



# DIRECTORS & OFFICERS INSURANCE APPLICATION

## PUBLIC COMPANIES 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. (a) The Company has continuously operated since: \_\_\_\_\_

(b) Primary SIC Code(s): \_\_\_\_\_

2. Stock ownership:

(a) Ticker symbol and exchange: \_\_\_\_\_

(b) Number of common shares outstanding: \_\_\_\_\_

(c) Number of common shareholders: \_\_\_\_\_

(d) Number of common shares owned by the Directors and Officers: \_\_\_\_\_

(e) 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.

3. Does the Company have a policy governing trading in Company securities or trading based upon non-public information by Directors, Officers and employees? **If "Yes"**, respond to (a) and (b) below.  Yes  No

(a) Are Directors and Officers required to sign an agreement attesting to their compliance with this policy?  Yes  No

(b) Does the Company have procedures in place to monitor compliance with this policy?  Yes  No

**If "No" to any of the above items**, provide details in an attachment to this Proposal Form.

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. 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.**

6. 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
- If “Yes” to any of the above, provide details of each transaction in an attachment to this Proposal Form.**
7. 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.**
8. 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 SEC Regulations?  Yes  No  
**If “Yes”, provide a copy of the prospectus or provide details of the Company’s plans.**

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

9. 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.**
10. Have all criticisms noted in the last regulatory examination been reviewed and appropriate corrective steps taken by the Board of Directors?  Yes  No  
**If “No”, provide details in an attachment to this Proposal Form.**
11. 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?  Yes  No  
**If “Yes”, provide details in an attachment to this Proposal Form.**

**Part III – PRIOR ACTIVITIES**

12. 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
- If “Yes” to either 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.**

13. 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 or the Directors or Officers 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 IV – INSURANCE INFORMATION**

14. Provide the following insurance information:

Professional Liability                      Limit \_\_\_\_\_      Retention \_\_\_\_\_      Policy Period \_\_\_\_\_

15. Current or Previous Directors’ and Officers’ Liability Insurance:

(a) Insurer	Limit	Retention	Premium	Policy Period
_____	_____	_____	_____	_____

- (b) Has any Claim been made under any D & O policy or has notice been given to any D & O Insurer?       Yes     No
- (c) Has any Insurer refused, cancelled or non-renewed D & O coverage?       Yes     No

**If “Yes” to either (b) or (c) above, provide details in an attachment to this Proposal Form.**

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