

FDIC #: _____

DATE: _____

*To be able to save this form after the fields are filled in, you will need to have Adobe Reader 9 or later. If you do not have version 9 or later, please download the free tool at: <http://get.adobe.com/reader/>.

Fiduciary & Employee Benefits Liability Application

THE LIABILITY POLICY THAT MAY BE ISSUED BASED UPON THIS APPLICATION PROVIDES CLAIMS MADE COVERAGE WRITTEN ON A NO DUTY TO DEFEND BASIS. DEFENSE COSTS ARE INCLUDED WITHIN THE LIMIT OF LIABILITY AND REDUCE THE LIMIT OF LIABILITY AVAILABLE TO PAY SETTLEMENTS AND JUDGMENTS. PLEASE READ THE POLICY CAREFULLY.

General Information

Applicant (Parent Company): _____ FDIC #: _____
 Address: _____ City: _____ State: _____ Zip Code: _____
 P.O. Box: _____ City: _____ State: _____ Zip Code: _____
 Telephone: _____ Website: _____

Representative authorized to receive notices on behalf of the applicant and all subsidiaries:

Name: _____ Title: _____ Email: _____

For purposes of this Application for coverage, "Applicant" means the Parent Company and any Subsidiary listed below, including any limited liability companies and joint ventures for which coverage is desired.

Current Coverage (New Applicants only)

Type of coverage:	Carrier	Limit	Indicate if Separate Limit	Retention	Premium	Expiration
Fiduciary Liability:	_____	\$ _____	☐	\$ _____	\$ _____	_____

Corporate Structure

- Applicant is a: ☐ Commercial Bank ☐ Savings Bank ☐ Savings & Loan/Thrift
☐ Bank Holding Company ☐ Multi-bank Holding Company ☐ Other (specify): _____
- Stock is: ☐ Privately Held ☐ Publicly Traded ☐ Not Applicable (Mutual Association)
- If Parent Company or any Subsidiary is a Mutual Association, are there any plans to convert to stock ownership? **If yes, attach details.** ☐ Yes ☐ No
- Total shares outstanding: _____ Ticker Symbol (if applicable): _____
- Number of shareholders: _____ Number of shares owned directly or beneficially by D&Os: _____
- Does any shareholder own 5% or more of common stock (including debentures convertible to common stock, which if exercised, would result in a controlling interest)?
If yes, attach details including names and percentages owned. ☐ Yes ☐ No
- During the past 5 years, has the Applicant been involved in any actual or proposed merger, acquisition or stock divestment? **If yes, attach details.** ☐ Yes ☐ No
- During the past 5 years, has there been any changes in controlling ownership of 10% or more of the Applicant's stock, or are there any negotiations pending to sell 10% or more of the Applicant's stock?
If yes, attach details. ☐ Yes ☐ No
- Has the Applicant conducted a private or public securities offering during the past 12 months or is such an offering contemplated within the next 12 months? **If yes, attach details including the Prospectus or Private Placement Memorandum.** ☐ Yes ☐ No
- Number of:
 Full & Part-time Employees: _____ Branch Locations (including Main Office): _____
 Off-Premise Automated Teller Machines (ATMs): _____ Foreign Branch Locations: _____

11. List all subsidiaries (including limited liability companies and joint ventures) here or by attachment.

Subsidiary	Parent	Date established	% Owned	Nature of Business
			%	
			%	
			%	

It is understood and agreed that coverage will not be provided for any Subsidiary, limited liability company or joint venture unless listed above and expressly agreed to by the Insurer.

Management / Oversight

1. During the past 5 years:
- a) have there been any changes in Chairman of the Board, President, Chief Financial Officer, Chief Operations Officer or Chief Lending Officer? ☐ Yes ☐ No
 - b) were there any loans to Directors or Officers or any of their affiliates criticized, classified or 90 days past due? ☐ Yes ☐ No
 - c) has any Director or Officer been charged with or convicted of any criminal act or been the subject of a criminal investigation? ☐ Yes ☐ No

If any answer is yes, attach details.

2. External audit is: ☐ Full-scope ☐ Directors-scope ☐ Not Performed
3. The external audit is performed: ☐ Annually ☐ Every other year ☐ Other ☐ Not Applicable
4. Were all weaknesses identified in the most recent Management letter addressed by the Board of Directors? ☐ Not Applicable ☐ Yes ☐ No
5. Does the Applicant have a continuous internal audit by an internal auditor who reports directly to the Board of Directors? ☐ Yes ☐ No
6. For each depository institution applying for coverage, please provide the following:
- a) Last Regulatory Examination Date: _____ Regulatory Agency: _____
 - b) Current level of internally classified assets: Substandard: \$ _____ Doubtful: \$ _____ Loss: \$ _____
 - c) Have all criticisms or comments cited as of the most recent regulatory examination, internal audit and external audit been addressed by the Board of Directors? ☐ Yes ☐ No
 - d) During the past 3 years, has the Applicant or any Subsidiary been or, to the best of your knowledge do you anticipate that the Applicant or any Subsidiary will be placed under a Cease and Desist Order, Formal Written Agreement, Consent Order, Supervisory Agreement, Memorandum of Understanding or similar regulatory agreement? ☐ Yes ☐ No
 - e) Were adversely classified assets (sum of substandard, doubtful and loss) from the most recent regulatory exam in excess of 40% of capital? ☐ Yes ☐ No
 - f) During the past 3 years, has the Applicant been alerted to any:
 - i. Concentration of credit that warranted a reduction or correction? ☐ Yes ☐ No
 - ii. Legal lending limit violations? ☐ Yes ☐ No
 - iii. Violations of law cited as a result of a regulatory examination? ☐ Yes ☐ No

If any answers to question 6(a) to 6(f) are yes, attach details, including copy of regulatory order(s) and most recent response.

Scope of Business Activities

Complete the "Professional Services Supplemental Application", if coverage is desired for any business activity listed below.

1. Professional Services:
- Indicate if the Applicant offers or plans to offer any of the following (check all that apply):
- | | <u>Offers or Plans to Offer</u> |
|---|---------------------------------|
| a) Data Processing Services (for others) | ☐ |
| b) Insurance Agent/Agency Services | ☐ |
| c) Investment Advisor/Financial Planning (outside Trust Department) | ☐ |
| d) Real Estate Services (appraisal services, property management, title abstracter services and title agent services) | ☐ |

1. Professional Services (continued):

Indicate if the Applicant offers or plans to offer any of the following (check all that apply):

Offers or Plans to Offer

- e) Security Broker/Dealer Services (purchase or sale of securities by a registered broker/dealer or discount brokerage services) ☐
- f) Trust Department Services ☐
- g) International Banking (including financing, import/export letters of credit, etc.) ☐
- h) Real Estate Investment Trust (REIT) ☐

It is understood and agreed that coverage will not be provided for any of the above Professional Services unless indicated above and expressly agreed to by the Insurer.

- 2.** Does the Applicant carry any errors and omissions insurance policies, for any of the above listed services? **If yes, attach a copy of policy.**

☐ Yes ☐ No

3. Lending Activities:

- a) Indicate the dollar amount of loan participations accepted from other originating financial institutions. ☐ Not Applicable \$ _____
- b) If the Applicant funds construction loans without firm takeout commitments, indicate the current dollar amount of portfolio. ☐ Not Applicable \$ _____
- c) Indicate the dollar amount of loans made outside the Applicant's defined trade territory. ☐ Not Applicable \$ _____
- d) If the Applicant services loans for other originating financial institutions, indicate the current dollar amount of the portfolio. ☐ Not Applicable \$ _____
- e) If the Applicant's lending activities encompass dealer floor planning, indicate dollar amount of portfolio. ☐ Not Applicable \$ _____
- f) If the Applicant sells loans with recourse, indicate current dollar amount of portfolio. ☐ Not Applicable \$ _____
- g) Does the Applicant operate a mortgage banking operation? **If yes, attach details.** ☐ Yes ☐ No
- h) Does the Applicant engage in sub-prime lending, "pay day" lending or any other lending activities that are considered to be a higher risk for class-action litigation? **If yes, attach details.** ☐ Yes ☐ No

Fiduciary & Employee Benefits Liability

Complete this section only if coverage is desired for Applicant's retirement and welfare benefit plans.

- 1.** Complete the following for all Plans:

Plan Name	Type of Plan* (see choices below)	Most Recent Asset Value	Year Established	Number of Participants
		\$		
		\$		
		\$		

* Plan Types: (a) ESOP; (b) 401k Plan; (c) Profit Sharing Plan and Defined Benefit (Pension) Plan; or (d) other

It is understood and agreed that coverage will not be provided for any Plan unless listed above and expressly agreed to by the Insurer.

- 2.** Does any Plan listed above have a funding deficiency? ☐ Yes ☐ No
- 3.** Is any Plan currently under examination or is any issue related to a Plan currently pending before the Internal Revenue Service, Department of Labor, the Pension Benefit Guaranty Corporation or any court? ☐ Yes ☐ No
- 4.** If the Applicant has an Employee Stock Ownership Plan (ESOP), indicate the percentage of company stock owned by the ESOP. % _____

New Applicants:

It is understood and agreed that any claim or potential claim arising from any prior unauthorized access or systems intrusion shall be excluded from coverage. It is further understood and agreed that if the Applicant has knowledge of any fact, circumstance or situation which could reasonably be expected to give rise to any claim for the coverage herein applied for, any such claim subsequently arising therefrom shall also be excluded from coverage.

Prior/Pending Litigation & Claims History (All Applicants)

1. Is the Applicant or any Subsidiary a defendant in any lawsuit which, if the allegations are proven, could materially affect the financial condition of the company? ☐ Yes ☐ No
2. **New Applicants only:**
- a) Have there been during the past 3 years, or is there now pending, any lawsuits, administrative charges or proceedings, written or oral demands for monetary damages or non-monetary relief, civil or criminal proceedings, formal civil administrative or regulatory proceedings, or arbitration proceeding, involving the Applicant, any Subsidiary or any past or present director, officer employee proposed for this insurance? ☐ Yes ☐ No
- b) Does the Applicant, any Subsidiary, any director or officer, or any other person proposed for this insurance have knowledge of any fact, circumstance or situation related to any coverage herein applied for which could reasonably be expected to give rise a future claim? ☐ Yes ☐ No

If Question 1 or Question 2 is yes, attach full details.

New Applicants:

It is understood and agreed that any claim arising from any prior or pending litigation or written or oral demand shall be excluded from coverage. It is further understood and agreed that if any fact, circumstance or situation which could reasonably be expected to give rise to a future claim exists, any claim or action subsequently arising therefrom shall also be excluded from coverage.

Renewal Applicants:

It is understood and agreed that if the undersigned or any insured has knowledge of any fact, circumstance or situation which could reasonably be expected to give rise to a future claim, then any increased limit of liability or coverage enhancement shall not apply to such fact, circumstance, or situation. In addition, any increased limit of liability or coverage enhancement shall not apply to any claim, fact, circumstance or situation for which the Insurer has already received notice.

Fraud Warning

Any person who knowingly and with intent to defraud any insurance company or another 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 may be a crime and may subject the person to criminal penalties.

ALABAMA, ARKANSAS, LOUISIANA, NEW JERSEY, NEW MEXICO, RHODE ISLAND, VIRGINIA and WEST VIRGINIA: Any person who knowingly presents a false or fraudulent claim for payment of a loss or benefit or knowingly presents false information in an Application for insurance is guilty of a crime. In Alabama, Arkansas, Louisiana, Rhode Island and West Virginia that person may be subject to fines, imprisonment or both. In New Mexico, that person may be subject to civil fines and criminal penalties. In Virginia, penalties may include imprisonment, fines and denial of insurance benefits.

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.

DISTRICT OF COLUMBIA, KENTUCKY 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 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. In District of Columbia, penalties include imprisonment and/or fines. In addition, the Insurer may deny insurance benefits if the Applicant provides false information materially related to a claim. In Pennsylvania, the person may also be subject to criminal and civil penalties.

FLORIDA and OKLAHOMA: Any person who knowingly and with intent to injure, defraud or deceive the Insurer, files a statement of claim or an Application containing any false, incomplete or misleading information is guilty of a felony. In Florida it is a felony to the third degree.

KANSAS: An act committed by any person who, knowingly and with intent to defraud, presents, causes to be presented or prepares with knowledge or belief that it will be presented to or by an Insurer, purported Insurer, broker or any agent thereof, any written statement as part of, or in support of, an application for the issuance of, or the rating of an insurance policy for personal or commercial insurance, or a claim for payment or other benefit pursuant to an insurance policy for personal or commercial insurance which such person knows to contain materially false information concerning any fact material thereto; or conceals, for the purpose of misleading, information concerning any fact material thereto is considered a crime.

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

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

OHIO: Any person who, with intent to defraud or knowing that he is facilitating a fraud against the Insurer, submits an Application or files a claim containing a false or deceptive statement is guilty of insurance fraud.

OREGON: Any person who knowingly presents a false or fraudulent claim for payment of a loss or benefit or 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.

TENNESSEE 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 may include imprisonment, fines and/or denial of insurance benefits.

Representation Statement

The undersigned declare that, to the best of their knowledge and belief, the statements in this Application, any prior Applications, any additional material submitted, and any publicly available information published or filed by or with a recognized source, agency or institution regarding business information for the Applicant for the 3 years prior to the Bond/Policy's inception [hereinafter called "Application"] are true, accurate and complete, and that reasonable efforts have been made to obtain sufficient information from each and every individual or entity proposed for this insurance. It is further agreed by the Applicant that the statements in this Application are their representations, they are material and that the Bond/Policy is issued in reliance upon the truth of such representations.

The signing of this Application does not bind the undersigned to purchase the insurance and accepting this Application does not bind the Insurer to complete the insurance or to issue any particular Bond/Policy. If a Bond/Policy is issued, it is understood and agreed that the Insurer relied upon this Application in issuing each such Bond/Policy and any Endorsements thereto. The undersigned further agrees that if the statements in this Application change before the effective date of any proposed Bond/Policy, which would render this Application inaccurate or incomplete, notice of such change will be reported in writing to the Insurer immediately.

Chief Executive Officer, President or Chairman of the Board:

Print Name: _____ Signature: _____

Title: _____ Date: _____

Chief Financial Officer or Equivalent Officer:

Print Name: _____ Signature: _____

Title: _____ Date: _____

A BOND/POLICY CANNOT BE ISSUED UNLESS THE APPLICATION IS SIGNED AND DATED BY TWO INDIVIDUALS

Agent Name: _____ License Number: _____

Agent Signature: _____

Please provide the following information with your submission:

- Current Declarations Page from the Applicant's Financial Institution Bond, D&O Policy, Bankers Professional Liability Policy, Trust Errors & Omissions Policy, Employment Practices Liability Policy and/or Kidnap & Ransom Policy, if such bond/policies are not currently written by Specialty Program Group.
- Most recent Annual Report or audited financial statements. If not applicable, attach a copy of the most recent Directors' Examination Report.
- Management Letter and Applicant's responses to any recommendations made therein.
- If applicable, most recent Form 10-K, 10-Q and any other Registration Statement filed with the SEC within the past 12 months.