



RENEWAL APPLICATION

DIRECTORS & OFFICERS LIABILITY INSURANCE INCLUDING COMPANY REIMBURSEMENT

NOTICE: THE POLICY FOR WHICH APPLICATION IS MADE APPLIES, SUBJECT TO ITS TERMS, ONLY TO "CLAIMS" FIRST MADE DURING THE "POLICY PERIOD," OR ANY DISCOVERY PERIOD. THE LIMIT OF LIABILITY AVAILABLE TO PAY DAMAGES OR SETTLEMENTS WILL BE REDUCED, AND MAY BE EXHAUSTED, BY "DEFENSE EXPENSES," AND "DEFENSE EXPENSES" WILL BE APPLIED AGAINST THE RETENTION. THE UNDERWRITER HAS NO DUTY UNDER THIS POLICY TO DEFEND ANY "CLAIM." PLEASE 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) 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: _____

2. 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.

3. Has the **Applicant** or any subsidiary in the past twelve (12) months completed or agreed to, or does it contemplate within the next twelve (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 twenty-five percent (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 twenty-five percent (25%) of the **Applicant's** consolidated assets? Yes No
 - (c) Any registration for a public offering or private placement of securities? Yes No
 - (d) In the past twelve (12) months has there been any change in the identity or responsibility of the **Applicant's** top environmental officer? Yes No
If "Yes," please identify and explain by attachment.

4. As part of this Application, please submit a schedule of all material litigation or administrative proceedings with a brief description of each case or proceeding commenced.

5. As part of this Application, please 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 twelve (12) months.
 - (c) Each prospectus, offering circular or private placement memorandum within the last twelve (12) months.
 - (d) If amended since last submitted, copies of all provisions of the **Applicant's** charter and by-laws relating to the indemnification of its directors and officers and the **Applicant's** written environmental policy.

NOTICE TO APPLICANT ¾ PLEASE READ CAREFULLY.

FOR THE PURPOSES OF THIS RENEWAL 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 IN THIS RENEWAL APPLICATION, AND IN ANY ATTACHMENTS ARE TRUE AND COMPLETE. THE UNDERWRITER IS AUTHORIZED TO MAKE INQUIRY IN CONNECTION WITH THIS RENEWAL APPLICATION. ACCEPTING THIS RENEWAL APPLICATION DOES NOT BIND THE UNDERWRITER TO COMPLETE, OR THE APPLICANT TO PURCHASE, THE INSURANCE.

THIS RENEWAL APPLICATION AND THE INFORMATION CONTAINED IN AND SUBMITTED WITH THIS RENEWAL APPLICATION ARE SUPPLEMENTS TO THE APPLICATION(S) WHICH ARE PART OF THE EXPIRING POLICY, AND THOSE APPLICATION(S), TOGETHER WITH THIS RENEWAL APPLICATION AND ANY ATTACHED INFORMATION, WILL CONSTITUTE THE COMPLETE APPLICATION FOR RENEWAL AND WILL BECOME PART OF, AND BE CONSIDERED PHYSICALLY ATTACHED TO, ANY POLICY ISSUED. IF, AS A RESULT OF THIS RENEWAL APPLICATION, A POLICY IS ISSUED, THE UNDERWRITER WILL HAVE RELIED ON THIS RENEWAL APPLICATION, ON SUCH PREVIOUS APPLICATION(S) (AS SUPPLEMENTED OR MODIFIED BY THIS RENEWAL APPLICATION) AND ON SUCH ATTACHMENTS.

IF THE INFORMATION IN THIS RENEWAL APPLICATION MATERIALLY CHANGES BETWEEN THE DATE OF THIS RENEWAL APPLICATION AND THE POLICY EFFECTIVE DATE, THE APPLICANT WILL NOTIFY THE UNDERWRITER, WHO MAY MODIFY OR WITHDRAW ANY OUTSTANDING QUOTATION OR AGREEMENT TO BIND INSURANCE.

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

- (I) THE POLICY FOR WHICH THIS RENEWAL APPLICATION IS MADE APPLIES ONLY TO "CLAIMS" FIRST MADE (OR DEEMED MADE) DURING THE "POLICY PERIOD" OR ANY DISCOVERY PERIOD;**
- (II) THE LIMIT OF LIABILITY AVAILABLE TO PAY DAMAGES OR SETTLEMENTS WILL BE REDUCED, AND MAY BE EXHAUSTED, BY "DEFENSE EXPENSES" AND, IN SUCH EVENT, THE UNDERWRITER WILL NOT BE RESPONSIBLE FOR THE CONTINUED "DEFENSE EXPENSES" OR FOR THE AMOUNT OF ANY JUDGMENT OR SETTLEMENT TO THE EXTENT THAT ANY OF THE FOREGOING EXCEED ANY APPLICABLE LIMIT OF LIABILITY;**
- (III) "DEFENSE EXPENSES" WILL BE APPLIED AGAINST THE RETENTION; AND**
- (IV) 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 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 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 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>President, Chairman, or CEO</i>):	TITLE:	DATE:

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

REQUIRED INFORMATION

PRODUCED BY (<i>Insurance Agent or Broker</i>): Please print and sign name _____		
FIRM NAME:		
TAXPAYER ID OR SOCIAL SECURITY NO.:	PRODUCER LICENSE NO.:	
ADDRESS (<i>No., Street, City, State, and ZIP</i>):		
EMAIL ADDRESS:		
SUBMITTED BY (<i>Firm</i>):	TAXPAYER ID OR SOCIAL SECURITY NO.:	PRODUCER LICENSE NO.:
ADDRESS (<i>No., Street, City, State, and ZIP</i>):		