

PRIVATE AND CONFIDENTIAL

[Date]

[Borrower Name]

[Address Line 1]

[Address Line 2]

[City, State, Zip]

Re: Commitment Letter for Mezzanine Debt Facility

Dear [Contact Name],

We, [Lender Name] ("Lender"), are pleased to advise you of our commitment to provide a mezzanine debt facility (the "Facility") to [Borrower Name] ("Borrower") for the purpose of [Purpose of Loan, e.g., acquisition of Target Co/refinancing] in an aggregate principal amount of \$[Amount].

This commitment is subject to the following terms and conditions:

1. Facility Terms

- **Principal Amount:** \$[Amount]
- **Interest Rate:** [Percentage]% per annum (Cash Interest) plus [Percentage]% per annum (PIK Interest).
- **Maturity Date:** [Number] years from the Closing Date.
- **Subordination:** This Facility will be contractually subordinated to the Senior Debt Facility.
- **Warrants/Equity Kickers:** [Specify if applicable, or state "None"].

2. Conditions Precedent

The Lender's obligation to fund the Facility is subject to the satisfaction of conditions including, but not limited to:

- Completion of satisfactory due diligence.
- Execution of definitive loan documentation.
- Evidence of Senior Debt Facility closing.
- No material adverse change in the Borrower's financial condition.

3. Fees

The Borrower shall pay the Lender a commitment fee of [Percentage]% of the principal amount, payable upon [Execution/Closing].

4. Expiration

This commitment will expire on [Date] unless accepted by the Borrower and the required fees are paid by such date.

5. Governing Law

This letter shall be governed by and construed in accordance with the laws of the State of [State].

If the terms set forth above are acceptable, please sign and return the enclosed copy of this letter.

Sincerely,

[Lender Name]

By: _____

Name: [Name]

Title: [Title]

Accepted and Agreed:

[Borrower Name]

By: _____

Name: [Name]

Title: [Title]

Date: [Date]