Form 2

Confidentiality Agreement

This confidentiality, nonsolicitation and assignment of inventions agreement ("Agreement") is entered in on _____ [date] between _____ [name of company] ("Company") and _____ [name of employee] ("Employee"). In consideration for employment and compensation of Employee, Employee hereby acknowledges and agrees as follows:

Section 1: Confidential Information

The Company has and will develop, compile, and own certain proprietary techniques and confidential information that have great value in its business ("Confidential Information"). The Company has and will also have access to Confidential Information of its clients, that is, any person or entity for whom the Company performs services or from whom the Company or Employee obtains information. Confidential Information includes not only information disclosed by the Company or its Clients to Employee in the course of his or her employment, but also information developed or learned by Employee during the course of his or her employment with the Company, such as Inventions.

Confidential Information is to be construed broadly under the terms of this Agreement. Confidential Information includes all information that has or could have commercial value or other utility in the business in which the Company or Clients are engaged or in which they may engage in the future. It also includes all information whose disclosure could be detrimental to the interests of the Company or its Clients. Confidential Information need not be marked "Confidential" to fall within this definition. Confidential Information includes, by way of example, without limitation: any and all information relating to processes, procedures, formulas, trade secrets, inventions, discoveries, improvements, research or development, business plans, business forecasts, customer information, specifications, data, know-how, formats, strategies, unpublished financial information, budgets, projections, supplier information and agreements.

Section 2: Protection of Confidential Information