

Bill of Sale, Assignment and Assumption Agreement

THIS BILL OF SALE, ASSIGNMENT AND ASSUMPTION AGREEMENT ("*Bill of Sale and Assignment*") is made as of March 31, 2024, by Singhofen & Associates, Inc., a Florida corporation (the "*Seller*"), to Half Associates, Inc., a Texas corporation (the "*Purchaser*").

This Bill of Sale and Assignment is delivered to Purchaser pursuant to the closing requirements under that certain Asset Purchase Agreement dated as of March 5, 2024, between Seller and Purchaser ("*Asset Purchase Agreement*"). All capitalized terms used herein and not otherwise defined shall have the meanings given them in the Asset Purchase Agreement.

THEREFORE, for the consideration set forth in the Asset Purchase Agreement, the receipt and sufficiency of which is hereby acknowledged by Seller, Seller hereby sells, conveys, assigns, transfers and delivers to Purchaser, all good marketable title in and to the Assets, as such term is defined in the Asset Purchase Agreement, other than Excluded Assets, free and clear of all Liens, but subject to the Assumed Liabilities. That portion of the Assets consisting of tangible personal property are conveyed by Seller to Purchaser in "As Is," "Where Is" condition, without any warranties whatsoever, except for the warranties of title contained herein.

Seller hereby assigns and transfers to Purchaser, and Purchaser hereby assumes, all of Seller's rights and interests in the Assumed Contracts.

The provisions of this Bill of Sale and Assignment are subject, in all respects, to the terms and conditions of the Asset Purchase Agreement and all of the representations and warranties, covenants and agreements contained therein, all of which shall survive the execution and delivery of this Bill of Sale and Assignment to the extent provided in the Asset Purchase Agreement.

The provisions of this Bill of Sale and Assignment shall be binding upon and shall inure to the benefit of Purchaser, its subsidiaries, Affiliates, legal representatives, heirs, successors and assigns.

TO HAVE AND TO HOLD said Assets unto Purchaser, its successors and assigns forever.

SINGHOFEN & ASSOCIATES, INC.,
A Florida corporation

By: _____

Name: **ROBERT B. GAYLORD**
Title: President