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If you plan to use these documents frequently, we recommend that you copy them to a hard drive, placing them in a separate directory or folder. They can also be found in the ASCII_Text folder on this disk.

ASSET PURCHASE AGREEMENT (Volume 1)

- 1. Asset Purchase Agreement**

EXHIBITS, ANCILLARY DOCUMENTS AND APPENDICES (Volume 2)

EXHIBITS

- 1. Exhibit 2.7(a)(i)—Bill of Sale and Assignment of Contract Rights**
- 2. Exhibit 2.7(a)(ii)—Assignment and Assumption Agreement**
- 3. Exhibit 2.7(a)(iii)—Assignment and Assumption of Lease**
- 4. Exhibit 2.7(a)(iv)(A)—Assignment of Copyrights**
- 5. Exhibit 2.7(a)(iv)(B)—Assignment of Patents**
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- 7. Exhibit 2.7(a)(vii)—Noncompetition, Nondisclosure and Nonsolicitation Agreement**
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- 9. Exhibit 2.7(b)(ii)—Nonnegotiable Promissory Note**
- 10. Exhibit 7.4(a)—Opinion of Counsel to Seller (Accord and Non-Accord Forms)**
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ANCILLARY DOCUMENTS

- 1. Confidentiality Agreement**
- 2. Letter of Intent**
- 3. Disclosure Letter**
- 4. Earnout Agreement**
- 5. Contribution Agreement**

APPENDICES

1. **Exhibit 1 to Appendix C—Sample Description of Assets**
2. **Exhibit 2 to Appendix C—Transitional Services Agreement**
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