

U.S. SPECIALTY INSURANCE COMPANY

("the Insurer")

Houston, Texas

NOTICE: THIS IS A CLAIMS-MADE POLICY WHICH APPLIES ONLY TO CLAIMS FIRST MADE AGAINST THE INSURED DURING THE POLICY PERIOD (OR IF APPLICABLE, THE DISCOVERY PERIOD). ANY LIMIT OF LIABILITY AVAILABLE TO PAY DAMAGES OR SETTLEMENTS WILL BE REDUCED, AND MAY BE EXHAUSTED, BY THE PAYMENT OF DEFENSE COSTS. DEFENSE COSTS ALSO WILL BE APPLIED AGAINST ANY APPLICABLE RETENTION. THE INSURER HAS NO DUTY UNDER THIS POLICY TO DEFEND ANY INSURED.

MAG+ INSURANCE POLICY

DECLARATIONS

POLICY NUMBER:

RENEWAL OF:

ITEM 1. NAMED ORGANIZATION:

Principal Address:

ITEM 2. POLICY PERIOD

(a) Inception Date:

(b) Expiration Date:

at 12:01 a.m. at the Principal Address stated in Item 1.

ITEM 3. COVERAGE SECTIONS PURCHASED AND LIMITS OF LIABILITY

(a) Coverage will be available under a Coverage Section only if such Coverage Section has been purchased, as indicated in the below Schedule.

The Directors, Officers and Private Company Coverage Section: ___ has ___ has NOT been purchased ("X" must appear in one of the above).	If purchased, such Coverage Section will be subject to the Limit of Liability indicated in the next column (either a Separate Limit or a Shared Limit).	Separate D&O Limit: \$
		Shared Limit: \$, shared with the: ___ Employment Practices Coverage Section ___ Fiduciary Responsibility Coverage Section ("X" must appear in at least one of the above if a Shared Limit applies to the Directors, Officers and Private Company Coverage Section.)

The Employment Practices Coverage Section: ___ has ___ has NOT been purchased ("X" must appear in one of the above).	If purchased, such Coverage Section will be subject to the Limit of Liability indicated in the next column (either a Separate Limit or a Shared Limit).	Separate EPL Limit: \$
		Shared Limit: \$, shared with the: ___ Directors, Officers and Private Company Coverage Section ___ Fiduciary Responsibility Coverage Section ("X" must appear in at least one of the above if a Shared Limit applies to the Employment Practices Coverage Section.)

The Fiduciary Responsibility Coverage Section: ___ has ___ has NOT been purchased ("X" must appear in one of the above).	If purchased, such Coverage Section will be subject to the Limit of Liability indicated in the next column (either a Separate Limit or a Shared Limit).	Separate Fiduciary Limit: \$
		Shared Limit: \$, shared with the: ___ Directors, Officers and Private Company Coverage Section ___ Employment Practices Coverage Section ("X" must appear in at least one of the above if a Shared Limit applies to the Fiduciary Responsibility Coverage Section.)

(b) Sublimits of Liability

- (i) **Asset Protection Costs** Sublimit: \$
- (ii) **Personal Reputation Costs** Sublimit: \$
- (iii) **Derivative Demand Investigation Costs** Sublimit: \$
- (iv) **D&O Crisis Costs** Sublimit: \$

- (v) EPL **Crisis Costs** Sublimit: \$
 - (vi) **HIPAA Penalties** Sublimit: \$
 - (vii) **PPA Penalties** Sublimit: \$
 - (viii) **ERISA Section 502(c) Penalties** Sublimit: \$
 - (ix) **IRC Section 4975(a) Taxes** Sublimit: \$
 - (x) **Compliance Program Costs** Sublimit: \$
 - (xi) **Fiduciary Crisis Costs** Sublimit: \$
- (c) Additional Limits of Liability
- (i) Additional **Defense Costs** Limit: \$
 - (ii) Additional A-Side **Executive** Limit: \$

ITEM 4. RETENTIONS

- (a) \$ each **Claim** for **D&O Acts**
- (b) \$ each **Claim** for **EPL Acts**
- (c) \$ each **Claim** for **Fiduciary Acts**

However, no Retention applies to **Non-Indemnifiable Loss, Crisis Costs, Derivative Demand Investigation Costs or Compliance Program Costs.**

ITEM 5. PRIOR OR PENDING DATES

- (a) Directors, Officers and Private Company Coverage Section:
- (b) Employment Practices Coverage Section:
- (c) Fiduciary Responsibility Coverage Section:

ITEM 6. PREMIUM: \$

ITEM 7. DISCOVERY PERIOD

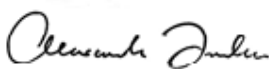
- (a) Discovery Period Premium: % of the annual premium
- (b) Discovery Period Duration: year(s)

ITEM 8. NOTICES TO THE INSURER REQUIRED UNDER GENERAL CONDITION (B) MUST BE ADDRESSED TO “CLAIMS MANAGER” AND SENT TO ONE OF THE FOLLOWING:

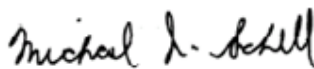
Street Address:	Facsimile Number:	E-mail Address:
Tokio Marine HCC – D&O Group 8 Forest Park Drive Farmington, CT 06032	(860) 676-1737	usclaims@tmhcc.com

ITEM 9. ENDORSEMENTS ATTACHED AT ISSUANCE:

IN WITNESS WHEREOF, the Insurer has caused this Policy to be signed on this Declarations Page by its President, a Secretary and a duly authorized representative of the Insurer.



Secretary



President

Authorized Representative

Date: