

Directors and Officers Liability Insurance



Primary and Excess D&O Coverage for Public Companies

Monitor Liability Managers offers comprehensive Directors and Officers (D&O) Liability Insurance at a competitive price. Public companies can benefit from our financial stability, dedicated professionals and more than 16 years of experience providing D&O coverage.

Our primary and excess D&O coverage is designed to address the unique requirements of each client.

Coverage Features

- ▶ A combination of directors and officers liability and corporate securities liability in one policy form
- ▶ Multiple carve-backs for insured versus insured exclusion for financial insolvency
- ▶ Retention is waived in any securities claim in which all insureds prevail
- ▶ Costs of defense for informal investigations initiated by the Securities and Exchange Commission that result in a claim with prior written notice to insurer
- ▶ Administrative and regulatory proceedings coverage for securities claims
- ▶ Nonrescindable policy options
- ▶ Choice of defense council
- ▶ Foreign capacity coverage includes directors and officers whose titles, positions or capacities in a foreign parent organization or subsidiary are equivalent to the position of director or officer within the U.S. corporation
- ▶ Worldwide coverage
- ▶ Employment Practices Liability coverage

Coverage Enhancements Available

- ▶ For-profit outside directorship liability coverage
- ▶ Panel counsel discount – optional 25% savings on SEC retention costs

Limits

Limits of liability of up to \$10 million – primary or excess

Target Market

Publicly traded companies with up to \$5 billion in market capitalization:

- ▶ Focus for primary placements are companies with up to \$500 million in market capitalization
- ▶ Biotechnology companies
 - Monitor is the preferred BIO Business SolutionsSM provider of D&O coverage to the Biotechnology Industry Organization (BIO) and more than 35 BIO state affiliate organizations
 - Special BIO program coverage enhancements available to BIO and state affiliate members only
- ▶ Companies completing an initial public offering (IPO)

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Contact Us!

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A Berkley Company

Directors and Officers Liability Insurance

- ▶ High technology companies
- ▶ Financially distressed companies
- ▶ Small-capitalized companies, including NASDAQ, OTC Bulletin Board (OTCBB) and Pink Sheet traded companies

Coverage is available for all risk categories, except for the following:

- ▶ Financial institutions
- ▶ Insurance companies
- ▶ Securities brokers/dealers

Strength and Stability

Monitor Liability Managers, LLC is a member company of the W. R. Berkley Corporation (NYSE: WRB). W. R. Berkley, founded in 1967, is one of the nation's premier commercial lines property casualty insurance providers. A Fortune 500 Company, Berkley has annualized revenues of \$4.7 billion, total assets of \$16.1 billion and stockholders' equity of \$3 billion. Insurance financial strength ratings for Berkley include: A.M. Best, "A+" (Superior), Standard & Poors, "A+" (Strong) and Moody's, "A2" (Strong).

As a member company of the W. R. Berkley Corporation with full underwriting and claims authority for all of its insurance products, Monitor provides insureds with access to the resources of a large corporation with the outstanding customer service of a smaller company.

Monitor issues policies through three of the industry's most respected and trusted insurers, Admiral Insurance Company, Berkley Insurance Company and Carolina Casualty Insurance Company. All are W. R. Berkley Corporation member companies and are rated "A+" (Superior) by A.M. Best Company.

Expert Claims Handling

With over 100 years of combined experience, Monitor's claims professionals and attorneys are prepared to respond and manage claims effectively. Our experts know how to handle the wide range of claims that can occur with the most sophisticated risks in the market.

Risk Management Services

Because the best way to avoid lawsuits is to prevent them, Monitor supplies all policyholders with free risk management tools, including:

- ▶ Unlimited access to a toll-free Employment Practices Liability Loss Prevention Helpline
- ▶ An interactive CD, "Guidelines for Reducing Exposure to Employment Lawsuits"