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

[Date]

**[Borrower Company Name]**
[Borrower Address]
[City, State, Zip Code]

**Re: Commitment for Warrant-Linked Venture Debt Facility**

Dear [Name of CEO/CFO],

This commitment letter (the "Commitment Letter") sets forth the terms and conditions under which [Lender Name] ("Lender") commits to provide a venture debt facility to [Borrower Company Name] ("Borrower").

**1. Loan Facility**
Lender provides a term loan facility in the aggregate principal amount of $[Amount] (the "Loan").

**2. Interest Rate**
The Loan shall bear interest at a rate of [Percentage]% per annum, payable monthly in arrears.

**3. Maturity Date**
The Loan shall mature on [Date], at which time all outstanding principal and accrued interest shall be due and payable.

**4. Warrant Issuance**
As a condition of this financing, Borrower shall issue to Lender warrants to purchase [Number] shares of Borrower's [Series of Stock] at an exercise price of $[Price] per share. The warrants shall have a term of [Number] years.

**5. Collateral**
The Loan will be secured by a first priority perfected security interest in all assets of the Borrower, [including/excluding] intellectual property.

**6. Fees**
Borrower shall pay a commitment fee of $[Amount] upon execution of this letter and shall reimburse Lender for all reasonable legal and due diligence expenses.

**7. Conditions to Closing**
The closing of the Loan is subject to:

- Completion of satisfactory legal and business due diligence.

- Execution of definitive loan and warrant agreements.
- No material adverse change in the Borrower's financial condition.

**8. Governing Law**
This letter shall be governed by the laws of the State of [State].

**9. Expiration**
This commitment will expire unless accepted by the Borrower in writing by [Time] on [Date].

Sincerely,

[Lender Signature]
[Name and Title]

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**Accepted and Agreed:**

For [Borrower Company Name]:

Signature: ___________________________
Name: [Name]
Title: [Title]
Date: [Date]