

Subcontractor Proprietary Information Agreement

Date: [Insert Date]

To: [Subcontractor Name]

[Subcontractor Address]

From: [Your Company Name]

[Your Company Address]

Dear [Subcontractor Name],

This Proprietary Information Agreement ("Agreement") is made and entered into effective as of the date above, by and between [Your Company Name] ("Disclosing Party") and [Subcontractor Name] ("Receiving Party").

1. Definition of Proprietary Information

For purposes of this Agreement, "Proprietary Information" shall include all information disclosed by the Disclosing Party to the Receiving Party, either directly or indirectly, in writing, orally, or by inspection, that is designated as proprietary or that reasonably should be understood to be proprietary given the nature of the information and the circumstances surrounding its disclosure.

2. Obligations of the Receiving Party

The Receiving Party agrees to:

- Keep the Proprietary Information confidential and not disclose it to any third party without prior written consent from the Disclosing Party;
- Use the Proprietary Information solely for the purpose of [insert purpose];
- Take all necessary precautions to protect the confidentiality of the Proprietary Information.

3. Exclusions from Proprietary Information

Proprietary Information does not include information that:

- Is or becomes publicly available through no fault of the Receiving Party;
- Was known to the Receiving Party prior to disclosure by the Disclosing Party;

- Is developed independently by the Receiving Party without use of or reliance on the Proprietary Information.

4. Term

This Agreement shall commence on the effective date and shall continue in effect until terminated by either party with written notice.

5. Governing Law

This Agreement shall be governed by and construed in accordance with the laws of [Insert Governing Law Jurisdiction].

If you agree to the terms set forth herein, please sign and return a copy of this Agreement.

Sincerely,

[Your Name]

[Your Title]

[Your Company Name]

Acceptance

Agreed and accepted:

[Subcontractor Name]

Date: _____