

[Date]

[Borrower Name]

[Borrower Address]

[City, State, Zip Code]

**Re: Amended and Restated Commitment Letter - Mezzanine Debt Facility**

Dear [Contact Person Name],

This Amended and Restated Commitment Letter (this "Letter") replaces and supersedes in its entirety that certain commitment letter dated as of [Original Date] between [Lender Name] ("Lender", "we" or "us") and [Borrower Name] ("Borrower" or "you").

**1. The Commitment**

Lender is pleased to confirm its commitment to provide a mezzanine debt facility in the aggregate principal amount of up to \$[Amount] (the "Facility") to the Borrower, subject to the terms and conditions set forth in this Letter and the attached Summary of Terms (the "Term Sheet").

**2. Purpose**

The proceeds of the Facility shall be used exclusively for [Purpose, e.g., the acquisition of X property / refinancing of existing debt / general working capital].

**3. Amended Terms**

This restated commitment reflects the following primary modifications to the original commitment:

- [Modification 1, e.g., Extension of the Commitment Expiry Date]
- [Modification 2, e.g., Adjustment of the Applicable Margin]
- [Modification 3, e.g., Changes to the Financial Covenants]

**4. Conditions Precedent**

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

- Execution of definitive loan documentation satisfactory to the Lender.
- Completion of satisfactory updated due diligence.
- Absence of any Material Adverse Change in the business or financial condition of the Borrower.
- Payment of all applicable fees as outlined in the Fee Letter.

**5. Expiration**

This commitment will expire at [Time] on [Expiration Date], unless by such time definitive documentation has been executed or the Lender has agreed in writing to an extension.

**6. Governing Law**

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

If the foregoing correctly sets forth your understanding, please sign and return the enclosed copy of this Letter.

Sincerely,

**[Lender Name]**

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

Name: [Name]

Title: [Title]

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**Accepted and Agreed:**

**[Borrower Name]**

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

Name: [Name]

Title: [Title]

Date: [Date]