

CONFIDENTIALITY AGREEMENT

This document is a Confidentiality Agreement between the following Parties:

A Legacy Associates, Inc. Prospective Client

In the first part, hereinafter called the Company, and

***Terry H. Hill
Legacy Associates, Inc.
8223 Championship Ct.
Lakewood Ranch, FL 34202***

In the second part, hereinafter called the Advisor,

On the subject of the Company supplying information, business plans, training, handbooks, copies of documents, specifications, drawings, access to consultants/researchers etc. during the course of Advisor's involvement, Advisor's hereby confirms as follows:

1. All information whenever disclosed by the Company to Advisor shall remain the property of the Company. Upon termination of Advisor's interest, Advisor will, on request, return all information to the Company. And shall at the same time if requested, hand over to the Company written confirmation that all documents, specifications, know-how, information handbooks and drawings relating to the information in Advisor's possession have been returned to the company or have been destroyed.
2. Advisor will not use the information for any purpose other than in connection with Advisor's involvement with the Company and on its behalf. Advisor shall keep all information secret and confidential. Advisor shall not, without consent of the Company, communicate or allow to be communicated any confidential information to anyone, except as otherwise authorized by the Company
3. On the termination of Advisor's involvement Advisor shall forthwith cease all further use of the information.
4. Advisor confirms its acceptance of retention by the Company of all the Company's existing rights and patents.
5. Advisor's agreement to the confidentiality aspect of this agreement is subject to:
 - (i) Any information becoming common knowledge
 - (ii) The information contained in individual patent applications being publishedWhen any of the above two possibilities occur, then may regard as ceasing to be confidential information only to the extent that i) or ii) has occurred.

Signed:

Date:

Terry H. Hill

January 1, 2010 – December 31, 2010

Terry H. Hill
Managing Partner
for and on behalf of ***Legacy Associates, Inc.***