



Directors, Officers, And Organization Liability Coverage Application

Travelers Casualty and Surety Company of America (not applicable in Guam, Puerto Rico, or the Virgin Islands)

Travelers Casualty and Surety Company (only applicable in Guam, Puerto Rico, and the Virgin Islands)

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. THE COMPANY 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: \_\_\_\_\_
Year Applicant's business was established: \_\_\_\_\_

2. Applicant's Standard Industrial Classification (SIC) code, if known (4-digit number): \_\_\_\_\_

II. SPECIFIC INFORMATION

1. Coverage Requested:

a. Limit of Liability requested: \$ \_\_\_\_\_
b. Policy Period requested: From: \_\_\_\_\_ To: \_\_\_\_\_
12:01 A.M. standard time both dates at the principal address of the Applicant.

2. Subsidiary Information:

Is requested coverage to include entities that are more than 50% owned, or joint ventures that are at least 50% owned, by the Applicant, either directly or indirectly through one or more subsidiaries? Yes [ ] No [ ]
If Yes, please attach a list of such entities, including the entity's name, percentage of the Applicant's ownership, nature of business, and the date acquired or created.

3. Asset or Equity Acquisition or Offering Information:

a. Does the Applicant have under consideration any acquisition, tender offer, merger, consolidation, or divestiture; or purchase or sale of assets exceeding 30% of consolidated assets? Yes [ ] No [ ]
If Yes, please attach full details.
b. Have there been any offers (including tender offers) or negotiations to purchase 5% or more of any class of voting stock of the Applicant in the past 12 months or are any such offers expected in the future? Yes [ ] No [ ]
If Yes, please attach full details.
c. Has the Applicant conducted a private or public offering of its securities within the past 12 months or is such offering contemplated within the next 12 months? Yes [ ] No [ ]
If Yes, please attach full details, including the prospectus or private placement memorandum.

4. Prior Insurance Information:

a. Provide the following insurance information for the **Applicant**:

Coverage	Insurer	Limit	Retention	Policy Period	Expiring Premium
Directors and Officers Liability Insurance		\$	\$		\$
Fiduciary Liability Insurance		\$	\$		\$
Employment Practices Liability Insurance		\$	\$		\$

b. Has any insurer declined, cancelled or refused to renew the **Applicant's** Directors and Officers Liability Coverage? *(Not applicable in Missouri.)* Yes  No   
*If Yes, please attach full details.*

5. During the past 3 years, has any claim, or notice or circumstances which could give rise to a claim, been reported to any of the **Applicant's** previous Directors and Officers Liability insurers? Yes  No   
*If Yes, please attach full details.*

6. During the past 3 years, has the **Applicant**, or any Directors, Officers or any other persons proposed for this insurance been involved in any written demand for monetary damages or non-monetary relief, civil or criminal proceeding, formal civil administrative or civil regulatory proceeding or investigation, service of a subpoena pursuant to an SEC formal investigative order, shareholder derivative demand, or formal request for extradition regarding:

a. Any federal, state, local, or foreign securities law or regulation? Yes  No

b. Any security holder's suit, shareholder derivative suit, representative action or class action? Yes  No

c. Any employment law? Yes  No

*If Yes to any of the questions above, please attach full details.*

7. Does the **Applicant**, or any Directors, Officers, or any other persons proposed for this insurance have any knowledge or information of any error, misstatement, misleading statement, act, omission, neglect, or breach of duty which could reasonably give rise to a claim, including a securities claim, against them? Yes  No   
*If Yes, please attach full details.*

*It is agreed that this policy shall not afford coverage with respect to any claim arising from any such error, misstatement, misleading statement, act, omission, neglect, or breach of duty to the extent the claim is against a person or organization who knew of such error, misstatement, misleading statement, act, omission, neglect, or breach of duty prior to issuance of the proposed policy.*

**III. REQUIRED ATTACHMENTS**

As part of this Application, please submit the following documents:

- Copy of the **Applicant's** most recent Form 10-K, 10-Q, 8-K, proxy statement, and any other registration statement filed with the SEC within the past 12 months

**IV. COMPENSATION NOTICE**

<p><b>Important Notice Regarding Compensation Disclosure</b></p> <p>For information about how Travelers compensates independent agents, brokers, or other insurance producers, please visit this website: <a href="http://www.travelers.com/w3c/legal/Producer_Compensation_Disclosure.html">http://www.travelers.com/w3c/legal/Producer_Compensation_Disclosure.html</a></p> <p>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.</p>
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## V. FRAUD WARNINGS

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

Any person who knowingly (and willfully in D.C. and MD) presents a false or fraudulent claim for payment of a loss or benefit or who knowingly (and willfully in D.C. and 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 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 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.

## VI. SIGNATURE SECTION

**IT IS AGREED THAT THIS APPLICATION IS A SUPPLEMENT TO ALL OTHER APPLICATIONS PREVIOUSLY SUBMITTED TO THE INSURER IN CONJUNCTION WITH THE UNDERWRITING AND ISSUANCE OF INSURANCE COVERAGE FOR WHICH THIS POLICY IS A RENEWAL OR REPLACEMENT OR OTHERWISE SUCCEEDS IN TIME, AND THOSE APPLICATIONS TOGETHER WITH THIS APPLICATION SHALL CONSTITUTE THE COMPLETE APPLICATION WHICH SHALL BE THE BASIS OF ANY QUOTATION WHICH MAY BE MADE.**

**THE UNDERSIGNED AUTHORIZED REPRESENTATIVE (CHAIRMAN, PRESIDENT, CEO, OR OTHER OFFICER ACCEPTABLE TO TRAVELERS) OF THE APPLICANT REPRESENTS, AFTER REASONABLE INQUIRY, THAT THE STATEMENTS AND REPRESENTATIONS SET FORTH HEREIN ARE TRUE AND ACCURATE. SIGNING OF THIS APPLICATION DOES NOT BIND THE APPLICANT TO ACCEPT, OR THE COMPANY TO ISSUE, ANY POLICY OF INSURANCE, BUT IT IS AGREED THAT ALL STATEMENTS, REPRESENTATIONS AND ATTACHMENTS FURNISHED TO THE COMPANY IN CONJUNCTION WITH THIS APPLICATION ARE HEREBY INCORPORATED BY REFERENCE INTO THIS APPLICATION AND MADE A PART HEREOF. ANY POLICY THAT THE COMPANY MAY ISSUE TO THE APPLICANT WOULD BE ISSUED IN RELIANCE UPON THE TRUTH OF ALL SUCH STATEMENTS, REPRESENTATIONS AND ATTACHMENTS AND SHALL BE THE BASIS OF, AND DEEMED ATTACHED TO AND INCORPORATED INTO, ANY POLICY THAT MAY BE ISSUED.**

THE COMPANY IS HEREBY AUTHORIZED TO MAKE ANY INVESTIGATION OR INQUIRY IN CONNECTION WITH THIS APPLICATION. THE UNDERSIGNED AUTHORIZED REPRESENTATIVE AGREES THAT IF THE INFORMATION SUPPLIED IN THIS APPLICATION CHANGES BETWEEN THE DATE OF THIS APPLICATION AND THE EFFECTIVE DATE OF ANY POLICY THAT THE COMPANY MAY ISSUE TO THE APPLICANT, THE UNDERSIGNED WILL IMMEDIATELY NOTIFY THE COMPANY OF SUCH CHANGES, AND THE COMPANY MAY WITHDRAW OR MODIFY ANY OUTSTANDING QUOTATIONS OR AUTHORIZATION OF ANY AGREEMENT TO BIND ANY SUCH POLICY OF INSURANCE.

THE SIGNING OF THIS APPLICATION DOES NOT BIND THE COMPANY TO OFFER, NOR THE APPLICANT TO PURCHASE, THE INSURANCE. IT IS AGREED THAT THIS APPLICATION, INCLUDING ANY MATERIAL SUBMITTED THEREWITH, SHALL BE THE BASIS OF THE INSURANCE AND SHALL BE, IN ALL STATES OTHER THAN NC AND UT, CONSIDERED PHYSICALLY ATTACHED TO AND PART OF THE POLICY, IF ISSUED. THE COMPANY 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  
(Chairman, President or CEO)

\_\_\_\_\_  
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**

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

\_\_\_\_\_  
Producer Signature

\_\_\_\_\_  
Producer Name (Printed)

\_\_\_\_\_  
Agency Name

\_\_\_\_\_  
Agency Code

\_\_\_\_\_  
License Number