

# SWISS RE CORPORATE SOLUTIONS AMERICA INSURANCE CORPORATION

## SECURITIES AND SECURITIES-RELATED ACTIVITIES SUPPLEMENT

*If you indicated any percentage of your practice as securities or securities-related activity including but not limited to equity or bond offerings, private placements, exempt transactions, or limited partnership offerings, you must complete this supplement.*

**Applicant Instructions:**

- Answer all questions in ink. If answer is none, state "none".

1.....How many lawyers are engaged in securities/securities-related activities? ..... \_\_\_\_\_

2.....What are the average years of SEC experience for these attorneys? ..... \_\_\_\_\_

3.....How many attorneys in securities practice have less than three years' experience? ..... \_\_\_\_\_

4.....How many attorneys spend less than ten percent of their time on securities / securities-related activities? ..... \_\_\_\_\_

5. Does the applicant firm require its securities lawyers to participate in formal training, including annual participation in in-house and/or continuing legal education seminars respecting securities law? ..... Yes No

6. Indicate the percentage of total billable hours from the firm's securities and securities related activities for the following (**must total 100%**):

A. ...Offer/sale of securities registered under the Securities Act of 1933 ..... \_\_\_\_\_ %

B. ...Exempted transactions under the 1933 Act or any related regulation ..... \_\_\_\_\_ %

C. ...Private placements and state securities filings not included in above ..... \_\_\_\_\_ %

D. ...Tender/Exchange offers ..... \_\_\_\_\_ %

E. ...Proxy contests ..... \_\_\_\_\_ %

F. ....Mergers and acquisitions ..... \_\_\_\_\_ %

G. ...Syndications ..... \_\_\_\_\_ %

H. ...Issuance of municipal and/or industrial development bonds ..... \_\_\_\_\_ %

I. ....Issuance of other bonds ..... \_\_\_\_\_ %

J. ....Reverse mergers ..... \_\_\_\_\_ %

K. Other securities work (please describe): \_\_\_\_\_ %

..... **TOTAL billable hours** ..... 100 %

L. This equates to \$ \_\_\_\_\_ gross income for the last twelve months.

7. Indicate the percentage of total billable hours from the firm's securities and securities-related activities where the firm represented (**must total 100%**):

A. ...The issuer or other security holders ..... \_\_\_\_\_ %

B. ...The underwriters ..... \_\_\_\_\_ %

C. ...The investment company ..... \_\_\_\_\_ %

D. ...The broker or dealer ..... \_\_\_\_\_ %

E. Other (please describe): \_\_\_\_\_ %

..... **TOTAL** ..... 100 %

8. Indicate the percentage of security offerings that are initial public offerings of the issuers: ..... \_\_\_\_\_ %

9. A. If bond practice is indicated, what types of bonds were issued?

No bond work          Municipal          For-profit corporation          Not-for-profit corporation

Other (please describe): \_\_\_\_\_

B. If any municipal bonds, did the bond issuer disclose the defined benefit plan / pension obligations within .....the offering materials? ..... Yes No

10...Does the Applicant provide tax advice in conjunction with any securities or securities-related representation? ..... Yes No

11. For each of the past three years, list the percentage of securities and / or securities related activities performed for new clients.

1) Prior year: \_\_\_\_ %                      2) Second prior year: \_\_\_\_ %                      3) Third prior year: \_\_\_\_ %

12. A. With respect to new clients, check all items that are investigated:

- |  |                        |
|--|------------------------|
| Civil litigation history of clients' directors and officers    | Management experience  |
| Criminal litigation history of clients' directors and officers | Nature of its business |
| Financial strength   | Reputation             |
| History of changing attorneys or accountants                   | None                   |

13. To Applicant's knowledge, has any securities or securities related client of the firm:

Become insolvent or entered into liquidation or reorganization proceeding?

Had any claim or allegation of fraud, negligence, or breach of duty asserted against it?

Received a Wells notice or subpoena from the SEC or any other federal or state agency related to securities offerings or securities-related matters?

Not Applicable

**If any item other than Not Applicable is checked, please provide details on a separate page.**

14. In terms of gross income, list the top five clients for whom the Applicant has performed securities or securities-related work in the past year. Please indicate client, industry and services rendered.

- A. \_\_\_\_\_
- B. \_\_\_\_\_
- C. \_\_\_\_\_
- D. \_\_\_\_\_
- E. \_\_\_\_\_

15. Identify offerings which were:

- A. made in the past five years, and
- B. either initial public offerings of the issuer or were intended to be exempt from registration and had an aggregate offering price exceeding \$250,000. Include anticipated filings expected to be made within the next 90 days.

Name of Client	Date Offering Commenced	Issuer (I) Underwriter (U) or Other (O)	Dollar Size of Offering	Type of Security *	Applicant's Lawyers Invest	CPA Reviewed the Offering
	/ /		\$		Yes No	Yes No
	/ /		\$		Yes No	Yes No
	/ /		\$		Yes No	Yes No
	/ /		\$		Yes No	Yes No
	/ /		\$		Yes No	Yes No

\* **Type of Securities are:** Registered (R), Exempted (E), Initial Price Offering Registered (IPOR), Initial Price Offering Exempted (IPOE), Partnership Securities (PS), Other (O).

16. In the last five years has any member of your firm assisted a foreign corporation (not incorporated in the US) in becoming a publicly traded company on a US stock exchange or traded over the counter (OTC) through a reverse-merger acquisition? ..... Yes No

If 'yes', please provide the following information for each such transaction:

A. In what country is the foreign company registered / incorporated? \_\_\_\_\_

B. What is the current name of the corporation? \_\_\_\_\_

C. What is the call symbol to the stock? \_\_\_\_\_

D. In what country is the auditor who conducts the company's annual audits located? \_\_\_\_\_

E. Has the company that was formed through the reverse merger been subject to any investigation by the SEC or any state regulatory agency? ..... Yes No

F. Did the Applicant or any of its members receive compensation in the form of stock certificates in the newly-formed company? ..... Yes No

17...For bond work, are any of the bonds in default? ..... No bond work Yes No

18. Is a "cold review" of transactions by an uninvolved senior member of the firm or peer at another law firm required prior to release or signature? ..... Yes No

19. Does the Applicant accept securities in lieu of fees as payment for services rendered involving securities and/or securities related activities or would such circumstances be permitted? ..... Yes No

20. Has any member of the applicant firm or spouse of a member of the applicant firm invested with SEC clients or otherwise entered into a business relationship (other than lawyer/client) or would such circumstances be permitted? ..... Yes No

**I understand information submitted herein becomes a part of the Application and is subject to the same conditions as stated on the Application.**

**THIS SUPPLEMENT MUST BE SIGNED BY AN OWNER, PARTNER OR PRINCIPAL OF THE FIRM.**

Name of Firm: \_\_\_\_\_

Signed: \_\_\_\_\_  
 Owner, Officer or Partner \_\_\_\_\_ Date \_\_\_\_\_

\_\_\_\_\_  
 Title

***The Applicant understands and agrees that she or he is obligated to report any changes in the information provided in the supplement that occur after the date of the application and before policy inception.***

**IF YOU ARE SIGNING AND SUBMITTING THIS DOCUMENT ELECTRONICALLY:** By checking the Electronic Signature Acceptance box below, you acknowledge that it is your intent that the name typed in the Signature of Owner, Officer or Partner line will serve as your signature for the purpose of this application and that you agree to complete and submit this application electronically. Once submitted, your signed application will be just as enforceable as a written document signed by hand.

Electronic Signature and Acceptance of the Owner, Officer or Partner.

Signed: \_\_\_\_\_  
 Owner, Officer or Partner \_\_\_\_\_ Title \_\_\_\_\_ Date \_\_\_\_\_