

## **SAMPLE CONFIDENTIALITY CLAUSE**

During your employment at (COMPANY NAME), you may have access to confidential and proprietary data, which is not known by competitors or within the company's field of business generally. This information (hereinafter referred to as "Confidential Information") includes, but is not limited to: data relating to the Company's marketing and servicing programs; procedures and techniques; the criteria and formula used by the Company in pricing its products and services; the structure and pricing of special packages that the Company has negotiated; lists of customers and prospects; the identity, authority and responsibilities of key contacts at Company accounts; the composition and organization of accounts' businesses; the peculiar risks inherent in their operations; sensitive details concerning the structure, conditions, and extent of their existing products and services; contract expiration dates; commission rates; service arrangements; proprietary software, Web applications and analysis tools; and other data showing the particularized requirements and preferences of the accounts. This Confidential Information is a valuable asset of the Company, developed over a long period of time and at substantial expense.

To protect the Company's interest in this valuable asset, you must (a) not use any such Confidential Information for your personal benefit or for the benefit of any person or entity other than the Company, and (b) use your best efforts to limit access to such Confidential Information to those who have a need to know it for the business purposes of the Company. In addition, you should minimize those occasions on which you take documents, computer disks or a laptop containing such Confidential Information outside the office. On those occasions where it is necessary, consistent with the best interests of the Company and doing your job effectively, to take documents, computer disk or a laptop containing Confidential Information outside the office, all appropriate precautionary and security measures should be taken to protect the confidentiality of the information.