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Works For Hire: How To Protect Intellectual Property Rights In Works

Created By Contractors

[Kristie Prinz](#)

**Q.** I am in the process of hiring several contractors to develop some source code for my business. What kind of documentation do I need to have in place to protect the intellectual property rights of my business in the code?

-- Anonymous

**A.**

The best practice in dealing with contractors is to have in place a well-drafted services agreement with each, in which "all right, title, and interest" in intellectual property created pursuant to the agreement is assigned to the hiring party. If the contractors have subcontractors working under them, it is best to require similar assignments from the subcontracting parties as well. In addition, the agreement should say that intellectual property developed during the term of the agreement which constitutes copyrightable subject matter will be considered a "work for hire" as defined by U.S. copyright law.

A well-written services agreement will also define the compensation to be paid, the method of payment, and carefully describe the services to be performed under the contract.

Alternatively, where the parties have not entered into a contract prior to the commencement of the services or elect not to enter into such a contract, the parties may enter into a simple assignment agreement, which includes all key assignment terms. An assignment agreement provides little or no protection against disputes over non-intellectual property terms, but will at least protect your rights in the intellectual property itself.

-- Kristie Prinz

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