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Name of Insurance Company to which application is made

**NEW YORK PROPOSAL FOR EMERGING MARKET  
DIRECTORS, OFFICERS AND COMPANY LIABILITY INSURANCE**

**NOTICE: THIS IS A CLAIMS-MADE POLICY. EXCEPT AS MAY BE OTHERWISE PROVIDED HEREIN, THE COVERAGE OF THIS POLICY 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, DURING THE POLICY PERIOD, ANY SUBSEQUENT RENEWAL OF THE POLICY, THE AUTOMATIC DISCOVERY PERIOD, OR IF APPLICABLE, THE OPTIONAL DISCOVERY PERIOD. THIS POLICY PROVIDES NO COVERAGE FOR CLAIMS ARISING OUT OF WRONGFUL ACTS OR ALLEGED WRONGFUL ACTS WHICH TOOK PLACE PRIOR TO THE POLICY PERIOD OR IF APPLICABLE THE RETROACTIVE DATE. THE INSURED WILL BE PROVIDED AN AUTOMATIC EXTENDED REPORTING PERIOD AND AN OPTION TO PURCHASE AN OPTIONAL EXTENDED REPORTING PERIOD.**

**COVERAGE GAPS MAY ARISE AT THE EXPIRATION OF THE POLICY, AUTOMATIC DISCOVERY PERIOD OR OPTIONAL DISCOVERY PERIOD. DURING THE FIRST SEVERAL YEARS OF THE CLAIMS MADE RELATIONSHIP, CLAIMS-MADE RATES ARE COMPARATIVELY LOWER THAN OCCURRENCE RATES, AND THAT THE INSURED CAN EXPECT SUBSTANTIAL ANNUAL PREMIUM INCREASES, INDEPENDENT OF THE OVERALL RATE LEVEL INCREASES, UNTIL THE CLAIMS-MADE RELATIONSHIP REACHES MATURITY. 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.**

**THIS POLICY IS WRITTEN ON A DEFENSE WITHIN THE LIMITS BASIS. 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. ONCE THE LIMIT OF LIABILITY IS EXHAUSTED, THE INSURER SHALL NOT BE LIABLE FOR LEGAL DEFENSE COSTS, OTHER CLAIM EXPENSES OR FOR THE AMOUNT OF ANY JUDGEMENT OR SETTLEMENT.**

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1. GENERAL INFORMATION:

- a) Name of Company
- b) Address
- c) Nature of Business
- d) Date of Incorporation
- e) State of Incorporation

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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) Are shares publicly traded? \_\_ Yes \_\_ No.  
If yes, specify the exchange on which they are listed
- f) Give names and percent owned of any shareholders who hold, directly or beneficially, 5% or more of the common shares outstanding:
- g) Does the Company have publicly traded bonds? If yes, specify ticker symbol (s). \_\_ Yes \_\_ No.

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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>
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- b) Coverage to include all Subsidiaries? \_\_ Yes \_\_ No.

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

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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. \_\_ Yes \_\_ No.
- b) Has the Company been involved in any merger, consolidation or acquisition with any other entity within the past 12 months? If yes, please provide details. \_\_ Yes \_\_ No. \_\_
- c) Is the Company currently involved in or considering any merger with any other entity within the next 12 months? If yes, please provide details. \_\_ Yes \_\_ No.
- d) Is the Company currently involved in or considering any acquisition of any other

- entity within the next 12 months? If yes, please provide details. \_\_ Yes \_\_ No.
- e) Is the Company currently involved in or considering any restructuring or legal or financial reorganization or filing for bankruptcy? If yes, please provide details. \_\_ Yes \_\_ No.
- f) Is the Company currently involved in or considering any restructuring, write-downs, charges, restatements or sale, distribution or divestiture of any assets? If yes, please provide details. \_\_ Yes \_\_ No.
- g) 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 or any other material contractual obligation? If yes, please provide details. \_\_ Yes \_\_ No.
- h) Has the Company changed auditors in the past 12 months? If yes, please provide details. \_\_ Yes \_\_ No.
- i) Has the Company auditors informed the company of any disagreements or weaknesses with its accounting practices? If yes, please provide details. \_\_ Yes \_\_ No.
- j) Has the Company retained or does it currently plan on retaining an investment banker or financial advisor to increase or maximize shareholder value? If yes, please provide details. \_\_ Yes \_\_ No.
- k) Is the Company currently considering a private or public offering of any securities within the next 12 months? If yes, please provide details. \_\_ Yes \_\_ No.
- l) 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.

If the answer is "Yes" to any question above, has the Board of Directors approved such action(s)? \_\_ Yes \_\_ No.

Does such action(s) require shareholder approval? \_\_ Yes \_\_ No.  
Explain:

- m) Are the current financial results in line with previously budgeted or forecasted or projected expectations? If no, please provide details. \_\_ Yes \_\_ No.

5. PREVIOUS INSURANCE:

- a) Has the Company or any Subsidiary previously held or does it now have any Directors and Officers Liability Insurance or 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>
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- b) Provide details of any prior actual or potential claims filed under such insurance (if none, so state).

- c) Has any Insurer cancelled or refused to renew any Directors and Officers Liability Insurance or similar insurance within the past 3 years? \_\_ Yes \_\_ No.

If yes, provide complete details.

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6. PREVIOUS EXPERIENCE:

- a) Has the Company, or anyone for whom insurance is intended, been involved in the following:
- (1) any antitrust, copyright or patent litigation?  Yes  No.
  - (2) any civil or criminal action or administrative proceeding (including but not limited to notice of any inquiry or investigation by or receipt of a target letter from or on behalf of the SEC or Department of Justice, regardless of whether any wrong doing is alleged there in) alleging a violation of any federal or state security law or regulation?  Yes  No.
  - (3) any representative actions, class actions, or derivative suits?  Yes  No.
  - (4) Is there any litigation currently pending against the Company or any of its Directors or Officers (in their capacity as a Director or Officer)?  Yes  No.

If yes to any of the above, provide details.

**(RENEWAL APPLICANTS: Questions 6. b) and c) need not be answered).**

- b) 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.

- c) 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.

WITH RESPECT TO THIS QUESTION 6. IT IS UNDERSTOOD AND AGREED THAT IF ANY SUCH CLAIMS, DEMANDS, NOTICES, LITIGATION PROCEEDINGS, ACTIONS OR SUITS EXIST, THEN ANY CLAIM BASED UPON OR ARISING FROM OR IN ANY WAY RELATED TO SUCH MATTERS SHALL BE EXCLUDED FROM THE PROPOSED INSURANCE.

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7. PRIOR KNOWLEDGE: **(RENEWAL APPLICANTS: Question 7. need not be answered).**

- Does anyone for whom insurance is intended have any knowledge or information of any act, error, omission, fact or circumstance 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.

8. 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.
- Latest CPA letter to management and any written response thereto.
- Most recent filings with the S.E.C. (Form 10-K) and any subsequent filings (Form 10-Q, Form 8-K, etc.)
- Latest available interim financial statements.
- Detailed statement of operations (private companies only).
- The notice to shareholders and proxy statement for both the last and next scheduled annual meeting.
- Most recent prospectus or private placement memorandum.

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.

**NEW YORK APPLICANTS: ANY PERSON WHO KNOWINGLY AND WITH INTENT TO DEFRAUD ANY INSURANCE COMPANY OR OTHER PERSON FILES AN APPLICATION FOR COMMERCIAL INSURANCE OR A STATEMENT OF CLAIM FOR ANY COMMERCIAL OR PERSONAL INSURANCE BENEFITS CONTAINING ANY MATERIALLY FALSE INFORMATION, OR CONCEALS FOR THE PURPOSE OF MISLEADING, INFORMATION CONCERNING ANY FACT MATERIAL THERETO, AND ANY PERSON WHO, IN CONNECTION WITH SUCH APPLICATION OR CLAIM, KNOWINGLY MAKES OR KNOWINGLY ASSISTS, ABETS, SOLICITS OR CONSPIRES WITH ANOTHER TO MAKE A FALSE REPORT OF THE THEFT, DESTRUCTION, DAMAGE OR CONVERSION OF ANY MOTOR VEHICLE TO A LAW ENFORCEMENT AGENCY, THE DEPARTMENT OF MOTOR VEHICLES OR ANY INSURANCE COMPANY, COMMITS A FRAUDULENT INSURANCE ACT, WHICH IS A CRIME, AND SHALL BE ALSO SUBJECT TO A CIVIL PENALTY NOT TO EXCEED FIVE THOUSAND DOLLARS AND THE VALUE OF THE SUBJECT MOTOR VEHICLE OR STATED CLAIM FOR EACH VIOLATION.**

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 \_\_\_\_\_

PLEASE SUBMIT THIS PROPOSAL AND APPROPRIATE MATERIALS TO:

Hartford Financial Products  
2 Park Avenue  
New York, N.Y. 10016