

Non-Disclosure Agreement

For Business Partners

This Non-Disclosure Agreement ("Agreement") is entered into as of by and between:

- **Disclosing Party:**
- **Receiving Party:**

1. Definition of Confidential Information

For purposes of this Agreement, "Confidential Information" refers to any data or information, oral or written, disclosed by the Disclosing Party to the Receiving Party, that is not generally known to the public and that the Receiving Party understands is proprietary.

2. Obligations of Receiving Party

- The Receiving Party will restrict disclosure of Confidential Information to its employees, agents, or third parties as necessary and only for the disclosed purpose.
- The Receiving Party shall not disclose the Confidential Information to anyone without the prior written consent of the Disclosing Party.
- The Receiving Party shall take all reasonable precautions to protect the confidentiality of the Confidential Information.

3. Exclusions

This Agreement imposes no obligation with respect to information that:

- Was in the Receiving Party's possession before receipt from the Disclosing Party;
- Is or becomes a matter of public knowledge through no fault of the Receiving Party;
- Is rightfully received by the Receiving Party from a third party without a duty of confidentiality;
- Is disclosed under the order of a court or government agency.

4. Term

This Agreement and the Receiving Party's duty to hold Confidential Information in confidence remain in effect for a period of years from the date of disclosure.

5. Return of Materials

Upon the written request of the Disclosing Party, the Receiving Party shall return or destroy all documents and other tangible materials containing or representing Confidential Information.

6. No License

Nothing in this Agreement grants the Receiving Party any rights in or to the Confidential Information except as expressly stated herein.

7. General Provisions

- This Agreement is governed by the laws of

- Any amendments must be in writing and signed by both parties.

Disclosing Party

Name:

Title:

Date:

Receiving Party

Name:

Title:

Date: