

SECURITIES LAW SUPPLEMENT

(Complete only if you answered “yes” to Application Question E.2)

Firm Name: _____

Please complete one copy of this Supplemental Application for the Firm.

- (A) For purposes of this application, “**Securities**” includes common and preferred stock, bonds, limited liability company membership interests, limited partnership interests, limited liability partnership interests, real estate syndications, tenancy-in-common interests, franchises, business opportunities, investment contracts and all other securities as defined by law.
- (B) For purposes of this application, “**Securities Law**” includes **only** the following:
1. The preparation of any part of a subscription document, prospectus, offering circular, disclosure statement or tax opinion in connection with the issuance, offer, sale, or transfer of a security.
 2. Providing services to a seller or underwriter relating to the offer or sale of a security, which is required to be registered under state or federal law.
 3. Providing services to an issuer or other seller relating to the offer or sale of a security, which is exempt from federal or state registration requirements.
 4. Providing services relating to the preparation or filing of periodic and special reports (e.g., Form 10-K, 10-Q or 8-K filings) with the Securities and Exchange Commission.
 5. Advising clients regarding reporting obligations under the securities laws.
 6. Providing advice to clients under the Securities Act of 1933, the Securities Exchange Act of 1934, the Investment Company Act of 1940, or the Investment Advisers Act of 1940.
 7. Providing advice to clients on broker-dealer or investment adviser compliance.
 8. Advising unregistered broker-dealers (i.e. “finders”) on transactions where they receive compensation for assisting with an offering of a security.
 9. Acting as bond counsel or special counsel in connection with the issuance of a security.
 10. Involvement in the direct sale to an individual purchaser of any security. (This category is intended to measure potential “seller” liability under state and federal securities laws, such as Section 12 of the Securities Act of 1933 or ORS 59.115 (1)).
- (C) For purposes of this application, “**Securities Law**” does **not** include the following:
1. Isolated non-issuer transfers of securities (e.g., the sale or transfer of stock by one shareholder);
 2. The sale or transfer of securities as part of the sale of a business, divorce, or probate;
 3. The preparation of routine opinion letters (not including tax opinions) for clients issuing or offering securities (e.g., opinions stating the client is duly organized under Oregon law, etc.);
 4. Providing services relating to securities litigation;
 5. Transactions involving the formation of single owner entities such as LLCs; and
 6. An investment offering of less than \$25,000.00.

If **all** of your firm’s securities law-related work over the past three years fell within categories (C) (1) through (6) above, **you should not complete this supplemental application.** Instead, you should answer “no” to Question E.2 of the

Application, and show “zero” percent under the practice category “Securities Law” in the schedule at Question E.1 of the Application.

1. Please indicate which types of Securities Law activities your Firm has engaged in during the past three years. (Note: Some of these categories are overlapping.) **Check as many boxes as apply:**

- | | |
|---|--|
| a. Preparing any part of a subscription document, prospectus, offering circular, disclosure statement or tax opinion in connection with the issuance, offer, sale, or transfer of a security. | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| b. Providing services to a seller or underwriter relating to the offer or sale of a security which is required by law to be registered under state or federal law. | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| c. Providing services to an issuer or other seller relating to the offer or sale of a security which is exempt from federal or state regulation requirement. | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| d. Providing services relating to the preparation or filing of periodic and special reports (e.g., Form 10-K, 10-Q or 8-K filings) with the Securities and Exchange Commission. | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| e. Advising clients regarding reporting obligations under the securities laws. | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| f. Providing advice to clients under the Securities Act of 1933, the Securities Exchange Act of 1934, the Investment Company Act of 1940, or the Investment Advisers Act of 1940. | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| g. Providing advice to clients on broker-dealer or investment adviser compliance. | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| h. Advising unregistered broker-dealers (i.e. “finders”) on transactions where they receive compensation for assisting with an offering or a security. | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| i. Acting as bond counsel or special counsel in connection with the issuance of a security. | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| j. Involvement in the direct sale to an individual purchaser of any security. (This category is intended to measure potential “seller” liability under state and federal securities laws, such as Section 12 of the Securities Act of 1933 or ORS 59.115(1)). | <input type="checkbox"/> Yes <input type="checkbox"/> No |

2. a. Please indicate the percent of time spent each year by all current attorneys and former attorneys with the Firm or a Predecessor Firm who practiced Securities Law in the past three years. Indicate current attorneys with "C" and former attorneys with "F." Please use your best estimate of time spent.

<u>Attorney Name</u>	<u>Current or Former Attorney</u>	<i>Percentage of Time Spent in Securities Law</i>			Total of Columns [1]+[2]+[3]
		<u>2013:</u>	<u>2014:</u>	<u>2015:</u>	
_____	_____	_____ %	_____ %	_____ %	_____ %
_____	_____	_____ %	_____ %	_____ %	_____ %
_____	_____	_____ %	_____ %	_____ %	_____ %
_____	_____	_____ %	_____ %	_____ %	_____ %
_____	_____	_____ %	_____ %	_____ %	_____ %
_____	_____	_____ %	_____ %	_____ %	_____ %
_____	_____	_____ %	_____ %	_____ %	_____ %

- b. Please attach a brief narrative, resume and/or other documentation that shows the securities-related qualifications and experience of each attorney listed in question 2(a).

3. Please complete the attached **Securities Law Activity Report** for all defined Securities Law matters your firm has worked on **during the prior 12 months**. Report only those matters which fall within the categories listed in Question 1 above. You may provide this information by separate narrative if you prefer. If your firm has not worked on any Securities Law matters during the past 12 months, please check this box:

☐ **No Securities Law matters to report for the previous 12 months.**

4. In the past ten years, has the Firm or any attorney associated with the Firm:

- a. Acted as an officer, director, trustee, promoter, or general partner of any Securities Law client of the Firm? If yes, please explain. ☐ Yes ☐ No
- b. Accepted in full or partial payment any stock, bonds, units, or other securities from any Securities Law client of the Firm? If yes, please explain. ☐ Yes ☐ No
- c. Been the subject of any formal or informal investigation or other administrative action undertaken by the Securities Exchange Commission, any state securities agency on similar regulatory agency? If yes, please explain. ☐ Yes ☐ No
- d. Been a party to a lawsuit brought under any state or federal securities law, or been threatened with such a lawsuit? If yes, please explain. ☐ Yes ☐ No
- e. Been the subject of a claim (formal or informal) related to antifraud or any other potential securities law violation? If yes, please explain. ☐ Yes ☐ No

5. a. Does your Firm have a new-business committee responsible for review and acceptance of new business and clients in the Securities Law area? If no, describe your procedures for acceptance of new business, including who has authority to accept new business. ☐ Yes ☐ No
- b. Does your Firm do a "cold review" or "peer review" of Securities Law work done in the Firm by other attorneys not involved in original preparation of the Securities Law work? See Instructions. ☐ Yes ☐ No
- c. Does your Firm ever exclude securities law advice from the scope of your advice to clients who are engaging in securities offerings? If so, does your Firm identify which other law firm is handling the securities work? ☐ Yes ☐ No
- d. Are any clients for which your Firm has provided Securities Law advice in the past now in financial trouble? If yes, please explain. ☐ Yes ☐ No
- e. Are you aware of any threats made against your clients by investors relating to an offer or sale of securities? If yes, please explain. ☐ Yes ☐ No

The Firm understands that the information submitted herein becomes a part of the Firm's Application and is subject to the same representations and conditions.

For the Firm*: _____ Date: _____

***Must be signed by a partner, shareholder, or member.**

SECURITIES LAW ACTIVITY REPORT

Please complete this Securities Law Activity Report matrix for the prior 12 months. Report only those matters which fall within the categories listed in Question 1 of the Securities Law Supplement Application. Please make as many copies of this form as necessary before entering data. Enter data below only for securities offerings which were either (1) completed successfully, or (2) are still underway. If a question does not apply, enter "N/A."

12 month Period Reported: _____

Page _____ of _____.

	[A]	[B]	[C]	[D]	[E]	[F]	[G]	[H]	[I]
1.				\$		\$			
2.				\$		\$			
3.				\$		\$			
4.				\$		\$			
5.				\$		\$			
6.				\$		\$			
7.				\$		\$			
8.				\$		\$			
9.				\$		\$			
10.				\$		\$			

KEY TO COMPLETING ACTIVITY MATRIX

[A] = Name of Issuer? **[B]** = Nature of Issuer's business? **[C]** = How long has Issuer been in business? (Number of years.) **[D]** = What is the Issuer's approximate annual gross revenue? **[E]** = Nature of security issued? S = stock or equity, B = bonds or notes, L = limited liability company interest, P = limited liability partnership interest or partnership interest, F = franchise or business opportunity, R = real estate interest, O = other. **[F]** = Dollar value of securities issued? **[G]** = Was/will the security be registered? Y = Yes, N = No. **[H]** = When was the security issued? Show month and year (e.g., 8/99). If ongoing, show "O". **[I]** = Describe your firm's role in the offering: I = counsel to issuer/seller, U = counsel to underwriter, T = tax opinion, S = sales to purchasers (including escrow activities), O = other. (You may show more than one role.)