

One-Way Confidential Disclosure Agreement

This One-Way Confidential Disclosure Agreement (the "Agreement") is made and entered into as of _____, by and between:

- **Disclosing Party:** _____
- **Receiving Party:** _____

1. Definition of Confidential Information

"Confidential Information" means all non-public information disclosed by the Disclosing Party to the Receiving Party, in any form, that is designated as confidential or that reasonably should be understood to be confidential given the nature of the information and the circumstances of disclosure.

2. Obligations of Receiving Party

- To use the Confidential Information solely for the purpose of _____.
- To not disclose Confidential Information to any third party without prior written consent of the Disclosing Party.
- To protect Confidential Information with the same degree of care it uses to protect its own confidential information, but in no event less than reasonable care.

3. Exclusions

Confidential Information does not include information that:

- Is or becomes publicly available through no breach of this Agreement by the Receiving Party;
- Is already known by the Receiving Party at the time of disclosure;
- Is rightfully received by the Receiving Party from a third party without breach of any obligation;
- Is independently developed by the Receiving Party without use of or reference to the Confidential Information.

4. Term

This Agreement is effective from the date first written above and continues for a period of _____ years, unless earlier terminated by either party with thirty (30) days written notice.

5. Return of Materials

Upon request, the Receiving Party will return or destroy all Confidential Information, including all copies.

6. No License

Nothing in this Agreement grants the Receiving Party any rights in or to the Confidential Information except as expressly set forth herein.

7. Governing Law

This Agreement will be governed by and construed in accordance with the laws of _____.

Disclosing Party

Name: _____

Title: _____

Date: _____

Receiving Party

Name: _____

Title: _____

Date: _____