

[Company Letterhead]

[Date]

[Recipient Name]

[Recipient Title]

[Counterparty Company Name]

[Address Line 1]

[Address Line 2]

**Re: Officer's Certificate Regarding Material Adverse Effect (the "Bring-Down Letter")**

Dear [Recipient Name],

This certificate is delivered pursuant to Section [Number] of the [Agreement Name] dated as of [Original Date] (the "Agreement"), by and among [Party A Name] and [Party B Name]. Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Agreement.

The undersigned, [Officer Name], the duly elected and acting [Title] of [Company Name] (the "Company"), hereby certifies on behalf of the Company that:

1. I am familiar with the operations, financial condition, and business of the Company.
2. I have reviewed the representations and warranties of the Company set forth in Article [Number] of the Agreement.
3. As of the date hereof, each of the representations and warranties of the Company contained in the Agreement is true and correct in all material respects as though made on and as of the date hereof.
4. Since [Date of Last Financial Statements/Agreement Date], there has not occurred any event, change, development, or state of facts that, individually or in the aggregate, has had or would reasonably be expected to have a Material Adverse Effect on the business, assets, liabilities, financial condition, or results of operations of the Company.
5. No litigation, investigation, or proceeding is pending or, to the best of my knowledge, threatened against the Company which seeks to enjoin or prohibit the transactions contemplated by the Agreement.

This certificate is being executed and delivered this [Day] day of [Month], [Year].

Very truly yours,

[Signature]

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[Printed Name]

[Title]