

# One-Way Contractor Nondisclosure Agreement

This One-Way Nondisclosure Agreement ("Agreement") is entered into as of \_\_\_\_\_, by and between:

- **Discloser:** \_\_\_\_\_
- **Contractor (Recipient):** \_\_\_\_\_

(Each a "Party"; collectively, the "Parties").

## 1. Definition of Confidential Information

"Confidential Information" means all non-public, proprietary, or confidential information disclosed by Discloser to Contractor, whether in written, oral, or electronic form, and marked or identified as confidential or which should reasonably be understood to be confidential.

## 2. Obligations of Contractor

Contractor shall:

- Use Confidential Information solely for the purpose of providing services to Discloser;
- Not disclose Confidential Information to any third party without Discloser's prior written consent;
- Exercise reasonable care to protect confidentiality, at least as protective as Contractor uses for its own confidential information.

## 3. Exclusions

This Agreement does not apply to information that:

- Was lawfully known to Contractor prior to disclosure;
- Is or becomes public knowledge through no fault of Contractor;
- Is rightfully received from a third party without restriction;
- Is independently developed without use of Confidential Information.

## 4. Term

Contractor's obligations under this Agreement will remain in effect for \_\_\_\_\_ years from the date of disclosure.

## 5. Return of Materials

Upon Discloser's request, Contractor shall promptly return or destroy all Confidential Information.

## 6. No License

Nothing in this Agreement grants Contractor any rights to Discloser's intellectual property except as expressly set forth herein.

## 7. Governing Law

This Agreement is governed by the laws of the State of \_\_\_\_\_.

## 8. Entire Agreement

This Agreement sets forth the entire understanding between the Parties with respect to its subject matter and may only be modified in writing signed by both Parties.

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Discloser Signature

Date: \_\_\_\_\_

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Contractor Signature

Date: \_\_\_\_\_