



**APPLICATION FOR DIRECTORS AND OFFICERS LIABILITY INSURANCE  
INCLUDING COMPANY REIMBURSEMENT  
WITH INITIAL PUBLIC OFFERING SUPPLEMENTAL SECTION**

**NOTICE: THE POLICY FOR WHICH APPLICATION IS MADE APPLIES, SUBJECT TO ITS TERMS, ONLY TO "CLAIMS" FIRST MADE DURING THE "POLICY PERIOD," OR, IF PURCHASED, ANY EXTENDED REPORTING PERIOD OR DISCOVERY PERIOD. THE LIMIT OF LIABILITY AVAILABLE TO PAY DAMAGES OR SETTLEMENTS WILL BE REDUCED BY "DEFENSE EXPENSES," AND "DEFENSE EXPENSES" WILL BE APPLIED AGAINST THE RETENTION. THE UNDERWRITER WILL HAVE NO DUTY UNDER THE POLICY TO DEFEND ANY "CLAIM." READ THE ENTIRE APPLICATION CAREFULLY BEFORE SIGNING.**

1. a) Name of **Applicant**: \_\_\_\_\_  
(Whenever used in this Application, the term "**Applicant**" shall mean the **Parent Corporation**.)
- b) Principal Address: \_\_\_\_\_  
City: \_\_\_\_\_ State: \_\_\_\_\_ ZIP Code: \_\_\_\_\_
- c) Name and Title of the officer of the **Applicant** designated as the representative to receive all notices from the Underwriter on behalf of all person(s) and entity(ies) proposed for this insurance:  
\_\_\_\_\_
- d) Please identify the **Applicant's** top environmental officer. Provide a copy of his or her resume, and describe his or her responsibilities, including any reporting obligations to the Board of Directors. (Please attach a separate sheet if necessary.)  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

2. **MISSOURI APPLICANTS/AGENTS: DO NOT ANSWER THIS QUESTION.**

Have any of the **Applicant's** current D&O carriers indicated an intent not to offer renewal terms?

Yes  No

If "Yes," please provide details as an attachment.

3. a) Have there been any changes in the Board of Directors or Senior Management of the **Applicant** within the past three (3) years for reasons other than death or retirement?  Yes  No  
If "Yes," please explain.  
\_\_\_\_\_  
\_\_\_\_\_

- b) Has the **Applicant** changed outside auditors in the last three (3) years?  Yes  No  
If "Yes," please explain.  
\_\_\_\_\_  
\_\_\_\_\_

- c) Have the outside auditors stated there are no material weaknesses in the **Applicant's** system of internal controls?  Yes  No  
If "No," please provide the latest CPA letter to management and management's response.

4. Has the **Applicant** or any **Subsidiary** in the past 36 months completed or agreed to, or does it contemplate within the next 12 months, any of the following, whether or not such transactions were or will be completed? If "Yes," please describe the essential terms of each such transaction as an attachment to this Application.
- a) Merger, acquisition or consolidation with another entity whose consolidated assets exceed 25% of the **Applicant's** consolidated assets?  Yes  No
  - b) Sale, distribution or divestiture of any assets or stock other than in the ordinary course of business in an amount exceeding 25% of the **Applicant's** consolidated assets?  Yes  No
  - c) Any registration for a public offering or private placement of securities?  Yes  No
  - d) Reorganization or arrangement with creditors under federal or state law?  Yes  No
5. Past Activities:
- a) Has any person(s) or entity(ies) proposed for this insurance been a party to any of the following:
    - 1. Any antitrust, copyright or patent litigation?  Yes  No
    - 2. Any civil, criminal or administrative proceeding alleging or investigating a violation of any securities law or regulation?  Yes  No
    - 3. Any representative actions, class actions or derivative suits?  Yes  No  
If "Yes" to any of these, attach a statement of full details.
  - b) No claims have been made against any person(s) proposed for this insurance in their capacity as a director or officer of the **Applicant**, except as follows (include loss payment and defense costs. If answer is "none," so state):  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_
  - c) No person(s) or entity(ies) proposed for this insurance is cognizant of any fact, circumstance or situation which they have reason to suppose might afford grounds for any claim such as would fall within the scope of the proposed insurance, except as follows (if answer is "none", so state):  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

**Without prejudice to any other rights and remedies of the Underwriter, any claim arising from any claims, facts, circumstances or situations required to be disclosed in response to 5. b) and 5. c) is excluded from the proposed insurance.**

6. As part of this Application, submit the following documents with respect to the **Applicant**:
- a) Last proxy statement, 10-K and annual report, including audited financial statements with all notes and schedules.
  - b) Latest 10-Q report filed and any 8-K or 13D reports filed with the SEC within the last 12 months.
  - c) Each prospectus, offering circular or private placement memorandum within the last 12 months.
  - d) Copies of all provisions of the **Applicant's** charter and by-laws relating to the indemnification of its directors and officers.
  - e) **Applicant's** written environmental policy, if any.
  - f) Copy of the **Applicant's** current primary D&O policy.

#### **INITIAL PUBLIC OFFERING SUPPLEMENTAL SECTION**

7. If the **Applicant** is making an Initial Public Offering (IPO), please include:
- a) A copy of the most recent prospectus.
  - b) A copy of the indemnification section of the Underwriting Agreement between the **Applicant** and the Offering Underwriter(s) if coverage is desired under Insuring Agreement I. (B) (3).

**FOR THE PURPOSE OF THIS APPLICATION, THE UNDERSIGNED AUTHORIZED AGENT OF THE PERSON(S) AND ENTITY(IES) PROPOSED FOR THIS INSURANCE DECLARES THAT TO THE BEST OF HIS/HER KNOWLEDGE AND BELIEF, AFTER REASONABLE INQUIRY, THE STATEMENTS HEREIN ARE TRUE AND COMPLETE. THE UNDERWRITER IS AUTHORIZED TO MAKE ANY INQUIRY IN CONNECTION WITH THIS APPLICATION. SIGNING THIS APPLICATION DOES NOT BIND THE UNDERWRITER TO COMPLETE THE INSURANCE.**

**THE INFORMATION CONTAINED IN AND SUBMITTED WITH THIS APPLICATION IS ON FILE WITH THE UNDERWRITER AND ALONG WITH THE APPLICATION IS CONSIDERED PHYSICALLY ATTACHED TO THE POLICY AND WILL BECOME PART OF IT. THE UNDERWRITER WILL HAVE RELIED UPON THIS APPLICATION AND ATTACHMENTS IN ISSUING ANY POLICY. THIS APPLICATION WILL BECOME A PART OF SUCH POLICY IF ISSUED.**

**IF THE INFORMATION IN THIS APPLICATION MATERIALLY CHANGES PRIOR TO THE EFFECTIVE DATE OF THE POLICY, THE APPLICANT WILL NOTIFY THE UNDERWRITER, WHO MAY MODIFY OR WITHDRAW ANY QUOTATION.**

**THE UNDERSIGNED DECLARES THAT THE INDIVIDUAL(S) AND ENTITY(IES) PROPOSED FOR THIS INSURANCE UNDERSTAND:**

- (A) THIS POLICY APPLIES ONLY TO "CLAIMS" FIRST MADE DURING THE "POLICY PERIOD," OR, IF PURCHASED, ANY EXTENDED REPORTING PERIOD OR DISCOVERY PERIOD;**
- (B) THE LIMIT OF LIABILITY AVAILABLE TO PAY DAMAGES OR SETTLEMENTS WILL BE REDUCED BY "DEFENSE EXPENSES," AND "DEFENSE EXPENSES" WILL BE APPLIED AGAINST THE RETENTION; AND**
- (C) THE UNDERWRITER HAS NO DUTY UNDER THIS POLICY TO DEFEND ANY "CLAIM."**

**NOTICE TO ARKANSAS, MINNESOTA, AND 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, WHICH IS A CRIME.**

**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 POLICY HOLDER OR CLAIMANT FOR THE PURPOSE OF DEFRAUDING OR ATTEMPTING TO DEFRAUD THE POLICY HOLDER 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 DISTRICT OF COLUMBIA, MAINE AND 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 MAY INCLUDE IMPRISONMENT, FINES, OR A DENIAL OF INSURANCE BENEFITS.**

**NOTICE TO FLORIDA APPLICANTS: ANY PERSON WHO, KNOWINGLY AND WITH INTENT TO INJURE, DEFRAUD, OR DECEIVE ANY EMPLOYER OR EMPLOYEE, INSURANCE COMPANY, OR SELF-INSURED PROGRAM, FILES A STATEMENT OF CLAIM OR AN APPLICATION CONTAINING ANY FALSE OR MISLEADING INFORMATION IS GUILTY OF A FELONY OF THE THIRD DEGREE.**

**NOTICE TO KENTUCKY APPLICANTS: 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 MATERIAL THERETO, COMMITS A FRAUDULENT INSURANCE ACT, WHICH IS A CRIME.**

**NOTICE TO LOUISIANA AND 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.**

**NOTICE TO MARYLAND 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 MAY BE GUILTY OF INSURANCE FRAUD.**

**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 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 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.**

**NOTICE TO OKLAHOMA APPLICANTS: 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 AND TEXAS 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.**

**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 SUCH PERSON TO CRIMINAL AND CIVIL PENALTIES.**

APPLICANT		
BY ( <i>Chairman and/or President Signature</i> )	TITLE	DATE

NOTE: This Application must be signed by the Chairman and/or President of the **Applicant** acting as the authorized agent of the person(s) and entity(ies) proposed for this insurance.

PRODUCED BY ( <i>Insurance Agent</i> )	INSURANCE AGENCY
INSURANCE AGENCY TAXPAYER I.D. OR SOCIAL SECURITY NO.	AGENT LICENSE NO.
ADDRESS ( <i>No., Street, City, State, and ZIP Code</i> )	

SUBMITTED BY ( <i>Insurance Agency</i> )	INSURANCE AGENCY TAXPAYER I.D. OR SOCIAL SECURITY NO.	AGENT LICENSE NO.
ADDRESS ( <i>No., Street, City, State, and ZIP Code</i> )		