

**Confidentiality Agreements --
Use and Enforcement
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DRAFTING CONFIDENTIALITY CONTRACTS FOR REAL ESTATE TRANSACTIONS

INTRODUCTION

WHAT IS THE PURPOSE OF A CONFIDENTIALITY CONTRACT?

- The Owner's Concerns
- The Prospect's Concerns
- Private Business-Sensitive Information

SCOPE OF THE CONTRACT

CONFIDENTIAL INFORMATION

- Material Withheld From Recipient
- General Disclaimer

EXEMPT INFORMATION

- Expressly Approved Disclosure
- Information Obtained Or Obtainable From Other Sources
- Recipient-Developed Information

CONFIDENTIALITY OF DERIVATIVE MATERIAL

EXEMPT EVENTS

- Compelled Disclosure
- Alternative Courses Of Action

RESTRICTIONS ON USE

- Use of Information Solely For Proposal
- Limitation On Use
- Approval Right Over Enemies And Nuisances
- Assignability
- Negative Covenants
- Use Of Information In Competition
- Misuse In Bidding
- Stalking Horse Stratagems
- No Shop
- Identify Preexisting Disclosure Obligations
- Impose A Standstill

PERFORMANCE

Performance Standards.

Performance Protocol

TERMINATION OF THE CONTRACT

Disposition Of Materials

Survival

Remedies

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