

Article I: Definitions

Section 1.1: Confidential Information

"As used in this Agreement, Confidential Information means all information disclosed by one party to the other."

Section 1.2: Exclusions

- (a) Information that is or becomes publicly available without breach of this Agreement.
- (b) Information that the Receiving Party can demonstrate was known prior to disclosure.
- (i) Any combination of the above items is also excluded.
- (ii) This exclusion does not apply to trade secrets.

Article II: Scope

Section 2.1: Coverage

This Agreement covers all written and oral communications between the parties.

Section 2.2: Exceptions

- (1) Information obtained from a third party without restriction.
- (2) Information independently developed by the Receiving Party.
- (3) Information required to be disclosed by law.

Article III: Miscellaneous

Section 3.1: Governing Law

This Agreement shall be governed by the laws of the State of Delaware.

Section 3.2: Dispute Resolution

Any dispute arising under this Agreement shall be resolved through binding arbitration.