

TRADE SECRET CHECKLIST

Critical Points: (1) Is it a secret in the industry? (2) Is it valuable to you (does it give you a competitive edge in your business)? (3) Do you keep it a secret? Do you treat it as a secret?

COMMON TRADE SECRETS:

- Customer or client lists
Prospective customer lists
Lists of suppliers/vendors
Employee records
design and manufacturing procedures and specifications
marketing plans
R & D plans
R & D results (interim and final)

For each class or type of secret or confidential information, complete the following:

Describe the secret: _____

List everyone who has access to the secret: _____

Are they officers or managers? Yes ___ No ___

Name _____ Yes ___ No ___ Name _____ Yes ___ No ___
Name _____ Yes ___ No ___ Name _____ Yes ___ No ___
Name _____ Yes ___ No ___ Name _____ Yes ___ No ___

For non-officers/managers, do they need access to the trade secret to do their job? Yes ___ No ___

Name _____ Yes ___ No ___ Name _____ Yes ___ No ___
Name _____ Yes ___ No ___ Name _____ Yes ___ No ___
Name _____ Yes ___ No ___ Name _____ Yes ___ No ___

Recommend: all employees involved in design and/or engineering sign the enclosed Employment Agreement. Do you have a signed Employment Agreement (p. 9) on file? Yes ___ No ___

Name _____ Yes ___ No ___ Date _____
Name _____ Yes ___ No ___ Date _____
Name _____ Yes ___ No ___ Date _____

Recommend: if you do not have a signed agreement, tell them that the trade secret belongs to your company and that they should not use it for anything but genuine company business.

Name _____ Yes ___ No ___
Date of Conversation _____
Name _____ Yes ___ No ___
Date of Conversation _____
Name _____ Yes ___ No ___

Date of Conversation _____
 Name _____ Yes ___ No ___
 Date of Conversation _____
 Name _____ Yes ___ No ___
 Date of Conversation _____
 Name _____ Yes ___ No ___
 Date of Conversation _____

If they do not need access to the trade secret to perform their assigned responsibilities,
 Recommend limiting access by:

- locking documents in a cabinet -protecting computer-based information with a password
- marking documents/files CONFIDENTIAL -keeping a log of people who access the data
- telling the employee that they are not to use the trade secret without your permission

Are they all employees? Yes ___ No ___

For Non-Employees: Recommend all non-employees sign the Consultant Agreement (p. 10).

Subject of Trade Secret: _____
 Project Name on Agreement/Contract: _____
 Contractor/Non-employee: _____ Date of Agreement: _____

Does Agreement/Contract have a CONFIDENTIALITY or a TRADE SECRET clause? Yes ___ No ___

Recommend use of enclosed Confidentiality Agreement (p. 11) for people or companies you intend to do business with. For example, potential investors, new manufacturers, prospective partners, etc.

Subject of Trade Secret: _____
 Project Name on Agreement: _____
 Other Party (Recipient): _____ Date of Agreement: _____

Do you have a copy of the Agreement? MARK papers CONFIDENTIAL or SECRET. Yes ___ No ___

Do you have a written record of trade secrets explained to the Other Party? Yes ___ No ___

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MANAGER'S TRADE SECRET TABLE Yes/No Checklist

Trade Secret Description:

| Name Person/Company | Employment Agreement | Consulting Agreement | Confidentiality Agreement | Date-Copy in file? |
|------------------------|-------------------------|-------------------------|------------------------------|--------------------|
| _____ | yes/no | yes/no | yes/no | _____ yes/no |
| _____ | yes/no | yes/no | yes/no | _____ yes/no |
| _____ | yes/no | yes/no | yes/no | _____ yes/no |
| _____ | yes/no | yes/no | yes/no | _____ yes/no |
| ... | ... | ... | ... | ... |

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| Name Person/Company | Employment Agreement | Consulting Agreement | Confidentiality Agreement | Date-Copy in file? |
|------------------------|-------------------------|-------------------------|------------------------------|--------------------|
| _____ | yes/no | yes/no | yes/no | _____ yes/no |
| _____ | yes/no | yes/no | yes/no | _____ yes/no |
| _____ | yes/no | yes/no | yes/no | _____ yes/no |
| _____ | yes/no | yes/no | yes/no | _____ yes/no |
| ... | ... | ... | ... | ... |

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| Name Person/Company | Employment Agreement | Consulting Agreement | Confidentiality Agreement | Date-Copy in file? |
|------------------------|-------------------------|-------------------------|------------------------------|--------------------|
| _____ | yes/no | yes/no | yes/no | _____ yes/no |
| _____ | yes/no | yes/no | yes/no | _____ yes/no |
| _____ | yes/no | yes/no | yes/no | _____ yes/no |
| _____ | yes/no | yes/no | yes/no | _____ yes/no |

Kain & Associates, Attorneys at Law, P.A. Ft. Lauderdale, Florida
[www. ComplexIP.com](http://www.ComplexIP.com)