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**How Transactional Insurances Continue to Change the M&A Game**

## **Sample Stock Purchase Agreement: RWI, with Seller Indemnification**

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# **STOCK PURCHASE AGREEMENT**

[between/among]

**[SELLER NAME]**

and

**[BUYER NAME]**

dated as of

[Date]

## STOCK PURCHASE AGREEMENT

This Stock Purchase Agreement (this “**Agreement**”), dated as of [DATE], is entered into between [SELLER NAME], a [STATE OF ORGANIZATION] corporation (“**Seller**”) and [BUYER NAME], a [STATE OF ORGANIZATION] corporation (“**Buyer**”).

### RECITALS

WHEREAS, Seller owns all of the issued and outstanding shares of common stock, par value [DOLLAR AMOUNT] (the “**Shares**”), of [TARGET COMPANY NAME], a [STATE OF ORGANIZATION] corporation (the “**Company**”);

WHEREAS, Seller wishes to sell to Buyer, and Buyer wishes to purchase from Seller, the Shares, subject to the terms and conditions set forth herein; and

WHEREAS, a portion of the purchase price payable by Buyer to Seller shall be placed in escrow by Buyer, the release of which shall be contingent upon certain events and conditions, all as set forth in this Agreement and the Escrow Agreement (as defined herein);

NOW, THEREFORE, in consideration of the mutual covenants and agreements hereinafter set forth and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

### ARTICLE I DEFINITIONS

The following terms have the meanings specified or referred to in this Article I:

“**Acquisition Proposal**” has the meaning set forth in Section 5.03(a).

“**Action**” means any claim, action, cause of action, demand, lawsuit, arbitration, inquiry, audit, notice of violation, proceeding, litigation, citation, summons, subpoena or investigation of any nature, civil, criminal, administrative, regulatory or otherwise, whether at law or in equity.

“**Affiliate**” of a Person means any other Person that directly or indirectly, through one or more intermediaries, controls, is controlled by, or is under common control with, such Person. The term “control” (including the terms “controlled by” and “under common control with”) means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of a Person, whether through the ownership of voting securities, by contract or otherwise.

“**Agreement**” has the meaning set forth in the preamble.

“**Allocation Schedule**” has the meaning set forth in Section 6.05(b).

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