

ACKNOWLEDGEMENT AND AGREEMENT

As a member (“**Member**”) of the Open Compute Project Foundation (“**OCP**”), Member desires to participate in the development of OCP specifications. As a condition of such participation, Member acknowledges and agrees to the following:

1. Member is bound by the Intellectual Property Rights Management Policy (“**IPR Policy**”) with respect to such participation, including without limitation the requirements under Section 2.2 thereof with respect to “**Contributions**” (as defined in such IPR Policy).
2. Without limiting Member’s obligations under such IPR Policy, Member covenants and agrees that:
 - a. Member shall promptly, but in no event later than the completion of the development of a Proposed Specification, complete and execute an Open Compute Contributor License Agreement or other form of contribution license approved in advance in writing by OCP (“**CLA**”) with respect to any and all Contributions made to the specification by Member.
 - b. Unless conspicuously designated in writing as “**NOT A CONTRIBUTION**” prior to submission or disclosure thereof, any original work of authorship submitted by Member in the course of participation shall be deemed intentionally submitted and the Member shall complete an applicable CLA with respect to any such submission that is incorporated in whole or in part in a specification.
 - c. It shall reasonably cooperate at Member’s expense in effectuating and/or memorializing Member’s obligations under the IPR Policy and this Acknowledgement and Agreement, including without limitation executing documents and taking other actions as reasonably requested by OCP.

The person signing on behalf of Member below, agrees to the terms and conditions set forth in this Acknowledgement and Agreement as an agent of such Member entity and represents that he/she is has the authority to bind and does hereby bind such Member entity to such terms and conditions. Having read and understood the terms and conditions of this Acknowledgement and Agreement, Member agrees to be bound by its provisions.

_____ (“**Member**”)

Signature: _____

Name: _____

Title: _____

Address: _____