

# Volunteer Confidentiality & Conflicts of Interest Agreement

I, \_\_\_\_\_, as a volunteer of Exceed Network recognize that I may receive confidential information regarding Exceed Network and its clients, including proposed business transactions, business plans, financial information, marketing strategies, and other information not generally known to the public (collectively, "Confidential Information").

I hereby agree as follows:

1. I will hold all Confidential Information in confidence, and will take all reasonable steps to ensure that Confidential Information will not be used or disclosed other than in connection with my duties as a volunteer.
2. I will promptly notify Exceed Network of any unauthorized release of any Confidential Information. I agree that upon Exceed Network's request, I will destroy or return the originals and/or all copies of the Confidential Information that are in my possession.
3. I will not use any Confidential Information I obtain relating to Exceed Network or its clients for my personal gain, including entering into any transactions relating to the Confidential Information.
4. I will not participate in a transaction that would directly compete with any client I am working with or have worked with in the past two years based on any information I obtained from the client. For clarification purposes, examples of prohibited transaction include leasing a location a client was working on while I was working with that client, soliciting that client's customer base using information obtained from the client and entering into partnerships with a client's partner. Subject to compliance with paragraph 3 above, engaging in a business that is generally similar to a client's or selling national retailers that are also customers of a client would not be prohibited transaction.

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Signature

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Date