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	-	19	17	7,184,100	-	-
B - PolicyHolder Claims - non GA	14,785	1,054	14,779	14,777	58,098,543	14,775	58,098,543
B - PolicyHolder Claims - GA	58	-	19	17	46,312,369	-	-
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	41,482	2,515	41,397	41,388	\$ 232,354,373	41,352	\$ 178,857,904

* 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 September 30, 2016

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	1	5	9	5,406,356	-	-
B - PolicyHolder Claims - non GA	-	2	2	0	10	572,069
B - PolicyHolder Claims - GA	1	5	9	36,380,894	-	-
C - Federal Government	-	-	-	-	-	-
D - Employees	-	-	-	-	-	-
E - General Credit/UEP	-	-	-	-	-	-
F - State/Local Government	-	-	-	-	-	-
G - Late Filed/Subrogation **	-	-	-	-	1	33,000
H - Surplus, Prem. Refunds	-	-	-	-	-	-
I - Shareholders/Other Owners	-	-	-	-	-	-
No Class	-	-	-	-	-	-
TOTALS	2	12	20	\$ 41,787,250	11	\$ 605,069

* 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
K**

Legion Insurance Company (In Liquidation)
 Notice of Determination Objection Statistics
 Inception to Date September 30, 2016

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	2,698,172	342	2,698,172
C - Federal Government	-	-	-	-
D - Employees	-	-	-	-
E - General Credit/UEP	519	14,451,949	518	14,451,949
F - State/Local Government	4	11,971	4	11,971
G - Late Filed/Subrogation	68	811,494	67	811,494
H - Surplus, Prem. Refunds	-	-	-	-
I - Shareholders/Other Owners	-	-	-	-
TOTALS	943	\$ 17,973,586	939	\$ 17,973,586

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	1	0	-	-	1	0
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	4	\$ 0	3	\$ 0	1	\$ 0