

ASSET SALE AND ASSIGNMENT AGREEMENT

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

1. Assets to be Sold

Seller hereby sells, assigns, and transfers to Buyer 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. Warranties and Representations

Each party represents and warrants that it has full power and authority to enter into this Agreement and perform its obligations hereunder.

5. Miscellaneous

- This Agreement shall be governed by the laws of .
- This Agreement constitutes the entire agreement between the parties relating to the subject matter herein.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first above written.

SELLER:

By:

Title:

Date:

BUYER:

By:

Title:

Date: