



**RENEWAL APPLICATION FOR DIRECTORS & OFFICERS
AND COMPANY LIABILITY POLICY**

THIS IS AN APPLICATION FOR A CLAIMS MADE POLICY.

IMPORTANT NOTE: THE POLICY FOR WHICH APPLICATION IS MADE, IF ISSUED, WILL BE ON A CLAIMS MADE BASIS. THIS POLICY, SUBJECT TO THE DECLARATIONS, INSURING AGREEMENTS, TERMS, CONDITIONS, LIMITATIONS AND AMENDMENTS, APPLIES ONLY TO CLAIMS THAT ARE FIRST MADE DURING THE POLICY PERIOD OR, IF EXERCISED, THE DISCOVERY PERIOD.

THE LIMIT OF LIABILITY AVAILABLE TO PAY DAMAGES, JUDGMENTS OR SETTLEMENTS SHALL BE REDUCED BY AMOUNTS INCURRED AS DEFENSE COSTS. THE RETENTION(S) APPLY(IES) TO DEFENSE COSTS AS WELL AS TO DAMAGES, JUDGMENTS OR SETTLEMENTS.

1. (a) Name of Parent Company	(b) State of Incorporation
(c) Address	(d) Primary SIC Code(s)

2. Coverage Desired

Directors & Officers and Company Liability Policy:	Limits Desired:
Insuring Agreement A - Directors and Officers Individual Coverage	\$ _____
Insuring Agreement B - Company Indemnification Coverage	<input type="checkbox"/> Yes <input type="checkbox"/> No
Insuring Agreement C - Company Securities Claim Liability Coverage	<input type="checkbox"/> Yes <input type="checkbox"/> No
Non-Profit Outside Positions - 501 (c) (3) Organizations	<input type="checkbox"/> Yes <input type="checkbox"/> No
Employees (for Securities Claims, EPL actions and as co-defendants)	<input type="checkbox"/> Yes <input type="checkbox"/> No
Fiduciaries' Liability Supplement (complete supplemental application 40301 if applying for the Fiduciaries Liability Supplement for the first time or renewal application 49432)	\$ _____
Employment Practices Liability Entity Coverage (complete supplemental application 40303 if applying for Employment Practices Liability Entity Coverage for the first time or renewal application 49431)	\$ _____
<i>For Deposit Taking Financial Institutions Only:</i>	
IRA/Keogh Entity Coverage	\$ _____
Trust Liability Errors & Omissions Supplement (complete supplemental application 40302 if applying for the Trust Liability Errors & Omissions Supplement for the first time or renewal application 49434)	\$ _____

3. Subsidiaries - Is requested coverage to include Subsidiaries that are more than 50% owned by the Parent Company, either directly or indirectly through one or more of its Subsidiaries? Yes No
If yes, attach a list of Subsidiaries, including the Subsidiary name, percentage of Parent Company's ownership, nature of business and date acquired or created.

4. Stock

(a) Total number of voting securities outstanding

(b) Total number of voting security shareholders

(c) Total number of voting securities owned directly or beneficially by directors and officers

(d) Does any voting security shareholder own five percent or more of the voting securities, either directly or beneficially? If yes, attach a list of such shareholders and percentage owned Yes No

(e) Are there any other securities convertible to voting stock? If yes, describe fully. Yes No

5. Unless such information is contained in the latest Annual Report, attach a list of the directors and officers of the Parent Company.

6. Have there been any changes in the Board of Directors or Senior Management within the past twelve months? If yes, attach details. Yes No

7. (a) Does the Parent Company or its Subsidiaries have under consideration any acquisition, tender offer, merger, consolidation, or divestiture; or purchase or sale of assets exceeding 10% of consolidated assets? If yes, attach full details. Yes No

- (b) Have there been any offers (including tender offers) or negotiations to offer to purchase five percent or more of any class of voting stock of the Parent Company or any Subsidiary in the past twelve months or are any such offers expected in the future? *If yes, attach full details.* . . . Yes No
- (c) Has the Parent Company, or any Subsidiary, conducted a private or public offering of its securities within the past twelve months or is such an offering contemplated within the next twelve months? *If yes, attach full details including the prospectus or private placement memorandum.* Yes No

8. It is agreed that this application is a supplement to all other applications previously submitted to the Insurer in conjunction with the underwriting and issuance of insurance coverage for which this policy is a renewal or replacement or otherwise succeeds in time, and those applications together with this application shall constitute the complete application which shall be the basis of any quotation which may be made.

9. The undersigned authorized representative of the Parent Company represents, after inquiry, that the statements and representations set forth herein are true and shall be deemed material to the acceptance of the risk or hazard assumed by the Insurer under this policy. The policy is issued in reliance upon the truth thereof. The undersigned authorized representative agrees that if the information supplied in this application changes between the date of this application and the effective date of the insurance, the undersigned will immediately notify the Insurer of such changes, and the Insurer may withdraw or modify any outstanding quotations and/or authorization or agreement to bind the insurance.

Signing of this application does not bind the Parent Company nor the Insurer to complete the insurance, but it is agreed that all written statements and attachments furnished to the Insurer in conjunction with this application are hereby incorporated by reference into this application and made a part hereof. It is agreed that the Insurer has relied upon this application and attachments, and the application and attachments shall be the basis of and shall be deemed attached to and incorporated into this policy should a policy be issued. The Insurer is hereby authorized to make any investigation and inquiry in connection with this application.

Broker or Agent	City	State	Date Submitted
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Please provide the following information with your application. Such items as attached are made a part of this application by reference.

- Copy of most recent Annual Report and most recent interim report;
- Copy of the audited financial statements for the most recent fiscal year;
- Copy of most recent Form 10-K, 10-Q 8-K, and any other registration statement filed with the SEC within the past twelve months;
- Copy of Notice to Stockholders and the proxy statement for either the most recent or next Annual Meeting;
- Copy of the provisions of the Charter or By-Laws covering indemnification of directors and officers.

ARKANSAS, FLORIDA, KENTUCKY, MICHIGAN, MINNESOTA, NEW JERSEY, & NEW YORK FRAUD WARNING - Any person who knowingly and with intent to defraud an insurance company or another 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 subjects the person to (NY: substantial) criminal and civil penalties.

COLORADO FRAUD WARNING - 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 policy holder or claimant for the purpose of defrauding or attempting to defraud the policy holder 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.

OHIO FRAUD WARNING - 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.

PENNSYLVANIA FRAUD 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.

Parent Company	Signature of Chairman or President	Date
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ExecutivePerils