

**PROPOSAL FOR DIVERSIFIED BUSINESS ORGANIZATION AND MANAGEMENT LIABILITY INSURANCE**

**NOTICE: THIS IS A CLAIMS-MADE AND REPORTED CERTIFICATE. EXCEPT AS MAY BE OTHERWISE PROVIDED HEREIN, THE COVERAGE UNDER THIS CERTIFICATE IS LIMITED TO LIABILITY FOR WRONGFUL ACTS FOR WHICH CLAIMS ARE FIRST MADE WHILE THE CERTIFICATE IS IN FORCE AND WHICH ARE REPORTED TO THE UNDERWRITERS NO LATER THAN SIXTY (60) DAYS AFTER THE TERMINATION OF THE CERTIFICATE. PLEASE READ AND REVIEW THE CERTIFICATE CAREFULLY.**

**THE LIMIT OF LIABILITY AVAILABLE TO PAY LOSS, INCLUDING JUDGMENT OR SETTLEMENT AMOUNTS, SHALL BE REDUCED BY AMOUNTS INCURRED FOR LEGAL DEFENSE AND OTHER CLAIMS EXPENSES. FURTHER NOTE THAT AMOUNTS INCURRED FOR LEGAL DEFENSE AND OTHER CLAIMS EXPENSES SHALL BE APPLIED AGAINST THE APPLICABLE RETENTION AMOUNT.**

**THE CERTIFICATE DOES NOT PROVIDE FOR ANY DUTY OR OBLIGATION ON THE PART OF THE UNDERWRITERS TO DEFEND THE INSURED PERSON(S) AND THE INSURED ORGANIZATION(S).**

**1. GENERAL INFORMATION**

a) Name of Insured Organization (s) \_\_\_\_\_

b) Address \_\_\_\_\_

City \_\_\_\_\_ State \_\_\_\_\_ Zip Code \_\_\_\_\_

c) Nature of Business \_\_\_\_\_

d) Type of Structure (“Insured Organization(s)” – check one only)

- |  |  |
|--|--|
| <input type="checkbox"/> Corporation         | <input type="checkbox"/> Limited Liability Company     |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Limited Liability Partnership |
| <input type="checkbox"/> General Partnership | <input type="checkbox"/> Trust                         |
| <input type="checkbox"/> Joint Venture       | <input type="checkbox"/> Other (please explain)        |

\_\_\_\_\_

e) State of Formation \_\_\_\_\_

f) Date of Formation \_\_\_\_\_

**2. REQUESTED COVERAGE**

a) Limit of Liability \_\_\_\_\_

b) Retention Amount \_\_\_\_\_

**3. OWNERSHIP STRUCTURE**

a) Total number of shares/partnership units/interests outstanding \_\_\_\_\_

b) Total number of shareholders/limited partners/investors \_\_\_\_\_

c) Names and percentage ownership of any equityholder who holds, directly or beneficially, 5% or more of the shares/partnership units/interests outstanding:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

d) Describe any other securities of the Insured Organization(s):

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**4. SUBSIDIARY INFORMATION**

a) List all Subsidiary Organizations:

Name	Nature of Operation	Date Acquired/Created	% owned	State/Country of Formation

b) Coverage to include all subsidiaries? \_\_\_\_\_ Yes \_\_\_\_\_ No

If Yes, include a complete listing of all Insured Person(s) \_\_\_\_\_  
\_\_\_\_\_

c) Coverage to include other affiliated organizations? \_\_\_\_\_ Yes \_\_\_\_\_ No

If Yes, include a complete listing of all affiliated organization(s) \_\_\_\_\_  
\_\_\_\_\_

**5. ANNOUNCED CHANGES**

a) Has the Insured Organization(s), Insured Person(s), or any Subsidiary disclosed that it now has under consideration any acquisition, tender offer, merger, divestiture or any type of roll-up transaction? \_\_\_\_\_ If yes, attach details.

b) Has the Insured Organization(s), Insured Person(s), or any Subsidiary filed in the past 24 months, or contemplates filing within the next 12 months, any registration statement, prospectus, private placement memorandum, or similar document with any governmental authority for an offering of securities? \_\_\_\_\_ If yes, provide applicable document.

**6. PREVIOUS INSURANCE (Management Liability Insurance)**

a) Insurer \_\_\_\_\_

b) Limit of Liability \_\_\_\_\_

c) Retention Amount \_\_\_\_\_

d) Provide details of any prior claims under such previous insurance (if none, so state) \_\_\_\_\_  
\_\_\_\_\_

7. CONTINUITY

**(PLEASE COMPLETE ONLY IF THERE IS CURRENT MANAGEMENT LIABILITY INSURANCE IN EFFECT AND DO NOT WISH TO PROVIDE A CURRENT REPRESENTATION STATEMENT AS REQUESTED IN QUESTION 8, BELOW)**

Continuity Date Requested \_\_\_\_\_

Please provide copies of all policies and applications or proposal forms submitted therefor, dating back to the Continuity Date indicated above. If the Underwriters elect to establish a Continuity Date, it shall only do so:

- a) in reliance upon declarations, statements, representations made in or in connection with such prior applications or proposal forms (such declarations, statements, representations shall form a part of this proposal); and
- b) upon the issuance of an endorsement to the certificate to be issued, which indicates the Continuity Date granted and any terms, conditions and provisions relevant thereto.

**IT IS UNDERSTOOD AND AGREED THAT QUESTION 8 MUST BE ANSWERED IN THE EVENT THAT A CONTINUITY DATE IS NOT GRANTED OR IS NOT REQUESTED.**

**RENEWAL APPLICANTS: QUESTIONS 8 AND 9 NEED NOT BE ANSWERED.**

8. PREVIOUS EXPERIENCE

a) Has the Insured Organization(s), or anyone for whom insurance is intended, been involved in the following:

- (1) any antitrust, copyright or patent litigation? \_\_\_\_\_ Yes \_\_\_\_\_ No
- (2) any civil or criminal action or administrative proceeding alleging a violation of any federal or state securities law or regulation? \_\_\_\_\_ Yes \_\_\_\_\_ No
- (3) any representative actions, class actions or derivative suits? \_\_\_\_\_ Yes \_\_\_\_\_ No

(If Yes to any of the above, provide details)

b) Are there any pending claims against anyone for whom this insurance is intended which may fall within the scope of coverage afforded by any similar insurance presently or previously in effect? \_\_\_\_\_ Yes \_\_\_\_\_ No

c) Has anyone for whom this insurance is intended given notice under the provisions of any other previous or current similar insurance policy of any facts or circumstances which may give rise to a claim being made against the Insured Organization(s) and/or Insured Person(s)? \_\_\_\_\_ Yes \_\_\_\_\_ No

**IT IS UNDERSTOOD AND AGREED THAT IF ANY SUCH CLAIMS EXIST, OR ANY NOTICE SUCH AS DESCRIBED IN QUESTIONS 8. c) HAS BEEN GIVEN, THEN SUCH CLAIMS AND ANY CLAIMS ARISING FROM FACTS OR CIRCUMSTANCES WITH REFERENCE TO QUESTION 8. c) ARE EXCLUDED FROM THIS PROPOSED INSURANCE.**

9. PRIOR KNOWLEDGE

Does anyone for whom this insurance is intended have any knowledge or information of any act, error, omission, fact or circumstance which may give rise to a claim within the scope of this proposed insurance? \_\_\_\_\_ Yes \_\_\_\_\_ No

(If Yes, provide complete details)

**IT IS UNDERSTOOD AND AGREED THAT IF SUCH KNOWLEDGE OR INFORMATION EXISTS, ANY CLAIM ARISING THEREFROM IS EXCLUDED FROM THIS PROPOSED INSURANCE.**

**10. REQUESTED MATERIALS**

- a) Copy of any offering memorandum, prospectus, registration statement and formative agreements (e.g., partnership agreement, operating agreement, by-laws).
- b) Most recent annual report and interim financial statement for the Insured Organization(s).
- c) Most recent S.E.C. filings (Form 10-K, 10-Q, 8-K, etc. – if applicable).
- d) A completed Employment Practices Liability Addendum (if applicable).
- e) Other detailed information readily available helping describe the business.

Completion of this proposal does not bind the undersigned to purchase or the Underwriters to issue a certificate, but it is agreed that this proposal form together with all attachments to this proposal form, and any other materials submitted to the Underwriters shall be the basis of the contract should a certificate be issued, and this proposal form, including any attachments and any material submitted herewith, will be deemed attached to and form part of this certificate.

**NOTICE TO 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.

**NOTICE TO 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 Agencies.

**NOTICE TO 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 of the third degree.

**NOTICE TO KENTUCKY APPLICANTS:** Warning: Any person who knowingly, and with intent to defraud any insurance company or any 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.

**NOTICE TO MINNESOTA APPLICANTS:** A person submits an application or files a claim with intent to defraud or helps commit a fraud against an insurer is guilty of a crime.

**NOTICE TO 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.

**NOTICE TO NEW YORK APPLICANTS:** Any person who knowingly and with intent to defraud any insurance company or any 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, and shall also be subject to a civil penalty not to exceed five thousand (\$5000) and the stated value of each such violation.

**NOTICE TO 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.

**NOTICE TO OKLAHOMA APPLICANTS:** Warning: Any person who knowingly, and with the 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.

**NOTICE TO 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 the person to criminal and civil penalties.

The undersigned authorized Insured Person(s) of an Insured Organization(s) represents that the statements set forth herein are true. The undersigned authorized Insured Person(s) agrees that if the information supplied on this proposal form changes between the date of this proposal form and the inception date of the certificate, he/she (undersigned) will immediately notify the Underwriters of such changes, and the Underwriters may withdraw or modify any outstanding quotations and/or agreements to bind the insurance.

The Insured Organization(s) and the Insured Person(s) agree that the statements made in this proposal form are the representations of the Insured Organization(s) and the Insured Person(s) and that they shall be deemed material to the acceptance of the risk or the hazard assumed by the Underwriters under this certificate and that this certificate is issued in reference upon the truth of such representations.

The proposal form must be signed by the Chief Executive Officer, President or highest-ranking executive officer of the Insured Organization(s).

\_\_\_\_\_  
Chief Executive Officer (or highest-ranking executive officer)

\_\_\_\_\_  
Date

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
Producer Name

\_\_\_\_\_  
Producer Address

**THIS PROPOSAL MUST BE SUBMITTED TO:**

**PROFESSIONAL INDEMNITY AGENCY, INC.  
PROFESSIONAL INDEMNITY AGENCY, INC. OF N.Y.**

37 Radio Circle Drive, P.O. Box 5000  
Mount Kisco, New York 10549-5000  
Phone: (914) 241-8900  
Fax: (914) 241-8045

345 Route 17 South  
Upper Saddle River, New Jersey 07458  
Phone: (201) 934-4240  
Fax: (201) 768-1145