

UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF FLORIDA
JACKSONVILLE DIVISION

In re:

Chapter 11

TAYLOR BEAN & WHITAKER
MORTGAGE CORP., et al.

Case No 09-BK-07047-JAF

Debtor.


_____ /

**REQUEST AND APPLICATION OF NATIONAL UNION FIRE INSURANCE
COMPANY OF PITTSBURGH, PA., CHARTIS SPECIALTY INSURANCE COMPANY,
GRANITE STATE INSURANCE COMPANY, THE INSURANCE COMPANY OF THE
STATE OF PENNSYLVANIA, COMMERCE AND INDUSTRY INSURANCE
COMPANY, AND CERTAIN OTHER AFFILIATES OF CHARTIS INC. FOR
PAYMENT OF ADMINISTRATIVE EXPENSE CLAIM**

National Union Fire Insurance Company of Pittsburgh, Pa. (National Union), Chartis Specialty Insurance Company, Granite State Insurance Company, The Insurance Company of the State of Pennsylvania, Commerce and Industry Insurance Company, and certain other affiliates of Chartis Inc. collectively ("Claimant"), which provided insurance coverage or other services to Taylor Bean & Whitaker Mortgage Corp. (the "Debtor"), hereby files this request for payment of administrative expense claim, and respectfully state as follows:

1. On August 24, 2009, the Debtor commenced its bankruptcy case under Chapter 11, Title 11 of the United States Code (the "Bankruptcy Code").
2. On and after the Petition Date, the Claimant provided and continues to provide directors' and officers', general liability, workers compensation insurance coverage, among others, to the Debtor and its individual directors and officers for various periods

CLAIM FILED
JACKSONVILLE, FLORIDA

T, B & W Mortgage Corp.

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CLERK, U. S. BANKRUPTCY COURT
MIDDLE DISTRICT OF FLORIDA

commencing on September 1, 2008 and ending on September 13, 2012.¹ A spreadsheet listing post-petition policies in force with the Debtor is attached hereto as Exhibit A. Additionally, Claimant and Debtor may have or may in the future enter into additional policies during the pendency of the bankruptcy case.

3. On July 21, 2011, the Third Amended and Restated Joint Plan of Liquidation of the Debtors and The Official Committee of Unsecured Creditors (the "Plan") was confirmed. Pursuant to the Plan and the Plan Supplement, the Debtor assumed certain contracts including policy numbers 12039548 and 11796229.

4. Claimant is entitled to administrative expense status pursuant to section 503(b) of the Bankruptcy Code for all amounts, liquidated, unliquidated, contingent or otherwise, for insurance and other services provided to the Debtor after the Petition Date and for those Policies that were assumed. As amounts become liquidated and due, Claimant is entitled to be paid from the liquidation of the debtor's estate. This Request is made for all obligations of the Debtor arising under the policies issued by Claimant to the Debtor, whether or not the relevant insurance policies and related agreements are specifically listed or described in Exhibit A.

5. Claimant reserves the right to amend this administrative expense claim request as any further amounts become liquidated.

6. Specifically, under the Claimant's Directors, Officers, and Private Company Liability Insurance Policy No. 01-203-95-48 (the "D&O Policy") Policy, the Debtor is obligated to pay to Claimant, among other things, premiums, certain deductibles, self-insured retentions, reimbursement obligations, additional premiums, fees, expenses and related costs. In addition, pursuant to the D&O Policy, the Debtor remains uninsured for all funds below the

¹Nothing herein shall be deemed to modify the terms of the Policies. For issues of coverage or otherwise, the Policies shall control.

amount of the applicable self-insured Retention that constitute "Indemnifiable Loss."² Under the D&O Policy, Indemnifiable Loss is Loss for which the Debtor has indemnified or is permitted or required to indemnify Individual Insureds. National Union has advanced Defense Costs under the D&O Policy to two former executives of the Debtor, Paul Allen and Lee Farkas, for amounts within their respective self-insured Retentions. Specifically, National Union advanced \$928,977.59 in Defense Costs to Mr. Farkas for a criminal claim against him, and advanced additional Defense Costs to Mr. Allen in connection with a debarment proceeding commenced by the U.S. Department of Housing & Urban Development. National Union will file supplemental material confirming the amount advanced to Mr. Allen. The Debtor was permitted or required to indemnify Messrs. Farkas and Allen for these amounts, and yet failed to do so. National Union is therefore entitled to recover from the Debtor the funds it advanced to Messrs. Farkas and Allen.

7. The test to determine whether an applicant is entitled to payment of an administrative expense, is whether the efforts of the applicant resulted in actual and demonstrable benefit to the debtor's estate. In re AM Intern, Inc., 203 B.R. 898, 904 (Bankr. D. Del. 1996) (citing Lebron v. Mecham Financial, Inc., 27 F.3d 944 (3d Cir. 1994)). It is well settled that insurance is a recognized means of protecting and preserving the estate, thus providing a benefit to the estate. In re Gamma Fishing Co., Inc., 70 B.R. 949, 953 (Bankr. S.D. Calif. 1987) (citing 2 Collier Bankruptcy Manual, 503-517 (3d ed. 1986)). It is equally well settled that the insurance provider is to be awarded administrative expense priority for the pro rata share of the premium during the post petition period in which the estate received benefits from the insurance contract. Gamma, 70 B.R. at 955 (where debtor receives necessary benefits

² Unless otherwise stated, capitalized terms shall have the meaning given to them in the Policy.

from a pre-petition insurance contract, the insurer is entitled to an administrative claim for the pro-rata share of the premium during which the estate received the benefit of the contract).

8. As the amount owed to Claimant relates to the period arising after the Petition Date and the Debtor received a substantial benefit from the existence of the insurance coverage, Claimant is entitled to an administrative expense claim, pursuant to section 503(b) of the Bankruptcy Code.

9. Additionally, Claimant reserves the right to amend this request for payment to add any additional amounts due, including without limitation, premiums or any deductibles, losses, or self-insured retention, reimbursement obligations, fees, expenses, and related costs on the Policy.

10. The filing of this request for payment is not intended to waive any right to arbitration. Claimant expressly reserves the right to seek arbitration of any dispute arising in connection with this request. To the extent of any pre-existing arbitration agreement, this court's jurisdiction to resolve disputes should be limited to referring such disputes to arbitration and enforcing any arbitration award.

11. In executing and filing this request for payment, Claimant: (i) does not submit itself to the jurisdiction of this Court for any purpose other than with respect to said request for payment; (ii) does not waive any right or rights that it has or may have against any other persons liable for all or part of the request for payment set forth herein; (iii) expressly reserves the right to the extent permitted by law to amend or supplement this request for payment in any respect; (iv) expressly reserves the right to assert all claims, causes of action, defenses, offsets or counterclaims; (v) expressly reserves all of its rights at law, equity, and under the Policy; and (vi) expressly reaffirms and does not waive or otherwise modify all coverage

positions it has taken to date with respect to insurance coverage for the Debtor or any of its Individual Insureds. Claimant expressly reserves all rights to cancel or rescind any and all of the agreements which are the subject of this request for payment.

WHEREFORE, Claimant respectfully requests that the Court enter an Order (i) granting Claimant an allowed administrative expense claim for any amounts arising after the Petition Date; (ii) requiring the Debtor to make payment of such claim in the ordinary course of business; and (iii) providing for such other relief that the Court deems just and proper.

Dated: September 12, 2011

Respectfully submitted,

/s/ Steven J. Brodie

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CERTIFICATE OF SERVICE

I hereby certify that this motion and attachment were electronically filed with the Clerk of this Court on September 12, 2011, by way of the Court's CM/ECF system, hereby serving registered users in this case and that a copy was mailed to the entities named in the attached Rule 1007-2 list of interested parties as filed with the Court by U.S. Mail on September 12, 2011.

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Label Matrix for local noticing
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End of Label Matrix
Mailable recipients 229
Bypassed recipients 4
Total 233

[illegible]

EXHIBIT A

**UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF FLORIDA
JACKSONVILLE DIVISION**

**In re: Taylor, Bean & Whitaker Mortgage Corp
Case No. 09-07047**

DOCUMENTS APPENDED TO CLAIM

On September 14, 2011, the document(s) identified below were appended to Claim No. 3484 for the reason(s) indicated:

- ☐ Stipulation/Order: Docket No. _____.
- ☐ New Supporting Document(s).
- ☐ Letter dated _____ requesting of Withdrawal of Claim No. _____.
- ☐ Notice of Withdrawal of Claim filed _____, Docket No. _____, for Claim No. _____.
- ☒ Other: Court docket 4032 filed as Supplement to Request and Application for Payment of Administrative Expenses. Revised claim amount pursuant to Supplement.

UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF FLORIDA
JACKSONVILLE DIVISION

In re:

Chapter 11

TAYLOR BEAN & WHITAKER
MORTGAGE CORP., et al.

Case No 09-BK-07047-JAF

Debtor.

_____ /

**SUPPLEMENT TO REQUEST AND APPLICATION OF NATIONAL UNION FIRE
INSURANCE COMPANY OF PITTSBURGH, PA., CHARTIS SPECIALTY
INSURANCE COMPANY, GRANITE STATE INSURANCE COMPANY, THE
INSURANCE COMPANY OF THE STATE OF PENNSYLVANIA, COMMERCE AND
INDUSTRY INSURANCE COMPANY, AND CERTAIN OTHER AFFILIATES OF
CHARTIS INC. FOR PAYMENT OF ADMINISTRATIVE EXPENSE CLAIM**

National Union Fire Insurance Company of Pittsburgh, Pa. (National Union), Chartis Specialty Insurance Company, Granite State Insurance Company, The Insurance Company of the State of Pennsylvania, Commerce and Industry Insurance Company, and certain other affiliates of Chartis Inc. collectively (“Claimant”), which provided insurance coverage or other services to Taylor Bean & Whitaker Mortgage Corp. (the “Debtor”), hereby files this supplement to Claimant’s request for payment of administrative expense claim [D.E. 4026], and respectfully state as follows:

1. Claimant incorporates herein by reference the entirety of its administrative expense claim [D.E. 4026].
2. Supplemental to paragraph 5 of Claimant’s administrative expense claim, Claimant advises that National Union advanced \$63,591.04 in Defense Costs to Paul Allen, a former executive of the Debtor, in connection with a debarment proceeding commenced by the

U.S. Department of Housing & Urban Development. The Debtor was permitted or required to indemnify Mr. Allen for this amount, and yet failed to do so. National Union is therefore entitled to recover from the Debtor the funds it advanced to Mr. Allen, in addition to all other funds requested in Claimant's administrative expense claim.

3. Additionally, Claimant reserves the right to amend its request for payment to add any additional amounts due, including without limitation, premiums or any deductibles, losses, or self-insured retention, reimbursement obligations, fees, expenses, and related costs on the Policy.

4. The filing of this pleading is not intended to waive any right to arbitration. Claimant expressly reserves the right to seek arbitration of any dispute arising in connection with this request. To the extent of any pre-existing arbitration agreement, this Court's jurisdiction to resolve disputes should be limited to referring such disputes to arbitration and enforcing any arbitration award.

5. In executing and filing this pleading, Claimant: (i) does not submit itself to the jurisdiction of this Court for any purpose other than with respect to Claimant's request for payment; (ii) does not waive any right or rights that it has or may have against any other persons liable for all or part of the request for payment set forth herein; (iii) expressly reserves the right to the extent permitted by law to amend or supplement this request for payment in any respect; (iv) expressly reserves the right to assert all claims, causes of action, defenses, offsets or counterclaims; (v) expressly reserves all of its rights at law, equity, and under the Policy; and (vi) expressly reaffirms and does not waive or otherwise modify all coverage positions it has taken to date with respect to insurance coverage for the Debtor or any of its Individual Insureds.

Claimant expressly reserves all rights to cancel or rescind any and all of the agreements which are the subject of this request for payment.

Dated: September 13, 2011

Respectfully submitted,

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CERTIFICATE OF SERVICE

I hereby certify that this motion and attachment were electronically filed with the Clerk of this Court on September 13, 2011, by way of the Court's CM/ECF system, hereby serving registered users in this case and that a copy was mailed to the entities named in the attached Rule 1007-2 list of interested parties as filed with the Court by U.S. Mail on September 13, 2011.

/s/ Steven J. Brodie
Steven J. Brodie

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Middle District of Florida
Jacksonville
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