

## Amending a Purchase Agreement

This agreement amends an earlier Purchase Agreement (“Agreement”) dated \_\_\_\_\_ and signed by the parties. The original agreement is attached as Exhibit 1.

Whereas, the parties entered into the original Purchase Agreement for their mutual benefit, they now wish to amend that Purchase Agreement (“Amended Agreement”) in accordance with the terms and conditions in that agreement, namely in writing and signed by both parties.

Therefore in consideration of these premises and other good and valuable consideration, the receipt and sufficiency of which is acknowledged, the parties agree as follows:

1. The parties agree that the recitals above are true and correct in all material respects.
2. The Buyer and the Seller agree that the Agreement is hereby modified and amended as follows in Exhibit 2.
3. The Seller and the Buyer hereby confirm and ratify that all other terms and conditions of the Agreement are in full force and effect, and unamended except as expressly provided in this Amended Agreement.
4. This Agreement may be executed in two counterparts, each of which when so executed shall be deemed to be an original and such counterparts together shall constitute one and the same instrument.

### 5. Notices.

Any notice required by this Agreement or given in connection with it, shall be in writing and shall be given to the appropriate party by personal delivery or a recognized over night delivery service such as FedEx.

If to the Buyer: \_\_\_\_\_.

If to the Seller: \_\_\_\_\_.

### 6. No Waiver.

The waiver or failure of either party to exercise in any respect any right provided in this agreement shall not be deemed a waiver of any other right or remedy to which the party may be entitled.

### 7. Entirety of Agreement.

The terms and conditions set forth herein constitute the entire agreement between the parties and supersede any communications or previous agreements with respect to the subject matter of this Agreement. There are no written or oral understandings directly or indirectly related to this Agreement that are not set forth herein. No change can be made to this Agreement other than in writing and signed by both parties.

### 8. Governing Law.

This Agreement shall be construed and enforced according to the laws of the State of \_\_\_\_\_ and any dispute under this Agreement must be brought in this venue and no other.

9. Headings in this Agreement

The headings in this Agreement are for convenience only, confirm no rights or obligations in either party, and do not alter any terms of this Agreement.

10. Severability.

If any term of this Agreement is held by a court of competent jurisdiction to be invalid or unenforceable, then this Agreement, including all of the remaining terms, will remain in full force and effect as if such invalid or unenforceable term had never been included.

In Witness whereof, the parties have executed this Agreement as of the date first written above.

\_\_\_\_\_  
Buyer

\_\_\_\_\_  
Seller

\_\_\_\_\_  
Date

Exhibit 1: Original Agreement

Exhibit 2: Amended terms of Agreement

## Amending a Purchase Agreement Review List

This review list is provided to inform you about the document in question and assist you in its preparation. Amending an agreement is customary yet rarely done in writing even though it is called for in the original document. It is far better to be the proverbial "safe than sorry," and use this form for work order or other changes to your purchase agreements whether for small items or large complicated purchases.

In a fluid transaction this also cuts down on the confusion of memory that inevitably occurs as the parties remember clearly what they wanted but often forget, conveniently or otherwise, what they gave up to get what they wanted. This Amending a Purchase Agreement helps reduce these problems.

1. As with similar agreements, sign in multiple copies giving one to each party, if a large purchase or an important one ratify a copy and include it in the minute book, and keep a copy in the file appropriate to the subject. You may also elect to make a backup copy for your own file at work or home.