TRAVELERS

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Private Company
Multi-Coverage Renewal Application

Travelers Casualty and Surety Company of America
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 INSUREDS 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.

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

A. COMMON SECTION

I. GENERAL INFORMATION

1. **Applicant** Information:

   Name of **Applicant**: _____

   Street Address: _____

   City, State, ZIP Code: _____

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. 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, impact on employee base and the surrounding circumstances.

III. EMPLOYEE INFORMATION

1. Total number of employees*: _____
2. Total number of employees* outside the U.S.? _____
3. Total number of locations: _____
4. Complete the following chart providing the number of Full Time and Part Time employees*, Volunteers and natural person Independent Contractors:

As of Date of Application		Previous 12 Months		As of Date of Application	
Full Time Employees	**Part Time Employees**	**Full Time Employees**	**Part Time Employees**	**Volunteers**	**Independent Contractors**

**Full and part time including leased, seasonal, and temporary employees*

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IV. FINANCIAL INFORMATION

1. Is the **Applicant** currently (or has it been in the past 24 months) in violation of, or has it received an amendment to any debt covenant? Yes ☐ No ☐
   If Yes, please attach an explanation.

*Note: Omit Question 2 if the **Applicant** is required to submit a separate financial statement as directed in the Required Attachments section.*

2. Complete the following chart providing the requested financial information:

Indicate the following as it relates to the Applicant's fiscal year end (FYE): *(Please indicate negative figures with "( )" or "-" as appropriate)*	**Most Recent FYE (Month/Year) (_____/_____)**	**Prior FYE (Month/Year) (_____/_____)**
Current Assets	$	$
Total Assets	$	$
Current Liabilities	$	$
Long Term Debt	$	$
Retained Earnings (Accumulated Deficit/Fund Deficit)	$	$
Net Equity/Net Assets (Deficit Equity)	$	$
Revenues	$	$
Net Income (Net Loss)	$	$

V. 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.

VI. REQUESTED INSURANCE TERMS

LIABILITY COVERAGES

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

Liability Coverage	**Expiring Limit (A)**	**Requested Limit (B)**	**Expiring Retention (C)**	**Requested Retention (D)**
Directors and Officers Liability	$	$	$	$
Employment Practices Liability	$	$	$	$
Fiduciary Liability	$	$	$	$

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 any higher limit 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 Liability Coverage(s) in the proposed policy that exceeds the amount of the Expiring Limit for such Liability Coverage(s) 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.*

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CRIME, KIDNAP AND RANSOM AND IDENTITY FRAUD EXPENSE REIMBURSEMENT COVERAGES

1. Does the **Applicant** desire any changes to the expiring policy limits of insurance or retentions? Yes ☐ No ☐
   If Yes, please indicate the desired changes in the tables below:

Crime Coverage	Requested Limit	Requested Retention
Fidelity: Employee Theft	$	$
Fidelity: ERISA Fidelity	$	$
Fidelity: Employee Theft of Client Property	$	$
Forgery or Alteration	$	$
On Premises (Money, Securities and Other Property)	$	$
In Transit (Money, Securities and Other Property)	$	$
Money Orders and Counterfeit Money	$	$
Computer Crime	$	$
Funds Transfer Fraud	$	$
Personal Accounts Protection	$	$
Claim Expense	$	$

Kidnap and Ransom Coverage Requested Limit	Requested Retention
$	$

Identity Fraud Expense Reimbursement Coverage Requested Limit				Requested Retention			
$ 1,000	☐	$10,000	☐	$ 0	☐	$250	☐
$ 5,000	☐	$25,000	☐	$100	☐		

B. DIRECTORS AND OFFICERS LIABILITY COVERAGE SECTION

I. ORGANIZATION INFORMATION

1. 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.
2. 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 ☐
3. Are there currently outstanding loans to any Director or Officer? Yes ☐ No ☐
   If Yes, please attach an explanation.

II. REQUIRED ATTACHMENTS – DIRECTORS AND OFFICERS LIABILITY

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, if limit requested is $2,000,000 or greater, or, **Applicant** has been in business less than 3 years
- Any Private Placement Memorandum or any documents filed with the Securities and Exchange Commission in the past year
- Interim financial statement for Development Stage companies

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C. EMPLOYMENT PRACTICES LIABILITY COVERAGE SECTION

I. EMPLOYEE INFORMATION

1. Complete the following chart providing the *maximum* number of employees at any one point during the previous 12 months for the following classifications (regardless of whether they are full or part time):

Leased	Temporary	Seasonal	Union

2. Complete the following chart providing employee information for the ***5 states or foreign countries*** with the greatest number of **Applicant** employees *(attach a separate sheet if necessary)*:

State or Foreign Country	Number of Employees

3. Complete the following chart providing employee turnover figures for each of the last 3 years:

Number of Terminations	Year - 20____	Year - 20____	Year - 20____
Voluntary			
Involuntary (excluding layoffs/downsizing)			
Layoffs/Downsizing			

4. Within the past 24 months how many officers have been involuntarily terminated or laid off? _____

5. Prior to employee terminations does the **Applicant** consult with:

   a. Human Resources personnel? Yes ☐ No ☐

   b. An attorney with experience in employment law? Yes ☐ No ☐

II. HUMAN RESOURCES

1. During the past 12 months, has the **Applicant** made amendments to any Human Resources policies or procedures or Employee Handbook? Yes ☐ No ☐
   If Yes, please provide copies of such policies or procedures or handbook.

   a. If Yes, were the changes reviewed by legal counsel? Yes ☐ No ☐

III. REQUIRED ATTACHMENTS – EMPLOYMENT PRACTICES LIABILITY

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*):

- If **Applicant** has 1,000 or more employees, most recent EEO-1 report and complete the Wage and Hour Supplemental Application
- If policy limit requested is $3,000,000 or greater, most recent annual financial statement
- If **Applicant** is a *contractor*, complete the Construction Supplemental Application
- If **Applicant** layoffs are either 10% of the workforce or more than 100 employees, complete the Downsizing Supplemental Application

D. FIDUCIARY LIABILITY COVERAGE SECTION

I. PLAN DATA

1. Premium to be paid by: Employer: ☐ Trust or Plan: ☐

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2. Complete the chart for all plans for which coverage is requested:

Full Plan Name	*Plan Type	Current Asset Value	Latest FYE Annual Contributions	Current # of Participants	**Plan Status
		$	$		
		$	$		
		$	$		
* Defined Benefit (DB) Defined Contributions (DC) ESOP (E) Self-Funded Welfare Benefit Plan (W) Other (O) – Attach Explanation					
** Active (A) Frozen (F) Sold (S) Terminated (T) – Include date of termination					

List any additional plans on a separate attachment.

II. PLAN UNDERWRITING QUESTIONS

1. Does any plan (a) not conform to the standards of eligibility, participation, vesting, blackout notification requirements and other provisions of ERISA or similar foreign law, or (b) hold employer securities or employer real property in violation of ERISA or in excess of ERISA limits? Yes ☐ No ☐
   If Yes, please attach an explanation.
2. Has any plan (a) been the subject of an investigation by the DOL, IRS, or any similar foreign agency; (b) had its tax exempt status withdrawn or threatened to be withdrawn by the IRS; (c) filed for an exemption from a prohibited transaction; or (d) received an adverse opinion as to its financial condition by an independent public accountant? Yes ☐ No ☐
   If Yes, please attach an explanation.
3. If any plan is a defined benefit plan, has such plan (a) experienced an event reportable to the PBGC; (b) not been certified by an actuary to be adequately funded in accordance with ERISA's minimum funding standard; or (c) been converted into a cash balance plan or is any such conversion expected in the next 12 months?
   If there are no defined benefit plans, please check "N/A". N/A ☐ Yes ☐ No ☐
   If Yes, please attach an explanation.
4. Has any plan (a) been amended within the last 12 months in a way that will result in the reduction of benefits or are any such amendments anticipated within the next 12 months; or (b) been merged with another plan, terminated or sold within the past 2 years or is any such merger, termination or sale anticipated in the next 12 months? Yes ☐ No ☐
   If Yes, please attach an explanation detailing the implementation, disclosure and any relevant blackout periods.
5. Are there any outstanding or delinquent plan contributions or plan loans, leases or debt obligations that are in default or classified as uncollectible? Yes ☐ No ☐
   If Yes, please attach an explanation.
6. Please provide the name(s) of firm(s) providing the following services:

CPA	Attorney	Actuary	Investment Advisor

III. REQUIRED ATTACHMENTS – FIDUCIARY LIABILITY

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*):

- Sponsor financial statement if **Applicant** maintains a defined benefit, self-funded welfare plan, or an Employee Stock Ownership Plan (ESOP)
- Plan financial statements for defined benefit plans and self insured welfare plans, if limit requested is greater than $1,000,000
- Plan financial statements for each defined contribution plan, if limit requested is greater than $5,000,000
- Employer Securities Supplemental Application, if any plan is an ESOP or if any other defined contribution plan invests in employer securities
- Most recent 5500 of all plans

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E. CRIME COVERAGE SECTION

I. PROPOSED ADDITIONAL INSUREDS (OTHER THAN APPLICANT)*

1. Complete the following table indicating all additional entities for which coverage is requested:

Name of Entity	Description of Operations and Relationship to Applicant

To enter more information, please attach a separate page or an organization chart.

***IMPORTANT NOTE: Receipt of this information does not constitute an agreement that coverage will be provided to the listed entities.**

II. EMPLOYEE/LOCATION/EXPOSURE INFORMATION

1. Number of locations outside the United States: _____
   Indicate domicile of each on a separate page.
2. Indicate the total amount of specified property *INSIDE* the premises for all locations combined:
   Cash $_____ Retail Checks** $_____ Credit Card Receipts $_____
3. Indicate the total amount of specified property being transported by a messenger *OUTSIDE* the premises for all locations combined:
   Cash $_____ Retail Checks** $_____ Credit Card Receipts $_____

** *Retail Checks are only those checks that are accepted as immediate payment for retail products or services.*

III. INTERNAL CONTROLS

1. Are owners active in the day to day oversight of business operations? Yes ☐ No ☐
2. Does someone other than the person responsible for reconciling bank accounts:
   Make deposits? Yes ☐ No ☐ Make withdrawals? Yes ☐ No ☐ Sign checks? Yes ☐ No ☐
3. Is countersignature of checks required? Yes ☐ No ☐
   If Yes, what is the dual signing limit? $_____
4. Is segregation of duties practiced in the following areas:
   Inventory management? Yes ☐ No ☐ Cash receipts? Yes ☐ No ☐
   Vendor approval? Yes ☐ No ☐ Oversight of blank check stock? Yes ☐ No ☐
   Purchase order approval and payment? Yes ☐ No ☐ Retail checks and credit card receipts? Yes ☐ No ☐
5. Is a physical count of inventory conducted at least annually? Yes ☐ No ☐
6. Are the duties of computer programmers and computer operators separated? Yes ☐ No ☐
7. Do you continue to perform any of the following *(check all that apply)*:
   Prior employment verification? Yes ☐ No ☐ Credit history? Yes ☐ No ☐ Drug Testing? Yes ☐ No ☐
   Education verification? Yes ☐ No ☐ Criminal history? Yes ☐ No ☐

IV. REQUIRED ATTACHMENTS - CRIME

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

- Most recent annual financial statement, for limit requests of $5,000,000 or greater
- CPA Management Letter, if prepared, as well as management's response thereto, for limit requests of $5,000,000 or greater

F. KIDNAP AND RANSOM COVERAGE SECTION

I. ORGANIZATION INFORMATION

1. Has the **Applicant** materially changed its operations (e.g., new products and services) in the past 12 months? Yes ☐ No ☐
   If Yes, please attach an explanation.

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2. Has the **Applicant** materially changed its safety procedures as respects employee travel outside the United States in the past 12 months? Yes ☐ No ☐
If Yes, please attach an explanation.

3. Does the **Applicant** own or operate, or know of any persons for whom it seeks coverage under this insurance that will work or travel on any ships, vessels, tugs, barges or rigs? Yes ☐ No ☐

II. FOREIGN EXPOSURE

1. Update the foreign travel (outside the United States and Canada) of the Directors, Officers and other employees for the past 12 months and anticipated in the next 12 months:

City and Country of Destination	# of Trips	# of Individuals	Average Length of Trips

To enter more information, please attach a separate page to the Application.

2. Update the permanent foreign location (outside the United States and Canada):

City and Country	# of Locations	Type of Operation (i.e. Sales, Manufacturing)	# of Employees

To enter more information, please attach a separate page to the Application.

G. IDENTITY FRAUD EXPENSE REIMBURSEMENT COVERAGE SECTION

I. CONTACT INFORMATION

Contact Name: _____

Email: _____ Phone: _____

H. 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.

I. 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.

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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.

J. 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 THE ATTACHED TRAVELERS NEW BUSINESS OR RENEWAL 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 THE COMPANY OF SUCH CHANGES, AND THE COMPANY MAY MODIFY OR WITHDRAW ANY OUTSTANDING QUOTATION. THE COMPANY IS AUTHORIZED TO MAKE INQUIRY IN CONNECTION WITH THIS APPLICATION.

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 (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 ☐

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

Producer Signature	Producer Name (Printed)	
Agency Name	Agency Code	License Number

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