

One-Way Confidentiality Agreement

This One-Way Confidentiality Agreement ("Agreement") is entered into as of _____ ("Effective Date") by and between:

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

The Disclosing Party possesses certain confidential and proprietary information and agrees to disclose such information to the Receiving Party for the sole purpose of _____.

1. Definition of Confidential Information

"Confidential Information" means any non-public information, whether in written, oral, electronic, or other form, that the Disclosing Party designates 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

1. The Receiving Party shall not disclose any Confidential Information to any third party except as permitted by this Agreement.
2. The Receiving Party shall use the Confidential Information solely for the purpose stated above.
3. The Receiving Party shall take reasonable measures to protect the confidentiality of the Confidential Information.

3. Exclusions

This Agreement does not apply to information that:

- Is or becomes public knowledge through no fault of the Receiving Party;
- Is already in possession of the Receiving Party on a non-confidential basis;
- Is independently developed by the Receiving Party without reference to the Confidential Information;
- Is lawfully disclosed to the Receiving Party by a third party without restriction.

4. Term

The obligations of confidentiality herein shall remain in effect for a period of _____ years from the Effective Date.

5. Return or Destruction

Upon request, the Receiving Party shall promptly return or destroy all Confidential Information and certify such destruction upon request.

6. No License

Nothing in this Agreement shall be construed as granting any rights to the Receiving Party under any patent, trademark, or copyright.

7. Governing Law

This Agreement shall be governed by the laws of _____.

Disclosing Party

Date: _____

Receiving Party

Date: _____