

SECTION B—TRANSACTIONS

1. Does the applicant’s securities work include representation in connection with or involve:
 - a. Registration of such issuance or sale under the Securities Act of 1933?..... Yes No
 - b. Registration of such issuance or sale under the Securities Exchange Act of 1934?..... Yes No
 - c. Offer or sale of securities in reliance upon exemption from registration under Section 3(a)(11) and/or Rule 147 of the Securities Act?..... Yes No
 If yes, were any such offers and sales made to the public pursuant to any form or registration or qualification or similar filing under State Securities Laws? Yes No
 If yes, were disclosure documents used in connection with all Section 3(a)(11) offerings?..... Yes No
 - d. Offer or sale of securities in reliance upon exemption from registration under Section 4(2) (exclusive of Rule 506)?..... Yes No
 If yes, were disclosure documents used in connection with all Section 4(2) offerings with an aggregate price of \$100,000 or more?..... Yes No
2. Has applicant provided representation in connection with any tender offer or exchange offer?..... Yes No
3. Has applicant advised any client with respect to a tender offer made or proposed to be made involving any entity whose management opposed or opposes such offer? Yes No
4. Has applicant provided legal services in connection with any proxy contest involving a Public Company? Yes No
5. Was applicant’s client in connection with any such contest a person or entity opposing director nominees of the Public Company or its management? Yes No

SECTION C—EXPERIENCE

List the names, years of experience in private securities law practice and approximate number of hours devoted to such activities during the past twelve (12) months. Indicate also whether such persons have been employed by the Securities Exchange Commission (“SEC”) or any state securities regulatory agency and number of months so employed.

Name	Securities Law Experience (Years)	Hours Last Twelve (12) Months	Regulatory Agency Employed (If any)	Months Employed

SECTION D—RISK MANAGEMENT

1. Does applicant have a procedure for evaluating a client seeking securities advice relevant to a proposed transaction or offering to determine the client’s financial strength, management expertise, reputation, nature of business, and history of changing securities attorneys and/or accountants?..... Yes No
 If yes, is this procedure in writing? Yes No
2. Does applicant have a policy prohibiting any arrangement where a securities client pays for applicant’s services with client securities? Yes No
 If yes, is this a written policy? Yes No
3. Does applicant have a policy prohibiting the acceptance of securities work on a “contingent on closing” payment basis?..... Yes No
 If yes, is this a written policy? Yes No

4. Does applicant have a policy that prohibits its attorneys and staff from participating in the securities selling process (such as marketing meetings or calls involving prospective investors)? Yes No
If yes, is this a written policy? Yes No
5. Does applicant have a procedure requiring back-up "cold review" of every offering, memorandum or circular by an experienced securities attorney who is not associated with the drafting the documents? ... Yes No
If yes, is this procedure in writing? Yes No
6. Does the applicant have a procedure requiring at least one securities attorney not working on the transaction to review and approve all legal opinions to be furnished in the transactions? Yes No
If yes, is this procedure in writing? Yes No
7. Does applicant have a procedure requiring the preservation of written records of the factual source and verification made by the applicant's attorneys in connection with disclosure documentation preparation? Yes No
If yes, is this procedure in writing? Yes No
8. Does applicant have a procedure requiring an experienced securities attorney to interview the client's directors, executive officers and principals in connection with disclosure document preparation and review? Yes No
If yes, is this procedure in writing? Yes No
9. Does applicant have a procedure precluding the use of pre-signed signature pages for registration statements (other than immaterial amendments)? Yes No
If yes, is this procedure in writing? Yes No
10. Does applicant have a procedure precluding the use of the applicant's name in disclosure documents other than as having passed on specified legal matters? Yes No
If yes, is this procedure in writing? Yes No
11. Does applicant have a policy prohibiting all trading and investing in client securities? Yes No
If yes, is this policy in writing? Yes No
12. Does applicant require disclosure by its securities attorneys of all securities investments in clients of the firm? Yes No
If yes, is this policy in writing? Yes No
13. Does applicant have a policy prohibiting a securities attorney with an investment in a client or who is serving as a director, officer or general partner of a securities client from working on a securities transaction? Yes No
If yes, is this policy in writing? Yes No
14. Does applicant participate in either the preparation or review of pro forma financial statements or financial projections? Yes No
15. Who handles tax issues relating to the securities work performed by applicant firm?

Name	CLE Tax Courses Past Twelve (12) Months	Hours of Tax Work Past Twelve (12) Months	Tax Experience (No. of Years)

16. If outside counsel is used on tax work, does applicant require evidence of professional liability insurance? Yes No

