Policy #

AFFIDAVIT AND INDEMNITY

The undersigned ,
each being duly sworn, deposes and says:

1. The undersigned are presently all of the Directors and Officers of , a Corporation (hereafter "the Corporation") , which owns the real property (hereinafter "the Property") described in Exhibit "A" hereof.

2. The undersigned have requested that [underwriter(short name)] (hereinafter " (owner's/lender's) ") include a Non-imputation Endorsement (hereinafter "Endorsement") as part of a(n) title insurance policy to be issued on the Property for the purpose of providing certain assurances to the insured under said (owner's/lender's) policy regarding possible imputation of knowledge by operation of law to the Corporation, from the Directors and Officers of the Corporation.

3. The undersigned , as an inducement to [underwriter(short name)] to provide said Endorsement, further state as follows:

   (a) That there are no existing unrecorded deeds, land contracts, leases {except those leases disclosed herein], options to purchase, mortgages, agreements or other instruments adversely affecting title to the Property, and that neither the Corporation nor the Directors and Officers of the Corporation have done anything to create liens, encumbrances, transfers of interest, constructive trusts, or other equities in the Property whatsoever;

   (b) That there are no outstanding rights whatsoever (including unrecorded deeds, demands or equities), nor are there any persons entitled to the use or possession of the Property; nor are there any outstanding rights, titles, interests, lien or estates, existing or being asserted in or to the Property, except as disclosed by the public records in the county in which the Property is located; [except the rights of tenants under those leases disclosed herein];

   (c) That an independent examination of the business records of the Corporation would reveal that said records are complete and in good order and would not disclose or suggest the existence of any unrecorded debts, demands or equity interests in the Property;

   (d) That there are no judgments or decrees for the payment of money against the Corporation, nor is there any action which may affect the title to, use or possession of the Property now pending before any court or before any officer or agency of the United States, the State of , or any of their agencies, departments, or subdivisions, nor is there any suit or proceeding now pending anywhere affecting the Corporation or the Property; that no proceeding in bankruptcy has ever been instituted by or against the Corporation and that the Corporation has never made an assignment for the benefit of creditors, nor an assignment, now in effect, of the rent of the

Property;

(e) That no improvements, as defined in Lien Law section 2, have been made to or constructed on the Property within the eight month period immediately preceding the date of this Affidavit and Indemnity.

(f) That the Corporation has sufficient assets, excluding the value of the Property, to satisfy all unrecorded debts, demands or equities created, suffered or permitted by the Corporation;

(g) That the undersigned make this Affidavit for the purpose of inducing [underwriter(short name)] and its authorized agents to affix to (owner's/lender's) policies to be issued to the Corporation and to , their successors and assigns, or purchasers from the Corporation , as the case may be, the Endorsement knowing that [underwriter(short name)] will rely on the assurances and representations made herein and that without the aforesaid assurances and representations [underwriter(short name)] would not issue said Endorsement;

(h) That the undersigned Directors and Officers of the Corporation acknowledge that they have read the foregoing and fully understand the legal ramifications of any misrepresentation and/or untrue statements made herein and hereby indemnify and hold harmless [underwriter(short name)] against all loss, cost or damage that it may incur, including legal fees incurred in enforcing this indemnity, by reason of its reliance on the statements made herein.

IN WITNESS WHEREOF, the undersigned have executed this affidavit and indemnity this day of , 20 .

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Sworn to this day
of , 20

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Notary Public

SCHEDULE A
LEGAL DESCRIPTION