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NON-DISCLOSURE AGREEMENT (NDA)

ESI Ventures LLC dba Touche Lighting Control

This Non-Disclosure Agreement (“Agreement”) is entered into by and between **Ness Bros. Realtors & Auctioneers (“Auctioneer”)**, the Seller, and the undersigned Bidder (“Recipient”).

1. Purpose: Recipient desires to review certain confidential information for the purpose of evaluating a potential purchase of the Touche Lighting Control assets.

2. Confidential Information: Confidential Information includes, but is not limited to:

- Customer and client lists
- Patents and intellectual property
- Molds, designs, and production materials
- Financial and operational information
- Any other proprietary business information

3. Obligations of Recipient: Recipient agrees:

- Not to disclose any Confidential Information to any third party
- Not to use the information for any purpose other than evaluating the purchase
- Not to contact, solicit, or transact with any customers, vendors, or contacts learned through this process
- To protect the information with reasonable care

4. Non-Circumvention: Recipient agrees not to bypass, avoid, or circumvent Ness Bros or Seller to directly engage with any parties related to the assets.

5. Return or Destruction: If Recipient does not proceed with the purchase, all Confidential Information must be returned or destroyed upon request.

6. No Warranty: All information is provided “AS IS” without any warranties.

7. Remedies: Recipient acknowledges that breach of this Agreement may cause irreparable harm and agrees that legal remedies, including injunctive relief, may be pursued.

8. Governing Law: This Agreement shall be governed by the laws of the State of Indiana.

Bidder Name: _____

Entity: _____

Signature: _____

Date: _____

Contact #: _____

Email: _____