



**CORPORATE MERGERS OR  
ACQUISITIONS  
SUPPLEMENTAL APPLICATION**

**Administered by:**

PCM Services, LLC  
11 Hanover Square, 6<sup>th</sup> Fl.  
New York, NY 10005-2863

**NOTE:** For purposes of this Supplemental Application, the following definitions apply:

1. "Corporate Merger" means any combining of the assets and liabilities of two corporations into a single surviving corporation.
2. "Corporate Acquisition" means the acquisition of all or a majority of the outstanding shares of stock of one corporation by any other corporation or other party.

**APPLICANT'S INSTRUCTIONS:**

This form is to be completed if the Applicant firm provided a percentage in the main application, Section II, Firm's Practice, Question 1.a., that would require completion of this supplemental application. If space is insufficient to answer any question fully, attach a separate sheet. Answer all questions completely.

APPLICANT FIRM: \_\_\_\_\_

1. How many of each of the following situations has the Applicant firm performed legal services or advice for during the past two (2) years?

- \_\_\_\_\_ Merger of Publicly Held Companies
- \_\_\_\_\_ Merger of Privately Held Companies
- \_\_\_\_\_ Acquisition of a Publicly Held Company
- \_\_\_\_\_ Acquisition of a Privately Held Company
- \_\_\_\_\_ Other (Describe) \_\_\_\_\_

2. Please complete the following relative to the three (3) largest mergers and also for the three (3) largest acquisitions for which the Applicant firm has rendered any legal services or advice during the past two (2) years:

MERGERS - TOTAL POST MERGER ASSET SIZE	ACQUISITIONS - TOTAL APPROXIMATE PURCHASE PRICE
1. \$ _____	1. \$ _____
2. \$ _____	2. \$ _____
3. \$ _____	3. \$ _____

3. Check each box below if you have provided this kind of service relative to any corporate merger or acquisition during the past two (2) years:

- Corporate Due Diligence - analysis of documents or records
- Corporate Due Diligence - interview of corporate management
- Assist in negotiating the terms of the merger or acquisition
- Drafting of the merger or acquisition contract
- Rendering of any kind of tax advice
- Rendering advice or services on governmental regulatory issues
- Registration of securities
- Providing business related consultation or advice
- Other (describe) \_\_\_\_\_

4. For all of the mergers and acquisitions shown in Question 1. above, did the Applicant firm provide the client, in advance of representation, with a written engagement letter which clarified the exact nature and scope of legal services that would be provided?  Yes  No

5. a. Does the Applicant firm have formal written procedures in effect which address issues relative to the permissibility of buying or selling the stock of a client of the firm, along with addressing insider trading issues?  Yes  No
- b. If Yes, are there written potential penalties in place for violation of the procedures, including possible employee termination from the firm?  Yes  No
6. During the past two (2) years, have any of the following ever occurred relative to any corporate merger or acquisition for which the Applicant firm rendered any kind of legal or other services? Please check Yes or No for each question. If Yes to any part of Question 6. below, please attach complete details on a separate sheet.
- a. In a corporate acquisition, the firm represented both the acquiring party and also the corporation being acquired, or its majority shareholders?  Yes  No
- b. In a corporate merger, the firm represented both of the corporations being merged, or their majority shareholders?  Yes  No
- c. An agreed to merger or acquisition did not consummate for any reason?  Yes  No
- d. As the result or byproduct of a merger or acquisition, any shares of stock or other securities were retired or were de-listed or ceased trading on any stock exchange?  Yes  No
- e. The corporate merger or acquisition could be characterized as being "hostile," or against the desire of the current management of the company being acquired?  Yes  No
- f. Any civil litigation of any kind by any parties relative to the merger or acquisition?  Yes  No

The undersigned understands the information submitted herein becomes a part of the Applicant firm's Professional Liability Insurance Application and is subject to the same warranty and conditions.

Any person who knowingly and with intent to defraud any insurance company or other person files an application for insurance containing any false information, or conceals for the purpose of misleading, information concerning any fact material thereto, commits a fraudulent insurance act.

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Signature of Owner, Officer or Partner

Print or Type Name and Title

Date (month-day-year)