

Non-Disclosure Agreement (NDA) for Collaborators

This Non-Disclosure Agreement ("Agreement") is entered into as of

Between:

Disclosing Party:

Collaborating Party ("Recipient"):

1. Definition of Confidential Information

For the purposes of this Agreement, "Confidential Information" shall mean all information or material that has or could have commercial value or other utility in the business in which Disclosing Party is engaged, and which is identified as confidential at the time of disclosure.

2. Obligations of Recipient

1. Recipient shall restrict disclosure of Confidential Information to its employees or third parties as necessary and only for the disclosed purpose.
2. Recipient shall not disclose Confidential Information to any third party without prior written approval of the Disclosing Party.
3. Recipient shall take all reasonable precautions to protect the confidentiality of the Confidential Information.

3. Exclusions from Confidential Information

This Agreement does not apply to any information that:

- Is or becomes publicly known through no breach of this Agreement by Recipient;
- Is received from a third party without breach of any obligation of confidentiality;
- Is independently developed by Recipient without use of or reference to Confidential Information;
- Is disclosed under the order of a court or governmental agency.

4. Term

This Agreement and Recipient'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

All documents and other tangible materials containing or representing Confidential Information and all copies thereof which are in the possession of Recipient shall be returned to Disclosing Party upon written request.

6. No License

Nothing in this Agreement grants Recipient any rights in or to the Confidential Information except as expressly set forth herein.

7. Governing Law

This Agreement is governed by and construed in accordance with the laws of .

8. Signatures

Disclosing Party

Date:

Collaborating Party
Date: