

NOTICE OF TRANSFER

Agent Licensing Department
Mergers & Acquisitions Team
6300 Wilson Mills Rd E4G
Mayfield Village, OH 44143
Phone: 877-776-2436 option 3, 2, 2
Fax: 440-395-5509

This is to notify you that the Transferee (new owner) has obtained from the Transferor (current/previous owner), both identified below, all of Transferor's rights in the Subject Policies, described below, comprised of certain insurance policies written by one or more companies within the Progressive Group of Insurance Companies ("**Progressive.**") In connection with this transaction, the parties hereby agree as follows:

1. The "**Effective Date**" of the acquisition or transfer is _____.
2. The "**Subject Policies**" to be transferred to the Transferee are identified as the following (check one, as applicable):
 - All Progressive policies associated with producer code(s); or
 - Only those Progressive policies listed in the attached spreadsheet.
3. The Transferor hereby warrants and represents that the Transferor has all necessary right and authority to enter into this Agreement and to transfer the Subject Policies to Transferee.
4. Notwithstanding any allocation of liabilities between the parties, in consideration for Progressive's acceptance of Transferee as the producer of record on the Subject Policies, the parties hereby acknowledge and agree that: (a) they shall be jointly and severally liable to Progressive for amounts due with respect to the Subject Policies; and (b) Progressive may offset against amounts due either party or both parties any and all such amounts. The Transferee, however, acknowledges and agrees that notwithstanding any allocation of liability between the parties, the Transferee shall be responsible for paying to Progressive any and all charge-backs to commissions on the Subject Policies on and after the Effective Date, as well as any outstanding balances due and owing to Progressive with respect to the Subject Policies as of the Effective Date.
5. The Transferee acknowledges and agrees that the Transferee shall be responsible for promptly obtaining from the Transferor, any and all original signed applications (including selections, exclusions and rejections of optional coverage) and all other records relating to the Subject Policies. Such records must be maintained in accordance with the terms of the Producer's Agreement and all applicable state laws. If attempts to obtain records from the Transferor prove unsuccessful, then the Transferee agrees to promptly obtain any required signed forms directly from the policyholder(s).
6. Progressive is an intended third-party beneficiary to this Notice of Transfer, and may enforce its terms directly as against either party or both parties.

Transferor (current/previous owner)

Transferee (new owner)

Signature:

Signature:

Print Name:

Print Name:

Title:

Title:

Agency Legal Name:

Agency Legal Name:

Date:

Date:

PROGRESSIVE