

Mutual Confidentiality and Non-Disclosure Agreement

This Mutual Confidentiality and Non-Disclosure Agreement (the "Agreement") is entered into this 3rd day of April 2013, by and between *ABC Widgets Inc.*, a Florida corporation having a principal address of 123 Main Street, Miami, Florida 33131, and *John Smith*, an individual having a principal address of 456 Main Street, Miami, Florida 33131.

1. **Purpose.** The Parties hereby enter into a confidential relationship with respect to the disclosure of certain proprietary and confidential information defined herein which may be disclosed and/or exchanged between the Parties for the purpose of entering into a business relationship ("Permitted Purpose").

2. **Definitions:**

"**Disclosing Party**" means a Party or its Affiliates disclosing Confidential Information to the other Party or its Affiliates.

"**Receiving Party**" means a Party or its Affiliates to whom Confidential Information is disclosed.

"**Affiliate(s)**" means a Party's owners, directors, officers, agents and employees.

"**Unauthorized Competition**" means that the Receiving Party, either directly or indirectly, acquires interest in, or designs, creates, manufactures, provides, sells or otherwise deals with any item, product or service, containing, based upon or derived from Confidential Information, except as may be expressly agreed to in writing by the Disclosing Party.

"**Confidential Information**" means all information regarding the business, operations, affairs, products and services of the Disclosing Party and material that has or could have commercial value or other utility in the business or prospective business of the Disclosing Party or its Affiliates. Confidential Information also includes all information the unauthorized disclosure of which could be detrimental to the interests of the Disclosing Party or its Affiliates whether or not such information is identified as Confidential Information by the Disclosing Party. By example and without limitation, Confidential Information includes, but is not limited to, any and all information of the following or similar nature, whether or not reduced to writing:

**TO ORDER YOUR CUSTOM DOCUMENT,
PLEASE SELECT ADD TO CART**