

**OFFER TO TRUSTEE
PURCHASE BANKRUPT'S ASSETS**

To: _____ (Trustee in Bankruptcy) _____ (date)

In reference to the bankruptcy of _____
(name of bankrupt company) and the liquidation of the assets of bankrupt company,
_____ (name of company making
offer) offers to purchase: (1) all of the existing inventory of the _____;
(2) all spare parts, test equipment, and related items; (3) all engineering drawings and
specifications; (4) all proprietary rights; and (5) all other assets of bankrupt company,
except: _____
_____ (description of any exceptions).

For the purchase of the assets described above, which shall be free and clear of all liens
and encumbrances at the time of their transfer and which, as applicable, shall be fully
functional and capable of being used in the normal course of business, the offeror
offers the sum of _____ Dollars (\$_____). The offeror will pay
such sum by cashier's check at the time of delivery of a bill of sale transferring the title
to the assets purchased as a result of this offer (or at such other time required and
specified by the trustee or the bankruptcy court judge acting in compliance with
applicable law) to the offeror.

To the extent of its applicability to the transfer of assets as a result of this offer, all
provisions of the bulk sales law will be fully complied with.

The offeror shall have the right (but not the obligation) to withdraw this offer if it has
not been accepted within _____ days of the date of this letter.

This offer is contingent on the accuracy of information that has been provided by you,
as trustee, and by the personnel of _____

(bankrupt company) concerning the type, quantity, condition, location (and such similar matters) of the assets subject to this offer; the information must be sufficiently and reasonably accurate to the minimum extent that a reasonable and prudent business person could rely thereon in conducting his or her own business affairs. If the information is not accurate to the minimum requisite extent, the offeror reserves the right to withdraw or modify this offer without prejudice.

Name of Offering Company

By: _____
Printed Name and Title