

ABC Client, INC.

**CONFIDENTIALITY & NON-SOLICITATION PRI
AGREEMENT**

I hereby acknowledge and agree to the following:

During the period of my consulting assignment with ABC Client, Inc. as Director of Human Resources and for a period of two years thereafter, I agree not to reveal any of the following:

1. Any of your trade secrets and confidential information in respect to your methods of doing business.
2. The identity of any of your employees, principals, or customers of those principals.
3. Any confidential information with respect to the methods of doing business of any of your principals and/or customers, the knowledge of which is obtained by me while being retained by you.
4. Any confidential information in respect to your internal organization and operating procedures, and
5. Such other information that a reasonable and prudent person would deem to be of a confidential nature.

I agree that no list, manual, correspondence, memorandum, computer printout or other written instrument or document of any type shall be removed by me from your offices, other than as may be needed to carry out assigned duties relating to my assignment with you, and that any such written instrument or document in my possession upon termination of my assignment whether voluntary or involuntary, and for whatever reason, shall be immediately returned by me to you.

You are authorized to provide a copy of this agreement to any individual or firm including, but not limited to, any future client of Perry Resources, Inc.

In the event any court of competent jurisdiction holds one or more of the above restrictions to be unenforceable by you, I agree that I shall continue to be subject to the remaining restrictions.

Date: _____

Perry Resources, Inc.