

Centurion Liability Insurance Services, LLC.  
15901 Red Hill Avenue, Suite 100  
Tustin, California 92780  
Phone: 714-277-4363  
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## EMPLOYED LAWYERS PROFESSIONAL LIABILITY POLICY APPLICATION

### IMPORTANT NOTICE

THIS IS A CLAIMS MADE AND REPORTED POLICY. EXCEPT AS OTHERWISE PROVIDED HEREIN, THIS POLICY COVERS ONLY CLAIMS THAT ARE (1) FIRST MADE DURING THE POLICY PERIOD, (2) THAT ARE THE RESULT OF WRONGFUL ACTS COMMITTED ON OR AFTER THE RETROACTIVE DATE BUT BEFORE THE END OF THE POLICY PERIOD AND (3) THAT ARE REPORTED WITHIN THE TIME SPECIFIED IN THE NOTICE AND REPORTING REQUIREMENTS PROVISIONS. PLEASE READ THE POLICY CAREFULLY.

IF A POLICY IS ISSUED, THE LIMIT OF LIABILITY AVAILABLE TO PAY DAMAGES, SETTLEMENTS AND JUDGMENTS WILL BE REDUCED AND MAY BE EXHAUSTED BY THE PAYMENT OF DEFENSE EXPENSES.

⇒ **Limit of Liability** Requested: \$ \_\_\_\_\_

⇒ **Self-Insured Retention** Requested (each claim):

A. **Corporate Counsel**: \$ \_\_\_\_\_

B. **Company** (including subsidiaries): \$ \_\_\_\_\_

1. Name of the **Company**<sup>1</sup>: \_\_\_\_\_  
(the "**Company**"). Please attach a copy of the **Company's** current letterhead.

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

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

3. Name and address(es) of any and all subsidiaries of the **Company**:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

<sup>1</sup> All terms which appear in **Bold** type are used in this **Application** with the same respective meanings as they have in the Employed Lawyers Professional Liability **Policy**.

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4. Date **Company** established: \_\_\_\_\_

5. Form of Business of **Company**:

Individual \_\_\_\_\_ Professional Association \_\_\_\_\_ Partnership \_\_\_\_\_  
 Limited Liability Partnership/Corporation \_\_\_\_\_ Corporation \_\_\_\_\_ Other \_\_\_\_\_

6. State of incorporation: \_\_\_\_\_

7. Is the **Company** publicly traded, private or not for profit? \_\_\_\_\_

If public, please provide the name of the exchange where the **Company** is listed, as well as its symbol.

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If private, does the **Company** have public debt? Yes \_\_\_\_\_ No \_\_\_\_\_

8. Primary Nature of **Company's** Business: \_\_\_\_\_

9. Please provide the name of every **Corporate Counsel** of the **Company** (including subsidiaries), and indicate whether he or she is full-time, part-time, seasonal or temporary, and the number of years he or she has been a licensed attorney:

Name of Corporate Counsel	Full-Time, Part-Time, Seasonal or Temporary?	Years Corporate Counsel been a licensed attorney?

10. Please provide the name of every independent contractor who, pursuant to a written agreement with the **Company**, has been retained to provide legal services as an attorney for or on behalf of the **Company** (including subsidiaries), and indicate the number of years he or she has been a licensed attorney:

Name of Independent Contractor Attorney	Years independent contractor has been a licensed attorney?

11. Please enter the number of employed:

Law Clerks \_\_\_\_\_ Investigators \_\_\_\_\_ Abstractors \_\_\_\_\_ Paralegals \_\_\_\_\_  
 Clerical Staff \_\_\_\_\_

12. Does the **Company** have an indemnification policy or practice applicable to **Corporate Counsel**, regardless of whether those **Corporate Counsels** are also directors or officers of the **Company**?  
 Yes \_\_\_\_\_ No \_\_\_\_\_

If Yes, please provide details and attach indemnification provisions and relevant limitation of liability provisions in the certificate of incorporation or corporate bylaws, as well as any other indemnification policies or agreements.

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13. Are there any **Corporate Counsels** outside of the **Company's** legal Department, office of the General Counsel or equivalent department or office? Yes \_\_\_\_\_ No \_\_\_\_\_

If Yes, describe the **Corporate Counsel's** department, structure and type of work undertaken:

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14. Are any **Corporate Counsel** also employed as salaried employees of any city, person or organization other than the **Company**? Yes \_\_\_\_\_ No \_\_\_\_\_ If Yes, please explain.

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15. Describe the types of *Pro Bono* and **Moonlighting** work performed by **Corporate Counsel**:

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16. Please check all areas which account for (100%) of the total work done by all **Corporate Counsel** and indicate the number of **Corporate Counsel** working in each area:

Area of Practice	% of work and number of Corporate Counsel working in this area	Area of Practice	% of work and number of Corporate Counsel working in this area
Contract Drafting/Review/Approval		Other Regulatory Compliance (describe)	
Copyright/Patent/Trademark		Moonlighting	
Collection/Repossession		<i>Pro Bono</i>	
Corporate Finance		Real Estate	
Corporate Transactional		Securities	
Environmental Compliance		Taxation	
International Law		Utility Regulation	
Domestic Relations		Bankruptcy	
Labor Relations/ Employment		Municipal Law	
Administrative Law		Civil Rights	
Workers Compensation		Banking or Savings and Loan	
ERISA/Employee Benefits		Estates and Trusts	
Criminal		Entertainment Law	
Admiralty/Maritime		Investment Counseling/ Money Management	
Domestic/Family Law		Social Security	
General Commercial Litigation – Defense		General Commercial Litigation – Plaintiff	
Bodily Injury/Personal Injury – Defense		Bodily Injury/Personal Injury – Plaintiff	
Insurance Recovery – Plaintiff		Insurance Recovery – Defense	
Immigration		Product Liability	
Other (describe if 5% or more):			
		<b>TOTAL _____ (MUST EQUAL 100%)</b>	

17. In the last five (5) years, has any **Corporate Counsel** (while an **Employee** of the **Company**) provided **Legal Services** to any financial institution? Yes \_\_\_\_\_ No \_\_\_\_\_

If Yes, please provide the full name and address of the financial institution and describe the **Legal Services** provided.

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18. Are the **Company'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 21 and skip questions 19 and 20.

19. Does any **Corporate Counsel** review, comment on, approve and/or issue legal opinions with respect to registration statements or other reports filed with any securities commission? Yes \_\_\_\_\_ No \_\_\_\_\_

If Yes, please describe **Corporate Counsel's** role:

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20. Does any **Corporate Counsel** sign registration statements of the **Company** including subsidiaries? Yes \_\_\_\_\_ No \_\_\_\_\_

21. Does any **Corporate Counsel** serve on the Board of Directors or equivalent governing body of the **Company** or its subsidiaries? Yes \_\_\_\_\_ No \_\_\_\_\_

22. Does any **Corporate Counsel** serve on the Board of Directors or equivalent governing body of any entity other than the **Company**? Yes \_\_\_\_\_ No \_\_\_\_\_

23. Does any **Corporate Counsel** of the **Company** engage in private practice? Yes \_\_\_\_\_ No \_\_\_\_\_

24. Does any **Corporate Counsel** of the **Company** engage in business ventures with the **Company's** clients? Yes \_\_\_\_\_ No \_\_\_\_\_

If Yes, please identify the **Corporate Counsel(s)**, and the clients, and the nature of the business venture.

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25. Has the **Company** or its subsidiaries made a public offering of debt or equity within the past twenty-four (24) months? Yes \_\_\_\_\_ No \_\_\_\_\_

If Yes, please provide a copy of the prospectus.

26. Does the **Company** 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 \_\_\_\_\_
27. Are plans under consideration for a merger, acquisition or consolidation of or by the **Company** including its subsidiaries within the next 12 months? Yes \_\_\_\_\_ No \_\_\_\_\_
28. Does the **Company** 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 \_\_\_\_\_

If Yes, please describe the types of opinions issued and the recipients thereof.

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29. Does any **Corporate Counsel** issue written legal opinions to or for the use of:

- (a) The **Company's** Board of Directors? Yes \_\_\_\_\_ No \_\_\_\_\_
- (b) Entities other than the **Company** in which the **Company** has an equity or other interest?  
Yes \_\_\_\_\_ No \_\_\_\_\_
- (c) Third Parties? Yes \_\_\_\_\_ No \_\_\_\_\_
- (d) Others? Yes \_\_\_\_\_ No \_\_\_\_\_

If Yes to any part of this question, please describe the types of opinions issued and the recipients thereof.

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30. 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 **Company** or its subsidiaries?  
Yes \_\_\_\_\_ No \_\_\_\_\_
31. Does any **Corporate Counsel** appear in any judicial, administrative or other proceedings for the **Company** or its subsidiaries or other parties in the course of his or her employment for the **Company**?  
Yes \_\_\_\_\_ No \_\_\_\_\_
32. Does any **Corporate Counsel** provide personal **legal services** to anyone in the **Company** in their personal capacity with respect to criminal, matrimonial or intellectual property law, estate/financial planning or other area? Yes \_\_\_\_\_ No \_\_\_\_\_

If Yes, indicate percentage of **Corporate Counsel's** time devoted to the provision of such personal **Legal Services** and please indicate the type of personal **Legal Services** provided:

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33. Based on the **Company's** Financial Statement Dated: \_\_\_\_\_/\_\_\_\_\_/\_\_\_\_\_ (Year/Month)

Total Assets \$ \_\_\_\_\_

Total Liabilities \$ \_\_\_\_\_

Current Assets \$ \_\_\_\_\_

Current Liabilities \$ \_\_\_\_\_

Revenues (Most recent year) \$ \_\_\_\_\_

34. Does the **Company** 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:

	Directors & Officers	Employment Practices Liability	Professional Liability
Insurance Carrier			
Limits of Liability			
Sublimits of Liability			
Deductible/Retention			
Policy Period			
Premium			
Retroactive Date/Continuity Date			
Number of years of continuous coverage			
Has the Company provided notice of any Claim to the carrier in the past three (3) years?	Yes _____ No _____	Yes _____ No _____	Yes _____ No _____

35. Has any insurance carrier refused, canceled or non-renewed the **Company's** (including subsidiaries):

(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).

36. Is any **Corporate Counsel**, the **Company** or its subsidiaries aware, after reasonable inquiry, of any **Claims** against any person proposed for insurance in his or her capacity as **Corporate Counsel** within the past five (5) years? Yes \_\_\_\_\_ No \_\_\_\_\_

If Yes, attach full details.

37. Is any **Corporate Counsel**, the **Company** 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.

38. Has any **Corporate Counsel** been the subject of a reprimand or disciplined by or refused admission to a bar association, court or administrative agency? Yes \_\_\_\_\_ No \_\_\_\_\_

If Yes, attach full details.

39. Has the **Company**, 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.

40. Do **Corporate Counsel** maintain current bar memberships for each state in which he or she practices? Yes \_\_\_\_\_ No \_\_\_\_\_

41. Does any **Corporate Counsel** refer work to outside counsel? Yes \_\_\_\_\_ No \_\_\_\_\_

If Yes, describe the **Company's** guidelines for such referrals.

It is agreed that with respect to Questions 36 and 37 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 **COMPANY** 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 **COMPANY** 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 **POLICY**, THE **COMPANY** 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.

## **STATE FRAUD DISCLOSURES:**

**NOTICE TO ARKANSAS, NEW MEXICO AND WEST VIRGINIA 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 INSURER. 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 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 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, VIRGINIA 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 VERMONT 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 MAY BE A CRIME AND MAY SUBJECT SUCH PERSON TO CRIMINAL AND CIVIL PENALTIES.

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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 TRUTHFULLY AND 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 **Company** hereby acknowledges that if a policy is issued, it will be on a claims made and reported basis. He or she is also aware that the proposed **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 **Company** 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, CEO, General Counsel or equivalent position if a corporation, and by a general partner if a partnership).



Program Manager:  
Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Date: \_\_\_\_\_

Centurion Liability Insurance Services, LLC.  
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Tustin, California 92780

License No.: 0F74446