



NOTICE

THE POLICY YOU ARE APPLYING FOR APPLIES ONLY TO ANY CLAIM FIRST MADE DURING THE POLICY PERIOD. CLAIMS MUST BE REPORTED TO THE COMPANY IN ACCORDANCE WITH SECTION VI. DEFENSE COSTS ARE WITHIN THE LIMITS OF LIABILITY.

PLEASE REVIEW THE POLICY CAREFULLY AND DISCUSS THE COVERAGE WITH YOUR INSURANCE BROKER.

Complete and submit all requested information and required attachments. This Application and all materials submitted or required shall be held in confidence.

Desired Effective Date: _____

General Information

- 1. The Company to be named in Item 1 of the Declarations (the "Company"):

Street Address: _____ (Do not use P.O. Box)
City: _____ Province: _____ Postal Code: _____
Telephone: (____) - ____ - _____ Facsimile: (____) - ____ - _____
Web Address: _____
Province for Incorporation: _____

- 2. Officer designated to receive correspondence and notices from the Insurer:

(Name of Officer) _____ (Title) _____

- 3. Background Information:

- i. Date Business Established: _____
ii. Nature of Service(s) or Product(s) Provided (please use a separate attachment).
iii. Is the Company currently a general partner in any limited or general partnership or joint venture? Yes [] No []

If Yes, please attach details.

Management Liability/Insured Entity Securities Liability Information

- 1. Please complete the following:

- a. If securities issued by any company to be covered are publicly traded, provide the stock symbol for each such company and identify any Exchange on which the securities are listed or traded.

b. Is each company to be covered fully compliant with its respective Exchange Listing requirements? Yes [] No []

If No, please attach details.

- 2. During the past twelve (12) months, whether or not such discussions have been publicly disclosed, has any Company or Subsidiary or any individual proposed for coverage been involved or are they currently involved in discussions with any other party concerning any actual or potential:

- (i) merger, acquisition, or tender offer? Yes [] No []
(ii) public offering of securities (whether or not such securities are required to be registered under the Securities Act of 1933)? Yes [] No []



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- (iii) reorganization or material change in any arrangement with lenders, bondholders, financiers or other significant creditors? Yes No
- (iv) restatement of audited financial statements or Securities filings? Yes No
3. Indicate by checking the appropriate box if the Board of Directors has implemented formal written policies and procedures that address the following areas.
- | | | |
|---|--|---|
| <input type="checkbox"/> Audit Committee | <input type="checkbox"/> Insider Trading | <input type="checkbox"/> Related Party Transactions |
| <input type="checkbox"/> Conflict of Interest | <input type="checkbox"/> Investor Communications | <input type="checkbox"/> Revenue Recognition |
| <input type="checkbox"/> Employment Practices | <input type="checkbox"/> Merger / Tender Offer | <input type="checkbox"/> Sarbanes-Oxley Compliance |
4. During the past twelve (12) months, has the Company:
- a. Been in breach of any of its debt covenants or agreements? Yes No
- b. Changed its external general counsel or auditors? Yes No
- c. Been the subject of any inquiries or investigations by any regulatory agency, including but not limited to, the SEC? Yes No
If Yes, please attach details.
- d. Failed to meet corporate governance standards as defined by the exchange on which such security is listed? Yes No
- e. Failed to meet corporate governance standards as defined by the provisions of Sarbanes-Oxley? Yes No
- f. Established any special committees of its Board of Directors? Yes No
- g. Has the President, Chief Executive Officer, Chief Financial Officer, or General Counsel left such office within the last three years for any reason other than death or retirement at normal retirement age? Yes No
If Yes to any of the above, please attach details.
5. During the past twelve (12) months:
- a. Have the Company's outside auditors stated that there are any material weaknesses in its system of internal controls? Yes No
- b. Has the Company utilized its public auditor for additional non-audit services? Yes No
- c. Does the Company currently anticipate replacing its outside auditors? Yes No
If Yes to any of the above, please attach details.

Insurance/Claims Information

1. Please provide the following insurance information (answer each applicable item):
- a. **Directors' and Officers' Liability:**
Limit: _____ Retention(s) _____
Carrier: _____ Expiration Date: _____
2. During the past Three (3) years, has similar insurance as listed in 1a. above, been cancelled or non-renewed? Yes No
- a. If Yes, attach complete details, including reason for, and date of, cancellation or non-renewal.
- b. Will the extended reporting period be exercised? Yes No
3. Has any claim(s) made under any policy been given to any Insurer with regard to the coverage listed in 1a. above? Yes No
If Yes, please attach details, including the following information:



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- a. Date of claim (month/day/year)
 - b. Name(s) of claimant(s)
 - c. Names of the directors and officers involved in the claim
 - d. Description of the "wrongful acts" actually or allegedly committed by the directors and officers
 - e. Total amount of damages or other relief sought by claimants
 - f. Name of insurer to whom claim was reported and the date it was reported
 - g. Amount of damages and defense costs paid by the Company and/or directors and officers or on the directors' and officers' behalf
 - h. Current status of the claim (if still pending, include most recent developments)
4. Has the Company, any subsidiary, or any person to be insured given written notice under the provisions of any prior or current insurance or similar insurance as listed in 1a. above or specific facts or circumstances which might give rise to a claim being made against any Insured? Yes No
 If Yes, please attach details.
5. During the past three (3) years, have any of the Insureds been involved in:
- a. any anti-trust, copyright, patent or trademark litigation? Yes No
 - b. any civil or criminal action or administrative proceeding, or formal or informal investigation charging a violation of any federal or state law or regulation? Yes No
 - c. any representative actions, class actions or derivative suits? Yes No
 - d. any other material litigation or criminal proceeding? Yes No
- If Yes to any of the above, please attach details.

This Application along with all signed applications, any attachments to such applications, other materials submitted therewith or incorporated therein, and any other documents submitted, any public documents filed by the Insured Entity prior to inception of this Policy (or if amended, as of that date), with any federal, state, local or foreign regulatory agency, (including, but not limited to the Securities and Exchange Commission) are the basis of the proposed Policy and are to be considered as incorporated into and constituting a part of the proposed Policy.

WARRANTY

None of the proposed Insureds has knowledge or information of any Wrongful Act or fact, circumstance or situation which (s)he has reason to suppose might result in a future Claim, except as follows (if answer is "None", so state.): _____

It is agreed by all concerned that if any of the proposed Insured Persons or Employees is responsible for or has knowledge of any Wrongful Act, fact, circumstance, or situation which s(he) has reason to suppose might result in a future Claim, whether or not described above, any Claim subsequently emanating therefrom shall be excluded from coverage under the proposed insurance as to (i) such of the Insured Persons or Employees and (ii) the Company and Subsidiaries if such proposed Insured Persons are Executive Officers. The responsibility or knowledge of any individual shall not be imputed to any other individual for the purposes of determining the availability of coverage.

- 1. It is declared that this Application and any materials submitted or required (which shall be maintained on file by the Insurer and be deemed attached as if physically attached to the proposed Policy) are true and are the basis of the proposed Policy and are to be considered as incorporated into and constituting a part of the proposed Policy.
- 2. The undersigned declares that to the best of his/her knowledge the statements set forth herein are true and correct and that reasonable efforts have been made to obtain sufficient information from all of the proposed Insureds to facilitate the proper and accurate completion of this Application for the proposed Policy. Signing of



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this Application does not bind the undersigned to purchase the insurance, but it is agreed that this Application shall be the basis of the contract should a Policy be issued, and this Application will be attached to and become part of such Policy. The undersigned agrees that if after the date of this Application and prior to the effective date of any Policy based on this Application, any occurrence, event or other circumstance should render any of the information contained in this Application inaccurate or incomplete, then the undersigned shall notify the Insurer of such occurrence, event or circumstance and shall provide the Insurer with information that would complete, update or correct such information. Any outstanding quotations may be modified or withdrawn at the sole discretion of the Insurer.

- 3. The information requested in this Application is for underwriting purposes only and does not constitute notice to the Insurer under any Policy of a Claim or potential claim. All such notices must be submitted to the Insurer pursuant to the terms of the Policy, if and when issued.

The undersigned acknowledges that he or she is aware that Defense Costs reduce and may exhaust the applicable Limits of Liability. The Insurer is not liable for any Loss (which includes Defense Costs) in excess of the applicable Limits of Liability.

This Application must be signed by the Chief Executive Officer and the Chief Financial Officer.

Signed: _____ (Chief Executive Officer)	Signed: _____ (Chief Financial Officer)
Title: _____	Corporation: _____
Corporation: _____	Date: _____
Date: _____	