

**[Lead Arranger Name]**  
[Address Line 1]  
[Address Line 2]

[Date]

**[Borrower/Seller Name]**  
[Address Line 1]  
[Address Line 2]

**Re: Commitment Letter for Syndicated Factoring Facility**

Dear [Contact Name],

[Lead Arranger Name] (the "Lead Arranger") is pleased to advise you of its commitment to provide a syndicated factoring facility (the "Facility") to [Borrower/Seller Name] (the "Seller") on the terms and conditions set forth in this letter and the attached Summary of Terms.

**1. The Facility**

The Facility shall consist of a maximum aggregate amount of \$[Amount] for the purchase of eligible accounts receivable. The Lead Arranger will act as the administrative agent for a syndicate of financial institutions (the "Lenders").

**2. Conditions Precedent**

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

- Completion of satisfactory financial and legal due diligence.
- Execution of definitive legal documentation consistent with the Summary of Terms.
- Absence of any material adverse change in the Seller's financial condition or market environment.
- Successful syndication of the Facility to the Lenders.

**3. Fees and Expenses**

The Seller agrees to pay all reasonable costs and expenses incurred by the Lead Arranger in connection with the preparation and syndication of the Facility, including legal fees. Specific arrangement and commitment fees are detailed in the attached Fee Letter.

**4. Exclusivity**

By signing this letter, the Seller agrees that from the date hereof until [Expiration Date], it will not solicit, initiate, or encourage any discussions with other parties regarding a similar factoring or financing facility.

**5. Expiration**

This offer and commitment will expire at [Time] on [Date] unless written acceptance is received by the Lead Arranger prior to that time.

We look forward to working with you on this transaction.

Sincerely,

[Signature]

[Name and Title of Authorized Signatory]

[Lead Arranger Name]

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**Accepted and Agreed:**

For and on behalf of [Borrower/Seller Name]:

Signature: \_\_\_\_\_

Name: [Name]

Title: [Title]

Date: [Date]