

**BY COMPLETING THIS APPLICATION FORM YOU ARE APPLYING FOR COVERAGE WITH
FEDERAL INSURANCE COMPANY (THE "COMPANY")**

NOTICE: THE EXECUTIVE ELITESM DIRECTORS AND OFFICERS LIABILITY POLICY PROVIDES CLAIMS MADE COVERAGE, WHICH APPLIES ONLY TO "CLAIMS" FIRST MADE DURING THE "POLICY PERIOD", OR ANY APPLICABLE 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 AMOUNT. 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 FORM CAREFULLY BEFORE SIGNING.

APPLICATION FORM INSTRUCTIONS:

- (1) Whenever used in this Application Form, the term "**Applicant**" shall mean the Parent Organization as identified below, and all organizations applying for coverage.
- (2) Include all requested underwriting information and attachments.
- (3) Provide a complete response to all questions and attach additional pages if necessary.
- (4) Attach a copy of the following:
 - The Parent Organization's most recent: Annual Report (including audited financial statements), Quarterly Report and proxy statement;
 - 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.

I. GENERAL INFORMATION:

- (1) Name of Parent Organization: _____
- (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) 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	Policy Period
Primary Insurer			
First Excess Insurer			
Second Excess Insurer			
Third Excess Insurer			

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

(b) Environmental Impairment Liability Insurance

	Limits	Retention	Policy Period
Primary Insurer			

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

- (2) Is any person proposed for coverage 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 Form.

(3) 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 Form.

- (d) Is each **Applicant** fully compliant with its respective Exchange Listing Requirements? Yes No

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

(4) 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 Form.

- (b) Other than those identified in response to Question 4(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 Form.

III. REPRESENTATION AND KNOWLEDGE:

- (1) The undersigned authorized agents of the persons proposed for this insurance represent, after reasonable inquiry, that no person proposed for this insurance is aware of any fact, circumstance or situation which could reasonably be expected to give rise to a claim to which the proposed insurance would apply, except as disclosed immediately below (a "Disclosed Matter").

If no Disclosed Matter exists, please write "None" here: _____.

- (2) The undersigned authorized agents acknowledge and agree, on behalf of all persons proposed for this insurance, that any Disclosed Matter shall be excluded from coverage under the proposed insurance.

IV. MATERIAL CHANGE:

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

V. FRAUD WARNINGS:

Notice to Arkansas, Minnesota, New Mexico and Ohio Applicants: Any person who, with intent to defraud or knowing that he/she is facilitating a fraud against an insurer, submits an application or files a claim containing a false, fraudulent or deceptive statement is, or may be found to be, guilty of insurance fraud, which is a crime, and may be subject to civil fines and criminal penalties.

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.

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 of 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 and 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.

Notice to Maine, 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 may include imprisonment, fines or a denial of insurance benefits.

Notice to 5`UWUa U'UbX`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 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 Oklahoma Applicants: Any person who, knowingly and with intent to injure, defraud or deceive any employer or employee, insurance company, or self-insured program, files a statement of claim containing any false or misleading information is guilty of a felony.

Notice to Oregon and Texas Applicants: Any person who makes an intentional misstatement that is material to the risk may be found guilty of insurance fraud by a court of law.

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 Puerto Rico Applicants: 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 with the penalty of a fine of not less than five thousand (5,000) dollars and not more than ten thousand (10,000) dollars, or a fixed term of imprisonment for three (3) years, or both penalties. Should aggravating circumstances are 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.

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.

VI. DECLARATIONS:

The **Applicant's** submission of this Application Form does not obligate the Insurer to issue, or the **Applicant** to purchase, a policy. The **Applicant** will be advised if the Application Form for coverage is accepted. The **Applicant** hereby authorizes the Insurer to make any inquiry in connection with this Application Form.

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

The undersigned authorized agents further acknowledge and agree, on behalf of all persons proposed for this insurance, that in the event that the application contains any misrepresentations made with the actual intent to deceive or which materially affect the acceptance of the risk or the hazard assumed by the Company, no coverage shall be afforded under the proposed insurance for any claim based upon, arising from, or attributable to any such misrepresentations as to any person proposed for coverage who knew of such misrepresentations.

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

VII. SIGNATURES:

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

*This Application Form 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) and entity(ies) proposed for this insurance.

<u>Produced By:</u> Agent: _____ Agency: _____	
Agency Taxpayer ID or SS No.: _____ Agent License No.: _____	
Address: _____	
City: _____	State: _____ Zip: _____
<u>Submitted By:</u> Agency: _____	
Agency Taxpayer ID or SS No.: _____ Agent License No.: _____	
Address: _____	
City: _____	State: _____ Zip: _____