



Philadelphia Insurance Companies

One Bala Plaza, Suite 100, Bala Cynwyd, Pennsylvania 19004

APPLICATION FOR:

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

UNDERWRITTEN BY PHILADELPHIA INDEMNITY INSURANCE COMPANY OR PHILADELPHIA INSURANCE COMPANY

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 Sections 1 and 5.
- The **Applicant** should complete the other applicable Section for which coverage is desired. (See chart below)
- Please include all requested underwriting information and attachments. Failure to supply may result in delay.

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

1. Named Corporation: _____

2. Address: _____

Telephone: (____) _____ Internet Address: www.____

Billing Contact Name: _____

3. Standard Industrial Classification (SIC) #: _____ Federal Employer Identification (FEIN) #: _____

4. Date Established: _____ State of Incorporation: _____ Form of Incorporation (Inc., Ltd., LLC, etc.): _____

5. Please describe the nature of the **Applicant's** operations: _____

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

Name	Title	E-mail Address
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Section 2 - DIRECTORS & OFFICERS INFORMATION

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

7. Directors and Officers Liability Insurance has been continuously in force since: ____/____/____.

8. Ownership Information:

a) Number of common shares outstanding: _____ b) Number of common shareholders: _____
If LLC, number of membership shares: _____ Number of active members: _____

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

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

e) Are the common shares publicly traded? Yes No (If Yes, specify the exchange & symbol) _____

f) Does the **Applicant** have any public debt? Yes No (If Yes, attach details)

g) Are there any other securities which are convertible to common stock? Yes No (If Yes, provide details)

h) Is the **Applicant** owned by another entity? No Yes , indicate the name and principal address of the other entity:

9. Provide a list of all direct and indirect subsidiaries (use attachment, if necessary):

<u>Name</u>	<u>Type of Business</u>	<u>% Owned by Named Corporation</u>	<u>Date Created/Acquired</u>
a) _____	_____	_____	_____
b) _____	_____	_____	_____
c) _____	_____	_____	_____

10. In the past twenty-four (24) months or in the next 12 months, has the **Applicant** been involved in any of the following? (If Yes, attach complete details.)

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

11. Offering of Securities Information:

Securities Information (continued)

- a) In the past thirty-six (36) months, has the **Applicant** completed or agreed to any private offering of debt or equity of securities, whether or not such transactions were or will be completed? Yes No
- b) Within the next twelve (12) months, is the **Applicant** contemplating any private or public offering of debt or equity of securities? Yes No

Note: If the **Applicant** answered Yes to 11(a) or (b), 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.

12. Financial Information

- a) In the past thirty-six (36) months, has the **Applicant** been the subject of, or agreed to, a bankruptcy, reorganization or arrangement with creditors under federal or state law? Yes No
- b) Within the next twelve (12) months, is the **Applicant** contemplating any bankruptcy, reorganization or arrangement with creditors under federal or state law? Yes No
- c) Is the **Applicant** in violation of any of its debt or loan covenants? Yes No
- d) In the past thirty-six (36) months, has an Independent CPA firm rendered a "going concern" opinion? Yes No

Note: If the **Applicant** answered Yes, to 12 (a), (b), (c) or (d) please attach details including the most recent financial audit, review or compilation with the auditors notes.

13. Has the **Applicant**, a director or officer or other person proposed for this insurance been involved in any of the following?

(If Yes, attach complete details.):

- Anti-trust, copyright or patent infringement litigation? Yes No
- Administrative proceeding charging violation of a federal or state law or regulation? Yes No
- Representative actions, class actions or derivative suits? Yes No
- Administrative, criminal, legislative or regulatory investigation? Yes No
- Any action where a license was revoked or suspended? Yes No

It is agreed that with respect to Question #13, if such circumstances exist, any claim arising from such circumstances is excluded from the proposed insurance.

14. Indicate the following areas in which the Board has implemented formal written policies and/or procedures:

- | | | |
|--|---|---|
| <input type="checkbox"/> Merger/Acquisition Procedures | <input type="checkbox"/> Investment Policy | <input type="checkbox"/> Audit Policy |
| <input type="checkbox"/> Selection of New Directors | <input type="checkbox"/> Related Party Transactions | <input type="checkbox"/> Personnel Policy |
| <input type="checkbox"/> Conflict of Interest Policy | <input type="checkbox"/> Operations Procedures | <input type="checkbox"/> Compensation |
| <input type="checkbox"/> Affiliated Party Stock Transactions | <input type="checkbox"/> Other Policies _____ | |

15. Outside Directorship

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

- 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: _____

Outside Directorship (continued)

- 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 if Employment Practices coverage is desired.)

16. Employment Practices Liability Insurance has been continuously in force since: ____/____/____.

17. Please provide the following employee count information:

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

Number of individuals employed in the following states:

CA	_____	_____	_____
FL	_____	_____	_____
NJ	_____	_____	_____
NY	_____	_____	_____
TX	_____	_____	_____

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

19. How many employees have been terminated or demoted in the past 12 months?

Voluntary: _____ Involuntary: _____ Laid off: _____ Demoted: _____

20. Is any reduction of employees or change of status anticipated or being contemplated in the next year?

Yes No

If yes, number estimated:

Voluntary: _____ Involuntary: _____ Layoffs: _____ Demotions: _____

21. Does the **Applicant** anticipate any plant, facility, branch, office, or department closing, consolidation, reorganization or layoff within the next twenty-four (24) months? Yes No (If Yes, provide details.)

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

Employment Practices Liability (continued)

23. Human Resource Policies and Procedures:

Does the **Applicant**:

- have a standard employment application for all applicants? Yes No
- have an employment handbook? Yes No
- document the receipt of the employee handbook by the employee? Yes No
- have an "At Will" provision in the employment application? Yes No
- have a written policy with respect to sexual harassment? Yes No
- have a written policy with respect to discrimination? Yes No
- have written annual evaluations for employees? Yes No
- have a written policy on progressive discipline for employees? Yes No
- have a written policy for the Family Medical Leave Act? Yes No
- have a written policy for the Americans with Disabilities Act? Yes No
- have a written human resources manual or guidelines? Yes No
- use outside counsel for employment advice? Yes No
- use any tests to screen applicants or employees for continued employment? Yes No
- utilize any form of alternative dispute resolution (ADR) or have an arbitration policy? Yes No
- offer severance arrangements in return for a release from future litigation? Yes No
- provide formal training for its supervisors in administering employment procedures? Yes No
- provide formal diversity or cultural sensitivity training for all of its employees? Yes No

Please provide an explanation by attachment for all No answers.

24. Third Party Policies and Procedures:

Does the **Applicant**:

- a) have policies or procedures outlining employee conduct when dealing with customers, clients, vendors, the general public or other third parties, including non-discrimination and non-harassment statements? Yes No
- b) have policies or procedures for responding to complaints of harassment, discrimination, or civil rights violations from its customers, clients, vendors, the general public or other third parties? Yes No
- c) have employees who work at customer locations or perform a majority of their functions off-site? Yes No

If yes, please provide the following:

a) number of applicable employees: _____ number of locations: _____

b) describe the services performed / provided:

25. Has the Applicant, a director or officer or other person proposed for this insurance been involved in any of the following? (If Yes, attach complete details.):

- Any discriminatory practice violation or litigation? Yes No
- Any disciplinary action by any regulatory agency or association, including the EEOC? Yes No

Section – 4 FIDUCIARY LIABILITY COVERAGE

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

26. Fiduciary Liability Insurance has been continuously in force since: ____/____/____.

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

Plan Name	Year Established	Total Assets/Contributions	Plan Type*	Total Participants	Plan Administrator
Ex: The ABC Children 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 Benefit Plan (same), 3=Defined Contribution Plan (same), 4=Other

28. Do any plan(s) employ the investment, trustee, actuarial, legal, administrative, custodial or benefits consulting services of any outside provider? Yes No (If Yes, provide details by attachment and copies of contracts with service provider(s).)

29. Do the plan trustee(s) and administrator meet on a regular basis? Yes No If so, indicate how often such meetings are held: _____
Are there minutes kept of such meetings? Yes No (If Yes, please attach copies for the last six (6) months.)

30. Does the plan(s) have prepared audited financial statements? Yes No (If Yes, please attach a copy of the latest audited financial statement and indicate when the next such statement is expected to be prepared): _____

31. Do any plans hold any contract with a guaranteed return (including Guaranteed Investment Contracts (GIC's), Guaranteed Annuity Contracts (GAC's) or Bank Investment Contracts (BIC's)? Yes No (If Yes, provide details by attachment.)

32. Has any plan requested or contemplated filing a request for termination? Yes No (If Yes, provide details by attachment.)

33. Within the past three (3) years, has any party in interest (as defined by ERISA) with respect to any plan engaged in any transaction prohibited by ERISA, including but not limited to:

- The sale, exchange or lease of property between the plan and such party? Yes No
- The lending of money or the extending of credit between the plan and such party? Yes No
- The furnishing of goods, services or facilities between the plan and such party? Yes No
- The transfer to, or use of, plan assets by or for any such party? Yes No
- The investment in or acquisition by the plan of securities or real property of any such person? Yes No

(If Yes to any question, provide details by attachment.)

34. Has any amendment to any plan been made or contemplated within the past two (2) years, or is any amendment now contemplated, which has resulted or which might result in any reduction of benefits including, but not limited to, an increase in participants' share of costs? Yes No (If Yes, provide details by attachment. If there has been any amendment, please attach copies of amendment(s).)

35. Has any plan been spun-off (sold), transferred or terminated? Yes No (If Yes, provide details by attachment.)

36. Are all defined benefit plans funded in accordance with the requirements of ERISA (or other applicable law) as attested to by a qualified actuary? Yes No (If No, provide details by attachment.)

37. 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 (If Yes, provide details by attachment.)

38. Are there or have there been within the last three (3) years any known or alleged violations of ERISA or any similar statutory or common law (including applicable amendments, rules and regulations) of the United States, Canada or any state or other jurisdiction to which a plan is subject? Yes No (If Yes, provide details by attachment.)
39. Has there been any indication from any government agency with respect to any plan that such agency is investigating or examining any aspect of such plan, including but not limited to the funding, administration or investment strategies of such plan? Yes No (If Yes, provide details by attachment.)
40. Is Form 5500 filed on an annual basis for each plan? Yes No (If No, provide details by attachment.)

Section – 5 GENERAL SUMMARY

(The Applicant must complete this section.)

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

COVERAGES	Underwriter (Insurance Carrier)	Limit of Liability	Deductible	Policy Effective Dates	Premium
D&O					
Employ. Practices					
Fiduciary					
General Liability					
Professional Liability					

- a) With respect to the above coverage, has any Underwriter refused, canceled or non-renewed coverage? (Not Applicable in Missouri) Yes No (If Yes, provide details.)
- b) With respect to the above coverage, has any Underwriter indicated an intent not to offer renewal terms to the **Applicant**? (Not Applicable in Missouri) Yes No (If Yes, provide details.)
- c) With respect to the above coverage, has the **Applicant** given notice of any claim, circumstance or potential claim to any Underwriter? Yes No (If Yes, provide details.)

42. Has the **Applicant** given written notice under the provisions of any prior policies providing similar insurance or claims, or of specific facts or circumstances which might give rise to a claim being made against any person or entity applying for this insurance? Yes No

43. No person applying for this coverage is aware of any facts or circumstances which he or she has reason to presume might give rise to a future claim that would fall within the scope of any of the proposed coverages for which the **Applicant** has applied, except: None or as noted below: (provide attachment if necessary.)

Without prejudice to any other rights and remedies of the Underwriter, any claim arising from any claims, facts, circumstances or situations whether or not disclosed in #40, #41, and #42 above is excluded from the proposed insurance.

44. Material Change:

If there are any material changes 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.

45. 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 AN 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.

46. Signature:

The Undersigned warrants 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: _____ Title: _____
(Please Print) (President, Chairman or Chief Executive Officer)

Date: _____ Signature: _____

As part of this Application, submit the following documents with respect to the **Applicant**:

- a) The most recent fiscal year-end and interim financial statements.
- b) Any registration statements filed with the SEC or any private placement memorandums within the last thirty six (36) months.
- c) Copies of indemnification agreements of its directors and officers and any other personnel.
- d) List of the **Applicant's** current Directors and Officers.
- e) Copies of EEO-1 reports for the past two (2) years.
- f) Copies of the most recently filed Form 5500 (and attachments) for all ERISA plans. (Fiduciary Liability)
- g) Copies of the latest edition of employee handbook and employment applications used. (Employment Practices)
- h) Copies of articles of incorporation and by-laws, including any amendments thereto.

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 No.: _____ Agent License No: _____

Address (Street, City, State, Zip) : _____