



## AXIS MPL MID TERM ACQUISITION, MERGER OR NEWLY CREATED ENTITY SUPPLEMENT

### AXIS INSURANCE

111 S. Wacker Dr., Ste. 3500

Chicago, IL 60606

Tel: (678) 746-9000 | Toll-Free: (866) 259-5435 | Fax: (678) 746-9315

[www.axiscapital.com/insurance/professional-liability](http://www.axiscapital.com/insurance/professional-liability)

---

**SOLELY AS RESPECTS CLAIMS-MADE LIABILITY COVERAGES UNDER THE POLICY FOR WHICH THIS APPLICATION IS BEING SUBMITTED: THIS INSURANCE POLICY PROVIDES COVERAGE ON A CLAIMS-MADE AND REPORTED BASIS AND APPLIES ONLY TO CLAIMS FIRST MADE AGAINST THE INSURED DURING THE POLICY PERIOD OR ANY APPLICABLE EXTENDED REPORTING PERIOD AND REPORTED TO THE INSURER AS SET FORTH IN THE REPORTING OF CLAIMS AND EVENTS SECTION. DEFENSE COSTS ARE INCLUDED IN THE LIMITS OF INSURANCE, AND PAYMENT THEREOF WILL ERODE, AND MAY EXHAUST, THE LIMITS OF INSURANCE.**

### ABOUT THIS APPLICATION

- The term "Applicant," herein refers individually and collectively to all proposed insureds. All responses shall be deemed made on behalf of all proposed insureds.
- This Application and all materials submitted herewith shall be held in confidence.
- The submission of this Application does not obligate the Applicant to buy insurance nor is the Insurer obligated to sell insurance or to offer insurance upon any specific terms requested.
- If the policy applied for is issued, this Application, which shall include all Supplemental Applications and material and information submitted in connection with this Application, will be deemed attached to and will form a part of the policy.

### INSTRUCTIONS

- Respond to all questions completely, leaving no blanks. Check responses when requested.
- If space is insufficient, continue responses on your letterhead.
- This Application must be completed, dated, and signed by an authorized officer of the entity identified in the section entitled "Applicant Information" below.

---

### APPLICANT INFORMATION

---

1. Insured name: \_\_\_\_\_
2. Date of merger, acquisition or creation: \_\_\_\_\_
3. Name of acquired, merged or created entity: \_\_\_\_\_



## AXIS MPL MID TERM ACQUISITION, MERGER OR NEWLY CREATED ENTITY SUPPLEMENT

4. If this was an acquisition, did the Insured acquire:

The assets and liabilities? ☐ Yes ☐ No

Only the assets? ☐ Yes ☐ No

5. If not a wholly owned entity:

a. What percentage of interest does the Insured own? \_\_\_\_\_%

b. Does the Insured control/manage the entity? ☐ Yes ☐ No

c. Will this acquired or merged entity continue to operate under its name or will the name be discontinued?

\_\_\_\_\_

d. Is the Insured requesting this entity be added to the policy as a Named Insured? ☐ Yes ☐ No

6. Did the acquired or merged entity maintain E&O insurance prior to the merger or acquisition? ☐ Yes ☐ No

7. If yes, what were the policy terms and the retroactive date of the prior coverage?

\_\_\_\_\_

8. Were any claims made against the acquired or merged entity's E&O insurance within the last five (5) years?

☐ Yes ☐ No

If yes, please provide full details\* or complete a Supplemental Claim Information form:

\_\_\_\_\_

9. Is the acquired or merged entity purchasing "tail" coverage from their prior insurer? ☐ Yes ☐ No

10. If yes, covering what period of time? \_\_\_\_\_

11. If prior coverage was in force, does the Insured want prior acts coverage for the newly acquired or merged entity back to their retroactive date on the Insured's policy? ☐ Yes ☐ No

If yes, please advise the retroactive date and provide verification in the form of a Declarations Page or Retroactive Date Endorsement, showing continuous coverage in force back to that date.



## AXIS MPL MID TERM ACQUISITION, MERGER OR NEWLY CREATED ENTITY SUPPLEMENT

12. Is the Insured aware of any other incidences that could reasonably be expected to result in a claim? ☐ Yes ☐ No

If yes, please provide full details\* or complete a Supplemental Claim Information form:

---

13. Provide the anticipated, gross revenues for the upcoming 12 months for the newly acquired, created or merged entity:

---

14. Provide a detailed description of services offered by the new entity as well as a description of their customer base:

---

Claim details include: copy of complaint, the Insured's response, current status, name of the Insured's legal counsel, legal fees to date, damages paid, open reserves, name of the Insured's insurer on the claim.

---

### REPRESENTATIONS AND SIGNATURE

---

By signing this document, the undersigned authorized representative of the Applicant represents on behalf of all persons and entities proposed for coverage, after inquiry, that to the best of their knowledge:

1. The statements and answers given in and all materials submitted with this Application are true, accurate and complete.
2. No facts or information material to the risk proposed for insurance have been misstated or concealed.
3. These representations are a material inducement to the Insurer to provide a proposal for insurance.
4. Any policy the Insurer issues will be issued in reliance upon these representations.
5. The Applicant will report to the Insurer immediately in writing any material change in the Applicant's activities, products and services.
6. The Applicant will report to the Insurer immediately in writing any material changes to the answers provided in this Application which occur or are discovered between the date of this Application and the effective date of the policy for which coverage is sought by submission this Application.
7. The Insurer reserves the right, upon receipt of any such notice, to modify or withdraw any proposal for insurance the Insurer has offered.



## AXIS MPL MID TERM ACQUISITION, MERGER OR NEWLY CREATED ENTITY SUPPLEMENT

### WARNING

PLEASE REVIEW THE STATE FRAUD STATEMENT CONTAINED AT THE END OF THIS APPLICATION APPLICABLE TO THE STATE IN WHICH THE APPLICANT RESIDES.

Any person who, with intent to defraud or knowingly facilitates a fraud against the insurer, submits an application or files a claim containing a false or deceptive statement may be guilty of insurance fraud.

*This Application must be signed by the Applicant's Chief Executive Officer, Chief Financial Officer, Chief Operations Officer or General Counsel, or their functional equivalent, unless the Insurer instructs the Applicant otherwise.*

Name \_\_\_\_\_ Name (signature) \_\_\_\_\_

Title \_\_\_\_\_

Date \_\_\_\_\_

### TO BE COMPLETED BY PRODUCERS ONLY:

RETAIL PRODUCER		WHOLESALE PRODUCER	
<b>Producer Name: City, State: Telephone No.:</b>		<b>Producer Name: City, State: Telephone No.:</b>	

Producer signature: \_\_\_\_\_



**STATE FRAUD STATEMENT**

**ALABAMA**

Any person who knowingly presents a false or fraudulent claim for payment of a loss or benefit or who knowingly presents false information in an application for insurance is guilty of a crime and may be subject to restitution fines or confinement in prison or any combination thereof.

**ARKANSAS**

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.

**COLORADO**

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 agencies.

**DISTRICT OF COLUMBIA**

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.

**FLORIDA**

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 of the third degree.

**KANSAS**

A "fraudulent insurance act" means an act committed by any person who, knowingly and with intent to defraud, presents, causes to be presented or prepares with knowledge or belief that it will be presented to or by an insurer, purported insurer, broker or any agent thereof, any written electronic, electronic impulse, facsimile, magnetic, oral, or telephonic communication or statement as part of, or in support of, an application for the issuance of, or the rating of an insurance policy for personal or commercial insurance, or a claim for payment or other benefit pursuant to an insurance policy for commercial or personal insurance which such person knows to contain materially false information concerning any fact material thereto; or conceals, for the purpose of misleading, information concerning any fact material thereto.

**KENTUCKY**

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.

**LOUISIANA**

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.



## **AXIS MPL MID TERM ACQUISITION, MERGER OR NEWLY CREATED ENTITY SUPPLEMENT**

### **MAINE**

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.

### **MARYLAND**

Any person who knowingly or willfully presents a false or fraudulent claim for payment of a loss or benefit or who knowingly or willfully presents false information in an application for insurance is guilty of a crime and may be subject to fines and confinement in prison.

### **NEW JERSEY**

Any person who includes any false or misleading information on an application for an insurance policy is subject to criminal and civil penalties.

### **NEW MEXICO**

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.

### **NEW YORK**

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.

### **OHIO**

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.

### **OKLAHOMA**

**WARNING:** Any person who knowingly, and with intent to injure, defraud or deceive any insurer, makes any claim for proceeds of an insurance policy containing any false, incomplete or misleading information is guilty of a felony.

### **OREGON**

Any person who knowingly presents a false or fraudulent claim for payment of a loss or benefit or knowingly presents materially false information in an application for insurance may be guilty of a crime and may be subject to fines and confinement in prison.

In order for us to deny a claim on the basis of misstatements, misrepresentations, omissions or concealments on your part, we must show that:

- A. The misinformation is material to the content of the policy;
- B. We relied upon the misinformation; and
- C. The information was either:
  - 1. Material to the risk assumed by us; or



## AXIS MPL MID TERM ACQUISITION, MERGER OR NEWLY CREATED ENTITY SUPPLEMENT

### 2. Provided fraudulently.

For remedies other than the denial of a claim, misstatements, misrepresentations, omissions or concealments on your part must either be fraudulent or material to our interests.

With regard to fire insurance, in order to trigger the right to remedy, material misrepresentations must be willful or intentional.

Misstatements, misrepresentations, omissions or concealments on your part are not fraudulent unless they are made with the intent to knowingly defraud.

### **PENNSYLVANIA**

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.

### **PUERTO RICO**

Any person who knowingly and with the intention of defrauding presents false information in an insurance application, or presents, helps, or causes the presentation of a fraudulent claim for the payment of a loss or any other benefit, or presents more than one claim for the same damage or loss, shall incur a felony and, upon conviction, shall be sanctioned for each violation with the penalty of a fine of not less than five thousand dollars (\$5,000) and not more than ten thousand dollars (\$10,000), or a fixed term of imprisonment for three (3) years, or both penalties. Should aggravating circumstances be present, the penalty thus established may be increased to a maximum of five (5) years, if extenuating circumstances are present, it may be reduced to a minimum of two (2) years.

### **RHODE ISLAND**

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.

### **TENNESSEE**

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.

### **VERMONT**

Any person who knowingly presents a false statement in an application for insurance may be guilty of a criminal offense and subject to penalties under state law.

### **VIRGINIA**

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.

### **WASHINGTON**

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.



## AXIS MPL MID TERM ACQUISITION, MERGER OR NEWLY CREATED ENTITY SUPPLEMENT

### WEST VIRGINIA

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.