

**ACQUISITION OF  
ASSETS OF [SELLER]  
BY  
[BUYER]**

**CLOSING CHECKLIST**

Anticipated Closing Date: [Date], 202\_

**LEGEND**

“[Attorney A]” ..... [Attorney A]  
 “[Buyer Related Co.]” ..... [Company] Related to [Buyer]  
 “[Buyer]” ..... [Buyer] of [Seller]’s Assets  
 “[Seller]” ..... [Seller] of Assets

“[Law Firm A]” ..... [Law Firm A]  
 “[Law Firm B]” ..... [Law Firm B]  
 “[Company A]” ..... [Company A]  
 “[Company B]” ..... [Company B]

No.	DOCUMENT/ACTION	RESPONSIBILITY	DOC. #	SIGNATURE	NOTES	STATUS
<b>I. Actions to be Taken and Documents to be Delivered Before Closing</b>						
1.	Resolutions of [Buyer Related Co.] Board approving the Transactions	[Law Firm B]		N/A		
2.	Written consent of [Buyer] Board approving the Transactions	[Law Firm B]		[Buyer] Board <input type="checkbox"/>		
3.	Resolutions of [Seller] members approving the Transactions	[Attorney A]		[Seller] Members <input type="checkbox"/>		
4.	[Company B] Waiver under the Loan and Security Agreement dated [Date]	[Company B], [Buyer]		[Buyer Related Co.] <input type="checkbox"/> [Buyer] <input type="checkbox"/> [Company B] <input type="checkbox"/> [Company C] <input type="checkbox"/>		
	a. Schedule [Number] – Existing [Company A] Customers	[Company B], [Buyer]		N/A		
	b. Schedule [Number] – New [Company A] Customers	[Company B], [Buyer]		N/A		
5.	[Buyer] deposits \$[Amount] into [Company B]’s bank account	[Buyer]		N/A		
6.	Order Good Standing Certificate for [Seller] (§[Number])	[Attorney A]		N/A		
7.	Order Good Standing Certificate for [Buyer] (§[Number])	[Law Firm B]		N/A		
8.	Calculate Closing Amount adjustment in accordance with Section [Number] (Apportionment)	[Seller], [Buyer]		N/A		

No.	DOCUMENT/ACTION	RESPONSIBILITY	DOC. #	SIGNATURE	NOTES	STATUS
9.	[Seller] cashes out its gas balancing positions as of [Date] / (§[Number])	[Seller]		N/A		
10.	Conduct UCC search of [Buyer] and [Seller]	[Company A]		N/A		
<b>II. Actions to be Taken and Documents to be Delivered at Closing</b>						
<b><u>Mutual Actions and Deliverables of [Seller] and [Buyer]</u></b>						
11.	APA	[Seller], [Buyer]		[Seller] <input type="checkbox"/> [Buyer] <input type="checkbox"/>		
	a. Exhibit A – Bill of Sale (§§[Number] & [Number])	[Seller], [Buyer]		See below		
	b. Exhibit B – Assumption Agreement (§§[Number] & [Number])	[Seller], [Buyer]		See below		
	c. Exhibit C – Non-Solicitation Agreements (§§[Number] & [Number])	[Seller], [Buyer]		See below		
	d. Exhibit D – Transition Services Agreement (§§[Number] & [Number])	[Seller], [Buyer]		See below		
	e. Exhibit E – Trading Book Side Letter (§§[Number] & [Number])	[Seller], [Buyer]		See below		
	f. Exhibit F – Guaranty Agreement (§§[Number] & [Number])	[Seller], [Buyer]		See below		
	g. [Buyer Related Co.] Guaranty (§§[Number] & [Number])	[Seller], [Buyer]		See below		
	h. Schedule [Number] – Excluded Assets (definition of “Excluded Assets”)	[Seller], [Buyer]		N/A		
	i. Schedule [Number] – Allocation of Purchase Price (§[Number])	[Seller], [Buyer]		N/A		
	j. Schedule [Number] – Transferred Employees (§[Number])	[Seller], [Buyer]		N/A		
	k. Disclosure Schedule (definition of “Disclosure Schedule”)	[Seller], [Buyer]		N/A		
12.	Bill of Sale	[Seller], [Buyer]		[Seller] <input type="checkbox"/> [Buyer] <input type="checkbox"/>		
13.	Assumption Agreement	[Seller], [Buyer]		[Seller] <input type="checkbox"/> [Buyer] <input type="checkbox"/>		