

5/9/18

AGREEMENT made this 17th day of May, 2018 by and among DENA M. HONER, D.D.S. having her principal office at 30 Central Park South, New York, New York 10019 (hereinafter called the "Seller") and NY J. CRASSI, D.M.D., having a principal office at 800A Fifth Avenue, Suite 304, New York, New York 10065 (hereinafter called "Buyer").

WITNESSETH:

WHEREAS, Seller is engaged in the business of owning and operating a dental practice located at 30 Central Park South, New York, New York 10019 ("Practice"); and

WHEREAS, Buyer desires to purchase certain of the assets of Seller as is more specifically set forth herein.

NOW, THEREFORE, in consideration of the mutual promises contained herein, and for other good and valuable consideration, it is agreed as follows:

1. SALE OF ASSETS: The Seller agrees to sell, assign, transfer and deliver to the Buyer, and the Buyer agrees to purchase, as of the Closing (hereinafter defined), the following assets used in connection with the Practice conducted by Seller (hereinafter referred to collectively as the "Purchased Assets"), free and clear of all liens, pledges, restrictions or encumbrances of any kind, nature or description, subject to the terms and conditions hereinafter set forth:

A. The names, addresses and telephone numbers of patients treated by the