

Private Equity Professional EdgeSM Application

Private Equity/Venture Capital Management and Professional Liability Insurance,
Including Employment Practices Liability Insurance

NOTICES:

In underwriting your submission for coverage, the Insurer will rely upon the accuracy and completeness of the statements, warranties and representations contained in this form, and on certain information contained in your public filings with the Securities and Exchange Commission, if any. Such statements, warranties, representations and filings will be a basis for any policy that results and deemed incorporated into that resulting policy. If a policy results, it will provide claims-made coverage. Also, amounts incurred for legal defense will reduce the limit of liability available to pay judgments or settlements, and shall be applied against the retention amount. Please consider this application carefully and review it with your insurance agent or broker.

SECTION I. NAME, ADDRESS AND INSURED ORGANIZATION INFORMATION

1. Full (Legal) Name of Applicant: _____

Applicant Address _____

State of Formation: _____ Website Address: _____

2. Provide a list of all funds proposed for coverage:

Name of Fund and Fund General Partner	Committed Capital	Current Cost of Assets Under Management	Current Value of Assets Under Management	Number of Portfolio Companies	Percent of Capital Called
					%
					%
					%
					%
					%

Note: If there are additional funds to be added to this schedule, please do so by attachment to this Application.

3. Are there any plans to form a new fund within the next twelve months? Yes No

If "Yes," please indicate fund's anticipated investment strategy, industry focus and size.

4. Does the Applicant or any entity proposed for insurance provide (or plan to provide) leveraged dividends to its limited partners? Yes No

If "Yes," please explain.

5. Does the Applicant or any entity proposed for insurance operate a broker-dealer or provide underwriting services? Yes No

If "Yes," please explain.

6. Are professional services performed for third parties other than funds or portfolio companies? Yes No

7. Describe the investment strategies of each fund (e.g., venture capital, LBO, mezzanine financing, real estate, etc.) and their industry or geographical focus (if any).

8. Is the Applicant or any entity proposed for insurance a registered investment advisor? Yes No

If not, describe any plans to do so.

SECTION II. PORTFOLIO COMPANY INFORMATION

1. Please attach a list of portfolio companies and indicate for each portfolio company:
 - a. the details regarding such portfolio company's directors and officers liability, GPL or similar insurance currently in force, including the name of the insurer, limit of liability and policy period;
 - b. whether any directors, officers, employees, independent contractor or other advisors of the Applicant serve as directors, officers, employees, board observers or other advisors of any portfolio company; and
 - c. whether any such portfolio company is publicly-held or is considering a public offering during the next year.
2. With respect to trading in portfolio company securities, does the Applicant have policies in place regarding "insider trading", trading "blackout periods", and "trading windows"? Yes No
3. Does the Applicant have policies in place to ensure that commingling of funds does not occur between portfolio companies and the Applicant? Yes No
4. Does the Applicant maintain records regarding the rationale and decision making process for the sale and acquisition of securities in portfolio companies? Yes No
5. Is any portfolio company in (i) breach of any covenants under its lending agreements, and/or (ii) in bankruptcy or in the process of liquidation or dissolution (or contemplating any of the foregoing)? Yes No
 If "Yes," please specify.

SECTION III. EMPLOYMENT PRACTICES

1. Total number of employees:

	Domestic (except CA and TX)	Foreign	In CA	In TX
Full Time				
Part Time				
Independent Contractors and Consultants				

2. Total number of officers, managers and employees with annual salary and bonus:
 - a. under \$75,000:
 - b. Over \$75,000 and under \$200,000:
 - c. Over \$200,000 and under \$500,000:
 - d. Over \$500,000:
3. Does the Applicant or any entity proposed for insurance have a(n):
 - a. human resources or personnel department? Yes No
 - b. human resources manual or equivalent written management guidelines reviewed by legal counsel within the past two years? Yes No
 If so, does such manual or guidelines address the following issues, including, where applicable, interaction with third parties:
 - i. Legally prohibited discrimination Yes No
 - ii. Sexual harassment Yes No

- iii. **Compliance with the American with Disabilities Act** Yes No
- iv. **Compliance with the 1991 Civil Rights Act** Yes No
- v. **Compliance with the Family Medical Leave Act** Yes No
- vi. **Employee disciplinary actions** Yes No
- vii. **Terminations, layoffs and early retirements** Yes No
- viii. **Employee appraisals/reviews** Yes No

For all "No" answers, how are these issues handled and by whom?

- c. **employee handbook reviewed by legal counsel within the past two years?** Yes No
- i. **If so, has it been distributed to all employees?** Yes No

4. With respect to anti-discrimination/harassment policies:

- a. **is there a formalized process in place for reporting complaints/harassment?** Yes No
- b. **do personnel know that reporting will not result in a retaliatory action?** Yes No
- c. **is there employee training?** Yes No

5. Has any employment practices claim (including discrimination or harassment) been filed against a director, officer, manager or employee in the last five years? Yes No

If yes, please describe claim and disposition.

6. How many directors, officers, managers and employees left employment/service in each of the past three years?

<u>Year</u>	<u>Voluntary (Resigned/Retired)</u>	<u>Involuntary (Terminated)</u>
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7. Does the Applicant or any entity proposed for insurance contemplate undergoing during the next twelve months any terminations of an involuntary nature? Yes No

If "Yes," please explain.

8. Has the Applicant or any entity proposed for insurance recommended the termination of or any other adverse employment related action be taken against an employee of a portfolio company? Yes No

9. Where or to whom are lawsuits, administrative charges and demand letters reported and is there a reporting mechanism in place for the immediate reporting of such matters?

General Counsel: Human Resources: Risk Management: Other:

SECTION IV. CLAIMS HISTORY AND OTHER INFORMATION

1. Does any person or entity proposed for coverage know of or have information about:

- a. **any pending or prior claim, suit, regulatory or administrative action or other proceeding or investigation, inquiry or grievance, including without limitation any of the foregoing relating to employer responsibility to employees or customer/client lawsuits (any of which being a "Known Claim") of or against any proposed insured?** Yes No

If "Yes," please attach complete details.

- b any act, error or omission or circumstance (any of which being a "Potential Exposure"), which would lead a reasonable person to believe that such Potential Exposure might give rise to a claim, suit, action or other proceeding or investigation of or against any proposed insured?** Yes No

If "Yes," please attach complete details.

- 2. Has any person or entity proposed for coverage been: (a) involved in any copyright or patent litigation; (b) charged in any civil or criminal action or administrative proceeding with a violation of any federal or state antitrust or fair trade law; (c) charged in any civil or criminal action or administrative proceeding with a violation of any federal or state securities law or regulation; (d) charged in any federal or state proceeding citing a violation of anti-discrimination or anti-harassment law; (e) involved in any representative actions, class actions, or derivative suits; or (f) charged in any federal or state proceeding citing a violation of anti-harassment or anti-discrimination law (any of which in (a) through (f) being a "Prior Action")?** Yes No

If "Yes" to any of the above, please attach complete details.

IT IS AGREED THAT IF ANY SUCH KNOWN CLAIM, POTENTIAL EXPOSURE OR PRIOR ACTION EXISTS, THEN, UNLESS THE RESULTING INSURANCE POLICY EXPRESSLY PROVIDES OTHERWISE, SUCH POLICY SHALL NOT PROVIDE COVERAGE FOR ANY LOSS IN CONNECTION WITH SUCH KNOWN CLAIM, POTENTIAL EXPOSURE OR PRIOR ACTION.

- 3. Has any insurance carrier refused, canceled or non-renewed any Directors, Officers, General Partnership, Professional or Employment Practices Liability insurance coverage*?** Yes No

***MISSOURI APPLICANTS NEED NOT REPLY** If "Yes," please attach complete details including when and reason(s).

4. Attach copies of the following:

- a Offering memoranda/private placement memoranda for all funds.**
- b Latest annual/quarterly report and/or audited financial statement for all the funds and management company.**
- c Limited partnership (fund) agreement.**
- d Most recent letter to investors regarding fund performance**
- e Parts I and II of the ADV, if applicable.**
- f Applicant's current organizational chart and resumes of persons responsible for investment decisions.**
- g Example of service contract/agreement for services performed for or on behalf of a portfolio company.**

SECTION V. - RELATED PRODUCTS AND SERVICES

The following products and services also are available:

FIDUCIARY: Would you like us to include a quote for fiduciary liability? Yes No

FIDELITY: Would you like us to include a quote for fidelity bond coverage? Yes No

SECURITY AND PRIVACY: Are you interested in liability insurance for damages arising from a failure of a computer security, or the wrongful release of private information? Yes No

EMPLOYED LAWYERS: Are you interested in professional liability coverage for your in-house legal department? Yes No

PASSPORT: A service is available to facilitate compliance with local insurance and premium tax requirements outside the U.S. Would you like information on that service provided with your quote? Yes No

- **The undersigned authorized officer of the Applicant declares that the statements set forth herein are true, and 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, in order for the information to be accurate on the effective date of the insurance, immediately notify the Insurer of such changes, and the Insurer may withdraw or modify any outstanding quotations and/or authorizations or agreements to bind the insurance**
- **Signing of this application does not bind the Applicant or the Insurer to complete the insurance, but it is agreed that this application shall be the basis of the contract should a policy be issued, and it will be attached to and become part of the policy.**
- **All written statements and materials furnished to the Insurer by or on behalf of the Insured in conjunction with this application are incorporated by reference into this application and made a part of it.**

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, 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 COMPANY. PENALTIES MAY INCLUDE IMPRISONMENT, FINES OR A DENIAL OF INSURANCE BENEFITS.

NOTICE TO MARYLAND APPLICANTS: ANY PERSON WHO KNOWINGLY AND WILLFULLY PRESENTS A FALSE OR FRAUDULENT CLAIM FOR PAYMENT OF A LOSS OR BENEFIT OR WHO KNOWINGLY AND WILLFULLY 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 MINNESOTA APPLICANTS: A PERSON WHO FILES A CLAIM WITH INTENT TO DEFRAUD OR HELPS COMMIT A FRAUD AGAINST AN INSURER IS GUILTY OF A CRIME.

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 OREGON 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.

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.

Signed _____
(Applicant)

Attest _____

Date _____

Broker _____

Title _____
(Must be signed by President, Chairman,
Chief Executive Officer or Chief Financial Officer)

License # _____
Address _____

Attest _____

Broker _____

Address _____

THE FOLLOWING APPLIES TO APPLICANTS LOCATED IN THE STATES OF AR, MO, NY, NM and RI:

Please read the following statement carefully and sign 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 acknowledges that he/she is aware that legal defense costs that are incurred shall be applied against the retention amount.

Signed _____
(Applicant)

Date _____

Title _____
(Must be signed by President, Chairman,
Chief Executive Officer or Chief Financial Officer)