

# Basic Mutual Confidentiality Agreement

This Mutual Confidentiality Agreement ("Agreement") is made and entered into as of \_\_\_\_\_ [Date] by and between:

- **Party A:** \_\_\_\_\_
- **Party B:** \_\_\_\_\_

## 1. Purpose

The parties wish to explore a potential business relationship involving sensitive information ("Confidential Information"). Both parties agree to maintain the confidentiality of any such information exchanged.

## 2. Definition of Confidential Information

"Confidential Information" means any non-public, proprietary, or sensitive data disclosed by one party to the other, whether in written, oral, electronic, or other form, and marked as confidential or that reasonably should be understood to be confidential.

## 3. Obligations

- Both parties agree not to disclose, distribute, or use Confidential Information for any purpose other than as agreed.
- Each party will protect Confidential Information with the same degree of care as they use to protect their own confidential data.
- Only employees or representatives with a "need to know" may access Confidential Information.

## 4. Exclusions

Confidential Information does not include information that:

- Is or becomes public other than through breach of this Agreement.
- Was already known to the receiving party without obligation of confidentiality.
- Is received from a third party without restriction.
- Is independently developed without use of Confidential Information.

## 5. Term

This Agreement shall commence on the date above and remain in effect for a period of two (2) years, or until terminated by written notice, except for confidentiality obligations which shall survive for three (3) years after termination.

## 6. Return of Information

Upon request, all Confidential Information and copies thereof must be returned or destroyed.

## 7. No License

Nothing in this Agreement grants any license or rights to either party's intellectual property.

## 8. Governing Law

This Agreement shall be governed by the laws of \_\_\_\_\_ [Jurisdiction].

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Party A â€“ Name & Signature

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Date

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Party B â€“ Name & Signature

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Date