

# NON-DISCLOSURE AGREEMENT (NDA)

Company A  
Company B

- THE PARTIES.** This Non-Disclosure Agreement, hereinafter known as the "Agreement," created this \_\_\_\_\_, is by and between \_\_\_\_\_, hereinafter known as "1<sup>st</sup> Party," and \_\_\_\_\_, hereinafter known as "2<sup>nd</sup> Party," and collectively known as the "Parties/endorsees."

WHEREAS, this Agreement is created for the purpose of preventing the unauthorized disclosure of the confidential and proprietary information (the "Confidential Information"). The Parties agree as follows:

- AGREEMENT TYPE.** Check one (1):

- Unilateral – This Agreement shall be Unilateral, whereas 1<sup>st</sup> Party shall have sole ownership of the Confidential Information with 2<sup>nd</sup> Party being prohibited from disclosing the Confidential Information to be released by the 1<sup>st</sup> Party.
- Mutual – This Agreement shall be Mutual, whereas the Parties shall be prohibited from disclosing the Confidential Information that is to be shared between one another.

- RELATIONSHIP.** 1<sup>st</sup> Party's relationship to 2<sup>nd</sup> Party can be described as \_\_\_\_\_, and 2<sup>nd</sup> Party's relationship to 1<sup>st</sup> Party can be described as \_\_\_\_\_.

- DEFINITION OF CONFIDENTIAL INFORMATION.** For the purposes of this Agreement, "Confidential Information" shall include, but not be limited to, documents, records, data, drawings, models, apparatus, sketches, designs, schedules, product plans, marketing plans, technical procedures, manufacturing processes, analyses, compilations, studies, software, prototypes, samples, formulas, methodologies, formulations, product developments, patent applications, know-how, experimental results, specifications, and other business information relating to the Party's business, assets, operations, or contracts furnished to the other Party and/or the other Party's affiliates, employees, officers, owners, agents, consultants, or representatives in the course of their work contemplated in this Agreement, regardless of whether such Confidential Information has been expressly designated as confidential or proprietary. Confidential Information also includes any and all work products, studies, and other materials prepared by or in the possession or control of the other Party, which contain, include, refer to, or otherwise reflect or are generated from any Confidential Information.

However, Confidential Information does not include information that is: a) generally available to the public, b) widely used practices and/or algorithms, c) rightfully in the possession of the