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Insurance Commissioner of the State of California,
in his capacity as Liquidator of Superior National
Insurance Company, Superior Pacific Casualty
Company, California Compensation Insurance
Company, Commercial Compensation Casualty
Company and Combined Benefits Insurance
Company*

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ORIGINAL FILED
Superior Court Of California
County Of Los Angeles

SEP 22 2015

Sherri R. Carter, Executive Officer/Clerk
By: Margo Webb, Deputy

SUPERIOR COURT OF THE STATE OF CALIFORNIA

COUNTY OF LOS ANGELES

CENTRAL CIVIL WEST

**INSURANCE COMMISSIONER OF THE
STATE OF CALIFORNIA ,**

Applicant,

v.

**SUPERIOR NATIONAL INSURANCE
COMPANY,**

Respondent.

Case No.: BS061974
Consolidated with: BS061675
BS062171
BS062173
BS063746

NOTICE OF APPLICATION AND
APPLICATION FOR ORDER
APPROVING LIQUIDATOR'S
PROPOSAL TO DISBURSE ASSETS TO
CERTAIN STATE INSURANCE
GUARANTY ASSOCIATIONS AND FOR
PAYMENT TO NON-COVERED
POLICYHOLDERS; DECLARATIONS OF
ROMMEL ADAO AND RAYMOND
MINEHAN IN SUPPORT THEREOF

Hearing date: October 22, 2015
Time: 11:00 a.m.
Dept: CCW 310
Judge: The Honorable Kenneth R.
Freeman

1 TO ALL INTERESTED PARTIES AND THEIR ATTORNEYS OF RECORD:

2 PLEASE TAKE NOTICE that on October 22, 2015, at 11:00 a.m., or as soon thereafter as
3 the matter may be heard in Department 310 of the Superior Court of the State of California, Los
4 Angeles County, Central Civil West Courthouse located at 600 South Commonwealth Avenue,
5 Los Angeles, California, applicant Dave Jones, Insurance Commissioner of the State of
6 California, in his capacity as Liquidator ("Liquidator") of Superior National Insurance Company,
7 Superior Pacific Casualty Company, California Compensation Insurance Company, Combined
8 Benefits Insurance Company and Commercial Compensation Casualty Company (collectively the
9 "Insolvent Companies"), will and hereby does apply for an Order approving the Liquidator's
10 application to disburse the assets of the Insolvent Companies to certain state insurance guaranty
11 associations or funds pursuant to Insurance Code section 1035.5 and approving approving
12 payments to two recently discovered policyholders of Combined Benefits Insurance Company
13 with non-covered claims pursuant to Insurance Code § 1037.

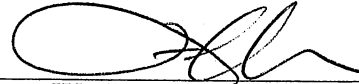
14 The application is based on this Notice, the accompanying Application in support thereof,
15 the Declarations of Rommel Adao and Raymond Minehan, and such additional evidence and
16 argument as may be offered at the time of the hearing on this application.

17 Pursuant to Insurance Code section 1035.5, subdivision (e), notice of said application shall
18 be given by United States certified mail at least 30 days prior to the submission of said
19 application to the Court. The Court may take action upon the application provided that the notice
20 has been given and the Commissioner's proposal complies with Insurance Code section 1035.5,
21 subdivisions (b)(1) – (4).

1 Dated: September 22, 2015

Respectfully Submitted,

2 KAMALA D. HARRIS
3 Attorney General of California
4 DIANE S. SHAW
5 STEPHEN LEW
6 Supervising Deputy Attorneys General



7 LISA W. CHAO
8 Deputy Attorney General
9 *Attorneys for Applicant Dave Jones,*
10 *Insurance Commissioner of the State of*
11 *California, in his capacity as Liquidator of*
12 *Superior National Insurance Company,*
13 *Superior Pacific Casualty Company,*
14 *California Compensation Insurance*
15 *Company, Commercial Compensation*
16 *Casualty Company and Combined Benefits*
17 *Insurance Company*

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1 **SUMMARY OF APPLICATION**

2 Pursuant to Insurance Code¹ sections 1035.5 and 1037, the Liquidator seeks court
3 approval for his proposal to disburse the Insolvent Companies' assets to certain insurance
4 guaranty associations ("IGAs") and to individual policyholders whose claims are not covered
5 claims under section 1033, subdivision (a)(2). In aggregate amounts, the Liquidator seeks court
6 approval to disburse \$10,054,626 from the insolvent estate of California Compensation Insurance
7 Company; \$5,543,660 from the insolvent estate of Superior National Insurance Company;
8 \$3,000,000 from the insolvent estate of Superior Pacific Casualty Company; 676,427 from the
9 insolvent estate of Commercial Compensation Casualty Company; and \$22,806 from the estate of
10 Combined Benefits Insurance Company. This is a total distribution from the five estates of
11 \$19,297,519. The specific amounts to be disbursed to IGAs and individual policyholders are set
12 forth in Section "IV" below.

13 The Liquidator submits that he has complied with the requirements of section 1035.5 for
14 disbursement of assets to insurance guaranty associations and has provided notice to the two
15 newly discovered creditors of Combined Benefits Insurance Company. Accordingly, this Court
16 should approve the instant application.

17 **THE LIQUIDATOR IS AUTHORIZED TO DISBURSE ASSETS**

18 **I. INSURANCE CODE SECTION 1035.5 GOVERNS THE DISBURSEMENT OF ASSETS TO**
19 **INSURANCE GUARANTY ASSOCIATIONS**

20 Section 1035.5 controls the disbursement of an insolvent insurer's assets to the California
21 Insurance Guarantee Association ("CIGA") and/or to any other IGA. section 1035.5 provides in
22 its entirety:

23 "Notwithstanding the provisions of Article 14 (commencing with §1010),
24 with regard only to those insurers subject to this article:

25 "(a) Within 120 days of the issuance of an order directing the winding up
26 and liquidation of the business of an insolvent insurer under §1016, the
27 commissioner shall make application to the court for approval of a proposal to
28 disburse the insurer's assets, from time to time as such assets become available, to
the California Insurance Guarantee Association, or the California Life and Health
Insurance Guarantee Association, and to any entity or person performing a similar

¹ Unless otherwise noted, all statutory references are to the Insurance Code.

function in another state.

“(b) The proposal shall at least include the following provisions for:

“(1) Reserving amounts for the payment of expenses of administration and the payment of claims of secured creditors (to the extent of the value of the security held) and claims falling within the priorities established in paragraphs (1) to (4), inclusive, of subdivision (a) of §1033.

“(2) Disbursement of the assets marshaled to date and subsequent disbursements of assets as they become available.

“(3) Equitable allocation of disbursements to each of the associations entitled thereto.

“(4) The securing by the commissioner from each of the associations entitled to disbursements pursuant to this section of an agreement to return to the commissioner such assets previously disbursed as may be required to pay claims of secured creditors and claims falling within the priorities established in paragraphs (1) to (5), inclusive, of subdivision (a) of §1033 in accordance with the priorities. No bond shall be required of any association.

“(5) A full report to be made by the association to the commissioner accounting for all assets so disbursed to the association, all disbursements made therefrom, any interest earned by the association on the assets, and any other matter as the court may direct.

“(c) The commissioner's proposal shall provide for disbursements to the associations in amounts estimated at least equal to the claim payments made or to be made by the associations for which such associations could assert a claim against the commissioner, and shall further provide that if the assets available for disbursement from time to time do not equal or exceed the amount of the claim payments made or to be made by the associations, then disbursements shall be in the amount of available assets. The reserves of the insolvent insurer on the date of the order of liquidation shall be used for purposes of determining the pro rata allocation of funds among eligible associations. “(d) The commissioner shall offset the amount disbursed to any entity or person performing a function in any other state similar to that function performed by the California Insurance Guarantee Association, or the California Life and Health Insurance Guarantee Association, by the amount of any statutory deposit, premiums, or any other asset of the insolvent insurer held in that state.

“(e) Notice of such application shall be given to the associations in and to the commissioners of insurance of each of the states. Any such notice shall be deemed to have been given when deposited in the United States certified mails, first-class postage prepaid, at least 30 days prior to submission of such application to the court. Action on the application may be taken by the court provided the above required notice has been given and provided further that the commissioner's proposal complies with paragraphs (1) and (4) of subdivision (b).”

California and other states have similar requirements regarding the handling of assets of insolvent insurers that require the equitable distribution of an insolvent insurer's assets among all IGAs. (Ins. Code, § 1033, subd. (a); *Commercial Nat. Bank v. Superior Court* (1993) 14

1 Cal.App.4th 393, 398 (finding that claimants within same class are entitled to share pro rata in
2 distribution to class).) Therefore, pursuant to section 1035.5, subdivision (b)(4), the Liquidator
3 secured agreements from IGAs receiving distributions from the Liquidator to return to the
4 Liquidator the distributed assets as may be required to pay claims of secured creditors and claims
5 failing within the priorities established in section 1033, subdivisions (a) (1) to (5), inclusive.
6 (Declaration of Rommel Adao ("Adao Decl."), ¶ 4.)

7 **II. THE LIQUIDATOR HAS AUTHORITY TO DISBURSE ASSETS TO POLICYHOLDERS**
8 **WITH NON-COVERED CLAIMS**

9 The Liquidator in administering the estate for the benefit of its policyholders and creditors
10 is specifically granted the general authority necessary to accomplish the purposes of the
11 liquidation proceeding. Section 1037 provides in part:

12 The enumeration, in this article, of the duties, powers and authority of the
13 commissioner in proceedings under this article shall not be construed as a limitation
14 upon the commissioner, nor shall it exclude in any manner his or her right to
15 perform and to do such other acts not herein specifically enumerated, or otherwise
16 provided for, which, the commissioner may deem necessary or expedient for the
17 accomplishment or in aid of the purpose of such proceedings.

18 Further, policyholders of the insolvent insurers with claims that are not covered by the
19 IGAs are entitled to the same distribution priority as the IGAs. Section 1033 provides in part:

20 (a) Claims allowed in a proceeding under this article shall be given preference in
21 the following order:

22 ***

23 (2) All claims of the California Insurance Guarantee Association or the California Life and
24 Health Insurance Guarantee Association, and associates or entities performing a
25 similar function in other states, together with claims for refund of unearned
26 premium **and all claims under insurance and annuity policies or contracts,**
27 **including funding agreements, of an insolvent insurer that are not covered**
28 **claims.** (Emphasis added.)

As class 2 claims, policyholders are ultimately entitled to share pro rata in distribution to
the class at the same rate as the IGAs, and the Liquidator may not discriminate against claimants
within the same class. (*Commercial Nat. Bank, supra*, 14 Cal.App.4th at p. 398.)

In August 2011, the Court approved the Liquidator's first request to disburse assets to
policyholders with non-covered claims since the inception of the liquidation proceeding. The

Liquidator disbursed to Combined Benefits' policyholders 88% of the amount of their approved proofs of claim for a total of \$1,752. (Adao Decl., ¶ 14.)

III. PREVIOUS EARLY ACCESS DISTRIBUTIONS

The Liquidator has previously made ten early access distributions to IGAs.

On November 13, 2001, Los Angeles Superior Court Judge Frances Rothschild approved distributions by the Liquidator to CIGA the amounts of \$11,125,000 from the estate of Superior National Insurance Company and \$13,875,000 from the estate of California Compensation Insurance Company, for a total distribution of \$25 million. (Adao Decl., ¶ 5.)

On February 13, 2002, Judge Rothschild approved distributions by the Liquidator to CIGA of an additional \$5 million from the estates of Superior National Insurance Company and California Compensation Insurance Company. (Adao Decl., ¶ 6.)

On January 16, 2003, this Court approved distributions by the Liquidator to certain IGAs in the amounts of \$104,907,447 from California Compensation Insurance Company; \$1,712,274 from Combined Benefits Insurance Company; \$15,717,252 from Commercial Compensation Casualty Company; and \$8,814,098 from Superior Pacific Casualty Company, for a total distribution from the four estates of \$131,151,071. (Adao Decl., ¶ 7.)

On June 10, 2003, this Court approved the distributions by the Liquidator to certain IGAs in the amounts of \$37,888,752 from California Compensation Insurance Company; \$4,207,971 from Combined Benefits Insurance Company; \$9,355,770 from Commercial Compensation Casualty Company, for a total distribution from the three estates of \$51,452,493. (Adao Decl., ¶ 8.)

On August 2, 2005, this Court approved the distributions by the Liquidator to certain IGAs in the amounts of \$130,942,593 from California Compensation Insurance Company; \$5,749,786 from Combined Benefits Insurance Company; \$8,372,626 from Commercial Compensation Casualty Company; \$33,599,122 from Superior National Insurance Company; and \$4,527,090 from Superior Pacific Casualty Company, for a total distribution from the five estates of \$183,191,217. (Adao Decl., ¶ 9.)

On May 31, 2007, this Court approved the distributions by the Liquidator to certain IGAs

1 of \$32,114,636 from California Compensation Insurance Company; \$1,848,730 from Combined
2 Benefits Insurance Company; \$1,083,895 from Commercial Compensation Casualty Company;
3 \$8,718,925 from Superior National Insurance Company; and \$6,281,609 from Superior Pacific
4 Casualty Company, for a total distribution from the five estates of \$50,047,795. (Adao Decl., ¶
5 10.)

6 On June 24, 2008, this Court approved the distributions by the Liquidator to certain IGAs
7 in the amounts of \$26,380,125 from California Compensation Insurance Company; \$388,959
8 from Commercial Compensation Casualty Company; and \$4,969,738 from Superior Pacific
9 Casualty Company, for a total distribution from the three estates of \$31,738,822. (Adao Decl., ¶
10 11.)

11 On October 1, 2010, this Court approved the distributions by the Liquidator of certain
12 IGAs in the amounts of \$210,000,000 from California Compensation Insurance Company;
13 \$30,000,000 from Commercial Compensation Casualty Company; \$7,500,000 from Superior
14 Pacific Casualty Company; and \$80,000,000 from Superior National Insurance Company, for a
15 total distribution from the four estates of \$327,500,000. (Adao Decl., ¶ 12.)

16 On August 3, 2011, this Court approved the distributions by the Liquidator of certain
17 IGAs and individual policyholders with non-covered claims in the amounts of \$55,024,210 from
18 California Compensation Insurance Company, \$1,752 from Combined Benefits Insurance
19 Company, \$49,314,946 from Superior National Insurance Company, \$1,788 from Superior
20 Pacific Casualty Company, and \$10,134,352 from Commercial Compensation Casualty
21 Company, for a total distribution from the five estates of \$114,477,048. (Adao Decl., ¶ 13.)

22 On September 10, 2012, this Court approved the distributions by the Liquidator of certain
23 IGAs in the amounts of \$34,680,371 from California Compensation Insurance Company;
24 \$577,602 from Combined Benefits Insurance Company; \$3,293,891 from Superior National
25 Insurance Company; \$1,873,621 from Superior Pacific Casualty Company, and \$348,601 from
26 the Commercial Compensation Casualty Company for a total distribution from the five estates of
27 \$40,769,086. (Adao Decl., ¶ 16.)

28 On June 27, 2013, this Court approved the distributions by the Liquidator of certain IGAs

1 in the amounts of \$19,263,710 from California Compensation Insurance Company; \$1,500,000
2 from Combined Benefits Insurance Company; \$5,798,192 from Superior National Insurance
3 Company; \$1,000,000 from Superior Pacific Casualty Company, and \$1,454,747 from the
4 Commercial Compensation Casualty Company for a total distribution from the five estates of
5 \$29,016,649. (Adao Decl., ¶ 17.)

6 On November 18, 2014, this Court approved the distributions by the Liquidator of certain
7 IGAs in the amounts of \$7,489,470 from California Compensation Insurance Company;
8 \$2,500,000 from Combined Benefits Insurance Company; \$6,500,000 from Superior National
9 Insurance Company; \$3,000,000 from Superior Pacific Casualty Company, and \$916,057 from
10 the Commercial Compensation Casualty Company for a total distribution from the five estates of
11 \$20,405,527. (Adao Decl., ¶ 18.)

12 **IV. PROPOSED DISTRIBUTIONS**

13 Pursuant to the requirements of section 1035.5 and the general powers granted under
14 section 1037, the Liquidator proposes to make the following specific disbursements of assets to
15 the following IGAs from the Insolvent Companies.

16 **A. California Compensation Insurance Company**

17 The Liquidator proposes to distribute and pay up to a maximum of 54.5% of each IGA's
18 projected ultimate liability, defined as paid losses, loss adjustment expenses, paid administrative
19 expenses, and case reserves after application of credits for statutory deposits and previous
20 payments, for a total payment to all IGAs of \$10,054,626. Accordingly, the Liquidator of
21 California Compensation proposes to distribute and pay the following amounts:

22	1. Alabama Ins. Guaranty Assoc.	\$	24,020
23	2. Arkansas Property & Casualty Guaranty Fund	\$	15,577
24	3. California Insurance Guarantee Association	\$	9,726,785
25	4. Florida Workers' Comp. Ins. Guaranty Association	\$	30,199
26	5. Illinois Insurance Guaranty Fund	\$	114,919
27	6. Oklahoma P&C Insurance Guaranty Association	\$	143,126

28 (See Superior National Insurance Companies in Liquidation, Summary of 12th Early Access

1 Distribution to IGAs, attached as Exhibit "B" to Declaration of Raymond Minehan ("Minehan
2 Decl."))

3 Pursuant to section 1035.5, subdivision (b)(1), the Liquidator has retained sufficient assets
4 for the payment of California Compensation's projected administrative expenses and the payment
5 of claims of secured creditors and claims falling within the priorities established in section 1033,
6 subdivisions (a)(1) to (4). As of June 30, 2015, California Compensation has total cash assets of
7 approximately \$17,288,300. (See Consolidated Superior National Estates, Statement of Assets
8 and Liabilities in Liquidation, attached as Exhibit "A" to Minehan Decl.) After deducting the
9 \$10,054,626 proposed distribution and \$232,700 for unclaimed property to be escheated,
10 California Compensation will have \$7,000,074 in liquid investments, which is more than
11 adequate to cover future administrative expenses and distributions. (Minehan Decl., ¶ 5.)

12 **B. Superior National Insurance Company**

13 The Liquidator proposes to distribute and pay up to a maximum of 58% of each IGA's
14 projected ultimate liability, defined as paid losses, loss adjustment expenses, paid administrative
15 expenses, and case reserves after application of credits for statutory deposits and previous
16 payments, for a total payment to CIGA of \$5,543,660. (Minehan Decl., Exhibit "B.")

17 Pursuant to section 1035.5, subdivision (b)(1), the Liquidator has retained sufficient assets
18 for the payment of Superior National's administrative expenses and the payment of claims of
19 secured creditors and claims falling within the priorities established in section 1033, subdivision
20 (a)(1) to (4). As of June 30, 2015, Superior National has total cash assets of approximately
21 \$11,870,900. (Minehan Decl., ¶ 6 and Exhibit "A.") After deducting the \$5,543,600 proposed
22 distribution and \$77,500 for unclaimed property to be escheated, Superior National will have
23 \$6,249,740 in liquid investments, which is more than adequate to cover future administrative
24 expenses and distributions. (Minehan Decl., ¶ 6.)

25 **C. Superior Pacific Casualty Company**

26 The Liquidator proposes to distribute and pay up to a maximum of 35% of each IGA's
27 projected ultimate liability, defined as paid losses, loss adjustment expenses, paid administrative
28 expenses, and case reserves after application of credits for statutory deposits and previous

1 payments, for a total payment to all IGAs of \$3,000,000. Accordingly, the Liquidator of Superior
2 Pacific proposes to distribute and pay the following amounts:

- | | | | | |
|---|----|--|----|-----------|
| 3 | 1. | California Insurance Guarantee Association | \$ | 2,966,364 |
| 4 | 2. | Texas P&C Insurance Guarantee Association | \$ | 33,636 |

5 (See Minehan Decl., Exhibit "B.")

6 Pursuant to section 1035.5, subdivision (b)(1), the Liquidator has retained sufficient cash
7 assets for the payment of Superior Pacific's administrative expenses and the payment of claims of
8 secured creditors and claims falling within the priorities established in section 1033, subdivisions
9 (a)(1) to (4). As of June 30, 2015, Superior Pacific has total cash assets of approximately
10 \$7,595,200. (Minehan Decl., ¶ 7 and Exhibit "A.") After deducting the \$3,000,000 proposed
11 distribution and \$400 for unclaimed property to be escheated, Superior Pacific will have
12 \$4,594,800 in liquid assets, which is more than adequate to cover future administrative expenses
13 and distributions. (Minehan Decl., ¶ 7.)

14 **D. Commercial Compensation Casualty Company**

15 The Liquidator proposes to distribute and pay up to a maximum of 82% of each IGA's
16 projected ultimate liability, defined as paid losses, loss adjustment expenses, paid administrative
17 expenses, and case reserve after application of credits for statutory deposits and previous
18 payments, for a total distribution to all IGAs of \$676,427. Accordingly, the Liquidator of
19 Commercial Compensation proposes to distribute and pay the following amounts:

- | | | | | |
|----|----|--|----|---------|
| 20 | 1. | Colorado Insurance Guaranty Association | \$ | 59,280 |
| 21 | 2. | Indiana Insurance Guaranty Association | \$ | 17,085 |
| 22 | 3. | Nebraska Property & Liability Insurance Guaranty Assn. | \$ | 5,502 |
| 23 | 4. | New Jersey Workers' Comp. Security Fund | \$ | 133,531 |
| 24 | 5. | New York State Ins. Dept. Liquidation Bureau | \$ | 133,723 |
| 25 | 6. | Pennsylvania Workers' Comp. Security Fund | \$ | 125,534 |
| 26 | 7. | Tennessee Insurance Guaranty Association | \$ | 135,639 |
| 27 | 8. | Texas P&C Insurance Guarantee Association | \$ | 38,272 |
| 28 | 9. | Utah Property & Casualty Guaranty Association | \$ | 20,639 |

1 10. Wisconsin Insurance Security Funds \$ 7,222
2 (Minehan Decl., Exhibit "B.")

3 Pursuant to section 1035.5, subdivision (b)(1), the Liquidator has retained sufficient assets
4 for the payment of Commercial Compensation's administrative expenses and the payment of
5 claims of secured creditors and claims falling within the priorities established in section 1033,
6 subdivisions (a)(1) to (4). As of June 30, 2015, Superior Pacific has total cash assets of
7 approximately \$10,166,200. (Minehan Decl., ¶ 8 and Exhibit "A.") After deducting the
8 \$676,427 proposed distribution and \$682,600 for unclaimed property to be escheated,
9 Commercial Compensation will have \$8,807,173 in liquid assets, which is more than adequate to
10 cover future administrative expenses and distributions. (Minehan Decl., ¶ 8.)
11

12 **E. Combined Benefits Insurance Company**

13 The Liquidator proposes to distribute and pay up to a maximum of 88% of the IGA's
14 projected ultimate liability, defined as paid losses, loss adjustment expenses, paid administrative
15 expenses, and case reserve after application of credits for statutory deposits and previous
16 payments, for a total distribution to the sole qualifying IGA, California Life & Health Insurance
17 Guaranty Association, of \$22,806. (Minehan Decl., Exhibit "B.")

18 Additionally the Liquidator proposes to make a catch-up distribution of 88% to two
19 previously unknown creditors of Combined Benefits. The Liquidator had recently discovered that
20 a small life insurance company, Foundation Health Benefit Life Insurance Company
21 ("Foundation Health"), was merged into Combined Benefits prior to its liquidation. Two
22 policyholders of Foundation Health have now come forward and filed claims with the Combined
23 Benefits estate. Pursuant to the Liquidator's approval of the claims, he proposes to disburse 88%
24 of the approved claim value to catch-up with identical creditor class claims approved in the 2011
25 distribution. (Adao Decl., ¶ 13.)

26 The two creditors and the proposed distribution are follows:

- 27 1. Patricia Anspach (POC-6017210): proposed distribution amount of \$968 based on
28 88% of approved claim of \$1,100 distribution at 88% = \$968; and

2. Sidney Hunt (POC-6017213): proposed distribution amount of \$674 based on 88% of approved claim of \$765.91.

(Adao Decl., ¶ 14.)

Pursuant to section 1035.5, subdivision (b)(1), the Liquidator has retained sufficient assets for the payment of Combined Benefits' administrative expenses and the payment of claims of secured creditors and claims falling within the priorities established in section 1033, subdivisions (a)(1) to (4). As of June 30, 2015, Combined Benefits has total cash assets of approximately \$8,859,300. (Minehan Decl., ¶ 9 and Exhibit "A.") After deducting the \$24,448 proposed distribution and \$600 for unclaimed property to be escheated, Combined Benefits will have \$8,834,252 in liquid assets, which is more than adequate to cover future administrative expenses and distributions. (Minehan Decl., ¶ 9.)

WHEREFORE, the Liquidator prays that the Court issue an Order as follows:

1. Finding that proper notice of this application was provided to all IGAs in and all Commissioners of Insurance of each of the states pursuant to section 1035.5, subdivision (e) and to all interested parties in this proceeding;

2. Authorizing the Liquidator of California Compensation Insurance Company to distribute and pay a total of \$10,054,626 from the assets of California Compensation Insurance Company to certain insurance guaranty associations as set forth in this application;

3. Authorizing the Liquidator of Superior National Insurance Company to distribute and pay a total of \$5,543,660 from the assets of Superior National Insurance Company to certain insurance guaranty associations as set forth in this application;

5. Authorizing the Liquidator of Superior Pacific Casualty Company to distribute and pay a total of \$3,000,000 from the assets of Superior Pacific Casualty Company to certain insurance guaranty associations as set forth in this application;

6. Authorizing the Liquidator of Commercial Compensation Casualty Company to distribute and pay a total of \$676,427 from the assets of Commercial Compensation Casualty Company to certain insurance guaranty associations as set forth in this application;

7. Authorizing the Liquidator of Combined Benefits Insurance Company to distribute


1 and pay a total of \$24,448 from the assets of Combined Benefits Insurance Company to the
2 California Life & Health Insurance Guaranty Association and the two policyholders (Patricia
3 Anspach and Sidney Hunt) with approved claims entitled to a catch-up distribution as set forth in
4 this application; and

5 8. Authorizing the Liquidator to take any and all action necessary to accomplish the
6 purposes of this Order.

7 Dated: September 22, 2015

Respectfully Submitted,

9 KAMALA D. HARRIS
10 Attorney General of California
11 DIANE S. SHAW
12 STEPHEN LEW
13 Supervising Deputy Attorneys General

14 
15 LISA W. CHAO
16 Deputy Attorney General
17 *Attorneys for Applicant Dave Jones,*
18 *Insurance Commissioner of the State of*
19 *California, in his capacity as Liquidator of*
20 *Superior National Insurance Company,*
21 *Superior Pacific Casualty Company,*
22 *California Compensation Insurance*
23 *Company, Commercial Compensation*
24 *Casualty Company and Combined Benefits*
25 *Insurance Company*

Declaration of Rommel Adao

DECLARATION OF ROMMEL ADAO

I, Rommel Adao, declare as follows:

1. I am employed as an Estate Trust Manager with the Insurance Commissioner of the State of California's Conservation and Liquidation Office. If called upon to testify, I could and would testify competently, under oath, to the following facts as they are personally known to me, except as to those matters stated on information and belief, and as to those matters, I believe them to be true. The statements contained in this declaration are not all within my personal knowledge, and I am informed and believe that no single officer of the CLO has personal knowledge of all these matters. The statements herein are based on information assembled by authorized employees of the CLO, and I am informed and believe that the statements based upon that information are true and correct.

2. The Insurance Commissioner of the State of California, in his statutory role as Conservator or Liquidator, has the responsibility for the management and administration of the conservation and/or liquidation of numerous California insurers, including the estates of Superior National Insurance Company, Superior Pacific Casualty Company, California Compensation Insurance Company, Combined Benefits Insurance Company and Commercial Compensation Casualty Company (collectively the "Insolvent Companies").

3. Since 2013, I am the CLO employee responsible for the overall management of the Insolvent Companies in conservation and in liquidation, including but not limited to financial reporting, claim administration, and disbursement of assets. I am also responsible for the management of books and records of the Insolvent Companies, and I have overall custody and control thereof.

4. The Liquidator's responsibilities include the disbursement of the Insolvent Companies' assets to the insurance guarantee associations (IGAs) as required by Insurance Code section 1035.5. Prior to making any disbursement, the Commissioner secured the agreement of each IGA receiving a distribution from the Liquidator to return assets to the Liquidator as may be necessary to pay claims of secured creditors and other claims failing within the priorities established in Insurance Code section 1033, subdivisions (a)(1) through (5).

1 5. On November 13, 2001, this Court approved the distribution by the Liquidator to
2 the California Insurance Guarantee Association ("CIGA") of \$11,125,000 from the estate of
3 Superior National Insurance Company and \$13,875,000 from the estate of California
4 Compensation Insurance Company, for a total distribution of \$25 million.

5 6. On February 13, 2002, this Court approved the distribution by the Liquidator to
6 the CIGA of an additional \$5 million from the estates of Superior National Insurance Company
7 and California Compensation Insurance Company.

8 7. On January 16, 2003, this Court approved the distribution by the Liquidator to
9 certain IGAs of \$104,907,447 from California Compensation Insurance Company, \$1,712,274
10 from Combined Benefits Insurance Company; \$15,717,252 from Commercial Compensation
11 Casualty Company; and \$8,814,098 from Superior Pacific Casualty Company, for a total
12 distribution from the four estates of \$131,151,071.

13 8. On June 10, 2003, this Court approved the distribution by the Liquidator of
14 \$37,888,752 from California Compensation Insurance Company, \$4,207,971 from Combined
15 Benefits Insurance Company, and \$9,355,770 from Commercial Compensation Casualty
16 Company, for a total distribution from the three estates of \$51,452,493.

17 9. On August 2, 2005, this Court approved the distribution by the Liquidator to
18 certain IGAs of \$130,942,593 from California Compensation Insurance Company; \$5,749,786
19 from Combined Benefits Insurance Company; \$8,372,626 from Commercial Compensation
20 Casualty Company; \$33,599,122 from Superior National Insurance Company; and \$4,527,090
21 from Superior Pacific Casualty Company, for a total distribution from the five estates of
22 \$183,191,217.

23 10. On May 31, 2007, this Court approved the distribution by the Liquidator to IGAs
24 of \$32,114,636 from California Compensation Insurance Company; \$1,848,730 from Combined
25 Benefits Insurance Company; \$1,083,895 from Commercial Compensation Casualty Company;
26 \$8,718,925 from Superior National Insurance Company; and \$6,281,609 from Superior Pacific
27 Casualty Company, for a total distribution from the five estates of \$50,047,795.

28 11. On June 24, 2008, this Court approved the distribution by the Liquidator to IGAs

1 of \$26,380,125 from California Compensation Insurance Company; \$388,959 from Commercial
2 Compensation Casualty Company; and \$4,969,738 from Superior Pacific Casualty Company, for
3 a total distribution from the three estates of \$31,738,822.

4 12. On October 1, 2010, this Court approved the distribution by the Liquidator to
5 IGAs of \$210,000,000 from California Compensation Insurance Company, \$30,000,000 from
6 Commercial Compensation Casualty Company, \$7,500,000 from Superior Pacific Casualty
7 Company, and \$80,000,000 from Superior National Insurance Company, for a total distribution
8 from the four estates of \$327,500,000.

9 13. On August 3, 2011, this Court approved the distributions by the Liquidator of
10 certain IGAs and individual policyholders with non-covered claims of \$55,024,210 from
11 California Compensation Insurance Company, \$1,752 from Combined Benefits Insurance
12 Company, \$49,314,946 from Superior National Insurance Company, \$1,788 from Superior
13 Pacific Casualty Company, and \$10,134,352 from Commercial Compensation Casualty
14 Company, for a total distribution from the five estates of \$114,477,048.

15 14. The 2011 distribution to the policyholders of Combined Benefits Insurance
16 Company represented 88% of the amount of their approved proofs of claim. The Liquidator had
17 recently discovered that a small life insurance company, Foundation Health Benefit Life
18 Insurance Company ("Foundation Health"), was merged into Combined Benefits prior to its
19 liquidation. Two policyholders of Foundation Health have now come forward and filed claims
20 with the Combined Benefits estate. Pursuant to his approval of the two claims, the Liquidator has
21 determined that the distributions should be made to the claimants identical to the creditor class
22 claims approved in the 2011 distribution.

23 15. The two creditors and the proposed payments are as follows:

24 a. Patricia Anspach (POC-6017210): proposed distribution amount of \$968
25 based on 88% of approved claim of \$1,100 distribution at 88% = \$968; and

26 b. Sidney Hunt (POC-6017213): proposed distribution amount of \$674 based
27 on 88% of approved claim of \$765.91

28 16. On September 10, 2012, this Court approved the distributions by the Liquidator of


1 certain IGAs in the amounts of \$34,680,371 from California Compensation Insurance Company;
2 \$577,602 from Combined Benefits Insurance Company; \$3,293,891 from Superior National
3 Insurance Company; \$1,873,621 from Superior Pacific Casualty Company, and \$348,601 from
4 the Commercial Compensation Casualty Company for a total distribution from the five estates of
5 \$40,769,086.

6 17. On June 27, 2013, this Court approved the distributions by the Liquidator of
7 certain IGAs in the amounts of \$19,263,710 from California Compensation Insurance Company;
8 \$1,500,000 from Combined Benefits Insurance Company; \$5,798,192 from Superior National
9 Insurance Company; \$1,000,000 from Superior Pacific Casualty Company, and \$1,454,747 from
10 the Commercial Compensation Casualty Company for a total distribution from the five estates of
11 \$29,016,649.

12 18. On November 18, 2014, this Court approved the distributions by the Liquidator of
13 certain IGAs in the amounts of \$7,489,470 from California Compensation Insurance Company;
14 \$2,500,000 from Combined Benefits Insurance Company; \$6,500,000 from Superior National
15 Insurance Company; \$3,000,000 from Superior Pacific Casualty Company, and \$916,057 from
16 the Commercial Compensation Casualty Company for a total distribution from the five estates of
17 \$20,405,527.

18 I declare under penalty of perjury under the laws of the State of California that the
19 foregoing is true and correct.

20 Executed this 17TH day of September 2015, at San Francisco, California.

21
22
23 
24 Rommel Adao

Declaration of Raymond Minehan

DECLARATION OF RAYMOND MINEHAN

I, Raymond Minehan, declare as follows:

1. I am employed as Chief Financial Officer of the California Insurance Commissioner's Conservation & Liquidation Office ("CLO"). I have held my current position since May 7, 2005.

2. I have personal knowledge of the facts and circumstances set forth in this declaration, and if called upon to do so, I could and would competently testify thereto.

3. As Chief Financial Officer of the CLO, I am responsible for preparing, supervising and reviewing the financial accounting for the insolvent insurers' estates administered by the CLO, including the Insolvent Companies.

4. In determining the proposed amount to be distributed by each of the estates and pursuant to Insurance Code § 1035.5(b) the Liquidator has retained sufficient assets to provide for the payment of expenses administration, the payment of claims of secured creditors (to the extent of the value of the security held), and claims within the priorities established in paragraphs (1) to (4), inclusive, of subdivision (a) of section 1033.

5. California Compensation Insurance Company ("California Compensation") as of June 30, 2015 has liquid investment assets of \$17,288,300 (Exhibit A). After deducting this proposed distribution of \$10,054,626 (Exhibit B) and \$232,700 to provide for unclaimed property to be escheated pursuant to Insurance Code § 1035.5(b) the estate will have \$7,000,974 in liquid investments which is more than adequate to cover any future administrative expenses and distributions.

6. Superior National Insurance Company ("Superior National") as of June 30, 2015 has liquid investment assets of \$11,870,900 (Exhibit A). After deducting this proposed distribution of \$5,543,660 (Exhibit B) and \$77,500 to provide for unclaimed property to be escheated pursuant to Insurance Code § 1035.5(b) the estate will have \$6,249,700 in liquid investments which is more than adequate to cover any future administrative expenses and distributions.

1 7. Superior Pacific Casualty Company (“Superior Pacific”) as of June 30, 2015 has
2 liquid investment assets of \$7,595,200 (Exhibit A). After deducting this proposed distribution of
3 \$3,000,000 (Exhibit B) and \$400 to provide for unclaimed property to be escheated pursuant to
4 Insurance Code § 1035.5(b) the estate will have \$4,594,800 in liquid investments which is more
5 than adequate to cover any future administrative expenses and distributions.

6 8. Commercial Compensation Casualty Company (“Commercial Compensation”) as
7 of June 30, 2015 has liquid investment assets of \$10,166,200 (Exhibit A). After deducting this
8 proposed distribution of \$676,427 (Exhibit B) and \$682,600 to provide for unclaimed property to
9 be escheated pursuant to Insurance Code § 1035.5(b) the estate will have \$8,807,173 in liquid
10 investments which is more than adequate to cover any future administrative expenses and
11 distributions.

12 9. Combined Benefits Insurance Company (“Combined Benefits”) as of June 30,
13 2015 has liquid investment assets of \$8,859,300 (Exhibit A). After deducting this proposed
14 distribution of \$24,448 (Exhibit B) and \$600 to provide for unclaimed property to be escheated
15 pursuant to Insurance Code § 1035.5(b) the estate will have \$8,834,252 in liquid investments
16 which is more than adequate to cover any future administrative expenses and distributions.

17 10. Attached and incorporated herein as Exhibit “A” is a true and correct copy of a
18 spreadsheet entitled “Consolidated Superior National Estates, Statement of Assets & Liabilities in
19 Liquidation.” This spreadsheet accurately details total cash in possession and certain liability of
20 the Liquidator as of June 30, 2015, and the other cash availability calculations of California
21 Compensation, Combined Benefits, Superior National, Superior Pacific and Commercial
22 Compensation.

23 11. Attached and incorporated herein as Exhibit “B” is a true and correct copy of a
24 spreadsheet entitled “Superior National Insurance Companies in Liquidation, Summary of 12th
25 Early Access Distribution to IGAs.” This spreadsheet accurately details the proposed amounts of
26 the early access distributions to each IGA by each of the Insolvent Companies.

27 I declare under penalty of perjury under the laws of the State of California that the
28 foregoing is true and correct.

Executed this 17 day of September 2015, at San Francisco, California.

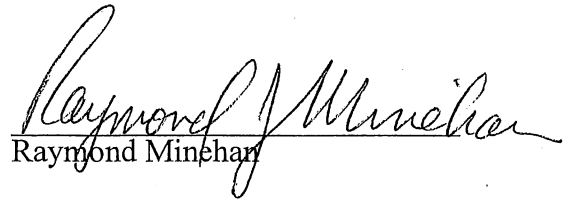

Raymond Mincham

Exhibit “A”

Insurance Commissioner of the State of California
Conservation & Liquidation Office

CONSOLIDATED SUPERIOR NATIONAL ESTATES
STATEMENT OF ASSETS AND LIABILITIES IN LIQUIDATION
As of June 30, 2015

	Cal Comp	Combined Benefits	Superior Natl	Superior Pacific	Commercial Comp	TOTAL
ASSETS						
Participation in pooled investments	17,171,800	8,629,500	11,870,900	7,595,200	10,166,200	55,433,600
Non-pooled short-term investments:						
Restricted	116,500	229,800	-	-	-	346,300
Accrued investment income	46,700	23,500	31,400	20,700	27,600	149,900
Statutory deposits held by other states	543,100	-	322,800	-	333,900	1,199,800
Funds held by guaranty associations	-	-	11,341,700	-	12,000	11,353,700
Recoverable from reinsurers - paid	4,355,300	28,600	5,158,500	643,400	1,048,000	11,233,800
Recoverable from reinsurers - case reserves	15,324,500	605,800	31,379,600	16,587,000	3,725,400	67,622,300
Recoverable from reinsurers - IBNR	51,139,100	-	-	6,158,700	807,100	58,104,900
Total Available Assets	88,697,000	9,517,200	60,104,900	31,005,000	16,120,200	205,444,300
LIABILITIES						
Secured claims	232,700	600	77,500	400	682,600	993,800
Claims against policies, including guaranty associations, before distributions	2,106,929,000	36,305,900	899,619,700	227,320,800	143,970,100	3,414,145,500
Early access and other Class 2 distributions	(902,478,500)	(26,053,900)	(406,611,100)	(43,969,700)	(97,307,900)	(1,476,421,100)
All other claims	119,290,300	6,266,500	28,722,700	62,365,700	13,754,500	230,399,700
Total Estimated Liabilities	1,323,973,500	16,519,100	521,808,800	245,717,200	61,099,300	2,169,117,900
NET ASSETS (DEFICIENCY)	(1,235,276,500)	(7,001,900)	(461,703,900)	(214,712,200)	(44,979,100)	(1,963,673,600)

Exhibit “B”

EXHIBIT B

Superior National Insurance Companies in Liquidation Summary of 12th Early Access Distribution to IGA's 2015

	301 54.5%	304 58%	305 35%	306 82%	302 88%		
Insurance Guaranty Association	California Compensation	Superior National	Superior Pacific	Commercial Compensation	Combined Benefits	Total	State
Alabama	24,020.00	-	-	-		\$ 24,020.00	AL
Arkansas	15,577.00					\$ 15,577.00	AR
California	9,726,785.00	5,543,660.00	2,966,364.00	-		\$ 18,236,809.00	CA
CLHIGA(CA)					22,806.00	\$ 22,806.00	CA
Colorado	-	-	-	59,280.00		\$ 59,280.00	CO
Florida	30,199.00	-	-	-		\$ 30,199.00	FL
Illinois	114,919.00	-	-	-		\$ 114,919.00	IL
Indiana				17,085.00		\$ 17,085.00	IN
Nebraska	-	-	-	5,502.00		\$ 5,502.00	NE
New Jersey	-	-	-	133,531.00		\$ 133,531.00	NJ
New York	-	-	-	133,723.00		\$ 133,723.00	NY
Oklahoma	143,126.00	-	-	-		\$ 143,126.00	OK
Pennsylvania	-	-	-	125,534.00		\$ 125,534.00	PA
Tennessee	-	-	-	135,639.00		\$ 135,639.00	TN
Texas	-	-	33,636.00	38,272.00		\$ 71,908.00	TX
Utah	-	-	-	20,639.00		\$ 20,639.00	UT
Wisconsin	-	-	-	7,222.00		\$ 7,222.00	WI
	\$ 10,054,626.00	\$ 5,543,660.00	\$ 3,000,000.00	\$ 676,427.00	\$ 22,806.00	\$ 19,297,519.00	

DECLARATION OF SERVICE BY CERTIFIED MAIL AND FIRST CLASS MAIL

(Separate Mailings)

Case Name: **Insurance Commissioner v. Superior National Insurance Co.**

No.: **BS061974**

I declare:

I am employed in the Office of the Attorney General, which is the office of a member of the California State Bar at which member's direction this service is made. I am 18 years of age or older and not a party to this matter. I am familiar with the business practice at the Office of the Attorney General for collection and processing of correspondence for mailing with the United States Postal Service. In accordance with that practice, correspondence placed in the internal mail collection system at the Office of the Attorney General is deposited with the United States Postal Service with postage thereon fully prepaid that same day in the ordinary course of business.

On September 22, 2015, I served the attached **NOTICE OF APPLICATION AND APPLICATION FOR ORDER APPROVING LIQUIDATOR'S PROPOSAL TO DISBURSE ASSETS TO CERTAIN STATE INSURANCE GUARANTY ASSOCIATIONS AND FOR PAYMENT TO NON-COVERED POLICYHOLDERS; DECLARATIONS OF ROMMEL ADAO AND RAYMOND MINEHAN IN SUPPORT THEREOF** by placing a true copy thereof enclosed in a sealed envelope as certified mail with return receipt requested, and another true copy of the **NOTICE OF APPLICATION AND APPLICATION FOR ORDER APPROVING LIQUIDATOR'S PROPOSAL TO DISBURSE ASSETS TO CERTAIN STATE INSURANCE GUARANTY ASSOCIATIONS AND FOR PAYMENT TO NON-COVERED POLICYHOLDERS; DECLARATIONS OF ROMMEL ADAO AND RAYMOND MINEHAN IN SUPPORT THEREOF** was enclosed in a second sealed envelope as first class mail in the internal mail collection system at the Office of the Attorney General at 300 South Spring Street, Suite 1702, Los Angeles, CA 90013, addressed as follows:

SEE ATTACHED SERVICE LIST

I declare under penalty of perjury under the laws of the State of California the foregoing is true and correct and that this declaration was executed on September 22, 2015, at Los Angeles, California.

Linda Richardson
Declarant


Signature

SERVICE LIST

**CASE: INSURANCE COMMISSIONER v. SUPERIOR NATIONAL
INSURANCE COMPANY and CONSOLIDATED PROCEEDINGS**

CASE NO: BS 061974

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Insurance Commissioner of the State of California,
in his capacity as Liquidator of Superior National
Insurance Company, Superior Pacific Casualty
Company, California Compensation Insurance
Company, Commercial Compensation Casualty
Company and Combined Benefits Insurance
Company*

SUPERIOR COURT OF THE STATE OF CALIFORNIA

COUNTY OF LOS ANGELES

CENTRAL CIVIL WEST

**INSURANCE COMMISSIONER OF THE
STATE OF CALIFORNIA,**

Applicant,

v.

**SUPERIOR NATIONAL INSURANCE
COMPANY,**

Respondent.

Case No.: BS061974
Consolidated with: BS061675
BS062171
BS062173
BS063746

[PROPOSED] ORDER APPROVING
LIQUIDATOR'S PROPOSAL TO
DISBURSE ASSETS TO CERTAIN STATE
INSURANCE GUARANTEE
ASSOCIATIONS AND PAYMENT TO
NON-COVERED POLICYHOLDERS

Hearing date: October 22, 2015
Time: 11:00 a.m.
Dept: CCW-310
Judge: The Honorable Kenneth R.
Freeman

1 The Court after reviewing the Application for Order Approving Liquidator's Proposal to
2 Disburse Assets to Certain State Insurance Guarantee Associations and for Payment of Non-
3 Covered Policyholders ("Application") and the Declarations submitted in support thereof, all of
4 which were filed in Department CCW 310 of the above-entitled Court and served on all parties,
5 and the associations in and the commissioners of insurance of each of the states by certified
6 United States First Class Mail on or before September 22, 2015; and good cause appearing,

7 IT IS HEREBY ORDERED that:

8 1. The requirements of Insurance Code section 1035.5 have been satisfied;

9 2. The Court approves the proposal of the Liquidator of California Compensation
10 Insurance Company to distribute and pay a total of \$10,054,626 from the assets of California
11 Compensation Insurance Company to certain insurance guarantee associations as set forth in the
12 Application;

13 3. The Court approves the proposal of the Liquidator of Superior National Insurance
14 Company to distribute and pay a total of \$5,543,660 from the assets of Superior National
15 Insurance Company to certain insurance guaranty associations as set forth in the Application;

16 4. The Court approves the proposal of the Liquidator of Superior Pacific Casualty
17 Company to distribute and pay a total of \$3,000,000 from the assets of Superior Pacific Casualty
18 Company to certain insurance guarantee associations as set forth in the Application;

19 5. The Court approves the proposal of the Liquidator of Commercial Compensation
20 Casualty Company to distribute and pay a total of \$676,427 from the assets of Commercial
21 Compensation Casualty Company to certain insurance guarantee associations as set forth in the
22 Application;

23 6. The Court approves the proposal of the Liquidator of Combined Benefits
24 Insurance Company to distribute and pay a total of \$24,448 from the assets of Combined Benefits
25 Insurance Company to the California Life & Health Insurance Guaranty Association and
26 policyholders Patricia Anspach and Sidney Hunt as set forth in the Application; and

27 ///

28 ///

1 7. The Liquidator is authorized to take any and all action necessary to accomplish the
2 purposes of this Order.

3
4
5
6 Dated: _____

The Honorable Kenneth R. Freeman
Judge of the Superior Court

DECLARATION OF SERVICE BY CERTIFIED MAIL AND FIRST CLASS MAIL

(Separate Mailings)

Case Name: **Insurance Commissioner v. Superior National Insurance Co.**

No.: **BS061974**

I declare:

I am employed in the Office of the Attorney General, which is the office of a member of the California State Bar at which member's direction this service is made. I am 18 years of age or older and not a party to this matter. I am familiar with the business practice at the Office of the Attorney General for collection and processing of correspondence for mailing with the United States Postal Service. In accordance with that practice, correspondence placed in the internal mail collection system at the Office of the Attorney General is deposited with the United States Postal Service with postage thereon fully prepaid that same day in the ordinary course of business.

On September 22, 2015, I served the attached **[PROPOSED] ORDER APPROVING LIQUIDATOR'S PROPOSAL TO DISBURSE ASSETS TO CERTAIN STATE INSURANCE GUARANTEE ASSOCIATIONS AND PAYMENT TO NON-COVERED POLICYHOLDERS** by placing a true copy thereof enclosed in a sealed envelope as certified mail with return receipt requested, and another true copy of the **[PROPOSED] ORDER APPROVING LIQUIDATOR'S PROPOSAL TO DISBURSE ASSETS TO CERTAIN STATE INSURANCE GUARANTEE ASSOCIATIONS AND PAYMENT TO NON-COVERED POLICYHOLDERS** was enclosed in a second sealed envelope as first class mail in the internal mail collection system at the Office of the Attorney General at 300 South Spring Street, Suite 1702, Los Angeles, CA 90013, addressed as follows:

SEE ATTACHED SERVICE LIST

I declare under penalty of perjury under the laws of the State of California the foregoing is true and correct and that this declaration was executed on September 22, 2015, at Los Angeles, California.

Linda Richardson
Declarant


Signature

SERVICE LIST

**CASE: INSURANCE COMMISSIONER v. SUPERIOR NATIONAL
INSURANCE COMPANY and CONSOLIDATED PROCEEDINGS**

CASE NO: BS 061974

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