

# RUSSELL BOND & CO., INC.

## NOTICE

**THIS IS AN APPLICATION FOR A CLAIMS-MADE POLICY WHICH, SUBJECT TO ITS PROVISIONS, APPLIES ONLY TO ANY CLAIM AGAINST THE INSUREDS FIRST MADE AGAINST THE INSURED DURING THE POLICY PERIOD. NO COVERAGE EXISTS FOR CLAIMS FIRST MADE AFTER THE END OF THE POLICY PERIOD UNLESS, AND TO THE EXTENT, THE EXTENDED REPORTING PERIOD APPLIES. DEFENSE COSTS, AS WELL AS LOSSES AS DEFINED IN THE RELEVANT COVERAGE PARTS, REDUCE THE LIMIT OF LIABILITY AND ARE SUBJECT TO THE RETENTION. PLEASE REVIEW THE POLICY CAREFULLY AND DISCUSS THE COVERAGE WITH YOUR INSURANCE AGENT OR BROKER.**

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### PART I - To Be Completed By All Applicants

1. a. The Company to be named in Item 1 of the Declarations (the "Company"):

\_\_\_\_\_

b. Street Address: \_\_\_\_\_  
 City: \_\_\_\_\_ State: \_\_\_\_\_ Zip Code \_\_\_\_\_

(Do not use P.O. Box)

c. Telephone: (\_\_\_\_) \_\_\_\_\_ - \_\_\_\_\_ Web Site \_\_\_\_\_  
 Fax: \_\_\_\_\_ E-mail \_\_\_\_\_

d. Officer designated to receive correspondence and notices from the Insurer:

(Name of Officer)

(Title)

2. Within the last 12 months have the Company's outside auditors stated that there are any material weaknesses in its system of internal controls?

If "Yes", provide details: \_\_\_\_\_  Yes  No

3. During the last 12 months:

a. Has the Company or any **Subsidiary** filed a registration statement with the Securities and Exchange Commission? .....  Yes  No

b. Has the Company or any **Subsidiary** been involved in any merger, consolidation, acquisition, tender offer, or divestment or sale of its stock in excess of 10% of the total stock outstanding?.....  Yes  No

If "Yes" to any of the above, provide details: \_\_\_\_\_

4. Within the last 2 years, have any of the **Insureds** been alerted to any of the following conditions:

a. Concentrations of credit which warrant reduction or correction .....  Yes  No

b. Extensions of credit which exceed the legal lending limit .....  Yes  No

c. Any loans or extensions of credit to any directors or officers of the Company

- or any **Subsidiary**, or entities controlled by any such directors or officers which have been classified or criticized by any regulator .....  Yes  No
- d. Significant violations of laws or regulations .....  Yes  No
- e. Conflict of interest transactions .....  Yes  No
- If "Yes" to any of the above, please attach full details and current status.

5. Within the last 5 years has the Company or any **Subsidiary** received a Cease and Desist Order from, or entered into any other type of written agreement concerning its operations with, any regulator? .....  Yes  No
- If "Yes," please attach full details.

6. Please provide the following insurance information:

	<u>Limit</u>	<u>Carrier</u>	<u>Expir. Date</u>	
a. Financial Institution Bond:	_____	_____	_____	
b. General Liability:	_____	_____	_____	
c. Trust Department E&O:	_____	_____	_____	
d. Mortgage Interest E&O:	_____	_____	_____	
e. Directors' and Officers' Liability:	_____	_____	_____	
Amount of Premium:	_____	Amount of Retention(s):	_____	
f. Has any previous Directors' and Officers' liability insurer indicated an intent not to offer renewal terms?.....				<input type="checkbox"/> Yes <input type="checkbox"/> No
g. During the last 3 years, has the Company made any <b>Claim</b> in excess of \$100,000 under its financial institution bond? .....				<input type="checkbox"/> Yes <input type="checkbox"/> No
If "Yes," provide details:				

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- 
7. During the last 3 years have any of the **Insureds** been involved in:
- a. any anti-trust, copyright or patent litigation? .....  Yes  No
- b. any civil or criminal action or administrative proceeding charging a violation of any federal, state or local law or regulation?.....  Yes  No
- c. any representative actions, class actions or derivative suits?.....  Yes  No
- d. any other material litigation?.....  Yes  No
- e. any regulatory action, agreement order or memorandum? .....  Yes  No
- f. any **Claim** or notice of any potential **Claim** made under any Directors' and Officers' liability policy?.....  Yes  No

If "Yes" to any of the above, please attach full details.

**Please attach any Notice of Annual Meeting to Stockholders within the last twelve months and the current indemnification provisions of the charter and bylaws. If the Company is not publicly traded, please submit audited financial statements for the last three years.**

**ALL APPLICANTS MUST COMPLETE AND SIGN PART VII**

**PART II - OUTSIDE DIRECTORSHIP LIABILITY (INDIVIDUAL) - FOR-PROFIT**  
**ONLY FOR APPLICANTS SEEKING COVERAGE A.5**

Please attach a schedule setting forth (i) the name and address of the **For-Profit Outside Entity**, and (ii) any litigation pending during the last three years against any of the directors and officers of the **For-Profit Outside Entity**. If the **For-Profit Outside Entity** is not publicly traded, please submit audited financial statements for the last three years.

**ALL APPLICANTS MUST COMPLETE AND SIGN PART VII**

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**PART III - EMPLOYMENT PRACTICES LIABILITY -**  
**ONLY FOR APPLICANTS SEEKING COVERAGE B**

1. During the last 3 years have any of the **Insureds** been involved in any employment or labor related litigation?.....  Yes  No  
If "Yes", please attach details.
  
2. During the last 3 years have any of the **Insureds** been involved in any administrative proceeding before:
  - a. the Equal Employment Opportunity Commission?.....  Yes  No
  - b. the U.S. Department of Labor including the Office of Federal Contract Compliance Programs ("OFCCP")? .....  Yes  No
  - c. any state or local government agency whose purpose is to address employment-related **Claims**?.....  Yes  NoIf "Yes" to any of the above, please state the number of each type of proceeding and, for each proceeding which has or is expected to exceed \$75,000 in loss (including **Defense Costs**), attach details.
  
3. Are any of the **Insureds** currently required to comply with any judicial or administrative agreement, order, decree or judgment relating to employment?.....  Yes  No  
If "Yes", please attach a copy.
  
4. State the following:
  - a. Total number of **Employees** currently: \_\_\_\_\_; 1 year ago: \_\_\_\_\_; 2 years ago:
  - b. Total number of employees in each of the following jurisdictions:  Yes  No  
California: \_\_\_\_\_; Texas: \_\_\_\_\_; Florida \_\_\_\_\_; District of Columbia:
  - c. Total number of **Employees** outside the U.S. \_\_\_\_\_
  - d. Percentage of **Employees** that have turned over in the last year: \_\_\_\_\_; previous year:
  
5. a. Has the Company had any layoffs, staff reductions, facility closings or consolidations during the last 3 years which resulted in termination of more than 5% of the work force at any one business location?.....  Yes  No  
b. Has the Company publicly announced its intention to conduct in the future any such layoffs, staff reductions, facility closings or consolidations? .....  Yes  No  
If "Yes" to either question, please attach details.
  
6. a. Does the Company use outside employment counsel for employment advice?.....  Yes  No  
If "Yes", whom? \_\_\_\_\_  
If "No", who is responsible for employment advice and defense? \_\_\_\_\_  
b. Does an attorney with expertise in employment and labor law at least annually review the Company's human resources documents, guidelines, procedures and update thereto?.....  Yes  No  
If "No", who is responsible for review? \_\_\_\_\_

7. a. Is the Company a federal contractor subject to Executive Order 11246? .....  Yes  No  
If "Yes", please attach details of the results of any compliance review or investigation by OFCCP in the last three years.

8. Does the Company have written guidelines or procedures for addressing human resource or personnel management in the following areas:

- a. Hiring/interviewing?.....  Yes  No
- b. Employee at will statement and employee contract disclaimer?.....  Yes  No
- c. Performance appraisal?.....  Yes  No
- d. Discipline?.....  Yes  No
- e. Discharge?.....  Yes  No
- f. Accommodating the disabled?.....  Yes  No
- g. Non-union grievance procedure?.....  Yes  No
- h. Sexual harassment?.....  Yes  No
- i. Use of Company electronic mail, voice mail and Internet access?.....  Yes  No

Do all **Employees** receive a copy of these guidelines or procedures?.....  Yes  No

9. Does the Company have a full-time human resources manager?.....  Yes  No

10. Do persons supervising **Employees** receive updated information and training on human resources issues, including performance appraisals, discipline and workplace harassment, at least annually?.....  Yes  No

- 11. a. When an **Employee** is discharged, is officer approval required and are human resources personnel directly involved?.....  Yes  No
- b. Is an attorney consulted prior to discharging an **Employee**?.....  Yes  No
- c. Does the Company provide in references for former **Employees** any information other than dates of employment, title(s) and compensation?.....  Yes  No
- d. Does the Company have an agreement or policy requiring **Employees** to arbitrate all employment-related **Claims**?.....  Yes  No

12. Does the Company have a formal out-placement program for **Employees** terminated as a result of downsizing, layoffs or reduction-in-force?.....  Yes  No

13. Previous Employment Practices Liability Insurance (answer each item):

- a. Carrier's Name: \_\_\_\_\_ Limit: \$  
Premium: \$ \_\_\_\_\_ Retention(s):  
Policy Period: \_\_\_\_\_
- b. Will the extended reporting period be exercised for the most recent Employment Practices Liability Insurance?.....  Yes  No
- c. Has the carrier under any previous Employment Practices Liability Insurance policy indicated an intent not to offer renewal terms?.....  Yes  No

**Attach a copy of the following:**

- **Current employment application form(s)**
- **Employment Current employee handbook termination procedures**
- **Most recent EEOC-1 reports for consolidated Company, headquarters and facilities over 1,000 Employees**

Part III of this **Application** must be signed by the person responsible for human resources management.

Signed: \_\_\_\_\_  
Title: \_\_\_\_\_  
Corporation: \_\_\_\_\_  
Date: \_\_\_\_\_

**ALL APPLICANTS MUST COMPLETE AND SIGN PART VII**

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**PART IV - FIDUCIARY LIABILITY**  
**ONLY FOR APPLICANTS SEEKING COVERAGE C**

1. By attachment to this **Application**, provide a copy of the most recent 5500 Form and actuarial report for each **Plan** for which coverage is sought.
2. Are benefits under any **Plan** provided exclusively through guaranteed benefit insurance policies or annuity contracts?.....  Yes  No  
If "Yes", please provide name of insurance company and briefly describe type of **Plan**: \_\_\_\_\_
3. Within the last 3 years has any **Plan** loaned money to, or invested in, the securities of the Company or its affiliates?.....  Yes  No  
If "Yes", please provide details including percentage of holdings: \_\_\_\_\_
4. Have current **Plan** assets been borrowed by or loaned or pledged to any party in interest?.....  Yes  No  
If "Yes", please provide details: \_\_\_\_\_
5. Is **Plan** administration reviewed periodically to assure that there are no violations of the prohibited transactions or party-in-interest rules of the Employee Retirement Income Security Act of 1974 and amendments thereto ("ERISA")? .....  Yes  No  
If "No", please explain: \_\_\_\_\_
6. Has any **Plan** invested more than 10% of its assets in any corporation or partnership?.....  Yes  No  
If "Yes", attach a list of such investments.
7. Within the last 3 years, has any **Claim** been made against any **Plan**, any fiduciaries or administrators (as defined in ERISA) of the Company in connection with any **Plan**?.....  Yes  No  
If "Yes", please attach details.
8.
  - a. Do all **Plan(s)** currently comply with ERISA?.....  Yes  No
  - b. Is written documentation of meetings and discretionary decisions by fiduciaries maintained?.....  Yes  No
  - c. Are market values used to determine the equity of the **Plan(s)**, as required by ERISA? .....  Yes  No
  - d. Is a report to all participants about the performance of the **Plan(s)** issued annually? .....  Yes  No
  - e. Has affirmative action been taken to see that all fiduciaries are aware of their responsibilities and obligations under ERISA? .....  Yes  No  
If "No" to any of the above, please attach details.

9. Previous Fiduciary Liability insurance (answer each item):
- a. Carrier's Name: \_\_\_\_\_ Limit: \$ \_\_\_\_\_  
 Premium: \$ \_\_\_\_\_ Retention(s): \_\_\_\_\_ Policy  
 Period: \_\_\_\_\_ b. Has any  
**Claim** been made under the policy or has notice of potential **Claim** been  
 given to the insurer? .....  Yes  No
- c. Will the extended reporting period be exercised for the most recent  
 Fiduciary Liability insurance? .....  Yes  No
- d. Has the carrier under any previous Fiduciary Liability insurance policy  
 indicated an intent not to offer renewal terms? .....  Yes  No
- If "Yes" to any of the above, please provide details: \_\_\_\_\_

**ALL APPLICANTS MUST COMPLETE AND SIGN PART VII**

**PART V - BANKERS PROFESSIONAL LIABILITY**  
**ONLY FOR APPLICANTS SEEKING COVERAGE E**

1. Previous Bankers Professional Liability Insurance:
- a. Prior Coverage

	<u>Policy Period</u>	<u>Limit</u>	<u>Retention</u>	<u>Premium</u>	<u>Carrier</u>
Trust Department/E&O	_____	_____	_____	_____	_____
Bankers Professional Liability	_____	_____	_____	_____	_____
Other Professional Liability	_____	_____	_____	_____	_____

- b. In the past five years has any carrier canceled or non-renewed any of the above listed coverages?  
 Yes  No

If "Yes," please provide details:

<u>Carrier</u>	<u>Coverage</u>	<u>Reason for Cancellation or Non-Renewal</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

2. Are all Professional Services provided under a written contract? .....  Yes  No  
 If "No," identify by addendum those services which are not provided under a written contract.
3. Are all Professional Services contract forms reviewed, at least annually, by the Company's counsel?  
 Yes  No
4. Does the Company anticipate merging with or acquiring any entity or acquiring  
 the assets of any entity which would increase the total assets of the Company  
 or its assets under management by more than 10%? .....  Yes  No
- a. If "Yes," describe by addendum the due diligence activities which will occur with regard to the acquired trust  
 operations and trust assets under management.
- b. If the due diligence process identifies trust assets under management which do not conform to the  
 Company's policies and procedures, please describe what action would be undertaken.

5. a. State the frequency and dates of the most recent internal, external and regulatory audits of the Company and each Subsidiary, and identify who performed each of the most recent audits:

	Frequency	Latest Audit	Auditor's Name
Internal	_____	_____	_____
External	_____	_____	_____
Regulatory	_____	_____	_____

- b. Has the Company and all Subsidiaries implemented all recommendations and completely corrected all circumstances and practices which were criticized?

Internal .....  Yes  No  
 External .....  Yes  No  
 Regulatory .....  Yes  No

If "No," provide details:

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- c. Has the Company's internal audit department been criticized by any regulator or external auditor in the past three years? .....  Yes  No  
 If "Yes," describe, by attachment, the criticisms and the actions taken to address the circumstances which led to the criticisms.

6. Are all publications issued by the Company reviewed by the Company's in-house Legal Department and/or outside legal advisors? .....  Yes  No

**TRUST SERVICES**

7. Please provide the following information for all accounts and assets managed or held by the Trust Department (include consolidated information for the Company and all Subsidiaries):

	Number of Accounts	Mkt. Value of Assets	Assets Managed (% of Total)	Custodial Assets (% of Total)	Total = 100%
A) Individual Accounts	_____	_____	_____	_____	_____
B) Corporate Trust					
1. Trustee under Bond Indenture	_____	_____	_____	_____	_____
2. Fiscal or disbursing agent	_____	_____	_____	_____	_____
C) ERISA Accounts					
1. HR-10 and IRA Plans	_____	_____	_____	_____	_____
2. ERISA	_____	_____	_____	_____	_____

Fiduciary Plans \_\_\_\_\_

3. Non-ERISA Pension Plans \_\_\_\_\_

8. a Does the Trust Department have its own investment management staff? .....  Yes  No  
If "Yes," attach an organizational chart and the resume of the chief investment officer.  
If "No," indicate the individuals, firms or mutual funds which are used to provide investment management for customers of the Trust Department:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

b By an attachment, indicate the criteria used in selecting these providers and how their performance is monitored.

9. a Does the Trust Department sponsor: common trust?.....  Yes  No  
mutual funds? .....  Yes  No

If "Yes," indicate the following:

	Common Trust Funds	Mutual Funds
Number of Funds	_____	_____
Total Assets Invested in the Funds	_____	_____
Size of the largest fund	_____	_____

b Have any of the mutual or common trust funds experienced negative returns in the past two years? .....  Yes  No

c Please attach a list for each common trust fund or mutual fund by name, indicate its investment goal, attach any prospectuses or annual reports for each fund, and attach the latest audit report for each fund.

10. Does the Trust Department have an approved list of securities which can be recommended to its clients? .....  Yes  No

11. Does the Trust Department recommend any investments other than stocks, equity funds, bonds, fixed income funds and money market funds?.....  Yes  No

12. a. Does the Trust Department have specific guidelines for allocating customers' investments among various types of securities? .....  Yes  No  
If "Yes," submit sample allocation models

13. a. Does the Company invest customers' funds in or recommend to customers common trust funds or proprietary mutual funds, or provide to customers instruments or funds/pools investing in instruments commonly referred to as "derivatives," including any privately negotiated, over-the-counter or exchange-traded instrument whose value is linked to or derived from the value of an underlying asset, interest rate, currency exchange rate, or financial index? .....  Yes  No

b. If "Yes," describe by attachment the instruments recommended and the procedures used to control the Trust Department's and its client's exposure to risk from derivatives.

14. a. Does the Trust Department enter into any of the following types of transactions with



broker/dealers that involve the assets of any trust account:

Repurchase/Reverse Repurchase Agreements? .....  Yes  No

Securities Lending or similar program? .....  Yes  No

b. If "Yes," does the client execute a written agreement with the Trust Department authorizing these transactions? .....  Yes  No

15. Does the Company or any Subsidiary control 5% or more of the stock in any corporation through its trust functions? .....  Yes  No

If "Yes," please list the corporations and percentage of ownership:

Corporation	Percentage Ownership
_____	_____
_____	_____

16. a. Are the trust documents for all new accounts reviewed prior to accepting appointment as trustee? .....  Yes  No

b. Please indicate who conducts the review and submit a copy of their resumes:  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

c. If the Trust Department accepts appointment as a successor trustee or co-trustee, does it obtain hold harmless agreements from the previous trustee or co-trustee? .....  Yes  No  
If "No," describe how the Trust Department protects itself from the errors or omissions of previous trustees or co-trustees:  
\_\_\_\_\_  
\_\_\_\_\_

17. Are there written policies and procedures for discretionary distributions from trust accounts?  
 Yes  No

If "Yes," please attach a copy of these procedures.

18. a. Is there a special unit which administers accounts which are subject to ERISA  
 Yes  No

b. If "No," describe the procedures for insuring that such accounts are administered in compliance with ERISA:  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

19. a. Does the Trust Department have a compliance officer.....  Yes  No

b. If "Yes," please estimate the percentage of the compliance officer's time devoted to this activity:  
\_\_\_\_\_ %

20. Does the Trust Department perform management or advisory functions for any special assets; e.g., closely held businesses? .....  Yes  No

If "Yes," please attach the policies and procedures which govern these functions.

**THE ADMINISTRATION OF INDIVIDUAL RETIREMENT ACCOUNTS,  
KEOGH RETIREMENT ACCOUNTS, OR SIMPLIFIED EMPLOYEE PENSION**

21. Indicate:

	Total Value of Assets Administered in Trust Dept.	Number of Accounts	Total Value of Assets Administered Outside Trust Dept.	Number of Accounts
IRA	_____	_____	_____	_____
Keogh	_____	_____	_____	_____

**SERVICES PURSUANT TO A WRITTEN AGREEMENT AS A RECEIVER, TRUSTEE IN BANKRUPTCY OR ASSIGNEE FOR THE BENEFIT OF CREDITORS**

22. List the number of personal or corporate bankruptcies for which this service is performed annually:  
 Within the Trust Department: \_\_\_\_\_  
 Outside the Trust Department: \_\_\_\_\_

23. Are separate records and accounts maintained for each creditor in each bankruptcy? .....

Yes  No

If "No," indicate the policies and procedures which are followed:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

24. Do internal policies and procedures require that communications with creditors be documented in writing regarding such items as disbursement of funds, settlements, pending suits, etc.?  Yes  No

25. What is the largest asset size bankruptcy for which this service has been provided? \_\_\_\_\_

**SERVICES AS A TRUSTEE PURSUANT TO BOND INDENTURE**

26. In each category for which the Company or any Subsidiary serves as trustee, please indicate the number of issues and the volume of each issue:

	Number of Issues	Total Volume Within Trust Department	Total Volume Outside of Trust Department	Size/Vol. Of Largest Issue/ Transaction
Trustee under Bond Indenture				
- Governmental or Quasi-Government Entity	_____	_____	_____	_____
Private or Public Corporation				
- Fiscal Agent	_____	_____	_____	_____
- Escrow Agent	_____	_____	_____	_____
- Transfer Agent	_____	_____	_____	_____
Registrar	_____	_____	_____	_____
Dividend Disbursing	_____	_____	_____	_____
All Other	_____	_____	_____	_____

27. Does the Company or any Subsidiary lend to any entity for whom it serves as a trustee pursuant to bond indenture? .....  Yes  No  
 If "Yes," indicate the number of entities and attach any written policies or procedures designed to

control any conflicts of interest:

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28. a. Is the Company or any Subsidiary trustee for any bonds in default? .....  Yes  No  
 If "Yes," indicate the number of issues: \_\_\_\_\_
- b. Have any legal actions been threatened or initiated by any bond holders or creditors or any successor trustee?.....  Yes  No  
 If "Yes," attach details.
29. a. Does the Company or any Subsidiary serve as successor trustee for any bonds that are in default? .....  Yes  No  
 If "Yes," indicate the number of issues: \_\_\_\_\_
- b. Was the Company or any Subsidiary successor trustee when the default occurred?   
 Yes  No
- c. Has the original trustee agreed to indemnify the Company? .....  Yes  No

**SERVICES PURSUANT TO A WRITTEN AGREEMENT AS A CUSTODIAN**

30. Are services provided for mutual funds? .....  Yes  No  
 If "Yes," provide the following information:

	Number of Mutual Funds for which a Function is Performed	Market Value of Assets
Mutual Funds		
Functions:		
- Custodian	_____	_____
- Transfer Agent	_____	_____
- Registrar	_____	_____
- Dividend Disbursing	_____	_____
- All Other	_____	_____
TOTAL	_____	_____

31. Does the Company or any Subsidiary serve as custodian or master custodian for pension accounts?  
 Custodian? .....  Yes  No  
 Master Custodian? .....  Yes  No  
 If "Yes," provide the following data:

	Custodian	Master Custodian
Number of Pension Funds		
- Pension Funds or ESOPs of Corporations	_____	_____
- Pension Funds of Governmental Entities	_____	_____
- Pension Funds of Unions or Collective Bargaining Organizations	_____	_____
Market Value of Assets	_____	_____
Amount of Largest Pension Fund	_____	_____
Number of Investment Managers Providing Investment Advice to Pension Funds for which Company or Subsidiary serves as Master Custodian.	_____	_____

32. In the past 12 months, has the Company filed any reports with regulatory agencies (e.g., Comptroller of the Currency, SEC) as required by law or regulation, because it was not able to meet statutory or

regulatory guidelines for the prompt processing of payments, transfers, or other activities cited above? .....  Yes  No  
If "Yes," provide details and a description of any corrective actions:

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**SERVICES PURSUANT TO A WRITTEN AGREEMENT AS A WIRE TRANSFER AGENT**

33. Please provide the following information about the wire transfer services by the Company or any Subsidiary:

Number of Customers \_\_\_\_\_  
Average Daily Volume \$ \_\_\_\_\_  
Typical Highest Dollar Amount \$ \_\_\_\_\_  
Typical Average Dollar Amount \$ \_\_\_\_\_

34. Does the Wire Transfer Department utilize tape recorded conversation verification procedures?  Yes  No

35. Does the Wire Transfer Department permit wire transfers to be initiated by facsimile transmissions? .....  Yes  No

**FINANCIAL PLANNING**

36. a. Indicate the number of financial plans completed in the past 12 months outside of the Trust Department: \_\_\_\_\_

b. Indicate the total fees collected: \_\_\_\_\_

37. Do all financial planners have professional certifications such as CFP, CFA or equivalent training and experience? .....  Yes  No

38. Does the Company purchase financial planning services from an outside firm? .....  Yes  No  
If "Yes," do the principals of the firm have professional certifications such as CFP, CFA or equivalent training and experience? .....  Yes  No

39. Does the Company utilize a purchased computerized financial planning model? .....  Yes  No  
If "Yes," indicate the vendor or the computer model utilized and the model's name:

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40. a. Does the Company or any Subsidiary publish any newsletter(s) or other publication providing advice or opinions on investments or investment services? .....  Yes  No

b. Do the publications contain disclaimers regarding the advice provided? .....  Yes  No  
If "Yes," please attach a sample.

41. Do financial planners sell financial products to implement the client's financial plan?  Yes  No

a. Are clients informed in writing that the Company may receive a commission from the

- sale of financial products recommended? .....  Yes  No
- b. Indicate the total commission income received from the sale of financial products in the past year:

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**SECURITIES BROKER**

42. a. Year Securities Broker was established: \_\_\_\_\_  
 b. Number of Registered Representatives: \_\_\_\_\_  
 c. Total annual revenue from brokerage commissions: \_\_\_\_\_  
 d. Average daily trading volume: \_\_\_\_\_  
 e. Highest trading volume any one day in past 12 months: \_\_\_\_\_  
 f. Does the Brokerage Department offer margin accounts.....  Yes  No  
 g. State percentage of volume in margin accounts \_\_\_\_\_ %  
 h. What is the size of the average transaction? \_\_\_\_\_

43. What percentage of accounts are:  
 Individual \_\_\_\_\_ Corporate \_\_\_\_\_  
 Institutional \_\_\_\_\_ Others \_\_\_\_\_

44. a. Give number of complaints received in the past three years: \_\_\_\_\_  
 b. How many were unresolved after 60 days: \_\_\_\_\_

45. State percent of revenues which are derived from the following (the total should equal 100%):
- |  |       |                                |       |
|--|-------|--------------------------------|-------|
| a. Listed Stocks   | _____ | i. Mutual Funds                | _____ |
| b. Unlisted Stock  | _____ | j. Limited Partnerships        | _____ |
| c. Bonds   | _____ | k. Direct Private Partnerships | _____ |
| d. Unregistered Stocks or bonds                              | _____ | l. Market Making/Specialist    | _____ |
| e. Commercial Paper  | _____ | m. Variable Annuities          | _____ |
| f. Options Contracts   | _____ | n. Other (please specify)      | _____ |
| g. Commodity Futures   | _____ |                                |       |
| h. International Securities<br>(non-domestic stock exchange) | _____ |                                |       |

Please attach a copy of the list of approved securities which may be sold.

**AS A DISTRIBUTOR AND/OR PRINCIPAL UNDERWRITER OF AN INVESTMENT COMPANY  
 (AS DEFINED BY THE INVESTMENT COMPANY ACT OF 1940, AS AMENDED)  
 OR AS INVESTMENT ADVISOR AS DEFINED BY INVESTMENT ADVISORS ACT OF 1940, AS AMENDED**

46. Indicate the number of mutual funds that are open-end investment companies as defined by the Investment Company Act of 1940 for which services are provided outside of any Trust Department:  
 \_\_\_\_\_ %
- a. What is the total market value of the assets of these funds? \_\_\_\_\_
- b. What is the value of the assets in the largest fund? \_\_\_\_\_

c. What is the asset value in all funds invested outside of North America? \_\_\_\_\_

47. Which of the following services are provided? \_\_\_\_\_

	Yes	No	No. of Transactions
Accounting	_____	_____	_____
Valuation	_____	_____	_____
Transfer Services	_____	_____	_____
Custody of Services	_____	_____	_____

**AS A DULY LICENSED INSURANCE AGENT OR INSURANCE BROKER**

48. a. If the Company or any Subsidiary serves as an insurance agent, list by attachment the insurance companies and their Best's ratings for which the Company or any Subsidiary is authorized to act as agent.  
 b. If the Company or any Subsidiary serves as a broker, indicate its policies regarding the security ratings of firms whose products are recommended:

\_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

49. List the types of insurance which the Company or any Subsidiary currently offers and the volume of each line during the last 12 months.

Type	Yes	12 Month Volume	Income
Health	_____	_____	_____
Health and Disability	_____	_____	_____
Property & Casualty	_____	_____	_____
Accident	_____	_____	_____
Credit Life	_____	_____	_____
Other Life	_____	_____	_____

50. How many officers or employees are licensed to sell insurance? \_\_\_\_\_

51. Is any underwriting authority maintained at these operations? .....  Yes  No  
 If "Yes," please describe by addendum the product line and authority.

**ADMINISTRATION OF A LENDING OF SECURITIES PROGRAM OUTSIDE OF THE TRUST DEPARTMENT**

52. What is the average value of securities lending transactions on a given day? \_\_\_\_\_

53. List the largest amount lent at any one time in the past year: \_\_\_\_\_

54. What is the minimum amount of collateral required when making a loan? \_\_\_\_\_

55. a. Do customers sign a special agreement authorizing the Company or Subsidiary to lend their securities? .....  Yes  No  
 b. Do customers receive part of the profit from the securities lending program?  Yes  No

If "Yes," indicate the percentage \_\_\_\_\_ %.

**REAL ESTATE BROKER, AGENT, OR MANAGER**

**PLEASE INDICATE THE FUNCTIONS PERFORMED AND VOLUME/INCOME INFORMATION.**

56. Broker or Agent: .....  Yes  No

a. If "Yes," provide the following information for the last year:

	Number of Properties Sold	Total Value	Total Commissions
Commercial	_____	_____	_____
Residential	_____	_____	_____
Other	_____	_____	_____
Totals	_____	_____	_____

Number of employees who are licensed as brokers/agents: \_\_\_\_\_

b. Real Estate Manager: .....  Yes  No

If "Yes", provide the following:

	Number of Properties Managed	Estimated Total Value	Management Fees
Commercial	_____	_____	_____
Residential	_____	_____	_____
Other	_____	_____	_____
Total	_____	_____	_____

c. Do sales contracts and/or property management contracts provide indemnity and/or limitations as to the Company's or Subsidiary's liability? .....  Yes  No

If "No," please explain policies and procedures \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

d. Are policies and procedures maintained to govern management of properties? ...

Yes  No

If "Yes," are there specific guidelines regarding the maintenance of insurance on managed properties?.....  Yes  No

**SPECIFIED OTHER PROFESSIONAL SERVICE**

57. Please describe in detail the Professional Service for which coverage is desired:

\_\_\_\_\_

58. Original year such service was established: \_\_\_\_\_

59. List annual gross receipts and number of clients associated with the service described above.

Receipts: \_\_\_\_\_ Clients \_\_\_\_\_

\_\_\_\_\_

60. Describe any auditing procedures associated with the service described above:

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Attach a copy of the following for the Company and each Subsidiary:

- Latest two annual reports;
- Latest quarterly interim statement;
- Latest 10-K and 10-Q reports filed with the SEC;
- Annual Report of Trust Assets (FFIEC 001) for the last two years (annual report of Trust Assets);
- All promotional material distributed in connection with the applied-for Professional Services;
- Audited financial statements for the Trust Department and each Common Trust Fund for the last five years;
- Performance figures for each Common Trust fund under management; and
- Two latest internal and external examination reports covering the units providing the Professional Services for which coverage is desired.

Part V of this Application must be signed by the Senior Trust Officer.

Signed: \_\_\_\_\_  
 Title: \_\_\_\_\_  
 Corporation: \_\_\_\_\_  
 Date: \_\_\_\_\_

**ALL APPLICANTS MUST COMPLETE AND SIGN PART VII**

**PART VI - BOND COVERAGE**  
**Only for Applicants Seeking Coverage D**

1. Coverage Requested:	Single Loss	Deductible(s)
<u>Insuring Agreement:</u>	<u>Limit of Liability</u>	
1. Fidelity	_____	_____
2. ERISA/Plan	_____	_____
3. Property	_____	_____
4. Financial Documents	_____	_____
5. Defective Signatures	_____	_____
6. Servicing Contractors	_____	_____
7. Computer/Funds Transfer	_____	_____
8. Claims Expense	_____	_____
9. Stop Payment Order Liability	_____	_____
10. Cash Letters	_____	_____
11. Safe Deposit Box	_____	_____
12. Automated Teller Machines	_____	_____
Aggregate Limit of Liability	_____	
No. of Employees	_____	
Locations (Domestic / Foreign)	_____	_____

2. External Audit:
- a. Is there an annual audit by an independent CPA?  Yes  No  
 If "Yes", by whom? \_\_\_\_\_  
 If no, please attach an explanation.
- b. Are the audits complete and unqualified?  Yes  No  
 If no, please attach an explanation.



- c. Are all locations and entities audited?  Yes  No  
 If not, please attach description of the extent of your audit.
- d. Have you changed CPAs in the past three (3) years?  Yes  No  
 If yes, please attach an explanation.
- e. Does the CPA provide a Management Letter?  Yes  No  
 If yes, please include most recent copy and applicant's response to the letter.

3. Internal Audit:

- a. Is there an Internal Audit Department responsible for the oversight and review of internal audit programs for all business operations?  Yes  No  
 If no, please attach an explanation of how this function is fulfilled.
- b. How many people are employed in the Internal Audit Department? \_\_\_\_\_
- c. To whom does the Internal Audit Department Report? \_\_\_\_\_
- d. How often are full internal audits made of all locations? \_\_\_\_\_

4. Controls:

- a. Do you require annual vacations of at least two consecutive weeks for all personnel?  Yes  No  
 If "no ", explain \_\_\_\_\_
- b. Is there a formal, planned program requiring segregation of duties so that no single transaction can be fully controlled from origination to posting by one person?  Yes  No  
 If "no ", explain \_\_\_\_\_
- c. Is there a formal, planned program requiring the rotation of duties of key personnel without prior notice thereof?  Yes  No  
 If "no ", explain \_\_\_\_\_

5. **Loss** Information:

Please provide the following information for ANY **Loss(es)** discovered during the past five (5) years which involve, or potentially involve, peril of the type covered by the policy.

Cause of <b>Loss</b>	Date Discovered	Gross Amount of <b>Loss</b> (Actual or Estimated)	Amount Received from Insurance Less Salvage	Deductible at Time of <b>Loss</b>	Location , if other than Main Office

Please attach the following supporting documentation when submitting this Application:

- Annual Report
- Audited Financial Statement
- 10K
- Management Letter and Management's Response thereto.

**ALL APPLICANTS MUST COMPLETE AND SIGN PART VII**

**PART VII - To Be Completed By All Applicants**  
**ALL APPLICANTS MUST COMPLETE AND SIGN PART VII**

38. None of the **Insureds** is responsible for or has knowledge of any **Wrongful Act** or fact, circumstance or situation which (s)he has reason to suppose might result in a future **Claim**, except as follows (if answer is "None", so state): \_\_\_\_\_  
\_\_\_\_\_

It is agreed by all concerned that if any of the **Insured Persons** or **Employees** is responsible for or has knowledge of any **Wrongful Act**, fact, circumstance, or situation which s(he) has reason to suppose might result in a future **Claim**, whether or not described above, any **Claim** subsequently emanating therefrom shall be excluded from coverage under the proposed insurance as to (i) such of the **Insured Persons** or **Employees** and (ii) the Company, **Subsidiaries** and the **Plan** if such **Insured Persons** are **Executive Officers**. The responsibility or knowledge of any individual shall not be imputed to any other individual for the purposes of determining the availability of coverage.

39. It is declared that this **Application** and any materials submitted or required (which shall be maintained on file by the Insurer and be deemed attached as if physically attached to the proposed Policy) are true and are the basis of the proposed Policy and are to be considered as incorporated into and constituting a part of the proposed Policy.

40. The undersigned declares that to the best of his/her knowledge the statements set forth herein are true and correct and that reasonable efforts have been made to obtain sufficient information from all of the **Insureds** to facilitate the proper and accurate completion of this **Application** for the proposed Policy. Signing of this **Application** does not bind the undersigned to purchase the insurance, but it is agreed that this **Application** shall be the basis of the contract should a Policy be issued, and this **Application** will be attached to and become part of such Policy. The undersigned agrees that if after the date of this **Application** and prior to the effective date of any Policy based on this **Application**, any occurrence, event or other circumstance should render any of the information contained in this **Application** inaccurate or incomplete, then the undersigned shall notify the Insurer of such occurrence, event or circumstance and shall provide the Insurer with information that would complete, update or correct such information. Any outstanding quotations may be modified or withdrawn at the sole discretion of the Insurer.

41. The information requested in this **Application** is for underwriting purposes only and does not constitute notice to the Insurer under any Policy of a **Claim** or potential **Claim**. All such notices must be submitted to the Insurer pursuant to the terms of the Policy, if and when issued.

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.

This **Application** must be signed by the Chairman of the Board, the Chief Executive Officer or by the President.

Signed: \_\_\_\_\_

Title: \_\_\_\_\_

Corporation: \_\_\_\_\_

Date: \_\_\_\_\_

A POLICY CANNOT BE ISSUED UNLESS THE **APPLICATION** IS PROPERLY SIGNED AND DATED.

**ANY PERSON WHO, WITH INTENT TO DEFRAUD OR KNOWING THAT (S)HE IS FACILITATING A FRAUD AGAINST AN INSURER, SUBMITS AN APPLICATION OR FILES A CLAIM CONTAINING A FALSE OR DECEPTIVE STATEMENT MAY BE GUILTY OF INSURANCE FRAUD.**

**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 FLORIDA APPLICANTS:** 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 IN 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 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 DENIAL OF INSURANCE BENEFITS.

**NOTICE TO MINNESOTA APPLICANTS:** A PERSON WHO SUBMITS AN **APPLICATION** OR FILES A **CLAIM** WITH INTENT TO DEFRAUD OR HELPS COMMIT A FRAUD AGAINST AN INSURER IS GUILTY OF A CRIME.

**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 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, 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:** ANY PERSON WHO KNOWINGLY, AND WITH INTENT TO INJURY, 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 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.

This **Application** must be signed by the Chairman of the Board, the Chief Executive Officer or by the President.

Signed:

Title:

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Corporation:

Date:

A POLICY CANNOT BE ISSUED TO NEW YORK RESIDENTS UNLESS THE **APPLICATION** IS PROPERLY SIGNED AND DATED ABOVE.