

IN THE COMMONWEALTH COURT OF PENNSYLVANIA

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

**QUARTERLY REPORT OF THE LIQUIDATOR
ON THE STATUS OF THE LIQUIDATION OF
VILLANOVA 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 Villanova Insurance Company ("Villanova or Estate"), through her undersigned counsel, hereby submits this Quarterly Report on the status of the liquidation of Villanova for the period from January 1, 2016 through September 30, 2016 ("Report").

II. REPORT

A. Financial Statements.

Villanova 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 Villanova. 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 Villanova'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 \$288.9 million including \$40.0 million of cash and liquid investments.

Early access advances to Guaranty Associations ("GAs") totaled \$248.7 million.

a. Cash and Investments.

Villanova had a cash and investment portfolio of \$40.0 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. Of the \$40.0 million cash and investments available, \$1.3 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 Villanova 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 (\$20.0 million) to the State Guaranty Associations ("Liquidator's Ninth Proposal") bringing the total authorized by the Court to \$250.0 million for early access distributions.

Villanova has distributed all of these funds via cash payments and reductions of statutory deposits, except for \$1.3 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 \$476.2 million. 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 Villanova in administering the Estate over time. Villanova 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 \$1.3 million in reserves for unpaid liquidator and GA administrative expenses.

However, the most significant liability is the \$423.3 million assigned to class (b) proofs of claim (“POCs”). This category includes Villanova’s estimates of direct insurance policy holder benefits reported as paid (\$336.4 million) and reserves (\$64.9 million) 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 Villanova’s estimated reserves – other (\$18.0 million). It also includes Villanova’s liability for GA-accepted NODs of \$2.9 million and for non-guaranty fund-accepted NODs of \$1.6 million. A reduction of \$.5 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, 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 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 Villanova 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 \$43.7 million in the administrative expenses reported to Villanova as paid by GAs through the Claims Bar Date. Villanova reviews such expenses as part

of the formal NOD process. In addition, Villanova has established a reserve of \$1.1 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, Villanova began issuing NODs for GA administrative expense POCs based on Villanova's continuing review of each GA's reported expenses. As of September 30, 2016, Villanova's liability for GA administrative expense as reflected in NODs issued by Villanova and accepted by GAs was \$.8 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 \$7.1 million. (See the accompanying notes for a brief description of each line item.)

Throughout the liquidation period, it has been anticipated that Villanova would not make distributions to claimants whose claims were classified (c) or below. In order to maximize the Estates' resources and assets, Villanova 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 Villanova 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 Villanova 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 \$187.3 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. Net sources and uses of cash and investments for the period was \$(.9) million.

a. Deductible Recoveries/Amounts to be distributed per Act 46.

Villanova 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. Villanova does not expect any further material deductible recoveries.

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, 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.)

c. Guaranty Association Transactions.

As of September 30, 2016, the Court has authorized \$250.0 million in total for early access distributions. Villanova has distributed via cash payments and reductions of statutory deposits all of these funds, except for \$1.3 million which is currently being held.

d. Interim Distribution.

On February 27, 2012, the Court approved the Liquidator's Amended Petition for First Interim Distribution allowing a 30% distribution to all class (b) claimants who's NOD is approved by the Court. As of September 30, 2016, Villanova has made distribution payments of \$.5 million.

5. Combined Expense Detail – EXHIBIT E.

The operating expenses of Villanova relate to efforts by the Liquidator to marshal and maximize the assets of the Estate for the benefit of all Villanova 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 Villanova.

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 actuals. 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 new 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, Villanova paid \$.5 million as an estimate for the 2015 tax year, which was accrued for as of December 31, 2015. Villanova expects no additional tax liabilities in the current year. In July 2016, Villanova'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. Villanova 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 Villanova

claim file distribution, claim handling procedures, communication protocols, GA data reporting and Uniform Data Standards protocol, Villanova product and policy information, and deductible and policy aggregate tracking. Villanova 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 Villanova 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, 21 GAs reported paid and outstanding loss information via electronic UDS files, either sent directly to Villanova or submitted to the NCIGF secure FTP website. The electronic files received from GAs are interfaced to a processing application at Villanova, where the data is parsed and edited. Resolution of data errors is coordinated with the respective GA. The data is then interfaced to Villanova’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 Villanova 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 52 property and casualty GAs (excludes Oregon and New Mexico which have formed ancillaries to administer the Villanova workers compensation

claimants from those states and have not signed a refunding agreement). Administrative expenses were updated from the quarterly Financial Information Questionnaires. Villanova 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. Villanova 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, Villanova provides the GAs with early access monies to help fund the administrative and policyholder benefit payments made by the GAs on Villanova's behalf. All such claims and expenses ultimately will be settled through the formal NOD process. Subsequent to the Claims Bar Date, Villanova began issuing NODs for GA administrative expense and for GA loss and loss adjustment expense POCs based on Villanova'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, Villanova had issued and accepted NODs for 4,581 of the 4,665 POC claims assigned to it for a total allowed amount of \$11.9 million. Accepted NODs

accounted for approximately 98% of the POC claims filed with the Estate. The Court has approved 4,547 of these NODs, as of September 30, 2016, for a total allowed amount of \$8.2 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, Villanova 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 10 NODs were issued during the period and 18 were accepted.

c. Notice of Determination Objection Statistics – EXHIBIT K.

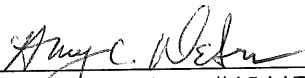
As of September 30, 2016, the Liquidator had received 98 objections on the 4,587 NODs issued. As of September 30, 2016, Villanova resolved 96 objections. The 2 unresolved objections were assigned to a referee as of September 30, 2016. Exhibit K indicates the status of all objections received through 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 Villanova 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 30% 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 Villanova were subject to aggregate limits. The NOD allowed amounts on a few policies may exceed 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,



AMY L. WEBER (I.D. #45447)
Insurance Department Counsel
Office of Liquidations, Rehabilitations and
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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: 11/14/16

IN THE COMMONWEALTH COURT OF PENNSYLVANIA

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

**AFFIDAVIT OF ROBERT E. HABERLE
IN SUPPORT OF THE THIRD QUARTER 2016
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 Third Quarter 2016 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 Third Quarter of 2016.

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

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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.

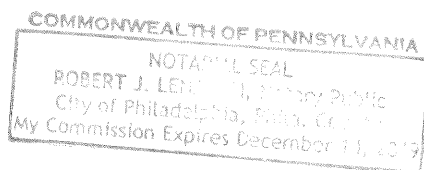


ROBERT E. HABERLE

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



NOTARY PUBLIC



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

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 Estates’ financial operations.
2. I assisted in the direction of the preparation of the Third Quarter 2016 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 September 30, 2016. 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 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.

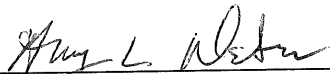

GERALD V. BEHR

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


NOTARY PUBLIC
COMMONWEALTH OF PENNSYLVANIA
NOTARY PUBLIC
ROBERT J. LOEBE
1200 PINE STREET, SUITE 200
PHILADELPHIA, PA 19107
My Commission Expires 11/01/2019

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 Villanova 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 Villanova 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: Villanova Insurance Company, : No. 1 VIL 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

Villanova 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, money market deposits	\$ 40.0	\$ 40.9
Early access advances	248.7	248.7
State deposits and unapplied state deposits available for early access	0.1	0.1
Amounts to be distributed per Act 46, net	-	0.7
Other assets	0.1	0.2
Total Assets	<u>\$ 288.9</u>	<u>\$ 249.7</u>
LIABILITIES		
Estimated Priority Class		
A - Administrative expenses:		
Liquidator expenses incurred since liquidation	\$ 49.9	\$ 49.2
Liquidator expenses paid since liquidation	<u>(49.7)</u>	<u>(48.4)</u>
Liquidator expenses	0.2	0.8
Guaranty associations paid ULAE reported	43.7	44.9
Guaranty associations NODs accepted	0.8	-
Guaranty associations' reserves ULAE	<u>1.1</u>	<u>0.5</u>
Total	\$ 45.8	\$ 46.2
B - Claims for policy benefits:		
Guaranty associations paid (including large deductible)	336.4	333.4
Guaranty associations NODs accepted	2.9	-
Liquidator valued NODs accepted	1.6	1.6
Asset distribution payments, net	(0.5)	(0.5)
Estimated reserves - guaranty associations	64.9	72.6
Estimated reserves - other	<u>18.0</u>	<u>32.9</u>
Total	423.3	440.0
C - Federal government claims	-	-
D - Certain employee claims	-	-
E - General creditor claims:		
Liquidator valued NODs accepted	2.5	2.5
F - State and local government claims:		
Liquidator valued NODs accepted	2.9	2.9
G - Late filed claims:		
Liquidator valued NODs accepted	1.2	1.2
Ancillary Receiverships:		
Post liquidation claims and administrative expenses paid, gross	1.1	1.1
Estimated losses and loss adjustment expense reserves - direct	0.5	0.5
Offset of unapplied liquidated statutory deposit	<u>(1.1)</u>	<u>(1.1)</u>
Post liquidation claims, net	0.5	0.5
Total liabilities	476.2	493.3
Net surplus (deficit)	<u>(187.3)</u>	<u>(202.7)</u>
Total Liabilities and Surplus (Deficit)	<u>\$ 288.9</u>	<u>\$ 290.6</u>

* See Note to Special Purpose Statement of Assets and Liabilities

EXHIBIT
B

Villanova 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	\$ 27.6
Net loss:	
Underwriting loss, net	13.1
Investment income, net	0.5
Other income (expenses), net	-
Loss before income taxes	13.6
Federal & foreign income taxes	-
Net loss	13.6
Change in net unrealized capital gains (losses)	-
Change in net deferred income tax	(8.6)
Change in non-admitted assets	8.9
Change in provision for reinsurance	-
Change in surplus for the period	13.9
Surplus as regards to policyholders, as of March 31, 2002	41.5

Surplus activity during Rehabilitation Period:

Net loss:	
Underwriting loss, net	(23.0)
Investment income, net	3.9
Other income (expenses), net	(12.2)
Net loss	(31.3)
Change in net unrealized capital gains (losses)	0.1
Change in net deferred income tax	-
Change in non-admitted assets	(98.7)
Change in provision for reinsurance	1.7
Change in surplus for the period	(128.2)
Surplus as regards to policyholders, as of July 28, 2003	(86.7)

Surplus activity during Liquidation:

Net loss:	
Underwriting loss, net	(98.0)
Class A - Administrative expenses	(94.1)
Class A - Federal income taxes	(0.7)
Class A - Investment expense	(0.7)
Investment income	12.2
Other income (expenses), net	4.3
Net loss	(177.0)
Change in net unrealized capital gains (losses)	(0.1)
Change in net deferred income tax	-
Change in non-admitted assets	76.5
Change in provision for reinsurance	-
Change in surplus for the period	(100.6)
Surplus as regards to policyholders, as of September 30, 2016	<u><u>\$(187.3)</u></u>

EXHIBIT
C

Villanova Insurance Company (In Liquidation)
Cash Flow Summary - Monthly Summaries
Liquidation Basis
YTD January 1, 2016 - September 30, 2016
(in millions)

	January	February	March	April	May	June	July	August	September	YTD 2016
Beginning Available Cash and Investments	\$ 40.9	\$ 40.6	\$ 40.6	\$ 40.6	\$ 40.3	\$ 40.3	\$ 40.3	\$ 40.0	\$ 40.0	\$ 40.9
Reinsurance collections:										
Reinsurance recoverables	-	-	-	-	-	-	-	-	-	-
Reinsurance commutations/settlements	-	-	-	-	-	-	-	-	-	-
Less: Collection Expense	-	-	-	-	-	-	-	-	-	-
Deductible Recoveries	-	-	-	-	-	-	-	-	-	-
Transfer from Restricted Cash	-	-	0.5	-	-	-	-	-	-	0.5
Investment income	-	-	-	-	-	-	-	-	0.1	0.1
Total Sources of Cash	-	-	0.5	-	-	-	-	-	0.1	0.6
Paid expenses	-	-	-	-	-	-	-	-	-	-
Federal income taxes	-	-	(0.5)	-	-	-	-	-	-	(0.5)
Payroll	-	-	-	-	-	-	-	-	-	-
Intercompany transfers	(0.3)	-	-	(0.3)	-	-	(0.3)	-	-	(0.9)
Guaranty Association transactions	-	-	-	-	-	-	-	-	-	-
Distributions to Court approved NODs	-	-	-	-	-	-	-	-	-	-
Amounts to be distributed per Act 46	-	-	-	-	-	-	-	-	-	-
Other cash inflows (outflows)	-	-	-	-	-	-	-	-	(0.1)	(0.1)
Total Uses of Cash	(0.3)	-	(0.5)	(0.3)	-	-	(0.3)	-	(0.1)	(1.5)
Ending Available Cash and Investments	\$ 40.6	\$ 40.6	\$ 40.6	\$ 40.3	\$ 40.3	\$ 40.3	\$ 40.0	\$ 40.0	\$ 40.0	\$ 40.0

EXHIBIT D

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

The Special Purpose Statement of Assets and Liabilities of Villanova 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	-		26	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:	\$ 4,104		\$ 6,912				\$ 2,808	40.6%
Labor - Internal & External	886		1,381				495	35.8%
Benefits & Payroll Taxes	4,990	62.9%	5,007	8,293	17	0.3%	3,303	39.8%
Total Labor, Benefits, and Payroll Taxes	851	10.7%	1,024	661	173	16.9%	(190)	-28.8%
Occupancy	418	5.3%	495	453	77	15.5%	35	7.8%
Equipment	146	1.8%	349	200	203	58.4%	54	27.0%
Legal Fees and Expenses								
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
			160,882
			(14,720)
			146,162
Total Legal Fees and Expenses Paid			
Change in Legal Fees and Expenses accrual and other non-cash transactions			
Total Legal Fees and Expenses Incurred			
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
			571,888
Total Professional Services Paid			
Change in Professional Services accrual and other non-cash transactions			
Total Professional Services Incurred			
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

Villanova Insurance Company (In Liquidation)
Reinsurance Recoverables Due or Billable, Net
September 30, 2016

Reinsurer

Amount

NONE

EXHIBIT H

Villanova 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 Files Assigned	Number files Complete	Number files outstanding	A- Level Paid Admin Exp	B - Level Paid Losses and Loss Adj Expenses	B- Level Known Case Reserves
AL	301	4	3	1	71,411	383,676	393,517
AZ - WC	302	3	1	2	992	79,808	737,210
CA	360	15,160	14,758	402	22,667,800	148,534,601	37,616,247
CO	305	6	6	-	8,394	33,139	-
CT	306	228	223	5	377,936	2,362,752	5,214,369
DC	308	-	-	-	169	-	-
DE	307	4	3	1	82,544	293,204	35,231
FL	309	29	29	-	33,204	278,739	-
FL	409	90	85	5	120,841	1,017,650	10
GA	310	23	23	-	34,741	912,614	-
ID	311	-	-	-	-	-	-
IL	312	261	259	2	363,510	3,041,596	149,812
KS	315	15	15	-	26,596	475,821	-
KY	316	16	15	1	18,517	174,720	84,520
LA	317	9	9	-	40,528	421,993	-
MA	320	106	98	8	378,579	2,008,480	1,413,438
MD	319	8	8	-	15,931	66,374	-
ME	318	-	-	-	4,597	-	-
MI	321	1	1	-	-	-	-
MO	324	72	71	1	106,592	1,790,689	833,758
MS	323	71	70	1	119,793	1,710,049	271,246
MT	325	-	-	-	15,386	-	-
NC	332	212	210	2	784,749	9,034,711	188,846
NE	326	1	1	-	306	3,874	-
NH	328	-	-	-	158	-	-
NJ	329	195	186	9	305,323	7,493,348	6,229,817
NJ	429	4	4	-	4,966	16,391	-
NV	327	97	97	-	556,200	1,671,683	-
NY	331	189	177	12	14,225,324	3,039,845	3,334,982
NY	431	1,628	1,625	3	-	107,870,546	392,443
OK	335	301	296	5	607,892	5,307,512	1,385,837
PA	337	436	427	9	954,894	24,228,438	2,730,523
PA	437	38	38	-	51,442	380,730	-
RI	338	8	8	-	32,970	196,926	-
SC	339	70	67	3	133,464	1,717,204	632,921
TN	341	204	162	42	984,227	7,903,483	2,406,259
TX	342	247	243	4	487,526	3,441,501	800,466
VA	345	30	30	-	51,494	206,465	-
VT	344	41	41	-	44,931	270,418	-
WA	346	1	1	-	1,363	14,068	-
WY	349	-	-	-	-	-	-
		19,808	19,290	518	\$ 43,715,289	\$ 336,383,048	\$ 64,851,452

Villanova 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	1	\$ -	\$ 854
AR	303	37	14,249	177,603
AZ - PC	402	4	1,042	26,018
AZ - SFIC	302	50	139,622	930,035
HI	352	39	124,355	543,478
IA	314	2	10,000	369,364
IN	313	17	34,881	214,148
MN	322	15	13,195	137,625
ND	333	-	0	0
NOLHGA	370	-	252,214	0
OH	334	4	20,000	34,139
PR	358	-	0	0
SD	340	2	7,340	51,169
UT	343	-	0	0
WI	348	38	189,100	378,929
WV	347	-	10,125	0
GA NODs accepted			<u>\$ 816,123</u>	<u>\$ 2,863,362</u>

EXHIBIT
I

Villanova 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	219	5	219	218	\$ 0	218	\$ 0
A - Administrative Expenses - GA	58	-	19	17	816,123	-	-
B - PolicyHolder Claims - non GA	1,311	166	1,311	1,311	1,595,208	1,311	1,595,208
B - PolicyHolder Claims - GA	58	-	19	17	2,863,362	-	-
C - Federal Government	-	-	-	-	-	-	-
D - Employees	-	-	-	-	-	-	-
E - General Credit/UEP	2,597	27	2,597	2,596	2,547,565	2,596	2,547,565
F - State/Local Government	49	2	49	49	2,901,139	49	2,901,139
G - Late Filed/Subrogation	373	49	373	373	1,151,099	373	1,151,099
H - Surplus, Prem. Refunds	-	-	-	-	-	-	-
I - Shareholders/Other Owners	-	-	-	-	-	-	-
No Class	-	-	-	-	-	-	-
TOTALS	4,665	249	4,587	4,581	\$ 11,874,496	4,547	\$ 8,195,011

* 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

Villanova 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	619,422	-	-
B - PolicyHolder Claims - non GA	-	-	-	-	-	-
B - PolicyHolder Claims - GA	1	5	9	2,019,574	-	-
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	2	10	18	\$ 2,638,996	-	\$ 0

* 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

Villanova 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	2	\$ 0	1	\$ 0
B - PolicyHolder Claims	25	38,419	25	38,419
C - Federal Government	-	-	-	-
D - Employees	-	-	-	-
E - General Credit/UEP	66	69,534	65	69,534
F - State/Local Government	-	-	-	-
G - Late Filed/Subrogation	5	0	5	0
H - Surplus, Prem. Refunds	-	-	-	-
I - Shareholders/Other Owners	-	-	-	-
TOTALS	98	\$ 107,953	96	\$ 107,953

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	-	-	-	-	-	-
H - Surplus, Prem. Refunds	-	-	-	-	-	-
I - Shareholders/Other Owners	-	-	-	-	-	-
TOTALS	2	\$ 0	2	\$ 0	0	\$ 0