



CorePointe Insurance Company  
 800 Superior Ave East, 21st Floor  
 Cleveland, OH 44114

## LAWYERS PROFESSIONAL LIABILITY CORPORATE SUPPLEMENT

**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, acquisition, 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. Tax exempt financing   | _____ %            |
| q. Other (Please specify) _____                                 | _____ %            |
| <b>TOTAL</b>  | <b>_____ 100 %</b> |

\*\* Please complete a Securities Supplement

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

Client	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?  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 have a procedure requiring the preservation of the factual source and verification by the firm to support legal opinions rendered in connection with any corporate or securities matters?  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 regard 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. Does the firm's risk management procedures include the following:
- 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 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. Does the firm have 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 two years, 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 two years, 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