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**VENDOR/SUPPLIER  
NON-DISCLOSURE AGREEMENT**

This Vendor/Supplier Non-disclosure Agreement ("Agreement") is made and entered into as of \_\_\_\_\_, 20\_\_\_\_, by and between \_\_\_\_\_, a \_\_\_\_\_, the principal address of which is \_\_\_\_\_, ("Recipient") and Oceaneering International, Inc., a Delaware corporation, the principal address of which is 11911 FM 529, Houston, Texas 77041, USA ("Oceaneering").

It is the intention of the parties to this Agreement to facilitate discussions regarding possible transactions between the parties by the protection from unauthorized disclosure or use of the Confidential Information (defined below). Therefore, the parties agree as follows:

1. For the purposes of this Agreement, "Confidential Information" shall mean any information disclosed by Oceaneering, whether in writing, orally, visually or otherwise, including but not limited to business plans, contractual, engineering, financial, sales, marketing and operational information, product specifications, technical data, trade secrets, know-how, ideas and concepts of Oceaneering or third parties. Confidential Information excludes, however, information which: (i) is or becomes known or available to Recipient without restriction from a source other than Oceaneering with a legal right to disclose the same to Recipient; (ii) is, or without violating the terms of this Agreement becomes, generally available to the public; or (iii) is developed by Recipient independently of the information disclosed hereunder.
2. With respect to all Confidential Information disclosed hereunder, Recipient agrees that from and after the date of this Agreement, Recipient shall not:
  - a. use the Confidential Information except for purposes of its business relationship with Oceaneering (the "Authorized Purpose"); or
  - b. disclose the Confidential Information to any third party except: (i) for directors, officers, managers, employees, consultants, contractors and professional advisors of Recipient (collectively its "Representatives") who need to know the Confidential Information for the Authorized Purpose and who are subject to an existing obligation to, or enter into an agreement with, Recipient not to disclose Confidential Information; and (ii) as may be authorized in writing in advance by an officer of Oceaneering.
3. Recipient shall require its Representatives who receive any Confidential Information to comply with the terms and conditions of this Agreement and Recipient shall be responsible for their compliance herewith. Recipient shall use at least the same degree of care to protect the confidentiality and ensure the proper use of the Confidential Information as Recipient uses with respect to its information of a similar kind or nature, but in no event less than reasonable care.
4. Oceaneering grants no rights in or to the Confidential Information. All Confidential Information shall remain the sole property of Oceaneering.
5. No contract or agreement providing for any transaction or any commitment to enter into a

**Sample  
Confidentiality Agreement**

**CONFIDENTIALITY AGREEMENT**

THIS CONFIDENTIALITY AGREEMENT (the "Agreement") dated this 26th day of October, 2015

BETWEEN:

Samuel Garvey of 5723 Park Ave, Cincinnati, Ohio  
(the "Employer")

OF THE FIRST PART

- AND -

Tina Hunter of 3382 Redford Ave, Cincinnati, Ohio  
(the "Employee")

OF THE SECOND PART

BACKGROUND:

- A. The Employee is currently or may be employed as an employee with the Employer for the position of Sales Manager. In addition to this responsibility or position (the "Employment"), this Agreement also covers any position or responsibility now or later held with the Employer.
- B. The Employee will receive from the Employer, or develop on the behalf of the Employer, Confidential Information as a result of the Employment (the "Permitted Purpose").

IN CONSIDERATION OF and as a condition of the Employer employing the Employee and the Employer providing the Confidential Information to the Employee in addition to other valuable consideration, the receipt and sufficiency of which consideration is hereby acknowledged, the parties to this Agreement agree as follows:

**Confidential Information**

1. All written and oral information and materials disclosed or provided by the Employer to the Employee under this Agreement is Confidential Information regardless of whether it was provided before or after the date of this Agreement or how it was provided to the Employee.

**LAWDEPOT<sup>TM</sup>**

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**Sample  
Employment Contract**

**EMPLOYMENT CONTRACT**

THIS EMPLOYMENT CONTRACT dated this 15th day of October, 2015

BETWEEN:

Terrence Smithheimer of 166 South Bedford St.  
(the "Employer")

OF THE FIRST PART

- AND -

Jenkins Butler of 82 North King St  
(the "Employee")

OF THE SECOND PART

BACKGROUND:

- A. The Employer is of the opinion that the Employee has the necessary qualifications, experience and abilities to assist and benefit the Employer in its business.
- B. The Employer desires to employ the Employee and the Employee has agreed to accept and enter such employment upon the terms and conditions set out in this Agreement.

IN CONSIDERATION OF the matters described above and of the mutual benefits and obligations set forth in this Agreement, the receipt and sufficiency of which consideration is hereby acknowledged, the parties to this Agreement agree as follows:

**Commencement Date and Term**

1. The Employee will commence permanent full-time employment with the Employer on the 15th day of October, 2015 (the "Commencement Date").

**LAWDEPOT<sup>TM</sup>**

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