

# **Asset Sale and Purchase Agreement Outline**

## **1. Definitions**

## **2. Agreement to Sell and Purchase Assets**

## **3. Purchase Price and Payment Terms**

## **4. Assets Being Sold**

- Tangible Assets
- Intangible Assets
- Excluded Assets

## **5. Assumed Liabilities**

## **6. Closing**

## **7. Representations and Warranties**

- By the Seller
- By the Buyer

## **8. Covenants**

## **9. Conditions Precedent**

## **10. Indemnification**

## **11. Non-Competition and Non-Solicitation**

## **12. Confidentiality**

## **13. Termination**

## **14. Miscellaneous**

- Notices
- Governing Law
- Amendments
- Entire Agreement
- Counterparts

## **15. Signatures**

16. **Exhibits and Schedules**