

# Asset Purchase Agreement

This Asset Purchase Agreement (the "Agreement") is made and entered into as of , by and between  (the "Seller"), and  (the "Buyer").

## 1. Assets to be Sold

Subject to the terms and conditions of this Agreement, Seller agrees to sell, transfer, and deliver to Buyer, and Buyer agrees to purchase from Seller the following assets (the "Assets"):

## 2. Purchase Price

The total purchase price for the Assets shall be  (the "Purchase Price"), payable as follows:

## 3. Closing

The closing of the transactions contemplated by this Agreement (the "Closing") shall take place on , at .

## 4. Representations and Warranties

Seller and Buyer each represent and warrant that they have the power and authority to enter into this Agreement.  
Additional representations and warranties:

## 5. Miscellaneous

This Agreement constitutes the entire agreement between the parties with respect to the subject matter hereof.

Seller:

Date:

Buyer:

Date: