

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