

**[Your Name/Company Name]**

[Your Address]

[City, State, Zip Code]

[Email Address]

[Date]

**[Recipient Name]**

[Recipient Title]

[Recipient Company Name]

[Recipient Address]

[City, State, Zip Code]

**Re: Letter of Intent for Software Source Code Technology Transfer**

Dear [Recipient Name],

This Letter of Intent ("LOI") outlines the preliminary understanding and intent between [Your Company Name] ("Transferee") and [Recipient Company Name] ("Transferor") regarding the proposed transfer of technology and ownership of the software source code for [Name of Software/Project].

**1. Description of Technology:** The transfer includes the complete source code, documentation, build scripts, database schemas, and associated intellectual property for [Software Name, Version Number].

**2. Proposed Terms of Transfer:** Transferee proposes to acquire [Full Ownership/Exclusive License] of the technology in exchange for [Proposed Compensation/Purchase Price/Equity].

**3. Due Diligence:** Following the signing of this LOI, the Transferee will have a period of [Number] days to conduct a technical and legal review of the source code and associated assets.

**4. Confidentiality:** Both parties agree that all information exchanged during this process shall remain strictly confidential and shall not be disclosed to any third party without prior written consent.

**5. Non-Binding Agreement:** Except for the provisions regarding confidentiality and exclusivity, this LOI is a statement of intent only and does not constitute a legally binding agreement. A binding commitment will only exist upon the execution of a formal Technology Transfer Agreement.

**6. Exclusivity:** The Transferor agrees not to negotiate with any other party regarding the sale or transfer of this technology for a period of [Number] days from the date of this letter.

If these terms are acceptable, please sign and return a copy of this letter.

Sincerely,

[Your Signature]  
[Your Printed Name]  
[Your Title]

---

**Accepted and Agreed:**

Signature: \_\_\_\_\_  
Name: [Recipient Name]  
Title: [Recipient Title]  
Date: \_\_\_\_\_