



About National Software Escrow, Inc.

We are privately-held, located in Brecksville, Ohio, and for over 35 years, have been providing flexible escrow solutions designed to protect investments in software applications and intellectual property.

Specifically, we protect Software Vendors and Licensees by storing software source code in a secure location, and permit access if an event agreed upon by the parties occurs.

What is a Software Escrow & why is it needed?

A Software Escrow Arrangement is an agreement that protects both parties involved in a software license agreement. It provides a Licensee access to a Software Vendor's source code in case a release event, agreed upon by both parties, occurs. The Software Vendor deposits their source code into an escrow account with NSE that is stored in a secure location either offline or in a secured cloud environment. If a release condition occurs, NSE will release the source code to the Licensee. A Software Escrow Arrangement with NSE protects a Software Vendor's interests; while simultaneously, permits a Licensee to maintain their investment in the software in the event, for example, that the Software Vendor is unable to continue its operations.

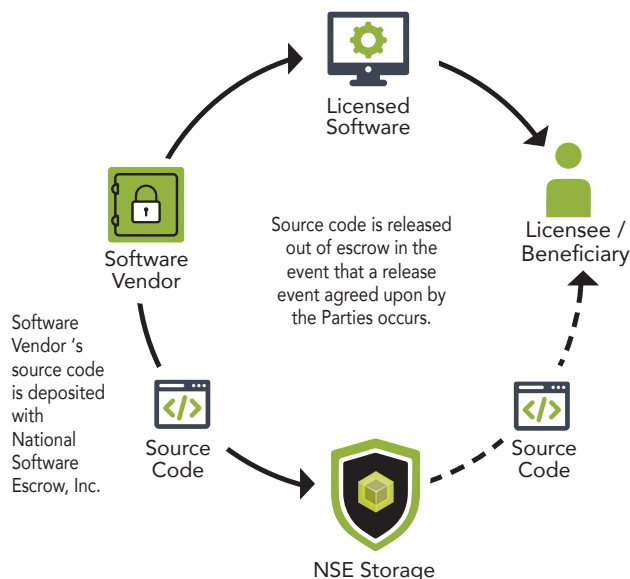
Protecting intellectual property since 1986.

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What type of Escrow Arrangement is right for me?

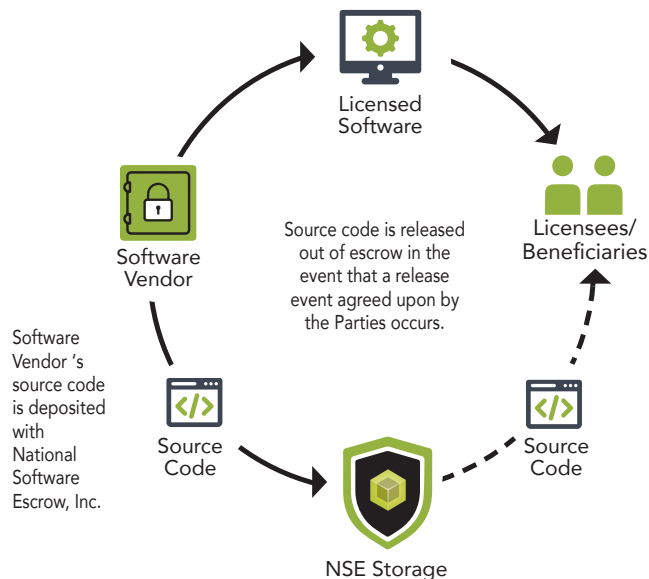
Single Beneficiary Escrow Arrangement

Our Single Beneficiary Escrow Agreement is designed for (1) Software Vendor and (1) Licensee aka "Beneficiary" whereby, the Beneficiary is designated as the recipient of the Deposit Materials (i.e., source code) upon the occurrence of a Release Condition. This type of Agreement is often recognized as a conventional three-party agreement.



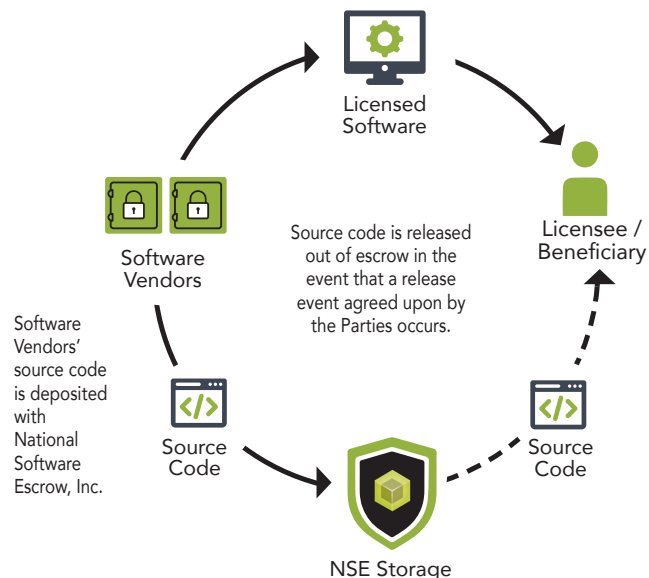
Multi-Beneficiary Escrow Arrangement

Our Multi-Beneficiary Escrow Agreement enables a Software Vendor to enroll multiple Licensees aka "Beneficiaries" to one Master Agreement, saving time and money from having to establish multiple Escrow Agreements. It is designed for (1) Software Vendor and multiple Licensees.



Multi-Vendor Escrow Arrangement

Our Multi-Vendor Agreement enables a Licensee aka "Beneficiary" to enroll multiple Software Vendors to one Master Agreement, saving time and money from having to establish multiple Escrow Agreements. It is designed for (1) Licensee and multiple Software Vendors.



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SINGLE BENEFICIARY ARRANGEMENT



(1) Technology
Vendor

&



(1) Licensee

The steps required to establish
your **SINGLE BENEFICIARY**
Escrow Agreement follow:

- 1 Provide NSE with:
 - the corporate names
 - physical addresses
 - contact email addresses for the Technology Vendor and Beneficiary
- 2 NSE will prepare the Agreement for signature
- 3 Once fully executed, documentation will be sent to the Parties instructing how to deposit their materials into escrow.
- 4 Once materials are received, NSE will issue a receipt to both parties pursuant to the terms of the Agreement



MULTI- BENEFICIARY ARRANGEMENT



(1) Technology
Vendor

&



(1) or more
Licensees

The steps required to establish
your **MULTI-BENEFICIARY**
Escrow Agreement follow:

- 1 Provide NSE with:
 - the corporate names
 - physical addresses
 - contact email addresses for the Technology Vendor
- 2 NSE will prepare the Agreement for signature.
- 3 Once the Agreement is executed, documentation will be sent to the Technology Vendor instructing how to deposit their materials into escrow.
- 4 Once materials are received, NSE will issue a receipt to the Technology Vendor pursuant to the terms of the Agreement.
- 5 To enroll a Beneficiary, the Technology Vendor and Beneficiary will complete NSE's Form 2.2 titled, "Additional Beneficiary" Registration and submit to NSE.
- 6 Upon receipt of Form 2.2, NSE will send notice to the Beneficiary confirming that their enrollment is complete.



MULTI- VENDOR ARRANGEMENT



(1) Licensee

&



(1) or more
Technology Vendors

The steps required to establish
your **MULTI-VENDOR**
Escrow Agreement follow:

- 1 Provide NSE with:
 - the corporate names
 - physical addresses
 - contact email addresses for the Beneficiary
- 2 NSE will prepare the Agreement for signature.
- 3 To enroll a Technology Vendor, the Beneficiary and Technology Vendor will complete NSE's Form 2.2 titled, "Additional Technology Vendor" Registration and submit to NSE.
- 4 Upon receipt, NSE will send documentation to the Technology Vendor instructing how to deposit their materials into escrow.
- 5 Once materials are received, NSE will issue a receipt to the Beneficiary and Technology Vendor pursuant to the terms of the Agreement.



Storage Of Escrow Materials

With over 35 years of experience, your intellectual property will be **safe and secure**. Escrow materials will be **stored, maintained, secured and preserved** in either Physical or Electronic Format, via Physical or Electronic Delivery.



Physical Delivery

...means deposit by any non-electronic delivery manner such as, courier, courier service, postal service, mail service, hand-delivery, or any physical delivery in which data stored on tangible medium exchanges possession from one entity to another entity.

Escrow Materials deposited in **Physical Format** will be stored, maintained, secured and preserved in a 16,400 foot "firelock" vault that features:



Certified Halon **fire suppression system**



Computer-controlled humidity and temperature levels



Vault and building monitored by **24-hour surveillance and security system**



Key punch **access restricting entry**



Air filtration system



Electronic Delivery

...means deposit by electronic transfer such as electronic mail (email), File Transfer Protocol (FTP), or any other electronic transfer that communicates data from one storage location to another storage location.

Escrow Materials deposited in **Electronic Format** will be stored, maintained, secured and preserved having the following:



File Encryption using applicable and appropriate standards. Encryption for storage is applied after files are uploaded



Data storage over several **large-scale data centers** throughout the world



Protection against network security issues, e.g., Distribute Denial of Service (DDoS) attacks, Man in the Middle (IMITM) attacks, and packet sniffing



Redundant backups for data over multiple locations

We offer a secure file upload service for clients' electronic material storage. Our website is secure and protected using a **verified Secure Socket Layer (SSL)**.

To learn more, contact us toll free at

(877) 628-7638 or email info@nationalsoftwareescrow.com

www.nationalsoftwareescrow.com



Features & Benefits



- 35+ years' experience protecting intellectual property
- A trusted partner providing source code protection to over 2,000 clients
- Multiple Escrow Arrangements offered:
 - Single Beneficiary - (1 Software Vendor / 1 Licensee aka ("Beneficiary"))
 - Multi-Beneficiary - (1 Software Vendor / multiple Licensees aka ("Beneficiaries"))
 - Multi-Vendor - (1 Beneficiary / multiple Software Vendors)
- Escrow Agreements designed to leverage today's technology to support the way you work
- Escrow Agreements that are customizable permitting you to:
 - Define the events that constitute an Event of Default
 - Define specifics that make up the Escrow Materials
 - Define the frequency of escrow deposits
 - Verify the authenticity of the Escrow Materials
- Escrow materials will be stored, maintained and preserved in your choice of a secure location either offline (physical format) or in a secured cloud environment (electronic format).
- The issuance of prompt hard-copy and electronic notices to the Parties confirming receipt of an Escrow Deposit
- Professionals who have been servicing clients since 1986
- If pre-agreed release conditions are met, we initiate the process of transferring the source code held in escrow to the Beneficiary

You Will Not Experience The Following:



- A 'Set-Up Fee' if the default terms and conditions in NSE's Agreement are used
- A Media Storage Fee
- A Limit as to the number of updates that can be deposited into Escrow



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Why NSE?

Whether you are a Software Vendor with an idea to sell and protect or a Licensee with an investment to secure, National Software Escrow, Inc. has in place the facility and legal structure to provide a secure, cost-effective escrow arrangement which ensures the protection and peace-of-mind both parties require.



Protection

Protect your software investment by utilizing an independent escrow service provider, such as NSE, to secure your software source code off site. Have peace of mind that your licensed software is protected against unforeseen circumstances.



Value

No other company can offer completely customizable software escrow services at a better value than NSE. Various types of escrow arrangements are available to meet your needs.



Experience

The professionals at NSE have been servicing clients since 1986. With more than 35 years of experience, we are your trusted partner for software source code protection.

To learn more about our Services, please call us toll free at **(877) 628-7638** or visit us at **www.nationalsoftwareescrow.com**.

We look forward to serving your Software Escrow needs.

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