



8600 LaSalle Rd #331 The Chester Building Towson, MD 21286 FAX 866-518-4186 Toll Free 866-577-0355

APPLICATION FOR:

PRIVATE COMPANY PROTECTION PLUS

DIRECTORS AND OFFICERS & PRIVATE COMPANY LIABILITY INSURANCE EMPLOYMENT PRACTICES LIABILITY INSURANCE FIDUCIARY LIABILITY INSURANCE

NOTICE: THIS POLICY IS WRITTEN ON A CLAIMS MADE BASIS AND COVERS ONLY THOSE CLAIMS FIRST MADE DURING THE POLICY PERIOD AND REPORTED IN WRITING TO THE UNDERWRITER PURSUANT TO THE TERMS HEREIN. THIS POLICY PROVIDES A LIMIT OF LIABILITY AVAILABLE TO PAY JUDGMENTS OR SETTLEMENTS THAT SHALL BE REDUCED BY AMOUNTS INCURRED AS DEFENSE COSTS. FURTHER NOTE THAT DEFENSE COSTS PAID SHALL BE APPLIED AGAINST THE RETENTION AMOUNT.

Instructions

- Whenever used in this Application the term **Applicant** shall mean the Named Corporation and its whollyowned/controlled Subsidiaries and their respective Directors, Officers, Trustees or Governors.
- The **Applicant** is required to complete Sections 1 and 5.
- The **Applicant** should complete the other applicable Section(s) for which coverage is desired. (See chart below)

Check Coverage Desired	Application Section	Requested Limit	Requested Retention	Requested Effective Date
General Information	1	N/A	N/A	N/A
☐ Directors & Officers	2	\$	\$	
☐ Employment Practices	3	\$	\$	
Fiduciary Liability	4	\$	\$	
General Summary	5	N/A	N/A	N/A

SECTION 1 – GENERAL INFORMATION

(The Applicant must complete this section.)

١.	Name of Applicant.
2.	Address:
	Telephone: Website Address: www
3.	Standard Industrial Classification (SIC) Code:
За.	Federal Employer Identification Number (FEIN):
4.	Date Established: State of Incorporation:
	Form of Incorporation (Inc., Ltd., LLC, etc.):
5.	Please describe the nature of the Applicant's operations:

Name of Applicants

6.	The Officer of the Applicant designated to receive any and all notices from the Underwriter or their authorized representative concerning this insurance is: Name:
	Section 2 - DIRECTORS & OFFICERS INFORMATION
	(Complete this section only if Directors & Officers Liability coverage is desired.)
7.	Directors and Officers Liability Insurance has been continuously in force since:
8.	Ownership Information:
a)	Number of common shares outstanding: If <u>LLC</u> , number of membership shares:
b)	Number of common shareholders: Number of active members:
c)	Total number of shares owned directly or beneficially by Directors & Officers or Board of Managers:
	Does any shareholder(s) or group of affiliated shareholders (including an employee stock ownership plan) own more than five (5)% of the voting shares directly or beneficially? Yes No If yes, please provide details.
e)	Are the common shares publicly traded? Yes No If yes, specify the exchange & symbol.
f)	Does the Applicant have any public debt? Yes No If yes, please attach details.
	Are there any other securities which are convertible to common stock? Yes \(\subseteq \) No \(\text{If yes, please attach details.} \)
	Is the Applicant owned by another entity? \square Yes \square No If yes, indicate the name and principal address of the other entity:
9.	Provide a list of all direct and indirect subsidiaries.
Na	ame:Type of Business:
Pe	ercent Owned by the Applicant:% Date Created/Acquired:
Na	ame:Type of Business:
Pe	ercent Owned by the Applicant:% Date Created/Acquired:
Na	ame:Type of Business:
Pe	ercent Owned by the Applicant:% Date Created/Acquired:
	additional space is needed, please attach a separate page or use the additional information page ovided at the end of the application.
10	In the past twenty four (24) months or in the next twelve (12) months, has the Applicant or will the Applicant be involved in any of the following: If yes, provide details by attachment.
	Merger, acquisition or consolidation with another entity? Sales, distribution or divestiture of any assets other than in the ordinary course of business? Changes in the board of directors or senior management (other than death or retirement)? Yes No Change in the Applicant's independent auditors? Yes No

PI-PRD-New App (09/06)

Directors & Officers Liability cont'd

11	. Othering of Securities information	
a)	In the past thirty-six (36) months, has the Applicant completed or agreed to any private offer of securities, whether or not such transactions were or will be completed? Yes No	ing of debt or equity
b)	Within the next twelve (12) months, is the Applicant contemplating any private or public equity of securities? Yes No	offering of debt or
de	ote: If the Applicant answered yes to 11(a) or (b), please attach the offering memorand escribing the essential terms of each transaction, including the effective date, the professionnt of the offering and the current status of each such transaction.	
12	. Financial Information	
a)	In the past thirty-six (36) months, has the Applicant been the subject of or agreed reorganization or arrangement with creditors under federal or state law? Yes No	to a bankruptcy,
b)	Within the next twelve (12) months, is the Applicant contemplating any bankruptcy, arrangement with creditors under federal or state law? Yes No	reorganization or
c)	Is the Applicant in violation of any of its debts or loan convenants? Yes No	
d)	In the past thirty-six (36) months, did an Independent CPA render a "going concern" opinion?	Yes No
	ote: If the Applicant answered yes to 12 (a), (b), (c), or (d) please attach details including ancial audit, review or compilation with the auditors notes.	g the most recent
13	. Has the Applicant , a director or officer or other person proposed for this insurance been investigated for the following: If yes, attach complete details.	olved in any of the
	Anti-trust, copyright or patent infringement litigation?	☐Yes No
	Administrative proceeding charging violation of a federal or state law or regulation?	☐ Yes ☐ No
	Representative actions, class actions or derivative suits?	☐ Yes ☐ No
	Administrative, criminal, legislative or regulatory investigation?	☐ Yes ☐ No
	Any action where a license was revoked or suspended?	☐ Yes ☐ No
	is agreed that with respect to Question #13, if such circumstances exist, any claim a cumstances is excluded from the proposed insurance.	arising from such
14	. Indicate the following areas in which the board has implemented formal written policies and/o	or procedures:
	Selection of New Directors Related Party Transactions	Audit Policy Personnel Policy Compensation

15. Outside Directorship

Does the **Applicant** direct or request any individual to serve as director, officer, governor or trustee of any other No If yes, please complete question a - g below. entity? Yes a) Name of individual director, officer, governor or trustee: ______Position held: _____ b) Name of outside entity: c) Nature of entity's business: e) Does the outside entity provide indemnification to its Directors and Officers? Yes No f) Complete the following information regarding the Directors and Officers liability insurance carried by the outside entity: Insurer: _____ Limit of Liability \$ _____ Policy Period: _____ g) Has the outside entity or its Directors and Officers been involved in any Directors and Officers Liability litigation? Yes **Section 3 - EMPLOYMENT PRACTICES INFORMATION** (Complete this section only if Employment Practices Liability coverage is desired 16. Employment Practices Liability Insurance has been continuously in force since: ______ 17. Please provide the following employee count information: Currently One Year Ago Two Years Ago U.S. based employees: Total Full Time: Total Part Time: Volunteers: Temporary: Leased: Total Non U.S. based employees: **TOTAL SUM OF ABOVE:** Number of employees per the following states: CA: FL: NJ: NY:

		. ,	•	,
19. How many employees have been terminated or demoted in the past twelve (12) months?			months?	
	Voluntary:	Involuntary:	Laid Off:	
20.		oyees or change of status anti		lated in the next year?
21.		anticipate any plant, facility, within the next twenty-four	•	•

TX:

18. Total number of current employees with annual compensation greater than \$100.000:

22.	Does the Applicant have a human resources department? Yes \(\square\) No \(\square\) If no, describe how this function is handled.	n —					
23	Human Resource Policies and Procedures						
20.	Does the Applicant:						
	have a standard employment application for all applicants? have an employment handbook? document the receipt of the employee handbook by the employee? have an "At Will" provision in the employment application? have a written policy with respect to sexual harassment? have a written policy with respect to discrimination? have a written policy with respect to discrimination? have a written policy on progressive discipline for employees? have a written policy for Family Medical Leave Act? have a written policy for Family Medical Leave Act? have a written policy for Americans with Disabilities Act? have a written human resources manual or guidelines? use outside counsel for employment advice? use any tests to screen applicants or employees for continued employment? ves No utilize any form of alternative dispute resolution (ADR) or an arbitration policy? offer severance arrangements in return for a release from future litigation? yes No provide formal training for its supervisors in administering employment procedures? Please provide an explanation by attachment for all no answers.						
24.	Third Party Policies and Procedures						
	Does the Applicant :						
	a) have policies or procedures outlining employee conduct when dealing with customers, clients, vendors, the general public or other third parties, including non-discrimination and non harassment statements? Yes						
	b) have policies or procedures for responding to complaints of harassment, discrimination, or civil rights viola from its customers, clients, vendors, the general public or other third parties? Yes No	tions					
	c) have employees who work at customer locations or perform a majority of their functions off-site? Yes If yes, please provide the following:	No					
	1) Number of employees: Number of locations:						
	2) Describe the services performed / provided:						
		- - -					
25.	Has the Applicant , a director or officer or other person proposed for this insurance been involved in any of the following: If yes, attach complete details.	-					
PI-I	Any discriminatory practice violation or litigation?						

			RY LIABILITY CO				
	` '	<u></u>		Ü	,		
26.	. Fiduciary Liability Insurance has be	een continuously	in force since:				
27	. List all plans for which coverage is	requested (use Year	attachment if nec Assets /	essary):			
	an Name	Established	Contributions	Type*	Participant	Administrat	<u>or</u>
	ample: e ABC Manufacturing Corp 401K Plan	2000	\$1,000,000	3	75	self	
a)							
b)							
c)							
	= Employee Welfare Benefit Plan (a - Defined Benefit Plan (as defined by						
	pplement must be completed.	$f(\mathbf{ERISA}), 4 = \mathbf{O}$	mer. II Type IS	an ESUI	a Fiduciary	Liability - ES	OP
ıf a	additional space is needed, please	attach a canau	roto nago or uso	tha addit	ional inform	ation nago	
	ovided at the end of the application		ate page or use	trie auur	ionai imoniia	ation page	
28.	. Do any plan(s) employ the investme services of any outside provider?					penefits consu	ılting
29.	. Do the plan trustee(s) and administ such meetings are held:] Yes [] _	No If yes , ind	licate how of	ten
30.	. Does the plan(s) have prepared au the latest audited financial stater prepared:						
31.	. Do any plans hold any contract with Guaranteed Annuity Contracts (GA details by attachment.					Contracts (GI lo If yes, pro v	
32.	. Has any plan requested or contemby attachment.	plated filing a re	quest for terminat	ion? Y	es No If y	es, provide d	etails
33.	. Within the past three (3) years, has engaged in any transaction prohibit (If yes to any o	ed by ERISA, in		nited to:	A) with respect	t to any plan	
	The sale, exchange or lease of properties of money or the extended				arty?	Yes Yes	No No

Any disciplinary action by any regulatory agency or association, including the EEOC?

☐ Yes ☐ No

Yes

Yes

Yes

No

No

No

The investment in or acquisition by the plan of securities or real property of any such person?

The furnishing of goods, services or facilities between the plan and such party?

The transfer to, or use of plan assets by or for, any such party?

	there has been any amendment, please attach cor		• • •	
	limited to, an increase in participants' share of costs?	Yes	No If yes, provide details by attachment. If	f
	amendment now contemplated, which has resulted or	r might res	sult in any reduction of benefits including, but no	эt
34.	Has any amendment to any plan been made or conte	emplated w	vithin the past two (2) years, or is any	

- 35. Has any plan been spun-off (sold), transferred or terminated? Yes No **If yes, provide details by** attachment.
- 36. Are all defined benefit plans funded in accordance with the requirements of ERISA (or other applicable law) as attested to by a qualified actuary? Yes No If no, provide details by attachment.
- 37. Are there any overdue employer contributions for any plan, or has any plan requested or contemplated filing a request for a waiver of contributions? Yes No **If yes, provide details by attachment.**
- 38. Are there or have there been within the last three (3) years any known or alleged violations of ERISA or any similar statutory or common law (including applicable amendments, rules and regulations) of the United States, Canada or any state or other jurisdiction to which a plan is subject? Yes No If yes, provide details by attachment.
- 39. Has there been any indication from any government agency with respect to any plan that such agency is investigating or examining any aspect of such plan, including but not limited to the funding, administration or investment strategies of such plan? Yes No If yes, provide details by attachment.
- 40. Is Form 5500 filed on an annual basis for each plan? Yes No If no, provide details by attachment.

<u>SECTION 5 - GENERAL SUMMARY</u> (The Applicant must complete this section.)

41. Please provide details on the following insurance coverage currently in place:

COVERAGES	Insurance Company	Limit of Liability	Deductible	Policy Effective Dates	Premium
D&O		\$	\$		\$
EPLI		\$	\$		\$
Fiduciary		\$	\$		\$
General Liability		\$	\$		\$
Professional		\$	\$		\$
Liability					

- a) With respect to the above coverage, has any Underwriter refused, canceled or non-renewed coverage?
 (Not Applicable in Missouri) Yes No If yes, provide details by attachment.
- b) With respect to the above coverage, has any Underwriter indicated any intent not to offer renewal terms to the **Applicant**? (Not Applicable in Missouri) Yes No If **yes**, **provide details by attachment.**
- c) With respect to the above coverage, has the **Applicant** given notice of any claim, circumstance or potential claim to any Underwriter? Yes No **If yes, a Supplemental Claim form must be completed.**
- 42. Has the **Applicant** given written notice under the provisions of any prior policies providing similar insurance or claims, or of specific facts or circumstances which might give rise to a claim being made against any person or entity applying for this insurance? Yes No **If yes, a Supplemental Claim form must be completed.**

43.	presume might give rise to a future claim that would fall within the scope of any of the proposed coverages for which the Applicant has applied, except: None \square or as noted below: (Provide attachment if necessary)

Without prejudice to any other rights and remedies of the Underwriter, any claim arising from any claims, facts, circumstances or situations whether or not disclosed in #41, #42, and #43 above is excluded from the proposed insurance.

Material Change

If there is any material change to the answers of this Application's questions prior to the policy inception date, the Applicant must notify the Underwriter in writing. Any outstanding quotation may be modified or withdrawn.

False Information

WARNING: 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.

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, 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 AND THE STATED VALUE OF THE CLAIM FOR EACH SUCH VIOLATION.

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 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 MINNESOTA AND 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, WHICH IS A CRIME.

NOTICE TO OKLAHOMA APPLICANTS: ANY PERSON WHO KNOWINGLY AND WITH INTENT TO INJURE, DEFRAUD OR DECEIVE ANY INSURER, MAKE 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.

NOTICE TO FLORIDA APPLICANTS: ANY PERSON WHO, KNOWINGLY AND WITH INTENT TO INJURE, DEFRAUD, OR DECEIVE ANY EMPLOYER OR EMPLOYEE, INSURANCE COMPANY, OR SELF-INSURED

PROGRAM, FILES A STATEMENT OF CLAIM CONTAINING ANY FALSE OR MISLEADING INFORMATION IS GUILTY OF A FELONY OF THE THIRD DEGREE.

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 DISTRICT OF COLUMBIA, MAINE AND VIRGINIA APPLICANTS: IT IS A CRIME TO KNOWINGLY PROVIDE FALSE, INCOMPLETE OR MISLEADING INFORMATION TO INSURANCE COMPANY FOR THE PURPOSE OF DEFRAUDING THE COMPANY. PENALTIES MAY INCLUDE IMPRISONMENT, FINES, OR A DENIAL OF INSURANCE BENEFITS.

NOTICE TO NEW MEXICO 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 CIVIL FINES AND CRIMINAL PENALTIES.

NOTICE TO MARYLAND 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 MAY BE GUILTY OF INSURANCE FRAUD.

NOTICE TO OREGON AND TEXAS APPLICANTS: ANY PERSON WHO MAKES AN INTENTIONAL MISSTATEMENT THAT IS MATERIAL TO THE RISK MAY BE FOUND GUILTY OF INSURANCE FRAUD BY A COURT OF LAW.

NOTICE TO TENNESSEE 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.

Signature

The Undersigned represents that to the best of his/her knowledge and belief the statements set forth herein are true. The Undersigned further declares that any occurrence or event that takes place prior to the effective date of the insurance for which application is being made which may render inaccurate, untrue, or incomplete any statement made, will immediately be reported in writing to the Underwriter. The Underwriter may withdraw or modify any outstanding quotations and/or authorization or agreement to bind the insurance. The Underwriter is hereby authorized to make any investigation and inquiry in connection with the information, statements and disclosures provided in this Application. The signing of this Application does not bind the Undersigned to purchase the insurance, nor does the review of this Application bind the insurance company to issue a policy. It is agreed that this Application shall be the basis of the contract should a policy be issued. This Application will be attached and become a part of the policy.

Name	(Please Print)	Title	(Must be signed by the President, Chairman or Chief Executive Officer)
Signature		 Date	

As part of this Application, please submit the following documents:

- a) Applicant's latest fiscal year end financial statement (CPA prepared) and latest interim financial statement
- b) List of the **Applicant's** current Directors & Officers
- c) Copies of the most recently filed Forms 5500 (and attachments) for all ERISA plans for which coverage requested (If Fiduciary Liability coverage is being requested)
- d) Copies of the latest versions of the Applicant's employee handbook and employment applications
- e) Copy of the **Applicant's** current Directors & Officers/ EPLI Policy (optional)

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 AND PI-PRD-New App (09/06)

PART OF THE POLICY, SHOULD ONE BE ISSUED. THE UNDERWRITER WILL HAVE RELIED UPON THIS APPLICATION AND ATTACHMENTS IN ISSUING ANY POLICY.				
Produced by: (Section to be completed by Agent/Broker)				
Agent	Agency			
Agency Taxpayer ID or SS Number	Agency License Number			
Address (Street, City, State, Zip)				
ADDITIONAL	INFORMATION			
This page may be used to provide additional information to question number to which you are referring.	o any question on this application. Please identify the			
				
Signature Date	te			