

**SALE OF ASSETS**

**BY**

**[SELLER]**

**TO**

**[PURCHASER]**

**CLOSING CHECKLIST**

Signing Date: [\_\_\_\_], 20\_\_

Closing Date: [\_\_\_\_], 20\_\_

**INDEX OF PARTIES**

<u>Legal Counsel / Professional Advisors</u>	<u>Transaction Participants</u>
<p>_____ = _____</p> <p>_____ = _____</p> <p>_____ = _____</p>	<p>Purchaser = _____, a _____ [type of organization]</p> <p>Seller = _____, a _____ [type of organization]</p> <p>Parent = _____, a _____ [type of organization] and the parent of Seller</p> <p>[_____] = [_____]</p> <p>Escrow Agent = _____</p> <p>Broker = [_____]</p>

Item No.	Document	Signatories	Status	Comments
<b>I. Pre-Signing Items and Tasks</b>				
1.	Confidentiality Agreement	<input type="checkbox"/> Purchaser		Signed by Purchaser and Seller on _____
2.	Letter of Intent	<input type="checkbox"/> Purchaser <input type="checkbox"/> Seller		Signed by Purchaser and Seller on _____
<b>II. Signing Documents and Deliveries</b>				
3.	Asset Purchase Agreement (“APA”)	<input type="checkbox"/> Purchaser <input type="checkbox"/> Seller <input type="checkbox"/> Parent		Doc ID:
4.	<u>Exhibits to APA:</u> Exhibit [2.4] - Form of Assumption Agreement Exhibit [3.2(b)] - Form of Escrow Agreement Exhibit [8.9] - Form of Legal Opinion of Seller Parties’ Counsel Exhibit [8.10(c)] - Form of General Assignment and Bill of Sale Exhibit [8.10(d)] - Form of Non-Competition Agreement Exhibit [____] - Form of Transition Services Agreement Exhibit [____] - Form of FIRPTA Certificate			Doc ID: Doc ID: Doc ID: Doc ID: Doc ID: Doc ID:

Item No.	Document	Signatories	Status	Comments
	<p><u>Schedules to APA:</u></p> <p>[Schedule A - Disclosure Schedule            Schedule 2.1(a) - Personal Property Assets            Schedule 2.1(b) - Inventory and Supplies            Schedule 2.2 - Excluded Assets            Schedule 3.4 - Allocation Schedule</p> <p><u>Disclosure Schedule:</u></p> <p>Section 5.1(a) - Organization            Section 5.1(b) - Ownership            Section 5.1(c) - Predecessors            Section 5.2(c) - No Conflict            Section 5.4 - Absence of Changes            Section 5.5(a) - Title to Assets            Section 5.5(b) - Location of Purchased Assets            Section 5.6(b) - Leased Premises            Section 5.7(e) - Tax Returns            Section 5.8 - Insurance            Section 5.9(a) - Permits            Section 5.9(b) - Governmental Proceedings            Section 5.9(c) - CLIA Matters            Section 5.10(a) - Compliance with Laws            Section 5.10(e) - Payor Claims            Section 5.10(g)(i)- Financial Relationships with Physicians and Others            Section 5.10(g)(ii) - Violations            Section 5.11 - Environmental Matters            Section 5.12 - Litigation            Section 5.14(a) - Assigned Contracts            Section 5.14(b) - Material Contracts            Section 5.14(c) - Consents re: Assigned Contracts            Section 5.15 - No Broker            Section 5.16 - Customer List</p>			<p>Doc ID:</p>

Item No.	Document	Signatories	Status	Comments
	Section 5.17(b) - Intellectual Property Rights Section 5.17(c) - Validity and Enforceability of Intellectual Property Rights Section 5.17(d) - Infringement Section 5.17(e) - Protection of Intellectual Property Rights Section 5.17(f) - Websites Section 5.21 - Transactions with Related Parties]			
	<b>III. Pre-Closing Items and Tasks</b>			
5.	TBD			
	<b>IV. Closing Items and Tasks</b>			
6.	General Assignment and Bill of Sale	<input type="checkbox"/> Seller <input type="checkbox"/> [Parent]		Doc ID:
7.	Assignment and Assumption Agreement	<input type="checkbox"/> Seller <input type="checkbox"/> [Parent] <input type="checkbox"/> Purchaser		Doc ID:
8.	Escrow Agreement:			
	(a) Escrow Agreement	<input type="checkbox"/> Seller <input type="checkbox"/> [Parent] <input type="checkbox"/> Purchaser <input type="checkbox"/> Escrow Agent		Doc ID:
	(b) Schedule A to Escrow Agreement	<input type="checkbox"/> Purchaser's representative <input type="checkbox"/> Seller's representative		Doc ID:

Item No.	Document	Signatories	Status	Comments
9.	Compliance Certificate – Seller Parties	<input type="checkbox"/> Seller <input type="checkbox"/> Parent		Doc ID:
10.	Compliance Certificate – Purchaser	<input type="checkbox"/> Purchaser		Doc ID:
11.	Secretary’s Certificate, including Exhibits:			
12.	(a) Secretary’s Certificate	TBD		Doc ID:
13.	(b) <u>Exhibit A</u> : Articles of Organization			Doc ID:
14.	(c) <u>Exhibit B</u> : Operating Agreement			Doc ID:
15.	(d) <u>Exhibit C</u> : Resolutions (authorizing performance of transactions contemplated by APA, execution and delivery of Transaction Documents, etc.)	Member: <input type="checkbox"/> Parent  Manager: <input type="checkbox"/> [____]		Doc ID:
16.	(e) <u>Exhibit D</u> : Certificate of Good Standing			Doc ID:
17.	FIRPTA Certificate	<input type="checkbox"/> Seller <input type="checkbox"/> Parent		Doc ID:
18.	Legal Opinion of Seller’s Counsel	<input type="checkbox"/> [____]		Doc ID:
19.	Non-Competition Agreement	<input type="checkbox"/> Purchaser <input type="checkbox"/> Seller <input type="checkbox"/> Parent <input type="checkbox"/> [Other parties TBD]		Doc ID:
20.	[Consents to Assignment of Assigned Contracts]		TBD	Doc ID:

Item No.	Document	Signatories	Status	Comments
21.	[Transition Services Agreement]	<input type="checkbox"/> [Purchaser] <input type="checkbox"/> [TBD]		
22.	[Amendment to Lease and Assignment and Assumption of Lease]/[Lease Termination]	[TBD]		
23.	Closing Statement and Agreement:			
	(a) Closing Statement	<input type="checkbox"/> Purchaser <input type="checkbox"/> Seller <input type="checkbox"/> Parent		Doc ID:
	(d) <u>Exhibit A</u> : Seller Parties Wiring Instructions	N/A		Doc ID:
24.	[Proof of Payoff]		TBD	
25.	[Resolution of FDA issues]		TBD	
26.	[Lien Releases, UCC Terminations, etc.]		TBD	
<b>V. Post-Closing Items and Tasks</b>				
27.	Joint Written Instruction to Escrow Agent Releasing Balance of Escrow Funds	<input type="checkbox"/> Purchaser <input type="checkbox"/> Seller	TBD	
28.	[Post-Closing Notices]		TBD	

Party	Contact Name	Direct Numbers	Email
<b>[Purchaser]</b> [Address] [Address]	[_____]	Direct: ___-___-____ Direct Fax: ___-___-____ Mobile: ___-___-____	[_____]
Telephone: ___-___-____ Facsimile: ___-___-____			
Legal Counsel to Purchaser:			
[Address] [Address]	[_____]	Direct: ___-___-____ Direct Fax: ___-___-____ Mobile:	[_____]
Telephone: ___-___-____ Facsimile: ___-___-____			
.			
<b>[Seller]</b> [Address] [Address]	_____	Direct: Direct Fax: Mobile:	_____
Telephone: _____			
_____			
Direct: Direct Fax: Mobile:			
_____			

Party	Contact Name	Direct Numbers	Email
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Legal Counsel to Seller:

[\_\_\_\_\_]

[\_\_\_\_\_]

Direct:  
Direct Fax:  
Mobile:

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\_\_\_\_\_  
\_\_\_\_\_

Telephone:  
Facsimilie:

Advisors to Seller Parties:

[\_\_\_\_\_]

\_\_\_\_\_

Direct:  
Direct Fax:  
Mobile:

\_\_\_\_\_

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\_\_\_\_\_

Telephone:  
Facsimilie:

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Direct:  
Direct Fax:  
Mobile:

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