

15. ASSISTANT SECRETARY. Each assistant secretary shall have such powers and shall perform such duties as from time to time may be assigned to him by the secretary, by the general counsel, by the chief executive officer, or by the Board of Directors.

16. GENERAL COUNSEL. The general counsel shall act as legal adviser to the Board of Directors and officers and shall have such powers and shall perform such other duties as from time to time may be assigned to him by the Board of Directors or the chief executive officer.

17. ASSOCIATE GENERAL COUNSEL. The associate general counsel shall have such powers and shall perform such duties as from time to time may be assigned to him by the general counsel, by the chief executive officer or by the Board of Directors. The associate general counsel shall, in the absence of the general counsel or in the event of his inability or refusal to act, have the powers and perform the duties of the general counsel.

18. ASSISTANT GENERAL COUNSEL. Each assistant general counsel shall have such powers and shall perform such duties as from time to time may be assigned to him by the general counsel, by the chief executive officer or by the Board of Directors. The assistant general counsel shall, in the absence of the general counsel and the associate general counsel, or in the event of their inability or refusal to act, have the powers and perform the duties of the general counsel.

ARTICLE V
INDEMNIFICATION

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1. The corporation shall indemnify any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employe or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employe or agent of another corporation, partnership, joint venture, trust or other enterprise, organization or entity, against all costs, expenses (including attorney's fees), liabilities, judgments, fines and amounts paid in settlement actually and reasonably imposed upon him or incurred by him in connection with such action, suit or 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, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person 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 action or proceeding, had reasonable cause to believe that his conduct was unlawful.

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2. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employe or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employe or agent of another corporation, partnership, joint venture, trust or other enterprise, organization or entity, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit 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, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

3. To the extent that a director, officer, employe or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article of these bylaws, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

4. Any indemnification under Sections 1 and 2 of this Article of these bylaws (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employe or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Sections 1 and 2 of this Article. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable or even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the stockholders.

5. For purposes of this Article of these bylaws, no officer, director or other person shall be deemed to have acted otherwise than in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, or with respect to any criminal action or proceeding to have acted with reasonable cause to believe his conduct was unlawful, if his action or omission is based on the records or books of account of the corporation, or on information supplied to him by the officers of the corporation or of any of its subsidiaries or divisions in the course of their duties, or upon the advice of legal counsel for the corporation, or on information or reports made to the corporation by an independent certified public accountant or by an appraiser selected with reasonable care by the Board of Directors of the corporation.

6. The right to indemnification set forth in this Article of these bylaws shall not be exclusive, and it shall be in addition to, and not in restriction or limitation of, any other rights to which any director, officer, or other person may be entitled as a matter of law or by virtue of any bylaw, agreement, vote of stockholders or directors or otherwise; and it shall be in addition to, and not in restriction of, the authority of the corporation, by action of its Board of Directors or its stockholders or otherwise, to indemnify any person to the full extent permitted by law.

7. The right to indemnification of directors, officers and other persons set forth in this Article of these bylaws shall continue and operate to the benefit of a person who has ceased to be a director, officer, employe or agent of the corporation or who has ceased to serve in any other capacity which would entitle him to indemnification, and shall inure to the benefit of the heirs, executors, and administrators of such directors, officers and other persons.

8. Expenses and costs incurred with respect to any investigation, claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition thereof as authorized by the Board of Directors in the specific case upon receipt of a written undertaking by or on behalf of the recipient director, officer or other person to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this Article of these bylaws.

9. The corporation may purchase and maintain insurance on behalf of any group of persons or any person who is, was or hereafter shall become a director, officer, employe or agent of the corporation or who serves or may have served at the corporation's request as a director, officer, employe 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 such liability pursuant to the provisions of this Article of these bylaws, or pursuant to any action of the corporation acting through its Board of Directors or shareholders or otherwise, or pursuant to any applicable law.

ARTICLE VI STOCK CERTIFICATES

1. STOCK CERTIFICATES. Every holder of stock in the corporation shall be entitled to have a certificate signed by, or in the name of the corporation, by the chairman of the board, the president, an executive vice president or a vice president, and by the secretary or an assistant secretary, and sealed with the corporate seal. The signatures of the chairman of the board, the president, an executive vice president, or vice president, and the secretary or assistant secretary upon such certificate may be facsimiles, engraved or printed. A facsimile of the corporate seal may be reproduced on such certificates in lieu of the corporate seal.