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2. **Capitalized Terms.** Unless otherwise indicated, all capitalized terms used in this Forbearance Agreement will correspond to the defined terms used in the Credit Agreement.

3. **Reaffirmation of Loans.** Except as modified by this Forbearance Agreement, Borrower reaffirms all of its Obligations under the Credit Documents.

4. **Forbearance.** Provided that Borrower satisfies all of the conditions set forth in paragraph 5 below, Banks hereby agree to forbear from exercising their rights and remedies with respect to the Identified Defaults from the effective date of the Forbearance Agreement through [- forbearance date -], unless extended further through [- extended forbearance date -] (the "Forbearance Period") by the payment by Borrower of the Extension Fee (defined below) and by the further modification of the Credit Agreement to provide for an additional 100 basis points increase in the non-default interest rate and in the Default Rate. In addition, the forbearance provided by Banks to Borrower is limited as follows:

4.1 **Forbearance Limited to Identified Defaults.** Banks' forbearance is limited solely to the suspended exercise of their respective rights and remedies arising under the Credit Documents as a result of the Identified Defaults, and Banks shall not be deemed to have suspended or waived any rights or remedies they may have with respect to any other existing breach, default or Event of Default under the Credit Documents, any new breach, default or Event of Default occurring thereunder during the Forbearance Period, or any breach of this Forbearance Agreement.

4.2 **No New Events of Default.** During the Forbearance Period, there shall occur no new Event of Default or an event which, with the passage of time or the giving of notice or both, would constitute an Event of Default under any one or more of the Credit Documents or this Forbearance Agreement, nor shall there be a breach or failure of any warranty, representation or covenant as described in this Forbearance Agreement.

4.3 **Agreement in the Nature of Forbearance Only.** Borrower hereby acknowledges that Banks' obligations under this Forbearance Agreement are in the nature of a conditional forbearance only, and that Banks have made no agreement or commitment to provide additional forbearance, to modify further or to extend the Credit Documents beyond the Forbearance Period. Borrower also acknowledges that the Identified Defaults are not cured as a result of this Forbearance Agreement.

4.4 **Termination of the Forbearance Period.** The Forbearance Period shall end on the first to occur of the following:

4.4.1 [- forbearance date -], unless the Forbearance Period is extended through [- extended forbearance date -] as provided above.

4.4.2 A breach by Borrower of any of the covenants, representations and/or warranties set forth in this Forbearance Agreement.

## FORBEARANCE AGREEMENTS

**Outstanding Balance.** Acknowledgment by borrower of the balance, in order to avoid or reconcile any disputed balance.

**Current Defaults.** Acknowledgment by borrower of specific current defaults right to accelerate under the loan agreements, in order to avoid future disputes potential defenses relating to the defaults. *Practice Note: Defaults should waived only in rare instances in a forbearance agreement.*

**Request to Forbear.** Acknowledgment by borrower that it has requested to forbear, to establish consideration for benefits to be received by lender in forbearance agreement.

**Drop Dead Date.** Establishment of a "forbearance termination date," or dead date," by which the borrower must resolve certain issues (i.e., overadvan refinancing, covenants, defaults, sale of business).

**Amendment to Loan Documents.** Amend loan documents (i.e., new or covenants, decrease amount of loan commitment).

**Conditions to Forbearance.** Condition of the forbearance that borrower take certain actions, for example:

1. retain a work-out consultant, who will provide regular status reports lender;
2. retain an investment banker or broker to sell the business or a division the business, who will provide regular status reports to lender;
3. liquidate excess inventory;







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