

## **HOLD HARMLESS AGREEMENT**

### **200 ELM STREET**

In consideration of 200 ELM PARTNERS BH LLC, a Delaware limited liability company (“Owner”), and its Managing Agent, AM Property Holding II Corp., both having addresses at 352 Seventh Avenue – 11<sup>th</sup> Floor, New York, New York 10001, as owners and operators of the building and adjacent property located at and known as 200 Elm Street (also known as 695 East Main Street) in Stamford, Connecticut (“Premises”), upon agreeing to permit entry into the Premises by \_\_\_\_\_, having an address at \_\_\_\_\_, the undersigned does agree to indemnify, defend and hold USC 200 ELM LLC, 200 ELM PARTNERS BH LLC, and its Managing Agent, AM Property Holding II Corp., 200 Elm Street Ground Owner LLC, Safehold Inc., all of its subsidiaries and their successors and assigns, DBR Investments Co, Ltd, Owner’s lender(s) and/or capital partners, it’s or their directors, officers, members, subsidiaries, affiliates, parents, successors and assigns, Owner’s consultants, contractors, agents, representatives and employees and their agents and employees, harmless (and their respective successors and assigns)( the “Indemnitees”), from any and all liability arising out of the action taken by the undersigned or any third party in conjunction with any services provided pursuant to the aforementioned entry to perform work or any other entry into the Premises and adjacent property, whether such liability is the result of the negligence, active or passive, of the undersigned, its officers, agents and employees and subcontractors from all cost and expense, including the attorney’s fees incurred in litigation or the handling of any such claims.

As a condition precedent to the undersigned’s entry into Premises and adjacent property the undersigned agrees to provide a Certificate of Liability Insurance for bodily injury and property damage at and upon the Premises and adjacent property. The certificate and general liability/umbrella liability coverage must include USC 200 ELM LLC, 200 ELM PARTNERS BH LLC, and its Managing Agent, AM Property Holding II Corp., 200 Elm Street Ground Owner LLC, Safehold Inc., all of its subsidiaries and their successors and assigns, DBR Investments Co, as additional insureds as their interests may appear for ongoing and completed operations on a primary and noncontributory basis to include a waiver of subrogation. The exchange of an executed copy of this Agreement by facsimile or Portable Document Format (PDF) transmission shall constitute effective execution and delivery of this Agreement and a signature transmitted by facsimile or PDF shall be deemed to be an original signature for all purposes

The undersigned agrees to the terms and conditions set forth in this agreement.

Acknowledged and Accepted by:

Name of Company: \_\_\_\_\_

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Date: \_\_\_\_\_