

[Sponsor Company Letterhead]

[Date]

To: [Mezzanine Lender Name]

[Lender Address]

[City, State, Zip Code]

RE: Mezzanine Debt Facility for [Borrower Name] - Sponsor Comfort Letter

Dear Sir/Madam,

We, [Sponsor Name] (the "Sponsor"), understand that [Mezzanine Lender Name] (the "Lender") is entering into a mezzanine loan agreement (the "Facility") with [Borrower Name] (the "Borrower") in the principal amount of [Amount]. The proceeds of this Facility are to be used for [Project/Purpose Description].

In connection with the Facility, the Sponsor confirms the following:

1. **Relationship:** The Borrower is a [Subsidiary/Affiliate] of the Sponsor. The Sponsor maintains a controlling interest in the Borrower and intends to maintain such interest for the duration of the Facility.
2. **Project Support:** The Sponsor is fully aware of the terms of the Facility. It is the current policy of the Sponsor to ensure that the Borrower is managed and funded in a manner that enables it to meet its financial obligations as they fall due.
3. **Capitalization:** The Sponsor intends to provide, or arrange for the provision of, sufficient financial support to the Borrower to ensure the successful completion of [Project Name], subject to the terms of the existing equity contribution agreements.
4. **Management:** The Sponsor will use its best efforts to ensure that the Borrower retains qualified management personnel to oversee operations and compliance with the Facility.
5. **Notification:** The Sponsor agrees to inform the Lender promptly of any material changes in the ownership structure of the Borrower or any events that may significantly impair the Borrower's ability to service the debt.

This letter is a statement of our current policy and intention only. It is not intended to constitute a legally binding guarantee or a commitment to assume any liability of the Borrower, nor does it create any legal obligation on the part of the Sponsor to the Lender, except as expressly provided herein.

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

Yours faithfully,

By: _____

Name: [Name of Authorized Signatory]

Title: [Title]
For and on behalf of [Sponsor Name]