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**CERTIFICATE OF SELLER
AND INDEMNITY AGREEMENT**

_____ , certifies that
he is the _____ of
TITLE OR DESIGNATION

_____, the Seller,
NAME OF SELLER

in a contract No. _____ dated _____ entered into between the
Seller and _____ , the Buyer, for the
NAME OF RUS BUYER

furnishing, delivery, and installation of _____ equipment and
Materials (hereinafter called the Project), which bears the Rural Utilities Service Project

Designation:

_____ : and that he is authorized to and does make
this Certificate on behalf of the Seller in order to induce the Rural Utilities Service to advance
moneys to the Buyer for the purpose of payment by the Buyer to the Seller and to induce the
Buyer to make payment to the Seller, in accordance with the provisions of the Contract.

Undersigned further certifies that all persons who have furnished labor in connection
with the Project have been paid in full; that all manufacturers, materialmen and subcontractors
which furnished any materials or services, or both, for the Project have been paid in full; that no
lien have been filed against the Project and no person has any right to claim any lien against the
Project.

If the Buyer pays the Seller the total amount due under the Contract, which the

Seller agrees is \$ _____, including \$ _____ for
taxes paid by the Seller, the Seller will indemnify and hold harmless and does hereby
undertake and agree to indemnify and hold harmless the Buyer from any claim or lien arising
out of the performance of the Contract which may have been or may be filed against the
Buyer.

DATE

SIGNATURE OF SELLER