

## IP Inventory & Chain of Title

(Ownership Clarity, Risk Elimination, Investment Readiness)

### 1. Purpose of This Document

هدف این سند پاسخ شفاف به سه سؤال است:

1. چه دارایی‌های فکری‌ای وجود دارد؟

2. مالک قانونی آن‌ها کیست؟

3. آیا شخص یا نهاد ثالث می‌تواند ادعای مالکیت کند؟

بدون پاسخ شفاف به این سه سؤال → سرمایه‌گذاری پر ریسک

### 2. Definition of IP Scope

در این سند، IP شامل موارد زیر است:

- Source Code
- Algorithms & Logic
- ML Models
- Datasets
- Product & UX Design
- Brand & Trademarks
- Domains & Digital Assets
- Documentation & Know-how

IP فقط «کد» نیست

### 3. IP Inventory Overview (High-Level)

Category	Exists	Owned by Company	Risk
Codebase	✓	✓	Low
ML Models	✓	✓	Medium
Dataset	✓	Partial	Medium
Brand	✓	✓	Low
Domain	✓	✓	None

این جدول نمای کلی می‌دهد؛ جزئیات جلوتر می‌آید

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#### 4. Software & Code IP

Components	
Backend services	•
Frontend applications	•
Internal tooling	•
Infrastructure scripts	•
Ownership	
Written entirely by founders / employees	•
Covered by IP Assignment Agreements	•
Open Source Usage	
Libraries: MIT / Apache / BSD	•
No GPL / AGPL contamination	•
استفاده ≠ OSS انتقال مالکیت	

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#### 5. Algorithms & Business Logic

Description	
Ranking logic	•
Scoring mechanisms	•
Matching algorithms	•
Protection	
Trade secret (not patented)	•
Access-restricted repositories	•
ارزش این IP در پیادهسازی است، نه فقط فرمول	

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#### 6. ML Models & AI Assets

Assets	
Trained models	•
Feature pipelines	•
Evaluation logic	•
Ownership Status	

- Trained in-house •
  - No third-party model ownership •
  - No fine-tuning on restricted datasets •
- مدل بدون مالکیت شفاف = ریسک حقوقی
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## 7. Data Assets & Datasets

- | Types                 |
|-----------------------|
| User-generated data • |
| Behavioral data •     |
| Derived datasets •    |
- | Legal Basis                        |
|------------------------------------|
| User consent via Terms & Privacy • |
| Company owns derived data •        |
| No resale of raw personal data •   |
- داده خام ≠ داده مشتق شده
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## 8. Product Design & UX

- | Assets           |
|------------------|
| UI mockups •     |
| UX flows •       |
| Design systems • |
- | Ownership                                    |
|--|
| Created by founders / contracted designers • |
| IP assigned to company •                     |
- فایل IP هم Figma است
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## 9. Brand, Trademark & Naming

- | Assets                   |
|--------------------------|
| Company name •           |
| Product name(s) •        |
| Logo & visual identity • |

	Status
Trademark search completed	•
Domain ownership confirmed	•
No known conflicts	•
	<b>برند میهم = ریسک exit</b>

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## 10. Domains & Digital Assets

Asset	Owner	Status
Primary domain	Company	✓
Secondary domains	Company	✓
Social handles	Company	✓
دامنه شخصی بنیانگذار = red flag		

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## 11. Documentation & Know-how

Assets
Architecture docs
PRDs
Internal playbooks
Ownership
Created during employment
Owned by company
دانش مستند شده بخشی از IP است

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## 12. Chain of Title — Founders

Situation
IP initially created by founders
Transferred to company via assignment agreements
Documents
Founder IP Assignment
Confidentiality Agreement

بدون این انتقال → شرکت مالک IP نیست

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### 13. Chain of Title — Employees

#### Policy

Employment contracts include:

- Work-for-hire
- IP assignment
- Confidentiality

#### Status

All active contributors covered

حتی یک مهندس بدون قرارداد = خطر

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### 14. Chain of Title — Contractors & Freelancers

#### Risk Area (Common Failure)

#### Mitigation

- Written IP assignment
- Explicit ownership transfer
- No retained rights

### 15. Third-Party Risks Assessment

#### Risk Source

#### Status

Former employer claims	None
OSS license violation	None
Dataset restrictions	Controlled

این بخش برای آرامش سرمایه‌گذار است

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### 16. Jurisdiction & Governing Law

Company jurisdiction: [X] •

IP governed by company law •

Contracts enforceable •

## 17. Known Gaps & Mitigation Plan

### Identified Gaps

Pending trademark registration •

Dataset license formalization •

### Mitigation

Timeline & responsible owner defined •

شفافیت بهتر از پنهان‌کاری

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## 18. Investor Assurance Statement

«تا حد دانش فعلی شرکت، تمامی دارایی‌های فکری کلیدی به‌طور قانونی در مالکیت شرکت است و هیچ ادعای ثالث شناخته‌شده‌ای وجود ندارد.».

این جمله دقیقاً همان چیزی است که سرمایه‌گذار می‌خواهد ببیند