

OEM Agreement

This OEM Agreement is made on this [redacted] 2012, by and between ●●●● using trade name called ▲▲▲ (hereinafter called "Buyer"), a sole proprietor living in Japan and having its principal office at XXXXXXX, XXXXXXXXXXXXXXXXXXXXXXX, Japan and ◆◆◆. (hereinafter called "Seller") a corporation duly organized and existing under the laws of People's Republic of China (hereinafter called "China") and having its principal office at XXXXXXXXXXXXXXXXXXXXXXX, China.

WITNESSETH:

WHEREAS, Buyer is engaged in the business of various kinds of bamboo cloth diaper and its accessories in Japan and other countries, and desire to have Seller manufacture such products under Buyer's trade name, trademark and logo,

WHEREAS, Seller is engaged in the business of manufacturing and selling various kinds of diaper in China and is willing to supply the abovementioned products on the basis of OEM to Buyer under the terms and conditions hereinafter provided,

NOW, THEREFORE, in consideration of the mutual promises, covenants and undertakings, both parties hereto have agreed and do hereby agree as follows:

Article 1. – Definitions

1. The word "OEM" (Original Equipment Manufacturing) shall mean that Seller will manufacture bamboo cloth diaper and its accessories under Buyer's trade name, trademark and logo on behalf and for the supply and sale of Buyer.
2. The word "Products" shall mean the bamboo cloth diaper to be manufactured by Seller on the basis of OEM in accordance with the specifications of sample products which Buyer received from Seller on March 9th, 2012 or other specifications to be provided by Buyer from time to time as necessary.

コメント [Y1]: 契約締結日を記入願います。

コメント [Y2]: 「▲▲▲という屋号を使っている●●●」という形にしています。メールでご説明したとおり、あくまでも●●●様個人が契約当事者です。

コメント [Y3]: ここは「Whereas Clause」と言っており、契約に至るまでの前置き、背景等を述べるパートです。「Buyerはbamboo cloth diaperの事業をしており、一方SellerはOEMでbamboo cloth diaperを供給したいという意思があるので両当事者は契約する」といった感じですか。

コメント [Y4]: Productsの定義は●●●様のメールのとおり、「2012年3月9日にSellerから提供されたsampleの仕様に基づいてOEMベースで製造されるbamboo cloth diaper」というように定義しております。またbaby wipe等の付属品もProductsに含まれるとしています。