

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

**[Date]**

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

**RE: Commitment for Subordinated Debt Financing**

Dear [Contact Person Name],

This commitment letter (the "Commitment Letter") sets forth the terms and conditions under which [Lender Name] (the "Lender") agrees to provide a subordinated loan to [Borrower Name] (the "Borrower").

**1. Facility Amount:** The Lender commits to provide a principal amount of up to \$[Amount] (the "Loan").

**2. Purpose:** The proceeds of the Loan shall be used for [Purpose, e.g., working capital, acquisition, etc.].

**3. Interest Rate:** The Loan will bear interest at a rate of [Percentage]% per annum, payable [Monthly/Quarterly/Annually].

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

**5. Subordination:** The Loan shall be contractually subordinated in right of payment to all existing and future "Senior Debt" of the Borrower as defined in the definitive loan documentation. The Lender will execute a standard Subordination Agreement as required by the Borrower's senior creditors.

**6. Conditions Precedent:** The Lender's obligation to fund the Loan is subject to the following conditions:

- Completion of final legal documentation.
- Satisfactory review of Borrower's financial statements.
- Absence of any material adverse change in the Borrower's business.
- [Additional Conditions].

**7. Expiration:** This commitment will expire on [Date] unless the definitive loan agreements are executed by both parties prior to such date.

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

Please indicate your acceptance of these terms by signing and returning a copy of this letter by [Deadline Date].

Sincerely,

**[Lender Name]**

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By: [Authorized Signatory Name]  
Title: [Title]

**Accepted and Agreed:**

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For: [Borrower Name]  
Date: [Date]