



*ExecPro<sup>sm</sup>*  
**Proposal Form**  
 for  
 Directors', Officers', Insured Entity and  
 Employment Practices Liability Insurance Policy

**PUBLICLY TRADED CORPORATION RENEWAL PROPOSAL FORM**

This is a proposal form for a claims made policy. Amounts incurred as **Costs of Defense** shall reduce the Limit of Liability available to pay judgments or settlements and shall also be applied against the retention. This Policy does not provide for any duty by the **Insurer** to defend those insured under the Policy.

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



**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 containing any materially false information, or conceals for the purpose of misleading 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 (\$5,000.00) and the stated value for each such violation.

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.**

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Signature	Title	Date
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One copy of each of the following documents is attached to and made part of the Proposal Form :

- (a) Annual Report (Complete Audited Financial Statement), for the most recent three (3) years.
- (b) Latest Interim Financial Statement
- (c) The most recent 10K, 10Q, and any other document filed with the Securities and Exchange Commission.
- (d) The Notice to Stockholders and Proxy Statement for the last scheduled meeting.
- (e) If applicable, the most recent year end and quarterly Convention Statements.
- (f) If applicable, the most recent year end and quarterly Call Reports.

**NOTE:** This Proposal including any material submitted herewith shall be treated in strictest confidence.

Please submit this Proposal Form including appropriate documentation to :  
Great American Insurance Companies, Executive Liability Division  
P.O. Box 66943  
Chicago, IL 60666