

Indemnification Agreement

ZOLL AED PLUS[®] AUTOMATED EXTERNAL DEFIBRILLATOR INDEMNIFICATION AGREEMENT

In consideration of your purchase, lease or rental of ZOLL AED Plus (Automated External Defibrillator) from ZOLL or one of ZOLL's authorized distributors, ZOLL shall indemnify, defend (and at its sole option, settle) and hold you harmless from any and all claims, losses or expenses related to a claim of personal injury (collectively referred to as "Claims", including the reasonable cost of the defense of Claims) against you that arise solely from the mechanical or electrical failure or malfunction of a ZOLL AED Plus AED, provided that such Claims did not result from the negligence or willful misconduct of, or improper operation or misuse of the product by, any person or entity not employed by or affiliated with ZOLL.

This indemnification is expressly conditioned on your providing ZOLL with: immediate written notification at the address indicated below of any such Claims after obtaining knowledge thereof; your complete assistance, cooperation and support in defense of such Claims, including providing ZOLL or its counsel with all relevant information, documentary material and testimonial evidence; and unrestricted authority to select counsel and investigate, litigate, compromise, and/or settle any such Claims.

This indemnification does not extend to or cover any Claims involving a ZOLL AED Plus not maintained in proper working condition (including, but not limited to, the use of improper cables or pads); the failure to follow the unit's servicing schedule; the failure of any batteries; the use of the product by anyone without authorization, training, or medical direction or supervision; or the misuse of the product, including the failure to follow operating instructions.

Nothing contained in this indemnification shall prohibit you from participating at your own expense in the litigation, defense or settlement of any such Claims.

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