

DATE: [Date]

TO: [Escrow Agent Name/Company]

[Address]

[City, State, Zip Code]

Attn: [Escrow Officer Name]

RE: Escrow Instructions for Asset Purchase Agreement

Dear [Escrow Officer Name],

This letter serves as formal instruction to [Escrow Agent Name] ("Escrow Agent") regarding the Asset Purchase Agreement ("Agreement") dated [Date], by and between [Buyer Name] ("Buyer") and [Seller Name] ("Seller").

1. Deposit of Funds: Buyer herewith delivers to Escrow Agent the sum of \$[Amount] (the "Escrow Funds") to be held in an interest-bearing account for the benefit of the parties.

2. Deposit of Documents: Seller herewith delivers the following executed documents to be held in escrow:

- Bill of Sale
- Assignment and Assumption Agreement
- [List additional documents]

3. Conditions for Release: Escrow Agent is authorized and directed to release the Escrow Funds and Documents only upon satisfaction of the following conditions:

- Receipt of joint written confirmation from both Buyer and Seller that all closing conditions have been met.
- [Insert specific condition, e.g., Receipt of required regulatory approvals].

4. Disbursement Instructions: Upon satisfaction of the conditions above, Escrow Agent shall:

- Wire the Escrow Funds to Seller per the attached wiring instructions.
- Deliver the executed Documents to Buyer via [Delivery Method].

5. Termination: If the closing does not occur on or before [Expiration Date], Escrow Agent shall return the Escrow Funds to Buyer and the Documents to Seller, unless otherwise instructed in writing by both parties.

6. Fees: All escrow fees and expenses shall be paid by [Buyer/Seller/Shared Equally].

Please acknowledge receipt of these instructions and the Escrow Funds by signing below.

Sincerely,

[Name], for Buyer

[Name], for Seller

ACKNOWLEDGED AND AGREED:

By: _____

Name: [Escrow Officer Name]

Title: [Title]

Date: [Date]