

**Private Company Management Liability Insurance**

[The following notices are applicable to all Coverage Parts.]

**NOTICE: THIS PROPOSAL FORM IS FOR A CLAIMS MADE POLICY. EXCEPT AS OTHERWISE PROVIDED, COVERAGE APPLIES ONLY TO CLAIMS FIRST MADE DURING THE POLICY PERIOD OR THE EXTENDED REPORTING PERIOD (IF APPLICABLE) AND REPORTED TO THE INSURER PURSUANT TO THE TERMS OF THIS POLICY.**

**ALL LOSS, INCLUSIVE OF DEFENSE COSTS AND ALL COVERAGES SUBJECT TO A SUB-LIMIT, ARE INCLUDED WITHIN THE LIMIT OF LIABILITY, SHALL REDUCE THE LIMIT OF LIABILITY AVAILABLE TO PAY SETTLEMENTS OR JUDGMENTS, AND SHALL BE APPLIED AGAINST THE RETENTION AMOUNT.**

Whenever printed in this Proposal Form, the terms in boldface type shall have the same meanings as indicated in the Policy. This Proposal Form is to be completed with respect to the entire **Company**. **Company** as used herein is defined to include the **Parent Organization** and any **Subsidiaries**.

Company Name			
Company Address			Suite
City	State	State of Incorporation	Zip Code
Date Established	SIC Code		

The person 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:

Contact Name	Title	
E-mail Address	Telephone Number	Fax Number

**I. Insurance Information**

1. Please indicate below which coverages are being requested by placing an X in the appropriate box.

Coverage Requested	Limit Requested	Limit Currently Purchased	Retention Currently Purchased	Current Insurer
<input type="checkbox"/> Directors & Officers Liability	\$	\$	\$	
<input type="checkbox"/> Employment Practices Liability	\$	\$	\$	
<input type="checkbox"/> Fiduciary Liability	\$	\$	\$	

2. Have any carriers non-renewed coverages pertaining to this application? **NOT APPLICABLE IN MISSOURI**  
 Yes  No

If "Yes", please explain: \_\_\_\_\_

**II. General Information**

1. a. List all entities in which the Company's ownership interest is 50% or greater or over which the Company has management control. Check here if not applicable

Name	% owned	Year Started	Description of operations	Entity Type

**Entity Type:** FP=For Profit ; NP=Not for Profit; GP=General Partnership; LP=Limited Partnership; LLC=Limited Liability Company

- b. Do any directors, officers, general counsel, manager or member of board of managers, serve on the board of any other for profit entities in which the Company's ownership interest is 20% or greater?  Yes  No

If "Yes" to 1(b), please provide details \_\_\_\_\_

2. a. Has the Company in the last 12 months completed any:
- i. Merger, acquisition or divestment?  Yes  No
  - ii. Change in outside auditors?  Yes  No
  - iii. Reorganization, bankruptcy or arrangement with creditors under federal or state law or a foreign equivalent law?  Yes  No

- b. Is the Company currently anticipating any of the above?  Yes  No

If "Yes" to any part of Question 2, please provide complete details \_\_\_\_\_

3. Does the Company perform any professional services for others for a fee?  Yes  No

If "Yes," please explain: \_\_\_\_\_

4. Total US employees \_\_\_\_\_

5. Total foreign employees \_\_\_\_\_

6. Company's most recent fiscal year-end financial information: \_\_\_\_Month \_\_\_\_Year

Current Assets	\$
Total Assets	\$
Current Liabilities	\$
Long Term Debt	\$
Total Liabilities	\$
Retained Earnings	\$
Shareholders Equity	\$
Revenue	\$
Net Income	\$
Cash Flow from Operating Activities	\$

**III. Directors and Officers Information**

1. List all shareholders that own greater than 5% of the voting shares of the company

Shareholder	% Owned	Director or Officer?
		<input type="checkbox"/> Yes <input type="checkbox"/> No
		<input type="checkbox"/> Yes <input type="checkbox"/> No
		<input type="checkbox"/> Yes <input type="checkbox"/> No
		<input type="checkbox"/> Yes <input type="checkbox"/> No
		<input type="checkbox"/> Yes <input type="checkbox"/> No

If there are other greater than 5% holders please list them out separately using the same format

2. a. Has the Company in the past 24 mos:

i. Had any Private or Public offering of securities?  Yes  No

ii. Been in breach or in violation of any debt covenants?  Yes  No

iii. Had any unplanned changes in directors or senior executive officers?  Yes  No

b. Is the Company currently anticipating any of the above?  Yes  No

If "Yes" to any of the above in Question 2 (a) and 2 (b) please provide complete details

\_\_\_\_\_

3. Does the Charter or By-laws of the Company provide indemnification to its Directors and Officers to the fullest extent permitted by law?  Yes  No

4. a. Has the Company or any person proposed for coverage been the subject of or been involved in, any of the following during the past 5 years:

i. Anti-trust, copyright or patent litigation?  Yes  No

ii. Deceptive trade practices or consumer fraud?  Yes  No

iii. Civil, criminal, or administrative proceeding alleging violation of any federal or state securities laws?  Yes  No

iv. Any other criminal actions?  Yes  No

If "Yes" to any of the above in Question 4 (a) please provide a full description

b. Other than those identified in the Company's response to Question 4(a) has any claim been brought at any time during the last 5 years against the Company or any proposed insured individual in his or her capacity as a director or officer of any entity  Yes  No

If "Yes" to question 4(b) please provide a full description: \_\_\_\_\_

**IV. Employment Practices Information**

1. Employee Count

Employee Type	Current Year	Previous Year
Full Time U.S. employees		
Part time U.S. employees (include leased and seasonal)		
Number of US full time and part time employees located in California		
Number of foreign employees		
Number of Independent Contractors		

2. Complete the following chart

Policies/Procedures	Formal Written Policy?	Employees Sign and Acknowledge Receipt?
Equal Opportunity Employment	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
Anti-Discrimination	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
Anti-Harassment	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
Employment at Will	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
FMLA	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
Progressive Discipline	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
At work Social Media Policy	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
ADA policy and accommodations	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
Reporting, Investigating and Resolving Employee Complaints	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
Performance Reviews	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
Employee conduct with customers, clients, vendors and other third parties	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
Discharge/Termination	<input type="checkbox"/> Yes <input type="checkbox"/> No	

3. Does the Company have a Human Resources department?  Yes  No
4. Does the Company have an employee handbook that is distributed to all employees?  Yes  No
5. Does the Company periodically utilize outside counsel to review the handbook and written policies and procedures?  Yes  No
6. Does the Company conduct training regarding anti-discrimination and anti-sexual harassment policies and procedures?  Yes  No
7. Does the Company review all terminations with:
  - a. Human Resources?  Yes  No
  - b. An attorney with experience in employment law?  Yes  No
8. Has the Company in the past 12 months experienced (or is the Company planning in the next 12 months) layoffs or a reduction in workforce?  Yes  No

If "Yes", answer the below

- a. Dates of Planned or completed layoffs \_\_\_\_\_
- b. Number of layoffs that have occurred or will occur \_\_\_\_\_
- c. Was or will severance be offered in exchange for releases not to sue?  Yes  No
- d. Does the Company analyze whether protected classes will be adversely impacted?  Yes  No

9. During the past three years has the Company or any proposed insured individual in any capacity been involved in any of the following matters?
- a. EEOC or other similar administrative proceeding?  Yes  No
  - b. Employment related civil suit or claim?  Yes  No
  - c. Any action or civil suit brought against them by a customer, client, or third party?  Yes  No

If "Yes" to any of the above in question 9, please attach a description of the details including date, type of claim, allegations, current status, defense costs incurred and any judgment or settlement amounts.

**10. Only answer if the Company is or has been a federal contractor**

- a. Does the Company currently have an Affirmative Action Plan in Place?  Yes  No
- b. Has the Company been subject to an OFCCP audit?  Yes  No

If "Yes" to 10 b., attach details of any resultant conciliation, consent agreement and/or settlement with the OFCC

**V. Fiduciary Liability Coverage Information**

1. Complete the chart for all plans for which coverage is requested

Plan names	Plan assets (current year)	Type of Plan*	(DB only) What is the current funded % under the Pension Protection Act? Indicate if "at risk"	Number of plan participants

\*Defined Contribution (DC), Defined Benefit (DB), Employee Stock Ownership (ESOP), Excess Benefit or Top Hat (EBP),

- 1. Does the Company handle any investment decisions in-house?  Yes  No

If "Yes" please describe: \_\_\_\_\_

- 2. Are any plans NOT in compliance with plan agreements or ERISA?  Yes  No

If "Yes" please describe: \_\_\_\_\_

3. Past Activities

- a. In the past three years has the Company merged, terminated or frozen any plan(s)?  Yes  No

If "Yes", please attach details including transaction date, status of asset distribution, whether similar benefits are being offered and the name of the insurance carrier if terminated plan benefits are secured by insurance

- b. Has any fiduciary been found guilty or held accountable for breach of trust or criminal conduct?  Yes  No

- c. Has there been any assessment of fees, fines or penalties under any voluntary compliance resolution program or similar voluntary settlement program administered by the IRS, DOL or other government authority?  Yes  No

d. Have any claims been made during the past five years against:

- i. The Company?  Yes  No
- ii. Any benefit program?  Yes  No
- iii. Any past or present individual in his/her capacity as a fiduciary of any benefit plan?  Yes  No

If "Yes" to any of the above in question 3 please attach a full description.

**VI. Warranty**

The **Company** must complete the warranty statement below:

- For any Liability Coverage Part for which coverage is requested and is not currently purchased as indicated in Section I Insurance Information Question 1 of this Application; or
- If the Applicant is requesting larger limits than are currently purchased as indicated in Section I Insurance Information Question 1 of this Application.

For Alaska, Florida, Georgia, Kansas, Kentucky, Maine, Nebraska, New Hampshire, North Carolina, Oklahoma, Oregon, Virginia, Washington and West Virginia Residents ONLY: the title of this section and any other reference to "Warranty" is deleted and replaced with "**Company** Representation."

Is the undersigned or any Insured Person or entity proposed for this insurance aware of any fact, circumstance or situation involving the Company or the Insured Persons that might reasonably be expected to result in a Claim?  Yes  No

If "Yes" please provide complete details:

Without prejudice to any other rights and remedies of the Insurer, the Applicant understands and agrees that if any such fact, circumstance, or situation exists, whether or not disclosed in response to the warranty above, any claim or action arising from such fact circumstance, or situation is excluded from coverage under the proposed policy if issued by the Insurer.

**Please Read Carefully**

The undersigned, acting on behalf of all proposed Insureds, declares that the statements set forth herein are true and correct and that thorough efforts have been made to obtain sufficient information from each Insured proposed for this insurance to facilitate the proper and accurate completion of this Proposal Form. The undersigned agrees that the particulars and statements contained in the Proposal Form together with any and all attachments to the Proposal Form and any warranties executed within the last five years as well as all public documents filed by any proposed Insured with any federal, state, local or foreign regulatory body during the preceding 12 months are their representations and are the basis of the insurance contract. The undersigned further agrees that the Proposal Form and any material submitted herewith shall be considered attached to and a part of the Policy. Any material submitted with the Proposal Form, and material obtained from any publicly available information filed by the Company with any federal, state, local or foreign regulatory body within the 12 months prior to the Policy inception date, shall be maintained on file (either electronically or paper) with the Insurer and shall be deemed to be attached hereto as if physically attached.

It is further agreed that:

- if any significant change in the condition of the Company is discovered between the date of this Proposal Form and the Policy inception date, which would render this Proposal Form inaccurate or incomplete, notice of such change will be reported in writing to the **Insurer** immediately;
- the information contained in this Proposal Form shall not be used by the **Company** and/or any of the **Insured Persons** of the **Company** as notice as provided for in section IV. of the General Terms and Conditions of the Policy, nor will the **Insurer** recognize and/or accept the information contained herein as notice as provided for in section IV. of the General Terms and Conditions of the Policy;
- this Proposal Form has been completed as respects the entire Company; and
- the signing of this Proposal Form does not bind the undersigned to purchase the insurance.

\_\_\_\_\_  
Dated

\_\_\_\_\_  
President, Chief Executive Officer, Chief Financial Officer, or equivalent position (Signature)

\_\_\_\_\_  
Title

\_\_\_\_\_  
President, Chief Executive Officer, Chief Financial Officer, or equivalent position (Print Name)

This Berkley Insurance Company Proposal Form, including any material submitted herewith, shall be held in strictest confidence.

**A POLICY CANNOT BE ISSUED UNLESS THE PROPOSAL FORM IS PROPERLY SIGNED AND DATED.**

Please submit this Proposal Form including appropriate documentation to:  
Berkley Professional Liability, 757 Third Avenue-10<sup>th</sup> Floor, New York, NY 10017

STATE FRAUD STATEMENTS

**NOTICE TO ALABAMA APPLICANTS:** ANY PERSON WHO KNOWINGLY PRESENTS A FALSE OR FRAUDULENT CLAIM FOR PAYMENT OF A LOSS OR BENEFIT OR WHO KNOWINGLY PRESENTS FALSE INFORMATION IN AN APPLICATION FOR INSURANCE IS GUILTY OF A CRIME AND MAY BE SUBJECT TO RESTITUTION, FINES OR CONFINEMENT IN PRISON, OR ANY COMBINATION THEREOF.

**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 JERSEY APPLICANTS:** ANY PERSON WHO INCLUDES ANY FALSE OR MISLEADING INFORMATION ON AN APPLICATION FOR AN INSURANCE POLICY IS SUBJECT TO CRIMINAL AND CIVIL PENALTIES.

**NOTICE TO NEW MEXICO, 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 KANSAS APPLICANTS:** AN ACT COMMITTED BY A PERSON WHO, KNOWINGLY AND WITH INTENT TO DEFRAUD, PRESENTS, CAUSES TO BE PRESENTED OR PREPARES WITH KNOWLEDGE OR BELIEF THAT IT WILL BE PRESENTED TO OR BY AN INSURER, PURPORTED INSURER, BROKER OR ANY AGENT THEREOF, ANY WRITTEN, ELECTRONIC, ELECTRONIC IMPLUSE, FACSIMILE, MAGNETIC, ORAL, OR TELEPHONIC COMMUNICATION OR STATEMENT AS PART OF, OR IN SUPPORT OF, AN APPLICATION FOR THE ISSUANCE OF, OR THE RATING OF AN INSURANCE POLICY FOR PERSONAL OR COMMERCIAL INSURANCE, OR A CLAIM FOR PAYMENT OR OTHER BENEFIT PURSUANT TO AN INSURANCE POLICY FOR COMMERCIAL OR PERSONAL INSURANCE WHICH SUCH PERSON KNOWS TO CONTAIN MATERIALLY FALSE INFORMATION CONCERNING ANY FACT MATERIAL THERETO; 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 OR CIVIL PENALTIES.

**NOTICE TO APPLICANTS OF KENTUCKY:** 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, INFORMATION CONCERNING ANY FACT MATERIAL THERETO COMMITS A FRAUDULENT INSURANCE ACT, WHICH IS A CRIME.

**NOTICE TO APPLICANTS OF MINNESOTA:** ANY PERSON WHO FILES A CLAIM WITH INTENT TO DEFRAUD OR HELPS COMMIT A FRAUD AGAINST AN INSURER IS GUILTY OF A CRIME.

**NOTICE TO APPLICANTS OF 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 MAINE, MASSACHUSETTS, TENNESSEE, VIRGINIA, AND WASHINGTON APPLICANTS:** 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.

**NOTICE TO APPLICANTS OF FLORIDA:** ANY PERSON WHO KNOWINGLY AND WITH INTENT TO INJURE, DEFRAUD OR DECEIVE ANY INSURER FILES A STATEMENT OF CLAIM OR AN APPLICATION CONTAINING ANY FALSE, INCOMPLETE, OR MISLEADING INFORMATION IS GUILTY OF A FELONY OF THE THIRD DEGREE.

**NOTICE TO ARKANSAS, DISTRICT OF COLUMBIA, LOUISIANA, MARYLAND, AND RHODE ISLAND APPLICANTS:** 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.

**NOTICE TO APPLICANTS OF OREGON:** 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, INFORMATION CONCERNING ANY FACT MATERIAL



**THERE TO MAY BE COMMITTING A FRAUDULENT INSURANCE ACT, WHICH MAY BE A CRIME AND MAY SUBJECT THAT PERSON TO PENALTIES.**