Proprietary Information Agreement

This Proprietary Information Agreement ("Agreement") is made and entered into as of [_____], by and between [_____] ("Disclosing Party") and [_____] ("Receiving Party").

1. Definition of Proprietary Information

"Proprietary Information" means any data or information, oral or written, disclosed by the Disclosing Party to the Receiving Party that is designated as confidential or that reasonably should be understood to be confidential.

2. Obligations of Receiving Party

- The Receiving Party shall not disclose Proprietary Information to any third party without the prior written consent of the Disclosing Party.
- The Receiving Party shall use the Proprietary Information solely for the purpose of [_____].
- The Receiving Party shall take reasonable measures to protect the confidentiality of the Proprietary Information.

3. Term

This Agreement shall remain in effect for a period of [_____] years from the date first written above.

4. Return of Materials

Upon termination of this Agreement, the Receiving Party shall return or destroy all materials containing Proprietary Information.

5. Governing Law

This Agreement shall be governed by and construed in accordance with the laws of [_____].

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first above written.

Disclosing Party: [_____]   Receiving Party: [_____]

Signature: [_____]   Signature: [_____]

Date: [_____]   Date: [_____]