

Closing Checklist

Modify this checklist as is appropriate for your specific situation:

I. Finalize Purchase Price and Settlement Adjustments

	<u>Target Dates</u>		<u>Responsible Party</u>
Check Box when done	<i>Start</i>	<i>Complete</i>	<i>S or B</i>
<input type="checkbox"/> Perform final inventory count and adjust as necessary	_____	_____	S & B
<input type="checkbox"/> Prorate the following items to the date of Closing:			
<input type="checkbox"/> Rent and CAM charges	_____	_____	S & B
<input type="checkbox"/> Adjust security deposit for Landlord claims	_____	_____	S & B
<input type="checkbox"/> Utilities (electric, gas, water, sewer, phone, etc.)	_____	_____	S & B
<input type="checkbox"/> Adjust for utility deposits, if transferred	_____	_____	S & B
<input type="checkbox"/> Advertising (yellow pages, gift cert., coupons, etc.)	_____	_____	S & B
<input type="checkbox"/> Equipment leases (postage meter, machinery, etc.)	_____	_____	S & B
<input type="checkbox"/> Service agreements (janitorial, maintenance, etc.)	_____	_____	S & B
<input type="checkbox"/> Insurance (if using same policies)	_____	_____	S & B
<input type="checkbox"/> Employee benefits (vacation time, contributions, etc.)	_____	_____	S & B
<input type="checkbox"/> Taxes (Personal Property, Real Estate, etc.)	_____	_____	S & B
<input type="checkbox"/> Dues and subscriptions	_____	_____	S & B
<input type="checkbox"/> Licenses, permits, and fees	_____	_____	S & B
<input type="checkbox"/> Work in progress	_____	_____	S & B
<input type="checkbox"/> Closing and Escrow fees	_____	_____	S & B
<input type="checkbox"/> Other _____	_____	_____	
<input type="checkbox"/> Other _____	_____	_____	
<input type="checkbox"/> Other _____	_____	_____	

II. Real Property

	<i>Start</i>	<i>Complete</i>	<i>S or B</i>
<input type="checkbox"/> New Lease Agreement, Lease Assignment, or Sub-Lease	_____	_____	B
<input type="checkbox"/> Appraisal and Inspection Report (if purchasing real estate)	_____	_____	B
<input type="checkbox"/> Transfer all utilities (electric, gas, water, phone, etc.)	_____	_____	B
<input type="checkbox"/> Final walk-thru inspection	_____	_____	S & B
<input type="checkbox"/> Other _____	_____	_____	
<input type="checkbox"/> Other _____	_____	_____	
<input type="checkbox"/> Other _____	_____	_____	

III. Furniture, Fixtures, and Equipment

	<i>Start</i>	<i>Complete</i>	<i>S or B</i>
<input type="checkbox"/> Transfer any equipment leases (vehicles, machinery, etc)	_____	_____	S & B
<input type="checkbox"/> Appraisal and Inspection Report	_____	_____	B
<input type="checkbox"/> Remove items not included in the sale	_____	_____	S
<input type="checkbox"/> Final walk-thru inspection to verify working condition	_____	_____	S & B
<input type="checkbox"/> Other _____	_____	_____	
<input type="checkbox"/> Other _____	_____	_____	
<input type="checkbox"/> Other _____	_____	_____	

IV. Insurance

	<i>Start</i>	<i>Complete</i>	<i>S or B</i>
<input type="checkbox"/> Set up new Policies or assume existing policies as appropriate	_____	_____	S or B

○ General Liability	_____	_____	B
○ Worker's Compensation	_____	_____	B
○ Vehicle Coverage	_____	_____	B
○ Inland Marine	_____	_____	B
○ Business Interruption	_____	_____	B
○ Key Man	_____	_____	B
○ Health/Dental/Disability/Life	_____	_____	B
○ Property	_____	_____	B
○ Employee Benefits	_____	_____	S & B
<input type="checkbox"/> Terminate non-transferred Policies	_____	_____	S
<input type="checkbox"/> Other _____	_____	_____	
<input type="checkbox"/> Other _____	_____	_____	
<input type="checkbox"/> Other _____	_____	_____	

V. Liabilities

	<i>Start</i>	<i>Complete</i>	<i>S or B</i>
<input type="checkbox"/> Outstanding Note(s) – Payoff amount(s) from lender	_____	_____	S
<input type="checkbox"/> Outstanding Line of Credit – Payoff amount from lender	_____	_____	S
<input type="checkbox"/> Outstanding Tax Liabilities – Payoff amounts	_____	_____	S
<input type="checkbox"/> Outstanding Equipment Leases – Payoff amounts	_____	_____	S
<input type="checkbox"/> Accounts Payable – Payoff amounts	_____	_____	S
<input type="checkbox"/> Withdraw any Personal Guarantees with Vendors, etc.	_____	_____	S
<input type="checkbox"/> Other _____	_____	_____	
<input type="checkbox"/> Other _____	_____	_____	
<input type="checkbox"/> Other _____	_____	_____	

VI. Other Seller Responsibilities

	<i>Start</i>	<i>Complete</i>	<i>S or B</i>
<input type="checkbox"/> Complete Corporate Housekeeping - meetings, minutes, resolutions, update bylaws, etc.	_____	_____	S
<input type="checkbox"/> Consent to Close Forms (Power of Attorney, Spousal, etc.)	_____	_____	S
<input type="checkbox"/> File to change Trade Name	_____	_____	S
<input type="checkbox"/> File to change address of Registered Agent	_____	_____	S
<input type="checkbox"/> Prepare introduction strategies for clients, vendors, etc.	_____	_____	S & B
<input type="checkbox"/> Other _____	_____	_____	S
<input type="checkbox"/> Other _____	_____	_____	S
<input type="checkbox"/> Other _____	_____	_____	S

VII. Other Buyer Responsibilities

	<i>Start</i>	<i>Complete</i>	<i>S or B</i>
<input type="checkbox"/> Entity Formation			
○ Articles of Incorporation/Organization	_____	_____	B
○ Partnership Agreement	_____	_____	B
○ Apply for Federal & State Tax ID Numbers	_____	_____	B
○ Trade Name Registration	_____	_____	B
○ Organizational Meeting and Minutes	_____	_____	B
○ Open Bank Account	_____	_____	B
○ Set up Merchant Account	_____	_____	B
○ Setup Employee Tax Accounts - 941, 940, FUTA, SUTA, etc.	_____	_____	B
○ Setup Sales Tax Account with local Governments	_____	_____	B

- Other _____
- Other _____
- Other _____
- Apply for all required licenses and permits
- Consent to Close Forms
- Finalize all financing arrangements
- Prepare introduction strategies for clients, vendors, etc.
- Other _____
- Other _____
- Other _____

B
B
B
B
B
S & B
B
B
B

VIII. Closing Documents

	<i>Start</i>	<i>Complete</i>	<i>S or B</i> <small>(write in as appropriate)</small>
<input type="checkbox"/> Asset Purchase Agreement	_____	_____	
<input type="checkbox"/> Stock Purchase Agreement	_____	_____	
<input type="checkbox"/> Purchase Agreement Amend/Extend or Assignments	_____	_____	
<input type="checkbox"/> Exhibits (FF&E, Inventory, Prorations, Lease, etc.)	_____	_____	
<input type="checkbox"/> Noncompetition, Nondisclosure and Nonsolicitation Agmt.	_____	_____	
<input type="checkbox"/> Employee Noncompetition Agreements	_____	_____	
<input type="checkbox"/> Consulting Agreement	_____	_____	
<input type="checkbox"/> Earn Out Agreement	_____	_____	
<input type="checkbox"/> Personal Property Tax Agreement	_____	_____	
<input type="checkbox"/> Utility and Insurance Agreement	_____	_____	
<input type="checkbox"/> Contingency Removal Agreement	_____	_____	
<input type="checkbox"/> Settlement Statement for Seller	_____	_____	
<input type="checkbox"/> Settlement Statement for Buyer	_____	_____	
<input type="checkbox"/> Closing Memorandum	_____	_____	
<input type="checkbox"/> UCC Search (State)	_____	_____	B
<input type="checkbox"/> UCC Search (County)	_____	_____	B
<input type="checkbox"/> Lender Payoff Statements	_____	_____	S
<input type="checkbox"/> UCC Termination	_____	_____	
<input type="checkbox"/> Credit Check on Purchaser	_____	_____	
<input type="checkbox"/> Promissory Note & Receipt	_____	_____	
<input type="checkbox"/> Amortization Schedule	_____	_____	
<input type="checkbox"/> Security Agreement	_____	_____	
<input type="checkbox"/> UCC Financing Statement	_____	_____	
<input type="checkbox"/> Bill of Sale/General Conveyance	_____	_____	S
<input type="checkbox"/> Bulk Sales Instruments (If required by local law)	_____	_____	S
<input type="checkbox"/> Bill of Sale for Vehicles	_____	_____	S
<input type="checkbox"/> Titles for Vehicles	_____	_____	S
<input type="checkbox"/> Odometer Statements for Vehicles	_____	_____	S
<input type="checkbox"/> Application for Transfer of Title for Vehicles	_____	_____	
<input type="checkbox"/> Lease Agreement, Assignment of Lease, or Sub-Lease	_____	_____	
<input type="checkbox"/> Assumption of Liabilities	_____	_____	
<input type="checkbox"/> Assignment of Intangible Property	_____	_____	
<input type="checkbox"/> Assignment and Assumption of Contracts	_____	_____	
<input type="checkbox"/> Assignment of Telephone Number	_____	_____	
<input type="checkbox"/> Assignment of Trade Name	_____	_____	
<input type="checkbox"/> Assignment of Patent	_____	_____	
<input type="checkbox"/> Assignment of Trademark and/or Copyright	_____	_____	
<input type="checkbox"/> Stock Certificates, Options, Warrants, etc.	_____	_____	S
<input type="checkbox"/> Stock Pledge Agreement	_____	_____	
<input type="checkbox"/> Stock Power	_____	_____	S
<input type="checkbox"/> Certificate of Good Standing for Seller Entity	_____	_____	S
<input type="checkbox"/> Certificate of Good Standing for Buyer Entity	_____	_____	B
<input type="checkbox"/> Corporate/Company Resolutions and Minutes for Seller	_____	_____	S
<input type="checkbox"/> Corporate/Company Resolutions and Minutes for Buyer	_____	_____	B
<input type="checkbox"/> Articles of Amendment for Seller	_____	_____	S
<input type="checkbox"/> Change of Address/Name for Registered Agent	_____	_____	S
<input type="checkbox"/> Certificate of Withdrawal of Trade Name	_____	_____	S
<input type="checkbox"/> Certificate of Trade Name or Name Change	_____	_____	S
<input type="checkbox"/> Appraisals/Valuations	_____	_____	
<input type="checkbox"/> Insurance Binders or Declaration Pages	_____	_____	B
<input type="checkbox"/> Environmental Audits/Assessments	_____	_____	
<input type="checkbox"/> Code Compliance Forms	_____	_____	
<input type="checkbox"/> Request for Tax Status Letter	_____	_____	B
<input type="checkbox"/> Other _____	_____	_____	
<input type="checkbox"/> Other _____	_____	_____	
<input type="checkbox"/> Other _____	_____	_____	