

# Loan Participation Agreement

Date: [Date]

This Loan Participation Agreement ("Agreement") is made and entered into by and between:

- **Lead Lender:** [Lead Lender Name] (â€œLead Lenderâ€)
- **Participant:** [Participant Name] (â€œParticipantâ€)

## 1. Recitals

Whereas, the Lead Lender has made or will make a loan to **[Borrower Name]** (the "Borrower") in the original principal amount of **[Loan Amount]** pursuant to that certain loan agreement dated **[Loan Agreement Date]** (the "Loan");

Whereas, the Lead Lender desires to sell, and the Participant desires to purchase, an interest in the Loan, subject to the terms and conditions set forth herein.

## 2. Sale and Purchase of Participation

1. The Lead Lender hereby sells and assigns to the Participant, and the Participant hereby purchases, an undivided **[Participation Percentage]% interest** (âœParticipation Interestâœ) in and to the Loan.
2. The Participant shall pay to the Lead Lender the amount of **[Participation Purchase Price]** as consideration for the Participation Interest.

### 3. Administration of the Loan

1. The Lead Lender shall administer the Loan and shall have full and exclusive power and authority to take or refrain from taking action with respect to the Loan, except as otherwise expressly provided herein.
2. The Lead Lender shall promptly remit to the Participant its pro rata share of all principal, interest, and other amounts received by the Lead Lender on account of the Loan.

## 4. Representations and Warranties

1. The Lead Lender represents that it has not previously sold any interests in the Loan that would conflict with this Agreement.
2. Each party represents that it has full power and authority to execute and deliver this Agreement.

## 5. Miscellaneous

1. This Agreement constitutes the entire agreement between the parties regarding the subject matter hereof and supersedes all prior agreements or understandings.
2. This Agreement shall be governed by and construed in accordance with the laws of the State of **[Governing Law State]**.

Lead Lender:  
[Lead Lender Name]

Participant:  
[Participant Name]