

**[Lender Name/Lead Arranger Name]**

[Address Line 1]

[Address Line 2]

**[Date]**

**[Borrower Name]**

[Borrower Address Line 1]

[Borrower Address Line 2]

**Re: Commitment Letter for Syndicated Venture Debt Facility**

Dear [Contact Name],

[Lead Arranger Name] (the "Lead Arranger") is pleased to advise [Borrower Name] (the "Borrower") of its commitment to provide and/or arrange a syndicated venture debt facility (the "Facility") in the aggregate principal amount of \$[Amount] on the terms and conditions set forth in this letter and the attached Summary of Terms (the "Term Sheet").

**1. The Facility**

The Facility shall consist of a [Type of Loan, e.g., Term Loan/Growth Capital Line] to be provided by a syndicate of financial institutions (the "Lenders") for which [Lead Arranger Name] will act as Administrative Agent.

**2. Conditions to Closing**

The commitment of the Lead Arranger and the Lenders is subject to the following conditions:

- Completion of final business and legal due diligence satisfactory to the Lenders.
- Execution of definitive loan documentation including a Credit Agreement and Security Agreement.
- Absence of any material adverse change in the business, operations, or financial condition of the Borrower.
- Delivery of warrant instruments as specified in the Term Sheet.

**3. Fees and Expenses**

The Borrower agrees to pay all reasonable out-of-pocket costs and expenses incurred by the Lead Arranger in connection with the Facility, including legal fees, regardless of whether a closing occurs. A commitment fee of \$[Amount] is due upon the signing of this letter.

**4. Exclusivity and Confidentiality**

The Borrower agrees that for a period of [Number] days from the date of this letter, it will not solicit or accept alternative debt financing proposals. The terms of this letter and the Term Sheet shall remain strictly confidential.

**5. Expiration**

This offer and commitment will expire at [Time] on [Date] unless signed and returned by the Borrower prior to that time.

We look forward to working with you on this transaction.

Sincerely,

[Name of Lead Arranger Representative]

[Title]

[Lead Arranger Name]

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**Accepted and Agreed:**

For and on behalf of [Borrower Name]

By: \_\_\_\_\_

Name: [Name of Authorized Signatory]

Title: [Title]

Date: [Date]