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 Name of Insurance Company to which **Application** is made (herein called the “**Insurer**”)

CORPORATE COUNSEL PREMIERSM PROFESSIONAL LIABILITY APPLICATION

NOTICE: THE POLICY PROVIDES THAT THE LIMITS OF LIABILITY AVAILABLE TO PAY JUDGMENTS OR SETTLEMENTS SHALL BE REDUCED BY DEFENSE COSTS. FURTHER NOTE THAT AMOUNTS INCURRED FOR DEFENSE COSTS SHALL BE APPLIED AGAINST THE RETENTION AMOUNT.

IF A POLICY IS ISSUED, IT WILL BE ON A CLAIMS-MADE BASIS.

1. Name of the **Applicant**: _____
 (the “**Applicant**”)

2. Address of the main office of the **Applicant**:

3. Date **Applicant** established: _____

4. State of Incorporation: _____

5. Primary Nature of Business: _____

6. Number of **Corporate Counsel**¹ employed by the **Applicant**
 (including **Subsidiaries**): _____

7. Number of Independent Contractor Counsel contracted by
 the **Applicant** (including **Subsidiaries**): _____

8. Limit of Liability requested: \$ _____

9. Self-insured Retention requested (each **claim**):
 (a) **Corporate Counsel (non-indemnifiable loss)** \$ _____
 (b) **Organization (including Subsidiaries) (indemnifiable loss)** \$ _____

¹ All terms which appear in **Bold** type are used in this **Application** with the same respective meanings as they have in the Corporate Counsel Premier policy.

10. Are the **Applicant's** (including **Subsidiaries**) securities publicly traded or subject to public reporting under the Securities Exchange Act of 1934? Yes No
If "No," proceed to question 16 and skip questions 11, 12, 13, 14 and 15.

11. **Securities Claims** Sublimit of Liability requested:
(maximum \$5,000,000) \$ _____

12. Does any **Corporate Counsel** issue legal opinions with respect to registration statements filed with any securities commission? Yes No

13. Does any **Corporate Counsel** sign registration statements of the **Applicant** including its **Subsidiaries**? Yes No

14. Does any **Corporate Counsel** serve on the Board of Directors or equivalent governing body of the **Applicant** or its **Subsidiaries**? Yes No

15. Has the **Applicant** or its **Subsidiaries** made a public offering of debt or equity within the past twenty-four (24) months? Yes No

16. Does the **Applicant** or its **Subsidiaries** anticipate any registration of securities under the Securities Act of 1933 (or any similar state or foreign rule or law) or any other offering of securities within the next twelve (12) months? Yes No

17. Are plans under consideration for a merger, acquisition or consolidation of or by the **Applicant** including its **Subsidiaries**? Yes No

18. Does the **Applicant** or its **Subsidiaries** permit or require any **Corporate Counsel** to issue written legal opinions to outside parties in connection with sales, acquisitions or other transactions? Yes No

19. Does any **Corporate Counsel** serve on a due diligence committee or perform **legal services** regarding any merger, acquisition or a consolidation of or by the **Applicant** or its **Subsidiaries**? Yes No

20. Does any **Corporate Counsel** appear in court for the **Applicant** or its **Subsidiaries** or other parties in the course of his employment for the **Applicant**? Yes No

21. Does any **Corporate Counsel** provide personal **legal services** with respect to criminal, matrimonial or intellectual property law or estate/financial planning? Yes No

22. Based on Financial Statement Dated: _____ / _____ (Year/Month)

Total Assets	\$ _____
Total Liabilities	\$ _____
Current Assets	\$ _____
Current Liabilities	\$ _____
Revenues (Most recent year)	\$ _____

23. Does the **Applicant**, including its **Subsidiaries**, carry

- (a) directors and officers or other executive liability insurance? Yes No
- (b) employment practices liability insurance? Yes No
- (c) professional liability insurance for corporate counsel, including the legal staff? Yes No

If "Yes," provide the following with regard to all insurance:

	D&O	EPLI	Professional Liability
Insurance Carrier			
Limits of Liability			
Sublimits of Liability			
Coinsurance			
Deductible/Retention			
Policy Period			
Premium			
Retroactive Date/Continuity Date			
Number of years of continuous coverage			

24. Has any insurance carrier refused, canceled or non-renewed the **Applicant's** (including **Subsidiaries**): *(MISSOURI APPLICANTS NEED NOT REPLY.)*

- (a) directors & officers liability or executive liability insurance coverage? Yes No
- (b) employment practices liability insurance? Yes No
- (c) corporate counsel professional liability insurance? Yes No

If "Yes," attach full details including when and reason(s).

25. Is any **Corporate Counsel**, the **Applicant**, or its **Subsidiaries** aware, after reasonable inquiry, of any claims or actions against any person proposed for insurance in his or her capacity as **Corporate Counsel** within the past three (3) years?

Yes No *If "Yes," attach full details.*

26. Is any **Corporate Counsel**, the **Applicant**, or its **Subsidiaries** aware, after reasonable inquiry, of any act, error or omission which may reasonably be expected to give rise to a **claim** against any **Corporate Counsel**? Yes No *If "Yes," attach full details.*

27. Has any **Corporate Counsel** been the subject of a reprimand or disciplined by, or refuse admission to a bar association, court or administrative agency?

Yes No *If "Yes," attach full details.*

28. Has the **Applicant**, any of its **Subsidiaries** or any **Corporate Counsel** been charged in any civil, criminal, administrative or regulatory action or proceeding with a violation of any federal, state or foreign securities law, rule or regulation?

Yes No *If "Yes," attach full details.*

It is agreed that with respect to Questions 25, 26, 27 and 28 above, that if such claim, proceeding, action, knowledge, information or involvement exists, then such claim, proceeding or action and any **claim** or action arising from such claim, proceeding, action, knowledge, information or involvement is excluded from the proposed coverage.

ALL WRITTEN STATEMENTS AND MATERIALS FURNISHED TO THE INSURER IN CONJUNCTION WITH THIS APPLICATION ARE HEREBY INCORPORATED BY REFERENCE INTO THIS APPLICATION AND MADE A PART HEREOF.

THIS APPLICATION DOES NOT BIND THE APPLICANT TO BUY OR THE INSURER TO ISSUE THE INSURANCE, BUT IT IS AGREED THAT THIS FORM SHALL BE THE BASIS OF THE CONTRACT SHOULD A POLICY BE ISSUED, AND IT WILL BE ATTACHED TO AND BECOME PART OF THE POLICY. THE UNDERSIGNED AUTHORIZED OFFICER OF THE APPLICANT DECLARES THAT THE STATEMENTS SET FORTH IN THIS APPLICATION ARE TRUE. THE UNDERSIGNED AUTHORIZED OFFICER AGREES THAT IF THE INFORMATION SUPPLIED ON THIS APPLICATION CHANGES BETWEEN THE DATE OF THIS APPLICATION AND THE EFFECTIVE DATE OF THE INSURANCE, THE APPLICANT WILL IMMEDIATELY NOTIFY THE INSURER OF SUCH CHANGES, AND THE INSURER MAY WITHDRAW OR MODIFY ANY OUTSTANDING QUOTATIONS AND/OR AUTHORIZATION OR AGREEMENT TO BIND THE INSURANCE.

NOTICE TO 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 ACT, WHICH IS A CRIME AND MAY SUBJECT SUCH PERSON TO CRIMINAL AND CIVIL PENALTIES.

NOTICE TO ARKANSAS 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 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 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 AUTHORITIES."

NOTICE TO DISTRICT OF COLUMBIA APPLICANTS: "WARNING: IT IS A CRIME TO PROVIDE FALSE OR MISLEADING INFORMATION TO AN INSURER FOR THE PURPOSE OF DEFRAUDING THE INSURER OR ANY OTHER PERSON. PENALTIES INCLUDE IMPRISONMENT AND/OR FINES. IN ADDITION, AN INSURER MAY DENY INSURANCE BENEFITS IF FALSE INFORMATION MATERIALLY RELATED TO A CLAIM WAS PROVIDED BY THE APPLICANT."

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 IN 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 LOUISIANA 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 MAINE 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 MAY INCLUDE IMPRISONMENT, FINES OR A DENIAL OF INSURANCE BENEFITS."

NOTICE TO NEW JERSEY APPLICANTS: "ANY PERSON WHO INCLUDES ANY FALSE OR MISLEADING INFORMATION ON AN APPLICATION FOR AN INSURANCE POLICY IS SUBJECT TO CRIMINAL AND CIVIL PENALTIES."

NOTICE TO NEW MEXICO 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 CIVIL FINES AND CRIMINAL PENALTIES."

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, 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."

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." (365:15-1-10, 36 §3613.1)

NOTICE TO 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 TENNESSEE 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 VIRGINIA 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."

IF A POLICY IS ISSUED, THE APPLICATION IS ATTACHED TO AND MADE A PART OF THE POLICY SO IT IS NECESSARY THAT ALL QUESTIONS BE ANSWERED IN DETAIL.

PLEASE READ THE FOLLOWING STATEMENT CAREFULLY AND SIGN BELOW WHERE INDICATED. IF A POLICY IS ISSUED, THIS SIGNED STATEMENT WILL BE ATTACHED TO THE POLICY.

The undersigned authorized officer of the **Applicant** hereby acknowledges that he/she 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 undersigned authorized officer of the **Applicant** hereby further acknowledges that he/she is aware that legal defense costs that are incurred shall be applied against the retention amount.

Signed: _____

Print Name: _____

Date: _____

Title: _____

(Must be signed by the president or CEO if a corporation, a general partner if a partnership).

Attest: _____

Broker: _____

License #: _____

Address: _____
