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ACE AdvantageSM

RENEWAL APPLICATION FOR PRIVATE COMPANY LIABILITY INSURANCE

Instructions for Completing This Application

Please read carefully and check below all Coverages you seek. Fully answer all questions and submit all requested information for each Coverage you seek. All applicants must complete the General Information and the final section of this Application. Terms appearing in bold face 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.

NOTE: The Insurance for which you are applying is written on a Claims made and reported basis; only Claims first made against the Insured and reported to the Company during the Policy Period are covered subject to the Policy provisions.

GENERAL INFORMATION

1. a. The Company to be Named in Item 1 of the Declarations (the "Company"): _____

Street Address: _____

City: _____ State: _____ Zip Code: _____

b. Officer designated to receive correspondence and notices from the Insurer:
(Name of Officer) (Title)

2. State of Incorporation: _____

3. Year of Incorporation: _____

4. Primary SIC Code: _____

5. Dunn & Bradstreet No: _____

6. Type of Organization: [] Corporation [] Partnership/LLP [] Sole Proprietorship
[] LLC [] Other: _____

7. Please provide the following information regarding *current* insurance coverage (only complete for coverage which is not presently with Ace;

Insurance	Carrier	Limits (in MMs)	Premium	Expiration Date
Crime/Fidelity				
EPL				
Fiduciary Liability				

8. Check Coverage Desired: D&O Liability Crime/Fidelity EPL
 Fiduciary Liability Other: _____

PRIVATE COMPANY LIABILITY APPLICATION

Please attach copies of the following with respect to the Company and Subsidiaries:

- Current indemnification provisions, and by-laws
- Audited financial statements for the last two (2) years
- Offering memorandum of any public or private debt or equity offerings within the past twelve (12) months
- A schedule of all subsidiaries to be **Insured** under this policy including each subsidiary's tax status, affiliation and the percentage of ownership by the undersigned applicant for insurance
- List of directors and officers of the **Company**

Please answer the following questions:

1. Total number of shareholders _____
2. Total number of voting shareholders _____
3. Number of common shares outstanding _____
4. Are there any other **Securities** which are convertible to common stock? Yes No
5. Is there any shareholder or group of affiliated shareholders who own 5% or more of the **Company's** outstanding common equity shares, directly or beneficially? If "YES", attach full details. Yes No
6. Has the **Company** completed or agreed to complete in the past thirty-six (36) months, or does the **Company** plan to complete in the next twelve (12), a public debt or equity offering or private placement of debt or equity? If "YES", attach full details. Yes No
7. During the last three years, have any of the **Insureds** been involved in:
 - a. any anti-trust, copyright or patent litigation? Yes No
 - b. any civil, criminal or administrative proceeding charging a violation of any federal or state **Securities** law or regulation? Yes No
 - c. any other criminal proceeding? Yes No
 - d. any representative actions, class actions or derivative suits? Yes No
 - e. any other material litigation? Yes NoIf "YES", to any of the above, attach full details.

EMPLOYMENT PRACTICES LIABILITY APPLICATION

Please attach copies of the following:

- Current employee handbook
- Current employee application form(s)
- Copy of the **Company's** employment termination procedures
- Most recent EEOC-1 Report for consolidated **Company**, headquarters, and all facilities over 500 employees

1. During the last 3 years have any of the **Insureds** been involved in any employment or labor related litigation? Yes No

2. During the last 3 years have any of the **Insureds** been involved in any administrative proceedings 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. Are any of the **Insureds** currently required to comply with any judicial or administrative agreement, order, decree or judgment relating to employment? Yes No

4. Please provide the following information:

Total # of Employees:	Current Yr	1st Prior Yr	2nd Prior Yr
Total # employed by the Insured :			
Percentage employed full time:	%	%	%
Percentage employed part time:	%	%	%
Percentage employed domestically:	%	%	%
Total number of volunteers:			
Employed in CA or TX:			
Employed in WASHINGTON DC:			
Percentage of Employee Turnover	%	%	%

5. Does the **Company** use an outside employment legal counsel for employment advice and/or defense? Yes No

6. During the next 12 months, does the **Company** plan to have any layoffs, staff reductions, facility closings or consolidations which will terminate more than 10% of the work force on a **Company** wide basis? Yes No

7. Does the **Company** have written guidelines or procedures for addressing human resources or personnel management? Yes No

8. Does the **Company** distribute to employees a copy of these guidelines or procedures? Yes No

9. Does the **Company** have a full-time human resources manager? Yes No

10. Does the **Company** provide:
 - a. Updated information to managers and supervisors on training in human resources issues, including performance appraisals, discipline, and workplace harassment, Yes No

at least annually?

- b. Updated information to employees on human resources issues, including performance appraisals, discipline, and workplace harassment, at least annually? Yes No
 - c. An employee hotline or 1-800 number for reporting **Claims**, circumstances and issues? If "Yes," attach details concerning who initially receives this information and the process of disseminating this information to upper management. Yes No
12. Does the **Company** have an agreement or policy requiring employees to arbitrate all employee-related **Claims**? Yes No
13. Is the **Company** a federal contractor subject to Executive Order 11246? Yes No
14. When an employee is discharged:
- a. Is officer approval required, and are human resources personnel directly involved? Yes No
 - b. Is an attorney consulted prior to discharging an employee? Yes No
 - c. Does the **Company** provide references for former employees which include any information other than the dates of employment, title(s) and compensation? Yes No

FIDUCIARY LIABILITY APPLICATION

Please attach a list of all plans funded by the applicant. In addition, provide copies of the following information for the five largest funded plans:

- Copies of the latest CPA-audited financial statements, with investment portfolios (If **Plan** assets are held in a master trust, submit master trust investment portfolio)
- Copies of the most recent 5500s for all **Plans** to be **Insured**
- For each **Plan** (or **Plan** feature) that is designed to invest primarily in **Securities** of the Sponsor Organization the latest CPA-audited financial statement (with investment portfolio) and a completed ESOP Questionnaire
- Written **Plan** description(s) and latest financial statement(s), if applicable, for any non-qualified **Plan(s)**
- Latest annual report for the Sponsor Organization
- Latest interim financial statements for the Sponsor Organization

1. Total assets of the Sponsor Organization \$
2. Total assets of all **Plans** \$
-
-

3. Types of **Plans** to be **Insured** (check all that apply):

- | | |
|--|---|
| <input type="checkbox"/> Defined Benefit Plan | <input type="checkbox"/> Defined Contribution Plan |
| <input type="checkbox"/> Welfare Benefit Plan | <input type="checkbox"/> Employee Savings Plan |
| <input type="checkbox"/> ESOP | <input type="checkbox"/> Other |

4. Do any of the aforementioned **Plans** include investments in **Securities** of the sponsor organization and/or any of its subsidiaries (including, but not limited to ESOP **Plans**, 401k **Plans** with an ESOP feature or a Defined Benefit **Plan** with and ESOP feature)? If "Yes," attach full details. Yes No
5. Is the **Plan(s)** a multiple employer or multi employee **Plan**? If "Yes," attach full details. Yes No
6. Does the **Plan(s)** employ the investment, trustee, actuarial, legal administrative, or benefits consulting services of any outside providers? If "Yes," attach full details. Yes No
7. Has any **Plan** requested or contemplated filing a request for termination? If "Yes," attach full details. Yes No
8. In the past two years, has there been any amendment(s) to any **Plan(s)**, or has any amendment been contemplated, that has resulted in or may result in any change or reduction of benefits, including but not limited to an increase in participants' share of costs? If "Yes," attach full details. Yes No
9. Has any **Plan** or portion of any **Plan** been spun off (sold), transferred, or terminated? Yes No
10. Are any of the following actions being considered: merger, acquisition, restructuring or consolidation of or by the sponsor organization or any of its subsidiaries that may result in **Plan** participants transferring to another **Plan**, **Company** or **Subsidiary**? Yes No

11. Are all defined benefit **Plans** adequately funded in accordance with ERISA or any applicable similar common or statutory law of the United States, Canada or any state or other jurisdiction anywhere in the world, as attested to by an actuary? Yes No
12. Are there any overdue employer contributions for any **Plan**, or has any **Plan** requested or contemplated filing a request for a waiver of contributions? Yes No
13. Is there any known violation(s) of ERISA or any similar common or statutory law of the United States, Canada or any state or other jurisdiction anywhere in the world to which a **Plan** is subject? If "Yes," attach full details. Yes No
14. Has there been or is there now pending any inquiry, investigation or communication which could give rise to a **Claim** under this policy? If "Yes," attach full details. Yes No

COMMERICAL CRIME APPLICATION

Please attach copies of the following:

- Last audited financial statements with all notes and schedules
- Copy of CPA management letter or, if applicable, auditor’s opinion letter, and any management letter responding to same

1. Has there been a change of control or management in the last three (3) years? If "Yes," attach complete details. Yes No

2. Please enter the following information:

	U.S.A.	Canada	Foreign	Total
Annual Sales or Gross Revenues				
Number of Locations				
Number of Employees				

Audit Procedures

3. Is there an actual Independent CPA audit in accordance with GAAP? Yes No
4. Is the most recent audit “unqualified”? Yes No
5. Are all locations audited? Yes No
6. Is the audit report distributed to senior management and the board of directors? Yes No
7. Is there a CPA letter to management or auditor’s opinion letter? Yes No
8. Has management replied to any recommendations made in the letter? Yes No
9. Does the Applicant have an internal audit department or staff? Yes No
10. Is there a formal audit program? Yes No

Internal Controls

11. Does the Applicant require at least two (2) signatures on checks? Yes No
12. Do employees who reconcile monthly bank statements also:
- a) sign checks? Yes No
 - b) handle bank deposits? Yes No
 - c) have access to check signing machines or signature plates? Yes No
13. Are records maintained so that duplicate checks can be obtained for replacement? Yes No
14. Are checks stamped “For Deposit Only” as they are received? Yes No

15. Are invoices stamped "Paid" at the time checks are issued? Yes No
16. Is there an exposure of precious metals or stones (e.g., gold, silver, copper, platinum, diamonds or similar high-value materials)? Yes No
17. Is high-value product inventoried regularly? Yes No
18. Is the payroll prepared by persons other than those who distribute it to employees? Yes No
19. Are at least twenty percent (20%) of all the accounts receivable periodically verified by direct contact with the customer? Yes No
20. Are all persons engaged in purchase or sale activities prohibited from taking part in shipping and receiving activities? Yes No
21. Are all shipping and receiving activities reconciled to all applicable sale or purchase orders? Yes No

Computer Controls

22. Is there a mechanism to prevent repeated attempts of unauthorized access to a computer program? Yes No
23. Are exception reports generated for unauthorized attempts or repeated attempts to access a computer program and/or network? Yes No
24. Within the information system area, are the duties of the development staff (programmers) and operational staff (operators) segregated? Yes No
25. Are pre-authorization controls maintained for all programmers and operators? Yes No
26. Are individuals responsible for authorizing checks also able to produce computerized checks? Yes No
27. Are computer operators rotated periodically? Yes No
28. Does the Applicant have an employee data-security standards manual? Yes No
29. Do audit practices include any tests to detect unauthorized programming changes? Yes No

Securities and Trading Activities

30. State the value of all negotiable **Securities** owned or held by the Applicant. \$
31. Are **Securities** subject to joint control by two (2) or more employees? Yes No
32. Is any person(s) whose conduct would be **Insured** by the proposed insurance responsible for trading or directing the trading of **Securities** on the Applicant's behalf? Yes No
33. Are controls in place so person(s) responsible for trading may not engage in unauthorized trading activities? Yes No
34. Are statements from **Securities** brokers reconciled by a person different from the person responsible for trading **Securities**? Yes No

35. If safe deposit boxes are used, has the bank been instructed to require that two (2) or more individuals be present before any entry of the box is permitted? Yes No

Present Crime Program and Loss Experience

36. Does the Applicant screen employees for prior acts of dishonesty? Yes No

TO BE COMPLETED BY ALL APPLICANTS

This Application shall be maintained on file by the **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 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 **Insureds** 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. The undersigned agrees 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** of such occurrence, event or circumstance and shall provide the **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**.

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

The undersigned acknowledges that he or she is aware that **Defense Costs** reduce and may exhaust the applicable Limits of Liability. The **Insurer** is not liable for any **Loss** (which includes **Defense Costs**) in excess of the applicable Limits of Liability.

The undersigned further agrees to authorize the release of any and all information in this application to a loss control provider that provides loss control services to the **Insurer** and to comply with the terms and conditions of those loss control services.

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

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.

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 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 the 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 & 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 APPLICANTS:

ANY PERSON WHO KNOWINGLY AND WITH INTENT TO DEFRAUD ANY INSURANCE COMPANY OR ANOTHER PERSON, FILES AN APPLICATION FOR INSURANCE OR STATEMENT OF CLAIM CONTAINING ANY MATERIALLY FALSE INFORMATION, OR CONCEALS INFORMATION FOR THE PURPOSE OF MISLEADING, COMMITS A FRAUDULENT INSURANCE ACT, WHICH IS A CRIME AND MAY SUBJECT SUCH PERSON TO CRIMINAL AND CIVIL PENALTIES.

BY SIGNING THIS APPLICATION, THE APPLICANT WARRANTS TO THE COMPANY THAT ALL STATEMENTS MADE IN THIS APPLICATION ABOUT THE APPLICANT AND ITS OPERATIONS ARE TRUE AND COMPLETE, AND THAT NO MATERIAL FACTS HAVE BEEN MISSTATED IN THIS APPLICATION OR CONCEALED. COMPLETION OF THIS FORM DOES NOT BIND COVERAGE. THE APPLICANT'S ACCEPTANCE OF THE COMPANY'S QUOTATION IS REQUIRED BEFORE THE APPLICANT MAY BE BOUND AND A POLICY ISSUED.

This portion of the application must be signed by the Chairman of the Board or by the President.

Signed: _____
Title: _____
Corporation: _____
Date: _____

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

Please submit this Application, when completed, signed and dated to:

ACE USA Professional Risk
D&O Division
140 Broadway
40th Floor
New York, NY 10005

FOR MISSOURI RESIDENTS ONLY:

PLEASE ACKNOWLEDGE AND SIGN THE FOLLOWING DISCLOSURE TO YOUR APPLICATION FOR INSURANCE:

I UNDERSTAND AND ACKNOWLEDGE THAT THE ATTACHED POLICY CONTAINS A DEFENSE WITHIN LIMITS PROVISION WHICH MEANS THAT DEFENSE COSTS WILL REDUCE MY LIMITS OF INSURANCE AND MAY EXHAUST THEM COMPLETELY. SHOULD THAT OCCUR, I SHALL BE LIABLE FOR ANY FURTHER LEGAL DEFENSE COSTS AND DAMAGES.

Signed: _____
Title: _____
Corporation: _____
Date: _____