

PARTNER
NON-DISTRIBUTION AGREEMENT

The AGREEMENT is entered into as of _____, by and between the Department of the Army through the Army Research Laboratory's Human Research and Engineering Directorate, AMSRL-HR (Dr. Robin Keesee), Aberdeen Proving Ground, Maryland, 21005-5425 (hereinafter referred to as the "ARL") and

through _____, having an address of,

(hereinafter referred to as the "RECIPIENT").

WHEREAS, ARL desires to distribute certain information to RECIPIENT which desires to obtain said information for the exclusive purpose of conducting man-system analyses.

NOW, THEREFORE, ARL agrees to distribute certain information consisting of IMPRINT, the Improved Performance Research Integration Tool, and related documentation (hereinafter collectively referred to as "IMPRINT").

RECIPIENT, in consideration of its receipt of IMPRINT agrees that IMPRINT shall be considered confidential and proprietary to ARL, and that RECIPIENT shall (1) not distribute IMPRINT (or any portion or copy thereof) to any third party without the prior written consent of ARL; and (2) not use IMPRINT (or any portion or copy thereof) for any purpose except the purpose stated above.

All tangible forms of IMPRINT, such as written documentation, delivered pursuant to the Agreement shall be and remain the property of the ARL and all such tangible forms of IMPRINT, all copies thereof, and all materials containing any such IMPRINT shall be promptly returned upon written request of ARL or destroyed at ARL's option.

This Agreement expresses the entire agreement and understanding of the parties with respect to their obligations hereunder and supersedes all prior agreements and understandings relating directly to the IMPRINT distributed hereunder. This Agreement may not be varied or modified except by a writing signed by the authorized representatives of both parties.

IN WITNESS WHEREOF, the RECIPIENT hereto has caused this Agreement to be executed under seal in duplicate by the duly authorized officers as of the day and year first above written.

RECIPIENT (PARTNER)

By:

Title:

