

ABC Corporation shall indemnify, defend and hold harmless XYZ Corporation and its or each of their related entities, including without limitation its or their ultimate parent companies and any affiliates, owned or controlled in whole or in part by such parent companies, and its or their respective predecessors, successors, assigns, officers, directors, stockholders, shareholders, attorneys, representatives, agents, consultants, and employees, past, present and future, and all other persons and entities for whose acts or omissions XYZ Corporation could be held legally responsible (the “Indemnified Parties”), from Indemnified Claims (as defined in this Section) asserted against XYZ Corporation, collectively or individually, and arising out of ABC Corporation or any of its consultant’s, contractor’s, employee’s, or agent’s acts or omissions during actual access to the Property, or acts or omissions arising from ABC Corporation’s past ownership of or operations on the Property. For purposes of this paragraph, “Indemnified Claim(s)” shall be defined as any and all claims, demands, damages, losses or causes of action of whatever kind or nature whether based on statute, regulation, equity, or common law doctrines, including without limitation claims for personal injury, death, emotional distress, property damage, trespass, nuisance, negligence, response or investigation costs, economic loss (including lost interest, lost opportunities, diminution in real property value, stigma damages), and attorneys’ and consultants’ fees, asserted by any person or entity, including any governmental entity, against any Indemnified Parties, collectively or individually, arising out of ABC Corporation or any of its consultant’s, contractor’s, employee’s, and agent’s acts or omissions during actual access to the Property, or acts or omissions arising from ABC Corporation’s past ownership of or operations on the Property.