

**Application**

**THIS IS AN APPLICATION FOR A CLAIMS MADE POLICY**

**All Applicants must sign and date the application.**

1. (a) Name of Parent Company: \_\_\_\_\_  
 (b) Address: \_\_\_\_\_  
 (c) Date of Incorporation: \_\_\_\_\_ Jurisdiction: \_\_\_\_\_ Fiscal Year End: \_\_\_\_\_  
 (d) Web-Site Address: \_\_\_\_\_
  
2. (a) Total number of voting securities outstanding: \_\_\_\_\_  
 (b) Total number of voting security shareholders: \_\_\_\_\_  
 (c) Total number of voting securities owned directly or beneficially by directors or officers: \_\_\_\_\_  
 (d) Name and % of holdings of shareholders who own 5% or more of the voting securities, either directly or beneficially:  
 \_\_\_\_\_  
 (e) Are there any other securities convertible to voting stock? *If yes, attach details* Yes  No   
 (f) Is the Parent Company or any of its Subsidiaries publicly traded? Yes  No   
***If yes, identify the Stock Exchanges on which the shares trade:*** \_\_\_\_\_  
 (g) As of the date of the application, please provide the following information:

	Shares	Assets	Sales	Number of Employees
in Canada	_____ %	_____ %	_____ %	_____
in the U.S.A.	_____ %	_____ %	_____ %	_____
Other (Specify) _____	_____ %	_____ %	_____ %	_____
_____	_____ %	_____ %	_____ %	_____
	100%	100%	100%	Total: _____

**NOTE: As used in this application, the term "Subsidiary" includes controlled limited liability companies, political action committees, non-profit entities, and joint ventures. Please answer questions accordingly.**

3. Total number of Subsidiaries that are more than 50% owned or controlled by the Parent Company, either directly or indirectly through one or more of its Subsidiaries at the time of completing this application:  
 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 the Parent Company's ownership, nature of business operations.**
  
4. Please attach as **Schedule "B"** an updated list of Directors and Officers of the Parent Company and its Subsidiaries.
  
5. (a) Has the Parent Company, or any Subsidiary, conducted a private or public offering of its securities within the past twelve months or is such an offering contemplated within the next twelve months? Yes  No   
 (b) Does the Parent Company or any Subsidiary have under consideration any acquisition, tender offer, merger, consolidation, or divestiture; or purchase or sale of assets exceeding 30% of consolidated assets? Yes  No   
 (c) Have there been any offers (including tender offers) or negotiations to offer to purchase five percent or more of any class of voting stock of the Parent Company or any Subsidiary in the past twelve months or are any such offers expected in the future? Yes  No

- (d) Is the Parent Company, or any Subsidiary currently, or has it at any time over the past twelve months, been in breach of any of its debt covenants or loan agreements? Yes  No
- (e) Is the Parent Company or any Subsidiary currently, or has it at any time over the past twelve months, been in arrears in its payments to the Canada Revenue Agency or the provincial ministries of revenue (including source deductions, G.S.T and P.S.T)? Yes  No
- (f) Has the Parent Company, or any Subsidiary, at any time over the past three years, changed its accountants or external legal advisors? Yes  No
- (g) 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
- (h) Has there been any change in the controlling ownership of the Parent Company in the past twelve months? Yes  No
- (i) Has any employee benefit Plan, including but not limited to any government sponsored Plan, been terminated, partially terminated or restructured in the past 3 years or is the Parent Company or any Subsidiary contemplating within the next twelve months any Plan termination, Partial termination or restructuring that has resulted in, or is expected to result in any change of benefits? Yes  No
- (j) Are there any overdue employer contributions for any Plan? Yes  No

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

- 6. Does the Board of Directors conduct and make available to its Board of Directors regular environmental audits or assessment reports? ***If yes, attach details.*** Yes  No

**UNDERLYING INSURANCE, PRIOR INSURANCE & PAST ACTIVITIES**

- 7. (a) Provide the following insurance information (*Attach separate schedule if necessary*):

	Name of Insurer	Limit of Policy	Expiry Date	Deductible	Claims History
Primary D & O Insurance					
First D & O Excess Insurance					
Second D & O Excess Insurance					
Employment Practices Liability Insurance (EPL)					
Fiduciary Liability Insurance					
General Liability Insurance					
Fidelity Bond					
Environmental Liability					
Professional Liability					

Please provide a copy of the primary Directors and Officers policy and application form.

- (b) Has any company or Lloyd's declined, cancelled or refused to renew any of the coverages listed above? ***If yes, attach details.*** Yes  No
- (c) Has any purchased Directors and Officers Liability or other insurance limits decreased from the prior policy period? ***If yes, attach details.*** Yes  No

- 8. Employee Benefit Plans:

- (a) Total assets of all plans: \$ \_\_\_\_\_
- (b) Number of: Defined Benefit Plans \_\_\_\_\_ Defined Contribution Plans \_\_\_\_\_

***If any Defined Benefit Plans, please submit the latest Actuarial Valuation Report on those plans with this application***

(c) Do any plans invest in or provide an option to invest in employer securities? Yes  No

*If yes, please complete the table below:*

Number of Plans with Employer Securities	Total Number of Shares held by all Plans	Total Cost Value of all shares held by all Plans	Total Market Value of all shares held by all Plans as of most recent plan year end
		\$	\$

(d) Has there been during the past three years, any reduction in employee benefits under any Plans? Yes  No   
*If yes, attach details.*

9. During the past three years, has any claim, or notice of circumstances, which could reasonably give rise to claim, been reported to any previous D&O, EPL or Fiduciary Liability Insurer? Yes  No   
*If yes, attach details.*

10. Has there been during the past three years, or is there now pending, any written demand for monetary damages or non-monetary relief, civil or criminal proceeding, formal civil administrative or regulatory proceeding, or arbitration proceeding, against the Parent Company, its Subsidiaries, or any director, officer or any other person proposed for this insurance, including any such claim involving any:

- (a) anti-trust, copyright or patent law, or other intellectual property right or law; Yes  No
- (b) federal, provincial, territorial or state securities law or regulation; Yes  No
- (c) stockholder's suit, shareholder derivative suit, representative action or class action; Yes  No
- (d) employment law; Yes  No
- (e) employee benefit plan of the Parent Company or its Subsidiaries; or Yes  No
- (f) insolvency or bankruptcy proceedings? Yes  No
- (g) pollution related matters? Yes  No
- (h) bodily injury or property damage related matters or losses? Yes  No

*If yes to any of the above, please provide the date, a brief description, and the damages sought or settlement paid, of such claim, and the current status if pending.*

**THE APPLICANT DOES HEREBY PROVIDE THE FOLLOWING WARRANTY TO THE INSURER - The following question is to be answered for any new coverage being sought by the applicant, or, for an increase in the limit of liability currently carried by the applicant.**

11. Does the Parent Company, its Subsidiaries, or any director, officer or any other person proposed for this insurance have any knowledge or information of any fact, circumstance or situation related to any coverage that is available under this policy which could reasonably give rise to a claim against them? Yes  No   
*If yes, attach details.*

**It is agreed that this policy shall not afford coverage with respect to any claim arising from any such fact, circumstance or situation to the extent the claim is against an Insured who knew of such fact, circumstance or situation prior to issuance of the proposed policy.**

**AUTHORIZATION AND SIGNATURE – PLEASE READ AND SIGN**

The undersigned authorized representative of the Parent Company represents, after inquiry, that the statements and representations set forth in this application, and all materials submitted to or requested by the Insurer in conjunction with this application, are true. The undersigned authorized representative acknowledges that these statements, representations, and materials are relied on by the Insurer and that they are deemed material to the acceptance of the risk or hazard assumed by the Insurer under the insurance applied for, should the insurance be effected. The undersigned authorized representative agrees that if the information supplied via this application changes between the date of this application and the effective date of any insurance effected pursuant to this application, the undersigned will immediately notify the Insurer of such changes, and the Insurer may withdraw or modify any outstanding indications, quotations and/or authorization or agreement to effect the insurance.

Signing of this application does not obligate the Parent Company or the Insurer to effect the insurance, but it is agreed that all materials submitted to or requested by the Insurer in conjunction with this application, are hereby incorporated by reference into this application and made a part hereof. It is further agreed that this application and all materials submitted to or requested by the Insurer in conjunction with this application are the basis of and are deemed attached to and incorporated into the policy effected pursuant to this application.

The undersigned authorized representative acknowledges that any personal information provided in connection with the insurance applied for, including but not limited to the information contained in this application, has been collected in accordance with all applicable privacy legislation. The undersigned confirms that all necessary consents have been obtained for the collection, use, and disclosure of such information for the purposes of any investigation and inquiry in connection with this application for insurance, and if applicable, investigating and settling claims, detecting and preventing fraud, and acting as required or authorized by law.

**PLEASE NOTE: COVERAGE CANNOT BE BOUND UNLESS THIS APPLICATION HAS BEEN FULLY COMPLETED AND DULY SIGNED AND DATED.**

Parent Company	Date
Signature of Chairman or President	Title

- PLEASE PROVIDE THE FOLLOWING INFORMATION WITH YOUR APPLICATION AS APPLICABLE:**
- COPY OF THE MOST RECENT ANNUAL REPORT OR AUDITED FINANCIAL STATEMENTS.
  - COPY OF THE MOST RECENT INTERIM FINANCIAL STATEMENTS.
  - COPY OF ANY PUBLIC DOCUMENTS FILED BY THE COMPANY WITH THE ONTARIO SECURITIES COMMISSION, OR ANY SIMILAR FEDERAL, PROVINCIAL, TERRITORIAL, LOCAL OR OTHER REGULATORY AGENCY IN THE PAST 12 MONTHS.
  - SCHEDULE A – A LIST OF ALL SUBSIDIARIES FOR WHICH COVERAGE IS REQUESTED.
  - SCHEDULE B – A LIST OF DIRECTORS AND OFFICERS OF THE PARENT COMPANY AND ITS SUBSIDIARY.
  - THE PROVISIONS OF THE CHARTER OR BY-LAWS COVERING INDEMNIFICATION OF DIRECTORS AND OFFICERS.
  - COPY OF THE MOST RECENT ANNUAL AUDIT OR DIRECTOR’S EXAM AND MANAGEMENT LETTER AND THE RESPONSES TO ANY RECOMMENDATIONS MADE, IF APPLICABLE.
  - COPY OF THE MOST RECENT ACTUARIAL VALUATION REPORT FOR ANY DEFINED BENEFIT PLANS, IF APPLICABLE.