

IN THE COMMONWEALTH COURT OF PENNSYLVANIA

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

**LIQUIDATOR'S SUBMISSION OF 2019 BUDGET AND
APPLICATION FOR APPROVAL OF ADMINISTRATIVE EXPENSES
PAID FOR THE PERIOD JULY 1 – DECEMBER 31, 2018**

Jessica K. Altman, 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 2019 Budget and Application for Approval of Administrative Expenses Paid for the Period July 1, 2018 through December 31, 2018.

SUBMISSION OF 2019 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 at 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 “2019 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, 2018 through July 31, 2018, was approved by the Court on October 24, 2018.

5. With the current Application, the Liquidator respectfully submits this Application to the Court for approval of her administrative expenses paid for the period July 1, 2018 through December 31, 2018, 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.

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,



AMY L. WEBER (I.D. #45447)

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Insurance Department Counsel

Office of Liquidations, Rehabilitations and
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Counsel for Jessica K. Altman, Insurance
Commissioner of the Commonwealth of
Pennsylvania, in her official capacity as Statutory
Liquidator of Villanova Insurance Company (In
Liquidation)

DATED: 2/4/19

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, 2018**

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 2019 Budget for the Estates (the “Budget”) and Application for Approval of Administrative Expenses paid for the period July 1 - December 31, 2018.

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 2019, 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 2019.

4. I know of no significant expenses or outlays for 2019 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, 2018 fairly presents in all material respects the administrative expenses paid by the Estates for the period July 1-December 31, 2018.

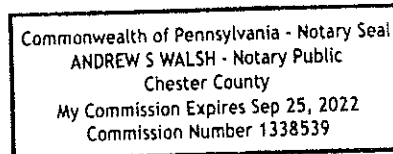
6. My certification is made in reasonable reliance on the work of qualified staff and the Estates' internal procedures for financial operations, planning and budgeting.

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 15~~th~~ day of February, 2019.


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, 2018**

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 2019 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 2019 for the following areas of expected expenditure:

A. Labor: “Labor” includes expenses for salary and overtime compensation for all the Estates’ employees, the retention compensation program, and a severance program for displaced employees of the Estates.

B. Benefits: “Benefits” includes expenses for employee group health, life and disability programs, 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 expenses for operating and applications systems software and 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 the Estates’ defendant issues and liquidation issues.

F. Professional Services: “Professional Services” includes expenditures for audit and tax consulting fees of independent CPA firms and fees to outside firms for technology support.

G. Other: “Other” includes expenditures for telephone, postage, express mail, printing and freight expenses, 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 insurance, errors and omissions coverage and personal property coverage.

4. I know of no significant expenses or outlays for 2019 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, 2018 fairly presents in all material respects the Estates' paid administrative expenses for the period July 1-December 31, 2018 for the following areas of expenditure:

A. Labor: "Labor" includes expenses for salary and overtime compensation for all the Estates' employees, the retention compensation program, and a severance program for displaced employees of the Estates.

B. Benefits: "Benefits" includes expenses for employee group health, life and disability programs, 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 expenses for operating and applications systems software and 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 the Estates' defendant issues and liquidation issues.

F. Professional Services: "Professional Services" includes

expenditures for audit and tax consulting fees of independent CPA firms and fees to outside firms for technology support.

G. Other: "Other" includes expenditures for telephone, postage, express mail, printing and freight expenses, 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 insurance, errors and omissions coverage and personal property coverage.

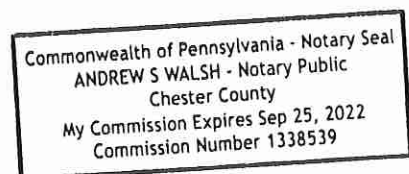
6. Based on my knowledge, the Application for Approval of Administrative Expenses paid for the period July 1-December 31, 2018 fairly presents in all material respects the administrative expenses paid by the Estates for the period July 1-December 31, 2018.

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

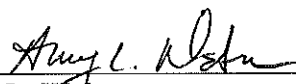
Sworn to and subscribed before me
this 1st day of February, 2019.


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 Jessica K. Altman, 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, 2018 through December 31, 2018, 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.



Amy L. Weber
Insurance Department Counsel

Dated: 2/4/19

EXHIBIT A

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

	2018		2019	
Total Staffing - Ending	15		0	
	Year to Date 2018 Budget	% of Total Operating	Year to Date 2019 Budget	% of Total Operating
<u>G & A Expenses</u>				
Labor	\$ 4,833	56.9%	\$ 4,420	55.5%
<i>Salary and overtime compensation for all Legion employees. Also includes the retention compensation program and severance program for displaced Legion employees.</i>				
Benefits	688	8.1%	665	8.4%
<i>Expenses incurred for employee group health, life and disability programs, employee training, workers' compensation insurance and FICA and Federal and state unemployment taxes.</i>				
Occupancy	688	8.1%	550	6.9%
<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>				
Equipment	802	9.4%	437	5.5%
<i>Expenses for operating and applications systems software and purchases and repairs for all other equipment used by Legion.</i>				
Legal Fees and Expenses	200	2.4%	50	0.6%
<i>Legal retainers and fees to outside law firms for matters related to Legion defendant issues and liquidation issues.</i>				
Professional Services	196	2.3%	200	2.5%
<i>Audit and tax consulting fees of independent CPA firms, and fees to outside firms for technology support.</i>				
Other	1,085	12.8%	1,640	20.6%
<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>				
Net Budget	\$ 8,492	100.0%	\$ 7,962	100.0%

EXHIBIT B

Legion Insurance Company (In Liquidation)
Villanova Insurance Company (In Liquidation)
COMBINED CASH BASIS ANALYSIS
July 1, 2018 to December 31, 2018

Total Staffing - End of Period	15	
	For the Period	% of Total Operating
G & A Expenses		
Labor <i>Salary and overtime compensation for all Legion employees. Also includes the retention compensation program and severance program for displaced Legion employees.</i>	\$ 1,751,313	56.7%
Benefits <i>Expenses incurred for employee group health, life and disability programs, employee training, workers' compensation insurance and FICA and Federal and state unemployment taxes.</i>	220,819	7.1%
Occupancy <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>	307,519	10.0%
Equipment <i>Expenses for operating and applications systems software and purchases and repairs for all other equipment used by Legion.</i>	442,727	14.3%
Legal Fees and Expenses <i>Legal retainers and fees to outside law firms for matters related to Legion defendant issues and liquidation issues.</i>	42,440	1.4%
Professional Services <i>Audit and tax consulting fees of independent CPA firms, and fees to outside firms for technology support.</i>	112,820	3.7%
Other <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>	208,693	6.8%
Total Operating Expenses	3,086,331	100.0%
Investment Expenses <i>Banking, management and custodial fees</i>	38,537	
Rehabilitation period MGA fees	2,400,000	
Total Expenses, Net	\$ 5,524,868	

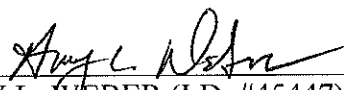
Legion Insurance Company (In Liquidation)
 Villanova Insurance Company (In Liquidation)
 Legal Fees and Expenses and Professional Services Paid
 July 1, 2018 - December 31, 2018

Classification	VENDOR NAME	Services Provided	2018 Total
Legal Fees and Expenses	DUANE MORRIS LLP	General Litigation	26,117
	LEXISNEXIS	Legal Research Fees	309
	WEST PUBLISHING CORPORATION	Legal Research Fees	15,914
	Aggregate Amount for Total Vendor Payments Under \$1,000	General Legal Support Costs	100
Total Legal Fees and Expenses Paid			42,440
Change in Legal Fees and Expenses accrual and other non-cash transactions			0
Total Legal Fees and Expenses Incurred			42,440
Professional Services	ASHDAR PARTNERS, INC.	IT Consulting	64,515
	ERNST & YOUNG LLP	Tax Consulting	13,745
	JOHNSON LAMBERT & COMPANY LLP	Audit Services	34,560
Total Professional Services Paid			112,820
Change in Professional Services accrual and other non-cash transactions			0
Total Professional Services Incurred			112,820
Total Legal Fees and Expenses and Professional Services Incurred			155,260

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

**CERTIFICATION OF COMPLIANCE
WITH PUBLIC ACCESS POLICY**

I certify that this filing complies with the provisions of the Public Access Policy of the Unified Judicial System of Pennsylvania: Case Records of the Appellate and Trial Courts that require filing confidential information and documents differently than non-confidential information and documents.



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Counsel for Jessica K. Altman, Insurance Commissioner of the Commonwealth of Pennsylvania, in her official capacity as Statutory Liquidator of Villanova Insurance Company (In Liquidation)

DATED: 2/4/19

IN THE COMMONWEALTH COURT OF PENNSYLVANIA

IN RE:

Villanova Insurance Company,
In Liquidation

:
:

No. 1 VIL 2002

ORDER

AND NOW, this ____ day of _____, 2019, upon consideration of the Statutory Liquidator's 2019 Budget and Application for Approval of Administrative Expenses Paid for the Period July 1, 2018 through December 31, 2018, the Application is hereby GRANTED.

BY THE COURT:

MARY HANNAH LEAVITT, PRESIDENT JUDGE