

PRIVATE AND CONFIDENTIAL

[Date]

[Company Name]

[Company Address]

Attention: [CEO/CFO Name]

Subject: Commitment Letter for Venture Debt Financing

Dear [Name],

This commitment letter (the "Letter") sets forth the commitment of [Lender Name] ("Lender") to provide a senior secured term loan facility (the "Facility") to [Company Name] (the "Borrower") on the following terms and conditions:

1. FACILITY DETAILS

- **Loan Amount:** Up to \$[Amount] (the "Commitment").
- **Structure:** Term Loan, available in [Number] tranches.
- **Maturity Date:** [Number] months from the date of the initial draw.
- **Interest Rate:** [Prime Rate + X%] per annum, payable monthly.

2. REPAYMENT AND AMORTIZATION

Interest-only period for the first [Number] months, followed by [Number] equal monthly installments of principal plus interest.

3. EQUITY COLLATERAL (WARRANTS)

As consideration for the Facility, the Borrower shall issue to the Lender warrants to purchase [Common/Preferred] Stock equal to [X]% of the Loan Amount, with an exercise price of \$[Price] per share.

4. SECURITY AND RANKING

The Facility shall be secured by a first-priority perfected security interest in all assets of the Borrower [including/excluding] intellectual property.

5. FINANCIAL COVENANTS AND CONDITIONS

Funding is subject to the following conditions:

- Completion of satisfactory due diligence.
- Evidence of [Minimum Cash Balance] or [Recent Equity Round Amount].
- No Material Adverse Change (MAC) in the Borrower's business or financial condition.

6. FEES AND EXPENSES

The Borrower agrees to pay a commitment fee of [X]% and reimburse the Lender for all legal and out-of-pocket expenses incurred in connection with this Facility.

7. EXPIRATION

This commitment will expire unless accepted by the Borrower in writing by [Date]. Upon acceptance, the parties will proceed to execute definitive loan documentation.

Sincerely,

[Lender Representative Name]
[Title]
[Lender Name]

ACCEPTED AND AGREED:

For and on behalf of [Company Name]:

Name: [Name]
Title: [Title]
Date: [Date]