

Transactional Liability Tax Liability Insurance

Tax laws are complicated and vague, and taxpayers can incur significant costs when a taxing authority questions the legal foundation of a tax position. This can result in serious liabilities years after the original taxes are filed. QBE's Tax Liability Insurance protects insureds from this monetary uncertainty. It allows the insured to minimize or remove an anticipated tax risk that results from the tax treatment of a previous transaction or other business activity.

Coverage

QBE's product insures against the financial consequences of an intended tax treatment being disallowed by a relevant tax authority in situations where:

- There is a known risk that is excluded by a Representation and Warranty policy
- There is no clear precedence or guidance
- Tax authority approval (e.g., PLR) is not available or cannot be received in the required timeframe
- Possible disadvantage is significant relative to transaction size/financial model does not allow for "margin for error"

It's commonly used to insure the conclusion of a tax opinion or backstop/replace the subject matter of a tax indemnity.

Benefits

QBE's product insures against the financial consequences of an intended tax treatment being disallowed by a relevant tax authority in situations that:

- Ease M&A transactions since the parties don't need to negotiate allocation of pre-closing tax liabilities

- Define the financial exposure for specific tax risks in relation to the transaction or the taxpayer's operations
- Simplify the seller's withdrawal from the business by eliminating the need for seller indemnities and/or escrows for known tax exposures
- Enhance confidence in the transaction when tax authorities do not provide timely rulings on specified tax matters

Typical uses	
Tax-free spinoffs, mergers and other tax-free intended transactions	Capital gain versus ordinary income treatment
338(h)(10) elections/S-Corp issues	Successor liability
Cancellation of indebtedness	Liquidating trust status
NOL protection	Tax credit qualification (PTC/ITC)
REIT status	SALT issues

About QBE

QBE North America is a division of QBE Insurance Group Limited, one of the top insurance and reinsurance companies in the world. **We are rated AA- by Standard & Poor's, AA- by Fitch and A (Excellent) by A.M. Best.*** Located in 26 countries with over 13,000 employees worldwide, we're operational in all key global insurance markets and considered a leading underwriter within our chosen markets.

For more information about our tax liability insurance, please contact:

Danielle Nieh

Senior Vice President – Head of Tax Liability
972.398.8688 • danielle.nieh@qbe.com

Hannah Tucker

Assistant Vice President
201.396.2151 • hannah.tucker@qbe.com

Courtney Johnson

Assistant Vice President
978.619.1586 • courtney.johnson@qbe.com

QBE North America

28 Liberty Street
New York, NY 10005
qbe.com/us