

RENEWAL APPLICATION
for
DIRECTORS AND OFFICERS LIABILITY AND
EMPLOYMENT PRACTICES LIABILITY POLICY INCLUDING COMPANY COVERAGE

NOTICE: THIS IS AN APPLICATION FOR A CLAIMS-MADE POLICY WHICH, SUBJECT TO ITS TERMS, APPLIES ONLY TO ANY **CLAIM** MADE AGAINST THE **INSUREDS** DURING THE **POLICY PERIOD**. THE LIMIT OF LIABILITY AVAILABLE TO PAY DAMAGES OR SETTLEMENTS SHALL BE REDUCED AND MAY BE EXHAUSTED BY **DEFENSE COSTS** AND **DEFENSE COSTS** SHALL BE APPLIED TO THE RETENTION.

GENERAL INSTRUCTIONS FOR COMPLETING THIS APPLICATION:

Please read carefully and answer all questions. If a question does not apply, so state. If space is insufficient to answer any question fully, attach a separate sheet. Please read the policy for which application is made (the "Policy") prior to completing this Application. The terms appearing in bold face in this Application have the meanings stated in Section II. DEFINITIONS of the Policy.

Please attach the following materials:

- a. A copy of the **Company's** last Annual Report to Stockholders;
- b. The **Company's** most recent audited financial statement;
- c. A list of the **Directors and Officers**.

1. **Named Company:** _____
 Address: _____
 City: _____ ST _____ Zip _____

2. a. Total number of **Subsidiaries** at the inception date of the Policy: _____
 Number of Domestic: _____ Number of Foreign: _____

b. List all **Subsidiaries** for which coverage is requested:

<u>Name</u>	<u>Nature of Operation</u>	<u>Date % Owned</u>	<u>Date Created/ Acquired</u>
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

c. Does any person or entity other than the **Company** own 10% or more of any such **Subsidiary**? Yes___ No___

If yes, give details: _____

3. Does any entity or person or does any group of persons related by consanguinity, adoption or foster care, marriage or former marriage, directly or beneficially, own 5% or more of any class of shares issued by the **Named Company**? Yes___ No___
 If yes, identify all such persons or entities and indicate for each the percentage of ownership of the **Named Company's** shares (by class): _____

4. In the past 12 months, has the **Company**:
- a. been in breach of any of its debts, covenants or loan agreements? Yes___ No___
- b. changed its accountants or external general counsel? Yes___ No___
- If yes, give details: _____
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5. a. Is the **Company** presently considering, or does it contemplate making, any acquisitions, tender offers or mergers? Yes___ No___
- b. Has the **Company** made any filing pursuant to Section 13(d) of the Securities Exchange Act of 1934 during the last twelve months? Yes___ No___
- c. Have there been any acquisitions made over the last 12 months which have increased the total assets of the **Company** by 5% or more? Yes___ No___
- d. Has the **Company** filed within the past 12 months, or does it contemplate filing within the next 12 months, any registration statement with the Securities and Exchange Commission for a public offering of securities? Yes___ No___
- e. Has the **Company** issued within the past 12 months, or does it contemplate issuing within the next 12 months, any shares (common or other)? Yes___ No___
- If yes to any of the above, attach details.
6. NUMBER OF EMPLOYEES: Full Time _____ Part Time/Temporary/Seasonal _____
(Indicate total for each category during the last 12 months)
How many employees have been terminated for cause in each of the last 12 months? _____
7. Has the **Company** closed any facilities or laid off any employees during the last 12 months, or does the **Company** intend to close any facilities or lay off any employees during the next 12 months? Yes___ No___
If yes, please attach details.
8. a. During the last 12 months has the **Company** altered its employment handbook? If yes, please provide a copy of the handbook and indicate the alteration. Yes___ No___
- b. If the answer to 8.a. is "yes", has the altered employment handbook been distributed to all employees? Yes___ No___
9. Does the employment application contain a statement advising the employee the employment relationship between the organization and the employee is an at-will relationship? Yes___ No___
10. Are employees subject to regular written performance evaluations? Yes___ No___
11. During the last 12 months has the **Company** altered its written grievance policy? Yes___ No___
If yes, please provide a copy of the policy and indicate the alteration.
12. During the last 12 months has the **Company** altered its written policies or procedures regarding the following:
- a. Equal Employment Opportunity Yes___ No___
- b. Sexual Harassment Yes___ No___
- c. Assisting Employees with Life-threatening or Communicable Diseases Including Aids Yes___ No___
- d. Accommodating the Disabled in Accordance with the Americans with Disabilities Act Yes___ No___

13. During the last 12 months has the **Company** altered its affirmative action program? Yes___ No___
14. The undersigned declares that to the best of his/her knowledge the statements herein are true, and that reasonable efforts have been made to obtain sufficient information from all of the **Insureds** to accurately complete this Application. Signing of this Application does not bind the undersigned to complete the insurance, but it is agreed that this Application shall be the basis of the contract should a Policy be issued, and this Application will be attached to and become a part of such Policy, if issued. The **Insurer** is hereby authorized to make any investigation and inquiry in connection with this Application as it may deem necessary.
15. It is warranted that the particulars and statements contained in the Application for the Policy and any materials submitted herewith (which shall be retained on file by the **Insurer** and which shall be deemed attached hereto, as if physically attached hereto), are the basis for the Policy and are to be considered as incorporated into and constituting a part of the Policy.
16. It is agreed that in the event there is any material change in the answers to the questions contained herein prior to the effective date of the Policy, the applicant will notify the **Insurer** and, at the sole discretion of the **Insurer**, any outstanding quotations may be modified or withdrawn.

Signed_____

Must be Signed by Chairman of the Board or President Of Named Company

Capacity/Title_____ Submitted by_____ (Agent)
 Company_____ Date_____

Date_____

WARNING

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 MAY BE GUILTY OF INSURANCE FRAUD.

FOR NEW YORK RESIDENTS ONLY:

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 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 (\$5,000.00) AND THE STATED VALUE OF THE CLAIM FOR EACH SUCH VIOLATION.