

## Confidential Disclosure Agreement

THIS AGREEMENT is made by and between

Ersatz Systems Machine Cognition, LLC

of 3925 Elisa Ct, Colorado Springs CO 80904-1056,

herein "Vendor",

and

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[ company or individual name ]

of \_\_\_\_\_ ,  
[ full address, must be in USA only ]

herein "Reviewer", effective as of the date last signed by both parties.

1. In order to further the business relationship between Reviewer and Vendor, it may be desirable that Vendor disclose to Reviewer certain information considered confidential by Vendor concerning a product or products reviewed, herein "Products". Such information about Products will receive the protection of this Agreement provided that it is reduced to writing. Such written confidential information about Products is hereinafter referred to as "Information".
2. Reviewer agrees to use its reasonable best efforts not to use or disclose Information to third parties and not to use Information

except to evaluate the Information and to consider its possible applications by Reviewer. Reviewer may, however, disclose Information to its consultants who have executed confidential disclosure agreements with Reviewer providing substantially the same protection of Information as required under this Agreement.

3. Reviewer's obligations hereunder shall not extend to Information which (a) is in or enters the public domain through no act or failure to act on the part of Reviewer; (b) can be shown by Reviewer to have been known by it prior to the time of disclosure; or (c) is received by Reviewer from a third party without breach of duty to the Vendor.
4. This Agreement shall be construed in accordance with the laws of the State of Colorado.
5. Reviewer's obligations hereunder shall expire three (3) years from the date of this Agreement.

IN WITNESS WHEREOF, the parties have executed this Agreement by their duly authorized officials.

Vendor

By: \_\_\_\_\_ Date: \_\_\_\_/\_\_\_\_/\_\_\_\_  
[ signature ]

Reviewer

By: \_\_\_\_\_ Date: \_\_\_\_/\_\_\_\_/\_\_\_\_  
[ signature ]