

This form protects Beneficiary by reducing enforcement costs. This is the form you need if you are requiring source code escrow from your Vendor.

Form Outline

Software Escrow Agreement (Favors Beneficiary)

Article I - Recitals and Definitions

Section 1.01 - Recitals

Section 1.02 - Definitions

Article II- Escrow Terms

Section 2.01 - Source Code

Section 2.02 - Escrow

Section 2.03 - Grant of Sublicense

Section 2.04 - Confidentiality

Section 2.05 - Copy of Sublicense

Section 2.06 - Enforcement of Licensing Restrictions

Article III - Fees

Section 3.01 - Agent Fee

Article IV - Intellectual Property and Warranty

Section 4.01 - Title

Section 4.02 - Adaptations

Section 4.03 - Disclaimer

Section 4.04 - Support

Article V - Termination and Indemnification

Section 5.01- Termination Limitations

Section 5.02 - Termination by Licensee

Section 5.03- Termination by Agent

Section 5.04 - Return of Source Code

Section 5.05 - Indemnification

Article VI - Miscellaneous

Section 6.01 - Assignment

Section 6.02 - Entire License

Section 6.03 - Equitable Remedies

Section 6.04 - Amendments and Modifications

Section 6.05 - Severability

Section 6.06 - Captions

Section 6.07 - Counterparts

Section 6.08 - Governing Law

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selection.

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contract and would
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reviewed by a
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review for a
Fixed Price.

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for Details

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(continued)

Section 6.09 - Notice
Section 6.10 - Pronouns/Gender
Section 6.11 - Waiver
Section 6.12 - Arbitration
Section 6.13 - Assurance

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- No "Legalese" -** Our forms use short, compact sentence structures and definitions. Sections are topical and modular, typically requiring no more than 2-3 sentences each. This structure supports an understanding of the overall agreement as well as the meaning of each section. Agreements which are easy to understand and use are more easily drafted, negotiated and enforced.
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