

[Parent Company Letterhead]

[Date]

[Lender Name]

[Lender Address]

[City, State, Zip Code]

RE: Keepwell Agreement - Loan Facility for [Subsidiary/Borrower Name] regarding [Aircraft Model and MSN]

Dear [Contact Person Name],

This Keepwell Letter is delivered to you in connection with the Loan Agreement dated [Date] between [Lender Name] (the "Lender") and [Subsidiary Name] (the "Borrower") for the financing of one [Aircraft Type], bearing manufacturer's serial number [MSN] (the "Aircraft").

The undersigned, [Parent Company Name] (the "Parent"), as the direct or indirect owner of 100% of the issued and outstanding equity of the Borrower, hereby agrees to the following:

- 1. Maintenance of Ownership:** The Parent undertakes to maintain, directly or indirectly, legal and beneficial ownership of 100% of the equity interest in the Borrower throughout the term of the Loan Agreement.
- 2. Maintenance of Net Worth:** The Parent shall ensure that the Borrower maintains a minimum net worth of [Currency and Amount] and possesses sufficient liquidity to meet its payment obligations under the Loan Agreement as they fall due.
- 3. Financial Support:** If the Borrower is unable to meet its financial obligations, including interest payments and principal repayments, the Parent shall provide the Borrower with sufficient funds, either through equity contributions or subordinated loans, to enable the Borrower to fulfill such obligations in a timely manner.
- 4. Enforceability:** This letter is a statement of intent and a binding financial commitment to ensure the Borrower remains a going concern. It does not constitute a direct guarantee of the debt, but rather a commitment to maintain the financial standing of the Borrower.
- 5. Governing Law:** This letter shall be governed by and construed in accordance with the laws of [Jurisdiction].

Yours faithfully,

For and on behalf of **[Parent Company Name]**

Name: [Authorized Signatory Name]

Title: [Title]