

A capital stock company  
(the "Insurer")

## EXECUTIVE EDGE® APPLICATION BROAD FORM MANAGEMENT LIABILITY INSURANCE POLICY

(For new (rather than renewal) insurance)

**Notices:** In underwriting your submission for coverage, the insurer will rely upon the accuracy and completeness of the statements, warranties and representations contained in this form, and on certain information contained in your public filings with the Securities and Exchange Commission. Such statements, warranties, representations and filings will be a basis for any policy that results and deemed incorporated into that resulting policy. If a policy results, it will provide claims-made coverage. Also, amounts incurred for legal defense will reduce the limit of liability available to pay judgments or settlements, and shall be applied against the retention amount. Please consider this application carefully and review it with your insurance agent or broker.

### 1. About the Applicant/Policyholder (the "Named Entity")

Full (Legal) Name:			
Ticker:		State of Formation:	
Applicant Address:			
What percentage of your revenues are generated outside the United States of America?			%

### 2. Desired Coverage

Amount of insurance desired (Aggregate Limit of Liability)?	\$	
Self-Insured, per-claim retentions desired?	Securities Retention	\$
	Employment Practices Retention	\$
	All other Loss to which a Retention applies	\$

### 3. Related Products/Services

The following products and services are also available:	
<b>PASSPORT:</b> A service is available to facilitate compliance with local insurance and premium tax requirements outside the U.S. Would you like information on that service provided with your quote?	Yes/No
<b>EMPLOYMENT PRACTICES:</b> While Executive Edge provides certain limited coverage to Insured Persons (not entities) for employment practices liability, entity coverage is offered on a stand-alone basis. Would you like us to quote stand-alone employment practices liability coverage?	Yes/No
<b>FIDUCIARY:</b> Would you like us to include a quote for Pension Trust Liability?	Yes/No
<b>FIDELITY:</b> Would you like us to include a quote for crime coverage?	Yes/No
<b>CORPORATE IDENTITY PROTECTION (CIP):</b> Protects companies when the personal data of employees or customers is compromised. Would you like us to quote CIP coverage?	Yes/No
<b>NETWORK, SECURITY AND PRIVACY AND ID THEFT (netADVANTAGE):</b> You may have a company website or use the Internet for disclosure or proxy purposes. If so, you need protection for technology, media and related risks outside the scope of traditional E&O or D&O insurance policies. Would you like a Network Security quote?	Yes/No
<b>EMPLOYED LAWYERS:</b> Are you interested in professional liability coverage for your in-house legal department?	Yes/No

**4. Subsidiaries and Insured Persons**

Please list all entities for which coverage is sought that are NOT: (i) for-profit subsidiaries controlled by the **Named Entity** (having more than 50% of the voting, appointment or designation power for the selection of or the right to elect, appoint or designate, a majority of the senior management body of the **Named Entity**) ("**Subsidiary**"); or (ii) a not-for-profit entity sponsored exclusively by the **Named Entity** or a **Subsidiary** (Attach a list or organization chart if more convenient):


Please list any persons (and the capacities) for whom coverage is sought only if they are not an executive of the **Named Entity**, one of its **Subsidiaries** or an entity listed above (Attach a list if more convenient):


**5. Current Directors and Officers Liability Insurance Insurance, if any:**

Policy Period	Total Amount of Traditional D&O Limits Purchased, if any	Total Amount of Side A DIC Limits Purchased, if any
Has any insurance carrier refused, canceled or non-renewed any directors and officers liability or other management liability insurance coverage? (Missouri applicants need not reply.)		
Yes/No		

**6. Claims History and Anticipated Exposures**

Does any person or entity proposed for coverage know of or have information about any pending or prior claim, suit, regulatory action or other proceeding, inquiry or investigation (any of which being a "Known Claim") of or against any proposed insured?	Yes/No
Does any person or entity proposed for coverage know of or have information about any act, error, omission or circumstance (any of which being a "Potential Exposure") which would lead a reasonable person to believe that such Potential Exposure might give rise to a claim, suit, regulatory action or other proceeding, inquiry or investigation of or against any proposed insured? If yes, detail in an attachment.	Yes/No
Has any person or entity proposed for coverage: (i) been involved in any antitrust, copyright or patent litigation; (ii) been charged in any civil, criminal, administrative or regulatory action or proceeding with a violation of any federal, state or foreign law, rule or regulation governing antitrust, fair trade or securities; or (iii) been involved in any representative actions, class actions, or derivative suits (any of which in (i), (ii) or (iii) being a "Prior Action")?	Yes/No
If any of the above are answered "yes," attach full details.	
IT IS AGREED THAT IF ANY SUCH KNOWN CLAIM, POTENTIAL EXPOSURE OR PRIOR ACTION EXISTS, THEN, UNLESS THE RESULTING INSURANCE POLICY EXPRESSLY PROVIDES OTHERWISE, SUCH POLICY SHALL NOT PROVIDE COVERAGE FOR ANY LOSS IN CONNECTION WITH SUCH KNOWN CLAIM, POTENTIAL EXPOSURE OR PRIOR ACTION.	
Are there any plans being considered for a public offering, merger, acquisition or consolidation of or by any entity proposed for coverage? If "yes," attach full details.	Yes/No

**7. Indemnification**

For the proposed entity insureds, attach the language in the documents of formation (charter/bylaws/articles of incorporation or similar documents) and any corporate indemnification agreement.

- The undersigned authorized officer of the applicant declares that the statements set forth herein are true, and agrees that if the information supplied on this application changes between the date of this application and the effective date of the insurance, the applicant 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 and/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 by or on behalf of the insured in conjunction with this application are incorporated by reference into this application and made a part of it.

**NOTICE TO 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 ACT, WHICH IS A CRIME AND MAY SUBJECT SUCH PERSON TO CRIMINAL AND CIVIL 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 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 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 MARYLAND APPLICANTS:** ANY PERSON WHO KNOWINGLY AND WILLFULLY PRESENTS A FALSE OR FRAUDULENT CLAIM FOR PAYMENT OF A LOSS OR BENEFIT OR WHO KNOWINGLY AND WILLFULLY 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 MINNESOTA APPLICANTS:** A PERSON WHO 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 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 (365:15-1-10, 36 §3613.1).

**NOTICE TO OREGON 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 ACT, WHICH MAY BE A CRIME AND MAY SUBJECT SUCH PERSON TO CRIMINAL AND CIVIL PENALTIES.

**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 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 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 ACT, WHICH MAY BE A CRIME AND MAY SUBJECT SUCH PERSON TO CRIMINAL AND CIVIL PENALTIES.

Signed \_\_\_\_\_

(Applicant)

Date \_\_\_\_\_

Title \_\_\_\_\_

Corporation \_\_\_\_\_

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

(Corporate Seal)

Attest \_\_\_\_\_

Broker \_\_\_\_\_

Address \_\_\_\_\_

\_\_\_\_\_

*THE FOLLOWING APPLIES TO APPLICANTS LOCATED IN THE STATES OF AR, MO, NY, NM and RI:*

*Please read the following statement carefully and sign on the next page 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)