

NON-DISCLOSURE AGREEMENT

The undersigned acknowledges that _____ ("Company") has furnished to the undersigned potential Colleague ("Colleague") certain proprietary data ("Confidential Information") relating to the business affairs and operations of Company for study and evaluation by Colleague for possibly investing in Company.

It is acknowledged by Colleague that the information provided by Company is confidential; therefore, Colleague agrees not to disclose it and not to disclose that any discussions or contracts with the Company have occurred or are intended, other than as provided for in the following paragraph.

It is acknowledged by Colleague that information to be furnished is in all respects confidential in nature, other than information which is in the public domain through other means and that any disclosure or use of same by Colleague, except as provided in this agreement, may cause serious harm or damage to Company, and its owners and officers. Therefore, Colleague agrees that Colleague will not use the information furnished for any purpose other than as stated above, and agrees that Colleague will not either directly or indirectly by agent, employee, or representative, disclose this information, either in whole or in part, to any third party; provided, however that (a) information furnished may be disclosed only to those directors, officers and employees of Colleague and to Colleague's advisors of their representatives who need such information for the purpose of evaluating any possible transaction (it being understood that those directors, officers, employees, advisors and representatives shall be informed by Colleague of the confidential nature of such information and shall be directed by Colleague to treat such information confidentially), and (b) any disclosure of information may be made to which Company consents in writing. At the close of negotiations, Colleague will return to Company all records, reports, documents, and memoranda furnished and will not make or retain any copy thereof.

Signature

Date

Name (typed or printed)

[Colleague's Company]

This is a business plan. It does not imply an offering of securities.