

ASSET TRANSFER AGREEMENT

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

Article 1: Asset Description

The assets being transferred are described in Exhibit A attached hereto.

Exhibit A includes all equipment, inventory, and intellectual property.

Article 2: Exclusions

Excluded Assets are set forth in Schedule 2 and include cash and accounts receivable.

Article 3: Representations

Seller represents that it has good and marketable title to the Assets, free and clear of all liens.

Article 4: Purchase Price

The Purchase Price shall be 00,000, payable by wire transfer on the Closing Date.

Article 5: As-Is Condition

Tangible Assets are transferred as-is subject to the defects disclosed in Schedule 3.

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