

Philadelphia Insurance Companies

One Bala Plaza, Suite 100, Bala Cynwyd, Pennsylvania 19004

APPLICATION FOR:

PRIVATE COMPANY PROTECTION PLUS DIRECTORS AND OFFICERS & PRIVATE COMPANY LIABILITY INSURANCE EMPLOYMENT PRACTICES LIABILITY INSURANCE FIDUCIARY LIABILITY INSURANCE

UNDERWRITTEN BY PHILADELPHIA INDEMNITY INSURANCE COMPANY OR PHILADELPHIA INSURANCE COMPANY

NOTICE: THIS POLICY IS WRITTEN ON A CLAIMS MADE BASIS AND COVERS ONLY THOSE CLAIMS FIRST MADE DURING THE POLICY PERIOD AND REPORTED IN WRITING TO THE UNDERWRITER PURSUANT TO THE TERMS HEREIN. THIS POLICY PROVIDES A LIMIT OF LIABILITY AVAILABLE TO PAY JUDGMENTS OR SETTLEMENTS THAT SHALL BE REDUCED BY AMOUNTS INCURRED AS DEFENSE COSTS. FURTHER NOTE THAT DEFENSE COSTS PAID SHALL BE APPLIED AGAINST THE RETENTION AMOUNT.

Instructions

- Whenever used in this Application the term **Applicant** shall mean the Named Corporation and its wholly-owned/controlled Subsidiaries and their respective Directors, Officers, Trustees or Governors.
- The **Applicant** is required to complete Sections 1 and 5.
- The Applicant should complete the other applicable Section for which coverage is desired. (See chart below)
- Please include all requested underwriting information and attachments. Failure to supply may result in delay.

Check Coverage	Application	Requested	Requested	Requested Effective Date
Desired	Section	Limit	Retention	
General Information	1	N/A	N/A	N/A
☐ Directors & Officers	2			
☐ Employment Practices	3			
☐ Fiduciary Liability	4			
General Summary	5	N/A	N/A	N/A

Section 1- GENERAL INFORMATION

	Named Corporation:	
2.	Address:	
	Telephone: ()	Internet Address: www
3.	Standard Industrial Classification (SIC) #:	Federal Employer Identification (FEIN) #:
4.	Date Established: State of Incorporation: _	Form of Incorporation (Inc., Ltd., LLC, etc.):
5.	Please describe the nature of the Applicant's open	ations:

	Name		Title	E	-mail Addres	s		_
	<u>9</u>		TORS & OFFICERS IN		<u>N</u>			
	Directors and Officers Liab	ility Insurance has bee	n continuously in force since	e://				
	Ownership Information:							
i	a) Number of common sha <u>If LLC</u> , number of memb		b) Numbe	r of common shar of active memb				
	c) Total number of shares	owned directly or bene	eficially by Directors and Offi	cers or Board o	f Managers:_			
			shareholders (including an ecially? Yes □ No □ (If Yes			an) o	wn mo	ore
	e) Are the common shares	publicly traded? Yes	☐ No ☐ (If Yes, specify the	e exchange & sy	ymbol)			_
	Does the Applicant have	e any public debt? Yes	B □ No □ (If Yes, attach o	etails)				
g) Are there any other securities which are convertible to common stock? Yes □ No □ (If Yes, provide details)								
	g) Are there any other seci	unities which are conve	ertible to common stock? Te	5 L 140 L (II	res, provide	uela	1113)	
			☐ Yes ☐, indicate the na	•	•		,	ntity
				•	•		,	ntity
	n) Is the Applicant owned	by another entity? No	☐ Yes ☐, indicate the na	me and principa	•		,	ntity
	n) Is the Applicant owned Provide a list of all direct ar	by another entity? No nd indirect subsidiaries	☐ Yes ☐, indicate the nate	me and principa	I address of t	he ot	her er	ntity
	Provide a list of all direct ar	by another entity? No	☐ Yes ☐, indicate the na	me and principa	•	he ot	her er	ntity
	Provide a list of all direct ar	by another entity? No nd indirect subsidiaries Type of Business	☐ Yes ☐, indicate the nate	me and principa	I address of t	he ot	her er	ntity
	Provide a list of all direct ar	by another entity? No nd indirect subsidiaries Type of Business	☐ Yes ☐, indicate the nate	me and principa	I address of t	he ot	her er	ntity
	Provide a list of all direct ar	by another entity? No nd indirect subsidiaries Type of Business	☐ Yes ☐, indicate the nate	me and principa	l address of t	he ot	her er	ntity
	n) Is the Applicant owned Provide a list of all direct ar Name	by another entity? No nd indirect subsidiaries Type of Business	☐ Yes ☐, indicate the nate	me and principal ary): rporation plicant been in	Date Create	d/Acc	quired	low
	n) Is the Applicant owned Provide a list of all direct ar Name	by another entity? No nd indirect subsidiaries Type of Business	Yes □, indicate the name of the first of the second of the	me and principal ary): rporation plicant been in	Date Creates	d/Acc	quired	low)
	n) Is the Applicant owned Provide a list of all direct an Name n the past twenty-four (24) Merger, acquisition or o	by another entity? No nd indirect subsidiaries Type of Business 4) months or in the ne	Yes □, indicate the name of the first of the second of the	me and principa	Date Created volved in any attach complexity	d/Acc	quired	low)
	n) Is the Applicant owned Provide a list of all direct ar Name n the past twenty-four (24) Merger, acquisition or displaying the sales, distribution or displaying the sales.	by another entity? No another entity? No another entity? No and indirect subsidiaries Type of Business I) months or in the necessal consolidation with another entity estiture of any assets	Yes □, indicate the name of the indicate the ind	me and principa ary): rporation blicant been in (If Yes,	Date Created volved in any attach completes: Yes See Yes	d/Acc	quired the folletails	low)
	n) Is the Applicant owned Provide a list of all direct ar Name n the past twenty-four (24) Merger, acquisition or displaying the sales, distribution or displaying the sales.	by another entity? No Ind indirect subsidiaries Type of Business I) months or in the necessiture of any assets of directors or senior means.	Yes □, indicate the name of the control of the cont	me and principa ary): rporation blicant been in (If Yes,	Date Created volved in any attach completes: Yes See Yes	d/Acc	the folletails No I	low) =

Se	curities Information (continued)		
	b) Within the next twelve (12) months, is the Applicant contemplating any private or public of securities? Yes □ No □	ffering of deb	t or equity of
	Note: If the Applicant answered Yes to 11(a) or (b), please attach the offering memorandum of essential terms of each transaction, including the effective date, the professionals used, the amount of each such transaction.		
12.	. Financial Information		
	a) In the past thirty-six (36) months, has the Applicant been the subject of, or agreed to, a bararrangement with creditors under federal or state law? Yes □ No □	nkruptcy, reor	ganization or
	b) Within the next twelve (12) months, is the Applicant contemplating any bankruptcy, reorganic creditors under federal or state law? Yes □ No □	zation or arra	ngement with
	c) Is the Applicant in violation of any of its debt or loan covenants? Yes □ No □		
	d) In the past thirty-six (36) months, has an Independent CPA firm rendered a "going concern" op	inion? Yes □] No □
	Note: If the Applicant answered Yes, to 12 (a), (b), (c) or (d) please attach details including the review or compilation with the auditors notes.	most recent fi	nancial audit,
13.	. Has the Applicant , a director or officer or other person proposed for this insurance been involved	d in any of the	following?
	(If Yes, attach complete details.):		
	Anti-trust, copyright or patent infringement litigation?	Yes □	No □
	Administrative proceeding charging violation of a federal or state law or regulation?	Yes □	No □
	Representative actions, class actions or derivative suits?	Yes □	No □
	Administrative, criminal, legislative or regulatory investigation?	Yes □	No □
	Any action where a license was revoked or suspended?	Yes □	No □
	is agreed that with respect to Question #13, if such circumstances exist, any claim arising excluded from the proposed insurance.	from such cir	cumstances
14.	. Indicate the following areas in which the Board has implemented formal written policies and/or pro	ocedures:	
		Policy nnel Policy ensation	
15.	. Outside Directorship		
	bes the Applicant direct or request any individual to serve as director, officer, governor or trustee of ease complete the below.) Yes \Box No \Box	any other ent	tity? (If Yes,
	a) Name of individual director, officer, governor or trustee: Position held:		
	b) Name of outside entity:		
	c) Nature of entity's business:		

Outside Directorship (continued)

	f) Complete the following information re entity: Insurer			iability Insurance car Policy Period	ried by the outside
	g) Has the outside entity or its directors	s and officers be	een involved in any D	Directors and Officers	Liability litigation? Yes □ No □
					, , , , , , , , ,
	Section 3 - EM	PLOYMENT	PRACTICES INI yment Practices coverage is	FORMATION	
16	, ,	•		,	
16.	, ,		luousiy iii lorce since	e/	.
17.	3 1 7	Currently	One Year Ago	Two Years Ago	
	U.S. based employees: Full Time:				
	Part Time:				
	Volunteers:				
	Temporary: Leased:				
	Non U.S. based employees:				
	TOTAL SUM OF ABOVE				
	Number of individuals employed in the following	lowing states:			
	CA				
	FL NJ				
	NY				
	TX				
18.	Total number of current employees with ar	nual compensa	tion greater than \$10	00,000:	
19.	How many employees have been terminat	ed or demoted i	n the past 12 months	s?	
	Voluntary: Involuntary:	l	_aid off:	Demoted:	
20.	Is any reduction of employees or change of			plated in the next yea Yes □ No	
	If yes, number estimated:			163 🗀 110	-
	Voluntary: Involuntary:	l	_ayoffs:	Demotions:	
21.	Does the Applicant anticipate any plant layoff within the next twenty-four (24) mor				dation, reorganization o
22.	Does the Applicant have a human rehandled.)	esources depar	tment? Yes □ No	o □ (If No, descri	be how this function i

Employment Practices Liability (continued)

23. Human Resource Policies and Procedures:

Does t	he A	ppli	cant:
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	have a standard employment application for all applicants? have an employment handbook? document the receipt of the employee handbook by the employee? have an "At Will" provision in the employment application? have a written policy with respect to sexual harassment? have a written policy with respect to discrimination? have written annual evaluations for employees? have a written policy on progressive discipline for employees? have a written policy for the Family Medical Leave Act? have a written policy for the Americans with Disabilities Act? have a written human resources manual or guidelines? use outside counsel for employment advice? use any tests to screen applicants or employees for continued employment? utilize any form of alternative dispute resolution (ADR) or have an arbitration policy? offer severance arrangements in return for a release from future litigation? provide formal training for its supervisors in administering employment procedures? provide formal diversity or cultural sensitivity training for all of its employees?	Yes Yes	No	l No ansv	wers.
24.	Third Party Policies and Procedures:				
	Does the Applicant :				
	a) have policies or procedures outlining employee conduct when dealing with custome general public or other third parties, including non-discrimination and non-harassmentb) have policies or procedures for responding to complaints of harassment, discrimination	ent statem	ents? Yes	s 🗆 N	No □
	customers, clients, vendors, the general public or other third parties? Yes \(\Delta\) No		Jivii rigiito	violation	13 110111 113
	c) have employees who work at customer locations or perform a majority of their function	ions off-site	e? Yes E] No I	
	If yes, please provide the following:				
	a) number of applicable employees: number of locations:				
	b) describe the services performed / provided:				
25.	Has the Applicant, a director or officer or other person proposed for this insurance bee (If Yes, attach complete details.):	en involved	I in any of	the follow	wing?
	Any discriminatory practice violation or litigation? Any disciplinary action by any regulatory agency or association, including the EEO			No □ No □	
	Section – 4 FIDUCIARY LIABILITY COVERA (Complete this section if Fiduciary Liability coverage is desired.)				
26.	Fiduciary Liability Insurance has been continuously in force since://	·			

27. List all plans for which coverage is requested (use attachment if necessary): Year Total Plan Total Plan Established Assets/Contributions Type* Participants Administrator Ex: The ABC Children Corp 401K Plan 2000 \$1,000,000 * 1=Employee Welfare Benefit Plan (as defined by ERISA), 2=Defined Benefit Plan (same), 3=Defined Contribution Plan (same), 4=Other 28. Do any plan(s) employ the investment, trustee, actuarial, legal, administrative, custodial or benefits consulting services of any outside provider? Yes □ No □ (If Yes, provide details by attachment and copies of contracts with service provider(s).) 29. Do the plan trustee(s) and administrator meet on a regular basis? Yes □ No □ If so, indicate how often such meetings are held: Are there minutes kept of such meetings? Yes \(\Boxed{\sigma} \) No \(\Boxed{\sigma} \) (If Yes, please attach copies for the last six (6) months.) 30. Does the plan(s) have prepared audited financial statements? Yes □ No □ (If Yes, please attach a copy of the latest audited financial statement and indicate when the next such statement is expected to be prepared): 31. Do any plans hold any contract with a guaranteed return (including Guaranteed Investment Contracts (GIC's), Guaranteed Annuity Contracts (GAC's) or Bank Investment Contracts (BIC's)? Yes □ No □ (If Yes, provide details by attachment.) 32. Has any plan requested or contemplated filing a request for termination? Yes □ No □ (If Yes, provide details by attachment.) 33. Within the past three (3) years, has any party in interest (as defined by ERISA) with respect to any plan engaged in any transaction prohibited by ERISA, including but not limited to: The sale, exchange or lease of property between the plan and such party? Yes □ No □ The lending of money or the extending of credit between the plan and such party? Yes □ No □ The furnishing of goods, services or facilities between the plan and such party? Yes □ No □ The transfer to, or use of, plan assets by or for any such party? Yes □ No □ The investment in or acquisition by the plan of securities or real property of any such person? Yes No □ (If Yes to any question, provide details by attachment.) 34. Has any amendment to any plan been made or contemplated within the past two (2) years, or is any amendment now contemplated, which has resulted or which might result in any reduction of benefits including, but not limited to, an increase in participants' share of costs? Yes \(\square\) No \(\square\) (If Yes, provide details by attachment. If there has been any amendment, please attach copies of amendment(s).) 35. Has any plan been spun-off (sold), transferred or terminated? Yes □ No □ (If Yes, provide details by attachment.) 36. Are all defined benefit plans funded in accordance with the requirements of ERISA (or other applicable law) as attested to by a qualified actuary? Yes □ No □ (If No, provide details by attachment.)

37.		rerdue employer contributions utions? Yes □ No □ (If Y				lated filing a request for a
38.	statutory or com	e there been within the last thr mon law (including applicable isdiction to which a plan is sub	amendments, rules	and regulation	s) of the United S	States, Canada or any
39.	examining any a plan?	any indication from any goverr spect of such plan, including b (If Yes, provide details by atta	out not limited to the			
40.	Is Form 5500 file	ed on an annual basis for each	ı plan? Yes □ No	☐ (If No, pro	vide details by att	achment.)
41.	Please provide o	Sectio (Ti	n – 5 GENERAL he Applicant must complete	this section.)	<u> </u>	
	VERAGES	Underwriter (Insurance Carrier)	Limit of Liability	Deductible	Policy Effective Dates	Premium
D&	0				20.00	
	ploy. Practices					
	uciary					
	neral Liability					
	ofessional bility					
	b) With respect	to the above coverage, has ar to the above coverage, has ar	(Not Application) Not Application Underwriter indication	ole in Missouri) Yes □ No I	\square (If Yes, provide details.) al terms to the
	Applicant?		(Not Applicat	ole in Missouri) Yes □ No l	☐ (If Yes, provide details.)
	c) With respect to any Under	to the above coverage, has the writer?	e Applicant given no	otice of any cl		e or potential claim □ (If Yes, provide details.)
42.		nt given written notice under t cific facts or circumstances wh insurance? Yes □				
43.		ing for this coverage is aware ure claim that would fall within ept: None □ or □ as note	the scope of any of t	he proposed	coverages for whi	
						

Without prejudice to any other rights and remedies of the Underwriter, any claim arising from any claims, facts, circumstances or situations whether or not disclosed in #40, #41, and #42 above is excluded from the proposed insurance.

44. Material Change:

If there are any material changes to the answers of this Application's questions prior to the policy inception date, the **Applicant** must notify the Underwriter in writing. Any outstanding quotation may be modified or withdrawn.

45. False Information:

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 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 DISTRICT OF COLUMBIA, 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 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 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 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.

46. Signature:

The Undersigned warrants that to the best of his/her knowledge and belief the statements set forth herein are true. The Undersigned further declares that any occurrence or event that takes place prior to the effective date of the insurance for which application is being made which may render inaccurate, untrue, or incomplete any statement made, will immediately be reported in writing to the Underwriter. The Underwriter may withdraw or modify any outstanding quotations and/or authorization or agreement to bind the insurance. The Underwriter is hereby authorized to make any investigation and inquiry in connection with the information, statements and disclosures provided in this Application. The signing of this Application does not bind the Undersigned to purchase the insurance, nor does the review of this Application bind the insurance company to issue a policy. It is agreed that this Application shall be the basis of the contract should a policy be issued. This Application will be attached and become a part of the policy.

Name:			Title:	
	(Please Print)		(Presid	dent, Chairman or Chief Executive Officer)
Date:		Signature:		

As part of this Application, submit the following documents with respect to the **Applicant**:

- a) The most recent fiscal year-end and interim financial statements.
- b) Any registration statements filed with the SEC or any private placement memorandums within the last thirty six (36) months.
 - c) Copies of indemnification agreements of its directors and officers and any other personnel.
 - d) List of the **Applicant's** current Directors and Officers.
 - e) Copies of EEO-1 reports for the past two (2) years.
 - f) Copies of the most recently filed Form 5500 (and attachments) for all ERISA plans. (Fiduciary Liability)
 - g) Copies of the latest edition of employee handbook and employment applications used. (Employment Practices)
 - h) Copies of articles of incorporation and by-laws, including any amendments thereto.

THE INFORMATION CONTAINED IN AND SUBMITTED WITH THIS APPLICATION IS ON FILE WITH THE UNDERWRITER AND ALONG WITH THE APPLICATION IS CONSIDERED PHYSICALLY ATTACHED TO AND PART OF THE POLICY, SHOULD ONE BE ISSUED. THE UNDERWRITER WILL HAVE RELIED UPON THIS APPLICATION AND ATTACHMENTS IN ISSUING ANY POLICY.

Produced By: (Section to be completed by Agent/Broker)					
Agent:	_ Agency:				
Agency Taxpayer ID or SS No.:	Agent License No:				
Address (Street, City, State, Zip):					