

Sample NDA Non-Disclosure Agreement

Type of NDA Mutual Unilateral

Effective Date

Customer Name

Customer Entity

Company Name

Company Entity

Permitted Purpose

Term Type Ends Specific Limited Duration Period

Confidentiality

Governing Juris

Email Acceptable as Notice? Yes No

MUTUAL NON-DISCLOSURE AGREEMENT

This Mutual Non-Disclosure Agreement (this "Agreement"), dated as of January 1, 2020 is between ABC Example, a Delaware Corporation, and Celant Innovations, LLC, a Delaware Limited Liability. To explore the possible relationship in respect of assessing the implementer (the "Permitted Purpose") between the parties, each party may disclose the "Disclosing Party") sensitive information to the other party (in such case, the "Receiving Party"). The parties agree as follows:

1. **Definition.** The term "Confidential Information" means, to the extent previously, presently or subsequently disclosed by the Disclosing Party to a Receiving Party or the Receiving Party's affiliates, investors, insurers, consultants and advisors (including, without limitation, attorneys, accountants, bankers and financial advisors) of any of the foregoing and their respective directors, officers, partners, members and employees (those that actually receive or review any Confidential Information, collectively, "Representatives"), trade secrets and all non-public information, including, without limitation, financial, business, legal and technical information of Disclosing Party or any of its affiliates, suppliers, customers and employees (including information about research, development, operations, performance, marketing, transactions, regulatory affairs, patent applications, discoveries, inventions, methods, processes, articles, materials, algorithms, software, specifications, designs, drawings, schematics, data, prototypes, strategies, plans, prospects, know-how, and ideas, whether tangible or intangible, and including all copies, drafts, extracts, notes, and other materials, in any form, that are identified as proprietary or confidential, confidential at the time of disclosure, and that are not generally known or readily ascertainable by persons outside the Disclosing Party or its employees without the consent of the Disclosing Party.

2. **Restrictions.** As to the Confidential Information, the Receiving Party agrees (a) to use the Confidential Information only for its internal consideration internally for Permitted Purpose, (b) to maintain the Confidential Information as confidential, and exercise reasonable efforts to prevent any unauthorized access, use or disclosure thereof, (c) not to copy or reproduce the Confidential Information, except as may be reasonably required in connection with evaluating the Permitted Purpose, (d) not to disclose the Confidential Information to any third party other than the Receiving Party's Representatives who have a need to know for the Permitted Purpose and who are apprised of the confidential nature of the Confidential Information and all of the restrictions in this Agreement, (e) not to decompile, disassemble or otherwise reverse engineer any Confidential Information, (f) not to attempt to discover its underlying composition, structure, source code or trade secrets and (f) not to export or re-export any Confidential Information or product thereof in violation of the U.S. or other export control laws or regulations. The terms and conditions of any transaction or possible transaction between the parties, the fact that disclosures, evaluations or



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SEPTEMBER 2020

SBDC ASSISTANCE

TECHTEAM CONSULTING

- Pitch coaching for AMIC
- SEO review
- Sales and marketing consulting
- General business advice

ADDITIONAL SUPPORT FROM

- Ann Arbor SPARK
- University of Michigan - Ross School of Business
- University of Michigan - School of Information

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KEY ACCOMPLISHMENTS

- Several paying, institutional customers
- Additional pilot projects on-going
- Cash flow positive
- MVP has evolved into a feature rich version
- Received \$10,000 from Ann Arbor SPARK boot camp (convertible note)



"SBDC mentors have deep knowledge and experience and have been terrific sounding board for us to bounce ideas off of, and a valuable resource to learn how others have dealt with problems we face."

Jason Lee, Founder

<https://sbdcmichigan.org/tech-business/>

