

NOODLE SPECIALTY

APPLICATION

IMPORTANT INFORMATION

THE LIABILITY COVERAGE PARTS OF THIS POLICY ARE WRITTEN ON A CLAIMS-MADE BASIS. NO COVERAGE EXISTS FOR CLAIMS FIRST MADE AFTER THE END OF THE POLICY PERIOD UNLESS, AND TO THE EXTENT, THE EXTENDED REPORTING PERIOD APPLIES. THE LIMIT OF LIABILITY AVAILABLE TO SETTLE CLAIMS OR PAY DAMAGES MAY BE REDUCED OR EXHAUSTED BY DEFENSE COSTS, AS WELL AS ANY LOSSES AS DEFINED IN EACH APPLICABLE COVERAGE PART. DEFENSE COSTS WILL BE APPLIED AGAINST THE DEDUCTIBLE AMOUNT. PLEASE REVIEW THE POLICY CAREFULLY AND DISCUSS THE COVERAGE WITH YOUR INSURANCE REPRESENTATIVE.

Please read this application carefully. Complete and submit all requested information and attachments for those Coverage Parts you are applying. Note: All Applicants must complete the General Question Section and the Summary Section of this application. All information and submitted materials will be kept confidential.

Providing information for Coverage Sections identified in this application is only part of an application for such insurance, and does not mean such coverage is bound. Only the policy, if any, will indicate which Coverage Parts are ultimately included in the policy.

Please complete the appropriate section of this application for the coverage that you are applying for.

GENERAL QUESTIONS SECTION

To be completed by all Applicants

I. GENERAL INFORMATION

1. Applicant's Name: _____
2. Street Address: _____
3. City: _____ State: _____ Zip Code: _____
4. Website Address: _____
5. Primary SIC Code: _____
6. Number of years in business: _____
7. Nature of Operations: _____
8. Executive Officer designated to receive notices and information:
Name: _____
Title: _____
E-mail Address: _____
9. FEIN Number (or SS# if a sole proprietor or partnership) _____

II. BACKGROUND INFORMATION

1. Ownership: ___ Privately held ___ Publicly Traded
2. Business Type: ___ Joint Venture ___ Partnership ___ LLC
 ___ Corporation ___ Private Organization ___ Sole Proprietorship
 ___ Other (explain): _____
3. Date of Incorporation: _____ State of Incorporation: _____
4. During the last 18 months, has the Applicant or any subsidiary been involved in any:
 - a. Merger, consolidation, acquisition, tender offer or divestment of stock? Yes No
 - b. Layoffs, staff reductions, facility closings, or senior management changes? Yes No
 - c. Material changes in the nature of operations? Yes No
 - d. Changes in the Board of Directors or senior management, other than by

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- Yes No
5. During the next 12 months:
- a. Does the Applicant plan on transacting any mergers or acquisitions, where such merger or acquisition would involve more than 50% of the total assets of the Applicant? Yes No
- b. Does the Applicant anticipate any changes in the nature or size of the Applicant's business? Yes No

III. FINANCIAL INFORMATION

1. As of the most recent fiscal year-end, please provide the following Applicant information:
- Total Assets: _____
 - Total Revenue: _____
 - Total Current Assets: _____
 - Total Current Liabilities: _____
 - Retained Earnings/(Accumulated Deficit): _____
 - Equity: _____
 - Net Income: _____
 - Total Employees at most recent year-end: _____
2. In the past 18 months has there been any change in outside auditors? Yes No
3. In the next 12 months will there be a change in outside auditors? Yes No
4. Within the last 24 months, have the Applicant's outside auditors:
- a. Stated that there are any weaknesses in the Applicant's system of Internal controls? Yes No
- b. Rendered a "going concern" opinion? Yes No

IV. EXPIRING COVERAGE INFORMATION

1. Please complete the following for those coverage's you currently have or previously had insurance coverage for:

Coverage	Limit	Retention	Insurance Company	Expiration Date	Premium
D&O					
EPL					
Fiduciary					
Total					

V. CLAIMS INFORMATION

1. Has the Applicant, any subsidiary or any person proposed for coverage on this application been subject of, or involved in, any of the following in the past 5 years (whether insured or uninsured):
- a. Anti-trust, copyright or patent violation? Yes No
- b. Violations of any federal or state securities laws or regulations? Yes No
- c. Discriminatory practice violation or litigation? Including the EEOC, DOL and/or similar state or federal agency. Yes No
- d. Violation of the Employee Retirement Income Security Act of 1974, as amended, or any similar law? Yes No
- e. Any disciplinary action by any regulatory agency? Yes No
- f. Any action that resulted in a revoked or suspended license? Yes No

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2. Has the **Applicant** given notice of any claim, circumstance or potential claim to any insurer under any of the coverage's for which they are applying? Yes No

If "Yes," please provide the information below and attach a full explanation of the claim, circumstance or potential claim.

Date of Situation:	Claimant's Name	Coverage Type: EPL, D&O, Fiduciary, Misc. Professional Liability	Resolution:

3. Is the applicant aware of any facts, circumstances, or situations which exist at this time that might lead to a claim OR does the applicant have knowledge of incidents or potential claims for antitrust, copyright, patent infringement, representative actions, class actions, shareholder derivative actions, or violations of federal or state securities or employee benefits law? Yes No

If yes, please provide details:

Date First Became Aware of Situation	Describe Situation	Person(s) Involved

MISSOURI APPLICANTS AND AGENTS - DO NOT ANSWER QUESTIONS 4 AND 5.

4. Has the Applicant been declined, cancelled, or non-renewed for any of the coverage's for which they are applying? Yes No
5. Has the Insurer for any coverage being applied for indicated intent not to offer renewal terms? Yes No

If yes to 4 or 5 above, please provide details: _____

VI. LIMIT OF LIABILITY REQUESTED

D&O	
EPL	
EPL Third Party Liability	<i>Yes or No</i>
FID	
Defense Outside Option	<i>Yes or No</i>

Separate Limit of Liability for All Coverage Sections: Check Here []

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DIRECTORS & OFFICERS LIABILITY SECTION

Please complete this section only if applying for this coverage

1. Total number of common shares outstanding: _____
2. Total number of common shareholders: _____
3. Total number of common shares owned by Directors & Officers of the Applicant:

4. Does any shareholder own (directly or beneficially) five (5) percent or more of the common shares outstanding? Yes No
5. Within the last 24 months, has the Applicant transacted or attempted:
a. A private debt or equity offering of securities? Yes No
b. A public debt or equity offering of securities? Yes No
6. Within the next 12 months, does the Applicant anticipate any:
a. Private debt or equity offering of securities? Yes No
b. Public debt or equity offering of securities? Yes No
7. Do any Directors and Officers sit on outside Board of Directors? Yes No
If yes, please give details: _____

Please attach the following additional underwriting information

1. Complete ownership list
2. Complete list of Directors & Officers
3. Audited financial statement from the last two (2) years
4. Business plan if in business < (less than) three (3) years

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EMPLOYMENT PRACTICES LIABILITY SECTION

Please complete this section only if applying for this coverage

1. Please complete the following employee information:

Employee Count	Current Year	One Year Ago	Two Years Ago
Full-time Employees			
Part-time Employees (include seasonal and leased employees)			
Temporary Employees			
Independent Contractors			
Total			

- a. How many employees are highly compensated individuals?
(\$100,000 or more per year) _____
 - b. What percentage of employees has turned over?
In the last year: _____
In the last two years: _____
 - c. What percentage of employees was terminated involuntarily? _____
 - d. Of the current total, how many are in the following jurisdictions?
California: _____
Outside the U.S.: _____
2. During the last 3 years, has the Applicant been involved in any administrative proceeding before:
- | | | |
|---|-----|----|
| a. The Equal Employment Opportunity Commission? | Yes | No |
| b. The U.S. Department of Labor including the Office of Federal Contract Compliance Programs (OFCCP)? | Yes | No |
| c. Any state or local government agency whose purpose is to address employment-related claims? | Yes | No |
3. Does the Applicant have a full-time Human Resources manager or equivalent? Yes No
4. Does the Applicant distribute an Employee Handbook or written guidelines to all employees? Yes No
Receipt of handbook or guidelines acknowledged by each employee? Yes No
5. Does the Applicant have written procedures in place for the following?
- | | | |
|--|-----|----|
| a. Hiring / interviewing? | Yes | No |
| b. Employment at-will statement? | Yes | No |
| c. Discrimination? | Yes | No |
| d. Progressive discipline policies and procedures? | Yes | No |
| e. Employment evaluations? | Yes | No |
| f. Accommodating the disabled? | Yes | No |
| g. Employee grievances or complaints? | Yes | No |
| h. Sexual harassment? | Yes | No |
| i. Workplace harassment? | Yes | No |
| j. Use of Company electronic mail, voice mail and Internet access? | Yes | No |
| k. Employee terminations, e.g., exit interviews? | Yes | No |
| l. Orientation of all new employees? | Yes | No |
6. Does the Applicant conduct employee and supervisor training in the areas mentioned above? Yes No

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7. Does the Applicant ever perform any genetic testing or drug testing to screen personnel for employment or to promote or monitor employees? Yes No
8. Does the Applicant use outside counsel for employment advice? Yes No
If yes, name of outside firm: _____
9. Please provide the name and title of the individual responsible for the Applicant's Human Resources: _____
10. Have all management staff and officers of the Applicant or any subsidiary attended training and education programs on sexual harassment and discrimination within the last 18 months? Yes No
11. Does the applicant use any Human Resource consulting firm for Loss Control? If no, a consulting service may be made available. Yes No

THIRD PARTY QUESTIONNAIRE

To be completed only if requesting Third Party coverage

1. Does the Applicant have procedures and policies in place for the following:
- a. Procedures outlining employee conduct when dealing with third parties, including non-discrimination and non-harassment statements? Yes No
 - b. Procedures to respond to complaints of harassment, discrimination or civil rights violations from third parties? Yes No

Please attach the following additional underwriting information

1. Current employee handbook or manual
2. Current Employment application form(s)
3. Most recent EEOC-1 reports for consolidated company headquarters and facilities over 250 employees
4. Financial statements if in business < (less than) three (3) years

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FIDUCIARY LIABILITY SECTION

Please complete this section only if applying for this coverage

1. Please indicate the type of plans for which insurance is requested:

Name of Plan	Type of Plan	Plan Assets	Plan Assets (Previous Year)	Total Number of Plan Participants

2. Types of Plans:

Health and Welfare – HW	Employee Stock Ownership - ESOP
Defined Contribution – DC	Pension - P
Defined Benefit – BP	Other (Describe) _____

- | | | |
|---|-----|----|
| 3. Does the Applicant utilize an outside plan administrator?
Name of administrator: _____ | Yes | No |
| 4. Do all plans conform to the standards of eligibility, participation, vesting and other provisions of the Employee Retirement Income Security Act of 1974 (ERISA) as amended or similar laws? | Yes | No |
| 5. Are the plans reviewed annually to assure there are no violations of any plan trust agreements, prohibited transactions or party-in-interest rules? | Yes | No |
| 6. Are any of the plans under funded/over funded by more than 25%? | Yes | No |
| 7. Have any plans been terminated, suspended, merged, dissolved, or converted to a cash balance plan within the last 24 months?
If yes, please explain: _____ | Yes | No |
| 8. Does the Applicant plan on terminating, suspending, merging or dissolving any plans within the next 12 months?
If yes, please explain: _____ | Yes | No |
| 9. Are there any outstanding delinquent contributions to any plan(s)?
If yes, please explain: _____ | Yes | No |
| 10. Are plan participants educated annually regarding investment alternatives? | Yes | No |
| 11. If an ESOP exists, what percentage of the company shares are owned by the ESOP? _____% Complete separate ESOP Questionnaire if ESOP coverage is desired. | | |

Please attach the following additional underwriting information

1. Most recent Form 5500 for each plan
2. Financial statements if in business < (less than) three (3) years
3. If ESOP coverage is desired; 2 years most recent ESOP Valuation

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SUMMARY SECTION

To be completed by all Applicants

The Applicant's submission of this Application does not obligate the Company to issue a policy. The Applicant will be advised if the Application for coverage is accepted. The Applicant authorizes the Company to make any inquiry in connection with this Application.

A. MATERIAL CHANGE

If there is any material change in the answers to the questions in this Application prior to the inception date of any policy that may be issued, the Applicant must notify the Company in writing and any outstanding quotation or binder may be modified or withdrawn.

B. PRIOR INSURANCE, CONTINUITY OF COVERAGE AND PRIOR KNOWLEDGE (NOTICE: APPLICABLE TO THE LIABILITY COVERAGE SECTIONS)

1. If the Applicant is applying for any Liability Coverage Sections for which the Applicant already has insurance coverage, the Applicant may wish to request continuity of coverage. If continuity of coverage is requested:

- Indicate below the coverage that continuity is requested and the request date.

- Attach a copy of all prior applications with any prior insurers from which continuity of coverage is sought.

The Applicant understands and agrees that if any such facts or circumstances exist, whether or not disclosed, any claim or action arising from them is excluded under any policy issued by the Company. It is possible that future claims may be covered by the Applicant's existing insurance or may affect the coverage for which this Application is made. Therefore, any knowledge of facts or circumstances that may lead to future claims is important to report on this Application form.

DECLARATION AND SIGNATURE

The undersigned authorized representative of the person(s) and entity(ies) proposed for this insurance declares that such person(s) and entity(ies) understand that the Liability Coverage Sections of this insurance:

1. Apply only to "Claims" first made or deemed made during the "Policy Period" or any Extended Reporting Period;
2. Unless otherwise stated in any coverage section, that "Defense Costs" will reduce and may exhaust the applicable Limit(s) of Liability and the Company has no responsibility for that part of "Defense Costs" or damages that exceeds the Limit(s) of Liability; and
3. Provide that "Defense Costs" will be applied against any applicable deductible amount. For the purposes of this Application, the undersigned authorized agent of the person(s) and entity(ies) proposed for this insurance declares that to the best of his or her knowledge and belief, after reasonable inquiry, the declarations and statements made in this Application, and any attachments or information submitted with this Application, are true and complete. Signing this Application does not bind the Applicant to accept insurance. The undersigned agrees that this Application and its attachments will be the basis of the policy should the Company issue a policy providing one or more of the requested coverage's and will be deemed to be attached to and will form a part of any such policy. The undersigned understands that the Company will have relied upon this Application and its attachments in issuing any policy.

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This Application must be signed by the Chairman of the Board or President, acting as the authorized representative of the person(s) and entity(ies) proposed for this insurance.

FRAUD WARNINGS

NOTICE TO ARKANSAS APPLICANTS: Any person who knowingly presents a false or fraudulent claim for payment for 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 CALIFORNIA APPLICANTS: Pursuant to California Insurance Law, Sec. 1623, this application for insurance is being submitted by an insurance broker who is acting on behalf of an insured.

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 D.C. 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 insurance company 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 or 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 purposes of defrauding the company. Penalties may include imprisonment, fines or a denial of insurance benefits.

NOTICE TO MARYLAND 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 may be guilty of insurance fraud.

NOTICE TO MINNESOTA APPLICANTS: A 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.

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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 or conceals for the purpose of misleading, information concerning any fact material thereto commits a fraudulent insurance act, which is a crime, and shall be also 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.

NOTICE TO OREGON APPLICANTS: Any person who makes an intentional misstatement that is material to the risk may be found guilty of insurance fraud by a court of law.

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 include imprisonment, fines and denial of insurance benefits.

NOTICE TO TEXAS APPLICANTS: Any person who makes an intentional misstatement that is material to the risk may be found guilty of insurance fraud by a court of law.

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 ALL OTHER STATE APPLICANTS: Any person who knowingly includes any false or misleading information on an application for an insurance policy is subject to criminal and civil penalties.

THE APPLICANT REPRESENTS THAT THE ABOVE STATEMENTS AND FACTS ARE TRUE AND THAT NO MATERIAL FACTS HAVE BEEN SUPPRESSED OR MISSTATED.

COMPLETION OF THIS FORM DOES NOT BIND COVERAGE. APPLICANT'S ACCEPTANCE OF THE COMPANY'S QUOTATION IS REQUIRED PRIOR TO BINDING COVERAGE AND POLICY ISSUANCE.

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

Date **Must be signed by an Executive Officer of the Company** _____
Title

Submitted By:
Agent's Name: _____ Agent's Signature: _____
Agent License No.: _____