

[Company Letterhead]

[Date]

[Lender Name]

[Lender Address]

[City, State, Zip Code]

Re: Compliance Certificate for Subordinated Debt Agreement dated [Date of Agreement]

Dear [Contact Person Name],

This Compliance Certificate is furnished pursuant to Section [Section Number] of the Subordinated Debt Agreement dated [Date] (the "Agreement") between [Company Name] (the "Borrower") and [Lender Name] (the "Lender").

The undersigned, [Name of Officer], [Title] of the Borrower, hereby certifies that:

1. **Review of Activities:** I have reviewed the activities of the Borrower during the fiscal period ending [End Date of Period].
2. **Compliance:** To the best of my knowledge, the Borrower has kept, observed, performed, and fulfilled each and every covenant and condition contained in the Agreement during the period covered by this report.
3. **No Default:** No Event of Default or Potential Default has occurred or is continuing as of the date of this letter.
4. **Financial Covenants:** The following calculations demonstrate compliance with the specific financial covenants set forth in the Agreement:
  - o [Covenant 1 Name]: [Required Ratio/Value] vs. [Actual Ratio/Value]
  - o [Covenant 2 Name]: [Required Ratio/Value] vs. [Actual Ratio/Value]
  - o [Covenant 3 Name]: [Required Ratio/Value] vs. [Actual Ratio/Value]
5. **Subordination Status:** The debt remains fully subordinated to Senior Debt in accordance with the terms of the Agreement and no prohibited payments have been made.

The financial statements attached hereto as Exhibit A are true and correct and fairly represent the financial condition of the Borrower for the period specified.

Sincerely,

[Signature]

[Name of Officer]

[Title]

[Company Name]