



Westchester Surplus Lines Insurance Company
 Illinois Union Insurance Company



Retired Directors Assurance is underwritten by Retired Directors Underwriting Services, a Program Agent for the ACE Group of Companies, Illinois Union Insurance Company and Westchester Surplus Lines Insurance Company (the "Insurer"). All materials requested in this Application will be held and treated as confidential.

**RETIRED DIRECTORS ASSURANCE
 APPLICATION FOR PUBLIC COMPANY DIRECTORS**

NOTICE: THE POLICY FOR WHICH YOU ARE APPLYING IS A CLAIMS-MADE POLICY. THE POLICY COVERS ONLY CLAIMS FIRST MADE AGAINST THE INSURED AND REPORTED DURING THE POLICY PERIOD, SUBJECT TO THE POLICY PROVISIONS. THE POLICY PROVIDES THAT THE LIMIT OF LIABILITY AVAILABLE TO PAY JUDGMENTS OR SETTLEMENTS SHALL BE REDUCED BY AMOUNTS INCURRED FOR LEGAL DEFENSE.

I. APPLICANT

Name: _____

Address: _____

E-Mail: _____

II. DIRECTORSHIP

Company Served
 (hereinafter, the "Company"): _____

Address: _____

State of Incorporation: _____

Date First Elected to the Board: _____

Date of Retirement: _____

Please list all Board Committees on which you have served:

<u>Committee</u>	<u>Chairman</u>	<u>Dates Served</u>
_____	<input type="checkbox"/> Yes <input type="checkbox"/> No	_____
_____	<input type="checkbox"/> Yes <input type="checkbox"/> No	_____
_____	<input type="checkbox"/> Yes <input type="checkbox"/> No	_____

INSTRUCTIONS: The words "you", "your" and "Applicant" all refer to the Applicant named in I above. Terms appearing in capitalized letters are used with the same respective meanings as they have in the policy form. If your answer to any question in this Application requires additional space, please complete your answer on an attachment. This Application and its respective attachments and any other related information or documentation you provide, or indicate is available on a website, during the application process will be incorporated into and be considered part of the Application.

III. APPLICANT AND COMPANY INFORMATION

1. Do you now or have you ever served in any capacity with the Company other than as a Director? Yes No. If Yes, please describe. _____

2. Have you ever received any form of compensation or fee from the Company for any reason, other than for your service as a director or officer? Yes No If Yes, please indicate the amount and reason for such compensation or fee.

3. Have you ever had any relationship or been a party to any transaction with the Company that could create a potential conflict of interest? Yes No. If Yes, please provide details. _____

4. During your service with the Company, have the Independent Directors of the Company had reason to retain independent advisors or counsel? Yes No. If Yes, please provide details. _____

5. Whether or not such information has been publicly disclosed, please indicate your knowledge of the following:
 - a) During your service with the Company, has the Company changed or are they currently considering changing outside auditors? Yes No.

 - b) During your service with the Company, has the Company restated any of its financial statements or are they currently considering restating any of its financial statements? Yes No. If Yes, please provide details.

 - c) During your service with the Company, has the Company ever waived any portion of its Conflict of Interest or Ethics guidelines? Yes No.

 - d) Is the Company currently considering mergers, acquisitions or consolidations? Yes No. If Yes, please provide details.

 - e) Has the board ever conducted a review of the option granting practices of the Company? Yes No. If Yes, for what specific period of time? _____

If the answer to any of the subparts to Question 5 is Yes, please provide complete details.

6. During your service with the Company, has any insurance carrier refused, canceled or non-renewed any directors and officers liability or executive liability insurance coverage for the Company? Yes No. If Yes, attach details including when and reason(s).

Missouri residents are not required to answer Question 6.

7. Have you ever been charged with, or alleged to have committed, a violation of any federal, state or foreign securities law, rule or regulation, in any civil, criminal, administrative or regulatory action or proceeding,? Yes No. If Yes, please provide details.
8. Have you ever been charged with a violation of any law in any other criminal proceeding? Yes No. If Yes, please attach details.
9. Have you ever been named as a defendant in any representative actions, class actions, or derivative suits? Yes No. If Yes, please attach details.

(If any of the above questions 7 - 9 are answered Yes, attach details.)

10. Has there been or is there now pending any CLAIM(S) or actions against or investigation(s) of: (i) the Applicant; and/or (ii) the Company, or any director or officer of the Company? Yes No. If Yes, please provide details.
11. The Applicant has no knowledge or information of any act, error or omission which might give rise to a CLAIM under the proposed policy, except as follows: (Attach complete details.) If the Applicant has no such knowledge or information, state "None": _____.

It is agreed with respect to Questions 10 and 11 above, that if any such CLAIM, action, or investigation exists (whether known or not known by the Applicant), or if any such knowledge or information exists, then any and all such CLAIMS, actions, investigations, knowledge and information, and any and all CLAIMS, actions and investigations arising from any such CLAIMS, actions, investigations, knowledge, or information are excluded from the proposed coverage.

IV. INSURANCE INFORMATION

12. Limit of Liability requested: \$10,000,000 \$5,000,000 Other \$_____
13. Please list all of the Company's current D&O or Executive Liability insurance policies, whether written as primary or excess:

<u>Limits of Liability</u>	<u>Carrier</u>	<u>Policy Number</u>	<u>Expiration Date</u>

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14. Please provide copies of the following or indicate below if such information is available on the Company's website and provide the website address:

Requested Information	"Attached"	"Website"
(a) Most recent Annual Report and all documents filed with the Securities and Exchange Commission (SEC) (or similar state or foreign agency) within the last twelve months by the Company.	<input type="checkbox"/>	<input type="checkbox"/>
(b) Copy of the Company's corporate by-laws. In addition, please provide a copy of any indemnity agreement between the Applicant and the Company.	<input type="checkbox"/>	<input type="checkbox"/>
(c) Copy of the Company's most recent Proxy Statement.	<input type="checkbox"/>	<input type="checkbox"/>

THE UNDERSIGNED APPLICANT REPRESENTS THAT THE STATEMENTS SET FORTH IN THE APPLICATION AND ALL ATTACHMENTS THERETO, AND IN ALL MATERIALS SUBMITTED DURING THE APPLICATION PROCESS, ARE TRUE, AND THAT NO MATERIAL FACTS HAVE BEEN CONCEALED THEREIN. THE UNDERSIGNED APPLICANT AGREES THAT IF THE INFORMATION SUPPLIED ON THIS APPLICATION OR ATTACHEMENTS CHANGES BETWEEN THE DATE OF THIS APPLICATION AND THE EFFECTIVE DATE OF THE INSURANCE, HE/SHE (UNDERSIGNED) WILL IMMEDIATELY NOTIFY THE INSURER OF SUCH CHANGES, AND THE INSURER MAY WITHDRAW OR MODIFY ANY OUTSTANDING QUOTATIONS AND/OR AUTHORIZATIONS OR AGREEMENTS TO BIND THE INSURANCE. IT IS FURTHER UNDERSTOOD AND AGREED THAT IF ANY STATEMENT SET FORTH IN THE APPLICATION, ANY ATTACHMENT THERETO, OR IN ANY MATERIALS SUBMITTED DURING THE APPLICATION PROCESS THAT MATERIALLY AFFECTS EITHER THE ACCEPTANCE OF THE RISK OR HAZARD ASSUMED BY THE INSURER UNDER THE POLICY (IF ISSUED) IS KNOWN BY THE APPLICANT TO BE UNTRUE AS OF THE EFFECTIVE DATE OF THE INSURANCE, THEN ANY CLAIM ARISING OUT OF, BASED UPON, OR RELATED TO THE SUBJECT MATTER OF THE UNTRUE STATEMENT IS EXCLUDED FROM COVERAGE.

SIGNING OF THIS APPLICATION DOES NOT BIND THE APPLICANT OR THE INSURER TO COMPLETE THE INSURANCE, BUT IT IS AGREED THAT THIS APPLICATION SHALL BE THE BASIS OF THE CONTRACT SHOULD A POLICY BE ISSUED, AND IT WILL BE ATTACHED TO AND BECOME PART OF THE POLICY.

ALL WRITTEN STATEMENTS AND MATERIALS FURNISHED TO THE INSURER IN CONJUNCTION WITH THIS APPLICATION OR DURING THE APPLICATION PROCESS, REGARDLESS OF WHETHER SUCH DOCUMENTS ARE ATTACHED TO THE APPLICATION OR POLICY, ARE HEREBY INCORPORATED BY REFERENCE INTO THIS APPLICATION AND MADE A PART HEREOF.

THE UNDERSIGNED ACKNOWLEDGES THAT HE OR SHE IS AWARE THAT DEFENSE COSTS REDUCE AND MAY EXHAUST THE APPLICABLE LIMITS OF LIABILITY. THE INSURER IS NOT LIABLE FOR ANY LOSS (WHICH INCLUDES DEFENSE COSTS) IN EXCESS OF THE APPLICABLE LIMITS OF LIABILITY.

NOTICE TO APPLICANTS: 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 ACT, WHICH IS A CRIME AND MAY SUBJECT SUCH PERSON TO CRIMINAL AND CIVIL PENALTIES.

NOTICE TO ARKANSAS APPLICANTS: 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 and may be subject to fines and confinement in prison.

NOTICE TO COLORADO APPLICANTS: 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.

NOTICE TO DISTRICT OF COLUMBIA APPLICANTS: WARNING: It is a crime to provide false or misleading information to an insurer for the purpose of defrauding the insurer or any other person. Penalties include imprisonment and/or fines. In addition, an insurer may deny insurance benefits if false information materially related to a claim was provided by the applicant.

NOTICE TO FLORIDA APPLICANTS: Any person who knowingly and with intent to injure, defraud or deceive any insurer files a statement of claim or an application (or any supplemental application, questionnaire or similar document) containing any false, incomplete or misleading information is guilty of a felony of the third degree.

NOTICE TO KENTUCKY APPLICANTS: Any person who knowingly and with intent to defraud any insurance company or other person files an application for insurance 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.

NOTICE TO LOUISIANA APPLICANTS: 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 and may be subject to fines and confinement in prison.

NOTICE TO MAINE APPLICANTS: 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 a denial of insurance benefits.

NOTICE TO NEW JERSEY APPLICANTS: Any person who includes any false or misleading information on an application for an insurance policy is subject to criminal and civil penalties.

NOTICE TO NEW MEXICO APPLICANTS: 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 and may be subject to civil fines and criminal penalties.

NOTICE TO NEW YORK APPLICANTS: 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 shall also be subject to a civil penalty not to exceed five thousand dollars and the stated value of the claim for each such violation.

NOTICE TO OHIO APPLICANTS: Any person who, with intent to defraud or knowing that he is facilitating a fraud against an insurer, submits an application or files a claim containing a false or deceptive statement is guilty of insurance fraud.

NOTICE TO OKLAHOMA APPLICANTS: WARNING: Any person who knowingly, and with intent to injure, defraud or deceive any insurer, makes any claim for the proceeds of an insurance policy containing any false, incomplete or misleading information is guilty of a felony.

NOTICE TO OREGON APPLICANTS: 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 information for the purpose of misleading, commits a fraudulent insurance act, which may be a crime and may subject such person to criminal and civil penalties.

NOTICE TO PENNSYLVANIA APPLICANTS: 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.

NOTICE TO TENNESSEE APPLICANTS: 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.

NOTICE TO VIRGINIA APPLICANTS: 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.

NOTICE TO WASHINGTON APPLICANTS: It is a crime to knowingly provide false, incomplete, or misleading information to an insurance company for the purposes of defrauding the company. Penalties include imprisonment, fines, and denial of insurance benefits.

NOTICE TO WEST VIRGINIA APPLICANTS: 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 and may be subject to fines and confinement in prison.

Signed: _____
(Applicant)

Date: _____

FOR FLORIDA APPLICANTS ONLY:

Agent Name

Agent License Identification Number

FOR IOWA APPLICANTS ONLY:

Broker: _____

Address: _____

FOR MISSOURI RESIDENTS ONLY:

PLEASE ACKNOWLEDGE AND SIGN THE FOLLOWING DISCLOSURE TO YOUR APPLICATION FOR INSURANCE:

I UNDERSTAND AND ACKNOWLEDGE THAT THE ATTACHED POLICY CONTAINS A DEFENSE WITHIN LIMITS PROVISION WHICH MEANS THAT DEFENSE COSTS WILL REDUCE MY LIMITS OF INSURANCE AND MAY EXHAUST THEM COMPLETELY. SHOULD THAT OCCUR, I SHALL BE LIABLE FOR ANY FURTHER LEGAL DEFENSE COSTS AND DAMAGES.

Signed: _____
(Must be Signed by Applicant)

Date: _____

(final)

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