

C O N T E N T S

<<Name of Company>> /PLC
OF THE UNITED KINGDOM ASSETS OF
<<Name of Company>> LIMITED/PLC

Time and date: <<Time>>

Place: <<Address>>

To be present: <<Name of Company>> presented by:

- (1) <<Name of Seller>> name>>
("Seller")
- (2) <<Insert Name of Company>> name>>
Solicitors>> acting
("SSols")
- (3) <<Insert Name of Company>> name>>
Limited/PLC ("Buyer")
- (4) <<Insert Name of Company>> name>>
Solicitors>> acting
("BSols")

Words and expressions defined in this purchase agreement have the same meanings when used in this purchase agreement.

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A. **COMPLETION DOCUMENTS**

The following are required at Completion:

<u>No.</u>	<u>Item</u>	<u>Responsibility</u>
1.	Assets sale and purchase agreement (3 copies)	BSols
2.	Certified copy of the board resolution approving the Transaction	[Seller] [SSols]
3.	Certified copy of the board resolution approving the Transaction	[Buyer] [BSols]
4.	Assignments in the Agreement	BSols
	a) Goodwill	
	b) Intellectual Property Rights Assignment[s]	[Trade Mark] [Patent]
	c) [Book Debts]	
	d) Rights against third parties	
5.	[Title deeds to the Property]	SSols]
6.	[[Transfer] [conveyance] in respect of the Property]	BSols]
7.	[[Transfer] [Assignment] in respect of the Leasehold Property]	BSols]
8.	[Licence to assign the Leasehold Property]	SSols]
9.	Release of the Assets from third parties as follows:	Seller
	a) [Letter of non-crystallisation from the charge holder>>]	
	b) [Consent to disposal from the charge holder>>]	
	c) [Release from fixed charge from the charge holder>>]	
	(all dated the day of Completion)	
10.	Disclosure Letter	SSols
11.	Books and Records	Seller
12.	[Banker's draft drawn on a bank account in favour of SSols for the Purchase Price]	[Buyer] [BSols]
13.	[Receipt of SSols for Purchase Price]	[BSols] [SSols]]

14. Joint election under s.198 of the Capital Allowances Act 2001 [Buyer] [Seller]
15. [A special resolution of the Seller changing its name Seller]

B. **PROCEDURE AT COMPLETION**

1. Check that all items listed at A above are present and correct and executed appropriately
2. Exchange the Agreement and the Disclosure Letter
3. Collect and deliver items listed at A above as appropriate

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C. **POST COMPLETION**

The following will be required after completion:

<u>No.</u>	<u>Item</u>	<u>Responsibility</u>
1.	Make any agreed employee arrangements	Buyer
2.	Make any agreed press arrangements	Buyer & Seller
3.	Notify customers and suppliers of completion and execute any necessary Novation Deed(s)]	Buyer & Seller
4.	Make SDLT returns and statements	Buyer
5.	HM Land Registry registration	BSols
6.	Execute Novation Deeds in respect of all Assets	All Parties
7.	Implement pensions arrangements [Insert Pension arrangements>>]	Buyer
8.	Implement new insurance arrangements	Buyer

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