

**[Company Header / Letterhead]**

[Date]

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

**Re: Engagement Letter for Mezzanine Debt Facility Syndication**

Dear [Name of Contact Person],

This engagement letter (the "Agreement") confirms the arrangement between [Borrower Name] (the "Borrower") and [Financial Institution/Lead Arranger Name] (the "Lead Arranger") regarding the syndication of a mezzanine debt facility.

**1. Appointment**

The Borrower hereby appoints the Lead Arranger to act as the exclusive lead arranger and bookrunner for a mezzanine debt facility in the aggregate principal amount of \$[Amount] (the "Facility").

**2. Scope of Services**

The Lead Arranger agrees to perform the following services:

- Assisting in the preparation of a confidential information memorandum.
- Identifying and contacting potential sub-debt lenders and institutional investors.
- Coordinating the due diligence process.
- Assisting in the negotiation of definitive credit documentation.

**3. Best Efforts**

The Lead Arranger undertakes to use its "best efforts" to syndicate the Facility. This Agreement does not constitute a commitment by the Lead Arranger to provide the funds directly.

**4. Fees and Expenses**

In consideration for the services provided, the Borrower agrees to pay:

- An Arrangement Fee of [Percentage]% of the total Facility amount, payable at closing.
- Reimbursement of all reasonable out-of-pocket expenses, including legal counsel fees, regardless of whether the transaction closes.

**5. Exclusivity**

The Borrower agrees that for a period of [Number] months from the date of this letter, no other agent, arranger, or lender will be appointed to provide similar mezzanine financing services.

## **6. Confidentiality**

The parties agree to maintain the confidentiality of all non-public information received during this process, except as required for the purposes of syndication.

## **7. Governing Law**

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

Please indicate your acceptance of these terms by signing and returning the enclosed copy of this letter.

Sincerely,

[Name of Representative]

[Title]

[Lead Arranger Name]

**Accepted and Agreed:**

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[Name of Borrower Representative]

[Title]

[Date]