

Term Sheet
Curated Source License
RedLine13 Load Testing Software

Subject	Provision
1. Parties	(i) RedLine13, LLC ("RedLine") (ii) _____ ("Buyer")
2. Structure	RedLine will grant to BUYER a perpetual license to use its LOAD TESTING Software ("Software") as well as provide access to the curated source code for modification. BUYER will chose either an Internal License for their organization or an External license which allows resale.
3. Purchase Price for the License	The purchase price for the Software license for internal use is \$10,000. The purchase price for the Software license for internal and external use or resale is \$25,000. Prices will increase in 2014.
4. Support and Maintenance Fee	Support and Maintenance for internal use is a fee of \$5,000 per year. Support and Maintenance for internal use and external use or resale is a fee of \$10,000 per year. This price will change in future years, but may be purchased up front to lock in a price for any number of years.
5. Curated Source Code	RedLine will make available to BUYER all source code owned by RedLine for the Software, including the right to install and use the source code to provide the load testing services as set forth in the section entitled License below. As long as BUYER pays the Support & Maintenance fee, the updates to the source code will be available for BUYER. Source Code is held in GitHub and BUYER will be able to fork the code. The Source Code may not be shared externally by the BUYER and there are not redistribution rights to the source code. BUYER may contribute source code back to RedLine, but it is the right of

	RedLine to accept code contributions.
6.a. Internal Use License	<p>RedLine will grant to BUYER a non-exclusive, non-transferable, perpetual license to use the source code and object code and documentation to the BUYER for Internal use.</p> <p>BUYER may use the Software as-is, or may modify and enhance the Software.</p>
6.b. External Use License	<p>RedLine will grant to BUYER a non-exclusive, non-transferable, perpetual license to use the source code and object code and documentation to the BUYER for External applications and resale.</p> <p>BUYER agrees to add significant value to the RedLine software when packaging it for resale by customizing it for a specific deployment target, and/or adding significant features. BUYER will provide an explanation of the target deployment to RedLine for approval.</p> <p>BUYER will include a notice that the service includes RedLine technology with a pointer to the RedLine website.</p>
7. Support	<p>During the Support and Maintenance term, RedLine will support the then up to date, unmodified Software for the fees set forth in the Section entitled Support and Maintenance Fee above.</p> <p>RedLine shall provide up to 8 hours of support per year. Additional support is at a cost of \$500/hour. Support only during regular business hours and on a best efforts basis only.</p>

By:

Name:

Title:

Company:

Address:

Date:

By:

Name:

Title:

Company:

Address:

Date:

Bob Bickel

Co-Owner

RedLine13, LLC

407 Chester Avenue

Moorestown, NJ 08057
