

Directors, Officers and Corporate Liability Insurance

**CLAIMS MADE WARNING FOR APPLICATION: This Proposal Form is for a Claims Made Policy, relating to claims made against the Insureds during the Policy Period or any Extended Reporting Period, if applicable.**

Whenever printed in this Proposal Form, the terms in boldface type shall have the same meanings as indicated in the Policy. This Proposal Form is to be completed with respect to the entire **Company**. **Company** as used herein is defined to include the **Parent Organization** and any **Subsidiaries**.

Name of **Parent Organization**

Street Address

Suite

City

County

State

Zip Code

The person designated as agent of the **Company** and of all **Insured Persons** to receive any and all notices from the **Insurer** or their authorized representatives concerning this insurance:

Contact Name

Title

E-mail Address

Telephone Number

Fax Number

**Producer Information**

Submitted by (Agency Name)

Dated

Agent's Name (Individual's Name)

Agent's License Number

**General Information**

- Is the **Company** publicly held or a public reporting company under the Securities Exchange Act of 1934?  Yes  No  
If "Yes", provide the following information regarding the **Company's** outstanding common stock.  
(a) What exchanges? (AMEX, NASDAQ, NYSE, OTCBB, Other): \_\_\_\_\_  
(b) Ticker Symbol: \_\_\_\_\_
- Form of organization:  Cooperative  Corporation  Joint Venture  
 Limited Liability Corporation  Nonprofit  Partnership  Sole Proprietorship / Individual
- Within the next 12 months, is the **Company**:  
(a) anticipating filing any Registration Statement with any Governmental Authority for an offering of securities?  Yes  No  
(b) considering any merger, consolidation, acquisition, tender offer, or divestment?  Yes  No  
(c) contemplating filing a petition for protection under the bankruptcy code?  Yes  No

**Litigation and Claim Information (Provide details to all "Yes" answers by attachment)**

- During the last 5 years, has the **Company** or any of the **Insured Persons** been named as a party in any civil or criminal action, administrative, arbitration, regulatory or investigative proceeding, or received any written demands involving alleged violations of:  
(a) federal or state copyright or patent laws or regulations?  Yes  No  
(b) federal or state security laws or regulations?  Yes  No  
(c) federal or state anti-trust or fair trade laws or regulations?  Yes  No
- During the last 5 years, has the **Company** or any of the **Insured Persons** been named as a party in any other civil or criminal action, administrative, arbitration, regulatory or investigative proceeding, or received any other written demands for money or services that would otherwise be within the scope of this proposed insurance?  Yes  No
- During the last 5 years, have any of the **Insured Persons**, as a director or officer of any other entity, been named as a party in any civil or criminal action, administrative, arbitration, regulatory or investigative proceeding, or received any demands involving alleged violations of federal or state security laws or regulations?  Yes  No
- During the last 5 years, has any current or former employee or third party made any **Claim**, or otherwise alleged discrimination, harassment, wrongful discharge and/or **Wrongful Employment Acts** against any **Insured**?  Yes  No  
A **Claim** is not limited to the filing of a lawsuit or complaint with the Equal Employment Opportunity Commission or similar state or local agency. A **Claim** may also include a written demand by any current or former employee seeking relief in connection with an employment-related dispute or grievance.

**IF "YES" TO ANY PART OF QUESTIONS 4. THROUGH 7. PROVIDE FULL DETAILS FOR EACH ALLEGATION, EVEN IF THE MATTER HAS BEEN SETTLED OR OTHERWISE RESOLVED, BY PROVIDING THE FOLLOWING INFORMATION FOR EACH ALLEGATION BY ATTACHMENT:**

- |                |                           |   |  |                          |
|----------------|---------------------------|---|--|--------------------------|
| (a) Allegation | (b) Date claim first made | (c) Paid damages/expenses including attorneys' fees | (d) Outstanding damages/expenses including attorneys' fees | (e) Total costs incurred |
|----------------|---------------------------|---|--|--------------------------|

**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 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.

**NOTICE TO NEW MEXICO, 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 APPLICANTS OF KENTUCKY:** 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 APPLICANTS OF MINNESOTA, NEW JERSEY, OHIO, AND OKLAHOMA:** ANY PERSON WHO KNOWINGLY, AND WITH INTENT TO INJURE, DEFRAUDS OR DECEIVES ANY INSURER OR OTHER PERSON FILES AN APPLICATION FOR INSURANCE OR STATEMENT OF CLAIM FOR THE PROCEEDS OF AN INSURANCE POLICY CONTAINING ANY FALSE, INCOMPLETE, OR MISLEADING INFORMATION OR CONCEALS FOR THE PURPOSE OF MISLEADING INFORMATION CONCERNING ANY FACT MATERIAL THERETO, IS GUILTY OF A FELONY AND IS SUBJECT TO CRIMINAL AND CIVIL PENALTIES.

**NOTICE TO MAINE, MASSACHUSETTS, 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 APPLICANTS OF FLORIDA:** 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 ARKANSAS, DISTRICT OF COLUMBIA, LOUISIANA, MARYLAND, AND RHODE ISLAND 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 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.

**Please Read Carefully**

The undersigned, acting on behalf of all proposed **Insureds**, declare that the statements set forth herein are true and correct and that thorough efforts have been made to obtain sufficient information from each **Insured** proposed for this insurance to facilitate the proper and accurate completion of this Proposal Form. The undersigned agree that the particulars and statements contained in the Proposal Form, any material submitted herewith, and any publicly available information filed by the **Company** with the Securities and Exchange Commission within the 12 months prior to the Policy inception date, are their representations and are the basis of the insurance contract. The undersigned further agree that the Proposal Form and any material submitted herewith shall be considered attached to and a part of the Policy. Any material submitted with the Proposal Form, and material obtained from any publicly available information filed by the **Company** with the Securities and Exchange Commission within the 12 months prior to the Policy inception date, shall be maintained on file (either electronically or paper) with the **Insurer** and shall be deemed to be attached hereto as if physically attached.

It is further agreed that:

- if any significant change in the condition of the applicant is discovered between the date of this Proposal Form and the Policy inception date, which would render this Proposal Form inaccurate or incomplete, notice of such change will be reported in writing to the **Insurer** immediately;
- the information contained in this Proposal Form shall not be used by the **Company** and/or any of the **Insured Persons** of the **Company** as notice as provided for in section VII. of the Policy, nor will the **Insurer** recognize and/or accept the information contained herein as notice as provided for in section VII. of the Policy;
- this Proposal Form has been completed as respects the entire **Company**; and
- the signing of this Proposal Form does not bind the undersigned to purchase the insurance.

\_\_\_\_\_  
Dated

\_\_\_\_\_  
President, Chief Executive Officer, Chief Financial Officer, or equivalent position (Signature)

\_\_\_\_\_  
Title

\_\_\_\_\_  
President, Chief Executive Officer, Chief Financial Officer, or equivalent position (Print Name)

This Berkley Insurance Company Proposal Form, including any material submitted herewith, shall be held in strictest confidence.

**A POLICY CANNOT BE ISSUED UNLESS THE PROPOSAL FORM IS PROPERLY SIGNED AND DATED.**

Please submit this Proposal Form including appropriate documentation to:

<<insert name and address information for Berkley Insurance Company Underwriting Manager>>