

APPLICATION FOR PUBLIC COMPANY DIRECTORS AND OFFICERS INSURANCE

PLEASE READ CAREFULLY. THIS IS AN APPLICATION FORM FOR A CLAIMS MADE POLICY.

- Please complete all questions. If there is no answer, write "none" or "N/A" in the space provided.
- The term "**Company**" includes all **Subsidiaries** more than 50% owned for which coverage is proposed under this application.

A. General Information

- Name of **Company**: _____
- Address: _____
- Web-Site Address: _____
- Place of Incorporation: _____
- The **Company** has continuously carried on business since: _____
- Type of Company: Public Private Other: _____
- Nature of Operations: _____
- Does the **Company** or any **Insured** provide any professional services for a fee? Yes No
If Yes, please attach full details.
- Please list all **Subsidiaries** to be covered under the **Policy** (If additional space is required, please attach separate list):

Name of Subsidiary	Ownership %	Nature of Operations:	Place of Incorporation:

B. Stock Ownership

- Stock Ticker Symbol _____ and listed on which Stock Exchange(s): _____
- Total number of common shares outstanding: _____
- Total number of common shareholders: _____
- Total number of common shares owned directly or beneficially by the directors and officers: _____
- If the **Company's** securities are dually listed or traded on any US Stock Exchange, what percentage of the total outstanding shares are traded on any US Stock Exchange? _____%
- Does any shareholder own directly or beneficially more than 10% of the outstanding shares? Yes No
If so, please provide the following details:

Name of Shareholder:	% of Holdings:	Name of Board Representative:

- Are there any other securities convertible to common stock? Yes No
If Yes, please attach full details.

C. Announcements

1. Does the **Company** currently have under consideration or has it considered in the past 12 months any asset transactions exceeding 10% of the **Company's** consolidated assets, by merger, acquisition, consolidation or divestiture? Yes No
If Yes, please attach full details.

2. Has the **Company** filed within the past 12 months or anticipate filing within the next 12 months any private or public offering of securities with any securities commission? Yes No
If Yes, please attach full details including a copy of the prospectus or registration statement

3. During the past 12 months has the **Company**:
 - a) experienced any changes in senior management or any directors? Yes No
 - b) experienced any change in controlling ownership of the **Company**? Yes No
 - c) changed or is currently considering changing its external general counsel or auditors?..... Yes No
 - d) been the subject of any inquiries or investigations by any regulatory agency? Yes No
 - e) made or is currently considering any non-recurring accounting restatements, adjustments, changes or disclosures? Yes No*If Yes to any of the above, please attach full details.*

4. Has the **Company** currently or during the past 3 years:
 - a) been involved in any bankruptcy proceeding, reorganization or any other arrangement with creditors under federal, provincial or state law? Yes No
 - b) been in arrears in its payments to the Canada Revenue Agency or provincial ministries of revenue (including source deductions, GST or PST) Yes No
 - c) been in breach of any of its debt covenants or loan agreements? Yes No*If Yes, please attach full details.*

5. During the past 3 years, has any Insurer declined, canceled or non-renewed any policy or **Application** for directors and officers or employment practices liability insurance? Yes No
If Yes, please attach full details.

D. Employment Practices Information:

1. Total number of employees:

Please provide number of employees by Compensation band:

Total Annual Compensation	Over \$250,000	\$100,000 - \$250,000	\$75,000 - \$100,000	\$50,000 - \$25,000	Less then \$25,000
Canada					
U.S.					

2. What is the total number of employees located in each of the following states:
 California: _____ Texas: _____ New Jersey: _____ Michigan: _____ Florida: _____ Alabama: _____

3. How many leased employees or independent contractors does the **Company** employ annually? _____

4. What is the **Company's** total annual payroll? \$ _____

5. What is the total number of employees with annual compensation greater than \$100,000? _____

6. How many employees, including officers, have been involuntarily terminated in the last two years?..... _____

7. Have there been any layoffs or staff reductions in the past 12 months or any anticipated in the next 12 months? Yes No
If Yes, please attach full details.

8. Does the **Company** employ a full time Human Resources professional? Yes No

9. Does the **Company** have an Employee Handbook or Manual? Yes No
If yes, is it issued to every employee? Yes No

10. Does the **Company** have written policies and procedures on the following:
- a) employee hiring? Yes No
 - b) employee termination? Yes No
 - c) annual written performance evaluations? Yes No
 - d) sexual harassment and reporting procedures? Yes No
 - e) employee complaints of harassment and/or discrimination? Yes No
 - f) accommodating the disabled? Yes No

E. Past Litigation, Proceedings, Actions or Suits

1. During the past three years, has any **Claim**, or notice of circumstances which could reasonably give rise to a claim, been reported to any previous Directors and Officers Liability, or Employment Practices Liability, Insurer? Yes No
If Yes, please attach full details.
2. Has the **Company** or any of its directors or officers been involved in any of the following during the past 3 years:
- (a) any anti-trust, price-fixing, or copyright, patent or trademark litigation? Yes No
 - (b) any proceeding alleging violation of any federal or state securities laws or regulations? Yes No
 - (c) any representative action, class action or derivative suit? Yes No
 - (d) any other material litigation or criminal, governmental or administrative proceeding?..... Yes No
 - (e) any insolvency or bankruptcy proceedings? Yes No
- If Yes to any of the above, please attach full details.*
3. Has there been, or are there now pending, any **Claims** against the **Company** or any past or present directors, officers or employees of the **Company**:
- (a) involving any employment law? Yes No
 - (b) involving non-employment related discrimination or sexual harassment? Yes No
- If Yes, please attach full details.*
4. Is any **Insured** aware of any fact, circumstance or situation involving the **Company**, the directors or officers of the **Company** which may give rise to a **Claim** under the policy to which this application will be attached? Yes No
If Yes, please attach full details.

Please note that no coverage will be afforded under the proposed policy for any claim arising out of any fact or circumstance or actual or alleged error, misstatement, misleading statement, act, omission, neglect, or breach of duty disclosed or required to be disclosed in response to questions in this application.

F. Additional Information

- 1 Copies of the following materials regarding the **Company** are deemed attached to and made part of this application by reference:
- (a) The latest Annual Report to stockholders and SEC Form 10-K if applicable;
 - (b) The latest interim financial statement and SEC Forms 10-Q and/or 8-K if applicable;
 - (c) The latest Notice to Stockholders and Proxy Statement for the Company's annual meeting;
 - (d) Any registration statement filed with the Securities and Exchange Commission within the last 24 months; and
 - (e) The provisions of the Charter or By-Laws covering indemnification of directors and officers.

G. Notices

1. The following officer of the **Company** is designated to receive any and all notices from the Insurer or authorized representative(s) concerning this insurance:

Name: _____

Title: _____

Signing this application does not bind the undersigned or the Insurer to complete the insurance, however, if a policy is issued, this application will be the basis of the policy and a copy of this application is deemed to be attached to and made part of the policy. The Insurer is authorized to make any investigation and inquiry regarding this application as it deems necessary. The undersigned, on behalf of all prospective Insureds, declares that the statements in this application and the information submitted herewith are true, complete and accurate. If there are material changes to any statements in this application or the information submitted herewith prior to the inception of the policy, the undersigned will immediately notify the Insurer of such changes who shall then have the right to change or withdraw any outstanding terms or proposal.

This application must be currently dated and signed by either: (1) the Chief Executive Officer and (2) the Chairman of the Board, the President or the Chief Financial Officer of the Company.

Signed: _____

Date: _____ (MM/DD/YY)

Name: _____

Title: _____

E-mail Completed Application to PROAPP@NEXTWAVEINS.CA