



PROPOSAL FOR DIRECTORS, OFFICERS, AND COMPANY LIABILITY 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.

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 DIRECTORS AND OFFICERS AND THE COMPANY.

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) Are shares publicly traded? Yes No
If Yes, specify the exchange on which they are listed _____
 - d) Give names and percent owned of any shareholders who hold, directly or beneficially, 5% or more of the common shares outstanding: _____

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3. ANNOUNCED CHANGES:

- a) Has the Company publicly revealed in the past 24 months, or does it contemplate within the next 12 months, any:
 - (1) consolidation or merger with any other entity? Yes No

(2) acquisition or disposition of any stock, assets or interest in any other corporation, partnership, or joint venture? ___Yes ___ No

(3) Sale, distribution or divestiture of any assets or stock, other than in the ordinary course of business? ___Yes ___ No

If Yes to any question above, has the Board of Directors approved such action(s)? ___Yes ___ No

Has such action(s) been submitted to the shareholders for approval? ___Yes ___ No

Attach complete details.

b) Has the Company filed in the past 18 months, or contemplated filing within the next 12 months, any registration statement with any government authority for an offering of securities? ___Yes ___ No

If Yes, provide applicable prospectus.

RENEWAL APPLICANTS NEED NOT ANSWER QUESTIONS 4,5 AND 6.

4. 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>

b) Provide details of any prior claim 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.

5. 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 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

If Yes to any of the above, provide details.

b) Are there any pending claims against 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?

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 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.

6. PRIOR KNOWLEDGE:

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.

7. 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.
- Most recent filing with the S.E.C. (Form 10-K) and any subsequent filings (Form 10-Q, Form 8-K, etc.)
- Latest available interim financial statements.

- The notice to shareholders and proxy statement for both the last and next scheduled annual meeting.
 - Most recent prospectus.
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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.

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 FORM ARE HEREBY INCORPORATED BY REFERENCE INTO THIS PROPOSAL AND MADE A PART HEREOF.

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: 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 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 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, and shall also be subject to a civil penalty not to exceed five thousand dollars (\$5,000) 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.

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, NY 10016