

International Placement Services, Inc.
101 S. Hanley Rd., Ste 700
St. Louis, MO 63105

**EXECUTIVE AND ORGANIZATION LIABILITY INSURANCE POLICY
MAIN FORM APPLICATION**

NOTICE: THE POLICY PROVIDES THAT THE LIMIT OF LIABILITY AVAILABLE TO PAY JUDGMENTS OR SETTLEMENTS SHALL BE REDUCED BY AMOUNTS INCURRED FOR LEGAL DEFENSE. FURTHER NOTE THAT AMOUNTS INCURRED FOR LEGAL DEFENSE SHALL BE APPLIED AGAINST THE RETENTION AMOUNT.

IF A POLICY IS ISSUED, IT WILL BE ON A CLAIMS-MADE BASIS.

I. APPLICANT'S ORGANIZATIONAL INFORMATION

1. **Applicant's:**

(a) Name: _____ (the "Applicant")
(b) Address: _____

(c) State and date of incorporation: _____ Date _____

(d) Nature of business: _____

(e) Primary SIC code(s): _____

(f) **Applicant** has continually been operating since: _____

(g) Total number of locations: _____

(h) Does the **Applicant** operate any retail outlets or branches? [] Yes [] No.
(If "Yes," total number of retail outlets or branches: _____.)

II. INSURANCE INFORMATION

2. (a) **Limit of Liability**¹ requested: \$ _____

(b) Amount of self-insured retention requested (each loss):

Securities Claims: \$ _____

Employment Practices Claims: \$ _____

All Other Claims: \$ _____

¹ All terms which appear in **Bold** type are used in this application with the same respective meanings as they have in the Executive and Organization Liability Insurance Policy.

III. STOCK OWNERSHIP

3. (a) Are any securities of the **Applicant** or of any **Subsidiary** thereof publicly traded or the subject of a shelf registration? Yes No.

(b) If "Yes" to question 3(a), please attach the following information for each entity:

(i) The name of the entity and the type of securities which are publicly traded or the subject of a shelf registration.

ENTITY

SECURITIES

equity debt mixed (attach explanation)

Exchange(s) _____ Ticker Symbol(s) _____

(ii) Total number of voting shares outstanding _____.

(iii) Total number of voting shareholders _____.

(iv) Total number of voting shares owned by members of its Board of Directors (or equivalent governing body) (direct and beneficial) _____.

(v) Total number of voting shares owned by its **Executives** (direct and beneficial) who are not members of its Board of Directors (or equivalent governing body) _____.

(vi) Does any shareholder own five percent (5%) or more of the voting shares directly or beneficially?

Yes No. If "Yes," attach name and percentage of holdings.

(vii) Are there any other securities convertible to voting stock? Yes No.

If "Yes" describe fully.

(c) For those entities proposed for insurance whose securities are not publicly traded or subject of a shelf registration please attach the following information for each entity:

(i) Total number of voting shares outstanding _____.

(ii) Total number of voting shareholders _____.

(iii) Total number of voting shares owned by members of its Board of Directors (or equivalent governing body) (direct and beneficial): _____.

(iv) Total number of voting shares owned by its **Executives** (direct and beneficial) who are not members of its Board of Directors (or equivalent governing body): _____.

(iv) Does any shareholder own five percent (5%) or more of the voting shares of such entity directly or beneficially? Yes No. If "Yes," attach name and percentage of holdings.

IV. GENERAL ORGANIZATIONAL INFORMATION

4. (a) Please provide a complete list of all **Executives** who are members of the Board of Directors (or equivalent governing body) of the **Applicant** and of its **Subsidiaries** by name and affiliation with other organizations.

(If included as an attachment herein, check here .)

(b) Please provide a complete list of all **Executives** of the **Applicant** and of its **Subsidiaries** who are not described in 4(a) above, by name and affiliation with other organizations.

(If included as an attachment herein check here .)

5. Please list all directly and indirectly owned entities, other than partnerships entities, that are **Subsidiaries**:

<u>Name of Organization</u>	<u>Type of of Operation</u>	<u>Percentage of Ownership</u>	<u>Date Acquired or Created</u>	<u>Country of Incorporation Domestic/Foreign</u>
-----------------------------	-----------------------------	--------------------------------	---------------------------------	--

Is coverage to include all **Subsidiaries** listed? [] Yes [] No. If "Yes," include complete list of all **Executives** of each **Subsidiary**. If "No," include complete list of those **Executives** of each **Subsidiary** for which coverage is requested. If included as an attachment check here [] .

6. Are there any plans being considered for a merger, an acquisition or a consolidation of or by the **Applicant** or any of its **Subsidiaries**? [] Yes [] No.

(a) If "Yes" to 6, have such plans been approved by the Board of Directors (or equivalent governing body) of the **Applicant** and such entity? [] Yes [] No. Date of approval _____.

(b) If "Yes" to 6, have such plans been submitted to the shareholders/members of the **Applicant** and such entity for approval? [] Yes [] No. Date of approval _____.

7. Does the **Applicant** or any of its **Subsidiaries** anticipate any registration of securities under the Securities Act of 1933 (or any similar state or foreign rule or law) or any other offering of securities within the next twenty-four months? [] Yes [] No. (If "Yes," give details and submit offering materials if available.)

8. Has there been or is there now pending any claim(s) or actions against or investigation(s) of: (i) the **Applicant** or any **Subsidiary** thereof; and/or (ii) any person proposed for insurance in his or her capacity as an **Executive** of either the **Applicant** or a **Subsidiary** of the **Applicant**. [] Yes [] No. (If "Yes," attach details.)

9. (a) No **Executive** has knowledge or information of any act, error or omission which might give rise to a **Claim** or **Crisis** under the proposed policy, except as follows: (Attach complete details.)

If the **Executives** have no such knowledge or information state "None:" _____.

(b) Neither the **Applicant** nor any of its **Subsidiaries** has knowledge or information of any act, error or omission which might give rise to a **Securities Claim** or **Crisis** under the proposed policy, except as follows: (Attach complete details.)

If the **Applicant** and the **Subsidiaries** have no such knowledge or information state "None:" _____.

10. Has the **Applicant**, any of its **Subsidiaries** or any **Executives** of such entities:

- (a) Been involved in any antitrust, copyright or patent litigation? [] Yes [] No.
- (b) Been charged in any civil, criminal, administrative or regulatory action or proceeding with a violation of any federal, state or foreign antitrust or fair trade law? [] Yes [] No.
- (c) Been charged in any civil, criminal, administrative or regulatory action or proceeding with a violation of any federal, state or foreign securities law, rule or regulation? [] Yes [] No.
- (d) Been involved in any representative actions, class actions, or derivative suits? [] Yes [] No.

(If any of the above questions 10(a) – 10(d) are answered “Yes,” attach full details.)

It is agreed that with respect to Questions 8, 9 and 10 above, that if such claim, proceeding, action, knowledge, information or involvement exists, then such claim, proceeding or action and any **Claim** or action arising from such claim, proceeding, action, knowledge, information or involvement is excluded from the proposed coverage.

V. INSURANCE HISTORY

11. Current insurance (if none, most recent) for the **Applicant** and each **Subsidiary**. If included as an attachment, check here [].

	Directors and Officers (Executive) Liability Insurance
(a) Name of insurance co.	
(b) Limit of liability	
(c) Self-insured retention	
(d) Policy expiration date	
(e) Premium (indicate one year or more)	

12. Has any insurance carrier refused, canceled or non-renewed any directors and officers liability or executive liability insurance coverage? [] Yes [] No. If “Yes,” attach full details including when and reason(s). (MISSOURI APPLICANTS NEED NOT REPLY.)

VI. ADDITIONAL INFORMATION

13. Name of General Counsel, Risk Manager and Human Resources Manager (or equivalent positions) for the **Applicant**, number of years in current position and phone number:

NAME	YEARS	PHONE NUMBER
_____	_____	_____
_____	_____	_____
_____	_____	_____

14. Provide copies of the following for the **Applicant** and, to the extent available, each of its **Subsidiaries**.
 If attached please indicate below. If such information is available on the **Organization's** website please indicate below and provide website address: _____.

Requested Information	"Attached"	"Website"
(a) Latest annual report.		
(b) Latest 10K report filed with the Securities and Exchange Commission (SEC) (or similar state or foreign agency).		
(c) Latest interim financial statement available.		
(d) All proxy statements and notices of Annual Meeting of Stockholders within the last twelve months.		
(e) All registration statements filed with the SEC (or similar state or foreign agency) within the last twelve months.		
(f) Copy (certified by organization's Secretary) of the indemnification provisions of the charter and the by-laws. Also attach a copy of organization's indemnification agreement.		
(g) Latest CPA management letter along with Applicant's responses to any recommendations made therein.		

It is agreed that the **Applicant** will file with the **Insurer**, as soon as it becomes available, a copy of each registration statement and annual or interim report which the **Applicant** or any **Subsidiary** may from time to time file with the SEC (or similar state or foreign agency).

VII. SEVERABILITY

15. It is further agreed that in regard to the applicability of questions 8, 9 and 10 above, the facts pertaining to and knowledge possessed by any **Insured** (other than the knowledge and/or information possessed by the person(s) executing the application) shall not be imputed to any other **Insured Person**; only facts pertaining to and knowledge possessed by any past, present or future chairman of the board, president, chief executive officer, chief operating officer, chief financial officer and General Counsel (or equivalent position) of the **Organization** shall be imputed to the **Organization**.

THE UNDERSIGNED AUTHORIZED OFFICER/MANAGER OF THE APPLICANT DECLARES THAT THE STATEMENTS SET FORTH HEREIN ARE TRUE. THE UNDERSIGNED AUTHORIZED OFFICER/MANAGER AGREES THAT IF THE INFORMATION SUPPLIED ON THIS APPLICATION CHANGES BETWEEN THE DATE OF THIS APPLICATION AND THE EFFECTIVE DATE OF THE INSURANCE, HE/SHE (UNDERSIGNED) WILL, IN ORDER FOR THE INFORMATION TO BE ACCURATE ON THE EFFECTIVE DATE OF THE INSURANCE, IMMEDIATELY NOTIFY THE INSURER OF SUCH CHANGES, AND THE INSURER MAY WITHDRAW OR MODIFY ANY OUTSTANDING QUOTATIONS AND/OR AUTHORIZATIONS OR AGREEMENTS TO BIND THE INSURANCE

SIGNING OF THIS APPLICATION DOES NOT BIND THE APPLICANT OR THE INSURER TO COMPLETE THE INSURANCE, 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.

ALL WRITTEN STATEMENTS AND MATERIALS FURNISHED TO THE INSURER IN CONJUNCTION WITH THIS APPLICATION ARE HEREBY INCORPORATED BY REFERENCE INTO THIS APPLICATION AND MADE A PART HEREOF.

NOTICE TO ARKANSAS APPLICANTS: "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."

NOTICE TO COLORADO APPLICANTS: "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."

NOTICE TO DISTRICT OF COLUMBIA APPLICANTS: "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."

NOTICE TO FLORIDA APPLICANTS: "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 IN THE THIRD DEGREE."

NOTICE TO KENTUCKY APPLICANTS: "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."

NOTICE TO MAINE APPLICANTS: "IT IS A CRIME TO KNOWINGLY PROVIDE FALSE, INCOMPLETE OR MISLEADING INFORMATION TO AN INSURANCE COMPANY FOR THE PURPOSE OF DEFRAUDING THE COMPANY. PENALTIES MAY INCLUDE IMPRISONMENT, FINES OR A DENIAL OF INSURANCE BENEFITS."

NOTICE TO NEW JERSEY APPLICANTS: "ANY PERSON WHO INCLUDES ANY FALSE OR MISLEADING INFORMATION ON AN APPLICATION FOR AN INSURANCE POLICY IS SUBJECT TO CRIMINAL AND CIVIL PENALTIES."

NOTICE TO NEW MEXICO APPLICANTS: "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."

NOTICE TO NEW YORK APPLICANTS: "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, CONCEALS FOR THE PURPOSE OF MISLEADING, INFORMATION CONCERNING ANY FACT MATERIAL THERETO, COMMITS A FRAUDULENT INSURANCE ACT, WHICH IS A CRIME, AND SHALL ALSO BE SUBJECT TO A CIVIL PENALTY NOT TO EXCEED FIVE THOUSAND DOLLARS AND THE STATED VALUE OF THE CLAIM FOR EACH SUCH VIOLATION."

NOTICE TO OHIO APPLICANTS: "ANY PERSON WHO, WITH INTENT TO DEFRAUD OR KNOWING THAT HE IS FACILITATING A FRAUD AGAINST AN INSURER, SUBMITS AN APPLICATION OR FILES A CLAIM CONTAINING A FALSE OR DECEPTIVE STATEMENT IS GUILTY OF INSURANCE FRAUD."

NOTICE TO OKLAHOMA APPLICANTS: "WARNING: 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" (365:15-1-10, 36 §3613.1).

NOTICE TO PENNSYLVANIA APPLICANTS: "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."

NOTICE TO VIRGINIA APPLICANTS: "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 _____
(Applicant)

Date _____

Title _____
(must be signed by
Chairman of the Board or President)

Organization _____
(Organization's Seal)

Attest _____

Broker _____

License Number _____

Address _____

Please read the following statement carefully and sign where indicated. If a policy is issued, this signed statement will be attached to the policy.

The undersigned authorized officer of the **Applicant** hereby acknowledges that he/she is aware that the **Limit of Liability** contained in this policy shall be reduced, and may be completely exhausted, by the costs of legal defense and, in such event, the **Insurer** shall not be liable for the costs of legal defense or for the amount of any judgment or settlement to the extent that such exceeds the **Limit of Liability** of this policy.

The undersigned authorized officer of the **Applicant** hereby further acknowledges that he/she is aware that legal defense costs that are incurred shall be applied against the retention amount.

Signed _____
(Applicant)

Date _____

Title _____
(must be signed by Chairman of the Board or President)