

Confidentiality and Non-Disclosure Agreement

This Confidentiality and Non-Disclosure Agreement (the "Agreement") is entered into as of the date written below, by and between the parties named below.

1. The Parties

Disclosing Party:

Name/Company:

Address:

Receiving Party:

Name/Company:

Address:

2. Confidential Information

For purposes of this Agreement, "Confidential Information" shall include all information or material that has or could have commercial value or other utility in the business in which Disclosing Party is engaged. If Information is in written form, the Disclosing Party shall label or stamp the materials with the word "Confidential" or some similar warning. If Information is transmitted orally, the Disclosing Party shall promptly provide a writing identifying such oral communication as Confidential Information.

3. Obligations of Receiving Party

Receiving Party shall hold and maintain the Confidential Information in strictest confidence for the sole and exclusive benefit of the Disclosing Party. Receiving Party shall carefully restrict access to Confidential Information to employees, contractors, and third parties as is reasonably required and shall require those persons to sign nondisclosure restrictions at least as protective as those in this Agreement.

4. Time Period

The non-disclosure provisions of this Agreement shall survive the termination of this Agreement and Receiving Party's duty to hold Confidential Information in confidence shall remain in effect until the Confidential Information no longer qualifies as a trade secret or until Disclosing Party releases Receiving Party from such obligation in writing, whichever occurs first.

5. Governing Law

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

6. Execution and Signatures

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date written below.

Date of Agreement:

Disclosing Party

Signature:

Printed Name:

Title:

Date Signed:

Receiving Party

Signature:

Printed Name:

Title:

Date Signed: