



ExecProsm
Proposal Form
for
Directors', Officers', Insured Entity and
Employment Practices Liability Insurance Policy

OUTSIDE DIRECTORSHIP PROPOSAL FORM

1. Name of the Individual for which coverage is to be extended (include title or position):

2. Name of the Outside Entity for which this Individual has been requested to serve and in what capacity:

Ticker symbol and exchange for Outside Entity(if applicable): _____

Outside Entity Internet Website address: _____

3. Nature of the Outside Entity's business or activities:

4. How long has this Outside Entity been in continuous operation: _____

5. How long has this Individual served this Outside Entity: _____

6. Does any Director, Officer, or does the Company have an equity interest in this Outside Entity? Yes No
If "Yes", please provide percent of ownership: _____ %

7. Has this Individual been requested by the Company's Board to serve on or with this Outside Entity? Yes No
If "Yes", please provide the Board's reasons for the request:

8. Does this Outside Entity currently purchase Directors' and Officers' Liability coverage for its organization? Yes No
If "Yes", please provide an answer to each of the following questions:

(a) Carrier _____

(b) Limit _____ Retention _____ Policy Period _____

(c) Has any claim been made under any D&O policy or has notice been given to any D&O Insurer? Yes No

(d) Has any carrier refused, cancelled or non-renewed D&O coverage? Yes No

(e) If cancelled or non-renewed, has the discovery option been exercised? Yes No

If "Yes" to either Questions (c), (d) or (e), please provide details by attachment to this Proposal Form.

9. 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 any federal or human rights commission or tribunal and/or the Equal Employment Opportunity Commission) brought against:
- (a) the Outside Entity or its subsidiaries? Yes No
- (b) any person proposed for this insurance in their capacity as either Director, Officer, or employee of the Outside Entity or its subsidiaries? Yes No
- If "Yes", 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.

10. Is the undersigned or any Director or Officer proposed for this insurance aware of any fact, circumstance or situation involving the Outside Entity or its subsidiaries or the Directors or Officers of the Outside Entity 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.

The undersigned Officer of the Company and the individual referenced in Question No.1 above declare that to the best of their knowledge the statements set forth herein are true and correct and that reasonable efforts have been made to obtain sufficient information to facilitate the proper and accurate completion of this Proposal Form. The undersigned further agree that if any significant adverse change in the condition of the Outside Entity is discovered between the date of this Proposal Form and the effective date of the Policy, which would render this Proposal Form inaccurate or incomplete, notice of such change will be reported in writing to the Insurer immediately. The signing of this Proposal Form does not bind the undersigned to purchase the insurance.

It is agreed by the Company and the Insured Persons that the particulars and statements contained in this Proposal Form and any information provided herewith (which shall be on file with the Insurer and be deemed attached hereto as if physically attached hereto) are the basis of this Policy and are to be considered as incorporated in and constituting a part of this Policy. It is further understood and agreed by the Company and the Directors and Officers that the statements in this Proposal Form or any information provided herewith are their representations, that they are material and that this Policy is issued in reliance upon the truth of such representations; provided, however, that except for material facts or circumstances known to the persons who subscribed this Proposal Form, any misstatement or omission in this Proposal Form or information provided herewith in respect of a specific Wrongful Act by a particular Director or Officer or his or her cognizance of any matter which he or she has reason to believe might afford grounds for a future Claim against him or her shall not be imputed to any other Director or Officer for purposes of determining the validity of this Policy as to such other Director or Officer.

This Proposal Form must be signed by two SEPARATE representatives of the Company. One representative must be the Individual referenced in Question No. 1 and the other must be the Chairman of the Board, President, Chief Executive Officer, Chief Operating Officer, or Chief Financial Officer of the Company.

Individual Proposed for Extension of Coverage

Officer of the Company

Date

One copy of the Outside Entity's most recent Audited Financial Statements are considered part of this Proposal Form.

NOTE: This Proposal including any material submitted therewith shall be treated in strictest confidence.

Please submit this Proposal Form including appropriate documentation to:
Great American Insurance Companies, Canadian Executive Liability Division
P.O. Box 66943
Chicago 60666