

Name of Insurance Company to which Application is made (herein called the "Insurer")

PrivateEdge® Mainform Application

**Directors, Officers and Private Company Liability Insurance Policy
Including Employment Practices and Securities Liability**

NOTICE: THE POLICY PROVIDES THAT THE LIMIT OF LIABILITY AVAILABLE TO PAY JUDGMENTS OR SETTLEMENTS SHALL BE REDUCED BY AMOUNTS INCURRED FOR LEGAL DEFENSE. FURTHER NOTE THAT AMOUNTS INCURRED FOR LEGAL DEFENSE SHALL BE APPLIED AGAINST THE RETENTION AMOUNT.

IF A POLICY IS ISSUED, IT WILL BE ON A CLAIMS-MADE BASIS.

Section A. GENERAL INFORMATION

1. Name of Applicant: ____
Address of Named Applicant: ____
2. State of Incorporation: ____
3. Years of Operation: ____
4. Type of Business Entity (please check applicable description):
 Corporation Limited Liability Company Sole Proprietorship
 Other (please specify: ____)
5. Nature of Business: ____ Primary SIC Code(s): ____
6. Number of Locations: Domestic (within the U.S., Canada and territories): ____
Foreign: ____
7. Name of Parent Corporation (if not Applicant): ____ If not applicable, please check here .
Address of Parent Corporation: ____

Section B. FINANCIAL INFORMATION

Please provide the following financial information for the Applicant and its Subsidiaries.
Information must be based on the most recent audited financials or interim financials if audited financials are not available.

1. Please provide the following Financial Information for the Applicant and its Subsidiaries.

Based on Financial Statements Dated:	(Year/Month)
Total Assets	\$
Total Liabilities	\$
Total Revenues/Contributions	\$
<input type="checkbox"/> Net Income or <input type="checkbox"/> Net Loss	\$
Cashflow from Operations	\$

2. Has the Applicant or any of its Subsidiaries changed auditors in the past year? Yes No N/A
If "Yes," please provide complete details.

Section C. COMPANY INFORMATION

1. Stock Ownership

- a. Are any of the Applicant's securities or those of its Subsidiaries publicly traded or the subject of a "shelf registration?" Yes No
Exchange(s): _____ Ticker Symbol(s): _____
- b. Total number of voting shares outstanding: _____
- c. Total number of voting shareholders: _____
- d. Total number of voting shares owned by its Directors and Officers (direct and beneficial): _____
- e. Does any shareholder own five percent (5%) or more of the voting shares directly or beneficially?
 Yes No
If "Yes," please designate name and percentage of holdings. _____
If included as an attachment herein, check here .
- f. Is any of the stock held by the Employee Stock Ownership Plan? Yes No
If "Yes," what is the percentage? _____% Is it leveraged? Yes No
- g. Does the Applicant or any of its subsidiary's have a portion of its private company debt purchased by the public? Yes No
If "Yes," please provide the amount: \$_____

2. Please list all direct and indirect Subsidiaries. If included as an attachment herein, check here .
- If not applicable, please check here .

Name	Business or Type of Operation	Percentage of Ownership	Date Acquired or Created	Domestic or Foreign and Country of Incorporation
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____

Are you requesting coverage to be extended to all Subsidiaries? Yes No

If "Yes," include complete list of Directors and Officers of each Subsidiary.

If "No," include complete list of Directors and Officers of each Subsidiary for which coverage is requested.

If included as an attachment herein, check here .

- 3. Is the Applicant or any of its Subsidiaries involved in any joint ventures, general partnerships or limited partnerships? Yes No
- 4. Has the Applicant or any of its Subsidiaries had any mergers, acquisitions or consolidations in the past 24 months?
 Yes No
- 5. Are there any plans for a future merger, acquisition or consolidation of or by the Applicant or any of its Subsidiaries in the next 12 months? Yes No
If "Yes," have these plans been approved by any of the following? Please check all that apply.
 Board of Directors Shareholders
- 6. Does the Applicant or any of its Subsidiaries anticipate any registration of securities under the Securities Act of 1933 within the next year? Yes No
If "Yes," attach details and submit any offering materials if available, including the Offering Size and Use of Proceeds.

7. Has the Applicant or any of its Subsidiaries had any private placement or other offering of securities within the last 12 months, or anticipate having any private placements or other offering of securities within the next 12 months?
 Yes No
8. Does the Applicant or any of its Subsidiaries anticipate purchasing the securities of a “publicly traded entity” in a transaction, which would result in such entity becoming an Affiliate or Subsidiary or the Applicant?
 Yes No If “Yes,” please provide complete details.

Section D. DIRECTORS AND OFFICERS INFORMATION

1. Attach a complete list of all Directors of the Applicant by name, affiliation, and date of nomination to the Board.
2. Has the Applicant experienced changes to its Board of Directors or to its Key Executives over the past year?
 Yes No
 If “Yes,” please attach complete details.
3. Does the Applicant have the any of the following Committees? Please check all that apply.
 Audit Compensation Nominating
4. Does the Applicant’s charter or by-laws contain indemnification provisions? Yes No

Section E. EMPLOYMENT PRACTICES INFORMATION

Please provide the following information regarding employees including directors and officers of the Applicant and all other entities applying for coverage:

1. Enter the TOTAL number of employees (by type) in the boxes below.
Note: Seasonal, Temporary and Leased Employees to be included as Part-Time employees (Non-Union if Domestic)

Number Employees in ALL STATES/JURISDICTIONS:

	Domestic		Foreign
	Union	Non-Union	
Full Time			
Part Time			

Total Number of Independent Contractors	
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2. Enter the number of employees (by type) in the specified jurisdictions ONLY in the boxes below.
Note: Seasonal, Temporary and Leased Employees to be included as Part-Time employees (Non-Union if Domestic)

Number of Employees located in CALIFORNIA ONLY:

	Domestic	
	Union	Non-Union
Full Time		
Part Time		

Total Number of Independent Contractors	
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Number of Employees located in DISTRICT OF COLUMBIA, FLORIDA, MICHIGAN & TEXAS ONLY (collectively):

	Domestic	
	Union	Non-Union
Full Time		
Part Time		

Total Number of Independent Contractors	
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3. For the past 3 years, what has been the annual percentage turnover rate of employees (all locations)?

Domestic:	Year	,	%	Year	,	%	Year	,	%
Foreign:	Year	,	%	Year	,	%	Year	,	%

Section F. HUMAN RESOURCES, LOSS PREVENTION AND INCIDENT MANAGEMENT

1. Does the Applicant and any of its Subsidiaries have a Human Resources or Personnel Department?

Yes No

If “No,” does the Applicant and any of its Subsidiaries have other designated/qualified staff member(s) serving the equivalent function? Yes No

For all “No” answers, how are these issues handled and by whom? Please attach complete details.

2. Does the Applicant or any of its Subsidiaries have a human resources manual or equivalent written management guidelines? Yes No

If “Yes”, does it address the following issues?

- Legally prohibited Discrimination Yes No
- Sexual Harassment Yes No
- Compliance with the Americans with Disabilities Act Yes No
- Compliance with the 1991 Civil Rights Act Yes No
- Compliance with the Family Medical Leave Act Yes No
- Employee disciplinary actions Yes No
- Terminations, layoffs and early retirements Yes No
- Employee appraisals / reviews Yes No

For all “No” answers, how are these issues handled and by whom? Please attach complete details.

3. Do employees certify that they have reviewed the HR material and will comply with its Terms and Conditions?

Yes No

4. Do these staff member receive training in the proper implementation of your personnel policies and procedures?

Yes No

5. Does the Applicant and any of its Subsidiaries have an Employee Handbook? Yes No

If “Yes,” is the Employment Handbook distributed to all employees or maintained on an Internet location informing employees of their employment rights? Yes No

6. Does the Applicant and any of its Subsidiaries conduct employee training with regards to discrimination and harassment? Yes No

7. Has the Applicant and any of its Subsidiaries implemented and adopted anti-discrimination/harassment policies?

Yes No

8. Is there a formalized process in place for reporting complaints/ harassment? Yes No

If “Yes,” do employees know this action will not result in a retaliatory action? Yes No

9. Has Legal Counsel reviewed the HR Guidelines in the last 2 years? Yes No

Section G. WORK FORCE MANAGEMENT

1. Are employment issues relating to terminations, discriminations, sexual harassment, layoffs, transfers, or promotions handled by the Human Resources Department, Outside Counsel and/or the Legal Department?

Yes No

If "Yes," please provide complete details.

If "No," please provide complete details on how these issues are handled.

2. Is the Applicant or any of its Subsidiaries currently undergoing or does the Applicant or any of its Subsidiaries contemplate undergoing during the next 12 months any employee layoffs or early retirements (including ones resulting from any type of company restructuring or office, plant or store closing)? Yes No

If "Yes", please attach complete details.

- a. Have there been any structured layoffs in the past 24 months? Yes No

If "Yes," what percentage of employees? 1-10% 11-25% Over 25%

- b. Did the Applicant or any of its Subsidiaries use Outside Counsel during the lay off procedure? Yes No

- c. Were severance packages offered in exchange for releases not to sue and will they be offered for future layoffs? Yes No If "No", please attach complete details

- d. Please provide the number of layoffs that have occurred or are about to occur. ____

- e. Does the Applicant or any of its Subsidiaries have procedures in place to assist terminated or laid off employees find work? Yes No

Section H. CLAIM REPORTING PROCEDURES

1. Within the Applicant and its Subsidiary's, where or to whom are lawsuits, administrative charges and demand letters reported?

General Counsel: ____ Human Resources: ____ Risk Management: ____ Other: ____

2. Does the Applicant have a mechanism in place for its operating companies to immediately report lawsuits, administrative charges and demand letter to a corporate office of General Counsel, Human Resources or Risk Management? Yes No

3. Name of Risk Manager and/or General Counsel (or equivalent position) and number of years in current position:

Name: ____ Title: ____ Years in Current Position: ____

E-mail Address: ____ Phone Number: ____

Section I. CLAIMS HISTORY INFORMATION

1. Please provide on a separate attachment full details on all inquiries, investigations, grievance filings or other administrative hearings previously filed during the last five years or currently before any local, state or federal agency governing employer responsibility to employees. (If none, check here .)
2. Please provide on a separate attachment full details on all customer/client lawsuits previously filed during the last three years. (If none, check here .)

3. Has there been, or is there now pending any claim(s), suit(s), investigation(s) or action(s) against the Applicant, its Subsidiaries, or any individual or other entity proposed for insurance arising out of: (1) any director, officer, employee or entity liability matter, including securities matters and/or employment matters; or (2) any matter claimed against any person proposed for insurance in his or her capacity under the proposed policy? Yes No (If "Yes," attach complete details.)
4. Does the Applicant, its Subsidiaries, or any director, officer or employee of the Applicant know of any act, error or omission, which might give rise to a claim(s) under the proposed policy? Yes No (If "Yes," attach complete details.)
5. Has the Applicant, any of its Subsidiaries or any director and/or officer:
 - a. Been involved in any antitrust, copyright or patent litigation? Yes No
 - b. Been charged in any civil or criminal action or administrative proceeding with a violation of any federal or state antitrust or fair trade law? Yes No
 - c. Been charged in any civil or criminal action or administrative proceeding with a violation of any federal or state securities law or regulation? Yes No
 - d. Been involved in any representative actions, class actions, or derivative suits? Yes No
 - e. Been charged in any federal or state proceeding citing a violation of anti-harassment or anti-discrimination law? Yes No

IF ANY OF THE ABOVE, 5(a) - 5(e), IS "YES," ATTACH COMPLETE DETAILS

It is agreed that with respect to Questions 1 through 5(e) above, if such claim(s), suit(s), investigation(s), action(s), proceeding(s), inquiry, violation, knowledge, information or involvement exists, then such claim(s), suit(s), investigation(s), action(s), proceeding(s) or inquiry and any claim, action, suit, investigations, proceeding or inquiry arising therefrom or arising from such violation, knowledge, information or involvement is excluded from the proposed coverage.

Section J. CURRENT COVERAGE

1. Current insurance (if none, most recent). If included as an attachment herein check here (Attached).

	D&O Insurance	EPL Insurance
(a) Name of insurance company	—	—
(b) Limit of Liability	—	—
(c) Self-insured retention	—	—
(d) Policy expiration date	—	—
(e) Premium (indicate one year or more)	—	—
(f) Continuity Date	—	—

2. Has any insurance carrier refused, canceled or non-renewed any Directors, Officer or Employment Practices insurance coverage*? Yes No ***MISSOURI APPLICANTS NEED NOT REPLY**
If "Yes," attach complete details including when and reason(s).

3. Attach copies of the following for the Applicant and, to the extent available, each of its Subsidiaries:

- a. Latest annual report or audited Financial Statement.
- b. Latest CPA management letter along with the Applicant's responses to any recommendations made therein.

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, NEW MEXICO AND WEST VIRGINIA 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 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.

NOTICE TO VERMONT 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 MAY BE A CRIME AND MAY SUBJECT SUCH PERSON 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.

Signed _____
Attest _____
(Applicant)

Date _____
Broker _____

Title _____ License _____

(Must be signed by President, Chairman,
Chief Executive Officer or Chief Financial Officer)
Address _____

Please read the following statement carefully and sign where indicated. If a policy is issued, this signed statement will be attached to the policy.

The undersigned authorized officer of the Applicant hereby acknowledges that he/she is aware that the limit of liability contained in this policy shall be reduced, and may be completely exhausted, by the costs of legal defense and, in such event, the insurer shall not be liable for the costs of legal defense or for the amount of any judgment or settlement to the extent that such exceeds the limit of liability of this policy.

The undersigned authorized officer of the Applicant hereby acknowledges that he/she is aware that legal defense costs that are incurred shall be applied against the retention amount.

Signed _____
(Applicant)

Date _____

Title _____
(Must be signed by President, Chairman,
Chief Executive Officer or Chief Financial Officer)