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WEB SITE DEVELOPMENT AGREEMENT (the "Agreement")

THIS AGREEMENT is made this <<CurrentDay>> day of
<<CurrentMonth>>, <<CurrentYear>>,

Between

"<<Company>>"

(hereinafter referred to as the "Developers")

and

"<<CustCompany>>"

(hereinafter referred to as the "Customer").

Recitals

WHEREAS, the Developers have experience and expertise in the development of web sites;

AND WHEREAS, the Customer agrees to have the Developers develop a web site for it;

AND WHEREAS, the Developers agrees to develop the Customer's web site on the terms and conditions set forth herein (the "Web Site").

NOW THEREFORE, in consideration of the mutual promises and covenants hereinafter set out the parties agree as follows:

1. Preamble.

The preamble is deemed to be an integral part of this Agreement.

Customer Initials _____ Developers Initials _____

2. Interpretation.

2.1 Definitions.

As used herein, the following terms shall have the following meanings;

- a) *"Customer"* shall mean "<<CustCompany>>"
- b) *"Developers"* shall mean "<<Company>>"
- c) *"Material"* shall mean all of the Developers' and third parties' material described in Schedule C.
- d) *"Specifications"* shall mean for the purpose of each separate contract the specifications as set out and agreed to by the parties, and any amendments thereto, as attached hereto as Schedule B.
- e) *"Web Site"* shall mean the web site developed according to the Specifications.
- f) *"Web Site Milestone"* shall mean a milestone in the development of the Web Site as set out in the Specifications and Payment Terms.

2.2 Schedules.

The following are the Schedules attached hereto and are incorporated by reference into this agreement:

Schedule A - Payment Terms and other conditions for the development of the Web Site.

Schedule B - Specifications that are applicable to the Web Site.

Schedule C - List of material owned by Developer and third parties.

Schedule D - Addresses specified for the parties to this Agreement.

2.3 Invalidity of Provisions.

Customer Initials _____ Developers Initials _____

Save and except for any provisions or covenants contained herein which are fundamental to the subject matter of this Agreement (including, without limitation, those that relate to the payment of monies), the invalidity or unenforceability of any provision or covenant hereof or herein contained shall not affect the validity or enforceability of any other provision or covenant hereof or herein contained and any invalid provision or covenant will be deemed to be severable.

2.4 Headings.

The insertion of headings is made solely for convenience and reference and is not intended to affect the construction or interpretation of this Agreement nor are the headings intended to be full or accurate descriptions of the contents hereof.

2.5 Dollars.

All amounts referenced herein shall mean currency of Canada.

3. Term.

Except for the obligations of the parties that shall survive completion of the development work of the Web Site by the Developers, unless terminated earlier in accordance with the termination and default provisions in the Agreement, the term of this Agreement shall be for the duration of the works to be completed as referenced herein and the Web Site is delivered to the Customer for its use. Agreement changes must be approved by both parties in writing and will be considered addendums to the Agreement. The Agreement shall be deemed terminated when an Acceptance form is signed by both parties.

4. Object.

Subject to the terms and conditions herein contained, the Customer appoints the Developers to develop the Web Site.

5. Compensation - Contract Price.

5.1 Upon the execution of this Agreement the Customer agrees that it shall pay to the Developers the agreed upon sum of <<Insert Total

Customer Initials _____ Developers Initials _____

Payment Amount>> in cash, bank draft, certified funds, or credit card payment, as applicable, which is agreed and understood to be non-refundable in the event of termination or cancellation of this Agreement, consideration referred to in this section is for the Developers' initial development, proposal and other preparatory works which is agreed to by the parties as necessary to this Agreement, of which said amount upon completion of the Web Site, shall represent a partial payment towards the total contract amount.

- 5.2** Upon the Developers completing each Web Site Milestone, the Customer shall pay to the Developers such amount representing a percentage of the total contract price, as specified in Schedule A, and thereafter in the same percentage at each Milestone as set out in the Schedule A to this Agreement.
- 5.3** In the event that the Customer fails to make any of the scheduled Web Site Milestone payments by the deadlines set forth in Schedule A, the Developers reserve the sole and exclusive right, but are not obligated, to retain all monies paid to date without refund, and all Materials related to the development of the Web Site, notwithstanding the Web Site has not been completed and to pursue any and all legal and other remedies at its disposal, including, but not limited to the following:
- a) to terminate the Agreement and retain all monies paid to date,
 - b) to pull, disable, disassemble, block, or otherwise make unusable the Web Site and associated links, without notice to the Customer and to retain full and complete ownership thereof,
 - c) to transfer the Web Site contents to another Customer for valuable consideration,
 - d) to commence legal action for damages and/or injunctive relief, and all legal costs, on a solicitor and customer basis, and
 - e) to charge the Customer interest at a rate of 2% per month or 26.8% per year on amounts outstanding.

6. Terms and Conditions.

Customer Initials _____ Developers Initials _____

6.1 Development of Web Site.

The Developers agree to develop the Web Site according to the terms listed in Schedule A, attached hereto.

6.2 Specifications.

The Developers agree to develop the Web Site pursuant to the specifications set forth in Schedule B attached hereto (the "Specifications").

6.3 Delivery of Web Site.

The Developers will use commercially reasonable efforts and reasonable diligence in the development of the Web Site and endeavor to deliver to the Customer a Web Site in accordance with the Specifications by <<DeliveryDate>>. Notwithstanding the aforesaid delivery date, the Customer acknowledges and agrees, that this delivery deadline, and the corresponding progress payments thereto as listed in Schedule A, are estimates, and are not "time of the essence" required delivery dates. Where commercially reasonable, the Customer and the Developers will revise delivery schedules, acknowledged by the parties in writing.

6.4 Proprietary Ownership Rights.

Except for any exclusive rights, titles, interests into any and all trademarks, logos, intellectual properties and Confidential Information which the Customer may have at any time adopted, used, registered or

DEMO CONTRACT

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Customer Initials _____ Developers Initials _____

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Customer Initials _____ Developers Initials _____

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