

Hudson Insurance Company

100 William Street, 5th Floor, New York, NY 10038 hereinafter "Insurer"

APPLICATION FOR DIRECTORS & OFFICERS INSURANCE POLICY

COMPLETION OF THIS APPLICATION DOES NOT COMMIT OR BIND THE UNDERSIGNED TO PURCHASE OR THE INSURER TO ISSUE A POLICY. IT IS AGREED THAT THIS APPLICATION AND ALL OF THE UNDERWRITING INFORMATION PROVIDED SHALL BE THE BASIS OF THE CONTRACT SHOULD A POLICY BE ISSUED. THIS APPLICATION INCLUDING ANY AMENDMENTS OR SUPPLEMENTS HERETO AND ANY UNDERWRITING INFORMATION PROVIDED WILL BE DEEMED ATTACHED TO AND FORM PART OF THE POLICY.

NOTICE: THIS IS AN APPLICATION FOR A CLAIMS-MADE AND REPORTED POLICY. THE POLICY FOR WHICH THIS APPLICATION IS MADE, SUBJECT TO ITS TERMS AND CONDITIONS, IS LIMITED TO LIABILITY FOR WRONGFUL ACTS FOR WHICH CLAIMS ARE FIRST MADE AGAINST THE INSUREDS WHILE THE POLICY IS IN FORCE.

THE LIMIT(S) OF LIABILITY AVAILABLE TO PAY JUDGEMENTS OR SETTLEMENTS SHALL BE REDUCED BY AMOUNTS INCURRED FOR LEGAL DEFENSE COSTS. FURTHER NOTE THAT THE AMOUNTS INCURRED FOR LEGAL DEFENSE COSTS SHALL BE APPLIED AGAINST THE RETENTION AMOUNT.

-) This Application must be completed in full including all required attachments.
-) If more space is needed to answer a question, please attach a separate sheet of paper.
-) The term "Subsidiary", as used below, shall mean any entity which more than 50% of the issued and outstanding voting securities is directly or indirectly owned by the applicant.
-) All underlined terms in this Application are used in the context defined by the Policy for which coverage is being applied.

1. GENERAL INFORMATION:

- a) Name of Company _____
- b) Address _____
- c) Nature of Business _____
- d) Date and State of Incorporation _____
- e) Company's primary outside securities counsel _____
- f) Corporate counsel has provided continuous service to the Company since _____

2. STOCK OWNERSHIP:

- a) Total number of common shares outstanding _____
- b) Total number of common shareholders _____
- c) Total number of common shares held directly or beneficially by Directors and Executive Officers _____
- d) Describe fully any other securities convertible to common shares _____
- e) Are any securities publicly traded? Yes No. If "Yes", specify the type of security exchange on which they are listed, the trading symbol and the date and price of the Initial Public Offering _____
- f) Identify holders of all equity securities that own 5% or more of each type of security, i.e. common and preferred shares. (Attach response to Application) _____

3. SUBSIDIARY INFORMATION:

a) List all Subsidiary Companies:

<u>NAME</u>	<u>NATURE OF BUSINESS</u>	<u>DATE ACQUIRED OR CREATED</u>	<u>PERCENTAGE OWNED</u>	<u>STATE/COUNTRY OF CORPORATION</u>
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b) Do you want coverage to include all Subsidiaries? Yes No. If "Yes", attach a complete listing of all Directors and Executive Officers for each Subsidiary. If "No", coverage is hereby waived under the Policy.

4. ADDITIONAL INFORMATION:

a) Has there been any turnover, resignation or termination of any Executive Officers, Directors and/or key employees during the past 3 years, for reasons other than death or retirement? Yes No. If "Yes", is the company currently in any dispute or disagreement with such former Directors, Executive Officers and/or key employees? Yes No. If "Yes", please attach the details.

b) Do you currently expect or anticipate any loss, resignation or termination of any Executive Officers, Directors and/or key employees in the next 12 months. Yes No. If "Yes", please attach the details.

c) Has any Director or Executive Officers or key employee of the Company signed a non-compete agreement with any outside corporation or other legal entity during the last five years? Yes No. If "Yes", please attach details including whether the company is a potential competitor or uses similar technology.

d) Has the Company been involved in any discussions or consideration of any merger, consolidation or acquisition with any other entity within the past 12 months? Yes No. Were any such type of transaction negotiations terminated within the past 12 months? Yes No. If "Yes" to either, please attach the details.

e) Is the Company currently involved in or considering any merger or acquisition with any other entity within the next 12 months? Yes No. If "Yes", please attach details. Has any third party formally or informally approached the Company regarding a potential sale of all or part of the Company? Yes No. If "Yes", please attach details.

f) Is the Company currently involved in or considering any restructuring, consolidation or legal or financial reorganization or filing for bankruptcy. Yes No. If "Yes", please attach details.

g) Is the Company currently involved in or considering any writedowns, charges, restatements of financials or the sale, distribution or divestiture of any assets? Yes No. If "Yes", please provide details. _____

h) Is the Company currently or has it at any time over the last 12 months been in any actual or alleged breach or violation of any debt covenant or loan agreement or any other material contractual obligation? Yes No. If "Yes", please provide details. _____

i) Has the Company changed auditors and/or CPA firm in the past 3 years? Yes No. If "Yes", please provide the reasons for the change(s). _____

j) Does the Company currently anticipate or expect a change in auditors and/or CPA firm? Yes No. If "Yes", please provide the details. _____

- k) Has the Company's auditors and/or CPA firm informed the Company of any disagreements or weaknesses with its accounting practices, procedures or internal controls? Yes No. If "Yes", please provide management letter and the Company's responses. _____
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- l) Has the Company retained or does it currently plan on retaining an investment banker or financial advisor to increase or maximize shareholder or investors value? Yes No. If "Yes", please provide details. _____
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- m) Are the Company's financial results for the current quarter currently expected to meet or exceed previously budgeted or forecasted or projected expectations? Yes No. Year to date? Yes No. If "No" to either or both, please provide details. _____
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- n) Is the Company currently considering a private or public offering of any securities within the next 12 months? Yes No. If "Yes", please attach details.
- o) Does the Company or any of its Subsidiaries, including the Directors and Executive Officers thereof, presently act or plan to act in the capacity of general partner in any limited or general partnership? Yes No. If "Yes", please provide details. _____
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5. PREVIOUS INSURANCE:

- a) Has the Company or any Subsidiary previously purchased any Directors and Officers Liability Insurance or similar insurance? Yes No. If yes, please provide the following details.

<u>INSURER</u>	<u>LIMIT</u>	<u>DEDUCTIBLE</u>	<u>PERIOD FROM/TO</u>	<u>PREMIUM</u>
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____

- b) Provide details of any prior actual or potential Claims filed under such insurance (if none, so state). _____
- c) Has any Insurer canceled or refused to renew any Directors and Officers Liability Insurance or similar insurance within the past 5 years? Yes No. If "Yes", please provide complete details. _____
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6. OTHER INSURANCE:

EPL (Employment Practices Liability)

- a) Carrier(s) _____
- b) Limit _____
- c) Premium _____
- d) Expiration _____
- e) Detail prior losses paid by Carriers: _____
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7. PREVIOUS EXPERIENCE:

- a) Has the Company, or anyone for whom insurance is intended, been involved in the following:
- 1) any antitrust, copyright or patent litigation? Yes No.

- 2) any civil or criminal action or administrative proceeding, securities investigation or informal inquiry involving an actual or alleged or potential violation of any federal or state security law or regulation? Yes No.
- 3) any class actions, shareholder suits, or representative derivative suits? Yes No.
- 4) is there any potentially material litigation currently filed or existing against the Company or any of its Directors or Executive Officers? Yes No.

If “Yes” to any of the above, please attach details.

(HUDSON INSURANCE COMPANY INSUREDS: Question 7b and 7c need not be answered if this is a Hudson Insurance Company renewal).

- b) Are there any filed or existing Claims or demands against the Company or anyone for whom this insurance is intended which may fall within the scope of coverage afforded by any similar insurance presently or previously in effect or currently proposed? Yes No. If “Yes”, provide complete details. _____
- c) Has the Company or anyone for whom this insurance is intended given notice under the provisions of any other previous or current insurance policy of any Claims or facts or circumstances which may give rise to a Claim being made against the Company and/or Director and/or Executive Officers and/or Employee which may be submitted for coverage under this proposed policy? Yes No. If “Yes”, provide complete details _____

IT IS UNDERSTOOD AND AGREED THAT AS A CONDITION OF BINDING COVERAGE, IF ANY SUCH CLAIMS OR POTENTIAL CLAIMS OR FACTS OR CIRCUMSTANCES EXIST WHICH COULD GIVE RISE TO A CLAIM, THEN THOSE CLAIMS AND ANY OTHER CLAIMS ARISING FROM SUCH FACTS OR CIRCUMSTANCES ARE EXCLUDED FROM THE PROPOSED INSURANCE.

8. PRIOR KNOWLEDGE: (HUDSON INSURANCE COMPANY INSUREDS: Question 8 need not be answered if this is a Hudson Insurance Company renewal).

Does anyone for whom insurance is intended have any knowledge or information of any act, error, omission, fact or circumstance which may give rise to a Claim which may fall within the scope of the proposed insurance? Yes No. If “Yes”, provide complete details. _____

IT IS UNDERSTOOD AND AGREED THAT IF SUCH KNOWLEDGE OR INFORMATION EXISTS, ANY CLAIM ARISING THEREFROM IS EXCLUDED FROM THIS PROPOSED INSURANCE.

MATERIALS REQUESTED:

As an attachment to this Application, please include the following (where applicable):

-) Complete list of all Directors and Executive Officers to include their name, position, term of office, and affiliation with any other outside organizations. (Private company only)
-) Most recent Annual Report to shareholders. (Private and public companies)
-) 10K, 10Q, Annual Proxy Statement. (Public companies)
-) Latest available audit and/or CPA review or compilation, and interim financial statements. (Private companies)

- J Detailed statement of Company operations, including any subsidiaries. (Private companies only).
- J Most recent prospectus or private placement memorandum. (Private and public companies)
- J Copy of any L.L.C. management agreement if coverage is requested for an LLC. (Private and public companies)
- J Copy (certified by the Corporate Secretary) of the indemnification provisions of the charter and the by-laws. Also attach a copy of any corporate indemnification agreement.

NOTICE TO ARKANSAS 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 FINES AND CONFINEMENT IN PRISON."

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 POLICYHOLDER OR CLAIMANT FOR THE PURPOSE OF DEFRAUDING OR ATTEMPTING TO DEFRAUD THE POLICYHOLDER 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 APPLICANTS: ANY PERSON WHO KNOWINGLY PERSENTS 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 FINES AND CONFINEMENT IN PRISON"

NOTICE TO FLORIDA APPLICANTS: "ANY PERSON WHO KNOWINGLY AND WITH INTENT TO INJURE, DEFRAUD, OR DECEIVE ANY INSURANCE COMPANY, FILES A STATEMENT OF CLAIM OR AN APPLICATION, INCLUDING ANY ATTACHED SUPPLEMENTAL QUESTIONNAIRE, CONTAINING ANY FALSE, INCOMPLETE OR MISLEADING INFORMATION IS GUILTY OF A FELONY IN THE THIRD DEGREE."

NOTICE TO HAWAII APPLICANTS: "FOR YOUR PROTECTION, HAWAII LAW REQUIRES YOU TO BE INFORMED THAT PRESENTING A FRAUDULENT CLAIM FOR PAYMENT OF A LOSS OF BENEFIT IS A CRIME PUNICHABLE BY FINES OR IMPRISONMENT, OR BOTH."

NOTICE TO KANSAS APPLICATNS: "AN ACT COMMITTED BY ANY PERSON WHO, KNOWINGLY AND WITH INTENT TO DEFRAUD, PRESENTS, CAUSES TO BE PRESENTED OR PREPARES WITH KNOWLEDGE OR BELIEF THAT IT WILL BE PRESENTED TO OR BY AN INSURER, PURPORTED INSURER, BROKER OR ANY AGENT THEREFORE, ANY WRITTEN STATEMENT AS PAST OF, OR IN SUPPORT OF, AN APPLICATION FOR THE ISSUANCE OF, OR THE RATING OF AN INSURANCE POLICY FOR PERSONAL OR COMMERCIAL INSURANCE, OR A CLAIM FOR PAYMENT OR OTHER BENEFIT PURSUANT TO AN INSURANCE POLICY FOR COMMERCIAL OR PERSONAL INSURANCE WHICH SUCH PERSON KNOWS TO CONTAIN MATERIALLY FALSE INFORMATION CONCERNING ANY FACT MATERIAL THERETO' OR CONCEALS, FOR THE PURPOSE OF MISLEADING, INFORMATION CONCERNING ANY FACT MATERIAL THERETO."

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 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."

NOTICE TO LOUISIANA 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 FINES AND CONFINEMENT IN PRISON."

NOTICE TO MARYLAND APPLICANTS: "ANY PERSON WHO KNOWINGLY OR WILLFULLY PRESENTS A FALSE OR FRAUDULENT CLAIM FOR PAYMENT OF A LOSS OR BENEFIT OR WHO KNOWINGLY OR WILLFULLY PRESENTS FALSE INFORMATION IN AN APPLICATION FOR INSURANCE IS GUILTY OF A CRIME AND MAY BE SUBJECT TO FINES AND CONFINEMENT IN PRISON."

NOTICE TO MAINE 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 NEW HAMPSHIRE: "ANY PERSON WHO, WITH A PURPOSE TO INJURE, DEFRAUD OR DECEIVE AN INSURANCE COMPANY, FILES A STATEMENT OF CLAIM CONTAINING ANY FALSE, INCOMPLETE OR MISLEADING INFORMATION IS SUBJECT TO PROSECUTION AND PUNISHMENT FOR INSURANCE FRAUD AS PROVIDED AS PROVIDED IN RSA 638:20."

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 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 OHIO APPLICANTS: "ANY PERSON WHO, WITH INTENT TO DEFRAUD OR KNOWING THAT HE 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."

NOTICE TO OKLAHOMA APPLICANTS: "ANY PERSON WHO KNOWINGLY, AND WITH INTENT TO INJURE, DEFRAUD OR DECEIVE ANY INSURANCE COMPANY, FILES A STATEMENT OF CLAIM CONTAINING ANY FALSE, INCOMPLETE OR MISLEADING INFORMATION IS GUILTY OF A FELONY OF THE THIRD DEGREE."

NOTICE TO OREGON 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 MAY BE GUILTY OF INSURANCE FRAUD WHICH MAY SUBJECT SUCH PERSON TO CRIMINAL AND CIVIL PENALTIES, INCLUDING BUT NOT LIMITED TO FINES, DENIAL OF INSURANCE BENEFITS, CIVIL DAMAGES, CRIMINAL PROSECUTION AND CONFINEMENT IN STATE PRISONS."

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."

NOTICE TO TENNESSEE, VIRGINIA AND WASHINGTON 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 INCLUDE IMPRISONMENT, FINES AND DENIAL OF INSURANCE BENEFITS."

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.

THE UNDERSIGNED AUTHORIZED DIRECTOR OR OFFICER AGREES THAT IF THE INFORMATION SUPPLIED ON THIS APPLICATION CHANGES BETWEEN THE DATE THE APPLICATION IS EXECUTED AND THE TIME THE PROPOSED INSURANCE POLICY IS BOUND OR COVERAGE COMMENCED, THE COMPANY WILL IMMEDIATELY NOTIFY THE INSURER IN WRITING OF SUCH CHANGES. THE INSURER FULLY RESERVES ITS RIGHTS WITH RESPECT TO THE UNDERWRITING ACCEPTANCE OR DENIAL OF SUCH CHANGES, INCLUDING THE RIGHT TO MODIFY OR WITHDRAW ANY OUTSTANDING QUOTATION.

THE UNDERSIGNED AUTHORIZED DIRECTOR OR OFFICER DECLARES ON BEHALF OF THE COMPANY AND ITS DIRECTORS AND EXECUTIVE OFFICERS THAT TO THE BEST OF HIS/HER KNOWLEDGE AND BELIEF, THE STATEMENTS SET FORTH HEREIN AND ATTACHED HERETO ARE TRUE AND THAT THE COMPANY HAS MADE REASONABLE GOOD FAITH EFFORTS TO OBTAIN SUFFICIENT INFORMATION TO ACCURATELY COMPLETE THIS APPLICATION.

IT IS AGREED THAT THE STATEMENTS IN THIS APPLICATION OR IN ANY MATERIALS SUBMITTED HERewith ARE REPRESENTATIONS OF THE COMPANY AND ITS DIRECTORS AND EXECUTIVE OFFICERS. THESE REPRESENTATIONS AND WARRANTIES SHALL BE DEEMED MATERIAL TO THE ACCEPTANCE OF THE RISK ASSUMED BY THE INSURER UNDER THE POLICY, WHICH, IF ISSUED, WILL BE ISSUED IN RELIANCE UPON THE TRUTH THEREOF.

A POLICY CANNOT BE ISSUED UNLESS THE APPLICATION IS PROPERLY SIGNED AND DATED BY TWO OF THE FOLLOWING INDIVIDUALS WHO IS AUTHORIZED TO SIGN ON BEHALF OF ALL ASSURED INCLUDING THE COMPANY AND ANY PERSONS FOR WHOM THE INSURANCE IS TO BE PROVIDED: **CEO AND CFO**.

NAME _____ TITLE _____

SIGNATURE _____ DATE _____

NAME _____ TITLE _____

SIGNATURE _____ DATE _____

HUDSON FINANCIAL PRODUCTS

176 Mineola Blvd., 2nd Floor

Mineola, NY 11501

Tel: 212-384-0100 Fax: 516-739-1862

ADDENDUM TO APPLICATION

THIS ENDORSEMENT CHANGES THE POLICY. PLEASE READ IT CAREFULLY.

It is hereby agreed that the notices in the box at the top of the Hudson Insurance Company Application for Directors and Officers Insurance Policy do not apply to policies issued to Utah and Wisconsin insureds. The following notices apply to Utah and Wisconsin insureds:

COMPLETION OF THIS APPLICATION DOES NOT COMMIT OR BIND THE UNDERSIGNED TO PURCHASE OR THE INSURER TO ISSUE A POLICY. IT IS AGREED THAT THIS APPLICATION AND ALL OF THE UNDERWRITING INFORMATION PROVIDED SHALL BE THE BASIS OF THE CONTRACT SHOULD A POLICY BE ISSUED.