

LAWYERS PROFESSIONAL LIABILITY CORPORATE SUPPLEMENT

Full Name of Applicant Firm: _____

1. Please enter the approximate percentage of gross firm revenues for each of the following that describes your corporate practice for the last 12 months. **The total must equal 100%.**
- | | |
|---|--------------|
| a. Business immigration services | _____ % |
| b. Capital raising | _____ % |
| c. Corporate administration | _____ % |
| d. Corporate formation | _____ % |
| e. Corporate mergers, acquisition, divestitures, joint ventures | _____ % |
| f. Debt offerings or restructuring | _____ % |
| g. Due diligence | _____ % |
| h. Exchange or Tender Offers | _____ % |
| i. Loan transactions | _____ % |
| j. Municipal financing ** | _____ % |
| k. Private bonds ** | _____ % |
| l. Private placements ** | _____ % |
| m. Proxy contests | _____ % |
| n. Regulation D Filings ** | _____ % |
| o. Form S-1 or Form S-1/A Filings ** | _____ % |
| p. Tax exempt financing | _____ % |
| q. Other (Please specify) _____ | _____ % |
| TOTAL | 100 % |

** Please complete a Securities Supplement

2. Please complete the following for the five largest transactions during the last 24 months:

Client	Date(s) of Service	Value of Transaction	Description of Legal Services

3. With respect to legal services provided in connection with exchange or tender offers or proxy contests, has a public company been involved? Yes No
4. Does the firm have a procedure for new client intake to assure that there will be no conflict of interest with respect to corporate or securities matters? Yes No
If yes, is the procedure in writing? Yes No
5. Does the firm always make use of engagement letters specifying who your client is and what services you are performing for that client? Yes No
If no, please provide an explanation.
6. Does the firm have a procedure requiring the preservation of the factual source and verification by the firm to support legal opinions rendered in connection with any corporate or securities matters? Yes No
If yes, is the procedure in writing? Yes No
7. Does the firm refer clients to other clients, firms or entities in connection with corporate or securities matters? Yes No
If yes, please provide a narrative including detail regarding referral compensation.
8. With regard to your corporate clients, does the firm or any member of the firm:
- | | | |
|--|------------------------------|-----------------------------|
| a. Have a business relationship other than the rendering of legal services? | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| b. Have the authority to disburse funds for any corporate clients? | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| c. Accept a percentage of the dollar value of a transaction or securities in lieu of legal fees? | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| d. Accept securities in payment for legal services in lieu of legal fees? | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
- If yes to a, b, c, or d, please provide a detailed explanation.

now

9. Does the firm's risk management procedures include the following:
- a. A policy prohibiting firm members from participating in the securities selling process?
If yes, is it in writing? Yes No
 - b. A policy prohibiting firm members from representing adverse parties in a transaction?
If yes, is it in writing? Yes No
 - c. A procedure requiring a "cold review" by an experienced securities lawyer who is not working on the transaction?
If yes, is it in writing? Yes No
 - d. A policy prohibiting any arrangement where the client's obligation to pay for legal services is contingent on the closing of a transaction?
If yes, is it in writing? Yes No
 - e. Does the firm have a policy requiring proof of insurance from firms, professionals, or outside entities to whom firm members refer clients?
If yes, is it in writing? Yes No
10. In the last two years, has any firm member provided legal services to potentially adverse parties in a transaction, such as buyer and seller, corporation and shareholders, franchisor and franchisee, licensor and licensee, husband and wife in a divorce, lender and borrower, employer and employee?
If yes, please attach a detailed description, including conflict of interest disclosure process. Yes No
11. In the last two years, has any firm member engaged in the following activities:
- a. Had discretionary investment authority over client funds, except for wills and trusts? Yes No
 - b. Deal making – locating potential investors, buyers, partners or lenders for any project, business venture, or other venture? Yes No
 - c. Drafted or negotiated any terms of any buy-sell agreement where the values involved were \$5,000,000 or more? Yes No
 - d. Accepted compensation on a commission basis or based on the value of the sale? Yes No
 - e. Performed due diligence on behalf of a prospective buyer of a business? Yes No
 - f. Procured financing where the amount financed was \$5,000,000 or more? Yes No
 - g. Promoted or assisted in the sales of any investment or offering? Yes No
- If yes to a – g above, please attach a detailed description.

12. Please complete the schedule below for all firm members involved in corporate or securities practice:

Name of Attorney	# Years of Experience	Billable Hours Last 12 Months

Signature of Officer or Partner of Firm

Print name of Officer or Partner

Date