

## LAWYERS PROFESSIONAL LIABILITY Corporate Supplement

- 1. Name of Applicant or Insured: \_\_\_\_\_
- 2. Provide a brief narrative of **your** Corporate practice (types of clients, nature of services performed):
- 3. Indicate the percentage of **your** current billable income derived from the following:

Capital Raises	%
Corporate Administration	%
Corporate Formation/Alteration	%
Corporate Immigration	%
Debt Offerings or Restructuring	%
Due Diligence	%
Exchange or Tender Offers	%
Loan Transactions	%
Mergers & Acquisitions	%
Municipal Financing*	%
Private Bonds*	%
Private Placements*	%
Proxy Contests	%
Regulation D Filings*	%
Form S-1 or Form S-1/A Filings*	%
Other SEC Filing or SEC Amendment*	%
Tax Exempt Financing	%
Other (describe)	%

\*Please <u>also</u> complete the **Securities Supplement** 

4. Indicate the five (5) largest transactions during the past two (2) years:

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

Knight Specialty Insurance Company



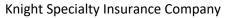
NIII		
5.	Have <b>you</b> represented or will <b>you</b> represent any publicly traded companies? Yes a. If "YES" please describe:	No
6.	Do <b>you</b> have a written client intake procedure to avoid conflicts of interest? Yes	No
7.	Do <b>you</b> always use engagement letters for Corporate clients that are specific about the entit represented and the scope of the work to be performed? Yes	y being No
8.	Do <b>you</b> have a written procedure requiring verification and preservation of sources to supp opinions rendered in connection with any corporate securities work? Yes	ort lega No
9.	Do <b>you</b> refer any of <b>your</b> prospective or existing clients to other clients, to other law firms, of other entities in connection with corporate securities matters? Yes	or to any No
10.	Regarding <b>your</b> Corporate clients, do any of <b>you</b> , including any of the attorneys listed in Q.1 application (if "YES" please provide a detailed description below):	
	a. Have any authority to disburse funds? Yes	No
		No
	<ul> <li>c. Accept securities as payment in lieu of legal fees?</li> <li>Yes</li> <li>d. Accept any % (in cash or in equity) of any transaction that the firm works on in lieu</li> </ul>	
	fees? Yes	No
	Description:	
11.	In the past two (2) years, have <b>you</b> or any of the attorneys listed in Q.10. of the application	(if "YES"

please provide a detailed description below):			
a.	Had discretionary authority over client funds (except wills/trusts)?	Yes	No
b.	Accepted commission as compensation?	Yes	No
с.	Accepted compensation based upon the value of a transaction?	Yes	No
d.	Performed due diligence on behalf of a prospective business buyer	? Yes	No
e.	Procured financing in an amount greater than \$5,000,000?	Yes	No

- f. Drafted or negotiated a buy/sell agreement more than \$5,000,000? Yes \_\_\_\_ No \_\_\_\_
- g. Promoted or assisted in the sales of any investment/offering? Yes \_\_\_\_\_
- h. Located potential investors, buyers, partners, or lenders for any venture?

Yes \_\_\_\_ No \_\_\_

No \_\_\_\_





Description:

- 12. In the past two (2) years, have **you** or any of the attorneys listed in Q.10. of the application provided legal services to two potentially adverse parties in a transaction (ex. both parties in a divorce, buyer/seller, corporation/shareholder, employer/employee, franchisor/franchisee, lender/borrower, etc.)?
  Yes \_\_\_\_ No \_\_\_\_
  - a. If "YES" describe:

13.	Do <b>you</b>	r written risk management procedures include a policy:		
	a.	Prohibiting any of <b>you</b> from participating in the sale of securities?	Yes	No
	b.	Prohibiting any of you from representing adverse parties in a tran	saction?	
			Yes	No
	с.	Prohibiting any arrangement where the client's obligation to	pay for legal	services is
		contingent upon the closing of a transaction?	Yes	No
	d.	Requiring "cold review" of applicable matters by an experienced	securities atto	rney who is
		not working on the transaction at issue?	Yes	No
	e.	Requiring proof of errors and omissions insurance from any outsic	le entity to whic	ch <b>you</b> refer
		clients or potential clients?	Yes	No

14. List all attorneys involved in **your** Corporate or Securities practice:

Attorney Name	# Years Experience	Billable Hours (LTM)	Corporate or Securities

Signature of Applicant: Date:	
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