



**APPLICATION FOR  
DIRECTORS & OFFICERS AND COMPANY LIABILITY POLICY  
PUBLIC COMPANIES**

**THIS IS AN APPLICATION FOR A CLAIMS MADE POLICY.**

**IMPORTANT NOTE: THE POLICY FOR WHICH APPLICATION IS MADE, IF ISSUED, WILL BE ON A CLAIMS MADE BASIS. THIS POLICY, SUBJECT TO THE DECLARATIONS, INSURING AGREEMENTS, TERMS, CONDITIONS, LIMITATIONS AND AMENDMENTS, APPLIES ONLY TO CLAIMS THAT ARE FIRST MADE DURING THE POLICY PERIOD OR, IF EXERCISED, DURING THE DISCOVERY PERIOD.**

**THE LIMIT OF LIABILITY AVAILABLE TO PAY DAMAGES, JUDGMENTS OR SETTLEMENTS SHALL BE REDUCED BY AMOUNTS INCURRED AS DEFENSE COSTS. THE RETENTION(S) APPLY(IES) TO DEFENSE COSTS AS WELL AS TO DAMAGES, JUDGMENTS OR SETTLEMENTS.**

1. (a) Name of Parent Company	
(b) Address	(c) State of Incorporation
(d) The Parent Company has continuously been in business since	(e) Primary SIC Code(s)
2. Nature of Business:	

**Attach any information that is available to explain the nature of the business of the Parent Company and its Subsidiaries, including brochures, pamphlets, newsletter, etc. (Not applicable to deposit taking financial institutions.)**

3. Coverage Desired	Limits Desired:
Directors & Officers and Company Liability Policy:.....	\$
Insuring Agreement A - Directors and Officers Individual Coverage .....	<input type="checkbox"/> Yes <input type="checkbox"/> No
Insuring Agreement B - Company Indemnification Coverage .....	<input type="checkbox"/> Yes <input type="checkbox"/> No
Insuring Agreement C - Company Securities Claim Liability Coverage.....	<input type="checkbox"/> Yes <input type="checkbox"/> No
Non-Profit Outside Positions - 501 (c) (3) Organizations.....	<input type="checkbox"/> Yes <input type="checkbox"/> No
Employees (for Securities Claims, EPL actions and as co-defendants).....	<input type="checkbox"/> Yes <input type="checkbox"/> No
Fiduciaries' Liability Supplement (complete supplemental application 40301) .....	\$
Employment Practices Liability Entity Coverage (complete supplemental application 40303) .....	\$
<i>For Deposit Taking Financial Institutions Only:</i>	
IRA/Keogh Entity Coverage .....	\$
Trust Liability Errors & Omissions Supplement (complete supplemental application 40302).....	\$

4. Subsidiaries - Is requested coverage to include Subsidiaries that are more than 50% owned by the Parent Company, either directly or indirectly through one or more of its Subsidiaries? .....  Yes  No

*If yes, attach a list of Subsidiaries, including the Subsidiary name, percentage of Parent Company's ownership, nature of business and date acquired or created.*

5. Stock

(a) Total number of voting securities outstanding .....

(b) Total number of voting security shareholders.....

(c) Total number of voting securities owned directly or beneficially by directors and officers .....

(d) Does any voting security shareholder own five percent or more of the voting securities, either directly or beneficially? *If yes, attach a list of such shareholders and percentage owned*.....  Yes  No

(e) Are there any other securities convertible to voting stock? *If yes, describe fully*.....  Yes  No

6. Unless such information is contained in the latest Annual Report, attach a list of the directors and officers of the Parent Company.

7. Have there been any changes in the Board of Directors or Senior Management within the past three years? *If yes, attach details*.....  Yes  No

8. (a) Does the Parent Company or its Subsidiaries have under consideration any acquisition, tender offer, merger, consolidation, or divestiture; or purchase or sale of assets exceeding 10% of consolidated assets? .....  Yes  No  
*If yes, attach full details.*
- (b) Have there been any offers (including tender offers) or negotiations to offer to purchase five percent or more of any class of voting stock of the Parent Company or any Subsidiary in the past three years or are any such offers expected in the future? *If yes, attach full details.* .....  Yes  No
- (c) Has the Parent Company, or any Subsidiary, conducted a private or public offering of its securities within the past twelve months or is such an offering contemplated within the next twelve months? *If yes, attach full details including the prospectus or private placement memorandum* .....  Yes  No

9. (a) Provide the following insurance information for the Parent Company and its Subsidiaries:

	Limit	Retention	Insurer	Exp. Date	Premium
Directors and Officers Liability Insurance					
Fiduciary Liability					
Employment Practices Liability Insurance					

- (b) Has any company or Lloyd's declined, cancelled or refused to renew your Directors and Officers coverage? *If yes, attach full details. (Not applicable in Missouri)* .....  Yes  No
10. During the past three years, has any claim, or notice of circumstances which could give rise to a claim, been reported to any previous D & O insurer? *If yes, attach full details* .....  Yes  No
11. During the past three years, has the Parent Company, its Subsidiaries, or any directors, officers or any other persons proposed for this insurance been involved in any written demand for monetary damages, civil or criminal proceeding, or formal civil administrative or regulatory proceeding regarding:
- (a) any anti-trust, copyright or patent law? .....  Yes  No
- (b) any federal or state securities law or regulation? .....  Yes  No
- (c) any stockholder's suit, shareholder derivative suit, representative action or class action? .....  Yes  No
- (d) any employment law? .....  Yes  No
- If any of the above are answered yes, please attach full details.*
12. Has there been during the past three years, or is there now pending, any written demand for monetary damages, civil or criminal proceeding, or formal civil administrative or regulatory proceeding against the directors or officers of the Parent Company or its Subsidiaries? .....  Yes  No  
*If yes, please provide the date of such claim, a brief description of such claim, the damages sought or settlement paid and the current status if pending.*
13. Does the Parent Company, its Subsidiaries or any directors, officers, or any other persons proposed for this insurance have any knowledge or information of any error, misstatement, misleading statement, act, omission, neglect, or breach of duty which could reasonably give rise to a claim, including a securities claim, against them? *If yes, attach full details* .....  Yes  No  
 It is agreed that this policy shall not afford coverage with respect to any claim arising from any such error, misstatement, misleading statement, act, omission, neglect, or breach of duty to the extent the claim is against an Insured who knew of such error, misstatement, misleading statement, act, omission, neglect, or breach of duty prior to issuance of the proposed policy.

**14. The undersigned authorized representative of the Parent Company represents, after inquiry, that the statements and representations set forth herein are true and shall be deemed material to the acceptance of the risk or hazard assumed by the Insurer under this policy. The policy is issued in reliance upon the truth thereof. The undersigned authorized representative agrees that if the information supplied in this application changes between the date of this application and the effective date of the insurance, the undersigned will immediately notify the Insurer of such changes, and the Insurer may withdraw or modify any outstanding quotations and/or authorization or agreement to bind the insurance.**

**Signing of this application does not bind the Parent Company nor the Insurer to complete the insurance, but it is agreed that all written statements and attachments furnished to the Insurer in conjunction with this application are hereby incorporated by reference into this application and made a part hereof. It is agreed that the Insurer has relied upon this application and attachments, and the application and attachments shall be the basis of and shall be deemed attached to and incorporated into this policy should a policy be issued. The Insurer is hereby authorized to make any investigation and inquiry in connection with this application.**

**Please provide the following information with your application. Such items as attached are made a part of this application by reference.**

- Copy of most recent Annual Report and most recent interim report;
- Copy of the audited financial statements for the most recent two fiscal years;
- Copy of most recent Form 10-K, 10-Q, 8-K, and any other registration statement filed with the SEC within the past twelve months;
- Copy of Notice to Stockholders and the proxy statement for either the most recent or next Annual Meeting;
- Copy of the provisions of the Charter or By-Laws covering indemnification of directors and officers;
- Copy of the Parent Company's Insider Trading Policy or Guidelines.

**Attention: Insureds in AR, CO, DC, KY, LA, NJ, NM, NY, and OH**

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 may also be subject to a civil penalty.

(In New York, the civil penalty is not to exceed five thousand dollars and the stated value of the claim for each such violation.)

(In Colorado, 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.)

**Attention: Insureds in FL**

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 felony of the 3<sup>rd</sup> degree, and may also be subject to a civil penalty.

**Attention: Insureds in ME, TN, VA, and WA**

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.

**Attention: Insureds in PA**

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.

**Attention: Insureds in PR**

Any person who knowingly and with the intention of defrauding presents false information in an insurance application, or presents, helps, or causes the presentation of a fraudulent claim for the payment of a loss or any other benefit, or presents more than one claim for the same damage or loss, shall incur a felony and, upon conviction, shall be sanctioned for each violation with the penalty of a fine of not less than five thousand (5,000) dollars and not more than ten thousand (10,000) dollars, or a fixed term of imprisonment for three (3) years, or both penalties. Should aggravating circumstances be present, the penalty thus established may be increased to a maximum of five (5) years; if extenuating circumstances are present, it may be reduced to a minimum of two (2) years.

Broker or Agent	City	State	Date Submitted
Parent Company	Signature of Chairman or President		Date