SELLER TOOLKIT

Agency Sale Data Room Checklist

The documents buyers typically ask for when you sell an independent insurance agency, grouped by stage. Every buyer is different, so treat this as a starting list, not a complete one.

1. Before you go to market

Have these ready before any buyer sees the agency.

Done	Area	Document	Why buyers ask
☐	Financials	Federal tax returns, last 3 years	Buyers start from filed numbers
☐	Financials	P&L; and balance sheet, last 3 years, plus trailing 12 months by month	Shows trend and seasonality
☐	Financials	Add-back schedule: owner pay, personal and one-time expenses	Basis for adjusted EBITDA
☐	Revenue	Commission revenue by carrier, last 3 years	Carrier concentration and stability
☐	Revenue	Revenue by line: personal, commercial, benefits, life/health	Business mix drives value
☐	Revenue	Contingency and profit-sharing income, last 3 years	Often treated separately from base earnings
☐	People	Staff list: role, tenure, pay (names can wait)	Cost structure and key-person risk
☐	People	Producer agreements, including who owns expirations	Book ownership and buy-back clauses
☐	People	Employment, non-solicit and non-compete agreements	Protects the book after the sale
☐	Carriers	List of carrier agreements: direct or through a network/cluster	Appointments and exit terms
☐	Carriers	Network or cluster agreement, including exit provisions	Can restrict or delay a sale
☐	Legal	Entity documents: articles, operating agreement or bylaws	Who can sign and what is being sold
☐	Legal	Agency license, non-resident licenses, DRLP	Needed for the ownership change
☐	Legal	Office lease and key vendor contracts	Assignment and termination terms
☐	Risk	E&O; policy and E&O; loss runs	Past claims affect price and terms
☐	Systems	Agency management system name and how data can be exported	Buyers will ask for exports in diligence

2. Blind teaser

Share only what cannot identify you.

Done	Area	Document	Why buyers ask
☐	Teaser	Region (state or metro area, not the town)	Interest without exposure
☐	Teaser	Agency type: independent, captive, or book only	Filters the right buyers
☐	Teaser	Commission revenue band and retention	The two numbers every buyer asks first
☐	Teaser	Line mix in percent and carrier mix described without names	Quality of the book
☐	Teaser	Staff count and rough founding decade	Size and stability

3. After an NDA

For qualified buyers who have signed an NDA.

Done	Area	Document	Why buyers ask
☐	Book	Policy count, premium and commission by line and by carrier (carriers coded)	Depth behind the teaser
☐	Book	Retention by client count and by premium, last 3 years	Rate increases can hide client loss
☐	Book	Top 20 accounts as a share of revenue (no names)	Concentration risk
☐	Book	New business vs. renewal revenue	Organic growth
☐	Financials	Recast P&L; with add-backs explained	Supports your asking price
☐	People	Org chart and producer book splits (no names)	Who services what

4. Due diligence after an LOI

For one buyer under a signed letter of intent.

Done	Area	Document	Why buyers ask
☐	Financials	Carrier commission statements, 24-36 months	Reconciled against revenue
☐	Financials	Bank statements for the same period	Confirms cash received
☐	Financials	Premium trust account records and reconciliations	Fiduciary funds are checked closely
☐	Book	Full client and policy export from the management system	Verifies the book exists as described
☐	Carriers	Carrier names, agency codes and loss ratios by carrier	Appointment risk at transfer
☐	Carriers	Contingency agreements	Future profit-sharing terms
☐	People	Producer licenses and appointments	Compliance of the selling team
☐	People	Benefit plans and payroll records	Liabilities that may carry over
☐	Risk	E&O; loss runs for 5 years and any open claims or disputes	Indemnity terms in the agreement
☐	Risk	Complaints, Department of Insurance inquiries, litigation	Regulatory exposure
☐	Risk	Data security practices and any incidents	Many states regulate insurance data security
☐	Legal	Debts, liens and UCC filings	Assets must transfer clean

5. Closing and transfer

What has to be signed and filed.

Done	Area	Document	Why buyers ask
☐	Legal	Purchase agreement, bill of sale, assignment documents	The sale itself
☐	Carriers	Carrier consents or buyer appointments	Business stays placed after closing
☐	Legal	Department of Insurance filings for owner and DRLP changes	Agency stays licensed
☐	People	Transition, employment and non-compete agreements	Defines your role after closing
☐	People	Staff announcement plan	Keeps your team through the change
☐	Clients	Joint client letters for key accounts	Protects retention
☐	Legal	Earnout reporting terms, if any	How you verify what you are owed

Ready to test the market quietly? List your agency for free on AgencyLedge. Listings are blind, and identifying details are shared only after a buyer signs an NDA. agencyledge.com/sell-my-agency/