Closing Paperwork Checklist

	Requirement	Description
☐	**Schedule your closing**	Select a day and time that all parties will be available, preferably during a morning hour so you can reach banks and government offices following the closing. Aim for the last day of the quarter, month or pay period to simplify proration of monthly expenses that transfer with the sale.
☐	**Finalize the purchase price**	Reflect the outcome of price negotiations; prorated rent, utility and other fees; final inventory value; final value of accounts receivable and accounts payable.
☐	**Prepare corporate documents**	If the business being sold is a corporation, prepare corporate documents and pass a corporate resolution authorizing the sale.
☐	**Prepare government and tax forms**	Include forms required by your Secretary of State or Corporations Commission; transfer documents for vehicles listed in the sale; transfer documents for intellectual property; IRS Form 8594, which you and the buyer need to complete showing an identical allocation the purchase price.
☐	**Confirm insurance requirements**	Include forms for requirements detailed in the purchase and sale agreement.
☐	**Prepare furniture and equipment sale list**	Itemize assets, accompanied by a list of which, if any, are under lease. Also prepare a list of assets excluded from the sale based on buyer-seller negotiations.
☐	**Prepare to transfer contracts and agreements**	Obtain approvals, assemble titles and leases, and take steps necessary to transfer all assets and obligations included in the sale.
☐	**List and prepare to transfer work in progress**	Detail goods that have entered the production process but aren't finished yet.
☐	**Finalize list of accounts receivable and accounts payable**	Accompany the lists with aging reports that record overdue invoices.
☐	**Prepare loan documents**	Include a promissory note; security agreements including the buyer’s personal guarantee and personal guarantees from the buyer’s spouse and third-party guarantor, if any; and a UCC financing statement to be filed with your state.

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☐	**Prepare to transfer building lease**	Assemble copies of lease and lease amendments; prepare documents for lease assignment and assignment acceptance.
☐	**Prepare personal agreements**	Include consulting or management agreement and covenant not to compete, if any.
☐	**Prepare exceptions to warranties and representations**	Prepare list of exceptions, if any.
☐	**Prepare succession agreements**	Include succession agreements for employee benefit plans including profit sharing, flexible spending, or other plans.
☐	**Prepare bill of sale**	Unlike the purchase and sale agreement, the bill of sale executes the sale and transfer of the business. It details the terms of the transaction at the time of the sale and makes official the transfer of the business to the new owner.
☐	**Prepare the closing or settlement sheet**	This sheet lists the purchase price and all costs and price adjustments to be paid by or credited to the seller and buyer. Your attorney will prepare this sheet unless your sale is closing though an escrow agent, in which case it will be prepared by the escrow office.
☐	**Prepare the purchase and sale agreement**	See the description of Purchase and Sale Agreement contents in the online Toolkit. In all but the simplest sales, this document is prepared by the buyer or seller's attorney, with the other attorney reviewing and suggesting amendments, unless the buyer and seller agree to both work with and split the fees of the same attorney.
☐	**Other**	Other forms, based input from your sale advisors.