



ARGO Private PROtectSM
Private Company Management Liability
MAINFORM APPLICATION

IMPORTANT NOTICE

THIS IS AN APPLICATION FOR A POLICY THAT IS WRITTEN ON A CLAIMS-MADE BASIS AND COVERS ONLY CLAIMS FIRST MADE AGAINST THE INSUREDS DURING THE POLICY PERIOD OR THE EXTENDED REPORTING PERIOD, IF EXERCISED. CLAIMS MUST BE REPORTED TO THE INSURER IN ACCORDANCE WITH THE REPORTING PROVISIONS OF THE POLICY. THE LIMITS OF LIABILITY SHALL BE REDUCED, AND MAY BE COMPLETELY EXHAUSTED BY AMOUNTS INCURRED AS DEFENSE COSTS. PLEASE READ THE POLICY CAREFULLY AND DISCUSS THE COVERAGE PROVIDED WITH YOUR INSURANCE AGENT OR BROKER.

THE WRITTEN STATEMENTS AND REPRESENTATIONS MADE IN THIS APPLICATION, ANY MATERIALS OR INFORMATION SUBMITTED WITH THIS APPLICATION AND CERTAIN PUBLIC DOCUMENTS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION OR ANY SIMILAR STATE, LOCAL OR FOREIGN REGULATORY AGENCY WILL FORM THE BASIS OF ANY POLICY OF INSURANCE ISSUED BY THE INSURER.

BY COMPLETING THIS APPLICATION, THE APPLICANT IS APPLYING FOR COVERAGE WITH EITHER PELEUS INSURANCE COMPANY OR COLONY SPECIALTY INSURANCE COMPANY, AN AUTHORIZED SURPLUS LINES INSURER OR ARGONAUT INSURANCE COMPANY, A LICENSED INSURER.

Please answer all questions completely and submit the requested information and/or documentation under Sections A., B., C., D., E., I. and J. of this Application and under the specific section of this Application pertaining to each Coverage Part that is requested. Bold-faced terms within this Application that are defined in the General Terms and Conditions Part or within those sections of this Application specifically relating to a particular Coverage Part of the Insurer's current standard Private PROtectSM, shall have the same meaning in this Application. The use of the word Company shall refer to the proposed Named Insured and each Subsidiary for which coverage is requested. The Insurer will hold this Application (and all materials submitted herewith) in confidence.

A. GENERAL INFORMATION

Proposed Named Insured: [text box]

Business Address: [text box]

City: [text box] State: [text box] Zip Code: [text box]

Business Phone: [text box] Web Address: [text box]

Date of Incorporation/ Formation: [text box] State of Incorporation/Formation: [text box]

Risk Management Contact: [text box]

Email Address: [text box]

Legal Structure of the Named Insured: [] Corporation [] Individual [] Partnership [] LLC

[] Other (describe): [text box]

- 1. Please attach a list of the current Subsidiaries of the Proposed Named Insured, including the legal structure of each entity and ownership interest of the Proposed Named Insured in each entity.
2. Please describe the nature of the Company's business:

[text box]

B. COVERAGE PARTS REQUESTED*(Please check box only for the requested coverage)*
 Directors & Officers Liability
 Fiduciary Liability
 Employment Practices Liability
C. LIMITS OF LIABILITY AND RETENTION REQUESTED*(If limits are to be shared with another Coverage Part, please specify that Coverage Part in the middle column labeled "Shared With.")*

	Limits	Shared With	Retention
A. Directors & Officers Liability	\$		\$
B. Employment Practices Liability	\$		\$
C. Fiduciary Liability	\$		\$

D. CURRENT INSURANCE INFORMATION

1. Please provide the following information.

	Limits	Policy Period		Premium
		Effective Date	Expiration Date	
A. Directors & Officers Liability including Company Reimbursement	\$			\$
B. Side A Only	\$			\$
C. Side A DIC	\$			\$
D. Employment Practices Liability	\$			\$
E. Fiduciary Liability	\$			\$

2. Has any directors and officers liability policy, employment practices liability policy, Yes No fiduciary insurance policy, management liability policy, cyber liability policy or any bond issued to or for the benefit of the **Company**, or any application for any of the foregoing coverages, ever been declined cancelled or refused renewal or has the **Company** ever received a request that any application for a bond or any insurance for any person or entity proposed for insurance be withdrawn?
(Missouri applicants do not reply).

If the response is "Yes" to question 2. above, please provide details.**E. COMPANY FINANCIAL INFORMATION***Please attach copies of the latest consolidated audited financial statements and annual reports.*

	CURRENT FISCAL YEAR	PRIOR FISCAL YEAR
Total Revenue		
Current Assets		
Total Assets		
Current Liabilities		
Total Liabilities		
Operating Income		
Net Income (Loss)		
Cashflow from Operations		
Retained Earnings		
Total Equity		

F. DIRECTORS & OFFICERS LIABILITY COVERAGE PART

Please complete only if the Directors & Officers Liability Coverage Part is requested.

1. Does the **Company** have any outstanding securities that are subject to registration under the Securities Exchange Act of 1933 or are publicly traded but exempt from registration under the Securities Exchange Act of 1933? Yes No

If the response is "Yes" to question 1. above, please provide details.

2. Is there any owner or group of affiliated owners who directly or beneficially own 5% or more of the **Company's** outstanding common equity shares? Yes No

If the response is "Yes" to question 2. above, please provide details.

3. In the next twelve (12) months, does the **Company** contemplate or anticipate:
- a. any registration of its securities with the Securities and Exchange Commission or any similar state, local or foreign regulatory agency? Yes No
 - b. issuing any securities that are exempt from registration under the Securities Exchange Act of 1933? Yes No
 - c. any merger, consolidation, acquisition, divestiture or any sale of more than 10% of its total outstanding common equity shares? Yes No
 - d. any liquidation, bankruptcy, reorganization or assignment for the benefit of creditors? Yes No

If the response is "Yes" to any part of question 3. above, please provide details.

4. In the past year, has any director, president, chief operating officer, chief financial officer or general counsel left or joined the **Company**? Yes No

If the response is "Yes" to question 4. above, please provide details.

5. CLAIMS EXPERIENCE AND POTENTIAL EXPOSURES

- a. In the past three (3) years, has there been a change in the **Company's** outside auditors or have the **Company's** outside auditors noted any material weakness in the **Company's** internal controls? Yes No
- b. In the past year, has any licensed attorney employed by the **Company** in his or her capacity as such been disciplined, reprimanded, disbarred, suspended or refused admission by any court or governmental agency having jurisdiction over attorney licensing? Yes No
- c. In the past three (3) years, has any person or entity proposed for insurance been a party to any:
 - i. Anti-trust, copyright or patent litigation? Yes No
 - ii. Civil or criminal action or administrative or regulatory proceeding charging or investigating a possible violation of any federal or state securities law or regulation? Yes No
 - iii. Any other criminal action? Yes No
 - iv. Representative actions, class actions or derivative suits? Yes No
 - v. Bankruptcy, receivership or insolvency? Yes No

- d. Does any person or entity proposed for insurance have knowledge or information of any fact, circumstance or **Wrongful Act** which may reasonably be expected to give rise to a **Claim** against, or inquiry or investigation of, any such person or entity? Yes No

If the response is "Yes" to any part of question 5. above, please provide details.

It is understood and agreed that, without limiting any rights of the Insurer, if any litigation, action, proceeding, suit, bankruptcy, receivership, insolvency, knowledge or information exists in response to any part of question 5. above, any Claim arising therefrom shall be excluded from the proposed Coverage Part.

6. Please provide the following material:
- a. Charter, by-laws, articles of incorporation or other similar document pertaining to the formation or governance of the **Company**.
 - b. Any corporate indemnification agreement providing for the indemnification of **Insured Persons**.
 - c. A complete list of all directors of the **Company** by name and date of nomination to the board.

G. EMPLOYMENT PRACTICES LIABILITY COVERAGE PART

Please complete only if the Employment Practices Liability Coverage Part is requested.

1. **WORKFORCE INFORMATION** (Responses to encompass information for the **Company**, including all **Subsidiaries**)

- a. Total number of **Employees**: _____
- b. Break down of **Employees**:

Type of Employee	Current Total Number	Total Number One Year Ago
Domestic (Full Time)		
Domestic (Part time, seasonal, temporary and or volunteers)		
Foreign (ROW- Full time and part time)		
Independent Contractors		
Leased Employees		

- c. Total number of **Employees** located in the following jurisdictions:

Jurisdiction	Percent of Total Employees
California	%
District of Columbia	%
Florida	%
Michigan	%
New Jersey	%
New York	%
Texas	%

- d. Percentage of **Employees** unionized: ____ %
- e. Are any collective bargaining agreements pertaining to unionized **Employees** coming up for renewal in the next twelve (12) months? Yes No

If the response is "Yes" to question 1.e above, please provide details.

- f. **Employee** turnover rate: Current Fiscal Year: _____ Prior Fiscal Year: _____
- g. Percentage of **Employees** earning:

Compensation	Percent of Employees
Less than \$50,000	%
\$50,000 to \$100,000	%
\$100,001 to \$250,000	%
Greater than \$250,000	%

2. HUMAN RESOURCE PRACTICES AND POLICIES

- a. Does the **Company** have one or more human resource professionals or personnel department? Yes No
- b. Does the **Company** have an employee handbook or guidelines on employee conduct? Yes No
- c. Is the handbook or guidelines given to the **Employees** and must **Employees** certify receipt of such document(s)? Yes No
- d. Does the **Company** provide guidelines to **Employees** relating to internet use and social networking use while on **Company** time or while using **Company** equipment? Yes No
- e. Does the **Company** require annual written performance reviews for all **Employees**? Yes No
- f. Does the **Company** maintain procedures for **Employees** to file complaints? Yes No
- g. Does the **Company** provide **Employees** with training seminars regarding **Discrimination** and **Harassment**? Yes No
- If "Yes", how often are such seminars held? _____
- h. Does the **Company** provide **Employees** with training on the Fair Labor Standards Act? Yes No
- If "Yes", how often are such seminars held? _____
- i. Does the **Company** provide **Employees** with training regarding the economic and trade sanctions administered by the Office of Foreign Assets Control? Yes No
- If "Yes", how often are such seminars held? _____
- j. Does the **Company** require all **Employee** terminations to be reviewed with human resources personnel and either in house or outside counsel? Yes No
- k. Is the **Company** a contractor with the federal government? Yes No
- If the response is "Yes" to question 2.k, please provide copies of the Company's affirmative action plan and the results of any OFCCP audit.***
- l. Does the **Company** in writing advise all **Employees** and applicants for employment that employment is "At Will"? Yes No

3. **THIRD PARTY LIABILITY**

- a. Does the **Company** have written procedures and policies in place that govern **Employee** behavior when dealing with individuals outside the **Company**? Yes No

If the response is "Yes" to question 3.a please provide copies of those policies and procedures.

- b. Does the **Company** have in place written procedures and policies for the reporting to responsible senior management of complaints of **Discrimination** against, or **Harassment** of, individuals other than **Employees** or applicants for employment? Yes No

If the response is "Yes" to question 3.b, please provide copies of those policies and procedures and titles of the members of responsible senior management to whom such matters reported.

- c. What percentage of the **Company's Employees** deal with the general public, work at customers' locations or perform a majority of their functions off-site? _____ %

4. **INTERNAL CLAIMS REPORTING PROCEDURES**

- Does the **Company** have in place written procedures and policies for the reporting to responsible senior management of lawsuits, administrative proceedings or inquiries, grievances or written complaints pertaining to employment practice issues? Yes No

If the response is "Yes" to question 4. please provide copies of those policies and procedures.

5. **CLAIMS EXPERIENCE AND POTENTIAL EXPOSURES**

- a. In the past three years has there been any lawsuit or administrative or grievance proceeding brought against, or investigation of, any person or entity proposed for insurance that relate to an **Employment Practices Wrongful Act**? Yes No

- b. In the past three years has there been any lawsuit or administrative or grievance proceeding brought against, or investigation of, any person or entity proposed for insurance that relate to a **Third Party Wrongful Act**? Yes No

If the response is "Yes" to question 5.a or 5.b above, please provide details of all such matters.

- c. Does any person or entity proposed for insurance have knowledge or information of any act, error, omission, fact circumstance or **Employment Practices Wrongful Act** which may reasonably be expected to give rise to a **Claim** against, or inquiry or investigation of any such person or entity? Yes No

- d. Does any person or entity proposed for insurance have knowledge or information of any act, error, omission, fact, circumstance or **Third Party Wrongful Act** which may reasonably be expected to give rise to a **Claim** against, or inquiry or investigation of, any such person or entity? Yes No

If the response is "Yes" to question 5.c or 5.d above, please provide details.

It is understood and agreed that, without limiting any rights of the Insurer, if any litigation, action, proceeding, suit, knowledge or information exists in response to any part of question 5. above, any Claim arising therefrom shall be excluded from the proposed Coverage Part.

6. Please provide the following material:

Employee Handbook and Guidelines

Human Resource Policies and Procedures most recent EEOC-1 report(s) for the **Company**.

H. FIDUCIARY COVERAGE PART

Please complete only if the Fiduciary Liability Coverage Part is requested.

1. PLAN INFORMATION

Please provide the following information for each Plan for which coverage is requested:

Plan Name and Plan Number	Type of Plan *	Number of Participants	Market Value of Plan Assets	Plan Status **

* Welfare (W); Defined Benefit (DB); Defined Contribution (DB); (ESOP); Other (O)

** Active (A); Merged (M); Sold (S); Terminated (T); Frozen (F)

2. Are any Plans over funded or under funded by more than 15%? Yes No

If the response is "Yes" to question 2. above, please provide details.

3. Are any of the Plans' assets invested in securities of, or issued by, the Company? Yes No

a. If "Yes", are the investments in such securities directed by, or at the discretion of, Plan participants? Yes No

b. If "Yes", what percentage of the Company's shares held in any such Plans? %

c. If "Yes", is any such Plan an ESOP? Yes No

d. If the answer to c. above is "Yes", is the ESOP leveraged? Yes No

4. Have any Plan benefits been modified within the last two (2) years? Yes No

If the response is "Yes" to question 4. above, please provide details.

5. Are any modifications to Plan benefits contemplated in the next year? Yes No

If the response is "Yes" to question 5. above, please provide details.

(For the purposes of questions 4. and 5., a modification of benefits includes an increase in participants' share of costs.)

6. Are any Plans managed by independent third party administrator(s) or investment manager(s)? Yes No

a. If "Yes", identify the third party administrator(s) or investment manager(s) and how often is the performance of any such third party reviewed?

b. If "Yes", how often are guidelines or contracts governing the conduct and responsibilities of such third parties reviewed?

c. If "Yes", is there a written procedure that is followed to assess the reasonableness of fees charged to or paid by the Plans for the services of such administrators or investment managers, including the fees relating to investments recommended by investment managers? Yes No

If the response is "No" to question 6.c. above, please provide details.

7. Does the Company have any non-qualified Plans? Yes No

If the response is "Yes" to question 7. above, please provide details.

8. Do all Plans conform to standards of eligibility, participation, vesting and other provisions of Employee Benefits Law? Yes No

If the response is "Yes" to question 8. above, please provide details.

9. Are **Plans** reviewed annually to assure that there are no violations of any **Plan** trust agreements or party in interest rules or any prohibited transactions? Yes No
If the response is "Yes" to question 9. above, please provide details.
10. In the last two (2) years, have any **Plans**: Yes No
 a. been terminated, suspended, merged or dissolved; or Yes No
 b. been converted to a cash balance plan? Yes No
If the response is "Yes" to either part of question 10. above, please provide details.
11. Is any transaction described in any part of question 10. contemplated in the next year? Yes No
If the response is "Yes" to question 11. above, please provide details.
12. Are there any outstanding delinquent contributions to any **Plan**? Yes No
If the response is "Yes" to question 12. above, please provide details.
13. Has any **Plan** requested or contemplated filing a request for a waiver of contributions? Yes No
If the response is "Yes" to question 13. above, please provide details.
14. Are **Plan** participants educated annually regarding investment alternatives? Yes No
If the response is "Yes" to question 14. above, please provide details.
15. **CLAIMS EXPERIENCE AND POTENTIAL EXPOSURES**
- a. In the past three (3) years has there been any lawsuit or administrative proceeding brought against, or investigation of, any person or entity proposed for insurance that relate to a **Wrongful Act**? Yes No
- b. In the past three (3) years has there been any lawsuit or administrative or grievance proceeding brought against, or investigation of, any person or entity proposed for insurance that relate to **Voluntary Compliance Loss**? Yes No
 (Complete Question 15.b only if **Voluntary Compliance Loss Coverage** is requested.)
If the response is "Yes" to question 15.a or 15.b above, please provide details of all such matters.
- c. Does any person or entity proposed for insurance have knowledge or information of any act, error, omission, fact, circumstance, or **Wrongful Act** which may reasonably be expected to give rise to a **Claim** against, or inquiry or investigation of, any such person or entity? Yes No
- d. Does any person or entity proposed for insurance have knowledge or information of any act, error, omission, fact, circumstance or **Wrongful Act** which may reasonably be expected to give rise to **Voluntary Compliance Loss**? Yes No
 (Complete Question 15.d only if **Voluntary Compliance Coverage** is requested.)
If the response is "Yes" to question 15.c or 15.d above, please provide details.
It is understood and agreed that, without limiting any rights of the Insurer, if any litigation, action, proceeding, suit, knowledge or information exists in response to any part of question 15. above, any Claim arising therefrom shall be excluded from the proposed Coverage Part.
16. Please provide the following material:
- a. The latest audited financials for the five (5) largest **Plans** as measured by the value of **Plan** assets. (If the assets of any such **Plan** are held in a Master Trust, please provide the Master Trust investment portfolio).
- b. The latest audited financials for any **Plan** whose assets include securities of, or issued by, the **Company**).

I. GOVERNMENTAL INQUIRIES AND PRIOR NOTICES

Please complete with respect to all Coverage Parts requested.

- 1. In the past three (3) years, has any governmental body or official, including but not limited to the Securities and Exchange Commission , the United States Department of Justice, the Equal Employment Opportunity Commission, the Department of Labor, the Pension Benefit Guaranty Corporation, any state attorney general, or any self-regulatory organization conducted an inspection, audit, inquiry, investigation or examination of, or has requested information from, any person or entity proposed for insurance? Yes No

If the response is "Yes" to question 1. above, please provide details.

- 2. In the past three (3) years, has any person or entity proposed for insurance given notice of any claim or circumstance that may give rise to a claim under any directors and officers liability, employment practices liability, fiduciary, management liability policy or professional liability policy or under any bond? Yes No

If the response is "Yes" to question 2. above, please provide details.

It is understood and agreed that, without limiting any rights of the Insurer, if such audit, inquiry, investigation, examination, request for information or notice exists in response to question 1. or 2. above, any Claim arising therefrom shall be excluded from any proposed Coverage Part.

J. REPRESENTATIONS

The undersigned authorized officer of the Proposed Named Insured declares on behalf of the Proposed Named Insured and all persons and entities proposed for insurance that the statements set forth in this Application, including any supplemental application section for any particular Coverage Part, are true. It is understood that the accurateness and completeness of the statements in this Application, including material submitted to the Insurer, are relied upon by the Insurer, and shall be the basis of the policy of insurance, if issued, and shall be deemed incorporated herein.

The undersigned officer of the Proposed Named Insured agrees that if the information supplied on this Application changes between the date of this Application and the effective date of the insurance that he/she will 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 this **Application** does not bind the applicant or the **Insurer** to issue an insurance policy, 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.

FRAUD STATEMENT/SIGNATURES

THE FRAUD STATEMENT APPLICABLE TO YOU APPEARS ON THE FOLLOWING PAGE OF THIS INSURANCE APPLICATION. PLEASE READ IT CAREFULLY AND SIGN YOUR APPLICATION.