PHILADELPHIA INSURANCE COMPANIES

A Member of the Tokio Marine Group

One Bala Plaza, Suite 100
Bala Cynwyd, PA 19004

PRIVATE COMPANY PROTECTON PLUS APPLICATION - OREGON

DIRECTORS AND OFFICERS & PRIVATE COMPANY LIABILITY INSURANCE
EMPLOYMENT PRACTICES LIABILITY INSURANCE
FIDUCIARY LIABILITY INSURANCE

NOTICE: THIS POLICY IS WRITTEN ON A CLAIMS MADE BASIS AND COVERS ONLY THOSE CLAIMS FIRST MADE DURING THE POLICY PERIOD AND REPORTED IN WRITING TO THE UNDERWRITER PURSUANT TO THE TERMS HEREIN. THIS POLICY PROVIDES A LIMIT OF LIABILITY AVAILABLE TO PAY JUDGMENTS OR SETTLEMENTS THAT SHALL BE REDUCED BY AMOUNTS INCURRED AS DEFENSE COSTS. FURTHER NOTE THAT DEFENSE COSTS PAID SHALL BE APPLIED AGAINST THE RETENTION AMOUNT.

INSTRUCTIONS

- Whenever used in this Application the term **Applicant** shall mean the Named Corporation and its wholly-owned/controlled Subsidiaries and their respective Directors, Officers, Trustees or Governors.
- The **Applicant** is required to complete Sections 1 and 5.
- The **Applicant** should complete the other applicable Section(s) for which coverage is desired. (See chart below)

Check Coverage Desired	Requested Limit	Requested Retention	Requested Effective Date
Directors & Officers	$	$	
Employment Practices	$	$	
Fiduciary Liability	$	$	

SECTION I – GENERAL INFORMATION
(The Applicant must complete this section.)

1. Name of Applicant:

2. Address:
   Telephone: Website Address: www.

3. Standard Industrial Classification (SIC) Code:
   a. Federal Employer Identification Number (FEIN):

4. Date established: State of Incorporation:
   Form of Incorporation (Inc., Ltd., LLC, etc.):

5. Please describe the nature of the **Applicant's** operations:

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6. Is the Applicant a franchisor or franchisee of any franchise operations? Yes No
   If yes, please describe.
7. Please provide a list of all subsidiaries.

Name	Type of Business	% Owned by Applicant	Date Created/Acquired
		%	
		%	
		%	
		%	
		%	

8. The Officer of the **Applicant** designated to receive any and all notices from the underwriter or their authorized representative concerning this insurance is:
   Name:

8a. Risk Management Contact: Phone:
   Email:

9. Financial Information

	Most Recent Fiscal Year (12 Months)	Previous Fiscal Year (12 Months)
Currents Assets	$	$
Total Assets	$	$
Current Liabilities	$	$
Long Term Debt	$	$
Annual Revenue	$	$
Retained Earnings/ Accumulated Deficit	$	$
Cash Flow From Operations	$	$
Net Assets/ Owners Equity	$	$
Net Income/ (Net Loss)	$	$

Please attach the most recent annual financial statements if D&O Coverage is requested or Total Employee account exceeds 300.

10. Employee Information

Located in the United States	Currently	One Year Ago
Full Time:		
Part Time:		
Temporary/Leased:		
Independent Contractors:		
Volunteers:		
Total Located in the United States		
Total Located outside of the United States		

Total Number of Employees Per the Following States	Currently	One year Ago
California		
Illinois		
Florida		
New Jersey		
New York		
Texas		
Washington		

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SECTION II - DIRECTORS & OFFICERS INFORMATION

(Complete this section **only** if Directors & Officers Liability Coverage is desired.) N/A

1. Directors and Officers Liability Insurance has been continuously in force since:

2. Is the Applicant 100% owned by its Directors and Officers? Yes No
   If no, does the Applicant have any shareholders/owners with greater than 5% ownership interest that are not Directors, Officers or directly represented on the Board of Directors? Yes No

3. Is the Applicant majority owned by a Parent Company, Employee Stock Ownership Plan (ESOP), Venture Capital Firm, Private Equity Firm or another entity? Yes No
   If yes, please provide details:

4. Is the Applicant owned by any family(ies) or have owners or shareholders that are related to each other biologically, ancestrally or legally? Yes No
   If yes, please provide details:

5. Please provide a list of shareholders/ owners below.

Shareholder Name (Individual, Corporate Name or ESOP Name)	Shares Owned	Director or Officer or Board Representative	Related by Family to Any Shareholder
	%	Yes No	Yes No
	%	Yes No	Yes No
	%	Yes No	Yes No
	%	Yes No	Yes No
	%	Yes No	Yes No

Total share percentage must equal 100%.
If there are more than 5 shareholders, please attach a detailed capitalization table.

6. Please provide a list of any joint ventures and/or partnerships (including limited partnerships).

If additional space is needed, please attach a separate page or use the additional information page provided at the end of the application.

7. In the past twenty-four (24) months or in the next twelve (12) months, has the Applicant or will the Applicant be involved in any of the following:
   If yes, provide details by attachment.
   a. Merger, acquisition or consolidation with another entity? Yes No
   b. Sales, distribution or divestiture of any assets other than in the ordinary course of business? Yes No
   c. Changes in the Board of Directors or senior management (other than death or retirement)? Yes No
   d. Change in the Applicant's independent auditors? Yes No

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8. Offering of Securities Information
   a. In the past thirty-six (36) months, has the Applicant completed or agreed to any private offering of debt or equity of securities, whether or not such transactions were or will be completed? Yes No
   b. Within the next twelve (12) months, is the Applicant contemplating any private or public offering of debt or equity of securities? Yes No

   Note: If the Applicant answered yes to 8(a) or (b), please attach the following memorandum or prospectus describing the essential terms of each transaction, including the effective date, the professionals used, the amount of the offering and the current status of each such transaction.

9. Financial Information
   a. In the past thirty-six (36) months, has the Applicant been the subject of or agreed to a bankruptcy, reorganization or arrangement with creditors under federal or state law? Yes No
   b. Within the next twelve (12) months, is the Applicant contemplating any bankruptcy, reorganization or arrangement with creditors under federal or state law? Yes No
   c. Is the Applicant in violation of any of its debts or loan covenants? Yes No
   d. In the past thirty-six (36) months, did an Independent CPA render a “going concern” opinion? Yes No

   Note: If the Applicant answered yes to 9(a), (b), (c), or (d) please attach details including the most recent financial audit, review or compilation with the auditors notes.

10. Has the Applicant, Director or Officer or other person proposed for this insurance been involved in any of the following: Yes No
    If yes, attach complete details.
    a. Anti-trust, copyright or patent infringement litigation? Yes No
    b. Administrative proceeding charging violation of a federal or state law or regulation? Yes No
    c. Representative actions, class actions or derivative suits? Yes No
    d. Administrative, criminal, legislative or regulatory investigation? Yes No
    e. Any action where a license was revoked or suspended? Yes No

    It is agreed that with respect to Question #10, if such circumstances exist, any claim arising from such circumstances is excluded from the proposed insurance.

11. Outside Directorship
    Does the Applicant direct or request any individual to serve as Director, Officer, Governor, or Trustee of any other entity? Yes No
    If yes, please complete questions a - g below.
    a. Name of individual Director, Officer, Governor or Trustee:
       Position Held:
    b. Name of outside entity:
    c. Nature of entity’s business:
    d. Percentage of ownership by Applicant: % Domestic Foreign
    e. Does the outside entity provide indemnification to its Directors and Officers? Yes No
    f. Complete the following information regarding the Directors and Officers Liability Insurance carried by the outside entity:
       Insurer: Limit of Liability: $
       Policy Period:
    g. Has the outside entity or its Directors and Officers been involved in any Directors and Officers Liability litigation? Yes No

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SECTION III - EMPLOYMENT PRACTICES

(Complete this section only if Employment Practices Liability coverage is desired.) **N/A**

1. Employment Practices Liability Insurance has been continuously in force since:

2. How many employees have been terminated or demoted in the past twelve (12) months?
   Voluntary: Involuntary: Laid Off:

3. Is any reduction of employees or change of status anticipated or being contemplated in the next year? Yes No
   If yes, number estimated:

4. Total number of current employees with annual compensation:
   Between $100,000 - $149,999:
   Between $150,000 - $249,999:
   Greater than $250,000:

5. What percentage of the Applicant's employees are exempt? %

6. Human Resource Policies and Procedures
   Does the Applicant:
   a. Have a human resources department? Yes No
   b. Have a standard employment application for all applicants? Yes No
   c. Have an employment handbook? Yes No
   d. Document the receipt of the employee handbook by the employee? Yes No
   e. Have an "At Will" provision in the employment application? Yes No
   f. Have a written policy with respect to sexual harassment and discrimination? Yes No
   g. Conduct training for employees and board members on issues of sexual harassment and discrimination? Yes No
   h. Have written annual evaluations for employees? Yes No
   i. Have a written policy on progressive discipline for employees? Yes No
   j. Have a written policy for Family Medical Leave Act and the Americans with Disabilities Act? Yes No
   k. Offer severance arrangements in return for a release from future litigation? Yes No
   l. Have a formal process in place to ensure compliance with Federal and State Wage and Hour Laws? Yes No
   m. Consult with an attorney regarding how overtime is calculated and how they define "exempt" employees at each location? Yes No

   Please provide an explanation by attachment for all no answers.

7. **Third Party Policies and Procedures**
   Does the **Applicant**:
   a. Have policies or procedures outlining employee conduct when dealing with customers, clients, vendors, the general public or other third parties, including non-discrimination and non-harassment statements? Yes No
   b. Have policies or procedures for responding to complaints of harassment, discrimination, or civil rights violations from its customers, clients, vendors, the general public or other third parties? Yes No

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SECTION IV - FIDUCIARY LIABILITY COVERAGE

(Complete this section **only** if Fiduciary Liability coverage is desired.) NA

1. Fiduciary Liability Insurance has been continuously in force since:

2. List all plans for which coverage is requested (use attachment if necessary):

Plan Name	Year Established	Assets/ Contributions	Type*	Participants	Administrator
Example: ***The ABC Manufacturing Corp 401K Plan***	***2000***	***$1,000,000***	***3***	***75***	***self***
		$			
		$			
		$			
		$			
		$			

***1** = Employee Welfare Benefit Plan (as defined by ERISA),
2 = Defined Contribution Plan (as defined by ERISA),
3 = Defined Benefit Plan (as defined by ERISA)
4 = Other. If "Type" is an ESOP a Fiduciary Liability - ESOP Supplement must be completed.
If additional space is needed, please attach a separate page or use the additional information page provided at the end of the application.

3. Do any plan(s) employ the investment, trustee, actuarial, legal, administrative, custodial or benefits consulting services of any outside provider? Yes No
   If yes, provide details by attachment.

4. Has any termination, spin-off (sale), transfer or amendment to any plan been made or contemplated within the past two (2) years, or is any termination, spin-off (sale), transfer or amendment now contemplated, which has resulted or might result in any reduction of benefits including, but not limited to, an increase in participants' portion of cost? Yes No
   If yes, please attach details. If there has (have) been any amendment(s), please attach copies.

5. Are there or have there been within the last three (3) years any known or alleged violations of ERISA or any similar statutory or common law (including applicable amendments, rules and regulations) of the United States, Canada or any state or other jurisdiction which a plan is subject? Yes No
   If yes, please attach details.

6. Does the Applicant have any information to suggest or indicate that any of the plans it sponsors may be under governmental or regulatory investigation with regard to the applicable plan's funding, administration or investment strategies? Yes No
   If yes, please attach details.

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SECTION V - GENERAL SUMMARY

(The Applicant **must** complete this section.)

1. Has the Applicant, or any person proposed for this coverage been involved in any claim, proceeding or litigation, or has given written notice under the provisions of any prior policies providing similar insurance or claims, or of specific facts or circumstances which might give rise to a claim being made against any person or entity applying for this insurance? Yes No
   If yes, please attach details.

2. Is the Applicant, or any person applying for this coverage aware of any facts or circumstances which they/ them has reason to suppose might give rise to a future claim that would fall within the scope of any of the proposed coverages for which the Applicants has applied? Yes No
   If yes, please attach details.

   Without prejudice to any other rights and remedies of the Underwriter, any claim arising from any claims, facts, circumstances or situations whether or not disclosed in #1 and #2 above is excluded from the proposed insurance.

3. Current Coverage

Coverages	Insurance Company	Limit of Liability	Deductible	Policy Effective Dates	Premium
D&O		$	$		$
EPLI		$	$		$
Fiduciary		$	$		$
General Liability		$	$		$
Professional Liability		$	$		$
Cyber Liability		$	$		$

4 With respect to the above coverage, has any Underwriter refused, canceled or non-renewed coverage? (Not Applicable in Missouri) Yes No
   If yes, provide details by attachment.

Material Change
If there is any material change to the answers of this Application's questions prior to the policy inception date, the Applicant must notify the Underwriter in writing. Any outstanding quotation may be modified or withdrawn.

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ADDITIONAL INFORMATION

This page may be used to provide additional information to any question on this application. Please identify the question number to which you are referring.

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FRAUD STATEMENT AND SIGNATURE SECTIONS

The Undersigned states that they/ them are an authorized representative of the Applicant and declares to the best of their knowledge and belief and after reasonable inquiry, that the statements set forth in this Application (and any attachments submitted with this Application) are true and complete and may be relied upon by Company * in quoting and issuing the policy. If any of the information in this Application changes prior to the effective date of the policy, the Applicant will notify the Company of such changes and the Company may modify or withdraw the quote or binder.

The signing of this Application does not bind the Company to offer, or the Applicant to purchase the policy.
***Company refers collectively to Philadelphia Indemnity Insurance Company and Tokio Marine Specialty Insurance Company**

VIRGINIA APPLICANT: READ YOUR POLICY. THE POLICY OF INSURANCE FOR WHICH THIS APPLICATION IS BEING MADE, IF ISSUED, MAY BE CANCELLED WITHOUT CAUSE AT THE OPTION OF THE INSURER AT ANY TIME IN THE FIRST 60 DAYS DURING WHICH IT IS IN EFFECT AND AT ANY TIME THEREAFTER FOR REASONS STATED IN THE POLICY.

FRAUD NOTICE STATEMENTS

APPLICABLE IN OREGON: 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 MAY COMMIT A FRAUDULENT INSURANCE ACT, WHICH MAY BE A CRIME AND MAY SUBJECT THAT PERSON TO CRIMINAL AND CIVIL PENALTIES.

NAME (PLEASE PRINT/TYPE)

TITLE
(MUST BE SIGNED BY THE PRESIDENT, BOARD CHAIR, CEO)

____

SIGNATURE

DATE

SECTION TO BE COMPLETED BY THE PRODUCER/BROKER/AGENT

PRODUCER
(If this is a Florida Risk, Producer means Florida Licensed Agent)

AGENCY

PRODUCER LICENSE NUMBER
(If this a Florida Risk, Producer means Florida Licensed Agent)

ADDRESS (STREET, CITY, STATE, ZIP)

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