



Name of Insurance Company to which **Application** is made (herein called the “**Insurer**”)

Employed Lawyers Protection Plus
EMPLOYED LAWYERS PROFESSIONAL LIABILITY APPLICATION

NOTICE: THE POLICY PROVIDES THAT THE LIMITS OF LIABILITY AVAILABLE TO PAY JUDGMENTS OR SETTLEMENTS SHALL BE REDUCED BY DEFENSE COSTS. FURTHER NOTE THAT AMOUNTS INCURRED FOR DEFENSE COSTS SHALL BE APPLIED AGAINST THE RETENTION AMOUNT.

THIS APPLICATION DOES NOT BIND THE APPLICANT TO BUY OR THE INSURER TO ISSUE THE INSURANCE, BUT IT IS AGREED THAT THIS FORM SHALL BE THE BASIS OF THE CONTRACT SHOULD A POLICY BE ISSUED, AND IT WILL BE ATTACHED TO AND BECOME PART OF THE POLICY.

IF A POLICY IS ISSUED, IT WILL BE ON A CLAIMS-MADE BASIS.

1. Name of the **Applicant**:
2. Address of the main office of the **Applicant**:

Note: **Applicant** shall include any and all of **Applicant’s subsidiaries**. All bolded terms have the same meaning as the same terms in the Employed Lawyers Protection Plus policy.

3. Date of formation or incorporation:
4. State of formation or incorporation:
5. Primary nature of business (include SIC class):

6. Applicant is a Public Private Not For Profit entity.

Also please give the average time of service of your directors: Years
If Public, please provide the exchange where you are listed and symbol:

7. Number of full time **In-House Counsel** employed by the **Applicant**:
8. Number of part-time **In-House Counsel** employed by the **Applicant**:
9. Number of Independent Contractor Counsel contracted by the **Applicant**:
10. Limit of liability requested: \$
11. Retention requested (each **claim** for indemnifiable loss): \$
12. **Securities Claims** Sublimit of Liability requested: \$
(maximum \$5,000,000)

If a **Securities Claims Sublimit of Liability** is requested, then these questions must be answered:

- S1. Does any **In-House Counsel** issue legal opinions with respect to registration statements filed with any securities commission? Yes No
- S2. Does any **In-House Counsel** sign registration statements of the **Applicant**? Yes No
- S3. Does any **In-House Counsel** serve on the Board of Directors or equivalent governing body of the **Applicant**? Yes No
- S4. Has the Applicant made a public offering of debt or equity within the past two (2) years? Yes No
- S5. If **Applicant** is a private company, does it have a filing requirement with the U. S. Securities and Exchange Commission? Yes No

- 13. Does **Applicant** plan to merge, acquire, or be acquired by or with another entity or consolidate any of its Subsidiaries within the next twelve (12) months? Yes No
- 14. Does **Applicant** anticipate any registration of securities under the Securities Act of 1933 (or any similar state or foreign rule or law) or any other offering of securities within the next twelve (12) months? Yes No
- 15. Does any **In-House Counsel** issue written legal opinions to outside parties in connection with sales, acquisitions or other transactions? Yes No
- 16. Does any **In-House Counsel** serve on a due diligence committee or perform **legal professional services** in connection with any of **Applicant's** mergers, acquisitions or consolidations? Yes No
- 17. Does any **In-House Counsel** appear in court for the **Applicant** or other parties in the course of his employment for the **Applicant**? Yes No
- 18. Does any **In-House Counsel** provide personal **legal professional services** with respect to criminal, matrimonial or intellectual property law or estate/financial planning? Yes No
If "yes", how often?

19. Financial information (a financial statement is required if limits of more than \$1 Million are requested):

Total Assets: \$
 Total Liabilities: \$
 Current Assets: \$
 Current Liabilities: \$
 Revenues: \$

Based on financial statement dated: (Month/Year)

- 20. Does the **Applicant** carry Directors and Officers, Employment Practices Liability, Professional Liability Insurance? Yes No
If "Yes", provide the following information with regard to all insurance:

	D&O	EPLI	E&O
Insurance carrier:			
Limits of liability:	\$	\$	\$
Deductible/retention	\$	\$	\$
Premium	\$	\$	\$
Policy Period			
Retroactive date / Continuity date			
Years of continuous coverage			

- | | | | |
|-----|--|-----|----|
| 21. | Has any insurance carrier refused, canceled or non-renewed the Applicant's Directors and Officers or other management liability insurance, Employment Practices Liability insurance or Professional Liability insurance for In-House Counsel ? (MISSOURI APPLICANTS NEED NOT REPLY)
If "Yes," please provide the date, carrier, coverage and reason for each declination, cancellation or non-renewal. | Yes | No |
| 22. | Has any In-House Counsel been subject to any discipline by, or been refused admission to any bar, court, or administrative agency?
If "Yes", attach complete information. | Yes | No |
| 23. | Has the Applicant or any In-House Counsel been charged with a violation of any federal, state, or foreign securities law, rule or regulation in any court or by any civil, criminal, administrative or regulatory agency?
If "Yes", attach complete information. | Yes | No |
| 24. | After reasonable inquiry, is any In-House Counsel or the Applicant aware of any claims or actions against any person proposed for insurance in his or her capacity as In-House Counsel within the past three (3) years?
If "Yes", attach complete information. | Yes | No |
| 25. | After reasonable inquiry, is any In-House Counsel or the Applicant aware of any act, error or omission which may reasonably be expected to give rise to a claim against any In-House Counsel ?
If "Yes", attach complete information. | Yes | No |

It is agreed that with respect to questions 22, 23, 24 and 25 above, that if any answer is in the affirmative, then such **Claim**, proceeding or action and any **Claim** or action arising from such **Claim**, proceeding, action, knowledge, information or involvement is excluded from the proposed coverage. It is further agreed that all written statements and materials furnished to the insurer in conjunction with this **Application** along with all public documents (including 10-Qs, 10-Ks and other filings) are hereby incorporated by reference into this application and made a part hereof.

WARNING: 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.

ADDITIONAL INFORMATION

This page may be used to provide additional information to any question on this application. Please identify the question number to which you are referring.

FRAUD STATEMENT AND SIGNATURE SECTIONS

The Undersigned states that they/ them are an authorized representative of the Applicant and declares to the best of their knowledge and belief and after reasonable inquiry, that the statements set forth in this Application (and any attachments submitted with this Application) are true and complete and may be relied upon by Company * in quoting and issuing the policy. If any of the information in this Application changes prior to the effective date of the policy, the Applicant will notify the Company of such changes and the Company may modify or withdraw the quote or binder.

The signing of this Application does not bind the Company to offer, or the Applicant to purchase the policy.

*Company refers collectively to Philadelphia Indemnity Insurance Company and Tokio Marine Specialty Insurance Company

FRAUD NOTICE STATEMENTS

APPLICABLE IN 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.

NAME (PLEASE PRINT/TYPE)

TITLE

(MUST BE SIGNED BY THE PRESIDENT, BOARD CHAIR, CEO OR EXECUTIVE DIRECTOR)

SIGNATURE

DATE

SECTION TO BE COMPLETED BY THE PRODUCER/BROKER/AGENT

PRODUCER

(If this is a Florida Risk, Producer means Florida Licensed Agent)

AGENCY

PRODUCER LICENSE NUMBER

(If this a Florida Risk, Producer means Florida Licensed Agent)

ADDRESS (STREET, CITY, STATE, ZIP)