

Intellectual Property

3.1 *Background IP.* Each Party shall retain all rights and title to, and interest in its own Background IP. Nothing in these terms shall affect ownership of any Background IP. No license to use any Background IP is granted or implied by these terms except the rights expressly granted.

3.2 *Foreground IP.* All rights and title to, and any interest in, any Foreground IP created in the WCQ Design Challenge project shall remain vested with Waterford County and City Council (WCC). To the extent that any Foreground IP created in WCQ Design Challenge project is capable of prospective assignment, all other Parties now assign that Foreground IP to WCC; and to the extent that any Foreground IP created in WCQ Design Challenge project cannot be prospectively assigned, shall assign such Foreground IP as and when that Foreground IP is created, at the request of WCC from time to time. At the request and expense of WCC, the other Parties shall execute such documents as may be necessary to transfer title to WCC.

3.3 *Utilisation rights.* Notwithstanding the provisions of Clause 1.2 all Parties shall have a non-exclusive, irrevocable, perpetual, royalty free right to utilise the Foreground IP.