

PRIVATE CORPORATION PROPOSAL FORM

Name of Company: _____

Street Address: _____

City, State, Zip: _____

Internet Website address: _____

The Officer designated as agent of the Company and of all Insured Persons to receive any and all notices from the Insurer or their authorized representatives concerning this insurance:

Name _____ Title _____

Part I – BACKGROUND INFORMATION

1. The Company has continuously operated since: _____

2. (a) Nature of business: _____

(b) Primary SIC Code(s): _____

3. Stock ownership: (if Mutual, check here and move on to Question No. 4.)

(a) Number of common shares outstanding: _____

(b) Number of common shareholders: _____

(c) Number of common shares owned by the Directors and Officers: _____

(d) Does any shareholder own, directly or beneficially, 10% or more of any class of the Company's stock? Yes No
If "Yes", in an attachment to this Proposal Form, provide name(s), percentage of holdings and, if applicable, indicate the shareholder's representative on the board of directors.

4. Have there been any changes in senior management (Board Chairman, President, Executive Vice President, etc.) in the last three years for reasons other than death or retirement at the normal retirement age? Yes No
If "Yes", provide details in an attachment to this Proposal Form.

5. In an attachment to this Proposal Form, provide a listing of the names and principal business affiliations, including directorships of other corporations, for all Directors and Senior Officers of the Company.

6. By attachment to this Proposal Form, provide the name, percentage of direct or indirect ownership, and nature of operations of all Subsidiaries (including Subsidiaries of Subsidiaries). If "None", please indicate: None

IT IS UNDERSTOOD AND AGREED THAT COVERAGE IS NOT PROVIDED FOR SUBSIDIARIES UNLESS LISTED IN THE ATTACHMENT REQUESTED ABOVE.

7. During the last three years, has the Company or its Subsidiaries been involved, or is the Company or its Subsidiaries presently involved or contemplating becoming involved, during the next 12 months, in any of the following:
- | | | |
|---|-----|----|
| (a) consolidation or merger with any other entity? | Yes | No |
| (b) acquisition of the assets of an entity which did or will increase the assets of the Company by 25% or more? | Yes | No |
| (c) sale, distribution or divestiture of any subsidiary which accounted for 10% or more of annual revenue? | Yes | No |
| (d) bankruptcy proceeding, reorganization or other arrangement with creditors under federal or state law? | Yes | No |
| (e) if mutual, conversion to a stock company or the formation of a mutual holding company? | Yes | No |
- If "Yes" to any of the above, provide details of each transaction in an attachment to this Proposal Form.
8. During the last three years, has any regulatory agency denied or indicated that they would deny any contemplated merger, acquisition or divestment involving the Company or its Subsidiaries? Yes No
 If "Yes", provide details in an attachment to this Proposal Form.
9. During the last 18 months, has the Company or its Subsidiaries completed or is the Company or its Subsidiaries considering completing within the next 12 months a filing for a public offering of securities either pursuant to the Securities Act of 1933 or exempt from registration under U.S. SEC Regulations? Yes No
 If "Yes", provide a copy of the prospectus or provide details of the Company's plans.

Part II – EMPLOYMENT PRACTICES INFORMATION

10. (a) Total number of employees: _____ (b) Total number of union employees: _____
 (c) Total number of leased employees: _____
 (d) Total salary expense for the most recent year-end: _____
 (e) Most recent annual turnover rate: _____ (f) Historical average annual turnover rate: _____
11. List the three states with the largest number of employees:
 (1) State: _____ Number of employees: _____
 (2) State: _____ Number of employees: _____
 (3) State: _____ Number of employees: _____
12. Provide the number of employees and officers whose employment has been terminated by the Company in the past two years:
 Most recent year: Number of employees: _____ Number of Officers: _____
 Year prior: Number of employees: _____ Number of Officers: _____
13. Has the Company completed within the last 12 months, or is the Company considering within the next 12 months, any layoffs or early retirement programs including those resulting from company reorganizations or facility closings? Yes No
 If "Yes", provide details in an attachment to this Proposal Form.
14. Does the Company have a Human Resources Department? Yes No
 If "No", describe how human resource functions are administered in an attachment to this Proposal Form.
15. Does the Company have a human resources manual? Yes No
 If "Yes", does this manual contain policies and procedures addressing the following areas:
- | | | |
|---|-----|----|
| (a) Compliance with the Americans with Disabilities Act? | Yes | No |
| (b) Compliance with Title VII of the U.S. Civil Rights Act of 1964 and the 1991 Civil Rights Act? | Yes | No |
| (c) Prohibited discriminatory practices in hiring, promotion, and compensation? | Yes | No |
| (d) Employee performance evaluations? | Yes | No |
| (e) Employee disciplinary actions and discharge? | Yes | No |
| (f) Sexual harassment and the work environment? | Yes | No |
| (g) Employee grievance reporting and resolution processes? | Yes | No |
- If "No" to any of the above, please provide details in an attachment to this Proposal Form.
16. Do all managerial and supervisory personnel:
- | | | |
|--|-----|----|
| (a) have a copy of the human resources manual? | Yes | No |
| (b) receive training in the implementation of these policies and procedures? | Yes | No |
- If "No", explain how human resources policies and procedures are communicated to managers and supervisors in an attachment to this Proposal Form.

17. Are all employees provided with a handbook that addresses the areas detailed in item 15 above? Yes No
 If "No", explain how human resources policies and procedures are communicated to employees in an attachment to this Proposal Form.

Part III – EMPLOYEE BENEFIT PLAN INFORMATION (Note: Required only if the Company is requesting the extension of Fiduciary Liability coverage as part of the Policy. If not applicable, skip to Part IV)

18. In an attachment to this Proposal Form, provide the name, the total asset value, and the investment advisory firm employed, on each Employee Benefit Plan sponsored by the Company or its Subsidiaries for which coverage is desired (hereinafter referred to as the Plans).
19. If the Company sponsors an Employee Stock Ownership Plan or Trust, is the Trustee of such Plan represented on the Board of Directors? Not Applicable Yes No
20. Has the Company or any Subsidiary terminated or contemplated terminating any Employee Benefit Plan within the past three years or within the next 12 months? Yes No
 If "Yes", provide details in an attachment to this Proposal Form.
21. Has any Plan had, at any time during the current year and last five years, a funding deficiency? Yes No
 If "Yes", provide the name of the Plan, amount of the deficiency and current status in an attachment to this Proposal Form.
22. Have the Plans been amended to comply with the "Employee Retirement Income Security Act of 1974" (ERISA), where applicable and are the Plans reviewed and/or audited periodically to ensure compliance? Yes No
 If "No", provide details in an attachment to this Proposal Form.

Part IV – PRIOR ACTIVITIES

23. Have there been during the last five years, or are there now pending, any civil, criminal, administrative or arbitration proceedings (including any proceeding initiated before the Equal Employment Opportunity Commission) brought against:
- (a) the Company or its Subsidiaries? Yes No
- (b) any person proposed for this insurance in their capacity as either Director, Officer, or employee of the Company or its Subsidiaries? Yes No
- (c) the Plans of the Company or its Subsidiaries? Yes No
- If "Yes" to any of the above, provide details in an attachment to this Proposal Form.

IT IS AGREED THAT ANY CLAIM ARISING FROM ANY PRIOR OR PENDING PROCEEDING IS EXCLUDED FROM THE PROPOSED COVERAGE.

24. Is the undersigned or any Director or Officer proposed for this insurance aware of any fact, circumstance or situation involving the Company or its Subsidiaries, the Directors or Officers of the Company or its Subsidiaries, or the Plans of the Company or its Subsidiaries which he or she has reason to believe might result in any future Claim under the Policy to which this Proposal Form will be attached? Yes No
 If "Yes", please provide details in an attachment to this Proposal Form.

IT IS AGREED THAT IF KNOWLEDGE OF ANY SUCH FACT, CIRCUMSTANCE OR SITUATION EXISTS, ANY CLAIM SUBSEQUENTLY ARISING THEREFROM SHALL BE EXCLUDED FROM COVERAGE.

Part V – REGULATORY INFORMATION (Required for Insurance Companies and Financial Institutions only. If not applicable, skip to Part VI)

25. During the last two years, have any Directors or Officers been alerted to any of the following conditions:
- (a) Problems involving extensions of credit to Directors, Officers, or corporations controlled thereby? Yes No
- (b) Significant violations of laws or regulations? Yes No
- (c) Conflict of interest transactions? Yes No
- If "Yes" to any of the above, provide details and current status in an attachment to this Proposal Form.

26. Have all criticisms noted in the last regulatory examination been reviewed and appropriate corrective steps taken by the Board of Directors?
If "No", provide details in an attachment to this Proposal Form. Yes No
27. During the past five years, has the Company or any Subsidiary received an Order to Cease and Desist from any regulatory agency, or otherwise entered into any other type of written agreement with any regulatory agency concerning the operation of the Company or any Subsidiary?
If "Yes", provide details in an attachment to this Proposal Form. Yes No

Part VI – INSURANCE INFORMATION

28. Provide the following insurance information:

Professional Liability Limit _____ Retention _____ Policy Period _____

29. Current or Previous Executive Liability Insurance Coverages:

(a) Directors and Officers Liability:

Insurer	Limit	Retention	Premium	Policy Period
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(b) Fiduciary Liability:

Insurer	Limit	Retention	Premium	Policy Period
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(c) Employment Practices Liability (as separate policy or part of D&O or CGL policies):

Insurer	Limit	Retention	Premium	Policy Period
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In regard to the policies listed in item 29 above:

(a) has any claim been made or has any notice been given to any insurer? Not Applicable Yes No

(b) has any insurer cancelled or non-renewed any of the above coverages? Not Applicable Yes No

If "Yes" to any of the above, provide details in an attachment to this Proposal Form.

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 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 containing any materially false information, or conceals for the purpose of misleading 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 (\$5,000.00) and the stated value 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.

The undersigned Officer of the Company declares that to the best of his or her knowledge the statements set forth herein are true and correct and that reasonable efforts have been made to obtain sufficient information from each and every Director and Officer proposed for this insurance to facilitate the proper and accurate completion of this Proposal Form. The undersigned further agrees that if any significant adverse change in the condition of the applicant is discovered between the date of this Proposal Form and the effective date of the Policy, which would render this Proposal Form inaccurate or incomplete, notice of such change will be reported in writing to the Insurer immediately. The signing of this Proposal Form does not bind the undersigned to purchase the insurance.

It is agreed by the Company and the Insured Persons that the particulars and statements contained in this Proposal Form and any information provided herewith (which shall be on file with the Insurer and be deemed attached hereto as if physically attached hereto) are the basis of this Policy and are to be considered as incorporated in and constituting a part of this Policy. It is further understood and agreed by the Company and the Directors and Officers that the statements in this Proposal Form or any information provided herewith are their representations, that they are material and that this Policy is issued in reliance upon the truth of such representations; provided, however, that except for material facts or circumstances known to the person who subscribed this Proposal Form, any misstatement or omission in this Proposal Form or information provided herewith in respect of a specific Wrongful Act by a particular Director or Officer or his or her cognizance of any matter which he or she has reason to believe might afford grounds for a future Claim against him or her shall not be imputed to any other Director or Officer for purposes of determining the validity of this Policy as to such other Director or Officer.

This Proposal Form must be signed by the Chairman of the Board, President, Chief Executive Officer, Chief Operating Officer, or Chief Financial Officer of the Company.

Signature	Title	Date
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One copy of each of the following documents is considered part of the Proposal Form:

- (a) Annual Report (Complete Audited Financial Statement), for the most recent three (3) years.
- (b) Latest Interim Financial Statement
- (c) List of the Board of Directors and their outside affiliations
- (d) Copy of the most recently filed Form 5500 and schedules for all Plans listed in the response to Question 20.
- (e) Copy of employment applications, Human Resources Manual, Employee Handbook, or, if these do not exist, a copy of the Company's documentation on human resources policies and practices
- (g) If applicable, the most recent year end and quarterly Convention Statements.
- (h) If applicable, the most recent year end and quarterly Call Reports.
- (i) If applicable, a copy of any offering memorandum filed within the past 12 months.

NOTE: This Proposal including any material submitted herewith shall be treated in strictest confidence.

Please submit this Proposal Form including appropriate documentation to:
Great American Insurance Companies, Executive Liability Division, P.O. Box 66943, Chicago, IL 60666