

COMPLIANCE CERTIFICATE

To: [Lender Name]
Attn: [Contact Person/Department]
[Lender Address]
[City, State, Zip Code]

Date: [Insert Date]

Reference: Credit Agreement dated [Insert Agreement Date] (the "Agreement") by and between [Borrower Name] (the "Borrower") and [Lender Name] (the "Lender").

This Compliance Certificate is delivered pursuant to Section [Insert Section Number] of the Agreement for the fiscal period ending [Insert Period End Date].

The undersigned, being the [Insert Title, e.g., CFO or Controller] of the Borrower, hereby certifies as follows:

1. **Financial Statements:** The financial statements delivered herewith are true, correct, and complete and have been prepared in accordance with GAAP.
2. **No Default:** To the best of my knowledge, no Event of Default has occurred and is continuing, except as set forth in a separate attachment (if applicable).
3. **Borrowing Base:** The Borrowing Base Report attached hereto is accurate and reflects the eligible accounts receivable and inventory as of the period end date.
4. **Covenant Calculations:** The following financial covenants are calculated as follows:
 - o Fixed Charge Coverage Ratio: [Calculation/Result] (Required: [Limit])
 - o Leverage Ratio: [Calculation/Result] (Required: [Limit])
 - o Minimum Net Worth: [Calculation/Result] (Required: [Limit])
5. **Taxes:** The Borrower has filed all required federal, state, and local tax returns and has paid all taxes shown to be due and payable.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the date first written above.

[BORROWER NAME]

By: _____
Name: [Print Name]
Title: [Insert Title]