



# 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*

## A-SURE APPLICATION APPLICATION FOR INDIVIDUAL DIRECTORS AND OFFICERS 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.

1. Name of Company: \_\_\_\_\_  
Street Address: \_\_\_\_\_  
City/State/Zip Code: \_\_\_\_\_
  
2. Name of officer designated by Company to receive notices from the Insurer concerning this insurance:  
Name: \_\_\_\_\_ Title: \_\_\_\_\_
  
3. Has the Company or any subsidiary during the last 12 months:
  - (a) been in breach of any of its debt covenants or agreements? ..... ( ) Yes ( ) No
  - (b) engaged in negotiations for or contemplated any acquisitions, tender offers or mergers? ..... ( ) Yes ( ) No
  - (c) filed (or does it contemplate filing within the next 12 months) any registration statement with the Securities and Exchange Commission for the public offering of securities? ..... ( ) Yes ( ) No
  - (d) changed or made plans to change its external general counsel or auditors? ..... ( ) Yes ( ) No
  - (e) been informed by the company's auditors of any "material weaknesses" or potential "material weaknesses" in the company's internal controls, procedures or accounting for the most recent year end and most recent quarter? ..... ( ) Yes ( ) No
  - (f) been the subject of any inquiries or investigations by the Securities and Exchange Commission or any other regulatory agency? ..... ( ) Yes ( ) No
  - (g) established any special committees of its Board of Directors? ..... ( ) Yes ( ) No
  - (h) made or have the independent auditors or the audit committee recommended or discussed any non-recurring accounting restatements, adjustments or charges? ..... ( ) Yes ( ) No
  - (i) been involved in any anti-trust, price fixing, tax, copyright or patent litigation, or governmental, regulatory or administrative proceeding? ..... ( ) Yes ( ) No

*If the answer to any of the above questions is "Yes," please provide full details by attachment.*
  
4. Have there been or are there now pending, any claims made against any past or present directors or officers of the Company? ..... ( ) Yes ( ) No  
*If the answer to any of the above questions is "Yes," please provide full details by attachment.*
  
5. Is any director or officer aware of any facts or circumstances that could reasonably give rise to a claim under the proposed policy for which this is an application?..... ( ) Yes ( ) No  
*If the answer to any of the above questions is "Yes," please provide full details by attachment.*
  
6. Copies of the following materials regarding the Company are deemed attached to and made part of this application by reference:
  - (a) Latest Annual Report to Stockholders and/or 10-K report filed with the Securities and Exchange Commission;
  - (b) The provisions of the Charter or By-Laws covering indemnification of Directors and Officers;
  - (c) The Notice to Stockholders and Proxy Statement for either the last or next annual meeting; and
  - (d) Any 8-K or 10-Q reports filed with the Securities and Exchange Commission within the last 12 months.

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 in connection with this application as it deems necessary.

After reasonable inquiry, the undersigned, on behalf of all prospective Insured Persons, declares to the best of his or her knowledge 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 other 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 terms.

**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.

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

Signed: \_\_\_\_\_  
(Must be signed by the Chairman of the Board or President of Company)

Print Name  
and Title: \_\_\_\_\_

**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): \_\_\_\_\_