

Checklist - Software License Agreement Provisions

- Parties and Definitions
- Parties to the Agreement
- Background
- Definitions
- License Grant
- Programs and Materials
- Program Use
- Assignment of Use
- Licensed Materials
- Program Support Services
- Services
- Training
- Maintenance
- Enhancements
- Data Conversion
- Consultation
- Term of Agreement
- Termination Rights
- Remuneration
- Payment
- Applicable Taxes
- Additional Charges
- Discounts
- Delivery
- Installation
- Program Testing
- Client Support
- Warranty of Performance
- Disclaimer of Implied Warranties
- Correction of Errors under the Warranty
- Oral Representations
- Property Rights
- Warranty of Right to Grant License

- Warranty of Originality
- Copyright/Patent Indemnity
- Copyright Notice
- Acknowledgement of No Program Rights
- Acknowledgement of No Enhancement Rights
- Proprietary and Trade Secret Information
- Security of Licensed Program and Materials
- Confidentiality
- Copies of Licensed Program and Materials
- Liability and Default
- Indemnification by Client
- Attorney's Fees
- Bankruptcy
- General Provisions
- Escape Clauses
- Governing Law
- Arbitration
- Entire Agreement/Amendments
- Construction
- Service of Notice
- Signatures