



**American International Companies®**

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\_\_\_\_\_  
Name of Insurance Company to which Application is made  
(herein called the "Insurer")

**VC PROTECTOR<sup>SM</sup> LIABILITY INSURANCE  
MAIN FORM APPLICATION**

**NOTICE: THE POLICY PROVIDES THAT THE LIMIT OF LIABILITY AVAILABLE TO PAY JUDGMENTS OR SETTLEMENTS SHALL BE REDUCED BY AMOUNTS INCURRED FOR LEGAL DEFENSE. FURTHER NOTE THAT AMOUNTS INCURRED FOR LEGAL DEFENSE SHALL BE APPLIED AGAINST THE RETENTION AMOUNT.**

**IF A POLICY IS ISSUED, IT WILL BE ON A CLAIMS-MADE BASIS.**

**I. GENERAL INFORMATION - APPLICANT**

1. (a) Name and Address of Applicant: \_\_\_\_\_ (hereinafter "Applicant")

(b) State and date of incorporation/formation: \_\_\_\_\_ Date: \_\_\_\_\_

2. Is the Applicant or any general partner or any subsidiary of the Applicant registered with the SEC as an investment advisor?  Yes  No

3. (a) Amount of insurance requested: \$ \_\_\_\_\_

(b) Self-insured retention requested (each loss):

<b>Employment Practices Claims<sup>1</sup>:</b>	\$ _____
<b>Securities Claims:</b>	\$ _____
<b>Investment Advisor Claims:</b>	\$ _____
<b>All other Claims:</b>	\$ _____

**II. ORGANIZATION INFORMATION**

4. Attach a complete list of all general partners, directors, officers and/or other equivalent managers of the Applicant by name and capacity and indicate his/her/its affiliation with any **Fund, Portfolio Entity and Minority Held Entity**.

<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 VC Protector<sup>SM</sup>.



6. Please list all **Subsidiaries** of the Applicant and of any **General Partners** and such **Subsidiaries'** general partners, directors, officers and/or equivalent managers:

Name of Organization	Date First Acquired/Created	Percentage of ownership	Country/state of incorporation/formation	General partners, directors, officers (or equivalent managers)

(a) Is coverage to be extended to all **Subsidiaries** listed?  Yes  No

(b) Is coverage to be extended to all general partners, directors, officers and/or equivalent managers of such **Subsidiaries**?  Yes  No. If "No" to either question 6(a) or 6(b), attach a list of those **Subsidiaries** and their respective general partners, directors, officers and/or equivalent managers for which coverage is requested.

7. Attach a complete list of all **Portfolio Entities** and their respective general partners, directors, officers and/or equivalent managers. Is outside directorship liability insurance to be extended to any general partners, directors, officers and/or equivalent managers of any **Portfolio Entity** listed?  Yes  No. If "Yes", attach a list of those general partners, directors, officers and/or equivalent managers of such **Portfolio Entity** and their respective capacities, for whom outside directorship liability insurance is requested.

8. Attach a complete list of all **Minority Held Entities** and their general partners, directors, officers and/or equivalent managers. Is outside directorship liability insurance to be extended to any general partners, directors, officers and/or equivalent managers of any **Minority Held Entity** listed?  Yes  No. If "Yes", attach a list of those general partners, directors, officers and/or equivalent managers of such **Minority Held Entity** and their respective capacities, for whom outside directorship liability insurance is requested.

9. Stock Ownership:

(a) Are any securities of the Applicant, any **General Partner, Subsidiary, Fund, Portfolio Entity** or **Minority Held Entity** publicly traded or the subject of a shelf registration?  Yes  No

(b) If "Yes" to question 9(a), please attach the following information for each entity:

(i) The name of the entity and the type of securities that are publicly traded or the subject of a shelf registration.

ENTITY

SECURITIES

equity  debt  mixed (attach explanation)

Exchange(s) \_\_\_\_\_ Ticket Symbol(s) \_\_\_\_\_

(ii) Total number of voting shares/partnership interests outstanding: \_\_\_\_\_

(iii) Total number of voting shareholders/partners: \_\_\_\_\_

(iv) Total number of voting shares/partnership interests owned by its directors/general partners or equivalent manager (direct and beneficial): \_\_\_\_\_

(v) Total number of voting shares/partnership interests owned by its officers or equivalent manager (direct and beneficial) who are not directors/general partners or equivalent managers: \_\_\_\_\_

(vi) Does any security holder/limited partner own five percent (5%) or more of the voting shares/partnership interests directly or beneficially?  Yes  No. If "Yes", attach a list of names and percentage of holdings. (If no such security holder/limited partner, please check here to indicate "none": )

(vii) Are there any other securities/partnership interest convertible to voting stock? If so, describe fully. (If none, please check here to indicate "none": )

**COMPLETE THE ADDITIONAL QUESTIONS FOR PORTFOLIO ENTITIES AND MINORITY HELD ENTITIES ONLY**

(viii) Each **Fund's** interest (direct and beneficial) - cash flow and capital: \_\_\_\_\_

(ix) The **Named Fund Manager's**, its **Subsidiary's** and their **General Partners'**, directors', officers' or equivalent managers' interest (direct and beneficial) - cash flow and capital: \_\_\_\_\_

10. (a) Does the Applicant or any **Fund**, any entity **General Partner**, any **Subsidiary**, any **Portfolio Entity** or any **Minority Held Entity** anticipate any registration of securities/partnership interests under the Securities Act of 1933 within the next year?  Yes  No. (If "Yes", provide details and submit any offering materials, if available.)

(b) Has the Applicant or any **Fund**, any entity **General Partner**, any **Subsidiary**, any **Portfolio Entity** or any **Minority Held Entity** had any private placements or other offering of securities/partnership interests within the last 12 months, or anticipate having any private placements or other offering of securities/partnership interests within the next 12 months?  Yes  No. (If "Yes", provide details and submit any offering documents, if available.)

- (c) Does the Applicant, any Fund, any entity General Partner, any Subsidiary or any Portfolio Entity anticipate purchasing, within the next 12 months, the securities of a "publicly traded entity" in a transaction that would result in such entity becoming a Portfolio Entity, a Minority Held Entity or a Subsidiary under the proposed policy?  
 Yes  No. (If "Yes", provide details and submit any merger/acquisition documents, if available.)
11. Has the Applicant, any General Partner, any Subsidiary or any Portfolio Entity been the subject of any bankruptcy or insolvency proceeding or made an assignment for the benefit of creditors?  Yes  No. (If "Yes", attach complete details.)
12. (a) There has not been nor is there now pending any investigation(s) of or claim(s) or action(s) against any person proposed for insurance in his or her capacity as a director, officer, management committee member, member of the Board of Managers, general partner or equivalent manager of the Applicant, any Fund, any General Partner, any Subsidiary, any Portfolio Entity or any Minority Held Entity or any other insured capacity, except as follows: (Attach complete details. If no such investigation(s), claim(s) or action(s), check here:  "none".)
- (b) There has not been nor is there now pending any investigations of or claim(s) or actions(s) against any entity proposed for insurance, except as follows: (Attach complete details. If no such investigation(s), claim(s) or action(s), check here:  "none".)
13. No person or entity proposed for insurance has knowledge or information of any act, error or omission which might give rise to a claim(s) under the proposed policy, except as follows: (Attach complete details. If they have no such knowledge or information, check here:  "none".)
14. Has the Applicant, any Fund, any General Partner, any Subsidiary or any Portfolio Entity or any director, officer, management committee member, member of the Board of Managers, general partner or equivalent manager thereof:
- (a) Been involved in any antitrust, copyright or patent litigation?  Yes  No
- (b) Been charged in any civil or criminal action or administrative proceeding with a violation of any federal or state antitrust or fair trade law?  Yes  No
- (c) Been charged in any civil or criminal action or administrative proceeding with a violation of any federal or state securities law or regulation?  Yes  No
- (d) Been involved in any representative actions, class actions, or derivative suits?  Yes  No

**IF ANY OF THE ABOVE 14(a) - 14(d) IS "YES", ATTACH FULL DETAILS.**

It is agreed that with respect to Questions 12 through 14 above, if such claims, knowledge, information or involvement exists, then such claim and/or any claim or action arising therefrom is excluded from the proposed coverage.



19. Has any insurance carrier refused, canceled or nonrenewed any General Partnership Liability, Directors and Officers Liability, Employment Practices Liability or Errors and Omissions Liability insurance coverage?<sup>2</sup>

Yes  No. (If "Yes", attach full details including when and reason(s).)

**V. ADDITIONAL INFORMATION**

20. Name of Risk Manager, Human Resources Manager and General Counsel for the Applicant and each other entity proposed for insurance under the Policy, the number of years in current position and phone number:

NAME	YEARS	PHONE
_____	_____	_____
_____	_____	_____
_____	_____	_____

21. Name and Location (City) of outside law firm(s) for any entity proposed for insurance for the following matters:

**Securities Claims:** \_\_\_\_\_  
**Employment Practices claims:** \_\_\_\_\_  
 Other (please specify): \_\_\_\_\_

22. Attach copies of the following for the Applicant and each other entity proposed for insurance:

- (a) Latest annual and quarterly report.
- (b) Audited Financial Statement and partnership tax return.
- (b) Latest interim financial statement available.
- (c) Copy of the partnership agreement and certificate (including a description of the investment objectives of the Fund(s)).
- (d) All proxy statements and Notices of Annual Meeting of Stockholders/Limited Partners within the last twelve months.
- (e) Copy (certified by Corporate Secretary) of the indemnification provisions of the partnership agreement, charter and the by-laws. Also attach a copy of any partnership and corporate indemnification agreements.
- (f) Latest CPA management letter along with Applicant's responses to any recommendations made therein.
- (g) Each Fund's latest prospectus and offering memorandum.
- (h) Employee Handbook.
- (i) Human Resources Manual/Guidelines.
- (j) Procedures respecting applicants for employment, employee discipline, termination, harassment or discrimination.
- (k) Latest EEO-1 report.
- (l) Workers' Compensation Information Page.

<sup>2</sup> Missouri applicants need not reply.

**THE UNDERSIGNED AUTHORIZED OFFICER/MANAGER OF THE APPLICANT DECLARES THAT THE STATEMENTS SET FORTH HEREIN ARE TRUE. THE UNDERSIGNED AUTHORIZED OFFICER/MANAGER AGREES THAT IF THE INFORMATION SUPPLIED ON THIS APPLICATION CHANGES BETWEEN THE DATE OF THIS APPLICATION AND THE EFFECTIVE DATE OF THE INSURANCE, HE/SHE (UNDERSIGNED) 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 IN CONJUNCTION WITH THIS APPLICATION ARE HEREBY INCORPORATED BY REFERENCE INTO THIS APPLICATION AND MADE A PART HEREOF.**

**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 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."**

**Agent Name \_\_\_\_\_ License Number \_\_\_\_\_**

**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 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, 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 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."

Signed \_\_\_\_\_  
(Applicant)

Date \_\_\_\_\_

Title \_\_\_\_\_  
(must be signed by  
Chairman of the Board or President)

Organization \_\_\_\_\_  
(Organizational Seal)

Attest \_\_\_\_\_

Broker \_\_\_\_\_

License Number \_\_\_\_\_

Address \_\_\_\_\_  
\_\_\_\_\_

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 further 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 Chairman of the Board or President)

**Contact Information:**  
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