

RENEWAL APPLICATION FOR:

**PRIVATE COMPANY PROTECTION PLUS
 DIRECTORS AND OFFICERS & PRIVATE COMPANY LIABILITY INSURANCE
 EMPLOYMENT PRACTICES LIABILITY INSURANCE
 FIDUCIARY LIABILITY INSURANCE**

NOTICE: THIS POLICY IS WRITTEN ON A CLAIMS MADE BASIS AND COVERS ONLY THOSE CLAIMS FIRST MADE DURING THE POLICY PERIOD AND REPORTED IN WRITING TO THE UNDERWRITER PURSUANT TO THE TERMS HEREIN. THIS POLICY PROVIDES A LIMIT OF LIABILITY AVAILABLE TO PAY JUDGMENTS OR SETTLEMENTS THAT SHALL BE REDUCED BY AMOUNTS INCURRED AS DEFENSE COSTS. FURTHER NOTE THAT DEFENSE COSTS PAID SHALL BE APPLIED AGAINST THE RETENTION AMOUNT.

Instructions

- Whenever used in this Application the term **Applicant** shall mean the Named Corporation and its wholly-owned/controlled Subsidiaries and their respective Directors, Officers, Trustees or Governors.
- The **Applicant** is required to complete Application Sections 1 and 5.
- The **Applicant** should complete the other applicable Section(s) for which coverage is desired. (See chart below)

| Check Coverage Desired | Application Section | Requested Limit | Requested Retention | Requested Effective Date |
|---|---------------------|-----------------|---------------------|--------------------------|
| General Information | 1 | N/A | N/A | N/A |
| <input type="checkbox"/> Directors & Officers | 2 | \$ | \$ | |
| <input type="checkbox"/> Employment Practices | 3 | \$ | \$ | |
| <input type="checkbox"/> Fiduciary Liability | 4 | \$ | \$ | |
| General Summary | 5 | N/A | N/A | N/A |

SECTION 1 – GENERAL INFORMATION

- Name of **Applicant**: _____
- Change in Address: None or _____
- Change in website address: None or www. _____
- Have there been any changes in the **Applicant's** operations?: Yes No **If yes, please provide details.**

- The Officer of the **Applicant** designated to receive any and all notices from the Underwriter or their authorized representative concerning this insurance is: Name: _____

Section 2 - DIRECTORS & OFFICERS INFORMATION

(Complete this section only if Directors & Officers Liability coverage is desired.)

6. Ownership Information:

a) Number of common shares outstanding: _____ If LLC, number of membership shares: _____

Directors & Officers information cont'd

b) Number of common shareholders: _____ Number of active members: _____

c) Total number of shares owned directly or beneficially by Directors & Officers or Board of Managers: _____

d) Does any shareholder(s) or group of affiliated shareholders (including an employee stock ownership plan) own more than five (5)% of the voting shares directly or beneficially? Yes No **If yes, please provide details.**

e) Are there any changes in ownership from the prior year? Yes No **If yes, please provide details.**

7. Provide a list of all direct and indirect subsidiaries.

Name: _____ Type of Business: _____

Percent Owned by the **Applicant**: _____% Date Created / Acquired: _____

Name: _____ Type of Business: _____

Percent Owned by the **Applicant**: _____% Date Created / Acquired: _____

Name: _____ Type of Business: _____

Percent Owned by the **Applicant**: _____% Date Created / Acquired: _____

If additional space is needed, please attach a separate page or use the additional information page provided at the end of the application.

8. In the next twelve (12) months, does the **Applicant** anticipate being involved in any of the following:
If yes, provide details by attachment.

- Merger, acquisition or consolidation with another entity? Yes No
- Sales, distribution or divestiture of any assets other than in the ordinary course of business? Yes No
- Changes in the board of directors or senior management (other than death or retirement)? Yes No
- Change in the **Applicant's** independent auditors? Yes No

9. Offering of Securities Information

a) Within the next twelve (12) months is the **Applicant** contemplating any private offering of debt or equity of securities? Yes No **If yes, please attach the offering memorandum or prospectus describing the essential terms of each transaction, including the effective date, the professionals used, the amount of the offering and the current status of each such transaction.**

10. Financial Information

a) Within the next twelve (12) months, is the **Applicant** contemplating any bankruptcy, reorganization or arrangement with creditors under federal or state law? Yes No

b) Is the **Applicant** in violation of any of its debts or loan covenants? Yes No

c) In the past twelve (12) months, did an Independent CPA render a "going concern" opinion? Yes No

Note: If the Applicant answered yes to 10 (a), (b), or (c) please attach details including the most recent financial audit, review or compilation with the auditors notes.

11. Outside Directorship

Does the **Applicant** direct or request any individual to serve as director, officer, governor or trustee of any other entity? Yes No **If yes, please complete questions a – g below.**

- a) Name of individual director, officer, governor or trustee: _____ Position held: _____
- b) Name of outside entity: _____
- c) Nature of entity's business: _____
- d) Percentage of ownership by **Applicant**: _____ % Domestic or Foreign: _____
- e) Does the outside entity provide indemnification to its Directors and Officers? Yes No
- f) Complete the following information regarding the Directors and Officers Liability Insurance carried by the outside entity: Insurer: _____ Limit of Liability \$ _____ Policy Period: _____
- g) Has the outside entity or its Directors and Officers been involved in any Directors and Officers Liability litigation? Yes No

Section 3 - EMPLOYMENT PRACTICES INFORMATION

(Complete this section **only** if Employment Practices Liability coverage is desired.)

12. Please provide the following employee count information:

| | Currently | One Year Ago | Two Years Ago |
|---------------------------------|-----------|--------------|---------------|
| U.S. based employees: | | | |
| Total Full Time: | _____ | _____ | _____ |
| Total Part Time: | _____ | _____ | _____ |
| Volunteers: | _____ | _____ | _____ |
| Temporary: | _____ | _____ | _____ |
| Leased: | _____ | _____ | _____ |
| Total Non U.S. based employees: | _____ | _____ | _____ |
| TOTAL SUM OF ABOVE: | _____ | _____ | _____ |

Number of employees per the following states:

| | | | |
|-----|-------|-------|-------|
| CA: | _____ | _____ | _____ |
| FL: | _____ | _____ | _____ |
| NJ: | _____ | _____ | _____ |
| NY: | _____ | _____ | _____ |
| TX: | _____ | _____ | _____ |

13. Total number of current employees with annual compensation greater than \$100,000: _____

14. How many employees have been terminated or demoted in the past twelve (12) months?

Voluntary: _____ Involuntary: _____ Laid Off: _____

15. Is any reduction of employees or change of status anticipated or being contemplated in the next year?
Yes No **If yes, number estimated:** _____

16. Does the **Applicant** anticipate any plant, facility, branch, office, or department closing, consolidation, reorganization or layoff in the next twelve (12) months? Yes No **If yes, provide details.**

17. Does the **Applicant** have a human resources department? Yes No **If no, describe how this function is handled.**

Employment Practices Liability (continued)

18. Human Resource Policies and Procedures

Has the **Applicant** implemented any new employment policies or procedures over the past twelve (12) months?
 Yes No **If yes, please provide details.**

Section 4 - FIDUCIARY LIABILITY COVERAGE

(Complete this section only if Fiduciary Liability coverage is desired.)

19. List all plans for which coverage is requested (use attachment if necessary):

| Plan Name | Year Established | Assets / Contributions | Type* | Participants | Administrator |
|---|---------------------|---------------------------|-------|--------------|---------------|
| Example: The ABC Manufacturing Corp 401K Plan | 2000 | \$1,000,000 | 3 | 75 | self |

- a)
- b)
- c)
- d)

* 1 = Employee Welfare Benefit Plan (as defined by ERISA), 2 = Defined Contribution Plan (as defined by ERISA), 3 = Defined Benefit Plan (as defined by ERISA), 4 = Other. **If "Type" is an ESOP a Fiduciary Liability - ESOP Supplement must be completed.**

If additional space is needed, please attach a separate page or use the additional information page provided at the end of the application.

- 20. Have there been any changes to any plan listed above? Yes No **If yes, provide details by attachment.**
- 21. Has any plan requested or contemplated filing a request for termination? Yes No **If yes, provide details by attachment.**
- 22. Has any plan been spun-off (sold), transferred or terminated? Yes No **If yes, provide details by attachment.**

Please attach the most recent tax form 5500 for each plan listed above.

SECTION 5 - GENERAL SUMMARY

(The Applicant must complete this section.)

23. Please provide details on the following insurance coverage currently in place:

| COVERAGES | Insurance Company | Limit of Liability | Deductible | Policy Effective Dates |
|------------------------|-------------------|--------------------|------------|------------------------|
| General Liability | | \$ | \$ | |
| Professional Liability | | \$ | \$ | |

- 24. Has the **Applicant** been the subject or involved in any litigation in the past twelve (12) months? Yes No **If yes, provide details by attachment.**
- 25. In the next twelve (12) months, does the **Applicant** anticipate any substantial change or reorganization of operations? Yes No **If yes, provide details by attachment.**

Material Change

If there is any material change to the answers of this Application's questions prior to the policy inception date, the Applicant must notify the Underwriter in writing. Any outstanding quotation may be modified or withdrawn.

False Information

WARNING: 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 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 KENTUCKY APPLICANTS: ANY PERSON WHO KNOWINGLY AND WITH INTENT TO DEFRAUD ANY INSURANCE COMPANY OR OTHER PERSON FILES AN APPLICATION FOR INSURANCE CONTAINING ANY 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 MINNESOTA AND OHIO APPLICANTS: ANY PERSON WHO, WITH INTENT TO DEFRAUD OR KNOWING THAT HE/SHE 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, WHICH IS A CRIME.

NOTICE TO OKLAHOMA APPLICANTS: ANY PERSON WHO KNOWINGLY AND WITH INTENT TO INJURE, DEFRAUD OR DECEIVE ANY INSURER, MAKE 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 FLORIDA APPLICANTS: ANY PERSON WHO, KNOWINGLY AND WITH INTENT TO INJURE, DEFRAUD, OR DECEIVE ANY EMPLOYER OR EMPLOYEE, INSURANCE COMPANY, OR SELF-INSURED PROGRAM, FILES A STATEMENT OF CLAIM CONTAINING ANY FALSE OR MISLEADING INFORMATION IS GUILTY OF A FELONY OF THE THIRD DEGREE.

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 DISTRICT OF COLUMBIA, MAINE AND VIRGINIA APPLICANTS: IT IS A CRIME TO KNOWINGLY PROVIDE FALSE, INCOMPLETE OR MISLEADING INFORMATION TO INSURANCE COMPANY FOR THE PURPOSE OF DEFRAUDING THE COMPANY. PENALTIES MAY INCLUDE IMPRISONMENT, FINES, OR A DENIAL OF INSURANCE BENEFITS.

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 MARYLAND APPLICANTS: ANY PERSON WHO, WITH INTENT TO DEFRAUD OR KNOWING THAT HE/SHE 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 OREGON AND 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 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.

Signature

The Undersigned represents that to the best of his/her knowledge and belief the statements set forth herein are true. The Undersigned further declares that any occurrence or event that takes place prior to the effective date of the insurance for which application is being made which may render inaccurate, untrue, or incomplete any statement made, will immediately be reported in writing to the Underwriter. The Underwriter may withdraw or modify any outstanding quotations and/or authorization or agreement to bind the insurance. The Underwriter is hereby authorized to make any investigation and inquiry in connection with the information, statements and disclosures provided in this Application. The signing of this Application does not bind the Undersigned to purchase the insurance, nor does the review of this Application bind the insurance company to issue a policy. It is agreed that this Application shall be the basis of the contract should a policy be issued. This Application will be attached and become a part of the policy.

Name (Please Print)

Title **(Must be signed by the President, Chairman or Chief Executive Officer)**

Signature

Date

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

- a) **Applicant's latest fiscal year end financial statement (CPA prepared) and latest interim financial statement**
- b) List of the **Applicant's** current Directors & Officers
- c) Copies of the most recently filed Form(s) 5500 (and attachments) for all ERISA plans for which coverage requested (If Fiduciary Liability coverage is being requested)

THE INFORMATION CONTAINED IN AND SUBMITTED WITH THIS APPLICATION IS ON FILE WITH THE UNDERWRITER AND ALONG WITH THE APPLICATION IS CONSIDERED PHYSICALLY ATTACHED TO AND PART OF THE POLICY, SHOULD ONE BE ISSUED. THE UNDERWRITER WILL HAVE RELIED UPON THIS APPLICATION AND ATTACHMENTS IN ISSUING ANY POLICY.

Produced by: (Section to be completed by Agent/Broker)

Agent

Agency

Agency Taxpayer ID or SS Number

Agency License Number

Address (Street, City, State, Zip)

ADDITIONAL INFORMATION

This page may be used to provide additional information to any question on this application. Please identify the question number to which you are referring.

Signature

Date

PI-PRD-Renewal App (09/06)