

Sample Unilateral Non-Disclosure Agreement

This Unilateral Non-Disclosure Agreement ("Agreement") is entered into as of [Date], by and between [Disclosing Party Name], having its principal place of business at [Address] ("Disclosing Party"), and [Receiving Party Name], having its principal place of business at [Address] ("Receiving Party").

1. Definition of Confidential Information

For purposes of this Agreement, "Confidential Information" means any data or information, oral or written, disclosed by the Disclosing Party to the Receiving Party that is designated as confidential or that reasonably should be understood to be confidential.

2. Obligations of Receiving Party

1. The Receiving Party shall not disclose the Confidential Information to any third party without prior written consent of the Disclosing Party.
2. The Receiving Party agrees to restrict disclosure of the Confidential Information to employees, agents, or third parties as necessary and only for the disclosed purpose.
3. The Receiving Party shall take all reasonable measures to protect the confidentiality of the Confidential Information.

3. Exclusions

1. Information that is or becomes publicly available through no fault of the Receiving Party.
2. Information that was known to the Receiving Party before receipt from the Disclosing Party.
3. Information that is independently developed by the Receiving Party without use of or reference to the Disclosing Party's Confidential Information.

4. Term

The obligations of the Receiving Party under this Agreement shall survive for a period of [number] years from the date of disclosure of the Confidential Information.

5. Miscellaneous

1. This Agreement constitutes the entire agreement between the parties relating to the subject matter hereof.
2. This Agreement shall be governed by the laws of [Jurisdiction].

Disclosing Party:

[Disclosing Party Name]

Receiving Party:

[Receiving Party Name]