4600 Touchton Road East, Building 100, Suite 400, Jacksonville, FL 32246

## **Proposal Form**

## Management Liability Insurance

CLAIMS MADE WARNING FOR APPLICATION: This Proposal Form is for a Claims Made and Reported Policy, relating to claims made against the Insureds during the Policy Period or Extended Reporting Period, if applicable.

Whenever printed in this Proposal Form, the terms in boldface type shall have the same meanings as indicated in the **Policy**. This Proposal Form is to be completed with respect to the <u>entire</u> **Insured Entity**. **Insured Entity** as used herein is defined to include the **Named Insured** and any **Subsidiaries**.

Name of Named Insured					
Street Address			Su	iite	
City	County	State	Ziį	Zip Code	
Website Address (if applicable) The Officer designated as agent representatives concerning this ins	of the Insured Entity and of all Insu		mployer Identification Numb all notices from the <b>Insur</b>		
Contact Name			Title		
E-mail Address Producer Information	Telephone Num	ber	Fax Number		
Submitted by (Agency Name)			Dated		
Agent's Name (Individual's Nar Coverage Section(s) Re	,		Agent's License Number		
	: ☐ Combined Aq ☐ Separate Age mation (Provide details to all "Y	gregate Limit of Liability for es" answers by attac	,	or	
Type of Policy Directors and Officers Liability:	□ None □ None □ None	•	es. If "None", so state.    Deductible	\$ \$ \$ \$ \$	
Other:  2. Within the last 3 years, has a and Officers Liability, Employ 3. Within the last 3 years, has a	None  any Claim been made or has notice been yment Practices Liability or Fiduciary Liability Directors and Officers Liability, Empt the Insured Entity ever been cancelled.	ability insurance or similar ployment Practices Liabilit	insurance?	\$ Yes \(\bigcap \text{No.}\)	
	ovide details to all "Yes" answers	-		. +	
<ul><li>4. (a) Form of organization:</li><li>(b) Type of organization:</li></ul>	<ul> <li>□ Cooperative</li> <li>□ Limited Liability Corporation</li> <li>□ Sole Proprietorship / Individual</li> <li>*If a Partnership or Joint Venture, prov</li> <li>□ Manufacturing / Production</li> <li>□ Service Industry</li> </ul>	□ Corporation □ Nonprofit □ Other: vide participation or owne □ Public Administra □ Web Based		achment.	
6. (a) What is the Insured En	en in continuous operation since: htity's Primary Standard Industrial Clase intity's nature of operations:	sification ("SIC") Code?		-	

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<ul><li>7.</li><li>8.</li></ul>	Excl Prov	e <b>Named Insured</b> or any <b>Subsidiary</b> publicly held or a public reporting company under the Securities nange Act of 1934? ride the following financial information with respect to the <b>Insured Entity</b> :	☐ Yes ☐ No
		ts (000): \$ Annual Revenues (000): \$ Total Number of <b>Employees</b> :ty (000): \$ Period Ending: /	1
9.	Wha	It percentage of the <b>Insured Entity's</b> annual revenue is generated or expected to be generated directly from the Internet the next 18 months?	%
10.	(b)	Is the <b>Insured Entity</b> currently in bankruptcy?  Within the next 12 months, is the <b>Insured Entity</b> contemplating filing a petition for protection under the bankruptcy code?	Yes No
11.	(a)	Within the last 12 months, has the <b>Insured Entity</b> had any <b>Subsidiary</b> , plant, facility, branch or office closings, consolidations or layoffs?	☐ Yes ☐ No
	` ,	Within the next 24 months, does the <b>Insured Entity</b> anticipate any <b>Subsidiary</b> , plant, facility, branch or office closings, consolidations or layoffs?	☐ Yes ☐ No
12.		in the last 3 years, has there been any change (resignations, departures, retirements, etc.) in the position of the irman of the Board, President, Chief Executive Officer or Chief Financial Officer?	☐ Yes ☐ No
13.		es", provide the following details by attachment: Name of individual; date of change; and reason for change.  ide the following information on all <b>Subsidiaries</b> of the <b>Insured Entity</b> . If "None", so state.	☐ None
10.		Percent* Owned by Date Created	estic / Foreign
	*If <b>S</b>	ubsidiary is less than 100 percent owned, provide details to all minority owners, when applicable, by attachment.	
INFO	S UN DRMA	DERSTOOD AND AGREED THAT COVERAGE IS NOT PROVIDED FOR SUBSIDIARIES IN QUESTION 13. TION REQUESTED ABOVE IS PROVIDED HERE OR BY ATTACHMENT. rs, Officers and Corporate Liability Insurance Coverage Section Information	UNLESS THE
14.	Prov	Common Stock / ride the following information regarding the <b>Insured Entity's</b> outstanding ownership:  Total number of shares or units outstanding:  Common Stock / Membership Units Pre	ferred Stock
	(b)	Total number of security holders:	
	(c) (d)	Number of shares or units owned directly and/or beneficially by the <b>Insured Persons</b> :  Does any security holder own, or have the right to own, directly and/or beneficially, 10 percent or more of the <b>Insured</b>	
	(u)	Entity's outstanding shares or units?  If "Yes", provide the following information:	☐ Yes ☐ No
		Name of Security Holder  (including individual and corporate names)  Name of Security Holder  Security Holder  Directors or Board of Mar	
		Yes □ No	iagers :
15.		in the last 18 months, has the <b>Insured Entity</b> been involved in, or is it presently considering, any sale of its stock (in ess of 10 percent of the total stock outstanding), repurchase of its stock, merger, consolidation, acquisition, tender offer,	
	priva	ate placement, or divestment? If "Yes", complete (a), (b) and (c) below:	☐ Yes ☐ No
	(a)	Is this with respect to a Registration Statement for a public offering of securities within the next 12 months? If "Yes", attach the prospectus including all amendments thereto, or describe below if prospectus is unavailable.	☐ Yes ☐ No
	(b)	Is this with respect to funds being generated by venture capital or private placement funding?  If "Yes", describe:	☐ Yes ☐ No
	(c)	If "No", for (a) and (b) above, provide the following details below: Description of referenced transaction; date or anticipated date of transaction; and any other appropriate details.	
16.		e Insured Entity engaged in any of the following activities? If "None", so state.  Captive Insurance Company operations  Franchising  General Partnership operations  Insurance Company operations  Activities that fall under The Investment Company Act of 1940  Joint Venture(s)	☐ None

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Em	ployment Pra	ctices Liab	ility Insura	nce Cover	age Section I	nformation		
17.	Number of				Seasonal and/or	Volunteers and/or	Independent	Annual Turnover
	Employees:	Full Time	Part Time	Leased	Temporary	Interns	Contractors	Rate
	Current Year:							
	Last Year:							
18.	ı	of the Incured F	Entity's Employ	vees work with	the general public	work at customer loca	ations or	
10.	perform a majority			yees work with	the general public,	WOIK at customer loca	ILIONS OF	%
19.				vees currently	earns more than \$1	00 0002		%
20.						or offices of the <b>Insur</b> e	ed Entity	70
20.	If "None", so state.		ciripioyee cour	it or <u>aii</u> planto, i	dominos, brancinos e	or or the mount	od Entity.	■ None
	Locat			Nature of Busin	ness	Number of Emplo	ovees	Domestic / Foreign
	1.						<del></del>	<u>~</u>
	2.							
-	3.							
21.	Does the <b>Insured</b>	Entity currently	employ a full ti	me Human Re	sources professiona	al?		Yes No
22.	Does the <b>Insured</b>	Entity (details t	to "Yes" or "No"	answers are no	ot required by attach	nment):		Yes No
			ons for all prosp					Yes
						ed <b>Employee</b> termina	ition?	Yes
	` '				mployee termination			Yes
	` '		•		•	cy to all Employees?		☐ Yes ☐ No
	` '				g prohibited forms of			☐ Yes ☐ No
	•		•	•	•	employment counsel?	,	☐ Yes ☐ No
					listributed to all <b>Em</b>		-4:C4:	☐ Yes ☐ No
	(h) Have a writter claims?	n procedure for	notification and	nandling of en	npioyment related g	rievances, disputes, r	iotifications, or	☐ Yes ☐ No
23.		nal written nolic	ies and proced	ires have heen	implemented and a	attach a copy of each.	If "None" so sta	
20.		ndbook / Manua	•		t Policy, including		nore than 50 Emp	
	☐ Anti-Discrimin			exual Harassm			ical Leave Act	<u>10 y 0 0 0 </u>
		ment Opportun		dherence to En		California Emplo		
	(EEO) Policy				with all Employees			
Fid	uciary Liability	/ Insurance					, ,	
24.						ployee pension benef	it nlan or nension	nlan as defined by
∠⊣.						<b>intity</b> maintains or to		
	= inort, (north and	, 1010110u to do	p.o,00 =0.	Type of		•	mber of Plan	Fair Market Value of
	<u>Na</u>	ame of Plan		Plan*	Name of Plan		articipants	Plan Assets
,								
	(5) (55) 5 (		0) 5 5 10		25) 5 1 01		<del>(D)                                      </del>	
					OP)=Employee Stoc	k Ownership Plan; (W	/B)=Health & Well	are Benefit;
`	P)=Multi Employer P			\ /	OVIDED FOR EMP	OI OVEE DENEEIT DI	VN/6/ IN OHES.	TION 1. FOR WHICH
	ABOVE INFORMA					LOILL BLNLIII FI	-AN(S) IN QUES	TION 1. I OK WITIOTI
25.						Insured Entity? If "	Yes", provide the	
						arket value of shares.	, p	Yes
26.						ercent of any entity (o	ther than the	
						ovide name of entity a		
	investment.	·			,	•		☐ Yes ☐ No
27.					yee Benefit Plan a	ssets to any party-in-i	nterest (including	the
	Insured Entity)?							☐ Yes ☐ No
28.	•		•	•	•	ride details by attachn		Yes
29.						ed or contemplated fil		
•-						utions by attachment.		☐ Yes ☐ No
30.						y restructuring, termir	nation or other sim	ilar
0.4					etails of the transact	ion by attachment.		☐ Yes ☐ No
31.	If any of the follow					na anal Aanatalasii	\ -4 /"I IID	
		-				y and Accountability	, ,	☐ Yes ☐ No
	(b) Does the plan Plans?	i sponsor comp	iy with the sumi	mary plan desc	ription requirements	s under <b>ERISA</b> for all	⊏mpioyee Benef	it ☐ Yes ☐ No
		lee nension hon	nafit nlane or no	neion nlane ha	ve a written investm	ent nolicy?		☐ Yes ☐ No
MI o	(c) Do all employ 6500 (rev. 05-08)	oe pension ber	ioni piano di pe	noion piano na	vo a wiilloii iiivesliii	ont policy !		Page 3 of 5
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Car	olina Casualty Insurance Company	
	(d) Are all employee pension benefit plan or pension plan assets managed by a third party investment manager?	☐ Yes ☐ No
	(e) Do the fiduciaries review the investment guidelines used by the investment managers at least annually?	☐ Yes ☐ No
20		☐ Yes ☐ No
32.	During the last 5 years, has there been, or is there currently, any investigation by the IRS, Department of Labor ("DOL"), Pension Benefit Guarantee Corporation ("PBGC"), or any other state or federal agency of any <b>Employee Benefit Plan</b> or any current or former fiduciary of such <b>Employee Benefit Plan</b> ? If "Yes", provide details by attachment.	☐ Yes ☐ No
Litig	pation and Claim Information (Provide details to all "Yes" answers by attachment)	
Dired	ctors, Officers and Corporate Liability Insurance Coverage Section only:	
33.	During the last 5 years, has the <b>Insured Entity</b> or any of the <b>Insured Persons</b> received any written demands for monetary or non-monetary relief, been involved in, or had any knowledge of any civil or criminal action, administrative or arbitration proceeding, including both domestic or foreign equivalents, involving:	
		☐ Yes ☐ No
		☐ Yes ☐ No
		☐ Yes ☐ No
	(d) any other allegations of violations of federal, state or local statute, regulation, ordinance or common law that would	
	otherwise be within the scope of this proposed insurance?	☐ Yes ☐ No
Emp	loyment Practices Liability Insurance Coverage Section only:	
34.	During the last 5 years, has any <b>Insured</b> known of, or been involved in any lawsuit, charges, inquiries, investigations,	
	grievances or other administrative hearings or proceedings before any of the following agencies and/or in any of the following	
	forums, including both domestic or foreign equivalents?	
		☐ Yes ☐ No
35.	During the last 5 years, has any current or former <b>Employee</b> or third party made any <b>Claim</b> , or otherwise alleged	☐ Yes ☐ No
	also illimitation, flat assistant, wilding a also hards a tribing at Acts against any insured:	<b>—</b> 165 <b>—</b> 110
	A Claim is not limited to the filing of a lawsuit or complaint with the Equal Employment Opportunity Commission or similar	
	state or local agency. A <b>Claim</b> may also include a written demand by any current or former <b>Employee</b> seeking relief in connection with an employment-related dispute or grievance.	
Eidu	ciary Liability Insurance Coverage Section only:	
36.	During the last 5 years, has any <b>Insured</b> been named as a party in any civil or criminal action, administrative, arbitration,	
00.	regulatory or investigative proceeding, or received any other written demands for money or services that would be within the	
	scope of this proposed insurance?	☐ Yes ☐ No
Prio	r Knowledge Information	
37.	Is any <b>Insured</b> aware of any fact, circumstance or situation involving any <b>Insureds</b> that might reasonably be expected to	
	result in a Claim as defined in each Coverage Section applied for?	☐ Yes ☐ No
	ES" TO ANY PART OF QUESTIONS 33., 34., 35., 36., OR 37., PROVIDE FULL DETAILS FOR EACH ALLEGATION, EVEN IF	
	SINCE BEEN SETTLED OR OTHERWISE RESOLVED, BY PROVIDING THE FOLLOWING INFORMATION BY ATTACHMENT	:
` '	Date Claim first made (b) Claimant's Name (c) Allegation (d) Current Status	
· /	Demand Amount (f) Settlement (Indemnity) or Reserve Amount (g) Attorney's fee	
WITH CONS CIRC	UNDERSTOOD AND AGREED THAT THE INSURER SHALL NOT BE LIABLE TO MAKE ANY PAYMENT FOR LOSS IN (I ANY CLAIM MADE AGAINST ANY INSURED BASED UPON, ARISING OUT OF, DIRECTLY OR INDIRECTLY RESULTING SEQUENCE OF, OR IN ANY WAY INVOLVING ANY LAWSUIT, ADMINISTRATIVE PROCEEDING, WRITTEN DEMINISTRATIVE PROCEEDING PROCEEDING, WRITTEN DEMINISTRATIVE PROCEEDING PROCEEDING PROCEEDING PROCEEDING PROCEEDING PROCEEDING PROCEEDING PROCEEDING PROCEEDING P	FROM OR IN MAND, FACT,
	cuments Required (The following information must be submitted with the completed Proposal Form).	

Directors, Officers and Corporate Liability Insurance Coverage Section only:

- Provide details to all "Yes" answers, when applicable, by attachment
- Most recent interim and annual financial statements (audited, if available)

#### Employment Practices Liability Insurance Coverage Section only:

Provide details to all "Yes" answers, when applicable, by attachment

#### Fiduciary Liability Insurance Coverage Section only:

- Provide details to all "Yes" answers, when applicable, by attachment
- A copy of the most recent public accountant's audit report or IRS Form 5500 for each Employee Benefit Plan

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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 POLICY HOLDER OR CLAIMANT FOR THE PURPOSE OF DEFRAUDING OR ATTEMPTING TO DEFRAUD THE POLICY HOLDER 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 NEW MEXICO, 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 APPLICANTS OF 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.

NOTICE TO APPLICANTS OF MINNESOTA, NEW JERSEY, OHIO, AND OKLAHOMA: ANY PERSON WHO KNOWINGLY, AND WITH INTENT TO INJURE, DEFRAUDS OR DECEIVES ANY INSURER OR OTHER PERSON FILES AN APPLICATION FOR INSURANCE OR STATEMENT OF CLAIM FOR THE PROCEEDS OF AN INSURANCE POLICY CONTAINING ANY FALSE, INCOMPLETE, OR MISLEADING INFORMATION OR CONCEALS FOR THE PURPOSE OF MISLEADING INFORMATION CONCERNING ANY FACT MATERIAL THERETO, IS GUILTY OF A FELONY AND IS SUBJECT TO CRIMINAL AND CIVIL PENALTIES.

NOTICE TO MAINE, MASSACHUSETTS, TENNESSEE, VIRGINIA, AND WASHINGTON 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.

NOTICE TO APPLICANTS OF 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.

NOTICE TO ARKANSAS, DISTRICT OF COLUMBIA, LOUISIANA, MARYLAND, AND RHODE ISLAND 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 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, 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 AND THE STATED VALUE OF THE CLAIM FOR EACH SUCH VIOLATION.

#### Please Read Carefully

The undersigned, acting on behalf of all **Insureds**, declare that the statements set forth herein are true and correct and that thorough efforts have been made to obtain sufficient information from each and every **Insured** proposed for this insurance to facilitate the proper and accurate completion of this Proposal Form.

The undersigned agree that the particulars and statements contained in the Proposal Form and any material submitted herewith are their representations and are the basis of the insurance contract. The undersigned further agree that the Proposal Form and any material submitted herewith shall be considered attached to and a part of the **Policy**. Any material submitted with the Proposal Form shall be maintained on file (either electronically or paper) with the **Insurer** and shall be deemed to be attached hereto as if physically attached.

It is further agreed that:

- if any significant change in the condition of the applicant is discovered between the date of this Proposal Form and the Policy inception date, which
  would render this Proposal Form inaccurate or incomplete, notice of such change will be reported in writing to the Insurer immediately;
- any Policy, if issued, will be in reliance upon the truth of such representations; provided, however, with respect to such statements and representations, no knowledge or information possessed by any Insureds shall be imputed to any other Insureds. If any person or persons knew as of the Policy inception date that such declarations and statements contained in the Proposal Form(s) were untrue, inaccurate or incomplete, then this Policy will be void as to that person or persons. However, if the Chairperson of the Board of Directors, President, Chief Executive Officer, or Chief Financial Officer of the Insured Entity knew as of the Policy inception date that such declarations and statements contained in the Proposal Form(s) were untrue, inaccurate or incomplete, then this Policy will be void as to that person or persons and the Insured Entity;
- this Proposal Form has been completed as respects the entire Insured Entity;

•	THE SIGNING OF THE	s FIUUUSAI FUIIII	does not bind the und	reigianea la bait	mase me msurance

Dated	President, Chief Executive Officer, Chief Financial Officer, or equivalent position (Signature)
Title	President, Chief Executive Officer, Chief Financial Officer, or equivalent position (Print Name)
Dated	Human Resources Manager, or equivalent position (Signature)

This Carolina Casualty Insurance Company Proposal Form, including any material submitted herewith, shall be held in strictest confidence.

A POLICY CANNOT BE ISSUED UNLESS THE PROPOSAL FORM IS PROPERLY SIGNED AND DATED.

Please submit this Proposal Form including appropriate documentation to: Monitor Liability Managers, LLC, 2850 West Golf Road, Suite 800, Rolling Meadows, IL 60008-4039

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