



## **UNIFORM TRADE SECRETS ACT**

### *Summary*

At the common law, misappropriation of a trade secret could give rise to a remedy. However, the existing law contains many uncertainties and ambiguities. The **Uniform Trade Secrets Act** is an effort to codify the common law with proper clarification of rights and remedies.

A trade secret is, basically, information of commercial value. The form of that information can be exceedingly variable. Key to the need for protection is the fact that the information is not generally known to others and is not readily ascertainable by proper means. A trade secret, generally, would be exclusive knowledge, of economic value, which has been generated by the labors of a specific person or persons who have an interest in protecting its value.

Such information may be patentable or subject to copyright. This makes no difference. Patents and copyrights provide only a limited monopoly. It may be in the best interests of those who have patentable ideas or information subject to copyright to keep their secrets, rather than to take the limited monopoly. The essence of trade secrets protection is that a person with a trade secret may have a remedy in equity and law, if the secret has been misappropriated.

"Misappropriation" means acquiring a trade secret by "improper means" or from someone who has acquired it through "improper means." Things like theft, bribery, and misrepresentation are "improper means." Misappropriation, also, includes disclosure and use of a trade secret acquired through "improper means." If there is a misappropriation, the injured person may have injunctive relief and damages. Injunctive relief may extend into the future, and may condition future use on a proper royalty. Damages include actual loss and unjust enrichment. If there is willful and malicious misappropriation, there may be exemplary damages. Exemplaries are limited to twice the actual damages.

Problems with industrial espionage and conflicting claims over valuable ideas have made clear trade secrets protection law necessary. The law must respond to a technological society. The Uniform Trade Secrets Act is the means to relieve the difficulties.

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