

NON-DISCLOSURE AGREEMENT (NDA)

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This Non-Disclosure Agreement ("Agreement") is made and entered into on ___ / ___ / ___ by and between:

1. Disclosing Party:

Name: _____

Address: _____

2. Receiving Party:

Name: _____

Address: _____

1. Purpose

The purpose of this Agreement is to protect certain confidential and proprietary information that may be disclosed between the Parties in connection with: _____.

2. Definition of Confidential Information

"Confidential Information" means any and all information disclosed by the Disclosing Party to the Receiving Party, whether written, oral, electronic, or in any form, including but not limited to: technical data, business plans, research, designs, drawings, software, financial information, or any other information identified as confidential.

3. Obligations of the Receiving Party

The Receiving Party agrees to:

- Maintain the confidentiality of the Confidential Information.
- Not disclose the Confidential Information to any third party without the prior written consent of the Disclosing Party.
- Use the Confidential Information solely for the purpose described in Section 1.
- Take all reasonable measures to protect the Confidential Information from unauthorized access or disclosure.

4. Exclusions

Confidential Information shall not include information that:

- Was already known to the Receiving Party before disclosure.

- Becomes publicly available through no fault of the Receiving Party.
- Is lawfully obtained by the Receiving Party from a third party without restriction.
- Is independently developed by the Receiving Party without reference to the Disclosing Party's information.

5. Term

This Agreement shall remain in effect for a period of ___ years from the date of signing. The confidentiality obligations shall survive termination or expiration of this Agreement.

6. Governing Law

This Agreement shall be governed by and construed in accordance with the laws of _____. The courts of _____ shall have exclusive jurisdiction over any disputes arising out of or in connection with this Agreement.

7. Entire Agreement

This Agreement constitutes the entire understanding between the Parties regarding the subject matter and supersedes any prior discussions or agreements.

Signatures:

Disclosing Party: _____ Signature: _____ Date: ___ / ___ / ___

Receiving Party: _____ Signature: _____ Date: ___ / ___ / ___