



TRAVELERS EXECUTIVE CHOICE FOR CANADIAN COMPANIES APPLICATION FOR PRIVATE AND PUBLIC COMPANIES

THIS IS AN APPLICATION FOR A CLAIMS MADE POLICY.

Please check the coverage option(s) you are applying for and complete those section(s) of this application as instructed. All Applicants must sign and date the application.

- | | |
|--|--|
| <input type="checkbox"/> Management Liability Insuring Agreement
<i>(Complete Section I)</i> | <input type="checkbox"/> Fiduciary Liability Insuring Agreement
<i>(Complete Sections I and IV)</i> |
| <input type="checkbox"/> Employment Practices Liability Insuring Agreement
<i>Check one of the two following coverage options:</i> | <input type="checkbox"/> Crime Coverage for Commercial Fidelity Bond
<i>(Complete Sections I and V)</i> |
| <input type="checkbox"/> Employment Practices Liability Coverage
<i>(Complete Section I and II)</i> | <input type="checkbox"/> Kidnap & Ransom Policy
<i>(Complete Executive Choice K&R Application)</i> |
| <input type="checkbox"/> Employment Practices Liability Coverage and Third-Party Discrimination Liability Coverage
<i>(Complete Sections I, II and III)</i> | |

SECTION I GENERAL INFORMATION

1. (a) Name of Parent Company: _____

(b) Address: _____

(c) Type of Corporation: Public Company Private Company Other:

(d) Nature of Business: _____

(e) Date of Incorporation: _____ Jurisdiction: _____ Fiscal Year End: _____

(f) Web-Site Address: _____

2. (a) Total number of voting securities outstanding: _____

(b) Total number of voting securities shareholders: _____

(c) Total number of voting securities owned directly or beneficially by directors or officers: _____

(d) Name and % of holdings of shareholders who own 5% or more of the voting securities, either directly or beneficially:

(e) Are there any other securities convertible to voting stock? *If yes, attach details.* Yes No

(f) Is the Parent Company or any of its Subsidiaries publicly traded? Yes No
If Yes, identify the Stock Exchanges on which the shares trade: _____

(g) As of the date of the Application Form, please provide the following information:

	Shares	Assets	Sales	Number of Employees
in Canada	_____ %	_____ %	_____ %	_____
in the U.S.A.	_____ %	_____ %	_____ %	_____
Other (Specify) _____	_____ %	_____ %	_____ %	_____
	_____ %	_____ %	_____ %	_____
	100%	100%	100%	Total: _____

NOTE: As used in this application, the term "Subsidiary" includes non-profit entities, and joint ventures. Please answer questions accordingly.

3. Total number of Subsidiaries that are more than 50% owned or controlled by the Parent Company, either directly or indirectly through one or more of its Subsidiaries at the time of completing this application:

Canada: _____ U.S.A.: _____ Other: _____

Please attach as Schedule "B" a list of all subsidiaries for which coverage is requested: including date and jurisdiction of incorporation, date of acquisition, percentage of the Parent Company's ownership, nature of business operations.

4. Please attach as **Schedule "C"** an updated list of Directors and Officers of the Parent Company and its Subsidiaries.

5. (a) Has the Parent Company, or any Subsidiary, conducted a private or public offering of its securities within the past twelve months or is such an offering contemplated within the next twelve months? Yes No
- (b) Does the Parent Company or its Subsidiaries have under consideration any acquisition, tender offer, merger, consolidation, or divestiture; or purchase or sale of assets exceeding 10% of consolidated assets? Yes No
- (c) Have there been any offers (including tender offers) or negotiations to offer to purchase five percent or more of any class of voting stock of the Parent Company or any Subsidiary in the past three years or are any such offers expected in the future? Yes No
- (d) Is the Parent Company, or any Subsidiary, currently in breach of any of its debt covenants or loan agreements? Yes No
- (e) Has the Parent Company, or any Subsidiary, at any time over the past three years, been in breach of any of its debt covenants or loan agreements? Yes No
- (f) Is the Parent Company or its Subsidiaries currently, or has it at any time over the past three years, been in arrears in its payments to the Canada Revenue Agency or the provincial ministries of revenue (including source deductions, G.S.T and P.S.T)? Yes No
- (g) Has the Parent Company, or any Subsidiary, at any time over the past three years, changed its accountants or external legal advisors? Yes No
- (h) Has there been any change in Directors or senior management in the past twelve months (such as Board Chairman, President, Executive Vice President)? Yes No
- (i) Has there been any change in the controlling ownership of the Parent Company in the past twelve months? Yes No

If Yes to any of the above, attach details including prospectus if applicable.

6. Does the Parent Company have: (a) an audit committee? Yes No
(b) an investment committee? Yes No
(c) a resident legal counsel? Yes No

7. Are there any loans outstanding or anticipated to Directors and Officers or companies controlled by Directors and Officers? *If yes, attach details.* Yes No

SECTION II EMPLOYMENT PRACTICES

Complete only if Employment Practices Liability Coverage is desired.

Employment Practices Liability Coverage is not desired. Do not complete this section.

8. (a) Number of full and part-time employees, including officers: _____
- (b) How many employees, including officers, have been involuntarily terminated in the past two years? _____
- (c) How many employees, including officers, have voluntarily terminated their employment in the past two years? _____
- (d) Number of employees with total annual compensation greater than \$100,000: _____
- (e) What percentage of your employees are subject to a collective bargaining agreement? _____

9. Are all employment practice guidelines, policies and procedures reviewed by a lawyer with experience in employment law? *If no, attach details.* Yes No
10. Does the Parent Company or its Subsidiaries have written guidelines, policies or procedures that address Human Resource or Personnel Management in the following areas: *If no to any item listed below, attach details.*
- (a) Hiring/Interviewing Yes No
 - (b) Salary Administration Yes No
 - (c) Performance Appraisal/Review Yes No
 - (d) Discipline Yes No
 - (e) Discharge/Termination Yes No
 - (f) Accommodating the disabled Yes No
 - (g) Reporting, investigating and resolving employee complaints Yes No
 - (h) Discrimination and workplace harassment (including sexual harassment) Yes No
- If yes, are employees required to indicate, by signature, that they acknowledge such guidelines, policies or procedures? Yes No
- If yes, how often is such acknowledgement reaffirmed? _____
11. Does the Parent Company or its Subsidiaries have an employment handbook or written policies that address employment practices or procedures? Yes No
- (a) Are employees required to indicate, by signature, that they have received such employment handbook? Yes No
 - (b) Does the employment handbook contain a clear statement that it is not an employee contract? Yes No
 - (c) When did you last update your employment handbook or written employment policies?
If yes, please include a copy of the handbook or written policies with your application. _____
12. Have there been any employee layoffs, terminations, workforce reductions or retirements resulting from any type of organization restructuring or office, branch or facility closing within the past twelve months or are there any anticipated within the next twelve months?
If yes, attach details, including the date, number of employees involved, job categories involved and the terms of severance. Yes No

SECTION III THIRD PARTY DISCRIMINATION LIABILITY COVERAGE

Complete only if Third-Party Discrimination Liability Coverage is desired.

Third-Party Discrimination Liability Coverage is not desired. Do not complete this section.

13. What percentage of the Parent Company's and its Subsidiaries' workforce has exposure and/or interaction with public, (i.e. with customers, clients, suppliers, vendors, etc.): _____
14. Does the Parent Company's and its Subsidiaries' sexual and workplace harassment and discrimination policy apply to customers, clients, vendors, etc.? Yes No
15. Does the Parent Company and its Subsidiaries have a formal customer service/public interaction training program? Yes No
- If yes, are all employee(s) who interact with the public required to attend and satisfactorily complete this program? Yes No
16. Is a no tolerance workplace harassment and discrimination training program a part of the customer service training? Yes No

SECTION IV FIDUCIARY LIABILITY INSURING AGREEMENT

Complete only if Fiduciary Liability Coverage is desired.

Fiduciary Liability Coverage is not desired. Do not complete this section.

17. (a) Has any Plan been terminated, partially terminated or restructured in the past 3 years or is the Parent Company or any Subsidiary contemplating within the next twelve months any Plan termination, partial termination or restructuring that has resulted in, or is expected to result in, any change of benefits? Yes No
- (b) Are there any overdue employer contributions for any plan? Yes No
If yes to any of the above, attach details.

18. Complete Schedule "A" for each pension plan and uninsured employee benefit plan for which coverage is requested.

SECTION V CRIME COVERAGE FOR COMMERCIAL FIDELITY BOND

Complete only if Crime Coverage for Commercial Fidelity Bonds is desired.

Crime Coverage for Commercial Fidelity Bonds is not desired. Do not complete this section.

19. Coverage and amount of insurance desired: Limit of Liability
- Employee Dishonesty \$ _____
- Additional/Optional Coverages are available upon request
- Please specify: \$ _____
- \$ _____

20. Total number of:

	Canada	United States	Other :
Class I Employees:			
All other Employees:			
Locations:			

Class I Employee: All officers and employees who, as part of their regular duties, handle, have custody or maintain records of money, securities or other property.

21. (a) Is there an audit by an independent CA, CPA, public accountant or equivalent? Yes No
- (b) What percentage of receipts are cash? _____ cheques? _____ other? _____
22. (a) Are bank accounts reconciled by someone not authorized to deposit or withdraw therefrom? Yes No
 How often? _____
- (b) Is countersignature of cheques required? Yes No
If No, please explain: _____
- (c) Are securities subject to joint control of two or more responsible employees? Yes No
- (d) Are all outgoing cheques prenumbered and all numbers accounted for, including void cheques? Yes No
- (e) Is a cheque signing machine used? Yes No
- If Yes: (i) Describe controls over signature plates: _____
- (ii) What control is there over the number of items processed on the cheque signing machine?

- (iii) Is the bank held harmless for improper use of facsimile signature? Yes No
- (f) Is payroll by: cash cheque direct deposit?
- (g) Are suppliers paid only after verifying that goods were physically received? Yes No
If No, please explain: _____

(h) Losses during past five years, whether reimbursed or not, by Employee Dishonesty, Forgery, Burglary, Robbery, Theft, Disappearance, Destruction:

Period From _____ to _____ Check if None

Description of Loss	Date Loss Discovered	Amount	Describe Corrective Measure Taken (if Employee Dishonesty – State Position)

REQUIRED COMPLETION PRIOR INSURANCE / PAST ACTIVITIES

23. (a) Provide the following insurance information:

	Name of Insurer	Limit of Policy	Expiry Date	Deductible	Claims History
Management Liability Insurance (D&O)					
Employment Practices Liability Insurance (EPL)					
Fiduciary Liability Insurance					
General Liability Insurance					
Fidelity Bond					

(b) Has any company of Lloyd's declined, cancelled or refused to renew any of the coverages listed above? Yes No
If yes, attach details.

24. During the past three years, has any claim, or notice of circumstances which could reasonably give rise to claim, been reported to any previous D&O, EPL or Fiduciary Liability Insurer? Yes No
If yes, attach details.

25. Has there been during the past three years, or is there now pending, any written demand for monetary damages or non-monetary relief, civil or criminal proceeding, formal civil administrative or regulatory proceeding, or a arbitration proceeding, against the Parent Company, its Subsidiaries, or any director, officer or any other person proposed for this insurance, including any such claim involving any:

- (a) anti-trust, copyright or patent law, or other intellectual property right or law; Yes No
- (b) federal, provincial, territorial or state securities law or regulation; Yes No
- (c) stockholder's suit, shareholder derivative suit, representative action or class action; Yes No
- (d) employment law; Yes No
- (e) non-employment related discrimination or sexual harassment; Yes No
- (f) employee benefit plan of the Parent Company or its Subsidiaries; or Yes No
- (g) insolvency or bankruptcy proceedings? Yes No

If yes to any of the above, please provide the date, a brief description, and the damages sought or settlement paid, of such claim, and the current status if pending.

THE APPLICANT DOES HEREBY PROVIDE THE FOLLOWING WARRANTY TO THE INSURER – The following question is applicable to any D&O, EPL, Fiduciary or Company Liability insurance not currently provided to the applicant by Travelers Insurance Company of Canada. This question is to be answered for any new coverage being sought by the applicant, or for an increase in the limit of liability currently carried by the applicant.

26. Does the Parent Company, its Subsidiaries, or any director, officer or any other person proposed for this insurance have any knowledge or information of any fact, circumstance or situation related to any coverage that is available under this policy which could reasonably give rise to a claim against them? *If yes, attach details.* Yes No

It is agreed that this policy shall not afford coverage with respect to any claim arising from any such fact, circumstance or situation to the extent the claim is against an Insured who knew of such fact, circumstance or situation prior to issuance of the proposed policy.

AUTHORIZATION AND SIGNATURE

The undersigned authorized representatives of the Parent Company represent, after inquiry, that the statements and representation set forth in this application, and all materials submitted to or requested by the Insurer in conjunction with this application, are true. The undersigned authorized representatives acknowledge that these statements, representations, and materials are relied on by the Insurer and that they are deemed material to the acceptance of the risk or hazard assumed by the Insurer under the insurance applied for, should the insurance be effected. The undersigned authorized representatives agree that if the information supplied via this application changes between the date of this application and the effective date of any insurance effected pursuant to this application, the undersigned will immediately notify the Insurer of such changes, and the Insurer may withdraw or modify any outstanding indications, quotations and/or authorization or agreement to effect the insurance.

Signing of this application does not obligate the Parent Company or the Insurer to effect the insurance, but it is agreed that all materials submitted to or requested by the Insurer in conjunction with this application, are hereby incorporated by reference into this application and made a part hereof. It is further agreed that this application and all materials submitted to or requested by the Insurer in conjunction with this application are the basis of and are deemed attached to and incorporated into the policy effected pursuant to this application.

The undersigned authorized representatives acknowledges that any personal information provided in connection with the insurance applied for, including but not limited to the information contained in this application, has been collected in accordance with all applicable privacy legislation. The undersigned confirms that all necessary consents have been obtained for the collection, use, and disclosure of such information for the purposes of any investigation and inquiry in connection with this application for insurance, and if applicable, investigating and settling claims, detecting and preventing fraud, and acting as required or authorized by law.

PLEASE NOTE: COVERAGE CANNOT BE BOUND UNLESS THIS APPLICATION FORM HAS BEEN FULLY COMPLETED AND DULY SIGNED AND DATED.

REQUIRED COMPLETION – Please read and sign.

Parent Company	Date
Signature of Chairman or President	Title
Signature of Officer in Charge of Human Resources	Title

PLEASE PROVIDE THE FOLLOWING INFORMATION WITH YOUR APPLICATION AS APPLICABLE:

Management Liability Insuring Agreement

- COPY OF THE MOST RECENT ANNUAL REPORT OR AUDITED FINANCIAL STATEMENTS, (IF AN ANNUAL REPORT OR AUDITED FINANCIAL STATEMENT IS NOT AVAILABLE, ATTACH A COPY OF THE MOST RECENT REVIEW, COMPILATION OF FINANCIAL STATEMENTS, OR BUDGET).
- COPY OF THE MOST RECENT INTERIM FINANCIAL STATEMENTS.
- COPY OF ANY PUBLIC DOCUMENTS FILED BY THE COMPANY WITH THE ONTARIO SECURITIES COMMISSION, OR ANY SIMILAR FEDERAL, PROVINCIAL, TERRITORIAL, LOCAL OR OTHER REGULATORY AGENCY IN THE PAST 18 MONTHS
- SCHEDULE B – A LIST OF ALL SUBSIDIARIES FOR WHICH COVERAGE IS REQUESTED
- SCHEDULE C – A LIST OF DIRECTORS AND OFFICERS OF THE PARENT COMPANY AND ITS SUBSIDIARIES

Employment Practices Liability Insuring Agreement

- COPY OF THE EMPLOYEE HANDBOOK AND WRITTEN EMPLOYMENT POLICIES IF APPLICABLE

Fiduciary Liability Insuring Agreement

- LATEST COST CERTIFICATE, AUDITED FINANCIAL STATEMENTS, AND MOST RECENT ACTUARIAL REPORT FOR EACH PENSION PLAN

Kidnap & Ransom Policy

- A FULLY COMPLETED TRAVELERS EXECUTIVE CHOICE KIDNAP AND RANSOM POLICY APPLICATION FORM

SCHEDULE "A"
Fiduciary Coverage Table

Plan Type	Full name of Plan: _____		
<input type="checkbox"/> Defined Contribution <input type="checkbox"/> Defined Benefit <input type="checkbox"/> Employee Profit Share / Stock Ownership Plan <input type="checkbox"/> Life / Accident / Sickness <input type="checkbox"/> Disability Benefits <input type="checkbox"/> Health / Dental / Vision <input type="checkbox"/> Other (describe) _____	Year established: _____	Country: _____	Sponsor Type: <input type="checkbox"/> Single Employer Plan <input type="checkbox"/> Multi-Employer Plan <input type="checkbox"/>
	Total number of participants: _____		Number of U.S. participants: _____
	Total Assets: (a) Current Market Value \$ _____		Date of Valuation: _____
	(b) Book Value \$ _____		
	(c) Surplus / Deficit Amount \$ _____		
	Plan Administrator: _____		Investment manager: _____
Are all investment decisions made by the Investment manager indicated above?			<input type="checkbox"/> Yes <input type="checkbox"/> No
Is the Plan adequately funded as attested to by an actuary?			<input type="checkbox"/> Yes <input type="checkbox"/> No
<ul style="list-style-type: none"> ▪ If No, provide details: _____ ▪ If No, and Plan is a Defined Benefit pension, when will funding be achieved? _____ 			
Has a review of the Plan revealed any prohibited transactions or violations of party-in-interest rules?			<input type="checkbox"/> Yes <input type="checkbox"/> No
<ul style="list-style-type: none"> ▪ If Yes, provide details: _____ 			

Plan Type	Full name of Plan: _____		
<input type="checkbox"/> Defined Contribution <input type="checkbox"/> Defined Benefit <input type="checkbox"/> Employee Profit Share / Stock Ownership Plan <input type="checkbox"/> Life / Accident / Sickness <input type="checkbox"/> Disability Benefits <input type="checkbox"/> Health / Dental / Vision <input type="checkbox"/> Other (describe) _____	Year established: _____	Country: _____	Sponsor Type: <input type="checkbox"/> Single Employer Plan <input type="checkbox"/> Multi-Employer Plan <input type="checkbox"/>
	Total number of participants: _____		Number of U.S. participants: _____
	Total Assets: (a) Current Market Value \$ _____		Date of Valuation: _____
	(b) Book Value \$ _____		
	(c) Surplus / Deficit Amount \$ _____		
	Plan Administrator: _____		Investment manager: _____
Are all investment decisions made by the Investment manager indicated above?			<input type="checkbox"/> Yes <input type="checkbox"/> No
Is the Plan adequately funded as attested to by an actuary?			<input type="checkbox"/> Yes <input type="checkbox"/> No
<ul style="list-style-type: none"> ▪ If No, provide details: _____ ▪ If No, and Plan is a Defined Benefit pension, when will funding be achieved? _____ 			
Has a review of the Plan revealed any prohibited transactions or violations of party-in-interest rules?			<input type="checkbox"/> Yes <input type="checkbox"/> No
<ul style="list-style-type: none"> ▪ If Yes, provide details: _____ 			