

SERVICE AGREEMENT

THIS SERVICE AGREEMENT (the "Agreement") is entered into this _____ day of __, 20 (the "Effective Date"), by and between _____ (the "Client"), and _____, a _____ corporation (the "Service Provider").

1. SERVICES

1.1 The Service Provider shall provide the following services (the "Services"):

1.2 The Service Provider agrees to provide the Services in a professional and diligent manner and in compliance with all applicable laws and regulations.

2. TERM

This Agreement shall commence as of the Effective Date and continue until _____, unless earlier terminated as provided herein.

3. PAYMENT

3.1 In consideration of the Services, the Client agrees to pay the Service Provider the fee set out in Schedule A attached hereto.

3.2 Unless otherwise stated, all amounts payable under this Agreement are exclusive of all sales, use, value-added, withholding, and other taxes and duties. The Client will pay such taxes and duties.

4. CONFIDENTIALITY

4.1 The Service Provider agrees to keep confidential all non-public information that the Client designates as being confidential, or which, under the circumstances of its disclosure, ought to be treated as confidential.

4.2 The Service Provider will protect such information with the same degree of care it uses to protect its own confidential information.

5. INTELLECTUAL PROPERTY

5.1 Unless otherwise agreed in writing, all intellectual property rights in any work product resulting from the Services will be the exclusive property of the Client.

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SJ Ball



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