

# ASSET PURCHASE AGREEMENT

## TABLE OF CONTENTS

<u>SECTION</u>	<u>PAGE</u>
ASSET PURCHASE AGREEMENT .....	1
1. SALE OF ASSETS .....	1
2. PURCHASE PRICE.....	2
3. METHOD OF PAYMENT .....	2
4. ALLOCATION OF THE PURCHASE PRICE .....	2
5. SIGNATURE DATE AND CLOSING .....	3
6. DATE OF POSSESSION .....	4
7. INSPECTION OF ASSETS AND EXAMINATION OF TITLE.....	4
8. BILL OF SALE .....	5
9. TAXES.....	5
10. PRO-RATED EXPENSES.....	5
11. ACCOUNTS RECEIVABLE.....	5
12. SELLER WARRANTIES.....	6
13. PURCHASER WARRANTIES.....	9
14. USE OF SELLER'S NAME.....	11
15. ANNOUNCEMENTS .....	11
16. PATIENT RECORDS .....	12
17. EXPENSES .....	12
18. ATTORNEYS AND DOCUMENTS.....	12
19. INDEMNIFICATION .....	13
20. INTEGRATION.....	14
21. CHOICE OF LAW AND VENUE .....	14
22. BINDING EFFECT, ASSIGNMENT.....	14
23. SEVERABILITY .....	15
24. NOTICE AND PUBLICATIONS.....	15
25. WAIVER OF BREACH OR VIOLATION NOT DEEMED CONTINUING .....	16
26. SURVIVAL OF SPECIFIC PROVISIONS.....	16
27. CONSTRUCTION .....	16
28. NOMENCLATURE .....	16
29. MEDIATION AND ARBITRATION.....	16
30. ITEM HEADINGS AND INTERPRETATION.....	17
31. PERSONAL GUARANTY.....	18
32. OTHER PROVISIONS OR MODIFICATIONS .....	18
ADDENDUM .....	19
EQUIPMENT, FURNITURE AND FIXTURES .....	19
ADDENDUM .....	20
ITEMS EXCLUDED FROM SALE.....	20
ADDENDUM .....	21
BILL OF SALE.....	21

ADDENDUM .....	22
RESTRICTIVE COVENANT AGREEMENT .....	22
1. GOODWILL COVENANT .....	22
2. NON-SOLICITATION .....	23
3. LIQUIDATED DAMAGES .....	24
4. WAIVER OF RIGHT TO PROTEST .....	24
5. SPECIFIC PERFORMANCE .....	24
6. ADDITIONAL CONSIDERATION .....	25
ADDENDUM .....	26
PROMISSORY NOTE .....	26
ADDENDUM .....	28
SECURITY AGREEMENT .....	28
1. DEFINITIONS .....	28
2. SECURITY INTEREST .....	29
3. VALIDATION OF SECURITY INTEREST, U.C.C. FILINGS .....	29
4. SALE OR TRANSFER OF COLLATERAL AND OTHER ASSETS .....	29
5. JUDICIAL ENCUMBRANCES AND DEFENSE OF TITLE .....	30
6. MAINTENANCE AND INSURANCE .....	30
7. NOTICE OF RELOCATION AND DISCONTINUANCE .....	31
8. OFFICE LEASE .....	31
9. ADDITION OF AN ASSOCIATE .....	32
10. FINANCIAL STATEMENTS .....	32
11. EVENTS OF DEFAULT, ACCELERATION .....	32
12. NOTICE OF DEFAULT AND RIGHT TO CURE .....	33
13. RIGHTS AND REMEDIES ON DEFAULT .....	33
14. CASH PROCEEDS OF RECEIVABLES .....	35
15. RIGHT OF REDEMPTION AND OFFSET .....	36
16. ONE GENERAL OBLIGATION - CROSS DEFAULT .....	36
17. NON-WAIVER .....	36
18. TERMINATION OF SECURITY INTEREST .....	36
ADDENDUM .....	38
PROVIDER AGREEMENT .....	38
1. TERM .....	38
2. DUTIES .....	38
3. HOURS AND PATIENT SCHEDULING .....	38
4. ACKNOWLEDGEMENTS AND LIMITATIONS .....	39
5. PROFESSIONAL FEES .....	39
6. COMPENSATION .....	40
7. VACATION .....	40
8. MAIL .....	40
9. WORKING FACILITIES AND EXPENSES .....	41
10. TERMINATION .....	41
11. PROFESSIONAL CORPORATION .....	42
12. PROFESSIONAL LICENSE AND MALPRACTICE INSURANCE .....	42
13. ASSIGNMENT .....	43
14. ACKNOWLEDGMENT .....	43

ADDENDUM ..... 44

    PROFESSIONAL OFFICE LEASE AGREEMENT ..... 44

        1. PREMISES ..... 44

        2. TERM ..... 44

        3. RENTAL AND SECURITY ..... 44

        4. UTILITY BILLS AND AD VALOREM TAXES ..... 44

        5. USE OF PREMISES ..... 45

        6. ABANDONMENT OF LEASED PREMISES ..... 45

        7. REPAIRS BY LANDLORD AND LANDLORD EXPENSES ..... 45

        8. REPAIRS BY TENANT AND TENANT EXPENSES ..... 45

        9. PROPERTY TAXES AND INSURANCE ..... 46

        10. DESTRUCTION OR DAMAGE TO THE PREMISES ..... 46

        11. INDEMNITY ..... 46

        12. GOVERNMENTAL ORDERS ..... 47

        13. CONDEMNATION ..... 47

        14. ASSIGNMENT AND SUBLETTING ..... 47

        15. REMOVAL OF EQUIPMENT AND TRADE FIXTURES ..... 47

        16. SECURITY INTEREST ..... 47

        17. CANCELLATION OF LEASE BY LANDLORD ..... 48

        18. RELETTING BY LANDLORD ..... 48

        19. MORTGAGEE'S RIGHTS ..... 48

        20. NO ESTATE IN LAND ..... 49

        21. HOLDING OVER ..... 49

        22. ATTORNEYS' FEES AND COSTS ..... 49

        23. SERVICE OF NOTICE ..... 49

        24. WAIVER OF RIGHTS ..... 49

        25. DEFINITIONS ..... 49

        26. RIGHT OF FIRST REFUSAL ..... 49

        27. OPTION TO PURCHASE ..... 50

        28. LEASE RENEWAL ..... 50

        29. MUTUAL RELEASE AND WAIVER ..... 50

        30. DEATH AND DISABILITY OF TENANT ..... 50

        31. ADDITIONS AND MODIFICATIONS ..... 50

  

ADDENDUM ..... 52

    ADDITIONAL PROVISIONS AND MODIFICATIONS ..... 52

  

ADDENDUM ..... 53

    CORPORATE RESOLUTION ..... 53