**Indemnity Agreement Template**

THIS INDEMNITY AGREEMENT (the “Agreement”), is executed as of [DATE], by and between [PARTY NAME 1] (referred to as the “Indemnifying Party” herein), a [STATE] corporation, with their business location at [ADDRESS] and [PARTY NAME 2], a [STATE] corporation, with their business location at [ADDRESS] (referred to as the “Indemnified Party” herein).

WHEREAS: The Indemnifying Party has expressed an interest in [DESCRIPTION],

WHEREAS: the Indemnified Party has expressed an interest in being indemnified and protected against accountability and liabilities as mentioned in this Agreement below.

In consideration of this, both parties hereby agree to the following terms:

The Indemnifying Party promises to indemnify and protect the Indemnified Party, and [LIST OF OTHER PARTIES] against any and all claims of loss and damage, liability, lawsuits, judgments, and costs (such as any legal fees and expenses) that arise due to (i) the actions, misconduct or omissions of Indemnifying Party, and [LIST OF OTHER PARTIES] pertaining to the [DESCRIPTION]; as well as (ii) any physical injury, accident or death to an individual, or any property damage or loss claims or fines and legal penalties that incur due to the [DESCRIPTION] unless such damage and loss were incurred due to gross negligence or misconduct by the Indemnified Party.

* + 1. The Indemnifying Party promises to deal with all the lawsuits or any other legal proceeding on its sole expense that arise due to the foregoing.
    2. The obligations and contractual terms laid out herein will be enforceable upon the Indemnifying Party indefinitely and will not be rendered ineffective after this agreement is terminated or expires.
    3. In case either party fails to or delays exercising the rights and power they have been granted herein and in case they fail to or delay taking action against a violation committed by the other party will not lead to a waiver of the violation and void the violated party from taking any action against the violating party in the future.

IN WITNESS WHEREOF, both parties accept this Agreement to be legally binding and in full force by signing below:

[INDEMNIFYING PARTY]

[NAME], [TITLE],

[INDEMNIFIED PARTY]

[NAME], [TITLE]

DATE: