# Chubb Financial Institutions

# Executive Liability Insurance Application

If coverage is desired for more than one institution, a separate Application must be completed for each.

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| --- |
| Name of Institution:  |
| Street Address:  |
| City: | Province: | Postal Code: |
| Phone: | Fax: | Web Site: http:// |

|  |  |
| --- | --- |
|  | Officer designated, as agent of the Institution and of all insured Directors and Officers (D&O), to receive any and all notices from the Insurer or their authorized representatives concerning this insurance: |
|  |  |  |  |
|  | Name of Officer |  | Title of Officer |
|  | This company has continuously been in business since: |  |
|  | a) Province of Incorporation: |  |
|  | b) Nature of operations of the Company: |  |
|  | Deposits of subsidiaries are insured since: |  |
|  |  | by: [ ]  FDIC [ ]  FSLIC [ ]  Other: Specify:  |
|  | Type of ownership: Stock [ ]  Mutual [ ]  |  |
|  | If Stock, complete the following information regarding common stock: |
|  | 1. Total Number of shareholders:
 |  |
|  | 1. Total Number of shares outstanding:
 |  |
|  | 1. Total Number of shares owned directly or beneficially by Directors and Officers:
 |  |
|  | 1. Names and percent owned of any shareholders holding directly or beneficially 10% or more of the common stock: (If none, indicate so.)
 |  |
|  | Name of Shareholder: | % Owned: |
|  |  | **%** |
|  |  | **%** |
|  |  | **%** |
|  |  | **%** |
|  | 1. Has there been a change in controlling ownership (10% or more) in the last 5 years?
 | [ ]  Yes [ ]  No |
|  | If yes, please provide details:  |  |
|  | 1. Are there any negotiations now pending for the sale of stock in this Company in excess of 10% of the total stock outstanding?
 | [ ]  Yes [ ]  No |
|  | If yes, please provide details:  |  |
|  | 1. Are there any other securities which are convertible to common stock?
 | [ ]  Yes [ ]  No |
|  | If yes, please provide details:  |  |
|  | Has this Company or any Subsidiary been involved in any actual or proposed merger, acquisition or divestment in the last 5 years? | [ ]  Yes [ ]  No |
|  | If yes, provide details:  |  |
|  | 1. Have any plans for merger, acquisition, consolidation or divestiture been currently approved by the Board of Directors?
 | [ ]  Yes [ ]  No |
|  | 1. If yes, have such plans been submitted to the shareholders for approval?
 | [ ]  Yes [ ]  No |
|  | Please provide details of current status of such plans: (Attach separate sheet if necessary.)      |  |
|  | c) Does the Company or any Subsidiary anticipate any new public offering of securities or registration of securities under the Securities Act of 1933 of the United States of America or qualification of securities under Regulation A or any other similar Federal, State, or Municipal Regulation or pursuant to the Ontario Securities Act or any similar legislation in any Canadian Province within the next year? Has any regulatory agency denied or indicated that they would deny any contemplated merger, acquisition or divestment during the last Policy Period? | [ ]  Yes [ ]  No |
|  | If yes, please provide details and submit prospectus:  |  |
|  | Has any regulatory agency denied or indicated that they would deny any contemplated merger, acquisition or divestment in the last 5 years? | [ ]  Yes [ ]  No |
|  | If yes, please provide details:  |  |
|  | Provide the following information (using the most recent year-end figures) on Page \_\_\_ for all Subsidiaries, including Subsidiaries of Subsidiaries: (If none, please indicate.)  |  |
|  | a. Name b. Date created or acquiredc. State of Incorporationd. Percent of ownership e. Nature of business f. Domestic or foreign g. Name of parent institutionh. Total Revenuesi. Total Assetsj. Net Income  |  |
|  | *It is agreed that coverage is not provided for Subsidiaries unless listed above or on the Subsidiary Information form or by an attachment hereto providing similar information.*  |  |
|  | k. Is coverage to include all Subsidiaries listed on the Subsidiary Information Form? | [ ]  Yes [ ]  No |
|  | If no, please specify which Subsidiaries are not to be included:       |  |
|  | Provide the following information for the Company and Subsidiaries: |  |
|  | 1. Number of Directors:
 |  |
|  | 1. Number of Officers:
 |  |
|  | Is the Company or any of its Subsidiaries currently offering or planning to offer any of the following services: |  |
|  | Actuarial services? | [ ]  Yes [ ]  No |
|  | Appraisal services? | [ ]  Yes [ ]  No |
|  | Data processing services? | [ ]  Yes [ ]  No |
|  | Discount brokerage services? | [ ]  Yes [ ]  No |
|  | Insurance agent/agency? | [ ]  Yes [ ]  No |
|  | Investment advisor/counsellor? | [ ]  Yes [ ]  No |
|  | Real estate agent/agency? | [ ]  Yes [ ]  No |
|  | Real estate investment trust advisory services? | [ ]  Yes [ ]  No |
|  | Security broker/dealer? | [ ]  Yes [ ]  No |
|  | Travel agent/agency? | [ ]  Yes [ ]  No |
|  | Underwriting of securities? | [ ]  Yes [ ]  No |
|  | Attach a list of names and principal business affiliations, including directorships of financial institutions, for all Directors and Senior Officers proposed for this insurance.  |
|  | *It is agreed that coverage is not provided under this Policy for outside position listed in conjunction with the above question.*  |
|  | 1. Have there been any changes in senior management during the last 5 years?
 | [ ]  Yes [ ]  No |
|  | If yes, please provide details:  |  |
|  | 1. During the last 5 years, has the Company changed the certified public Accounting firm that prepares its independent audited financial statements?
 | [ ]  Yes [ ]  No |
|  | If yes, please specify the time of the change and the reasons for making the change: |  |
|  | Have there been, during the last 5 years, or are there now pending, any suits, claims or proceedings against this Company or Subsidiaries? | [ ]  Yes [ ]  No |
|  | If yes, please provide details:  |  |
|  | Have there been, during the last 5 years, or are there now pending, any suits, claims or proceedings against the any person proposed for this insurance in their capacity as either Director, Office or employee of this Company or its Subsidiaries? | [ ]  Yes [ ]  No |
|  | If yes, please attach supplemental claim or incident information form(s):  |  |
|  | *Pertaining to Questions 14 and 15, it is agreed that any claim arising from such suits, claims or proceedings is excluded from the proposed coverage.*  |  |
|  | Is the undersigned, or any Director or Officer proposed for this insurance aware of any fact, circumstance, situation or wrongful act involving the Company, its Subsidiaries or the Directors or Officers of the Company or its Subsidiaries which he has reason to believe might result in any future claim which would fall within the scope of the proposed insurance? | [ ]  Yes [ ]  No |
|  | If yes, please provide details:  |  |
|  | *Pertaining to Question 16, it is agreed that if the undersigned or any Director or Officer proposed for this insurance is aware of any such fact, circumstance, situation or wrongful act, any claim arising therefrom shall be excluded from coverage under the proposed insurance.*  |  |
|  | Has the Company, its Subsidiaries or its Directors and Officers been involved in, or have any knowledge of any fact or circumstance involving the following which may give rise to a claim under the proposed Policy? |  |
|  | 1. Any antitrust, copyright or patent litigation?
 | [ ]  Yes [ ]  No |
|  | 1. Any civil or criminal action or administrative proceeding involving a violation of any federal, provincial or state security law regulation?
 | [ ]  Yes [ ]  No |
|  | 1. Any civil or criminal action or administrative proceeding involving a violation of any federal, provincial or antitrust of Fair Trade Law?
 | [ ]  Yes [ ]  No |
|  | 1. Any representative actions, class actions, or derivative suits?
 | [ ]  Yes [ ]  No |
|  | If any of the above are answered yes, please attach full details on a separate sheet.  |  |
|  | *Pertaining to Question 17, it is agreed that if the undersigned or any Director or Officer proposed for this insurance has any knowledge of any such fact or circumstance, any claim arising therefrom shall be excluded from coverage under the proposed insurance.* |  |
|  | 1. Are there any outstanding loans to any Directors or Officers of the Company or of any Subsidiary?
 | [ ]  Yes [ ]  No |
|  | 1. Are there any outstanding loans to any corporations or partnerships in which a Director or Officer of the Company or its Subsidiaries owns or controls more than 10% interest?
 | [ ]  Yes [ ]  No |
|  | If Question 18 a) or 18 b) is answered yes, please provide separate schedule of such loans with the following information: |  |
|  | i) Name of Borrowerii) Type of loan iii) Whether secured or unsecurediv) Outstanding balance v) Final due date vi) Amount past due  |  |
|  | During the last two years, have any Directors or Officers been alerted to any of the following conditions relating to the Company or any Subsidiary? | [ ]  Yes [ ]  No |
|  | 1. Concentration of credits which warrant reduction or correction?
 | [ ]  Yes [ ]  No |
|  | 1. Extensions of credit which exceed the legal lending limit?
 | [ ]  Yes [ ]  No |
|  | 1. Assets subject to criticism by any regulatory authority as substandard, doubtful, loss, or as other assets especially mentioned, the total of which exceed 25% of capital?
 | [ ]  Yes [ ]  No |
|  | 1. Problems involving extensions or credit to Directors, Officers or Corporations controlled by Directors or Officers?
 | [ ]  Yes [ ]  No |
|  | 1. Violations of laws and regulations?
 | [ ]  Yes [ ]  No |
|  | 1. Conflict of interest transactions?
 | [ ]  Yes [ ]  No |
|  | If any of the above are answered yes, please provide details by attachment with current status.  |  |
|  | Provide the dates of the last three regulatory examinations along with the name of the examining agency for the Company and each Subsidiary. |  |
|  | Have all recommendations or criticisms of the last examination been compiled with as respects the Company and its Subsidiaries? | [ ]  Yes [ ]  No |
|  | If no, please attach a separate sheet and explain.  |  |
|  | Has the Company or any Subsidiary received a cease and desist order from any regulatory agency or entered into any other type of written agreement with a regulatory agency concerning the operation of the Company or its Subsidiaries? | [ ]  Yes [ ]  No |
|  | If yes, please provide details:  |  |
|  | Provide the following information: |
|  | 1. Blanket Bond
 | Limit: $ | Deductible: $ |
|  |  | Expiration date: dd/mm/yyyy |  |
|  |  | Insurer:  |  |
|  | 1. Trust Dep. E&O (Surcharge Liability):
 | Limit: $ | Retention:  |
|  |  | Expiration date: dd/mm/yyyy |  |
|  |  | Insurer:  |  |
|  | 1. General Liability Insurance:
 | Limit: $ | Deductible: $ |
|  |  | Expiration date: dd/mm/yyyy |  |
|  |  | Insurer:  |  |
|  | *It is represented and agreed that above coverages in current amounts will be maintained by the Company and its Subsidiaries during the Policy Period of the proposed insurance and that the Insurer is relying upon such representation when issuing a policy.* |
|  | During the last five years, has the Company or any Subsidiary made any claim in excess of $25,000 under its Blanket Bond? | [ ]  Yes [ ]  No |
|  | If yes, please provide details: |  |
|  | How often are Board of Directors meetings held?  |  |
|  | List the Board of Directors committees which are in existence and indicate the frequency of the meetings: |
|  | Board of Directors Committee | Frequency of Meetings |  |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
|  | Indicate the areas in which formal written policies/procedures have been implemented by the Board of Directors to address the following:  |
|  | [ ]  Asset-Management Policy  | [ ]  Merger and Tender Offers  |  |
|  | [ ]  Audit Policy  | [ ]  Operation Procedures |  |
|  | [ ]  Conflicts of Interest Policy  | [ ]  Personnel Policy  |  |
|  | [ ]  Duties of Directors and Officers | [ ]  Risk Management Policy  |  |
|  | [ ]  Investment Policy  | [ ]  Selection Process of New Directors  |  |
|  | [ ]  Loan Policy  |  |  |
|  | How often does the Board of Directors regularly review the following: |  |
|  | Financial statements of the Institution? |  |
|  | Investment activities (purchase, sales, gains and losses)? |  |
|  | Insurance coverages? |  |
|  | Changes in lending policy? |  |
|  | Loan delinquencies? |  |
|  | Charged off loans? |  |
|  | Significant overdrafts? |  |
|  | Threatened or actual litigation? |  |
|  | Trust Department: |  |
|  | 1. Approximate trust assets:
 | **$** |
|  | Market value: | **$** | Number of accounts:       |
|  | 1. Approximate assets of plans subject to ERISA:
 | **$** |  |
|  | Market value: | **$** | Number of accounts:       |
|  | 1. Number of Trust Officers:
 |  |  |
|  | Previous Directors’ and Officers’ Liability Insurance (answer each item): |
|  | 1. Carrier:
 |       |
|  | 1. Premium:
 | $      |
|  | 1. Limit:
 | $      |
|  | 1. Retention:
 | $      |
|  | 1. Policy Period from:
 |       to:       |
|  | Has any claim been made under any prior or current Director’s and Officers’ Liability Policy or similar insurance or has notice been given to any insurer providing such coverage? | [ ]  Yes [ ]  No |
|  | Has any carrier refused or cancelled D&O coverage? | [ ]  Yes [ ]  No |
|  | One of each of the following documents is to be attached and made a part of this Application (where applicable): |
|  | * Latest audited Annual Financial Statements.
 |
|  | * Latest CPA Management letter and response.
 |
|  | * Latest annual report to Stockholders.
 |
|  | * All subsequent quarterly reports to stockholders.
 |
|  | * Notice to stockholders and Proxy Statement for both the last and next scheduled meetings.
 |
|  | * Most recent SEC Form 10K filing.
 |
|  | * All subsequent 10Q and 8K filings.
 |
|  | * All registration statements of securities made in the last year.
 |
|  | In addition to the above documents, please attach a copy of each of the following documents which will also be made a part of this Application: |
|  | **Commercial Banks and Saving Banks:** |
|  | * Most recent Uniform Bank Performance Report (UBPR)
 |
|  | * Most recent Quarterly Call Report including Statement of Condition and income for each Bank Subsidiary.
 |
|  | **Savings and Loans Associations:** |
|  | * Latest annual FHLBB Report for each savings and loans association.
 |
|  | * All subsequent Quarterly FHLBB Report for each savings and loans association.
 |
|  | * Latest Monthly FHLBB Report for each savings and loans association.
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| False Information |

Any person who, knowingly and with the intent to defraud any insurance company or other person, files an application for insurance containing any false information, or conceals, for the purpose of misleading, information concerning any fact material thereto, commits a fraudulent insurance act, which is a crime.

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| Declaration and Signatures |

The undersigned persons declare that to the best of their knowledge the statements set forth herein are true and complete and that reasonable efforts have been made to obtain sufficient information from each and every Director or Officer proposed for this insurance to facilitate the proper and accurate completion of this Application. The undersigned further agree that, if between the date of the Application and the effective date of this Policy, (1) any material change in the condition of the Institution is discovered or (2) there is any material change in the answers to the questions contained herein, either of which would render this Application inaccurate or incomplete, notice of such change will be reported in writing to the Insurer immediately and if necessary any outstanding quotation may be modified or withdrawn.

The signing of this Application does not bind the undersigned to purchase the insurance, but it is agreed by the Institution and all persons proposed for this insurance that the particulars and statements contained in this Application and the attachments and materials submitted with this Application (which shall be retained on file by the Insurer and shall be deemed attached to the Policy, if insurance is provided, as if physically attached thereto) are true and complete and will be the basis of the Policy and will be considered as incorporated in and constituting a part of the Policy. It is further agreed by the Institution and all persons proposed for this insurance that such particulars and statements are material to the decision to provide this insurance and that any Policy will be issued in reliance upon the truth of such particulars and statements. All such particulars and statements shall be deemed to be made by each and every one of the persons proposed for this insurance, provided that, except for any misstatements or omissions of which the signers of this Application are aware, any misstatements or omission in this Application, or the attachments and materials submitted with it, concerning any matter which any person proposed for this insurance has reason to suppose might afford grounds for a future claim against him shall not be imputed, for purposes of any rescission of the Policy, to any other persons proposed for this insurance who are not aware of the omission or the falsity of the statement.

|  |  |
| --- | --- |
|  |  |
|  | Company |
|  |  |

|  |  |
| --- | --- |
| dd/mm/yyyy |  |
| Date | Signature of Chief Executive Officer(or other Senior Officer if the Chief Executive Officer is also the Chairman, Board Of Directors) |
| dd/mm/yyyy |  |
| Date | Signature of Chairman, Board of Directors |

A policy cannot be issued unless the Application is properly signed and dated by the Chief Executive Officer (or other Senior Officer if the Chief Executive Officer is also the Chairman, Board Of Directors) and the Chairman, Board Of Directors.

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| Submitted by: |
| Agency/Brokerage: \_\_\_\_\_  |
| Phone:  | \_\_\_\_\_ | Fax: |  \_\_\_\_\_ |
| E-mail: \_\_\_\_\_  |

NOTE: This application Form and all exhibits shall be treated in strictest confidence

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| Subsidiary Information Form |
| **Financial Information for most recent Year-End (in millions)** |
| Name of Subsidiary | Date created/ Acquired | Province of Incorporation | Percent of ownership | Nature of Business | Domestic or Foreign | Name of Parent Institution |  | Total Revenues |  | Total Assets | Net Income |
| \_\_\_\_\_ | dd/mm/yyyy | \_\_\_\_\_ | \_\_\_\_\_% | \_\_\_\_\_ | \_\_\_\_\_ | \_\_\_\_\_ | $ | \_\_\_\_\_ | $ | \_\_\_\_\_ | $\_\_\_\_\_ |
| \_\_\_\_\_ | dd/mm/yyyy | \_\_\_\_\_ | \_\_\_\_\_% | \_\_\_\_\_ | \_\_\_\_\_ | \_\_\_\_\_ | $ | \_\_\_\_\_ | $ | \_\_\_\_\_ | $\_\_\_\_\_ |
| \_\_\_\_\_ | dd/mm/yyyy | \_\_\_\_\_ | \_\_\_\_\_% | \_\_\_\_\_ | \_\_\_\_\_ | \_\_\_\_\_ | $ | \_\_\_\_\_ | $ | \_\_\_\_\_ | $\_\_\_\_\_ |
| \_\_\_\_\_ | dd/mm/yyyy | \_\_\_\_\_ | \_\_\_\_\_% | \_\_\_\_\_ | \_\_\_\_\_ | \_\_\_\_\_ | $ | \_\_\_\_\_ | $ | \_\_\_\_\_ | $\_\_\_\_\_ |
| \_\_\_\_\_ | dd/mm/yyyy | \_\_\_\_\_ | \_\_\_\_\_% | \_\_\_\_\_ | \_\_\_\_\_ | \_\_\_\_\_ | $ | \_\_\_\_\_ | $ | \_\_\_\_\_ | $\_\_\_\_\_ |
| \_\_\_\_\_ | dd/mm/yyyy | \_\_\_\_\_ | \_\_\_\_\_% | \_\_\_\_\_ | \_\_\_\_\_ | \_\_\_\_\_ | $ | \_\_\_\_\_ | $ | \_\_\_\_\_ | $\_\_\_\_\_ |
| \_\_\_\_\_ | dd/mm/yyyy | \_\_\_\_\_ | \_\_\_\_\_% | \_\_\_\_\_ | \_\_\_\_\_ | \_\_\_\_\_ | $ | \_\_\_\_\_ | $ | \_\_\_\_\_ | $\_\_\_\_\_ |
| \_\_\_\_\_ | dd/mm/yyyy | \_\_\_\_\_ | \_\_\_\_\_% | \_\_\_\_\_ | \_\_\_\_\_ | \_\_\_\_\_ | $ | \_\_\_\_\_ | $ | \_\_\_\_\_ | $\_\_\_\_\_ |
| \_\_\_\_\_ | dd/mm/yyyy | \_\_\_\_\_ | \_\_\_\_\_% | \_\_\_\_\_ | \_\_\_\_\_ | \_\_\_\_\_ | $ | \_\_\_\_\_ | $ | \_\_\_\_\_ | $\_\_\_\_\_ |
| \_\_\_\_\_ | dd/mm/yyyy | \_\_\_\_\_ | \_\_\_\_\_% | \_\_\_\_\_ | \_\_\_\_\_ | \_\_\_\_\_ | $ | \_\_\_\_\_ | $ | \_\_\_\_\_ | $\_\_\_\_\_ |
| \_\_\_\_\_ | dd/mm/yyyy | \_\_\_\_\_ | \_\_\_\_\_% | \_\_\_\_\_ | \_\_\_\_\_ | \_\_\_\_\_ | $ | \_\_\_\_\_ | $ | \_\_\_\_\_ | $\_\_\_\_\_ |
| \_\_\_\_\_ | dd/mm/yyyy | \_\_\_\_\_ | \_\_\_\_\_% | \_\_\_\_\_ | \_\_\_\_\_ | \_\_\_\_\_ | $ | \_\_\_\_\_ | $ | \_\_\_\_\_ | $\_\_\_\_\_ |

**This information is attached to and forms part of the Renewal Application for Financial Institutions Executive Liability Insurance.**