



**CONFIDENTIAL DISCLOSURE AGREEMENT
Market and Business Information Only**

This Confidential Disclosure Agreement ("Agreement") is made and entered into between Sales Guys, INC. hereinafter called Sales Guys and

_____ hereinafter called DISCLOSING PARTY.

DISCLOSING PARTY is in possession of information regarding THEIR BUSINESS AND MARKETS that it considers to be proprietary and confidential. DISCLOSING PARTY wishes to disclose some of this information to Sales Guys for the sole purpose of attempting to establish a business relationship between Sales Guys and DISCLOSING PARTY (the "Stated Purpose"). The purpose of this Agreement is to protect DISCLOSING PARTY's confidential and proprietary information from any use other than the "Stated Purpose" by Sales Guys or others.

It is therefore agreed that:

1. As used in this Agreement, the term "Proprietary Information" shall include information concerning the DISCLOSING PARTY's existing business, markets and proposed future products. It will not include technical or product information including any product ideas, inventions or improvements. "Proprietary Information" will further not include information which:

(a) is lawfully and independently obtained by Sales Guys from a third party having the right to make such disclosure and did not obtain the information from DISCLOSING PARTY; or

(b) was already known to Sales Guys at the time of disclosure; or

(c) is in the public domain or enters into the public domain through no fault of Sales Guys.

2. Sales Guys agrees to hold all Proprietary Information in confidence and not disclose it to any third party including without limitation any person or entity associated with Sales Guys except those persons associated with Sales Guys who need to know such information in order to carry out the Stated Purpose.

3. Sales Guys agrees to not use the Proprietary Information for any purpose other than the Stated Purpose.

AGREED:
SALES GUYS INC.

AGREED:
DISCLOSING PARTY

By:  _____
signature

By: _____
signature

Name: Marty Carrigan

Name: _____