**Iron Mountain Logo**

**Technology Escrow Program for Customer**

(Customer Internal Use Only)

Customer has maintains a Master Three Party Escrow Agreement with Iron Mountain Intellectual Property Management (IPM) for the benefit and protection of Customer’s Intellectual Property as well as to satisfy Customer’s contractual requirements with its customers. The below instructions should be used any time Customer is implementing new project requiring the escrow storage of our Intellectual Property. Terms, conditions and fees are reflected in the embedded PDF (master escrow agreement) and MS Word (Exhibits to add new deposit account and enroll beneficiary) files. Any required changes to the agreement should be made to the exhibits provided in MS Word document as Customer on-boards new customers.



***If you have a new escrow requirement to fulfill, please contact IPM immediately!***

**SalesRep Name:** [**sales.repname@ironmountain.com**](mailto:sales.repname@ironmountain.com) **+1 (617) 535-0000**

**Repeatable Process for Executing a New Escrow Agreement:**

1. **During the Contracting stage**: Provide escrow documents (embedded above) and contact IPM. IPM will provide the necessary guidance to complete the process. Rules of engagement to prospective vendors during the RFI stage should indicate that as a condition of doing business with Customer, vendor will execute Customer’s escrow and pay for escrow and verification testing associated with this escrow. As such, vendor should be expected to build this cost into their proposal. If this is SaaS, considerations to data back up, failover hosting & contingency planning should be discussed. Please contact your Iron Mountain Escrow Advisor for guidance.
2. Upon receipt of the escrow documents, the prospective vendors should complete and return the Exh. Q – Deposit Questionnaire (embedded in the MS Word doc above). Exh Q should then be forwarded to Iron Mountain. Iron Mountain will prepare a Statement of Work (SOW) containing the fees for Verification Testing, which should be provided back to the prospective vendors to include (along with the escrow fees) in their proposal cost & annual maintenance fees. Verification testing should be conducted once annually (or with every major version release).
3. **Post Vendor Selection stage**: Once the proposals are received (including escrow & verification fees) and a vendor has been selected, the escrow agreement should be filled out, executed and returned to Customer for execution (along with the underlying service agreement) before forwarding on to Iron Mountain for processing.
4. If there are any negotiated changes to the terms & conditions of the Customer Escrow Agreement, the changes should be in red-line form. Any changes must be reviewed and approved by both Customer and Iron Mountain before the agreement is executed by the parties.

Once the changes have been approved by Iron Mountain and Customer, a final stamped PDF copy will be forwarded to the parties by Iron Mountain. This same process applies to Verification SOW’s also. Ideally, the escrow documents should be executed at the same time as the underlying service agreement.

1. Email scanned copy of executed escrow agreement & SOW to your Iron Mountain contact. Iron Mountain will execute, process and return a fully executed copy of the escrow & SOW to the parties along with a welcome letter informing the parties that the agreement has been marked in force. Iron Mountain will also initiate Verification testing on the deposit in accordance with the SOW.
2. **Before you pay a single invoice**: Iron Mountain will also invoice the Depositor (paying party) for the contracted services. Once the escrow & verification fees have been paid and the verification tests results in a complete and usable deposit, then Customer shall approve and pay the vendor’s invoice for the technology.

For questions regarding existing escrow accounts, client services or billing please contact IPM Client Services:

Email: ipmclientservices@ironmountain.com Phone: 770-239-9200 Fax: 770-239-9201

***This information is confidential to Iron Mountain and shall not be disclosed to anyone outside of Customer.***