

STRICTLY CONFIDENTIAL

[Date]

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

Re: Project [Project Name] - Fee Letter

Dear [Contact Person Name],

This fee letter (this "Fee Letter") sets forth the fees payable in connection with the Commitment Letter of even date herewith (the "Commitment Letter") between [Lender Name] ("Lender") and [Borrower Name] ("Borrower") regarding the acquisition financing for [Target Company/Asset Name].

1. Arrangement Fee

The Borrower agrees to pay to the Lender a non-refundable arrangement fee equal to [Percentage]% of the aggregate principal amount of the Facilities. This fee shall be due and payable in full upon the initial closing and funding of the acquisition.

2. Commitment Fee

The Borrower shall pay a commitment fee calculated at a rate of [Percentage]% per annum on the unused and uncanceled portion of the Facilities. This fee shall accrue from the date of the Commitment Letter until the expiration of the commitment or the closing date.

3. Agency Fees

The Borrower agrees to pay to the Administrative Agent an annual agency fee in the amount of \$[Amount], payable in advance on the closing date and on each anniversary thereof for so long as any portion of the Facilities remains outstanding.

4. Upfront Fee

An upfront fee of \$[Amount] shall be payable by the Borrower to the Lender upon the execution of this Fee Letter. This fee is earned upon receipt and is non-refundable.

5. Confidentiality

This Fee Letter and its terms are confidential and may not be disclosed by the Borrower to any third party (other than the Borrower's legal and financial advisors on a need-to-know basis) without the prior written consent of the Lender.

6. Governing Law

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

Please confirm your agreement to the foregoing by signing and returning the enclosed copy of this Fee Letter.

Sincerely,

[Lender Name]

By: _____

Name: [Name]

Title: [Title]

Accepted and Agreed:

[Borrower Name]

By: _____

Name: [Name]

Title: [Title]

Date: [Date]