



eKo Specialty Insurance Services, Inc.

www.eKoSpecialty.com

Please e-mail the completed and signed application to: eKo@eKoSpecialty.com

Application for Directors, Officers and Private Organization Liability (including Employment Practices Liability)

NOTICE: THE POLICY FOR WHICH THIS APPLICATION IS MADE APPLIES, SUBJECT TO ALL OF ITS TERMS, CONDITIONS AND LIMITATIONS, ONLY TO CLAIMS MADE AGAINST THE INSURED DURING THE POLICY PERIOD OR, IF APPLICABLE, THE DISCOVERY PERIOD. THE LIMIT OF LIABILITY AVAILABLE TO PAY DAMAGES OR SETTLEMENTS WILL BE REDUCED, AND MAY BE EXHAUSTED, BY THE PAYMENT OF DEFENSE COSTS. DEFENSE COSTS WILL BE APPLIED AGAINST THE RETENTION. THE INSURER WILL HAVE NO DUTY UNDER THE POLICY TO DEFEND ANY INSURED.

The term “**Applicant**” means the **Named Organization** and all **Subsidiaries**.

1. (a) **Named Organization:**
Address: _____
City, State, Zip Code: _____
(b) Name and title of the officer of the **Applicant** designated as the representative to receive all notices from the Insurer on behalf of all persons and entities proposed for this insurance: _____
E-mail address: _____
(c) The **Named Organization** has been in continuous operation since: _____
2. Please identify each **Subsidiary** and the date on which it became a **Subsidiary**:

3. Please provide the following information regarding the outstanding common stock of the **Named Organization** and of each **Subsidiary**, if any common stock thereof is held by any person(s) or entity (ies) other than the **Named Organization** or another **Subsidiary**:
 - (a) Total number of voting shares outstanding? _____
 - (b) Total number of voting shareholders: _____
 - (c) Total number of voting shares owned by the **Applicant’s** Directors & Officer:

 - (d) Are 5% or more of the **Applicant’s** voting shares owned, directly or beneficially, by any single shareholder or group of shareholders? Yes No
If yes, please provide names and percentages of holdings by such shareholders or groups: _____
4. Have any of the **Applicant’s** current D&O or EPL carriers indicated an intent not to offer renewal terms? Yes No
If yes, please provide complete details: _____

(QUESTION NO. 4 NOT APPLICABLE TO MISSOURI INSUREDS)

5. Have there been any changes in the **Applicant's** board of directors or within the **Applicant's** senior management during the past 3 years for any reason other than death or retirement? Yes No

If yes, please provide complete details as an attachment.

6. Have the **Applicant's** outside auditors stated that there are no material weaknesses in the Applicant's system of internal controls? Yes No

If no, please provide the latest CPA letter to management and management response thereto.

7. Within the last 36 months, has the **Named Organization** or any **Subsidiary** completed or agreed to any of the following, whether or not any such transaction was completed?

- (a) merger or consolidation with or acquisition of another entity whose consolidated assets exceeded 25% of the **Applicant's** consolidated assets? Yes No
- (b) sale, distribution or divestiture of any assets or stock in an amount exceeding 25% of the **Applicant's** consolidated assets? Yes No
- (c) registration for public offering of securities? Yes No
- (d) private placement of securities? Yes No
- (e) reorganization or arrangement with creditors under federal or state law? Yes No

If yes to any of the foregoing, please provide complete details (use a separate sheet of paper, if necessary):

8. Please give details of the present insurance. If none, so state:

	Insurer	Limit	Premium
D&O			
EPL (if separate)			
GL			

9. (a) Total number of employees: Current 1 year ago
 (b) How many employees have been terminated during the past 2 years?

10. Does the **Applicant** anticipate any plant, facility, branch or office closing, consolidations or layoffs with the next 24 months? Yes No

If yes, please provide complete details (use a separate sheet of paper, if necessary): _____

11. Does the **Applicant**:
- (a) Have a full-time human resources coordinator? Yes No
- (b) Have a written policy with respect to sexual harassment? Yes No

- (c) Have written annual evaluations for employees? Yes No
- (d) Have a written policy with respect to progressive discipline for employees? Yes No
- (e) Have a written policy for Family Medical Leave? Yes No
- (f) Have a written human resources manual or equivalent written guidelines? Yes No
- (g) Use outside counsel for employment advice? Yes No

District of Columbia – refer to 3 years:

12. (a) Have any claims been made during the last 5 years against any person or entity proposed for this insurance in his or her capacity as a director, officer or trustee of any corporation or organization? Yes No

If yes, please provide complete details (use a separate sheet of paper, if necessary):

- (b) Is any person or entity proposed for this insurance aware of any fact, circumstance or situation involving the **Applicant** or any **Insured Person** or **Organization** which he, she or it has reason to believe might result in a claim being made? Yes No

If yes, please provide complete details (use a separate sheet of paper, if necessary):

Without prejudice to any other rights of the Insurer, it is understood and agreed that the Insurer will not be liable under any policy that may be issued on the basis of this Application to make any payment of Loss, including Defense Costs, in connection with any Claim arising out of, based upon or attributable to any claim, fact, circumstance or situation disclosed or required to be disclosed in response to questions 12(a) and 12(b).

13. Documents Required:

Please submit one copy of each of the following documents, all of which will be deemed to be attached to and to be a part of this **Application**.

- (a) Attachments providing complete details and/or additional information where required as a result of the **Applicant's** response to questions in this **Application**.
- (b) The **Applicant's** most recent Annual Report (including complete audited financial statements for the last 2 years).
- (c) Any registration statements filed with the SEC or any private placement memoranda within the last 12 months.
- (d) Audited financial statements with any notes and schedules.
- (e) Summary and status of any litigation filed within the last 24 months against any person or entity proposed for this insurance (including any litigation that has been resolved).

FOR PURPOSES OF THIS APPLICATION, THE UNDERSIGNED AUTHORIZED AGENT OF ALL PERSONS AND ENTITIES PROPOSED FOR THIS INSURANCE DECLARES THAT, TO THE BEST OF HIS/HER KNOWLEDGE AND BELIEF, AFTER REASONABLE INQUIRY, THE STATEMENTS CONTAINED HEREIN, AND IN ANY ATTACHMENTS HERETO, ARE TRUE AND COMPLETE. THE INSURER IS AUTHORIZED TO MAKE ANY INQUIRY IN CONNECTION WITH THIS APPLICATION. ACCEPTING THIS APPLICATION DOES NOT BIND THE INSURER TO COMPLETE THE INSURANCE.

THE INFORMATION CONTAINED IN AND SUBMITTED WITH THIS APPLICATION IS ON FILE WITH THE INSURER AND IS CONSIDERED TO BE PHYSICALLY ATTACHED TO AND PART OF THIS APPLICATION. THE APPLICATION, INCLUDING ALL ATTACHMENTS THERETO, WILL BE CONSIDERED TO BE PHYSICALLY ATTACHED TO ANY POLICY ISSUED ON THE BASIS OF THIS APPLICATION AND WILL BECOME PART OF ANY SUCH POLICY. THE INSURER WILL HAVE RELIED UPON THIS APPLICATION, INCLUDING ALL ATTACHMENTS THERETO, IN ISSUING ANY SUCH POLICY.

IF ANY INFORMATION IN THIS APPLICATION, INCLUDING ANY ATTACHMENT THERETO, CHANGES MATERIALLY BEFORE THE EFFECTIVE DATE OF THE POLICY FOR WHICH APPLICATION IS MADE, THE APPLICANT MUST NOTIFY THE INSURER, AND THE INSURER MAY MODIFY OR WITHDRAW ANY QUOTATION.

NOTICE TO COLORADO APPLICANTS: 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 POLICY HOLDER OR CLAIMANT FOR THE PURPOSE OF DEFRAUDING OR ATTEMPTING TO DEFRAUD THE POLICY HOLDER 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.

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 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.

NOTICE TO PENNSYLVANIA APPLICANTS: 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.

NOTICE TO APPLICANTS OF FLORIDA, KENTUCKY, MINNESOTA, NEW JERSEY, OHIO AND OKLAHOMA: ANY PERSON WHO KNOWINGLY, AND WITH INTENT TO INJURE, DEFRAUDS OR DECEIVES ANY INSURER OR OTHER PERSON FILES AN APPLICATION FOR INSURANCE OR STATEMENT OF CLAIM FOR THE PROCEEDS OF AN INSURANCE POLICY CONTAINING ANY FALSE, INCOMPLETE, OR MISLEADING INFORMATION OR CONCEALS FOR THE PURPOSE OF MISLEADING INFORMATION CONCERNING ANY FACT MATERIAL THERETO, IS GUILTY OF A FELONY AND IS SUBJECT TO CRIMINAL AND CIVIL PENALTIES.

NOTICE TO APPLICANTS OF VIRGINIA, MAINE AND NEW MEXICO: 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. IF DISCOVERY IS ELECTED THE LIMIT WILL NOT BE REINSTATED. MATERIALS SUBMITTED IN CONNECTION WITH THE APPLICATION WILL FORM A PART OF THE POLICY.

NOTICE TO APPLICANTS OF TENNESSEE: 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.

WARNING TO APPLICANTS OF DISTRICT OF COLUMBIA: 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.

APPLICANT:		
BY:	TITLE:	DATE:

Note: This **Application** must be signed by the President and/or CEO of the **Applicant** acting as the authorized agent of the persons and entity(ies) proposed for this insurance.