

## Multimedia Product Assignment Agreement

- 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 Developer
  - Obligations of the Assignee
  - Intellectual Property
    - Definitions
    - Respect of Third Party Intellectual Property (By the Developer)
    - Employees, Suppliers, Associates and Subcontractors of the Developer
    - Assignment of the Developer's Rights in and to the Trademarks
    - Assignment of the Developer's Rights in and to the Goodwill (Clientele)
    - Specific Undertakings of the Developer
    - Developer's Residual Rights
    - Protection of Intellectual Property Rights Vested in the Assignee
  - Confidentiality and Non-Disclosure Undertaking
  - Undertaking Not to Compete
  - Reciprocal Undertaking Not to Solicit Personnel
  - Useful Information
  - Representations and Warranties of the Developer
  - Training Provided by the Developer
  - Technical Support Provided by the Developer
  - Security Defects, Operating Defects and Latent Defects
  - Limitation of Warranty
  - Limitation of Liability
  - Personal Information Disclosed by the Developer's Clients
  - Developer's Books, Records and Vouchers
  - Assumption of Technical Support Agreements and



- Warranty Obligations
- 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