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**DIRECTORS, OFFICERS AND PRIVATE COMPANY LIABILITY INSURANCE POLICY**  
**Including Employment Practices and Securities Liability**

NOTICE: THE POLICY PROVIDES THAT THE LIMIT OF LIABILITY AVAILABLE TO PAY JUDGMENTS OR SETTLEMENTS SHALL BE REDUCED BY AMOUNTS INCURRED FOR LEGAL DEFENSE. FURTHER NOTE THAT AMOUNTS INCURRED FOR LEGAL DEFENSE SHALL BE APPLIED AGAINST THE RETENTION AMOUNT.

**IF A POLICY IS ISSUED, IT WILL BE ON A CLAIMS-MADE BASIS.**

I. GENERAL INFORMATION

1. Name and Address of Applicant: \_\_\_\_\_  
\_\_\_\_\_
2. State of Incorporation: \_\_\_\_\_
3. Date of Incorporation: \_\_\_\_\_
4. Type of Business Entity (please check applicable description):
  - Corporation
  - Limited Liability Company
  - Sole Proprietorship
  - Other (please specify: \_\_\_\_\_ )
5. Years of Operation: \_\_\_\_\_
6. Nature of Business: \_\_\_\_\_
7. Principal Products or Services:
8. Primary SIC Code(s):
9. Number of Locations: Domestic (within the U.S., Canada and territories): \_\_\_\_\_  
Foreign: \_\_\_\_\_
10. Does the Applicant operate any retail outlets?  Yes  No. (If "Yes", total number of retail outlets: \_\_\_\_\_.)
11. Name and Address of Parent Corporation (if not Applicant):
12. (a) Amount of insurance requested: \$ \_\_\_\_\_  
(b) Self-insured retention desired (each loss): \$ \_\_\_\_\_

II COMPANY INFORMATION

13. Stock Ownership

- (a) Are any of the Applicant's securities or those of its Subsidiaries publicly traded or the subject of a "shelf registration ... ?  Yes  No

If "Yes", please state which securities are publicly traded or the subject of a "shelf registration"-

Equity  Debt  Mixed (attach explanation)

Exchange(s) \_\_\_\_\_ Ticket Symbol(s) \_\_\_\_\_

(If included as an attachment, check here:  .)

- (b) Total number of voting shares outstanding: \_\_\_\_\_
- (c) Total number of voting shareholders: \_\_\_\_\_
- (d) Total number of voting shares owned by its Directors (direct and beneficial): \_\_\_\_\_
- (e) Total number of voting shares owned by its Officers (direct and beneficial) who are not Directors: \_\_\_\_\_

- (f) Does any shareholder own five percent (5%) or more of the voting shares directly or beneficially? If so, designate name and percentage of holdings. (If no such shareholders, please check here:  "none".)

- (g) Are there any other securities convertible to voting stock? If so, describe fully. (If none, please check here:  "none"<sup>(1)</sup>)

14. (a) Attach a complete list of all Directors of the Applicant by name and affiliation with other corporations.

(b) Attach a complete list of all Officers of the Applicant by name and affiliation with other corporations.

15. Please list all direct and indirect Subsidiaries. If included as an attachment herein, check here  (Attached)

Name	Business or Type of Operation	Percentage of Ownership	Date Acquired or Created	Domestic or Foreign and Country of Incorporation

Is coverage to be extended to all Subsidiaries?

Yes  No

If "Yes", include complete list of Directors and Officers of each Subsidiary. If "No", include complete list of Directors and Officers of each Subsidiary for which coverage is requested. If included as an attachment herein, check here  (Attached)

16. Is the Applicant or any of its Subsidiaries involved in any joint ventures, general partnerships or limited partnerships? (if "Yes", please give details.)

Yes  No

17. Are there any plans for a merger, acquisition or consolidation of or by the Applicant or any of its Subsidiaries?

Yes  No

(a) If "Yes", have these plans been approved by the board of directors?

Yes  No

Date of Approval \_\_\_\_\_

(b) If "Yes", have these plans been approved by the shareholders?

Yes  No

Date of Approval \_\_\_\_\_

18. (a) Does the Applicant or any of its Subsidiaries anticipate any registration of securities under the Securities Act of 1933 within the next year?

Yes  No

If "Yes", give details and submit any offering materials, if available.

(b) Has the Applicant or any of its Subsidiaries had any private placements or other offering of securities within the last 12 months, or anticipate having any private placements or other offering of securities within the next 12 months?

Yes  No

If "Yes", give details and submit any offering documents, if available.

(c) Does the Applicant or any of its Subsidiaries anticipate purchasing the securities of a "publicly traded entity" in a transaction which would result in such entity becoming an Affiliate or Subsidiary of the Applicant?

Yes  No

If "Yes", give details and submit any merger/acquisition documents, if available.

19. (a) There has not been nor is there now pending any claim(s) against any person proposed for insurance in his or her capacity of either Director or Officer of the named Applicant or any of its Subsidiaries, except as follows: (Attach complete details. If no such claim(s), check here:  "none".)

(b) There has not been nor is there now pending any claim(s) against the Applicant or any of its Subsidiaries with regard to the securities of the Applicant or any of its Subsidiaries, except as follows:

(Attach complete details. If no such claim(s), check here:  "none".)

20. (a) No Director or Officer has knowledge or information of any act, error or omission which might give rise to a claim(s) under the proposed policy except as follows:

(Attach complete details. If they have no such knowledge or information, check here:  "none"

(b) Neither the Applicant nor any of its Subsidiaries has knowledge or information of any act, error or omission which might give rise to a claim(s) under the proposed policy except as follows:

(Attach complete details. If they have no such knowledge or information, check here:  "none".)

21. Has the Applicant, any of its Subsidiaries or any Director or Officer:

(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

IF ANY OF THE ABOVE, 21 (a) - 21 (d), IS "YES", ATTACH FULL DETAILS

It is agreed that with respect to Questions 19 and 21 above, if such knowledge, information or involvement exists, any claim or action arising therefrom is excluded from the proposed coverage.

III. APPLICANT'S EMPLOYEE INFORMATION

22. Please provide the following information regarding Employees, including Directors and Officers:

(a) Total number of Employees: \_\_\_\_\_

	Non union	Union (if applicable)
Full Time:	_____	_____
Part Time:	_____	_____
Seasonal:	_____	_____
Temporary:	_____	_____
Leased:	_____	_____
Independent Contractors:	_____	_____
Domestic (within the U.S., Canada and territories):	_____	_____
Foreign:	_____	_____
TOTAL:	_____	_____

(b) Number of Employees in Texas \_\_\_\_\_, California \_\_\_\_\_, Michigan \_\_\_\_\_

(c) Is the Applicant or any of its Subsidiaries subject to a collective bargaining agreement?  Yes  No

If "Yes", how many Employees are also subject to this agreement? \_\_\_\_\_

(d) Do the Applicant's or any of its Subsidiaries' Employees belong to a Union?  Yes  No

Please list the name of the Union that the largest number of Employees belongs to:

\_\_\_\_\_

(e) Is the Applicant's or any of its Subsidiaries' Employees employed under a written employment contract?  Yes  No

If "Yes", how many are there? \_\_\_\_\_

(f) For the past 3 years, what has been the annual percentage turnover rate of Employees (all locations):

Domestic: \_\_\_\_\_% \_\_\_\_\_% \_\_\_\_\_%

Year 1 \_\_\_\_\_ Year 2 \_\_\_\_\_ Year 3 \_\_\_\_\_

Foreign: \_\_\_\_\_% \_\_\_\_\_% \_\_\_\_\_%

Year 1 \_\_\_\_\_ Year 2 \_\_\_\_\_ Year 3 \_\_\_\_\_

(g) How many Officers and other Employees have resigned, been terminated (with or without cause) or retired within the last 24 months (all locations)?

Officers \_\_\_\_\_ Other Employees \_\_\_\_\_

IV. HUMAN RESOURCES

23. Does the Applicant or any of its Subsidiaries have a Human Resources Department?  Yes  No  
If "Yes", please answer the following questions regarding the Applicant's or any of its Subsidiaries' Human Resources Department. (If "No", how is this function handled? Please attach full details.)

(a) Number of human resources departments: \_\_\_\_\_

(b) Number of Employees: \_\_\_\_\_

24. Does the applicant have a human resources manual or equivalent written management guidelines?  Yes  No  
(If no such manual exists, check here:  "none".) (If "Yes", does it address the following issues?)

Legally prohibited Discrimination  Yes  No

Sexual Harassment  Yes  No

Compliance with the Americans with Disabilities Act  Yes  No

Compliance with the 1991 Civil Rights Act  Yes  No

Compliance with the Family Medical Leave Act  Yes  No

Employee disciplinary actions  Yes  No

Terminations, layoffs and early retirements  Yes  No

Employee appraisals/reviews  Yes  No

(For all "No" answers, how are these issues handled and by whom? Please attach full details.)

25. Are all management and supervisory Employees provided with a copy of such manual?  Yes  No

26. Do these staff members receive training in the proper implementation of your personnel policies and procedures?  Yes  No

27. (a) Are employment issues relating to terminations, discrimination, sexual harassment, layoffs, transfers, and promotions handled by the Human Resources Department?  Yes  No  
(If "No", please provide details on how these issues are handled.)

(b) When does outside counsel become involved: (Please attach details.)

(c) How frequently does outside counsel become involved?

Always  Sometimes  Never

28. Is an application required for new Employees?  Yes  No  
(If "Yes", please attach copies.)

29. (a) Does the Applicant have an Employee Handbook?  Yes  No  
(If "Yes", please attach a copy.)

(b) Is the Employee Handbook distributed to all employees?  Yes  No

30. Is the Applicant currently undergoing or does the Applicant contemplate undergoing during the next 12 months any employee layoffs or early retirements (including ones resulting from any type of company restructuring or office, plant or store closing)?  Yes  No  
(If "Yes", please attach full details.)

31. Please provide on a separate attachment full details of all wrongful termination, discrimination and sexual harassment claims, which amounted to \$25,000 or greater payment, made against the Applicant or any of its Subsidiaries or any of its Directors, Officers or Employees during the last five years, including amounts of any judgments or settlements and costs of defense. (If no such claims, check here:  "None".)
32. (a) Please provide on a separate attachment full details on all inquiries, investigations, grievance filings or other administrative hearings previously filed during the last five years or currently before any local, state or federal agency governing employer responsibility to employees. (If none, check here:
- (b) Please provide on a separate attachment full details on all customer/client lawsuits previously filed during the last five years. (If none, check here
33. Current Insurance (if none, most recent). If included as an attachment herein, check here  (Attached).

	D&O Insurance	EPL Insurance
(a) Name of insurance company		
(b) Limit of Liability		
(c) Self-insured retention		
(d) Policy expiration date		
(e) Premium (indicate one year or more)		

34. Has any insurance carrier refused, canceled or nonrenewed any Directors and Officers or Employment Practices insurance coverage? \*\*\*  Yes  No  
(If "Yes", attach full details including when and reason(s).)

35. Name of Risk Manager and General Counsel (or equivalent position) and number of years in current position:

\_\_\_\_\_

36. Name and Location (City) of outside law firm(s) for the following:

Securities claims: \_\_\_\_\_

Employment Practices claims: \_\_\_\_\_

Other (please specify): \_\_\_\_\_

37. Attach copies of the following for the Applicant and, to the extent available, each of its Subsidiaries:

- (a) Latest annual report or audited Financial Statement.
- (b) Latest interim financial statement available.
- (c) All proxy statements and Notices of Annual Meeting of Stockholders within the last twelve months.
- (d) Copy (certified by Corporate Secretary) of the indemnification provisions of the charter and the by-laws, Also attach copy of any corporate indemnification agreement.
- (e) Latest CPA management letter along with applicant's responses to any recommendations made therein.

[-MISSOURI APPLICANTS NEED NOT REPLY.]

- (f) Employee Handbook.
- (g) Human Resources Manual/Guidelines.
- (h) Procedures respecting applicants for employment, employee discipline, termination, alleged harassment or discrimination.
- (i) Latest EEO-1 report.

THE UNDERSIGNED AUTHORIZED OFFICER OF THE APPLICANT DECLARES THAT THE STATEMENTS SET FORTH HEREIN ARE TRUE. THE UNDERSIGNED AUTHORIZED OFFICER AGREES THAT IF THE INFORMATION SUPPLIED ON THIS APPLICATION CHANGES BETWEEN THE DATE OF THIS APPLICATION AND THE EFFECTIVE DATE OF THE INSURANCE, HE/SHE (UNDERSIGNED) WILL, IN ORDER FOR THE INFORMATION TO BE ACCURATE ON THE EFFECTIVE DATE OF THE INSURANCE, IMMEDIATELY NOTIFY THE INSURER OF SUCH CHANGES, AND THE INSURER MAY WITHDRAW OR MODIFY ANY OUTSTANDING QUOTATIONS OR AUTHORIZATIONS OR AGREEMENTS TO BIND THE INSURANCE.

SIGNING OF THIS APPLICATION DOES NOT BIND THE APPLICANT OR THE INSURER TO COMPLETE THE INSURANCE, BUT IT IS AGREED THAT THIS APPLICATION SHALL BE THE BASIS OF THE CONTRACT SHOULD A POLICY BE ISSUED, AND IT WILL BE ATTACHED TO AND BECOME PART OF THE POLICY.

ALL WRITTEN STATEMENTS AND MATERIALS FURNISHED TO THE INSURER IN CONJUNCTION WITH THIS APPLICATION ARE HEREBY INCORPORATED BY REFERENCE INTO THIS APPLICATION AND MADE A PART HEREOF.

NOTICE TO ARKANSAS 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 AGENCIES."

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 IN THE THIRD DEGREE."

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 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."

NOTICE TO MINNESOTA APPLICANTS: "ANY PERSON WHO SUBMITS AN APPLICATION OR FILES A CLAIM WITH INTENT TO DEFRAUD OR HELPS COMMIT A FRAUD AGAINST AN INSURER IS GUILTY OF A CRIME."

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 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 OHIO APPLICANTS: "ANY PERSON WHO, WITH INTENT TO DEFRAUD OR KNOWING THAT HE 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 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."

Signed \_\_\_\_\_  
(Applicant)

Date \_\_\_\_\_

Title \_\_\_\_\_  
(must be signed by Chairman of the Board or President)

Corporation \_\_\_\_\_  
(Corporate Seal)

Agent: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Please read the following statement carefully and sign where indicated. If a policy is issued, this signed statement will be attached to the policy.

The undersigned authorized officer of the Applicant hereby acknowledges that he/she is aware that the limit of liability contained in this policy shall be reduced, and may be completely exhausted, by the costs of legal defense and, in such event, the Insurer shall not be liable for the costs of legal defense or for the amount of any judgment or settlement to the extent that such exceeds the limit of liability of this policy.

The undersigned authorized officer of the Applicant hereby further acknowledges that he/she is aware that legal defense costs that are incurred shall be applied against the retention amount.

Signed \_\_\_\_\_  
(Applicant)

Date \_\_\_\_\_

Title \_\_\_\_\_  
(must be signed by Chairman of the Board or President)