Blank Unilateral Confidentiality Agreement

This Unilateral Confidentiality Agreement ("Agreement") is made as of (the "Effective Date") by and between:

Disclosing Party: _____

Address: _____

Receiving Party: _____

Address: _____

1. Definition of Confidential Information

"Confidential Information" means all non-public, proprietary, or confidential information disclosed by the Disclosing Party to the Receiving Party, whether in written, oral, electronic, or other form, identified as confidential or which a reasonable person should understand to be confidential given the nature and circumstances of disclosure.

2. Obligations of Receiving Party

1. To use Confidential Information solely for the purpose of _____ .
2. Not to disclose Confidential Information to any third party except as authorized in writing by the Disclosing Party.
3. To take reasonable measures to protect the confidentiality of the Confidential Information.

3. Exclusions

The obligations herein do not apply to any information that:

- Is or becomes public knowledge through no breach by the Receiving Party;
- Is lawfully received from a third party without duty of confidentiality;
- Is independently developed by the Receiving Party without use of or reference to the Confidential Information;
- Is disclosed with prior written consent of Disclosing Party.

4. Duration

This Agreement shall commence on the Effective Date and remain in effect for a period of _____ years, or until terminated in writing by the Disclosing Party, whichever is sooner.

5. Return of Materials

Upon request, the Receiving Party shall promptly return or destroy all copies of the Confidential Information.

6. Governing Law

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

7. Miscellaneous

This Agreement constitutes the entire understanding between the parties regarding the subject matter herein and supersedes all prior discussions. Any amendment to this Agreement must be made in writing and signed by both parties.

Disclosing Party

Name & Title

Date

Receiving Party

Name & Title

Date