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March 3, 2004

Thomas Wood, Esq.  
77 Sair Drive  
Costa Mesa, CA 92626

Re: *Whittier College 501(c)(3) Bond Financing*

Dear Mr. Wood:

Enclosed is the Indemnification/Hold Harmless Agreement for the above referenced financing. The document was signed by Jan Legoza, Vice President for Finance and Administration of Whittier College, and it was delivered to the City of Costa Mesa yesterday.

Very truly yours,

Cindy Tourte  
Secretary

cc: Janice Legoza

OFFICE OF THE  
CITY CLERK  
COSTA MESA, CALIFORNIA  
MARCH 3 10 51 AM '04

## INDEMNIFICATION/HOLD HARMLESS AGREEMENT

In consideration of the City of Costa Mesa, California, a California municipal corporation (hereafter referred to as the "City") having agreed to conduct a public hearing pursuant to Section 147(f) of the Internal Revenue Code of 1986 on a proposed bond issue by Whittier College, a non-profit public benefit corporation (hereafter referred to as the "Obligor") in part for the purchase of certain land and improvements for Whittier Law School, located at 3333 Harbor Boulevard, Costa Mesa, the Obligor does hereby agree to indemnify, hold harmless and defend the City, its officials, agents and employees from and against all claims, causes, damages, losses and expenses of any conceivable nature, (including, but not limited to attorney and other professional fees and costs associated therewith, amounts paid in settlement and amounts paid to discharge judgments) arising out of or resulting from said intended issue or the City's involvement therein by reason of its conduct of the public hearing and action thereon; provided that any such claims, causes, damages, losses or expenses shall not have resulted from the gross negligence or willful misconduct of the City.

Executed and witnessed this 3 day of March 2004.

### **OBLIGOR**

**Whittier College, a California  
nonprofit public benefit corporation**

By: Vice President for Finance  
and Administration

**ATTEST:**

By: Janice Legoza  
Signature

Janice Legoza  
Print or Type Name