

Please complete the following application. If additional space is needed to answer the below questions, attach a separate document to this Application to provide complete answers. If the answer to a question is none, state "None" or "0" in the space provided.

NOTICE: THE LIABILITY COVERAGE SECTIONS OF THE PRIVATE COMPANY MANAGEMENT LIABILITY POLICY PROVIDE CLAIMS MADE COVERAGE, WHICH APPLIES ONLY TO "CLAIMS" FIRST MADE DURING THE "POLICY PERIOD," OR ANY APPLICABLE EXTENDED REPORTING PERIOD. THE LIMIT OF LIABILITY TO PAY DAMAGES OR SETTLEMENTS WILL BE REDUCED AND MAY BE EXHAUSTED BY "DEFENSE EXPENSES," AND "DEFENSE EXPENSES" WILL BE APPLIED AGAINST THE RETENTION AMOUNT. IN NO EVENT WILL THE UNDERWRITER BE LIABLE FOR "DEFENSE EXPENSES" OR OTHER "LOSS" IN EXCESS OF THE APPLICABLE LIMIT OF LIABILITY. READ THE ENTIRE APPLICATION CAREFULLY BEFORE SIGNING.

I. APPLICANT

Whenever used in this Application, the term "Applicant" shall mean the organization identified in response to Question 1 of Section I of this Application.

1. Applicant's Name: _____
2. Address: _____
(STREET)
3. _____
(CITY) (STATE) (ZIP)
4. Description of the Applicant's business: _____

II. GENERAL INFORMATION

5. Number of Employees at the Applicant and its subsidiaries: Full Time*: _____ Part Time: _____ Independent Contractor: _____

*For Law Firms and Accounting Firms, the Full Time employee count should include partners of the Applicant and its subsidiaries.

6. Years of operation: _____

7. Please provide the following for the most recent fiscal year end for the Applicant:

If financial statements are provided as an attachment to this Application, this Question 7 does not need to be completed.

Total Assets: _____ Revenues: _____ Net Income: _____

Long Term Debt: _____ Equity: _____

8. Has the Applicant or any of its subsidiaries in the past 18 months completed, or is any such entity contemplating completing in the next 12 months, any of the following:

- | | | |
|---|---------------------------|--------------------------|
| a. Reorganization or arrangement with creditors under federal or state law? | <input type="radio"/> Yes | <input type="radio"/> No |
| b. Facility or subsidiary closings or layoffs? | <input type="radio"/> Yes | <input type="radio"/> No |
| c. Mergers, acquisitions or divestitures? | <input type="radio"/> Yes | <input type="radio"/> No |
| d. Registration for a public or private offering of securities? | <input type="radio"/> Yes | <input type="radio"/> No |

If "Yes" to a, b, c or d, please provide details: _____

9. What percentage of revenues does the Applicant and its subsidiaries receive from government sources?

☐ None ☐ Less than 5% ☐ 5% to 50% ☐ Greater than 50%

10. As an attachment to this Application, please list all direct and indirect subsidiaries for which the Applicant requests coverage. Please include the subsidiary name(s), nature of operations and the % owned by the Applicant.

Please note that coverage for any entity of which the Applicant owns 50% or less of its voting shares is not automatically included. The policy, if issued, will determine coverage for any such entity.

III. DIRECTORS AND OFFICERS LIABILITY INFORMATION

Complete if coverage is requested.

11. Total number of common shareholders, partnership interests or LLC units: _____ Common shares outstanding: _____

For any shareholder owning 5% or more of the Applicant's voting shares, complete the following:

Shareholder Name	% Owned	Is this shareholder a private equity or venture capital firm?	Does this shareholder have board representation?
	%	<input type="radio"/> Yes <input type="radio"/> No	<input type="radio"/> Yes <input type="radio"/> No
	%	<input type="radio"/> Yes <input type="radio"/> No	<input type="radio"/> Yes <input type="radio"/> No
	%	<input type="radio"/> Yes <input type="radio"/> No	<input type="radio"/> Yes <input type="radio"/> No
	%	<input type="radio"/> Yes <input type="radio"/> No	<input type="radio"/> Yes <input type="radio"/> No

12. Is any of the Applicant's stock held by an Employee Stock Ownership Plan (ESOP)? ☐ Yes ☐ No

13. Has the Applicant or any of its subsidiaries experienced any changes to key executives (Chairman, President, CEO, CFO) in the past 12 months due to reasons other than death or retirement at the normal retirement age? ☐ Yes ☐ No

If "Yes," please provide details: _____

14. Is the Applicant or any of its subsidiaries in violation of any debt covenant? ☐ Yes ☐ No

If "Yes," please provide details: _____

IV. EMPLOYMENT PRACTICES LIABILITY INFORMATION

Complete if coverage is requested.

15. Please provide the following information for the Applicant and its subsidiaries:

Estimated annual remuneration* of all employees, including officers, owners or partners: _____

*Note: Remuneration includes salary, commissions, bonuses and other incentives and does not include dividends or security based distributions.

Employee Turnover: Most Recent 12 months _____% Prior 12 months _____%

Number of employees located in CALIFORNIA: _____ Full Time*: _____ Part Time: _____ Independent Contractor: _____

16. Has the Applicant or any of its subsidiaries in the past 18 months completed, or does any such entity contemplate completing during the next 12 months, any layoffs? ☐ Yes ☐ No

If "Yes," please answer the following:

a. How many employees were or will be laid off? _____

b. Did the Applicant or subsidiary consult with outside counsel or will they consult with outside counsel prior to the layoffs? ☐ Yes ☐ No

17. During the past 3 years, has the Applicant or any subsidiary, in any capacity, been involved in any EEOC or other similar employment-related administrative proceeding? ☐ Yes ☐ No

If "Yes," please provide details of each such proceeding in response to Question 37 of this Application.

V. FIDUCIARY LIABILITY INFORMATION

Complete if coverage is requested.

18. Provide the total assets for the benefit plans maintained by the Applicant and its subsidiaries: \$ _____
19. Which types of benefit plans does the Applicant and its subsidiaries maintain? Check all that apply.
- ☐ Defined Contribution Plan(s) (typically 401ks, 403bs, IRAs and/or SEPs)
- ☐ Defined Benefit Plan(s) (typically traditional pension plans)
- ☐ Employee Stock Ownership Plan (ESOP)
20. If Defined Benefit Plan(s) was checked above, what is the funded percentage (as shown on Schedule SB of the 5500)? _____%
21. During the past 24 months has (or during the next 12 months will) any plan for which coverage is requested:
- a. Been (Be) merged with another plan, terminated or sold? ☐ Yes ☐ No
- b. Been (Be) the subject of an investigation by the DOL, IRS or similar domestic or foreign agency? ☐ Yes ☐ No
- c. Had (Have) any outstanding or delinquent contributions? ☐ Yes ☐ No
- d. Held (Hold) investments in more than 10% of any corporation or partnership, including but not limited to the Applicant? ☐ Yes ☐ No
- If "Yes" to a, b, c or d, please provide details: _____

VI. EMPLOYED LAWYERS INFORMATION

Complete if coverage is requested.

22. Number of Lawyers at the Applicant and its subsidiaries: Employed Lawyers _____ Contract/Leased Attorneys _____
23. Does the Applicant currently maintain Directors and Officers and/or Errors & Omissions Coverage? ☐ Yes ☐ No
24. Has any Employed Lawyer ever been the subject of a reprimand, sanction, fine or discipline by, or been refused admission to, a bar association, court, administrative or regulatory agency? ☐ Yes ☐ No
- If "Yes," please provide the name of the Employed Lawyer and a brief explanation: _____
25. Do any Lawyers, in their position with the Applicant, provide legal services for any entity other than the Applicant and its subsidiaries or for individuals who are not employed by the Applicant or its subsidiaries? ☐ Yes ☐ No
- If "Yes," please provide details: _____

VII. CRIME INFORMATION

26. Total number of locations of the Applicant and its subsidiaries in the United States and Canada: _____
- Total number of locations of the Applicant and its subsidiaries outside the United States and Canada: _____
- List any countries, outside of the United States and Canada, where the Applicant and its subsidiaries have locations and provide the number of employees in each country: _____
27. Does the Applicant:
- a. Allow the employees who reconcile the monthly bank statements to also sign checks or handle deposits? ☐ Yes ☐ No
- b. Allow the same individual who verifies the existence of vendors to also have the authority to edit the authorized master vendor list? ☐ Yes ☐ No
- c. Have custody or control over any funds, accounts or materials of any of its clients? ☐ Yes ☐ No
- If "Yes" to a, b or c, please explain: _____

28. Are at least two signatures required on checks? ☐ Yes ☐ No

If "Yes," above what amount? \$ _____

29. Does the Applicant:

- a. Perform pre-employment background checks for all its potential employees? ☐ Yes ☐ No
- b. Maintain a list of authorized vendors? ☐ Yes ☐ No
- c. Have a procedure in place to verify the existence and ownership of new vendors prior to adding them to the authorized master vendor list? ☐ Yes ☐ No
- d. Strictly comply with dual recorded authorizations for all outgoing wire transfers? ☐ Yes ☐ No
- e. Have internal controls designed so that no employee can control a process from beginning to end (for example, request a check, approve a voucher and sign the check)? ☐ Yes ☐ No

If "No" to a, b, c, d or e, please explain: _____

30. How many times does the Applicant perform a physical inventory of stock and equipment per year? ☐ None ☐ 1 time or more
☐ Not applicable (Applicant does not have material physical inventory)

31. How many employees handle, have access to or maintain records of money or securities? _____

32. Do operations outside the United States use the same controls as operations in the United States?
☐ Yes ☐ No ☐ Not Applicable If "No," please explain: _____

33. With respect to the Crime coverage requested, have there been during the past 3 years any employee theft, burglary, robbery, forgery or any other crime losses, whether or not insured, that would fall within the scope of the Crime Coverage Section of the proposed insurance? ☐ Yes ☐ No

If "Yes," provide details including the date of loss, description of loss, total amount of loss, and corrective action taken to prevent such loss from occurring in the future.

VIII. ADDITIONAL INFORMATION

34. Please provide the current insurance information for the Applicant:

	Limit	Retention	Premium	Prior & Pending Date
Directors & Officers Liability				
Employment Practices Liability				
Fiduciary Liability				
Crime				
Employed Lawyers Professional Liability				

35. MISSOURI RESIDENTS – DO NOT ANSWER: Has the insurer of any of the above coverages notified the Applicant that it is cancelling or non-renewing such coverage(s)? ☐ Yes ☐ No

If "Yes," please provide details:

IX. CLAIMS AND LOSS HISTORY

36. During the past 3 years, has the Applicant or any individual or entity proposed for coverage under this insurance submitted any claim or loss, or given notice of any fact, circumstance, situation, transaction, event, act, error or omission, which the Applicant, any such individual or any such entity has reason to believe may, or could reasonably be foreseen to, give rise to a claim or loss that may fall within the scope of insurance with any insurer or self-insurance instrument of which the requested coverages would be a direct or indirect replacement? ☐ Yes ☐ No

If "Yes," please provide details, including (if applicable) date of loss, claimant name, all defense and indemnity payments, all defense and indemnity reserves (if claims are open) and claim status (open/closed):

NOTE: WITHOUT PREJUDICE TO ANY OTHER RIGHTS, DEFENSES OR REMEDIES OF THE UNDERWRITER, IT IS AGREED THAT ANY CLAIM OR LOSS REQUIRED TO BE DISCLOSED IN RESPONSE TO QUESTION 37 IS EXCLUDED FROM THE PROPOSED INSURANCE, AND THAT ANY CLAIM OR LOSS ARISING FROM ANY FACT, CIRCUMSTANCE, SITUATION, TRANSACTION, EVENT, ACT, ERROR OR OMISSION REQUIRED TO BE DISCLOSED IN RESPONSE TO QUESTION 37 IS EXCLUDED FROM THE PROPOSED INSURANCE.

Complete Question 37 below if the Applicant is requesting coverage that the Applicant does not currently purchase or is requesting limits of liability that are higher than the Applicant currently purchases.

37. With respect to any liability coverage that the Applicant does not currently purchase or any requested limits of liability that are higher than the Applicant currently purchases, is the Applicant or any individual or entity proposed for coverage under this insurance aware of any fact, circumstance, situation, transaction, event, act, error or omission that the Applicant, any such individual or any such entity has reason to believe may, or could reasonably be foreseen to, give rise to a claim or loss that may fall within the scope of the proposed insurance? ☐ Yes ☐ No

If "Yes," please provide details:

NOTE: WITHOUT PREJUDICE TO ANY OTHER RIGHTS, DEFENSES OR REMEDIES OF THE UNDERWRITER, IT IS AGREED THAT ANY CLAIM OR LOSS ARISING FROM ANY FACT, CIRCUMSTANCE, SITUATION, TRANSACTION, EVENT, ACT, ERROR OR OMISSION REQUIRED TO BE DISCLOSED IN RESPONSE TO QUESTION 38 IS EXCLUDED FROM THE PROPOSED INSURANCE.

X. ATTACHMENTS

38. Please submit year-end audited financial statements and the most recent interim financial statements with this Application.

FRAUD STATEMENTS / SIGNATURE

The following is part of the Application:

Applicable in AL, AR, DC, LA, MD, NM, RI and WV

Any person who knowingly (or willfully)* presents a false or fraudulent claim for payment of a loss or benefit or 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. *Applies in MD Only.

Applicable in CO

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.

Applicable in FL and OK

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)*. *Applies in FL Only.

Applicable in KS

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.

Applicable in KY, OH and PA

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.

Applicable in ME, TN, VA and WA

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 and denial of insurance benefits. *Applies in ME Only.

Applicable in NJ

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

Applicable in OR

Any person who knowingly and with intent to defraud or solicit another to defraud the insurer by submitting an application containing a false statement as to any material fact may be violating state law.

Applicable in PR

Any person who knowingly and with the intention of defrauding presents false information in an insurance application, or presents, helps, or causes the presentation of a fraudulent claim for the payment of a loss or any other benefit, or presents more than one claim for the same damage or loss, shall incur a felony and, upon conviction, shall be sanctioned for each violation by a fine of not less than five thousand dollars (\$5,000) and not more than ten thousand dollars (\$10,000), or a fixed term of imprisonment for three (3) years, or both penalties. Should aggravating circumstances [be] present, the penalty thus established may be increased to a maximum of five (5) years, if extenuating circumstances are present, it may be reduced to a minimum of two (2) years.

APPLICANT’S STATEMENT: I HAVE READ THE ABOVE APPLICATION AND ANY ATTACHMENTS. I DECLARE THAT THE INFORMATION PROVIDED IN THEM IS TRUE, COMPLETE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF. THIS INFORMATION IS BEING OFFERED TO THE COMPANY AS AN INDUCEMENT TO ISSUE THE POLICY FOR WHICH I AM APPLYING.

Applicable in NY

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.

PRODUCER’S SIGNATURE	PRODUCER’S NAME (Please Print)	STATE PRODUCER LICENSE NO. (Required in FL)
APPLICANT’S SIGNATURE	DATE	NATIONAL PRODUCER NUMBER