

TERMS OF ACCESS

This Non-disclosure Agreement ("the Agreement"), effective _____, is made and entered into by:

_____ ("the Recipient")

_____ ("the Owner")

The Agreement governs the disclosure of the Owner's information to the Recipient, including but not limited to any and all non-public information contained in these documents ("Confidential Information"). The Agreement shall be governed by the laws of Delaware without giving effect to its provisions regarding conflict of laws.

The Recipient hereby agrees as follows:

- 1.** The Recipient agrees (i) to not disclose any Confidential Information or any information derived therefrom to any third party, (ii) to keep the Owner's Confidential Information confidential and take all reasonable precautions to protect the confidentiality of such Confidential Information with the same degree of care with which it protects the confidentiality of its own confidential information, but in no event with less than a reasonable degree of care, and (iii) to not use any Confidential Information for any purpose whatsoever except as approved in writing by the Owner.
- 2.** All right, title, and interest in and to the Confidential Information shall remain with the Owner. Nothing in this Agreement is intended to grant any rights to the Recipient. The Recipient agrees to promptly destroy or return all Confidential Information and copies thereof upon request by the Owner.
- 3.** Breaches of this Agreement may cause harm to the Owner, for which the Owner shall be entitled to seek an injunction or similar legal or equitable relief against any such breach.
- 4.** If the Confidential Information is protected under the terms of a separate confidentiality contract between the Owner and the Recipient, then the Agreement does not supersede any terms of such separate confidentiality contract.

The Recipient indicates understanding of the Agreement and agrees to adhere to its terms by signing below.

SIGNATURE

By signing below, I confirm that I have reviewed and agree to the contents of the Agreement.

Date: _____

I agree to use electronic records and signatures and agree to UnderNDA's Terms of Service. ☒

I Agree to the Non-Disclosure Terms *~*