

ASSET PURCHASE AGREEMENT

This Asset Purchase Agreement is made on [DATE] between [SELLER] and [BUYER].

Article 1: Purchase Price

The Purchase Price shall be 00,000 in cash, payable at Closing.

Article 2: Asset List

Purchased Assets include all assets listed in Schedule A.

Article 3: Excluded Assets

Excluded Assets are set forth in Schedule B and include cash and accounts receivable.

Article 4: Liabilities

Buyer assumes only those liabilities set forth in Schedule C.

Article 5: Representations

Seller represents that the financial statements are true and correct.

Article 6: Closing Conditions

Closing is conditioned upon the accuracy of representations.

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