

Side A Directors and Officers Insurance with DIC



Comprehensive and Personal Asset Protection

Monitor Liability Managers, LLC offers a Side A Directors and Officers Insurance policy with Difference in Conditions (DIC). Monitor's policy provides comprehensive and personal asset protection for Directors and Officers (D&O) in situations where corporate indemnification is either prohibited or unavailable. The policy is exclusively for the protection of the insured persons with a dedicated limit of liability that is not shared with the insured corporate entity.

The Difference in Conditions coverage provides first-dollar protection in certain nonindemnifiable claims where the insured is unable to access D&O coverage. These situations include rescission of the underlying policies, wrongful refusal and/or financial inability of the underlying carriers to indemnify insured persons or denial of coverage by underlying carriers. DIC coverage responds to gaps in coverage that exist in many Directors and Officers Liability insurance programs.

Coverage Features¹

- ▶ Broad definition of insured persons is expanded to include general counsel, spouses, domestic partners and the estates or heirs of the deceased insureds
- ▶ Full severability
- ▶ Comprehensive loss coverage includes punitive, exemplary and multiplied damages, imposed fines, penalties and taxes that the insured is required to pay when the company is financially insolvent
- ▶ Includes coverage for formal investigations and extradition of an insured person

- ▶ Nonrescindable and noncancelable coverage
- ▶ Automatic outside directorship coverage for directors and officers serving in positions in an outside entity at the specific request of Insured Entity
- ▶ Coverage for alleged violations of Sections 11 and 12 of the Securities Act of 1933
- ▶ Choice of defense counsel
- ▶ No mandatory arbitration
- ▶ Costs of defense for conduct exclusions which are not triggered until final adjudication
- ▶ Costs of defense for insured versus insured exclusions which are not triggered until final adjudication
- ▶ Worldwide coverage
- ▶ Employment Practices Liability Insurance coverage
- ▶ Extended Reporting Period options

Target Market

- ▶ Coverage is available for publicly held companies with up to \$5 billion in market capitalization

Contact Us

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¹This coverage overview is not a part of an insurance contract and does not supersede the policy. Please read the policy form for complete terms, conditions and exclusions.



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About Monitor Liability Managers, LLC

Monitor is an underwriting management company specializing in executive and professional liability insurance. For nearly two decades, we have provided comprehensive insurance at competitive prices. Monitor's consistency of leadership, outstanding customer service and industry expertise enable us to provide insurance products unsurpassed in the marketplace. Our experienced underwriters understand your client's unique risks. They have the authority and flexibility to deliver the best coverage available.

Monitor is a member company of the W. R. Berkley Corporation with full underwriting and claims settlement authority for its insurance products.

W. R. Berkley Corporation [NYSE: WRB]

- Total assets of \$17.5 billion
- Stockholders' equity of \$3.7 billion
- Annualized revenues of \$4.4 billion
(As of December 31, 2010)

Financial Strength Ratings

- A.M. Best, A+ (Superior)
- Standard & Poors, A+ (Strong)
- Moody's, A2 (Strong)

A+ Rated Insurance Carriers

Monitor underwrites executive and professional liability insurance on behalf of W. R. Berkley Corporation member companies.

Admiral Insurance Company (Nonadmitted)

- A.M. Best Company rated: A+ (Superior)
- Financial Size Category (FSC): XIV

Berkley Insurance Company (Admitted)

- A.M. Best Company rated: A+ (Superior)
- Financial Size Category (FSC): XV

Carolina Casualty Insurance Company (Admitted)

- A.M. Best Company rated: A+ (Superior)
- Financial Size Category (FSC): XIV

Risk Management

Monitor provides a suite of risk management services to its insureds at no cost. These services are offered by Gordon & Rees, LLP and give our insureds access to:

- Unlimited calls to a toll-free, confidential human resources helpline that provides expert advice about employment-related workplace concerns
 - (877) 503-4595
- A risk management website, MyHRHelp, that provides resources covering all areas of workplace law and includes templates of employment applications, policies, procedures and an employee handbook
 - www.myhrhelpweb.com
- A subscription to the newsletter, *Employment Law Updates*, that highlights important workplace law news and trends

Claims Expertise

With more than 100 years of combined experience, Monitor's claim professionals and attorneys respond to and manage claims effectively. Our experts handle a wide range of claims that occur with the most sophisticated risks in the market.