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**APPLICATION FOR  
DIRECTORS AND OFFICERS  
LIABILITY INSURANCE AND  
COMPANY INDEMNITY  
(CLAIMS MADE AND REPORTED BASIS)**

Submitted by \_\_\_\_\_ Agency \_\_\_\_\_

Surplus Lines License No. \_\_\_\_\_ Address \_\_\_\_\_

\_\_\_\_\_ City/State \_\_\_\_\_ Zip Code \_\_\_\_\_

1. This application must be signed and dated, and not completed earlier than 45 days before proposed effective date.
2. Answer all questions. If a question is not applicable, state NOT APPLICABLE. If the answer to any question is none, state NONE. If space is insufficient to answer any question fully, attach a separate sheet.
3. All questions MUST be completed in full with regard to each entity sought to be insured.
4. The information disclosed in this application will be held in confidence by the underwriting manager.

**(PLEASE TYPE OR PRINT IN INK)**

1. Full name of Applicant: \_\_\_\_\_

2. Principal business address: \_\_\_\_\_  
(Street) (City) (State) (Zip Code)

3. State of incorporation or charter formation: \_\_\_\_\_

4. Nature of business of Applicant: \_\_\_\_\_

5. Applicant has continuously been in business since: \_\_\_\_\_  
(month) (year)

6. Common Stock:

(a) Total number of shares outstanding: \_\_\_\_\_

(b) Total number of shareholders: \_\_\_\_\_

(c) Total number of shares directly or beneficially owned by its directors: \_\_\_\_\_

(d) Total number of shares directly or beneficially owned by officers who are not directors: \_\_\_\_\_

(e) Total number of shares sold directly or beneficially by its directors and officers in the last twelve months: \_\_\_\_\_

(f) Is the stock publicly traded?  Yes  No If Yes, provide the date of the initial public offering.

\_\_\_\_\_

7. If publicly traded, give the name and the position of the individual(s) that are responsible for investors relations (if none, so indicate): \_\_\_\_\_

8. If publicly traded, do you have a written insider trading policy?  Yes  No If Yes, please submit a copy of the insider trading policy.

9. Give names and percentage owned by any shareholder(s) holding directly or beneficially 5% or more of the outstanding voting stock (if none, so indicate): \_\_\_\_\_

10. Total number of subsidiaries more than 50% owned (including subsidiaries of subsidiaries): \_\_\_\_\_

11. Provide the following information for each subsidiary (including subsidiaries of subsidiaries). Use separate sheet if necessary. Attach a copy of the organizational chart.

(a) Name of Subsidiary: \_\_\_\_\_

(b) Percentage of Ownership: \_\_\_\_\_

(c) Description of Operations: \_\_\_\_\_

(d) Name of Parent: \_\_\_\_\_

12. The following officer is designated to give/receive notices to/from the insurer as respects notice of cancellation, payment and return of premiums and payment of deductibles and other notices as required by the policy:

(Name)	(Title)	(Entity)
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13. Unless such information is contained in the latest Annual Report, please submit a list of:

(a) Names, dates of election or appointment, and affiliations of all directors of Applicant;

(b) Affiliations of all directors of the Applicant in which said directors directly or indirectly have a 10% or more ownership interest;

(c) Names, dates of election or appointment, and official titles of all officers of the Applicant; and

(d) Retirement age.

14. Has the Applicant or any subsidiary during the last five years been involved in, or are they presently considering or contemplating any merger, consolidation, or acquisition?  Yes  No. If Yes, please provide details: \_\_\_\_\_

\_\_\_\_\_

15. Has any director or officer in the past five years been charged or convicted of any criminal act, or is any director or officer presently the subject of a pending criminal proceeding?  Yes  No. If Yes, please provide details: \_\_\_\_\_

\_\_\_\_\_

16. Have the Applicant or any Subsidiary filed within the last 18 months or do they contemplate filing within the next 12 months any registration statement for an offering of securities with any governmental authority?  Yes  No. If Yes, attach a copy of the registration statement.

17. Have there been any changes in senior management (Board Chairman, President, Executive Officers or the like) in the last three years?  Yes  No. If Yes, please provide details: \_\_\_\_\_
- \_\_\_\_\_
18. Has/Have any judgment(s), settlement(s), payment(s), claim(s) or suit(s) been made against any director and/or officer of the Applicant?  Yes  No. If Yes, please provide full details for each such judgment, settlement, payment, claim or suit.
19. Has any similar insurance on behalf of any person(s) or entity(ies) now sought to be insured been declined, cancelled or renewal thereof refused?  Yes  No. If Yes, provide details.
- \_\_\_\_\_
- \_\_\_\_\_
20. If directors and officers liability coverage is presently carried, state the following:
- (a) Name of insurer: \_\_\_\_\_
- (b) Term: \_\_\_\_\_
- (c) Limit of liability: \_\_\_\_\_
- (d) Deductible: \_\_\_\_\_
- (e) Annual premium: \_\_\_\_\_
21. Is (are) any person(s) or entity(ies) proposed for this insurance cognizant of any fact, circumstance or situation which he/she (they) has (have) reason to believe might afford grounds for any future directors and officers liability claim(s)?  Yes  No. If Yes, please provide details of such fact, circumstance or situation. \_\_\_\_\_
- \_\_\_\_\_
- \_\_\_\_\_
22. Has the Applicant and/or any of its directors and/or officers been involved in or have any knowledge of any pending and/or completed (within the last three years), anti-trust, price fixing, tax, copyright, or patent litigation, or governmental regulatory, investigative or administrative proceedings against the Applicant, its directors and/or officers or any entity(ies) with whom its directors and/or officers may now be or previously had been associated?  Yes  No. If Yes, please provide details. \_\_\_\_\_
- \_\_\_\_\_
- \_\_\_\_\_
23. No fact, circumstance or situation indicating the probability of a claim or action against which indemnification would be afforded by the proposed insurance is now known by any person(s) or entity(ies) proposed for this insurance other than that which is disclosed in this Application. It is agreed by all concerned that if there be knowledge of any such fact, circumstance or situation, any claim subsequently emanating therefrom shall be excluded from coverage under the proposed insurance.
24. The undersigned authorized agent of the person(s) and entity(ies) proposed for this insurance for the purpose of this application declares that to the best of his/her knowledge the statements herein are true; and it is agreed that this application shall be the basis of the contract and be deemed incorporated therein

should the insurer evidence its acceptance of this application by issuance of a policy. This application will be attached to and become part of such policy if issued.

25. Attached and made a part of this application by reference is one of each of the following: Applicant's most recent Annual Report and Statement of Condition to Stockholders or Policyholders, certified provisions of the Charter or By-laws covering indemnification of directors and officers, and Notice to Stockholders or Policyholders, and Proxy Statement for either the last or the next annual meeting, and the latest annual and most recent periodic report(s) filed with the Securities and Exchange Commission, if any.

Shand Morahan & Company, Inc., underwriting manager for the insurer, is hereby authorized to make any investigation and inquiry in connection with the application as it deems necessary.

The undersigned hereby authorizes the release of claim information from any prior insurer to Shand Morahan & Company, Inc., underwriting manager for the insurer.

**PLEASE REVIEW THE POLICY CAREFULLY.** Except to such extent as may be otherwise in the policy, the coverage for which application is being made is limited to liability for only **THOSE CLAIMS THAT ARE FIRST MADE AGAINST THE INSURED DURING THE POLICY PERIOD AND REPORTED TO THE INSURER DURING THE POLICY PERIOD OR WITHIN 60 DAYS AFTER THE EXPIRATION OF THE POLICY PERIOD.**

Signature of Applicant\*

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Must be signed by Chairman of the Board or President (within 45 days of the proposed effective date).

Date: \_\_\_\_\_ Title: \_\_\_\_\_

\*SIGNING THIS FORM DOES NOT BIND THE APPLICANT OR THE INSURER OR THE UNDERWRITING MANAGER TO COMPLETE THE INSURANCE. Application MUST be currently signed and dated to be considered for quotation.