

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 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 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? Yes No
If "No", provide details in an attachment to this Proposal Form.
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? Yes No
If "Yes", provide details in an attachment to this Proposal Form.

