

**[Company Letterhead]**

**PRIVATE AND CONFIDENTIAL**

[Date]

[Lender Name]

[Lender Address]

[City, State, Zip Code]

**Re: Fee Letter - Subordinated Debt Facility**

Dear [Name],

This fee letter (the "Fee Letter") refers to the subordinated loan agreement dated on or about [Date] (the "Loan Agreement") between [Borrower Name] (the "Borrower") and [Lender Name] (the "Lender").

As consideration for the Lender arranging the subordinated debt facility and committing to provide the funds described in the Loan Agreement, the Borrower agrees to pay the following fees:

**1. Arrangement Fee**

The Borrower shall pay to the Lender a non-refundable arrangement fee in the amount of [Amount/Percentage]% of the total principal amount of the facility. This fee is earned in full upon the execution of this letter and is payable on [Date/Closing].

**2. Payment Terms**

All fees payable under this Fee Letter shall be paid in [Currency] in immediately available funds, without set-off or counterclaim, and free and clear of any deductions for taxes.

**3. Confidentiality**

The terms of this Fee Letter are confidential and may not be disclosed by the Borrower to any third party (other than professional advisors) without the prior written consent of the Lender.

**4. Subordination**

The parties acknowledge that the obligations under this Fee Letter are subject to the terms of the Intercreditor Agreement dated [Date] and are subordinated to the Senior Debt as defined therein.

**5. Governing Law**

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

Please confirm your agreement to the above terms by signing and returning the enclosed copy of this letter.

Yours faithfully,

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[Name and Title]  
For and on behalf of [Borrower Name]

**Agreed and Accepted:**

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[Name and Title]  
For and on behalf of [Lender Name]  
Date: [Date]