PROPOSAL FOR GENERAL PARTNERS LIABILITY INSURANCE INCLUDING PARTNERSHIP REIMBURSEMENT

NOTICE: THIS IS A CLAIMS-MADE AND REPORTED POLICY. EXCEPT AS MAY BE OTHERWISE PROVIDED HEREIN, THE COVERAGE UNDER 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, SHALL BE REDUCED BY AMOUNTS INCURRED FOR DEFENSE COSTS, CHARGES AND EXPENSES AS PROVIDED FOR UNDER THE POLICY. FURTHER NOTE THAT AMOUNTS INCURRED FOR DEFENSE COSTS CHARGES AND EXPENSES SHALL BE APPLIED AGAINST THE APPLICABLE RETENTION AMOUNT.

THE POLICY DOES NOT PROVIDE FOR ANY DUTY OR OBLIGATION ON THE PART OF THE INSURER TO DEFEND THE INSURED GENERAL PARTNER(S) AND/OR THE INSURED PARTNERSHIP.

GENERAL INFORMATION

Name of Insured Partnership b) Name of all Insured General Partner(s) Address _____ c) City _____ State ___ Zip Code ____ Website Address (if applicable)_____ d) Nature of Business SIC CODE State of Formation Date of Formation f) Name of Applicants designated person to receive all notices from the Insurer_____ **REQUESTED COVERAGE** a) Limit of Liability _____ b) Retention Amount __ **OWNERSHIP STRUCTURE** a) Total number of partnership units outstanding Total number of Limited Partners _____ Ownership Interest of General Partner d) Ownership Interest of Limited Partners _____

Are units publicly traded? Yes _____No____ If yes, Exchange _____Trading Symbol_____

f)	Dividend/Distribution History for the last three (3) years				
g)	Are funds commingled among other entities managed by the General Partner(s)?				
h)	Names and percentage ownership of any equityholder who holds, directly or beneficially, 5% or more of the shares/partnership units/interests outstanding:			or more of the	
i)	Describe any other securities of the Insured Partnership:				
<u>SU</u> a)	BSIDIARY INF	FORMATION ary Organizations:			
	Name	Nature of Operation	Date Acquired/Created	% owned	State/Country of Formation
b)		lude all subsidiaries?a complete listing of all Dire		ubsidiary	
AN	NOUNCED CH	HANGES			
a)					
b)	If yes, have they been approved by the board of directors or general partners? YesNoDate If so, have they been submitted to the security holders for approval? YESNODate			 12 months, any registration mental authority for an offering	
c)		any reorganization or arrang			YesNo If yes, attach

4.

5.

0.	PA	RINERSHIP POLICIES				
	a)	Has the Insured Partnership adopted, if permitted by law, any provision eliminating or limiting the liabilities of its Insured General Partner(s)? YESNO If yes, have the limited partner duly approved such provisions? YesNO Please provide a copy of the indemnification provisions in the Partnership Agreement and any provision eliminating or limiting the Insured General Partner(s) liability.				
	b)	Has the Insured Partnership adopted any anti-takeover provisions or other provisions dealing with partnership control in their Partnership Agreement? YesNO If yes, have the limited partners duly approved such provisions? YesNO				
	c)	Does the Insured Partnership and/or its Insured General Partner(s), including Subsidiaries and Directors and Officers thereof, presently act or plan to act in the capacity of General Partner in any Partnership not intended for insurance through this proposal? YesNo If yes, please provide details				
7.	<u>PR</u>	EVIOUS INSURANCE D&O/GPL Management Liability EPL Fiduciary				
	a)	Insurer				
	b)	Limit of Liability				
	c)	Refention Amount				
	d)	Premium				
	e)	Effective Date				
	f)	Provide details of any prior claims under such previous insurance (if none, so state)				
	g)	Has any insurance carrier refused, cancelled or non-renewed coverage?**** YesNo If yes, attach details including when and the reason				
8.	(PI DO BE	NEWAL APPLICANTS: QUESTIONS 8 AND 9 NEED NOT BE ANSWERED. ONTINUITY LEASE COMPLETE ONLY IF THERE IS CURRENT PARTNERSHIP LIABILITY INSURANCE IN EFFECT AND ONOT WISH TO PROVIDE A CURRENT REPRESENTATION STATEMENT AS REQUESTED IN QUESTION 8, LOW) Intinuity Date Requested				
		·				

Please provide copies of all policies and applications or proposal forms submitted therefor, dating back to the Continuity Date indicated above. If the Insurer elects to establish a Continuity Date, it shall only do so:

- a) in reliance upon declarations, statements, representations made in or in connection with such prior applications or proposal forms (such declarations, statements, representations shall form a part of this proposal); and
- b) upon the issuance of an endorsement to the policy to be issued, which indicates the Continuity Date granted and any terms, conditions and provisions relevant thereto.

IT IS UNDERSTOOD AND AGREED THAT QUESTION 8 MUST BE ANSWERED IN THE EVENT THAT A CONTINUITY DATE IS NOT GRANTED OR IS NOT REQUESTED.

PREVIOUS EXPERIENCE a) Has the Insured Partnership or anyone for whom this insurance is intended, been involved in the following: (1) any antitrust, copyright or patent litigation? Yes No (2) any civil or criminal action or administrative proceeding alleging a violation of any federal, state, local or foreign law but not limited to securities laws or regulations? (3) any representative actions, class actions or derivative suits? ____ Yes (4) other criminal actions? ____Yes No (5) other material litigation? Yes b) Are there any pending claims against anyone for whom this insurance is intended which may fall within the scope of coverage afforded by any similar insurance presently or previously in effect? _____ Yes _____ No Has anyone for whom this insurance is intended given notice under the provisions of any other previous or current similar insurance policy of any facts or circumstances which may give rise to a claim being made against the Insured Partnership and/or Insured General Partner(s)? ____ Yes ____ No _____ Yes _____No d) Has the applicant or any subsidiary terminated, rescinded or declined any Acquisition, merger, tender offer, or divestiture? e) Is the applicant or any subsidiary currently or has it been in any material Breach of any of its debt covenants, loan agreements, contractual obligations or does the applicant anticipate any breach occurring during the proposed Policy period? ____ Yes ____ f) Have outside auditors stated there are any material weaknesses in the Applicants system of Internal Controls? Yes g) Has the Applicant in the last 3 years: 1) changed independent auditors; Yes 2) restated their financials, or Yes 3) had any changed in Board of Directors/Managers or senior management? Yes No (If Yes to any of the above, provide details)

IT IS UNDERSTOOD AND AGREED THAT IF ANY SUCH CLAIMS EXIST, OR ANY NOTICE SUCH AS DESCRIBED IN QUESTIONS 8. c) HAS BEEN GIVEN, THEN SUCH CLAIMS AND ANY CLAIMS ARISING FROM FACTS OR CIRCUMSTANCES WITH REFERENCE TO QUESTION 8. c) ARE EXCLUDED FROM THIS PROPOSED INSURANCE.

10. PRIOR KNOWLEDGE

Does anyone for whom this insurance is intended have any knowledge or		
information of any act, error, omission, fact or circumstance which may give		
rise to a claim within the scope of this proposed insurance?	Yes	No

(If Yes, provide complete details)

IT IS UNDERSTOOD AND AGREED THAT IF SUCH KNOWLEDGE OR INFORMATION EXISTS, WHETHER OR NOT DISCLOSED, ANY CLAIM ARISING THEREFROM IS EXCLUDED FROM THIS PROPOSED INSURANCE.

11. REQUESTED MATERIALS

- a) Copy of any offering memorandum, prospectus, registration statement completed within the last 18 months or contemplated within the next 12 months (if available) and formative agreements (e.g., partnership agreement, operating agreement, articles of incorporation, by-laws, indemnification provisions, etc. for the Insured Partnership and all operating partnerships for which coverage is requested).
- b) Most recent annual report and interim financial statement for the Insured Partnership and all operating partnerships, with all notes and schedules.
- c) Latest interim financial statements available for the Insured Partnership and all operating partnerships.
- d) Most recent S.E.C. filings (Form 10-K, 10-Q, 8-K etc. if applicable).
- e) Proxy Statements and Notices of Annual Meeting of Security holders within the last 12 months.
- f) List of Directors, Officers, Managers and/or General Partners with biographies and affiliations with other entities.
- g) Other detailed information readily available helping describe the business.
- h) A completed Employment Practices Liability Addendum (if applicable).
- i) A completed Fiduciary Liability Addendum (if applicable).

Completion of this proposal does not bind the undersigned to purchase or the Insurer to issue a policy, but it is agreed that this proposal form together with all attachments to this proposal form, and any other materials submitted to the Insurer shall be the basis of the contract should a policy be issued, and this proposal form, including any attachments and any material submitted herewith, will be deemed attached to and form part of this policy.

Any person who knowingly, or knowingly assists another, files an application for insurance or claim containing any false, incomplete or misleading information for the purpose of defrauding or attempting to defraud an insurance company may be guilty of a crime and may be subject to criminal and civil penalties and loss of insurance benefits.

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 materially false, incomplete or misleading information is guilty of a third degree felony."

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 any 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 denial of insurance benefits."

NOTICE TO MISSOURI APPLICANTS: "Applicant acknowledges that this policy contains defense within limits. Defense within limits means that any "defense costs" paid under this policy will reduce and may completely exhaust the available limits of insurance. "Defense costs" include reasonable and necessary fees, costs and expenses resulting from the investigation and defense of a claim, but excluding salaries of officers and employees of the insurer. Should the limits of insurance be exhausted by "defense costs", the insured shall be liable for any further defense costs and damages.

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 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 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 \$5,000 and the stated value of the claim for each such violations."

NOTICE TO OHIO APPLICANTS: "Any person who, with intent to defraud or knowing that he is facilitating fraud against an insurer, submits an application or files a claim containing 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 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 TENNEESEE AND VIRGINIA APPLICANTS: "It is a crime to knowingly provide false, incomplete or misleading information to an insurance company for the purpose of defrauding the insurer. Penalties include imprisonment, fines and denial of insurance benefits."

The undersigned authorized Insured General Partners(s) of an Insured Partnership represents that the statements set forth herein are true. The undersigned authorized Insured General Partner(s) agrees that if the information supplied on this proposal form changes between the date of this proposal form and the inception date of the policy, he/she (undersigned) will immediately notify the Insurer of such changes, and the Insurer may withdraw or modify any outstanding quotations and/or agreements to bind the insurance.

The Insured Partnership and the Insured General Partner(s) agree that the statements made in this proposal form are the representations of Insured Partnership and the Insured General Partner(s) and that they shall be deemed material to the acceptance of the risk or the hazard assumed by the Insurer under this policy and that this policy is issued in reference upon the truth of such representations.

The proposal form must be signed by the Chief Executive Office Partnership.	er, President or highest-ranking executive officer of the Insured
Chief Executive Officer (or highest-ranking executive officer)	Date
Print Name	
Producer Name	
Producer Address	

EMPLOYMENT PRACTICES LIABILITY ADDENDUM TO GENERAL PARTNERSHIP LAIBILITY INSURANCE PROPOSAL

(THIS IS A PROPOSAL FOR CLAIMS MADE INSURANCE)

NOTICE: THIS INSURANCE PROVIDES THAT THE LIMIT OF LIABILITY AVAILABLE TO PAY JUDGEMENTS OR SETTLEMENTS SHALL BE REDUCED BY DEFENSE COSTS, CHARGES, AND EXPENSES. FURTHER NOTE THAT SUCH DEFENSE COSTS, CHARGES AND EXPENSES SHALL BE APPLIED AGAINST THE APPLICABLE DEDUCTIBLE(S)/RETENTION(S).

1.	Insured Partnership			
2.	Total number of Full-Time Employees: Part-Time Employees: Union Employees:			
	How many of these employees are located in the following states: CA NY TX FL			
3.	. Total number of employees with annual salaries in excess of \$50,000:			
	How many of these employees have annual salaries in excess of \$100,000?			
4. Does the Insured Partnership have a formal human resources/personnel department? YES NO				
	Do you use an employment application for all job applicants? YES NO			
	Have you established an at-will employment agreement? YES NO			
	Are employment policies and procedures periodically reviewed by labor relations or outside legal counsel? YES NO			
	Do you have a labor relations counsel? YES NO			
5.	Is the Insured Partnership involved in any labor/union negotiations or collective bargaining activities? YES NO If YES, please explain			
6.	Does the Insured Partnership have a written procedure for hiring and firing employees? YES NO If YES, please attach a copy.			
7.	Does the Insured Partnership have a written procedure for reviewing the performance of employees? YES NO If YES, please attach a copy and all pertinent forms.			
8.	Does the Insured Partnership have a clear procedure for employees to report sexual harassment and other employee-related complaints? YES NO If YES, please attach a copy.			
9.	Does a lawyer or human resource person review involuntary employment terminations prior to termination of an employee? YES NO			
10.	. Has there been a reduction of employees in the past twelve (12) months? YES NO If YES, what percentage?%			

11.		on of employees anticipated in at percentage?%	the next twelve (12) months? YES _	NO		
12.	How many employees left employment in each of the past three (3) years? If there were no terminations in a particular year, please write the word "none."					
	Year 	Voluntary (Quit/Retired)	Involuntary (terminated by Insured	Partnership)		
13.	Does the In		rmal written compliance program as to	the Americans with Disabilities Act?		
14.	person prop Insured Par	posed for insurance in the capa rtnership, based upon or attribu				
15.	in a claim a	igainst the Insured Partnership or attributable to discrimination				
SU				OR SITUATION EXISTS, ANY CLAIM VERAGE UNDER THE PROPOSED		
ΑN	D ANY COV			LY EQUALLY TO THIS ADDENDUM E BEEN ISSUED ON THE BASIS OF		
			Signed(Must b	e Signed by Chairman of the Board or President or highest ranking executive officer)		
PLE	EASE ENCL	OSE THE FOLLOWING:				
Αc	ony of the In	sured Partnership's	Title			
	rsonnel Man		Date			

CORPORATE FIDUCIARY LIABILITY ADDENDUM TO GENERAL PARTNERSHIP LIABILITY INSURANCE PROPOSAL

(THIS IS A PROPOSAL FOR CLAIMS MADE INSURANCE)

NOTICE: THIS INSURANCE PROVIDES THAT THE LIMIT OF LIABILITY AVAILABLE TO PAY JUDGEMENTS OR SETTLEMENTS SHALL BE REDUCED BY DEFENSE COSTS, CHARGES, AND EXPENSES. FURTHER NOTE THAT SUCH DEFENSE COSTS, CHARGES AND EXPENSES SHALL BE APPLIED AGAINST THE APPLICABLE DEDUCTIBLE(S)/RETENTION(S).

1.	Sponsor Organization				
2.	Address				
3.	 Complete the following for all Plans. Unde 1) Custodial account, with investment discount 2) Custodial account, with investment discount 3) Custodial account, with a financial instition 4) Not a custodial account, with investment 5) If there are any fully insured investment assets invested; 	cretion possessed scretion possessed tution possessing nt discretion poss	I by in-house tred by a financial full investment essed entirely I	ustee or sponso al institution and discretion; by in-house trus	r; I in-house trustee or tees;
	6) Other, please attach explanation.	INVESTMENT	VEAD	TOTAL	VESTED
FU	LL NAME OF PLAN(S)	PROCEDURE		_	
b. c. d.	Have any plans requested, or do any plans	contemplate filing			
	□Yes □ No If YES, please give details _				
5.	Do any plans intend to merge within the next twelve months? □Yes □ No If YES, please give details				
6.	Have any plans filed for, or do any plans co □Yes □ No If YES, please give details _				
7.		Are all plans adequately funded in accordance with the Employee Retirement Income Security Act of 1974 ("ERISA") as amended and attested to by an actuary? □Yes □ No If NO, please give details			

8.	NAME OF:	YEARS EMPLOYED
	a. Enrolled Actuary b. Independent Investment Manager(s)	
	c. C.P.A.	
	d. Legal Counsel	
9.	Does the applicant have an Employee Stock Ownership Plan? ☐Yes ☐ No If so:	
	a. What is the Applicant's total number of common shares/partnership units outstandingb. What is the total number of shartes/units owned by the ESOP?	J?
	c. Who votes the shares held by the ESOP?d. How and when can the Applicant's employees "cash out"? Does the sponsor compathe shares and at what price?	ny offer to "buyback"
	e. Where the assets of the Applicant's plan valued by an independent third party?	
10.	Does any Defined Contribution/401(k) Plan include company stock? □Yes □ No If so;	
	What percentage of plan assits are invested in company stock?	
	b. Are the plan's holdings a result of:	
	\square (a) matching contributions by the employer, \square (b) purchase of company shares by a fiduciary, or \square (c) a directive investment by the plan participant?	an independent
	c. Does the plan require any elective employee contributions be invested in company si	tock? DYes DNo
	If yes, provide details.	
	d. Does the company match employee contributions? Yes No With company stock if matched in company stock, are there any restrictions on the disposition of the matched if yes, provide details.	
	 e. Are there any restrictions on the disposition of company stock held in the plans? If yes, provide details. 	es □No
	f. Does the company limit the amount of stock an employee can have in the 401(k)? If yes, describe.	Yes □No
11.	Are there any known violations of ERISA? □Yes □ No If YES, please give details	
12.	Has there been or is there now pending any claims or suits against the plans, fiduciaries Organization proposed for this insurance in their fiduciary capacities?	or Sponsor
	□Yes □ No If YES, please give details	
13.	Does any prospective insured have knowledge or information of any act, error or omissio	n which might give rise
	to a claim under the proposed insurance? □Yes □ No If YES, please give details	
14.	Is any person or entity serving in any capacity for the plans in violation of Section 411 of ☐Yes ☐ No ☐ If YES, please give details	

IT IS AGREED THAT IF KNOWLEDGE OF ANY SUCH FACT SUBSEQUENTLY ARISING THEREFROM SHALL BE EXC INSURANCE.	, CIRCUMSTANCE OR SITUATION EXISTS, ANY CLAIM LUDED FROM COVERAGE UNDER THE PROPOSED
ALL REPRESENTATIONS SET FORTH IN THE MAIN PROPOSA COVERAGE ISSUED PURSUANT TO THIS ADDENDUM SHALL REPRESENTATIONS.	
	Signed(Must be Signed by Chairman of the Board or President or highest ranking executive officer)
PLEASE ENCLOSE THE FOLLOWING: (a) Latest 5500 for each funded plan (b) Latest CPA audited financial statement with portfolio, for each funded plan	Title Date
(c) Latest CPA audited financial statement for the Sponsor Organization	<u></u>