



Private Company Directors and Officers Liability
Renewal Coverage Application

Travelers Casualty and Surety Company of America

NOTICE

ALL LIABILITY COVERAGE PARTS FOR WHICH APPLICATION IS MADE APPLY, SUBJECT TO THEIR TERMS, ONLY TO CLAIMS FIRST MADE OR DEEMED MADE AGAINST INSURED DURING THE POLICY PERIOD OR ANY EXTENDED REPORTING PERIOD, IF APPLICABLE. THE LIMIT OF LIABILITY AVAILABLE TO PAY LOSSES WILL BE REDUCED BY THE AMOUNTS INCURRED AS DEFENSE EXPENSES, AND DEFENSE EXPENSES WILL BE APPLIED AGAINST THE RETENTION AMOUNT. TRAVELERS HAS NO DUTY TO DEFEND ANY CLAIM UNLESS DUTY-TO-DEFEND COVERAGE IS SPECIFICALLY PROVIDED.

The term **Applicant** means all corporations, organizations or other entities, including subsidiaries, proposed for this insurance.

I. GENERAL INFORMATION

1. **Applicant** Information:

Name of **Applicant**: _____
Street Address: _____
City, State, ZIP Code: _____
Expiring Policy Number: _____

2. Does the **Applicant** currently file, or does it anticipate filing in the next 6 months, any documents with the Securities and Exchange Commission, or similar foreign authority regarding any equity or debt securities? Yes No

II. ORGANIZATION INFORMATION

1. Total Number of Employees: _____

2. In the next 12 months (or during the past 12 months) is the **Applicant** contemplating (or has the **Applicant** completed or been in the process of completing) the following:
- a. Any actual or proposed merger, acquisition, or divestiture? Yes No
 - b. Any creation of a new business, subsidiary, or division? Yes No
 - c. Any registration for a public offering or a private placement of securities (stocks or bonds)? Yes No
 - d. Any reorganization or arrangement with creditors under federal or state law? Yes No
 - e. Any branch, location, facility, office, or subsidiary closings, consolidations, or layoffs? Yes No

If any of the questions above were answered Yes, please attach an explanation, including the timing, the essential terms of the event, arrangement, and the surrounding circumstances.

3. In the past 12 months has there been, or in the next 12 months do you anticipate, any change in any of the following:
- a. The number of shareholders? Yes No
 - b. Shareholders that own(ed) greater than 5% of any class of security or class of shares outstanding? Yes No
 - c. The number of shares outstanding? Yes No

If any of the questions above were answered Yes, please attach an explanation.

4. Have there been any changes in the Board of Directors or Senior Management of the **Applicant** within the past 12 months for reasons other than death or retirement? Yes No
If Yes, please attach an explanation.
5. Are there currently outstanding loans to any Director or Officer? Yes No
If Yes, please attach an explanation.

III. SPECIFIC FINANCIAL INSTITUTION INFORMATION

1. If the **Applicant** is a mutual association, has a conversion of mutual ownership to stock ownership been considered in the past or is such a conversion being contemplated within the next 12 months? Yes No
2. Has the **Applicant** purchased any loans or "books" of loans originated by other lenders during the past 12 months? Yes No
If Yes, please attach full details.
3. *a. State the total dollar amount of loans to Directors, Officers, other insiders and their affiliated interests. \$ _____
- b. Are any loans or other extensions of credit to Directors, Officers, other insiders or their affiliates 90 days past due or have any been classified by any regulatory agency? Yes No
If Yes, please attach full details.
4. *a. State the total amount of all loans and other assets classified as substandard, doubtful or loss or their equivalent for each of the last 12 months:

Year	Substandard	Doubtful	Loss	Total
	\$	\$	\$	\$
	\$	\$	\$	\$
	\$	\$	\$	\$

- b. Are these amounts greater than the amounts so classified by regulators in the last regulatory examination? Yes No
If No, please attach full details.
5. *Indicate dates and by whom the last 3 regulatory examinations were made (excluding compliance and EDP exams):

Date:			
By:			

6. During the past 12 months, has any Director or Officer been alerted to any of the following conditions:
- a. Concentration of credits which warrant reduction or correction? Yes No
- b. Extensions of credit which exceed the legal lending limit? Yes No
- c. Problems involving extensions of credit to Directors, Officers, employees, other insiders or their related interests? Yes No
- d. Any violations of laws or regulations? Yes No
- If any of the questions above were answered Yes, please attach full details.*
7. Have any Cease and Desist Orders, Memorandums of Understanding, Letters of Agreement, Supervisory Agreements, Specific Action Directives, or other restrictive controls been issued, discussed, or adopted within the past 12 months or are there any now pending? Yes No
If Yes, please attach full details.

*** Attach a separate schedule for each deposit taking institution**

IV. AUDITOR INFORMATION

- 1. Has the **Applicant** changed outside auditors in the last 12 months? N/A Yes No
If Yes, please attach an explanation.
- 2. Has any auditor issued a “going concern” opinion for the **Applicant’s** financial statements during the past 12 months? N/A Yes No
If Yes, please attach an explanation.

V. REQUESTED INSURANCE TERMS

- 1. Does the **Applicant** desire any changes to the expiring policy limit or retention? Yes No
If Yes, please indicate the desired changes in the table below:

Expiring Limit (A)	Requested Limit (B)	Expiring Retention (C)	Requested Retention (D)
\$	\$	\$	\$

Do not answer the next question unless the Requested Limit in Column (B) exceeds the Expiring Limit in Column (A).

- 2. Solely with respect to the higher limits requested or that may ultimately be issued for the proposed renewal, is the **Applicant** or any person proposed for this insurance aware of any fact, circumstance, situation, event or act that reasonably could give rise to a claim against them under the Liability Coverage? Yes No
If Yes, please attach an explanation.

*Solely with respect to any portion of the Limit for this Liability Coverage in the proposed policy that exceeds the amount of the Expiring Limit for this Liability Coverage in the expiring policy, the proposed insurance will not afford coverage for any claim arising from any fact, circumstance, situation, event or act about which any executive officer of the **Applicant** had knowledge prior to the issuance of the proposed policy, nor for any person or entity who knew of such fact, circumstance, situation, event or act prior to the issuance of the proposed policy.*

VI. REQUIRED ATTACHMENTS

As part of this Application, please submit the following documents (*these documents, and the representations and facts they contain, are made a part of this Application, whether such documents are physically delivered to the Company by the **Applicant** or are obtained by the Company from any public source, including the Internet*):

- Most recent annual financial statement
- Any Private Placement Memorandums or any documents filed with the Securities and Exchange Commission in the past year
- Copy of the **Applicant’s** most recent Y-6 report, if applicable
- Copy of the **Applicant’s** most recent annual audit or director’s exam and management letter and the **Applicant’s** responses to any recommendations made therein

VII. COMPENSATION NOTICE

Important Notice Regarding Compensation Disclosure

For information about how Travelers compensates independent agents, brokers, or other insurance producers, please visit this website: http://www.travelers.com/w3c/legal/Producer_Compensation_Disclosure.html

If you prefer, you can call the following toll-free number: 1-866-904-8348. Or you can write to us at Travelers, Enterprise Development, One Tower Square, Hartford, CT 06183.

VIII. FRAUD WARNINGS

Attention: Insureds in Alabama, Arkansas, D.C., Maryland, New Mexico, and Rhode Island

Any person who knowingly (or willfully in MD) presents a false or fraudulent claim for payment of a loss or benefit or who knowingly (or willfully in MD) presents false information in an application for insurance is guilty of a crime and may be subject to fines and confinement in prison.

Attention: Insureds in Colorado

It is unlawful to knowingly provide false, incomplete, or misleading facts or information to an insurance company for the purpose of defrauding or attempting to defraud the company. Penalties may include imprisonment, fines, denial of insurance, and civil damages. Any insurance company or agent of an insurance company who knowingly provides false, incomplete, or misleading facts or information to a policyholder or claimant for the purpose of defrauding or attempting to defraud the policyholder or claimant with regard to a settlement or award payable from insurance proceeds shall be reported to the Colorado Division of Insurance within the Department of Regulatory Agencies.

Attention: Insureds in Florida

Any person who knowingly and with intent to injure, defraud, or deceive any insurer files a statement of claim or an application containing any false, incomplete, or misleading information is guilty of a felony of the third degree.

Attention: Insureds in Kentucky, New Jersey, New York, Ohio, and Pennsylvania

Any person who knowingly and with intent to defraud any insurance company or other person files an application for insurance or statement of claim containing any materially false information or conceals for the purpose of misleading, information concerning any fact material thereto commits a fraudulent insurance act, which is a crime and subjects such person to criminal and civil penalties. (In New York, the civil penalty is not to exceed five thousand dollars (\$5,000) and the stated value of the claim for each such violation.)

Attention: Insureds in Louisiana, Maine, Tennessee, Virginia, and Washington

It is a crime to knowingly provide false, incomplete, or misleading information to an insurance company for the purpose of defrauding the company. Penalties include imprisonment, fines, and denial of insurance benefits.

Attention: Insureds in Oregon

Any person who knowingly presents a false or fraudulent claim for payment of a loss or benefit or who knowingly presents false information in an application for insurance may be guilty of a crime and may be subject to fines and confinement in prison.

Attention: Insureds in Puerto Rico

Any person who knowingly and with the intention of defrauding presents false information in an insurance application, or presents, helps, or causes the presentation of a fraudulent claim for the payment of a loss or any other benefit, or presents more than one claim for the same damage or loss, shall incur a felony and, upon conviction, shall be sanctioned for each violation with the penalty of a fine of not less than five thousand dollars (\$5,000) and not more than ten thousand dollars (\$10,000), or a fixed term of imprisonment for three (3) years, or both penalties. Should aggravating circumstances be present, the penalty thus established may be increased to a maximum of five (5) years; if extenuating circumstances are present, it may be reduced to a minimum of two (2) years.

IX. SIGNATURE SECTION

THE UNDERSIGNED AUTHORIZED REPRESENTATIVE (PRESIDENT, CEO, CFO, OR OTHER OFFICER ACCEPTABLE TO TRAVELERS) OF THE APPLICANT DECLARES THAT TO THE BEST OF HIS/HER KNOWLEDGE AND BELIEF, AFTER REASONABLE INQUIRY, THE STATEMENTS SET FORTH IN THIS APPLICATION FOR INSURANCE ARE TRUE AND COMPLETE AND MAY BE RELIED UPON BY TRAVELERS. IF THE INFORMATION IN ANY APPLICATION CHANGES PRIOR TO THE INCEPTION DATE OF THE POLICY, THE APPLICANT WILL NOTIFY TRAVELERS OF SUCH CHANGES, AND TRAVELERS MAY MODIFY OR WITHDRAW ANY OUTSTANDING QUOTATION. TRAVELERS IS AUTHORIZED TO MAKE INQUIRY IN CONNECTION WITH THIS APPLICATION.

THE SIGNING OF THIS APPLICATION DOES NOT BIND TRAVELERS TO OFFER, NOR THE APPLICANT TO PURCHASE, THE INSURANCE. IT IS AGREED THAT THIS APPLICATION, INCLUDING ANY MATERIAL SUBMITTED THEREWITH, WILL BE THE BASIS OF THE INSURANCE AND WILL BE, IN ALL STATES OTHER THAN NC AND UT, CONSIDERED PHYSICALLY ATTACHED TO AND PART OF THE POLICY, IF ISSUED. TRAVELERS WILL HAVE RELIED UPON THIS APPLICATION, INCLUDING ANY MATERIAL SUBMITTED THEREWITH, IN ISSUING THE POLICY.

ELECTRONICALLY REPRODUCED SIGNATURES WILL BE TREATED AS ORIGINAL.

Signature* of **Applicant's** Authorized Representative
(President, CEO, or CFO)

Name (Printed)

Title

Date

***IF YOU ARE ELECTRONICALLY SUBMITTING THIS APPLICATION TO TRAVELERS, APPLY YOUR ELECTRONIC SIGNATURE TO THIS FORM BY CHECKING THE ELECTRONIC SIGNATURE AND ACCEPTANCE BOX BELOW. BY DOING SO, YOU HEREBY CONSENT AND AGREE THAT YOUR USE OF A KEY PAD, MOUSE, OR OTHER DEVICE TO CHECK THE ELECTRONIC SIGNATURE AND ACCEPTANCE BOX CONSTITUTES YOUR SIGNATURE, ACCEPTANCE, AND AGREEMENT AS IF ACTUALLY SIGNED BY YOU IN WRITING AND HAS THE SAME FORCE AND EFFECT AS A SIGNATURE AFFIXED BY HAND.**

AUTHORIZED REPRESENTATIVE'S ELECTRONIC SIGNATURE AND ACCEPTANCE

X. PRODUCER INFORMATION (ONLY REQUIRED IN FLORIDA, IOWA, AND NEW HAMPSHIRE):

Producer Signature

Producer Name (Printed)

Agency Name

Agency Code

License Number