

# ALEXANDER STREET PRESS CUSTOMER LICENSE AGREEMENT

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**2. THE PRODUCT(S):** The "Product(s)" are any items listed in Appendix B for which the Customer has been invoiced, and any other future items created and copyrighted by ASP for which the Customer is invoiced after the date of this Agreement, with the exception of any audio and/or video Product(s) requiring a separate Agreement; ASP is responsible for sending such separate Agreement to the Customer.

**3. USER LICENSE:** This Agreement constitutes a non-exclusive, non-transferable license to use the Product(s). The Product(s) include(s) the data and any accompanying search and retrieval software.

**4. AUTHORIZED USE:** Subject to the restrictions contained in Article 5 below, the Customer is hereby granted a non-exclusive license to use the Product(s) in a way that is consistent with U.S. Fair Use Provisions or any equivalent law in the country of the territory where the Customer is based, provided that in no circumstances may the Product be used for any commercial purpose. For Interlibrary Loan ("ILL"), Authorized Use is limited to the making of a limited numbers of hard or electronic copies of text portions of the Product(s) for research, education, or other non-commercial use only; and the use of the paper format of small, insignificant portions of the Product(s). For more extended use, the Customer must obtain prior consent in writing from ASP or the relevant IP.

The Customer's rights are limited to itself alone and do not extend to subsidiary or parent corporations, or to any other related or affiliated organizations. Any rights not expressly granted in this license are reserved to ASP.

**5. RESTRICTIONS:** The Customer may not decompile or reverse engineer the Product(s); modify or create a derivative work; remove, obscure, or modify copyright notices; sell, distribute, or commercially exploit the Product(s); or transfer, assign, or sublicense this license. In the case of content that can potentially be performed, the Customer must request and be granted permission from the IP for a performance. Access to a stream of video recordings in the Product(s) may be only via the Customer's network to Authorized Users; and Customer may not allow users to download the streaming videos or otherwise make copies.

**6. AUTHORIZED USERS:** Authorized Users at an academic institution are the Customer's currently enrolled full- or part-time students, employees, faculty, staff, affiliated researchers, distance learners, and visiting scholars. Authorized Users at a public library include library card-holders from within the defined, local geographical region served by the library and not people from outside that region who purchase or otherwise obtain membership. Authorized use includes remote access through an authentication (proxy) server that guarantees access only by Authorized Users. Walk-in patrons are also authorized to access to Product(s) while physically present at the Site.

The Product(s) may be used online through the ASP search and retrieval software by the licensed number of simultaneous users for which the Customer has paid.

**7. DELIVERY / ACCESS:** The Product(s) will be stored by ASP at one or more locations in digital form. If the Customer has purchased DVDs, ASP will deliver the physical DVDs to the Customer. If the Customer has paid for a Web subscription, Authorized Users will be granted access to the location(s). If the Customer has purchased perpetual rights to the Product(s) and has paid the owner's access fee, Authorized Users will be granted access to the location(s).

If the Customer has purchased perpetual rights to the Product(s), ASP will provide the Customer, upon request and when the Product(s) reach completion, the data contained in the Product(s) either on a digital

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Customer initials:\_\_\_\_\_

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storage medium, at a fee for each Product requested, which fee is subject to change from time to time; or through a third-party vendor of archiving services. If the customer has purchased perpetual rights to individual streaming video titles, "Product" is defined as all the videos purchased in the most recent 12-month period. The Customer that has purchased perpetual rights to the Product(s) may optionally load data onto a local server to be accessed by Authorized Users through the Customer's search and retrieval software. In the case of audio, such access must be restricted by DRM and be limited to one (1) simultaneous user (unless the Customer takes responsibility for tracking playbacks and paying all performance and mechanical royalties due to the various copyright holders).

**8. CUSTOMER SUPPORT:** ASP will offer reasonable levels of continuing support via email, phone or fax, during normal business hours, for feedback, problem-solving, or general questions. Any technical assistance that ASP may provide to the Customer is provided at the sole risk of the Customer.

**9. PRICING AND TERM:** The price of the Product(s) and term of use are as invoiced. ASP will provide Web access for each term for which the Customer has paid the subscription fee or the owner's access fee; the charges may change periodically. In the case of a subscription price based on FTE, ASP will review the Customer's FTE periodically and may adjust the price accordingly if there is a marked change in FTE.

ASP reserves the right to cease offering the Customer the opportunity to renew a subscription.

**10. PRODUCT UPDATES:** The Customer will have online access to updates to the Product(s) for which the appropriate fee has been paid.

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**12. LIMITATION OF WARRANTIES AND LIABILITY:** ASP warrants and represents that it has the right to enter into this Agreement and to deliver the Product(s) "as is." This warranty is in lieu of any and all other warranties, written or oral, express or implied, including without limitation, warranties of merchantability of fitness for a particular purpose, all of which ASP disclaims. In no event will ASP be liable for more than the license fee paid, whether such liability arises from breach of warranty, breach of this contract, or otherwise, and whether in contract or in tort, including negligence and strict liability.

**13. TERMINATION:** If the Customer breaches any term of this Agreement, ASP may, in addition to its other legal rights and remedies, terminate this license 7 days after written notice to Customer, if Customer has not remedied the breach within the 7 days. Upon any termination, the Customer will erase all electronic storage of copies of the Product(s). Any termination, whether or not pursuant to this Article 13, will not affect any obligation or liability of a party arising prior to termination, and the provisions of Articles 13 will survive any termination.

**14. FORCE MAJEURE:** Neither ASP nor the IP will be responsible for any delay or failure in performance resulting from any cause beyond their control.

**15. APPLICABLE LAW:** This Agreement will be governed by and construed in accordance with the laws of Virginia without giving effect to the principles of conflict of laws thereof, and to the extent permitted by applicable law, the Customer consents to the jurisdiction of courts situated in Virginia in any action arising under this Agreement.

**16. DISPUTE RESOLUTION:** If any differences arise between the Customer and ASP relating to the meaning of this Agreement, the parties agree to resolve such differences through Arbitration or by any other means to which the two parties may agree.

**17. INDEMNIFICATION:** Each party shall indemnify and hold the other harmless for any losses, claims,

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damages, awards, penalties, or injuries incurred by any third party, including reasonable attorney's fees, which arise from any alleged breach of such indemnifying party's representations and warranties made under this Agreement, provided that the indemnifying party is promptly notified of any such claims. This indemnity shall survive the termination of this Agreement.

**18. ENTIRE UNDERSTANDING:** This Agreement constitutes the entire understanding of the parties and supersedes all prior communications, understandings, and agreements relating to the subject matter hereof, whether oral or written.

**19. AMENDMENT:** No modification or claimed waiver of any provision of this Agreement shall be valid except by written amendment signed by authorized representatives of the Customer and ASP.

**20. ENFORCEABILITY BY IP:** The IP retains its rights to enforce its trademarks, copyrights, patents, trade secrets and other rights against any violation thereof.

**21. SEVERABILITY:** If a term or condition of this Agreement is invalid or unenforceable, the remaining terms and conditions hereof shall remain in full force and effect and shall be enforceable to the maximum extent permitted by law.

# SAMPLE

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We, the undersigned, have read and agree to abide by the conditions contained in this Agreement.

CUSTOMER / SIGNED BY:

Name (please print) \_\_\_\_\_

Title \_\_\_\_\_

Authorized Signature \_\_\_\_\_

On behalf of \_\_\_\_\_

**SAMPLE**

Date \_\_\_\_\_

ASP / SIGNED BY:

Name Eileen Lawrence

Title Senior Vice President

Authorized Signature \_\_\_\_\_

On behalf of ALEXANDER STREET PRESS, LLC

Date \_\_\_\_\_

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## Appendix A

- The “Customer” is: \_\_\_\_\_, located in

**SAMPLE**

- The “Site” is: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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## Appendix B

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