

PRIVATUS™

(INCLUDING DIRECTORS, OFFICERS AND CORPORATE LIABILITY EMPLOYMENT PRACTICES LIABILITY, FIDUCIARY LIABILITY AND OUTSIDE EXECUTIVE LIABILITY INSURANCE)

APPLICATION

NOTICE: THE POLICY FOR WHICH THIS APPLICATION IS SUBMITTED IS WRITTEN ON A CLAIMS MADE AND REPORTED BASIS AND COVERS ONLY CLAIMS FIRST MADE AGAINST THE INSURED DURING THE POLICY PERIOD OR EXTENDED REPORTING PERIOD IF APPLICABLE, AND REPORTED IN WRITING TO THE INSURER PURSUANT TO THE TERMS THEREIN. THE LIMIT OF LIABILITY AVAILABLE TO PAY JUDGMENTS OR SETTLEMENTS SHALL BE REDUCED AND MAY BE TOTALLY EXHAUSTED BY AMOUNTS INCURRED AS DEFENSE COSTS. PLEASE READ THE POLICY CAREFULLY.

Please fully answer all questions and submit all requested information. Terms appearing in bold face in this Application are defined in the Policy and have the same meaning in this Application as in the Policy. If you do not have a copy of the Policy, please request it from your agent or broker. This Application, including all materials submitted herewith, shall be held in confidence.

1. GENERAL INFORMATION

- (a) Applicant Name: _____
(Whenever used in this Application, the term "Applicant" shall mean the **Parent Company**, unless otherwise indicated)
- (b) Address: _____
- (c) State of Incorporation: _____
- (d) Date Established: _____
- (e) Nature of Business: _____
- (f) Applicant's website address (if applicable): _____
- (g) Name of Applicant's designated representative to receive all notices from the Insurer on behalf of all person(s) and entity(ies) proposed for this insurance: _____
- (h) Standard Industry Classification Code (SIC Code): _____
- (i) Form of business organization: Corporation Partnership Limited Liability Corporation
Other (specify) _____

Attach complete list of **Subsidiaries**, foundations and charitable trusts proposed for coverage, including their nature of business, date acquired or created and percentage of ownership by the **Parent Company**

2. COVERAGE REQUESTED

- (a) Section I. Insuring Agreements: [Check all coverage sections for which insurance is desired]
 - (i) Section I. Insuring Agreement (A): Directors, Officers and Corporate Liability Insurance
 - (ii) Section I. Insuring Agreement (B): Employment Practices Liability Insurance
 - (iii) Section I. Insuring Agreement (C): Fiduciary Liability Insurance
 - (iv) Section I. Insuring Agreement (D): Outside Executive Liability Insurance

- (b) Limit Requested: Combined single aggregate limit of liability applicable to all Insuring Agreements for **Loss** including **Defense Costs**: \$ _____
- (c) Retention Requested:
 - Section I. Insuring Agreement (A):Directors, Officers and Corporate Liability Insurance \$ _____
 - Section I. Insuring Agreement (B):Employment Practices Liability Insurance \$ _____
 - Section I. Insuring Agreement (C):Fiduciary Liability Insurance \$ _____
 - Section I. Insuring Agreement (D):Outside Executive Liability Insurance \$ _____

3. **POLICY PERIOD REQUESTED**

From _____ to _____ both days at 12:01 a.m. at the principal address of the Applicant.

4. **PRIOR EXPERIENCE**

- (a) No person(s) or entity(ies) proposed for this insurance is cognizant of any fact, circumstance, situation, act, error, omission, or situation which he/she has reason to suppose might afford grounds for any **Claim** such as would fall within the scope of the proposed insurance. If there are any exceptions, attach complete details. If none, check here .
- (b) No **Claims** have been made against any person(s) or entities proposed for this insurance (including **Loss** payment and **Defense Costs**). If there are any exceptions, please attach complete details. If none, check here .
- (c) No person(s) or entity(ies) proposed for this insurance is cognizant of any inquiry, investigation or communication which he/she/it has reason to suppose might give rise to a **Claim** such as would fall within the scope of the proposed insurance. If there are any exceptions, please attach complete details. If none, check here .

Pursuant to Question 4 (a), (b) and (c) it is agreed that if such knowledge or circumstances exists, any **Claim** arising therefrom is excluded from the proposed insurance.

5. **PRIOR INSURANCE**

Coverage Type	Yes	No	Insurer	Limits	Retention	Policy Period
Directors, Officers and Corporate Liability						
Employment Practices Liability						
Fiduciary Liability						
Outside Executive Liability						

- (a) Have any of the **Policyholder's** prior carriers indicated an intent not to offer renewal terms? Yes No If Yes, attach details. (Question not applicable to Missouri applicants.)
- (b) Has the **Policyholder** or any **Insured Individual** given written notice under the provisions of any prior or current insurance policy of specific facts or circumstances which might give rise to a **Claim** being made against any **Insured** for any proposed insurance hereunder? Yes No . If yes, attach details.
- (c) Have any **Loss** payments been made on behalf of the proposed **Policyholder** or any **Insured Individual** under any insurance policy or similar insurance for any proposed insurance hereunder? Yes No . If yes, attach details.

6. Please complete the attached applicable Appendices for coverage consideration for Section I. Insuring Agreement A, B, C and D as described.

Appendix I: Section I. Insuring Agreement (A) and (D): Directors, Officers and Corporate Liability Insurance and Outside Executive Liability Insurance.

Appendix II: Section I. Insuring Agreement (B): Employment Practices Liability Insurance

Appendix III: Section I. Insuring Agreement (C): Fiduciary Liability Insurance

Complete only those Appendices for which coverage is requested.

7. ADDITIONAL UNDERWRITING INFORMATION

As part of this Application, submit the following documents with respect to the Policyholder:

For all Section I. Insuring Agreements

- (a) Latest audited financial statement.*
- (b) Complete list of the board of directors and their outside affiliations.*

For Section I, Insuring Agreement B: Employment Practices Liability Insurance

- (a) Latest Employee Handbook and copies of any written sexual harassment, ADA, FMLA, termination procedures, severance, progressive discipline, discrimination and employment-at-will policies and procedures*
- (b) Consolidated EEO-1 reports for the past three (3) years*

For Section I. Insuring Agreement C: Fiduciary Liability Insurance

- (a) Latest CPA audited financials for each of the five largest pension **Plans** (in terms of total assets), with investment portfolios. If **Plan** assets are held in a master trust, submit the master trust investment portfolio. If audited financials are not available, submit the most recent 5500s for the **Plan**.*
- (b) Latest CPA audited financials for any **Plan** designed to invest primarily in employer securities or which invests more than 10% of **Plan** assets in employer securities.*
- (c) Written **Plan** description and latest financial statements, if applicable, for any non-qualified **Plans**.*

The undersigned authorized officer of the Applicant declares that the statements set forth herein are true. The undersigned authorized officer agrees that if the information supplied on this Application changes between the date of this Application and the effective date of the insurance, he/she shall, in order for the information to be accurate on the effective date of the insurance, immediately notify the Insurer of such changes, and the Insurer may withdraw or modify any outstanding quotations or authorizations or agreements to bind the insurance.

Signing of this Application does not bind the Applicant or the Insurer to complete the insurance contract, but it is agreed that this Application shall be the basis of the contract should a policy be issued, and it will be attached to and become part of the Policy.

All written statements and materials (including any information provided in the attached Appendices) furnished to the Insurer in conjunction with this Application are hereby incorporated by reference into this Application and made a part hereof.

The undersigned authorized officer of the Applicant hereby acknowledges that this Policy applies to **Claims** first made or deemed made, during the **Policy Period** or Extended Reporting Period, if purchased.

NOTICE TO ARKANSAS 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 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 POLICYHOLDER OR CLAIMANT FOR THE PURPOSE OF DEFRAUDING OR ATTEMPTING TO DEFRAUD THE POLICYHOLDER 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 DISTRICT OF COLUMBIA APPLICANTS: "WARNING: 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."

NOTICE TO FLORIDA APPLICANTS: "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 IN THE THIRD DEGREE."

NOTICE TO KENTUCKY 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, INFORMATION CONCERNING ANY FACT MATERIAL THERETO, COMMITS A FRAUDULENT INSURANCE ACT, WHICH IS A CRIME."

NOTICE TO MAINE 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 MAY INCLUDE IMPRISONMENT, FINES OR A DENIAL OF INSURANCE BENEFITS."

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 LOUISIANA AND NEW MEXICO 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 CIVIL FINES AND CRIMINAL PENALTIES."

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 CLAIMS 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 OHIO APPLICANTS: "ANY PERSON WHO, WITH INTENT TO DEFRAUD OR KNOWING THAT HE IS FACILITATING A FRAUD AGAINST AN INSURER, SUBMITS AN APPLICATION OR FILES A CLAIMS CONTAINING A FALSE OR DECEPTIVE STATEMENT IS GUILTY OF INSURANCE FRAUD."

NOTICE TO OKLAHOMA APPLICANTS: "ANY PERSON WHO KNOWINGLY, AND WITH INTENT TO INJURE, DEFRAUD OR DECEIVE ANY INSURER, MAKES ANY CLAIM FOR PROCEEDS OF AN INSURANCE POLICY CONTAINING ANY FALSE, INCOMPLETE OR MISLEADING INFORMATION IS GUILTY OF A FELONY."

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 TENNESSEE AND VIRGINIA 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."

_____ By Applicant
_____ Title (President, CEO or CFO)
_____ Date
_____ Broker/Agent
_____ Broker/Agent's License Number

APPENDIX I

(Complete this section should coverage be requested for Section I. Insuring Agreement (A): Directors, Officers and Corporate Liability Insurance and/or Section I. Insuring Agreement (D): Outside Executive Liability Insurance)

Section I. Insuring Agreement (A): Directors, Officers and Corporate Liability Insurance

1. OWNERSHIP STRUCTURE

- (a) Number of shareholders _____ (b) Number of shares outstanding _____
- (c) Total number of shares owned by its Directors (direct and beneficial) _____
- (d) Total number of shares owned by its Officers (direct and beneficial) who are not Directors _____
- (e) Name and percentage of shares owned by shareholders directly or beneficially holding 5% or more of the common stock (if none, check here _____). _____
- (f) If the proposed Applicant is owned by a parent company, indicate the name and principal address of the parent. _____
- (g) Are there any other securities which are convertible to common stock? Yes No . If yes, attach details.
- (h) Are any of the **Policyholder's** securities publicly traded? Yes No
- (i) Does the Applicant have more than one class of stock? Yes No
If yes, please provide details on a separate page.

2. INSURED INDIVIDUALS

- (a) Attach a complete list of all Directors and Officers of the **Policyholder** by name and affiliation with other organizations.
- (b) Attach a complete list of all other proposed **Insured Individuals** by name, title, responsibility and affiliation with other organizations.

3. NATURE OF OPERATIONS

- (a) Does the **Policyholder** render any professional services for others for a fee or compensation? Yes No . If yes, please provide details on a separate page.
- (c) Does any of the **Policyholder's** customers account for more than 5% of revenues? Yes No . If yes, please provide details on a separate page.
- (d) Is the **Policyholder's** business success or viability dependent on any suppliers for any materials or services? Yes No If yes, please provide details on a separate page.
- (e) Does the **Policyholder** have any collaborative or strategic partners? Yes No If yes, please provide details on a separate page.
- (f) Does the **Policyholder** have any patents, copyrights or trademarks that are material to the company? Yes No If yes, please provide details on a separate page.

4. PAST TRANSACTIONS

Has the Applicant in the past 36 months completed or agreed to, or does it contemplate within the next 12 months, any of the following, whether or not such transactions were or will be completed?

- (a) Merger, acquisition or consolidation with another entity whose consolidated assets exceed 25% of the **Policyholder's** consolidated assets? Yes No .
- (b) Sale, distribution or divestiture of any assets or stock other than in the ordinary course of business in an amount exceeding 25% of the **Policyholder's** consolidated assets? Yes No
- (c) Any registration for a public offering or private placement of securities? Yes No
- (d) Any change in outside auditors? Yes No

If yes to any of the questions in 4(a), (b), (c) or (d) above, attach details.

5. PAST ACTIVITIES

- (a) Has the Applicant changed independent auditors in the past 3 years? Yes No
- (b) Has the Applicant had any changes in the board of directors or senior management within the past three (3) years? Yes No
- (c) Has the **Policyholder** or any director, officer or other proposed **Insured** been involved in any of the following:

Anti-trust, copyright or patent litigation? Yes No

Civil or criminal action or administrative proceeding charging violation of a federal, state or foreign securities law or regulation? Yes No

Any other criminal actions? Yes No

Representative actions, class actions or derivative suits? Yes No

Investigation by the U.S. Securities and Exchange Commission, or similar state or foreign agency?
Yes No

If yes to any of the questions in 5(a), (b) or (c) above, attach details.

Section I. Insuring Agreement (D): Outside Executive Liability Insurance

Please provide list of **Executive Officers** and the **Outside Entity** for which coverage is requested as per the below schedule

Executive Officer	Outside Entity	Business Type (Corporation, Joint Venture, Partnership, etc.)	Nature of Business	Structure of Outside Entity*	D&O Insurance Carrier	D&O Insurance Limit

* = Structure of Outside Entity (For Profit Private Company = FPP; For Profit Publicly Traded = FPPT, Not For Profit = NFP)

APPENDIX II

(Complete this section should coverage be requested for Section I. Insuring Agreement (B): Employment Practices Liability Insurance)

Section I. Insuring Agreement (B): Employment Practices Liability Insurance

1. Total Number of **Employees** in **Parent Company** and all **Subsidiaries** _____
 Total Number that are full-time _____ Total Union _____ Total Non-Union _____
 Total Number that are part-time _____ Total Union _____ Total Non-Union _____
 Total Number located in the United States _____
 Total Number located outside the United States _____

Five states with the greatest
Number of Employees:

State	Number of Employees

Total number of Employees in the following states:

State	Number of Employees
California	
Texas	
New Jersey	
Michigan	
Washington D.C.	
Florida	
New York	
Alabama	

2. Does the **Policyholder** have any employment contracts with any of its employees? Yes No
 If yes what is the total amount of annual compensation paid pursuant to all employment contracts?
 _____ Please attach details
3. Is **Policyholder** requesting **Third Party Claim** coverage? Yes No
4. Does the **Policyholder** utilize Independent Contractors? Yes No
 If Yes, attach complete details on the specific Independent Contractor and indemnification agreement by the **Policyholder**.
5. Is the Applicant currently undergoing or does the Applicant contemplate undergoing during the next 12 months any **Employee** layoffs or early retirements (including ones resulting from any type of company restructuring or office, plant or store closing)? Yes No . If Yes, attach details.
6. EMPLOYMENT POLICIES AND PROCEDURES
 - (a) Does the **Policyholder** have a dedicated Human Resource Department? Yes No .
 If no, who performs the human resource function for the Policyholder? _____
 - (b) Who does the head of the Human Resource Department report to? _____
 - (c) Does the **Policyholder** use an outside employment legal counsel for employment advice and/or defense? Yes No If Yes, attach details.

- (b) Does the **Policyholder** conduct testing for any of the following (check all that apply):
 Drug/alcohol screening Physical examinations
 Psychological examinations Skills testing
 Are the above tests and examinations done pre-offer or post-offer of employment?
 Please attach details of the testing done _____
 Who conducts the tests for the **Policyholder**? _____
 Are all **Employees** subject to these tests and examinations? Yes No . If No, Which
 Employees are not subject and why? _____
- (c) Does the **Policyholder** have In-house counsel? Yes No
- (d) Name of Outside Legal Counsel the **Policyholder** uses for employment counsel, advice and
 defense: _____
- (e) Does the **Policyholder** require employment terminations to be reviewed by (check all that apply):
 Human Resources
 Law Department
 Outside Legal Counsel
- (f) Does the **Policyholder** require annual written performance evaluations for all employees?
 Yes No
- (g) Does the **Policyholder** provide all new hires with a written employment offer? Yes No
- (h) Does the **Policyholder** require an employment application be completed for all new hires?
 Yes No
- (i) Is the **Policyholder** required to file an affirmative action plan with the Office of Federal Contract
 Compliance Programs (OFCCP)? Yes No . If Yes, attach copy of plan.
 Also, if Yes, has the **Policyholder** ever been the subject of an OFCCP investigation which
 resulted in a finding of a violation? Yes No . If Yes, attach copy of the audit or investigation
 report and indicate what actions the **Policyholder** has taken to remedy the violation.
- (j) Employee Handbook:
 -Does the **Policyholder** distribute an employee handbook to all **Employees**? Yes No
 -Does the **Policyholder** have each employee required to sign that they have received a
 handbook? Yes No
 -Is the Handbook uniform for all locations and subsidiaries? Yes No if no please attach
 details of the differences
 -Has the handbook been reviewed by an outside employment attorney? Yes No

7. TURNOVER

For each of the last four (4) years, state the Applicants annual percentage turnover rate of employees:

_____ % _____ % _____ % _____ %

8. PAST ACTIVITIES

Has any **Insured** been involved in any of the following:

- (a) Civil or criminal action or administrative proceeding charging violation of a federal, state or foreign
 employment law or regulation? Yes No
- (b) Any other criminal actions? Yes No
- (c) Representative actions, class actions or derivative suits in connection with employment issues?
 Yes No
- (d) Investigation by the Equal Employment Opportunity Commission (EEOC), or similar state or
 foreign agency? Yes No

9. LOSS HISTORY

Please attach a list of all employment-related litigation and administrative proceedings (including both EEOC, state and local agency proceedings) commenced against any **Insured** during the past three (3) years. The list should include for each litigation or proceeding: (a) the type of allegation(s), (b) the court or agency involved, (c) description of any decision, determination or judgment rendered, (d) total **Defense Costs** incurred to date in the litigation or proceeding, (e) any judgment or settlement amount and (f) whether the litigation or proceeding remains pending or is closed.

Is any **Insured** presently subject to any judicial or administrative order, decree, judgment or conciliation agreement that is employment-related? Yes No .

If yes, please attach a copy(ies) of the appropriate document(s).

APPENDIX III

(Complete this section should coverage be requested for Section I. Insuring Agreement (C): Fiduciary Liability Insurance)

Section I. Insuring Agreement (C): Fiduciary Liability Insurance

1. Total Assets of all **Plans** for which coverage is requested. _____

2. **INSURED PLANS**

List all **Plans** for which coverage is requested:

<u>Plan Name</u>	<u>Plan Number</u>	<u>Total Assets</u>	<u># of Participants</u>	<u>Qualified Plan (Y/N)</u>	<u>Type of Plan*</u>	<u>Investments in Employer Securities (Y/N)</u>

(List any additional **Plans** on an attachment. Attachment Y/N _____)

*W = Welfare Benefit, DC = Defined Contribution, DB = Defined Benefit, E = ESOP, O = Other

3. **PLAN MANAGEMENT**

- (a) Are **Plan** assets managed by an independent investment manager? Yes No
If No, attach details of investment procedures)
- (b) How often is the investment manager's performance reviewed? Monthly Quarterly
Semi-annually Other (If Other, attach details)
- (c) How often are the investment manager's guidelines for investment fixed by the **Fiduciaries**?
Semi-annually Annually Bi-annually Other (If Other, attach details)
- (d) Does any **Plan** use the investment, trustee, actuarial, legal, administrative or benefits consulting services of any outside provider(s)? Yes No (If Yes, attach the name(s) of the organization(s), the service(s) they provide and the **Plan(s)** for which services are provided)

4. **PLAN STRUCTURE**

- (a) Is any **Plan** a multiemployer or multiple employer plan? Yes No (If Yes, attach list of such **Plan(s)**)
- (b) Has any **Plan** requested or considered filing a request for termination? Yes No (If Yes, attach complete details for each such **Plan**)

Has the Applicant received approval from the Department of Labor for such termination?
Yes No N/A (If No, attach complete details)
- (c) In the past two years, has there been any amendment(s) to any **Plan** that has resulted in or may result in any change or reduction of **Benefits**? Yes No (If Yes, attach details of the amendment(s))
- (d) Has any **Plan** or portion of any **Plan** been sold, transferred or terminated? Yes No (If Yes, attach the date of sale or termination, whether assets have been fully distributed or reverted to a party other than the **Plan** participants and name of annuity provider if **Benefits** have been secured by annuities.)

- (e) In the last 12 months, has there been, or is there now under consideration, any merger, acquisition, restructuring or consolidation of or by the Applicant or any of its **Subsidiaries** that has resulted in or may result in **Plan** participants transferring to another **Plan**, company or **Subsidiary**? Yes No (If Yes, attach complete details)
- (f) Has the Applicant converted any plans to cash balance plans? Yes No (If Yes, attach complete details)

5. **PLAN FUNDING (DEFINED BENEFIT PLANS ONLY):**

- (a) Are all **Plans** adequately funded in accordance with **ERISA** or any applicable similar common or statutory law of the United States, Canada or any state or other jurisdiction anywhere in the world, as attested to by an actuary?
Yes No (If No, attach complete details)
- (b) Are there any overdue employer contributions for any **Plan** or has a waiver of contributions been requested?
Yes No (If Yes, attach complete details including the **Plan** name and the amount of any overdue employer contributions for each such **Plan**)
- (c) Has the Applicant converted any Defined Benefit **Plan** to a cash balance **Plan** within the previous twelve (12) months or have plans to do so within the next twelve (12) months? Yes No (If Yes, attach complete details including the date of conversion)
- (d) For each **Plan** not adequately funded in accordance with **ERISA** and any applicable similar common or statutory law of the United States, Canada or any state or other jurisdiction anywhere in the world, when will funding be achieved? If there are any such **Plans**, attach complete details. If not applicable, check here .

6. **EMPLOYEE STOCK OWNERSHIP PLAN (ESOP PLANS ONLY)**

- (a) Date ESOP established _____
- (b) Were shares acquired with borrowed money? Yes No (if Yes, please provide the following:
Name of Institution providing financing _____
Does anyone guarantee the financing of the ESOP? Yes No
Provide the terms of the ESOP financing and repayment schedule _____

- (c) Who votes the shares of the ESOP? _____
- (d) How are the shares divested in the event of retirement or participant termination? _____

- (e) ESOP Ownership Information: What percentage does the ESOP currently own of the Company common stock? _____

	Total company common stock shares Outstanding	Total shares owned by ESOP	% of company common stock owned by ESOP
1) At ESOP Establishment			
2) Last Year			
3) Current Year			

APPLICANT MUST ATTACH A COPY OF THE LATEST INDEPENDENT APPRAISAL DONE ON THE COMPANY STOCK AS REQUIRED UNDER E.R.I.S.A.

7. PAST ACTIVITIES

- (a) Has there been or is there now pending any **Claim(s)** against any proposed **Insured** arising out of any **Plan**? Yes No (If Yes, attach complete details)
- (b) Has there been any assessment of IRS Closing Agreement Program (CAP) penalties against any **Plan**? Yes No (If Yes, attach complete details)