



DIRECTORS AND OFFICERS LIABILITY-PUBLIC COMPANY APPLICATION

I. GENERAL INFORMATION SECTION

1. (a) Name of Organization: _____

(b) Organization Address: _____

2. Date Organized: _____

3. Nature of Operations: _____

4. Has the Organization been involved in any merger or acquisition within the past three (3) years or is the Organization currently contemplating any merger or acquisition? Yes No

(If "Yes", please give details) _____

5. Stock Ownership

Ticker Symbol: _____ Exchange Traded: _____

(a) Number of common shares outstanding: _____

(b) Number of common shares owned directly or beneficially by Directors and Officers: _____

(c) Number of common stock shareholders: _____

(d) List any shareholder that owns directly or beneficially five percent (5%) or more of the common shares (include shareholders relationship to the Organization, if any):

(e) Preferred Stock

Attach details of preferred stock including number of shares and schedule of ownership.

6. Securities Offerings

(a) List details of all securities offerings (including debt offerings) made in the last twelve (12) months:

(b) Does the Organization contemplate any securities offerings (including debt offerings) in the next twelve (12) months? Yes No

(If "Yes", please give details) _____

7. Current Directors' and Officers' Liability Insurance (answer each item)

- (a) Insurer(s): _____
- (b) Total Limit(s): _____
- (c) Retention(s)/Deductible: _____
- (d) Total Premium: _____
- (e) Expiration date: _____
- (f) Loss experience (Attach full details of all claims during the past five (5) years that would fall within the scope of proposed insurance) If no losses, check "None": None
- (g) Has any similar insurance been declined, cancelled or non-renewed? Yes No
(If "Yes", please give details) _____
-

8. Employee Information

- (a) Number of Employees: _____
- (b) List total number of Employees in the following states:
CA _____ NJ _____ NY _____ MA _____ TX _____
- (c) How many Officers have been terminated within the last twelve (12) months? _____
-

II. PRIOR KNOWLEDGE SECTION

1. Have there been, or are there now any claim(s) pending against the Organization or its Subsidiaries, or any person proposed for insurance that is based upon or arises from acts, errors or omissions in a capacity as Director, Officer or Employee of the Organization or its Subsidiaries (including but not limited to demands by past or present Officers and administrative proceedings)? Yes No
(If "Yes", please give details) _____
-
-
-
2. Does any person proposed for this insurance have knowledge of any fact, circumstance or situation involving the Organization, its Subsidiaries or the Directors, Officers or Employees of the Organization or its Subsidiaries which he/she has reason to believe might result in any future claim(s) which might fall within the scope of proposed insurance? Yes No
(If "Yes", please give details) _____
-
-
-

It is agreed that any claim or action arising from any negligent act, error or omission, or breach of duty which is known to any Director or Officer prior to the issuance of the policy shall be excluded from coverage.

The undersigned authorized Officer of the Organization, on behalf of the Organization and its Subsidiaries, and on behalf of the Directors and Officers of the Organization and its Subsidiaries declares that to the best of his/her knowledge and belief, the information, particulars, documents, representations and statements contained in, attached or referred to in this application for insurance and/or as a result of the underwriting process are true and accurate and recognizes that the Insurer, in issuing this policy, will rely on such information, particulars, documents, representations and statements.

Although the signing of this application does not bind the undersigned to effect insurance, the undersigned agrees, on behalf of the Organization and its Subsidiaries, and on behalf of the Directors and Officers of the Organization and its Subsidiaries, that the information, particulars, documents, representations and statements contained in, attached or referred to in this application for insurance and/or as a result of the underwriting process shall be the basis of the contract should a policy be issued and that this application will be attached to and will become part of such policy. The Insurer is hereby authorized to make any investigation and inquiry it deems necessary in connection with this application.

NOTE: This application must be signed by the Chairman of the Board or President and dated within thirty (30) days of the effective date of coverage.

The undersigned authorized Officer agrees that if the information supplied on this application changes between the date of this application and the effective date of the insurance, he/she (undersigned) will immediately notify the Insurer of such changes, and the Insurer may withdraw or modify any outstanding quotations and/or authorization or agreement to bind the insurance.

Signature _____ Title _____
(Chairman of the Board or President)

Date _____ Organization _____

One copy of each of the following documents is attached and made part of the policy:

- (a) MOST RECENT FORM 10-K FILED WITH THE SEC AND ALL OTHER REPORTS FILED WITH THE SEC SUBSEQUENT TO THE FILING OF THE ANNUAL 10-K
- (b) COPY OF THE INDEMNIFICATION PROVISIONS OF THE ORGANIZATION
- (c) CURRENT LIST OF DIRECTORS AND OFFICERS OF THE ORGANIZATION AND ITS SUBSIDIARIES
- (d) LATEST PROXY STATEMENT
- (e) INSIDER TRADING POLICY

Submitted By _____ Date _____
(Producer)

SIGNATURE REQUIRED
NEW YORK FRAUD STATEMENT

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.

Applicant's Signature Date

No Signature Required

ARKANSAS AND LOUISIANA FRAUD STATEMENT

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 FRAUD STATEMENT

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 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 FRAUD STATEMENT

WARNING: 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, fines and denial of insurance benefits.

FLORIDA FRAUD STATEMENT

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.

KENTUCKY FRAUD STATEMENT

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.

MAINE FRAUD STATEMENT

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.

MINNESOTA FRAUD STATEMENT

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.

NEW JERSEY FRAUD STATEMENT

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

NEW MEXICO FRAUD STATEMENT

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.

PENNSYLVANIA FRAUD STATEMENT

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.

TENNESSEE AND VIRGINIA FRAUD STATEMENT

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.