

AMERICAN INTERNATIONAL COMPANIES®
AIG MERGERS AND ACQUISITIONS INSURANCE GROUP
175 WATER STREET – 10TH FLOOR
NEW YORK, NEW YORK 10038

APPLICATION FOR REPRESENTATIONS AND WARRANTIES INSURANCE

This is an Application for claims made and reported representations and warranties insurance coverage.

Please check the type of coverage you are applying for:

_____ Buyer-side representations and warranties insurance coverage

_____ Seller-side representations and warranties insurance coverage

Please submit signed Application to your insurance broker or to our Divisional Counsel at the address above.

I. TRANSACTION INFORMATION

A. Buyer: _____

B. Seller(s): _____

C. Target company or business: _____

D. Transaction Value: _____

E. Signing date (expected or actual): _____

F. Closing date (expected or actual): _____

G. Brief description of transaction: _____

H. Was an auction conducted? Yes: _____ No: _____

II. APPLICANT INFORMATION

A. Legal name: _____

B. State of organization or residence: _____

C. Contact information:

1. Contact name: _____

2. Title: _____

3. Business address: _____

4. Telephone: _____

5. Facsimile: _____

6. E-Mail: _____

- D. Has Applicant, or any of its subsidiaries or affiliates, purchased representations and warranties insurance coverage in the past? Yes:_____ No: _____

III. TRANSACTION TEAM

If not previously provided to AIG, please attach a complete working group list for the transaction, specifically indicating, for each listed person, such person's particular area of expertise.

Alternatively, if a working group list cannot be provided, please provide the information below, to the extent applicable. On an additional sheet, please provide the names of all outside lawyers, investment bankers, financial advisors, auditors/accountants and outside consultants (such as environmental or employee benefits consultants) who participated in the transaction on behalf of the Applicant.

A. LAW FIRMS

Representing Buyer: _____

Representing Seller(s): _____

Representing target company: _____

B. INVESTMENT BANKERS/FINANCIAL ADVISORS

Buyer: _____

Seller(s): _____

Target company: _____

C. AUDIT/ACCOUNTING FIRMS

Buyer: _____

Seller(s): _____

Target company: _____

D. OTHER SPECIALISTS OR CONSULTANTS

Buyer: _____

Seller(s): _____

Target company: _____

E. IN-HOUSE TRANSACTION TEAMS

On an additional sheet, please provide the names and areas of expertise of the Applicant's in-house personnel who participated in the transaction. Please include, where applicable, business, finance (including accounting), legal, human resource (including employee benefits) and environmental employees.

IV. PAST ACTIVITIES

- A. To the best of Applicant's knowledge, during the past five years, has the seller(s) or the target company, or any of their respective subsidiaries or affiliates:

1. changed auditors/accountants? Yes:_____ No: _____

2. changed its method of accounting in any material manner? Yes:_____ No: _____

If "Yes", please attach a detailed explanation.

B. To the best of Applicant's knowledge, during the past five years, has the seller(s) or the target company, or any of their respective subsidiaries or affiliates, or any of their respective officers, directors or other executive- or management-level employees, been involved in:

1. any civil or criminal antitrust, fair trade or intellectual property litigation, proceeding or investigation? Yes:_____ No: _____
2. any civil or criminal litigation, proceeding or investigation in connection with any violation or alleged violation of any securities law, rule or regulation?
Yes:_____ No: _____
3. any class action or shareholder derivative lawsuits? Yes:_____ No: _____
4. any litigation, dispute, disagreement, settlement, release, proceeding or investigation in connection with a breach or an alleged breach of a contractual representation and/or warranty, or any discussions with an adverse or potentially adverse party regarding a breach or an alleged breach of a contractual representation and/or warranty? Yes:_____ No: _____
5. any audit, litigation, dispute, disagreement, settlement, release, proceeding or investigation involving any governmental or regulatory authority?
Yes:_____ No: _____

If "Yes", please attach a detailed explanation.

C. To the best of Applicant's knowledge, during the past five years, has the buyer or any of its subsidiaries or affiliates, or any of their respective officers, directors or other executive- or management-level employees, been involved in:

1. any civil or criminal antitrust, fair trade or intellectual property litigation, proceeding or investigation? Yes:_____ No: _____
2. any civil or criminal litigation, proceeding or investigation in connection with any violation or alleged violation of any securities law, rule or regulation?
Yes:_____ No: _____
3. any class action or shareholder derivative lawsuits? Yes:_____ No: _____
4. any litigation, dispute, disagreement, settlement, release, proceeding or investigation in connection with a breach or an alleged breach of a contractual representation and/or warranty, or any discussions with an adverse or potentially adverse party regarding a breach or an alleged breach of a contractual representation and/or warranty? Yes:_____ No: _____
5. any audit, litigation, dispute, disagreement, settlement, release, proceeding or investigation involving any governmental or regulatory authority?
Yes:_____ No: _____

If "Yes", please attach a detailed explanation.

D. On an additional sheet, please describe (i) all material acquisitions or divestitures of the target company or its subsidiaries or affiliates within the last five years and (ii) all corporate restructurings or material layoffs involving the target company or its subsidiaries or affiliates within the last five years.

V. UNDERWRITING MATERIALS REQUESTED

If not previously provided to AIG, please provide us with the following (where applicable):

A. As to the transaction:

1. The most recent version of the acquisition agreement, including all exhibits and other attachments;
2. The most recent version of the disclosure schedules or disclosure letter to the acquisition agreement;
3. Any proxy statement, information statement, offering memorandum or other informational materials prepared in connection with the transaction; and
4. A copy of the executed letter of intent, memorandum of understanding or term sheet completed in connection with the transaction.

B. As to the seller(s) and the target company:

1. A copy of the latest available interim financial statements;
2. A copy of the most recent three years' audited financial statements;

C. As to the due diligence:

1. A copy of the Buyer's due diligence request list and any responses thereto;
2. A copy of the Seller's data room index or other applicable due diligence document index;
3. (For buyer-side policies only) Copies of all of the Buyer's due diligence memoranda, whether compiled or drafted by the Buyer's in-house acquisition team or by the Buyer's outside representatives (i.e., attorneys, financial advisors, auditors/accountants, consultants, etc.); and
4. Third party reports, studies or opinions prepared in connection with the due diligence investigation of the proposed acquisition.

FOR 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.

FOR MINNESOTA APPLICANTS: A PERSON WHO SUBMITS AN APPLICATION OR FILES A CLAIM WITH INTENT TO DEFRAUD OR HELP COMMIT A FRAUD AGAINST AN INSURER IS GUILTY OF A CRIME.

FOR 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 STATE VALUE OF THE CLAIM FOR SUCH VIOLATION.

FOR 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.

FOR 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.

FOR TENNESSEE 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.

ALL WRITTEN STATEMENTS AND MATERIALS ATTACHED HERETO OR FURNISHED TO THE INSURER OR THE MERGERS & ACQUISITIONS INSURANCE GROUP (OR THEIR RESPECTIVE REPRESENTATIVES) IN CONJUNCTION WITH THIS APPLICATION ARE HEREBY INCORPORATED BY REFERENCE INTO THIS APPLICATION AND MADE A PART HEREOF.

THE UNDERSIGNED DECLARES THAT THE STATEMENTS SET FORTH HEREIN ARE TRUE AND CORRECT. FURTHERMORE, THE UNDERSIGNED AGREES THAT IF THE INFORMATION SUPPLIED IN THIS APPLICATION CHANGES BETWEEN THE DATE OF THIS APPLICATION AND THE BINDING OF ANY INSURANCE COVERAGE, THEN THE UNDERSIGNED WILL IMMEDIATELY NOTIFY THE INSURER IN WRITING OF SUCH CHANGES, AND THE INSURER MAY WITHDRAW OR MODIFY ANY OUTSTANDING OFFERS, QUOTATIONS AND/OR OTHER AUTHORIZATIONS OR AGREEMENTS TO BIND INSURANCE. SIGNING THIS APPLICATION DOES NOT BIND THE APPLICANT OR THE INSURER TO PURCHASE OR OFFER AN INSURANCE POLICY, BUT IT IS AGREED THAT THIS APPLICATION SHALL BE THE BASIS OF THE INSURANCE POLICY SHOULD AN INSURANCE POLICY BE ISSUED.

PLEASE REVIEW THIS ENTIRE APPLICATION (INCLUDING ADDITIONAL SHEETS OR ATTACHMENTS) CAREFULLY BEFORE SIGNING BELOW. IF A POLICY IS ISSUED, THIS SIGNED APPLICATION (INCLUDING ADDITIONAL SHEETS OR ATTACHMENTS) WILL BE ATTACHED TO AND BECOME AND BE MADE A PART OF ANY SUCH POLICY.

Applicant's Chairman, President, CEO, CFO or
General Counsel, if Applicant is an entity, or
Applicant himself or herself, if Applicant is an
individual:

Signature: _____

Print Name: _____

Print Title: _____

Date: _____