

**Directors', Officers', and Corporate Liability Insurance Policy, or
Directors' and Officers' Liability Insurance Including Corporate Indemnity**

COMMERCIAL FORM

This is an Application Form for insurance relating to claims made against the Insured during the Policy Period.

ALL QUESTIONS MUST BE ANSWERED

1. (a) Name of Corporation: _____
- (b) Address: _____

- (c) Type of Corporation: Public Company Private Company Other: _____
- (d) Nature of Business: _____
- (e) Date of Incorporation: _____ Jurisdiction: _____ Fiscal Year End: _____
- (f) Web-Site Address: _____

STOCK OWNERSHIP

2. (a) Total number of voting shares outstanding: _____
- (b) Percentage of voting shares owned by Directors and Officers, directly or beneficially: ____%
- (c) Name and % of holdings of shareholders (directly or beneficially) who own 10% or more of the voting shares:

- (d) Is the Corporation or any of its subsidiaries publicly traded? Yes No
If Yes, identify the Stock Exchanges on which the shares trade: _____
- (e) As of the date of the Application Form, please provide the following information:

	<u>Shares</u>	<u>Assets</u>	<u>Employees</u>	<u>Sales</u>
in Canada	_____ %	_____ %	_____ %	_____ %
in the U.S.A.	_____ %	_____ %	_____ %	_____ %
Other (Specify) _____	_____ %	_____ %	_____ %	_____ %
_____	_____ %	_____ %	_____ %	_____ %
	100%	100%	100%	100%

THE CORPORATION

3. Total number of subsidiaries at the time of completing this Application Form:
Canada: _____ U.S.A.: _____ Other: _____
Please attach as Schedule "A" a list of all subsidiaries for which coverage is requested: including date and jurisdiction of incorporation, date of acquisition, percentage of ownership, nature of business operations.
4. Please attach as Schedule "B" an updated list of Directors and Officers of the Corporation and its Subsidiaries.
5. (a) Has the Corporation filed a prospectus with any Securities Commission within the past 18 months or is such filing contemplated? Yes No
- (b) Does the Corporation have under consideration at the present time or does it contemplate any acquisitions, divestitures, tender offers or mergers? Yes No

- (c) Has the Corporation, at any time over the past three years, been in breach of any of its debt covenants or loan agreements? Yes No
- (d) Is the Corporation currently, or has it at any time over the past three years, been in arrears in its payments to Canada Customs and Revenue Agency or the provincial ministries of revenue (including source deductions, G.S.T and P.S.T)? Yes No
- (e) Has the Corporation, at any time over the past three years, changed its accountants or external legal advisors? Yes No
- (f) Has there been any change in Directors or senior management in the past twelve months (such as Board Chairman, President, Executive Vice President)? Yes No
- (g) Has there been any change in the controlling ownership of the Corporation in the past twelve months? Yes No

If Yes to any of the above, attach details including prospectus if applicable.

- 6. Does the corporation have:
 - (a) an audit committee? Yes No
 - (b) an investment committee? Yes No
 - (c) a resident legal counsel? Yes No
- 7. Are there any loans outstanding or anticipated to Directors or Officers or Corporations controlled by Directors or Officers? (if Yes, attach details) Yes No

PRIOR INSURANCE / PAST ACTIVITIES

8. Provide details of Directors' and Officers' Liability insurance policies held during the past three years:

Name of Insurer	Limit of Policy	Deductible/Retention	Expiry Date	Premium	Claims History

- 9. During the past three years, have any of the Directors and Officers or the Corporation been involved in any:
 - (a) declination, cancellation or non-renewal of any insurance similar to that now applied for? Yes No
 - (b) written notice under the provisions of any Directors' and Officers' liability insurance policy of any claim made, or potential claim, to an insurer? Yes No
 - (c) anti-trust, combines, price fixing, restraint of trade, tax, copyright, patent infringement, or government regulatory or administrative proceedings? Yes No
 - (d) insolvency or bankruptcy proceedings? Yes No
 - (e) criminal proceedings? Yes No
 - (f) representative actions, class actions or derivative suits? Yes No
 - (g) claim where loss payments have been made under any insurance policy similar to that now proposed? Yes No
 - (h) claim, which has been made or is now pending, which would fall within the scope of an insurance policy similar to that now proposed, if such insurance had been in force? Yes No

If Yes to any of the above, attach details.

THE APPLICANT DOES HEREBY PROVIDE THE FOLLOWING WARRANTY TO THE INSURER

- 10. Is the Corporation or any person(s) proposed for this insurance aware of any fact, circumstance or situation which could reasonably be expected to give rise to a claim which would fall within the scope of the proposed insurance? Yes No

If Yes, provide details: _____

11. It is understood and agreed that if any such facts, circumstances or situations exist, whether or not disclosed, any claim or action therefrom is excluded under any policy issued by St. Paul Guarantee Insurance Company.

DECLARATIONS AND SIGNATURE

12. The undersigned is duly authorized to make representations and to sign on behalf of all person(s) or entity(ies) applying for this insurance, and declares that the statements herein are true.

13. It is agreed that the particulars and statements contained in the Application Form for the policy and any materials submitted herewith (which will be retained on file by the Insurer and which will be deemed attached hereto, as if physically attached hereto), are the basis for the policy and are to be considered as incorporated into and constituting a part of the policy.

14. It is agreed that in the event that there is any material change in the answers to the questions contained herein prior to the effective date of the policy, the Corporation will notify the Insurer and, at the sole discretion of the Insurer, any outstanding quotations may be modified or withdrawn.

15. All provisions contained in the various forms issued under this contract shall be deemed to be contained in the present application for insurance.

N.B. COVERAGE CANNOT BE BOUND UNLESS THIS APPLICATION FORM HAS BEEN FULLY COMPLETED AND DULY SIGNED AND DATED.

Date

Corporation

Duly authorized signing Officer
(in block letters)

Signature of the duly authorized signing Officer

COPIES OF THE FOLLOWING CORPORATE INFORMATION MUST BE ENCLOSED WITH THIS APPLICATION:

- (i) LAST THREE YEARS' ANNUAL REPORTS INCLUDING CONSOLIDATED AUDITED FINANCIAL STATEMENTS
- (ii) LATEST INTERIM REPORT
- (iii) THE NOTICE TO SHAREHOLDERS AND THE PROXY STATEMENT FOR THE NEXT OR THE LAST ANNUAL MEETING
- (iv) THE LATEST 10K REPORT FILED WITH THE SECURITIES EXCHANGE COMMISSION (IF THE SHARES OF THE CORPORATION OR ANY OF ITS SUBSIDIARIES ARE PUBLICLY TRADED IN THE UNITED STATES OF AMERICA)