

NONDISCLOSURE AGREEMENT

This Agreement is entered into this ____ day of _____, between Decision Analytics and _____.

WHEREAS, each party may disclose information that relates to its business activities, products, services, research, developments and technical knowledge that is confidential (“Confidential Information”).

NOW, THEREFORE, in consideration of the foregoing, the parties agree as follows:

1. Each party shall protect the confidentiality of the Confidential Information of the other in the same manner that it protects the confidentiality of its own Confidential Information of like kind and shall restrict access of the Confidential Information to personnel on a need to know basis.
2. The Confidential Information shall be returned or destroyed upon the disclosing party’s request.
3. This Agreement shall not restrict either party’s use of information (including, but not limited to, ideas, concepts, know-how, techniques and methodologies) (i) which is or becomes available to third parties through no breach of this Agreement, (ii) independently developed by it, (iii) previously known to it without obligation of confidence or (iv) acquired by it from a third party which is not, to its knowledge, subject to an agreement of confidentiality.
4. In the event either party receives a subpoena or other administrative or judicial process requesting Confidential Information, the recipient shall notify the other party of such receipt. The recipient may thereafter comply with such subpoena or process to the extent permitted by law.
5. This Agreement shall not restrict either party’s right to develop, use or market products or services similar to, or competitive with, the Confidential Information provided it shall not thereby breach this Agreement.
6. Each party may retain copies of the Confidential Information for record keeping purposes.
7. This Agreement shall become effective as of the date the Confidential Information is disclosed to and continue for a period of 5 years thereafter.

DECISION ANALYTICS

Lee Epstein

Name and Title: