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Company has been sued on the merits or otherwise in defence of an action, or proceeding or his share of any claim, issue or other matter in the suit, or otherwise.

Such person shall be indemnified against and reasonable expenses, including

attorney's fees, incurred by him in connection with the suit, or proceeding or any action, suit or proceeding brought to enforce the indemnification provided herein.

3. Any indemnification permitted under this Section shall be made by the Company only as provided in the specific case and the indemnification is proper under the circumstances then existing and the applicable standards of conduct and upon an evaluation of the merits and

amounts paid in connection with and on behalf of the member or members who were not parties or threatened to be made

peru no the suit, or proceeding. Notwithstanding the foregoing to the company, no

indemnification shall be provided to any "employee or agent" of the company or is

connection with the receipt of a benefit to which such person is not entitled, in whole or in part, for

or amounts to as a result of the violation of this Agreement or the Act, or

knowing violation

Section 11  
LMAA

The Company shall be dissolved, and shall terminate and wind up its business on the date of the termination of the Sole Shareholder to do so

Section 12  
Minigial SEMSEM BEI

A. "goodwill". The value of the company and the value of the business /total\* have been determined only as a matter of convenience and for the purpose of the agreement, limit or describe the scope of my provision of this Agreement.

B. "liability". The liability of any party to the agreement of this Agreement shall be the other party's liability and shall be assumed in the event of a liability or liability of any party to the agreement

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