

## CONFIDENTIAL

[Date]

[Recipient Name]

[Recipient Title]

[Recipient Company/Firm Name]

[Address]

### **RE: Letter of Intent Regarding Intellectual Property Rights of [Name of Database/Software]**

Dear [Recipient Name],

This Letter of Intent ("LOI") outlines the preliminary understanding between [Your Name/Firm Name] ("Owner") and [Interested Party Name] ("Interested Party") regarding the potential [sale/licensing/transfer] of intellectual property rights associated with the proprietary law practice database known as [Database Name].

**1. The Intellectual Property:** The property includes, but is not limited to, the database schema, source code, proprietary data structures, integrated workflows, and associated documentation developed for the management of [Specify Legal Practice Area].

**2. Proposed Transaction:** The parties intend to negotiate a formal agreement whereby the Owner will [transfer ownership / grant an exclusive license] to the Interested Party in exchange for [Proposed Consideration/Price].

**3. Due Diligence:** Upon execution of this LOI, the Interested Party shall have a period of [Number] days to conduct a technical and legal review of the Database IP. The Owner agrees to provide reasonable access to necessary technical specifications.

**4. Confidentiality:** This LOI and all information exchanged during negotiations are strictly confidential. Neither party shall disclose the existence of these discussions or any proprietary technical data to any third party without prior written consent, pursuant to the Non-Disclosure Agreement signed on [Date].

**5. Exclusivity:** For a period of [Number] days from the date of this letter, the Owner agrees not to solicit or engage in negotiations with other parties regarding the sale or transfer of the Database IP.

**6. Non-Binding Nature:** Except for the provisions regarding Confidentiality and Exclusivity, this letter is a statement of intent only and does not create a legally binding obligation on either party to close the transaction.

If this letter accurately reflects your understanding of our proposal, please sign and return a copy by [Expiration Date].

Sincerely,

[Signature]

[Printed Name]

[Title]

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**Accepted and Agreed:**

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

Name: [Recipient Name]

Date: \_\_\_\_\_