

Letter of Intent

provided by

hereinafter referred to as “Applicant”

to

the Open Source Automation Development Lab (OSADL) eG,
hereinafter referred to as “OSADL”

Preamble

1. **Whereas**, OSADL acts, among others, as a “purchase community” to develop Open Source software for the machine and automation industry and for embedded systems. OSADL is organized as a cooperative according to European Cooperative Law. The membership fees of the regular OSADL members are used to delegate the development of Open Source software the majority of OSADL members is requesting or agreeing to. Such projects are called “OSADL community projects”.
2. **Whereas**, membership in the OSADL grants, among others, the right to propose and to participate at OSADL community projects. To become an OSADL member, a one-time purchase of a share is mandatory. The price of a share amounts to 1,000.00 euros. Members who bought one, two or three shares are called Bronze, Silver or Gold members, respectively. The membership unconditionally implies the payment of an annual membership fee amounting to 8,000.00 euros per share. If the membership starts within a year, the fee amounts to one twelfth of the annual membership fee per remaining month. The membership is canceled at the end of a year, if OSADL receives the cancellation notice prior to September 30 of the year. The share is then reimbursed at December 31 of the same year. The OSADL by-laws, and the membership application forms are provided as attachment to this Letter of Intent.

3. **Whereas**, OSADL member DENX Software Engineering has successfully launched an OSADL community project to provide Linux mainline support of the Freescale MPC 512x processor. Details of this project are provided as attachment to this Letter of Intent. The estimated development costs of this project amount to 49,500.00 euros; OSADL confirmed funding from OSADL membership fees in the amount of 17,500.00 euros. The remaining 32,000.00 euros which is equivalent to 48 OSADL membership months is expected to be funded using the membership fees of newly acquired OSADL members. If the required number of new OSADL members cannot be obtained, the voting of OSADL members in favor of this projects is void. A possible scenario, for example, could be:
- 1 existing OSADL Bronze member upgrades to Silver in March 2009 (10)
 - 1 new OSADL Bronze member in March 2009 (10)
 - 1 new OSADL Silver member in March 2009 (20)
 - 1 new OSADL Bronze member in April 2009 (9)
- This would result in a total of 49 OSADL membership months which would be sufficient to finally launch the project.

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Now therefore,

1. the Applicant confirms to submit a valid Membership Application Form to OSADL within 14 days after being informed in written form by the OSADL Directors that the required 48 OSADL membership months have been acquired successfully – either as a valid additional regular membership, as an upgrade of an existing OSADL member, or as a valid Letter of Intent.
2. The Applicant is bound to this Letter of Intent, if the required 48 OSADL membership months will be acquired successfully prior to July 30, 2009. This Letter of Intent becomes void thereafter.
3. The representatives of the Applicant who have signed this Letter of Intent will also sign the Membership Application Form, if the conditions are fulfilled, and have sufficient rights within the Applicant's company to do so.

Signature(s) of the Applicant

Company Name:

Place:

Date:

Name:

Signature:

Name:

Signature: