



## Software Content Assignment Agreement

### **LONG FORM**

- IDENTIFICATION OF THE PARTIES
- PREAMBLE
- OBJECT
  - Assignment of Intellectual Property Rights
  - Moral Rights Waiver
  - Relevant Elements
  - Nature of the Rights Conferred
  - Exercise of the Rights Conferred
  - Duration of the Rights Conferred
  - Geographical Scope of the Rights Conferred
- CONSIDERATION
  - Price
  - Terms and Conditions of Payment
- SPECIFIC PROVISIONS
  - Representatives of the Parties
  - Electronic Communications
  - Obligations of the Contributor
  - Obligations of the Developer
  - Intellectual Property
    - Definitions
    - Respect of Third Party Intellectual Property (By the Contributor)
    - Employees, Suppliers, Associates and Subcontractors of the Contributor
    - Specific Undertakings of the Contributor
    - Contributor's Residual Rights
    - Protection of Intellectual Property Rights Vested in the Developer
  - Confidentiality and Non-Disclosure Undertaking
  - Undertaking Not to Compete
  - Reciprocal Undertaking Not to Solicit Personnel
  - Useful Information
  - Representations and Warranties of the Contributor
  - Limitation of Warranty
  - Limitation of Liability
  - Security Deposit
  - Interests
  - Change of Tax Rates or New Taxes
  - Collection Costs
  - No Intermediary
  - Professional Fees Relating to this Agreement



- GENERAL PROVISIONS
  - "Force majeure"
  - Severability
  - Notices
  - Headings
  - Schedules
  - No Waiver
  - Cumulative Rights
  - Entire Agreement
  - Amendments
  - Number and Gender
  - No Right to Transfer
  - Calculating Time Periods
  - Currency
  - Governing Law
  - Election of Domicile
  - Counterparts
  - Successors
  - Joint and Several Liability
  - Elapsed Time
  - Language
- EFFECTIVE DATE
- ACKNOWLEDGEMENT BY THE PARTIES
- SIGNATURES OF THE PARTIES
- SCHEDULE: SPECIFICATIONS

### ***SHORT FORM***

- IDENTIFICATION OF THE PARTIES
- OBJECT
- CONSIDERATION
- SPECIFIC PROVISIONS
  - Representations and Warranties of the Contributor
  - Respect of Third Party Intellectual Property (By the Contributor)
  - Specific Undertakings of the Contributor
- SIGNATURES OF THE PARTIES
- SCHEDULE: SPECIFICATIONS