### LETTER OF INTENT FOR COMMERCIAL RELATIONSHIP BETWEEN COMPANY 1 AND COMPANY 2

On this 5th day of August, 2018 (the “Effective Date”), this Letter of Intent (“LOI”) sets forth the intentions of Company 1 (“ShortName1”) and Company 2 (“ShortName2”) pertaining to future product evaluation and purchase intent.

**BACKGROUND.**
ShortName1 has an offering under development that is of great interest to ShortName2 and ShortName2 has agreed to make their interest known to others by way of executing this LOI.

**STATEMENTS OF INTENT.**

* ShortName1 agrees to make a beta version of the product available as soon as practical.
* ShortName1 agrees to keep ShortName2 informed as to the expected availability of a beta version.
* ShortName1 agrees to train ShortName2 on the use of the beta product and to provide on-going support during the evaluation.
* ShortName2 believes ShortName1 is developing an innovative product that will address important issues in such a way as to offer significant benefit.
* ShortName2 has a desire to evaluate a beta version of the product, once available, for its functionality and associated benefit to its operations.
* Assuming ShortName1’s product performs as expected by both parties and the associated cost offers a suitable return on investment, ShortName2 has the intent to purchase the product for on-going use.
* ShortName2 authorizes ShortName1 to disclose the aforementioned interests and intents to other interested parties such as prospective customers and investors. However, such disclosure shall not include online or print media organizations without prior authorization.

**GOOD FAITH.**

This LOI is not a binding agreement but rather is intended to serve as a basis to allow the two named parties to proceed in good faith regarding the above-mentioned relationship while a formal proposal and associated purchase terms are negotiated.

The parties confirm the Background and Statements of Intent described in this Letter of Intent by signing in the space below.

**Company 1 Company 2**

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*Signed Date Signed Date*

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*Name Name*

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*Title Title*