

Directors, Officers and Corporate Liability Insurance

**CLAIMS MADE WARNING FOR APPLICATION: This Proposal Form is for a Claims Made Policy, relating to claims made against the Insureds during the Policy Period or any Extended Reporting Period, if applicable.**

Whenever printed in this Proposal Form, the terms in boldface type shall have the same meanings as indicated in the Policy. This Proposal Form is to be completed with respect to the entire **Company**. **Company** as used herein is defined to include the **Parent Organization** and any **Subsidiaries**.

Name of **Parent Organization**

Street Address

Suite

City

County

State

Zip Code

Website Address (if applicable)

Federal Employer Identification Number (FEIN)

The person designated as agent of the **Company** and of all **Insured Persons** to receive any and all notices from the **Insurer** or their authorized representatives concerning this insurance:

Contact Name

Title

E-mail Address

Telephone Number

Fax Number

**Producer Information**

Submitted by (Agency Name)

Dated

Agent's Name (Individual's Name)

Agent's License Number

**Current Insurance Information**

1. Provide the following information regarding the **Company's** most recent insurance policies. If "None", so state.

Type of Policy	Insurance Carrier	Expiration Date	Limit of Liability	Retention / Deductible	Premium
Directors and Officers Liability: <input type="checkbox"/> None	_____	_____	\$ _____	\$ _____	\$ _____
Employment Practices Liability: <input type="checkbox"/> None	_____	_____	\$ _____	\$ _____	\$ _____
Fiduciary Liability: <input type="checkbox"/> None	_____	_____	\$ _____	\$ _____	\$ _____

**Stock Ownership Information (Provide details to all "Yes" answers by attachment, when appropriate)**

2. Is the **Company** publicly held or a public reporting company under the Securities Exchange Act of 1934?  Yes  No  
 If "Yes", provide the following information regarding the **Company's** outstanding common stock.  
 (a) What exchanges? (AMEX, NASDAQ, NYSE, OTCBB, Other): \_\_\_\_\_  
 (b) Ticker Symbol: \_\_\_\_\_  
 (c) Stock traded since (date of initial public offering): \_\_\_\_\_  
 (d) Total number of shares of stock outstanding: \_\_\_\_\_  
 (e) Number of shares of stock owned directly or beneficially by the **Insured Persons**: \_\_\_\_\_
3. Does any shareholder, who does not have representation on the **Company's** board of directors, own, or have the right to own, directly and/or beneficially 25 percent or more of the **Company's** outstanding common stock?  Yes  No
4. Within the last 12 months, has the **Company** received or is the **Company** aware of any actual or contemplated SEC Rule 13d filing under the Securities Exchange Act of 1934?  Yes  No
5. Within the next 12 months, does the **Company** anticipate filing any Registration Statement with any Governmental Authority for an offering of securities?  Yes  No

**General Information (Provide details to all "Yes" answers by attachment, when appropriate)**

6. Form of organization:  Cooperative  Corporation  Joint Venture\*  
 Limited Liability Corporation  Nonprofit  Partnership\*  
 Sole Proprietorship / Individual  Other: \_\_\_\_\_  
 \*If a Partnership or Joint Venture, provide participation or ownership structure details by attachment.
7. The **Parent Organization** has been in continuous operation since: \_\_\_\_\_
8. (a) What is the **Company's** Primary North American Industry Classification System (NAICS) Code? \_\_\_\_\_  
 (b) Describe the **Company's** nature of operations: \_\_\_\_\_
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9. (a) Within the last 12 months, has the **Company** been involved in any merger, consolidation, acquisition, tender offer, or divestment?  Yes  No  
 (b) Within the next 12 months, is the **Company** considering any merger, consolidation, acquisition, tender offer, or divestment?  Yes  No
10. Which of the following professional services does the **Company** offer for others for a fee? If "None", so state.  None  
 Consulting  Investment Advisor  Real Estate Agent / Broker  Other: \_\_\_\_\_  
 Data Processing  Insurance Agent / Broker  Securities Broker / Dealer
11. Is the **Company** engaged in any of the following activities? If "None", so state.  None  
 Captive Insurance Company operations  Insurance Company operations  
 Franchising  Activities that fall under The Investment Company Act of 1940  
 General Partnership operations
12. (a) Is the **Company** currently in bankruptcy?  Yes  No  
 (b) Within the next 12 months, is the **Company** contemplating filing a petition for protection under the bankruptcy code?  Yes  No
13. Within the last 3 years, has there been any change (resignations, departures, retirements, etc.) in the position of the Chairman of the Board, President, Chief Executive Officer or Chief Financial Officer?  Yes  No  
 If "Yes", provide the following details by attachment: Name of individual; date of change; and reason for change.
14. Indicate the formal written policies or procedures the Board of Directors has implemented that address the following areas. If "None", so state.  None  
 Audit Committee  Insider Trading  Related Party Transactions  
 Conflict of Interest  Investor Communications  Revenue Recognition  
 Employment Practices  Merger / Tender Offer

**Employee Information**

15. (a) Number of employees: Do not include leased employees or independent contractors in numbers below.  
 Current Year: \_\_\_\_\_ Full Time: \_\_\_\_\_ Part Time: \_\_\_\_\_  
 (b) How many leased employees does the **Company** employ annually? \_\_\_\_\_  
 (c) How many independent contractors does the **Company** employ annually? \_\_\_\_\_  
 (d) What is the **Company's** annual employee turnover rate for the last 12 months? \_\_\_\_\_ %
16. Does the **Company** currently employ a full time Human Resources professional?  Yes  No
17. Indicate which formal written policies and procedures have been implemented and attach a copy of each.  None  
 If "None", so state.  
 Employee Handbook / Manual  Anti-Harassment Policy, including Employers with more than 50 Employees  
 Anti-Discrimination Policy – Sexual Harassment  Family Medical Leave Act  
 Equal Employment Opportunity (EEO) Policy  Adherence to Employment "at-will" relationship with all Employees California Employers Only  
 California Family Rights Act

**Litigation and Claim Information (Provide details to all "Yes" answers by attachment)**

18. During the last 5 years, has the **Company** or any of the **Insured Persons** been named as a party in any civil or criminal action, administrative, arbitration, regulatory or investigative proceeding, or received any written demands involving alleged violations of:
- (a) federal or state copyright or patent laws or regulations?  Yes  No
- (b) federal or state security laws or regulations?  Yes  No
- (c) federal or state anti-trust or fair trade laws or regulations?  Yes  No
19. During the last 5 years, has the **Company** or any of the **Insured Persons** been named as a party in any other civil or criminal action, administrative, arbitration, regulatory or investigative proceeding, or received any other written demands for money or services that would otherwise be within the scope of this proposed insurance?  Yes  No
20. During the last 5 years, have any of the **Insured Persons**, as a director or officer of any other entity, been named as a party in any civil or criminal action, administrative, arbitration, regulatory or investigative proceeding, or received any demands involving alleged violations of federal or state security laws or regulations?  Yes  No
21. During the last 5 years, has any current or former employee or third party made any **Claim**, or otherwise alleged discrimination, harassment, wrongful discharge and/or **Wrongful Employment Acts** against any **Insured**?  Yes  No
- A **Claim** is not limited to the filing of a lawsuit or complaint with the Equal Employment Opportunity Commission or similar state or local agency. A **Claim** may also include a written demand by any current or former employee seeking relief in connection with an employment-related dispute or grievance.
22. Is the undersigned or any **Insured Person** proposed for this insurance aware of any fact, circumstance or situation involving the **Company** or the **Insured Persons** that might reasonably be expected to result in a Claim?  Yes  No

**IF "YES" TO ANY PART OF QUESTIONS 18. THROUGH 22. PROVIDE FULL DETAILS FOR EACH ALLEGATION, EVEN IF THE MATTER HAS BEEN SETTLED OR OTHERWISE RESOLVED, BY PROVIDING THE FOLLOWING INFORMATION FOR EACH ALLEGATION BY ATTACHMENT:**

(a) Allegation	(b) Date claim first made	(c) Paid damages/expenses including attorneys' fees	(d) Outstanding damages/expenses including attorneys' fees	(e) Total costs incurred
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**IT IS UNDERSTOOD AND AGREED THAT THE INSURER SHALL NOT BE LIABLE TO MAKE ANY PAYMENT FOR LOSS IN CONNECTION WITH ANY CLAIM MADE AGAINST ANY INSURED BASED UPON, ARISING OUT OF, DIRECTLY OR INDIRECTLY RESULTING FROM OR IN CONSEQUENCE OF, OR IN ANY WAY INVOLVING ANY LAWSUIT, ADMINISTRATIVE PROCEEDING, WRITTEN DEMAND, FACT, CIRCUMSTANCE, OR SITUATION SET FORTH OR THAT SHOULD HAVE BEEN SET FORTH IN THE INSURED'S RESPONSE TO QUESTIONS 18. THROUGH 22.**

**Documents Required**

- Provide details to all "Yes" answers by attachment.
- All filings with the SEC within the past 12 months.

**NOTICE TO COLORADO APPLICANTS:** 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 POLICY HOLDER OR CLAIMANT FOR THE PURPOSE OF DEFRAUDING OR ATTEMPTING TO DEFRAUD THE POLICY HOLDER 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.

**NOTICE TO NEW MEXICO, 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 APPLICANTS OF 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.

**NOTICE TO APPLICANTS OF MINNESOTA, NEW JERSEY, OHIO, AND OKLAHOMA:** ANY PERSON WHO KNOWINGLY, AND WITH INTENT TO INJURE, DEFRAUDS OR DECEIVES ANY INSURER OR OTHER PERSON FILES AN APPLICATION FOR INSURANCE OR STATEMENT OF CLAIM FOR THE PROCEEDS OF AN INSURANCE POLICY CONTAINING ANY FALSE, INCOMPLETE, OR MISLEADING INFORMATION OR CONCEALS FOR THE PURPOSE OF MISLEADING INFORMATION CONCERNING ANY FACT MATERIAL THERETO, IS GUILTY OF A FELONY AND IS SUBJECT TO CRIMINAL AND CIVIL PENALTIES.

**NOTICE TO MAINE, MASSACHUSETTS, TENNESSEE, VIRGINIA, AND WASHINGTON 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.

**NOTICE TO APPLICANTS OF FLORIDA:** ANY PERSON WHO KNOWINGLY AND WITH INTENT TO INJURE, DEFRAUD OR DECEIVE ANY INSURER FILES A STATEMENT OF CLAIM OR AN APPLICATION CONTAINING ANY FALSE, INCOMPLETE, OR MISLEADING INFORMATION IS GUILTY OF A FELONY OF THE THIRD DEGREE.

**NOTICE TO ARKANSAS, DISTRICT OF COLUMBIA, LOUISIANA, MARYLAND, AND RHODE ISLAND 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 FINES AND CONFINEMENT IN PRISON.

**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.

**Please Read Carefully**

The undersigned, acting on behalf of all proposed **Insureds**, declare that the statements set forth herein are true and correct and that thorough efforts have been made to obtain sufficient information from each **Insured** proposed for this insurance to facilitate the proper and accurate completion of this Proposal Form.

The undersigned agree that the particulars and statements contained in the Proposal Form, any material submitted herewith, and any publicly available information filed by the **Company** with the Securities and Exchange Commission within the 12 months prior to the Policy inception date, are their representations and that they are material and are the basis of the insurance contract. The undersigned further agree that the Proposal Form and any material submitted herewith shall be considered attached to and a part of the Policy. Any material submitted with the Proposal Form, and material obtained from any publicly available information filed by the **Company** with the Securities and Exchange Commission within the 12 months prior to the Policy inception date, shall be maintained on file (either electronically or paper) with the **Insurer** and shall be deemed to be attached hereto as if physically attached.

It is further agreed that:

- if any significant change in the condition of the applicant is discovered between the date of this Proposal Form and the Policy inception date, which would render this Proposal Form inaccurate or incomplete, notice of such change will be reported in writing to the **Insurer** immediately;
- this Proposal Form has been completed as respects the entire **Company**; and
- the signing of this Proposal Form does not bind the undersigned to purchase the insurance.

\_\_\_\_\_ Dated

\_\_\_\_\_ President, Chief Executive Officer, Chief Financial Officer, or equivalent position (Signature)

\_\_\_\_\_ Title

\_\_\_\_\_ President, Chief Executive Officer, Chief Financial Officer, or equivalent position (Print Name)

This Berkley Insurance Company Proposal Form, including any material submitted herewith, shall be held in strictest confidence.

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

Please submit this Proposal Form including appropriate documentation to:  
Monitor Liability Managers, LLC, 2850 West Golf Road, Suite 800, Rolling Meadows, IL 60008-4039