

Vendor Indemnity Contract Sample for Service Providers

1. Parties

This Vendor Indemnity Contract ("Agreement") is entered into on this ____ day of _____, 20____ ("Effective Date"), by and between:

- **Vendor:** _____ (Name, Address)
- **Client:** _____ (Name, Address)

2. Services

The Vendor agrees to provide the following services to the Client:

3. Indemnity

The Vendor shall indemnify, defend, and hold harmless the Client, its affiliates, directors, officers, employees, and agents from and against any and all claims, damages, losses, liabilities, costs, and expenses (including reasonable attorneys' fees) arising out of or related to:

- Breach of any provision of this Agreement by the Vendor;
- Negligent or willful acts or omissions of the Vendor or its personnel;
- Violation of any law or rights of a third party by the Vendor;
- Any claim that the services provided infringe upon any third-party intellectual property right.

4. Limitation of Liability

The total liability of the Vendor to the Client for any claim arising under this Agreement shall not exceed the total fees paid by the Client to the Vendor under this Agreement.

5. Term and Termination

This Agreement shall commence on the Effective Date and continue until terminated by either party upon thirty (30) days' written notice.

6. Governing Law

This Agreement shall be governed by and construed in accordance with the laws of the State of _____.

7. Signatures

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the Effective Date.

Vendor: _____

Signature: _____

Date: _____

Client: _____

Signature: _____

Date: _____