[Company Letterhead]

[Date]

[Lender Name]
[Lender Address]
[City, State, Zip Code]

RE: Compliance Certificate - Acquisition Debt Covenant

Dear [Contact Person Name],

This Compliance Comfort Letter is delivered to you in connection with the [Loan/Credit Agreement Name] dated [Date], (the "Agreement") by and between [Borrower Name] (the "Company") and [Lender Name].

We confirm that as of [Date], the Company is in compliance with the financial covenants set forth in Section [Number] of the Agreement following the acquisition of [Target Company Name].

Specifically, the Company reports the following calculations for the period ending [Date]:

- **Pro-Forma Leverage Ratio:** [Calculated Ratio] (Required: [Required Ratio])
- **Debt Service Coverage Ratio:** [Calculated Ratio] (Required: [Required Ratio])
- **Fixed Charge Coverage Ratio:** [Calculated Ratio] (Required: [Required Ratio])
- **Consolidated Net Worth:** [Amount] (Required: [Required Amount])

The undersigned, being the [Chief Financial Officer/Authorized Officer] of the Company, hereby certifies that:

1. The financial statements used for these calculations fairly represent the financial condition of the Company and the acquired entity.
2. No Event of Default, as defined in the Agreement, has occurred or is continuing.
3. The acquisition of [Target Company Name] does not violate any restrictive covenants regarding investments or indebtedness.

Supporting documentation and detailed calculation worksheets are attached as Exhibit A.

Sincerely,

[Signature]

[Name of Officer]
[Title]
[Company Name]