

CONFIDENTIALITY AGREEMENT

THIS CONFIDENTIALITY AGREEMENT ("Agreement") is made and entered into as of the [] day of [], 200[], by and between **insert company name #1, its affiliates and owners** (hereinafter "[]") and **insert company name #2, its affiliates and owners** (hereinafter A [] @).

1. Confidentiality. The parties have had access to and have become familiar with various trade secrets, consisting of programs, patterns, devices, secret inventions, processes, and compilations of information, records, and specifications, of each other=s business ventures and operations. Neither party shall disclose any of the aforesaid trade secrets belonging to the other party, directly or indirectly, nor use them in any way, either during the term of this Agreement or at any time thereafter. All trade secrets, whether prepared by either party or otherwise coming into each other=s possession, shall remain the exclusive property of the original holder and shall not be released to any third party or be used by the non-owning party in any circumstances whatsoever without the prior written consent of the original holder.

2. Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of [] and the only venue for legal action hereunder shall be in the courts of [] County, [].

3. Attorney=s Fees and Costs. If any action at law or in equity is brought by either party to enforce or interpret the terms of this Agreement, the prevailing party shall be entitled to reasonable attorney=s fees, costs, and necessary disbursements in addition to any other relief to which he may be entitled.

4. Entire Agreement. This Agreement constitutes the final understanding and agreement between the parties. This Agreement cannot be amended or changed except by a writing signed by both of the parties.

Insert company name:

Insert company name:

By: person signing for company
Its: title

By: person signing for company
Its: title

name of individual, to also be bound

name of individual, to also be bound

name of individual, to also be bound

name of individual, to also be bound