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Name of Insurance Company to which Application is made  
(herein called the "Insurer")

**DIRECTORS AND OFFICERS INSURANCE APPLICATION**

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Name of Insurance Policy to which Application is applicable

**NOTICE: THE POLICY PROVIDES THAT THE LIMIT OF LIABILITY AVAILABLE TO PAY JUDGMENTS OR SETTLEMENTS SHALL BE REDUCED BY AMOUNTS INCURRED FOR LEGAL DEFENSE. FURTHER NOTE THAT AMOUNTS INCURRED FOR LEGAL DEFENSE SHALL BE APPLIED AGAINST THE RETENTION AMOUNT.**

**IF A POLICY IS ISSUED, IT WILL BE ON A CLAIMS-MADE BASIS.**

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**1. Applicant's**

- (a) Corporation name
- (b) State of incorporation
- (c) Date of incorporation
- (d) Address
- (e) Nature of business
- (f) Primary SIC code(s)
- (g) Corporation has continually been operating since \_\_\_\_\_
- (h) Total number of locations (please check): one \_\_\_\_\_ two \_\_\_\_\_ three \_\_\_\_\_ more than three \_\_\_\_\_
- (i) Does the Applicant operate any retail outlets? Yes \_\_\_\_\_ No \_\_\_\_\_ (If yes, total number of retail outlets: \_\_\_\_\_).

- 2. (a) Amount of insurance requested: \$ \_\_\_\_\_
- (b) Self-insured retention desired (each loss): \$ \_\_\_\_\_

**3. Stock Ownership**

- (a) The following securities of the Applicant (or its Subsidiaries) are publicly traded: [ ] equity, [ ] debt, [ ] mixed (attach explanation) (If no securities are publicly traded, check here "none": \_\_\_\_.)

For those securities that are publicly traded, indicate name of exchange(s) and ticket symbol(s) here:

\_\_\_\_\_ (If included as an attachment, check here: \_\_ )

- (b) Total number of voting shares outstanding \_\_\_\_\_.
- (c) Total number of voting shareholders \_\_\_\_\_.
- (d) Total number of voting shares owned by its Directors (direct and beneficial) \_\_\_\_\_
- (e) Total number of voting shares owned by its Officers (direct and beneficial) who are not Directors \_\_\_\_\_
- (f) Does any shareholder own five percent or more of the voting shares directly or beneficially? If so, designate name and percentage of holdings. (If no such shareholders, check here "none": \_\_\_\_.)
- (g) Are there any other securities convertible to voting stock? If so describe fully. (If none, check here "none": \_\_\_\_.)
4. (a) Complete list of all Directors of the Applicant by name and affiliation with other corporations. (If included as an attachment herein, check here \_\_\_\_.)
- (b) Complete list of all Officers of the Applicant by name and affiliation with other corporations. (If included as an attachment herein, check here \_\_\_\_.)

**5. List of all direct and indirect Subsidiary corporations:**

<b>and Name Incorporation</b>	<b>Business or Type of Operation</b>	<b>Percentage of Ownership</b>	<b>Date Acquired or Created</b>	<b>Domestic or Foreign Country of</b>
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Coverage to include all Subsidiaries? Yes \_\_\_\_\_ No \_\_\_\_ If yes, include complete list of Directors and Officers of each Subsidiary. If no, include complete list of Directors and Officers of each Subsidiary for which coverage is requested. If included as an attachment herein, check here \_\_\_\_.

6. Are any plans for merger, acquisition or consolidation of or by the Applicant or any of its Subsidiaries being considered? Yes \_\_\_\_\_ No \_\_\_\_\_
- (a) If so, have they been approved by the board of directors? Yes \_\_\_\_\_ No \_\_\_\_\_  
Date \_\_\_\_\_
- (b) If so, have they been submitted to the shareholders for approval? Yes \_\_\_\_\_ No \_\_\_\_\_  
Date of Approval \_\_\_\_\_
7. Does the Applicant or any of its Subsidiaries anticipate any registration of securities under the Securities Act of 1933 or any other offering of securities within the next year? Yes \_\_\_\_\_ No \_\_\_\_\_ (If yes, give details and submit offering materials if available.)
8. (a) There has not been nor is there now pending any claim(s) against any person proposed for insurance in his or her capacity of either Director or Officer of the named Applicant or any of its Subsidiaries except as follows: (Attach complete details. If no such claims, check here "none": .)
- (b) There has not been nor is there not now pending any claim(s) against the Applicant or any of its Subsidiaries with regard to the securities of the Applicant or any of its Subsidiaries, except as follows: (Attach complete details. If no such claims, check here "none": \_\_\_\_\_ .)
9. (a) No Director or Officer has knowledge or information of any act, error or omission which might give rise to a claim under the proposed policy except as follows: (Attach complete details. If they have no such knowledge or information, check here "none": \_ .)
- (b) Neither the Applicant nor any of its Subsidiaries has knowledge or information of any act, error or omission which might give rise to a securities claim under the proposed policy except as follows: (Attach complete details. If they have no such knowledge or information, check here "none": .)
10. Has the Applicant, any of its Subsidiaries or any Director and/or Officer:
- (a) Been involved in any antitrust, copyright or patent litigation? Yes \_\_\_\_\_ No \_\_\_\_\_
- (b) Been charged in any civil or criminal action or administrative proceeding with a violation of any federal or state antitrust or fair trade law? Yes \_\_\_\_\_ No \_\_\_\_\_
- (c) Been charged in any civil or criminal action or administrative proceeding with a violation of any federal or state securities law or regulation? Yes \_\_\_\_\_ No \_\_\_\_\_
- (d) Been involved in any representative actions, class actions, or derivative suits? Yes \_\_\_\_\_ No \_\_\_\_\_

(If any of the above are answered yes, attach full details.)

It is agreed that with respect to Questions 8, 9 and 10 above, that if such knowledge, information or involvement exists, any claim or action arising therefrom is excluded from the proposed coverage.

11. Previous Directors and Officers Insurance

- (a) Name of insurance company
- (b) Limit of Liability
- (c) Self-insured retention
- (d) Policy expiration date
- (e) Premium (indicate one year or other)
- (f) Loss experience (Attach full details. If no losses, check here: )

12. Has any insurance carrier refused, canceled or nonrenewed coverage?<sup>1</sup> Yes  No

(If yes, attach full details including when and reason.)

13. Name of Risk Manager (or equivalent position) and number of years in current position:

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14. Attach copies of the following for the Applicant and, to the extent available, each of its Subsidiaries:

- (a) Latest annual report
- (b) Latest 10K report filed with the SEC (if the Company is publicly traded)
- (c) Latest interim financial statement available
- (d) All proxy statements and Notices of Annual Meeting of Stockholders within the last twelve months
- (e) All registration statements filed with the SEC within the last twelve months (if the Company is Publicly traded)
- (f) Copy (certified by Corporate Secretary) of the indemnification provisions of the charter and the by-laws. Also attach a copy of any corporate indemnification agreement.
- (g) Latest CPA management letter along with applicant's responses to any recommendations made therein.

It is agreed that the Applicant will file with the Insurer, as soon as it becomes available, a copy of each registration statement and annual or interim report which the Applicant or any Subsidiary may from time to time file with the Securities and Exchange Commission.

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<sup>1</sup> Missouri application need not reply.

THE UNDERSIGNED AUTHORIZED OFFICER OF THE APPLICANT DECLARES THAT THE STATEMENTS SET FORTH HEREIN ARE TRUE. THE UNDERSIGNED AUTHORIZED OFFICER AGREES THAT IF THE INFORMATION SUPPLIED ON THIS APPLICATION CHANGES BETWEEN THE DATE OF THIS APPLICATION AND THE EFFECTIVE DATE OF THE INSURANCE, HE/SHE (UNDERSIGNED) WILL, IN ORDER FOR THE INFORMATION TO BE ACCURATE ON THE EFFECTIVE DATE OF THE INSURANCE, IMMEDIATELY NOTIFY THE INSURER OF SUCH CHANGES, AND THE INSURER MAY WITHDRAW OR MODIFY ANY OUTSTANDING QUOTATIONS AND/OR AUTHORIZATIONS OR AGREEMENTS TO BIND THE INSURANCE

SIGNING OF THIS APPLICATION DOES NOT BIND THE APPLICANT OR THE INSURER TO COMPLETE THE INSURANCE, BUT IT IS AGREED THAT THIS APPLICATION SHALL BE THE BASIS OF THE CONTRACT SHOULD A POLICY BE ISSUED, AND IT WILL BE ATTACHED TO AND BECOME PART OF THE POLICY.

ALL WRITTEN STATEMENTS AND MATERIALS FURNISHED TO THE INSURER IN CONJUNCTION WITH THIS APPLICATION ARE HEREBY INCORPORATED BY REFERENCE INTO THIS APPLICATION AND MADE A PART HEREOF.

**FOR ARKANSAS 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 FINES AND CONFINEMENT IN PRISON.

**FOR 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 AUTHORITIES.

**FOR 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.

**FOR 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 FALSE, INCOMPLETE OR MISLEADING INFORMATION IS GUILTY OF A FELONY IN THE THIRD DEGREE.

**FOR 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.

**FOR 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 AND MAY BE SUBJECT TO FINES AND CONFINEMENT IN PRISON.

**FOR 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 A DENIAL OF INSURANCE BENEFITS.

**NOTICE TO MINNESOTA APPLICANTS:** A PERSON WHO SUBMITS AN APPLICATION OR FILES A CLAIM WITH INTENT TO DEFRAUD OR HELPS COMMIT A FRAUD AGAINST AN INSURER IS GUILTY OF A CRIME.

**FOR 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.

**FOR 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.

**FOR 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, 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.

**FOR OHIO APPLICANTS:** ANY PERSON WHO, WITH INTENT TO DEFRAUD OR KNOWING THAT HE 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.

**FOR 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 (365:15-1-10, 36 §3613.1).

**FOR 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.

**FOR 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.

**FOR 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 INCLUDE IMPRISONMENT, FINES AND DENIAL OF INSURANCE BENEFITS.

Signed \_\_\_\_\_  
(Applicant)

Date \_\_\_\_\_

Title \_\_\_\_\_ Corporation \_\_\_\_\_  
(must be signed by Chairman of the Board or President) (Corporate Seal)

Attest \_\_\_\_\_

Broker \_\_\_\_\_

Address \_\_\_\_\_  
\_\_\_\_\_

Please read the following statement carefully and sign on the next page where indicated. If a policy is issued, this signed statement will be attached to the policy.

The undersigned authorized officer of the Applicant hereby acknowledges that he/she is aware that the limit of liability contained in this policy shall be reduced, and may be completely exhausted, by the costs of legal defense and, in such event, the Insurer shall not be liable for the costs of legal defense or for the amount of any judgment or settlement to the extent that such exceeds the limit of liability of this policy.

The undersigned authorized officer of the Applicant hereby further acknowledges that he/she is aware that legal defense costs that are incurred shall be applied against the retention amount.

Signed \_\_\_\_\_  
(Applicant)

Date \_\_\_\_\_

Title \_\_\_\_\_  
(must be signed by Chairman of the Board or President)