

[Date]

[To: Administrative Agent Name]

[Address]

[City, State, Zip Code]

**RE: Notice of Transfer of Commitment - [Project/Company Name] Mezzanine Facility**

Dear [Contact Person Name],

This letter serves as formal notice pursuant to Section [Insert Section Number] of the Mezzanine Loan Agreement dated as of [Agreement Date] (the "Agreement") by and among [Borrower Name], [Lender Name], and the other parties thereto.

1. **Transfer:** The Transferor hereby assigns and transfers to the Transferee [Percentage]% of its rights and obligations under the Agreement, representing a commitment amount of \$[Amount].

2. **Effective Date:** This transfer shall become effective as of [Effective Date].

**3. Transferee Details:**

Entity Name: [Transferee Name]

Address for Notices: [Transferee Address]

Payment Instructions: [Bank Name/Account Details]

4. **Assumption of Obligations:** From and after the Effective Date, the Transferee agrees to be bound by the terms of the Agreement and assumes all obligations of the Transferor associated with the transferred interest.

Please update the Register to reflect this transfer and acknowledge receipt of this notice by signing below.

Sincerely,

[Transferor Name]

By: \_\_\_\_\_

Name: [Printed Name]

Title: [Title]

[Transferee Name]

By: \_\_\_\_\_

Name: [Printed Name]

Title: [Title]

**Acknowledged and Agreed:**

**[Administrative Agent Name]**

By: \_\_\_\_\_

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