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Application for Business and Management (BAM) Indemnity Insurance

NOTICE: THE CLAIMS MADE AND REPORTED LIABILITY COVERAGE SECTIONS OR PROVISIONS OF THIS POLICY FOR WHICH THIS APPLICATION IS BEING MADE, WHICHEVER ARE APPLICABLE, COVER ONLY CLAIMS FIRST MADE AGAINST THE INSURED DURING THE POLICY PERIOD OR, IF APPLICABLE, ANY DISCOVERY PERIOD AND REPORTED TO THE INSURER PURSUANT TO THE TERMS OF THE POLICY. THE AMOUNTS INCURRED TO DEFEND A CLAIM REDUCE THE APPLICABLE LIMIT OF LIABILITY AND ARE SUBJECT TO THE APPLICABLE RETENTION OR DEDUCTIBLE.

Instructions: Please read carefully and answer all questions. If a question is not applicable, so state. This Application and all exhibits shall be held in confidence. Please read the Policy for which application for coverage is made (the "Policy") prior to completing this Application. The terms as used herein shall have the meanings as defined in the Policy.

Applicant means all corporations, organizations or other entities set forth in Question 1. of the **General Information** section of this **Application**, including any subsidiaries, proposed for this insurance.

I. General Information

1. Name of Applicant: _____

Address: _____
(Number) (Street)

(City) (State) (Zip Code)

2. North American Industry Classification System Code (NAICS): _____

3. Nature of Operations: _____

*Note – please include description of all Applicants, including any subsidiaries.

4. Website: _____

5. Has the **Applicant** been in business longer than three (3) years? Yes No
6. Is the **Applicant** publicly-held or a public reporting company under the Securities Exchange Act of 1934, as amended? Yes No
7. Has the **Applicant** been involved with, negotiated, attempted or transacted any merger, acquisition, asset sale or divestment in the past eighteen (18) months where such merger, acquisition, asset sale or divestment involved more than twenty five percent (25%) of the total assets or securities of the **Applicant**? If yes, please provide details on a separate page. Yes No
8. Does the **Applicant** contemplate transacting any merger, acquisition, asset sale or divestment in the next twelve (12) months where such merger, acquisition, asset sale or divestment would involve more than fifty percent (50%) of the total assets or securities of the **Applicant**? If yes, please provide details on a separate page. Yes No

II. Financial Information

1. Describe the following financial information of the **Applicant** for the most recent fiscal year-end.
- Total Assets: \$ _____ Gross Revenues: \$ _____
- Net income /Net loss: \$ _____ Cash flow from operating activities: \$ _____
2. Do the current liabilities exceed current assets? If yes, please provide details on a separate page. Yes No
3. Do long-term liabilities exceed seventy five percent (75%) of total assets? If yes, please provide details on a separate page. Yes No
4. Will more than fifty percent (50%) of the total long-term liabilities mature within the next eighteen (18) months? If yes, please provide details on a separate page. Yes No
5. Is the **Applicant** currently in default or anticipate in the next twelve (12) months to be in default of any debt covenants? If yes, please provide details on a separate page. Yes No
6. Does the **Applicant** anticipate in the next twelve (12) months or has the **Applicant** transacted in the last twenty four (24) months any restructuring or legal or financial reorganization or filing for corporate bankruptcy? If yes, please provide details on a separate page. Yes No
7. Does any person or entity who owns or controls fifty percent (50%) or more of the outstanding securities of the **Applicant** anticipate in the next twelve (12) months filing for or has any such person or entity within in the last twenty four (24) months filed for personal or corporate bankruptcy? If yes, please provide details on a separate page. Yes No
8. Does the **Applicant** have any actual or potential earn-out or other contingent payment obligation in the next twenty four (24) months to any person or entity where such payment obligation exceeds \$500,000? If yes, please provide details on a separate page. Yes No

III. Prior Insurance Information

1. Describe any current insurance maintained.

<u>Coverage</u>	<input type="checkbox"/> Yes	<u>Limit of Liability</u>	<u>Retention</u>	<u>Premium</u>	<u>Expiration Date</u>
Employment Practices	<input type="checkbox"/> Yes				
Name of Current Insurer:		Date Coverage First Purchased:			
Directors and Officers	<input type="checkbox"/> Yes				
Name of Current Insurer:		Date Coverage First Purchased:			
Fiduciary	<input type="checkbox"/> Yes				
Name of Current Insurer:		Date Coverage First Purchased:			
Commercial Crime	<input type="checkbox"/> Yes				
Name of Current Insurer:		Date Coverage First Purchased:			
Privacy/Privacy Breach	<input type="checkbox"/> Yes				
Name of Current Insurer:		Date Coverage First Purchased:			
Technology Errors & Omissions	<input type="checkbox"/> Yes				
Name of Current Insurer:		Date Coverage First Purchased:			
Miscellaneous Errors & Omissions	<input type="checkbox"/> Yes				
Name of Current Insurer:		Date Coverage First Purchased:			

2. Has any insurer made any payments, taken notice of claim or potential claim or non-renewed any management liability or similar insurance at any time in the last three (3) years? If yes, please provide details on a separate page.

Yes No

IV. Prior Activities Information

1. Within the last three (3) years, has the **Applicant** or any person proposed for this insurance in his or her capacity as an employee, officer, or director of the **Applicant** or another entity been the subject of or involved in any:

a. litigation, civil, arbitration, administrative or criminal proceeding, civil or criminal charge or hearing, or a written demand seeking monetary or non-monetary damages?

Yes No

b. formal or informal investigation, proceeding or inquiry by any federal, state or local governmental agency or regulatory body, including without limitation, the U.S. Department of Justice, the U.S. Department of Labor, or any federal or state office of the Attorney General?

Yes No

c. notice of charges or other proceeding from the Equal Employment Opportunity Commission or any similar state or local agency or regulatory body?

Yes No

If yes, please provide details on a separate page.

2. Within the last three (3) years, has the **Applicant** had any commercial crime losses? If yes, please provide details on a separate page.

Yes No

V. False Information

FRAUD WARNING: 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 applicable to Oregon).**

NOTICE TO ALABAMA APPLICANTS: Any person who knowingly presents a false or fraudulent claim for payment of a loss or benefit or who knowingly presents false information in an application for insurance is guilty of a crime and may be subject to restitution fines or confinement in prison, or any combination thereof.

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 policy holder or claimant for the purpose of defrauding or attempting to defraud the policy holder 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.

WARNING TO DISTRICT OF COLUMBIA APPLICANTS: 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 in-surer files a statement of claim or an application containing any false, incomplete, or misleading information is guilty of a felony of the third degree.

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 MARYLAND APPLICANTS: Any person who knowingly or willfully presents a false or fraudulent claim for payment of a loss or benefit or who 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.

NOTICE TO MINNESOTA APPLICANTS: A person who files a claim with intent to defraud or helps commit a fraud against an insurer is guilty of a crime.

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: 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.

NOTICE TO RHODE ISLAND 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.

FRAUD WARNING (APPLICABLE IN VERMONT, NEBRASKA AND OREGON): Any person who intentionally presents a materially false statement in an application for insurance may be guilty of a criminal offense and subject to penalties under state law.

FRAUD WARNING (APPLICABLE IN TENNESSEE, VIRGINIA AND WASHINGTON): 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.

NEW YORK FRAUD WARNING: 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 civil penalty not to exceed five thousand dollars and the stated value of the claim for each such violation.

VI. Other Information

1. The undersigned declares that to the best of his/her knowledge the statements herein are true. 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, and this application will be attached to and become a part of such Policy, if issued. The Insurer hereby is authorized to make any investigation and inquiry in connection with this Application as they may deem necessary.
2. It is represented that the particulars and statements contained in the Application for the proposed Policy and any materials submitted herewith (which shall be retained on files by Insurer and which shall be deemed attached hereto, as if physically attached hereto), are the basis for the proposed Policy and are to be considered as incorporated into and constituting a part of the proposed Policy.
3. It is agreed that in the event there is any material change in the answers to the questions contained herein prior to the effective date of the Policy, the Applicant will notify the Insurer and, at the sole discretion of Insurer, any outstanding quotations or binders may be modified or withdrawn.
4. It is agreed that in the event of any misstatement, omission, or untruth in this Application or any material submitted along with or contained herein, the Insurer has the right to exclude from coverage any claim based upon, arising out of, attributable to, directly or indirectly resulting from, in consequence of, or in any way involving such misstatement, omission or untruth.

Signed: _____
(must be signed by an Executive Officer of the Applicant)

Date: _____

For purposes of creating a binding contract of insurance by this application or in determining the rights and obligations under such contract in any court of law, the parties acknowledge that a signature reproduced by either digital signature, electronic signature, facsimile or photocopy shall have the same force and effect as an original signature and that the original and any such copies shall be deemed one and the same document.

Please fully complete and attach the Information for the Coverage Section(s) being sought or bound.

Any coverage part information section(s) of this Application are deemed signed and dated by the signatory in this section VI. of the Application, unless otherwise specifically signed and dated.

Employment Practices Coverage Section Information

Is the **Applicant** seeking Employment Practices coverage?

Yes No

If yes, please answer the following questions.

1. Employee and employment compensation information:

Full Time: _____ Part Time: _____ Seasonal: _____ Contracted (leased, independent or otherwise): _____

- a. Total salary/payroll of all employees, including officers, owners, or partners (excluding any dividends or security based distributions): \$ _____
- b. Total number of employees with annual compensation exceeding \$100,000: _____
- c. Total number of employees eligible to earn commission based compensation in the last twelve(12) months: _____
- d. Total amount of commission based compensation paid in the last twelve (12) months: \$ _____

2. Have more than twenty five percent (25%) of the officers or management voluntarily left the employ of the **Applicant** or had employment with the **Applicant** terminated within the last eighteen (18) months? If yes, please provide details on a separate page.

Yes No

3. Does the **Applicant** anticipate in the next twelve (12) months, or has the **Applicant** transacted in the last twelve (12) months, any plant, facility, branch or office closing, consolidations or layoffs affecting twenty percent (20%) or more of the employees of the **Applicant**? If yes, please provide details on a separate page.

Yes No

4. Describe the internal controls the **Applicant** maintains for Employment Practices.

- a. Have all management staff and officers attended training and education programs on sexual harassment within the last eighteen (18) months? Yes No
- b. Does labor relations counsel review the employment policies/procedures at least annually? Yes No
- c. Is there a separate Human Resources Department? Yes No
- d. Does the **Applicant** publish and distribute an employee handbook to every employee? Yes No
- e. Are there written procedures for handling employee complaints of discrimination or sexual harassment? Yes No
- f. Are there written procedures for handling employee grievances or complaints? Yes No
- g. Does the **Applicant** compensate all interns? Yes No
- h. Has the **Applicant** had in place for the past three years or since formation, whichever is the shorter time period, written procedures and guidelines to classify the status of each employee as Non-Exempt or Exempt under the rules and regulations of the Fair Labor Standards Act of 1938, as amended? Yes No

Contact information for EPL risk management services

Name: _____ Email: _____ Phone: _____ Fax: _____

This coverage part information section of the Application is deemed signed by an Executive Officer of the Applicant and dated as of the date set forth in section VI. of this Application.