



Selling Your Store -- Prep Checklist

Documents to Gather and Timeline for a C-Store or Fuel-Center Sale

Part 1 of 2 -- An Apex Inventory Service resource for owners preparing a sale or ownership transfer.

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Two-part set -- companion download

- This is one of a two-part set from Apex Inventory Service. If you need the vendor / account / login handoff workbook to pair with this due-diligence guide, also download the companion: Apex Account & Vendor Handoff Checklist -- apexinventoryservice.com/resources/prepare-convenience-store-for-sale/

Read this first

When you sell a c-store or fuel center, two things happen in parallel -- and most sellers only prepare for one of them.

1. The deal team (the buyer, their lender -- usually an SBA underwriter -- the escrow officer, and both attorneys) will ask you for a lot of paperwork to verify what they're buying.
2. The operating business (dozens of vendors, utilities, licenses, software systems, and equipment placements) has to be handed off cleanly so the new owner can open the doors on day one and ring a sale.

Miss either side and the deal slows, the price drops, or the buyer's first week turns into a fire drill that lands on your reputation.

The single biggest piece of advice we can give: clean books and a clean account list sell stores. Sloppy ones cost real money. Buyers and lenders apply a 'discount for risk' any time they can't verify what you're telling them. That discount can be tens or hundreds of thousands of dollars off your sale price.

Work through this with your CPA, attorney, and (if applicable) business broker. Start early -- some items, especially license transfers, take months, not weeks.

Documents to Gather

Financial, Records & Due Diligence -- the documents a serious buyer, their lender, and the closing agent will request. The cleaner and faster you can hand them over, the better your price and timeline.

1. Financial Statements

Buyers and lenders almost always ask for three full years of historicals plus year-to-date (YTD).

Gather:

- Profit & Loss / Income Statements -- last 3 fiscal years + YTD, monthly if possible
- Balance Sheets -- last 3 fiscal year-ends + most recent month-end
- Cash Flow Statements -- last 3 years + YTD
- General ledger detail (buyers' accountants often want to spot-check)
- Reconciled bank statements that tie to the books

Watch-outs

- **Commingled personal expenses kill valuation:** Personal vehicle, personal phone, family meals, kids' insurance run through the business -- every dollar a buyer can't verify gets either added back with a fight or thrown out entirely. If you're 12+ months from selling, stop commingling now.
- **Add-backs need documentation:** You can legitimately add back owner salary, personal expenses, and one-time costs -- but only if you can prove them. Keep receipts.
- **Cash-basis vs. accrual:** Most small stores keep cash-basis books. Lenders may ask for an accrual view. Talk to your CPA early.

2. Tax Returns

Gather:

- Business federal tax returns -- last 3 years (full returns, all schedules and K-1s if partnership/S-corp)
- State tax returns -- last 3 years
- Personal tax returns for all owners -- last 3 years (SBA lenders almost always require these)
- Any IRS or state correspondence, audit letters, payment plans, or open notices
- Sales tax / transient tax / fuel tax filings

Watch-outs

- **Tax returns need to tie to your P&Ls:** Big gaps between 'books' and 'tax return' raise red flags.
- **Aggressive deductions can shrink your offer:** Lenders use the tax return to size the loan. Aggressive tax minimization can shrink the loan a buyer can get -- which shrinks your offer.

3. Sales Records (Inside Sales + Fuel)

Buyers want to understand the shape of your revenue, not just the total.

Gather:

- Monthly sales reports -- last 3 years
- Sales tax filings and returns -- last 3 years
- Fuel volume reports -- gallons sold per month, by grade (regular/mid/premium/diesel)
- Fuel margin reports -- cents-per-gallon (CPG) trend
- Inside sales broken out by department/category (tobacco, beer/wine, packaged beverage, food service, lottery commissions, etc.)
- Lottery commission statements
- ATM commission/surcharge reports
- Car wash, air/vacuum, propane exchange, any other revenue lines
- Loyalty program reports if applicable

Watch-outs

- **Three-way match:** A buyer will compare your reported sales to your sales-tax filings and your bank deposits. All three need to match.
- **Explain the anomalies:** Be ready to explain any unusual month -- a slow month, a spike, a price war, a road construction project.
- **Trend the categories:** Fuel margin compression and category trends matter -- buyers want to see whether your inside business is growing or being eaten by vape/online/EV trends.

4. Inventory -- Independent, Documented Valuation at Closing

This is the line item most sellers get wrong, and it can cost real money at the closing table. In almost every c-store and fuel-center sale, inventory is a separate line item in the purchase price, on top of the agreed business value. The buyer pays you for the inventory on hand at closing -- but only what's documented, counted, valued, and verified. A guess gets negotiated down. If you walk in with a clipboard count by your own staff, in most cases the lender and escrow agent will not accept it. Lenders, SBA underwriters, and escrow officers typically require an independent, third-party inventory valuation, dated as close to closing as possible.

Gather (or commission):

- A documented, third-party physical inventory audit at or near the closing date
- Current vendor pricing/cost files (so the count is valued at real cost)
- Category-level breakdown (tobacco, beer/wine, grocery, foodservice, etc.)
- Fuel dip readings or tank-monitor reports for fuel on hand at closing
- Aged/dead/expired inventory identified and pulled (you don't want to be paid pennies on dollar for SKUs the buyer disputes later)

Watch-outs

- **Clipboard counts get rejected:** An owner-staff clipboard count typically will not satisfy a lender or escrow.
- **Counting too early backfires:** Counting weeks before closing means it has to be redone or trued up -- extra cost and friction.
- **Dispute prep matters:** Expired tobacco, dead packaged beverage, and discontinued SKUs are often disputed. Identify and exclude before the count.

HOW APEX HELPS

Apex Inventory Service's Financial Inventory Audit is built for exactly this situation. We deliver a documented, third-party, category-level inventory valuation in a format designed for buyer, lender, and escrow review at closing. We're independent, we count to your vendor cost, and our reports are formatted for transactional use. Acceptance of any third-party inventory report is at the discretion of your specific lender and escrow agent -- confirm requirements with them early in your transaction. Talk to us before you set a closing date. apexinventoryservice.com

5. Accounts Payable & Accounts Receivable

Gather:

- Current A/P aging report (who you owe, how much, how old)
- Current A/R aging report (fleet accounts, commercial fuel accounts, etc.)
- Vendor statements from your top 10-20 vendors
- Any disputed invoices or pending credits

Watch-outs

- **Write off uncollectibles early:** Old, uncollectible A/R should be written off before the sale conversation, not during.
- **Old A/P signals cash-flow risk:** A/P older than 60 days suggests cash flow problems to a buyer -- clean it up if you can.

6. Lease or Real Estate

This one frequently gates the entire deal -- no assignable lease, no sale.

If you lease the location:

- Full lease agreement plus every amendment, extension, side letter
- Rent history (last 3 years of payments)
- CAM (Common Area Maintenance) reconciliations and charges
- Landlord contact and landlord's written consent to assign the lease to the buyer
- Landlord estoppel certificate (a signed statement confirming lease terms, rent current, no defaults)
- Remaining term and renewal options
- Any percentage-rent or sales-reporting clauses

If you own the real estate:

- Property deed
- Recent appraisal (the lender will order their own, but yours helps set price)

- Property tax statements (3 years)
- Survey, title insurance policy, any easements
- Environmental Phase I (and Phase II if applicable) -- critical for fuel sites due to underground storage tanks

Watch-outs

- **Landlord consent can take weeks to months:** Some landlords use it as leverage. Start that conversation early.
- **Short lease = SBA killer:** A short remaining lease term (under ~10 years including options) makes SBA financing very difficult. Renew or extend before listing if you can.
- **UST environmental history is non-negotiable:** For fuel sites, buyers will pull state environmental agency records.

7. Equipment & Fixed Assets

Buyers need to know what they're actually getting versus what belongs to someone else.

Gather:

- Fixed asset list with description, age, condition, and book value
- Clearly mark each item as OWNED, LEASED, or VENDOR-PLACED
- Equipment leases (copier, security, etc.) and assignment terms
- Recent equipment appraisals if available
- Maintenance records on big-ticket items (HVAC, walk-ins, fuel dispensers, car wash)

Watch-outs

- **Vendor-owned surprises:** Buyers regularly get surprised that the beer cooler is owned by the brewer, the ATM is owned by a third party, and the coffee equipment belongs to the supplier. Document this upfront.
- **EMV / payment-card upgrades:** Old fuel dispensers may need EMV upgrades -- known issue, address in pricing.

-> See the companion *Account & Vendor Handoff Checklist (Section J -- Leased / Placed Equipment)* for the line-by-line vendor inventory of every piece of equipment the store does not own outright.

8. Debts, Loans & Liens

Gather:

- Payoff statements (current within 30 days) for every business loan
- SBA loan documents if applicable
- Equipment financing balances
- UCC lien search in your state (and any state where you do business) -- shows every creditor that has filed a claim against business assets
- Any seller-financing terms you're willing to offer the buyer (very common in c-store sales)
- Personal guarantees on business debt

Watch-outs

- **Old UCC liens are landmines:** Old UCC liens that were never released are a huge closing-day surprise. Order the search early so you have time to chase down old lenders for release letters.
- **Seller financing can close the deal:** Seller financing (you carry a note for part of the price) often gets the deal done -- but talk to your CPA and attorney about the structure first.

9. Licenses & Permits -- the Timeline Killers

Read this section carefully. Licenses and permits are where c-store/fuel sales most often get delayed. Many licenses do not transfer -- the buyer has to re-apply, and the store may not be able to sell certain products until the new license is issued.

Gather (copies of current, in-good-standing):

- Business license (city and/or county)
- State sales tax / reseller permit
- Tobacco / OTP license (state, plus any local city/county tobacco-retailer permit)
- Lottery license / retailer agreement
- State liquor license (Oregon OLCC, Washington WSLCB, Idaho ISP/ABC, California ABC) -- including the transfer application process and current timeline
- Fuel retailer license and weights & measures certifications
- Health permit (foodservice)
- EPA / UST registration and inspection records
- Stormwater / environmental agency permits if applicable
- Money services / money order / wire transfer registrations if applicable

Critical -- read carefully

- **Liquor-license transfers commonly take several months:** In Oregon, OLCC's published guidance and recent operator experience generally point to 60-90+ days for license changes, and complicated files can run longer. Washington (WSLCB), Idaho (ISP/ABC), and California (ABC) have their own timelines -- none are quick. Start the application as early as the agency allows and confirm current processing times directly with the agency.
- **Lottery licenses generally do not transfer:** In Apex's service area (OR, WA, ID, CA), lottery retailer licenses generally do not transfer to a new owner -- the buyer typically has to apply for a new retailer agreement and may need to pass a background check before games can resume. Rules and timelines vary; confirm the current process directly with your state lottery commission and plan around the gap.
- **Tobacco / OTP licensing is multi-layered:** Typically a state tobacco-retailer license, sometimes a local (county/city) tobacco-retailer permit, plus federal PACT Act registration where applicable. Transfer rules and renewal cycles vary at every layer -- the buyer should expect to file fresh applications at the state and local level.
- **UST / environmental compliance:** Any open violation, missing tank test, or overdue cathodic-protection inspection will stop a sale cold. Get current before listing.

-> **Bridging the license gap is dangerous to do as a seller.** Some operators (Tobacco, Health, UST, EPA) stay on the license while the buyer's application is pending. The answer depends on the license type, the issuing agency, and your state -- some agencies expressly prohibit this. Any interim operating arrangement must be designed and approved by your attorney AND pre-cleared with the issuing agency in writing.

10. Payroll & Employees

Gather:

- Payroll records -- last 3 years (summary) and last 12 months (detailed)
- Employee roster: name, role, start date, current wage, full-time/part-time
- W-2 vs. 1099 classification for everyone
- PTO / vacation accrual balances (these become a liability the buyer may want credit for at closing)
- Health insurance, retirement plan, or any other benefit obligations
- Workers comp classification codes and experience modifier
- Any active employee complaints, claims, or unemployment cases
- I-9 file for each employee

Watch-outs

- **Worker misclassification is a hidden liability:** Treating workers as 1099 contractors when applicable law would classify them as W-2 employees is one of the more common 'hidden liabilities' uncovered in due diligence, and the exposure (back wages, payroll taxes, penalties) can follow the buyer post-closing. Get an opinion from your CPA and employment attorney before you list.
- **Value the accrued PTO:** Accrued PTO is often credited from seller to buyer at closing -- don't forget to value it.

11. Insurance -- Policy History & Loss Runs

For the document side of insurance -- what the buyer's lender will request.

Gather:

- Current policies (full copies, not just declaration pages): Property; General liability; Workers compensation; Underground storage tank (UST) pollution liability; Crime / employee dishonesty; Cyber if applicable
- UST pollution liability -- federal financial-responsibility rules require UST owner/operators to demonstrate coverage, typically via UST pollution liability insurance and/or state UST trust-fund participation. Confirm your specific coverage stack with your insurance broker and state environmental agency.
- Loss runs (claims history) -- 5 years from each carrier
- Certificates of insurance
- Any open or pending claims

Watch-outs

- **Bad loss runs raise the buyer's cost:** Multiple claims, especially UST releases or slip-and-falls, will be used to negotiate.
- **UST coverage must be in good standing:** UST pollution coverage and state UST trust-fund participation must be in good standing for any fuel-site sale.

-> See the companion Account & Vendor Handoff Checklist (Section K -- Insurance & Professional Services) for active policy fields, carriers, renewal dates, and the broker/agent handoff.

12. Bank & Merchant Processing -- Statements & Reconciliation

For the records side of bank and processor activity -- what the lender will reconcile against your reported sales.

Gather:

- Bank statements -- 12 months minimum, lenders often want longer
- Merchant processing statements -- 12 months (this verifies your card sales)
- ATM settlement reports
- Lottery settlement reports
- Fuel card / fleet card statements
- Night-drop / cash-deposit records
- Any active disputes or chargebacks

Watch-outs

- **Lenders reconcile deposits to reported sales:** If they don't match, expect a hard conversation. Unreported cash sales -- even small amounts -- are one of the fastest ways a deal collapses in due diligence, and can create separate tax exposure for the seller. Don't gamble on it.
- **Know your early-termination fees:** Merchant processing contracts often have early-termination fees -- know yours.
- **Document third-party ATM splits:** ATM agreements may be with a third-party operator who keeps the surcharge -- document it.

-> See the companion Account & Vendor Handoff Checklist (Section D -- Payments & ATM and Section K.5 -- Bank / Operating Account) for the live-account handoff: MIDs, processor logins, ACH re-routing.

13. Other Documents Buyers Commonly Request

Gather:

- Organizational documents (LLC operating agreement, partnership agreement, articles)
- EIN letter from IRS
- Any active contracts: fuel supply agreement, branded marketer agreement (Chevron, Shell, 76, etc.), franchise agreements, foodservice supply contracts
- Fuel supply agreement is critical -- many have minimum gallon commitments, exclusivity, image/branding requirements, and the buyer must be approved by the fuel supplier. Branded fuel relationships are also governed by federal law (Petroleum Marketing Practices Act / PMPA) and any applicable state franchise/dealer statutes, which have their own notice and termination rules. Loop your attorney in early.
- Customer accounts (commercial / fleet) and their contract terms
- Any pending litigation, demand letters, or disputes
- Environmental records (Phase I/II, tank test results, line tightness tests, cathodic protection)
- Marketing materials, website logins, social media accounts, domain registrations

Suggested Timeline

A single, sequenced view of the whole prep arc -- from 'thinking about selling' through closing day.

12+ months before sale	Stop commingling personal expenses. Clean up books with your CPA. File any back items. Run a UCC lien search and clear old liens.
6-12 months before sale	Renew or extend the lease (target 10+ years including options for SBA). Resolve open compliance items (UST, health, lottery). Get 5-year loss runs from insurance. Have your CPA confirm tax returns tie to your P&Ls.
3-6 months before sale	Assemble historical financials, tax returns, sales records, asset list, and material contracts. Identify which licenses require buyer re-application and the timeline for each. Begin walking the store with the companion Account & Vendor Handoff checklist to capture every vendor.
60-90 days before closing	Notify the fuel brand and supplier; start brand re-approval / image review. Buyer applies for new merchant services (inside + forecourt MIDs). File lottery, EBT, tobacco, and liquor license applications. Notify Petrosoft / POS vendor of pending ownership transfer. Order title work, payoff statements, and landlord estoppel. Begin OLCC / lottery transfer applications.
30 days before closing	Confirm all utility transfer dates with read-on-closing-day requests. Schedule alarm / camera vendor walkthrough with the buyer. Build the master credentials handoff document (password manager export). Final UST/ATG compliance check; share documentation. Confirm UST ownership-change notice has been filed with the appropriate state environmental agency (Oregon DEQ, Washington Ecology, Idaho DEQ, California SWRCB / local CUPA).
Closing week	Schedule the independent third-party inventory audit (Apex's Financial Inventory Audit). Full POS / back-office data backup. Cash count, lottery inventory count, tobacco inventory count, fuel stick reading. Reconcile final A/P, A/R, utility deposits, PTO accruals. Walk every vendor block in the companion checklist with the buyer in person. Hand off keys, codes, and credentials.

One More Time -- Get Your Team in Place

Selling a c-store or fuel center is not a DIY project. The cost of getting this wrong -- in lost sale price, blown closings, or post-closing disputes -- dwarfs the cost of doing it right.

Your team should include:

- A CPA who knows c-store / fuel accounting
- A business attorney who has closed c-store / fuel deals (asset sales, license transfers, UST liability)
- A business broker or M&A advisor experienced in your vertical
- An independent inventory auditor for the closing-day valuation -- this is where Apex comes in

Companion download

- Companion: Apex Account & Vendor Handoff Checklist --
apexinventoryservice.com/resources/prepare-convenience-store-for-sale/

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