

## **BINDING LETTER OF INTENT**

Date: [Insert Date]

[Seller Name]

[Seller Address]

[City, State, Zip Code]

RE: Binding Letter of Intent for the Acquisition of [Name of Case Management Software]

Dear [Seller Representative Name],

This Binding Letter of Intent (the "Agreement") sets forth the terms and conditions under which [Buyer Name] ("Buyer") agrees to acquire from [Seller Name] ("Seller") all rights, title, and interest in the proprietary case management software known as [Software Name] (the "Software").

**1. Purchase Price:** The total purchase price for the Software shall be \$[Amount] (the "Purchase Price"), payable as follows: [Insert Payment Terms, e.g., upfront payment, installments].

**2. Assets Included:** The acquisition includes the source code, object code, documentation, customer lists, trademarks, domain names, and all existing intellectual property associated with the Software.

**3. Transfer of Technology:** Seller agrees to provide a complete transfer of all technical assets and provide [Number] days of transition support to ensure Buyer's successful implementation of the Software.

**4. Representations and Warranties:** Seller represents that it is the sole owner of the Software, that the Software does not infringe on any third-party intellectual property rights, and that it has the full legal authority to enter into this sale.

**5. Exclusivity:** Seller agrees that for a period of [Number] days from the date of this letter, it will not negotiate with any other party for the sale of the Software.

**6. Governing Law:** This Agreement shall be governed by and construed in accordance with the laws of the State of [State Name].

**7. Binding Effect:** Unlike a standard non-binding LOI, the parties agree that this document constitutes a legally binding agreement for the purchase and sale of the Software, subject only to [Insert Final Conditions, e.g., final technical audit].

Please indicate your acceptance of these terms by signing below.

Sincerely,

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[Buyer Signature]  
[Buyer Printed Name]  
[Buyer Title]

**Accepted and Agreed:**

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[Seller Signature]  
[Seller Printed Name]  
[Seller Title]