

OPERATION HYDRA CLEAN

(SAMPLE) CONTRACT #2

1. Parties

Buyer: Apex Manufacturing Corp.

Seller: GreenGear Industries, Inc.

2. Purchase Price

USD 45,000,000, 70 % cash at closing, 30 % in Buyer's common stock, with a fixed exchange ratio defined in Schedule 3.

3. Representations & Warranties

- Seller warrants that all material contracts are assignable to Buyer.
- No pending litigation beyond those listed in Schedule 4.

4. Covenants

- Seller will provide transition services for 90 days post-closing.
- Non-solicitation of employees for 12 months.

5. Closing Conditions

- Third-party consents obtained (customers, lenders).
- No material adverse change since the signing date.

6. Indemnification

- Escrow of USD 4,500,000 for 12 months to cover breaches.
- Caps at 15 % of purchase price.

7. Governing Law

- California law; jurisdiction in San Francisco County.