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**APPLICATION FOR  
 DIRECTORS & OFFICERS  
 LIABILITY INSURANCE  
 (PRIVATE COMPANY)  
 (CLAIMS MADE FORM)**

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.

**I. GENERAL INFORMATION**

1. Name and Address of Applicant:

Name: \_\_\_\_\_  
 Mailing Address: \_\_\_\_\_  
 City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_  
 Phone: \_\_\_\_\_ Fax: \_\_\_\_\_

2. State of Incorporation: \_\_\_\_\_

3. Date of Incorporation: \_\_\_\_\_

4. Type of Business Entity (please check applicable description):

- Corporation:
- Limited Liability Company:
- Sole Proprietorship:
- Other (please specify):

5. Years of Operation: \_\_\_\_\_

6. Nature of Business: \_\_\_\_\_

7. Principal Products or Services: \_\_\_\_\_  
 \_\_\_\_\_

8. Primary SIC Code(s): \_\_\_\_\_

9. Number of Locations:

Domestic (within the U.S., Canada and territories): \_\_\_\_\_  
 Foreign: \_\_\_\_\_

10. Does the Applicant operate any retail outlets?  Yes  No If yes, total number of retail outlets: \_\_\_\_\_

11. Name and Address of Parent Corporation (if not Applicant):

Name: \_\_\_\_\_  
 Mailing Address: \_\_\_\_\_  
 City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_

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



Is coverage to be extended to 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:  (Attached)

16. Is the Applicant or any of its Subsidiaries involved in any joint ventures, general partnerships or limited partnerships?  Yes  No

(If "Yes", please attach details.)

17. Are there any plans for a merger, acquisition or consolidation of or by the Applicant or any of its Subsidiaries?  Yes  No

(a) If "Yes", have these plans been approved by the board of directors?

Yes  No

Date of Approval: \_\_\_\_\_

(b) If "Yes", have these plans been approved by the shareholders?

Yes  No

Date of Approval: \_\_\_\_\_

18. (a) Does the Applicant or any of its Subsidiaries anticipate any registration of securities under the Securities Act of 1933 within the next year?  Yes  No

If "Yes", give details and submit any offering materials, if available.

(b) Has the Applicant or any of its Subsidiaries had any private placements or other offering of securities within the last 12 months, or anticipate having any private placements or other offering of securities within the next 12 months?  Yes  No

If "Yes", give details and submit any offering materials, if available.

(c) Does the Applicant or any of its Subsidiaries anticipate purchasing the securities of a "publicly traded entity" in a transaction which would result in such entity becoming an Affiliate or Subsidiary of the Applicant?  Yes  No

If "Yes", give details and submit any merger/acquisition documents, if available.

19. (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 claim(s), check here:  None

(b) There has not been nor is there 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 claim(s), check here:  None

20. (a) No Director or Officer has knowledge or information of any act, error or omission which might give rise to a claim(s) 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 claim(s) under the proposed policy except as follows: (Attach complete details. If they have no such knowledge or information, check here:  None

21. Has the Applicant, any of its Subsidiaries or any Director 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, 21 (a) - 21 (d), IS "YES", ATTACH FULL DETAILS**

*It is agreed that with respect to Questions 19 and 21 above, if such knowledge, information or involvement exists, any claim or action arising therefrom is excluded from the proposed coverage.*

22. Current Insurance (if none, most recent). If included as an attachment herein, check here  (Attached).

**D & O Insurance**

(a) Name of insurance company	_____
	_____
(b) Limit of Liability	_____
	_____
(c) Self-insured retention	_____
	_____
(d) Policy expiration date	_____
	_____
(e) Premium (indicate one year or more)	_____
	_____

23. Has any insurance carrier refused, canceled or nonrenewed any Directors and Officers or Employment Practices insurance coverage?\*\*\* Yes  No (If "Yes", attach full details including when and reason(s).)  
**\*\*Missouri applicants need not reply\*\***

24. Name of Risk Manager and General Counsel (or equivalent position) and number of years in current position:  
 \_\_\_\_\_

25. Name and Location (City) of outside law firm(s) for the following:  
 Securities claims: \_\_\_\_\_  
 Employment Practices claims: \_\_\_\_\_  
 Other (please specify): \_\_\_\_\_

26. Attach copies of the following for the Applicant and, to the extent available, each of its Subsidiaries:
- (a) Latest annual report or audited Financial Statement.
  - (b) Latest interim financial statement available.
  - (c) All proxy statements and Notices of Annual Meeting of Stockholders within the last twelve months.
  - (d) Copy (certified by Corporate Secretary) of the indemnification provisions of the charter and the by-laws. Also attach copy of any corporate indemnification agreement.
  - (e) Latest CPA management letter along with applicant's responses to any recommendations made therein.

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 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.

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

Date: \_\_\_\_\_

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

Corporation: \_\_\_\_\_  
(Corporate Seal)

Attest: \_\_\_\_\_

Broker: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Please read the following statement carefully and sign 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)