

**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, acquisitions, 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. \_\_\_\_\_ % Secured transactions / UCC Filing
- q. \_\_\_\_\_ % Tax-exempt financing
- r. \_\_\_\_\_ % Other (Please specify) \_\_\_\_\_

\_\_\_\_\_ % Total

**\*\* Please complete a Securities Supplement**

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

Client Name or Industry Description	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? **Check here if NA**  **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 require the preservation of the factual source and verification by the firm to support legal opinions rendered in connection with any corporate or securities matters? **Check here if NA**  **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 respect 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?  Yes  No
- b. Have the authority to disburse funds for any corporate clients?  Yes  No
- c. Accept a percentage of the dollar value of a transaction or securities in lieu of legal fees?  Yes  No
- d. Accept securities in payment for legal services in lieu of legal fees?  Yes  No
- If yes to a, b, c, or d, please provide a detailed explanation.**
9. Do the firm's risk management procedures include:
- a. A policy prohibiting firm members from participating in the securities selling process?  Yes  No  
**If yes, is it in writing?**  Yes  No
- b. A policy prohibiting firm members from representing adverse parties in a transaction?  Yes  No  
**If yes, is it in writing?**  Yes  No
- c. A procedure requiring a "cold review" by an experienced corporate or securities lawyer who is not working on the transaction?  Yes  No  
**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?  Yes  No  
**If yes, is it in writing?**  Yes  No
- e. A policy requiring proof of insurance from firms, professionals, or outside entities to whom firm members refer clients?  Yes  No  
**If yes, is it in writing?**  Yes  No
10. In the last 24 months 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?  Yes  No  
**If yes, please attach a detailed description, including conflict of interest disclosure process.**
11. In the last 24 months 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