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You've landed a position at a law firm and an associate asks you to take the first pass on a real estate transaction. You open Lexis Practice Advisor<sup>®</sup> and quickly identify the form she needs—plus a checklist, relevant cases, codes, practice notes, alternative clauses and tips that help you confidently discuss the transaction with your senior associate.

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- Intellectual Property & Technology
- Labor & Employment
- Mergers & Acquisitions
- Real Estate
- Securities & Capital Markets
- Texas Business & Commercial



- ① Drill down with the expandable table of contents.
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\*Only available within certain practice area offerings.



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## Topical forms and resources include everything from initial checklists to closing documents.

Easily identify the resources you need for your legal matter. **Snapshot** view provides a topic overview, forms, checklist, practice notes and more, depending on the topic.



- ① Access thousands of model forms and agreements with annotations and alternative clauses, checklists and ancillary documents.
- ② Start quickly with practice tips and valuable insights written by leading practitioners.
- ③ Save time reviewing "on point" cases involving the selected subtopic.
- ④ Consider these laws and regulations when forming entities and drafting agreements.
- ③ Support your work with legal analysis from leading publishers such as Matthew Bender<sup>®</sup>.
- Stay on top of emerging trends with articles, white papers and other resources.
- ⑦ Get back to all of your topic choices with a collapsible Topics list.

Lexis Practice Advisor provides all new practical guidance, forms with annotations, secondary sources, key cases and codes, and emerging issues for each practice area.

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Asset Purchase Agreement (Pro-Buyer)	About This Document Form Summary
Updated on: 07/07/2014	Drafting notes & alternative clauses
Form and Drafting Notes Provided for Use in Lexis Practice Advisor by: Lexis Practice Advisor Attorney Team	
Asset Purchase Agreement (Pro-Buyer)	
by and between [SELLER'S NAME]	
and	
[BUYER'S NAME] 🔌	
dated as of	
[DATE] 🔌	
ASSET PURCHASE AGREEMENT	
This ASSET-PURCHASE AGREEMENT (this "Agreement") is made and entered into as of ("Seller") and ("Seller").	Drafting Notes ×
RECITALS Whereas, Seller is engaged in the business of "Business"); Whereas, Buyer desires to purchase from Seller, and Seller desires to sell to Buyer, substantially all of the properties, business, and assets of Seller used and/or useful in the operation of the Business, constituting substantially all of	Drafting Note to Preamble and Recitals The first clouse of the Agreement identifies and defines the parties to the Agreement. The "Whereas clauses" that follow the Preamble are more formally referred to
Seller's assets, and Buyer desires to assume from Seller, and Seller desires to assign to Buyer, certain liabilities and obligations of Seller with respect to the operation of the Business, in each case for consideration and in accordance with the terms and conditions of this Agreement; and	as the Recitals, and they typically provide details regarding the general intentions of the

#### Expertly drafted enhancements

Thousands of interactive forms cover unique perspectives and multiple viewpoints.

- · Select the subtopic that best fits your transactional matter.
- Read the overview, practical guidance and form summaries, and select a document to edit.
- Check out optional clauses and drafting notes provided by leading practicing attorneys, and learn transactional law from the very best as you draft transactional documents for the first time.

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