

Confidentiality Agreement

This Confidentiality agreement is entered into by and between Tarlow Design (TD) and _____ who desire to provide each other with certain confidential information regarding a _____ in a good faith effort to foster cooperation between the parties. The Parties agree as follows:

1. The Parties shall hold in confidence all Proprietary Information received from the other party for a period of three years from the date of disclosure. During the period of confidentiality, the receiving party agrees not to divulge the proprietary information to any third party or use the proprietary information for any purpose other than that agreed to by the parties. Proprietary information includes trade secrets as are defined in the Uniform Trade Secrets Act.
2. Proprietary information may be disclosed either orally or in writing. A representative of Tarlow Design will keep a copy of notes taken during meetings of the parties which will constitute a record of transmission of proprietary information.
3. Proprietary information subject to the above obligation if confidentiality shall not be deemed to include:
 - a.) Information which is or becomes generally available to the public
 - b.) Information that the receiving party can establish, by its records, was in its possession prior to the disclosure.
 - c.) Information which is approved by the originating party for release to the general public.
 - d.) Information that is not a trade secret as defined by the Trade Secrets Act.
4. It is understood and agreed that the disclosure of Proprietary Information by either party shall not grant the other party any rights to patents or trade secrets of the originating party nor shall it constitute any sort of joint venture unless otherwise agreed upon by both parties.
5. Each party shall secure proprietary information in areas of restricted access.
6. This document shall be construed and enforced in accordance with the laws of the State of California. Disputes arising under this agreement shall be tried in the trial courts of the State of California sitting in Marin County. The parties consent to the jurisdiction of said courts sitting in Marin County for enforcement of this agreement. The parties waive trial by jury. The parties agree to mediate any dispute before filing a complaint naming the other in which complaint allegations are made concerning breach of this agreement.

By 

Ken Tarlow, Pres. Tarlow Design

Date _____

Accepted by _____

Name _____

Date _____