



Name of Insurance Company to which Application is made
(herein called the "Insurer")

DIRECTORS AND OFFICERS INSURANCE APPLICATION

Name of Insurance Policy to which Application is applicable

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

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

1. APPLICANT'S

(a) Corporation name

(b) State of incorporation

(c) Date of incorporation

(d) Address

(e) Nature of business

(f) Primary SIC code(s)

(g) Corporation has been continually operating since _____

(h) Total number of locations (please check): one _____ two _____ three _____ more than three _____

(i) Does the Applicant operate any retail outlets? Yes _____ No _____ (If "Yes", total number of retail outlets: _____)

2. (a) Amount of insurance requested: \$ _____

(b) Self-insured retention desired (each loss): \$ _____

3. Stock Ownership

(a) The following securities of the Applicant (or its Subsidiaries) are publicly traded: [] equity, [] debt, [] mixed (attach explanation)

(1) If no securities are publicly traded, check here: "none" _____.

(2) For those securities that are publicly traded, indicate name of exchange(s) and ticket symbol(s) here: _____ (If included as an attachment, check here: _____.)

(b) Total number of voting shares outstanding _____

(c) Total number of voting shareholders _____

(d) Total number of voting shares owned by its Directors (direct and beneficial) _____

(e) Total number of voting shares owned by its Officers (direct and beneficial) who are not Directors _____

(f) Does any shareholder own five percent or more of the voting shares directly or beneficially? If so, designate name and percentage of holdings. (If no such shareholders, check here: "none" _____.)

(g) Are there any other securities convertible to voting stock? If so, describe fully. (If none, check here: "none" _____.)

4. (a) Complete list of all Directors of the Applicant by name and affiliation with other corporations. (If included as an attachment herein, check here _____.)

(b) Complete list of all Officers of the Applicant by name and affiliation with other corporations. (If included as an attachment herein, check here _____.)

5. List of all direct and indirect Subsidiary corporations:

<u>Name</u>	<u>Business or Type of Operation</u>	<u>Percentage of Ownership</u>	<u>Date Acquired or Created</u>	<u>Domestic or Foreign a.l. Country of Incorporation</u>
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Coverage to include all Subsidiaries? Yes _____ No _____ If "Yes," include complete list of Directors and Officers of each Subsidiary. If "No", include complete list of Directors and Officers of each Subsidiary for which coverage is requested. If included as an attachment herein, check here _____ . (Attached)

6. Are any plans for merger, acquisition or consolidation of or by the Applicant or any of its Subsidiaries being considered? Yes _____ No _____
- (a) If yes, have they been approved by the board of directors? Yes _____ No _____ Date of Approval _____
- (b) If so, have they been submitted to the shareholders for approval? Yes _____ No _____ Date of Approval _____
7. Does the Applicant or any of its Subsidiaries anticipate any registration of securities under the Securities Act of 1933 or any other offering of securities within the next year? Yes _____ No _____ (If "Yes", give details and submit offering materials if available.)
8. (a) There has not been nor is there now pending any claim(s) against any person proposed for insurance in his or her capacity of either Director or Officer or the named Applicant or any of its Subsidiaries except as follows: (Attach complete details. If no such claims, check here: "none" _____.)
- (b) There has not been nor is there now pending any claim(s) against the Applicant or any of its Subsidiaries with regard to the securities of the Applicant or any of its Subsidiaries, except as follows: (Attach complete details. If no such claims, check here: "none" _____.)
9. (a) No Director or Officer has knowledge or information of any act, error or omission which might give rise to a claim under the proposed policy except as follows: (Attach complete details. If they have no such knowledge or information, check here: "none" _____.)
- (b) Neither the Applicant nor any of its Subsidiaries has knowledge or information of any act, error or omission which might give rise to a securities claim under the proposed policy except as follows: (Attach complete details. If they have no such knowledge or information, check here: "none" _____ .)
10. Has the Applicant, any of its Subsidiaries or any Director and/or Officer:
- (a) Been involved in any antitrust, copyright or patent litigation? Yes _____ No _____
- (b) Been charged in any civil or criminal action or administrative proceeding with a violation of any federal or state antitrust or fair trade law? Yes _____ No _____
- (c) Been charged in any civil or criminal action or administrative proceeding with a violation of any federal or state securities law or regulation? Yes _____ No _____
- (d) Been involved in any representative actions, class actions, or derivative suits? Yes _____ No _____

(If any of the above are answered "Yes," attach full details.)

It is agreed that with respect to Questions 9 and 10 above, if such knowledge, information or involvement exists, any claim or action arising therefrom is excluded from the proposed coverage.

11. Previous Directors and Officers Insurance

- (a) Name of insurance company
- (b) Limit of Liability
- (c) Self-insured retention
- (d) Policy expiration date

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- (e) Premium (indicate one year or more)
- (f) Loss experience (Attach full details. If no losses, check here: _____.)
12. Has any insurance carrier refused, canceled or nonrenewed coverage?*** Yes_____ No_____ (If "Yes," attach full details including when and reason.)
13. Name of Risk Manager and General Counsel (or equivalent position) and number of years in current position:

14. Name and Location (City) of outside law firm for securities or litigation matters:

15. **Attach copies of the following for the Applicant and, to the extent available, each of its Subsidiaries:**
- (a) Latest annual report
 - (b) Latest 10K report filed with the SEC (if the Company is publicly traded)
 - (c) Latest interim financial statement available
 - (d) All proxy statements and Notices of Annual Meeting of stockholders within the last twelve months
 - (e) All registration statements filed with the SEC within the last twelve months (if the Company is Publicly traded)
 - (f) Copy (certified by Corporate Secretary) of the indemnification provisions of the charter and the by-laws. Also attach a copy of any corporate indemnification agreement.
 - (g) Latest CPA management letter along with applicant's responses to any recommendations made therein.
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***MISSOURI APPLICANTS NEED NOT REPLY.

It is agreed that the Applicant will file with the Insurer, as soon as it becomes available, a copy of each registration statement and annual or interim report which the Applicant or any Subsidiary may from time to time file with the Securities and Exchange Commission.

THE UNDERSIGNED AUTHORIZED OFFICER OF THE APPLICANT DECLARES THAT THE STATEMENTS SET FORTH HEREIN ARE TRUE. 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, IN ORDER FOR THE INFORMATION TO BE ACCURATE ON THE EFFECTIVE DATE OF THE INSURANCE, IMMEDIATELY NOTIFY THE INSURER OF SUCH CHANGES, AND THE INSURER MAY WITHDRAW OR MODIFY ANY OUTSTANDING QUOTATIONS AND/OR AUTHORIZATIONS OR AGREEMENTS TO BIND THE INSURANCE

SIGNING OF THIS APPLICATION DOES NOT BIND THE APPLICANT OR THE INSURER 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 BE ATTACHED TO AND 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.

NOTICE TO ARKANSAS 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 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 IN THE THIRD DEGREE."

NOTICE TO KENTUCKY APPLICANTS: "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."

NOTICE TO MINNESOTA APPLICANTS: "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."

NOTICE TO NEW JERSEY APPLICANTS: "ANY PERSON WHO INCLUDES ANY FALSE OR MISLEADING INFORMATION ON AN APPLICATION FOR AN INSURANCE POLICY IS SUBJECT TO CRIMINAL AND CIVIL PENALTIES."

NOTICE TO NEW YORK APPLICANTS: "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."

NOTICE TO OHIO APPLICANTS: "ANY PERSON WHO, WITH INTENT TO DEFRAUD OR KNOWING THAT HE IS FACILITATING A FRAUD AGAINST AN INSURER, SUBMITS AN APPLICATION OR FILES A CLAIM CONTAINING A FALSE OR DECEPTIVE STATEMENT IS GUILTY OF INSURANCE FRAUD."

FOR 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 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."

Signed _____
(Applicant)

Date _____

Title _____ Corporation _____
(must be signed by Chairman of the Board or President) (Corporate Seal)

Attest _____

Broker _____

Address _____

Please read the Following statement carefully and sign where indicated. If a policy is issued, this signed statement will be attached to the policy.

The undersigned authorized officer of the Applicant hereby acknowledges that he/she is aware that the limit of liability contained in this policy shall be reduced, and may be completely exhausted, by the costs of legal defense and, in such event, the Insurer shall not be liable for the costs of legal defense or for the amount of any judgment or settlement to the extent that such exceeds the limit of liability of this policy.

The undersigned authorized officer of the Applicant hereby further acknowledges that he/she is aware that legal defense costs that are incurred shall be applied against the retention amount.

Signed _____
(Applicant)

Date _____

Title _____
(must be signed by Chairman of the Board or President)