
PROPOSAL FOR PRIVATE COMPANY DIRECTORS AND OFFICERS INSURANCE

NOTICE: THIS IS A PROPOSAL FOR A CLAIMS-MADE AND REPORTED POLICY. THE POLICY FOR WHICH THIS PROPOSAL IS MADE IS LIMITED TO LIABILITY FOR WRONGFUL ACTS FOR WHICH CLAIMS ARE FIRST MADE WHILE THE POLICY IS IN FORCE AND WHICH ARE REPORTED TO THE INSURER NO LATER THAN SIXTY (60) DAYS AFTER THE TERMINATION OF THE POLICY. PLEASE READ AND REVIEW THE POLICY CAREFULLY.

THE LIMIT OF LIABILITY AVAILABLE TO PAY LOSS, INCLUDING JUDGMENT OR SETTLEMENT AMOUNTS, SHALL BE REDUCED BY AMOUNTS INCURRED FOR LEGAL DEFENSE AND OTHER CLAIMS EXPENSES. FURTHER NOTE THAT AMOUNTS INCURRED FOR LEGAL DEFENSE AND OTHER CLAIMS EXPENSES SHALL BE APPLIED AGAINST THE APPLICABLE RETENTION AMOUNT.

THE POLICY DOES NOT PROVIDE FOR ANY DUTY OR OBLIGATION ON THE PART OF THE INSURER TO DEFEND THE INSURED PERSONS AND THE COMPANY.

1. GENERAL INFORMATION:

- a) Name of Company _____
- b) Address _____
Nature of Business and number of locations by state _____

- d) State of Incorporation and Date thereof _____

2. STOCK OWNERSHIP:

- a) Total number of common shares outstanding _____
- b) Total number of common shareholders _____
- c) Total number of common shares held directly or beneficially by Directors and Officers _____
- d) Describe fully any other securities convertible to common shares _____
- e) Have shares been publicly traded within the last 3 years? Yes No

If Yes, please provide the details. _____

- f) Give names and percent owned of any shareholders who hold, directly or beneficially, 5% or more of the common shares outstanding:

Owner	Type of Security	% Owned

3. SUBSIDIARY INFORMATION:

- a) List all Subsidiary Companies:

<u>NAME</u>	<u>NATURE OF BUSINESS</u>	<u>DATE ACQUIRED OR CREATED</u>	<u>PERCENTAGE OWNED</u>	<u>STATE/COUNTRY OF INCORPORATION</u>

- b) Coverage to include all Subsidiaries? Yes No

If Yes, include a complete listing of all Directors and Officers for each Subsidiary.

4. ADDITIONAL INFORMATION:

- a) Have there been any changes in Executive Officers or Directors during the past 12 months? Yes No
 Are any changes currently anticipated? If Yes, provide details and biography.
- b) Has the Company been involved in any merger, consolidation, tender offer or acquisition of assets or equity securities within the past 12 months? Yes No
 If Yes, please provide details.
- c) Is the Company currently involved in or considering any merger, consolidation, tender offer or acquisition of assets or equity securities within the next 12 months? Yes No
 If Yes, please provide details.
- d) Is the Company currently involved in or considering any restructuring or legal or financial reorganization or filing for bankruptcy? Yes No
 If Yes, please provide details.
- e) Is the Company currently involved in or considering any restructuring, writedowns, charges, restatements or sale, distribution or divestiture of any assets? Yes No
 If Yes, please provide details.
- f) Is the Company currently or has it at any time over the last year been in breach or violation of any debt covenant or loan agreement? Yes No
 If Yes, please provide details.
- g) Is the Company currently considering a private or public offering of any securities within the next 12 months? Yes No
 If yes, please provide details.

- h) Does the Company or any of its Subsidiaries, including the Directors and Officers thereof, presently act or plan to act in the capacity of General Partner in any Limited or General Partnership? Yes No

If Yes, please provide details. _____

5. PREVIOUS INSURANCE:

- a) Has the Company or any Subsidiary previously held or does it now have any Directors and Officers Liability, Employment Practices Liability or other similar insurance? Yes No

If Yes, provide the following details:

<u>INSURER</u>	<u>LIMIT</u>	<u>DEDUCTIBLE</u>	<u>PERIOD FROM/TO</u>	<u>PREMIUM</u>

6. EMPLOYEES:

- a) Please provide the number of full-time and part-time employees in the following geographical locations:

	full-time	part-time
California and/or Texas	_____	_____
Michigan	_____	_____
All other states	_____	_____
Total	_____	_____

- b) For each of the last four (4) years, state your annual percentage turnover rate of employees.

_____ % _____ % _____ % _____ %

- c) For each of the last four (4) years, indicate the number of Officers and other employees that have been involuntarily terminated.

_____ _____ _____ _____

7. HUMAN RESOURCES DEPARTMENT:

- a) Do you have a Human Resources or Personnel Department? Yes No
- b) How many employees are in this department? _____
If No, who handles the Human Resources function? _____
- c) Do you use a written employment application form for your employment application? Yes No
- d) Do you have an employee handbook? Yes No
If Yes, is the handbook distributed to all of your employees? Yes No
- e) Do you conduct regular written performance evaluations of all your employees? Yes No

- f) Do you have formal policies or procedures regarding:
- 1) sexual harassment? Yes No
 - 2) the handling of employee complaints of discrimination or sexual harassment? Yes No
 - 3) accommodating the disabled in accordance with the Americans with Disabilities Act? Yes No
 - 4) the Family and Medical Leave Act of 1993? Yes No
- g) Do you require that all employment termination's be reviewed prior to discharge by:
- 1) the Human Resources Department? Yes No
 - 2) the Legal Department? Yes No
 - 3) outside counsel? Yes No
- h) Do you anticipate any full or partial plant, facility, branch, or office closing or layoffs within the next twenty-four (24) months? Yes No
If Yes, please provide details on a separate page(s).
- i) Have you had in the last 24 months or do you expect in the next 12 months any layoffs or reductions in force (RIF)? Yes No
If Yes, please provide details on a separate page(s).
- j) If questions (h) or (i) are Yes, do you have a formal out-placement program which assists terminated or laid-off employees in finding other jobs? Yes No
If Yes, please describe the program. _____

If you answered Yes to any of the items in Question 7, please provide copies of all such policies, forms, and handbooks together with information regarding the distribution of such policies, forms, and handbooks to your employees, e.g., notices on bulletin boards, annual distribution to all employees, etc.

8. LOSS HISTORY:

- a) Regardless of whether covered by any insurance policy, have you had or do you presently have any employment related claims including, but not limited to, complaints, charges, grievances, arbitrations, litigation, or administrative agency proceedings (federal, state, or local) concerning employment termination, discrimination, sexual harassment, wage and hour violations, or unfair labor practices?

Yes No If Yes, for each of the past five (5) years please, provide the following information:

Year	Number of Claims	Damage or Settlement Amount	Legal Expense Amount
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

- b) Have you ever been involved in any claim or proceeding of the type described in a. above, for which you or your insurer has paid or reserved in excess of \$25,000 (including amounts paid or reserved for the defense of the claim or proceeding)? Yes No

If Yes, please complete and attach the SUPPLEMENTAL CLAIM FORM for each such claim or proceeding.

- c) Has the Company, or anyone for whom insurance is intended, been involved in the following within the last 5 years?
- 1) any civil or criminal action or administrative proceeding alleging a violation of any federal or state anti-trust, copyright, patent or securities law or regulation? Yes No
 - 2) any representative actions, class actions or derivative suits? Yes No
 - 3) any government regulatory or administrative proceedings? Yes No
- d) Is there any material litigation currently pending against the Company or any of its Directors or Officers?
- e) Are there any pending claims or demands against the Company or anyone for whom this insurance is intended which may fall within the scope of coverage afforded by any similar insurance presently or previously in effect or currently proposed? Yes No
- If Yes, provide complete details. _____

- f) Has anyone for whom this insurance is intended given notice under the provisions of any other previous or current similar insurance policy of any claims or facts or circumstances which may give rise to a claim being made against the Company and/or any Director and/or Officer? Yes No
- If Yes, provide complete details. _____

IT IS UNDERSTOOD AND AGREED THAT IF ANY SUCH CLAIMS EXIST, OR ANY SUCH FACTS OR CIRCUMSTANCES EXIST WHICH COULD GIVE RISE TO A CLAIM, THEN THOSE CLAIMS AND ANY OTHER CLAIMS ARISING FROM SUCH FACTS OR CIRCUMSTANCES ARE EXCLUDED FROM THE PROPOSED INSURANCE.

9. PRIOR KNOWLEDGE:

Does anyone for whom this insurance is intended have any knowledge or information of any act, error, omission, fact, circumstance or wrongful employment practice which may give rise to a claim which may fall within the scope of the proposed insurance? Yes No

If Yes, provide complete details.

IT IS UNDERSTOOD AND AGREED THAT IF SUCH KNOWLEDGE OR INFORMATION EXISTS, ANY CLAIM ARISING THEREFROM IS EXCLUDED FROM THIS PROPOSED INSURANCE.

10. MATERIALS REQUESTED:

As an attachment to this Proposal, please include the following (where applicable):

- Complete list of all Directors and Officers to include their name, position, term of office, and affiliation with any other outside organizations.
- Most recent Annual Report and most recent filings with the SEC (Forms 10-K, 10-Q, 8-K, etc.)
- Latest CPA letter to management and any written response thereto.
- Latest available interim financial statements.
- The notice to shareholders and proxy statement for both the last and next scheduled annual meeting.
- Employee handbook, manual and work rules.
- Employment Application Forms.

THE UNDERSIGNED AUTHORIZED OFFICER OF THE APPLICANT DECLARES THAT THE STATEMENTS SET FORTH HEREIN ARE TRUE. THE UNDERSIGNED AUTHORIZED OFFICER AGREES THAT IF THE INFORMATION SUPPLIED ON THIS PROPOSAL CHANGES BETWEEN THE DATE OF THIS PROPOSAL 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. THE "EFFECTIVE DATE" IS THE DATE THE COVERAGE IS BOUND OR THE FIRST DAY OF THE CURRENT POLICY PERIOD, WHICHEVER IS LATER.

SIGNING OF THIS PROPOSAL DOES NOT BIND THE APPLICANT OR THE INSURER TO COMPLETE THE INSURANCE, BUT IT IS AGREED THAT THIS PROPOSAL SHALL BE THE BASIS OF THE CONTRACT SHOULD A POLICY BE ISSUED AND IT WILL BE ATTACHED TO AND BECOME A PART OF THE POLICY.

ALL WRITTEN STATEMENTS AND MATERIALS FURNISHED TO THE INSURER IN CONJUNCTION WITH THIS PROPOSAL ARE HEREBY INCORPORATED BY REFERENCE INTO THIS PROPOSAL 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 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 of the third degree.

NOTICE TO KENTUCKY APPLICANTS: Warning: Any person who knowingly, and with intent to defraud any insurance company or any 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 MINNESOTA APPLICANTS: A person who submits an application or files a claim with intent to defraud or helps commit a fraud against an insurer is guilty of a crime.

NOTICE TO NEW YORK APPLICANTS: Any person who knowingly and with intent to defraud any insurance company or any person files an application for insurance containing any 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 shall also be subject to a civil penalty not to exceed five thousand (\$5,000) and the stated value for each such violation.

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 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.

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 the person to criminal and civil penalties.

A POLICY CANNOT BE ISSUED UNLESS THE PROPOSAL IS PROPERLY SIGNED BY TWO INDIVIDUALS AND DATED. IF THE CHAIRMAN OF THE BOARD AND PRESIDENT ARE THE SAME INDIVIDUAL, PLEASE HAVE THE PROPOSAL SIGNED BY THE CHIEF FINANCIAL OFFICER, CHIEF OPERATING OFFICER OR GENERAL COUNSEL IN LIEU OF THE PRESIDENT.

DATE _____ SIGNATURE _____

TITLE _____

DATE _____ SIGNATURE _____

TITLE _____

NAME OF BROKER _____

NAME OF AGENCY _____

ADDRESS _____

SIGNED _____

PRIVATE COMPANY DIRECTORS AND OFFICERS INSURANCE PROPOSAL

SUPPLEMENTAL CLAIM FORM

This form is to be completed by each applicant who has been involved in any claim or suit or who is aware of any incident which may give rise to a claim. Please complete separate sheets for each claim or incident and answer all questions fully. A principal of the firm must sign and date this sheet in addition to the application.

1) NAME OF FIRM: _____

2) NAME OF INDIVIDUALS OF FIRM INVOLVED IN CLAIMS: _____

3) NAME OF CLAIMANT (PLAINTIFF): _____

4) DATE OF ALLEGED ERROR: _____

5) DATE CLAIM MADE: _____

6) NAME OF INSURER CLAIM REPORTED TO (IF APPLICABLE): _____

7) PRESENT STATUS OF CLAIM: PENDING CLOSED IN SUIT

8) IF CLOSED, TOTAL SETTLEMENT PAID: _____ TOTAL EXPENSES PAID: _____

9) IF PENDING, AMOUNT ASKED IN SUMMONS: _____

CLAIMANT'S SETTLEMENT DEMAND: _____

DEFENDANT'S SETTLEMENT OFFER: _____

INSURER'S LOSS RESERVE: _____

EXPENSES PAID TO DATE: _____

10) DETAILED DESCRIPTION OF CLAIM AND EVENTS: (PROVIDE CLAIMANT'S ALLEGATIONS AND YOUR FIRM'S RESPONSE)

11) EXPLAIN WHAT ACTIONS HAVE BEEN TAKEN TO PREVENT A RECURRENCE OR SIMILAR CLAIM:

I UNDERSTAND THE INFORMATION SUBMITTED HEREIN BECOMES A PART OF MY PROPOSAL FOR INSURANCE AND IS SUBJECT TO THE SAME CONDITIONS.

APPLICANT'S SIGNATURE

DATE