



ExecProsm
Proposal Form
for
A-Side Excess and Difference in Conditions
Liability Insurance Policy

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. The Company has continuously operated since: _____
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? Yes No
If "Yes", in an attachment to this Proposal Form, provide name(s), percentage of holdings and, if applicable, indicate the shareholder's representative on the board of directors.
3. Does the Company have a policy governing trading in Company securities or trading based upon non-public information by Directors, Officers and employees? **If "Yes"**, respond to (a) and (b) below. Yes No
 - (a) Are Directors and Officers required to sign an agreement attesting to their compliance with this policy? Yes No
 - (b) Does the Company have procedures in place to monitor compliance with this policy? Yes No**If "No" to any of the above items**, provide details in an attachment to this Proposal Form.
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? Yes No
If "Yes", provide details in an attachment to this Proposal Form.
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). **If "None"**, please indicate: None

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.

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 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 MEXICO 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 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 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 and 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.

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.

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 the 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.

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.

Signature

Title

Date

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

- (a) The most recent Annual Report (Complete Audited Financial Statement).
- (b) Latest Interim Financial Statement.
- (c) If applicable, the most recent 10K, 10Q, and any other document filed with the Securities and Exchange Commission.
- (d) If applicable, 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 Companies, Executive Liability Division
P.O. Box 66943
Chicago, IL 60666