



Private Company Directors and Officers Liability Small Business Coverage Application

IMPORTANT INSTRUCTIONS

This Application will only be accepted for Privately held commercial companies with:
- 250 or fewer employees; and

- \$100 million or less in assets and \$100 million or less in revenues

This Application will not be accepted for Public Companies, Non-Profits, Partnerships or Financial Institutions.

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.

I. APPLICANT INFORMATION

1. Name of Applicant:
Street Address: City:
State: ZIP Code: Year Applicant's business was established:

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

3. Total number of full time and part time employees (including leased, seasonal and temporary):

4. Does the Applicant have any subsidiaries or control any other entity or organization for which coverage is requested? Yes No
If Yes, please attach a description of operations, ownership, and tax status for each such entity.

5. Select Yes if either: (i) during the past 24 months the Applicant has experienced or (ii) during the next 12 months the Applicant anticipates:
a. Any actual or proposed merger, acquisition, or divestiture? Yes No
b. A private placement of securities? Yes No
c. Any branch location, facility, office, or subsidiary closings, consolidations, or layoffs? Yes No
d. Any violation of, or receipt of any amendment to, any debt covenant? Yes No
e. Any reorganization or arrangement with creditors under federal or state law? Yes No
If any of the questions 5. a.-e. above are answered Yes, please attach an explanation, including the timing, the essential terms of the event, the arrangement, the impact on employee base and the surrounding circumstances.

II. SHAREHOLDER INFORMATION

1. Is the Applicant 100% owned by a parent company? Yes No
If Yes, please identify parent company here: , then skip to question 5.

2. Is the Applicant 100% owned by the Directors and/or Officers? Yes No
If Yes, skip to question 5.

3. Complete the following chart:

Total Shares	Common	Preferred	Other
Authorized			
Outstanding			
Voting Shares Outstanding			
Voting Shares Owned by Directors and Officers (Direct and Beneficial)			
Number of Voting Shareholders			

If there are multiple classes of stock, please attach a list. The list should include: Number of Shareholders and Number of Shares Held in Each Stock Class.

4. List all shareholders that own greater than 5% of any class of security:

Shareholder	Class of Security	% Owned	Director or Officer?
		%	Yes <input type="checkbox"/> No <input type="checkbox"/>
		%	Yes <input type="checkbox"/> No <input type="checkbox"/>

If there are more Shareholders, please attach a list. The list should include: Shareholder Name, Class of Security (including voting and non-voting shares separately), % Owned and indicate if they are a Director or Officer.

5. Is any shareholder a trust that qualified as an Employee Stock Ownership Plan under ERISA or holds securities for the benefit of employees? Yes No

If Yes, please attach most recent stock valuation report.

6. Have there been any changes in the Board of Directors or Senior Management of the **Applicant** within the past 3 years for reasons other than death or retirement? Yes No

If Yes, please attach an explanation.

7. Are there currently outstanding loans to any Director or Officer? Yes No

If Yes, please attach an explanation.

III. FINANCIAL INFORMATION

Note: Omit question 1. below and attach the most recent annual financial statement if the limit requested is \$2,000,000 or greater, or the **Applicant** has been in business less than 3 years.

1. 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	\$	\$
Cash Flow from Operations	\$	\$
Net Income (Net Loss)	\$	\$

2. Scope of financial statement preparation:

Internal CPA Compilation CPA Review CPA Audit None

3. Has any auditor issued a "going concern" opinion for the **Applicant's** financial statements during the past 3 years? Yes No

If Yes, please attach an explanation.

IV. CURRENT INSURANCE INFORMATION/REQUESTED INSURANCE TERMS

Liability Coverage	(A) Requested Limit	(B) Coverage Currently Purchased?	(C) Expiring Limit	(D) Expiring Retention
Private Company Directors and Officers	\$	Yes <input type="checkbox"/> No <input type="checkbox"/>	\$	\$

Expiring insurer: _____ Expiring premium: \$ _____

Date coverage first purchased: _____ Requested effective date: _____

1. If Liability Coverage is currently purchased as indicated in Column (B) above, but has been in place for less than 3 years, please answer the following question:
As of the date the **Applicant** first purchased the Liability Coverage, 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 being made against them under the Liability Coverage for which the **Applicant** is applying? Yes No
If Yes, please attach an explanation.

2. If Liability Coverage is not currently purchased as indicated in Column (B) above, please answer the following question:
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 for which the **Applicant** is applying? Yes No
If Yes, please attach an explanation.

3. If the Requested Limit in Column (A) exceeds the Expiring Limit in Column (C), please answer the following question:
Solely with respect to any higher limits requested or that may ultimately be issued for the proposed insurance, 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 for which the **Applicant** is applying? Yes No
If Yes, please attach an explanation.

*With respect to the information required to be disclosed in response to the questions above, 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.*

V. LOSS INFORMATION

Has any person or entity proposed for this insurance been a party to any securities claims, criminal actions, administrative or regulatory proceedings, charges, hearings, demands or lawsuits during the past 3 years including but not limited to, security holder, creditor, antitrust, fair trade law, copyright or patent litigation, whether or not insured? Yes No
If Yes, please attach a full explanation, including date, description, defense expenses and damages paid, status, whether there was insurance and any procedures implemented to avoid further claims.

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 and list of Directors and Officers, if limit requested is \$2,000,000 or greater, or, if **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

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 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.

IX. SIGNATURE SECTION

THE UNDERSIGNED AUTHORIZED REPRESENTATIVE (PRESIDENT, CEO, 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.

REPRODUCED SIGNATURES, INCLUDING PHOTOCOPIES, WILL BE TREATED AS ORIGINAL.

Signature* of **Applicant's** Authorized Representative
(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

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

Producer Signature

Producer Name (Printed)

Agency Name

Agency Code

License Number