

Application for Private Company Directors, Officers, and Corporate Liability Coverage Section

1. GENERAL INFORMATION

Parent Company _____

Address _____

Limits Requested _____ Retention Requested _____

Policy Period Requested: From _____ To _____

Standard Industrial Classification Code (SIC) _____

Parent Company is a: Corporation Individual Proprietor Partnership Limited Liability Corporation

Nature of Operations _____

How many years has the Parent Company been in business? _____

Number of employees (including full and part-time employees) _____

Is the Parent Company publically held or a public reporting company under the Securities Exchange Act of 1934? Yes No

Has the Parent Company, in the past eighteen (18) months, been involved with any negotiated, attempted, or actual merger, acquisition or divestment that involved more than twenty-five percent (25%) of the total consolidated assests of the Parent Company? Yes No

Does the Parent Company contemplate transacting any mergers or acquisitions in the next twelve (12) months where such merger or acquisition would involve more than fifty percent (50%) of the total consolidated assets of the Parent Company? Yes No

If Yes, please provide details.

2. FINANCIAL INFORMATION

Describe the following financial information of the Parent Company for the most recent fiscal year-end:

- a. Total Assets _____
- b. Net Income (or net loss) _____
- c. Net Worth (shareholders equity) _____
- d. Total Long Term Debt _____
- e. Annual Revenue _____
- f. Current Assets _____
- g. Current Liabilities _____

Has any auditor rendered a “going concern” opinion for the financial statements of the Parent Company or any Subsidiaries? Yes No

If Yes, please provide details.

Is the **Parent Company** or any **Subsidiary** presently considering bankruptcy or financial reorganization or has the **Parent Company** or any **Subsidiary** filed bankruptcy or sought bankruptcy protection within the last five (5) years? Yes No
If Yes, please provide details.

Has the **Parent Company** or any **Subsidiary** been in breach of any debt covenant, loan agreement, or contractual obligation within the last twelve (12) months? Yes No
If Yes, please provide details.

3. DIRECTORS & OFFICERS AND COMPANY COVERAGE SECTION INFORMATION

Total number of voting shareholders _____

Total number of shares outstanding _____

Percent of voting shares owned by the **Parent Company's** directors and officers _____

Within the last eighteen (18) months has the **Parent Company** transacted or attempted a private debt or equity offering of securities? Yes No
If Yes, please provide details.

Within the next eighteen (18) months does the **Parent Company** anticipate any:

a. Private debt or equity offering of securities? Yes No
If Yes, please provide details.

b. Public debt or equity offering of securities? Yes No
If Yes, please provide details.

Does the **Parent Company** act as a general partner in any partnership? Yes No
If Yes, please provide details.

Does the **Parent Company** directly or indirectly conduct insurance or other financial institution business of any kind? Yes No
If Yes, please provide details.

Do all shareholders that own ten percent (10%) or more of the voting shares, either directly or beneficially, have a representative on the board of directors? Yes No
If Yes, please provide details.

4. PAST ACTIVITIES

Has the **Parent Company**, or any **Subsidiary** or any proposed **Insured Person** given written notice under the provisions of any prior or current Directors & Officers Liability policy or any similar insurance or endorsement of specific facts or circumstances which might give rise to a **Claim** being made against any **Insured**? Yes No
If Yes, please provide details.

Have any **Loss** payments been made on behalf of any **Insured** under any Directors & Officers Liability policy or similar insurance or endorsement? Yes No
If Yes, please provide details.

5. INSURANCE

Do you currently have Directors & Officers Liability insurance? Yes No

If Yes, please provide:

Insurer _____

Limit _____ Deductible _____

Annual Premium _____ Expiration Date _____

6. PRIOR KNOWLEDGE/REPRESENTATION

IT IS IMPORTANT THAT YOU FILL IN THE BLANK IN THIS PARAGRAPH. No **Insured** proposed for coverage is aware of any facts, circumstances, investigations or actions which he or she has reason to suppose might give rise to a future **Claim** that would fall within the scope of proposed coverage, except **None**; or _____

It is agreed that if such facts, circumstances, investigations or actions exist, whether or not disclosed, any Claim arising from them is excluded from this proposed coverage.

7. ADDITIONAL MATERIALS REQUESTED

As part of this Application, please attach the following (where applicable):

- Complete, signed and dated original RLI application
- Most recent annual financial report, with CPA letter to management (if applicable)
- Prospectus or similar document for any debt offering or private placement
- Details regarding any **Claims** that have occurred within the last three (3) years
- List of all **Subsidiaries**, including: nature of operations, percentage of ownership, and whether such **Subsidiaries** are foreign or domestic
- Copy of the indemnification provisions included in the applicant’s charter and by-laws

IMPORTANT INFORMATION

The submitting of this Application does not obligate the Insurer to issue a coverage section. You will be advised if your Application for insurance is accepted.

FALSE INFORMATION

Any person who, knowingly and with the 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.

MATERIAL CHANGE

Signing of this Application does not bind the **Parent Company** or the Insurer. If there is any material change in the answers to the questions prior to the Policy inception date the **Parent Company** will notify the Insurer in writing and any outstanding quotation or indication may be modified or withdrawn.

DECLARATION AND SIGNATURE

The undersigned declares that to the best of his or her knowledge and belief that the statements set forth herein are true. Although the signing of this Application does not bind the undersigned on behalf of the **Parent Company** or any other proposed **Insured** to effect insurance, the undersigned agrees that this Application and its attachments shall be the basis of the contract should a Policy be issued and shall be deemed attached to and shall form part of the Policy. The Insurer is hereby authorized to make any investigation and inquiry in connection with this Application that it deems necessary.

Application must be signed by the Chairman of the Board, President or Chief Executive Officer.

Date	Signature	Title
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