



**ARGO Private PROtectSM
Private Company Management Liability
RENEWAL 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.** and **D.** 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**:

Business Address:

City: State: Zip Code:

Business Phone: Web Address:

Date of Incorporation/ Formation: State of Incorporation/Formation:

Risk Management Contact:

Email Address:

Legal Structure of the **Named Insured**: Corporation Individual Partnership LLC

Other (describe):

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. 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		

E. DIRECTORS & OFFICERS LIABILITY COVERAGE PART

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

1. Does the **Company** have any 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. 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

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

6. Please provide the following material unless such material has already been provided in connection with a prior application to the **Insurer** for a policy or **Coverage Part** for which the coverage applied for is a renewal and such information, in the form previously provided, has not changed.
- Charter, by-laws, articles of incorporation or other similar document pertaining to the formation or governance of the **Company**.
 - Any corporate indemnification agreement providing for the indemnification of **Insured Persons**.
 - A complete list of all directors of the **Company** by name and date of nomination to the board.

F. 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**)

- Total number of **Employees**: _____
- 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		

- 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** Yes No coming up for renewal in the next twelve (12) months?

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. Please provide the following material unless such material has already been provided in connection with a prior application to the **Insurer** for a policy or **Coverage Part** for which the coverage applied for is a renewal and such information, in the form previously provided, has not changed. Please provide copies of any documents previously provided that have been amended or updated.
- Employee Handbook and Guidelines
 - Human Resource Policies and Procedures.
 - If **Third Party Wrongful Act Coverage** is requested, copies of policies and procedures pertaining to notice to responsible senior management of complaints of **Discrimination** against, or **Harassment** of, individuals other than **Employees** or applicants for employment.
 - If the **Company** is a contractor with the federal government, copies of the **Company's** affirmative action plan and the results of any OFCCP audit.
 - Please provide copies of the most recent EEOC-1 report(s) for the **Company**.

G. 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
- 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 during the policy period of the expiring policy? Yes No
- 5. Are any modifications to **Plan** benefits contemplated in the next year? Yes No

(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", 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
- 7. Does the **Company** have any non-qualified **Plans**? Yes No
- 8. Do all **Plans** conform to standards of eligibility, participation, vesting and other provisions of **Employee Benefits Law**? Yes No
- 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
- 10. Have any **Plans** been terminated, suspended, merged, dissolved or converted to a cash balance plan within the last two (2) years? Yes No
- 11. Is any transaction described in question 10. contemplated in the next year? Yes No
- 12. Are there any outstanding delinquent contributions to any **Plan**? Yes No
- 13. Has any **Plan** requested or contemplated filing a request for a waiver of contributions? Yes No
- 14. Are **Plan** participants educated annually regarding investment alternatives? Yes No

If the response is "Yes" to questions 2., 4., 5., 7., 10., 11., 12. or 13. above, please provide details. If the response is "No" to questions 6.c, 8., 9. or 14. above, please provide details.

- 15. Please provide copies of the following materials:
 - a. Copies of 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. Copies of the latest audited financials for any **Plan** whose assets include securities of, or issued by, the **Company**.

H. 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.