

**PRIVILEGED AND CONFIDENTIAL
FOR SETTLEMENT PURPOSES ONLY**

[Date]

[Recipient Name]

[Recipient Title]

[Company Name]

[Address Line 1]

[City, State, Zip Code]

RE: Notice of Software License Non-Compliance - [Software Product Name]

Dear [Recipient Name],

This law firm represents [Licensor/Software Company Name] ("the Company") in matters regarding the protection of its intellectual property and licensing rights. This letter serves as a formal good faith notice regarding potential software license irregularities identified in connection with your organization's use of [Software Product Name].

Our client's records indicate that [Company Name] may be utilizing software installations, features, or user seats that exceed the scope of the current licensing agreement(s) dated [Date of Agreement]. Specifically, our preliminary audit suggests the following discrepancies:

- [Description of discrepancy 1, e.g., Over-deployment of seats]
- [Description of discrepancy 2, e.g., Use of expired licenses]
- [Description of discrepancy 3, e.g., Unauthorized module access]

The Company values its professional relationship with [Company Name] and prefers to resolve this matter through an amicable, out-of-court settlement rather than through formal litigation. To demonstrate your good faith commitment to compliance, we request that you provide the following within [Number] business days:

1. A self-audit report detailing all current installations and active users.
2. Proof of purchase or valid entitlement for all identified deployments.
3. A proposal to remediate any identified licensing gaps.

If we are able to reach a mutually agreeable resolution to bridge the licensing gap, our client is prepared to release [Company Name] from liability regarding past unlicensed use. However, please be advised that the unauthorized use of software constitutes copyright infringement under [Applicable Law], which may entitle our client to statutory damages, attorney fees, and injunctive relief.

We look forward to your prompt response to discuss a voluntary compliance plan. Please direct all future correspondence regarding this matter to my office.

Sincerely,

[Your Name]

[Partner/Attorney]

[Law Firm Name]