



Name of Insurance Company to which application is made

**APPLICATION FOR DIRECTORS AND OFFICERS LIABILITY INSURANCE
INCLUDING EMPLOYMENT PRACTICES AND SECURITIES CLAIMS COVERAGE**

NOTICE: THIS IS AN APPLICATION FOR A CLAIMS-MADE AND REPORTED POLICY. THE POLICY FOR WHICH THIS APPLICATION IS MADE IS LIMITED TO LIABILITY FOR WRONGFUL ACTS FOR WHICH CLAIMS ARE FIRST MADE WHILE THE POLICY IS IN FORCE AND WHICH ARE REPORTED TO THE INSURER NO LATER THAN SIXTY (60) DAYS AFTER THE TERMINATION OF THE POLICY.

THE LIMIT OF LIABILITY AVAILABLE TO PAY LOSS, INCLUDING JUDGEMENTS 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 POLICY DOES NOT PROVIDE FOR ANY DUTY OR OBLIGATION ON THE PART OF THE INSURER TO DEFEND THE DIRECTORS AND OFFICERS AND THE COMPANY.

1. GENERAL INFORMATION:

- a) Name of Company _____
- b) Address _____
- c) Nature of Business _____
- d) Date of Incorporation _____
- e) State of Incorporation _____

2. STOCK OWNERSHIP:

- a) Total number of common shares outstanding _____
- b) Total number of common shareholders _____
- c) Are shares publicly traded? Yes No
If Yes, specify the exchange on which they are listed _____
- d) Give names and percent owned of each class of securities for each securityholder who holds, directly or beneficially, 5% or more of the Company's outstanding securities:

- e) Total number of common shares held directly or beneficially by Directors and Officers:

3. SUBSIDIARY INFORMATION:

a) List all Subsidiary Companies:

<u>NAME</u>	<u>NATURE OF BUSINESS</u>	<u>DATE ACQUIRED OR CREATED</u>	<u>PERCENTAGE OWNED</u>	<u>STATE/COUNTRY OF INCORPORATION</u>
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b) Coverage to include all Subsidiaries? Yes No

If Yes, include a complete listing of all Directors and Officers for each Subsidiary: _____

4. ADDITIONAL INFORMATION:

a) Have there been any changes in Executive Officers or Directors during the past 12 months? Yes No
Are any changes currently anticipated? If yes, provide details and biography. Yes No

b) Has the Company been involved in any merger, consolidation or acquisition with any other entity within the past 12 months? If yes, please provide details. Yes No

c) Is the Company currently involved in or considering any merger with any other entity within the next 12 months? If yes, please provide details. Yes No

d) Is the Company currently involved in or considering any acquisition of any other entity within the next 12 months? If yes, please provide details. Yes No

e) Is the Company currently involved in or considering any restructuring or legal or financial reorganization or filing for bankruptcy? If yes, please provide details. Yes No

f) Is the Company currently involved in or considering any restructuring, writedowns, charges, restatements or sale, distribution or divestiture of any assets? If yes, please provide details. Yes No

g) Is the Company currently or has it at any time over the last year been in breach or violation of any debt covenant or loan agreement or any other material contractual obligation? If yes, please provide details. Yes No

h) Has the Company changed auditors in the past 12 months? If yes, please provide details. Yes No

i) Has the Company's auditors informed the company of any disagreements or weaknesses with its accounting practices? If yes, please provide details. Yes No

j) Has the Company retained or does it currently plan on retaining an investment banker or financial advisor to increase or maximize shareholder value? If yes, please provide details? Yes No

- k) Are the current financial results in line with previously budgeted or forecasted or projected expectations? If no, please provide details. Yes No
- l) Has the Company had in the past 24 months, or contemplate having within the next 12 months, a private or public offering of any securities? Yes No
- m) Does the Company or any of its Subsidiaries, including the Directors and Officers thereof, presently act or plan to act in the capacity of General Partner in any Limited or General Partnership? Yes No
If yes, please provide details.
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- n) Does the Company provide any services to any third party for a fee? Yes No

If the answer is "Yes" to any question above, has the Board of Directors approved such action(s) Yes No

Does such action(s) require shareholder approval? Yes No

Explain:

5. PREVIOUS INSURANCE

- a) Has the Company or any Subsidiary previously held or does it now have any Directors and Officers Liability Insurance or similar insurance? Yes No
If Yes, provide the following details:

INSURER	LIMIT	DEDUCTIBLE	PERIOD FROM /TO	PREMIUM

- b) Provide details of any claim under such insurance (if none, so state) _____

- c) Has any Insurer cancelled or refused to renew any Directors and Officers Liability Insurance or similar insurance within the past 3 years? * Yes No
If Yes, provide complete details.
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***MISSOURI APPLICANTS NEED NOT REPLY.**

6. PREVIOUS EXPERIENCE: (RENEWAL APPLICANTS: Questions 6. Need not be answered)

a) Has the Company, 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 security 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:

- (4) Is there any material litigation currently pending against the Company or any Directors or Officers? Yes No

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 or currently proposed? Yes No

If Yes, provide complete details.

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 Company and/or any Director and/or Officer? Yes No

If Yes, provide complete details.

IT IS UNDERSTOOD AND AGREED THAT IF ANY SUCH CLAIMS EXIST, OR ANY SUCH FACTS OR CIRCUMSTANCES EXIST WHICH COULD GIVE RISE TO A CLAIM, THEN THOSE CLAIMS AND ANY OTHER CLAIMS ARISING FROM SUCH FACTS OR CIRCUMSTANCES ARE EXCLUDED FROM THE PROPOSED INSURANCE.

7. PRIOR KNOWLEDGE: (RENEWAL APPLICANTS: Questions 7. Need not be answered)

Does anyone for whom insurance is intended have any knowledge or information of any act, error, omission, fact or circumstance which may give rise to a claim which may fall within the scope of the 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.

8. MATERIALS REQUESTED:

As an attachment to this Application, please include the following (where applicable):

- Complete list of all Directors and Officers to include their name, position, term of office, and affiliation with any other outside organizations.
- Most recent Annual Report.
- Most recent filing with the S.E.C. (Form 10-K) and any subsequent filings (Form 10-Q, Form 8-K, etc.)
- Latest available interim financial statements.
- The notice to shareholders and proxy statement for both the last and next scheduled annual meeting.
- Most recent prospectus.
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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 A PART OF THE POLICY.

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

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 NEW YORK 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, and shall also be subject to a civil penalty not to exceed five thousand dollars (\$5,000) and the stated value of the claim for each such violation.

NOTICE TO IDAHO APPLICANTS: Any person who, knowingly and with intent to injure, defraud or deceive any insurance company files a statement of claim containing any false or misleading information is guilty of a felony.

NOTICE TO ARKANSAS, KENTUCKY, MICHIGAN AND PENNSYLVANIA APPLICANTS: Any person who knowingly and with intent to defraud any insurance company or another person, files a 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, subject to criminal prosecution and civil penalties.

NOTICE TO MAINE AND NEW MEXICO 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 OHIO APPLICANTS: Any person who, with intent to defraud or knowing that he/she 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 NEW JERSEY APPLICANTS: Any person who knowingly makes an application for motor vehicle insurance coverage containing any statement that the applicant resides or is domiciled in this state when, in fact that applicant resides or is domiciled in a state other than this state, is subject to criminal and civil penalties. (Applies to Auto coverage only.)

NOTICE TO 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.

NOTICE TO ARIZONA APPLICANTS: For your protection, Arizona law requires the following statement to appear on this form. Any person who knowingly presents a false or fraudulent claim for payment of a loss is subject to criminal and civil penalties.

NOTICE TO CALIFORNIA APPLICANTS: Any person who knowingly files a statement of claim containing any false or misleading information is subject to criminal and civil penalties.

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 INDIANA APPLICANTS: A person who knowingly and with intent to defraud an insurer files a statement of claim containing any false, incomplete or misleading information commits a felony.

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

NOTICE TO NEVADA APPLICANTS: Pursuant to NRS686A.291, any person who knowingly and willfully files a statement of claim that contains any false, incomplete or misleading information concerning a material fact is guilty of a felony.

NOTICE TO 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.

NOTICE TO OREGON APPLICANTS: Any person who makes an intentional misstatement that is material to the risk may be found guilty of insurance fraud by a court of law.

A POLICY CANNOT BE ISSUED UNLESS THE APPLICATION IS PROPERLY SIGNED BY TWO INDIVIDUALS AND DATED. IF THE CHAIRMAN OF THE BOARD AND PRESIDENT ARE THE SAME INDIVIDUAL, PLEASE HAVE THE APPLICATION SIGNED BY THE CHIEF FINANCIAL OFFICER, CHIEF OPERATING OFFICER OR GENERAL COUNSEL IN LIEU OF THE PRESIDENT.

DATE _____

SIGNATURE _____

TITLE _____

DATE _____

SIGNATURE _____

TITLE _____

NAME OF BROKER _____

NAME OF AGENCY _____

ADDRESS _____

LICENSE NUMBER _____

PLEASE SUBMIT THIS PROPOSAL AND APPROPRIATE MATERIALS TO:

**Navigators Pro
A Division of Navigators Management Company, Inc.
One Penn Plaza
55th Floor
New York, NY 10119**