

**APPLICATION FOR
BROAD FORM DIRECTORS AND OFFICERS LIABILITY INSURANCE**

NOTICE: THE POLICY FOR WHICH THIS APPLICATION IS MADE APPLIES, SUBJECT TO ITS TERMS, ONLY TO ANY "CLAIM" FIRST MADE OR DEEMED MADE AGAINST THE "INSURED PERSONS" DURING THE "POLICY PERIOD". THE PAYMENT OF "DEFENSE EXPENSES" WILL REDUCE THE LIMIT OF LIABILITY. THE POLICY DOES NOT PROVIDE FOR ANY DUTY BY THE INSURER TO DEFEND THE "INSURED PERSONS".

1. a) Name of **Applicant**: _____
(Whenever used in this Application, the term **Applicant** shall mean the Parent Corporation.)
b) Principal address: _____
c) Date of incorporation or charter: _____
d) State of incorporation or charter: _____
e) Nature of business: _____

2. Has the personal liability of the **Applicant's** directors and officers been limited or eliminated by the **Applicant's** charter or by-laws to the maximum extent permitted by law? Yes No
3. Please provide the following information about the **Applicant's** insurance:
 - a) D&O insurance (please attach a copy of this policy):
Primary carrier: _____ Policy period: _____
Total limits carried (primary and excess): _____
 - b) Pension/Fiduciary/Trust/ERISA insurance:
Carrier(s): _____ Policy period: _____
Total limits carried: _____
 - c) CGL insurance (list Environmental Impairment Liability insurance separately, if applicable):
Carrier(s): _____ Policy period: _____
Total limits carried: _____
4. What procedures does the **Applicant** follow to monitor the compliance of its directors and officers with Section 16(b) of the Securities Exchange Act of 1934? (Please attach a separate sheet if necessary.)

5. a) Please identify the **Applicant's** top environmental officer and all members of the Board of Directors with backgrounds or experience in environmental law and/or regulation (please attach a separate sheet if necessary):

- b) Does the **Applicant** conduct and make available to its Board of Directors regular environmental audits or reports? Yes No
If "Yes", how frequently? _____

6. Has there been, or does the **Applicant** now contemplate, any termination or restructuring of any employee benefit plan or trust as a result of which any assets of such plan or trust have been or will be paid or distributed to or for the benefit of the **Applicant** or any other person or entity (except a beneficiary of such plan or trust)? Yes No

If "Yes", please give details (please attach a separate sheet if necessary):

7. Please submit the following documents with respect to the **Applicant**:

- a) Latest proxy statement, 10-K and annual report, including audited financial statements with all notes and schedules.
- b) Latest 10-Q report filed subsequent to the latest annual report and any 8-K or 13D reports filed with the SEC within the last twelve (12) months.
- c) Latest CPA letter to management relating to internal controls and any written response thereto.
- d) Copies of all D&O insurance policies currently in force, and their applications.
- e) Schedule of all material litigation pending against the **Applicant** or against any of its past or present directors or officers.
- f) The **Applicant's** written environmental policy, if any.
- g) Copies of all provisions of the **Applicant's** charter and by-laws relating to the indemnification of its directors and officers.

8. a) No claims, actions or proceedings have been made or brought against any person(s) proposed for this insurance in his or her capacity as a director or officer of the **Applicant**, except as follows (include loss payment and defense costs. If answer is "None", so state):

- b) Neither the **Applicant** nor any person proposed for this insurance is cognizant of any fact, circumstance or situation which they have reason to suppose might afford valid grounds for any claim against a director or officer of the **Applicant** in such capacity, except as follows (if answer is "None", so state):

Without prejudice to any other rights and remedies of the Insurer, any claim arising from any claims, facts, circumstances or situations required to be disclosed in response to 8.a) or 8.b) is excluded from the proposed insurance.

FOR THE PURPOSE OF THIS APPLICATION, THE UNDERSIGNED AUTHORIZED AGENT OF THE APPLICANT AND OF THE PERSONS PROPOSED FOR THIS INSURANCE DECLARES THAT TO THE BEST OF HIS/HER KNOWLEDGE AND BELIEF, AFTER REASONABLE INQUIRY, THE STATEMENTS HEREIN ARE TRUE AND COMPLETE. THE INSURER IS AUTHORIZED TO MAKE ANY INQUIRY IN CONNECTION WITH THIS APPLICATION. ACCEPTING THIS APPLICATION DOES NOT BIND THE INSURER TO COMPLETE THE INSURANCE.

THE INFORMATION CONTAINED IN AND SUBMITTED WITH THIS APPLICATION IS ON FILE WITH THE INSURER AND IS CONSIDERED PHYSICALLY ATTACHED TO THIS APPLICATION. THIS APPLICATION AND ATTACHMENTS WILL BECOME A PART OF ANY POLICY ISSUED. IF A POLICY IS ISSUED, THE INSURER WILL HAVE RELIED UPON THIS APPLICATION AND ATTACHMENTS.

IF THE INFORMATION IN THIS APPLICATION AND ATTACHMENTS MATERIALLY CHANGES PRIOR TO THE EFFECTIVE DATE OF THE POLICY, THE APPLICANT WILL NOTIFY THE INSURER, WHO MAY MODIFY OR WITHDRAW THE QUOTATION.

THE UNDERSIGNED DECLARES THAT THE INDIVIDUALS PROPOSED FOR THIS INSURANCE UNDERSTAND THAT:

- (A) THIS POLICY APPLIES ONLY TO "CLAIMS" FIRST MADE OR DEEMED MADE AGAINST THE "INSURED PERSONS" DURING THE "POLICY PERIOD";**
- (B) THE PAYMENT OF "DEFENSE EXPENSES" WILL REDUCE THE LIMIT OF LIABILITY; AND**
- (C) THE POLICY DOES NOT PROVIDE FOR ANY DUTY BY THE INSURER TO DEFEND THE "INSURED PERSONS".**

NOTICE TO ARKANSAS, MINNESOTA, AND OHIO APPLICANTS: ANY PERSON WHO, WITH INTENT TO DEFRAUD OR KNOWING THAT HE/SHE 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, WHICH IS A CRIME.

NOTICE TO COLORADO APPLICANTS: 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 POLICY HOLDER OR CLAIMANT FOR THE PURPOSE OF DEFRAUDING OR ATTEMPTING TO DEFRAUD THE POLICY HOLDER 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.

NOTICE TO DISTRICT OF COLUMBIA, MAINE AND VIRGINIA 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 MAY INCLUDE IMPRISONMENT, FINES, OR A DENIAL OF INSURANCE BENEFITS.

NOTICE TO FLORIDA APPLICANTS: ANY PERSON WHO, KNOWINGLY AND WITH INTENT TO INJURE, DEFRAUD, OR DECEIVE ANY EMPLOYER OR EMPLOYEE, INSURANCE COMPANY, OR SELF-INSURED PROGRAM, FILES A STATEMENT OF CLAIM OR AN APPLICATION CONTAINING ANY FALSE OR MISLEADING INFORMATION IS GUILTY OF A FELONY OF THE THIRD DEGREE.

NOTICE TO KENTUCKY APPLICANTS: ANY PERSON WHO KNOWINGLY AND WITH INTENT TO DEFRAUD ANY INSURANCE COMPANY OR OTHER PERSON FILES AN APPLICATION FOR INSURANCE CONTAINING ANY FALSE INFORMATION, OR CONCEALS FOR THE PURPOSE OF MISLEADING, INFORMATION CONCERNING ANY FACT MATERIAL THERETO, COMMITS A FRAUDULENT INSURANCE ACT, WHICH IS A CRIME.

NOTICE TO LOUISIANA AND NEW MEXICO APPLICANTS: 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.

NOTICE TO MARYLAND APPLICANTS: ANY PERSON WHO, WITH INTENT TO DEFRAUD OR KNOWING THAT HE/SHE IS FACILITATING A FRAUD AGAINST AN INSURER, SUBMITS AN APPLICATION OR FILES A CLAIM CONTAINING A FALSE OR DECEPTIVE STATEMENT MAY BE GUILTY OF INSURANCE FRAUD.

NOTICE TO NEW JERSEY APPLICANTS: ANY PERSON WHO INCLUDES ANY FALSE OR MISLEADING INFORMATION ON AN APPLICATION FOR AN INSURANCE POLICY IS SUBJECT TO CRIMINAL AND CIVIL PENALTIES.

NOTICE TO 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 STATED VALUE OF THE CLAIM FOR EACH SUCH VIOLATION.

NOTICE TO OKLAHOMA APPLICANTS: ANY PERSON WHO KNOWINGLY AND WITH INTENT TO INJURE, DEFRAUD OR DECEIVE ANY INSURER, MAKES ANY CLAIM FOR THE PROCEEDS OF AN INSURANCE POLICY CONTAINING ANY FALSE, INCOMPLETE OR MISLEADING INFORMATION IS GUILTY OF A FELONY.

NOTICE TO OREGON AND TEXAS APPLICANTS: ANY PERSON WHO MAKES AN INTENTIONAL MISSTATEMENT THAT IS MATERIAL TO THE RISK MAY BE FOUND GUILTY OF INSURANCE FRAUD BY A COURT OF LAW.

NOTICE TO 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.

APPLICANT		
BY (<i>Chairman and/or President Signature</i>)	TITLE	DATE

NOTE: This Application must be signed by the Chairman and/or President of the **Applicant** acting as the authorized agent of the **Applicant** and the persons proposed for this insurance.

PRODUCED BY (<i>Insurance Agent</i>)	INSURANCE AGENCY
INSURANCE AGENCY TAXPAYER I.D. OR SOCIAL SECURITY NO.	AGENT LICENSE NO.
ADDRESS (<i>No., Street, City, State, and ZIP Code</i>)	

SUBMITTED BY (<i>Insurance Agency</i>)	INSURANCE AGENCY TAXPAYER I.D. OR SOCIAL SECURITY NO.	AGENT LICENSE NO.
ADDRESS (<i>No., Street, City, State, and ZIP Code</i>)		