



ExecPro<sup>sm</sup>
Proposal Form
for

Public Solution Insurance Policy

PROPOSAL FORM

Name of Company:
Street Address:
City, State, Zip:
Internet Website address:

The Officer designated as agent of the Company and of all Insured Persons to receive any and all notices from the Insurer or their authorized representatives concerning this insurance:

Name Title

Part I - BACKGROUND INFORMATION

- 1. (a) The Company has continuously operated since:
(b) Primary SIC Code(s):
2. Stock ownership:
(a) Ticker symbol and exchange:
(b) Number of common shares outstanding:
(c) Number of common shareholders:
(d) Number of common shares owned by the Directors and Officers:
(e) Does any shareholder own, directly or beneficially, 10% or more of any class of the Company's stock?
3. Does the Company have a policy governing trading in Company securities or trading based upon non-public information by Directors, Officers and employees?
4. Have there been any changes in senior management (Board Chairman, President, Executive Vice President, etc.) in the last three years for reasons other than death or retirement at the normal retirement age?
5. By attachment to this Proposal Form, provide the name, percentage of direct or indirect ownership, and nature of operations of all Subsidiaries (including Subsidiaries of Subsidiaries).

IT IS UNDERSTOOD AND AGREED THAT COVERAGE IS NOT PROVIDED FOR SUBSIDIARIES UNLESS LISTED IN THE ATTACHMENT REQUESTED ABOVE.

6. During the last three years, has the Company or its Subsidiaries been involved, or is the Company or its Subsidiaries presently involved or contemplating becoming involved, during the next 12 months, in any of the following:
- (a) consolidation or merger with any other entity?  Yes  No
  - (b) acquisition of the assets of an entity which did or will increase the assets of the Company by 25% or more?  Yes  No
  - (c) sale, distribution or divestiture of any subsidiary which accounted for 10% or more of annual revenue?  Yes  No
  - (d) bankruptcy proceeding, reorganization or other arrangement with creditors under federal, or state law?  Yes  No
- If “Yes” to any of the above, provide details of each transaction in an attachment to this Proposal Form.**
7. During the last three years, has any regulatory agency denied or indicated that they would deny any contemplated merger, acquisition or divestment involving the Company or its Subsidiaries?  Yes  No  
**If “Yes”, provide details in an attachment to this Proposal Form.**
8. During the last 18 months, has the Company or its Subsidiaries completed or is the Company or its Subsidiaries considering completing within the next 12 months a filing for a public offering of securities either pursuant to the Securities Act of 1933 or exempt from registration under SEC Regulations?  Yes  No  
**If “Yes”, provide a copy of the prospectus or provide details of the Company’s plans.**

**Part II – REGULATORY INFORMATION (Required for Insurance Companies and Financial Institutions only.  
If not applicable, skip to Part III)**

9. During the last two years, have any Directors or Officers been alerted to any of the following conditions:
- (a) Problems involving extensions of credit to Directors, Officers, or corporations controlled thereby?  Yes  No
  - (b) Significant violations of laws or regulations?  Yes  No
  - (c) Conflict of interest transactions?  Yes  No
- If “Yes” to any of the above, provide details and current status in an attachment to this Proposal Form.**
10. Have all criticisms noted in the last regulatory examination been reviewed and appropriate corrective steps taken by the Board of Directors?  Yes  No  
**If “No”, provide details in an attachment to this Proposal Form.**
11. During the past five years, has the Company or any Subsidiary received an Order to Cease and Desist from any regulatory agency, or otherwise entered into any other type of written agreement with any regulatory agency concerning the operation of the Company or any Subsidiary?  Yes  No  
**If “Yes”, provide details in an attachment to this Proposal Form.**

**Part III – PRIOR ACTIVITIES**

12. Have there been during the last five years, or are there now pending, any civil, criminal, administrative or arbitration proceedings (including any proceeding initiated before the Equal Employment Opportunity Commission) brought against:
- (a) the Company or its Subsidiaries?  Yes  No
  - (b) any person proposed for this insurance in their capacity as either Director, Officer, or employee of the Company or its Subsidiaries?  Yes  No
- If “Yes” to either of the above, provide details in an attachment to this Proposal Form.**

**IT IS AGREED THAT ANY CLAIM ARISING FROM ANY PRIOR OR PENDING PROCEEDING IS EXCLUDED FROM THE PROPOSED COVERAGE.**

13. Is the undersigned or any Director or Officer proposed for this insurance aware of any fact, circumstance or situation involving the Company or its Subsidiaries or the Directors or Officers of the Company or its Subsidiaries which he or she has reason to believe might result in any future Claim under the Policy to which this Proposal Form will be attached?  Yes  No  
**If “Yes”, please provide details in an attachment to this Proposal Form.**

**IT IS AGREED THAT IF KNOWLEDGE OF ANY SUCH FACT, CIRCUMSTANCE OR SITUATION EXISTS, ANY CLAIM SUBSEQUENTLY ARISING THEREFROM SHALL BE EXCLUDED FROM COVERAGE.**

**Part IV – INSURANCE INFORMATION**

14. Provide the following insurance information:

Professional Liability                      Limit \_\_\_\_\_ Retention \_\_\_\_\_ Policy Period \_\_\_\_\_

15. Current or Previous Directors’ and Officers’ Liability Insurance:

(a) Insurer                      Limit                      Retention                      Premium                      Policy Period

\_\_\_\_\_

- (b) Has any Claim been made under any D & O policy or has notice been given to any D & O Insurer?                       Yes    No
- (c) Has any Insurer refused, cancelled or non-renewed D & O coverage?                       Yes    No

**If “Yes” to either (b) or (c) above, provide details in an attachment to this Proposal Form.**

**Attention - Applicants in AR, CO, DC, KY, NJ, NM, NY, OH, OK, VA:**

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 may also be subject to a civil penalty.

**In Colorado:** 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.

**In 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.

Also provide:    Agent Name: \_\_\_\_\_ Agent License #: \_\_\_\_\_

**In Iowa and New Hampshire:**

Provide:            Producer Signature \_\_\_\_\_ Date: \_\_\_\_\_

**In Maryland:** Any person who, knowingly and willfully presents a false or fraudulent claim for payment of a loss or benefit or who knowingly and willfully presents false information in an application for insurance is guilty of a crime and may be subject to fines and confinement in prison.

**In Pennsylvania:** 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.

**In Washington, Maine, Louisiana and Tennessee:** It is a crime to knowingly provide false, incomplete, or misleading information to an insurance company for the purpose of defrauding the company (including false information in an application for insurance and claim for payment of loss or benefit). Penalties include imprisonment, fines and denial of insurance benefits.

The undersigned Officer of the Company declares that to the best of his or her knowledge the statements set forth herein are true and correct and that reasonable efforts have been made to obtain sufficient information from each and every Director and Officer proposed for this insurance to facilitate the proper and accurate completion of this Proposal Form. The undersigned further agrees that if any significant adverse change in the condition of the applicant is discovered between the date of this Proposal Form and the effective date of the Policy, which would render this Proposal Form inaccurate or incomplete, notice of such change will be reported in writing to the Insurer immediately. The signing of this Proposal Form does not bind the undersigned to purchase the insurance.

**In New York:** 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 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 (\$5,000.00) and the stated value for each such violation.

**This Proposal Form must be signed by the Chairman of the Board, President, Chief Executive Officer, Chief Operating Officer, or Chief Financial Officer of the Company.**

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Signature	Title	Date
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One copy of each of the following documents is attached to and made part of the Proposal Form :

- (a) Annual Report (Complete Audited Financial Statement);
- (b) Latest Interim Financial Statement;
- (c) The most recent 10K, 10Q, and any other document filed with the Securities and Exchange Commission;
- (d) The Notice to Stockholders and Proxy Statement for the last scheduled meeting;
- (e) If applicable, the most recent year end and quarterly Convention Statements;
- (f) If applicable, the most recent year end and quarterly Call Reports.

**NOTE:** This Proposal including any material submitted herewith shall be treated in strictest confidence.

Please submit this Proposal Form including appropriate documentation to :

Great American Insurance Group, Executive Liability Division

P.O. Box 66943; Chicago, IL 60666