

**BOARD OF PROFESSIONAL RESPONSIBILITY  
OF THE  
SUPREME COURT OF TENNESSEE  
10 Cadillac Drive, Suite 220  
Brentwood, TN 37027**

**REGISTRATION PACKET**

**INITIAL REGISTRATION AS A TENNESSEE SUPREME COURT  
RULE 44 INTERMEDIARY ORGANIZATION**

Within this packet are the documents necessary to register as a Tennessee Supreme Court Rule 44 Intermediary Organization, as follows:

- Initial Registration Statement
- Biographical Affidavit
- Rule 44(B) Compliance Requirements Affidavit
- Rule 44(C) Advertising and Marketing Requirements Affidavit
- Rule 44(D) Qualification of Participating Lawyers Affidavit

A copy of Tennessee Supreme Court Rule 44 governing intermediary organizations is also contained within this registration packet.

Prior to approval as an intermediary organization, the applicant must have complied with the provisions of Tennessee Supreme Court Rule 44, and must have provided to the Board of Professional Responsibility all the above described completed documents. (NOTE: All documents or information shall be open for public inspection.)

Should any of the items required by these documents be submitted incorrectly or incompletely, the applicant will be notified of that fact, and the applicant will have thirty (30) days after such notice is mailed to the applicant to correct the deficiency. If the applicant does not correct the deficiency within such thirty (30) day period, the file will be closed, and the applicant will be required to submit new initial registration documents.

Please submit your completed registration documents or submit any questions concerning the documents to:

Preston Shipp, Disciplinary Counsel  
Board of Professional Responsibility  
10 Cadillac Drive, Suite 220  
Brentwood, TN 37027  
Phone: 615/361-7500  
800/486-5714  
Fax: 615/367-2480  
e-mail: [pshipp@tbpr.org](mailto:pshipp@tbpr.org)

**BOARD OF PROFESSIONAL RESPONSIBILITY  
OF THE  
SUPREME COURT OF TENNESSEE**

**INITIAL REGISTRATION STATEMENT**

**AS A**

**TENNESSEE SUPREME COURT RULE 44 INTERMEDIARY ORGANIZATION**

STATE OF \_\_\_\_\_ }

COUNTY OF \_\_\_\_\_ }

TO THE BOARD OF PROFESSIONAL RESPONSIBILITY, Greetings:

Name of Organization \_\_\_\_\_, of City: \_\_\_\_\_,

State: \_\_\_\_\_, hereby files this initial registration statement and application for approval as a lawyer intermediary organization in the State of Tennessee. Enclosed as attachments to this Rule 44(A)(2) initial registration statement for approval are the following:

1. A copy of the organization's basic organizational document, including the articles of incorporation, articles of association, articles of organization, operating agreement, partnership agreement, trust agreement, or other organizational document and all amendments, addenda, or exhibits to any such document, as required by Rule 44(A)(2)(a);
2. A copy of all bylaws, operating agreements, rules, regulations, or similar documents, if any, regulating the conduct of the organization's internal affairs, as required by Rule 44(A)(2)(b);
3. A list of the names, addresses, and official positions of, and biographical information concerning, any individuals who are responsible for conducting the organization's affairs, as required by Rule 44(A)(2)(C);
4. A list of the names, addresses, and official positions of, and biographical information concerning, any shareholder or beneficial owner of an ownership interest in the organization of 5% or greater, as required by Rule 44(A)(2)(d);

5. A list of the names, addresses and Board of Professional Responsibility disciplinary numbers of all lawyers participating in the organization and providing legal services for Tennessee residents, as required by Rule 44(A)(2)(e); [*Rule 44(B)(9) requires participating of not less than four (4) lawyers licensed to practice in Tennessee, not associated with each other in a firm, and each of whom maintains an office in the geographical area served by the organization.*]
6. A specimen copy of the form of all contracts made or to be made between the organization and any participating lawyers, as required by Rule 44(A)(2)(f);
7. A specimen copy of the form of any contract made or to be made between the organization and any person, corporation, partnership, or other entity for the performance on the organization's behalf of any function, including, but not limited to, marketing, administration, enrollment, investment management, and subcontracting for the provision of legal services; as required by Rule 44(A)(2)(g);
8. A specimen copy of the form of any group or prepaid legal services contract that is to be issued to employers, unions, trustees, individuals, or other organizations and a specimen copy of any form of evidence of coverage to be issued to subscribers, as required by Rule 44(A)(2)(h);
9. A schedule of rates and charges for each contract to be used, as required by Rule 44(A)(2)(i);
10. A description of any proposed marketing efforts, as required by Rule 44(A)(2)(j);
11. A description of the organization's grievance or complaint procedure for its customers, members, or beneficiaries, as required by Rule 44(A)(2)(k);
12. As to prepaid legal insurance providers, a copy of a Certificate of Authority to sell legal insurance issued by the Commissioner of the Tennessee Department of Commerce and Insurance, as required by Rule 44(A)(2)(l);
13. A copy of the organization's most recent financial statements audited by an independent certified public accountant, as required by Rule 44(A)(2)(m);
14. An affidavit and certificate by an officer or duly authorized representative of the organization that the organization has complied with all the "Compliance Requirements" of Rule 44(B);
15. An affidavit and certificate by an officer or duly authorized representative of the organization that the organization has complied with all the "Advertising and Marketing Requirements" of Rule 44(C); and
16. An affidavit and certificate by an officer or duly authorized representative of the organization that the organization has complied with all the "Qualification of Lawyers Requirements" of Rule 44(D).

17. I acknowledge that Annual Registration Statements are required, pursuant to Rule 44 (A)(3), on each anniversary date of the organization's initial registration as an intermediary organization.
18. I acknowledge that pursuant to Rule 44(F)(2), all documents or information provided to the Board of Professional Responsibility by or on behalf of the organization shall be open for public inspection.

I hereby affirm that, to the best of my/our knowledge, information and belief, the information contained within this initial registration statement as a Tennessee Supreme Court Rule 44 Intermediary Organization is true and correct.

WITNESS MY HAND on this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

Name of organization:

By:

Title:

By:

Title:

SWORN TO AND SUBSCRIBED before me  
on this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

(SEAL)  
Notary Public

My Commission Expires:

TENNESSEE SUPREME COURT RULE 44 INTERMEDIARY ORGANIZATION

**BIOGRAPHICAL AFFIDAVIT**

STATE OF \_\_\_\_\_ }

COUNTY OF \_\_\_\_\_ }

I, \_\_\_\_\_, do depose and state the following:

*Full Name, Address and telephone number of the present or proposed organization under which this biographical statement is being required.*

In connection with the above-named organization, I herewith make representations and supply information about myself as hereinafter set forth. (Attach addendum or separate sheet if space hereon is insufficient to answer any question fully.) IF ANSWER IS "NO" OR "NONE," SO STATE.

1.           a.       Affiant's Full Name (Initials Not Acceptable).
  
- b.       Maiden Name (if applicable).
  
2.           a.       Have you ever had your name changed? \_\_\_\_\_ If yes, give the reason for the change and provide the full name(s).
  
  
- b.       Other names used at any time (including aliases).

- 3. a. Are you a citizen of the United States?
- b. Are you a citizen of any other country, if so, what country?

4. Affiant's Occupation or Profession.

5. Affiant's business address.

Business telephone.

6. Education and Training:

College/University    City/State    Dates Attended(MM/YY)    Degree Obtained

Graduate: College/University    City/State    Dates Attended(MM/YY)    Degree Obtained

Other Training: Name    City/State    Dates Attended(MM/YY)    Degree/Certification Obtained

7. List of memberships in professional societies and associations.

8. Present or proposed position with the organization entity.

9. List complete employment record for the past five (5) years, whether compensated or otherwise (up to and including jobs, positions, partnerships, owner of an entity, administrator, manager, operator, directorates or officerships.) Please list the most recent first. Attach additional pages if the space provided is insufficient.

Beginning/Ending  
Dates (MM/YY) \_\_\_\_\_ - \_\_\_\_\_ Employers' Name \_\_\_\_\_

Address \_\_\_\_\_ City \_\_\_\_\_ State/Province

Country \_\_\_\_\_ Postal Code \_\_\_\_\_ Phone \_\_\_\_\_ Offices/Positions Held \_\_\_\_\_

Fax \_\_\_\_\_ Supervisor / Contact

Beginning/Ending  
Dates (MM/YY) \_\_\_\_\_ - \_\_\_\_\_ Employers' Name \_\_\_\_\_

Address \_\_\_\_\_ City \_\_\_\_\_ State/Province

Country \_\_\_\_\_ Postal Code \_\_\_\_\_ Phone \_\_\_\_\_ Offices/Positions Held \_\_\_\_\_

Fax \_\_\_\_\_ Supervisor / Contact

Beginning/Ending  
Dates (MM/YY) \_\_\_\_\_ - \_\_\_\_\_ Employers' Name \_\_\_\_\_

Address \_\_\_\_\_ City \_\_\_\_\_ State/Province

Country \_\_\_\_\_ Postal Code \_\_\_\_\_ Phone \_\_\_\_\_ Offices/Positions Held \_\_\_\_\_

Fax \_\_\_\_\_ Supervisor / Contact

Beginning/Ending  
Dates (MM/YY) \_\_\_\_\_ - \_\_\_\_\_ Employers' Name \_\_\_\_\_

Address \_\_\_\_\_ City \_\_\_\_\_ State/Province

Country \_\_\_\_\_ Postal Code \_\_\_\_\_ Phone \_\_\_\_\_ Offices/Positions Held \_\_\_\_\_

Fax \_\_\_\_\_ Supervisor / Contact

10. a. Have you ever been in a position which required a fidelity bond? \_\_\_\_ If any claims were made on the bond, give details.
- b. Have you ever been denied an individual or position schedule fidelity bond, or had a bond canceled or revoked? If yes, give details.

11. List any professional, occupational and vocational licenses (including licenses to sell securities) issued by any public or governmental licensing agency or regulatory authority or licensing authority which you presently hold or have held in the past. Identify and provide the name, address and telephone number of the licensing authority or regulatory body having jurisdiction over the license(s) issued. Attach additional pages if the space provided is insufficient.

Organization/Issuer of License \_\_\_\_\_ Address \_\_\_\_\_

City \_\_\_\_\_ State/Province \_\_\_\_\_ Country \_\_\_\_\_ Postal Code \_\_\_\_\_

License Type \_\_\_\_\_ License # \_\_\_\_\_ Date Issued (MM/YY) \_\_\_\_\_

Date Expired (MM/YY) \_\_\_\_\_ Reason for Termination \_\_\_\_\_

Non-insurance Regulatory Phone Number (if known) \_\_\_\_\_

Organization/Issuer of License \_\_\_\_\_ Address \_\_\_\_\_

City \_\_\_\_\_ State/Province \_\_\_\_\_ Country \_\_\_\_\_ Postal Code \_\_\_\_\_

License Type \_\_\_\_\_ License # \_\_\_\_\_ Date Issued (MM/YY) \_\_\_\_\_

Date Expired (MM/YY) \_\_\_\_\_ Reason for Termination \_\_\_\_\_

Non-insurance Regulatory Phone Number (if known) \_\_\_\_\_

12. In responding to the following, if the record has been sealed or expunged, and the affiant has personally verified that the record was sealed or expunged, an affiant may respond “no” to the question. Have you ever:

- a. Been refused an occupational, professional, or vocational license or permit by any regulatory authority, or any public administrative, or governmental licensing agency?



- b. Had any occupational, professional, or vocational license or permit you hold or have held, been subject to any judicial, administrative, regulatory, or disciplinary action?
- c. Been placed on probation or had a fine levied against you or your occupational, professional, or vocational license or permit in any judicial, administrative, regulatory, or disciplinary action?
- d. Been charged with, or indicted for, any criminal offense(s) other than civil traffic offenses?
- e. Pled guilty, or nolo contendere, or been convicted of, any criminal offense(s) other than civil traffic offenses?
- f. Had adjudication of guilt withheld, had a sentence imposed or suspended, had pronouncement of a sentence suspended, or been pardoned, fined, or placed on probation, for any criminal offense(s) other than civil traffic offenses?
- g. Been subject to a cease and desist letter or order, or enjoined, either temporarily or permanently, in any judicial, administrative, regulatory, or disciplinary action, from violating any federal, state law or law of another country regulating the business of insurance, securities or banking, or from carrying out any particular practice or practices in the course of the business of insurance, securities or banking?
- h. Been, within the last ten (10) years, a party to any civil action involving dishonesty, breach of trust, or a financial dispute?
- i. Had a finding made by the Comptroller of any state or the Federal Government that you have violated any provisions of small loan laws, banking or trust company laws, or credit union laws, or that you have violated any rule or regulation lawfully made by the Comptroller of any state or the Federal Government?
- j. Had a lien, or foreclosure action filed against you or any entity while you were associated with that entity?

If the response to any question above is answered "Yes", please provide dates, locations, disposition, etc. Attach a copy of the complaint and filed adjudication or settlement as appropriate.

13. Have you ever been adjudged a bankrupt?
14. To your knowledge, has any company or entity for which you were an officer or director, trustee, investment committee member, key management employee or controlling stockholder, had any of the following events occur while you served in such capacity? If yes, please indicate and give details. When responding to questions (b) and (c), affiant should include any events within twelve (12) months after his or her departure from the entity.
  - a. Been refused a permit, license, or certificate of authority by any regulatory authority, or Governmental licensing agency?
  - b. Had its permit, license, or certificate of authority suspended, revoked, canceled, non-renewed, or subjected to any judicial, administrative, regulatory, or disciplinary action (including rehabilitation, liquidation, receivership, conservatorship, federal bankruptcy proceeding, state insolvency, supervision or any other similar proceeding)?
  - c. Been placed on probation or had a fine levied against it or against its permit, license, or certificate of authority in any civil, criminal, administrative, regulatory, or disciplinary action?

Note: If an affiant has any doubt about the accuracy of an answer, the question should be answered in the positive and an explanation provided.

I hereby certify under penalty of perjury that I am acting on my own behalf, and that the foregoing statements are true and correct to the best of my knowledge, information and belief.

Dated and signed this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

FURTHER AFFIANT SAITH NAUGHT.

Affiant

SWORN TO AND SUBSCRIBED before me  
on this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

(SEAL)  
Notary Public

My Commission Expires:

**TENNESSEE SUPREME COURT RULE 44 INTERMEDIARY ORGANIZATION**

**RULE 44(B) COMPLIANCE REQUIREMENTS AFFIDAVIT**

STATE OF \_\_\_\_\_ }

COUNTY OF \_\_\_\_\_ }

I, \_\_\_\_\_, do depose and state the following:

*Full Name, Address and telephone number of the present or proposed organization under which this biographical statement is being required.*

In connection with the above-named entity, I herewith make representations concerning Rule 44(B) compliance requirements as follows:

1. The organization is not owned or controlled by any participating lawyer, a law firm with which a participating lawyer is associated, or a lawyer with whom a participating lawyer is associated in a firm.
2. The customer, member, or beneficiary of the organization, and not the organization, is the client of the participating lawyer.
3. The organization asserts no improper influence upon, nor infringes upon, the client-attorney relationship or the independent professional judgment of the participating lawyer.
4. The organization does not limit the objectives of the representation to be provided by participating lawyers to its customers, members, or beneficiaries, or the means to be used to accomplish those objectives, if such a limitation would materially impair the lawyer's ability to provide the client with the quality of representation that would be provided to a client who had not been referred to the lawyer by the organization.
5. The organization does not request or require that a participating lawyer reveal information that is privileged or protected by RPC 1.6 of the Tennessee Rules of Professional Conduct.

6. The organization does not request or require that a participating lawyer take any action prohibited by, or fail to take any action required by, the Tennessee Rules of Professional Conduct.
7. Customers, members, or beneficiaries of the organization are informed that they may file a complaint of unethical conduct by a participating lawyer with the Board of Professional Responsibility, and informed of the method by which they may do so, as follows:

*-- CONTACT --*

*Board of Professional Responsibility  
10 Cadillac Drive, Suite 220  
Brentwood, TN 37027  
Phone: 615/361-7500  
800/486-5714  
Fax: 615/367-2480  
e-mail: ethics@tbpr.org*

8. Any organization that is a prepaid legal insurance provider has complied with Tennessee Code Annotated, Title 56, Chapter 43, known as the Tennessee Legal Insurance Act.
9. The organization permits the participation of not less than four (4) lawyers licensed to practice in Tennessee, not associated with each other in a firm, and each of whom maintains an office in the geographical area served by the organization.
10. The organization does not condition referral of its customers, members, or beneficiaries to participating lawyers upon a preliminary determination by the organization that the client's claims or defenses have merit or economic value.
11. The organization utilizes reasonable procedures to assure that participating lawyers are properly licensed and competent to handle the matters referred to them.
12. The organization utilizes reasonable procedures to provide substitute counsel in the event that a lawyer to whom a matter is referred cannot undertake or continue the representation in compliance with the Tennessee Rules of Professional Conduct or this Rule.
13. The organization acknowledges that only not-for-profit lawyer referral services may charge a fee calculated as a percentage of legal fees in compliance with Tennessee RPC 5.4(a)(6).
14. The organization has established and implemented a reasonable grievance or complaint procedure for the resolution of complaints or grievances by customers, members, or beneficiaries who are dissatisfied with the services or fees provided by the organization or its participating lawyers.

15. The organization has apprised itself of any public disciplinary history of any participating lawyer and shall, when appropriate, has reviewed the files of the Board of Professional Responsibility concerning any such public discipline imposed on any participating lawyer before allowing that lawyer to participate in providing services.

I hereby certify under penalty of perjury that I am acting on my own behalf, and that the foregoing statements are true and correct to the best of my knowledge, information and belief.

Dated and signed this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

FURTHER AFFIANT SAITH NAUGHT.

Affiant

SWORN TO AND SUBSCRIBED before me  
on this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

(SEAL)  
Notary Public

My Commission Expires:

**TENNESSEE SUPREME COURT RULE 44 INTERMEDIARY ORGANIZATION**  
**RULE 44(C) ADVERTISING AND MARKETING REQUIREMENTS**  
**AFFIDAVIT**

STATE OF \_\_\_\_\_ }

COUNTY OF \_\_\_\_\_ }

I, \_\_\_\_\_, do depose and state the following:

*Full Name, Address and telephone number of the present or proposed organization under which this biographical statement is being required.*

In connection with the above-named entity, I herewith make representations concerning Rule 44(C) Advertising and Marketing Requirements as follows:

1. The organization does not make a statement about its services, its participating lawyers, or the services they will or may provide, that would violate Tennessee RPC 7.1 if made by a lawyer.
2. The organization does not identify any of its participating lawyers as specialists, as specializing in, or as certified or recognized as a specialist in a particular field of law unless all participating lawyers are certified as specialists in the identified field of law by the Tennessee Commission on Continuing Legal Education and Specialization.
3. If a significant motive for the solicitation is the pecuniary gain of the organization or its participating lawyers, the organization does not:
  - a. Solicit employment for its participating lawyers in specific matters by in person, live-telephone, or real-time electronic contact with a person who has not initiated the contact; or

- b. Solicit employment for its participating lawyers by a writing, recording, telegram, facsimile, computer transmission or other mode of communication directed to a specifically identified person who has not initiated the contact communication if a participating lawyer would be prohibited from doing so by Tennessee RPC 7.3(b) or (c).

I hereby certify under penalty of perjury that I am acting on my own behalf, and that the foregoing statements are true and correct to the best of my knowledge, information and belief.

Dated and signed this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

FURTHER AFFIANT SAITH NAUGHT.

Affiant

SWORN TO AND SUBSCRIBED before me  
on this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

(SEAL)  
Notary Public

My Commission Expires:



**TENNESSEE SUPREME COURT RULE 44 INTERMEDIARY ORGANIZATION**

**RULE 44(D) QUALIFICATION OF PARTICIPATING LAWYERS**

**AFFIDAVIT**

STATE OF \_\_\_\_\_ }

COUNTY OF \_\_\_\_\_ }

I, \_\_\_\_\_, do depose and state the following:

*Full Name, Address and telephone number of the present or proposed organization under which this biographical statement is being required.*

In connection with the above-named entity, I herewith make representations concerning Rule 44(D) Qualification of Participating Lawyers as follows:

1. That each participating lawyer is on active status and in good standing with the Board of Professional Responsibility and with the lawyer licensing authority in each jurisdiction in which each lawyer is licensed.
2. That each participating lawyer is in compliance with the CLE requirements of Tennessee Supreme Court Rule 21.
3. That each participating lawyer agrees to permit the organization to release and furnish any information from the lawyer's application to the lawyer's clients or potential clients.
4. That each participating lawyer agrees to participate in and abide by the organization's procedures concerning grievances or complaints by customers, members, or beneficiaries.

I hereby certify under penalty of perjury that I am acting on my own behalf, and that the foregoing statements are true and correct to the best of my knowledge, information and belief.

Dated and signed this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

FURTHER AFFIANT SAITH NAUGHT.

Affiant

SWORN TO AND SUBSCRIBED before me  
on this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

(SEAL)  
Notary Public

My Commission Expires: