

PURCHASE OFFER (letter form)

Gentlemen:

The purpose of this letter is to set forth the terms of an offer by which PURCHASER will obtain rights to software referred to hereafter as the "VENDOR software" which includes, but is not limited to, the software known as _____ and the software contained in the source code in the schedule attached to this letter, owned by VENDOR. PURCHASER offers \$_____, which sum is to be paid to VENDOR upon execution by both parties of a final, definitive sales agreement, for a _____% interest in all rights to the VENDOR software subject to the following:

1. PURCHASER hereby agrees to purchase and VENDOR agrees to sell a full undivided _____ percent (____%) interest in and to the VENDOR software. VENDOR and PURCHASER will each have all rights arising out of ownership of the VENDOR software, subject to paragraphs 2 and 6 below. VENDOR affirmatively represents that no one other than VENDOR has any ownership rights in any VENDOR software and that none of VENDOR's licensees of the VENDOR software have nor will have any right to modify the VENDOR software or to develop any derivative works from the VENDOR software and that such licensees do not and shall not have access to the source code for the VENDOR software.