

(Party)

AND

(Party)

Mutual Non Disclosure Agreement with Schedule

DATED:

TABLE OF CONTENTS

1. CONFIDENTIAL INFORMATION.....	3
2. CONFIDENTIAL INFORMATION EXCHANGE	3
3. CONFIDENTIALITY OBLIGATIONS.....	Error! Bookmark not defined.
4. PERMISSIBLE DISCLOSURE	Error! Bookmark not defined.
5. NON-CONFIDENTIAL INFORMATION	Error! Bookmark not defined.
6. SUBSIDIARY	Error! Bookmark not defined.
7. TERM OF AGREEMENT	Error! Bookmark not defined.
8. OTHER INTELLECTUAL PROPERTY RIGHTS.....	Error! Bookmark not defined.
9. RELATION WITH OTHER AGREEMENTS/DISCLAIMERS.....	Error! Bookmark not defined.
10. GENERAL PROVISIONS	Error! Bookmark not defined.

MUTUAL NON DISCLOSURE AGREEMENT

This Agreement is entered into by and between _____, (hereinafter “_____”) and the party named as ‘the Participant’ in Item 1 of the Schedule (hereinafter “PARTICIPANT”). This agreement begins on the date shown in **Error! Reference source not found.** of the Schedule and ends on the date shown in **Error! Reference source not found.** of the **Error! Reference source not found.**

Unless otherwise specified hereunder, _____ and PARTICIPANT shall include their respective Subsidiaries as hereinafter defined by Paragraph **Error! Reference source not found.** to this agreement. This Agreement is necessary to permit, for a limited period of time, PARTICIPANT to disclose to _____ and _____ to disclose to PARTICIPANT, information considered to be confidential to the disclosing party. The purpose of the exchange of such information is to discuss potential future relationships between _____ and PARTICIPANT relative to the purpose described in **Error! Reference source not found.** of the **Error! Reference source not found.** as ‘purpose of disclosure’.

The parties’ representatives for disclosing and receiving confidential information are as shown in **Error! Reference source not found.** in the **Error! Reference source not found.**

1. CONFIDENTIAL INFORMATION

- 1.1 " **“Confidential Information”** shall mean all information or items identified by _____ as confidential and disclosed by _____ to PARTICIPANT relating to _____’s past, present and future research, development, and business activities including, but not limited to the matters described in **Error! Reference source not found.** of the **Error! Reference source not found.**
- 1.2 **“PARTICIPANT Confidential Information”** shall mean all information or items identified by PARTICIPANT as confidential and disclosed by PARTICIPANT to _____ relating to PARTICIPANT’S past, present and future research, development, and business activities including, but not limited to the matters described in **Error! Reference source not found.** of the **Error! Reference source not found.**

2. CONFIDENTIAL INFORMATION EXCHANGE

- 2.1 Confidential Information may be disclosed by one party to the other during the term of this Agreement. Confidential Information may be conveyed by the parties in visual, written, oral, printed, or machine-readable form. All disclosures of information by one party to the other will be deemed to be confidential at the time of disclosure.
- 2.2 When Confidential Information is disclosed in written form and accepted, the writing must contain an appropriate legend, such as “Confidential Information.”
- 2.3 When information is disclosed in oral form by the disclosing party and accepted by the receiving party, the oral information must be reduced to writing and delivered in written form to the receiving party within 30 days after the date of the disclosure or the information will not be Confidential Information.

2.4 Upon the