

**LONG FORM APPLICATION**

**FOR**

**DIRECTORS, OFFICERS AND COMPANY LIABILITY POLICY**

**NOTICE: THE POLICY FOR WHICH APPLICATION IS MADE, SUBJECT TO ITS TERMS, APPLIES ONLY TO ANY CLAIM FIRST MADE DURING THE POLICY PERIOD. AMOUNTS INCURRED AS COSTS, CHARGES AND EXPENSES SHALL REDUCE AND MAY EXHAUST THE LIMIT OF LIABILITY AND ARE SUBJECT TO THE RETENTIONS.**

The term "**Applicant**" whenever used in this Application in boldface type shall mean the Parent Company listed below and all Subsidiaries of the Parent Company for which coverage is proposed under this Application.

1. Name of Parent Company \_\_\_\_\_

Address \_\_\_\_\_  
(Number) (Street)

\_\_\_\_\_  
(City) (State) (Zip Code)

State of Incorporation: \_\_\_\_\_

2. The Parent Company has continuously been in business since \_\_\_\_\_ / \_\_\_\_\_  
(Month) (Year)

Nature of business \_\_\_\_\_

3. Are any classes of shares publicly traded? Yes \_\_\_ No \_\_\_

4. Does any person or entity own 10% or more of any class of shares issued by the **Applicant**?  
Yes \_\_\_ No \_\_\_

If yes, give details: \_\_\_\_\_

\_\_\_\_\_

5. Has the **Applicant** at any time over the last three years been in breach of any debt covenants or loan agreements? Yes \_\_\_ No \_\_\_

If yes, give details: \_\_\_\_\_

\_\_\_\_\_

6. Has the **Applicant** at any time over the last three years changed its auditors, outside counsel or outside securities counsel? Yes \_\_\_\_  
 No \_\_\_\_

If yes, give details including reasons for changes: \_\_\_\_\_

Provide the name of the **Applicants**:

Outside Counsel: \_\_\_\_\_

Outside Securities Counsel: \_\_\_\_\_

7. Has the **Applicant**:

- (a) 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 \_\_\_\_

If yes, attach a copy of prospectus.

- (b) issued within the past 12 months or does it contemplate issuing within the next 12 months any shares (common or otherwise)? Yes \_\_\_\_ No \_\_\_\_

If yes, give details: \_\_\_\_\_

- (c) any plans within the next 12 months for any merger, acquisition, consolidation or tender offer? Yes \_\_\_\_ No \_\_\_\_

If yes, give details: \_\_\_\_\_

8. Does the **Applicant** have:

- (a) an Insider Trading Policy? Yes \_\_\_\_ No \_\_\_\_

If yes, attach a copy.

- (b) a Corporate Communications Policy? Yes \_\_\_\_ No \_\_\_\_

If yes, attach a copy.

9. (a) Total number of employees:

Full Time \_\_\_\_\_ Part Time \_\_\_\_\_ Seasonal \_\_\_\_\_ Total \_\_\_\_\_

- (b) Number of full-time employees terminated in each of the past three years:

Year	Number
_____	_____
_____	_____
_____	_____

(c) Have any of the directors or officers resigned or been terminated in the past 12 months? Yes \_\_\_\_ No \_\_\_\_

If yes, give details: \_\_\_\_\_

(d) Is a reduction in the number of full time employees anticipated in the next 12 months? Yes \_\_\_\_ No \_\_\_\_

10. Does the **Applicant** have a Personnel/Human Resource Department? Yes \_\_\_\_ No \_\_\_\_

Does the **Applicant** have an Employee Handbook or Manual which is issued to all employees? Yes \_\_\_\_ No \_\_\_\_

Is the Employee Handbook or Manual updated regularly? Yes \_\_\_\_ No \_\_\_\_

If yes, how often? \_\_\_\_\_

Does the Applicant have a written policy regarding:

- (a) sexual harassment and reporting procedures? Yes \_\_\_\_ No \_\_\_\_
- (b) annual written evaluations of employees? Yes \_\_\_\_ No \_\_\_\_
- (c) employee disciplinary actions? Yes \_\_\_\_ No \_\_\_\_
- (d) employee terminations? Yes \_\_\_\_ No \_\_\_\_
- (e) employee hiring? Yes \_\_\_\_ No \_\_\_\_
- (f) accommodating the disabled in accordance with the Americans With Disabilities Act? Yes \_\_\_\_ No \_\_\_\_
- (g) Family and Medical Leave? Yes \_\_\_\_ No \_\_\_\_
- (h) discrimination in employment and reporting procedures? Yes \_\_\_\_ No \_\_\_\_

11. The following officer of the **Applicant** is designated to receive any and all notices from Underwriters or their authorized representative(s) concerning this insurance:

\_\_\_\_\_

12. Has any similar insurance on behalf of the **Applicant** been declined, cancelled, or refused renewal? Yes \_\_\_\_ No \_\_\_\_

If yes, give details: \_\_\_\_\_

13. Has the **Applicant** or any director, officer or other proposed assured been involved in any of the following:

- (a) any anti-trust, price-fixing, tax, copyright, or patent litigation? Yes \_\_\_\_ No \_\_\_\_
- (b) any civil or criminal action or administrative proceeding for violation of any federal or state securities law or regulation? Yes \_\_\_\_ No \_\_\_\_
- (c) any representative actions, class actions, or derivative suits? Yes \_\_\_\_ No \_\_\_\_

If yes to any of the above, attach details.

14. (a) There is no claim now pending nor has there been any claim against any director, officer or other proposed assured in his or her capacity as director, officer or other assured capacity except as follows: \_\_\_\_\_

\_\_\_\_\_

If no such claims, check here: None \_\_\_\_

(b) No **Applicant**, director, officer or other proposed assured has knowledge or information of any fact, circumstance, situation, event or transaction which may give rise to a claim under the proposed insurance except as follows: \_\_\_\_\_

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If no such knowledge or information, check here: None \_\_\_\_\_

It is agreed that any claim based upon or arising out of any claim or fact, circumstance, situation, event or transaction known which should have been disclosed above is excluded from coverage under the proposed insurance.

15. Attach the following materials regarding the **Applicant**:

- (a) the latest Annual Report to Stockholders and Form 10-K if applicable;
- (b) the latest interim financial statement and Forms 10-Q and/or 8-K if applicable;
- (c) a copy of the Notice to Stockholders and the Proxy Statement for either the last or the next annual meeting;
- (d) copies of any filings made pursuant to Section 13(d) of the Securities Exchange Act of 1934 for the last two years; and
- (e) a copy of the indemnification provisions of the charter, by-laws or articles of incorporation.

THE UNDERSIGNED DECLARES THAT THE STATEMENTS SET FORTH HEREIN ARE TRUE. THE SIGNING OF THIS APPLICATION DOES NOT BIND THE UNDERSIGNED TO COMPLETE THE INSURANCE. IT IS UNDERSTOOD, HOWEVER, THAT THE STATEMENTS CONTAINED IN THIS APPLICATION AND THE MATERIALS SUBMITTED HERewith ARE THE BASIS OF THE CONTRACT SHOULD A POLICY BE ISSUED AND HAVE BEEN RELIED UPON BY UNDERWRITERS IN ISSUING ANY POLICY. THIS APPLICATION AND MATERIALS SUBMITTED WITH IT SHALL BE RETAINED ON FILE WITH UNDERWRITERS AND SHALL BE DEEMED ATTACHED TO AND BECOME PART OF THE POLICY IF ISSUED. UNDERWRITERS ARE AUTHORIZED TO MAKE ANY INVESTIGATION AND INQUIRY IN CONNECTION WITH THIS APPLICATION AS THEY DEEM NECESSARY.

IT IS AGREED IN THE EVENT THERE IS ANY MATERIAL CHANGE IN THE ANSWERS TO THE QUESTIONS CONTAINED IN THIS APPLICATION PRIOR TO THE EFFECTIVE DATE OF THE POLICY, THE **APPLICANT** WILL IMMEDIATELY NOTIFY UNDERWRITERS IN WRITING AND ANY OUTSTANDING QUOTATIONS MAY BE MODIFIED OR WITHDRAWN AT UNDERWRITERS DISCRETION.

Signed:

\_\_\_\_\_  
Must be signed by  
Chairman of the Board or President  
of Parent Company

Capacity:

\_\_\_\_\_

Company:

\_\_\_\_\_

Date:                      (Day)                      (Month)                      (Year)

\_\_\_\_\_

Submitted by:

\_\_\_\_\_

(Agent)

Date:

\_\_\_\_\_