

PRIVATE AND CONFIDENTIAL

[Date]

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

Re: Fee Letter - [Project Name/Transaction Name] Mezzanine Facility

Dear [Contact Name],

This fee letter (this "Fee Letter") sets forth the fees payable by [Borrower Name] (the "Borrower") to [Lender Name] (the "Lender") in connection with the proposed \$[Amount] mezzanine debt facility (the "Facility") as described in the Commitment Letter dated [Date].

1. Commitment Fee

The Borrower shall pay to the Lender a non-refundable commitment fee equal to [Percentage]% of the total Facility amount. This fee is earned upon execution of this letter and is payable as follows: [Payment Terms].

2. Arrangement Fee

The Borrower shall pay to the Lender an arrangement fee of \$[Amount], payable in full on the closing date of the Facility.

3. Exit Fee

Upon the repayment, prepayment, or maturity of the Facility, the Borrower shall pay to the Lender an exit fee equal to [Percentage]% of the principal amount being repaid.

4. Agency and Administrative Fees

The Borrower agrees to pay an annual administrative fee of \$[Amount], payable in advance on the closing date and on each anniversary thereof while the Facility remains outstanding.

5. Expenses

The Borrower agrees to reimburse the Lender for all reasonable out-of-pocket costs and expenses (including legal fees, appraisal fees, and travel expenses) incurred in connection with the due diligence, documentation, and closing of the Facility, regardless of whether a formal closing occurs.

6. Confidentiality

This Fee Letter and its contents are confidential and may not be disclosed to any third party without the prior written consent of the Lender, except as required by law.

7. Governing Law

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

Please confirm your agreement to the terms above by signing and returning the enclosed copy of this letter.

Sincerely,

[Lender Representative Name]

[Lender Title]

[Lender Name]

ACCEPTED AND AGREED:

[Borrower Name]

By: _____
Name: [Authorized Signatory Name]

Title: [Title]

Date: [Date]