

Lead Side A D&O Solution: “A-Sure”

Be Sure With A-Sure!

Securities litigation frequency and severity are near all-time highs. Multiple-claim, multiple-jurisdiction litigation is becoming commonplace, causing faster and more severe erosion of D&O limits. Policies shared with the corporate entity decrease coverage available to board members and executives at an alarming rate.

It has never been more important for individual board members and executives to have dedicated and broad coverage from an experienced, committed, and financially stable insurer. Old Republic has been protecting the nation’s top public and private company boards and executives since 1984 without interruption.

Old Republic Professional has a tested and newly enhanced solution. A-Sure is a solution because, while breadth of form is critical, high-quality claims-handling and service are paramount.

Highlights of the New Form (ORUG-93 Ed. Date 1/2019):

- Optional split per claim and aggregate limit offers the cleanest approach to the filing of two unrelated claims in a single policy period. Maximum aggregate limit of up to \$50,000,000 and per claim limit of up to \$25,000,000.
- "Terms of prior admitted policy" provides individual insureds with the ability to call upon the wording of the immediately preceding admitted Side A D&O policy.
- Inquiry Cost coverage – no “wrongful act” required and responds to enforcement authority requests, company requests, and requests made by a bankruptcy trustee, examiner, receiver for interviews or meetings or for the production of documents by an individual insured.
- Inquiry includes a request to toll or waive a statute of limitations.
- Asset Protection Costs coverage – sublimit available.
- Reputational Costs coverage – sublimit available.
- Policy Access Costs coverage – sublimit available is in addition to the policy aggregate.
- Mitigation Costs coverage – costs incurred by an individual insured to reduce the likelihood or severity of a potential claim.
- Extended Reporting Period – General extended reporting period, plus former insured persons and insolvency 10-year ERP.
- DIC event definition is broad and straightforward.
- Liberalization to follow more favorable terms of an underlying policy.
- Loss includes claimant attorney fees and costs.

- Coverage for civil fines and penalties. Criminal fines or penalties assessed outside the United States are covered for violations of law if they are not treated as criminal in the United States. If it is not reasonably determinable whether a fine or penalty assessed is for a civil or criminal violation of the law, such fine will be considered a civil fine or penalty if indeterminable.
- Loss includes most favorable jurisdiction clause, and the insurer will accept written opinion from legal counsel supporting that determination.
- Wrongful act includes capacity as a fiduciary of company-sponsored benefit plans.
- Policy has one, narrowly written exclusion “for” deliberately fraudulent conduct with final non-appealable adverse adjudication standard and full severability. Furthermore, the exclusion does not apply to defense costs, independent directors, employment-related claims or Sections 11, 12 or 15 of the Securities Act of 1933.
- Favorable notice provisions, including material prejudice standard for “late” notices.
- Severability of cooperation clause.
- Notice of inquiry is at the sole discretion of the insured person or company.
- No subrogation against an “insured person”.
- Recoveries of loss paid reinstate the limit of liability.
- No reporting requirement for new subsidiaries created or acquired during policy period.
- Blanket outside directorship coverage at the request or direction of the company.
- Consent relief in criminal charges relating plea agreement, deferred prosecution or similar resolutions or with respects reporting of a potential breach of regulation or law and subsequently communicating with an enforcement agency regarding such potential breach.
- Relaxed information requirements if such information could prejudice insured persons subject to a criminal claim.

Our Ratings:

Old Republic Insurance Company

A.M. Best	A+ (Superior)
Moody's	A2 Stable
Standard and Poor's	A+ Stable

Please refer to policy form for full details of coverage terms and conditions. Specific state-required endorsements may modify the terms of the standard policy form. Products may not be available in every state.

About Old Republic Professional:

Old Republic Professional (www.oldrepublicpro.com) ranks among the nation's top 20 underwriters of Directors and Officers liability insurance. The company serves all industry sectors, and is a leader in technology, biotechnology, and life science firms, currently insuring 50 percent of the NASDAQ 100 Index and 60 percent of the NASDAQ Biotechnology Index. Old Republic Professional offers a full range of products for D&O liability, Management liability, Lawyers Professional liability, and other professional liability coverages. Headquartered in Chicago, with underwriting offices in Los Angeles, Denver, and New York, Old Republic Professional is part of the Old Republic General Insurance Group (www.oldrepublicinsurancegroup.com), the largest business segment within Old Republic International Corporation (NYSE: ORI).