

Letter of confidentiality

August 4, 2009

Boston, MA 021xx-xxxx

Dear xxx:

This letter is in regards to our in-person discussions last Thursday.

We are discussing with you the possibility of your company acquiring xxx Inc. (the “Company”). In connection with this, we will be providing you with financial statements and other information that is confidential and proprietary to our company. The financial statements and other information provided to you are hereinafter referred to as the “Evaluation materials.”

You acknowledge that the Evaluation Materials are confidential and that the fact that the sale of the Company is being considered is confidential. Intending to be legally bound, you agree that you will:

- a. Maintain the confidentiality of the Evaluation Materials and of the fact that a sale of the Company is being considered.
- b. Disclose the fact that a sale of the Company is being considered, and show the Evaluation Materials to only those individuals employed by you, the Company’s directors and any outside advisors retained by you if necessary to your determination of whether to make a proposal for the acquisition of the Company.
- c. Prior to disclosing to any person the fact that a sale of the Company is being considered require that he or she agree to maintain the confidentiality of the possible sale and of the Evaluation Materials.

- d. Use the Evaluation materials solely for the purpose of determining whether or not you wish to make a proposal for the acquisition of an interest in the Company and not in any way detrimental to the Company.
- e. Not make copies of any of the Evaluation Materials, except that the Company's general counsel may retain a copy of the Evaluation Materials accessible only by him.
- f. Return all of the Evaluation Materials to the Company and destroy all notes, reports, and other materials prepared by you if you or we decide to terminate our discussions.

Sincerely,

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Agreement by Individual

The Undersigned have read carefully the foregoing letter and agree to maintain the confidentiality of the fact that a sale of the Company is being considered and to be bound by all terms of the foregoing letter.

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