



OLD REPUBLIC INSURANCE COMPANY

*This completed document should be submitted to:
Old Republic Professional Liability, Inc.
191 North Wacker Drive, Suite 1000
Chicago, IL 60606-1905
T: 312.750.8800 www.oldrepublicpro.com*

APPLICATION FOR PRIVATE COMPANY DIRECTORS AND OFFICERS LIABILITY AND MANAGEMENT LIABILITY INSURANCE

IT IS UNDERSTOOD AND ACKNOWLEDGED THAT THIS IS AN APPLICATION FOR A CLAIMS MADE POLICY WITH DEFENSE COSTS INCLUDED WITHIN THE LIMIT OF LIABILITY. THIS MEANS THE LIMIT OF LIABILITY AVAILABLE TO PAY SETTLEMENTS OR JUDGMENTS WILL BE REDUCED, AND MAY BE EXHAUSTED, BY DEFENSE COSTS. DEFENSE COSTS SHALL ALSO APPLY AGAINST THE RETENTION.

Instructions

- Please complete all questions. All responses should be typed or printed neatly in ink.
- The term "Company" includes all subsidiaries more than 50% owned, including the legal structure of each entity and ownership interest of the Company in each entity.
- Please make certain the application is currently dated and signed by one of the following individuals: (1) the Chief Executive Officer, (2) the President, or (3) the Chief Financial Officer of the Company.

GENERAL INFORMATION

1. Name of Applicant Company: _____
 Street Address: _____
 City/State/Zip Code: _____
 URL Address: _____
 Nature of Business: _____
2. Date of Incorporation/Formation: _____
 State of Incorporation/Formation: _____
 Legal Structure of the Company: (e.g., corporation, general partnership, LLC) _____
3. Is the Company acting as a General Partner or Partnership Manager? () Yes () No
If "Yes," please attach full details.
4. Officer of Company designated to receive notices from the insurer pertaining to this insurance:
 Name: _____ Title: _____

CURRENT INSURANCE INFORMATION

5. Please provide the following information on current and requested coverage:

	Current Limits	Limits Requested	Current Retention	Policy Period	Current Insurer
A. Directors & Officers Liability	\$	\$	\$	to	
B. Side A Only	\$	\$	\$	to	
C. Side A DIC	\$	\$	\$	to	

6. Are the current limits of liability noted in Question 5. above part of a shared aggregate limit of liability?.. () Yes () No

If "Yes," please attach full details on shared limits of liability purchased across all included coverage lines.

COMPANY FINANCIAL INFORMATION

Please attach copies of the latest consolidated financial statements and annual reports.

7. Scope of Financial Statement preparation (*check one*):
- Internally produced []
 - Compilation []
 - Review []
 - Audit []
 - None []

8. Additional financial information (Please skip this question if providing audited financial statements):

	CURRENT FISCAL YEAR ___/___/___	PRIOR FISCAL YEAR ___/___/___
Current assets		
Total assets		
Current liabilities		
Total liabilities		

Long-Term Debt		
Revenue		
Net Income		
Retained Earnings/Deficit		
Cash flow from operating activities		

9. During the past twelve (12) months has:

- (a) the Company been in breach of any of its debt covenants or agreements? () Yes () No
- (b) the Company changed its external general counsel or auditors?..... () Yes () No
- (c) the Company completed any reorganization or arrangement with creditors under federal or state law? () Yes () No
- (d) any auditor stated there are material weaknesses in the Company's systems of internal controls? . () Yes () No
- (e) any auditor issued a "going concern" opinion for the Company? () Yes () No

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

10. Is the Company currently anticipating any of the above over the next twelve (12) months? () Yes () No

If "Yes," please attach full details.

DIRECTORS AND OFFICERS AND COMPANY RISK INFORMATION

11. Ownership:

(a) Please provide ownership details on the following chart:

Names of director or officer shareholders, indicate name and title	Voting shares owned
	%
	%
	%
	%
List any shareholders (include any individual and corporate names) that are not directors or officers	Voting shares owned
()	%
()	%
()	%
()	%

Please indicate, by checking the box () in the table above, if related by family to another shareholder or to a director or officer of the Company.

(b) Are Company securities traded on any online trading platform, portal, over-the-counter or stock exchange?..... () Yes () No

If "Yes," please attach full details.

(c) Is any shareholder a trust that qualifies as an Employee Stock Ownership Plan under ERISA or holds securities for the benefit of employees? () Yes () No

If "Yes," please attach full details.

12. Recent, Pending or Contemplated Changes:

During the past twelve (12) months has the Company:

- (a) completed any mergers, acquisitions, consolidations or divestitures? () Yes () No
- (b) had any change in directors or senior executive officers? () Yes () No
- (c) completed any public or private offering of securities? () Yes () No
- (d) established any new standing or special committees of its Board of Directors? () Yes () No
- (e) made any non-recurring accounting restatements, adjustments, charges or disclosures? () Yes () No

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

13. Is the Company currently anticipating any of the above over the next twelve (12) months? () Yes () No

If "Yes," please attach full details.

PAST ACTIVITIES

14. During the past five (5) years, has the Company or any of its directors or officers been involved in any of the following:

- (a) any anti-trust, price-fixing, or copyright, patent or trademark litigation? () Yes () No
- (b) any deceptive trade practices or consumer fraud? () Yes () No
- (c) any proceeding alleging violation of any federal or state securities laws or regulations? () Yes () No
- (d) any representative action, class action or derivative suit? () Yes () No
- (e) any inquires or investigations by the Securities and Exchange Commission or any other regulatory agency? () Yes () No
- (f) any other material litigation or criminal, governmental or administrative proceeding? () Yes () No

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

15. During the past three (3) years, has any insurer declined, canceled or non-renewed any policy or application for directors and officers liability insurance? **(NOT APPLICABLE IN MISSOURI)** () Yes () No

If "Yes," please attach full details.

LOSS/CLAIMS HISTORY and PRIOR KNOWLEDGE

16. Have there been, or are there now pending, any claims against the Company, or any past or present directors and officers of the Company? () Yes () No

If "Yes," please attach full details, including the following information:

- (a) Date of claim (month/day/year);
- (b) Name(s) of claimant(s);
- (c) Names of the directors and officers involved in the claim;
- (d) Description of the "wrongful acts" actually or allegedly committed by the directors and officers;
- (e) Total amount of damages or other relief sought by claimants;
- (f) Name of insurer to whom claim was reported and the date it was reported;
- (g) Amount of damages and defense costs paid by the Company and/or directors and officers or on the directors and officers behalf;
- (h) Current status of the claim (if still pending, include most recent developments).

17. Does any person or entity for whom this insurance is intended have any knowledge or information of any actual or alleged act, error, omission, fact or circumstance which may reasonably be expected to give rise to a claim within the scope of coverage afforded by the proposed Policy? () Yes () No

If "Yes," please attach complete details.

Please note that no coverage will be afforded under the proposed policy for any claim arising out of any actual or alleged act, error, omission, fact or circumstance disclosed or required to be disclosed in response to questions 16. and 17. under the LOSS/CLAIMS HISTORY and PRIOR KNOWLEDGE section of this application.

Copies of the following materials regarding the Company are deemed attached to and made part of this application by reference:

- (a) Most recent annual financial statement, audited if outside audits are performed.
- (b) List of directors and senior executive officers by name and outside affiliation, if applicable.
- (c) The provisions of the Charter or By-Laws covering indemnification of Directors and Officers.

Signing this application does not bind the undersigned or the Insurer to complete the insurance, however, if a policy is issued, this application will be the basis of the policy and a copy of this application will be attached to and made part of the policy. The Insurer is authorized to make any investigation and inquiry regarding this application as it deems necessary.

The undersigned, on behalf of all prospective Insureds, declares that the statements in this application and the information submitted herewith are true, complete and accurate. If there are material changes to any statements in this application or the information submitted herewith prior to the inception of the policy, the undersigned will immediately notify the Insurer of such changes who shall then have the right to change or withdraw any outstanding terms or proposal.

This application must be currently dated and signed by one of the following individuals: (1) the Chief Executive Officer, (2) the President, or (3) the Chief Financial Officer of the Company.

Maryland only: If there are material changes to the risk during the 45-day underwriting period beginning on the effective date of coverage, the Insurer will have the right to either cancel coverage or recalculate the premium, pursuant to Section 12-106 of the Maryland Insurance regulations.

Fraud Warning

(All States except: AL; AR; CO; DC; HI; KS; KY; LA; ME; MD; NJ; OH; OK; OR; PA; TN; WA)

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.

Alabama – Any person who knowingly presents a false or fraudulent claim for payment of a loss or benefit or who knowingly presents false information in an application for insurance is guilty of a crime and may be subject to restitution fines or confinement in prison, or any combination thereof.

Arkansas – 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 fines and confinement in prison.

Colorado – It is unlawful to knowingly provide false, incomplete, or misleading facts or information to an insurance company for the purpose of defrauding or attempting to defraud the company. Penalties may include imprisonment, fines, denial of insurance, and civil damages. Any insurance company or agent of an insurance company who knowingly provides false, incomplete or misleading facts or information to a policyholder or claimant for the purpose of defrauding or attempting to defraud the policyholder or claimant with regard to a settlement or award payable from insurance proceeds shall be reported to the Colorado Division of Insurance within the department of regulatory agencies.

District of Columbia – 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.

Hawaii – For your protection, Hawaii Law requires you to be informed that presenting a fraudulent claim for payment of a loss or benefit is a crime punishable by fines or imprisonment, or both.

Kansas – Any person who, knowingly and with intent to defraud, presents, causes to be presented or prepares with knowledge or belief that it will be presented to or by an insurer, purported insurer, broker or any agent thereof, any written, electronic, electronic impulse, facsimile, magnetic, oral, or telephonic communication or statement as part of, or in support of, an application for the issuance of, or the rating of an insurance policy for personal or commercial insurance, or a claim for payment or other benefit pursuant to an insurance policy for commercial or personal insurance which such person knows to contain materially false information concerning any fact material thereto; or conceals, for the purpose of misleading, information concerning any fact material thereto, commits a fraudulent insurance act.

Kentucky – 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 insurance act, which is a crime.

Louisiana – 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 fines and confinement in prison.

Maryland – Any person who knowingly or willfully presents a false or fraudulent claim for payment of a loss or benefit or who knowingly or willfully presents false information in an application for insurance is guilty of a crime and may be subject to fines and confinement in prison.

New Jersey – Any person who includes any false or misleading information on an application for an insurance policy is subject to criminal and civil penalties.

Ohio – Any person who, with intent to defraud or knowing that he/she is facilitating a fraud against any insurer, submits an application or files a claim containing a false or deceptive statement is guilty of insurance fraud, which is a crime.

Oklahoma – Any person who knowingly and with intent to injure, defraud or deceive any insurer, makes any claim for the proceeds of an insurance policy containing any false, incomplete or misleading information is guilty of a felony.

Oregon – Any person who knowingly and with intent to defraud or solicit another to defraud an insurer: (1) by submitting an application containing a false statement as to any material fact, or (2) by filing a claim containing a false statement as to any material fact, may be violating state law.

Pennsylvania – 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.

Maine; Tennessee; Washington – 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.

Signed: _____

Print Name: _____

Print Title: _____

Date Signed: _____

<p><u>IOWA Applicants Only</u></p> <p>The insurance for which this is an application was solicited by:</p> <p>Print name: _____</p> <p>Iowa license number: _____</p> <p>Agency: _____</p> <p>_____</p>
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NEW HAMPSHIRE ONLY; FOR PRODUCER USE ONLY

Agency Name and Address: _____

Agent's New Hampshire

License I.D.#: _____

Agent's Signature: _____

(stamped signature is not acceptable)

FLORIDA ONLY
FOR PRODUCER USE ONLY

Agency Name and Address: _____

Agent's Florida License I.D.#: _____

Name of Agent: _____

Agent's Signature: _____

Agent's Name (printed): _____