

[Lender Name]
[Lender Address]
[City, State, Zip Code]

[Date]

[Borrower Name]
[Borrower Address]
[City, State, Zip Code]
Attn: [Contact Name/CEO]

RE: COMMITMENT LETTER FOR SENIOR SECURED VENTURE DEBT FINANCING

Dear [Name],

[Lender Name] ("Lender") is pleased to confirm its commitment to provide a senior secured credit facility (the "Facility") to [Borrower Name] ("Borrower") subject to the terms and conditions set forth in this commitment letter and the attached Summary of Terms (the "Term Sheet").

1. The Facility: The Facility shall consist of a Senior Secured Term Loan in the aggregate principal amount of \$[Amount].

2. Interest Rate and Fees: The Facility will bear interest at [Rate]% per annum. Borrower shall pay a commitment fee of \$[Amount] upon execution of this letter.

3. Collateral and Security: The Facility will be secured by a first priority perfected security interest in all assets of the Borrower, including but not limited to accounts receivable, inventory, equipment, and [subject to negotiation] intellectual property.

4. Equity Component: As consideration for the Facility, the Borrower shall issue to the Lender warrants to purchase [Number/Percentage] of [Series] Preferred Stock at an exercise price of \$[Price] per share.

5. Conditions Precedent: This commitment is subject to the following conditions:

- Satisfactory completion of final due diligence by Lender.
- Execution of definitive loan documentation.
- No material adverse change in the Borrower's business or financial condition.
- Evidence of [Amount] in recent equity financing.

6. Exclusivity: By signing below, the Borrower agrees to an exclusivity period of [Number] days during which it will not seek or negotiate alternative debt financing with other parties.

7. Governing Law: This letter shall be governed by the laws of the State of [State].

8. Expiration: This commitment will expire if not accepted by the Borrower in writing by [Time] on [Date].

Sincerely,

[Lender Name]

By: _____

Name: [Name]

Title: [Title]

ACCEPTED AND AGREED:

[Borrower Name]

By: _____

Name: [Name]

Title: [Title]

Date: _____