



Knight Specialty Insurance Company

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 also 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



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5. Have **you** represented or will **you** represent any publicly traded companies? Yes ___ No ___
a. If "YES" please describe:

6. Do **you** have a written client intake procedure to avoid conflicts of interest? Yes ___ No ___

7. Do **you** always use engagement letters for Corporate clients that are specific about the entity being represented and the scope of the work to be performed? Yes ___ No ___

8. Do **you** have a written procedure requiring verification and preservation of sources to support legal opinions rendered in connection with any corporate securities work? Yes ___ No ___

9. Do **you** refer any of **your** prospective or existing clients to other clients, to other law firms, or to any other entities in connection with corporate securities matters? Yes ___ No ___
a. If "YES" describe **your** referral process and compensation structure:

10. Regarding **your** Corporate clients, do any of **you**, including any of the attorneys listed in Q.10. of the application (if "YES" please provide a detailed description below):

- a. Have any authority to disburse funds? Yes ___ No ___
- b. Have any business relationship other than rendering legal services? Yes ___ No ___
- c. Accept securities as payment in lieu of legal fees? Yes ___ No ___
- d. Accept any % (in cash or in equity) of any transaction that the firm works on in lieu of legal fees? Yes ___ No ___

Description:

11. In the past two (2) years, have **you** 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 ___
- c. 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 ___ No ___
- h. Located potential investors, buyers, partners, or lenders for any venture? Yes ___ No ___



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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 **your** written risk management procedures include a policy:

a. Prohibiting any of **you** from participating in the sale of securities? Yes ___ No ___

b. Prohibiting any of **you** from representing adverse parties in a transaction? Yes ___ No ___

c. 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 attorney who is not working on the transaction at issue? Yes ___ No ___

e. Requiring proof of errors and omissions insurance from any outside entity to which **you** 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: _____