



ALLIED WORLD ASSURANCE COMPANY (U.S.) INC.
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Underwriting Agent: C.V. Starr & Company
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RESOLUTE PORTFOLIOSM

For Private Companies

(Inclusive of Directors & Officers Liability, Employment Practices Liability and Fiduciary Liability)

INSURANCE APPLICATION

NOTICE: THE INSURANCE POLICY FOR WHICH THIS APPLICATION IS SUBMITTED, PROVIDES CLAIMS-MADE COVERAGE, WHICH GENERALLY APPLIES ONLY TO CLAIMS FIRST MADE AND REPORTED, AGAINST THE INSUREDS DURING THE POLICY PERIOD OR ANY DISCOVERY PERIOD, IF APPLICABLE, AND REPORTED IN WRITING TO THE INSURER PURSUANT TO THE TERMS THEREIN.

THE LIMIT OF LIABILITY TO PAY JUDGMENTS OR SETTLEMENTS WILL BE REDUCED AND MAY BE EXHAUSTED BY PAYMENT OF DEFENSE COSTS. DEFENSE COSTS WILL BE APPLIED AGAINST THE RETENTION AMOUNT.

PLEASE READ THE ENTIRE APPLICATION CAREFULLY, BEFORE SIGNING.

Please answer all questions and submit the requested information:

1. GENERAL INFORMATION	
a)	Name of Parent Company:
b)	Address:
c)	Nature of Business:
d)	Date of Incorporation:
e)	State of Incorporation:
f)	Company Website:
g)	NAICS Code:
h)	Form of Organization: Corporation: _____ Partnership: _____ Limited Liability Company: _____ Other: _____

i) Please list all Subsidiaries for which coverage is desired:

Name	Nature of Business	Date Acquired or Created	Percentage Owned or Management Control	Incorporated State or Country

2. COVERAGE REQUESTED

a) Proposed Effective Date: _____

b) Coverage Sections and Limits of Liability requested:

Coverage Desired (indicate with an X)	Coverage Section	Separate Limit of Liability (indicate Yes or No)	Combined Limit of Liability (indicate Yes or No)	Limit of Liability Requested (\$)
	Directors & Officers Liability			
	Employment Practices Liability (EPL)			
	Fiduciary Liability			

c) Optional Coverages and Sub-limits of Liability requested:

Coverage Desired (indicate with an X)	Coverage	Sub-limit of Liability Requested (\$)
	Derivative Demand Coverage (part of the D&O Limit of Liability)	
	Third-Party Coverage (part of the EPL Limit of Liability)	
	Voluntary Compliance Program Coverage (part of the Fiduciary Limit of Liability)	

3. COMPANY INFORMATION

a) Please provide the following information for the Company (including all Subsidiaries)

	Current Fiscal Year ___/___/___	Prior Fiscal Year ___/___/___
Total Revenue		
Total Assets		
Net Income (Loss)		
Total Equity		

b) Is the Company and its Subsidiaries in compliance with any and all lender covenants? Yes ___ No ___
 If No, please provide complete details: _____

PLEASE PROVIDE THE FOLLOWING INFORMATION FOR ALL COVERAGE SECTIONS, PLUS THE ADDITIONAL INFORMATION REQUESTED WITHIN THE COVERAGE SECTIONS IN WHICH COVERAGE IS REQUESTED:

- Most recent audited Financial Statement or Annual Report
- Latest CPA letter to management and any written response thereto
- Complete List of Directors and Officers; position and affiliation with outside organizations
- Other information deemed necessary by the Underwriter or that may be helpful in evaluating your risk

4. DIRECTORS & OFFICERS LIABILITY COVERAGE SECTION

(Complete Question 4 only if such Coverage Section is requested)

a) OWNERSHIP STRUCTURE:

- i) Total number of common shares outstanding: _____
- ii) Total number of common shareholders: _____
- iii) % of shares held directly or beneficially by Directors: _____
- iv) % of shares held directly or beneficially by Officers who are not Directors: _____
- v) List any non-director/officer shareholders who own greater than 10% of the outstanding shares of the Company.

- vi) Are there any securities that are convertible to common stock? Yes ___ No ___
If yes, provide details of such stock.

- vii) Does the Company have more than one class of stock? Yes ___ No ___
If Yes, provide details of such stock.

- viii) Are there any minority shareholders in any Management Controlled Subsidiary(ies)?
Yes ___ No ___ If Yes, provide details.

b) BUSINESS ACTIVITIES

- i) Have there been any changes to the board of directors, executive officers or senior management of the Company during the past three years or do they expect any within the next year?
Yes ___ No ___ If yes, please provide complete details.

- ii) Does the Company have an annual CPA audit? Yes ___ No ___
If Yes, have there been any changes in the auditor in the last three years? Yes ___ No ___
Has the auditor identified any material weaknesses in internal controls in the past three years?
Yes ___ No ___ If yes, please provide copy of the auditor's letter to management and the management's response.

- iii) Has the Company in the last three years completed or agreed to, or does it contemplate in the next twelve (12) months any of the following:

- A. Acquisition, merger or sale of assets or operations? Yes ___ No ___
 B. Private Placement of any securities? Yes ___ No ___
 C. Public Offering of any securities? Yes ___ No ___
 If yes to A, B, or C above, please provide complete details.
- _____
- _____

5. EMPLOYMENT PRACTICES LIABILITY COVERAGE SECTION

(Complete Question 5 only if such Coverage Section is requested)

a) Please provide the following information for the Company (including Subsidiaries)

i) Total Number of Employees: _____

ii)

Type of employee	Total number current year	Total number previous year
Full Time		
Part Time		
Non-US based		
Independent Contractors		
Leased Employees		

iii) Does the Company have locations in states other than the state of the corporate headquarters? Yes ___ No ___ If yes, provide details of the locations:

iv) Total number of employees in the following jurisdiction(s): If none, check here _____

Jurisdiction	Number of employees	Jurisdiction	Number of employees
California		Alabama	
Michigan		Arizona	
Florida		Washington DC	
New Jersey		Illinois	
Texas		Massachusetts	
New York		Minnesota	
		Oregon	

v) Please provide the following information:

	Current Year	Prior Year
Employee Turnover Rate of Reduction in Workforce		
Percent of employees earning more than \$50,000 annually		
Percent of employees earning more than \$100,000 annually		

vi) Human Resource Practices and Policies:

	Yes	No
A. Full Time HR Professional		
B. Employee Handbook or written guidelines		
C. Are the handbook and guidelines uniform for all locations and all Subsidiaries?		
D. At Will Statement		
E. Employee training (i.e.: harassment, discrimination)		
F. Annual written performance reviews for all employees		
G. All terminations are reviewed by: (advise for each) - Human Resources - In-House Counsel - Outside Counsel		

PLEASE PROVIDE THE FOLLOWING INFORMATION:

- Copy of all Human Resource Policies and Procedures including the Employee Handbook

Optional Coverage: Third-Party Liability Coverage

(Complete the below questions only if Third-Party Liability Coverage is requested)

- a) Does the Company have written procedures:
 - i) describing conduct when working with third-parties, such as customers and vendors, including anti-discrimination and/or anti-harassment statements? Yes ___ No ___
 - ii) for responding to complaints of discrimination or harassment by third-parties? Yes ___ No ___

- b) What percentage of the Company's employees deal with the general public, work at customer locations or perform a majority of their functions off-site?

- c) Has the Company had any loss history as a result of receiving complaints from a non-employee?
 Yes ___ No ___ If yes, please provide complete listing, including number of complaints, defense and/or settlement costs.

6. FIDUCIARY LIABILITY COVERAGE SECTION

(Complete Question 6 only if such Coverage Section is requested)

a) For Each Plan to be covered, please list the following:

Plan Name and Plan Number	Type of Plan *	Number of Participants	Plan Assets	Plan Status**

* Welfare (W), Defined Benefit (DB), Defined Contribution (DC), ESOP (ESOP), Other (O)

** Active (A), Merged (M), Sold (S), Terminated (T), Frozen (F)

- b) Are any Plans under funded or over funded by 10-25% or greater than 25%? Yes ___ No ___
 If yes, please provide details. _____

- c) Are any of the Plans assets invested in Company securities? Yes ___ No ___ If yes, please provide details. _____
If yes, are the investments Company directed or at the discretion of the employee? _____
- d) Have any Plan benefits been modified within the last two years? Yes ___ No ___ If yes, please provide details. _____
- e) Are Plans managed by an independent third-party administrator/investment manager?
Yes ___ No ___ If yes, please provide details.

- i) How often is the third-party's performance reviewed? _____
ii) How often are the third-party guidelines reviewed and established? _____
- f) Does the Company have any non-qualified plans? Yes ___ No ___ If yes, please provide details.

- g) Please answer the following questions should coverage for an ESOP plan be requested.
i) What percent of the company stock does the ESOP own?
ii) Who votes the shares of the ESOP?
iii) How often are the shares of the Company valued for purposes of the ESOP?

PLEASE PROVIDE THE FOLLOWING INFORMATION:

- Audited Plan financials for the top three (3) Plans and 5500 statements when participants exceed 100
 - Audited Plan financials for all Plans with assets in excess of \$10,000,000
 - Latest Audited Plan financials and 5500 reports for the 5 largest plans (in terms of total plan assets) and for any Plan which invests in Company securities
 - Latest audited plan financial or schedule of investments for any non-qualified plan
-

ALL Applicants must complete the below questions 7 and 8.

7. PREVIOUS INSURANCE:

a) Please provide the following details regarding the Company's Insurance programs:

Coverage	Yes	None	Limit of Liability	Retention	Premium	Policy Period
D&O						
EPL						
Fiduciary						

- b) Have any of the Company's prior carriers cancelled or indicated an intent to not offer renewal terms?
Yes ___ No ___ If yes, provide details. _____

- c) Has any person or entity for whom this insurance is being applied given written notice under the provisions of any prior or current insurance policy of facts or circumstances that might give rise to a Claim being made against any person or entity for whom this insurance is being applied?
Yes ___ No ___ If yes, please provide details. _____

- d) Have any payments been made on behalf of any person or entity for whom this insurance is being applied under any policy of insurance similar to any proposed insurance hereunder? Yes ___ No ___

If Yes, please provide details. _____

8. PRIOR KNOWLEDGE (RENEWAL APPLICANTS: Question 8. need not be answered).

a) No person or entities for whom this insurance is being applied have any knowledge of any fact, circumstance, situation, or information of any error, misstatement, misleading statement, act, omission, neglect, breach of duty or other matter that may give rise to a Claim which may fall within the scope of coverage of the proposed insurance? Yes ___ No ___
If yes, please provide complete details (use supplemental attachment if additional space is necessary).

b) No Claims have been made against any person(s) or entities for whom this insurance is being applied. Yes ___ No ___ If yes, please provide details. _____

c) No person(s) or entity(ies) proposed for whom this insurance is being applied has knowledge of any inquiry, investigation or communication that he/she/it has reason to believe might give rise to a Claim that might fall within the scope of the coverage of the proposed insurance. Yes ___ No ___
If yes, please provide details.

IT IS AGREED THAT IF SUCH KNOWLEDGE OR INFORMATION EXISTS WITH REGARD TO QUESTIONS 8 a), b) or c), REGARDLESS OF WHETHER IT IS DISCLOSED IN THIS APPLICATION, ANY CLAIM BASED ON, ARISING FROM, OR IN ANY WAY RELATING TO SUCH ERROR, MISSTATEMENT, MISLEADING STATEMENT, ACT, OMISSION, NEGLIGENCE, BREACH OF DUTY OR OTHER MATTER OF WHICH THERE IS KNOWLEDGE OR INFORMATION SHALL BE EXCLUDED FROM COVERAGE UNDER THE INSURANCE BEING APPLIED FOR AND THE INSURER SHALL NOT BE LIABLE FOR SUCH LOSS AND, TO THE EXTENT THIS POLICY PROVIDES DUTY TO DEFEND COVERAGE, THE INSURER SHALL HAVE NO DUTY TO DEFEND.

NOTICES TO COMPANY:

The undersigned authorized representative of the Company declares that the statements set forth herein are true, and reasonable effort has been made to obtain sufficient information from all persons proposed for this insurance to facilitate the accurate completion of the Application. The undersigned authorized representative 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 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 agreement to bind insurance.

The submission of this Application by the Company to the Insurer or signing of this Application by the Company does not obligate the Insurer to issue the insurance. It is agreed that this Application shall be the basis of the contract if a policy is issued and shall be deemed to be attached to, incorporated into and become a 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. NOTHING CONTAINED HEREIN OR INCORPORATED HEREIN BY REFERENCE SHALL CONSTITUTE NOTICE OF A CLAIM OR POTENTIAL CLAIM SO AS TO TRIGGER COVERAGE UNDER ANY CONTRACT OF INSURANCE.

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 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 HAWAII APPLICANTS: "FOR YOUR PROTECTION, HAWAII LAW REQUIRES YOU TO BE INFORMED THAT PRESENTING A FRAUDULENT CLAIM FOR PAYMENT OF A LOSS OF BENEFIT IS A CRIME PUNISHABLE BY FINES OR IMPRISONMENT, OR BOTH."

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 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 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 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, 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 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 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 TEXAS APPLICANTS: "ANY PERSON WHO KNOWINGLY PRESENTS A FALSE OR FRAUDULENT CLAIM FOR THE PAYMENT OF A LOSS IS GUILTY OF A CRIME AND MAY BE SUBJECT TO FINES AND CONFINEMENT IN STATE PRISON."

NOTICE TO VIRGINIA 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 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 MAY INCLUDE IMPRISONMENT, FINES OR A DENIAL OF INSURANCE BENEFITS."

NOTICE TO WEST VIRGINIA: "ANY PERSON WHO KNOWINGLY PRESENTS A FALSE OR FRAUDULENT CLAIM FOR THE PAYMENT OF A LOSS OR THE BENEFIT OF 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 ALL OTHER 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."

DECLARATION AND SIGNATURE

THE UNDERSIGNED AUTHORIZED REPRESENTATIVE IS MAKING THE REPRESENTATIONS IN THIS APPLICATION ON BEHALF OF THE COMPANY AND ALL ENTITIES OR PERSONS PROPOSED FOR COVERAGE UNDER THE POLICY.

Signed: _____

Title: _____
(President, CEO or CFO)

Date: _____

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