

FOR YOUR INFORMATION, HERE IS A SAMPLE OF THE TYPE OF INFORMATION WE WILL NEED TO UNDERWRITE A PROSPECTIVE INSURED. AN ACTUAL APPLICATION CAN BE OBTAINED FROM A LICENSED PRODUCER FOR GENESIS INSURANCE COMPANY OR FROM A SURPLUS LINES BROKER FOR GENESIS INDEMNITY INSURANCE COMPANY.



**DIRECTORS AND OFFICERS INSURANCE
APPLICATION FOR PUBLICLY TRADED COMPANIES**

GENESIS INSURANCE COMPANY GENESIS INDEMNITY INSURANCE COMPANY
(the "Insurer," as used herein)

This Application, including all materials submitted therewith, shall be treated in strictest confidence.

NOTICE: THE POLICY FOR WHICH APPLICATION IS MADE, SUBJECT TO ITS TERMS, CONDITIONS AND LIMITATIONS, APPLIES ONLY TO "CLAIMS" (AS DEFINED IN THE POLICY) FIRST MADE OR DEEMED TO BE FIRST MADE AGAINST THE INSURED DURING THE POLICY PERIOD AND REPORTED TO THE INSURER AS REQUIRED UNDER THE POLICY. THE LIMIT OF LIABILITY AVAILABLE TO PAY DAMAGES OR SETTLEMENTS SHALL BE REDUCED BY THE AMOUNTS INCURRED AS "DEFENSE COSTS" (AS DEFINED IN THE POLICY), AND SUCH DEFENSE COSTS SHALL BE SUBJECT TO THE APPLICABLE RETENTION. THE POLICY DOES NOT PROVIDE FOR ANY DUTY BY THE INSURER TO DEFEND ANY INSURED.

Complete and correct information must be supplied by the Applicant regardless of whether such information is deemed to be confidential by the Applicant. If additional space is required for a response, please include such response in an attachment to this Application, clearly identifying the Application question to which a response is being provided.

1. a) Name of Corporation ("Applicant"): _____

b) Principal Address: _____

c) Phone Number: _____ d) Fax Number: _____

e) Web Site: _____ f) e-mail Address: _____

g) State of Incorporation: _____ h) Date of Incorporation: _____

i) Primary SIC Code: _____

j) Business Description: _____

k) Name and title of the officer of the Applicant designated as the representative of the Applicant to receive notices from or provide information to the Insurer on behalf of all persons and entities proposed as named insureds:

Name

Title

2. Subsidiaries

Provide a list of all subsidiaries for which coverage is requested (attach separate schedule if necessary).

Name	Description	Ownership by Applicant (%)	Publicly Traded (Y/N)	Date Acquired or Created	Domicile
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____

3. Corporate Transactions

a) Does the Applicant or any of its subsidiaries anticipate any offering or issuance of debt or equity securities during the next twelve months (e.g. initial public offering, secondary public offering, private placement under Regulation D or Regulation S, etc.)? ____Y ____N (attach details)

b) Are there any plans for acquisition, merger or consolidation of **or** by the Applicant or any of its subsidiaries during the next twelve months? ____Y ____N (attach details)

c) Is the Applicant contemplating any reorganization or other arrangement with creditors under federal or state law? ____Y ____N (attach details)

4. Corporate Policies and Procedures

Does the Applicant have any written policies and procedures addressing the following:

Insider Trading ____Y ____N

Communicating with Analysts ____Y ____N

Periodic Reporting ____Y ____N

5. Corporate History

a) Have the independent accountants identified, criticized or recommended changing any policies, procedures or systems that have not been changed? ____Y ____N (attach details)

b) Are there any pending claims or litigation involving the Applicant (and its subsidiaries) or any person proposed for insurance? ____Y ____N (attach details)

c) Has any Director or Officer, the Applicant or any subsidiary been involved in any civil, criminal or administrative proceeding alleging the following (attach details including but not limited to letters from legal counsel to the independent auditors describing such litigation):

Patent, trademark or copyright infringement ____Y ____N

Federal or state antitrust law or fair trade law violation ____Y ____N

Federal or state securities law or regulation violation ____Y ____N

Representative actions, class actions or derivative suits ____Y ____N

Wrongful termination or other employment related actions ____Y ____N

6. Does any individual proposed for insurance have knowledge or information of any act, error or omission which might give rise to a claim under the proposed policy? ____Y ____N (attach details)

IT IS UNDERSTOOD AND AGREED THAT IF SUCH CLAIMS, KNOWLEDGE OR INFORMATION EXISTS WITH RESPECT TO QUESTION 6 ABOVE, ANY CLAIM OR ACTION ARISING THEREFROM IS EXCLUDED FROM THIS PROPOSED COVERAGE.

7. ADDITIONAL REQUIRED APPLICATION MATERIALS

- a) Latest Annual Report
- b) Latest 10K and 10Q filed with the SEC
- c) Latest CPA letter to management on internal controls and any written response thereto
- d) All final registration statements filed with the SEC during the last 12 months

NOTICE TO APPLICANT -- PLEASE READ CAREFULLY.

FOR THE PURPOSE OF THIS APPLICATION, THE UNDERSIGNED AUTHORIZED AGENT OF THE PERSON(S) AND ENTITY(IES) 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 INQUIRY IN CONNECTION WITH THIS APPLICATION. SIGNING THIS APPLICATION DOES NOT BIND THE INSURER TO PROVIDE, OR THE APPLICANT TO PURCHASE, THE INSURANCE.

THE INFORMATION CONTAINED IN AND SUBMITTED WITH THIS APPLICATION IS ON FILE WITH THE INSURER AND ALONG WITH THE APPLICATION IS CONSIDERED PHYSICALLY ATTACHED TO THE POLICY AND WILL BECOME A PART OF IT. THE INSURER WILL HAVE RELIED UPON THIS

APPLICATION AND ATTACHMENTS IN ISSUING ANY POLICY. THE APPLICATION WILL BECOME A PART OF SUCH POLICY IF ISSUED.

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

THE UNDERSIGNED DECLARES THAT THE PERSON(S) AND ENTITY(IES) PROPOSED FOR THIS INSURANCE UNDERSTAND THAT:

- (I) THE POLICY SHALL APPLY ONLY TO “CLAIMS” MADE DURING THE “POLICY PERIOD” OR TO “CLAIMS” MADE AND REPORTED TO THE INSURER IN ACCORDANCE WITH THE TERMS OF THE POLICY DURING ANY APPLICABLE “PRIMARY OR SUPPLEMENTAL EXTENDED REPORTING PERIOD”;**
- (II) THE LIMIT OF LIABILITY CONTAINED IN THE POLICY SHALL BE REDUCED, AND MAY BE COMPLETELY EXHAUSTED, BY THE “DEFENSE COSTS” AND, IN SUCH EVENT, THE INSURER SHALL NOT BE LIABLE FOR “DEFENSE COSTS” OR FOR THE AMOUNT OF ANY JUDGMENT OR SETTLEMENT TO THE EXTENT THAT SUCH COST OR LIMIT EXCEEDS THE LIMIT OF LIABILITY IN THE POLICY; AND**
- (III) “DEFENSE COSTS” THAT ARE INCURRED SHALL BE APPLIED AGAINST THE RETENTION AMOUNT.**

APPLICANT		
BY	TITLE	DATE

NOTE: This Application must be signed by the Chairman, Chief Executive Officer or the Chief Financial Officer on behalf of the **Applicant** and all of its partners, owners, shareholders, members, trustees, officers, and employees.

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