

### Article 12 - Confidentiality

It is important to pay close attention to the principle of confidentiality because information which is not produced as a result of the research agreement should be safeguarded and the ownership of such confidential information should continue with the company or the university as the case may be. This applies equally to much of the information developed as a result of the agreement.

Some confidentiality provisions specify that information is not confidential, unless it is specifically designated as such by the disclosing party. This sounds very reasonable but does not always correspond to the real world. In many situations confidential information is transmitted orally and is mixed with nonconfidential material.

Depending on the type of research being done, it may be advisable to have all persons including students involved with the project at the University sign a simple confidentiality agreement - or the Acknowledgement of the Agreement (page 7).

### Article 14 - Publication

It is acknowledged that universities exist to increase the total fund of knowledge in our society, and to provide for the free exchange of ideas between scholars.

At the same time commercially useful technical information in many cases loses all its value if it is made public. This applies particularly to non-patentable technical information, including software. However even in the case of patentable inventions, secrecy gives the potential patentee a lead time of at least two (2) years while the patent is being considered at the Patent Office. Some people are not aware that only a patent can be infringed, and that pending the grant of a patent, there is no protection for the inventor. It is critical that this information not become available to a competitor. Moreover, publication or presentation at symposia releases the information into the public domain. Patents can only be obtained for inventions within a very limited time after such disclosure.

An attempt has been made to balance the conflicting interests of industry and universities in this article. It should also be noted that if the university is allowed to participate to some extent in the commercial exploitation of an idea generated by the research agreement, there will be more incentive to keep commercially useful information secret. At the same time non-commercial information can be dealt with in a more traditional academic manner. If technical information which has to be kept secret is incorporated into a thesis, then it is published for all practical purposes. As a consequence, should the research involve the possibility of commercially useful information, the