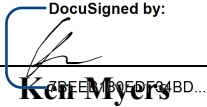


## **CONFIDENTIALITY, NON-DISCLOSURE AND NON-COMPETE AGREEMENT**

1. This Agreement (the “**Agreement**”) is between Ken Myers, (hereafter “**Contractor**”) and Learn English or Spanish, LLC dba Fluency Corp, (hereafter “the **Company**”).
2. The Contractor will be given access to confidential information during his/her work with the Company. “**Confidential Information**” means information about the Company’s client, and its affiliates (“**Clients**”). Confidential Information also includes information about the work that the Company does for its Clients, contact personnel and other information that is critical to the Company’s on-going relationship with the Clients. Confidential Information does not include public information that the Contractor obtains from publicly-available sources.
3. The Contractor agrees that the Confidential Information is valuable information, and the provisions of this Agreement are necessary to protect the secrecy and confidentiality thereof. The Contractor also agrees to keep Confidential Information in strict confidence and take all reasonable steps to prevent its disclosure to third parties.
4. The Contractor agrees to use the Confidential Information only for the benefit of the Company and not for his or her own use. Upon termination of the Contractor-Company working relationship, the Contractor agrees to return or destroy any Confidential Information that he or she has and agrees to certify in writing, if necessary that he or she has done so.
5. All Confidential Information belongs to the Company at all times. The Contractor agrees not to directly or indirectly compete with the business of the Company and its successors and to represent only the Company. The Contractor also agrees not to solicit any Employee of the Company. This non-competition and non-solicitation agreement apply to the Company’s Clients, at all times during which the Contractor is working for the Company and for 18 months afterward.
6. Contractor agrees that his or her disclosure or use of Confidential Information for his, her, or other person’s benefit would be harmful to the Company and could cause the Company to seek legal relief to protect its interests.
7. This Agreement is the only Agreement between the Contractor and the Company regarding non-competition, non-solicitation, and non-disclosure of the Company’s Confidential Information.
8. This Agreement is governed by the laws of the State of Texas.
9. The Parties agree to the terms of this Agreement as evidenced by their signatures below.

By:  \_\_\_\_\_  
Ken Myers

Date: 3/29/2019 \_\_\_\_\_

By: \_\_\_\_\_  
Micah Bellieu, CEO  
Learn English or Spanish LLC,  
DBA Fluency Corp

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