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**PRIVATE COMPANY DIRECTORS, OFFICERS AND EMPLOYMENT PRACTICES LIABILITY
POLICY APPLICATION**

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.

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:

Applicant Name

Principal Address

City, State, Zip Web Address

Date and State of Incorporation

Primary Business Activity/SIC Code

Nature of Operations

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

Business Organization: Corporation Partnership Limited Liability Corporation

The purchase of this Policy includes, at no additional cost, access to an online risk management resource. To expedite Applicant's access to this resource, please provide the following:

Name of Human Resources Manager _____

Phone _____ Email _____

1. Please list all subsidiary entities including percentage of ownership

2. Is the Applicant party to any joint venture arrangements? Yes No
3. Is the Applicant party to any partnership agreements? Yes No
4. Is coverage requested for Outside Executive Positions? Yes No
5. Financial Data:
 Annual Revenues
 Total Assets
6. Total number of **Employees** of Insured including all **Subsidiaries** and all leased and seasonal employees and Independent Contractors.

A. Total number of employees for last three years				B. Employee Turnover for the last three years			
Year				Year			
Full Time:				Terminated: (involuntary)			
Part Time:				Resigned: (voluntary)			
Total:				Layoffs:			

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

\$20,000 or less:	\$20,001 - \$50,000:	\$50,001 - \$100,000	\$100,000 - \$200,000

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

7. Total Number of Shareholders

8. Director/ Officer Shareholders

%Voting Shares Owned

9. Other Shareholders owning 5% or more

COVERAGE REQUESTED:

- 10a. Limit Requested \$ (Defense is included in the limit)
- 10b. Retention Requested \$
- 10c. Effective date:

MERGER AND ACQUISITION INFORMATION:

11. Has the Applicant within the past twelve months completed or agreed to, or does it contemplate in the next twelve months, any of the following, whether or not such transactions were or will be completed?

- (a) A merger, acquisition, creation, sale, purchase, spin off, divestiture, consolidation or tender offer of or for any entity, plant, office, subsidiary, branch or division? Yes No
- (b) Sale, distribution or divestiture of any assets or stock other than in the ordinary course of business? Yes No
- (c) Any branch, location, facility, office or subsidiary closings consolidations or layoff? Yes No

If Yes, how many employees will be impacted?

- (d) Reorganization or arrangement with creditors under federal or state law? Yes No
- (e) Any registration for a public offering or private placement of securities? Yes No

If Yes, please attach a copy of the Prospectus.

HUMAN RESOURCE INFORMATION

12. Does the Applicant have a full time Human Resources manager and/or department? Yes No

13. Does the Applicant have a handbook? Yes No

Does the handbook include or does Applicant have written policy procedures for:

- a. Equal Opportunity Employment Yes No
- b. Anti-discrimination Yes No
- c. Anti-Sexual Harassment Yes No
- d. Employment at Will Yes No
- e. Progressive Discipline Yes No

- f. Handling complaints of sexual harassment or discrimination Yes No
- g. Handling other employee grievances or complaints? Yes No
- h. Internet usage/employee privacy Yes No
- i. ADA accommodations Yes No

Does the applicant:

- j. Use any tests to screen applicants or employees? Yes No
- k. Review all terminations with Human Resources or Counsel? Yes No
- l. Provide training for antidiscrimination or anti-sexual harassment and other written policies? Yes No
- m. Use severance pay/releases for terminations? Yes No
- n. Provide written performance evaluations? Yes No
- o. Maintain personnel files: Yes No

Has the handbook been reviewed by legal counsel in the past 5 years? Yes No

14. Is the Applicant a Federal Contractor? Yes No
 If yes, do you have an Affirmative Action Plan? Yes No
 Have you been the subject of an OFCCP audit? Yes No

15. In the last 12 months how many officers have terminated employment with the Applicant; voluntarily and involuntarily?

OTHER INSURANCE INFORMATION:

Policy	Limit	Retention	Insurance Co.	Policy Period	Premium
Directors & Officers Liability					
Employment Practices Liability (indicate if included in D&O)					
Fiduciary Liability					
Fidelity					
Errors and Omissions					

Have any of the Applicant's current liability insurers indicated intent not to offer renewal terms?

- Yes No

If yes, please provide details.

LOSS HISTORY;

HUMAN RESOURCES INFORMATION:

16. Has the Applicant or any director, officer or other proposed **Insured** been involved in any of the following?

- (a) Anti-trust, copyright or patent litigation? Yes No
- (b) Civil or criminal action or administrative proceeding charging violation of a federal, state or foreign security? Yes No
- (c) Any other criminal actions? Yes No
- (d) Representative actions, class actions or derivative suits? Yes No
- (e) Investigation by the Securities and Exchange Commission, or similar state or foreign agency? Yes No

(a) Has the Applicant or any director, officer or other proposed **Insured** given written notice under the provisions of any prior or current directors and officers liability policy of specific facts or circumstances which might give rise to a **Claim** being made against any proposed **Insured**?

Yes No

(b) Have any **Loss** payments been made on behalf of any proposed Applicant under any directors and officers liability policy or similar insurance?

Yes No

If Yes, attach details.

(c) (1) Have any civil or criminal charges, claims, losses, lawsuits, administrative proceedings, hearings or demands been made against the Applicant or any person proposed for this insurance during the past five (5) years which would fall within the scope of directors and officers or employment practices liability insurance, whether or not insured? (including without limitation claims involving employees, independent contractors, or alleged state or federal copyright, patent, antitrust, fair trade, or securities violations, class actions or derivative suits or investigations by the SEC or similar state or foreign agency)

Yes No

If yes, please provide details for each including the type of claim, proceeding or complaint; how it was resolved, any amounts paid as defense, settlement or damages and whether any insurance responded to the claim as well as any corrective actions taken as a result of or in response to the claim.

Yes No

(2) Have any losses, lawsuits, administrative proceedings, hearings or demands been made against the Applicant or any entity or person proposed for this insurance during the past five (5) years alleging violation of any **Wage and Hour Law**?

Yes No

17. Warranty

(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

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.

18. Attach the following materials regarding the Applicant:

- (a) the latest audited financial statement.
- (b) the latest interim financial statement.
- (c) copies of any registration statements filed with the SEC or any private placement memorandums within the last twelve (12) months;
- (d) a list of all corporations, entities or organizations proposed for this insurance;
- (e) a complete list of all Directors and Officers of the Applicant by name and affiliation with other organizations; and
- (f) If Applicant has over 250 employees, a copy of the most current EEO1 report.
- (g) If Applicant has over 1000 employees, a copy of the employee handbook.

WARNING

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

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.

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

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, AND 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 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 LOUISIANA AND NEW MEXICO 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 CIVIL FINES AND CRIMINAL PENALTIES.**”

NOTICE TO MAINE APPLICANTS: “**IT IS A CRIME TO KNOWINGLY PROVIDE FALSE, INCOMPLETE OR MISLEADING INFORMATION TO INSURANCE COMPANY FOR THE PURPOSE OF DEFRAUDING THE COMPANY. PENALTIES MAY INCLUDE IMPRISONMENT, FINES OR A DENIAL OF INSURANCE BENEFITS.**”

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 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 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 CLAIMS CONTAINING A FALSE OR DECEPTIVE STATEMENT IS GUILTY OF INSURANCE FRAUD.”

NOTICE TO OKLAHOMA APPLICANTS: ANY PERSON WHO KNOWINGLY, AND WITH INTENT TO INJURY, 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 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.”

NOTICE TO TENNESSEE AND VIRGINIA 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 INCLUDE IMPRISONMENT, FINES AND DENIAL OF INSURANCE BENEFITS.”

Signature of Applicant

Title

Date

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