

PROCEEDING BY OR IN THE RIGHT OF THE CORPORATION OR IN WHICH LIABILITY SHALL HAVE BEEN ADJUDGED IN THE CIRCUMSTANCES DESCRIBED IN SUBSECTION (C) SHALL BE LIMITED TO EXPENSES.

(3) A COURT OF APPROPRIATE JURISDICTION MAY BE THE SAME COURT IN WHICH THE PROCEEDING INVOLVING THE DIRECTOR'S LIABILITY TOOK PLACE.

(E) (1) INDEMNIFICATION UNDER SUBSECTION (B) OF THIS SECTION MAY NOT BE MADE BY THE CORPORATION UNLESS AUTHORIZED IN THE SPECIFIC CASE AFTER A DETERMINATION HAS BEEN MADE THAT INDEMNIFICATION OF THE DIRECTOR IS PERMISSIBLE IN THE CIRCUMSTANCES BECAUSE THE DIRECTOR HAS MET THE STANDARD OF CONDUCT SET FORTH IN SUBSECTION (B) OF THIS SECTION.

(2) SUCH DETERMINATION SHALL BE MADE:

(I) BY THE BOARD OF DIRECTORS BY A MAJORITY VOTE OF A QUORUM CONSISTING OF DIRECTORS NOT, AT THE TIME, PARTIES TO THE PROCEEDING, OR, IF SUCH A QUORUM CANNOT BE OBTAINED, THEN BY A MAJORITY VOTE OF A COMMITTEE OF THE BOARD CONSISTING SOLELY OF TWO OR MORE DIRECTORS NOT, AT THE TIME, PARTIES TO SUCH PROCEEDING AND WHO WERE DULY DESIGNATED TO ACT IN THE MATTER BY A MAJORITY VOTE OF THE FULL BOARD IN WHICH THE DESIGNATED DIRECTORS WHO ARE PARTIES MAY PARTICIPATE;

(II) BY SPECIAL LEGAL COUNSEL SELECTED BY THE BOARD OF DIRECTORS OR A COMMITTEE ~~THEREOF~~ OF THE BOARD BY VOTE AS SET FORTH IN SUBPARAGRAPH (I) OF THIS PARAGRAPH, OR, IF THE REQUISITE QUORUM OF THE FULL BOARD CANNOT BE OBTAINED THEREFOR AND ~~SUCH~~ THE COMMITTEE CANNOT BE ESTABLISHED, BY A MAJORITY VOTE OF THE FULL BOARD IN WHICH ~~SELECTED~~ DIRECTORS WHO ARE PARTIES MAY PARTICIPATE; OR

(III) BY THE STOCKHOLDERS.

(3) AUTHORIZATION OF INDEMNIFICATION AND DETERMINATION AS TO REASONABLENESS OF EXPENSES SHALL BE MADE IN THE SAME MANNER AS THE DETERMINATION THAT INDEMNIFICATION IS PERMISSIBLE. HOWEVER, IF THE DETERMINATION THAT INDEMNIFICATION IS PERMISSIBLE IS MADE BY SPECIAL LEGAL COUNSEL, AUTHORIZATION OF INDEMNIFICATION AND DETERMINATION AS TO REASONABLENESS OF EXPENSES SHALL BE MADE IN THE MANNER SPECIFIED IN SUBPARAGRAPH (II) ~~OF~~ OF PARAGRAPH (2) OF THIS SUBSECTION FOR SELECTION OF SUCH COUNSEL.

(4) SHARES HELD BY DIRECTORS WHO ARE PARTIES TO THE PROCEEDING MAY NOT BE VOTED ON THE SUBJECT MATTER UNDER THIS SUBSECTION.

(F) (1) REASONABLE EXPENSES INCURRED BY A DIRECTOR WHO IS A PARTY TO A PROCEEDING MAY BE PAID OR REIMBURSED BY THE CORPORATION IN ADVANCE OF THE FINAL DISPOSITION OF ~~SUCH~~ THE PROCEEDING, AFTER A DETERMINATION THAT THE FACTS THEN KNOWN TO THOSE MAKING THE DETERMINATION WOULD NOT PRECLUDE INDEMNIFICATION UNDER THIS SECTION, UPON RECEIPT BY THE CORPORATION OF: