



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 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 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 12 Months | Hours of Tax Work Past 12 Months | Tax Experience (# of years) |
|-------|--------------------------------|----------------------------------|-----------------------------|
| _____ | _____                          | _____                            | _____                       |
16. If outside counsel is used on tax work, does applicant require evidence of professional liability insurance?  Yes  No
17. Has applicant or any of its members ever been named, or does applicant or any of its members have knowledge of any facts which would indicate that applicant or any of its members may be named, as a party to or the subject of:
- a. a formal or informal investigation, or any administrative action, undertaken or conducted by the SEC or any state agency regulating securities?  Yes  No
- b. any legal action brought under the Securities Act, the Securities Exchange Act or any state statute regulating the offering or sale of securities?  Yes  No
- If yes to a. or b. above, provide all relevant information concerning each investigation or action by separate attachment.

**SECTION E. - OTHER SECURITIES RELATED LEGAL SERVICES**

Complete the information below for all other securities-related legal services provided to clients not set forth in Sections A, and B. on the previous pages.

Client Name	Date(s) of Service	Description of Legal Services

I declare that the information submitted herein is true and accurate. I understand that it becomes a part of my Professional Liability Application.

\_\_\_\_\_  
*Signature of Applicant*  
 (Must be signed by a Managing Partner, or Officer of the Firm)

\_\_\_\_\_  
*Title*

\_\_\_\_\_  
*Date*