



One Bala Plaza, Suite 100
Bala Cynwyd, PA 19004

Name of Insurance Company to which **Application** is made (herein called the “**Insurer**”)

Employed Lawyers Protection Plus

EMPLOYED LAWYERS PROFESSIONAL LIABILITY APPLICATION

NOTICE: THE POLICY PROVIDES THAT THE LIMITS OF LIABILITY AVAILABLE TO PAY JUDGMENTS OR SETTLEMENTS SHALL BE REDUCED BY DEFENSE COSTS. FURTHER NOTE THAT AMOUNTS INCURRED FOR DEFENSE COSTS SHALL BE APPLIED AGAINST THE RETENTION AMOUNT.

THIS APPLICATION DOES NOT BIND THE APPLICANT TO BUY OR THE INSURER TO ISSUE THE INSURANCE, BUT IT IS AGREED THAT THIS FORM SHALL BE THE BASIS OF THE CONTRACT SHOULD A POLICY BE ISSUED, AND IT WILL BE ATTACHED TO AND BECOME PART OF THE POLICY.

IF A POLICY IS ISSUED, IT WILL BE ON A CLAIMS-MADE BASIS.

1. Name of the **Applicant**: _____

2. Address of the main office of the **Applicant**:

Note: (**Applicant** shall include any and all of **Applicant’s Subsidiaries**) All bolded terms have the same meaning as the same terms in the Employed Lawyers Protection Plus policy

3. Date of formation or incorporation: _____

4. State of formation or incorporation: _____

5. Primary Nature of Business (include SIC class): _____

6. **Applicant** is a Public Private Not For Profit entity.

Also, please give the average time of service of your directors: _____ years

If Public, please provide the exchange where you are listed and symbol: _____

7. Number of full time **In-House Counsel** employed by the **Applicant**: _____

8. Number of part time **In-House Counsel** employed by the **Applicant**: _____

9. Number of Independent Contractor Counsel contracted by the **Applicant**: _____

10. Limit of liability requested: \$ _____

11. Retention requested (each **claim** for indemnifiable loss): \$ _____

12. **Securities Claims** Sublimit of Liability requested: \$ _____
 (maximum \$5,000,000)

*If a **Securities Claims** Sublimit of Liability is requested, then these questions must be answered:*

- S1. Does any **In-House Counsel** issue legal opinions with respect to registration statements filed with any securities commission? Yes No
- S2. Does any **In-House Counsel** sign registration statements of the **Applicant**? Yes No
- S3. Does any **In-House Counsel** serve on the Board of Directors or equivalent governing body of the **Applicant**? Yes No
- S4. Has the **Applicant** made a public offering of debt or equity within the past two (2) years? Yes No
- S5. If **Applicant** is a private company, does it have a filing requirement with the U.S. Securities and Exchange Commission? Yes No

- 13. Does **Applicant** plan to merge, acquire, or be acquired by or with another entity or consolidate any of its **Subsidiaries** within the next twelve (12) months? Yes No
- 14. Does **Applicant** anticipate any registration of securities under the Securities Act of 1933 (or any similar state or foreign rule or law) or any other offering of securities within the next twelve (12) months? Yes No
- 15. Does any **In-House Counsel** issue written legal opinions to outside parties in connection with sales, acquisitions or other transactions? Yes No
- 16. Does any **In-House Counsel** serve on a due diligence committee or perform **legal professional services** in connection with any of **Applicant's** mergers, acquisitions or consolidations? Yes No
- 17. Does any **In-House Counsel** appear in court for the **Applicant** or other parties in the course of his employment for the **Applicant**? Yes No
- 18. Does any **In-House Counsel** provide personal **legal professional services** with respect to criminal, matrimonial or intellectual property law or estate/financial planning? Yes No
 If "yes," how often? _____

19. Financial information (**A financial statement is required if limits of more than \$1 million are requested**):

Total Assets: \$ _____
 Total Liabilities: \$ _____
 Current Assets: \$ _____
 Current Liabilities: \$ _____
 Revenues: \$ _____

Based on financial statement dated: _____ / _____ (Month / Year)

20. Does the **Applicant** carry Directors and Officers, Employment Practices Liability, Professional Liability Insurance?
 Yes No

If “Yes,” provide the following information with regard to all insurance:

	D&O	EPLI	E&O
Insurance carrier			
Limits of liability	\$	\$	\$
Deductible/Retention	\$	\$	\$
Premium	\$	\$	\$
Policy Period			
Retroactive date/Continuity date			
Years of continuous coverage			

21. Has any insurance carrier refused, canceled or non-renewed the **Applicant’s** Directors and Officers or other management liability insurance, Employment Practices Liability insurance or Professional Liability insurance for **In-House Counsel**? (MISSOURI APPLICANTS NEED NOT REPLY) Yes No
If “Yes,” please provide the date, carrier, coverage and reason for each declination, cancellation or non-renewal.
22. Has any **In-House Counsel** been subject to any discipline by, or been refused admission to any bar, court or administrative agency? Yes No **If “Yes,” attach complete information.**
23. Has the **Applicant** or any **In-House Counsel** been charged with a violation of any federal, state or foreign securities law, rule or regulation in any court or by any civil, criminal, administrative or regulatory agency?
 Yes No **If “Yes,” attach complete information.**
24. After reasonable inquiry, is any **In-House Counsel** or the **Applicant** aware of any claims or actions against any person proposed for insurance in his or her capacity as **In-House Counsel** within the past three (3) years?
 Yes No **If “Yes,” attach complete information.**
25. After reasonable inquiry, is any **In-House Counsel** or the **Applicant**, aware, of any act, error or omission which may reasonably be expected to give rise to a **claim** against any **In-House Counsel**? Yes No
If “Yes,” attach complete information.

It is agreed that with respect to questions 22, 23, 24 and 25 above, that if any answer is in the affirmative, then such **Claim**, proceeding or action and any **Claim** or action arising from such **Claim**, proceeding, action, knowledge, information or involvement is excluded from the proposed coverage. It is further agreed that all written statements and materials furnished to the insurer in conjunction with this **Application** along with all public documents (including 10-Qs, 10-Ks and other filings) are hereby incorporated by reference into this application and made a part hereof.

WARNING: 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.

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 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 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 NEBRASKA AND OKLAHOMA APPLICANTS: ANY PERSON WHO KNOWINGLY AND WITH INTENT TO INJURE, DEFRAUD OR DECEIVE ANY INSURER, MAKE ANY CLAIM FOR THE PROCEEDS OF AN INSURANCE POLICY CONTAINING ANY FALSE, INCOMPLETE OR MISLEADING INFORMATION IS GUILTY OF A FELONY.

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.

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 CONTAINING ANY FALSE OR MISLEADING INFORMATION IS GUILTY OF A FELONY OF THE THIRD DEGREE.

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 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 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 OREGON APPLICANTS: PERSON WHO KNOWINGLY AND WITH INTENT TO DEFRAUD OR SOLICIT ANOTHER TO DEFRAUD AN INSURER: (1) BY SUBMITTING AN APPLICATION, OR (2) BY FILING A CLAIM CONTAINING A FALSE STATEMENT AS TO ANY MATERIAL FACT, MAY BE VIOLATING STATE LAW.

NOTICE TO DISTRICT OF COLUMBIA APPLICANTS: "WARNING: IT IS A CRIME TO PROVIDE FALSE OR MISLEADING INFORMATION TO AN INSURER FOR THE PURPOSE OF DEFRAUDING THE INSURER OR ANY OTHER PERSON. PENALTIES INCLUDE IMPRISONMENT AND/OR FINES. IN ADDITION, AN INSURER MAY DENY INSURANCE BENEFITS IF FALSE INFORMATION MATERIALLY RELATED TO A CLAIM WAS PROVIDED BY THE APPLICANT."

NOTICE TO TENNESSEE 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.

The undersigned represents that he/she is authorized and has the power to complete and execute this Application, including the Representation Statement on behalf of the **Applicant** and their respective Directors, Officers or other insured persons and declares that the statements set forth in this **Application** are true. The undersigned further agrees that if the information supplied on this **Application** changes between the date of this application and the effective date of the insurance, the **Applicant** will immediately notify the insurer of such changes, and the insurer may withdraw or modify any outstanding quotations and/or authorization or agreement to bind the insurance.

Signature:

Name: _____ **Title:** _____
(Please Print) (President, Chairman or General Counsel)

Date: _____ **Signature:** _____

Florida Agent Name: _____

Florida Agent Number: _____

ADDITIONAL INFORMATION

This page may be used to provide additional information to any question on this application. Please identify the question number to which you are referring.

Signature

Date