

**APPLICATION FOR
BUSINESS AND MANAGEMENT
(BAM)
INDEMNITY INSURANCE**

NOTICE: THE CERTIFICATE FOR WHICH APPLICATION IS MADE, SUBJECT TO ITS TERMS, APPLIES ONLY TO ANY CLAIM OR OCCURRENCE (AS APPLICABLE IN THE COVERAGE SECTION FOR WHICH APPLICATION IS MADE) MADE AGAINST ANY OF THE ASSURED DURING THE CERTIFICATE PERIOD. THE LIMIT OF LIABILITY AVAILABLE TO PAY DAMAGES OR SETTLEMENTS SHALL BE REDUCED AND MAY BE EXHAUSTED BY AMOUNTS INCURRED AS COSTS, CHARGES AND EXPENSES (AS DEFINED IN THE COVERAGE SECTION FOR WHICH APPLICATION IS MADE), AND COSTS, CHARGES AND EXPENSES SHALL BE APPLIED TO THE RETENTIONS.

General Instructions for Completing This Application

1. Please type or print in ink.
 2. Please read carefully and answer all questions. If a question is not applicable, so state.
 3. The Application must be signed by an executive officer.
 4. This Application and all exhibits shall be held in confidence.
 5. Please read the certificate for which application is made (the "Certificate") prior to completing this Application.
 6. The terms as used herein shall have the meanings as defined in the Certificate.
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I. General Information

1. Name of Named Assured: _____

Address: _____

(Number)

(Street)

(City)

(State)

(Zip Code)

2. Standard Industrial Classification Code (SIC): _____

3. Nature of Operations: _____

4. Has the Assured Organization been in business longer than three (3) years? Yes No
5. Is the Assured Organization public-held or a public reporting company under the Securities Exchange Act of 1934? Yes No
6. Does the Named Assured own more than three (3) subsidiaries? If yes, please provide details on a separate page. Yes No
7. Has the Assured Organization in the past 18 months been involved with any actual, negotiated or attempted merger, acquisition or divestment? If yes, please provide details on a separate page. Yes No
8. Does the Assured Organization contemplate transacting any mergers or acquisitions in the next 12 months where such merger or acquisition would involve more than 50% of the total assets of the Assured Organization? If yes, please provide details on a separate page. Yes No

II. Financial Information

1. Describe the following financial information of the Assured Organization for the most recent fiscal year-end.

a) Total Assets

- ___ \$0 to 5,000,000
 ___ \$5,000,001 to 25,000,000
 ___ \$25,000,001 to 100,000,000
 ___ \$100,000,001 to 250,000,000
 ___ over \$250,000,000

b) Gross Revenues

- ___ \$0 to 5,000,000
 ___ \$5,000,001 to 25,000,000
 ___ \$25,000,001 to 100,000,000
 ___ \$100,000,001 to 250,000,000
 ___ over \$250,000,000

c) Net income ___ or net loss ___ and applicable amount:

- ___ \$0 to 500,000
 ___ \$500,001 to 1,000,000
 ___ \$1,000,001 to 3,000,000
 ___ \$3,000,001 to 5,000,000
 ___ over \$5,000,000

d) Cashflow from operating activities positive ___ or negative ___ and applicable amount:

- ___ \$0 to 500,000
 ___ \$500,001 to 1,000,000
 ___ \$1,000,001 to 3,000,000
 ___ \$3,000,001 to 5,000,000
 ___ over \$5,000,000

2. Do the current liabilities exceed current assets? If yes, please provide details on a separate page. Yes No
3. Do long-term liabilities exceed 75% of total assets? If yes, please provide details on a separate page. Yes No
4. Will more than 50% of the total long-term liabilities mature within the next 18 months? If yes, please provide details on a separate page. Yes No
5. Has any auditor in the last 2 fiscal years rendered a "going concern" opinion for the financial statements of the Assured Organization? If yes, please provide details on a separate page. Yes No

III. Prior Insurance Information

1. Describe any current insurance maintained. The Continuity Date below means the policy inception date for which the most recent main form application was attached.

<u>Coverage</u>	<u>Yes</u>	<u>No</u>	<u>Limits</u>	<u>Continuity Date</u>
Employment	—	—	_____	_____
Directors and Officers	—	—	_____	_____
Fiduciary	—	—	_____	_____
Crime	—	—	_____	_____
Miscellaneous Prof. Services	—	—	_____	_____

2. Does the Assured Organization currently maintain a policy, covernote or certificate with Underwriter's at Lloyds, London for any of the above coverages? Yes No
3. Has any insurer made payments to or on behalf of any person or entity proposed for this insurance at any time in the last 24 months? If yes, please provide details on a separate page. Yes No
4. Has the Assured Organization given written notice under the provisions of any current or prior policy providing similar insurance of any specific facts or circumstances which might give rise to a claim under such insurance? If yes, please provide details on a separate page. Yes No
5. Has any insurer ever cancelled or non-renewed any similar insurance? If yes, please provide details on a separate page. Yes No

IV. Prior Activities Information

1. Within the last three years, has any person or entity proposed for this insurance been the subject of or involved in any:
- a) anti-trust, copyright or patent litigation? If yes, please provide details on a separate page. Yes No
 - b) actual or alleged violation of the Employee Retirement Income Security Act of 1974, as amended, or similar law? If yes, please provide details on a separate page. Yes No
 - c) actual or alleged breach of trust or fiduciary duty involving any employee benefit plan? If yes, please provide details on a separate page. Yes No
 - d) criminal or administrative proceeding alleging violations of any federal or state securities laws or regulations? If yes, please provide details on a separate page. Yes No
 - e) litigation, administrative proceeding, demand letter or formal or informal governmental investigation or inquiry including any investigation by the Department of Labor or the Equal Employment Opportunity Commission? If yes, please provide details on a separate page. Yes No

V. Other Information

1. The undersigned declares that to the best of his/her knowledge the statements herein are true. 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 Certificate be issued, and this application will be attached to and become a part of such Certificate, if issued. Underwriters hereby are authorized to make any investigation and inquiry in connection with this Application as they may deem necessary.

2. It is warranted that the particulars and statements contained in the Application for the proposed Certificate and any materials submitted herewith (which shall be retained on files by Underwriters and which shall be deemed attached hereto, as if physically attached hereto), are the basis for the proposed Certificate and are to be considered as incorporated into and constituting a part of the proposed Certificate.

3. It is agreed that in the event there is any material change in the answers to the questions contained herein prior to the effective date of the Certificate, the applicant will notify Underwriters and, at the sole discretion of Underwriters, any outstanding quotations may be modified or withdrawn.

4. It is agreed that in the event there is any misstatement or untruth in the answers to the questions contained herein, Underwriters have the right to exclude from coverage any claim based upon, arising out of or in connection with such misstatement or untruth.

Signed: _____
Must Be Signed By an Executive Officer of the Named Assured

Name: _____
Please Print or Type

Capacity: _____

Assured Organization: _____

Date: _____
(Day) (Month) (Year)

Submitted by: _____
(Agent)

Date: _____
(Day) (Month) (Year)

For purposes of creating a binding contract of insurance by this application or in determining the rights and obligations under such contract in any court of law, the parties acknowledge that a signature reproduced by either facsimile or photocopy shall be the same force and effect as an original signature and that the original and any such copies shall be deemed on and the same document.

Please fully complete and attach the Information for the Coverage Section (s) desired.

Employment Practices Coverage Section Information

Is the Named Assured seeking Employment Practices coverage? Yes No

If yes, please answer the following questions.

1. Total number of employees (full-time and part-time).

- | | | | |
|-------|------------|-------|---------------------------|
| _____ | 0 to 10 | _____ | 151 to 225 |
| _____ | 11 to 30 | _____ | 226 to 300 |
| _____ | 31 to 50 | _____ | 301 to 400 |
| _____ | 51 to 75 | _____ | 401 to 500 |
| _____ | 76 to 100 | _____ | over 500 |
| _____ | 101 to 150 | _____ | Exact number, if over 500 |

Note: When answering the above range of employees, multiply the number of part-time employee by a factor of .5 and add to number of full-time employees.

2. Do more than 25% of all employees currently earn more than \$50,000? Yes No

3. Have more than 25% of the officers or management voluntarily left the employ of the Assured Organization or had employment with the Assured Organization terminated within the last 18 months? If yes, please provide details on a separate page. Yes No

4. Does the Assured Organization anticipate in the next 12 months, or has the Assured Organization transacted in the last 12 months, any plant, facility, branch or office closing, consolidations or layoffs affecting 20% or more of the employees of the Assured Organization? If yes, please provide details on a separate page. Yes No

5. Describe the internal controls the Company maintains for Employment Practices.

a) Have all management staff and officers attended training and education programs on sexual harassment within the last 18 months? Yes No

b) Does labor relations counsel review the employment policies/procedures at least annually? Yes No

c) Is there a separate Human Resources Department? Yes No

d) Does the Assured Organization publish and distribute an employee handbook to every employee? Yes No

e) Are there written procedures for handling employee complaints of discrimination or sexual harassment? Yes No

f) Are there written procedures for handling employee grievances or complaints? Yes No

Directors & Officers and Assured Organization Coverage Section Information

Is the Named Assured seeking Directors & Officers and Assured Organization coverage? Yes No

If yes, please answer the following questions.

1. Do the Directors and Officers as a whole, directly or indirectly, own or control the voting rights of more than 50% of the outstanding securities of the Named Assured? Yes No
2. Within the last 18 months, has the Assured Organization transacted or attempted a private debt or equity offering of securities? If yes, please provide details on a separate page. Yes No
3. Within the next 18 months does the Assured Organization anticipate any:
 - a) private debt equity offering of securities? If yes, please provide details on a separate page. Yes No
 - b) public offering of securities? If yes, please provide details on a separate page. Yes No
4. Does the Assured Organization render any professional services for others for a fee or compensation? If yes, please provide details on a separate page. Yes No
5. Does the Assured Organization act as a general partner in any partnership? If yes, please provide details on a separate page. Yes No
6. Does the Assured Organization have any direct or indirect insurance operations? If yes, please provide details on a separate page. Yes No

Fiduciary Coverage Section Information

Is the Named Assured seeking Fiduciary Liability coverage? Yes No

If yes, please answer the following questions.

1. Does the Assured Organization have more than five (5) plans to be covered under the proposed insurance? If yes, please provide details on a separate page. Yes No

2. Indicate the type of plans to be insured.
 Pension Welfare Benefit Profit Sharing Employee Stock Ownership

3. Total number of employees currently enrolled in all plans:
 0 to 10 151 to 225
 11 to 30 226 to 300
 31 to 50 301 to 400
 51 to 75 401 to 500
 76 to 100 over 500
 101 to 150 Exact number, if over 500

4. Total asset value of all plans combined for the most recent fiscal year.
 \$0 to 1,000,000
 \$1,000,001 to 5,000,000
 \$5,000,001 to 25,000,000
 \$25,000,001 to 100,000,000
 over \$100,000,000

5. Do all of the plans conform to the standards of eligibility, participation, vesting and other provisions of the Employee Retirement Income Security Act of 1974, as amended? Yes No

6. Are the plans reviewed at least annually to assure that there are no violations of any plan trust agreements, prohibited transactions or party in interest rules? Yes No

7. Are any of the plans under funded by more than 30%? If yes, please provide details on a separate page. Yes No

8. Does the Assured Organization have any delinquent contributions to any plan? If yes, please provide details on a separate page. Yes No

9. Have any plans been terminated, suspended, merged or dissolved within the last 24 months? If yes, please provide details on a separate page. Yes No

10. Does the Assured Organization anticipate terminating, suspending, merging or dissolving any plans within the next 18 months? If yes, please provide details on a separate page. Yes No

11. Are more than 10% of the assets of any plan, other than an Employee Stock Ownership Plan, invested in any securities of or loan to the Assured Organization? If yes, please provide details on a separate page. Yes No

Crime Coverage Section Information

Is the Named Assured seeking Crime coverage?

Yes

No

If yes, please answer the following questions.

1. Total number of employees:

- | | | | |
|-----|------------|-------|---------------------------|
| ___ | 0 to 10 | ___ | 151 to 225 |
| ___ | 11 to 30 | ___ | 226 to 300 |
| ___ | 31 to 50 | ___ | 301 to 400 |
| ___ | 51 to 75 | ___ | 401 to 500 |
| ___ | 76 to 100 | ___ | over 500 |
| ___ | 101 to 150 | _____ | Exact number, if over 500 |

2. Number of officers and employees who handle, have custody or maintain records of money, securities or other property:

- ___ 0 to 5
- ___ 6 to 15
- ___ 16 to 50
- ___ over 50

3. Is there an annual audit or review performed by an independent CPA on the books and accounts, including a complete verification of all securities and bank balances?

Yes

No

4. Are bank accounts reconciled by someone not authorized to deposit or withdraw from those accounts?

Yes

No

5. Is counter signature of checks required?

Yes

No

6. Is the applicant seeking Employee Benefit Plan Crime coverage?

Yes

No

7. Are pre-authorized controls maintained for all programmers and operators?

Yes

No

8. Do audit practices include tests to detect unauthorized programming changes?

Yes

No

9. Are computerized check writing operations segregated from departments that authorize checks?

Yes

No

Technology, Media, & Professional Services Coverage Section Information

Is the Named Assured seeking Technology, Media & Professional Services coverage? Yes No

If yes, please answer the following questions.

1. How many years have you been in business: 1 2 3 4 5 Greater than 5

2. Limit of Liability desired:

\$1,000,000 \$2,000,000 \$3,000,000 \$4,000,000 \$5,000,000 Other _____

Deductible desired: \$5,000 \$10,000 \$25,000 \$50,000 Other _____

3. Describe in detail the professional services for which coverage is desired:

4. a. Is the Applicant engaged in any business other than as described in question 3? If yes, please provide an explanation and estimated receipts. Yes No

b. What percentage of the Applicant's business involves subcontracting work to others? _____%

5. What industries are the professional services described in question 3 provided to (e.g., government, banking, medical, aviation, etc.)? _____

6. Is the Applicant controlled or owned by, or associated or affiliated with, or does it own, any other firm business enterprise? If yes, please attach an explanation. Yes No

7. Are any significant changes in the nature or size of the Applicant's business anticipated over the next 12 months? Or have there been any such changes in the past 12 months? If yes, please attach an explanation (change in size of less than 25% need not be explained.) Yes No

8. Please indicate the total annual gross revenues derived from the services described in Question 3 for the past two years and the projected revenues for the current year:

<u>Current Year</u>	<u>Last Year</u>	<u>Year Prior</u>
\$ _____	\$ _____	\$ _____

9. a. Number of all principals, partners, officers and professional employees: _____

b. Average years of experience for the above mentioned for services requesting coverage: _____

c. Number of all non-professional employees (clerks, secretaries, etc.) _____

10. Please provide your Internet address(es) and/or World Wide Web Address(es): _____

11. Has the Applicant obtained all necessary rights, licenses, releases and consents applicable to content created or provided by Applicant? Yes No

12. Does the Applicant edit or review content created or provided to the Applicant by others? Yes No
13. Does the Applicant have an established procedure to safeguard against infringing upon copyrights/trademarks, etc. of others? If yes, please attach a copy of written description of procedure. Yes No
14. Does the Applicant verify that all necessary rights, licenses, releases and consents have been obtained by those parties providing consent? Yes No
15. Do those parties providing content to the Applicant indemnify the Applicant, in writing, for any claims arising out of the use of the content provided? Yes No
6. Prior to publishing content or releasing packaged or custom software/hardware, do you have an attorney facilitate a patent/copyright/trademark search? If yes, please give name of the attorney's firm: _____ Yes No
17. Describe the Applicant's policies and procedures for removing controversial or potentially infringing material:

18. Do you have a safety procedure in place to prevent the transmission of viruses? If yes, please explain. Yes No

19. Are all of your PC's equipped with anti-virus software? If yes, what brand? Yes No

20. Are there firewalls in place as a part of your security system? Yes No
- a) What firewall security do you employ? _____ Yes No
- b) Was it configured by professional personnel? Yes No
- c) Did you alter it in any way before installing it? Yes No
21. What kind of safeguards do you have in place to prevent unauthorized persons from accessing your Web Sites or On-Line Service database? _____

22. Have any principals, partners, officers or professional employees ever been the subject of reprimand or disciplinary or criminal actions by authorities as a result of their professional activities? If yes, please attach details. Yes No
23. Does any person to be insured have knowledge or information of any act, error or omission which might reasonably be expected to give rise to a claim against him or his predecessors in business? If yes, please attach details. Yes No
24. Have any errors and omissions claims been made against any proposed assured(s)? If yes, please attach details. Yes No

Miscellaneous Professional Services Coverage Section Information

Is the Named Assured seeking Miscellaneous Professional Services coverage? Yes No

If yes, please answer the following questions.

1. Describe in detail the professional services for which coverage is desired:

2. Is the applicant engaged in any business other than as described in question 1.? _____
If yes, please attach an explanation and estimated receipts.

3. What percentage of the applicant’s business involves subcontracting work to others? _____%

4. List the total gross receipts for the past year which were derived from the services listed in question 1. In addition, please provide the projected receipts for the coming year in which insurance coverage is desired.

Year	Gross Receipts
a. Current Projected Year	\$ _____
b. Prior Year	\$ _____

5. a. What is the number of all principals, partners, officers and professional employees directly engaged in providing services to clients: _____

b. Average years of experience for the above mentioned for services requesting coverage: _____

6. Please provide the following:
- a. Standard contract(s) used.
 - b. Descriptive or promotional brochures.
 - c. Website address.

7. Have any principals, partners, officers or professional employees ever been the subject of reprimand or disciplinary or criminal actions by authorities as a result of their professional activities? If yes, please provide details on a separate page. Yes No

8. Does any person to be insured have knowledge or information of any act, error or omission which might reasonably be expected to give rise to a claim against him or his predecessors in business? If yes, please provide details on a separate page. Yes No

9. Have any professional liability claims ever been made against any proposed assured(s)? If yes, please provide details on a separate page. Yes No