

Confidentiality Agreement Between Firms

MEMORANDUM OF AGREEMENT and acknowledgement
between _____ (the "Company"), and (the undersigned).

WHEREAS the Company has agreed to furnish to the undersigned certain confidential information relating to the affairs of the Company for the purpose of:

AND WHEREAS the undersigned agrees to review, examine, inspect or obtain such information only for the purposes described above, and to otherwise hold such information strictly confidential pursuant to the terms of this agreement.

WITNESSETH THAT IN CONSIDERATION of the premises, the mutual covenants and agreements contained herein, and other good and valuable consideration, the receipt and sufficiency of which being hereby acknowledged, and subject to the terms and conditions hereinafter set out, the parties agree as follows:

That the Company has or shall furnish to the undersigned certain confidential information, as set forth on attached list, any may further allow the undersigned the right to inspect the business of the Company and/or interview employees or representatives of the Company, all on the following conditions:

1. The undersigned agrees to hold all confidential or proprietary information or trade secrets (the "information") in trust and confidence and agrees that it shall be used only for the contemplated purpose, and shall not be used for any other purpose or disclosed to any third party.
2. No copies will be made or retained of any written information supplied.
3. At the conclusion of our discussions, or upon demand by the Company, all information, including written notes, photographs, memoranda, or notes taken by you shall be returned to us.
4. This information shall not be disclosed to any employee or consultant unless they agree to execute and be bound by the terms of this agreement.

5. It is understood that the undersigned shall have no obligation with respect to any information known by the undersigned or generally known within the industry prior to date of this agreement, or which becomes common knowledge within the industry thereafter, other than by breach of this agreement.

Dated this _____ day of _____, 201(x).

IN WITNESS WHEREOF the the parties hereto have hereunto affixed their respective company seals, attested by the hands of their respective officers, duly authorized in that behalf, on the day and year first above written.

COMPANY NAME #1

COMPANY NAME #2

