



SECURITIES SUPPLEMENTAL APPLICATION

Name of Firm _____

(Please print or type)

The Securities Supplemental Application must be completed, signed, and dated by a securities lawyer who is an owner, officer, or partner of the firm.

Section I. – Risk Management

A. Client Identification and Evaluation

- (1) Does the applicant (partners, associates, and/or employees of the firm) have a procedure for new client identification intended to assure that there will be no conflict of interest with respect to the securities matters to be undertaken by the applicant? ☐ Yes ☐ No
- If “Yes”, is the procedure in writing? ☐ Yes ☐ No
- (2) Does the applicant have a procedure for evaluating a new client seeking securities advice relevant to a proposed transaction or offering to determine such items as the client’s financial strength, management expertise, reputation, the nature of its business, and history of changing securities attorneys and accountants? ☐ Yes ☐ No
- If “Yes”, is the procedure in writing? ☐ Yes ☐ No
- If Yes, is this evaluation conducted by a lawyer or committee of lawyers who are not anticipated to work directly with the client? ☐ Yes ☐ No
- (3) Does the applicant use an engagement letter with each new client that retains the applicant in connection with any securities offering? ☐ Yes ☐ No

B. Legal Opinions

- (1) Does the applicant have a procedure requiring the preservation of the factual source and verification made by the applicant’s lawyers to support legal opinions rendered by the applicant? ☐ Yes ☐ No
- If “Yes”, is the procedure in writing? ☐ Yes ☐ No
- (2) Does the applicant have a procedure requiring at least one securities lawyer who is not working on the transaction in question to review and approve all written legal opinions to be furnished in the transaction? ☐ Yes ☐ No
- If “Yes”, is the procedure in writing? ☐ Yes ☐ No

C. Disclosure Requirements and Exemptions

- (1) Does the applicant have a procedure requiring an experienced securities lawyer to interview the client’s directors, executive officers, and principals in connection with disclosure document preparation and review? ☐ Yes ☐ No
- If “Yes”, is the procedure in writing? ☐ Yes ☐ No
- (2) Does the applicant have a procedure requiring the preservation of written records of the factual source and verification made by the applicant’s lawyers in connection with disclosure document preparation? ☐ Yes ☐ No
- If “Yes”, is the procedure in writing? ☐ Yes ☐ No

- (3) Does the applicant have a procedure requiring back-up “cold review” of disclosure documents by an experience securities lawyer who is not working on the transaction? ☐ Yes ☐ No
- If “Yes”, is the procedure in writing? ☐ Yes ☐ No
- (4) Does the applicant have a procedure precluding the use of the applicant’s name in disclosure documents other than as having passed on specific legal matters? ☐ Yes ☐ No
- If “Yes”, is the procedure in writing? ☐ Yes ☐ No
- (5) Does the applicant have a policy that prohibits its lawyers and staff from participating in the securities selling process (e.g., not participating in marketing meetings or calls involving prospective investors)? ☐ Yes ☐ No
- If “Yes”, is the procedure in writing? ☐ Yes ☐ No
- (6) Does the applicant have any arrangement where the client’s obligation to pay for the services is contingent upon the closing of a securities transaction? ☐ Yes ☐ No
- If “Yes”, is the procedure in writing? ☐ Yes ☐ No
- (7) Does the applicant have any arrangement where a securities client pays for the applicant’s services with client securities? ☐ Yes ☐ No
- If “Yes”, is the procedure in writing? ☐ Yes ☐ No
- (8) Does the applicant have a policy governing trading and investing in securities by firm members? ☐ Yes ☐ No
- If “Yes”, is the procedure in writing? ☐ Yes ☐ No
- (9) Does the applicant have a policy prohibiting a lawyer with an investment in a client from working on a securities transaction for such clients? ☐ Yes ☐ No
- If “Yes”, is the procedure in writing? ☐ Yes ☐ No
- (10) Does the applicant have a policy prohibiting any lawyer who is a director, officer or general partner of a securities client or limited partnership from working on a securities transaction for such client? ☐ Yes ☐ No
- If “Yes”, is the procedure in writing? ☐ Yes ☐ No
- (11) Does the applicant have a policy prohibiting any contingency payment arrangement or any arrangements where a securities client pays for the applicant’s services with client securities? ☐ Yes ☐ No
- If “Yes”, is the procedure in writing? ☐ Yes ☐ No
- (12) Does the applicant have any procedure that is intended to prevent the improper use of material inside information or the tipping of such information by its lawyers and staff? ☐ Yes ☐ No
- If “Yes”, is the procedure in writing? ☐ Yes ☐ No
- (13) Does the applicant have a policy requiring Executive or Management Committee review prior to any lawyer serving as director, officer or general partner of a securities client? ☐ Yes ☐ No
- If Yes, is the procedure in writing? ☐ Yes ☐ No

- (14) During the past three (3) years, has any past or present applicant been the subject of any investigations by the SEC or been terminated by a securities client or had a dispute with a client necessitating disclosure to securities regulators? ☐ Yes ☐ No

Name of Client	Date of Withdrawal or Dispute	Description of Withdrawal or Dispute

- (15) Has any past or present applicant been named as a party to any legal action under the SEC Acts of 1933 or 1934, state statute or common law tort actions arising out of or relating to the issuance, offering or sale of securities? ☐ Yes ☐ No

If "Yes", describe fully: _____

If in the past 5 years, the applicant has, or is, practicing in any area of securities law which includes providing legal services or opinions for any state or federal securities, both **exempt** and **registered**, limited partnerships, syndications, private placements, tax shelters, prospectus, opinions of exemptions, or any other securities work, this supplement must be completed in its **ENTIRETY**.

Section II. – Recent Experience

A. Provide the legal fees derived from the applicant firm's securities practice during the last fiscal year. \$ _____

B. Provide the experience of the applicant firm's securities lawyers.

Lawyer's Name	# of Years SEC Experience	Billable hours most recent 12 months	Billable hours prior 12 months

Section III. – Exempt and Non-Exempt Transaction Summary

List in chronological order the securities transactions expected to be made within the next 90 days, then the most recent issues for the last 24 months. If less than 10, list all for the last 5 years. Include all that were withdrawn or were unsuccessful. Please provide the following information.

Date	If filed, the date of filing, otherwise an estimated date.
Issuer	The name of the organization issuing the securities.
Business	The business activity of the issuer, i.e., Electronics, Real Estate.
Type of Offering	Form of security offered.
Dollar Size of Offering	The maximum dollar amount sold or anticipated to be sold.
Underwriter	The name of the organization underwriting the securities.
Accountant	The name of the accountant involved in the issue.

Date	Issuer	Business	Type (1) of Offering	Dollar Size of Offering	Exempt (E) or Registered (R)	Did Firm Render Tax Opinion No/Yes	Underwriter	Accountant	As (2) Counsel (Specify)	Any Applicant have equity interest or official capacity with Issuer (3)
						☐ Yes ☐ No				
						☐ Yes ☐ No				
						☐ Yes ☐ No				
						☐ Yes ☐ No				
						☐ Yes ☐ No				
						☐ Yes ☐ No				
						☐ Yes ☐ No				

(1) Type of Offering (Indicate):

PR- Private Placement
PUS- Public Secondary Placement
SY- Syndication
LP- Limited Partnership

CP- Corporate Bond
PUI- Public Initial Placement
TS- Tax Shelter
O- Other (Specify) _____

(2) As Counsel For:

I- Issuer
L- Lender
P- Purchaser
U- Underwriter
IC- Insurance Company
A- Auditor
O- Other (Specify) _____

(3) Capacity means Lawyer is officer, director, general counsel, or employee of issuer.

NOTE: If the applicant lawyers have an equity interest or serve as an officer, director, general counsel, or an employee of the entity in any of the above securities transactions, the Outside Interests and/or Financial Institution Supplemental Application must be completed.

I understand the information submitted herein becomes a part of my Professional Liability Insurance Application and is subject to the same representations and conditions.

NOTICE: ANY PERSON WHO, KNOWINGLY OR WITH INTENT TO DEFRAUD OR TO FACILITATE A FRAUD AGAINST ANY INSURANCE COMPANY OR OTHER PERSON, SUBMITS AN APPLICATION OR FILES A CLAIM FOR INSURANCE CONTAINING FALSE, DECEPTIVE OR MISLEADING INFORMATION MAY BE GUILTY OF INSURANCE FRAUD.

NOTICE TO ALABAMA APPLICANTS: Any person who knowingly presents a false or fraudulent claim for payment of a loss or benefit, or who knowingly presents false information in an application for insurance is guilty of a crime and may be subject to restitution or confinement in prison, or any combination thereof.

NOTICE TO ARKANSAS, LOUISIANA, NEW MEXICO, RHODE ISLAND AND WEST VIRGINIA APPLICANTS: Any person who knowingly presents a false or fraudulent claim for payment of a loss or benefit, or knowingly presents false information in an application for insurance is guilty of a crime and may be subject to fines and confinement in prison.

NOTICE TO COLORADO APPLICANTS: It is unlawful to knowingly provide false, incomplete, or misleading facts or information to an Insurance Company for the purpose of defrauding or attempting to defraud the Company. Penalties may include imprisonment, fines, denial of insurance, and civil damages. Any Insurance Company or agent of an Insurance Company who knowingly provides false, incomplete, or misleading facts or information to a policyholder or claimant for the purpose of defrauding or attempting to defraud the policyholder or claimant with regard to a settlement or award payable from insurance proceeds shall be reported to the Colorado Division of Insurance within the Department of Regulatory Agencies.

NOTICE TO DISTRICT OF COLUMBIA APPLICANTS: Warning: It is a crime to provide false or misleading information to an insurer for the purpose of defrauding the insurer or any other person. Penalties include imprisonment and/or fines. In addition, an insurer may deny insurance benefits if false information materially related to a claim was provided by the applicant.

NOTICE TO FLORIDA APPLICANTS: Any person who knowingly and with intent to injure, defraud, or deceive any insurer files a statement of claim or an application containing any false, incomplete or misleading information is guilty of a felony in the third degree.

NOTICE TO KANSAS APPLICANTS: Any person who, knowingly and with intent to defraud, presents, causes to be presented or prepares with knowledge or belief that it will be presented to or by an insurer, purported insurer, broker or any agent thereof, any written statement as part of, or in support of, an application for the issuance of, or the rating of an insurance policy for personal or commercial insurance, or a claim for payment or other benefit pursuant to an insurance policy for commercial or personal insurance which such person knows to contain materially false information concerning any fact material thereto; or conceals, for the purpose of misleading, information concerning any fact material thereto commits a fraudulent insurance act.

NOTICE TO KENTUCKY APPLICANTS: Any person who knowingly and with the intent to defraud any Insurance Company or other person files an application for insurance containing any materially false information, or conceals for the purpose of misleading, information concerning any fact material thereto, commits a fraudulent insurance act, which is a crime.

NOTICE TO MAINE, TENNESSEE, VIRGINIA AND WASHINGTON APPLICANTS: It is a crime to knowingly provide false, incomplete or misleading information to an Insurance Company for the purpose of defrauding the Company. Penalties include imprisonment, fines and denial of insurance benefits.

NOTICE TO MARYLAND APPLICANTS: Any person who knowingly or willfully presents a false or fraudulent claim for payment of a loss or benefit or who knowingly or willfully presents false information in an application for insurance is guilty of a crime and may be subject to fines and confinement in prison.

NOTICE TO NEW JERSEY APPLICANTS: Any person who includes any false or misleading information on an application for an insurance policy is subject to criminal and civil penalties.

NOTICE TO NEW YORK APPLICANTS: Any person who knowingly and with intent to defraud any insurance company or other person files an application for insurance or statement of claim containing any materially false information, or conceals for the purpose of misleading information concerning any fact material thereto, commits a fraudulent insurance act, which is a crime, and shall also be subject to a civil penalty not to exceed five thousand dollars and the stated value of the claim for each such violation.

NOTICE TO OHIO APPLICANTS: Any person who, with intent to defraud or knowing that he is facilitating a fraud against an insurer, submits an application or files a claim containing a false or deceptive statement is guilty of insurance fraud.

NOTICE TO OKLAHOMA APPLICANTS: WARNING: Any person who knowingly, and with intent to injure, defraud or deceive any insurer, makes any claim for the proceeds of an insurance policy containing any false, incomplete or misleading information is guilty of a felony.

NOTICE TO OREGON APPLICANTS: Any person who, knowingly and with intent to defraud or facilitate a fraud against any insurance company or other person, submits an application, or files a claim for insurance containing any false, deceptive, or misleading material information may be guilty of insurance fraud.

NOTICE TO PENNSYLVANIA APPLICANTS: Any person who knowingly and with the intent to defraud any Insurance Company or other person files an application for insurance or statement of claim containing any materially false information, or conceals for the purpose of misleading, information concerning any fact material thereto, commits a fraudulent insurance act, which is a crime and subjects such person to criminal and civil penalties.

NOTICE TO PUERTO RICO APPLICANTS: Any person who knowingly and with the intent to defraud, presents false information in an insurance request form, or who presents, helps, or has presented a fraudulent claim for the payment of a loss or other benefit, or presents more than one claim for the same damage or loss, will incur a felony, and upon conviction will be penalized for each violation with a fine of no less than five thousand dollars (\$5,000) nor more than ten thousand dollars (\$10,000); or imprisonment for a fixed term of three (3) years, or both penalties. If aggravated circumstances prevail, the fixed established imprisonment may be increased to a maximum of five (5) years; if extenuating circumstances are present, it may be reduced to a minimum of two (2) years.

Signature of Owner, Officer or Partner _____	Title	Date
Producer Name: _____ Address: _____ City: _____ State: _____ Zip Code: _____ (Required in FLORIDA, IOWA, NEW HAMPSHIRE only)		
Producer License Number: _____ Applicable State: _____ (Required in FLORIDA only)		
Producer Signature: _____ (Required in NEW HAMPSHIRE only)		