

**APPENDIX 1  
SECURITIES LAW**

**INSTRUCTIONS:**

The following questions should be answered if the firm has been or intends to become involved with federal or state securities work, including but not limited to the filing of registration statements and prospectuses, the rendering of opinions of exemptions, the formation of corporations, or the handling of transactions involving the sale of securities and/or limited partnerships, etc.

1. Name of Firm: (from questions 1 of the applications)

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2. Please provide the following information for all Attorneys engaged in this specialty.

NAME	NUMBER OF YEARS OF EXPERIENCE IN THE SPECIALTY	NUMBER OF YEARS WORKED FOR THE S.E.C.	% OF TIME DEVOTED TO THE SPECIALTY
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3. Please provide on a separate sheet a short narrative explaining more fully the experience and type of work undertaken by each Attorney who practices this specialty.

4. Does any member of the firm act as a shareholder, director, officer, trustee or partner of any entity for which such Attorney or the firm performs securities work or is any member of the firm in any way involved in the promotion or sale of securities?  Yes  No If yes, provide full details on a separate sheet.

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5. Does any member of the firm receive any remuneration other than legal fees from any entity for which securities work is undertaken?  Yes  No If yes, provide full details on a separate sheet.

6. Provide the dollar amount (not percentage) of gross revenue derived or anticipated from securities work.  
 a) last fiscal year \$ \_\_\_\_\_ b) current fiscal year \$ \_\_\_\_\_ c) next fiscal year \$ \_\_\_\_\_

7. For all S.E.C. registrations and/or private/exempt offerings handled by the firm during the past five (5) years, please provide on (a) separate sheet(s) the following information: a) identity of the client, b) industry, c) book value of issuer prior to the offering, d) size of offering, e) primary or secondary offering, f) effective date of the offering, g) type of security, h) identity of lead underwriter or selling agent, i) identity of accounting firm that participated, j) party or parties that the firm represented (issuer, underwriter/selling agent, or both), and k) the annual percentage of gross billings derived from representing each of the following-issuers, underwriters/selling agents, or both.

8. Please provide details of securities work expected to be handled by the firm in the next twelve (12) months.

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9. Please list the firm's prominent securities clients on a separate sheet if they differ from those identified in the answer to question 7 above.
10. For the revenue included in the answer to question 6 above, state the percentage of that revenue derived from each of the following:

	Last Fiscal	Current Fiscal Year
S.E.C. Registration Statements	_____ %	_____ %
Private Offering Memoranda	_____ %	_____ %
Proxy Statements	_____ %	_____ %
Broker/Dealer Reports	_____ %	_____ %
Issuer Reports	_____ %	_____ %
Other (Please explain)	_____ %	_____ %
<b>Total</b>	0 %	0 %

11. Please describe in narrative form what steps the firm takes to satisfy the "due diligence" requirement:
- a) under Section 11 of the Securities Act of 1933 and/or Section 10(b)(5) of the Securities Exchange Act of 1934.

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b) with respect to exempt offerings

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12. Has the firm, any member of the firm, or any client(s) of the firm ever been subject to any injunctive proceedings, reprimand, or disciplinary action related to securities laws; or is the firm currently under investigation by any agency, state or federal, which regulates securities?  Yes  No If yes, provide the details on a separate sheet of paper.
13. What percentage of the clients identified in the answer to question 7 above were new clients to the firm at the time of the registration or offering? \_\_\_\_\_ %
14. Does the firm accept offerings on a "contingent on closing" basis?  Yes  No If yes, provide details on a separate sheet of paper.
15. With respect to state blue sky laws/regulations/exemptions, please describe on a separate sheet the steps taken to ensure compliance to the particular state laws/regulations/exemptions.

I understand that the information provided herein becomes a part of the firm's Professional Liability Applications and is subject to the same representations and conditions.

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Authorized Signature

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Date

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Capacity