

Web Site 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
 - 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