



Private Credit and Direct Lending Course: Underwriting, Covenants and Fund Economics



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Introduction:

Private credit and direct lending, covering underwriting, covenants and fund economics, is a 5-day course for origination, underwriting, fund management, portfolio monitoring and allocation staff, ending with a Direct Lending Investment Committee Memo. Organisations that lend to or allocate into private debt lose value when mid-market loans are priced without a full view of borrower cash flow, covenant protection, fund fees and recovery prospects. Nominees already review loan proposals, fund documents or portfolio reports, and the course runs as a case study on a sponsored mid-market borrower. CoreConcept Training Center delivers this private credit and direct lending course.

Course Objectives:

- Position senior, unitranche, mezzanine, asset-based, special situations and venture debt strategies by risk, return driver and borrower type
- Analyse private debt fund vehicles, management fees, carried interest, hurdle terms and fund-level leverage for their effect on net investor returns
- Underwrite a mid-market borrower by adjusting lender EBITDA, sizing the loan on cash flow or asset coverage and setting the all-in yield
- Negotiate a direct lending term sheet with maintenance covenants, equity cure rights, security package and call protection that fit the credit
- Monitor a private loan book through covenant headroom, watchlist triggers, amendments, workouts and fair value marks
- Prepare a Direct Lending Investment Committee Memo that recommends approval, terms and portfolio sizing for a case loan

Target Audience:

- Origination and deal staff responsible for sourcing sponsored and non-sponsored mid-market loans
 - Underwriting and credit staff responsible for loan sizing, term sheets and approval papers at private debt funds and lenders
 - Fund management and investor relations staff responsible for fund terms, fees, leverage facilities and investor reporting
 - Portfolio monitoring and valuation staff responsible for covenant tracking, watchlists, workouts and loan marks
 - Family office and institutional allocation staff responsible for selecting and reviewing private credit managers
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Course Outline:

Day 1: Private Credit Market, Strategy Map and Growth Drivers

- Non-Bank Lending Growth Drivers and Bank Retreat Analysis
- Senior Secured First-Lien Direct Lending Strategy Profile
- Unitranche Loans and Agreement Among Lenders Economics
- Mezzanine Debt With PIK Interest and Warrant Kickers
- Asset-Based Lending, Special Situations and Venture Debt Overview

Day 2: Private Debt Fund Structures, Economics and Manager Selection

- Closed-End, Evergreen and Listed Private Debt Fund Vehicles
- Management Fee, Carry and Hurdle on Invested Capital
- Subscription Lines and Fund-Level Leverage Return Impact
- Allocator Due Diligence Questionnaire for Private Credit Managers
- Origination Platform, Sponsor Coverage and Deal Funnel Metrics

Day 3: Mid-Market Underwriting, Term Sheets, Covenants and Pricing

- Mid-Market Borrower Underwriting Checklist and Lender EBITDA Adjustments
- Recurring Revenue and Asset Coverage Loan Sizing Methods
- Direct Lending Term Sheet Clause by Clause Review
- Maintenance Covenants, Equity Cure and Security Package Design
- Spread, Original Issue Discount and Call Protection Yield Build

Day 4: Portfolio Monitoring, Workouts, Loan Valuation and ESG

- Quarterly Compliance Certificate and Covenant Headroom Tracker
- Early Warning Watchlist and Internal Risk Rating Migration
- Amendment, Waiver and Workout Options for Stressed Borrowers
- Private Loan Fair Value Using Yield and Discount Methods
- ESG Due Diligence and Sustainability-Linked Margin Ratchets

Day 5: Case Study and the Direct Lending Investment Committee Memo

- Case Borrower Data Room Review and Underwriting Findings
 - Case Term Sheet Negotiation on Covenants and Pricing
 - Downside Case Recovery Analysis and Loss Given Default
 - Portfolio Fit, Concentration Limits and Fund Return Contribution
 - Direct Lending Investment Committee Memo Completion and Defence
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Skills You Will Gain:

- Private Credit Strategy Selection
- Fund Fee and Carry Analysis
- Mid-Market Loan Sizing
- Term Sheet Negotiation
- Covenant Headroom Monitoring
- Loan Workout Planning
- Private Loan Valuation
- Private Credit Manager Due Diligence

Why Attend This Course:

- Deliver a Direct Lending Investment Committee Memo, built on a sponsored mid-market case, to the investment committee or allocation board for decision
- Decide whether a loan belongs in senior, unitranche or mezzanine form and at what spread, fee and call protection
- Avoid thin covenant packages, unpriced fund leverage and late watchlist action that turn performing loans into costly workouts
- Share the underwriting checklist, covenant tracker and manager questionnaire with deal, monitoring and allocation colleagues

Conclusion:

Back at work, the participant hands the Direct Lending Investment Committee Memo to the investment committee or allocation board, which uses it to approve a loan, its terms and its size within the portfolio. Monitoring teams can adopt the covenant headroom tracker and watchlist triggers for existing borrowers, and allocators can reuse the manager questionnaire on the next fund review. After the first committee decision, the unit should review which underwriting assumptions were challenged, whether pricing matched market terms and how covenant tests performed in the first reporting quarter.

Frequently Asked Questions FAQ:

What should participants know before a private credit and direct lending course?

Participants should already read financial statements and loan or fund documents and be comfortable with spreadsheets. Bringing anonymised term sheets, covenant schedules or fund reports helps them apply the underwriting, pricing and monitoring methods to their own portfolio.

How does private credit and direct lending differ from a leveraged finance or private equity course?

It takes the view of a non-bank lender and its investors: mid-market underwriting, unitranche and mezzanine terms, fund fees and leverage, loan monitoring and manager selection. Syndicated acquisition debt and equity buyout returns are covered in depth by neighbouring courses.

Why do maintenance covenants matter in private credit and direct lending?

Maintenance covenants are tested every quarter, so the lender sees deterioration early and can seek information, a waiver fee, an equity cure or tighter terms before value is lost. Loans without them leave the lender waiting until a payment default.

What do participants take back from the private credit and direct lending course?

Participants return with a Direct Lending Investment Committee Memo for a case borrower, covering underwriting findings, loan sizing, term sheet, all-in yield, downside recovery and portfolio fit, plus a covenant tracker and manager questionnaire they can reuse.