



PLATINUM MANAGEMENT PROTECTION

NOTICE: ALL COVERAGES FOR WHICH THIS APPLICATION IS MADE ARE WRITTEN ON A CLAIMS MADE BASIS, MEANING EXCEPT AS OTHERWISE PROVIDED, APPLY ONLY TO **CLAIMS** FIRST MADE AGAINST **INSUREDS** DURING THE **POLICY PERIOD**. **DEFENSE COSTS** ARE INCLUDED WITHIN THE LIMIT OF LIABILITY AND REDUCE THE LIMIT OF LIABILITY FOR THIS POLICY.

CAREFULLY READ THE ENTIRE POLICY FOR WHICH THIS APPLICATION IS MADE AND DISCUSS THE COVERAGE WITH YOUR INSURANCE AGENT OR BROKER. WORDS AND PHRASES WHICH ARE PRINTED IN BOLD ITALIC TYPEFACE HAVE SPECIFIC MEANING AND ARE DEFINED IN SECTION III. OF THE POLICY.

THE APPLICATION, ITS ATTACHMENTS AND ALL PREVIOUS APPLICATIONS SHALL SERVE AS THE BASIS OF THE POLICY, AND SHALL BECOME PART OF SUCH POLICY SHOULD A POLICY BE ISSUED, AS IF PHYSICALLY ATTACHED. THE **INSURER** RELIES UPON THE APPLICATION IN ISSUING THE POLICY. COMPLETION OF ANY SECTION OF THIS APPLICATION DOES NOT IN ANY WAY IMPLY SUCH COVERAGE UNDER THE POLICY. COVERAGE IS AFFORDED ONLY IF AND TO THE EXTENT INDICATED BY THE TERMS AND CONDITIONS OF THE POLICY IF ISSUED.

1. GENERAL INFORMATION (This section must be completed)

| | | | |
|---|--------|-----------|-------------------------|
| Proposed named Company : | | | Website Address: |
| Street Address: | | | State of Incorporation: |
| City: | State: | Zip Code: | Date of Incorporation: |
| SIC code: Description of operations: | | | |

2. DIRECTORS & OFFICERS AND COMPANY LIABILITY SECTION

(Only complete if coverage is requested)

- A. Number of shareholders or owners of the proposed named **Company**: _____
- B. Total percentage of equity interest owned by all directors & officers of the proposed named **Company**: _____ %
- C. Does any person or entity own directly or beneficially greater than 10% of the proposed named **Company's** equity interest? Yes No

If "Yes" indicate below the name and percentage of ownership for each such person or entity:

| Owner | % of equity ownership |
|-------|-----------------------|
| | |
| | |
| | |
| | |
| | |
| | |

- D. Does the proposed named **Company** directly or indirectly own more than 50% of the issued and outstanding voting securities of any entity or interests, which represents the right to vote for the election of any such entity's directors? Yes No

If "Yes" list each such entity:

| Entity | % of Voting Control |
|--------|---------------------|
| | |
| | |
| | |
| | |
| | |
| | |

- E. Has the proposed named **Company** or any **Subsidiary**:
(Attach full details with respect to each "Yes" answer referencing the specific question).

1. a. been involved in any merger, consolidation, acquisition, tender offer, or divestment or sale of its stock within the last 12 months? Yes No
 b. is such being considered within the next 12 months? Yes No
2. filed or issued within the last 12 months, or does the **Company** contemplate participating in, filing or issuing within the next 12 months, a registration statement with the Securities and Exchange Commission, or any debt or equity offering? Yes No
3. a. breached or violated any debt covenant or loan agreement within the last 12 months? Yes No
 b. is such anticipated within the next 12 months? Yes No
4. a. restated any financial report, statement, or guidance within the last 12 months? Yes No
 b. is such being considered within the next 12 months? Yes No
5. consulted or plan to consult an investment banker or financial advisor to explore maximizing or increasing shareholder value or other strategic alternatives? Yes No

- F. Is the proposed named **Company** or any **Subsidiary** a General Partner in a Partnership or is such anticipated within the next 12 months? **If "Yes" attach full details.** Yes No

- G. During the past 5 years has the proposed named **Company**, any **Subsidiary**, or any director, officer, manager, or **Employee** of the proposed named **Company** or any **Subsidiary** been involved in any:

If "Yes" attach full details.

1. Anti-trust, copyright, or patent litigation? Yes No
2. Civil or criminal action or administrative proceeding charging a violation of any federal, state, or local antitrust, fair trade, or securities law or regulation? Yes No
3. Representative actions, class actions, or derivative suits? Yes No
4. Other criminal proceeding? Yes No

3. EMPLOYMENT PRACTICES LIABILITY SECTION *(Only complete if coverage is requested)*

A. Employee census of the proposed named **Company** and all of its **Subsidiaries**:

| Location | Full-Time | Full-Time 1 year ago | Part-Time | Part-Time 1 year ago | Leased* | Independent Contractors** |
|---------------------|-----------|-------------------------|-----------|-------------------------|---------|------------------------------|
| California | | | | | | |
| Florida | | | | | | |
| Michigan | | | | | | |
| New Jersey | | | | | | |
| Texas | | | | | | |
| All Other States | | | | | | |
| Foreign | | | | | | |
| TOTAL | | | | | | |

*If leased employees, attach copy of contract with leasing firm.

**If Independent Contractors, attach detailed job description(s) and employment relationship.

B. Current Number of Full-Time Union **Employees** _____ Current Number of Part-Time Union **Employees** _____

C. Salary ranges and terminations (excluding leased employees and independent contractors);

| <u>Salary Ranges</u> | <u>Total # of Full & Part-Time Employees</u> | <u># Involuntarily terminated in the past 12 months</u> |
|-----------------------|--|---|
| \$0 to \$25,000 | _____ | _____ |
| \$25,001 to \$50,000 | _____ | _____ |
| \$50,001 to \$100,000 | _____ | _____ |
| Over \$100,000 | _____ | _____ |

D. Practices and Procedures:

Does the proposed named **Company** and each of its **Subsidiaries**:

1. have a full-time Human Resources ("HR") Manager? Yes No
2. use employment applications for all applicants? Yes No
3. maintain an "at-will" relationship that is expressed in writing with all **Employees** who are not under contract? Yes No
4. distribute an employee handbook to all **Employees**? Yes No
5. require **Employees** to sign a handbook acknowledgment statement? Yes No
6. have a written anti-harassment and discrimination policy? Yes No
7. provide harassment/discrimination training to employees, managers, and supervisors? Yes No
8. have a formal employment grievance procedure? Yes No
9. consult outside counsel prior to terminating any **Employee**? Yes No

- 10. require officer approval prior to terminating any **Employee**? Yes No
- 11. conduct exit interviews with each terminated **Employee**? Yes No
- 12. have a formal written severance policy? Yes No
- 13. have a formal out-placement program for **Employees** terminated as a result of downsizing, layoffs, or staff reduction? Yes No
- 14. have an Employee Assistance Program? Yes No
- 15. have a written policy on workplace violence that is circulated to all **Employees**? Yes No
- 16. have trained Supervisors and Managers to recognize, report, and respond to potentially hostile **Employees** or situations? Yes No
- 17. use any psychological, drug, or polygraph tests for screening applicants? Yes No

E. Please indicate the type of customer base the proposed named **Company** and its **Subsidiaries** serve:

- Corporate business clients only estimate # _____
- Mix of individuals and corporate business clients estimate # _____
- Individuals but not entire general public estimate # _____
- General public
- Other, please explain _____

F. Has the proposed named **Company** or any **Subsidiary** closed any plant, facility, branch or office, or has it implemented staff reductions or layoffs within the last 18 months? Yes No

If "Yes"

- 1. # of **Employees** terminated _____
- 2. Date(s) _____
- 3. Was severance provided to each? Yes No
- 4. Were releases secured from each **Employee**? Yes No

G. Does the proposed named **Company** or any **Subsidiary** anticipate closing any plant, facility, branch or office, or implementing staff reductions or layoffs in the next 18 months? Yes No
If "Yes" please advise details.

H. During the past 5 years has the proposed named **Company**, any **Subsidiary** or any director, officer, or **Employee** of the proposed named **Company** or any **Subsidiary** been involved in any:

- 1. employment or labor-related litigation? Yes No
- 2. administrative proceeding before the Equal Employment Opportunity Commission ("EEOC") or the U.S. Department of Labor including the Office of Federal Contract Compliance Programs ("OFCCP") or other government agency? Yes No
- 3. **Claims** or suits by a non-employee for harassment, discrimination, or any other civil rights violation? Yes No

If "Yes" to any of the above provide an attachment for each such claim or incident including:

- a) Specific allegation(s).
- b) Date of incident(s).
- c) Parties involved and their positions.
- d) If matter is closed, amounts paid in indemnity and the amount paid for defense expense.
- e) If matter is open, amount for defense expenses paid to date and outstanding indemnity reserve or attorney's estimate of damages.

4. FIDUCIARY LIABILITY SECTION *(Only complete if coverage is requested)*

A. **Sponsored Plan** Information (continue on separate sheet if necessary):

| Plan # | Name of <i>Sponsored Plan</i> | Date Established | Total Plan Assets | Type of Plan* | # of Participants |
|--------|-------------------------------|------------------|-------------------|---------------|-------------------|
| 1. | | | | | |
| 2. | | | | | |
| 3. | | | | | |

*DC-Defined Contribution; DB-Defined Benefit; ESOP-Employee Stock Ownership Plan; ME-Multi Employer Plan

B. Complete the following chart for all plans listed in A above:

| Plan # | Administrator | Investment Manager | CPA | Actuary | Legal Counsel |
|--------|---------------|--------------------|-----|---------|---------------|
| 1. | | | | | |
| 2. | | | | | |
| 3. | | | | | |

- C. Has an actuary certified that the **Sponsored Plans** are adequately funded? Yes No
- D. Are there any current outstanding delinquent contributions? Yes No
- E. Has any **Sponsored Plan** been merged or terminated in the past 2 years or is such merger or termination anticipated in the next 2 years? Yes No
- F. Have the **Sponsored Plans** been reviewed to assure that there are no violations of any Plan Trust Agreements, prohibited transactions, or party-in-interest rules? Yes No
- G. Have any **Sponsored Plans** experienced any event reportable to the Pension Benefit Trust Guaranty Corporation ("PBGC")? Yes No
- H. Has the IRS withdrawn or threatened to withdraw the tax-exempt status of any **Sponsored Plan**? Yes No
- I. Has any **Sponsored Plan** been the subject of an investigation by any government agency? Yes No
- J. Does the **Company**, any Director, Officer, or **Employee** have final authority over determination of whether benefits will be paid under any **Sponsored Plan**? Yes No
- K. Do any **Sponsored Plans** hold assets invested in **Company** securities or **Company** real property? Yes No
- L. During the last 5 years has the **Company** or any Fiduciary been:
1. accused, found guilty of, or held liable for, a breach of ERISA or similar law? Yes No
 2. involved in any civil or criminal action regarding any of the **Sponsored Plans**? Yes No
 3. named in any **Claims** (other than for benefits) against the **Sponsored Plans** or any of their current or past fiduciaries? Yes No

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

5. PROFESSIONAL LIABILITY SECTION *(Only complete if coverage is requested)*

A. Please describe the professional services for which coverage is being requested:

B. Fees/receipts of the proposed named **Company** and each of its **Subsidiaries** from professional services for which coverage is being requested above:

Past Fiscal Year _____ Estimate for Current Fiscal Year _____ (fiscal year ends: M ___/Y ___)

C. Are contract fees negotiated and agreed to in advance? Yes No

D. Are written service agreements required for all customers? Yes No

E. Have the written service agreements been reviewed by a law firm experienced in the professional services provided by the proposed named **Company** and each of its **Subsidiaries**? Yes No

F. Are all customer changes to service agreements confirmed in writing? Yes No

G. Does the proposed named **Company** or any of its **Subsidiaries** provide warranties or guarantees? Yes No

H. Are subcontractors used for any of the professional services? Yes No

If "Yes" what percentage of fees are derived from work of subcontractors? _____

Are they required to carry insurance? Yes No

I. Does the proposed named **Company** or any of its **Subsidiaries** ever assume liability of others by contract? Yes No

J. Do any Employees hold professional licenses for certification? Yes No

If "Yes" attach a description of all licenses and certifications.

K. During the last 5 years have any of the proposed **Insureds** been:

1. Censored, fined or had a professional license suspended or revoked? Yes No
2. Involved in any civil or criminal action regarding any services provided? Yes No
3. Involved in any **Claim** or notice of any potential **claim** made by a client or state licensing board? Yes No

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

6. CURRENT OR PREVIOUS INSURANCE

A. Answer each item indicating the most recent policy (IF NONE, CHECK BOX PROVIDED):

| Policy | Insurance Company (Not Agent) | Effective and Expiration dates | Limit of Liability | Self Insured Retention or Deductible | Premium |
|---|-------------------------------|--------------------------------|--------------------|--------------------------------------|---------|
| Directors & Officers Liability None <input type="checkbox"/> | | | \$ | \$ | \$ |
| Employment Practices Liability None <input type="checkbox"/> | | | \$ | \$ | \$ |
| Fiduciary Liability None <input type="checkbox"/> | | | \$ | \$ | \$ |
| Professional Liability None <input type="checkbox"/> | | | \$ | \$ | \$ |
| General Liability None <input type="checkbox"/> | | | \$ | \$ | \$ |

B. Has any Insurer canceled or non-renewed any coverage applied for herein? (not applicable in Missouri)
If "Yes" provide details including reason stated by Insurer. Yes No

NOTICE TO CALIFORNIA APPLICANTS: "ANY PERSON WHO KNOWINGLY PRESENTS A FALSE OR FRAUDULENT CLAIM FOR THE PAYMENT OF A LOSS IS GUILTY OF A CRIME AND MAY BE SUBJECT TO FINES AND CONFINEMENT IN STATE PRISON."

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 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."

NOTICE TO FLORIDA APPLICANTS: "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 KENTUCKY APPLICANTS: "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 ACT, WHICH IS A CRIME."

NOTICE TO LOUISIANA 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 MAINE 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 DENIAL OF INSURANCE BENEFITS."

NOTICE TO MINNESOTA APPLICANTS: "A PERSON WHO SUBMITS AN APPLICATION OR FILES A CLAIM WITH INTENT TO DEFRAUD OR HELPS COMMIT A FRAUD AGAINST AN INSURER IS GUILTY OF A CRIME."

NOTICE TO MISSOURI APPLICANTS: "DEFENSE COSTS PAID UNDER THE POLICY PROVISIONS WILL REDUCE THE AVAILABLE LIMIT OF LIABILITY AND MAY EXHAUST THEM COMPLETELY."

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 OHIO APPLICANTS: "ANY PERSON WHO WITH INTENT TO DEFRAUD OR KNOWING HE 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."

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."

7. APPLICABLE TO ALL SECTIONS FOR WHICH COVERAGE APPLIES

ANY PERSON WHO, WITH INTENT TO DEFRAUD OR KNOWING THAT (S)HE 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.

Are any *Insured(s)* aware of any fact, circumstance, situation, transaction, event, act, error, or omission which (s)he (they) would suppose might afford grounds for a *Claim* which could fall within the scope of coverage applied for herein, or which indicate the possibility of any such *Claim*?

NO: YES: If "Yes," provide full details below.

WITHOUT PREJUDICE TO ANY OTHER RIGHTS AND REMEDIES OF THE *INSURER*, ANY *CLAIM* ARISING FROM ANY FACT, CIRCUMSTANCE, SITUATION, TRANSACTION, EVENT, ACT, ERROR, OR OMISSION DISCLOSED OR REQUIRED TO BE DISCLOSED ABOVE ARE EXCLUDED FROM THE PROPOSED COVERAGE.

The signatory declares that to the best of his or her knowledge the statements herein are true. The signatory agrees that if the information supplied on this application changes between the date of this application and the effective date of the proposed insurance the undersigned shall notify the *Insurer* of such and shall provide the *Insurer* with information that would complete, update, or correct the application. The *Insurer* may withdraw or modify any of the terms or conditions of coverage accordingly.

Signature*: _____ Date Signed: ____/____/____

Print Name: _____

Title*: President Chief Executive Officer Chairperson of the Board of Directors

***MUST BE SIGNED BY THE PRESIDENT, CHIEF EXECUTIVE OFFICER OR CHAIRPERSON OF THE BOARD OF DIRECTORS WHO IS AUTHORIZED TO SIGN ON BEHALF OF ALL INSURED.**

COMPLETION AND/OR SIGNING OF THE APPLICATION DOES NOT BIND THE SIGNATORY TO PURCHASE, NOR THE *INSURER* TO PROVIDE, ANY INSURANCE POLICY; HOWEVER, NO POLICY CAN BE ISSUED UNLESS THE APPLICATION IS PROPERLY SIGNED AND DATED.