

# Business Purchase and Sale Agreement Outline

## 1. Parties

**Seller:** \_\_\_\_\_  
**Buyer:** \_\_\_\_\_  
**Date:** \_\_\_\_\_

## 2. Recitals

Brief description of the business and intent of the agreement.

## 3. Purchase Price and Payment Terms

- Purchase Price: \$ \_\_\_\_\_
- Payment Method: \_\_\_\_\_
- Deposit: \$ \_\_\_\_\_
- Balance Due: \$ \_\_\_\_\_

## 4. Description of Assets Being Sold

- Inventory
- Fixtures and Equipment
- Intellectual Property
- Contracts and Leases
- Other Assets: \_\_\_\_\_

## 5. Liabilities Assumed by Buyer

Description of liabilities, if any, assumed by Buyer.

## 6. Representations and Warranties

- Seller's Representations
- Buyer's Representations

## 7. Conditions Precedent

- Financing
- Due Diligence
- Third-Party Consents
- Other Conditions

## 8. Closing

- Closing Date: \_\_\_\_\_
- Deliveries at Closing

## 9. Covenants

- Non-Compete
- Confidentiality
- Other Covenants

## 10. Miscellaneous

- Governing Law
  - Notices
  - Amendment and Waiver
  - Severability
  - Entire Agreement
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## Signatures

Seller: \_\_\_\_\_ Date: \_\_\_\_\_

Buyer: \_\_\_\_\_ Date: \_\_\_\_\_