



**AMERICAN INTERNATIONAL SPECIALTY LINES INSURANCE COMPANY
70 PINE STREET
NEW YORK, NEW YORK 10270**

INVESTMENT BANKING ENGAGEMENT ERRORS AND OMISSIONS INSURANCE APPLICATION

This is an Application for claims made and reported Investment Banking Engagement Errors and Omissions Insurance. Please submit signed Application to your insurance broker or to us at the address set forth above.

I. APPLICANT INFORMATION _____

- A. Legal name of Applicant: _____
- B. State of organization or residence: _____
- C. Contact information:
1. Contact name: _____
 2. Title: _____
 3. Business address: _____
 4. Telephone: _____
 5. Facsimile: _____
 6. E-Mail: _____
- D. Average annual number of engagements for professional services in respect of transactions of the same type as the transaction for which E&O insurance is sought (the "Transaction") over the past 3 years: _____
- E. Average value for transactions of the same type as the Transaction: _____

- F. Has Applicant and/or any of its affiliates purchased investment banking errors and omissions insurance coverage in the past? Yes: _____ No: _____

II. TRANSACTION INFORMATION

- A. Brief description of the Transaction: _____

- B. Transaction value: _____
- C. Applicant's estimated fee income for the Transaction: _____
- D. Closing date (expected or actual): _____
- E. **Please attach a copy of the letter of engagement entered into by the Applicant and the Client (as defined below) describing the professional services ("Professional**

Services”) to be rendered in connection with the Transaction (the “Letter of Engagement”).¹ Please describe any material differences between the Letter of Engagement and Applicant’s standard letter of engagement for a transaction of this type:

- F. Description of the nature and extent of Professional Services to be performed by the Applicant after the proposed inception date of the E&O insurance contemplated by this Application (if any): _____

III. APPLICANT’S TRANSACTION TEAM

- A. Applicant’s In-House Transaction Team (names and titles): _____

- B. Applicant’s Law Firms: _____

- C. Applicant’s Audit/Accounting Firms: _____

- D. Other Specialists or Consultants engaged by the Applicant and/or its affiliates on this Transaction: _____

If not previously provided to AIG, please attach a complete working group list for the Transaction, specifically indicating, for each listed person, such person’s particular area of expertise.

IV. CLIENT’S TRANSACTION TEAM

- A. Name of entity engaging the Applicant to perform the Professional Services (including such entity’s affiliates, the “Client”): _____

- B. Client’s In-House Transaction Team (names and titles): _____

- C. Client’s Law Firms: _____

- D. Client’s Investment Bankers/Financial Advisors (other than the Applicant or its affiliates): _____

- E. Client’s Audit/Accounting Firms: _____

- F. Other Specialists or Consultants engaged by the Client on this Transaction: _____

¹ Nature and scope of any services to be performed by the Applicant outside the scope of the Letter of Engagement to be discussed.

V. PAST ACTIVITIES

A. Briefly describe the professional services performed by the Applicant and/or its affiliates for the Client historically: _____

- B. To the best of Applicant's knowledge, during the past five years, has the Client:
1. changed auditors/accountants? Yes: _____ No: _____
 2. changed its method of accounting in any material manner? Yes: _____ No: _____

If "Yes", please attach a detailed explanation.

3. been audited on annual basis? Yes: _____ No: _____

If "No", please attach a detailed explanation.

C. To the best of Applicant's knowledge, during the past five years, has the Client or any of its officers, directors or other executive- or management-level employees, been involved in:

1. any civil or criminal proceeding, investigation, audit, litigation, dispute, disagreement, settlement, release, involving any governmental or regulatory authority in connection with any violation or alleged violation of any law, rule or regulation? Yes: _____ No: _____
2. any civil or criminal litigation, proceeding or investigation in connection with any violation or alleged violation of any securities law, rule or regulation?
Yes: _____ No: _____
3. any class action or shareholder derivative lawsuits? Yes: _____ No: _____

If "Yes", please attach a detailed explanation.

D. During the past five years, has the Applicant or any of its affiliates, officers, directors or other executive- or management-level employees, been involved in:

1. any civil or criminal proceeding, investigation, audit, litigation, dispute, disagreement, settlement, release, involving any governmental or regulatory authority in connection with any violation or alleged violation of any law, rule or regulation? Yes: _____ No: _____
2. any civil or criminal litigation, proceeding or investigation in connection with any violation or alleged violation of any securities law, rule or regulation?
Yes: _____ No: _____
3. any class action or shareholder derivative lawsuits? Yes: _____ No: _____

If "Yes", please attach a detailed explanation.

E. Please describe any pending or historical claim(s) against the Applicant or its affiliates, officers, directors or other executive- or management-level employees with regard to professional services: (If none, check here: _____.) _____

F. The Applicant, after due inquiry of its transaction team members, has no knowledge or information of any act, error or omission which might give rise to a claim under the proposed policy to be issued in connection herewith except as follows: (If none, check

here: ____.) _____

G. The Applicant, after due inquiry of its transaction team members, has no knowledge of any material facts or circumstances which have not been disclosed to the insurer which, if they had they been disclosed, would be material to the insurer's decision to offer the proposed E&O insurance (If none, check here: ____.) _____

Any policy issued in connection herewith shall exclude coverage for any matters required to be disclosed in this Section V, except to the extent that the Insurer amends the policy expressly to provide coverage for any such matter.

VI. INSIDER STATUS

Is the Applicant or any of its affiliates an insider of the Client or any of its affiliates?

If "Yes", please attach a detailed explanation.

VII. UNDERWRITING MATERIALS REQUESTED

If not previously provided to AIG, please provide us with the following (where applicable):

- A. The materials prepared or otherwise used by the Applicant in connection with its internal approval process for the Transaction.
- B. Internal policies and/or guidelines of the Applicant and its affiliates relevant to the provision of Professional Services.
- C. Any reports prepared in the last year by the research department of the Applicant or any of its affiliates.

We will provide a separate request for additional documentation relevant to our underwriting process, including documentation related to the Transaction, the Applicant and the Client.

THE UNDERSIGNED DECLARES THAT THE STATEMENTS SET FORTH HEREIN ARE TRUE AND CORRECT. FURTHERMORE, THE UNDERSIGNED AGREES THAT IF THE INFORMATION SUPPLIED IN THIS APPLICATION CHANGES BETWEEN THE DATE OF THIS APPLICATION AND THE BINDING OF ANY INSURANCE COVERAGE, THEN THE UNDERSIGNED WILL IMMEDIATELY NOTIFY THE INSURER IN WRITING OF SUCH CHANGES, AND THE INSURER MAY WITHDRAW OR MODIFY ANY OUTSTANDING OFFERS, QUOTATIONS AND/OR OTHER AUTHORIZATIONS OR AGREEMENTS TO BIND INSURANCE. SIGNING THIS APPLICATION DOES NOT BIND THE APPLICANT OR THE INSURER TO PURCHASE OR OFFER AN INSURANCE POLICY, BUT IT IS AGREED THAT THIS APPLICATION SHALL BE THE BASIS OF THE INSURANCE POLICY SHOULD AN INSURANCE POLICY BE ISSUED.

ALL WRITTEN STATEMENTS AND MATERIALS ATTACHED HERETO OR FURNISHED TO THE INSURER OR THE MERGERS & ACQUISITIONS INSURANCE GROUP (OR THEIR RESPECTIVE REPRESENTATIVES) IN CONJUNCTION WITH THIS APPLICATION ARE HEREBY INCORPORATED BY REFERENCE INTO THIS APPLICATION AND MADE A PART HEREOF.

THE APPLICANT REPRESENTS THAT THE INFORMATION FURNISHED IN THIS APPLICATION IS COMPLETE, TRUE AND CORRECT. ANY MISREPRESENTATION, OMISSION, CONCEALMENT OR

INCORRECT STATEMENT OF A MATERIAL FACT, IN THIS APPLICATION OR OTHERWISE, SHALL BE GROUNDS FOR THE RECISSION OF ANY POLICY ISSUED.

NOTICE TO 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 ACT, WHICH IS A CRIME AND MAY SUBJECT SUCH PERSON TO CRIMINAL AND CIVIL PENALTIES.

NOTICE TO ARKANSAS 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 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 AUTHORITIES.

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 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 MAINE 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 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 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.

NOTICE TO OKLAHOMA APPLICANTS: WARNING: ANY PERSON WHO KNOWINGLY, AND WITH INTENT TO INJURE, 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 (365:15-1-10, 36 §3613.1).

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, VIRGINIA AND WASHINGTON 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.

Applicant's Chairman, President, CEO, CFO or
General Counsel or other authorized
representative:

Signature: _____

Print Name: _____

Print Title: _____

Date: _____