

APPLICATION FOR DIRECTORS, OFFICERS AND PRIVATE COMPANY LIABILITY INSURANCE POLICY INCLUDING EMPLOYMENT PRACTICES CLAIMS COVERAGE

NOTICE: THIS APPLICATION IS FOR A CLAIMS MADE AND REPORTED POLICY WHICH APPLIES ONLY TO "CLAIMS" FIRST MADE DURING THE "POLICY PERIOD" OR ANY DISCOVERY PERIOD AND REPORTED TO THE INSURER AS SOON AS PRACTICABLE BUT IN ANY EVENT NO LATER THAN THIRTY (30) DAYS AFTER THE TERMINATION OF THE POLICY. THE LIMIT OF LIABILITY AVAILABLE TO PAY DAMAGES OR SETTLEMENTS WILL BE REDUCED, AND MAY BE EXHAUSTED, BY "COSTS OF DEFENSE," AND "COSTS OF DEFENSE" WILL BE APPLIED AGAINST THE APPLICABLE RETENTION. THE COVERAGE AFFORDED UNDER THIS POLICY DIFFERS IN SOME RESPECTS FROM THAT AFFORDED UNDER OTHER POLICIES. PLEASE READ THE ENTIRE APPLICATION CAREFULLY BEFORE SIGNING.

Producer's Name	
Address	
Telephone Number	
License Number	

1. a) **Name of Applicant:** _____
 (Whenever used in this Application, the term **Applicant** shall mean the Parent Corporation and all Subsidiaries.)

- b) **Principal Address:** _____
 City: _____ State: _____ Zip: _____

- c) **Years of Operations:** _____

- d) **Nature of Operations:** _____

- e) **Name and Title of the officer of the Applicant designated as the Company contact.**

2. **Current Insurance:**

D&O (Directors & Officers Liability)	Fiduciary Liability
Carrier(s) _____	Carrier(s) _____
Limit _____	Limit _____
Premium _____	Premium _____
Expiration _____	Expiration _____

EPL (Employment Practices Liability)

Crime

Carrier(s) _____

Carrier(s) _____

Limit _____

Limit _____

Premium _____

Premium _____

Expiration _____

Expiration _____

3. Have any of the **Applicant's** D&O or EPL carriers indicated an intent not to offer renewal terms? Yes No
 (If "Yes," please provide details as an attachment to this Application.)

4. **FINANCIAL INFORMATION**

Please provide the following financial information for the Applicant and its Subsidiaries.

Information must be based on the most recent audited financials or interim financials if audited financials are not available.

- a. Please provide the following Financial Information for the Applicant and its Subsidiaries

Based on Financial Statements Dated:	_____ (Year/Month)
Total Assets	\$ _____
Total Liabilities	\$ _____
Total Revenues/Contributions	\$ _____
<input type="checkbox"/> Net Income <input type="checkbox"/> Net Loss	\$ _____
Cash flow from operations	\$ _____

- b. Has the Applicant or any of its Subsidiaries changed auditors in the past year? Yes No NA
 If "Yes," please provide complete details.

5. **Stock Ownership:**

Yes No

- a) Total number of voting shareholders: _____

- b) Please list all directors and officers and their respective percentage of voting shares owned whether directly or beneficially:

- c) Other than those identified in b) above, are there any shareholders who hold greater than five percent (5%) of the voting shares of the **Applicant** whether directly or beneficially? Yes No

(If "Yes," please list all such shareholders and their respective percentage of voting shares owned whether directly or beneficially:

6. Please indicate whether the **Applicant** in the past thirty-six (36) months completed or agreed to, or contemplates within the next twelve (12) months, any of the following, whether or not such transactions were or will be completed.

- a) Any registration for a public debt or equity offering or any private placement of debt or equity securities? Yes No

If "Yes," please describe the essential terms of each such transaction as an attachment to this Application.

b) Reorganization or arrangement with creditors under federal or state law? Yes No

If "Yes," please describe the essential terms of each such transaction as an attachment to this Application

Subsidiaries			
Details	1	2	3
Name			
Operations Formed			
Ownership			
Tax Status			

7. Has the **Applicant** in the past twenty-four (24) months had, or in the next twenty-four (24) months anticipate any plant, facility, branch or office closing, consolidations or layoffs? Yes No

If "Yes," please provide details by attachment to this Application.

Enter the TOTAL number of employees (by type) in the boxes below.

Note: Seasonal, Temporary and Leased Employees to be included as Part-Time employees (Non-Union if Domestic)

Number Employees in ALL STATES/JURISDICTIONS:

	Domestic		Foreign
	Union	Non-Union	
Full Time			
Part Time			

Total Number of Independent Contractors	
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Enter the number of employees (by type) in the specified jurisdictions ONLY in the boxes below.

Note: Seasonal, Temporary and Leased Employees to be included as Part-Time employees (Non-Union if Domestic)

Number of Employees located in CALIFORNIA ONLY:

	Domestic	
	Union	Non-Union
Full Time		
Part Time		

Total Number of Independent Contractors	
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Number of Employees located in DISTRICT OF COLUMBIA, FLORIDA, MICHIGAN & TEXAS ONLY (collectively):

	Domestic	
	Union	Non-Union
Full Time		
Part Time		

Total Number of Independent Contractors	
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8. a) Percentage of employees with salaries (including bonuses):

Less than \$25,000	_____	%
\$25,000 - \$50,000	_____	%
\$50,000 - \$100,000	_____	%
Greater than \$100,000	_____	%

b) How many employees or officers have been involuntarily terminated in the past two (2) years?

(Yr1) _____ (Yr2) _____

c) What percentage (%) of your employees has turned over in the past two (2) years?

(Yr1) _____ (Yr2) _____

9. **Does the Applicant**

- have a full-time human resources coordinator? Yes No
- have a written policy prohibiting discrimination? Yes No
- have a written policy prohibiting sexual harassment? Yes No
- have a written policy for handling complaints of sexual harassment? Yes No
- require all employees to complete an application for employment? Yes No
- have a written policy for Family Medical Leave? Yes No
- have an employee handbook? Yes No
- have posted policies and procedures? Yes No
- use outside counsel for employment advice including terminations? Yes No
- have a formal "At-Will" statement in the employee handbook and employment application? Yes No
- require independent contractors performing services under the exclusive direction of the **Applicant** be subject to the **Applicant's** human resources policies? Yes No

10. Does the **Applicant** have policies or procedures outlining employee conduct when dealing with the general public or persons outside of the **Applicant's** direction or control? Yes No
If "Yes," please provide a copy.

11. Does the **Applicant** have policies or procedures for dealing with complaints from the general public, customers, clients, patrons, visitors, or other third parties for issue involving harassment or discrimination? Yes No
If "Yes," please provide a copy.

Only complete Question #12 if the Applicant does not have any insurance in place.

12. Past Activities:

a) Has there been, or is there now pending any claim(s), suit(s), investigation(s) or action(s) against the Applicant, its Subsidiaries, or any individual or other entity proposed for insurance arising out of: (1) any director, officer, employee or entity liability matter, including securities matters and/or employment matters; or (2) any matter claimed against any person proposed for insurance in his or her capacity under the proposed policy? (If none, check here: "None".) (If "Yes" attach complete details.) Yes

- b) Does the Applicant, its Subsidiaries, or any director, officer or employee of the Applicant know of any act, error or omission, which might give rise to a claim(s) under the proposed policy?
(If none, check here: "None".) (If "Yes" attach complete details.) Yes

- c) Has the Applicant, any of its Subsidiaries or any director and/or office
- a. Been involved in any antitrust, copyright or patent litigation? Yes No
 - b. Been charged in any civil or criminal action or administrative proceeding with a violation of any federal or state antitrust or fair trade law? Yes No
 - c. Been charged in any civil or criminal action or administrative proceeding with a violation of any federal or state securities law or regulation? Yes No
 - d. Been involved in any representative actions, class actions, or derivative suits Yes No
 - e. Been charged in any federal or state proceeding citing a violation of anti-harassment or anti- discrimination law Yes No

IF ANY OF THE ABOVE IS "YES," ATTACH COMPLETE DETAILS

Without prejudice to any other rights and remedies of the Underwriter, any claim arising from any claims, facts, circumstances or situations required to be disclosed in response to 12.(a) – 12.(c) above is excluded from the proposed insurance.

13. As part of this Application, please submit the following documents with respect to the **Applicant**
- a) Audited financial statements with any notes and schedules.
 - b) Any registration statements filed with the SEC or any private placement memorandums within the last twelve (12) months.
 - c) Summary and status of any litigation filed within the last five years by or against any person(s) or entity(ies) proposed for this insurance (including any litigation that has been resolved).
 - d) Copy of employee handbook (if the **Applicant** has more than two hundred fifty (250) employees).
 - e) EEO-1 Report.

NOTICE TO APPLICANT – PLEASE READ CAREFULLY.

FOR THE PURPOSES OF THIS APPLICATION, THE UNDERSIGNED AUTHORIZED AGENT OF THE PERSON(S) AND ENTITY(IES) PROPOSED FOR THIS INSURANCE DECLARES THAT TO THE BEST OF HIS/HER KNOWLEDGE AND BELIEF, AFTER REASONABLE INQUIRY, THE STATEMENTS IN THIS APPLICATION, AND IN ANY ATTACHMENTS, ARE TRUE AND COMPLETE. THE UNDERWRITER IS AUTHORIZED TO MAKE ANY INQUIRY IN CONNECTION WITH THIS APPLICATION. ACCEPTING THIS APPLICATION DOES NOT BIND THE UNDERWRITER TO COMPLETE, OR THE **APPLICANT** TO PURCHASE, THE INSURANCE.

THE INFORMATION CONTAINED IN AND SUBMITTED WITH THIS APPLICATION IS ON FILE WITH THE UNDERWRITER AND ALONG WITH THE APPLICATION IS CONSIDERED PHYSICALLY ATTACHED TO THE POLICY AND WILL BECOME PART OF IT. THE UNDERWRITER WILL HAVE RELIED UPON THIS APPLICATION AND ATTACHMENTS IN ISSUING ANY POLICY. THIS APPLICATION WILL BECOME A PART OF SUCH POLICY IF ISSUED.

IF THE INFORMATION IN THIS APPLICATION OR IN ANY ATTACHMENT MATERIALLY CHANGES BETWEEN THE DATE OF THIS APPLICATION AND THE POLICY EFFECTIVE DATE, THE **APPLICANT** WILL NOTIFY THE UNDERWRITER, WHO MAY MODIFY OR WITHDRAW ANY QUOTATION OR AGREEMENT TO BIND INSURANCE.

THE UNDERSIGNED DECLARES THAT THE PERSON(S) AND ENTITY(IES) PROPOSED FOR THIS INSURANCE UNDERSTAND THAT:

- (I) THE POLICY FOR WHICH THIS APPLICATION IS MADE APPLIES ONLY TO "CLAIMS" FIRST MADE OR DEEMED MADE DURING THE

“POLICY PERIOD,” OR ANY EXTENDED REPORTING PERIOD;

- (II) THE LIMIT OF LIABILITY AVAILABLE TO PAY DAMAGES OR SETTLEMENTS WILL BE REDUCED, AND MAY BE EXHAUSTED, BY “COSTS OF DEFENSE,” AND, IN SUCH EVENT, THE UNDERWRITER WILL NOT BE RESPONSIBLE FOR THE CONTINUED “COSTS OF DEFENSE” OR FOR THE AMOUNT OF ANY JUDGMENT OR SETTLEMENT TO THE EXTENT THAT ANY OF THE FOREGOING EXCEED THE LIMIT OF LIABILITY; AND
- (III) “COSTS OF DEFENSE” WILL BE APPLIED AGAINST THE RETENTION.

NOTICE TO APPLICANTS: ANY PERSON WHO KNOWINGLY AND WITH INTENT TO DEFRAUD ANY INSURANCE COMPANY OR ANOTHER 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 THE PERSON TO CRIMINAL PENALTIES.

NOTICE TO ARKANSAS, NEW MEXICO AND WEST VIRGINIA 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 AUTHORITIES.

NOTICE TO DISTRICT OF COLUMBIA APPLICANTS: WARNING: IT IS A CRIME TO PROVIDE FALSE OR MISLEADING INFORMATION TO AN INSURER FOR THE PURPOSE OF DEFRAUDING THE INSURER OR ANY OTHER PERSON, PENALTIES INCLUDE IMPRISONMENT AND/OR FINES. IN ADDITION, AN INSURER MAY DENY INSURANCE BENEFITS IF FALSE INFORMATION MATERIALLY RELATED TO A CLAIM WAS PROVIDED BY THE APPLICANT.

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 OF THE THIRD DEGREE.

NOTICE TO KENTUCKY APPLICANTS: ANY PERSON WHO KNOWINGLY AND WITH INTENT TO DEFRAUD ANY INSURANCE COMPANY OR ANOTHER PERSON, FILES A 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, SUBJECT TO CRIMINAL PROSECUTION AND CIVIL PENALTIES.

NOTICE TO LOUISIANA 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 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 A DENIAL OF INSURANCE BENEFITS.

NOTICE TO NEW JERSEY APPLICANTS: ANY PERSON WHO INCLUDES ANY FALSE AND MISLEADING INFORMATION ON AN APPLICATION FOR AN INSURANCE POLICY IS SUBJECT TO CRIMINAL AND CIVIL PENALTIES.

NOTICE TO OHIO APPLICANTS: ANY PERSON WHO, WITH INTENT TO DEFRAUD OR KNOWING THAT HE/SHE 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 OREGON 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 MATERIALLY FALSE, INCOMPLETE, OR MISLEADING INFORMATION MAY BE GUILTY OF A CRIME.

NOTICE TO OKLAHOMA APPLICANTS - WARNING: ANY PERSON WHO KNOWINGLY AND WITH INTENT TO INJURE, 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 (365:15-10, 36 §3613.1).

NOTICE TO PENNSYLVANIA APPLICANTS: ANY PERSON WHO KNOWINGLY AND WITH INTENT TO DEFRAUD ANY INSURANCE COMPANY OR ANOTHER PERSON, FILES A 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, SUBJECT TO CRIMINAL PROSECUTION AND CIVIL PENALTIES.

NOTICE TO TENNESSEE, VIRGINIA AND WASHINGTON 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 INCLUDE IMPRISONMENT, FINES AND DENIAL OF INSURANCE BENEFITS.

NOTICE TO VERMONT APPLICANT: 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 ACT, WHICH MAY BE A CRIME AND MAY SUBJECT SUCH PERSON 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 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 SHALL ALSO BE SUBJECT TO A CIVIL PENALTY NOT TO EXCEED FIVE THOUSAND DOLLARS (\$5,000) AND THE STATED VALUE OF THE CLAIM FOR EACH SUCH VIOLATION.

A POLICY CANNOT BE ISSUED UNLESS THE APPLICATION IS PROPERLY SIGNED BY THE CHAIRMAN OF THE BOARD AND PRESIDENT AND DATED. IF THE CHAIRMAN OF THE BOARD AND PRESIDENT ARE THE SAME INDIVIDUAL, PLEASE HAVE THE APPLICATION SIGNED BY THE CHIEF FINANCIAL OFFICER, CHIEF OPERATING OFFICER OR GENERAL COUNSEL IN LIEU OF THE PRESIDENT.

APPLICANT:		
BY: (President, Chairman, or CEO:)	TITLE:	DATE:

REQUIRED INFORMATION

PRODUCED BY (Insurance Agent or Broker:) Please print and sign name

FIRM NAME:	
TAXPAYER ID OR SOCIAL SECURITY NO.:	PRODUCER LICENSE NO:
ADDRESS (No., Street, City, State, and Zip:)	

EMAIL ADDRESS:

SUBMITTED BY (Firm):

TAXPAYER ID OR SOCIAL SECURITY NO.:

PRODUCER LICENSE NO.:

ADDRESS (No., Street, City, State, and ZIP:)