

**ACKNOWLEDGMENT  
REGARDING PROPRIETARY INFORMATION**

This Acknowledgment Regarding Proprietary Information (“Acknowledgment”), dated as of \_\_\_\_\_, 2008 (the “Effective Date”), is made and entered into by \_\_\_\_\_, [a \_\_\_\_\_] or [with a primary residence of \_\_\_\_\_] (“Applicant”) to set forth Applicant’s understanding with respect to information submitted to the Missouri Technology Corporation (“MTC”) for the Missouri Technology Incentive Program (“MoTIP”).

**Background**

A. In order to stimulate Small Business Innovation Research and Small Business Technology Transfer awards granted to small businesses in Missouri, MTC has instituted and funded MoTIP.

B. The Board of Directors of MTC has granted to the MTC Phase I/II Bridge Loan Committee (the “Committee”) the authority to review the proposals submitted by applicants (including Applicant) to MoTIP for Phase I/II bridge loans (the “Proposals”) to be awarded by MTC and to select the Proposals that will receive awards (“Awards”).

C. MTC discourages the submission of scientific and technical information in the Proposal that Applicant believes is confidential, proprietary, a trade secret or otherwise protectible (“Proprietary Information”) and has so notified Applicant in the written materials MTC has provided to Applicant.

D. However, Applicant has decided to submit to MTC Proprietary Information as part of a Proposal for review by the Committee.

**Acknowledgment**

In connection with the submission of a Proposal to MTC, Applicant acknowledges and agrees that his, her or its disclosure of Proprietary Information shall be subject to the following terms and conditions:

1. Applicant shall mark every page of a Proposal containing Proprietary Information as “PROPRIETARY” in both the header and footer of each applicable page, and the cover letter to the Proposal shall state that the Proposal includes Proprietary Information.

2. Except as required by law, MTC will not use or disclose to any third party any Proprietary Information received from the Applicant as part of a Proposal, provided that the Proprietary Information is clearly marked as set forth in Section 1.

3. MTC will not retain a copy of the body of Proposals which do not result in an Award; however, MTC may retain the cover letter of such Proposals.

4. Applicant shall not include any Proprietary Information in the abstract section of his, her or its Proposal (the “Abstract”).

5. MTC will ordinarily publicly release the Abstract of each Proposal resulting in an Award (a “Successful Proposal”), regardless of whether Applicant has included Proprietary Information in the Abstract.

6. MTC will retain Successful Proposals in accordance with its document retention policy, which may change from time to time.

7. The public release of information, including, without limitation, Proprietary Information, in any Proposal submitted to MTC will be subject to existing statutory and regulatory requirements, which may change from time to time. In the event that any part of a Successful Proposal marked as set forth in Section 1 is requested to be disclosed pursuant to the Missouri Sunshine Law, Chapter 610 of the Revised Statutes of Missouri (the “Sunshine Law”), MTC will advise Applicant of such request and within [ten] calendar days of such notice, Applicant shall promptly provide to MTC a detailed list of all information in the Proposal which Applicant believes is exempt from disclosure under the Sunshine Law. Taking into consideration Applicant's response, if any, MTC will determine the public availability of such information in accordance with the requirements of the Sunshine Law.

8. The obligations set forth herein will commence on the Effective Date and will continue so long as MTC retains the Proprietary Information, except that the obligations will not apply to any Proprietary Information which is or becomes known to the public through no fault of MTC.

9. This Acknowledgment is to be interpreted in accordance with the laws of the State of Missouri, without regard to its conflicts of law principles.

10. Applicant acknowledges and agrees this he, she or it fully understands the content of this Acknowledgment and freely delivers any Proprietary Information to MTC, recognizing the risks of such delivery.

**Acknowledged and agreed:**

**APPLICANT:** \_\_\_\_\_

[By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_ ]

**or**

[ \_\_\_\_\_ ]