

**Asset Purchase Agreement**

**Listing of Variables (Form Blanks)  
Instruction Sheet**

1. **Date of Agreement**.....The date the Agreement is agreed to and executed
2. **Name of Seller**.....The name of the Corporation that is selling the equipment and assets
3. **State of Incorporation of Seller** .....The state where the Seller is incorporated
4. **Location of Seller's Facilities** .....The location of the Seller's facilities (or offices)
5. **Name of Individual Party**.....The name of the Individual who is guaranteeing the obligations of Seller under the Agreement
6. **Social Security Number of Individual Party**.....The social security number of the Individual who is guaranteeing the obligations of Seller under the Agreement
7. **Address of Individual Party**.....The address of the Individual who is guaranteeing the obligations of Seller under the Agreement
8. **"Name" of Individual Party** .....The short form Name of the Individual who is guaranteeing the obligations of Seller under the Agreement that is used throughout the Agreement
9. **Name of Buyer** .....The name of the Corporation that is purchasing the equipment and assets
10. **State of Incorporation of Buyer**.....The state where the Buyer is incorporated
11. **Address of Buyer**.....The address where the Buyer's offices are located
12. **Name of Secondary Corporation of Buyer** .....The name of the Corporation associated with the Buyer that will assume the obligation to pay the accounts payable identified in the Agreement

- 13. State of Incorporation of Secondary Corporation of Buyer** ..... The state where the Secondary Corporation is incorporated
- 14. Address of Secondary Corporation** ..... The address where the Secondary Corporation's offices are located
- 15. "Name" of Secondary Corporation** ..... The short form Name of the Secondary Corporation that is used throughout the Agreement
- 16. Amount of Purchase Price** ..... The amount the Buyer will pay the Seller for the equipment and assets (written out in words)
- 17. (\$Amount of Purchase Price)** ..... The amount the Buyer will pay the Seller for the equipment and assets (written out in numerical form)
- 18. Amount of Cash at Closing** ..... The amount of the Purchase Price that will be provided by Buyer in cash or check at Closing (written out in words)
- 19. (\$Amount of Cash at Closing)** ..... The amount of the Purchase Price that will be provided by Buyer in cash or check at Closing (written out in numerical form)
- 20. Date of Closing Check** ..... If a check is produced at closing, the date the check is written
- 21. Amount of Short Term Note** ..... The amount of any short term promissory note provided by Buyer as partial payment for the equipment and assets (written out in words)
- 22. (\$Amount of Short Term Note)** ..... The amount of any short term promissory note provided by Buyer as partial payment for the equipment and assets (written out in numerical form)
- 23. Date of Short Term Note** ..... The date the Short Term Note is effective
- 24. Second Party to Lease Agreement** ..... The second party to the facility lease that the Seller is a party to and has rights and interests

under

- 25. Date of Lease Agreement**..... The date of the facility lease that the Seller is a party to and has rights and interests under
- 26. Date Seller Relinquishes Risk of Loss**..... The date that the Seller relinquishes all risk of loss, destruction, or damage to the equipment and assets
- 27. Date of Closing Transactions**..... The date that all transactions under this Agreement will take place
- 28. Date of Bill of Sale**..... The date the Bill of Sale is executed by Seller for transfer of ownership of the assets to Buyer
- 29. Date of Assignment of Lease**..... The date the Seller executes an Assignment of Lease assigning the lease to Buyer
- 30. Date all Liabilities of Seller will be Satisfied**.... The date that all liabilities with the assets will be satisfied by Seller
- 31. Date Seller Shall Pay Taxes Through**..... The date that Seller will be no longer responsible for all relevant taxes
- 32. Date Through Which Assets will Remain Insured**..... The date after which Seller is no longer responsible for assuring that the assets are adequately insured against fire and other casualty
- 33. Date of Warranty**..... The date that Seller warrants that all statements made in this Agreement shall be true, correct, and complete in all material respects
- 34. Date Through Which Assets are Warranted**.... The date through which the Seller guarantees that the assets will be in good condition and repair
- 35. Type of Operation**..... The type of business that the Buyer operates

- 36. Name of Landlord to Storage Lease Agreement** ..... The name of the Landlord to the Storage Lease Agreement between Landlord and Secondary Corporation
- 37. Name of Landlord to Lease Cancellation Agreement** ..... The name of the Landlord to the Lease Cancellation Agreement between Landlord and Seller
- 38. Name of Landlord to Assignment and Amendment to Lease** ..... The name of the Landlord to the Assignment and Amendment between Landlord, Seller, and Secondary Corporation
- 39. Governing State** ..... The state law that applies to this Agreement
- 40. County, State of Venue** ..... The county and state in which the parties will bring any claim under the Agreement
- 41. City and State of Arbitration** ..... The city and state where the arbitration of any disputes shall occur
- 42. Signature/Title For Seller** ..... Signature and Title of Seller
- 43. Signature/Title For Buyer** ..... Signature and Title for Buyer
- 44. Signature/Title for Secondary Corporation** ..... Signature and Title for Secondary Corporation