

INVITATION FOR OFFERS TO PURCHASE

“Complete Dental Office Assets”

SCHEDULE ‘ A ’ - ‘ TERMS AND CONDITIONS OF SALE ’

TCL Asset Group Inc. (TCL), the Vendor, will consider written Offers to Purchase the following Assets contained in Schedule ‘B’ - ‘List of Assets Available for Sale’, pursuant to these Terms and Conditions of Sale:

Complete Dental Office Assets: Specially described in Schedule ‘B’ - ‘List of Assets Available for Sale’, and hereinafter referred to as the ‘Assets’.

1. Offers to Purchase must be in writing, in the required ‘Form of Offer to Purchase’ attached hereto as Schedule ‘C’. The Vendor reserves the right to reject any offers not in the form of Schedule ‘C’.
2. Offers to Purchase the Assets are submitted as follows:
 - **‘En Bloc’** - i.e. Offers to Purchase together, ‘En Bloc’, all Assets contained in Schedule ‘B’ - ‘List of Assets Available for Sale’.
3. All sales are in **US FUNDS**.
4. There can be no sale of the purchased Assets conducted by the Purchaser at the premises.
5. Upon acceptance of the Offer to Purchase by the Vendor, Schedule ‘C’ - ‘Form of Offer to Purchase’ together with Schedule ‘A’ - Terms and Conditions of Sale, and Schedule ‘B’ - ‘List of Assets Available for Sale’, which shall be deemed to form part of such Offer, shall constitute a binding **“Agreement of Purchase and Sale”** with the Purchaser.
6. Acceptance of the Offer to Purchase is subject to confirmation and approval of the Vendor. The highest or any Offer to Purchase need not necessarily be accepted. No person shall vary, retract, withdraw or countermand his Offer to Purchase before notification of acceptance or rejection of the Offer. The Vendor reserves the right to terminate the sales process at any time prior to closing.
7. All sales will be on an “as is, where is” basis. Any Offer to Purchase will be accepted on the basis that the Purchaser has inspected the Assets, and no warranty, guarantee, or condition of the Assets is expressed or implied, by TCL, as to description, size, condition, quality, quantity, or in any way whatsoever, including any descriptive material provided, and attached hereto.

Schedule ‘B’ - ‘List of Assets Available for Sale’, is provided solely for the convenience of prospective purchasers and is not warranted to be complete or accurate. The Purchaser shall be deemed to have relied entirely on their own inspection and investigation concerning the Assets and their description and condition; and is purchasing and accepts the Assets on an ‘as is, where is’ basis, and condition.

Schedule 'A' Continued

**8. The purchase price is payable as follows:
For the purchase of the Assets "En Bloc":**

The Vendor will accept or reject the offer within 24 hours of receiving the Offer to Purchase.

Upon acceptance of the Offer to Purchase, the Total Gross Purchase Price offered is required to be paid immediately by bank wire transfer, or equivalent, payable to TCL Asset Group Inc. within 1 business days of acceptance. The Closing Date is considered to be the date that the payment is received in full as long as it is received within the 1 business days.

The Purchaser acknowledges that unless otherwise agreed to with the landlord, and a binding lease agreement is in place with the landlord, the Purchaser is responsible for removing the Purchased Assets from the premises no later than February 28, 2019. Payment in full is required prior to removal.

10. Prior to closing, the Assets shall be and remain in the possession of and at the risk of the Vendor, and the Vendor will hold all policies of insurance effected thereon and the proceeds thereof, in trust for the Vendor and the Purchaser as their respective interests may appear.
11. The Purchaser shall take possession of the Assets as they exist on the Closing Date, from which date the Purchaser shall assume all the risks and responsibilities in connection therewith.
12. Upon completion of the Agreement of Purchase and Sale, the Purchaser shall be entitled to such deeds, bills of sale, or assignments that the Vendor, acting reasonably, may consider necessary to convey all its right, title and interest in and to the said Assets to the said Purchaser, and these documents shall contain covenants of the Vendor that he has the right to convey and has done no act to encumber the Assets being sold.
13. The Purchaser shall at his own expense be solely responsible for removing the Assets from their present location at the Purchaser's cost and expense. The Purchaser shall hold the Vendor harmless and indemnify them from and against any and all claims and demands that may, at any time, be made against the Vendor in respect of the Purchaser's action in removing the Assets or failure to remove from its present location within the time limit specified in point 8 above.



SCHEDULE 'C' - 'FORM OF OFFER TO PURCHASE'

INVITATION FOR OFFERS TO PURCHASE

"Complete Dental Office Assets"

Lot No.	Qty.	Item Description
1	1	Pelton & Crane dental chair, model SP15 w/ delivery system, dental light and matching doctor and assistant stools.
2	1	Pelton & Crane chair, model SP30 w/ delivery system, dental light, "The Executive" central console and matching doctor and assistant stools.
3	1	Gendex Orthoralix Panoramic X -Ray, model 8500.
4	1	Progeny Preva Intraoral X-Ray unit.
5	1	Progeny Preva Intraoral X-Ray unit.
6	1	Velopex Xtender dental X-ray film processor.
7	1	Carl Zeiss Opmi Pico microscope w/ ceiling mount.
8	1	Midmark automatic sterilizer, model MII Ultraclave.
9	1	Dental chair with light w/ "The Spirit System" central console and matching stool.
10	1	Gendex intraoral X-Ray unit, model GX-770.
11	1	Dr Quick Look intraoral camera tablet combination.
12	1	(2) Buffalo dental vibrators, model 1A.
13	1	L & R Quantrex cleaning system.
14	1	L & R Quantrex cleaning system.
15	1	Buffalo dental vibrator.
16	1	Pelton & Crane amalgamator.
17	1	Upower micro motor handpiece, model UP500.
18	1	(2) viewing light.
19	1	(4) lab beakers.
20	1	Pelton & Crane viewing light.
21	1	Nobel Diocare Osseo set endodontic dental motor.
22	1	Densply Cavatron Jet SPS dental ultrasonic scaler and air polishing system.
23	1	ESPE Pentamixx 2 mixing unit.
24	1	Dentsply Tulsa Dental Endodontic handpiece system, model AEU-20.
25	1	(2) L.E. Demetron I units w/ guns.
26	1	Aseptico implant motor, model AEU-6000 w/ accessories and various parts.
27	1	Cadco Alginator II.
28	1	Sapphire Lumineers teeth whitener with mobile stand.
29	1	Criticare SPO2/comfortcuff monitoring system, model 506 series w/ mobile stand.
30	1	Medical gas unit.
31	1	Medline foldable wheel chair.

SCHEDULE 'C' - 'FORM OF OFFER TO PURCHASE'

INVITATION FOR OFFERS TO PURCHASE

Lot No.	Qty.	Item Description
32	1	Baldor pedestal grinder unit w/shield.
33	1	Toothmaster grinding wheel.
34	1	various tools and bits.
35	1	Air Techniques AirStar 50 Air Compressor.
36	1	Ramvac Dental vac system w/ Rebec unit.
37	1	large amount of hand piece and tools.
38	1	large amount of hand piece and tools w/ trays.
39	1	lot of hand towels.
40	1	Sanyo bar fridge w/ contents.
41	1	Dentalcam video process and accessories.
42	1	various supplies.
43	1	various dental tools.
44	1	various dental tools.
45	1	various dental tools.
46	1	lot of tools.
47	1	(2) blood pressure units and (2) stethoscopes.
48	1	various dental supplies.
49	1	lot of assorted boxes of latex exam gloves.
50	1	various dental tools.
51	1	various dental supplies.
52	1	various dental supplies.
53	1	various dental tools.
54	1	various dental tools.
55	1	various dental supplies.
56	1	lot of safety eyewear.
57	1	file cabinet.
58	1	file cabinet.
59	1	file cabinet.
60	1	file cabinet.
61	1	file cabinet.
62	1	file cabinet.
63	1	file cabinet.
64	1	waiting room furniture.
65	1	contents of room.

SCHEDULE 'C' - 'FORM OF OFFER TO PURCHASE'

INVITATION FOR OFFERS TO PURCHASE

Lot No.	Qty.	Item Description
66	1	mobile cabinet and shelving unit.
67	1	(3) x-ray lead aprons.
68	1	(2) Televisions.
69	1	mobile cabinet and work stand.
70	1	wood mobile table.
71	1	microwave and mobile table.
72	1	contents of room.
73	1	dental tools.



SCHEDULE 'C' - 'FORM OF OFFER TO PURCHASE'

INVITATION FOR OFFERS TO PURCHASE
“Complete Dental Office Assets”

We hereby submit the following irrevocable Offer To Purchase, in accordance with and subject to Schedule 'A' – 'Terms And Conditions Of Sale' annexed hereto and forming part of this Offer.

	<u>Amount of Offer</u>
1. “En Bloc” OFFER: For all of the Assets contained in Schedule 'B',	
In the total amount of	\$
NET PURCHASE PRICE:	\$
Plus: Applicable Taxes (5.6% TBD):	\$
<u>TOTAL PAYABLE IN U.S. FUNDS:</u>	\$

Please Note: **Assets are located at 2075 S 81st St., West Allis, Milwaukee**

Name & Position of Offeror: _____
 Company: _____
 Address: _____
 Telephone No.: _____ Fax No.: _____
 Email Address: _____

Dated at: _____ this _____ day of _____, 2019.

Per: _____
(Signature - I have authority to bind the company.)

Witness: _____

Date: _____

Date: _____

Offer Accepted:
TCL Asset Group Inc.

Per: _____

Date: _____