

## Indemnification Agreement

\_\_\_\_\_, referred to as INDEMNITOR, and  
\_\_\_\_\_, referred to as INDEMNITEE agree:

Pursuant to a \_\_\_\_\_ dated \_\_\_\_\_, INDEMNITOR agreed to indemnify INDEMNITEE from certain claims and liabilities. A claim has been made by \_\_\_\_\_ against INDEMNITOR, on \_\_\_\_\_ a claim was made against INDEMNITEE for \_\_\_\_\_.

The INDEMNITOR and INDEMNITEE disagree as to whether the contract provides for indemnity for the claim presented by INDEMNITOR.

The parties agree that INDEMNITOR shall provide legal counsel and other services necessary to defend the claim, provided that the provision of such services is not a waiver of any rights that INDEMNITOR may have to dispute whether the claim is required to be indemnified. Further, the parties agree that INDEMNITOR shall control the defence of the claim and INDEMNITEE will cooperate fully with the INDEMNITOR in the defence of the claim.

The parties shall submit the dispute regarding whether the contract provides indemnity herein to INDEMNITEE to a suit before the Court for.

Upon the final decision by the COURT finding that there is no indemnification, the defence shall be turned over to the INDEMNITEE.

Upon the final decision by the COURT finding that indemnity is provided, the INDEMNITOR shall proceed to defend the claim.

“Final decision” shall be defined as a ruling by a Court for which no further appeal is possible, or by agreement by the parties that no further litigation shall take place.

This is the entire agreement between the parties and this agreement may only be varied by a writing executed by the parties.

Dated: \_\_\_\_\_

\_\_\_\_\_  
**INDEMNITOR**

\_\_\_\_\_  
**INDEMNITEE**

## **Indemnification Agreement - Review List**

This review list is provided to inform you about this document and assist you in its preparation. This is a standard indemnification agreement related to a disputed situation. Feel free to modify it as required by your circumstances.

1. Make multiple copies. Give one to each signatory. Keep one copy in the transaction file.