



**RENEWAL APPLICATION FOR
DIRECTORS AND OFFICERS LIABILITY INSURANCE**

NOTICE

THIS IS AN APPLICATION FOR A CLAIMS-MADE POLICY WHICH, SUBJECT TO ITS PROVISIONS, APPLIES ONLY TO ANY **CLAIM** FIRST MADE AGAINST THE **DIRECTORS AND OFFICERS** DURING THE **POLICY PERIOD**. NO COVERAGE EXISTS FOR **CLAIMS** FIRST MADE AFTER THE END OF THE **POLICY PERIOD** UNLESS, AND TO THE EXTENT, THE EXTENDED REPORTING PERIOD APPLIES. THE LIMIT OF LIABILITY SHALL BE REDUCED BY AMOUNTS INCURRED AS **DEFENSE COSTS**. **DEFENSE COSTS** SHALL BE SUBJECT TO THE RETENTION AMOUNTS. PLEASE REVIEW THE POLICY CAREFULLY AND DISCUSS THE COVERAGE WITH YOUR INSURANCE AGENT OR BROKER.

INSTRUCTIONS FOR COMPLETING THIS APPLICATION

Please read the instructions carefully, and complete and submit all requested information and required attachments. Please note that terms appearing in bold face in the above Notice and in any Application Question below are defined in the Policy and shall have the same meaning in this Application as in the Policy. This Application and all materials submitted or required shall be held in confidence. Questions 3 and 4 need not be answered if the information requested is contained in any required attachments.

REQUIRED ATTACHMENTS:

1. All proxy statements and Notices of Annual Meeting to Stockholders within the last twelve months
2. Audited financial statements for the most recent three fiscal years
3. The latest interim financial statements
4. The indemnification provisions of the charter and bylaws
5. Any filings made to the SEC within the last 12 months

ANY PERSON WHO, WITH INTENT TO DEFRAUD OR KNOWING THAT (S)HE 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.

1. **Named Entity:** _____
 Street Address: _____
 City: _____ State: _____ Zip Code: _____
(Do not use P.O. Box)
 Telephone: (____) ____ - _____

2. The Officer designated by the **Entity** to receive notices from the Insurer concerning this insurance is:

(Name of Officer) (Title)



Questions 3 and 4 Need Not Be Answered if the Information Requested is Contained in the Required Attachments

3. Has there been any material change in the nature of the operations within the last 12 months? Yes No
If "Yes", provide details:

4. Stock Ownership of **Named Entity**

- a. Total number of common shares outstanding: _____
- b. Total number of common shareholders: _____
- c. Total number of common shares owned directly or beneficially by **Directors**: _____
- d. Total number of common shares owned directly or beneficially by **Officers** who are not **Directors**: _____
- e. Does any shareholder own directly or beneficially five percent or more of the common shares? Yes No

If "Yes", designate name and percentage of holdings:

Include by attachment the information above (items a-e) for any additional classes of voting stock.

f. Are there any other securities convertible to voting stock? Yes No

If "Yes", provide details:

5. Have there been any changes in senior management (Board Chairman, President, Executive Vice President, etc.) in the last 12 months? Yes No

If "Yes", provide details:

6. By attachment to this Application, provide the following information for any **Subsidiary** acquired or created after the effective date of the current Policy:

- a. Name
- b. Date of acquisition
- c. Percent of ownership
- d. Nature of business
- e. Domestic or foreign
- f. Name of parent entity

7. During the last 12 months, has the **Entity** been involved in, or is it presently considering, any merger, consolidation, acquisition, tender offer, or divestment or sale of its stock in excess of 10% of the total stock outstanding? Yes No

If "Yes" provide details:



8. Has the **Entity** filed, or contemplated filing, a registration statement with the Securities and Exchange Commission:

- a. within the past 12 months? Yes No
- b. within the next 12 months? Yes No

If "Yes", to either of the above, provide details and furnish a copy of such registration statement if available.

9. a. Within the last 12 months has the **Named Entity** or any **Subsidiary** made or joined in a Schedule 13-D filing with the Securities and Exchange Commission with respect to ownership of the securities of another corporation? Yes No

If "Yes", provide details.

b. Within the last 12 months, has the **Named Entity** or any **Subsidiary** become aware that any person, corporation or other entity has made a Schedule 13-D filing with respect to the ownership of the securities of the **Named Entity** or any **Subsidiary**? Yes No

If "Yes", provide details.

10. Please provide the following insurance information:

- a. Pension/Fiduciary Liability Limit _____ Carrier _____ Expir Date _____
- b. Commercial Crime/Fidelity Limit _____ Carrier _____ Expir Date _____
- c. General Liability Limit _____ Carrier _____ Expir Date _____

11. During the last 12 months has the **Entity** or any of the **Directors and Officers** been involved in any of the following:

- a. any anti-trust, copyright or patent litigation? Yes No
- b. any civil or criminal action or administrative proceeding charging a violation of any federal or state security law or regulation? Yes No
- c. any representative actions, class actions or derivative suits? Yes No
- d. other material litigation? Yes No

If "Yes", to any of the above, please attach full details.

12. The undersigned declares that to the best of his/her knowledge the statements set forth herein are true and correct and that reasonable efforts have been made to obtain sufficient information from all of the **Directors and Officers** to facilitate the proper and accurate completion of this Application for the proposed Policy. Signing of this Application does not bind the undersigned to complete the insurance, but it is agreed that this Application shall be the basis of the contract should a Policy be issued, and this Application will be attached to and become part of such Policy. The undersigned agrees that if after the date of this Application and prior to the effective date of the Policy, any occurrence, event or other circumstance should render any of the information contained in this Application inaccurate or incomplete, then the undersigned shall notify the Insurer of such occurrence, event or circumstance and shall provide the Insurer with information that would complete, update or correct the information contained in this Application. Any outstanding quotations may be modified or withdrawn at the sole discretion of the Insurer.



- 13. It is agreed that this Renewal Application and all Application(s) for all policies issued by the Insurer of which the proposed Policy would be a direct or indirect renewal or replacement, copies of which will be attached to the proposed Policy, and any materials submitted or required (which shall be maintained on file by the Insurer and be deemed attached as if physically attached to the proposed Policy), are true and are the basis of the proposed Policy and are to be considered as incorporated into and constituting a part of the proposed Policy.
- 14. The information requested in this Application is for underwriting purposes only and does not constitute notice to the Insurer under any Policy of a **Claim** or potential claim. All such notices must be submitted to the Insurer pursuant to Section VII of the Policy.

The undersigned acknowledges that he or she is aware that **Defense Costs** reduce and may exhaust the Limit of Liability. The Insurer is not liable for any **Loss** (which includes **Defense Costs**) in excess of the Limit of Liability.

This Application must be signed by the Chairman of the Board or President.

Signed _____
 Title _____
 Corporation _____
 Date _____

A POLICY CANNOT BE ISSUED UNLESS THE APPLICATION IS PROPERLY SIGNED AND DATED

FOR NEW YORK RESIDENTS ONLY:

This Application must be signed by the Chairman of the Board or President.

WARNING

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 THERETO, COMMITS A FRAUDULENT INSURANCE ACT, WHICH IS A CRIME.

Signed _____
 Title _____
 Corporation _____
 Date _____

A POLICY CANNOT BE ISSUED UNLESS THE APPLICATION IS PROPERLY SIGNED AND DATED