

PENDING, OR COMPLETED ACTION, SUIT, OR PROCEEDING, WHETHER CIVIL, CRIMINAL, ADMINISTRATIVE, OR INVESTIGATIVE.

(B) PERMITTED INDEMNIFICATION - PROCEEDING NOT BROUGHT ON BEHALF OF CORPORATION.

(1) WITH RESPECT TO ANY PROCEEDING AGAINST A [[DEFENDANT]] CORPORATE REPRESENTATIVE, EXCEPT A PROCEEDING BROUGHT BY OR ON BEHALF OF THE CORPORATION, THE CORPORATION MAY INDEMNIFY THE [[DEFENDANT]] CORPORATE REPRESENTATIVE AGAINST EXPENSES, INCLUDING ATTORNEYS' FEES, AND JUDGMENTS, FINES, AND AMOUNTS PAID IN SETTLEMENT ACTUALLY AND REASONABLY INCURRED BY THE [[DEFENDANT]] CORPORATE REPRESENTATIVE IN CONNECTION WITH THE PROCEEDING, IF:

(I) HE ACTED IN GOOD FAITH AND IN A MANNER HE REASONABLY BELIEVED TO BE IN OR NOT OPPOSED TO THE BEST INTERESTS OF THE CORPORATION; AND

(II) WITH RESPECT TO ANY CRIMINAL PROCEEDING, HE HAD NO REASONABLE CAUSE TO BELIEVE HIS CONDUCT WAS UNLAWFUL.

(2) THE TERMINATION OF THE PROCEEDING BY A JUDGMENT, ORDER, SETTLEMENT, [[CONVICTION, OR]] OR CONVICTION OR ON A PLEA OF NOLC CONTENDERE OR ITS EQUIVALENT DOES NOT OF ITSELF CREATE A PRESUMPTION THAT THE [[DEFENDANT]] CORPORATE REPRESENTATIVE DID NOT ACT IN GOOD FAITH AND IN A MANNER WHICH HE REASONABLY BELIEVED TO BE IN OR NOT OPPOSED TO THE BEST INTERESTS OF THE CORPORATION AND, WITH RESPECT TO ANY CRIMINAL PROCEEDING, HAD REASONABLE CAUSE TO BELIEVE THAT HIS CONDUCT WAS UNLAWFUL.

(C) PERMITTED INDEMNIFICATION - PROCEEDING BROUGHT ON BEHALF OF CORPORATION.

WITH RESPECT TO A PROCEEDING AGAINST A [[DEFENDANT]] CORPORATE REPRESENTATIVE BROUGHT BY OR ON BEHALF OF THE CORPORATION TO OBTAIN A JUDGMENT OR DECREE IN ITS FAVOR, THE CORPORATION:

(1) MAY INDEMNIFY THE [[DEFENDANT]] CORPORATE REPRESENTATIVE AGAINST EXPENSES, INCLUDING ATTORNEYS' FEES, AND JUDGMENTS, FINES, AND AMOUNTS PAID IN SETTLEMENT ACTUALLY AND REASONABLY INCURRED BY THE [[DEFENDANT]] CORPORATE REPRESENTATIVE IN CONNECTION WITH THE DEFENSE OR SETTLEMENT OF THE PROCEEDING, IF HE ACTED IN GOOD FAITH AND IN A MANNER HE REASONABLY BELIEVED TO BE IN OR NOT OPPOSED TO THE BEST INTERESTS OF THE CORPORATION; AND