



**DIRECTORS AND OFFICERS  
NEW BUSINESS APPLICATION  
FOR CORPORATE ENTITIES**

**NOTICE**

This is a claims-made policy and, subject to its provisions, applies only to any "claim" (as defined in the policy) first made against the Directors and Officers during the policy period. No coverage exists for claims first made after the end of the policy period unless, and to the extent, the extended claim reporting period applies. The limit of liability shall be reduced by amounts incurred as "defense costs" (as defined in the policy). Defense costs shall be subject to the retention amounts.

1.

Company Name			
Street Address			
E-Mail Address			
City	State	Zip Code	State of Incorporation:

The Officer designated by the Company to receive notices from the Insurer concerning this insurance:

Name	Title
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2. Nature of operations: \_\_\_\_\_

3. Date since the Company has continuously carried on business: \_\_\_\_\_

4. By attachment to this Application, please provide a schedule of all Subsidiaries directly or indirectly owned by the Company, including each Subsidiary's:  
(If "None", please indicate). None

- |                          |                            |
|--------------------------|----------------------------|
| (a) Name                 | (d) Nature of business     |
| (b) Date of acquisition  | (e) State of Incorporation |
| (c) Percent of ownership | (f) Parent company         |

5. Ownership Structure: Privately Held  Publicly Held

(a) Number of common stock shareholders \_\_\_\_\_

(b) Number of common shares outstanding \_\_\_\_\_

(c) Does any shareholder own directly or beneficially 5% or more of the common shares? If "Yes", please provide details, including names and percentage holdings.

Yes  No

(d) Number of shares of the Company's common stock owned directly or beneficially by its

Directors and Officers: \_\_\_\_\_

(e) Does the company have any securities that are convertible to common stock?

Yes  No

If "Yes", please provide details.

6. Has the Company filed, or contemplated filing, a registration statement with the Securities and Exchange Commission:

(a) within the past 18 months? Yes  No

If "Yes", please furnish a copy of such registration statement if available, and all amendments thereto.

(b) within the next 12 months? Yes  No

7. Within the last 18 months has the Company or any of its subsidiaries made or joined in a Schedule 13-D filing with the Securities and Exchange Commission with respect to ownership of the securities of another corporation? Yes  No

(a) Is the company aware of any person, corporation or other entity who has made a Schedule 13-D filing with respect to ownership of the securities of the Company or any of its subsidiaries? Yes  No

If "Yes", to either of the above, please furnish copies of all filings.

8. Has the Company been involved in any merger, consolidation, acquisition, tender offer, or divestment or sale of its stock in excess of 10% of the total stock outstanding within the last 5 years?

Yes  No

If "Yes", please provide details.

(a) Is the Company presently involved in, or is it presently considering any merger, consolidation, acquisition, tender offer, or divestment or sale of its stock in excess of 10% of the total stock outstanding? Yes  No

If "Yes", please provide details.

9. Have there been any changes in senior management (Board Chairman, President, Executive Vice President, etc.) in the last 5 years? Yes  No

If "Yes", please provide details.

10. Has the Company or any of its Directors or Officers been involved in any of the following:

(a) any anti-trust, copyright or patent litigation? Yes  No

(b) any civil or criminal action or administrative proceeding charging a violation of any federal or state securities law or regulation? Yes  No

(c) any representative actions, class actions or derivative suits? Yes  No

If "Yes", to any of the above, please attach full details.

11. Has there been, or is there now pending, any suit or claim against any person in their capacity as either Director, Officer, or employee of the Company? Yes  No

If "Yes", please provide details.

12. Has there been during the last 5 years, or is there now pending any suit or claim against the Company or its subsidiaries? Yes  No

If "Yes", please provide details.

13. Provide the following insurance information:

	Carrier	Expiration Date	Limit	Retention	Premium
EPL					
Fiduciary Liability					
Crime/Fidelity					
GL Insurance					
Umbrella					

**IT IS REPRESENTED AND AGREED THAT THE ABOVE COVERAGE AMOUNTS WILL BE MAINTAINED BY THE NAMED ENTITY AND ITS SUBSIDIARIES DURING THE POLICY PERIOD OF THE PROPOSED INSURANCE AND THAT THE INSURER IS RELYING UPON SUCH REPRESENTATION WHEN ISSUING A POLICY.**

14. Previous Directors and Officers Liability Insurance Coverage (answer each item):

(a) Carrier's Name: \_\_\_\_\_

Limit of Liability \_\_\_\_\_ Premium \_\_\_\_\_

Retention(s) \_\_\_\_\_ Policy Period \_\_\_\_\_

(b) Has any claim been made under the policy or has notice of claim been given to the Insurer?  
Yes  No

(c) Has any carrier cancelled or non-renewed the Directors & Officers Liability Coverage?  
Yes  No

(d) If cancelled or non-renewed, has the extended reporting period/discovery period been exercised?  
Yes  No

If "Yes" to 14 (b), (c) or (d) above, please provide details.

15. No claim(s) has (have) been made or is (are) now pending against any person(s) proposed for this insurance in the capacity of either Director or Officer of the applicant, except as follows: (If answer is "None", so state).

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

16. No person(s) or entity(ies) proposed for this insurance is (are) cognizant of any act, error, or omission which (s)he (they) has (have) reason to suppose might result in a future Claim such as would fall within the scope of the proposed insurance, except as follows: (If answer is "None", so state.)
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**WITHOUT PREJUDICE TO ANY OTHER RIGHTS AND REMEDIES OF UNITED STATES FIRE INSURANCE COMPANY, ANY CLAIM ARISING FROM ANY WRONGFUL ACT, FACT, CIRCUMSTANCE, SITUATION, TRANSACTION OR EVENT DISCLOSED OR REQUIRED TO BE DISCLOSED IN RESPONSE TO QUESTIONS 15 AND 16 ABOVE IS EXCLUDED FROM THE PROPOSED COVERAGE.**

17. Please attach the following additional information to this Application:

- (a) Attached a list by name and position, of all Directors and Officers of the Company and their business affiliations.
- (b) The Company's latest audited annual report, with all notes and schedules.
- (c) The Company's latest interim financial statement.
- (d) The Company's Indemnification Provisions or Bylaws.

**IT IS UNDERSTOOD AND AGREED THAT COVERAGE IS NOT PROVIDED UNDER THIS POLICY FOR OUTSIDE POSITIONS LISTED IN CONJUNCTION WITH THE ABOVE QUESTION.**

No fact, circumstance or situation indicating the possibility of a Claim or action against which indemnification would be afforded by the proposed insurance is now known by any person(s) or entity(ies) applying for this insurance other than that which is disclosed in this Application. It is agreed by all concerned that if any person(s) or entity(ies) applying for this insurance has any knowledge of any such fact, circumstance, or situation, any Claim subsequently emanating therefrom shall be excluded from coverage under the proposed insurance but only with respect to each insured who had knowledge of any such misstatements, misinformation, misrepresentations or omissions.

The undersigned declare that to the best of their 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 Policy be issued, and this Application will be attached to and become part of such Policy.

The undersigned agrees that if after the date of this Application and prior to issuance of a Policy, any occurrence, event or other circumstance should render any of the information contained in this Application inaccurate or incomplete, then the undersigned shall notify the Insurer of such occurrence, even or circumstance and shall provide the Insurer with information that would complete, update or correct the information contained in this Application. Any outstanding quotations may be modified or withdrawn at the sole discretion of the Insurer.

The undersigned declare that to the best of their knowledge the statements set forth are true and correct and that reasonable efforts have been made to obtain sufficient information from each and every Director or Officer to facilitate the proper and accurate completion of this application for the proposed Policy and that the undersigned is authorized to sign this application on their behalf.

It is represented that the particulars and statements contained in the Application for the proposed Policy and any materials submitted (which shall be on file with the Insurer and shall be deemed attached, as if physically attached), are the basis for the proposed Policy and any to be considered incorporated into and constituting a part of the proposed Policy.

The Information requested in this application is for underwriting purposes only and does not constitute notice to All Risks under any Policy issued. If a Policy is issued, All Risks has relied upon this application and attachments.

**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 KENTUCKY 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 ACT, WHICH IS A CRIME".

**NOTICE TO MAINE 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 DENIAL OF INSURANCE BENEFITS."

**NOTICE TO MISSOURI APPLICANTS:** *DEFENSE COSTS* PAID UNDER THE POLICY PROVISIONS WILL REDUCE THE AVAILABLE LIMIT OF LIABILITY AND MAY EXHAUST THEM COMPLETELY.

**NOTICE TO NEW YORK APPLICANTS:** "ANY PERSON WHO KNOWINGLY AND WITH INTENT TO DEFRAUD ANY INSURANCE COMPANY OR OTHER PERSON FILES AND 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 OHIO APPLICANTS:** "ANY PERSON WHO WITH INTENT TO DEFRAUD OR KNOWING 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 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."

Company: \_\_\_\_\_

Signature: \_\_\_\_\_

Chief Executive Officer or Board Chairman  
(or Senior Officer position equivalent to the position of CEO or Board Chairman)

Date: \_\_\_\_\_

**POLICY CANNOT BE ISSUED UNLESS THE PROPOSAL FORM IS PROPERLY SIGNED AND DATED.**

Agency Name: \_\_\_\_\_

City/State: \_\_\_\_\_

Agent: \_\_\_\_\_

Agent's License # (Florida only) \_\_\_\_\_