

**DIRECTORS & OFFICERS LIABILITY AND COMPANY INDEMNIFICATION APPLICATION
FOR PRIVATELY HELD COMPANIES**

NOTICE: THIS IS FOR A CLAIMS-MADE POLICY. THIS POLICY APPLIES ONLY TO CLAIMS FIRST MADE AGAINST THE "INSUREDS" DURING THE "POLICY PERIOD" OR ANY APPLICABLE "DISCOVERY PERIOD" AND REPORTED IN WRITING TO THE INSURER PURSUANT TO THE TERMS HEREIN. THE LIMIT OF LIABILITY AVAILABLE TO PAY DAMAGES OR SETTLEMENTS SHALL BE REDUCED BY AMOUNTS INCURRED AS "DEFENSE COSTS". ANY "DEFENSE COSTS" THAT ARE INCURRED SHALL BE APPLIED AGAINST THE APPLICABLE RETENTION. IF THE POLICY CONTAINS A RETROACTIVE DATE, THEN THE POLICY PROVIDES NO COVERAGE FOR CLAIMS FOR ANY "WRONGFUL ACT" COMMITTED PRIOR TO THE INCEPTION DATE OR THE RETROACTIVE DATE.

Complete this **Application** in full and attach all required materials. If coverage is bound, this **Application** and the materials submitted with it will be attached to the Policy and will constitute a part thereof. The boldfaced terms herein are defined in the Policy.

1. a) Name of Applicant _____
(Applicant means the **Insured Company** acting on behalf of all **Insureds**)

b) Principal Address _____

c) City and State _____

d) Type of Organization (Inc., LLC, etc.) _____ State of Inc. or Charter _____ Date of Inc. or Charter _____

e) Nature of Operations _____

f) List all Subsidiaries

| Name | Type of Business | % owned by Applicant | Date Created or Acquired | Domestic/Foreign |
|------|------------------|----------------------|--------------------------|------------------|
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2. Give details of the following insurance currently or previously carried by the Applicant and its **Subsidiaries** (If none, so state)

| | Limit | Retention | Insurer | Term | Premium |
|--------------------------------|-------|-----------|---------|------|---------|
| Directors & Officers Liability | | | | | |
| Employment Practices Liability | | | | | |

3. **PLEASE ATTACH THE FOLLOWING INFORMATION**

- a) List of **Directors and Officers**
- b) Most Recent 12 Month Audited Financials with any notes and schedules
- c) Most Recent Interim Financials (if available)
- d) Indemnification Provisions from the Applicant's Bylaws or Articles of Organization

EMPLOYMENT PRACTICES

- 4. a) Number of **Employees**: _____ Current Year _____ Prior Year _____
- b) Union Employees: _____ Leased Employees _____ Independent Contractors _____
- c) Average Annual Turnover Rate for the last two years: 19__ : ____% 19__ : ____%
- d) Number of **Involuntary** Terminations in the last two years: 19__ : ____ 19__ : ____
- e) Does the Applicant have more than 5% of its workforce in any individual state? If so, please list _____

- 5. a) Is the Applicant a Federal Contractor (Business from Government Contracts) _____ YES _____ NO
If they are required to have an Affirmative Action Plan, are they in compliance? _____ YES _____ NO

- b) Have there been, or will there be any layoffs, staff reductions facility closings or consolidations resulting in the termination of over 5% of the workforce as a whole or in one business location: In the last 12 months: _____ YES _____ NO
In the next 12 months: _____ YES _____ NO