

**NEW BUSINESS APPLICATION FOR THE BARNES INSURANCE
FOR-PROFIT DIRECTORS & OFFICERS LIABILITY (PD&O) PROGRAM
Privately Held or Publicly Traded Corporations**

- Please complete all questions – If no answer available, please write “not applicable” in the space provided.
- Where space provided is insufficient to fully answer, please attach additional sheet(s).
- Attach the following information for the Company and all Subsidiaries (if applicable):
 - Latest Audited Annual Reports for the last two years
 - Latest Interim YTD Financial Statements
 - Copy of the Indemnification Clause contained in the Company By-Laws
 - Copy of the Company’s Insider Trading and Corporate Communications policies or guidelines
 - Complete List of Directors and Officers (including titles and responsibilities)
 - Complete List of Subsidiaries, including the Parent Company’s ownership, nature of business, date of acquisition or creation, incorporation date and jurisdiction of incorporation.

GENERAL INFORMATION

1. Company Name: _____

2. Company Address: _____

Company Website: _____

3. Type of Company: Corporation Private Company Income Trust/Income Fund
 Partnership Limited Partnership
 Other (please specify): _____

4. Date Established: _____ Date of Incorporation: _____

Incorporated under the laws of: _____

5. Nature of Business: If available, please provide brochures / promotional literature / marketing info.

OPERATIONAL DETAILS

6. Please complete the following:

	Shares	Assets	Sales	# of Employees
in Canada	_____ %	_____ %	_____ %	_____
in USA	_____ %	_____ %	_____ %	_____
Other:	_____ %	_____ %	_____ %	_____

7. Total number of Subsidiaries that are more than 50% owned or controlled by the Corporation, either directly or indirectly through one or more of its Subsidiaries at the time of completing this Application:

Canada: _____ United States: _____ Other: _____

8. Is the Company or any of its Subsidiaries publicly traded? Yes No
If yes, list all exchanges and stock symbols.

SHARE OWNERSHIP / OTHER SECURITIES / CORPORATE CHANGES

9. Total number of common shares outstanding: Canada: _____ USA: _____ Other: _____

10. Total number of common shareholders: _____

11. Total number of common shares owned directly or beneficially by:

Directors: _____ Officers who are not Directors: _____

12. Name and percentage of holdings of any shareholder who owns (directly or indirectly) 10% or more of the outstanding shares:

13. Are there any other securities which are convertible to voting stock? Yes No

14. Has the Applicant completed or agreed to (in the past 12 months), or is it contemplating, any of the following, whether or not such transactions were or will be completed:

(a) Any plans for merger, acquisition, consolidation, or tender offer? Yes No

(b) The sale, distribution or divestiture of any assets or stock other than in the ordinary course of business in an amount exceeding 25% of the Applicant's consolidated assets? Yes No

(c) A private placement or public offering of its securities? Yes No

(d) Any branch, location, facility, office or subsidiary closings, or layoffs? Yes No

15. Has there been any change in directors or senior management in the past three years (such as Board Chairman, President Executive Vice President)? Yes No
16. Has there been any change in the controlling ownership of the Company in the past twelve months? Yes No
17. Has the Company at any time during the past three years changed its External Auditors or external legal advisors? Yes No
18. Is the Company currently, or has it at any time during the past three years been, in Breach of any of its debt covenants, loan agreements or taxation requirements, or does it anticipate any such breach occurring in the next 12 months? Yes No
19. Has any Director, Officer or the Company been involved in any of the following at any time:
- (i) Anti-Trust, Copyright or Patent Litigation? Yes No
 - (ii) Civil or Criminal Action or Administrative Proceeding alleging the violation of any Federal, Provincial or Local Securities Law or Regulation; Anti-Trust or Fair Trade Law? Yes No
 - (iii) Any other civil or criminal action or proceeding? Yes No
 - (iv) Any representative actions, class actions or derivative suits? Yes No

If yes, to any of the above, please attach full details.

20. Has the Company sought protection under the "Companies Creditors Arrangement Act" Yes No

COVERAGE DETAILS

21. Provide details of all Directors & Officers Liability Insurance carried in the past three years:

<u>Insurer</u>	<u>Policy Period</u>	<u>Limit of Liability</u>	<u>Deductible</u>	<u>Premium</u>
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22. During the past five years, has the company had Directors & Officers Liability insurance declined, cancelled, non-renewed or refused?

Yes No If yes, provide full details.

23. Limits of Liability required: \$ _____ \$ _____ \$ _____

Deductible: \$ _____ \$ _____ \$ _____

CLAIMS EXPERIENCE AND PAST INCIDENTS

24. Has any claim been made or is a claim now pending against the Company or any person proposed for this insurance?

Yes No If yes, provide full details.

25. Has any suit or legal action been filed by or on behalf of the Company against any person(s) proposed for this insurance?

Yes No If yes, provide full details.

26. Does the Company or any other person(s) proposed for this insurance have knowledge or information of any actual or alleged negligent act, error, omission, misstatement or misleading statement or breach of duty which might give rise to a future claim?

Yes No If yes, provide full details.

It is agreed that any claim or action arising from any negligent act, error or omission, misstatement or misleading statement, or breach of duty, which is known to any Director or Officer prior to issuance of the policy shall be excluded from coverage.

DECLARATION

The undersigned declares that all statements made in the Application and the information contained in documents submitted with it are true. Signing of this document does not bind the Applicant to complete the insurance, but it is agreed that the Application shall be the basis of the contract, should a policy be issued.

Signature

Title or Position - **MUST BE THE PRESIDENT,
CHAIRMAN OF THE BOARD OR THE CHIEF
EXECUTIVE OFFICER**

Date