

Proprietary Information Agreement

This Proprietary Information Agreement ("Agreement") is made and entered into as of _____, 20__, by and between:

Disclosing Party: _____

Receiving Party: _____

1. Definition of Proprietary Information

For purposes of this Agreement, "Proprietary Information" refers to all confidential and/or proprietary information disclosed by the Disclosing Party to the Receiving Party, whether oral, written, graphical, electronic, or otherwise, including but not limited to business strategies, financial information, technical data, inventions, product designs, processes, and customer information.

2. Obligation of Confidentiality

1. The Receiving Party shall not disclose, distribute, or disseminate the Proprietary Information to any third party without the prior written consent of the Disclosing Party.
2. The Receiving Party shall take reasonable precautions to protect the confidentiality of the Proprietary Information.

3. Exclusions

The obligations under this Agreement do not apply to information that:

- Is or becomes publicly available through no fault of the Receiving Party;
- Is lawfully received from a third party without breach of any obligation of confidentiality;
- Is independently developed by the Receiving Party without use of or reference to the Proprietary Information;
- Is disclosed with prior written approval of the Disclosing Party.

4. Return of Materials

Upon request or termination of this Agreement, the Receiving Party shall promptly return or destroy all materials containing Proprietary Information.

5. Term

This Agreement shall remain in effect for a period of _____ (____) years from the date first written above.

6. Governing Law

This Agreement shall be governed by and construed in accordance with the laws of the State of _____.

7. Entire Agreement

This Agreement constitutes the entire understanding between the parties concerning the subject matter hereof, and supersedes all prior discussions, agreements, or understandings of any kind.

Disclosing Party Signature

Receiving Party Signature

Date: _____