

# **OPERATION HYDRA CLEAN**

## **(SAMPLE) CONTRACT #1**

### 1. Parties

Buyer: NovaTech Ventures, Inc.

Seller: QuickSoft Solutions, LLC

### 2. Purchase Price

USD 12,000,000 payable in cash at closing, subject only to the adjustments set out in Schedule 2.

### 3. Representations & Warranties

- Seller represents that it owns all assets free of liens.
- Seller warrants that the financial statements are GAAP-compliant and that there are no undisclosed liabilities.

### 4. Covenants

- Seller will not compete within the United States for 2 years after closing (scope limited to the business sold).
- Confidentiality obligations survive closing for 5 years.

### 5. Closing Conditions

- Receipt of all required regulatory approvals.
- Execution of a mutually agreed escrow agreement.

### 6. Indemnification

- Survival period: 18 months after closing.
- Indemnifiable losses limited to the purchase price.

### 7. Governing Law & Dispute Resolution

- Delaware law; arbitration in New York, ICC Rules.