

TRAVEL INSURANCE MODERNIZATION ACT - ENACTMENT

Act of May 31, 2018, P.L. 125, No. 26

Cl. 40

An Act

Providing for the licensure of limited lines travel insurance producers, for requirements for sale of travel insurance, for authority of limited lines travel insurance producers, for registration and training of travel retailers and for renewal of license.

The General Assembly of the Commonwealth of Pennsylvania hereby enacts as follows:

Section 1. Short title.

This act shall be known and may be cited as the Travel Insurance Modernization Act.

Section 1.1. Scope and purpose.

(a) Purpose.--The purpose of this act is to promote the public welfare by creating a comprehensive legal framework within which travel insurance may be sold in this Commonwealth.

(b) Applicability.--The requirements of this act shall apply to travel insurance that covers a resident of this Commonwealth and is sold, solicited, negotiated or offered in this Commonwealth, and policies and certificates are delivered or issued for delivery in this Commonwealth. This act shall not apply to cancellation fee waivers or travel assistance services, except as expressly provided in this act.

(c) Continuation.--All other applicable provisions of this Commonwealth's insurance laws shall continue to apply to travel insurance except that the specific provisions of this act shall supersede any general provisions of law that would otherwise be applicable to travel insurance.

(1.1 added June 17, 2024, P.L.406, No.28)

Section 2. Definitions.

The following words and phrases when used in this act shall have the meanings given to them in this section unless the context clearly indicates otherwise:

"Aggregator site." A publicly accessible Internet website that provides access to information regarding insurance products from more than one insurer, including product and insurer information, for use in comparison shopping. (Def. added June 17, 2024, P.L.406, No.28)

"Application." As defined in section 601-A of the Insurance Department Act.

"Blanket travel insurance." A policy of travel insurance issued to an eligible group providing coverage for specific classes of persons defined in the policy with coverage provided to all members of the eligible group without a separate charge to individual members of the eligible group. (Def. added June 17, 2024, P.L.406, No.28)

"Business entity." A person that is not an individual.

"Cancellation fee waiver." A contractual agreement between a supplier of travel services and a customer to waive some or all of the nonrefundable cancellation fee provisions of the supplier's underlying travel contract with or without regard to the reason for the cancellation or form of reimbursement. A cancellation fee waiver is not insurance. (Def. added June 17, 2024, P.L.406, No.28)

"Commissioner." The Insurance Commissioner of the Commonwealth.

"Customer." A person who purchases travel services, travel protection plans or travel insurance. (Def. amended June 17, 2024, P.L.406, No.28)

"Department." The Insurance Department of the Commonwealth.

"Designated licensee." As defined in section 601-A of the Insurance Department Act.

"Eligible group." Two or more persons who are engaged in a common enterprise or have an economic, educational or social affinity or relationship, including any of the following:

(1) An entity engaged in the business of providing travel or travel services, including tour operators, lodging providers, vacation property owners, hotels and resorts, travel clubs, travel agencies, property managers, cultural exchange programs and common carriers or the operator, owner or lessor of a means of transportation of passengers, including airlines, cruise lines, railroads, steamship companies and public bus carriers, wherein with regard to a particular trip or type of travel or travelers, all members or customers of the group must have a common exposure to risk attendant to the travel.

(2) A college, school or other institution of learning, covering students, teachers, employees or volunteers.

(3) An employer covering a group of employees, volunteers, contractors, board of directors, dependents or guests.

(4) A sports team, camp or sponsor of a sports team or camp covering participants, members, campers, employees, officials, supervisors or volunteers.

(5) A religious, charitable, recreational, educational or civic organization or branch of an organization covering a group of members, participants or volunteers.

(6) A financial institution or financial institution vendor or parent holding company, trustee or agent of or designated by one or more financial institutions or financial institution vendors, including account holders, credit card holders, debtors, guarantors or purchasers.

(7) An incorporated or unincorporated association, including labor unions, having a common interest, constitution and bylaws, and organized and maintained in good faith for purposes other than obtaining insurance for members or participants of the association covering members.

(8) A trust or the trustees of a fund established, created or maintained for the benefit of and covering members, employees or customers, subject to the commissioner's permitting the use of a trust of one or more associations meeting the requirements of paragraph (7).

(9) An entertainment production company covering a group of participants, volunteers, audience members, contestants or workers.

(10) A volunteer fire department, ambulance, rescue, police, court, first aid, civil defense or other volunteer group.

(11) A preschool, day-care institution for children or adults and senior citizen club.

(12) An automobile or truck rental or leasing company covering a group of individuals who may become renters, lessees or passengers defined by their travel status on the rented or leased vehicles. The common carrier, operator, owner or lessor of a means of transportation, or the automobile or truck rental or leasing company, is the policyholder under a policy to which this section applies.

(13) Any other group where, upon prior request to the commissioner, the commissioner has determined, in the commissioner's sole discretion, that the members are engaged in a common enterprise, or have an economic, educational or social affinity or relationship, and that issuance of the policy would not be contrary to the public interest.

(Def. added June 17, 2024, P.L.406, No.28)

"Enrolled customer." A customer who elects coverage under a travel insurance policy.

"Fulfillment materials." Documentation sent to the purchaser of a travel protection plan confirming the purchase and providing the travel protection plan's coverage and assistance details. (Def. added June 17, 2024, P.L.406, No.28)

"Group travel insurance." Travel insurance issued to an eligible group. (Def. added June 17, 2024, P.L.406, No.28)

"Insurance Department Act." The act of May 17, 1921 (P.L.789, No.285), known as The Insurance Department Act of 1921.

"Insurer." As defined in section 601-A of the Insurance Department Act.

"Limited lines travel insurance producer." A person licensed to sell, solicit or negotiate a contract of travel insurance as one of the following:

(1) licensed managing general agent or third-party administrator;

(2) licensed insurance producer, including a limited lines producer; or

(3) travel administrator licensed as a limited lines insurance producer.

(Def. amended June 17, 2024, P.L.406, No.28)

"Location." A physical location in this Commonwealth or an Internet website, call center site or similar location provided to residents of this Commonwealth.

"Negotiate." To confer directly with or to offer advice directly to a customer or prospective customer of a particular contract of insurance concerning the substantive benefits, terms or conditions of the contract, provided that the person engaged in that act either sells insurance or obtains insurance from insurers for customers.

"Offer and disseminate." To provide general information, including a description of the coverage and price, as well as processing an application for travel insurance, collecting premiums and performing other activities for which no insurance license is required.

"Sell." To exchange a contract of insurance by any means for money or its equivalent on behalf of an insurance entity.

"Solicit." To attempt to sell insurance or ask or urge a person to apply for a particular kind of insurance from a particular insurance entity.

"Travel administrator." A person who directly or indirectly underwrites, collects charges, collateral or premiums from, or adjusts or settles claims on residents of this Commonwealth, in connection with travel insurance, except that a person shall not be considered a travel administrator if that person's only actions that would otherwise cause the person to be considered a travel administrator are among the following:

(1) A person working for a travel administrator to the extent that the person's activities are subject to the supervision and control of the travel administrator.

(2) An insurance producer selling insurance or engaged in administrative and claims-related activities within the scope of the producer's license.

(3) A travel retailer offering and disseminating travel insurance and registered under the license of a limited lines travel insurance producer in accordance with this act.

(4) An individual adjusting or settling claims in the normal course of that individual's practice or employment as an attorney-at-law and who does not collect charges or premiums in connection with insurance coverage.

(5) A business entity that is affiliated with a licensed insurer while acting as a travel administrator for the direct and assumed insurance business of an affiliated insurer.

(Def. added June 17, 2024, P.L.406, No.28)

"Travel assistance services." Noninsurance services for which the consumer is not indemnified based on a fortuitous event and where providing the service does not result in transfer or shifting of risk that would constitute the business of insurance. The term includes security advisories, destination information, vaccination and immunization information services, travel reservation services, entertainment, activity and event planning, translation assistance, emergency messaging, international legal and medical referrals, medical case monitoring, coordination of transportation arrangements, emergency cash transfer assistance, medical prescription replacement assistance, passport and travel document replacement assistance, lost luggage assistance, concierge services and any other service that is furnished in connection with planned travel. Travel assistance services are not insurance and not related to insurance. (Def. added June 17, 2024, P.L.406, No.28)

"Travel insurance." Insurance providing coverage for personal risks incident to planned travel. The following apply:

(1) The term includes:

(i) Interruption or cancellation of trip or event.

(ii) Loss of baggage or personal effects.

(iii) Damages to accommodations or rental vehicles.

(iv) Sickness, accident, disability or death

occurring during travel.

(v) Emergency evacuation.

(vi) Repatriation of remains.

(vii) Any other contractual obligations to indemnify or pay a specified amount to the traveler upon determinable contingencies related to travel as approved by the commissioner.

(2) The term does not include:

(i) A service contract as defined in section 358(b) of the act of May 17, 1921 (P.L.682, No.284), known as The Insurance Company Law of 1921.

(ii) A major medical plan that provides comprehensive medical protection to a traveler with a trip lasting six months or longer, including a person working or residing overseas as an expatriate or deployed military personnel.

(iii) Any other product that requires a specific insurance producer license.

(Def. amended June 17, 2024, P.L.406, No.28)

"Travel insurance transaction." The sale of travel insurance to a customer.

"Travel protection plans." Plans that provide one or more of the following:

(1) Travel insurance.

(2) Travel assistance services.

(3) Cancellation fee waivers.

(Def. added June 17, 2024, P.L.406, No.28)

"Travel retailer." A business entity that makes, arranges or offers travel services and that may offer and disseminate travel insurance as a service to its customers on behalf of and under the direction of a limited lines travel insurance producer or under its own license.

Section 3. Licensure of limited lines travel insurance producers.

(a) Requirement.--The commissioner may issue a limited lines travel insurance producer license to an individual or business entity that has filed with the commissioner an application for a limited lines travel insurance producer license in a form and manner prescribed by the commissioner. The limited lines travel insurance producer shall be licensed to sell, solicit or negotiate travel insurance through a licensed insurer. A person may not act as a limited lines travel insurance producer or travel insurance retailer unless properly licensed or registered. ((a) amended June 17, 2024, P.L.406, No.28)

(b) Limited lines license.--A limited lines license issued under this act shall authorize a travel retailer registered under the license of the limited lines insurance producer, and each employee or authorized representative of the travel retailer, to offer and disseminate coverage under a policy of travel insurance to a customer at each location where the travel retailer or authorized representative engages in travel insurance transactions and to receive compensation from the limited lines travel insurance producer for those activities.

(c) License.--Notwithstanding any other provision of law, a license issued under this section shall authorize the licensee, a travel retailer registered under the licensee's license and an employee or authorized representative of the travel retailer to engage in activities permitted in this section.

Section 4. Requirements for sale of travel insurance.

(a) Authority and licensure.--A travel retailer and each employee and authorized representative of the travel retailer may offer and disseminate travel insurance to customers and shall not be subject to licensure as an insurance producer under Article VI-A of the Insurance Department Act if:

(1) The limited lines travel insurance producer obtains a limited lines license or is otherwise licensed as an insurance producer. ((1) amended June 17, 2024, P.L.406, No.28)

(2) The limited lines travel insurance producer or travel retailer provides to each customer of travel insurance:

(i) A description of the material terms or actual material terms of the insurance coverage.

(ii) A description of the process for filing a claim.

(iii) A description of the review or cancellation process for the travel insurance policy.

(iv) The identity and contact information of the travel retailer, insurer and limited lines travel insurance producer.

(b) Register of travel retailers.--

(1) At the time of licensure, the limited lines travel insurance producer shall establish and maintain a register of each travel retailer in this Commonwealth that offers travel insurance on the limited lines travel insurance producer's behalf.

(2) The register shall be maintained and updated by the limited lines travel insurance producer and shall include:

(i) The name, address and contact information of the travel retailer.

(ii) The name, address and contact information of the officer or person who directs or controls the travel retailer's operations.

(iii) The travel retailer's Federal Tax Identification Number.

(3) Information in the register regarding each travel retailer under paragraphs (1) and (2) shall be maintained for a period of at least three years following the date that the information was entered into the register.

(4) The limited lines travel insurance producer shall submit the register to the department upon request.

(5) The limited lines travel insurance producer shall certify that the travel retailer registered complies with 18 U.S.C. § 1033 (relating to crimes by or affecting persons engaged in the business of insurance whose activities affect interstate commerce).

(6) The grounds for suspension, revocation and the penalties under section 7 shall be applicable to the limited lines travel insurance producers and travel retailers.

(7) The limited lines travel insurance producer shall designate one employee as a licensed individual producer as the designated licensee responsible for the compliance with the travel insurance laws and regulations applicable to the limited lines travel insurance producer and the producer's registrants.

(8) The designated licensee, president, secretary, treasurer and any other officer or person who directs or controls the limited lines travel insurance producer's insurance operations shall comply with the fingerprinting requirements applicable to insurance producers in the resident state of the limited lines travel insurance producer.

(9) The limited lines travel insurance producer shall pay all applicable licensing fees as specified in applicable State law.

((b) amended June 17, 2024, P.L.406, No.28)

(c) List of locations.--A travel retailer shall maintain a list of the locations in this Commonwealth where it offers and disseminates travel insurance coverage information and, upon request, provide the list to the department.

(d) Training.--The insurer issuing the travel insurance must either directly supervise or authorize a designated licensee to supervise the administration of a training program, including the development of the program, for employees and authorized representatives of the travel retailer which may be subject to review by the department. The training shall comply with the following:

(1) The training shall be delivered to employees and authorized representatives of a travel retailer who are directly engaged in the activity of offering and disseminating travel insurance information.

(2) The training may be provided in electronic form. If conducted in an electronic form, the insurer shall implement a supplemental education program regarding travel insurance that is conducted and overseen by the designated licensee.

(3) Each employee and authorized representative, at a minimum, shall receive basic instruction about the types of travel insurance offered, ethical sales practices and the disclosures required under this section.

(e) Written materials.--A travel retailer offering or disseminating travel insurance shall provide to every prospective customer a brochure or other written material that has been approved by the travel insurer. The materials shall include information that: (Intro. par. amended June 17, 2024, P.L.406, No.28)

(1) Provides the identity and contact information of the insurer and the limited lines travel insurance producer.

(2) ((2) deleted by amendment June 17, 2024, P.L.406, No.28).

(3) Explains that purchase of travel insurance is not required in order to purchase any other product or service from the travel retailer.

(4) Explains that an unlicensed travel retailer is permitted to provide general information about the insurance offered by the travel retailer, including a description of the coverage and price, but is not qualified or authorized to answer technical questions about the terms and conditions of insurance coverage, including those coverages that are already maintained by the customer.

(f) Limitations.--A travel retailer's employee or authorized representative who is not licensed as an insurance producer may not:

(1) Evaluate or interpret the technical terms, benefits and conditions of the offered travel insurance coverage.

(2) Evaluate or provide advice concerning a prospective customer's existing insurance coverage.

(3) Advertise, represent or otherwise hold himself or herself out as a licensed insurer, licensed producer or insurance expert.

((f) amended June 17, 2024, P.L.406, No.28)

(g) Charges.--The charges for travel insurance coverage may be billed and collected by the travel retailer. A charge to the enrolled customer for coverage that is not included in the cost associated with the purchase of travel services shall be separately itemized on the enrolled customer's bill. If the travel insurance coverage is included with the purchase of travel services, the travel retailer shall clearly and conspicuously disclose to the enrolled customer that the travel insurance coverage is included with the purchase of travel services. The travel retailer that bills and collects the charges shall not be required to maintain the funds in a segregated account provided that the travel retailer is authorized by the insurer to hold the funds in an alternative manner and remits the amounts to the supervising entity within 60 days of receipt. The funds received by a travel retailer from an enrolled customer for the sale of travel insurance shall be considered funds held in trust by the travel retailer in a fiduciary capacity for the benefit of the insurer.

(h) Compensation.--A travel retailer, whose insurance-related activities and those of the employees or authorized representatives are limited to offering and disseminating travel insurance on behalf of and under the direction and license of a limited lines travel insurance producer meeting the conditions stated in this act, is authorized to conduct those activities and receive related compensation upon registration by the limited lines travel insurance producer as described in subsection (b). No travel retailer employee or authorized representative may be compensated based primarily on the number of customers of travel insurance coverage, but nothing in this act shall prohibit payment of compensation to a travel retailer or its employees

or authorized representatives for activities under the limited lines travel insurance producer's license that are incidental to the overall compensation of the travel retailer or its employees or authorized representatives.

(i) Authorization for sales.--A person licensed in a major line of authority as an insurance producer is authorized to sell, solicit and negotiate travel insurance. A property and casualty insurance producer is not required to become appointed by an insurer in order to sell, solicit or negotiate travel insurance. ((i) added June 17, 2024, P.L.406, No.28)
Section 5. Policy.

(a) Offering.--Travel insurance may be offered under an individual, group or blanket policy.

(b) Eligibility and underwriting standards.--Eligibility and underwriting standards for travel insurance may be developed and provided based on travel protection plans designed for individual or identified marketing or distribution channels, provided those standards also meet the Commonwealth's underwriting standards for inland marine.

(5 amended June 17, 2024, P.L.406, No.28)
Section 6. Responsibility.

As the insurer designee, the limited lines travel insurance producer and insurer shall be responsible for the acts of the travel retailer and the travel retailer's employees and authorized representatives who are not limited lines travel insurance producers and shall use reasonable means to ensure compliance with this act by the travel retailer and the travel retailer's employees and authorized representatives.

Section 7. Enforcement.

(a) Actions by commissioner requiring no notice and hearing.--If the commissioner determines that a travel retailer or a travel retailer's employee or authorized representative has violated any provision of this act, the commissioner may:

(1) Direct the limited lines travel insurance producer to implement a corrective action plan with the travel retailer.

(2) Direct the limited lines travel insurance producer to revoke the authorization of the travel retailer to offer and disseminate travel insurance on its behalf and under its license and to remove the travel retailer's name from its register.

(b) Actions by commissioner requiring notice and hearing.--If the commissioner determines that a travel retailer or a travel retailer's employee or authorized representative has violated any provision in this act, the commissioner, after notice and hearing, may:

(1) Suspend or revoke the license of the limited lines travel insurance producer as authorized under this act or the registration of the travel retailer.

(2) Impose a monetary penalty on the limited lines travel insurance producer.

(3) Impose other conditions and penalties as deemed appropriate by the commissioner, including an order to cease and desist in the engagement of travel insurance transactions with a particular travel retailer and a particular employee or authorized representative of a travel retailer.

(c) Monetary penalties.--In addition to any other action authorized under this act or other law, a limited lines travel insurance producer who aids and abets a travel retailer in the transaction of travel insurance or in any activity concerning travel insurance after being directed to revoke the travel retailer's authorization shall be subject to a monetary penalty

under the act of July 22, 1974 (P.L.589, No.205), known as the Unfair Insurance Practices Act.

(d) Effect of conduct.--For purposes of this act, the conduct of a travel retailer and its employees and authorized representatives regarding the offering or dissemination of travel insurance on behalf of a licensed limited lines travel insurance producer shall be deemed the conduct of the licensed limited lines travel insurance producer.

Section 8. Licensing and fees.

(a) Renewal process generally.--An application for licensure or license renewal under this act shall be processed in accordance with sections 605-A, 606-A and 608-A of the Insurance Department Act.

(b) Amount of fees.--A nonrefundable fee of \$400 shall accompany an application for a limited lines travel insurance producer license and any license renewal.

(c) Adjustment of fees.--A license fee under subsection (b) may be adjusted no more than annually by the commissioner upon publication of the new fee in the Pennsylvania Bulletin.

Section 8.1. Travel protection plans.

Travel protection plans may be offered for one price for the combined features that the travel protection plan offers in this Commonwealth if:

(1) The travel protection plan clearly discloses to the consumer, at or prior to the time of purchase, that the plan includes travel insurance, travel assistance services and cancellation fee waivers, as applicable, and provides information and an opportunity, at or prior to the time of purchase, for the consumer to obtain additional information regarding the features and separately itemized pricing of each.

(2) The fulfillment materials:

(i) Describe and delineate the travel insurance, travel assistance services and cancellation fee waivers in the travel protection plan.

(ii) Include the travel insurance disclosures and the contact information for persons providing travel assistance services and cancellation fee waivers, as applicable.

(3) Partial payment made for travel protection plans, including one or more services offered for one price, will be applied in full to the travel insurance premium portion of the price first.

(8.1 added June 17, 2024, P.L.406, No.28)

Section 8.2. Sales practices.

(a) General rule.--A person offering travel insurance to residents of this Commonwealth shall be subject to the act of July 22, 1974 (P.L.589, No.205), known as the Unfair Insurance Practices Act, except as otherwise provided in this section. In the event of a conflict between this act and other provisions of the Unfair Insurance Practices Act regarding the sale and marketing of travel insurance and travel protection plans, the provisions of this act shall control.

(b) Illusory travel insurance.--Offering or selling a travel insurance policy that could never result in payment of any claims for any insured under the policy is deemed and defined to be an unfair trade practice under the Unfair Insurance Practices Act.

(c) Marketing.--

(1) All documents provided to a consumer prior to the purchase of travel insurance, including sales materials, advertising materials and marketing materials, shall be

consistent with the travel insurance policy product, including forms, endorsements, policies, rate filings and certificates of insurance.

(2) For travel insurance policies or certificates that contain preexisting condition exclusions, information and an opportunity to learn more about the preexisting condition exclusions shall be provided any time prior to the time of purchase and in the coverage's fulfillment materials.

(3) The fulfillment materials and the information described in section 4(a)(2) shall be provided to a policyholder or certificate holder as soon as practicable, following the purchase of a travel protection plan. Unless the insured has either started a covered trip or filed a claim under the travel insurance coverage, a policyholder or certificate holder may cancel a policy or certificate for a full refund of the travel protection plan price from the date of purchase of a travel protection plan until at least:

(i) fifteen days following the date of delivery of the travel protection plan's fulfillment materials by postal mail; or

(ii) ten days following the date of delivery of the travel protection plan's fulfillment materials by means other than postal mail.

(4) The company shall disclose in the policy documentation and fulfillment materials whether the travel insurance is primary or secondary to other applicable coverage.

(5) Where travel insurance is marketed directly to a consumer through an insurer's publicly accessible Internet website or by others through an aggregator site, it shall not be an unfair trade practice or other violation of law where an accurate summary or short description of coverage is provided on the website, as long as the consumer has access to the full provisions of the policy through electronic means.

(d) Opt out prohibited.--No person offering, soliciting or negotiating travel insurance or travel protection plans on an individual or group basis may do so by using a negative option or opt out, which would require a consumer to take an affirmative action to deselect coverage, such as unchecking a box on an electronic form, when the consumer purchases a trip.

(e) Unfair trade practice.--It shall be deemed and defined to be an unfair trade practice to market blanket travel insurance coverage as free.

(f) Coverage options.--If a consumer's destination jurisdiction requires insurance coverage, it shall not be an unfair trade practice to require that a consumer choose between the following options as a condition of purchasing a trip or travel package:

(1) purchasing the coverage required by the destination jurisdiction through the travel retailer or limited lines travel insurance producer supplying the trip or travel package; or

(2) agreeing to obtain and provide proof of coverage that meets the destination jurisdiction's requirements prior to departure.

(g) Definition.--As used in this section, the term "delivery" means handing fulfillment materials to the policyholder or certificate holder or sending fulfillment materials by postal mail or electronic means to the policyholder or certificate holder.

(8.2 added June 17, 2024, P.L.406, No.28)

Section 8.3. Travel administrators.

(a) Prohibitions.--Notwithstanding any other provisions of this act, a person may not act or represent oneself as a travel administrator for travel insurance in this Commonwealth unless that person:

(1) is a licensed property and casualty insurance producer in this Commonwealth for activities permitted under that producer license;

(2) holds a valid managing general agent license in this Commonwealth; or

(3) holds a valid third-party administrator license in this Commonwealth.

(b) Responsibilities of insurer.--An insurer is responsible for the acts of a travel administrator administering travel insurance underwritten by the insurer and is responsible for ensuring that the travel administrator maintains all books and records relevant to the insurer to be made available by the travel administrator to the commissioner upon request.

(8.3 added June 17, 2024, P.L.406, No.28)

Section 8.4. Filing classification.

Notwithstanding any other provision of this act, travel insurance shall be classified and filed for purposes of rates and forms under an inland marine line of insurance. A policy providing coverage for only sickness, accident, disability or death occurring during travel, either exclusively or in conjunction with related coverages of emergency evacuation or repatriation of remains, shall be considered and filed as accident and health insurance and will not be subject to the inland marine underwriting standards.

(8.4 added June 17, 2024, P.L.406, No.28)

Section 8.5. Regulations.

The commissioner may promulgate regulations to implement the provisions of this act.

(8.5 added June 17, 2024, P.L.406, No.28)

Section 9. Effective date.

This act shall take effect in 120 days.