

H.12 Intellectual Property

a. In each task order proposal, USC ICT shall provide the Government with an option to acquire perpetual Government Purpose Rights (GPR) in any non-commercial computer software and technical data developed with mixed funding and non-commercial computer software and technical data developed solely at private expense. It is understood that a price may be associated with the acquisition of GPR in material developed wholly or in substantial part at private expense. Under DFARS 252.227-7014(b)(4), that parties have specifically negotiated license rights for non-commercial computer software and technical data developed with mixed funding. The Government will have Government Purpose Rights (GPR) in perpetuity, rather than unlimited rights.

b. Noncommercial software (including audio and visual content incorporated in a software-controlled system, including but not limited to an interactive or immersion system) and technical data developed under a given USC ICT task order pursuant to this contract will be delivered to the Government with perpetual GPR in accordance with DFARS 252.227-7014. The primary deliverable(s) for all non-commercial software under a given USC ICT project shall be executable code, however, source code shall also be provided when requested by the government. Any commercial software products anticipated to be used in the development of a given USC ICT project shall be identified, to the extent possible, in the appendix of the proposal. A final list of required commercial software shall be provided as part of the software documentation pursuant to the project deliverables. Commercial software will be provided subject to the vendor's standard commercial license in accordance with DFARS 227.7202-3.

c. For purposes of the SOW, GPR is defined in DFARS 252.227-7014, Rights in Noncommercial Computer Software and Noncommercial Computer Software Documentation, and DFARS 252.227-7013, Rights in Technical Data - Noncommercial Items. GPR permits the Government to use and release the non-commercial computer software and technical data for any purpose of the Government, which does not include commercial use. A Government purpose may be any noncommercial undertaking in which the Government is a party. Before the non-commercial computer software and technical data may be released to a third-party for Government purposes, the Government will ensure that the third-party is made subject to use and non-disclosure restrictions. Those restrictions are accomplished either by the application of DFARS 252.227-7025, or agreement under DFARS 227.7013-7. GPR does not permit the Government to use the software/data for commercial purposes, nor does it permit the Government to authorize others to use the software for commercial purposes.

d. In each task order proposal, USC ICT will comply with DFARS 252.227-7017, Identification and Assertion of Use, Release or Disclosure Restrictions.

e Except as otherwise agreed in a task order, new sound and visual recordings produced under this agreement (other than those incorporated in a software-controlled system) shall be treated as Special Works in accordance with DFARS 252.227-7020. On request, the government will grant to contractor a perpetual, royalty-free, worldwide license with

right of sublicense to reproduce and display any portion of such material, and to incorporate it in other works, unless such material includes content subject to the Arms Export Control Act or the Government determines that other uses of the material would pose a risk to national security. Such a request may be made in a task order proposal, in which case the license will be incorporated in the resulting task order, or at any time during or after performance of a task order.

f. Except as otherwise agreed in a task order, if a deliverable incorporates copyrightable content owned by a third party, that deliverable will be licensed for government use in the medium and for the purpose for which it was created, and may be subject to restrictions on other uses imposed by the copyright owner. (For example, movie film footage licensed for use in a training film could not be incorporated in a recruitment advertisement and broadcast on television without further authorization from the copyright holder.) Contractor will notify the contracting officer of any such restrictions prior to incorporating such material in a deliverable.

Category	Created	Governing Provision	Govt's Rights	USC's Rights	Rights requested
Patentable Inventions (first conceived or reduced to practice in performance of the agreement)	Solely by USC Employees pursuant to the UARC Agreement (possibly with other federal funding)	Patent Rights	Unlimited use by or for govt	Title and exclusive right to commercialize	Exclusive right to commercialize
Patentable Inventions (first conceived or reduced to practice in performance of the agreement)	Solely by USC Employees pursuant to both the UARC Agreement and non-federal funding	Patent Rights	Unlimited use by or for govt	Title and exclusive right to commercialize	Exclusive right to commercialize
Patentable Inventions (first conceived or reduced to practice in performance of the agreement)	Jointly by USC and Government Employees pursuant to federal funding	Patent Rights	Unlimited use by or for govt	Joint title and nonexclusive right to commercialize? In theory the other joint inventor could exploit the invention	Exclusive right to commercialize
Software (protected by copyright)	Solely by USC Employees pursuant to the UARC Agreement (possibly with other federal funding)	Rights in Noncommercial Computer Software	Unlimited	Nonexclusive right to commercialize	Exclusive right to commercialize (GPR)
Software (protected by copyright)	Solely by USC Employees pursuant to both the UARC Agreement and non-federal funding; non-federal portions not segregable	Rights in Noncommercial Computer Software	GPR	Nonexclusive right to commercialize	Exclusive right to commercialize (GPR)
Software (protected by copyright)	Segregable modules developed solely by USC Employees with non-federal funding (although they may be included in Army deliverables)	Rights in Noncommercial Computer Software	Restricted rights	Exclusive right to commercialize and to license to govt	Exclusive right to commercialize and to license to govt
Software (protected by copyright)	Jointly by USC and Government Employees pursuant to federal funding	Rights in Noncommercial Computer Software	Unlimited	Nonexclusive right to commercialize	Exclusive right to commercialize (GPR)
Digital audiovisual content (protected by copyright)	Solely by USC Employees pursuant to the UARC Agreement (possibly with other federal funding)	Special Works Clause	Title, includes unlimited rights	None	Exclusive right to commercialize through a license back
Digital audiovisual content (protected by copyright)	Solely by USC Employees pursuant to both the UARC Agreement and non-federal funding	Special Works Clause	Title, includes unlimited rights	None	Exclusive right to commercialize through a license back
Digital audiovisual content (protected by copyright)	Jointly by USC and Government Employees pursuant to federal funding	Special Works Clause	Title, includes unlimited rights	None	Exclusive right to commercialize through a license back