



# Written Agreements

## For More Information

### Good websites:

[www.uiausa.org](http://www.uiausa.org)  
[www.inventorsdigest.com](http://www.inventorsdigest.com)

### Good book:

(We do not endorse any material  
for written agreements)

## I. WRITTEN AGREEMENTS INCLUDE

Confidentiality Agreement	Internet Content Assignment Agreement
Non-Disclosure Agreement	Employment Agreement
Contractor Agreements	License Agreement
Sales Agreement	Assignment
Multimedia Licensing Agreement	Software Consulting Agreement
Software License Agreement	Open Source Agreement and Disclosures
Network License / Maintenance Agreement	Software Development Agreement
Software Beta Test Agreement	Web Site Development Agreement
Web Site Hosting Agreement	Clickwrap Agreements
Privacy policy	Employee Email/Web Usage Policy
Software Maintenance Agreement	Software Escrow Agreement
Software Distribution Agreement	Marketing Representative Agreement
Linking Agreement	Co-Branding Agreement
Internet Advertising Agreement	Shrinkwrap License Agreement

... and many, many more ...

## II. AGREEMENTS AIM AT WHAT THE COMMON LAW MISSES

Agreements are enforceable at law as contracts. As a contract, an agreement can say almost anything as long as it reflects the agreement of the parties and is properly entered.

Regarding intellectual property, agreements are used to preserve and capture rights to derivations of your inventions and/or creations, and to keep others from asserting various claims and defenses that are contrary to your ownership rights. Agreements can create duties for the other party (such as the duty to promote), or excuse you from disadvantageous warranties granted at common law.

## III. REQUIREMENTS FOR A WRITTEN AGREEMENT

Meeting of the Minds: the Agreement must reflect the common understanding of the parties.  
Best practice: both parties sign contemporaneously.

## IV. GOOD FAITH

"Fooling" someone into an Agreement means that the Agreement may be invalid or unenforceable.  
Example: Persons A and B are negotiating an Assignment, and agreed on a draft. Person A hands Person B one Assignment to review, but slips Person B a different Assignment (which has different terms) to sign.

## V. PROCESS

Written Agreements are typically prepared in stages. Most Agreements start with a "terms sheet" that outlines the basic understanding of the parties on key points (price, time, key duties, quality, quantity, who performs, etc.). Then, these terms are written into an agreement form, which has additional standard provisions. After a little more negotiation (preferably not by the attorney, but by the client with the advice of the attorney) and drafting, the agreement's done.

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