

1. Introduction

This action plan is the result of deliberations with XXX GmbH (. . .), YYY KG (. . .) and First German Escrow (FGE) in April 2009. Object of this consultation was to explain the forthcoming verification of the XYZ software and to determine the content of this verification.

Persons involved:

Mr. M. Mueller	-	YYY
Mr. J. Maier	-	XXX
Mr. N. Ritz	-	FGE

2. Object of a full verification

Object of this escrow verification is to examine to fullest extent possible, given the assigned number of hours, that YYY can continue maintenance, correction, modification and/or extension of software should XXX no longer be in a position to provide these services.

3. Procedure

This full verification will be executed in accordance with following procedure:

- 1) Consultation by FGE.
- 2) Action plan is written by FGE. Verification may start after approval action plan by involved parties.
- 3) XXX provides FGE with following material:
 - Source code
 - Technical documentation
 - User documentation
 - Completed "Honor Declaration"
 - Compilation instructions and instructions on how to create the InstallShield setup files.
- 4) FGE makes an inventory of deposited material. All precompiled and non-essential files are removed before the compilation takes place to ensure only accessible source code files are used during the creation of the XYZ software.
- 5) FGE and XXX create the XYZ InstallShield setup files on location XXX:
 - Operating system is installed on a clean system
 - Development environment is installed
 - Source code is placed on the system
 - Parameters are set
 - Source code is compiled
 - InstallShield setup files are made.
- 6) YYY tests XYZ setup files.
- 7) FGE creates interim verification report.
- 8) XXX approves this verification report.
- 9) All involved parties receive final verification report.
- 10) Update procedure is initiated (source code has to be deposited on a frequent basis).

4. Notes

- 1) Compilation instructions as mentioned earlier do not have to be extremely detailed. A brief description of the required actions is sufficient.
- 2) Only "clean" source code should be deposited. Objects, executables, etc. should not be part of source code material.
- 3) Only third party software supplied on original installation media or downloaded from an official website will be used during the verification. This material should be present on the day the verification takes place.
- 4) A developer of XXX and the FGE consultant will perform compilation and the build of the InstallShield setups.

5. Tasks and responsibilities

- 1) FGE will be responsible for:
 - Verification, reporting and coordination
 - Hardware (notebook) necessary for this verification
 - Installation of operating system on hardware
 - Installation of the development environment on system (Microsoft Visual Studio 6 SP6).
- 2) XXX will be responsible for:
 - Approval action plan
 - Source code
 - Technical documentation
 - User documentation
 - Completed Honor Declaration
 - Compilation instructions and instructions on how to create the InstallShield setup files
 - Third party software required for compilation as well as creation of InstallShield setup files
 - A developer who will be available on the day the compilation takes place.
- 3) YYY will be responsible for:
 - Approval action plan
 - An expert able to test created InstallShield setup files
 - A rudimentary plan for testing InstallShield setup files.

6. Timetable

This timetable describes a complete execution of the verification process. Should any significant problems arise, the timetable could be adjusted after due consultation with involved parties.

Item	Description
1.	Parties approve the final action plan within 2 weeks after receipt.
2.	XXX provides FGE with material (source code, documentation, Honor Declaration & instructions) at least two weeks before the compilation takes place.
3.	FGE makes an inventory of the deposit and reports XXX on the results one week before compilation takes place.
4.	Creation of InstallShield setups on location XXX starts on a yet to be determined date.
5.	YYY tests created InstallShield setup files within 3 weeks after receipt and informs both XXX and FGE on results of the test.
6.	FGE completes its part of the full verification within two weeks after verification on location XXX and creates an interim verification report.
7.	XXX receives interim verification report
8.	XXX approves or disapproves verification report within two weeks.
9.	Parties receive final verification report.
10.	Update procedure is initiated (once a year FGE will contact YYY to enquire whether new material should be deposited and how this material should be verified).

7. Terms of payment

An estimate of costs for this escrow verification is:

Action	Hours
Consultation and action plan	3
Preparation hard-/software environment	3
Deposit inventory	2
Creation of InstallShield setups on location XXX, preparation	4
Creation of InstallShield setups on location - travel	2
Test of results by YYY	
Verification report	4
Various (handling & quality control)	4
Total	24

- Should expenses exceed estimate by more than 15%, FGE will contact involved parties to discuss on how to proceed.
- Other costs (hotel, flight etc.) at effective rates.