

# Westport Insurance Corporation

## SECURITIES AND SECURITIES-RELATED ACTIVITIES SUPPLEMENT

If you indicated any percentage of your practice as securities or securities-related activity including bonds, limited partnerships or mergers/acquisitions, 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. Of these lawyers, how many are partners? \_\_\_\_\_
3. What are the average years of SEC experience for these partners? \_\_\_\_\_
4. How many attorneys in securities practice have less than three years' experience? \_\_\_\_\_
5. How many attorneys spend less than ten percent of their time on securities/securities-related activities? \_\_\_\_\_
6. 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
7. 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. Other securities work, **please describe:** \_\_\_\_\_ %

**TOTAL billable hours** 100 %
- K. This equates to \$ \_\_\_\_\_ gross income for the last twelve months.

8. 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** \_\_\_\_\_ %

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

10. If bond practice is indicated, what types of bonds were used?
- Not Applicable     General Obligation     Revenue     Refunding
- Other, **please describe:** \_\_\_\_\_

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

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

Year: \_\_\_\_\_ - \_\_\_\_\_ %    Year: \_\_\_\_\_ - \_\_\_\_\_ %    Year: \_\_\_\_\_ - \_\_\_\_\_ %

13. A. With respect to new clients, check all items that are investigated:
- Financial strength     Management experience     None
- Nature of its business     Reputation
- Litigation history     History of changing attorneys or accountants

14. 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 subpoena from the SEC or any other federal or state agency related to securities or securities related matters?
- Not Applicable

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

15. In terms of gross income, list the top five clients for whom the Applicant has performed securities or securities related work.

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

16. Rank the top three industries for which the Applicant has performed securities or securities related work.

- |   |                     |   |
|---|---------------------|---|
| _____ Aerospace                           | _____ Biotechnology | _____ Industrial Manufacturing              |
| _____ Pharmaceutical                      | _____ Chemical      | _____ Financial Institutions                |
| _____ Transportation                      | _____ Manufacturing | _____ Computer Software/Internet/E-Business |
| _____ Other, <b>please specify:</b> _____ |                     |   |

17. 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.

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

Name of Client	Date Offering Commenced	Issuer (I) Underwriter (U) or Other (O)	Dollar Size of Offering	*Type of Security	Applicant's Lawyers Invest (Y/N)
_____					
_____					
_____					
_____					
_____					

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

19. Are SEC/NASD due diligence standards followed?  Yes  No

20. Is a "cold review" of transactions by an uninvolved senior member of the firm required prior to release or signature?  Yes  No
21. A. Does the Applicant accept securities in lieu of fees as payment for services rendered involving securities and/or securities related activities?  Yes  No
- B. Does the firm require management committee / managing partner review prior to accepting securities in lieu fees?  N/A  Yes  No
- C. How many potential engagements where securities would be accepted in lieu of fees were seen in last 12 months? \_\_\_\_\_
- D. How many of these investment opportunities were accepted in last 12 months? \_\_\_\_\_
- E. What is the average total value of these securities accepted in lieu of fees? \_\_\_\_\_
22. A. Does the Applicant have a written policy prohibiting or restricting lawyers or the firm from investing with clients or otherwise entering into a business relationship (other than lawyer/client)?  Yes  No
- B. Does the law firm require review by management committee / managing partner prior to allowing individual lawyers to invest?  Yes  No
- C. How many potential investment opportunities with clients were seen in last 12 months? \_\_\_\_\_
- D. How many investment opportunities with clients were accepted in last 12 months? \_\_\_\_\_
- E. What is the average total value of securities accepted in lieu of fees? \_\_\_\_\_
23. Does the Applicant make recommendations on the sale or purchase of any specific stocks, bonds or other securities related investments?  N/A  Yes  No
- If Yes**, please explain: \_\_\_\_\_

**RENEWAL CLIENTS WHO HAVE PREVIOUSLY COMPLETED THIS APPLICATION:** Please review this application, along with all applicable supplements and attachments, and supply us with updated information. Additionally, if there have been any changes to information appearing on this application and any supplements or attachments, please provide details of those changes in the space below. **Failure to report a change could result in being underinsured or uninsured.**

No Change

\_\_\_\_\_

**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.**

Signed: \_\_\_\_\_ Date: \_\_\_\_\_  
Partner, Officer and/or Owner 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.*