



**ARCH INSURANCE COMPANY**

A Missouri Corporation

ADMINISTRATIVE OFFICE

One Liberty Plaza

53<sup>rd</sup> Floor

New York, NY 10006

Tel: 800-817-3252

**APPLICATION FOR PRIVATE COMPANY MANAGEMENT LIABILITY INSURANCE**

**NOTICE: IF THIS IS AN APPLICATION FOR PRIMARY INSURANCE, EXCEPT AS MAY BE OTHERWISE PROVIDED IN THE POLICY, THIS POLICY IS LIMITED TO LIABILITY FOR WRONGFUL ACTS FOR WHICH CLAIMS ARE FIRST MADE WHILE THE POLICY IS IN FORCE AND WHICH ARE REPORTED TO THE INSURER NO LATER THAN SIXTY (60) DAYS AFTER THE TERMINATION OF THE POLICY. PLEASE READ AND REVIEW THE POLICY CAREFULLY. THE LIMIT OF LIABILITY AVAILABLE TO PAY LOSS, INCLUDING JUDGMENT OR SETTLEMENT AMOUNTS, IS REDUCED BY AMOUNTS INCURRED FOR DEFENSE COSTS. ALL LOSS, INCLUDING JUDGMENTS, SETTLEMENTS AND DEFENSE COSTS, ARE SUBJECT TO THE APPLICABLE RETENTION AMOUNT. THE POLICY DOES NOT PROVIDE FOR ANY DUTY OR OBLIGATION ON THE PART OF THE INSURER TO DEFEND THE INSUREDS.**

**NOTICE: IF THIS APPLICATION IS FOR EXCESS INSURANCE, SUBJECT TO THE PROVISIONS OF THE UNDERLYING INSURANCE, THIS POLICY MAY ONLY APPLY TO CLAIMS FIRST MADE AGAINST THE INSUREDS DURING THE POLICY PERIOD AND THE LIMITS OF LIABILITY AVAILABLE TO PAY JUDGMENT OR SETTLEMENT AMOUNTS MAY BE REDUCED AND TOTALLY EXHAUSTED BY PAYMENT OF DEFENSE COSTS. PLEASE READ THE APPLICATION AND THE POLICY CAREFULLY.**

**Instructions for Completing This Application**

Please read carefully. Fully answer all questions and submit all requested information. Terms appearing in **bold** in this Application are defined in the Policy and have the same meaning in this Application as in the Policy. This Application, including all materials submitted herewith, shall be held in confidence.

**GENERAL INFORMATION**

- 1. The Applicant Company, which is to be the **Named Company** in Item 1. of the Declarations (the "Applicant"):

\_\_\_\_\_

Principal Address: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip Code: \_\_\_\_\_

- 2. Officer designated to receive correspondence and notices from the **Insurer** or the **Excess Insurer**:

\_\_\_\_\_

(Name of Officer) (Title)

- 3. Nature of Business: \_\_\_\_\_

4. Date of Incorporation: \_\_\_\_\_
5. State of Incorporation: \_\_\_\_\_
6. Date Established: \_\_\_\_\_
7. Federal Employee Identification (FEIN): \_\_\_\_\_
8. Description of Applicant: \_\_\_\_\_
9. Applicant's website address (if applicable): \_\_\_\_\_

**STOCK OWNERSHIP**

1. Total number of shareholders: \_\_\_\_\_
2. Total number of shares outstanding: \_\_\_\_\_
3. Give names and percent owned of any shareholder(s) who hold, directly, beneficially, or as an affiliated group, 5% or more of the shares outstanding (including directors and officers):  
 \_\_\_\_\_  
 \_\_\_\_\_
4. Please describe any changes in ownership over the last twelve (12) months:  
 \_\_\_\_\_  
 \_\_\_\_\_
5. Does the Applicant or any **Subsidiary** have any public debt? \_\_\_\_\_

**MATERIAL EVENTS**

1. Has the Applicant or any **Subsidiary** publicly revealed in the past twenty-four (24) months, or does it presently contemplate that within the next twelve (12) months it will be involved in, any:
  - a. acquisition, consolidation or merger with any other entity? \_\_\_ Yes \_\_\_ No
  - b. acquisition or disposition of any stock, assets or interest in any other corporation, partnership, or joint venture? \_\_\_ Yes \_\_\_ No
  - c. sale, distribution or divestiture of any assets or stock other than in the ordinary course of business? \_\_\_ Yes \_\_\_ No
  - d. bankruptcy proceeding or legal or financial reorganization or arrangement with creditors under federal or state law? \_\_\_ Yes \_\_\_ No
  - e. any public offering or private placement of securities? \_\_\_ Yes \_\_\_ No

If "Yes" to (a) through (e) above, please attach complete details.

2. Is the Applicant or any **Subsidiary** presently considering any acquisition, merger, tender offer, or divestiture that will change the asset and/or revenue base of the Applicant by 5% or more?  Yes  No (If "Yes", please attach details.)

3. During the last three (3) years, has the Applicant:

a. changed independent auditors?  Yes  No

b. had any changes in the Board of Directors or Senior Management?  Yes  No

If "Yes" to (a) or (b), please attach details.

**EMPLOYMENT LIABILITY COVERAGE**

1. **EMPLOYEES**

Please provide current employee breakdown by state (top 9 states):

State	# Employees

State	# Employees

State	# Employees

Please provide current employee breakdown for all employees by salary range:

\$30,000 or less \_\_\_\_\_ \$30,000 - \$50,000 \_\_\_\_\_ \$50,000 - \$100,000 \_\_\_\_\_  
 Over \$100,000 \_\_\_\_\_

2. **TURNOVER/TERMINATIONS**

a. Please provide the following information for the last three (3) years:

Year	Total Number of Employees	Number of Separated Employees	Number of Terminated Employees

- b. Has the Applicant or any **Subsidiary** had within the last three (3) years or does it anticipate within the next two (2) years any facility closings, consolidations, layoffs or staff reductions which will (did) result in termination of more than 5% of the workforce at any one business location? \_\_\_ Yes \_\_\_ No

If "Yes," how many employees will be (were) affected? \_\_\_\_\_

- c. Do any employees have written employment contracts? \_\_\_ Yes \_\_\_ No

If "Yes," please attach specimen contract.

3. LOSS HISTORY

During the last three (3) years, has the Applicant or any **Subsidiary** or any other proposed **Insured(s)** been involved, or are they currently involved in, or received notice of any claim for wrongful termination, employment-related discrimination, sexual harassment, **Retaliation** against employees or any other **Employment Claim** including complaints or proceedings filed with the Equal Employment Opportunity Commission or any similar state or local agency or authority? \_\_\_ Yes \_\_\_ No

If "Yes", please provide in the chart below a summary description and first dollar loss history (including defense costs) for each such matter. Please attach additional sheets if necessary.

Year	Number of Claims	Defense Costs Paid	Type of Claim & Damages / Settlement Costs Paid

4. PROCEDURES

- a. Does the Applicant have a Human Resources or Personnel Department? \_\_\_ Yes \_\_\_ No

If "Yes," how many employees are in that department?  
\_\_\_\_\_

If "No," who performs the human resource functions?  
\_\_\_\_\_

- b. Does the Applicant use an employment application for all employment applicants? \_\_\_ Yes \_\_\_ No (If "Yes," please attach a copy.)

- c. Does the Applicant use tests to screen applicants for employment? \_\_\_ Yes \_\_\_ No (If "Yes," please attach details.)

d. Has the Applicant implemented an anti-sexual harassment policy?  
\_\_\_ Yes \_\_\_ No (If "Yes," please attach a copy.)

e. Does the Applicant have a procedure for handling employee complaints (re: sexual harassment, discrimination, etc.)? (If "Yes," please attach details.)

f. Does the Applicant accommodate employees with respect to the American with Disabilities Act and the Family Medical Leave Act? \_\_\_ Yes \_\_\_ No (If "Yes," please provide details.)

g. Does the Applicant assist employees who have been diagnosed with life threatening or communicable diseases? \_\_\_ Yes \_\_\_ No (If "Yes," please provide details.)

h. Does the Applicant distribute an employment handbook to all employees? \_\_\_ Yes \_\_\_ No (If "Yes," please attach a copy.)

i. Does the Applicant have a formal orientation program for all employees? \_\_\_ Yes \_\_\_ No (If "Yes," please attach a copy.)

j. Does the Applicant have a formal progressive discipline policy? \_\_\_ Yes \_\_\_ No (If "Yes," please provide details.)

k. Does the Applicant have written procedures for disciplining employees and/or written procedures for terminating employees? \_\_\_ Yes \_\_\_ No (If "Yes," please attach a copy.)

l. Does the Applicant use an outside firm for formal reviews, disciplinary action or employee hiring services? \_\_\_ Yes \_\_\_ No (If "Yes," please identify such firm.)

m. Are any proposed **Insureds** currently required to comply with any judicial or administrative agreement, order, decree or judgment relating to employment? \_\_\_ Yes \_\_\_ No (If "Yes," please attach a copy.)

n. When an employee is discharged:

1) Is officer approval required and are human resources personnel directly involved? \_\_\_ Yes \_\_\_ No

2) Is the company's legal department directly involved? \_\_\_ Yes \_\_\_ No

3) Is an attorney consulted prior to discharging an employee? \_\_\_ Yes \_\_\_ No

**CURRENT/PRIOR INSURANCE COVERAGE**

1. Please complete the following information regarding insurance maintained by the Applicant in the last three (3) years.

Coverage	Y/N	Limit	Retention	Premium	Insurer	Policy Period
D&O Liability						
Company Liability						
Employment Practices Liability						
Fiduciary Liability						
Crime						
Kidnap/Ransom						

2. Has any insurer cancelled or refused to renew any previous insurance, whether primary or excess, within the past three (3) years? \_\_\_ Yes \_\_\_ No
3. Are there any pending **Claims** against any person or entity for whom or for which this insurance is intended that may fall within the scope of coverage afforded by any similar insurance presently or previously in effect? \_\_\_ Yes \_\_\_ No (If "Yes", please attach a summary description of each **Claim** and any loss payments by any Insurers.)
4. Has any person or entity for whom or for which this insurance is intended given notice under the provisions of any other previous or current similar primary or excess insurance policy of any facts or circumstances which may give rise to a **Claim**? \_\_\_ Yes \_\_\_ No (If "Yes", please attach details.)
5. Other than those noted above, have any other loss payments been made? \_\_\_ Yes \_\_\_ No (If "Yes", please attach details.)

IT IS UNDERSTOOD AND AGREED THAT WITH RESPECT TO QUESTIONS 3 AND 4 ABOVE, IF SUCH **CLAIMS** OR NOTICE OF FACTS OR CIRCUMSTANCES EXIST, THEN THOSE **CLAIMS** AND ANY OTHER **CLAIMS** ARISING FROM SUCH **CLAIMS** OR NOTICED FACTS OR CIRCUMSTANCES ARE EXCLUDED FROM THE PROPOSED INSURANCE.

### PRIOR KNOWLEDGE

Does any person or entity for whom this insurance is intended have any knowledge of or information concerning any actual or alleged act, error, omission, fact or circumstance which may give rise to a **Claim** which may fall within the scope of the proposed Insurance? \_\_\_ Yes \_\_\_ No (If "Yes", please attach details.)

IT IS UNDERSTOOD AND AGREED THAT IF SUCH KNOWLEDGE OR INFORMATION EXISTS, ANY CLAIM ARISING THEREFROM IS EXCLUDED FROM THIS PROPOSED INSURANCE.

### PAST ACTIVITIES

1. During the last three (3) years has the Applicant or any **Subsidiary** or any other proposed **Insured(s)** been involved, or are they currently involved in, or received notice of any of the following (other than with respect to an **Employment Claim**):
  - a. civil or criminal action, administrative proceeding, formal or informal inquiry, questioning, probing, investigation, inspection, examination, review, whether preliminary or otherwise, by any federal, state, or local or foreign administrative agency, including but not limited to the Securities Exchange Commission? \_\_\_ Yes \_\_\_ No
  - b. anti-trust, copyright or patent litigation? \_\_\_ Yes \_\_\_ No
  - c. alleged breach of ERISA? \_\_\_ Yes \_\_\_ No
  - d. other criminal actions, investigations or proceedings? \_\_\_ Yes \_\_\_ No
  - e. representative actions, class actions or derivative suits? \_\_\_ Yes \_\_\_ No
  - f. any allegedly illegal discriminatory practices? \_\_\_ Yes \_\_\_ No
  - g. **Claim** or potential **Claim** noticed under any insurance? \_\_\_ Yes \_\_\_ No

If "Yes" to any of the above, please attach details including any loss payments by insurance carriers.

2. During the last twelve (12) months, has the Applicant or any **Subsidiary** terminated, rescinded, or declined any acquisition, merger, tender offer, or divestiture? \_\_\_ Yes \_\_\_ No (If "Yes," please attach details.)
3. Is the Applicant or any **Subsidiary** currently or has it at any time over the last year been in material breach of any of its debt covenants, loan agreements, contractual obligations, or does it anticipate any such breach occurring in the next 12 months? \_\_\_ Yes \_\_\_ No (If "Yes," please attach details.)

### MATERIALS REQUESTED

As part of this Application, please submit the following documents:

1. Most recent fiscal year end and consolidated and interim financial statements of the Applicant including any notes and schedules.

2. Any registration statements of the Applicant filed with the Securities Exchange Commission or any private placement memoranda within the last twelve (12) months and any subsequent filings (Form 10-Q, 13D, 8-K, S-1, proxy statement, etc.).
3. Copies of the Applicant's by-laws and articles of incorporation relating to indemnification provisions.
4. Most recent prospectus of the Applicant if applicable and, if any, the prospectus for any securities offering planned or expected within the next year.
5. The Applicant's notice to shareholders and proxy statement for both the last and next scheduled annual meeting (if available) and latest annual report.
6. Most recent auditors' letter to management on internal controls and management's response.
7. A list of all subsidiaries proposed for coverage.

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The persons signing this Application declare that to the best of their knowledge the statements set forth herein and the information in the materials submitted herewith are true and correct and that reasonable efforts have been made to obtain sufficient information from all **Insured(s)** to facilitate the proper and accurate completion of this Application for the proposed policy. Signing of this Application does not bind the undersigned to purchase the insurance, but it is agreed that this Application shall be the basis of the contract should a policy be issued.

It is agreed by all concerned that the particulars and statements contained in this Application are true and shall be deemed material to the decision of the **Insurer** or the **Excess Insurer** to issue the insurance.

The undersigned agree that if after the date of this Application and prior to the effective date of any policy based on this Application, any occurrence, event or other circumstance should render any of the information contained in this Application inaccurate or incomplete, then the undersigned shall notify the **Insurer** or the **Excess Insurer** of such occurrence, event or circumstance and shall provide the **Insurer** or the **Excess Insurer** with information that would complete, update or correct such information. Any outstanding quotations may be modified or withdrawn at the sole discretion of the **Insurer** or the **Excess Insurer**.

This Application and any material submitted herewith shall be maintained on file by the **Insurer** or the **Excess Insurer**, shall be deemed attached as if physically attached to the proposed Policy and shall be considered as incorporated into and constituting a part of the proposed Policy.

The information requested in this Application is for underwriting purposes only and does not constitute notice to the **Insurer** or the **Excess Insurer** under any policy of a **Claim** or potential **Claim**. All such notices must be submitted to the **Insurer** or the **Excess Insurer** pursuant to the terms of the Policy, if and when issued.

**NOTICE: ANY PERSON WHO KNOWINGLY OR WITH INTENT TO DEFRAUD OR TO FACILITATE A FRAUD AGAINST ANY INSURANCE COMPANY OR OTHER PERSON SUBMITS AN APPLICATION OR FILES A CLAIM FOR INSURANCE CONTAINING FALSE, DECEPTIVE OR MISLEADING INFORMATION, MAY BE GUILTY OF INSURANCE FRAUD.**

**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 POLICY HOLDER 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 OF DISTRICT OF COLUMBIA APPLICANTS:** “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 AND SUBJECTS SUCH PERSON TO CRIMINAL AND CIVIL PENALTIES.”

**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 MINNESOTA APPLICANTS:** “ANY 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.”

**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 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 CLAIMS 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."

**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 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."

This Application must be signed by the Chairman of the Board and the President of the Applicant. If the Chairman of the Board and President are the same individual, the Application must also be signed by the Chief Financial Officer, Chief Operating Officer or General Counsel.

Date: \_\_\_\_\_ Signature: \_\_\_\_\_  
Title: \_\_\_\_\_

Date: \_\_\_\_\_ Signature: \_\_\_\_\_  
Title: \_\_\_\_\_

A POLICY CANNOT BE ISSUED UNLESS THE APPLICATION IS PROPERLY SIGNED AND DATED.

## **ExecutivePerils**

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