

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

Employed Lawyers Protection Plus

EMPLOYED LAWYERS PROFESSIONAL LIABILITY APPLICATION – NEW YORK

NOTICE: THIS IS A CLAIMS MADE POLICY. 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 a 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 (Financial statement 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.

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.

Signature

Name:
(Please Print)

Title:
(President, Chairman or General Counsel)

Date:

Signature: _____

The above signed 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 above signed 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.

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