

**Sale of Assets Agreement  
(with the Trustee)**

- IDENTIFICATION OF THE PARTIES
- PREAMBLE
- OBJECT
- CONSIDERATION
  - Sale Price
  - Terms and Conditions of Payment
- SPECIAL PROVISIONS
  - Representations and Guarantees of the Seller
  - Taxes
  - Taking Possession
  - Taking Over the Risks
  - Expenses
  - Debtor's Obligations
- GENERAL PROVISIONS
  - "Force Majeure"
  - Severability
  - Notices
  - Headings
  - Schedules
  - No Waiver
  - Cumulative Rights
  - Entire Agreement
  - Amendments
  - Number and Gender
  - Calculating Time Periods
  - Currency
  - Governing Law
  - Election of Domicile
  - Counterparts
  - Successors
  - Joint and Several Liability
  - Elapsed Time
  - Language
- EFFECTIVE DATE
- TERM
- ACKNOWLEDGEMENT BY THE PARTIES
- SIGNATURE OF THE PARTIES