

IN THE COMMONWEALTH COURT OF PENNSYLVANIA

In Re: Villanova Insurance Company,           :           No. 1 VIL 2002  
(In Liquidation)                                    :

**LIQUIDATOR’S SUBMISSION OF 2016 BUDGET  
AND APPLICATION FOR APPROVAL OF ADMINISTRATIVE  
EXPENSES PAID FOR THE PERIOD JULY 1 – DECEMBER 31, 2015**

Teresa D. Miller, Insurance Commissioner of the Commonwealth of Pennsylvania (“Commissioner”), in her official capacity as Statutory Liquidator for Villanova Insurance Company (“Villanova”), by and through her counsel, respectfully submits her 2016 Budget and Application for Approval of Administrative Expenses Paid for the Period July 1, 2015 through December 31, 2015.

**SUBMISSION OF 2016 BUDGET**

1. On January 8, 2004, the Court entered an Order requiring the Liquidator, inter alia, to provide the budget for the cost of professional services including expense reimbursements and necessary administrative expenses for Villanova.

2. The Liquidator respectfully attaches as Exhibit A to this submission the Combined Operating Expenses (Budget) for Legion Insurance Company (In Liquidation) and Villanova Insurance Company (In Liquidation), which includes the Liquidator’s budgeted items

for the cost of professional services, including Legal Fees, IT Services, and Professional and Other Services, as well as the necessary administrative services for Villanova, which include, among other items salaries, benefits and rent (collectively the “2016 Budget.”)

**APPLICATION FOR APPROVAL OF ADMINISTRATIVE EXPENSES PAID**

3. Prior to receivership, Villanova, Legion Insurance Company (“Legion”) 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 Application represent the expenses paid by Legion and Villanova on a consolidated basis, including all common expenses, before any allocation.

4. Pursuant to the Court’s Order of January 8, 2004, the Liquidator previously filed Petitions for approval of administrative expenses paid beginning on July 29, 2003, which administrative expenses paid have been approved by the Court. Most recently, the Petition for approval of administrative expenses paid for the period January 1, 2015 through July 31, 2015, was approved by the Court on October 16, 2015.

5. With the current Application, the Liquidator respectfully applies to the Court for approval of her administrative expenses paid for the period July 1, 2015 through December 31, 2015, as set forth on the attached Exhibit B, Combined Cash Basis Analysis, which were reasonable and necessary expenses for the administration of the Villanova liquidation. An illustration of the expenditures as a percentage of the total expenditures paid is attached as

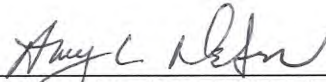


Exhibit C, including Combined Cash Basis Analysis, Professional Fees & Expenses for the period July 1, 2015 through December 31, 2015.

6. The Affidavits of the Chief Liquidation Officer and the Vice President and Chief Financial Officer in support of the Liquidator's submission of the Application for Approval of Administrative Expenses Paid, and the Certification of Department Counsel related to legal expenses paid are attached to this Application.

WHEREFORE, the Liquidator requests that the Court enter the Order attached hereto approving the administrative expenses paid.

Respectfully submitted,



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AMY L. WEBER (I.D. #45447)  
Insurance Department Counsel  
Office of Liquidations, Rehabilitations and  
Special Funds  
Capitol Associates Building  
901 North 7th Street, Suite 201  
Harrisburg, PA 17102  
(717) 787-6009

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

DATED: 2/24/16

**IN THE COMMONWEALTH COURT OF PENNSYLVANIA**

In Re: Villanova Insurance Company                 :  
(In Liquidation)   : No. 1 VIL 2002

**AFFIDAVIT OF ROBERT E. HABERLE IN SUPPORT  
OF THE LIQUIDATOR'S APPLICATION FOR APPROVAL OF  
ADMINISTRATIVE EXPENSES PAID  
FOR THE PERIOD JULY 1-DECEMBER 31, 2015**

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 Liquidator's 2016 Budget for the Estates (the "Budget") and Application for Approval of Administrative Expenses paid for the period July1 - December 31, 2015.

3. Based on my review of the Budget, my personal knowledge and business experience, and having considered information that I believe necessary to assess the Estates' projected expenses for 2016, including significant business developments and trends, cash flow expectations, capital build projects, and fixed overhead costs such as compensation and rent, I certify that the Budget is appropriate and fairly presents in all material respects the Estates' expected expenses for 2016.

4. I know of no significant expenses or outlays for 2016 that are not included in the Budget.

5. Based on my knowledge, the Application for Approval of Administrative Expenses paid for the period July 1 - December 31, 2015 fairly presents in all material respects the administrative expenses paid by the Estates for the period July 1-December 31, 2015.

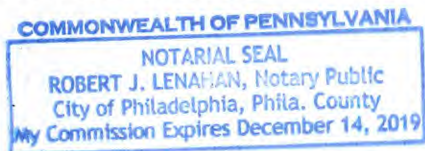
6. My certification is made in reasonable reliance on the work of qualified staff and the Estates' internal procedures for financial operations, planning and budgeting.

7. 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 23rd day of Feb., 2016.

  
NOTARY PUBLIC





IN THE COMMONWEALTH COURT OF PENNSYLVANIA

In Re: Villanova Insurance Company :  
(In Liquidation) : No. 1 VIL 2002

**AFFIDAVIT OF GERALD V. BEHR IN SUPPORT OF THE  
LIQUIDATOR’S APPLICATION FOR APPROVAL OF ADMINISTRATIVE  
EXPENSES PAID FOR THE PERIOD JULY 1-DECEMBER 31, 2015**

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

1. I am Vice President and Chief Financial Officer for Legion Insurance Company (In Liquidation) and Villanova Insurance Company (In Liquidation)(“the Estates”), am currently licensed as Certified Public Accountant, and am responsible for overseeing all aspects of the Estates’ financial operations.

2. I assisted in and directed the preparation of the Liquidator’s 2016 Budget for the Estates (the “Budget”), and make this certification in reliance on the assistance and support of qualified staff and the Estates’ internal procedures for financial operations, planning and budgeting.

3. I certify that the Budget is appropriate and fairly presents in all materials respects the Estates’ anticipated expenses for 2016 for the following areas of expected expenditure:

A. Salaries: “Salaries” includes expenses for salary and overtime compensation for all the Estates’ employees, the cost of temporary help and contractor services, the performance compensation program, and a compensation

program for displaced employees of the Estates.

B. Benefits: “Benefits” includes expenses for employee group health, life and disability programs, 401(k) contributions, employee training, workers' compensation insurance, FICA and federal and state unemployment taxes.

C. Occupancy: “Occupancy” includes expenditures for lease expenses, utility and office maintenance expenses for leased premises, records retention, furniture repair and maintenance expenses and rental costs for postage and copier/fax equipment.

D. Equipment: “Equipment” includes depreciation expenses for EDP equipment, operating and applications systems software, office furniture and fixtures and leasehold improvements, and expenditures for purchases and repairs of all other equipment used by the Estates.

E. Legal Fees and Expenses: “Legal Fees and Expenses” includes expenditures to outside law firms for matters related to reinsurance litigation, policyholder collections, managing general agent and third party administrators, the Estates' defendant issues and liquidation issues.

F. Professional Services: “Professional Services” includes expenditures for outsourced reinsurance services, audit and tax consulting fees of independent CPA firms, actuarial consulting services, management consulting services, fees for collection of overdue premium and other fees and fees to outside firms for technology support and outsourcing.

G. Other: “Other” includes expenditures for telephone, postage, express mail, printing and freight expenses, letterhead, envelopes and other office



supplies; transportation, meals, lodging and other costs of employees while traveling; costs of the Pennsylvania Insurance Department for the oversight of the Estates; and insurance for fidelity and surety bonds on employees, general liability insurance, Directors and Officers and omissions coverage for directors and personal property coverage.

4. I know of no significant expenses or outlays for 2016 that are not included in the Budget.

5. I certify that the Application for Approval of Administrative Expenses paid for the period July 1-December 31, 2015 fairly presents in all material respects the Estates' paid administrative expenses for the period July 1-December 31, 2015 for the following areas of expenditure:

A. Salaries: "Salaries" includes expenses for salary and overtime compensation for all the Estates' employees, the cost of temporary help and contractor services, the performance compensation program, and a compensation program for displaced employees of the Estates.

B. Benefits: "Benefits" includes expenses for employee group health, life and disability programs, 401(k) contributions, employee training, workers' compensation insurance, FICA and federal and state unemployment taxes.

C. Occupancy: "Occupancy" includes expenditures for lease expenses, utility and office maintenance expenses for leased premises, records retention, furniture repair and maintenance expenses and rental costs for postage and copier/fax equipment.



D. Equipment: “Equipment” includes depreciation expenses for EDP equipment, operating and applications systems software, office furniture and fixtures and leasehold improvements, and expenditures for purchases and repairs of all other equipment used by the Estates.

E. Legal Fees and Expenses: “Legal Fees and Expenses” includes expenditures to outside law firms for matters related to reinsurance litigation, policyholder collections, managing general agent and third party administrators, the Estates’ defendant issues and liquidation issues.

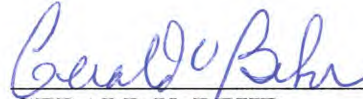
F. Professional Services: “Professional Services” includes expenditures for outsourced reinsurance services, audit and tax consulting fees of independent CPA firms, actuarial consulting services, management consulting services, fees for collection of overdue premium and other fees and fees to outside firms for technology support and outsourcing.

G. Other: “Other” includes expenditures for telephone, postage, express mail, printing and freight expenses, letterhead, envelopes and other office supplies; transportation, meals, lodging and other costs of employees while traveling; costs of the Pennsylvania Insurance Department for the oversight of the Estates; and insurance for fidelity and surety bonds on employees, general liability insurance, Directors and Officers and omissions coverage for directors and personal property coverage.

6. Based on my knowledge, the Application for Approval of Administrative Expenses paid for the period July 1-December 31, 2015 fairly presents in all material respects the administrative expenses paid by the Estates for the period July 1-December

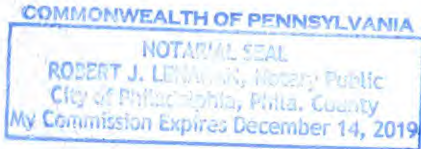
31, 2015.

7. 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.

  
GERALD V. BEHR

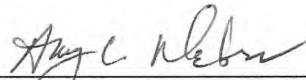
Sworn to and subscribed before me  
this 23<sup>rd</sup> day of Feb., 2016.

  
NOTARY PUBLIC



**CERTIFICATION**

I, Amy L. Weber, 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 Villanova Insurance Company. I have read the Combined Cash Basis Analysis for Legion Insurance Company (In Liquidation) and Villanova Insurance Company (In Liquidation) and certify that the Legal Fees and Expenses stated therein for the period July 1, 2015 through December 31, 2015, are reasonable and necessary expenses to the best of my knowledge, information and belief. I understand that this Certification is made subject to the penalties of 18 Pa.C.S. §4904 relating to unsworn falsification to authorities.



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Amy L. Weber  
Insurance Department Counsel

Dated: 2/24/16



# **EXHIBIT A**

Legion Insurance Company (In Liquidation)  
Villanova Insurance Company (In Liquidation)  
**COMBINED OPERATING EXPENSES (BUDGET)**  
(\$ In Thousands)

	<u>2015</u>		<u>2016</u>	
<b>Staffing</b>				
Full Time	33		15	
Contractor Help	1		-	
<b>Total Staffing</b>	<b>34</b>		<b>15</b>	
	<u>Year to Date</u>	<u>% of Total</u>	<u>Year to Date</u>	<u>% of Total</u>
	<u>2015 Budget</u>	<u>Operating</u>	<u>2016 Budget</u>	<u>Operating</u>
<b><u>G &amp; A Expenses</u></b>				
<b>Labor</b>	\$ 9,890	62.2%	\$ 5,985	53.0%
<i>Salary and overtime compensation for all Legion employees and the cost of temporary help, contractor services and outsourced services utilized. Also includes the performance compensation program and compensation program for displaced Legion employees.</i>				
<b>Benefits</b>	1,555	9.8%	1,102	9.8%
<i>Expenses incurred for employee group health, life and disability programs, 401(k) contributions, employee training, workers' compensation insurance and FICA and Federal and state unemployment taxes.</i>				
<b>Occupancy</b>	979	6.1%	1,214	10.7%
<i>Lease expenses for facilities, utility and office maintenance expenses for leased premises, records retention, furniture repair and maintenance expenses and rental costs for postage and copier/fax equipment.</i>				
<b>Equipment</b>	839	5.3%	629	5.6%
<i>Expenses for operating and applications systems software and purchases and repairs for all other equipment used by Legion.</i>				
<b>Legal Fees and Expenses</b>	400	2.5%	465	4.1%
<i>Legal retainers and fees to outside law firms for matters related to reinsurance litigation, policyholders collections, managing general agent and third party administrators, Legion defendant issues and liquidation issues.</i>				
<b>Professional Services</b>	793	5.0%	735	6.5%
<i>Fees for reinsurance services, audit and tax consulting fees of independent CPA firms, fees to outside firms for actuarial consulting services, management consulting services, fees for collection of overdue premium, fees to outside firms for technology support, and other fees.</i>				
<b>Other</b>	1,453	9.1%	1,170	10.3%
<i>Telephone, postage, express mail, printing and freight expenses. Also includes cost of office supplies, transportation, meals, lodging and other costs of employees while traveling, costs of the PA Insurance Department for the oversight of the Legion and Villanova estates and insurance expenses for fidelity and surety bonds on employees, general liability insurance, Directors and Officers, errors and omissions and personal property coverage.</i>				
<b>Net Budget</b>	<b>\$ 15,909</b>	<b>100.0%</b>	<b>\$ 11,300</b>	<b>100.0%</b>

# **EXHIBIT B**



Legion Insurance Company (In Liquidation)  
Villanova Insurance Company (In Liquidation)  
**COMBINED CASH BASIS ANALYSIS**  
July 1, 2015 to December 31, 2015

<b>Staffing - End of Period</b>	
Full Time	33.5
Contractor Help	1
<b>Total Staffing - Ending</b>	<b>34.5</b>

	For the Period	% of Total Operating
<b><u>G &amp; A Expenses</u></b>		
<b>Labor</b> <i>Salary and overtime compensation for all Legion employees and the cost of temporary help, contractor services and outsourced services utilized. Also includes the performance compensation program and compensation program for displaced Legion employees.</i>	\$ 3,884,165	62.0%
<b>Benefits</b> <i>Expenses incurred for employee group health, life and disability programs, 401(k) contributions, employee training, workers' compensation insurance and FICA and Federal and state unemployment taxes.</i>	575,967	9.2%
<b>Occupancy</b> <i>Lease expenses for facilities, utility and office maintenance expenses for leased premises, records retention, furniture repair and maintenance expenses and rental costs for postage and copier/fax equipment.</i>	506,076	8.1%
<b>Equipment</b> <i>Expenses for operating and applications systems software and purchases and repairs for all other equipment used by Legion.</i>	455,524	7.3%
<b>Legal Fees and Expenses</b> <i>Legal retainers and fees to outside law firms for matters related to reinsurance litigation, policyholders collections, managing general agent and third party administrators, Legion defendant issues and liquidation issues.</i>	187,828	3.0%
<b>Professional Services</b> <i>Fees for reinsurance services, audit and tax consulting fees of independent CPA firms, fees to outside firms for actuarial consulting services, management consulting services, fees for collection of overdue premium, fees to outside firms for technology support, and other fees.</i>	366,752	5.8%
<b>Other</b> <i>Telephone, postage, express mail, printing and freight expenses. Also includes cost of office supplies, transportation, meals, lodging and other costs of employees while traveling, costs of the PA Insurance Department for the oversight of the Legion and Villanova estates and insurance expenses for fidelity and surety bonds on employees, general liability insurance, Directors and Officers, errors and omissions and personal property coverage.</i>	286,470	4.6%
<b>Total Expenses</b>	<b>6,262,782</b>	<b>100.0%</b>
<b>Reinsurance Collection Expense</b> <i>Collection Commissions</i>	196,172	
<b>Investment Expenses</b> <i>Banking, management and custodial fees</i>	168,057	
<b>Total</b>	<b>\$ 6,627,011</b>	

Legion Insurance Company (In Liquidation)  
 Villanova Insurance Company (In Liquidation)  
 Legal Fees and Expenses and Professional Services Paid  
 July 1, 2015 - December 31, 2015

Classification	VENDOR NAME	Services Provided	Total
Legal Fees and Expenses	DUANE MORRIS LLP	General Collection Litigation	169,449
	LEXISNEXIS	Legal Research Fees	1,803
	WEST PUBLISHING CORPORATION	Legal Research Fees	16,837
	Aggregate Amount for Total Vendor Payments Under \$1,000	General Legal Support Costs	739
<b>Total Legal Fees and Expenses Paid</b>			<b>187,828</b>
<b>Change in Legal Fees and Expenses accrual and other non-cash transactions</b>			<b>(38,076)</b>
<b>Total Legal Fees and Expenses Incurred</b>			<b>149,753</b>

Legion Insurance Company (In Liquidation)  
 Villanova Insurance Company (In Liquidation)  
 Legal Fees and Expenses and Professional Services Paid  
 July 1, 2015 - December 31, 2015

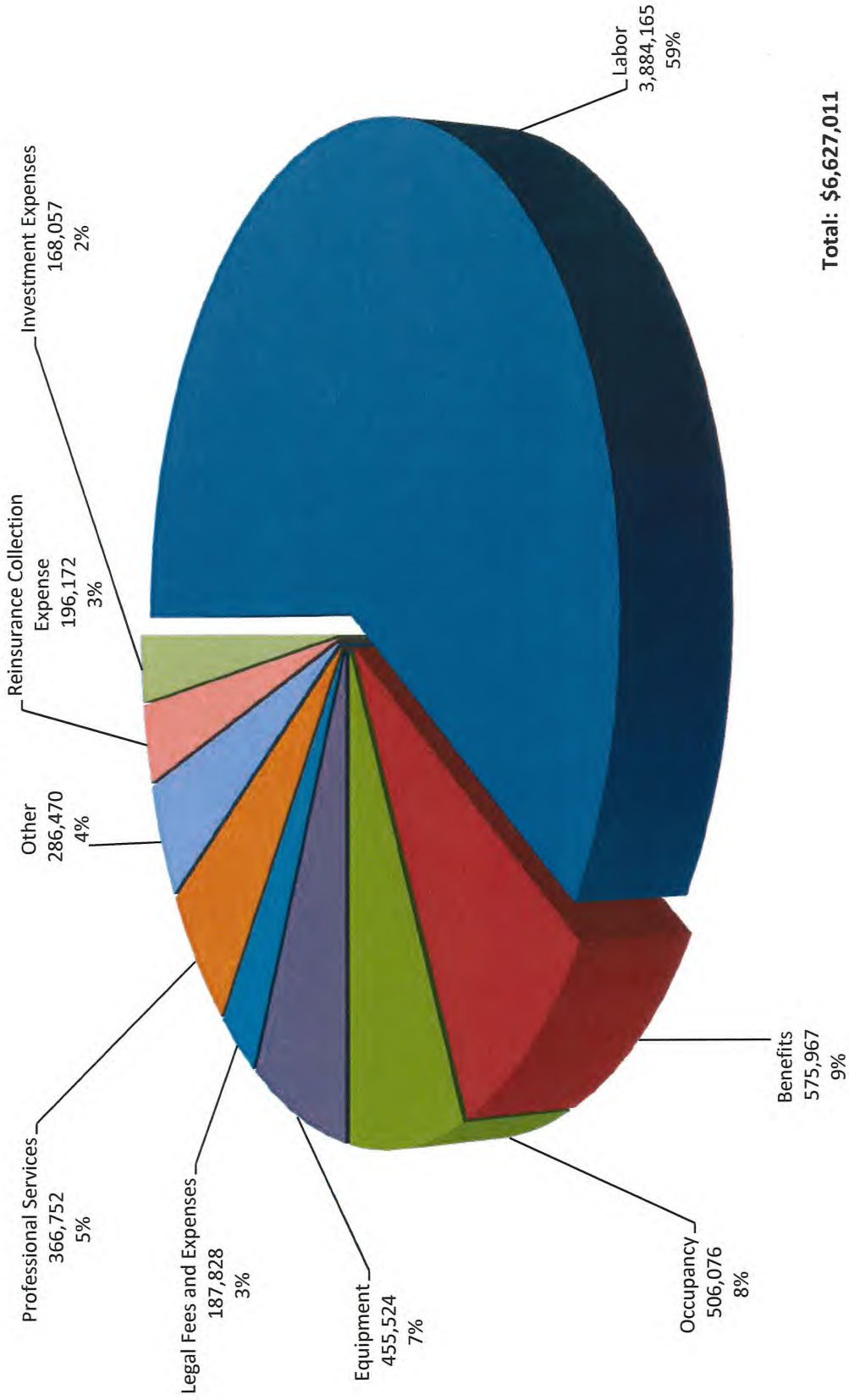
Classification	VENDOR NAME	Services Provided	Total
Professional Services	ASHDAR PARTNERS, INC.	IT Consulting	123,250
	COMPUTER SCIENCES CORPORATION	Data Processing	148,720
	ERNST & YOUNG LLP	Tax Consulting	30,771
	JOHNSON LAMBERT & COMPANY LLP	Audit Services	45,375
	MARCUMI LLP	Human Resources Consulting	18,500
	Aggregate Amount for Total Vendor Payments Under \$1,000	General Professional Fees	136
<b>Total Professional Services Paid</b>			<b>366,752</b>
<b>Change in Professional Services accrual and other non-cash transactions</b>			<b>(101,479)</b>
<b>Total Professional Services Incurred</b>			<b>265,273</b>
<b>Total Legal Fees and Expenses and Professional Services Incurred</b>			<b>415,026</b>

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



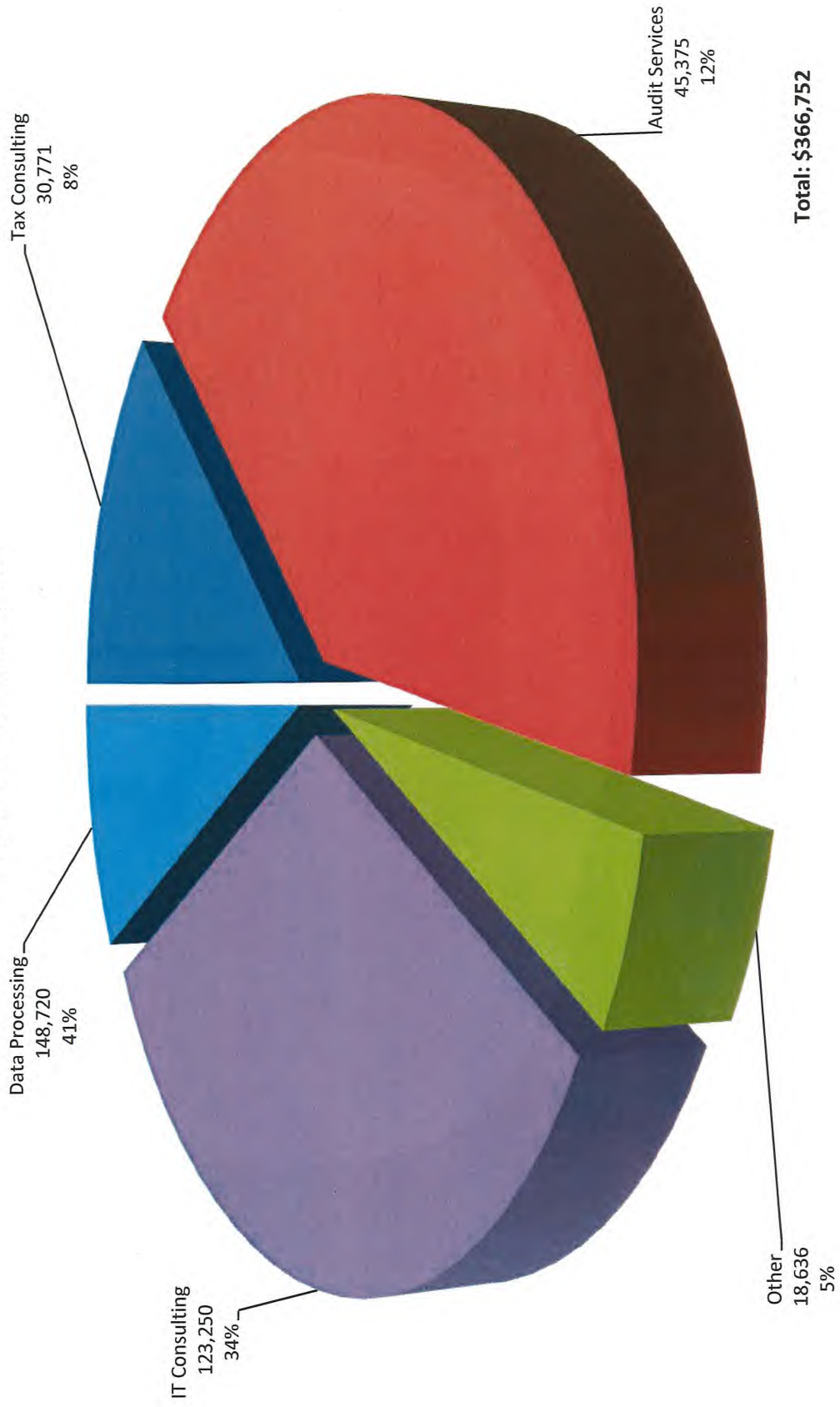
**EXHIBIT C**

Legion Insurance Company (In Liquidation)  
Villanova Insurance Company (In Liquidation)  
Combined Cash Basis Analysis  
July 1, 2015 - December 31, 2015



Total: \$6,627,011

Legion Insurance Company (In Liquidation)  
Villanova Insurance Company (In Liquidation)  
Professional Services  
July 1, 2015 - December 31, 2015

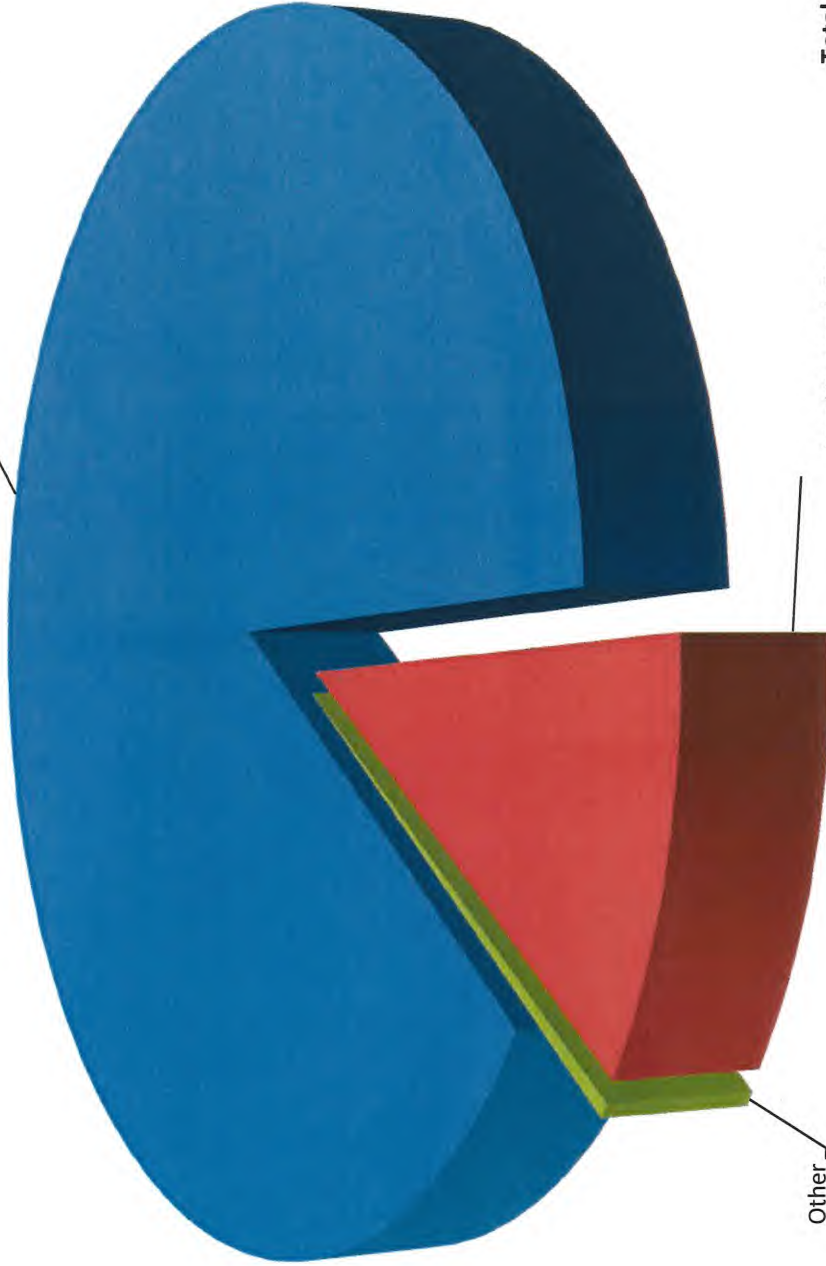




Legion Insurance Company (In Liquidation)  
Villanova Insurance Company (In Liquidation)

Legal Fees & Expenses  
July 1, 2015 - December 31, 2015

General and Collection  
Litigation  
168,449  
90%



Other  
739  
1%

Legal Research Fees  
18,640  
9%

Total : \$187,828

IN THE COMMONWEALTH COURT OF PENNSYLVANIA

In Re: Villanova Insurance Company,           :           No. 1 VIL 2002  
(In Liquidation)                                    :

**ORDER**

AND NOW, this \_\_\_\_ day of \_\_\_\_\_, 2016, upon consideration of the Statutory Liquidator's 2016 Budget and Application for Approval of Administrative Expenses Paid for the Period July 1, 2015 through December 31, 2015, the Application is hereby GRANTED.

BY THE COURT:

\_\_\_\_\_  
MARY HANNAH LEAVITT, J.