

Mutual Non-Disclosure Agreement

(NDA)

This Mutual Non-Disclosure Agreement (the "Agreement") is entered into on **[DATE]** (the "Effective Date") between **[COMPANY A NAME]**, located at **[ADDRESS]** ("Party A"), and **[COMPANY B NAME]**, located at **[ADDRESS]** ("Party B"), together the "Parties".

1. Purpose

The Parties wish to share confidential information to evaluate a possible business relationship regarding **[DESCRIBE PURPOSE, e.g. a joint software project]** (the "Purpose").

2. Confidential Information

"Confidential Information" means any non-public business, technical or financial information disclosed by one Party to the other, in any form, that is marked as confidential or would reasonably be understood to be confidential, including business plans, customer lists, pricing, software, designs and trade secrets.

3. Exclusions

Confidential Information does not include information that (a) is or becomes public through no fault of the receiving Party; (b) was already known to the receiving Party before disclosure; (c) is received from a third party without a duty of confidentiality; or (d) is independently developed without use of the Confidential Information.

4. Obligations

Each receiving Party will (a) use the Confidential Information only for the Purpose; (b) not disclose it to anyone except employees and advisors who need to know it and are bound by similar confidentiality duties; and (c) protect it with at least reasonable care.

5. Required Disclosure

If a Party is required by law or court order to disclose Confidential Information, it will give the other Party prompt notice, where legally allowed, and disclose only what is required.

6. Term and Return of Information

This Agreement lasts for **[2]** years from the Effective Date. Confidentiality obligations continue for **[3]** years after it ends. On request, each Party will return or destroy the other's Confidential Information.

7. General

No license or ownership rights are granted under this Agreement. This Agreement is governed by the laws of **[STATE/COUNTRY]**. It is the entire agreement between the Parties on this subject and may only be changed in writing signed by both Parties.

PARTY A	PARTY B
Signature: _____	Signature: _____
Name: _____	Name: _____
Title: _____	Title: _____
Date: _____	Date: _____

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