

Date: [Insert Date]

To: The Shareholders of [Insert Corporation Name]

Subject: Letter of Representation Regarding Intellectual Property Transfer

Dear Shareholders,

In connection with the transfer of certain Intellectual Property (IP) assets from [Insert Name of Transferor/Assignor] to [Insert Corporation Name] (the "Corporation"), I/we, the undersigned, hereby represent and warrant to the Shareholders as follows:

- 1. Ownership:** I/we am/are the sole and exclusive owner(s) of all right, title, and interest in the Intellectual Property being transferred, including but not limited to [Insert Brief Description of IP, e.g., Patents, Trademarks, Software Code, or Trade Secrets].
- 2. Authority:** I/we have the full legal right and authority to enter into this transfer and to grant the Corporation full ownership of the IP without the consent of any third party.
- 3. No Encumbrances:** The Intellectual Property is free and clear of all liens, claims, security interests, or encumbrances. There are no pending or threatened lawsuits or claims challenging the validity or ownership of this IP.
- 4. Non-Infringement:** To the best of my/our knowledge, the Intellectual Property does not infringe upon the intellectual property rights, privacy rights, or proprietary rights of any third party.
- 5. Further Assurances:** I/we agree to execute any further documents and take any actions reasonably necessary to assist the Corporation in perfecting its legal title to the IP in any relevant jurisdiction.

This representation is made to induce the Shareholders and the Corporation to proceed with the IP Transfer Agreement dated [Insert Date of Agreement].

Sincerely,

[Insert Signature]

[Insert Printed Name]

[Insert Title, if applicable]

Acknowledged by the Corporation:

Authorized Officer