

DOWNLOADABLE GUIDE

Confidential Seller Playbook

How an independent grocery owner prepares a file, keeps the sale quiet, and walks into a first call with Jason Taken ready to recast.

Educational only. Not a valuation letter, listing agreement, or legal advice. Numbers below are teaching examples.

1. Decide what you are actually selling

Most independent groceries close as asset sales: inventory at cost, equipment, trade name if it matters, and assignment of the lease. The building is a second asset if you own it. SNAP authorization does not transfer. Alcohol is an agency process, not a handshake. Write those four facts at the top of your file before you talk price.

2. Recast SDE the way a buyer will

Seller's discretionary earnings is the owner's true cash after add-backs a lender will believe: owner's salary, one-time repairs, personal auto, and related-party rent that will reverse. It is not 'profit plus hope.' If weekly sales are \$140,000 and recast SDE is 4.5% of sales, annual SDE is about \$327,600. A 2.2x-3.0x band on that SDE is \$720,720 to \$982,800 before inventory. Inventory is added at cost, not multiplied.

Line	Teaching example
Weekly sales	\$140,000
Annual sales	\$7,280,000
Recast SDE at 4.5%	\$327,600
Low going-concern at 2.2x + \$210,000 inventory	\$930,720
High going-concern at 3.0x + \$210,000 inventory	\$1,192,800

3. Keep it confidential

Employees, wholesalers, and the landlord should not learn you are exiting from a public ad. Use a blind teaser (city, format, sales band, no address). NDA before the CIM. Tour after hours or as a 'vendor walk.' If confidentiality is already broken, say so on the call. Damage control is cheaper than pretending.

- No vestibule sign and no Facebook post.
- One person on your side who knows: usually a CPA or spouse, not the night crew.
- Vendor questions get a scripted answer, not a confession.

4. Build the file buyers actually open

- Three years of P&Ls; and tax returns.
- Weekly sales for 12-24 months.
- Scan data or wholesaler statements.
- Lease or a one-page abstract: rent, CAM, term, options, assignment.

- License list: SNAP, alcohol class, food, WIC, tobacco, lottery.
- A sentence on unreported cash: there is none, or you will not get SBA.

5. What to bring to the intro call

Jason Taken does not send a web form. Book the calendar and bring the file. The hour is for whether a quiet process is even the right move, what the recast will look like, and which buyer pool is real for your format.

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6. License calendar (do not skip)

USDA FNS: SNAP retailer authorization does not transfer. The buyer files a new application. Budget downtime in cash and in the story you tell the landlord. Alcohol, WIC, tobacco, and lottery each have their own agency. Write 'license conditions' into the LOI so a delayed TABC, ABC, or SLA stamp is not a surprise re-trade.

7. Count night

Inventory is usually a third-party count at seller's cost, paid at close, often by wire after the tape. Exclude distressed, expired, and unsaleable. FIFO versus a messy back room is how 2 a.m. fights start. Put the count procedure in the APA now.

8. After you hang up

If you decide to proceed, the next artifacts are a recast, a teaser, and a target list. If you decide not to, you still have a cleaner file. Either way, the call is the intake. There is no phone tree.

Schedule: <https://grocerystorebusinessbroker.com/book/>