

Date: [Insert Date]

To:

[Name of Software Provider/Developer]

[Address]

[City, State, Zip Code]

From:

[Name of Licensee/Client]

[Address]

[City, State, Zip Code]

Subject: Letter of Intent for Software Source Code Escrow Agreement

Dear [Contact Name],

This Letter of Intent ("LOI") outlines the preliminary understanding between [Licensee Name] ("Licensee") and [Software Provider Name] ("Developer") regarding the establishment of a Software Source Code Escrow Agreement for the software titled "[Software Name/Version]".

1. Purpose: The parties intend to protect the Licensee's investment and operational continuity by ensuring access to the software source code in the event of specific "Release Conditions."

2. Escrow Agent: The parties agree to appoint [Insert Escrow Company Name] or a mutually agreed-upon third-party provider to act as the Escrow Agent.

3. Deposit Materials: The Developer agrees to deposit the following with the Escrow Agent:

- Full source code for the current version of the software.
- Build instructions, compiler settings, and third-party library requirements.
- Technical documentation and maintenance manuals.
- Updates and patches as they are released to the Licensee.

4. Release Conditions: The source code shall be released to the Licensee only if the Developer:

- Files for bankruptcy or enters liquidation.
- Ceases operations or the specific product line.
- Fails to meet defined maintenance and support obligations.

5. Fees and Costs: The parties propose that [Licensee/Developer/Both] shall be responsible for the setup and annual maintenance fees charged by the Escrow Agent.

6. Non-Binding Nature: Except for confidentiality and governing law, this LOI is a statement of intent and does not create a legally binding obligation. The final terms will be governed by a formal Three-Party Escrow Agreement.

If this template aligns with your understanding, please sign below so we may proceed with the formal agreement.

For [Licensee Name]:

Signature

Name: [Name]

Title: [Title]

For [Software Provider Name]:

Signature

Name: [Name]

Title: [Title]