

# Non-Disclosure Agreement

This Non-Disclosure Agreement ("Agreement") is made and entered into as of \_\_\_\_\_, by and between:

**Disclosing Party:** \_\_\_\_\_

**Receiving Party:** \_\_\_\_\_

## 1. Purpose

The parties wish to explore a business opportunity of mutual interest and, in connection with this opportunity, may disclose to each other certain confidential or proprietary information.

## 2. Definition of Confidential Information

"Confidential Information" means any non-public information disclosed by either party, either directly or indirectly, in writing, orally, or by inspection of tangible objects, that is designated as confidential or would reasonably be understood to be confidential.

## 3. Obligations of Receiving Party

1. To maintain confidentiality of the Information disclosed;
2. Not to disclose any such Information to any third parties without prior written consent of the Disclosing Party;
3. To use the Confidential Information solely for the purpose described above.

## 4. Exclusions

Confidential Information does not include information that:

- Is or becomes publicly available without breach of this Agreement;
- Is received from a third party without breach of any obligation of confidentiality;
- Is independently developed by the Receiving Party;
- Is disclosed pursuant to legal requirement or order (after prompt notice to the Disclosing Party when possible).

## 5. Term

This Agreement will remain in effect for a period of \_\_\_\_\_ years from the date of last disclosure of Confidential Information.

## 6. Return of Materials

Upon request, all documents and materials containing Confidential Information must be returned or destroyed promptly.

## 7. No License

Nothing in this Agreement grants any rights to the Receiving Party in or to the Disclosing Party's Confidential Information, except as expressly set forth herein.

## 8. Governing Law

This Agreement shall be governed by the laws of \_\_\_\_\_.

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Disclosing Party:

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Name & Title:

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Date:

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Receiving Party:

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Name & Title:

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Date:

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