

[Sender Name]
[Sender Title]
[Parent Company Name]
[Address]
[City, State, Zip Code]
[Email]
[Date]

[Recipient Name]
[Recipient Title]
[Spin-off Entity Name or Representative]
[Address]
[City, State, Zip Code]

RE: Letter of Intent for Technology Transfer and Corporate Spin-off

Dear [Recipient Name],

This Letter of Intent ("LOI") outlines the proposed terms for the transfer of specific technologies and intellectual property from [Parent Company Name] ("Transferor") to [Spin-off Entity Name] ("Transferee"), a newly formed corporate entity.

1. Description of Technology: The Transferor intends to transfer all rights, titles, and interests in the following technology: [Detailed description of technology, patents, software, or processes].

2. Structure of Transfer: The transfer shall be executed as part of a corporate spin-off. The Transferee will operate as an independent entity focused on the commercialization and development of the aforementioned technology.

3. Consideration: In exchange for the transfer of technology, the Transferee shall provide [Description of consideration, e.g., equity shares in the new entity, royalty payments, or a fixed sum].

4. Intellectual Property Rights: All patents, copyrights, trade secrets, and trademarks associated with the technology will be transferred or licensed to the Transferee as specified in the forthcoming Definitive Agreement.

5. Due Diligence: Both parties agree to a period of [Number] days to conduct necessary financial, legal, and technical due diligence.

6. Confidentiality: Both parties agree to maintain the confidentiality of all proprietary information exchanged during negotiations and the details of this LOI.

7. Non-Binding Nature: This LOI is intended to outline the preliminary understanding between parties and is non-binding, except for the sections regarding confidentiality and governing law. A formal binding commitment will only exist upon the execution of a Definitive Agreement.

8. Governing Law: This letter and all resulting negotiations shall be governed by the laws of [State/Country].

If these terms are acceptable, please sign and return a copy of this letter by [Expiration Date].

Sincerely,

[Signature]

[Printed Name]

[Parent Company Name]

Accepted and Agreed:

[Signature]

[Printed Name]

[Title]

[Spin-off Entity Name]