

**Closing Memorandum  
Assets Purchase Agreement  
among**

\_\_\_\_\_  
**and**

\_\_\_\_\_  
**and**

\_\_\_\_\_, 20\_\_

The closing (the “Closing”) of the transactions referred to in the Agreement dated \_\_\_\_\_, 20\_\_, among \_\_\_\_\_, \_\_\_\_\_ and \_\_\_\_\_, and other transactions by and among the parties and proposed to be taken will take place at the offices of \_\_\_\_\_ on \_\_\_\_\_, 20\_\_.

Terms defined in the Agreement (and exhibits), and other related documents and not otherwise defined herein shall have the same meaning when used herein. The persons listed on Exhibit A annexed hereto were present at and participated in the Closing.

All transactions are intended to be undertaken all as more particularly set forth herein. Transactions at the Closing were deemed to take place as follows:

**I. PRE-CLOSING MATTERS:**

- A.
- B.
- C.
- D.

**II. CLOSING MATTERS:**

- A.
- B.
- C.
- D.

**III. POST-CLOSING MATTERS:**

- A.

- B.
- C.
- D.

Sample

**EXHIBIT A**

A. For Sellers:

B. For Buyers:

Sample