

EMPLOYED LAWYERS PROFESSIONAL LIABILITY APPLICATION (CLAIMS MADE AND REPORTED COVERAGE)

NOTICE

Required Attachments:

1. Copy of current D&O Insurance Declarations page
2. Most recent financial statements
3. Details on any E&O/GL Insurance in place

GENERAL INFORMATION

1. Full Name of Applicant: (include all DBAs and subsidiaries seeking coverage under the policy for which you are applying)

2. Physical Address:

Mailing Address: Same as primary location address. If not, provide mailing address below:(Do not use P.O. Box)

3. State of Incorporation:

4. Website Address(es):

5. The person designated by the Applicant to receive notices from the Insurer concerning this insurance is:

(Name of Officer)

(Title)

6. Applicant has continuously carried on business since:

7. Nature of operations (include all Subsidiaries):

8. Is the Applicant publicly traded?

Yes No

If "Yes", what is the ticker symbol?

9. a. Number of Employed Lawyers:
- b. Please attach a list of all Employed Lawyers employed by the Applicant and describe the type of legal work performed by the Employed Lawyers.
- c. Describe the internal controls and operating procedures followed by the Employed Lawyers, including the procedures governing the issuance of legal opinions, advices, or recommendations.
- d. Please attach a list of all non-lawyer employees who assist and are supervised by the Employed Lawyers, including clerical and paralegal employees.
10. a. Do the Employed Lawyers issue legal opinions regarding registration statements filed with any securities commission? Yes No
If "Yes", attach explanation.
- b. Are these statements normally approved by outside counsel? Yes No
- c. Do the Employed Lawyers sign registration statements of the Applicant or any Affiliate of the Applicant? Yes No
- d. Do Employed Lawyers perform any Intellectual Property work on behalf of the Applicant? If yes, please describe services. Yes No
- e. Does the Applicant's operations cross State lines or operate in multi-State jurisdictions? Yes No
If yes, is the Applicant properly licensed in all applicable States. Yes No
Please describe multi-State or cross State operations.
11. Does the Applicant utilize outside legal counsel? Yes No
If "Yes", provide the name of the principal outside legal counsel and the nature of the work performed by the principal outside legal counsel.
12. Does the Applicant permit or require the Employed Lawyers to issue legal opinions to parties outside of the Applicant in conjunction with sales or acquisitions or other transactions where such legal opinions are requested or required. Yes No
If "Yes", attach description of the Applicant's policies regarding such opinions.
13. Do the Employed Lawyers perform personal legal services for any officer, director, employee, or shareholder of the Applicant or any other person? Yes No
If "Yes", attach a description of the Applicant's policy regarding such activities.

14. Is coverage requested for the personal legal services described in #10 above? Yes No

If "Yes", provide:

a. The amount of fees generated: \$

b. Describe the personal legal services:

c. Does the Applicant indemnify the Employed Lawyers for these personal legal services? Yes No

15. Do the Employed Lawyers appear in court on behalf of the Applicant or any other party in the course of their employment as Employed Lawyers? Yes No

If "Yes", attach an explanation.

16. During the last 5 years, has any Employed Lawyer been in private practice? Yes No

If "Yes", attach full details.

COVERAGE HISTORY

17. Previous Employed Lawyers' Professional Liability Insurance:

a. Carrier's Name: Policy Period:
Limit: \$ Premium: \$ Retention: \$

b. Has any claim been made under the policy or has notice of claim been given to the Insurer? Yes No

c. Has the extended reporting period been exercised for the most recent Employed Lawyers Professional Liability Insurance? Yes No

If "Yes" to any of the above, attach details.

18. Does the Applicant currently carry Directors & Officers Liability Insurance? Yes No

a. If "Yes", provide: limit of liability, retention, carrier and expiration date.

b. If "Yes", is coverage for SEC claims provided? Yes No

c. If "Yes", what is the limit of liability for SEC claims? \$

CLAIMS HISTORY

19. During the last 5 years has the Applicant or any of the Employed Lawyers been:
- a. subject to discipline by, or been refused admission to any bar, court or administrative agency? Yes No
If “Yes”, attach complete information.
 - b. charged with a violation of federal, state or foreign securities law, rule or regulation in any court or by any civil, criminal, administrative or regulatory agency? Yes No
If “Yes”, attach complete information.
 - c. a party to any anti-trust, copyright or patent litigation? Yes No
If “Yes”, attach complete information.
 - d. a participant in any representative actions, class actions, derivative suits or other material litigation? Yes No
If “Yes”, attach complete information.
20. Has any insurance carrier refused, cancelled or non-renewed the Applicant’s Directors and Officers, Employment Practices Liability or Professional Liability Insurance? Yes No
If yes, provide date, carrier, coverage and reason for such declination, cancellation or non-renewal.
21. Is any Employed Lawyer or the Applicant aware of any claims or actions against any person proposed for insurance in his or her capacity as Employed Lawyer within the past 5 years? Yes No
If yes, complete a [Supplemental Claim Information Form](#) for each and every claim.
22. Is any Employed Lawyer or Applicant, aware of any errors, omissions, circumstances or incidents which may result in a claim being made against them or their employees, or are there any claims that have not yet been reported? Yes No
If “Yes”, attach complete information.

Applicable in AL, AR, DC, LA, MD, NM, RI and WV: 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. *Applies in MD only.

Applicable in CO: 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.

Applicable in FL and OK: 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)*. * Applies in FL only.

Applicable in KS: 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 any 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.

Applicable in KY, NY, OH and PA: 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 (not to exceed five thousand dollars and the stated value of the claim for each such violation)*. *Applies in NY only.

Applicable in ME, TN, VA, and WA: 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 and denial of insurance benefits. *Applies in ME only.

Applicable in NJ: Any person who includes any false or misleading information on an application for an insurance policy is subject to criminal and civil penalties.

Applicable in OR: Any person who knowingly and with intent to defraud or solicit another to defraud the insurer by submitting an application containing a false statement as to any material fact may be violating state law.

Applicable in PR: Any person who knowingly and with the intention of defrauding presents false information in an insurance application, or presents, helps, or causes the presentation of a fraudulent claim for the payment of a loss or any other benefit, or presents more than one claim for the same damage or loss, shall incur a felony and, upon conviction, shall be sanctioned for each violation by a fine of not less than five thousand dollars (\$5,000) and not more than ten thousand dollars (\$10,000), or a fixed term of imprisonment for three (3) years, or both penalties. Should aggravating circumstances [be] present, the penalty thus established may be increased to a maximum of five (5) years, if extenuating circumstances are present, it may be reduced to a minimum of two (2) years.

Applicable in all other States: 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 material fact, commits a fraudulent insurance act, which is a crime and may also be subject to civil penalty.

The undersigned declares that to the best of his/her knowledge the statements set forth herein are true and correct and that reasonable efforts have been made to obtain sufficient information from all of the Employed Lawyers to facilitate the proper and accurate completion of this Application for the proposed Policy. Signing of this Application does not bind the undersigned to complete the insurance, but it is agreed that this Application shall be the basis of the contract should a Policy be issued. The undersigned agrees that if after the date of this Application and prior to the effective date of the Policy, any error, omission, circumstance or incident should render any of the information contained in this Application inaccurate or incomplete, then the undersigned shall notify the Insurer of such error, omission, circumstance or incident and shall provide the Insurer with information that would complete, update or correct the information contained in this Application. Any outstanding quotations may be modified or withdrawn at the sole discretion of the Insurer.

I/We understand that this is an application for insurance only and that the completion and submission of this Application does not bind the Company to sell nor the applicant to purchase this insurance. I/We hereby declare that the above statements and particulars are true and I/we agree that this Application shall be the basis for any contract of insurance issued by the Company in response to it.

The undersigned acknowledges that he or she is aware that Defense Costs reduce and may exhaust the Limit of Liability. The Insurer is not liable for any Claim (including Defense Expenses) in excess of the Limit of Liability.

This Application must be signed by the Chairman of the Board, President, General Counsel or Chief Executive Officer of the Applicant.

Electronic Signature of Applicant or Authorized Representative:

Title:

Date:

If you prefer not to return the questionnaire with an electronic signature, please print and sign.