

CORPORATE SECURITIES PARALEGAL

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ALL OF THE BELOW DUTIES ARE ASSUMED TO, AND MUST BE, UNDER THE DIRECTION AND SUPERVISION OF A LICENSED ATTORNEY.

A. CORPORATE SECURITIES OFFERINGS

1. Registration under Federal Securities Laws:
 - a. Work with client to collect and organize information with regard to the offering and company information;
 - b. Assist with preparation of Time & Responsibility Schedule and Check Lists;
 - c. Draft for attorney review portions of the registration statement and prospectus, as appropriate;
 - d. Assemble and file registration statement, amendments and post-effective amendments, including:
 - (i) Coordinate with printer to assemble and format registration statement and amendments, including related exhibits, for filing;
 - (ii) Proof drafts and final copy;
 - (iii) Coordinate with client to obtain and assemble client execution of originals for files, including signature pages and powers of attorney;
 - (iv) Coordinate with client to obtain necessary consents (experts and auditors), opinion letters and auditor comfort letters; and
 - (v) Coordinate the timely filing of the registration statement, or amendment, and exhibits with the Securities and Exchange Commission ("SEC") via Edgar;
 - (1) Contact and become familiar with companies which specialize in formatting and filing documents via Edgar, such as Merrill Corporation or Bowne.
- e. Draft for attorney review questionnaires for officers, directors and principal shareholders:

- (i) Coordinate with client to obtain fully completed and properly executed questionnaires as required; and
 - (ii) Maintain same in closing or minute book.
 - f. Draft for attorney review underwriting agreements and other related documents;
 - g. Work with various agencies to obtain CUSIP number, NASDAQ listings, and listing in Standard & Poors' and Moodys Securities Manuals;
 - h. Provide notification of additional shares whenever necessary;
 - i. Create and maintain due diligence files;
 - j. Assist with due diligence review;
 - k. Assist with free writing prospectus filings, if any; and
 - l. Assist with Filing Form 8-A with SEC and Exchange.
- 2. Registration under State Blue Sky Laws:
 - a. Research regarding State laws with regard to registration;
 - b. Contact State securities officers to discuss registration, if necessary, and confirm filing requirements;
 - c. Draft for attorney review preliminary and final Blue Sky memoranda/survey detailing the availability of exemptions;
 - d. Draft for attorney review applications for registration and related exhibits, together with any other documents required for offering and/or selling in a particular state, including:
 - (i) Consent to Service (Uniform or as required by the particular state);
 - (ii) Powers of Attorney; and
 - (iii) Uniform form of corporate resolution.
 - e. Coordinate on-line filing with multiple jurisdictions whenever available;

f. Draft for attorney review dealer and/or salesmen registration documents, and coordinate filing and notification of same;

g. Take the necessary affirmative actions to perfect securities or dealer exemptions; and

h. Draft for attorney review and file periodic reports.

3. Registration of Broker-Dealers and Salesmen:

a. Circulate NASD questionnaires to participating underwriters;

b. Prepare and file (underwriter counsel)/confirm (issuer counsel) COBRA desk filing pursuant to NASD Rule 2710;

c. Draft for attorney review and file documents for registering broker-dealers and/or salesmen with the NASD, SEC and state securities commissions:

(i) Coordinate on-line filing with multiple jurisdictions/agencies whenever available;

d. Draft for attorney review and file documents for renewing or withdrawing the registration of broker-dealers and salesmen; and

e. Qualify dealer corporation/company where necessary.

4. Corporate Governance Matters:

a. Verify auditor registration and status with Public Company Accounting Oversight Board;

b. Verify transfer agent participation in DTC Direct Registration System;

c. Review Audit Committee Charter for compliance with Rule 10A-3 and exchange listing requirements;

d. Review Committee Charters (Nomination, Compensation, Corporate Governance, *etc.*) for compliance with exchange listing requirements;

e. Review Code of Ethics for compliance with exchange listing requirements;

f. Verify Section 409A review;

g. Terminate outstanding director/officer loans; and

h. Verify Audit Committee procedures for complaints regarding accounting and auditing matters and confidential and anonymous submissions by employees regarding accounting and auditing matters.

B. REGULATION OF PUBLIC COMPANIES

1. Work under attorney direction to make client aware of the Public Company Accounting Reform and Corporate Responsibility Act of 2002 (“Sarbanes-Oxley”) requirements with regard to timely reporting of principal transactions and financial information; assist client in filing same (see <http://www.sec.gov/investor/pubs/securitieslaws.htm> for the text of Sarbanes-Oxley).

2. Corporate Governance Matters:

a. Verify required compliance with Section 404 of Sarbanes-Oxley management report on internal controls and auditor attestation;

b. Verify auditor independence and continued registration with Public Company Accounting Oversight Board;

c. Verify meeting of Audit Committee Charter for compliance with Rule 10A-3 and exchange listing requirements;

d. Verify meeting of Committee Charters (Nomination, Compensation, Corporate Governance, *etc.*) for compliance with exchange listing requirements;

e. Verify determination of independent board members;

f. Verify meetings of independent board members for compliance with exchange listing requirements;

g. Verify Code of Ethics compliance with exchange listing requirements;

h. Verify Audit Committee or other independent body of directors approval of all related party transactions;

i. Verify Audit Committee approval (in advance) of all audit and non-audit services, unless the engagement for such service is pursuant to pre-approval policies and procedures established by the audit committee;

j. Assist in gather auditor fee information for audit fee table;

k. Assist with Annual Certification for exchange listing;

- and
- l. Assist with Director, Officer and 5% shareholder questionnaires;
 - m. Assist with gathering data for Section 16 reporting compliance table.
3. Maintain contact with client to monitor and obtain information with regard to activities and insider trading.
 4. Tickle critical dates with regard filing deadlines, and compliance with Sarbanes-Oxley.
 5. Become familiar with SEC's Edgar filing system (Electronic Data Gathering and Retrieval).
 6. Contact and become familiar with companies which specialize in formatting and filing documents via Edgar, such as Merrill Corporation or Bowne.
 7. Check status of issuer for filing and form requirements:
 - a. "Large accelerated filer", "accelerated filer", or "non-accelerated filer";
 - b. Small business issuer; and
 - c. Foreign private issuer.
 8. Assist in monitoring Form 8-K reportable events and Regulation FD disclosure.
 9. Draft for attorney review portions of registration, quarterly, and annual reports, such as Forms 6-K, 8-K, 10-Q, 10-QSB, 10-K, 10-KSB, 20-F, 40-F and amendments to each (see www.sec.gov for forms) and assist in obtaining signatures, certifications (Section 302 and 906 of Sarbanes-Oxley), consents (experts and auditors for documents incorporated into registration statements) and exhibits.
 10. Assist in preparation of post-effective amendments to shelf registration statements.
 11. Draft for attorney review forms to report insider trading to comply with requirements of Section 16, such as Forms 3, 4, and 5 (see www.sec.gov for forms):
 - a. Become familiar with SEC's Section 16 on-line filing system;

b. Monitor initial reporting obligations of new directors, executive officers and 10% shareholders; obtain completed questionnaire and prepare Form 3;

c. Monitor Form 144 transactions for sales by directors, executive officers and 10% shareholders; complete and file Form 4 within two business days of sale;

d. File annual reports on Form 5, if required; and

e. Monitor Section 16 deficiencies and late filings for proxy statement reporting.

12. Draft for attorney review Schedule 13D and 13G forms reporting beneficial ownership (see www.sec.gov – click on Forms – Rules, regulations, schedules – General Rules and Regulations, Securities Exchange Act of 1934 [17 CFR Part 240]) to obtain the regulations and forms.

13. Draft for attorney review proxy and proxy statements:

a. Contact and work with financial data service company, such as Hemscott, Inc. (www.mgfs.com) to research and assemble information regarding peer group indexes, and to create chart of same for inclusion in the proxy statement;

b. Coordinate with printer, such as Merrill Corporation or Bowne, to format, proof, and file the proxy statement with the SEC;

c. Draft for attorney review voting cards;

d. Work with the company and transfer agent to comply with mailing requirements; and

e. Prepare documentation for annual shareholders' meetings, including script for meetings.

14. Assemble information and draft for attorney review portions of annual report to shareholders.

15. Assist in submitting annual, quarterly, current reports and proxy statements to exchanges.

16. Draft for attorney review “inside trading” reports and precautionary memo to employees.

17. Draft for attorney review exchange listing application.

18. Maintain tickler system of reminders to corporate officers and directors for reporting and proxy rules.

19. Monitor cases and changes in securities laws and regulations and notify corporate counsel of matters of interest.

20. Draft for attorney review opinion and documentation regarding Rule 144 and 145 sales of stock.

21. Assist in preparation and dissemination of press releases and responses to inquirer.

C. PRIVATE PLACEMENTS (EXEMPTIONS FROM REGISTRATION)

1. Draft for attorney review portions of the Private Placement Memorandum.

2. Draft for attorney review offeree questionnaire and subscription agreements.

3. Research Federal exemptions for applicability.

4. Research State Blue Sky law exemptions for private placements, including:

a. Legend requirements;

b. Filing and fee requirements; and

c. Broker-Dealer and salesmen requirements/exemptions.

5. Draft for attorney review the Blue Sky memorandum.

6. Draft for attorney review and file Federal Notice of Sale of Securities. See <http://www.sec.gov/about/forms/secforms.htm> for forms.

7. Draft for attorney review and file state Blue Sky notice of, or request for, exemption (the CCH Blue Sky Law Reporter is an excellent reference for State laws and regulations, as well as forms – it is also available by subscription on-line at: <http://www.business.cch.com/primesrc/bin/login.asp>).

8. Draft for attorney review and file supplemental sales reports with Federal and State officials.

9. Draft treasury and reservation orders.

10. Prepare closing books and closing memorandum.

D. EMPLOYEE BENEFIT PLANS (EXEMPTIONS FOR REGISTRATION)

1. Draft for attorney review portions of the stock option or other plan.
2. Draft for attorney review portions of the private placement memorandum.
3. Research Federal Exemptions for applicability.
4. Research State Blue Sky law exemptions available for employee benefit plans, including:
 - a. Legend requirements;
 - b. Filing and fee requirements; and
 - c. Broker-Dealer and salesmen requirements/exemptions.
5. Draft for attorney review the Blue Sky memorandum.
6. Draft for attorney review and file State notices of exemption or registration of the offering, as appropriate.
7. Draft for attorney review and file registration of company officers as broker-dealers or salesmen, in States where required.
8. Assist in assembly of information to be distributed to employees.
9. Tickle State renewal dates, if applicable.
10. File notices of amendments to the plan with States as required.
11. Update State files as required with subsequent private placement memoranda.

E. TRANSFERS/ISSUANCES OF STOCK

1. Coordinate with selling shareholders, brokers, transfer agents and company to process Rule 144 sales and Rule 144k legend removal, including:
 - a. Draft for attorney review Seller's certificates and broker's certificates;
 - b. Draft for attorney review and file Form 144; and
 - c. Draft opinion of counsel related to Rule 144 exemption on sale.

2. Issue stock certificate and maintain stock records for small companies.

F. FRANCHISES

1. Assist in preparation of Uniform Franchise Offering Circulars.
2. Prepare State franchise registration applications.
3. Maintain franchise registrations and exemptions in franchise registration States.
4. Maintain franchise broker and salesmen registrations.

G. MISCELLANEOUS

1. Draft for attorney review and file articles of incorporation/organization for new companies.
2. Draft and maintain organizational minutes or shareholder/member meeting minutes, director meeting minutes, bylaws, and operating agreements, as appropriate.
3. Draft for attorney review and file foreign registrations as needed.