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MAY 16 2019

United States Bankruptcy Court
Middle District of Alabama

UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF ALABAMA

FILED

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United States Bankruptcy Court
Middle District of Alabama

ORDER APPROVING DEPOSITORY BOND PROTECTING MONIES
DEPOSITED BY TRUSTEES IN BANKRUPTCY CASES
BOND SU1145740

The depository, Axos Bank, holds funds of bankruptcy estates administered under chapters 7, 11, 12 and 13 of Title 11, U.S. Code. In lieu of depositing securities with the Federal Reserve Bank, the depository has elected to post a bond pursuant to §345(b)(1) in favor of the United States through Arch Insurance Company.

The surety bond for Axos Bank attached hereto is hereby approved.

DONE, this the 14 day of May, 2019.



William R. Sawyer
Chief United States Bankruptcy Judge

ARCH INSURANCE COMPANY

**BANKRUPTCY DEPOSITORY BOND IN FAVOR OF THE UNITED STATES
PROTECTING MONIES DEPOSITED BY CHAPTER 7, 11, 12 AND 13 TRUSTEES
IN BANKRUPTCY CASES IN THE UNITED STATES BANKRUPTCY COURT FOR THE
MIDDLE DISTRICT OF ALABAMA
(11 U.S.C. § 345)**

Bond Number SU1145740

KNOW ALL MEN BY THESE PRESENTS:

That we, **Axos Bank** (the "Principal"), with its principal office at 4350 La Jolla Village Drive, Suite 140, San Diego, CA 92122, which acts as a depository bank for certain funds of estates administered under chapters 7, 11, 12 or 13 of title 11 of the United States Code (the "Bankruptcy Code") in the **United States District Court for the Middle District of Alabama**, including the United States Bankruptcy Court for said district (collectively, the "Court"), as Principal and **ARCH INSURANCE COMPANY, (the "Surety")**, a corporation organized and existing under the laws of the State of Missouri, with its principal office located at 3 Parkway, Suite 1500, Philadelphia, PA 19102, and duly authorized to transact business in the State of Alabama as Surety, are held and firmly bound, in conformity with 11 U.S.C. § 345, unto the United States of America in the aggregate sum of **THREE MILLION SIX HUNDRED THOUSAND AND 00/100THS (\$3,600,000.00)Dollars**, for the payment of which, well and truly to be made, we bind ourselves, our heirs, executors, successors, assigns, and our administrators, jointly and severally, by these presents.

THE CONDITION OF THIS OBLIGATION IS SUCH THAT:

WHEREAS, certain persons serve as trustees arising under chapters 7, 11, 12 or 13 of the Bankruptcy Code (the "Trustees"), and certain persons remain in control of estates in certain reorganization cases under chapter 11 of the Bankruptcy Code (the "Debtors-in-Possession"); and

WHEREAS, certain Trustees and/or Debtors-in-Possession have asked the Principal to act as a depository for certain monies belonging to the bankruptcy estates being administered in the cases pending for the Court; and

WHEREAS, the Principal and Surety must comply with 11 U.S.C. § 345;

NOW, THEREFORE, the condition of the above obligation is such that if the Principal shall faithfully account for and repay all monies deposited with the Principal, as a depository for monies belonging to the bankruptcy estates being administered by the Trustees and Debtors-in-Possession in bankruptcy cases pending before the Court, and if the Principal shall faithfully fulfill all of its obligations under 11 U.S.C. § 345, then this obligation shall be null and void; otherwise it shall remain in full force and effect, subject to the following conditions:

1. In the event of the failure of the Principal to satisfy the conditions above during the period of this bond ("Default"), the United States Trustee, on behalf of the United States of America, shall make reasonable efforts to provide written notice to the Surety to:

**ARCH INSURANCE COMPANY
3 Parkway, Suite 1500
Philadelphia, PA 19102**

Failure to provide notice shall not constitute a waiver of the United States' rights or the rights of those on whose behalf the United States may be acting.

Bond Number SU1145740

2. The Surety need not make payment under this bond on that portion of any deposit held by the Principal that is paid by the Federal Deposit Insurance Corporation as a deposit pursuant to the title 12 of the United States Code.
3. The Surety may cancel this bond at any time by giving ninety (90) days notice in writing by registered mail to:

**United States Bankruptcy Administrator's Office
Federal Building and U.S. Courthouse
One Church Street, Suite 103
Montgomery, AL 36104**

Attention: Teresa Jacobs, Bankruptcy Administrator

In the event such notice is sent, the Surety's liability under this bond shall terminate at the expiration of ninety (90) days from the date of receipt of such notice, but such termination shall not relieve the Surety of liability for Defaults arising prior to the effective date of such cancellation.


The Principal and the Surety agree that they shall not amend, modify, or vary any term of this bond, including, but not limited to, the amount of the penal sum, without the prior written consent of the United States Bankruptcy Administrator for the Middle District of Alabama.

The Surety hereby represents and warrants that it is acceptable Surety under, and is in full compliance with, sections 9304 and 9308 of Title 31 of the United States Code and Treasury Department Circular 570. Surety hereby binds itself to notify the United States Bankruptcy Administrator for the Middle District of Alabama immediately if, for any reason, it should cease being in full compliance with either section 9304 or 9308 of Title 31 of the United States Code or with Treasury Department Circular 570.

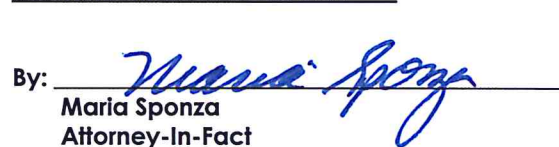
Effective as of the 1st day of APRIL, 2019.

Signed, Sealed and Dated this 18th day of April, 2019.

AXOS BANK

By: 
Ryan Eric Stern
First Vice President

ARCH INSURANCE COMPANY

By: 
Maria Sponza
Attorney-In-Fact



State of NEW YORK

County of NEW YORK

ss. Surety Acknowledgment

On this 18th day of April, 2019, before me personally came **Maria Sponza**, to me known, who, being by me duly sworn, did depose and say that she is an attorney-in-fact of **ARCH INSURANCE COMPANY**, the corporation described in and which the within instrument; that she knows the corporate seal of said corporation; that the seal affixed to the within instrument is such corporate seal, and that she signed the said instrument and affixed the said seal as Attorney-In-Fact by authority of the Board of Directors of said corporation and by authority of this office under the Standing Resolutions thereof.

MARGARET MCLAUGHLIN
Notary Public, State of New York
Registration No. 01MC6374205
Qualified in Suffolk County
Commission Expires April 23, 2022



Notary Public

STATE OF: _____

COUNTY OF: _____

ss. Corporation Acknowledgment

On this _____ day of _____, 2019, before me personally came **RYAN ERIC STERN**, to me known, who being by me duly sworn, did depose and say that he/she is the **FIRST VICE PRESIDENT of AXOS BANK**, the corporation described in and which executed the above instrument, that he/she knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation, and that he/she signed his name thereto by like order.

My commission expires _____

Notary Public

ACKNOWLEDGMENT

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California
County of SAN DIEGO

On 4/23/19 before me, NICOLE EDMONDS, NOTARY PUBLIC
(insert name and title of the officer)

personally appeared RYAN ERIC STERN,
who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are
subscribed to the within instrument and acknowledged to me that he/she/they executed the same in
his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the
person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing
paragraph is true and correct.

WITNESS my hand and official seal.

Signature



(Seal)



THIS POWER OF ATTORNEY IS NOT VALID UNLESS IT IS PRINTED ON BLUE BACKGROUND.

This Power of Attorney limits the acts of those named herein, and they have no authority to bind the Company except in the manner and to the extent herein stated. Not valid for Note, Loan, Letter of Credit, Currency Rate, Interest Rate or Residential Value Guarantees.

POWER OF ATTORNEY

Know All Persons By These Presents:

That the Arch Insurance Company, a corporation organized and existing under the laws of the State of Missouri, having its principal administrative office in Jersey City, New Jersey (hereinafter referred to as the "Company") does hereby appoint:

Carol L Levine and Maria Sponza of New York, NY (EACH)

its true and lawful Attorney(s) in-Fact, to make, execute, seal, and deliver from the date of issuance of this power for and on its behalf as surety, and as its act and deed:

Any and all bonds, undertakings, recognizances and other surety obligations, in the penal sum not exceeding Ninety Million Dollars (\$90,000,000.00).

This authority does not permit the same obligation to be split into two or more bonds in order to bring each such bond within the dollar limit of authority as set forth herein.

The execution of such bonds, undertakings, recognizances and other surety obligations in pursuance of these presents shall be as binding upon the said Company as fully and amply to all intents and purposes, as if the same had been duly executed and acknowledged by its regularly elected officers at its principal administrative office in Jersey City, New Jersey.

This Power of Attorney is executed by authority of resolutions adopted by unanimous consent of the Board of Directors of the Company on September 15, 2011, true and accurate copies of which are hereinafter set forth and are hereby certified to by the undersigned Secretary as being in full force and effect:

"VOTED, That the Chairman of the Board, the President, or the Executive Vice President, or any Senior Vice President, of the Surety Business Division, or their appointees designated in writing and filed with the Secretary, or the Secretary shall have the power and authority to appoint agents and attorneys-in-fact, and to authorize them subject to the limitations set forth in their respective powers of attorney, to execute on behalf of the Company, and attach the seal of the Company thereto, bonds, undertakings, recognizances and other surety obligations obligatory in the nature thereof, and any such officers of the Company may appoint agents for acceptance of process."

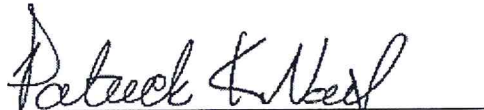
This Power of Attorney is signed, sealed and certified by facsimile under and by authority of the following resolution adopted by the unanimous consent of the Board of Directors of the Company on September 15, 2011:

VOTED, That the signature of the Chairman of the Board, the President, or the Executive Vice President, or any Senior Vice President, of the Surety Business Division, or their appointees designated in writing and filed with the Secretary, and the signature of the Secretary, the seal of the Company, and certifications by the Secretary, may be affixed by facsimile on any power of attorney or bond executed pursuant to the resolution adopted by the Board of Directors on September 15, 2011, and any such power so executed, sealed and certified with respect to any bond or undertaking to which it is attached, shall continue to be valid and binding upon the Company.

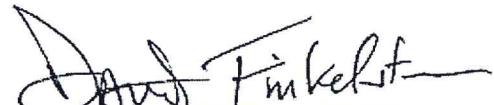
In Testimony Whereof, the Company has caused this instrument to be signed and its corporate seal to be affixed by their authorized officers, this 17th day of January, 2019.

Attested and Certified

Arch Insurance Company


Patrick K. Nails, Secretary

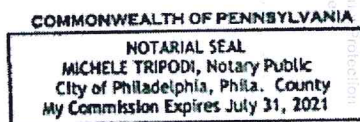




David M. Finkelstein, Executive Vice President

STATE OF PENNSYLVANIA SS

COUNTY OF PHILADELPHIA SS

I, Michele Tripodi, a Notary Public, do hereby certify that Patrick K. Nails and David M. Finkelstein personally known to me to be the same persons whose names are respectively as Secretary and Executive Vice President of the Arch Insurance Company, a Corporation organized and existing under the laws of the State of Missouri, subscribed to the foregoing instrument, appeared before me this day in person and severally acknowledged that they being thereunto duly authorized signed, sealed with the corporate seal and delivered the said instrument as the free and voluntary act of said corporation and as their own free and voluntary acts for the uses and purposes therein set forth.




Michele Tripodi, Notary Public
My commission expires 07/31/2021

CERTIFICATION

I, Patrick K. Nails, Secretary of the Arch Insurance Company, do hereby certify that the attached Power of Attorney dated January 17, 2019 on behalf of the person(s) as listed above is a true and correct copy and that the same has been in full force and effect since the date thereof and is in full force and effect on the date of this certificate; and I do further certify that the said David M. Finkelstein, who executed the Power of Attorney as Executive Vice President, was on the date of execution of the attached Power of Attorney the duly elected Executive Vice President of the Arch Insurance Company.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed the corporate seal of the Arch Insurance Company on this 18th day of April, 2019.


Patrick K. Nails, Secretary

This Power of Attorney limits the acts of those named therein to the bonds and undertakings specifically named therein and they have no authority to bind the Company except in the manner and to the extent herein stated.

PLEASE SEND ALL CLAIM INQUIRIES RELATING TO THIS BOND TO THE FOLLOWING ADDRESS:

**Arch Insurance – Surety Division
3 Parkway, Suite 1500
Philadelphia, PA 19102**



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ARCH INSURANCE COMPANY
STATEMENT OF FINANCIAL CONDITION
DECEMBER 31, 2018

Assets

Cash in Banks	\$ 44,083,982
Bonds owned	\$ 2,275,266,071
Stocks	\$ 520,950,552
Premiums in course of collection	\$ 392,854,370
Accrued interest and other assets	\$ 479,683,085
 Total Assets	 <u>\$ 3,712,838,060</u>

Liabilities

Reserve for losses and adjustment expenses	\$ 1,263,455,596
Reserve for unearned premiums	\$ 782,338,980
Ceded reinsurance premiums payable	\$ 192,713,132
Amounts withheld or retained by company for account of others	\$ 179,780,911
Reserve for taxes, expenses and other liabilities	\$ 381,856,898

Total Liabilities 2,800,145,517

Surplus as regards policyholders 912,692,543


Total Surplus and Liabilities \$ 3,712,838,060

By:



Senior Vice President, Chief
Financial Officer and Treasurer

Attest:



Senior Vice President,
General Counsel and Secretary

State of New Jersey)

)

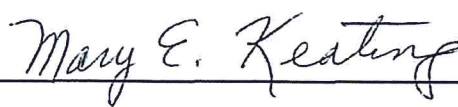
SS

County of Hudson)

Thomas James Ahern, Senior Vice President, Chief Financial Officer and Treasurer and Patrick Kenneth Nails, Senior Vice President, General Counsel and Secretary being duly sworn, of ARCH INSURANCE COMPANY, Missouri; and that the foregoing is a true and correct statement of financial condition of said company, as of December 31, 2018.

Subscribed and sworn to before me, this 27 day of February, 2019

Notary Public



MARY E. KEATING
NOTARY PUBLIC OF NEW JERSEY
ID # 2449626
My Commission Expires 8/28/2019