VENTURE DEBT COMMITMENT LETTER

Date: [Insert Date]

Borrower: [Insert Company Name]

Lender: [Insert Lender Name]

Dear [Insert Contact Name],

This Commitment Letter outlines the terms and conditions under which [Lender Name] ("Lender") agrees to provide a venture debt facility to [Borrower Name] ("Borrower").

1. FACILITY AMOUNT AND STRUCTURE

The total commitment is [Insert Total Amount], to be disbursed in multiple tranches as follows:

- **Tranche A:** [Insert Amount] available upon closing.
- **Tranche B:** [Insert Amount] available upon achievement of [Insert Milestone/Metric].
- **Tranche C:** [Insert Amount] available upon achievement of [Insert Milestone/Metric].

2. KEY TERMS

Interest Rate: [Insert Rate]% per annum.

Maturity Date: [Insert Number] months from the date of initial funding.

Repayment: [Insert Number] months of interest-only payments, followed by [Insert Number] months of principal and interest amortization.

Security: A first-priority perfected security interest in all assets of the Borrower [excluding/including intellectual property].

3. FEES AND WARRANTS

Commitment Fee: [Insert Percentage]% of the total facility amount, payable at closing.

Warrants: The Borrower shall issue warrants to the Lender to purchase [Insert Percentage]% of fully diluted common stock at an exercise price of [Insert Price].

4. CONDITIONS TO FUNDING

Funding of each tranche is subject to:

- Completion of satisfactory due diligence.
- Execution of definitive loan documentation.
- No material adverse change in the Borrower's financial condition.
- Compliance with financial covenants, including [Insert Covenants].

5. EXPIRATION

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

Agreed and Accepted:

For the Lender:

____
Name: [Insert Name]
Title: [Insert Title]

For the Borrower:

____
Name: [Insert Name]
Title: [Insert Title]