

Scottsdale Indemnity Company

Home Office:

One Nationwide Plaza • Columbus, Ohio 43215

Administrative Office:

8877 North Gainey Center Drive • Scottsdale, Arizona 85258

1-800-423-7675

APPLICATION FOR A-SIDE INSURANCE

UNLESS OTHERWISE PROVIDED IN THE FOLLOWING POLICY, THIS POLICY APPLIES ONLY TO CLAIMS FIRST MADE AGAINST THE INSURED DURING THE POLICY PERIOD OR DISCOVERY PERIOD. THE LIMIT OF LIABILITY SHALL BE REDUCED BY PAYMENT OF DEFENSE COSTS. PLEASE READ THIS APPLICATION CAREFULLY.

Fully answer all questions and submit all requested information. Terms appearing in bold in this **Application** are defined in the Policy and have the same meaning in this **Application** as in the Policy. The **Company** will hold this **Application**, including all materials submitted herewith, in confidence.

GENERAL INFORMATION

1. The Applicant (to be identified as the **Named Insured** in **Item 1.** of the Declarations): _____
Principal Address: _____
City: _____ State: _____ Zip Code: _____
2. Officer designated to receive correspondence and notices from the **Company**:
Name: _____ Title: _____
3. Indicate if Applicant seeks Primary or Excess Coverage: Primary Excess

CURRENT INSURANCE PROGRAM

Please provide the following information regarding Applicant's current insurance coverage:

INSURANCE	INSURER	LIMITS (IN MILLIONS)	PREMIUM	EXPIRATION
D&O Liability				
Crime/Fidelity				
Employment Practices Liability				
Fiduciary Liability				

CHANGES IN APPLICANT

1. Has the Applicant or any of its subsidiaries publicly revealed in the past twenty-four (24) months, or does it presently contemplate that within the next twelve (12) months it will be involved in, any:
 - a. acquisition, consolidation or merger with any other entity? Yes No
 - b. acquisition or disposition of any stock, assets or interest in any other corporation, partnership, or joint venture?..... Yes No
 - c. sale, distribution or divestiture of any assets or stock other than in the ordinary course of business? Yes No
 - d. bankruptcy proceeding or legal or financial reorganization or arrangement with creditors under federal or state law?..... Yes NoIf "Yes" to a., b., c. or d. above, please attach complete details.
2. Has the Applicant or any of its subsidiaries filed in the past eighteen (18) months, or does the Applicant or any of its subsidiaries contemplate filing within the next twelve (12) months, any registration statement with any government authority for a public offering or private placement of securities?..... Yes No
If "Yes," please provide applicable prospectus.

3. Is the Applicant or any of its subsidiaries presently considering any acquisition, merger, tender offer, or divestiture that will change the asset and/or revenue base of the Applicant by five percent (5%) or more? Yes No
If "Yes," please attach details.

LOSS/CLAIMS HISTORY

1. Has the Applicant exercised any extended reporting period coverage under any previous insurance, whether primary or excess, within the past three (3) years? Yes No
2. During the last three (3) years, has the Applicant or any of its subsidiaries or any other proposed **Insureds** been involved, or are they currently involved in, or received notice of any of the following:
- a. any civil or criminal litigation, administrative proceeding, formal or informal inquiry, questioning, probe, investigation, inspection, examination or review, whether preliminary or otherwise, by any federal, state, or local or foreign administrative agency including but not limited to the SEC? Yes No
 - b. any antitrust, copyright or patent litigation? Yes No
 - c. any other criminal actions? Yes No
 - d. any representative actions, class actions or derivative suits? Yes No
 - e. any other material litigation? Yes No
 - f. any claim or potential claim noticed under any insurance? Yes No
- If "Yes," please attach complete details including amounts paid by any insurers.
3. Is there any pending proceeding or litigation or written demand against any person or entity proposed for this insurance that may fall within the scope of coverage afforded by any similar insurance presently or previously in effect? Yes No
If "Yes," please summarize each and state the amount paid by any insurers.
4. Has any person or entity proposed for this insurance given notice under the provisions of any other previous or current similar insurance policy of any facts or circumstances which may give rise to a **Claim**? Yes No
If "Yes," please attach complete details.
5. Does any person or entity proposed for this insurance have any knowledge or information of any actual or alleged act, error, omission, fact or circumstance which may give rise to a **Claim** which may fall within the scope of the proposed insurance? Yes No
If "Yes," please attach complete details.

AS TO QUESTIONS 2-5. ABOVE, IT IS UNDERSTOOD AND AGREED THAT IF ANY SUCH PROCEEDING, LITIGATION, DEMAND, NOTICE, KNOWLEDGE OR INFORMATION EXISTS, THEN ANY SUCH PROCEEDING, LITIGATION AND DEMAND AND ANY CLAIM THAT MIGHT ARISE FROM ANY SUCH PROCEEDING, LITIGATION, DEMAND, NOTICE, KNOWLEDGE OR INFORMATION IS EXCLUDED FROM COVERAGE UNDER THE PROPOSED INSURANCE.

MATERIALS REQUESTED

As part of this **Application**, please submit the following documents:

- 1. Audited and interim financial statements of the Applicant with any notes and schedules.
- 2. Any registration statements of the Applicant filed with the Securities Exchange Commission or any private placement memoranda within the last twelve (12) months and any subsequent filings.
- 3. Most recent annual report of the Applicant.
- 4. The Applicant's bylaws and articles of incorporation relating to indemnification.
- 5. Most recent proxy statement submitted to shareholders.

The persons signing this **Application** declare that to the best of their knowledge the statements set forth herein and the information in the materials submitted herewith are true and correct and that reasonable efforts have been made to obtain sufficient information from all proposed **Insureds** to facilitate the proper and accurate completion of this **Application** for the proposed policy. Signing this **Application** does not bind the undersigned to purchase the insurance, but this **Application** shall be the basis of the contract should a policy be issued.

It is agreed by all concerned that the particulars and statements contained in this **Application** are true and shall be deemed material to the decision of the **Company** to issue the insurance. The undersigned agree that if after the date of this **Application** and prior to the effective date of any policy based on this **Application**, any occurrence, event or other circumstance should render any of the information contained in this **Application** inaccurate or incomplete, then the undersigned shall notify the **Company** of such occurrence, event or circumstance and shall provide the **Company** with information that would compete, update or correct such information. In such event, the **Company** in its sole discretion may modify or withdraw any outstanding quotation.

The **Company** shall maintain on file this **Application**, including material submitted therewith, which shall be considered to be physically attached to and part of the Policy, if issued.

The information requested in this **Application** is for underwriting purposes only and does not constitute notice to the **Company** under any policy of a **Claim** or potential claim. All such notices must be submitted to the **Company** pursuant to the terms of the Policy, if and when issued.

Notice to Arizona Applicants: For your protection, Arizona law requires the following statement to appear on this form. Any person who knowingly presents a false or fraudulent claim for payment of a loss is subject 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 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 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 a statement of claim containing materially false 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 or conceals, for the purpose of misleading, information concerning any fact material thereto, commits a fraudulent insurance act, which is a crime and is subject to a civil penalty not to exceed \$5,000.00 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.

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 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 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.

This **Application** must be signed by (1) the Chairman of the Board, and (2) the Chief Executive Officer or President of the Applicant. If the Chairman of the Board and the Chief Executive Officer or President are the same individual, the **Application** must also be signed by the Chief Financial Officer, Chief Operating Officer or General Counsel.

Date: _____ Signature: _____

Title: _____

Date: _____ Signature: _____

Title: _____

A POLICY CANNOT BE ISSUED UNLESS THIS APPLICATION IS PROPERLY SIGNED AND DATED.

For Agents in Florida and Iowa:

Agent Name: _____ License Number: _____