



OLD REPUBLIC INSURANCE COMPANY

*This completed document should be submitted to:
Old Republic Professional Liability, Inc.
191 North Wacker Drive, Suite 1000
Chicago, IL 60606-1905
T: 312.750.8800 www.oldrepublicpro.com*

APPLICATION FOR EMPLOYMENT PRACTICES LIABILITY INSURANCE

IT IS UNDERSTOOD AND ACKNOWLEDGED THAT THIS IS AN APPLICATION FOR A CLAIMS MADE POLICY WITH DEFENSE COSTS INCLUDED WITHIN THE LIMIT OF LIABILITY. THIS MEANS THE LIMIT OF LIABILITY AVAILABLE TO PAY SETTLEMENTS OR JUDGMENTS WILL BE REDUCED, AND MAY BE EXHAUSTED, BY DEFENSE COSTS. DEFENSE COSTS SHALL ALSO APPLY AGAINST THE RETENTION.

Instructions

- Please complete all questions. All responses should be typed or printed neatly in ink.
- The term "Company" includes all subsidiaries more than 50% owned, including the legal structure of each entity and ownership interest of the Company in each entity.
- Please make certain the application is currently dated and signed by one of the following individuals: (1) the Chief Executive Officer, (2) the President, or (3) the Chief Financial Officer of the Company.

GENERAL INFORMATION

- Name of Applicant Company: _____
 Street Address: _____
 City/State/Zip Code: _____
 URL Address: _____
 Nature of Business: _____
- Date of Incorporation/Formation: _____
 State of Incorporation/Formation: _____
 Legal Structure of the Company: (e.g., corporation, general partnership, LLC) _____
- Is the Company acting as a General Partner or Partnership Manager? () Yes () No
If "Yes," please attach full details.
- Officer of Company designated to receive notices from the insurer pertaining to this insurance:
 Name: _____ Title: _____

CURRENT INSURANCE INFORMATION

5. Please provide the following information on current and requested coverage:

	Current Limits	Limits Requested	Current Retention	Policy Period	Current Insurer
Employment Practices Liability Insurance (EPLI)	\$	\$	\$	to	
Directors and Officers Liability Insurance (D&O)				to	
Fiduciary Liability Insurance				to	

6. Are the current limits of liability noted in Question 5. above part of a shared aggregate limit of liability? () Yes () No
If "Yes," please attach full details on shared limits of liability purchased across all included coverage lines.

COMPANY FINANCIAL INFORMATION

Please attach copies of the latest consolidated financial statements and annual reports.

7. Scope of Financial Statement preparation (*check one*):
- Internally produced []
 - Compilation []
 - Review []
 - Audit []
 - None []

8. Additional financial information (Please skip this question if providing audited financial statements):

	CURRENT FISCAL YEAR ___/___/_____	PRIOR FISCAL YEAR ___/___/_____
Current assets		

Total assets		
Current liabilities		
Total liabilities		
Long-term debt		
Revenue		
Net income		
Retained earnings/deficit		
Cash flow from operating activities		

9. During the past twelve (12) months has:

- (a) the Company been in breach of any of its debt covenants or agreements? () Yes () No
- (b) the Company changed its external general counsel or auditors? () Yes () No
- (c) the Company completed any reorganization or arrangement with creditors under federal or state law? () Yes () No
- (d) any auditor stated there are material weaknesses in the Company's systems of internal controls?.. () Yes () No
- (e) any auditor issued a "going concern" opinion for the Company? () Yes () No

If "Yes" to any of the above, please attach full details.

10. Is the Company currently anticipating any of the events described in Question 9. above over the next twelve (12) months? () Yes () No

If "Yes," please attach full details.

EMPLOYMENT PRACTICES RISK INFORMATION

11. Employee count	Current Year	Previous Year
(a) Full time U.S. employees:	_____	_____
(b) Part time U.S. employees (include leased and seasonal):	_____	_____
(c) Number of employees in (a) and (b) located in California:	_____	_____
(d) Number of U.S. independent contractors:	_____	_____
(e) Number of outside U.S. employees:	_____	_____

12. Employee information for the 5 states with the greatest number of Company employees:

State	Number of Employees

13. U.S. Salary Ranges:

Employee Salary Ranges	% in Range Current Year	% in Range Previous Year
Up to \$50,000 per annum		
\$51,000 to \$100,000 per annum		
\$101,000 to \$250,000 per annum		
Over \$250,000 per annum		

14. Company Policies and Procedures:

(a) Does the Company have written procedures in place regarding:

- (i) Equal Opportunity Employment..... () Yes () No
- (ii) Anti-Discrimination..... () Yes () No
- (iii) Anti-Sexual Harassment..... () Yes () No
- (iv) Employment at Will..... () Yes () No
- (v) Progressive Discipline () Yes () No
- (vi) Handling complaints of sexual harassment or discrimination () Yes () No
- (vii) Americans with Disabilities Act (ADA) accommodations () Yes () No
- (viii) Social media in the workplace..... () Yes () No
- (ix) Employee conduct when dealing with third parties () Yes () No
- (x) Background checks in hiring process..... () Yes () No

If the answer was "No" to any of the above in Question 14. (a) (i-ix), or if the answer was "Yes" to Question 14. (a) (x), please attach a full explanation of the process and policies in place.

(b) Does the Company:

- (i) Distribute and document the receipt of its employee handbook to all employees? () Yes () No
- (ii) Have written procedures in place that are distributed to each employee if the applicant does not have an employee handbook?..... () Yes () No
- (iii) Have written procedures in place and policies for the reporting to responsible senior management of lawsuits, administrative proceedings or inquiries, grievances or written complaints pertaining to employment practices issues? () Yes () No
- (iv) Use any tests to screen applicants or employees for continued employment or promotion?..... () Yes () No

If "Yes," please attach an explanation.

- (v) Review all terminations with:
 - human resources? () Yes () No
 - in-house counsel? () Yes () No
 - outside counsel? () Yes () No
- (vi) Have a full-time human resources manager or department?..... () Yes () No
- (vii) Conduct training regarding anti-discrimination and anti-sexual harassment policies and procedures?..... () Yes () No

If "Yes," is training conducted by:

- *An In-house human resource staff?*..... () Yes () No
 - *Outside vendor?*..... () Yes () No
- (viii) Have a written policy addressing social media in the workplace? () Yes () No

If "Yes," please attach a description.

- (ix) Utilize outside counsel to review written policies and procedures? () Yes () No
- (x) Review pay practices for inequities among protected classes in the workforce? () Yes () No
- (xi) Require a written employment application from all job applicants? () Yes () No

If the applicant answered "No" to any of the above in Question 14. (b), please attach full details.

15. Layoffs or Reduction in Workforce:

- (a) Has the applicant during the past twelve (12) months experienced (or is the applicant planning in the next twelve (12) months) layoffs or a reduction in workforce? () Yes () No

If "Yes" and if layoffs or reduction in workforce are either 5% or more of the workforce, or more than 50 employees, please respond to the following:

- (i) Attach a description of the applicant's procedures for conducting a staff reduction and the management levels/positions involved in this procedure.
- (ii) Does the applicant analyze whether protected classes will be adversely impacted as a result of a staff reduction? () Yes () No
If "Yes," is the analysis reviewed by outside counsel? () Yes () No
- (iii) Does the applicant utilize consistent criteria to determine which employees will be impacted? () Yes () No
If "Yes," please attach a description of the criteria utilized, including whether reasons for selection are documented.
- (iv) Does the applicant involve outside counsel to ensure that WARN (Worker Adjustment Retraining & Notification Act) and OWBPA (Older Worker Benefit Protection Act) requirements are met during staff reduction contemplation and implementation? () Yes () No
- (v) Does the applicant have a written severance and waiver agreement in place? () Yes () No
If "No," please attach an explanation.

16. Third Party Liability Coverage (to be completed if seeking Third Party Liability Coverage):

- (a) Does the applicant have established policies and procedures outlining employee conduct when dealing with third parties, including responding to complaints?..... () Yes () No
- (b) What percentage of the applicant's employees work at customer locations, or perform a majority of their functions off-site? _____%

17. Federal Contractors (to be completed only if the applicant is, or has been, a federal contractor):

(a) Does the applicant currently have an Affirmative Action Plan in place? () Yes () No

If "No," please attach an explanation.

(b) Has the applicant been subject to an OFCCP (Office of Federal Contract Compliance Programs) audit? () Yes () No

If "Yes," please attach details of any resultant conciliation, consent agreement and/or settlement agreement with the OFCCP. Please attach copies of any settlement documents.

PAST ACTIVITIES

18. During the past three (3) years, has any insurer declined, canceled or non-renewed any policy or application for employment practices liability insurance? **(NOT APPLICABLE TO MISSOURI)** () Yes () No

If "Yes," please attach full details.

19. During the past three (3) years has any Company, director, officer or employee or any other party considered for this insurance, in any capacity, been involved in any of the following matters?:

(a) Equal Employment Opportunity Commission (EEOC) or other similar administrative proceeding? () Yes () No

(b) Employment-related civil suit or claim resulting in payment (including defense costs) over \$10,000? () Yes () No

(c) Any action or civil suit brought against them by a customer, client or third party alleging harassment, discrimination, or civil rights violations? () Yes () No

If "Yes" to any of the above (a) through (c) in Question 19, please attach a description of the details including date, type of claim, allegations, current status, defense costs incurred and any judgment or settlement amounts.

LOSS/CLAIMS HISTORY and PRIOR KNOWLEDGE

20. Have there been, or are there now pending, any claims against any person or entity for whom this insurance is intended? () Yes () No

If "Yes," please attach full details, including the following information:

- (a) Date of claim (month/day/year);
- (b) Name(s) of claimant(s);
- (c) Names of the directors and officers involved in the claim;
- (d) Description of the "wrongful acts" actually or allegedly committed by the directors and officers;
- (e) Total amount of damages or other relief sought by claimants;
- (f) Name of insurer to whom claim was reported and the date it was reported;
- (g) Amount of damages and defense costs paid by the Company and/or directors and officers or on the directors and officers behalf;
- (h) Current status of the claim (if still pending, include most recent developments).

PRIOR KNOWLEDGE

21. Does any person or entity for whom this insurance is intended have any knowledge or information of any actual or alleged act, error, omission, fact or circumstance which may reasonably be expected to give rise to a claim within the scope of coverage afforded by the proposed Policy? () Yes () No

If "Yes," please attach complete details.

Please note that no coverage will be afforded under the proposed policy for any claim arising out of any actual or alleged act, error, omission, fact or circumstance disclosed or required to be disclosed in response to the LOSS/CLAIMS HISTORY and PRIOR KNOWLEDGE sections of this application.

Copies of the following materials regarding the Company are deemed attached to and made part of this application by reference:

- (a) Most recent annual financial statement, audited if outside audits are performed.
- (b) Employee handbook
- (c) Employment application form
- (d) Most recent EEO-1 Report

Signing this application does not bind the undersigned or the Insurer to complete the insurance, however, if a policy is issued, this application will be the basis of the policy and a copy of this application will be attached to and made part of the policy. The Insurer is authorized to make any investigation and inquiry regarding this application as it deems necessary.

The undersigned, on behalf of all prospective Insureds, declares that the statements in this application and the information submitted herewith are true, complete and accurate. If there are material changes to any statements in this application or the information submitted herewith prior to the inception of the policy, the undersigned will immediately notify the Insurer of such changes who shall then have the right to change or withdraw any outstanding terms or proposal.

This application must be currently dated and signed by one of the following individuals: (1) the Chief Executive Officer, (2) the President, or (3) the Chief Financial Officer of the Company.

Maryland only: If there are material changes to the risk during the 45-day underwriting period beginning on the effective date of coverage, the Insurer will have the right to either cancel coverage or recalculate the premium, pursuant to Section 12-106 of the Maryland Insurance regulations.

Fraud Warning

(All States except: AL; AR; CO; DC; FL; HI; KS; KY; LA; ME; MD; NJ; OH; OK; OR; PA; TN; WA)

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.

Alabama – 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.

Arkansas – 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.

Colorado – 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.

District of Columbia – 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.

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.

Hawaii – For your protection, Hawaii Law requires you to be informed that presenting a fraudulent claim for payment of a loss or benefit is a crime punishable by fines or imprisonment, or both.

Kansas – Any 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 impulse, 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.

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.

Louisiana – 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.

Maryland – Any person who knowingly or willfully presents a false or fraudulent claim for payment of a loss or benefit or who knowingly or willfully presents false information in an application for insurance is guilty of a crime and may be subject to fines and confinement in prison.

New Jersey – Any person who includes any false or misleading information on an application for an insurance policy is subject to criminal and civil penalties.

Ohio – Any person who, with intent to defraud or knowing that he/she is facilitating a fraud against any insurer, submits an application or files a claim containing a false or deceptive statement is guilty of insurance fraud, which is a crime.

Oklahoma – Any person who knowingly and with intent to injure, defraud or deceive any insurer, makes any claim for the proceeds of an insurance policy containing any false, incomplete or misleading information is guilty of a felony.

Oregon – Any person who knowingly and with intent to defraud or solicit another to defraud an insurer: (1) by submitting an application containing a false statement as to any material fact, or (2) by filing a claim containing a false statement as to any material fact, may be violating state law.

Pennsylvania – 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.

Maine; Tennessee; Washington – 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.

Signed: _____

Print Name: _____

Print Title: _____

Date Signed: _____

IOWA Applicants Only

The insurance for which this is an application was solicited by:

Print name: _____

Iowa license number: _____

Agency: _____

NEW HAMPSHIRE ONLY; FOR PRODUCER USE ONLY

Agency Name and Address: _____

Agent's New Hampshire

License I.D.#: _____

Agent's Signature: _____

(stamped signature is not acceptable)

FLORIDA ONLY
FOR PRODUCER USE ONLY

Agency Name and Address: _____

Agent's Florida License I.D.#: _____

Name of Agent: _____

Agent's Signature: _____

Agent's Name (printed): _____