



Virginia Application

NOTE: THE DIRECTORS AND OFFICERS LIABILITY, EMPLOYMENT PRACTICES LIABILITY AND FIDUCIARY LIABILITY COVERAGE PARTS FOR WHICH APPLICATION IS MADE APPLY, SUBJECT TO THEIR TERMS, ONLY TO “CLAIMS” FIRST MADE OR DEEMED MADE AGAINST INSUREDS DURING THE POLICY PERIOD OR THE EXTENDED REPORTING PERIOD, IF PURCHASED. THE LIMIT OF LIABILITY AVAILABLE TO PAY LOSSES WILL BE REDUCED BY THE AMOUNTS INCURRED AS “DEFENSE EXPENSES”, AND “DEFENSE EXPENSES” WILL BE APPLIED AGAINST THE RETENTION AMOUNT. THE COMPANY HAS NO DUTY TO DEFEND ANY CLAIM UNLESS DUTY-TO-DEFEND COVERAGE HAS BEEN SPECIFICALLY PROVIDED HEREIN.

Wherever used in this Application, the term “Applicant” shall mean the Parent Corporation and all Subsidiaries.

Agency	Producer Name	Agency Account Manager

Applicant Name:			
Principal Address:			
Primary Business Activity / SIC Code:		No. of Years in Business:	

Coverage is desired not desired for all subsidiaries. If desired, please attach a list.

Choose all that apply: Corporation Partnership Sole Proprietor For Profit Not for Profit LLC

Employee Benefit Plan sponsor is a Single Employer or Controlled Group of Corporations

Proposed Policy Period:	Effective Date:		Expiration Date:	
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I. Requested Coverage Parts

Coverage Part Requested	Limit Requested	Deductible Requested
<input type="checkbox"/> Directors and Officers Liability		
<input type="checkbox"/> Employment Practices Liability		
<input type="checkbox"/> Fiduciary Liability		
<input type="checkbox"/> Fidelity		
<input type="checkbox"/> Kidnap and Ransom/Extortion		

II. Aggregate Limit of Liability: If desired, please check appropriate box and indicate limit desired. Limit

<input type="checkbox"/> Aggregate Limit of Liability for all desired Coverage Parts combined:	
<input type="checkbox"/> Aggregate Limit of Liability for all desired Liability Coverage Parts combined:	
<input type="checkbox"/> Aggregate Limit of Liability for all desired Crime Coverage Parts combined:	

III. What Type Of Liability Coverage Do You Desire? Duty to Defend Reimbursement

IV. Current Insurance Information: Please indicate if you have the following insurance products:

Policy	Limit	Deductible	Insurance Company	Policy Period	Premium
Directors & Officers Liability					
Employment Practices Liability					
Fiduciary Liability					
Fidelity					
Kidnap and Ransom/Extortion					
Errors and Omissions					
Commercial GL					

V. Three Year Loss History By Product Line: Please provide details on all previous claims, losses, litigation, or proceedings, whether or not insured, occurring in the past three (3) years that would fall within the scope of the following insurance products.

Policy	Number of Claims	Total Amount Paid	Litigation Costs	Settlement
Directors & Officers Liability				
Employment Practices Liability				
Fiduciary Liability				
Fidelity				
Kidnap and Ransom/Extortion				

VI. Most Recent Financial Data : To be completed if a financial statement is not included in this submission.

Annual Revenue		Current Assets	
Operating Income		Current Liabilities	
Net Income		Total Assets	
Annual Interest		Total Long Term Debt	
Shareholder Equity		Total Liabilities	

Have the outside auditors stated there are no material weaknesses in the **Applicant's** system of internal controls? Yes No
 If No, please attach the CPA letter to management and management's response.

VII. ADDITIONAL INFORMATION

1. Total number of employees for last three years				Employee Turnover, if Employment Practices Liability Coverage is being requested.			
Year:				Year:			
Full Time				Terminated: (Involuntary)			
Part Time				Resigned: (Voluntary)			
Total				Retired			
				Layoffs:			

2. Number of workers in the following classifications in the previous 12 months:

Temporary		Seasonal	
Labor Unions		Leased	
Independent Contractors			

3. Locations of Applicant by state or country (if foreign) and number of employees for each (attach schedule if necessary):

State or Country	# of Employees	# of Locations		State or Country	# of Employees	# of Locations

4. Total Pension and Welfare Plan assets and contributions for the latest fiscal year: \$ _____
5. Has **Applicant** acquired, merged, purchased, sold, closed, consolidated, or spun-off any corporation, partnership, entity, plant, office, subsidiary, or division within the past three years? Yes No
6. Does the **Applicant** anticipate any of the following in the next 12 months:
- a. Sales, distribution or divestiture of any assets or stock other than in the ordinary course of business in an amount exceeding ten percent (10%) of the **Applicant's** consolidated assets? Yes No
 - b. Downsizing, rightsizing, layoffs, or any other reduction in number of employees? Yes No
 - c. Merger, acquisition or consolidation with another entity whose consolidated assets exceed ten percent (10%) of the **Applicant's** consolidated assets? Yes No
 - d. Creating any new business, subsidiary, division, or location? Yes No
 - e. Increase in the number of employees, other than through consolidation, merger, or acquisition, by more than 30%? Yes No
 - f. Registration for a public offering or any private placement of securities? Yes No
 - g. Reorganization or arrangement with creditors under federal or state law? Yes No

If Yes to any question in 5 or 6 above, please provide details on a separate attachment.

DIRECTORS AND OFFICERS LIABILITY COVERAGE PART
Complete Only If Requesting This Coverage.

1.
 - a. Total number of voting Shareholders:
 - b. Total number of voting shares outstanding:
 - c. Percentage of voting shares owned by the Applicant's Directors and Officers, directly or beneficially:
2. Stock Ownership:
 - a. List any shareholders (and indicate their percentage of holdings) owning five percent (5%) or more of the voting shares directly or beneficially.
 - b. Are any securities, equity or debt, of the **Applicant** publicly traded? (If Yes, attach description) Yes No
3.
 - a. Have there been any changes in the Board of Directors or Senior Management of the **Applicant** within the past three (3) years for reasons other than death or retirement? (If Yes, attach description) Yes No
 - b. Has the **Applicant** changed outside auditors in the last three (3) years? (If Yes, attach description) Yes No
4. Within the last 12 months, has the **Applicant** reorganized or entered into an arrangement with creditors under federal or state law? Yes No
5. Within the last five years, has any person or entity proposed for this insurance been a party to any of the following:
 - a. Any antitrust, copyright or patent litigation? Yes No
 - b. Any civil or criminal action or administrative proceeding alleging or investigating a violation of any federal or state antitrust or fair trade law? Yes No
 - c. Any civil or criminal action or administrative proceeding alleging or investigating a violation of any federal or state securities law or regulation? Yes No
 - d. Any representative actions, class actions, or derivative suits? Yes No
6. Has any director or officer of the **Applicant** or any Subsidiary been charged with or convicted of any criminal act within the past five (5) years or is any director or officer the subject of any pending criminal or administrative investigation? Yes No

If Yes, to any of the questions above, please attach details.

KIDNAP RANSOM
Complete Only If Requesting This Coverage

1. Are any operations to be insured involved in the production of foodstuffs, beverages or pharmaceuticals (including toothpaste, mouthwash, etc.)? Yes No
 If Yes, please describe: _____
2. Do directors, officers, or other employees of the **Applicant** take trips outside the United States and Canada? Yes No
 If Yes, please provide the following information for a period of the last twelve months:

Country	Number of trips	Number of Individuals	Average Length of Trips

3. Are there any permanent foreign locations of the Applicant? Yes No
 If Yes, please provide the following information:

Country	Type of Operation (i.e., sales, mfg.)	Number of Employees

4. Please provide details (including date) of any known Kidnap/Extortion, Detention/Hijack threats against **Applicant** or **Applicant's** directors, officers, or other employees or relatives or guests.

EMPLOYMENT PRACTICES LIABILITY
Complete Only If Requesting This Coverage

1. Number of employees that are in the following salary ranges (salary includes bonuses and commissions):

\$30,000 or less		\$30,001 to \$100,000		Over \$100,000	
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2. Does the **Applicant** have a Human Resources department? Yes No
 If Yes, how many employees in this department? _____
 If No, who handles Human Resource functions and what are their responsibilities and prior training? _____
 Indicate the number of employees in the following capacities: Payroll __ Benefits Coordinator ____ EEO Management ____
3. Who handles human resources matters at locations other than your principal place of business? __
 If local personnel, are they formally trained in HR matters at least once a year? Yes No
4. Does the **Applicant** use a written employment application form for all employment applicants? Yes No
5. Does the **Applicant** have written hiring and interviewing procedures for all employees? Yes No
6. Does the **Applicant** have an employee handbook? Yes No
 a. If yes, is a copy provided to every employee? Yes No
 b. Does each employee sign an acknowledgment of receipt and understanding? Yes No
 c. When was the most recent update to the employee handbook? _____
7. Does the **Applicant** have written procedures for evaluating employees? Yes No
8. Are employee performance evaluations written? Yes No
 a. Are employees provided with a copy and given the opportunity to provide written comments? Yes No
 b. Are supervisors and managers trained in the presentation of performance evaluations? Yes No
9. Does the **Applicant** have formal policies or procedures concerning the following:
 a. Sexual harassment? Yes No
 If yes, are employees provided multiple avenues to report a sexual harassment complaint? Yes No
 b. Discrimination? Yes No
 c. Equal Opportunity? Yes No
 d. Disabled employees and accommodations? Yes No
 Have the above policies been communicated to all employees? Yes No
 Has legal counsel reviewed the above policies prior to implementation? Yes No
10. Does the **Applicant** have written procedures for disciplining employees? Yes No
 Does the **Applicant** have written procedures for terminating employees? Yes No
11. Is legal counsel or human resources personnel consulted prior to every employee termination? Yes No
 If no, please describe procedures on separate attachment.
12. Are "exit" interviews mandatory? Yes No
13. Does the **Applicant** have a written procedure for notification and handling of employment-related grievances, disputes, notifications, or claims? Yes No
14. Are officers, managers, and supervisors trained in the procedures of handling employment-related grievances, disputes, notifications, or claims? Yes No
15. Does the **Applicant** involve an attorney in employment-related disputes? Yes No
 If yes, please list the attorney and his/her law firm? _____
16. Have any employment related claims, administrative proceedings, hearings, demands or lawsuits been made against any entity or person proposed for this insurance during the past three years, whether or not insured? Yes No
17. Has the **Applicant** been involved in any complaint, grievance, charge, or administrative hearing involving any of the following in the past three years?
 Title VII of the Civil Rights Act of 1964 Yes No
 Age Discrimination In Employment Act Yes No
 Americans with Disabilities Act Yes No
 Equal Employment Opportunity Commission Yes No
 Family and Medical Leave Act Yes No
 Any state or local government agency-related to employment practices Yes No
 If yes to any question in 16 or 17 above, attach details of each including the type of claim, proceeding, complaint, etc. how resolved, whether any insurance responded to any aspect of the claim, and any corrective procedures implemented.

FIDUCIARY LIABILITY
Complete Only If Requesting This Coverage

1. Complete the chart below for all plans for which coverage is requested. For each plan listed, indicate in the corresponding column the applicable letter(s) and number.

Plan Type (Column 2)		Fund Status (Column 4)			Plan Status (Column 8)		
Defined Benefit (DB) Defined Contribution (DC) Welfare Benefit Plan (W) Other (O) - Attach Explanation		1. Trust 2. Trust and Insurance 3. Insurance 4. Funded exclusively from general assets of the Sponsor (unfunded) 5. Funded partially from insurance and partially from assets of the Sponsor			A – Active F – Frozen M – Merged T – Terminated S - Sold (Spun-off) If any plan has been merged, terminated or sold, indicate date of transaction.		
1. Full Plan Name	2. Plan Type	3. Report Year	4. Fund Status	5. Asset Value (000)	6. Annual Contributions	7. No. of Participants	8. Plan Status

* List any additional plans on attachment

2. Premium to be paid by: Employer or Union Trust or Plan
 (Endorsement will be issued to eliminate recourse on Insureds who are fiduciaries if the premium is paid by the Employee Benefit Plan. Premium for this endorsement must be paid from funds other than the assets of the Employee Benefit Plan.)
 Total number of plan trustees and other employees who act in a fiduciary capacity: _____
3. Does the plan conform to the standards of eligibility, participation, vesting and other provisions of Employee Retirement Income Security Act (ERISA) or similar foreign law? Yes No
 If No, explain _____
4. Do any plans hold assets invested in employer securities or employer real property? Yes No
5. Is each plan reviewed periodically to assure there are no violations of prohibited transactions or party-in-interest rules of ERISA? If No, attach explanation. Yes No
6. Has any plan filed for an exemption from a prohibited transaction? If Yes, attach copy of filing and DOL response. Yes No
7. Has the following occurred in any plan?
 a. The IRS withdrawn or threatened to withdraw the tax exempt status of any plan? If yes, explain. Yes No
 b. Any plan experienced an event reportable to the PBGC within the past three years? If Yes, explain. Yes No
 c. Any plan been the subject of an investigation by the DOL, IRS or similar foreign regulatory agency in the last three years? If Yes, explain. Yes No
8. Are there any outstanding delinquent plan contributions? If Yes, explain. Yes No
9. In the past two years have there been any plan amendments or do you anticipate any plan amendments that will result in a reduction in benefits? If Yes, explain. Yes No
10. Has any plan been merged with another plan, terminated or sold within the past two years or anticipated in the next 12 months? If yes, attach details. Yes No
11. Does the Applicant sponsor any Cash Balance Plans or does Applicant anticipate the creation or conversion to a Cash Balance Plan? If yes, attach details. Yes No
12. Does the employer, committee of employer representatives or union board of trustees have final say over determination of whether benefits will be paid under any welfare plan sponsored by this Insured? If yes, please identify the names of such plans. Yes No
13. Do all plans use outside professional investment advisors? Please name. If None, please attach a schedule of plan's investments. Yes No
14. Has any plan, entity or person proposed for this insurance been accused or found guilty or held liable for a breach of fiduciary duty, a criminal act, or a violation of ERISA or any similar state local or foreign law? Yes No

FIDELITY COVERAGE PART
Complete Only If Requesting This Coverage

REQUESTED COVERAGE	LIMIT	DEDUCTIBLE
A. Coverage Part Limit of Liability (Optional)	\$	\$
B. Single Loss Limit of Liability for Each Insuring Agreement (Required)	\$	\$
• Insuring Agreement A. Employee Dishonesty	\$	\$
• Insuring Agreement B. Forgery or Alteration	\$	\$
• Insuring Agreement C. On Premises (Money, Securities, and Other Property)	\$	\$
• Insuring Agreement D. In Transit (Money, Securities, and Other Property)	\$	\$
• Insuring Agreement E. Money Orders and Counterfeit Paper Currency	\$	\$
• Insuring Agreement F. Computer Fraud and Funds Transfer Fraud	\$	\$
• Insuring Agreement G. ERISA Fidelity	\$	\$

When answering the following questions, please consider all subsidiaries, affiliates and locations, including those outside of the United States.

- Are any employees compensated with commissions that on average exceeds 50% of their base salary? Yes No
- Are officer-shareholders active in the day to day operation of the business? Yes No
- Do employees who reconcile the bank statement also:
 - Make deposits? Yes No
 - Make withdrawals? Yes No
 - Sign checks? Yes No
- Is segregation of duties practiced in the following areas:
 - Inventory? Yes No
 - Disbursements? Yes No
 - Payroll? Yes No
 - Purchasing? Yes No
- Is a CPA involved in the **Applicant's** financial reporting? Yes No
- For new employees, are background checks which may include prior employment, criminal history, or drug testing performed? Yes No
- Are the duties of the computer programmers and operators separated? Yes No
- Do you have an internal audit department? Yes No
 - If yes, does it report directly to the Board of Directors/Audit Committee? Yes No
 - Are all locations audited? Yes No
- Please mark any of the following characteristics or exposures that apply to your company's operation:

<input type="checkbox"/> Precious metals or gemstones	<input type="checkbox"/> Narcotics
<input type="checkbox"/> Warehouse operation	<input type="checkbox"/> Proprietary credit card operation
<input type="checkbox"/> Care, custody, and control of clients' property	<input type="checkbox"/> Joint ventures
<input type="checkbox"/> Employee credit cards	<input type="checkbox"/> High unit-value, portable inventory
<input type="checkbox"/> Cash exposure greater than the retention	<input type="checkbox"/> Active participate in more than one industry
<input type="checkbox"/> Private collections of art and other collectibles	

10. Please indicate maximum exposure for each location:

Locations:	Cash:	Retail Checks:	Credit Card and Non-retail Checks:	Is there a safe? (Y or N):

Signature Page - This Page Must Be Completed And Signed

Please select A or B:

- A. **Applicant** is a first time buyer for the following coverages:
- Directors and Officers Liability Coverage Employment Practices Liability Coverage
 - Fiduciary Liability Coverage
- Are there any facts or circumstances which may result in a claim under such coverage? Yes No
- B. **Applicant** has the following similar coverages with another Insurer:
- Directors and Officers Liability Coverage
 1. Prior similar coverage has been continuously in effect since _____.
At the time of original application to the insurer who wrote such coverage, were there any facts or circumstances which might have resulted in a claim being made against any insured? Yes No
 2. Are there any pending claims? Yes No
 - Employment Practices Liability Coverage
 1. Prior similar coverage has been continuously in effect since _____.
At the time of original application to the insurer who wrote such coverage, were there any facts or circumstances which might have resulted in a claim being made against any insured? Yes No
 2. Are there any pending claims? Yes No
 - Fiduciary Liability Coverage
 1. Prior similar coverage has been continuously in effect since _____.
At the time of original application to the insurer who wrote such coverage, were there any facts or circumstances which might have resulted in a claim being made against any insured? Yes No
 2. Are there any pending claims? Yes No

If you answered yes to any of the questions in A or B above, please attach details including type and amount of claim and whether any insurance responded.

As part of this Application, submit the following documents with respect to the Applicant:

1. Most recent year-end financial statement.

If Directors and Officers Liability Coverage is requested:

1. **Applicant's** current primary D&O policy with endorsements, if any.
2. A complete list of all Directors and Officers of the **Applicant**.
3. Any registration statements filed with the SEC or any private placement memorandums within the last twelve (12) months.

If Employment Practices Liability Coverage is requested:

1. List of all corporations, entities or organizations (include % owned & nature of business) proposed for this insurance.
2. Employment/Job application form.
3. Employee Handbook and/or Policies and Procedures Handbook.
4. Sexual Harassment Policy (unless contained in Employee Handbook).
5. Equal Employment Opportunity Policy (unless contained in Employee Handbook).
6. EEO-1 Report (if required by EEOC)

If Fiduciary Liability Coverage is requested:

For Single Employer Plans or Controlled Groups of Corporations:

1. Plan financial statements for each pension plan.

THE UNDERSIGNED AUTHORIZED AGENT OF THE APPLICANT DECLARES THAT TO THE BEST OF HIS/HER KNOWLEDGE AND BELIEF, AFTER REASONABLE INQUIRY, THE STATEMENTS SET FORTH HEREIN ARE TRUE AND COMPLETE. IF THE INFORMATION IN THIS APPLICATION CHANGES PRIOR TO THE INCEPTION DATE OF THE POLICY, THE APPLICANT WILL NOTIFY THE COMPANY OF SUCH CHANGES, AND THE COMPANY MAY MODIFY OR WITHDRAW ANY OUTSTANDING QUOTATION. THE COMPANY IS AUTHORIZED TO MAKE INQUIRY IN CONNECTION WITH THIS APPLICATION.

THE SIGNING OF THIS APPLICATION DOES NOT BIND THE COMPANY TO OFFER, NOR THE APPLICANT TO PURCHASE, THE INSURANCE. IT IS AGREED THAT THIS APPLICATION, INCLUDING ANY MATERIAL SUBMITTED THEREWITH, SHALL BE THE BASIS OF THE INSURANCE AND SHALL BE PHYSICALLY ATTACHED TO AND PART OF THE POLICY, IF ISSUED. THE COMPANY WILL HAVE RELIED UPON THIS APPLICATION, INCLUDING ANY MATERIAL SUBMITTED THEREWITH, IN ISSUING THE POLICY.

Signature Of President or CEO:		Date:	
Printed Name of Individual Signing Application:		Title:	

NOTE: This Application must be signed by the PRESIDENT and/or CEO of the Applicant acting as the authorized agent of the person(s) and entity(ies) proposed for this insurance.

Note: Separate limits of liability will not be offered if an Extended Reporting Period is purchased, however, other carriers may be willing to offer such coverage. **Applicant - Initial here** _____.

Attention: Insureds in AR, FL, KY, ME, MN, NJ, OH, and PA

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.

Attention: Insureds in DC:

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.

Attention: Insureds in NY

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.

Attention: Insureds in CO

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 agencies.

Attention: Insureds in TN and VA

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.

Attention: Insureds in LA and NM

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.

Attention: Insureds in OK

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.

Attaches to all Applications