



BY COMPLETING THIS APPLICATION YOU ARE APPLYING FOR COVERAGE WITH EXECUTIVE RISK INDEMNITY INC. (THE "COMPANY")

NOTICE: THE D&O ELITESM DIRECTORS AND OFFICERS LIABILITY POLICY PROVIDES CLAIMS MADE COVERAGE, WHICH APPLIES ONLY TO "CLAIMS" FIRST MADE DURING THE "POLICY PERIOD," OR ANY EXTENDED REPORTING PERIOD. THE LIMIT OF LIABILITY TO PAY DAMAGES OR SETTLEMENTS WILL BE REDUCED AND MAY BE EXHAUSTED BY "DEFENSE COSTS" AND "DEFENSE COSTS" WILL BE APPLIED AGAINST THE RETENTION. IN NO EVENT WILL THE COMPANY BE LIABLE FOR "DEFENSE COSTS" OR THE AMOUNT OF ANY JUDGMENT OR SETTLEMENT IN EXCESS OF THE APPLICABLE LIMIT OF LIABILITY. READ THE ENTIRE APPLICATION CAREFULLY BEFORE SIGNING.

APPLICATION INSTRUCTIONS:

1. Whenever used in this Application, the term "**Applicant**" shall mean the Parent Organization and all organizations applying for coverage.
2. Include all requested underwriting information and attachments. Provide a complete response to all questions and attach additional pages if necessary.

I. GENERAL INFORMATION:

1. Name of Parent Organization: _____
 _____ Public _____ Private _____ Not-for-Profit
2. Address of Parent Organization: _____
 City: _____ State: _____ Zip Code: _____
3. Web address: _____
4. Name and Address of Primary Contact: _____
 City: _____ State: _____ Zip Code: _____

II. SPECIFIC INFORMATION:

1. Please attach a copy of the following:
 - The Parent Organization's most recent: Annual Report, including audited financial statements; Quarterly Report (form 10Q on file with the SEC); and proxy statement, and (if different) the most recent definitive proxy statement filed with the SEC;
 - The Parent Organization's most recent CPA letter to management on internal controls, together with management's response;
 - The Parent Organization's primary directors & officers insurance policy including the application;
 - Each **Applicant's** charter, by-laws and indemnification provisions for its directors and officers; and
 - Each **Applicant's** environmental policy and most recent environmental audit or assessment report.



2. Current Insurance:

Provide the following information with respect to the insurance coverage currently maintained by the Parent Organization, if applicable:

a. Directors and Officers Liability

	Limits	Retention	Premium	Policy Period
Primary Insurer:				
First Excess Insurer:				
Second Excess Insurer:				

Total limits (primary and excess) _____; *if additional excess layers, please attach a separate sheet.*

b. Environmental Impairment Liability Insurance

	Limits	Retention	Premium	Policy Period
Primary Insurer:				

Total limits (primary and excess) _____; *if additional excess layers, please attach a separate sheet.*

3. Is any **Applicant** currently a general partner in any limited or general partnership? Yes No

If "Yes" please explain with full details as an attachment to this Application.

4. Recent, Pending and Contemplated Changes:

a. Whether or not such discussions have been publicly disclosed, is any **Applicant** or any individual proposed for coverage currently involved in discussions with any other party concerning any actual or potential:

- (i) merger, acquisition, or tender offer? Yes No
- (ii) public offering of securities (whether or not such securities are required to be registered under the Securities Act of 1933)? Yes No
- (iii) reorganization or material change in any arrangement with lenders, bondholders, financiers or other significant creditors? Yes No
- (iv) restatement of audited financial statements? Yes No

b. Has any **Applicant** replaced its outside auditors at any time during the last 3 years? Yes No

c. Does any **Applicant** currently anticipate replacing its outside auditors? Yes No

If "Yes" to any question above, please explain with full details as an attachment to this Application.

d. Does each **Applicant** maintain a formal corporate governance policy? Yes No



e. Is each **Applicant** fully compliant with its respective Exchange Listing Requirements? Yes No

If "No" to any question above, please explain with full details as an attachment to this Application.

5. Past Activities/Lawsuits/Proceedings:

a. During the last 5 years, has any **Applicant** or individual proposed for coverage, in any capacity, been involved in any of the following matters?

(i) Antitrust, copyright or patent litigation? Yes No

(ii) Civil, criminal or administrative proceeding or formal or informal investigation concerning compliance or noncompliance with any federal or state securities law or regulation? Yes No

(iii) Any other criminal action or proceeding? Yes No

(iv) Class action, derivative suit or other representative proceeding? Yes No

If "Yes" to any of these, please explain with full details as an attachment to this Application.

b. Other than those identified in response to Section 5 a, has any claim been brought at any time during the last 5 years against any individual proposed for coverage in his or her capacity as a director or officer of any entity? Yes No

If "Yes", please explain with full details as an attachment to this Application.

6. **REPRESENTATION: PRIOR KNOWLEDGE OF FACTS/CIRCUMSTANCES/SITUATIONS:**

No person proposed for coverage is aware of any fact, circumstance, or situation which he or she has reason to suppose might give rise to any claim that would fall within the scope of the proposed coverage, except: **NONE** ___ or

Without prejudice to any other rights and remedies of the Company, each **Applicant**, on its own behalf and on behalf of all persons proposed for coverage, understands and agrees that if any such fact, circumstance, or situation exists, whether or not disclosed in response to question 6 above, any claim or action arising from such fact, circumstance, or situation is excluded from coverage under the proposed policy, if issued by the Company.

III. MATERIAL CHANGE:

If there is any material change in the answers to the questions in this Application before the policy inception date, the **Applicants** must immediately notify the Company in writing, and any outstanding quotation may be modified or withdrawn.

IV. NOTICES:

The Parent Organization's submission of this Application does not obligate the Company to issue, or the Parent Organization to purchase, a policy. The Parent Organization will be advised if the Application for coverage is accepted. The **Applicants** hereby authorize the Company to make any inquiry in connection with this Application.



V. DECLARATION AND SIGNATURE:

The undersigned authorized agents of the person(s) proposed for this insurance declare that to the best of their knowledge and belief, after reasonable inquiry, the statements made in this Application and in any attachments or other documents submitted with this Application are true and complete. The undersigned agree that this Application and such attachments and other documents shall be the basis of the insurance policy should a policy providing the requested coverage be issued; that all such materials shall be deemed to be attached to and shall form a part of any such policy; and that the Company will have relied on all such materials in issuing any such policy.

By execution of this Application, the **Applicants** and all present and future subsidiaries agree to indemnify all persons proposed for insurance and to advance defense costs and expenses to the fullest extent permitted or required by law.

The information requested in this Application is for underwriting purposes only and does not constitute notice to the Company under any policy of a Claim or potential Claim.

This Application must be signed by the chief executive officer and chief financial officer of the Parent Organization acting as the authorized representatives of the person(s) proposed for this insurance.

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.

Date	Signature	Title
_____	_____	<u>Chief Executive Officer</u>
_____	_____	<u>Chief Financial Officer</u>

Produced By:

Agent: _____ Agency: _____
 Agency Taxpayer ID or SS No.: _____ Agent License No.: _____
 Address: _____
 City: _____ State: _____ Zip Code: _____

Submitted By:

Agency: _____
 Taxpayer ID or SS No.: _____ Agent License No.: _____
 Address: _____
 City: _____ State: _____ Zip Code: _____