



**Independent Insurance Wholesalers, Inc.**  
 121 SW Morrison St., #325  
 Portland, OR 97204  
 Voice (503) 224-1956 Fax (503) 224-3010

**DIRECTORS AND OFFICERS LIABILITY AND COMPANY  
 REIMBURSEMENT APPLICATION**

1. Name of Company: \_\_\_\_\_

Address: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_

2. State of Incorporation: \_\_\_\_\_

3. Date from which the Company has continuously operated: \_\_\_\_\_

4. Nature of Operations: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

5. Stock Ownership:

(a) Number of common shares outstanding \_\_\_\_\_

(b) Number of common stock shareholders \_\_\_\_\_

(c) Number of common shares owned (directly and beneficially) by directors \_\_\_\_\_

(d) Number of common shares owned (directly and beneficially) by officers who are not directors \_\_\_\_\_

(e) Does any shareholder own directly or beneficially 10% or more of the common shares? (If so, give details) \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

6. Subsidiary Companies:

<u>Name of Subsidiary</u>	<u>Type of Operation</u>	<u>% Owned</u>	<u>Date Acquired/Created</u>
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

*(Continued over)*

7. Complete list of all Directors and Officers of the Company and its Subsidiary Companies by name and Affiliations with other Corporations.

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8. The Officer of the Company designated to receive any and all notices from the Insurers concerning this insurance:

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9. Has the Company:

(a) under consideration at the present time or does it contemplate any mergers, acquisitions or consolidations?

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(b) filed or contemplated filing any registration statement with the Securities and Exchange Commission within the past 18 months or within the next twelve months for a public offering or securities?

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10. Has the Corporation, its Directors and/or Officers been involved in any of the following:

(a) Any anti-trust, copyright or patent litigation? \_\_\_\_\_

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(b) Any criminal or civil action or administrative proceeding charging a violation of any federal or state security law or regulation?

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(c) Any representative actions, class actions or derivative suits? \_\_\_\_\_

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(d) Any criminal or civil action or administrative proceeding charging a violation of any federal or state anti-trust or Fair Trade Law?

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11. It is agreed with respect to facts or circumstances which may exist with respect to question #10 that any claim or action arising therefrom is excluded from this proposed coverage.

12. Is any Director or Officer proposed for insurance aware of any act, error or omission involving the Company, its subsidiaries or the Directors or Officers of the Company or its Subsidiaries which might give rise to a claim under the proposed policy?

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13. If insurance had been or were now in force similar to that now proposed, would any claim within the scope of such insurance have been made or is such now pending against any person proposed to insurance in his capacity of either Director or Officer of the Company or any other corporation?

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14. Previous Directors and Officers Liability insurance:

- (a) Company \_\_\_\_\_
- (b) Limit \_\_\_\_\_ (c) Self Insured Retention \_\_\_\_\_
- (d) Premium (indicate annual or three year) \_\_\_\_\_
- (e) Policy Term \_\_\_\_\_

15. Has any carrier refused or cancelled coverage? (If cancelled, date of cancellation) \_\_\_\_\_

16. Amount of indemnity required \$ \_\_\_\_\_

17. It is agreed that the Directors and Officers shall give the insurer the right to associate with them in the defense and settlement of any claim that appears reasonably likely to involve the insurer and the Directors and Officers will cooperate with the insurer in the defense of such claim.

18. No fact, circumstance or situation indicating the probability of a claim or action against which indemnification is or would be afforded by the proposed insurance is now known to any Director or Officer of this Company; and it is agreed to all concerned that if there be knowledge of any such fact, circumstance or situation, any claim or action subsequently emanating therefrom shall be excluded from coverage under the proposed insurance.

19. Additional Material:

As part of this application, attach the following:

- (a) The latest audited Annual Report (including balance sheet and income statement),
- (b) If available, latest 10-K and 10-Q reports filed with the S.E.C.,
- (c) The latest interim financial statement,
- (d) A copy of the indemnification provisions of the by-laws, and
- (e) If a non-profit organization, the complete by-laws, charter or articles of incorporation.

20. The undersigned authorized Officer of the Company on behalf of the applicant and all persons or concerns seeking insurance, has read and understands the Application and declares that all statements set forth herein are true, complete and accurate. The undersigned further declares and represents that any occurrence or event taking place prior to the issuance of the policy applied for, which may render inaccurate, untrue or incomplete any statement made herein will *immediately* be reported in writing to the Insurer. The undersigned acknowledges and agrees that the submission and the Insurer's receipt of such written report, prior to the inception to the policy applied for, is a condition precedent to coverage.

Although the signing of this Proposal Form does not bind the undersigned on behalf of the Directors and Officers and the Company, to effect insurance, the undersigned, on behalf of the Directors and Officers and the Company, agrees that this form and the information furnished pursuant hereto shall be the basis of the contract should a policy be issued and this form will be attached to and become part of the policy. The insurers are hereby authorized to make any investigation and inquiry in connection with this Proposal as they may deem necessary.

NEW YORK APPLICANTS: PLEASE READ THE FOLLOWING STATEMENT CAREFULLY AND SIGN BELOW WHERE INDICATED. IF A POLICY IS ISSUED, NEW YORK INSURANCE DEPARTMENT REGULATIONS REQUIRE THAT THIS SIGNED STATEMENT BE ATTACHED TO THE POLICY.

The insured hereby acknowledges that he/she/it is aware that the limit of liability contained in this policy shall be reduced and may be completely exhausted by the costs of legal defense and, in such event, the Insurer shall not be liable for the costs of legal defense or for the amount of any judgment or settlement to the extent that such exceeds the limit of liability of this policy.

The insured hereby further acknowledges that he/she/it is aware that legal defense costs that are incurred shall be applied against the retention amount.

**WARNING**

Any person who knowingly and with intent to defraud any insurance company or other 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.

SIGNED \_\_\_\_\_

*Must Be Signed By Chairman of the Board or President*

TITLE \_\_\_\_\_

DATE \_\_\_\_\_