

IN ADVANCE OF THE FINAL DISPOSITION THEREOF IF AUTHORIZED IN THE SPECIFIC CASE BY A PRELIMINARY DETERMINATION FOLLOWING ONE OF THE PROCEDURES SET FORTH IN THE SECOND SENTENCE OF SUBSECTION (D) THAT THERE IS A REASONABLE BASIS FOR A BELIEF THAT THE DIRECTOR, OFFICER, EMPLOYEE OR AGENT MET THE APPLICABLE STANDARD OF CONDUCT SET FORTH IN SUBSECTION (A) OR (B), UPON RECEIPT OF AN UNDERTAKING BY OR ON BEHALF OF THE DIRECTOR, OFFICER, EMPLOYEE OR AGENT REASONABLY ASSURING THAT SUCH AMOUNT WILL BE REPAID UNLESS IT SHALL ULTIMATELY BE DETERMINED THAT HE IS ENTITLED TO BE INDEMNIFIED BY THE CORPORATION AS AUTHORIZED IN THIS SECTION.

(f) *The indemnification provided by this section shall not be deemed exclusive of any other rights to which a person may be entitled under any by-law agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding the office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and inure to the benefit of the heirs, executors, and administrators of the person.*

(g) *A corporation of this State may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against the liability under the provisions of this section.*

(H) **FOR THE PURPOSES OF THIS SECTION, REFERENCES TO "THE CORPORATION" INCLUDE ANY CONSTITUENT CORPORATION (INCLUDING ANY CONSTITUENT OF A CONSTITUENT) ABSORBED IN A CONSOLIDATION OR MERGER WHICH, IF ITS SEPARATE EXISTENCE HAD CONTINUED, WOULD HAVE HAD POWER AND AUTHORITY TO INDEMNIFY ITS DIRECTORS, OFFICERS, EMPLOYEES OR AGENTS AS WELL AS THE RESULTING OR SURVIVING CORPORATION; SO THAT ANY PERSON WHO IS OR WAS A DIRECTOR, OFFICER, EMPLOYEE OR AGENT OF SUCH A CONSTITUENT CORPORATION OR IS OR WAS SERVING AT THE REQUEST OF SUCH CONSTITUENT CORPORATION AS A DIRECTOR, OFFICER, EMPLOYEE OR AGENT OF ANOTHER CORPORATION, PARTNERSHIP, JOINT VENTURE, TRUST OR OTHER ENTERPRISE SHALL STAND IN THE SAME POSITION UNDER THE PROVISIONS OF THIS SECTION WITH RESPECT TO THE RESULTING OR SURVIVING CORPORATION AS HE WOULD HAVE WITH RESPECT TO SUCH A CONSTITUENT CORPORATION IF ITS SEPARATE EXISTENCE HAD CONTINUED.**

SEC. 2. *And be it further enacted, That this Act shall take effect July 1, 1972.*

Approved May 31, 1972.