

NONDISCLOSURE AGREEMENT

This Nondisclosure Agreement (this "**Agreement**") is made effective as of May 31, 2007 (the "**Effective Date**"), by and between Acme Products (the "**Owner**"), of 123 Main St., Anytown, California 12345, and Wiley Coyote (the "**Recipient**"), of 321 Oak St., Anytown, Arizona 54321.

The Owner is engaged in the marketing of wonderful gadgets for all purposes. The Recipient is a firm that provides animal control services. Information will be disclosed to determine if Wiley Coyote is an appropriate partner for development of new products. The Owner has requested that the Recipient will protect the confidential material and information which may be disclosed between the Owner and the Recipient. Therefore, the parties agree as follows.

1. Confidential Information. The term "Confidential Information" means any information or material which is proprietary to the Owner, whether or not owned or developed by the Owner, which is not generally known other than by the Owner, and which the Recipient may obtain through any direct or indirect contact with the Owner.

a) "**Confidential Information**" includes without limitation:

- business records and plans
- customer lists and records
- trade secrets
- technical information
- products
- inventions
- product design information
- pricing structure
- discounts
- costs
- computer programs and listings
- source code and/or object code
- copyrights and other intellectual property and other proprietary information.

b) "**Confidential Information**" does not include:

- matters of public knowledge that result from disclosure by the Owner;
- information rightfully received by the Recipient from a third party without a duty of confidentiality;
- information independently developed by the Recipient;
- information disclosed by operation of law;

**** THIS IS A SAMPLE. DOCUMENT CONTINUES ON SUBSEQUENT PAGES ****