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Lloyd's Broker

PRIVATE COMPANY DIRECTORS & OFFICERS, EMPLOYMENT PRACTICES LIABILITY & FIDUCIARY LIABILITY INSURANCE APPLICATION FORM

Authorised and regulated by the Financial Services Authority

A member company of THB Group plc
Registered office: Murray House Murray Road Orpington Kent BR5 3QY – England No. 929224

**Private Company Directors & Officers, Employment Practices Liability & Fiduciary
Liability Insurance Application Form**

INSTRUCTIONS:

1. Answer all questions (if not applicable, show N/A) and attach all additional information/explanations as required
2. Application must be dated and have two signatures
3. Please use **BLOCK CAPITALS**
4. **PLEASE READ STATEMENT AT END OF APPLICATION CAREFULLY**

I. GENERAL INFORMATION

A. Name and address of Applicant:

When you purchase your coverage with THB, you will be provided with toll-free and on-line access to Employment Law Attorneys who will answer your specific questions. You will be given access to a wealth of information on-line as well as receiving monthly updates, which will all help to keep you aware and informed before a potential claim occurs. *This service is provided at no additional cost to you.*

Within a week of purchasing this product, you will be contacted in order to explain how to use this exciting new service.

Please provide the names of the people to contact:

Name: Title:

Phone No.: Fax No.:

E-mail address:

- B.** Sole Proprietor Corporation Partnership
 Joint Venture Franchise Other (*please specify*)

C. Describe nature of business:

D. Applicant's website address:

E. How long has the company been in business? Years

F. How long has the company been under current management? Years

G. If Applicant is a subsidiary of another company(ies), please provide the name of the Parent Company(ies): _____

H. Please list all subsidiary entities including percentage of ownership

- I. Is the Applicant party to any joint venture arrangements? Yes No
- J. Is the Applicant party to any partnership agreements? Yes No
- K. Is coverage requested for Outside Executive Positions? Yes No
- L. Have you acquired any companies in the past two (2) years? Yes No
- M. With respect to acquired companies, were any employees of offices terminated or do you plan in the next eighteen (18) months to terminate any employees or offices? Yes No

If so, how many? _____

(If you have answered YES to either L. or M. above, please provide details on a separate sheet)

N. Does the applicant anticipate any plant, facility, branch or office closings, consolidations, or layoffs affecting 20% or more of the employees in any 60-day period within the next (18) months? Yes No

(If YES, please provide details on a separate sheet)

O. Does the applicant warrant that they will consult with and follow the recommendation of legal counsel experienced in employment law prior to any reorganization, restructuring, reduction in force, change in number of Employees, downsizing operations or closure of one or more plants or places of business operations which results in the termination, or other change in employment terms, within any 60 day period of more than 10% of the total number of Employees measured at the inception of the policy, or twenty (20) Employees, whichever is the greater. Yes No

P. Has the proposed coverage ever been purchased before, whether specifically or as a subsection or addition to another coverage? Yes No

Cover	Renewal Date	Carrier	Limit	Deductible	Premium	Continuity Date
D&O						
EPL						
Fiduciary						
Crime						

Q. Has any insurer ever cancelled or non-renewed this type of coverage? Yes No

(If YES, please provide details on a separate sheet)

II. EMPLOYEES

A. Total Number of Shareholders

B. Director/Officer Shareholders _____ % Voting Shares Owned

C. Name and Percentage of holdings of any shareholder who owns 5% or more of the common shares directly or beneficially:

Name	Percentage	Board Representation	
<input style="width: 95%; height: 20px;" type="text"/>	<input style="width: 95%; height: 20px;" type="text"/>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
<input style="width: 95%; height: 20px;" type="text"/>	<input style="width: 95%; height: 20px;" type="text"/>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
<input style="width: 95%; height: 20px;" type="text"/>	<input style="width: 95%; height: 20px;" type="text"/>	<input type="checkbox"/> Yes	<input type="checkbox"/> No

D. Locations by State or Country and current number of employees for each (attach schedule if necessary)

State/Country	No. of Locations	Full Time Employees	Part Time Employees	Seasonal/Temporary	Independent Contractors
<input style="width: 95%; height: 20px;" type="text"/>	<input style="width: 95%; height: 20px;" type="text"/>	<input style="width: 95%; height: 20px;" type="text"/>	<input style="width: 95%; height: 20px;" type="text"/>	<input style="width: 95%; height: 20px;" type="text"/>	<input style="width: 95%; height: 20px;" type="text"/>
<input style="width: 95%; height: 20px;" type="text"/>	<input style="width: 95%; height: 20px;" type="text"/>	<input style="width: 95%; height: 20px;" type="text"/>	<input style="width: 95%; height: 20px;" type="text"/>	<input style="width: 95%; height: 20px;" type="text"/>	<input style="width: 95%; height: 20px;" type="text"/>
<input style="width: 95%; height: 20px;" type="text"/>	<input style="width: 95%; height: 20px;" type="text"/>	<input style="width: 95%; height: 20px;" type="text"/>	<input style="width: 95%; height: 20px;" type="text"/>	<input style="width: 95%; height: 20px;" type="text"/>	<input style="width: 95%; height: 20px;" type="text"/>

If Temps are used please provide annual billable hours _____

E. Salary ranges (including bonuses and commissions)

	Number of Full Time Employees	Number of Part Time Employees
\$20,000 or less:	<input style="width: 95%; height: 20px;" type="text"/>	<input style="width: 95%; height: 20px;" type="text"/>
\$20,001 to \$50,000	<input style="width: 95%; height: 20px;" type="text"/>	<input style="width: 95%; height: 20px;" type="text"/>
\$50,001 to \$100,000	<input style="width: 95%; height: 20px;" type="text"/>	<input style="width: 95%; height: 20px;" type="text"/>
\$100,001 to \$200,000	<input style="width: 95%; height: 20px;" type="text"/>	<input style="width: 95%; height: 20px;" type="text"/>
\$200,001 and over	<input style="width: 95%; height: 20px;" type="text"/>	<input style="width: 95%; height: 20px;" type="text"/>

F. In the last 12 months how many officers have left your employ? _____

Of the above: how many left voluntarily? _____

how many were terminated? _____

G. In the last 12 months how many other employees have left your employ? _____

Of the above: how many left voluntarily? _____

how many were terminated? _____

III. FINANCIAL SECTION

A. Please answer the following questions, including any subsidiaries, for the most recent fiscal year end:

What are the applicant's:

Current assets? \$ _____ Current liabilities? \$ _____

Total assets? \$ _____ Total liabilities? \$ _____

Total Gross Revenues? \$ _____

Does the applicant currently have: Net Income or
Net Loss
Amount \$ _____

Does the applicant currently have: Positive Cash Flow or
Negative Cash Flow
Amount \$ _____

B. Has an auditor in the previous two (2) fiscal years recommended a "going concern" opinion of the financial information for the Applicant? Yes No

Please attach the latest audited financial statement

IV. SIGNIFICANT TRANSACTION INFORMATION

(e) Has the Applicant within the past twelve months completed or agreed to, or does it contemplate in the next twelve months, any of the following, whether or not such transactions were or will be completed?

Formatted: Bullets and Numbering

A. A merger, acquisition, creation, sale, purchase, spin off, divestiture, consolidation or tender offer of or for any entity, plant, office, subsidiary, branch or division? Yes No

B. Sale, distribution or divestiture of any assets or stock other than in the ordinary course of business? Yes No

C. Any branch, location, facility, office or subsidiary closings consolidations or layoff? Yes No

If Yes, how many employees will be impacted?

D. Reorganization or arrangement with creditors under federal or state law? Yes No

E. Any registration for a public offering or private placement of securities? Yes No

F. If Yes, please attach a copy of the Prospectus.

V. LOSS HISTORY

A. Furnish loss history (5 years) for all wrongful termination, discrimination and harassment claims – please include any complaints alleging discrimination and/or harassment from a person who is a non-employee: None See attached

Total number of claims in the last 5 years _____

B. Has any Director, Officer, Manager, Supervisory Employee or Partner knowledge of any circumstances, at the date this Application is signed, which could reasonably give rise to a claim or any reasonable way to foresee that a claim may be brought? Yes No

PLEASE PROVIDE A FULL DESCRIPTION OF EACH CLAIM OR ANY CIRCUMSTANCE ON A SEPARATE SHEET.

For example, but not by way of limitation, we consider it reasonable for you to foresee that a claim may be brought against you if a current or former employee or an applicant for employment has expressed dissatisfaction with the employment relationship or the employment application process by:

- i. Making a formal complaint to a supervisory employee of discrimination, harassment or unfair employment practices;
- ii. Threatening to hire an attorney;
- iii. Asking for a severance package in excess of what is being offered;
- iv. Complaining of discrimination, harassment or unfair treatment and threatening to do something about it; or
- v. Frequent complaining of discrimination, harassment or unfair treatment.

C. Has the applicant been involved in any charges, inquiries, investigations, grievance or other hearings before the Equal Employment Opportunity Commission or any other governmental agency?

Yes No

(If you answer YES, please provide details on a separate sheet)

The Applicant acknowledges that any claims or incidents reported in, or that should have been reported in, this Section V. will be excluded from coverage

D. Has the Applicant or any director, officer or other proposed Insured been involved in any of the following?

- (a) Anti-trust, copyright or patent litigation? Yes No
- (b) Civil or criminal action or administrative proceeding charging violation of a federal, state or foreign security? Yes No
- (c) Any other criminal actions? Yes No
- (d) Representative actions, class actions or derivative suits? Yes No
- (e) Investigation by the Securities and Exchange Commission, or similar state or foreign agency? Yes No

E. Has the Applicant or any director, officer or other proposed Insured given written notice under the provisions of any prior or current directors and officers liability policy of specific facts or circumstances which might give rise to a Claim being made against any proposed Insured?

Yes No

F. Have any Loss payments been made on behalf of any proposed Applicant under any directors and officers liability policy or similar insurance?

Yes No

If Yes, attach details.

VI. THIRD PARTY SECTION (Please complete the following section if this coverage is required)

A. Does the applicant have written procedures for handling complaints of discrimination and/or harassment from a Person who is a non-Employee?

Yes No

If Yes, are all complaints recorded?

Yes No

(If No, please provide an explanation on a separate sheet)

B. Does the applicant's public facilities have proper access for the disabled in compliance with A.D.A. Law?

Yes No

(If No, please provide an explanation on a separate sheet)

VII. FIDUCIARY SECTION (Please complete the following section if this coverage is required)

A. Insured Plans: Please either attach the most recent Form 5500 or provide the following information for all retirement Plans for which coverage is requested:

Plan Name	Total Assets	Number of Participants	Type of Plan*

(List any additional Plans on an attachment)

*W = Welfare Benefit, DC = Defined Contribution, DB = Defined Benefit, ESOP= Employee Stock ownership Plan, O = Other

B. Plan Changes:

In the past 12 months, have there been, or is there now under consideration, any merger, termination, amendment, acquisition, restructuring or consolidation of any Plan or creation of a new Plan?

Yes No

If Yes, attach complete details

C. Has any Plan:

- i. filed for exemption from a prohibited transaction? Yes No
- ii. received an adverse opinion as to its financial condition? Yes No
- iii. been the subject of any review or investigation by the DOL, or IRS or experienced an event reportable to the PBGC? Yes No
- iv. fallen out of compliance with ERISA? Yes No
- v. experienced a change in investment options or investment advisor? Yes No

D. Does any Plan currently have any delinquent plan contributions or declared any loans, leases or debt obligations in default or uncollectible? Yes No

VIII. HUMAN RESOURCES

A. Does the Applicant have written employment agreements with all officers? Yes No

B. Does the Applicant establish at-will employment relationships with all employees without a written employment agreement? Yes No

C. Have the Applicant's managers and/or supervisors attended training and education programs/seminars on sexual harassment within the last 12 months? Yes No

If YES, who has attended? _____

If YES, who conducts? _____

If NO, is applicant willing to implement such training? Yes No

D. Does the Applicant have its employment policies/procedures reviewed by labor relations counsel annually/bi-annually? Yes No

If NO, is the Applicant willing to do so? Yes No

E. Does the Applicant have a Human Resources or Personnel Department? Yes No

If NO, who handles this function? Yes No

F. Does the Applicant publish an employment handbook? Yes No

If NO, is the Applicant willing to do so? Yes No

If YES, does the Applicant distribute it to all employees? Yes No

If YES, do employees sign for receipt/acceptance? Yes No

G. Does the Applicant have written procedures for handling employee complaints of discrimination and/or sexual harassment? Yes No

H. Has the Applicant implemented anti-sexual harassment policies/procedures? Yes No

I. Does the Applicant use any tests, including drug tests, to screen applicants for employment or to promote or monitor employees? Yes No

If so, what kind and are they performed in-house or by a third party?

J. Does the Applicant require all terminations to be reviewed by:
 It's Human Resources Department? Yes No
 Or its Legal Department? Yes No
 Or outside counsel? Yes No
 If NO, is applicant willing to do so? Yes No

K. Does the Applicant maintain a personnel file for each employee? Yes No

L. Does the Applicant have any written grievance or complaint procedures? Yes No
 If NO, is applicant willing to implement such procedures? Yes No

M. Does the Applicant regularly consult with a labor relations counsel? Yes No

If YES, who is your labor relations counsel? _____

How is this person/firm utilized? _____

IX. OTHER MATERIAL FACTS – IT IS IMPORTANT THAT THIS QUESTION IS ANSWERED

Please declare any Material Facts on a separate sheet; None See attached

A Material Fact is one likely to influence assessment of this risk, the premium charged and the terms and conditions imposed by Underwriters. If you are in any doubt as to whether a fact would be considered material you should declare it. All the information requested in this proposal is material.

The Applicant warrants after full investigation and inquiry that the statements set forth herein are true and include all material information.

The Applicant on behalf of the Proposed Insured's further warrants that if the information supplied on this application changes between the date of this application and the inception date of the Policy, it will immediately notify us of such change. Signing of this application does not bind Underwriters to offer nor the Applicant to accept insurance, but it is agreed that this application shall be the basis of the insurance and will be attached and made a part of the Policy should a policy be issued.

Date	Applicant's Authorized Signature of a Principal, Partner or Officer	Title
<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>

Date	Applicant's Authorized Signature of Individual In Charge of Human Resources or Personnel Department or Signature of 2 nd Authorized Person	Title
<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>	<input style="width: 100%;" type="text"/>

Please ensure that additional information is attached where applicable.

Duty to Disclose Material Facts

Since any insurance/reinsurance contract is based upon the duty of utmost good faith, it is important that those seeking insurance/reinsurance should provide full disclosure of all material facts to underwriters and that this information should be kept updated. The Courts will find a fact to be "material" where it would affect the judgement of a prudent underwriter as to whether or not to accept the risk at the particular terms offered. The practical advice, which we give to clients or producers, is this: if you are in doubt we recommend that you advise the information to insurers.

Please note also that a renewal will be based on the information which has already been provided to insurers. Therefore if there is any change in such information which has not yet been advised, this must now be advised to insurers.

SUPPLEMENTAL CLAIM INFORMATION

Please complete a claim supplemental form for each claim for the past five years

Claimant(s): _____

Title(s): _____

Defendant(s): _____

Title(s): _____

Claim status: Incident Claim Suit

Venue:
(Court or Agency) _____

Date of act(s) causing claim / incident: _____

Date claim / incident reported to the applicant: _____

Right to sue issued? _____ **Expiry date?** _____

Nature of Claim and allegations: _____

Name of defense attorney and law firm: _____

Name of plaintiff attorney and law firm: _____

If Closed, total paid (defense and loss): _____

If Open:

1. Claimant's demand: _____

2. Insurer's defense and/or loss reserves: _____

3. Defense costs incurred to date: _____

4. Applicant's settlement offer: _____

5. Applicant's estimate of settlement: _____

Remedial action taken to prevent a similar claim:

DOWNSIZING QUESTIONNAIRE

Please complete this questionnaire, if applicable

Applicant Name: _____

1. How many employees are impacted by the downsizing event? _____

2. Please describe the business reasons necessitating the downsizing event?

3. Does the Applicant have written criteria for the selection of employees to be laid off?
 Yes No

4. Have those criteria been reviewed by counsel? Yes No
When? _____

5. Was or will a study be conducted to determine whether the downsizing event will result in a disparate impact on members of any protected class? Yes No

6. Did or will all employees losing their jobs in this downsizing event receive severance packages? Yes No

7. Were or will all employees losing their jobs in this downsizing event be asked to sign waivers or releases? Yes No
If yes, have those waivers or releases been reviewed by counsel? Yes No
When? _____

8. Did any employees indicate that they were considering bringing a suit, complaint or claim? Yes No

9. Did Applicant consult with and follow the recommendations of a lawyer who specializes in labor and employment law with respect to the implementation of the downsizing event? Yes No

The undersigned declares that the statements set forth herein are true. Signing of this Application does not bind the Applicant or the Underwriters to complete the insurance, but it is represented that the statements contained in this Application and the materials submitted herewith are the basis of the contract should a policy be issued and have been relied upon by the Underwriters in issuing any policy. The Underwriters are authorized to make any investigation and inquiry in connection with this application as it deems necessary.

All written statements and materials furnished to the Underwriters in conjunction with this Application are hereby incorporated by reference into this Application and made a part hereof. This Application and materials submitted with it shall be retained on file with the Underwriters and shall be deemed attached to and become part of the policy if issued.

Date	Must be signed by Chief Executive Officer, Managing Partner, President or other authorized Executive of Applicant	Title



WAGE AND HOUR COVERAGE ENHANCEMENT SUPPLEMENTAL APPLICATION

THIS IS AN APPLICATION FORM FOR A CLAIMS FIRST MADE AND REPORTED POLICY

INSTRUCTIONS:

- 1) Answer all questions (if not applicable, show N/A) and attach all additional information/explanations as required.
- 2) Application must be dated and have an authorized signature.
- 3) PLEASE READ STATEMENTS AT END OF APPLICATION CAREFULLY.

Applicant Name:		Years in Business:	
Principal Address:			

- | | | |
|--|-----|----|
| | Yes | No |
|--|-----|----|
1. Do you regularly consult with an attorney with respect to wage and hour issues, including job descriptions, hourly rates, overtime, meal and rest breaks, and conduct audits with respect to the classification of employees as salaried, hourly, and/or independent contractor? If yes, please provide the name of the attorney, law firm and frequency:

Atty: _____	Law Firm: _____	Frequency: _____
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 If no, describe how your company ensures compliance with federal, state and local wage and hour laws.

<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------

 2. Please list the job titles and a brief description of their responsibilities for all exempt personnel.

 3. Do you employ any sales personnel that make sales calls outside of your premises?

<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------

 If yes, do they get paid on a commission or partial commission basis?

<input type="checkbox"/>	<input type="checkbox"/>
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 4. Do all salaried employees:

a) receive at least 2x your state's prevailing minimum wage per week?	<input type="checkbox"/>	<input type="checkbox"/>
b) as part of their primary duties, exercise some discretion and independent judgment, including providing weighted input into hiring, promotion and firing decisions?	<input type="checkbox"/>	<input type="checkbox"/>
c) that are supervisors manage 2 or more employees and spend at least 50% of their time supervising said employees?	<input type="checkbox"/>	<input type="checkbox"/>

 5. Do all non-salaried employees receive at least the prevailing minimum wage as well as meal and rest breaks (where the employee is relieved of all duties during such breaks)?

<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------

 6. Are all non-salaried employees compensated for on-call time and travel time and reimbursed for business-related expenses (i.e., uniforms, tools, gas, etc.) and time spent putting on or removing uniforms?

<input type="checkbox"/>	<input type="checkbox"/>
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 7. Are all non-salaried employees paid overtime for any hours worked in excess of 40 hours per week, or where applicable, 8 hours per day?

<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------

 8. Do you utilize a time-keeping system that tracks in-time, out-time, meal and rest breaks?

<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------

Yes No

- 9. Do you utilize independent contractors? Yes No
- If yes, is there a written indemnity agreement holding Applicant harmless for any wage and hour violations? Yes No
- 10. Do you provide itemized wage statements to all of your employees, including wages paid, deductions, tips & commissions where applicable, and, for hourly employees, regular and overtime hours? Yes No
- 11. Do you maintain payroll records, including time-keeping records and wage statements, for a period of at least 4 years? Yes No
- 12. Do all tip sharing / tip pooling arrangements exclude all management (including assistant manager) employees? Yes No
- 13. Have any lawsuits, class actions, administrative proceedings (including audits, investigations or reviews by the Department of Labor or similar state agencies including but not limited to the California Department of Industrial Relations), or any hearings or demands been made against the Applicant or any entity or person proposed for this insurance during the last five (5) years alleging violations of any federal, state or local wage and hour laws or regulations in support thereof? (If yes, please give full details) Yes No

Any Additional Information

The Applicant warrants after full investigation and inquiry that the statements set forth herein are true and include all material information.

The Applicant on behalf of the Proposed Insureds further warrants that if the information supplied on this application changes between the date of this application and the inception date of the Policy, it will immediately notify us of such change, and we may withdraw or modify any outstanding quotations or authorizations or agreements to bind the insurance. Signing of this application does not bind Underwriters to offer nor the Applicant to accept insurance, but it is agreed that this application shall be the basis of the insurance and will be attached and made a part of the Policy should a policy be issued.

Date	Applicant's Authorized Signature of a Principal Partner or Shareholder	Title
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Date	Applicant's Authorized Signature of Individual In Charge of Human Resources or Personnel Department or Signature of 2nd Authorized Person	Title
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EPL Immigration Practices Defense Coverage – Application Supplement

Applicant: _____

- A. Please confirm that all new Employees complete an I-9 Form on their first day of Employment?
- Yes No
- B. Please confirm that you complete Section Two of the I-9 form within three days of the commencement of employment?
- Yes No
- C. Please confirm that the employees original eligibility documents are inspected and copies kept with the I-9 form?
- Yes No
- D. Confirm that the completed I-9 form is kept for 3 years from date of hire and 1 year after date employment ends, whichever is latest?
- Yes No
- E. Please give details of your procedure for handling a “no match” situation?
- F. Have any losses, lawsuits, administrative proceedings, governmental investigations, hearings or demands been made against the Applicant or any entity or person proposed for this insurance during the past five (5) years alleging violations of the Immigration Reform Control Act of 1986 or any other similar federal, state or local laws or regulations?

THE APPLICANT WARRANTS AFTER FULL INVESTIGATION THAT THE STATEMENTS SET FORTH HEREIN ARE TRUE AND THE APPLICANT BELIEVES IN GOOD FAITH THAT ALL EMPLOYEES ARE AUTHORISED TO WORK IN THE USA.

Date

Signature of Applicant’s Authorized Principal or Officer



PRIVACY EXTENSION SUPPLEMENTAL APPLICATION

1. Do you restrict employee access to employees' personal information such as social security numbers, account information and health care information?

Yes No

2. Are you aware of any actual or alleged fact, circumstance, situation, error or omission or issue which might give rise to a claim against you for invasion or interference with rights of privacy, wrongful disclosure or personal information, or which might otherwise result in a claim against you with regard to the insurance sought? If yes, please give details.

Yes No

Details:

Signed: _____
Must be signed by Chief Executive Officer, President or other authorized Executive of Applicant

Print Name: _____

Date: _____
 (Day) (Month) (Year)