

OFFERING MEMORANDUM



BILL'S MARKET

Asset Sale: Real Estate + Inventory + Equipment
293 Bridge St, Lafayette, OR 97127

CONFIDENTIAL OFFERING
PREPARED FOR QUALIFIED BUYERS ONLY



Apr 2026



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293 Bridge St, Lafayette, OR 97127

EXECUTIVE SUMMARY

Offering Overview

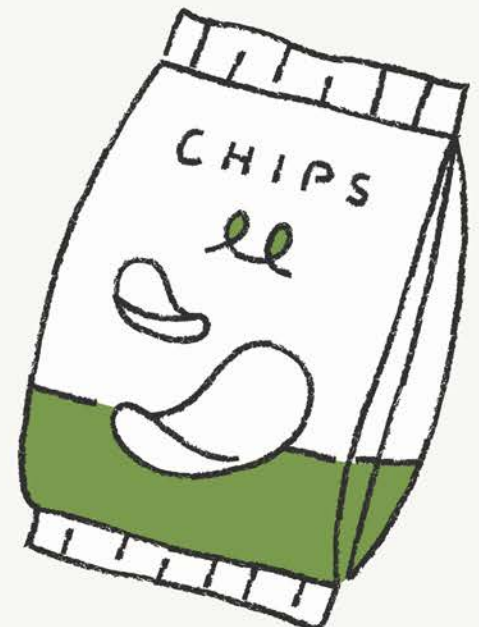
Bill's Market offers the opportunity to acquire a neighborhood retail property together with select tangible operating assets, including inventory and equipment, located at 293 Bridge Street in Lafayette, Oregon. The transaction is structured strictly as an asset sale and does *not include* the transfer of any business entity, trade name, goodwill, or historical operating contracts.

The offering provides ownership of the underlying real estate and the physical assets necessary to operate a convenience-oriented retail use, while also benefiting from C-1 (Commercial) zoning, which supports a broad range of commercial, residential, lodging, and mixed-use uses, subject to applicable approvals. Buyers will have full discretion to establish a new operating entity, branding, product mix, and operational strategy following closing.

Historically, the property has supported a neighborhood-serving retail use with consistent local demand. Beyond its existing use, the C-1 zoning designation adds meaningful long-term flexibility, allowing buyers to evaluate alternative use, redevelopment, or mixed-use strategies over time while maintaining operational continuity and limiting exposure to legacy liabilities.

Transaction Snapshot

- Transaction Type: Asset Sale
- Assets Included:
 - Real estate (land and building)
 - Inventory (to be valued and adjusted at closing)
 - Equipment, fixtures, and furnishings
- Assets Excluded:
 - Business entity
 - Trade name, branding, and goodwill
 - Historical operating contracts and liabilities
- Pricing: ~~\$1,300,000~~ \$1,100,000
- Reason for Sale: Seller health-related transition



Property Overview

The subject property is improved with a retail building historically operated as a neighborhood-serving convenience market. The location benefits from street visibility, on-site parking, and easy access for quick in-and-out retail use.

Situated along Highway 99W, the property has served nearby residential communities and local commuter traffic. Surrounding land uses consist primarily of residential housing with supporting neighborhood commercial services, contributing to consistent local demand for convenience-oriented retail offerings.

Historical Operating Context

Historical operating information associated with prior use reflects a stabilized neighborhood convenience store operation, with consistent and robust gross sales. Revenue has historically been driven by beverage, tobacco, packaged goods, and convenience retail categories.



Real Estate-Backed Asset Acquisition

INVESTMENT HIGHLIGHTS

Asset Sale Structure

- Asset sale structure with no transfer of business entity, goodwill, or prior liabilities
- Clear separation between historical operations and future performance
- Simplified due diligence and reduced legal exposure

Ownership of Real Estate with Tangible Assets

- Fee simple ownership of land and building
- Inventory, fixtures, and equipment included and adjusted at closing
- Included inventory and equipment support a smoother transition to post-closing operations.

Established Retail Configuration with Flexibility

- Existing retail layout historically used for neighborhood convenience retail
- Suitable for continued use or repositioning under a new brand or concept
- Buyer retains full control over post-closing operations and strategy

Differentiation & Strategic Flexibility

- Attractive to owner-users seeking long-term real estate control
- Suitable for investors pursuing real estate-backed retail assets
- Established neighborhood market with long-standing local recognition
- Embedded customer base built over decades of consistent operation
- Opportunity to differentiate through specialty, curated, or bodega-style positioning rather than direct scale competition
- Asset sale structure allows buyers to adapt strategy in response to evolving competitive conditions



Retail Property with Live/Work Configuration

PROPERTY OVERVIEW

PROPERTY SUMMARY

- Address: 293 Bridge Street, Lafayette, Oregon
- Property Type: Retail
- Building Size: 3,096 SF
- Lot Size: Approx. 0.22 AC
- Zoning: C1
- Parking: On-site parking available
- Current Use: Convenient store

LIVE/WORK CONFIGURATION

The property includes an on-site living area located at the rear of the retail space, supporting a live/work configuration. The residential portion, which includes a kitchenette, bathroom, and one bedroom, is included as part of the sale. The seller has agreed to complete the residential area in a manner acceptable to the buyer prior to closing, subject to the terms of the purchase agreement and applicable regulations.

LOCATION & SITE HIGHLIGHTS

- Situated along Highway 99W with neighborhood visibility
- Functional parking lot access supporting quick in-and-out retail traffic
- Proximity to surrounding residential neighborhoods
- Established local trade area with supporting commercial uses



Inventory & Equipment Included in the Asset Sale

ASSET OVERVIEW

SUMMARY OF ASSETS

The offering includes select tangible assets necessary to support convenient store operations. Assets are conveyed as part of an asset sale and are intended to provide buyers with the physical components required to operate or reposition the property following closing. All assets are transferred on an “as-is, where-is” basis, subject to verification and confirmation during buyer due diligence.

INVENTORY

Inventory Categories

- Packaged grocery and snack items
- Beverages (non-alcoholic and applicable regulated products)
- Miscellaneous convenience retail merchandise

Inventory Valuation

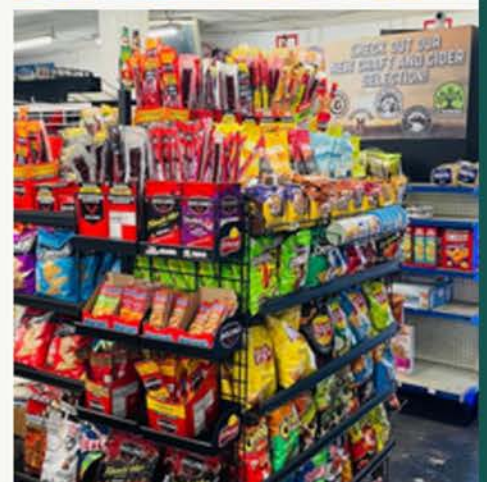
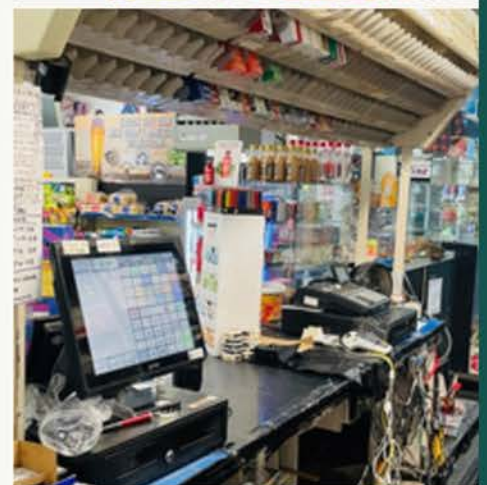
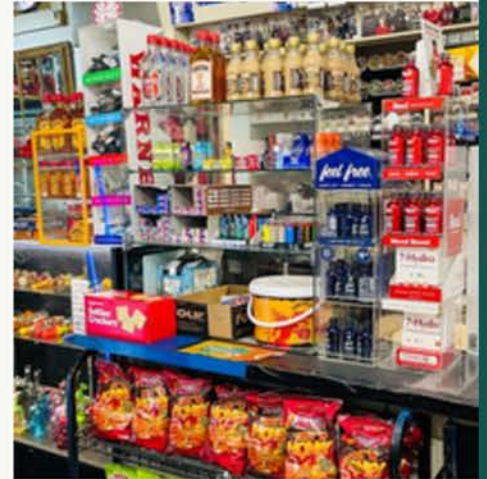
- Inventory value to be counted and adjusted at closing
- Final valuation subject to buyer verification

EQUIPMENT & FIXTURES

Representative Equipment Includes

- Refrigeration units and beverage coolers
- Freezers
- Shelving and display fixtures
- Point-of-sale (POS) system and checkout counter
- Security cameras and monitoring equipment

Equipment is believed to be in working order as of the date of preparation. Buyers are encouraged to independently inspect and verify condition and functionality during due diligence.



Historical Operating Statement

FINANCIAL SUMMARY

Context

The financial information presented below has been provided by the current seller and reflects operating results across two ownership periods during 2025. The current seller acquired the business and property in May 2025, and as such, the financial data includes partial-year operations under both the prior owner and the current owner. Following acquisition, the current seller invested approximately **\$200k** in capital improvements. These improvements, which took **2 months to complete**, included roof replacement, siding upgrades, and installation of new structural framing. These capital expenditures are not reflected as operating expenses in the financial statements.

Income Statement Summary 2025		
	Prior Owner 1/1/2025 - 5/9/2025	Current Owner 5/10/2025-12/31/2025
Gross Income	\$ 307,751.57	\$ 555,597.48
Cost of Goods Sold	-	\$ (343,110.44)
Gross Profit	-	\$ 212,487.04
Operating Expenses		
Amortization	-	\$ (10,222.24)
Automobile Expense	-	\$ (270.47)
Bank Service Charges	-	\$ (348.03)
Credit Card Processing Fees	-	\$ (9,855.28)
Depreciation Expense	-	\$ (6,857.12)
Insurance Expense	-	\$ (13,102.87)
Licenses	-	\$ (1,895.00)
Meals and Entertainment	-	\$ (849.24)
Office Supplies	-	\$ (190.56)
Payroll Taxes	-	\$ (3,772.49)
Professional Fees	-	\$ (900.00)
Rent Expense	-	\$ (46,033.24)
Repairs and Maintenance	-	\$ (11,238.07)
Security	-	\$ (334.95)
Supplies	-	\$ (213.06)
Telephone Expense	-	\$ (700.70)
Utilities	-	\$ (15,592.11)
Wages	-	\$ (37,280.00)
Total Operating Expense	-	\$ (159,655.43)
Net Ordinary Income	-	\$ 52,831.61
Interest Income	-	\$ 300.01
Net Income	-	\$ 53,131.62

Important Notes

- Financial information is seller-provided and has not been audited or independently verified
- The prior owner period reflects partial-year operations and does not include a detailed expense breakdown
- The current owner acquired the business and property in May 2025; figures shown reflect post-acquisition operations only
- Financials have not been normalized or recast and are provided for reference purposes only
- Historical performance is not indicative of future results

Historical Financial Information

FINANCIAL SUMMARY**OPERATING HISTORY OVERVIEW (2023-2024)**

The following information reflects historical operating results reported by the prior owner for the years indicated. Financial data is provided for reference purposes only and has not been audited, normalized, or independently verified.

Income Statement Summary 2023-2024		
	2023	2024
Gross Receipts	\$ 1,012,654.00	\$ 1,074,584.00
Cost of Goods Sold	\$ (788,226.00)	\$ (816,212.00)
Gross Profit	\$ 224,428.00	\$ 258,372.00
Operating Expenses		
Compensation of Officers	\$ (36,000.00)	\$ (36,000.00)
Repairs & Maintenance	\$ (3,556.00)	\$ (3,734.00)
Rent Expense	\$ (24,600.00)	-
Taxes & Licenses	\$ (6,838.00)	\$ (6,229.00)
Interest Expense	\$ (42,261.00)	\$ (51,378.00)
Depreciation	\$ (13,152.00)	\$ (17,924.00)
Other Deductions	\$ (47,084.00)	\$ (49,090.00)
Total Operating Expense	\$ (173,491.00)	\$ (164,355.00)
Net Income	\$ 50,937.00	\$ 94,017.00

Important Notes

- Financial information reflects prior ownership and management practices
- Expense categories and accounting treatment may differ from current operations
- No adjustments have been made for normalization, owner compensation, or non-recurring items
- Historical results are not indicative of future performance
- Buyers are encouraged to conduct independent financial and tax due diligence

OPERATIONAL CONSIDERATIONS

Post-Closing Operating Structure

The transaction is structured as an asset sale. Following closing, the buyer will be responsible for establishing or designating its own operating entity and conducting all post-closing business operations independently.

No business entity, trade name, goodwill, or historical operating structure is conveyed as part of the sale.

Licenses, Permits, and Compliance

The buyer shall be solely responsible for obtaining and maintaining all required business licenses, permits, and regulatory approvals necessary to operate the property and any post-closing retail or commercial activities.

This includes, but is not limited to, business registration, health permits, and any applicable local, state, or federal regulatory requirements.

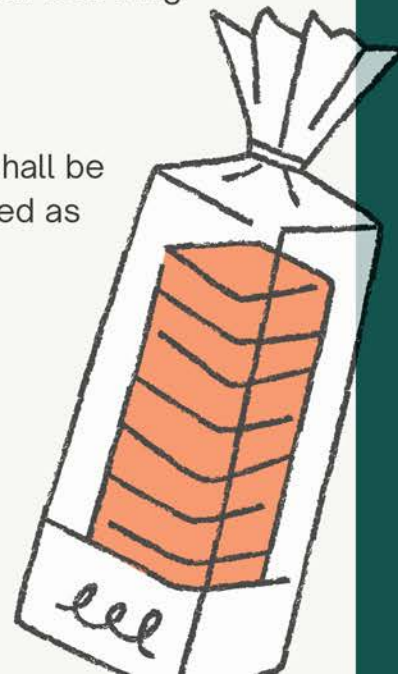
Contracts and Employees

No assignment or transfer of the seller's historical operating contracts, vendor agreements, or employment relationships is included in the transaction.

Any future contractual relationships, staffing decisions, or operational agreements shall be determined by the buyer at their sole discretion following closing.

Transition Considerations

Any post-closing transition assistance, if requested by the buyer, shall be subject to separate discussion and agreement and is not guaranteed as part of the asset sale.



Site Utilization & Long-Term Repositioning

GROWTH OPPORTUNITIES

(Subject to Zoning and Municipal, Regulatory Approvals)

Food Cart or Ancillary Commercial Use

The property includes surplus exterior area that may support ancillary or complementary commercial uses beyond the existing retail footprint. Subject to zoning verification and municipal approvals, buyers may consider uses such as food carts or food truck operations that complement on-site retail activity.

C-1 Zoning Offers Broad Commercial, Residential, and Mixed-Use Flexibility

This zoning classification provides meaningful long-term optionality for buyers seeking to evaluate alternative uses or redevelopment strategies beyond the existing retail configuration, subject to applicable zoning standards, environmental review, and municipal approvals.

Future Development Play:

- Hotels or lodging-oriented uses
- Residential care homes and care-related facilities
- Second-story or upper-story residential apartments, supporting mixed-use configurations
- Mixed-use commercial and residential developments
- Expanded retail, food service, or service-oriented commercial uses
- Rental storage facilities
- Mobile home park or manufactured home park

Note: These concepts are provided for illustrative purposes only and do not represent an entitlement or guarantee of feasibility.



Operational & Positioning

GROWTH OPPORTUNITIES

(Subject to Buyer Verification and Regulatory Approvals)

Product Mix & Licensing Upside

The existing operation has not historically offered certain regulated or high-margin product categories. Subject to buyer qualification and regulatory approval, buyers may introduce additional licensed offerings, including Oregon Lottery ticket and scratch-off sales.

Specialty & Bodega-Style Repositioning

Given the presence of a larger-scale marketplace planned across the street, buyers may consider repositioning strategies that emphasize differentiation rather than direct competition on scale or pricing.

Potential approaches may include:

- Curated or specialty product selections
- Locally sourced or niche offerings
- Bodega-style concepts focused on convenience, speed, and neighborhood identity

Such positioning may allow the property to function as a complementary neighborhood destination rather than a substitute for large-format retail.



Buyer Due Diligence Required

RISKS & MITIGATIONS

KEY RISKS

- Competition: A larger marketplace is planned nearby and may affect traffic and pricing
- Performance: Historical results may not continue under new ownership or strategy
- Licensing & Compliance: Buyer must secure all required licenses and regulatory approvals
- Zoning & Use: Any expansion, alternative use, or redevelopment is subject to zoning and municipal approvals
- Asset Condition: Inventory and equipment condition/value must be verified by buyer

Buyer Due Diligence Expectation

Buyers are responsible for conducting independent due diligence, including confirming zoning and permitted uses, verifying licensing requirements, reviewing financial information for reference only, and inspecting inventory/equipment condition prior to closing.



Process for Qualified Buyers

NEXT STEPS

Review the Offering

Qualified buyers are encouraged to review this Offering Memorandum in its entirety to understand the asset sale structure, included assets, and buyer responsibilities associated with the transaction.

Request Additional Information

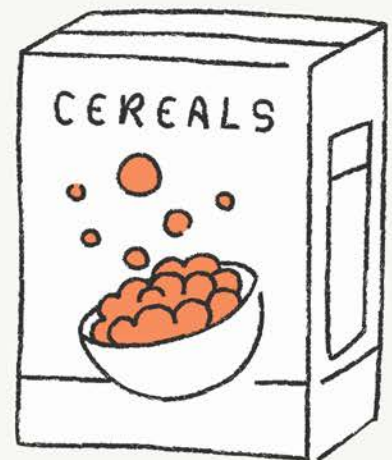
Interested parties may submit follow-up questions or requests for clarification regarding the offering. Additional information may be provided at the seller's discretion and subject to buyer qualification.

Schedule a Property Visit

Property tours may be scheduled for qualified buyers following an initial review of the offering and confirmation of interest. Site visits will be coordinated in advance and subject to availability.

Submit an Offer

Qualified buyers may submit a written offer or letter of intent outlining proposed purchase terms, timing, and conditions. All offers will be reviewed by the seller, and the seller reserves the right to accept, reject, or negotiate any offer at their sole discretion.



Important Notes

- This offering is subject to prior sale, change in terms, or withdrawal without notice
- No representation is made until a definitive purchase agreement is executed
- Buyers are responsible for conducting their own independent due diligence



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DISCLOSURE

This Offering Memorandum has been prepared for informational purposes only and does not constitute an offer to sell or a solicitation of an offer to buy any real property or assets. Any offering, if made, shall be subject to the execution of definitive agreements acceptable to the seller and applicable law.

Information contained herein has been obtained from sources deemed reliable but has not been independently verified. No representation or warranty, express or implied, is made as to the accuracy or completeness of the information. Prospective buyers are responsible for conducting their own independent investigation, due diligence, and verification of all information, including but not limited to zoning, permitted uses, financial information, asset condition, and regulatory requirements.

Historical operating and financial information is provided for reference only and is not indicative of future performance. The seller and broker make no representations regarding future operations, profitability, or suitability of the property or assets for any particular use.

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