

**MARIPOSA LABS LLC**  
**Confidential Information Policy**  
**11/20/2009**

This document describes the policies and procedures for protecting confidential information owned by Mariposa Labs LLC, a Boise, Idaho based company that designs and manufactures a wide range of personal care products. The purpose of this policy is to protect our confidential information from unintended disclosure or inappropriate use.

This policy has 5 parts:

- A. Description of the confidential information in Mariposa Labs
- B. Description of confidential information provided by customers
- C. Ownership of intellectual property created by Mariposa Labs employees
- D. Procedures for safeguarding all confidential information
- E. Employee responsibilities for protecting confidential information
- F. Employee acknowledgement of, and agreement to abide by, confidential information policy

**CONFIDENTIAL INFORMATION AT MARIPOSA LABS**

Mariposa Labs creates and owns a large amount of confidential information and other intellectual property. Generally speaking this information and property includes any information relating to our business that is not publically available and that has economic value. A detailed list of our confidential information would include, but would not be limited to, the following items:

- 1. Formulas, including all bill of materials, batch records, lab records, costing analyses and any other documents that list ingredients and/or provide directions for preparation
- 2. All documentation included in the New Product Introduction (NPI) process
- 3. All documents included in the Standard Operating Procedures (SOPs)
- 4. Test results for any formula including any internal or externally produced test records or Quality Assurance records
- 5. Production records such as the logs and flow tags created to track and control our work
- 6. Shipping and receiving records included in the work order traveler system

7. Planning and purchasing records created in MAS and any other planning information
8. Vendor lists and vendor information
9. Marketing plans and customer lists or records created by Mariposa Labs
10. Customer documents including Supply Agreements and Credit Applications and customer correspondence
11. Mariposa Labs employee lists and information including our company directory and organization chart
12. All accounting and management records created and stored in the MAS system.

All of this information created and owned by Mariposa Labs and has significant economic value. The unintended disclosure of this information could cause substantial damage to the company either by helping a competitor or by some other mechanism (e.g. creating a legal liability). Any release of confidential information to people or agencies outside of Mariposa Labs, except those proper requests pursuant to legal or regulatory actions, must have the written consent for release as contained in the Outside Confidentiality Agreement described below.

#### **CONFIDENTIAL INFORMATION PROVIDED BY CUSTOMERS TREATED THE SAME**

Customers may provide Mariposa Labs with confidential information from time to time as part of an ongoing business relationship. Examples of customer supplied information include, but are not limited to, formulas, customer lists and shipping addresses, and marketing information. All of this customer supplied confidential information falls under this policy and must be carefully safeguarded. In addition Mariposa Labs and individual customers may enter into specific agreements concerning information sharing and confidentiality. We must comply exactly with the terms of these specific agreements.

#### **OWNERSHIP OF INTELLECTUAL PROPERTY**

All original works created by Mariposa Labs employees while using company resources and on company time is the exclusive property of Mariposa Labs. In this context original works would include, but would not be limited to, all of the items listed above. In addition any articles, notes, and customer or vendor correspondence created by company employees on company time would also be the property of Mariposa Labs.

Certain outside contractors hired by Mariposa Labs to create original work, e.g. the website, and marketing brochures, retain ownership of their rights to their creations unless specifically assigned to the company. A copy of the appropriate assignment and ongoing assignment agreement are attached to this policy. The appropriate document should be completed and notarized for each vendor and original work.

## PROCEDURES FOR SAFEGUARING CONFIDENTIAL INFORMATION

All Mariposa Labs employees are responsible for safeguarding confidential information and preventing unintended disclosure or use. The Q&A Manager is responsible for implementing and monitoring this policy. The following procedures designed to protect our confidential information will be implemented immediately:

1. **Confidentiality Agreements.** Insure that all employees, including temporary employees, have signed a confidentiality agreement and that the signed agreement is in the employee file. The Q&A manager will maintain a file for the temporary workers.
2. **Marked Documents.** Stamp all confidential documents with a clear “CONFIDENTIAL” mark. In the case of files, such as the NPI file, only the outside of the folder and the first document need to be marked. The templates for all confidential documents should be changed to include a clear confidential mark on the top of each page. Other documents that should be clearly marked should be all of the documents in the work orders and any document showing formulas.
3. **Restricted Access.** As much as practical, all confidential documents should be stored in locked cabinets and a key log will be kept showing who has access. Computer files containing confidential documents should be marked with the word confidential in the file name. Access to these files should be restricted to appropriate personnel.
4. **Employee Agreement.** All new and current employees must read and sign the Employee Confidentiality Agreement (attached)
5. **Confidentiality Training.** Each year all employees will attend a meeting to review our confidentiality policies and discuss any issues in their interpretation and application. A written attendance record will be kept by the Q&A manager. In addition each employee will annually review this written policy and sign an acknowledgement of understanding and agreement incorporated into section 5 below.
6. **Customers, Vendors, Suppliers and other Outsiders Required to Comply.** The Q&A manager will determine which outside parties should be required to sign an Outside Confidentiality Agreement (attached). Any outsider with access to any of the documents or information listed above should be covered by a signed agreement. Confidentiality agreements requested by others can only be signed by the President. As required the QA Manager should review customer and vendor files to insure compliance.
7. **Integral Part of Mariposa Labs Standard Operating Procedures.** This document and related attachments are incorporated into our Standard Operating Procedures.

## **EMPLOYEE RESPONSIBILITIES**

All employees, including contracted temporary employees are bound by this policy and are responsible for protecting confidential information. Any questions or concerns regarding this policy should be immediately referred to the Q&A manager or the President for resolution.

## **EMPLOYEE ACKNOWLEDGEMENT AND AGREEMENT**

I, the undersigned, have read and understand this policy. I agree to abide by this policy and the related procedures.

\_\_\_\_\_  
Employee Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Print Name