



BEAZLEY EXECUGUARD - MANAGEMENT LIABILITY INSURANCE POLICY

NOTICE: THE POLICY FOR WHICH THIS APPLICATION IS MADE IS A CLAIMS MADE AND REPORTED POLICY SUBJECT TO ITS TERMS. THIS POLICY APPLIES ONLY TO ANY CLAIM FIRST MADE AGAINST THE INSUREDS DURING THE POLICY PERIOD PROVIDED SUCH CLAIM IS REPORTED IN WRITING TO THE UNDERWRITERS AS SOON AS PRACTICABLE BUT IN NO EVENT LATER THAN THE END OF THE POLICY PERIOD, IN ACCORDANCE WITH THE APPLICABLE EXTENSION PERIOD, OR 60 DAYS AFTER THE POLICY PERIOD EXPIRATION DATE IN THE CASE OF A CLAIM FIRST MADE DURING THE LAST 60 DAYS OF THE POLICY PERIOD. AMOUNTS INCURRED AS DEFENSE COSTS SHALL REDUCE AND MAY EXHAUST THE APPLICABLE LIMIT(S) OF LIABILITY AND ARE SUBJECT TO THE APPLICABLE RETENTIONS. THE UNDERWRITERS HAVE NO OBLIGATION TO PAY DEFENSE COSTS OR ANY SETTLEMENTS OR JUDGMENTS ONCE THE APPLICABLE LIMIT OF LIABILITY IS EXHAUSTED. PLEASE READ THIS POLICY CAREFULLY.

NOTICE TO NEW YORK APPLICANTS: THE POLICY FOR WHICH THIS APPLICATION IS MADE IS A CLAIMS MADE POLICY. UPON TERMINATION OF COVERAGE FOR ANY REASON A 60-DAY AUTOMATIC EXTENSION PERIOD WILL APPLY. FOR AN ADDITIONAL PREMIUM, AN OPTIONAL EXTENSION PERIOD CAN BE PURCHASED AS INDICATED IN ITEM 7. OF THE DECLARATIONS. EXCEPT AS OTHERWISE PROVIDED HEREIN, THIS POLICY ONLY APPLIES TO CLAIMS FIRST MADE DURING THE POLICY PERIOD, THE AUTOMATIC EXTENSION PERIOD OR, IF APPLICABLE, THE OPTIONAL EXTENSION PERIOD. NO COVERAGE EXISTS FOR CLAIMS MADE AFTER THE END OF THE POLICY PERIOD AND THE AUTOMATIC EXTENSION PERIOD UNLESS, AND TO THE EXTENT, THE OPTIONAL EXTENSION PERIOD APPLIES. NO COVERAGE WILL EXIST AFTER THE EXPIRATION OF THE AUTOMATIC EXTENSION PERIOD OR, IF PURCHASED, THE OPTIONAL EXTENSION PERIOD, WHICH MAY RESULT IN A POTENTIAL COVERAGE GAP IF PRIOR ACTS COVERAGE IS NOT SUBSEQUENTLY PROVIDED BY ANOTHER INSURER. DURING THE FIRST SEVERAL YEARS OF A CLAIMS-MADE RELATIONSHIP, CLAIMS-MADE RATES ARE COMPARATIVELY LOWER THAN OCCURRENCE RATES, AND THE INSURED CAN EXPECT SUBSTANTIAL ANNUAL PREMIUM INCREASES, INDEPENDENT OF OVERALL RATE INCREASES, UNTIL THE CLAIMS-MADE RELATIONSHIP REACHES MATURITY. 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. THE UNDERWRITERS ARE NOT OBLIGATED TO PAY ANY LOSS AFTER THE LIMIT OF LIABILITY HAS BEEN EXHAUSTED BY PAYMENT OF LOSS. PLEASE READ THIS POLICY CAREFULLY.

NOTICE TO MINNESOTA APPLICANTS: THE POLICY FOR WHICH THIS APPLICATION IS MADE IS A CLAIMS MADE AND REPORTED POLICY SUBJECT TO ITS TERMS. THIS POLICY APPLIES ONLY TO ANY CLAIM FIRST MADE AGAINST THE INSUREDS DURING THE POLICY PERIOD PROVIDED SUCH CLAIM IS REPORTED TO THE UNDERWRITERS OR THE UNDERWRITERS' AGENT OR BROKER AS SOON AS PRACTICABLE BUT IN NO EVENT LATER THAN THE END OF THE POLICY PERIOD, IN ACCORDANCE WITH THE OPTIONAL EXTENSION PERIOD, OR 60 DAYS AFTER THE POLICY PERIOD EXPIRATION DATE IN THE CASE OF A CLAIM FIRST MADE DURING THE LAST 60 DAYS OF THE POLICY PERIOD. THIS MEANS THAT ONLY CLAIMS ACTUALLY MADE DURING THE POLICY PERIOD ARE COVERED UNLESS COVERAGE FOR AN OPTIONAL EXTENSION PERIOD IS PURCHASED. IF AN OPTIONAL EXTENSION PERIOD IS NOT MADE AVAILABLE TO YOU, YOU RISK HAVING GAPS IN COVERAGE WHEN SWITCHING FROM ONE COMPANY TO ANOTHER. MOREOVER, EVEN IF SUCH A REPORTING PERIOD IS MADE AVAILABLE TO YOU, YOU MAY STILL BE PERSONALLY LIABLE FOR CLAIMS REPORTED AFTER THE PERIOD EXPIRES. CLAIMS MADE POLICIES MAY NOT PROVIDE COVERAGE FOR WRONGFUL ACTS COMMITTED BEFORE A FIXED RETROACTIVE DATE. RATES FOR CLAIMS MADE POLICIES ARE DISCOUNTED IN THE EARLY YEARS OF A POLICY, BUT INCREASE STEADILY OVER TIME. AMOUNTS INCURRED AS DEFENSE COSTS SHALL REDUCE AND MAY EXHAUST THE APPLICABLE LIMITS OF LIABILITY AND ARE SUBJECT TO THE RETENTIONS. PLEASE READ THIS POLICY CAREFULLY.

Please fully answer all questions and submit all requested information. Terms appearing in bold face in this **Application** are defined in the Policy and have the same meaning in this **Application** as in the Policy. If you do not have a copy of the Policy, please request it from your agent or broker. This **Application**, including all materials submitted herewith, shall be held in confidence.

ORGANIZATIONAL INFORMATION:

If any of the following information has changed since the inception of your current policy, please check here

Insured Name:		Years in Business	
Principal Address:			
Primary Business Activity:		SIC Code/NAICS Code	
Business Organization: Corporation ___ Partnership ___ Limited Liability Corporation ___ Other ___			

If Applicant is a subsidiary of another company, please provide the name of the Parent Company:

FINANCIAL DATA:

Total Assets: \$	Current Assets: \$	Annual Revenues: \$
Total Liabilities: \$	Current Liabilities: \$	Net income/loss: \$
Negative cash flow? Yes <input type="checkbox"/> No <input type="checkbox"/>	If yes, how much? \$	Debt:

Has the Applicant received a going concern opinion from an auditor? Yes No

COVERAGE REQUESTED:

If you are requesting a different limit or retention from your expiring policy please check here .
If checked, please indicate requested changes below:

1. Different Limit Requested \$ (Defense is included in the Limit)
2. Different Retention Requested \$

If you are requesting coverage in addition to your expiring policy, please check here .
If checked, please indicate additional coverages for which you are requesting coverage:

- Directors & Officers Liability Employment Practices Liability Fiduciary Liability Crime Errors and Omissions Technology Errors and Omissions Architects and Engineers Errors and Omissions

UNDERWRITING INFORMATION:

A. Directors & Officers Liability:

1 Please list all subsidiaries including ownership by percentage:

Subsidiary Name	Applicant's Ownership Percentage
	%
	%

Attach additional page if necessary.

2. Is the Applicant a party to any joint venture arrangements or partnership agreements? Yes No
 If Yes, please attach details.

3. Shareholder Information:

Total Number of Shareholders:			
Director/Officer Shareholders:	% Voting Shares Owned:	Other Shareholders owning 5% or more:	% Voting Shares Owned:

4. How many employed lawyers (in-house counsel) does the Applicant employ? _____

5. Has Applicant within the past twelve months completed or agreed to, or does it contemplate in the next twelve months, any of the following:

1. A merger, acquisition, creation, divestiture, or tender offer of or for any entity, plant, office, subsidiary, branch or division? Next 12 months? Yes <input type="checkbox"/> No <input type="checkbox"/> Past 24 months? Yes <input type="checkbox"/> No <input type="checkbox"/>
2. Sale, distribution or divestiture of any assets or stock other than in the ordinary course of business? Next 12 months? Yes <input type="checkbox"/> No <input type="checkbox"/> Past 12 months? Yes <input type="checkbox"/> No <input type="checkbox"/>
3. Reorganization or arrangement with creditors under federal or state law? Next 12 months? Yes <input type="checkbox"/> No <input type="checkbox"/> Past 12 months? Yes <input type="checkbox"/> No <input type="checkbox"/>
4. Any registration for a public offering or private placement of securities or share repurchase? If Yes, please attach a copy of the Prospectus or other documents. Next 12 months? Yes <input type="checkbox"/> No <input type="checkbox"/> Past 12 months? Yes <input type="checkbox"/> No <input type="checkbox"/>
5. Has the Applicant had any breach or violation of any debt covenant or loan agreement or any other material contractual obligation? Next 12 months? Yes <input type="checkbox"/> No <input type="checkbox"/> Past 12 months? Yes <input type="checkbox"/> No <input type="checkbox"/>
6. Has the ownership of the Applicant changed in the past year or does the Applicant anticipate a change in ownership? Next 12 months? Yes <input type="checkbox"/> No <input type="checkbox"/> Past 12 months? Yes <input type="checkbox"/> No <input type="checkbox"/>
7. Has there been any change in the board of directors or senior management? Next 12 months? Yes <input type="checkbox"/> No <input type="checkbox"/> Past 12 months? Yes <input type="checkbox"/> No <input type="checkbox"/>

If yes was answered for any question above, please provide details on a separate sheet.

B. Employment Practices Liability:

1. Total number of **Employees** of Applicant including all **Subsidiaries** and all leased and seasonal employees and independent contractors:

	Current Year	1 Year Ago
Full Time:		
Part Time:		
Seasonal:		
Independent contractors:		
Temporary employees:		
Terminated: (involuntary)		
Resigned: (voluntary)		
Layoffs:		

2. How many employees are union members? _____

3. Number of employees that are in the following salary ranges (salary includes bonuses and commissions):

\$50,000 or less:	\$100,000 - \$250,000:
\$50,000 - \$100,000:	\$250,000 and above:

4. Locations of Applicant by state or country (if foreign) and number of employees for each (attach schedule if necessary):

State or Country	# of Employees	# of locations		State or Country	# of Employees	# of locations

5. Is the Applicant in compliance with Title III of the American with Disabilities Act (building and premises requirements)? Yes No

6. Has the Applicant acquired any companies in the past two (2) years? Yes No

7. With respect to acquired companies, were any employees or officers terminated or do you plan in the next twelve (12) months to terminate any employees or officers? Yes No

If so, how many? _____

8. Does the **Insured** contemplate in the next twelve (12) months any employee layoffs, including anything resulting from a branch, location, facility, office or subsidiary closing or consolidation? Yes No

If Yes, how many employees will be impacted? _____

9. If during the next twelve (12) months, circumstances of which you are currently unaware make it necessary for you to decrease the number of your Employees by ten percent (10%) or five (5) employees, whichever is greater, through the reorganization, restructuring, reduction in force, downsizing of operations or closure of one or more plants or places of business, do you agree that you will consult with and follow the recommendation of legal counsel

experienced in employment law prior to any such downsizing, reorganization, restructuring, reduction in force, change in number of Employees, or closure of one or more plants or places of business operations?

Yes No

C. Fiduciary Liability:

1. Insured Plans: Please either attach the most recent Form 5500 or provide the following information for all retirement **Plans** for which coverage is requested:

<u>Plan Name</u>	<u>Total Assets</u>	<u>Number of Participants</u>	<u>Type of Plan*</u>	Check if the Plan is not a Qualified Plan	Check only if the Plan has Investments in Employer <u>Securities</u>	Check only if this is not a single employer Plan
				<input type="checkbox"/> Not Qualified	<input type="checkbox"/>	<input type="checkbox"/> Multiemployer
				<input type="checkbox"/> Not Qualified	<input type="checkbox"/>	<input type="checkbox"/> Multiemployer
				<input type="checkbox"/> Not Qualified	<input type="checkbox"/>	<input type="checkbox"/> Multiemployer

(List any additional **Plans** on an attachment.)

*W = Welfare Benefit, DC = Defined Contribution, DB = Defined Benefit, ESOP= Employee Stock ownership Plan, O = Other

2. Plan Changes:

a. Since the last renewal, have there been, or is there now under consideration, any merger, termination, amendment, acquisition, restructuring or consolidation of any Plan or creation of a new Plan?

Yes No

If Yes, attach complete details.

b. Since the last renewal, has any Plan:

i. filed for exemption from a prohibited transaction?

Yes No

ii. received an adverse opinion as to its financial condition?

Yes No

iii. been the subject of any review or investigation by the DOL, or IRS or experienced an event reportable to the PBGC?

Yes No

iv. fallen out of compliance with ERISA?

Yes No

v. experienced a change in investment options or investment advisor?

Yes No

c. Does any Plan currently have any delinquent plan contributions or declared any loans, leases or debt obligations in default or uncollectible?

Yes No

d. If there is a defined benefit plan please provide percentage funded. _____

If yes was answered for any question above, please provide details on a separate sheet.

D. Wage and Hour:

Have any changes been made to the Insured's policies and procedures regarding Wage & Hour practices in the past twelve (12) months?

Yes No

E. Loss History:

Has the Applicant knowledge of any Claims that have not been reported to the carrier? Yes No

ATTACHMENTS:

Attach the following materials regarding the **Insured**:

1. Latest audited financial statement;
2. Latest interim financial statement;

SIGNATURE SECTION

THE UNDERSIGNED AUTHORIZED EMPLOYEE OF THE APPLICANT DECLARES THAT THE STATEMENTS SET FORTH HEREIN ARE TRUE. THE UNDERSIGNED AUTHORIZED EMPLOYEE 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 WILL, IN ORDER FOR THE INFORMATION TO BE ACCURATE ON THE EFFECTIVE DATE OF THE INSURANCE, IMMEDIATELY NOTIFY THE UNDERWRITER OF SUCH CHANGES, AND THE UNDERWRITER MAY WITHDRAW OR MODIFY ANY OUTSTANDING QUOTATIONS OR AUTHORIZATIONS OR AGREEMENTS TO BIND THE INSURANCE. FOR NEW HAMPSHIRE APPLICANTS, THE FOREGOING STATEMENT IS LIMITED TO THE BEST OF THE UNDERSIGNED'S KNOWLEDGE, AFTER REASONABLE INQUIRY. IN MAINE, THE UNDERWRITERS MAY MODIFY BUT MAY NOT WITHDRAW ANY OUTSTANDING QUOTATIONS OR AUTHORIZATIONS OR AGREEMENTS TO BIND THE INSURANCE.

SIGNING OF THIS APPLICATION DOES NOT BIND THE APPLICANT OR THE UNDERWRITER TO COMPLETE THE INSURANCE, BUT IT IS AGREED THAT THIS APPLICATION SHALL BE THE BASIS OF THE CONTRACT SHOULD A POLICY BE ISSUED, AND IT WILL BECOME PART OF THE POLICY.

ALL WRITTEN STATEMENTS AND MATERIALS FURNISHED TO THE INSURER IN CONJUNCTION WITH THIS APPLICATION ARE HEREBY INCORPORATED BY REFERENCE INTO THIS APPLICATION AND MADE A PART HEREOF. FOR NORTH CAROLINA, UTAH, AND WISCONSIN APPLICANTS, SUCH APPLICATION MATERIALS ARE PART OF THE POLICY, IF ISSUED, ONLY IF ATTACHED AT ISSUANCE.

I UNDERSTAND AND AGREE THESE INVESTIGATIONS SHALL NOT BE CONFINED TO INFORMATION SUBMITTED IN THIS APPLICATION, BUT SHALL INCLUDE ANY OTHER SOURCES OF INFORMATION DEEMED RELEVANT BY THE COMPANY AS MAY BE AUTHORIZED BY LAW.

APPLICANT AND ALL OWNERS, EMPLOYEES, AND CONTRACTORS ARE LICENSED OR DULY AUTHORIZED IN ALL STATES OR JURISDICTIONS WHERE PROFESSIONAL SERVICES ARE PROVIDED. APPLICANT ATTESTS TO THE TRUTH OF ALL ANSWERS TO THE ABOVE QUESTIONS, AND THAT APPLICANT HAS NOT WITHHELD ANY INFORMATION WHICH IS CALCULATED TO INFLUENCE THE JUDGMENT OF THE INSURANCE COMPANY IN CONSIDERING THIS APPLICATION.

FRAUD WARNING DISCLOSURE

ANY PERSON WHO, WITH INTENT TO DEFRAUD OR KNOWING THAT (S)HE IS FACILITATING A FRAUD AGAINST THE INSURER, SUBMITS AN APPLICATION OR FILES A CLAIM CONTAINING A FALSE OR DECEPTIVE STATEMENT MAY BE GUILTY OF INSURANCE FRAUD.

NOTICE TO ALABAMA, ARKANSAS, LOUISIANA, NEW MEXICO AND RHODE ISLAND 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 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 DISTRICT OF COLUMBIA APPLICANTS: 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 AND/OR FINES. IN ADDITION, AN INSURER MAY DENY INSURANCE BENEFITS IF FALSE INFORMATION MATERIALLY RELATED TO A CLAIM WAS PROVIDED BY THE APPLICANT.

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 KANSAS APPLICANTS: ANY PERSON WHO, KNOWINGLY AND WITH INTENT TO DEFRAUD, PRESENTS, CAUSES TO BE PRESENTED OR PREPARES WITH KNOWLEDGE OR BELIEF THAT IT WILL BE PRESENTED TO OR BY AN INSURER, PURPORTED INSURER, BROKER OR AGENT THEREOF, ANY WRITTEN STATEMENT AS PART OF, OR IN SUPPORT OF, AN APPLICATION FOR THE ISSUANCE OF, OR THE RATING OF AN INSURANCE POLICY FOR PERSONAL OR COMMERCIAL INSURANCE, OR A CLAIM FOR PAYMENT OR OTHER BENEFIT PURSUANT TO AN INSURANCE POLICY FOR COMMERCIAL OR PERSONAL INSURANCE WHICH SUCH PERSON KNOWS TO CONTAIN MATERIALLY FALSE INFORMATION CONCERNING ANY FACT MATERIAL THERETO; OR CONCEALS, FOR THE PURPOSE OF MISLEADING, INFORMATION CONCERNING ANY FACT MATERIAL THERETO COMMITS A FRAUDULENT INSURANCE ACT.

NOTICE TO MAINE, TENNESSEE, VIRGINIA AND WASHINGTON 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 A DENIAL OF INSURANCE BENEFITS.

NOTICE TO MARYLAND APPLICANTS: ANY PERSON WHO KNOWINGLY OR WILLFULLY PRESENTS A FALSE OR FRAUDULENT CLAIM FOR PAYMENT OF A LOSS OR BENEFIT OR KNOWINGLY OR WILLFULLY 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 OKLAHOMA APPLICANTS: WARNING: ANY PERSON WHO KNOWINGLY, AND WITH INTENT TO INJURE, DEFRAUD OR DECEIVE ANY INSURER, MAKES ANY CLAIM FOR THE PROCEEDS OF AN INSURANCE POLICY CONTAINING ANY FALSE, INCOMPLETE OR MISLEADING INFORMATION IS GUILTY OF A FELONY.

NOTICE TO KENTUCKY, NEW JERSEY, NEW YORK, OHIO AND 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 CLAIMS 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. (IN NEW YORK, THE CIVIL PENALTY IS NOT TO EXCEED FIVE THOUSAND DOLLARS (\$5,000) AND THE STATED VALUE OF THE CLAIM FOR EACH SUCH VIOLATION.)

Signed: _____

Date: _____

Print Name: _____
(Owner, Partner, Authorized Officer)

Title: _____

If this **Application** is completed in Florida, please provide the Insurance Agent's name and license number. If this **Application** is completed in Iowa or New Hampshire, please provide the Insurance Agent's name and signature only.

Agent's Printed Name: _____

Florida Agent's License Number: _____

Agent's Signature: _____