COMMONWEALTH OF PENNSYLVANIA INSURANCE DEPARTMENT



Capitol Associates Building 901 North 7th Street Harrisburg, PA 17102



Governor's Office of General Counsel

Phone (717) 787-6009 Fax (717) 772-4543

November 19, 2007

Daniel Schuckers Prothonotary Commonwealth Court 628 South Office Building Harrisburg, PA 17120-0001

RE:

Joel S. Ario, Acting Insurance Commissioner of the Commonwealth of

Pennsylvania v. Villanova Insurance Company,

No. 182 M.D. 2002

Dear Mr. Schuckers:

Enclosed for filing please find the original and two hard copies of the Supplemental Affidavit of Joseph DiMemmo in Support of the Liquidator's Second Proposal to Distribute Assets to State Insurance Guaranty Associations Pursuant to 40 P.S. §221.36.

As directed by the Court's Order we are also enclosing copies of the documents on a computer disk.

Thank you for your courtesies in filing the documents.

Very truly yours, They Children

Amy Weber

Special Funds Counsel

ALW:mm Enclosure

IN THE COMMONWEALTH COURT OF PENNSYLVANIA

Joel S. Ario, Acting

Insurance Commissioner of the Commonwealth of Pennsylvania

Plaintiff.

Docket No. 182 M.D. 2002

Villanova Insurance Company

One Logan Square, Suite 1400 Philadelphia, PA 19103

Defendant.

SUPPORT OF THE

SUPPLEMENTAL AFFIDAVIT OF JOSEPH DIMEMMO IN SUPPORT OF THE LIQUIDATOR'S SECOND PROPOSAL TO DISTRIBUTE ASSETS TO STATE INSURANCE GUARANTY ASSOCIATIONS PURSUANT TO 40 P.S. §221.36

- I, JOSEPH DIMEMMO, hereby depose and state as follows:
- 1. I am Deputy Insurance Commissioner for the Pennsylvania Insurance
 Department, Office of Liquidations, Rehabilitations and Special Funds and have general
 oversight responsibility on behalf of the Department for the direction and policy for Legion and
 Villanova and for all of the estates in rehabilitation and liquidation in Pennsylvania.
- 2. This Supplemental Affidavit is filed to provide further support of the Liquidator's Second Proposal to Distribute Assets to State Insurance Guaranty Associations Pursuant to 40 P.S. §221.36 which was filed with this Court on June 12, 2007.
- 3. As of March 31, 2007, the Villanova estate had approximately \$66.5 million in liquid assets, and Legion continues to receive cash from reinsurance and other recoveries.
- 4. The Liquidator proposes to set aside a prudent reserved amount of \$39.7 million to cover the items listed in the Department Act § 221.36(b)(1) including anticipated administrative expenses, secured creditors and claims having a higher priority than policyholders, which will be set aside to ensure the proper and equitable administration of the

estate and the protection of claimants.

5. In my opinion as Deputy Insurance Commissioner having general oversight

responsibility on behalf of the Department for the direction and policy for Legion and Villanova,

based on presently available information, the reserved amount of \$39.7 million is necessary and

appropriate to cover anticipated administrative expenses, secured creditors and claims having a

higher priority than policyholders and other items included in the Department Act §

221.36(b)(1).

6. Further, the amount of the reserve reflects my opinion, based on presently

available information, as to the amount necessary to protect Legion's interests and obligations in

light of current market conditions and external insurance industry factors that may affect

Legion's ability to collect amounts owed.

7. My certification is made in reasonable reliance on the work of qualified staff and

the Estates' internal procedures for financial operations.

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.

OSEPH DIMEMMO

Sworn to and subscribed before me this 19 th day of 1000 2007.

Glan X. Wile

COMMONWEALTH OF PENNSYLVANIA

Notarial Seal Jean A. Cuaz, Notary Public City Of Harrisburg, Dauphin County My Commission Expires Feb. 26, 2009

Member, Pennsylvania Association of Notaries