

Linda Levin

From: David Jeans [David@rezlegal.com]
Sent: Tuesday, January 2, 2018 11:20 AM
To: Linda Levin
Cc: Lilly Felici; Lacey Croy
Subject: License Agreement

Linda:

As a follow to our recent conversation, I wanted to provide you with a budget for preparing a form License Agreement between ElderSource Institute, Inc. (the "Company") and its future licensees. We propose preparing a form non-exclusive License Agreement between the Company and its various licensees, which will include, but not be limited to, the following terms:

1. The License Agreement will grant the licensee a specific territory to use the licensed materials for a certain period of time.
2. The License Agreement will clearly establish which licensed materials the licensees can use.
3. The License Agreement will establish the fee (either a lump sum fee or a recurring monthly fee).
4. The License Agreement will provide that all ownership of the licensed materials stays with the Company and that any goodwill associated with the licensed materials goes with the Company.
5. The License Agreement will contain provisions that prohibit the licensee from competing with the Company and/or soliciting the Company's employees and other relationships.

Since several of the major components of the License Agreement are still open (such as the specific materials granted, the fee component, etc.), we would anticipate a legal budget of \$2,000 - \$3,000 to prepare and finalize the form License Agreement. We anticipate several discussions with the Company's leadership group will be needed to finalize the outstanding variables for the form License Agreement.

Upon your review of this email, please contact me to discuss our next steps.

David

J. David Jeans**Reznicek · Shaw · Shaffer · Jeans**

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