



Jeffrey C. O'Brien  
Direct Dial: (612) 336-1298  
jobrien@chestnutcambronne.com

July 23, 2020

**VIA EMAIL**

Mr. Geoffrey Spray  
Minnesota Department of Commerce Securities Division  
85 E. 7<sup>th</sup> Place, Suite 500  
St. Paul, MN 55101-2198

Re: Minnesota Automotive, Inc. – Small Corporate Offering Registration  
Our File No. 202000225.000

Dear Mr. Spray:

On behalf of Minnesota Automotive, Inc., a Minnesota corporation (the “Company”), we are filing herewith a notice of the Company’s intent to sell \$1,000,000 in Series B Preferred Stock (the “Securities”) pursuant to exemption from registration requirements provided under §80A.50(b) of the Minnesota Statutes (Small Corporate Offering Registration Exemption). In connection with the requirements under Minnesota Statutes and related regulations, enclosed are the following documents related to the Company’s offering:

- a. Form U-7, SCOR Disclosure Document;
- b. Form U-2, Uniform Consent to Service of Process;
- c. Specimen Stock Certificate;
- d. Opinion of Counsel; and
- e. Copies of sales literature to be utilized in conjunction with the offering.

Please note that the Company is filing these materials with the State of Minnesota only at this time.

Please contact the undersigned with any questions or comments.

Sincerely,  
**CHESTNUT CAMBRONNE PA**

A handwritten signature in black ink, appearing to read 'Jeffrey C. O'Brien', written over a white background.

Jeffrey C. O'Brien

Enclosures  
cc: Minnesota Automotive, Inc.

## **INDEX OF EXHIBITS**

- Exhibit A of this package contains the Form U-7, SCOR disclosure document.
- Exhibit B of this package contains a Form U-2, Uniform Consent to Service of Process.
- Exhibit C of this package contains a specimen stock certificate.
- Exhibit D of this package includes an Opinion of Counsel.
- Exhibit E of this package contains copies of sales literature to be utilized in conjunction with the offering.

**EXHIBIT A**  
**Form U-7 Small Corporate Offering Registration**  
(See attached)

FORM U-7

DISCLOSURE DOCUMENT

Cover Page–Page 1

Minnesota Automotive, Inc.

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(Exact name of Company as set forth in Articles of Incorporation or Organizational Documents)

Street address of principal office: 2721 Coon Rapids Blvd. / Coon Rapids, 55433

Company Telephone Number: 763.757.0607

Person(s) to contact at Company with respect to offering: Aaron T. Strand

Telephone Number (if different from above):

Type of securities offered: Series B Preferred Stock

Price per security: \$1.00/share

Sales commission: N/A

Minimum number of securities offered: 450,000 shares

Maximum number of securities offered: 1,000,000 shares

Total proceeds: If minimum sold: 1,000

If maximum sold: 1,000,000

**Investment in a small business is often risky. You should not invest any funds in this offering unless you can afford to lose your entire investment. See Item 1 for a discussion of the risk factors that management believes present the most substantial risks to you.**

The date of this Disclosure Document is date.today.

## Executive Summary

### The Company

Describe the business of the Company:

Minnesota Automotive Inc. has been providing quality car care in Coon Rapids, Minnesota since acquiring Mike's Tire One in 2019. We are a family-owned business delivering honest and professional automotive repair and maintenance services to the people of Coon Rapids and the surrounding areas of the Twin Cities.

Describe how the Company plans to carry out its activities:

Minnesota Automotive Inc. has been providing quality car care in Coon Rapids, Minnesota since acquiring Mike's Tire One in 2019.

This Company: Minnesota Automotive, Inc. is a Minnesota "C" corporation formed in 2019.

Jurisdiction: Minnesota

Date of formation: May 17, 2019

Fiscal year end: December 31

### How the Company Will Use Your Money

Describe how the Company intends to use the proceeds of this offering. <div>The Company will use the first \$450,000.00 of proceeds from this offering to pay certain indebtedness, namely (1) the Company's SBA loan with 21st Century Bank (having a current balance of \$323,932.50), (2) a \$36,000.00 loan from Mike Melberg, former owner of the business, pursuant to the parties' purchase agreement for the business, and (3) \$39,000.00 to Hank Borg as and for repayment of a "gap loan" used for the Company's down payment to acquire the business.

For more information about how the Company will use your money, see Item 30.

## The Principal Officers of the Company

The Principal Officers of the Company and their titles are:

Chief Executive Officer: Aaron T. Strand

Chief Operating Officer: Aaron T. Strand

Chief Financial Officer: Aaron T. Strand

For more information about these Officers, see Item 77.

## The Offering

Name of Sales Person(s): Aaron T. Strand

Address: 2721 Coon Rapids Blvd. / Coon Rapids, 55433

Telephone Number: 763.757.0607

Is there an impound of proceeds until the minimum is obtained?  Yes  No (See Items 73–76)

Is this offering limited to certain purchasers?  Yes  No (See Item 72)

Is transfer of the securities restricted?  Yes  No (See Item 53)

This offering is available for sale in the following states: Minnesota and any other states where registered or exempt.

**You should consider the terms and risks of this offering before you invest. No government regulator is recommending these securities. No government regulator has verified that this document is accurate or determined that it is adequate. It is a crime for anyone to tell you differently.**

The Company has included in this Disclosure Document all of its representations about this offering. If anyone gives you more or different information, you should ignore it. You should rely only on the information in this Disclosure Document.

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# MINNESOTA AUTOMOTIVE, INC.

## RISK FACTORS

Investing in the Company involves a high degree of risk. You should carefully consider the risks described below and all of the other information set forth in the Investor Package before deciding to invest in our s. If any of the events or developments described below occurs, our business, financial condition or results of operations could be negatively affected. In that case, the value of your s could decline and you could lose all of your investment.

### RISKS RELATED TO THE COMPANY

**WE MAY EXPERIENCE FLUCTUATIONS IN REVENUE.** Our net revenues and operating results may be subject to significant fluctuation and these fluctuations may impair our business. We believe that our future net revenues and operating results, both annually and quarterly, may be subject to significant fluctuations due to a variety of factors, many of which are beyond our control. These factors may include:

- the success of the Company's efforts to expand the Company's presence in an increasingly crowded market;
- legislation that may hinder our ability to run our business as intended;
- introduction of new products by our competitors;
- costs of our marketing efforts to build our brand;
- patterns of growth in the financial markets; and
- general economic conditions.

**ADDITIONAL FINANCING.** We are hopeful that we will be able to close on additional funding from outside sources, including bank financing with or without the Small Business Association ("SBA"). These outside funds will make it possible for us to execute our business plans. Our business plans are dependent upon us obtaining financing in connection with this Offering, and to be used to purchase (or otherwise lease) equipment. If we are unable to obtain acceptable financing, it is unlikely that we would be able to move forward with our business plans without scaling back on certain capital investments, which may be done at the discretion of the officers. Under such circumstances, we may need to terminate this Offering at the discretion of the officers.

**WE MAY NEED ADDITIONAL CAPITAL IN THE FUTURE.** We believe that the gross proceeds of this Offering, together with our other financing sources, will be sufficient to operate the business to the point we anticipate operating revenue being sufficient for the Company to be profitable. Our current assumptions and expectations are reflected in the financial projections included in the Investor Overview. If our expectations regarding (a) the Company's revenues and operating expenses and/or (b) the launch costs are other than as projected, we may require additional capital. The timing and amount of any such capital requirements cannot be predicted at this time. There can be no assurance that any such financing will be available, or available on terms acceptable to the Company. If financing is not available on satisfactory terms, we may be unable to develop the Company's business as projected or begin operation.

### RISKS RELATED TO THE COMPANY'S BUSINESS

**THE LOSS OF ANY OF OUR FOUNDERS WOULD SERIOUSLY IMPAIR OUR ABILITY TO IMPLEMENT OUR STRATEGY.** For the foreseeable future, we will be dependent upon the services of our Founders. The loss of the services of any of the Founders would have a material and adverse effect on our operations and ability to achieve our business plans. Similarly, a disagreement between the Founders could lead to a deadlock situation in company governance.

### RISKS RELATED TO THE OFFERING

**THE DETERMINATION OF THE OFFERING PRICE MAY NOT REFLECT THE VALUE OF THE COMPANY.** The determination of the offering price may not reflect the value of the Company. The offering price for the Shares has been determined by the Founders based on a number of factors, including their view of the prospects for the business, and general working capital requirements. The offering price is not related to our assets, historical earnings, or other commonly established criteria of value. Our Founders paid a substantially reduced amount for the acquisition of their interests in the Company in this offering. Prospective investors must rely on their own business and investment background and their own investigation of the business and affairs of the Company

in determining whether to invest in the Shares. We make no representation as to the value of the Shares and there can be no assurance that you will be able to sell the Shares at any price.

**THERE MAY BE NO MARKET FOR THE COMPANY'S SHARES.** The Company's Operating Agreement contains restrictions on the transfer of Shares. In addition, federal and state securities laws restrict the transferability of the Shares. It may be difficult or impossible for an investor to liquidate his, her or its investment when desired. Therefore, investors will be required to bear the economic risks of their investment for an indefinite period of time.

**THE FOUNDERS WILL EFFECTIVELY CONTROL THE COMPANY.** The Founders own 100% of the Company's Founders Units and presently holds a majority of the voting power of the Company with respect to all matters that are required to be submitted to the Unit holders for their approval.

### **RISKS RELATED TO ADVERSE PARTIES**

**THIRD-PARTY LITIGATION.** The Company's activities subject it to the typical risks of businesses becoming involved in litigation by third parties. The expense of defending against claims by third parties and paying any amounts pursuant to settlements or judgments would be borne by the Company and would reduce its net assets. We may not be able to pay to defend ourselves. It is anticipated that the Board and officers of the Company and others will be indemnified by the Company in connection with such litigation, subject to certain conditions. There is no ongoing litigation at this time.

### **RISKS RELATED TO TAXES**

**EXCISE TAXES.** An increase in excise taxes could adversely affect our financial condition and results of operations. Federal and state legislators routinely consider various proposals to impose additional excise taxes on the production of alcoholic beverages, including beer. Due in part to the prolonged economic recession and the follow-on effect on state budgets, a number of states are proposing legislation that would lead to significant increases in the excise tax rate on alcoholic beverages for their states. Any such increases in excise taxes, if enacted, would adversely affect our financial condition, results of operations, and cash flows.

## BUSINESS AND PROPERTIES

### GENERAL DESCRIPTION OF THE BUSINESS

2. Describe the business of the Company, including its products or services.  
Minnesota Automotive Inc. has been providing quality car care in Coon Rapids, Minnesota since acquiring Mike's Tire One in 2019. We are a family-owned business delivering honest and professional automotive repair and maintenance services to the people of Coon Rapids and the surrounding areas of the Twin Cities.
3. Describe how the Company produces or provides these products or services and how and when the Company intends to carry out its activities.  
The Company caters to those vehicle owners who wish to own their vehicle for 10 years or more, offering bumper-to-bumper services as well as a form of rustproofing which other repair shops do not provide.

### SUPPLIERS

4. Does the Company have any major supply contracts?  Yes  No  
If yes, describe. The Company's main suppliers are Napa Auto Parts and O'Reilly Auto Parts.
5. (a) Is the Company dependent upon a limited number of suppliers?  Yes  No  
If yes, describe.
5. (b) Does the Company expect to be dependent upon a limited number of suppliers?  Yes  No  
If yes, describe.

### CUSTOMER SALES AND ORDERS

6. Does the Company have any major sales contracts?  Yes  No  
If yes, describe. <div>The Company has the CERT Program to sell with Ramsey County, Hennepin County, the City of St.

Paul and The City of Minneapolis.

7. State the total amount of the Company's sales of products or services for the most recent 12 month financial reporting period. The Company's 2019 sales totaled \$189,488.96, from the period commencing as of the Company's acquisition of the business on August 28, 2019 through December 31, 2019.
  
8. State the dollar amount of a typical sale. 450.00<br>
  
9. Are the Company's sales seasonal or cyclical?  Yes  No  
If yes, explain. Sales volume during the months of December, January and February is typically less than sales volume during the rest of the year.
  
10. State the amount of foreign sales as a percent of total sales for last fiscal year. 0%%  
Explain the nature of these sales, including any anticipated changes.
  
11. Name any customers that account for, or based upon existing orders will account for, a major portion (20% or more) of the Company's sales. None.<br>
  
12. State the dollar amount of firm orders. The Company has no firm orders.

## COMPETITION

13. (a) Describe the market area in which the business competes or will compete. The Company serves the Twin Cities metropolitan market.

13. (b) Name the Company's principal competitors and indicate their relative size and financial and market strengths. <div>The Company's competitors within the Twin Cities market include the following: (1) Bobby and Steve's Auto World, (2) Honest One Auto Care, (3) Big O Tires, and (4) Tires Plus.
14. (a) Does the Company compete, or expect to compete, by price?  Yes  No  
If yes, describe its competitive strategy. The Company's price match guarantee provides that the Company will match any advertised price from a competitor and beat it by \$10.00.
14. (b) Does the Company compete, or expect to compete, by service?  Yes  No  
If yes, describe its competitive strategy. The Company is "upping the game" with better than ever automotive service for your vehicle. Doing the Little stuff right, we treat your car like it was our car.ă For example, when you get your oil changed at most other shops if you have a vehicle with greaseable fittings they are missed.ă Not at Minnesota Automotive.ă We know that a lube job = grease.
14. (c) Does the Company compete, or expect to compete, on some other basis?  Yes  No  
If yes, state the basis and describe the Company's competitive strategy. The Company intends to acquire a tire warehouse to sell to other independent shops and thereby increase the Company's profitability.ă See the Company's two year plan for more information.

## MARKETING

15. (a) Describe how the Company plans to market its products or services during the next 12 months, including who will perform these marketing activities.  
First and foremost, the Company will be using a portion of the proceeds from this offering to improve the Company's location, specifically by adding new signage to the exterior of the building, including a digital message board/billboard.ă The Company will also make improvements to the exterior of the building in order to create a more professional look for its business, including new doors, windows, paint and more.
15. (b) State how the Company will fund these marketing activities. The Company's new signage will be paid for out of offering proceeds, with any overage to be paid for out of the Company's operating revenues.

## EMPLOYEES

16. (a) State the number of the Company's present employees by type of employee (i.e., clerical, operations, administrative, etc.).  
1 full time lead mechanic, 1 assistant manager/ service advisor, 2 part time tire and lube technicians, and 1 part time mechanic
16. (b) State the number of employees the Company anticipates it will have within the next 12 months by type of employee (i.e., clerical, operations, administrative, etc.). <div>As the Company increases production it anticipates a need for 1 more full time mechanic/shop assistant. The Company's CEO backs up the shop duties and runs the business.</div>
17. Describe the Company's labor relations. The Company presently has a non-union workforce.
18. Indicate any benefits or incentive arrangements the Company provides or will provide to its employees. The Company offers incentive bonus pay for the assistant manager, based upon monthly gross sales, and a 401(k) plan for employees is in process.

## PROPERTIES

19. (a) Describe generally the principal properties that the Company owns or leases. <div>The Company presently leases the property located at 2721 Coon Rapids Blvd., Coon Rapids, Minnesota 55433, which property consists of a five (5) bay auto repair shop
19. (b) Indicate what properties the Company intends to acquire or lease. The Company intends to use a portion of the proceeds from this offering to purchase the property located at 2721 Coon Rapids Blvd., Coon Rapids, Minnesota 55433.

## RESEARCH AND DEVELOPMENT

20. Indicate the amounts that the Company spent for research and development during its last fiscal year. \$0

21. (a) Will the Company expend funds on research and development during the current fiscal year?  Yes  No

21. (b) If yes, how much does the Company plan to spend on research and development during the current fiscal year?

21. (c) How does the Company intend to fund these research and development costs? n/a

## GOVERNMENTAL REGULATION

22. (a) Is the Company's business subject to material regulation by any governmental agency?  Yes  No

22. (b) Are the Company's products or services subject to material regulation by any governmental agency?  Yes  No

22. (c) Are the Company's properties subject to material regulation by any governmental agency?  Yes  No

22. (d) Explain in detail any "yes" answer to Item 22(a), 22(b), or 22(c), including the nature and extent of the regulation and its effect or potential effect upon the Company. Environmental regulation - fluids, waste disposal Environmental regulation - fluids, waste disposal

23. (a) Is the Company required to have a license or permit to conduct business?  Yes  No

23. (b) If yes, does the Company have the required license or permit?  Yes  No

23. (c) If the answer to Item 23(b) is "yes," describe the effect on the Company and its business if it were to lose the license or permit.

23. (d) If the Company has not yet acquired a required license or permit, describe the steps the Company needs to take to obtain the license or permit. Estimate the time it will take to complete each step.

## COMPANY HISTORY AND ORGANIZATION

24. Summarize the material events in the development of the Company. The Company was formed in 2019 for the purpose of acquiring the existing Mike's Tire One business which had operated at the Company's current business location since 2010. An automotive repair business has been operated at the property under several different owners since 1984.
  
25. Describe any recent stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization. n/a
  
26. Discuss any pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization. n/a
  
27. State the names of any parent, subsidiary, or affiliate of the Company. For each, indicate its business purpose, its method of operation, its ownership, and whether it is included in the Financial Statements attached to this Disclosure Document. The Company has caused to be formed an affiliated Minnesota limited liability company called "MAI Holdings, LLC", which has been formed for purposes of acquiring the property located at 2721 Coon Rapids Blvd., Coon Rapids, Minnesota 55433.  
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## MILESTONES

28. Describe in chronological order the steps management intends to take to achieve, maintain, or improve profitability during the 12 months following receipt of the offering proceeds.

If management does not expect the Company to achieve profitability during that time period, describe the business objectives for that period and the steps management intends to take to achieve those objectives. Following the completion of this offering, the Company's first steps to improve profitability will be to satisfy all current indebtedness.

Indicate the probable timing of each step and the approximate cost to complete it. The Company anticipates completion of the debt satisfaction and property acquisition/improvement within 3-4 months following the close of this offering, and expansion to the Maplewood location within 6-10 months following the close of this offering.

29. (a) State the anticipated consequences to the Company if any step is not completed as scheduled. The Company believes that delays in regard to the remodel of the Company's existing location will delay the expansion of its business to a second location by several months.<br>



29. (b) Describe how the Company will deal with these consequences. As a result of the Company's satisfaction of outstanding debt, even as the remodel of the property is ongoing, the Company expects profitability to increase solely as a result of the decreased debt service payments.

**NOTE: After reviewing management's discussion of the steps it intends to take, potential investors should consider whether achievement of each step within the estimated time frame is realistic. Potential investors should also assess the consequences to the Company of any delays in taking these steps and whether the Company will need additional financing to accomplish them.**

## USE OF PROCEEDS

30. Show how the Company intends to use the proceeds of this offering: MISSING FILE <span style="background-color: rgb(253, 253, 253);">The Company will use the first \$450,000.00 of proceeds from this offering to pay certain indebtedness, namely (1) the Company's SBA loan with 21st Century Bank (having a current balance of \$323,932.50), (2) a \$36,000.00 loan from Mike Melberg, former owner of the business, pursuant to the parties' purchase agreement for the business, and (3) \$39,000.00 to Hank Borg as and for repayment of a "gap loan" used for the Company's down payment to acquire the business.
31. (a) Is there a minimum amount of proceeds that must be raised before the Company uses any of the proceeds of this offering?  Yes  No
31. (b) If yes, describe how the Company will use the minimum Net Proceeds of this offering. <div>The Company will use the first \$450,000.00 of proceeds from this offering to pay certain indebtedness, namely (1) the Company's SBA loan with 21st Century Bank (having a current balance of \$323,932.50), (2) a \$36,000.00 loan from Mike Melberg, former owner of the business, pursuant to the parties' purchase agreement for the business, and (3) \$39,000.00 to Hank Borg as and for repayment of a "gap loan" used for the Company's down payment to acquire the business.
31. (c) If the answer to Item 31(a) is "yes," describe how the Company will use the Net Proceeds of this offering that exceed the amount of the minimum offering proceeds. Additional funds raised beyond the amount needed to pay off existing indebtedness will be used to purchase the commercial real estate located at 2721 Coon Rapids, Blvd., Coon Rapids, Minnesota 55433.
31. (d) If the answer to Item 31(a) is "no," describe how the Company will use the Net Proceeds of this offering.
32. (a) Will the Company use other funds, together with the offering proceeds, to fund any project or activity identified in Item 31?  Yes  No
32. (b) If yes, state the amounts and sources of the other funds. n/a
32. (c) Indicate whether the availability of the funds is firm or contingent. If contingent, explain.

**NOTE: See the answer to Item 70 for information about proceeds used to compensate sales agents. See the answer to Items 108 and 109 for information about proceeds used to purchase assets from Officers, Directors, key persons, or principal stockholders or their associates or to reimburse them for services previously provided or moneys borrowed.**

## **SELECTED FINANCIAL INFORMATION**

**NOTE: The Company has adjusted all numbers in this section to reflect any stock splits or recapitalizations.**

### **GENERAL**

33. What were net, after-tax earnings for the last fiscal year? (If losses, show in parenthesis.)  
Total \$(60,008.64)<br>  
Per share \$
34. If the Company had profits, show offering price as a multiple of earnings.  
(\$60,008.64)<br>

### **CAPITALIZATION**

35. Indicate the capitalization of the Company as of the most recent balance sheet date, and as adjusted to reflect the sale of the minimum and maximum amount of securities in this offering and the use of the net proceeds from this offering.

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### **DILUTION**

36. (a) The price of the securities in this offering has been arbitrarily determined.  Yes  No

36. (b) If no, explain the basis on which the price of the securities was determined.

37. (a) The net tangible book value per share before offering is: \$\$0.07

37. (b) For the minimum offering:

The net tangible book value per share after the minimum offering will be: \$\$0.24

The amount of increase in net tangible book value per share as a result of receipt of cash from purchasers in this offering will be: \$\$0.17

The dilution per share to purchasers will be: \$\$0.76

37. (c) For the maximum offering:

The net tangible book value per share after the maximum offering will be: \$\$0.38

The amount of increase in net tangible book value per share as a result of receipt of cash from purchasers in this offering

will be: \$0.31

The dilution per share to purchasers will be: \$0.62

38. For each share purchased in this offering a purchaser will pay \$1.00/share but will receive a share representing only \$0.31 in net tangible book value, if the minimum offering is achieved, or \$0.38, if the maximum offering is achieved.

The difference between the amount a purchaser pays for a share and the amount of net tangible book value that share represents is the dilution to the purchaser.

39. In a table, compare the existing stockholders' percentage ownership in the Company and the consideration paid for that ownership with that of purchasers in this offering.

	<b>Actual</b>	<b>As Adjusted - Maximum</b>
<b>Member Equity</b>		
2,000,000 issued and outstanding; and 3,000,000 Units out- standing if the maximum Units in this Offering are sold	\$70,000.00	\$3,070,000.00

40. Using the offering price of these securities, what value is the Company's management attributing to the entire Company before the offering? \$\$\$3,000,000.00<br>

**NOTE: You should consider carefully whether the Company has this value at the present time. Some issues you should think about include: (1) the risks to which the Company is subject before it achieves success (see Item 1, Risk Factors); (2) the exercise prices of outstanding options (see Item 101); and (3) the prices that the Company's Officers, Directors, and principal stockholders paid for their shares (see Items 104 and 105).**

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF CERTAIN RELEVANT FACTORS

41. Is the Company having or does the Company anticipate having within the next 12 months any cash flow or liquidity problems? scor.analysis.cashflowissues.yesno  
If yes, explain.
42. (a) Is the Company in default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the Company to make payments?  Yes  No
42. (b) If yes, explain. Identify the creditor, state the amount in default or the term that the Company has not complied with, and describe any consequences to the Company resulting from each default.
43. Are a significant amount of the Company's trade payables more than 90 days old?  Yes  No
44. Is the Company subject to any unsatisfied judgments, liens, or settlement obligations?  Yes  No  
If yes, state the amounts.
45. Describe how the Company will resolve the problems identified in Items 41–44.
46. (a) Do the Company's financial statements show losses from operations?  Yes  No
46. (b) If yes, explain the causes underlying these losses and what steps the Company has taken or is taking to address these causes. The Company incurred significant extraordinary expenditures upon purchasing the business on August 28, 2019 including: (1) capital improvements including new equipment such as tire machines, scan tools, vehicle hoist; (2) repaved the parking lot, repaired the building's roof and installation of new signage; and (3) made adjustments to pricing system and adding rewards systems, took many months of research, phone calls and emails to vendors to implement. Additionally, payroll was too high for amount of work the Company had coming in December and January and the Company's CEO thus made cuts.

47. (a) Describe any trends in the Company's historical operating results. Due to the Company's limited operating history since the acquisition of the business on August 28, 2019, there is not sufficient data to determine any trends in the Company's historical operating results. However, it should be noted that during the COVID-19 shutdown the Company only experienced a 10% decrease in sales compared to the same time period in 2019 under the prior owner.

47. (b) Indicate any changes now occurring in the underlying economics of the Company's business which, in the opinion of Management, will have a significant impact upon the Company's results of operations within the next 12 months. The Company's services were deemed "essential" during the COVID-19 shutdown in March-April 2020 and would likely be in any similar situation, which means that the Company will continue operating when other businesses are ordered to be closed.

47. (c) Describe the probable impact on the Company. n/a

47. (d) Describe how the Company will deal with this impact. The Company plans to deal with slow times generally by purchasing repairable vehicles at scrap prices, repairing them and in turn selling them for 100%-150% estimated profit. The Company also intends to build up its cash reserves to guard against economic downturns.

48. (a) Will the proceeds from this offering and any available funds identified in Item 32 satisfy the Company's cash requirements for the 12 month period after it receives the offering proceeds?  Yes  No

48. (b) If no, explain how the Company will satisfy its cash requirements. State whether it will be necessary to raise additional funds. State the source of the additional funds, if known. Day to day operations will be paid for out of ordinary business revenue. Any new funds needed would be used to expand and grow the business to new locations.

## DESCRIPTION OF SECURITIES OFFERED

### GENERAL

49. The securities being offered are:

Common Stock  Yes  No

Preferred or Preference Stock  Yes  No

Notes, Debentures, or Bonds  Yes  No

Limited Liability Company Membership Interests  Yes  No

Units of two or more types of securities, composed of: scor.securities.general.multiple

Other (specify):  Yes  No

50. These securities have:

Yes No

- Cumulative voting rights  Yes  No  
  Other special voting rights  Yes  No  
  Preemptive rights to purchase any new issue of shares  Yes  No  
  Preference as to dividends or interest  Yes  No  
  Preference upon liquidation  Yes  No  
  Anti-dilution rights  Yes  No  
  Other special rights or preferences (specify):  Yes  No

Explain any yes answer.

51. Are there any restrictions on dividends or other distributions?  Yes  No  
If yes, describe.

52. Are the securities convertible?  Yes  No  
If yes, state conversion price or formula.

Date when conversion becomes effective:

Date when conversion expires:

53. Describe any resale restrictions on the securities and when the restrictions will terminate.



## PREFERRED STOCK

If the securities being offered are Preference or Preferred stock:

54. Are unpaid dividends cumulative?  Yes  No

55. (a) Are the securities callable?  Yes  No  
If yes, describe.

55. (b) Are the securities redeemable?  Yes  No  
If yes, describe, including redemption prices.

## DEBT SECURITIES

If the securities being offered are notes or other types of debt securities:

56. What is the interest rate on the debt securities? % If the interest rate is variable or there are multiple interest rates, describe.

57. What is the maturity date? `scor.securities.general.debt.maturity`  
If the securities will have serial maturity dates, describe.

58. Is there a sinking fund?  Yes  No  
If yes, describe.

59. Is there a trust indenture?  Yes  No  
If yes, state the name, address, and telephone number of Trustee.

60. (a) Are the securities callable?  Yes  No

If yes, describe.

60. (b) Are the securities redeemable?  Yes  No  
If yes, describe, including redemption prices.

61. Are the securities secured by real or personal property?  Yes  No  
If yes, describe.

62. (a) Are the securities subordinate in right of payment of principal or interest?  Yes  No  
If yes, explain the terms of the subordination.

62. (b) How much currently outstanding indebtedness of the Company is senior to the securities in right of payment of interest or principal? \$

63. How much currently outstanding indebtedness ranks equally with the securities in right of payment? \$

64. How much currently outstanding indebtedness is junior (subordinated) to the securities? \$

## **RATIO OF EARNINGS TO FIXED CHARGES**

65. (a) If the Company had earnings during its last fiscal year, show the ratio of earnings to fixed charges on an actual and pro forma basis for that fiscal year. MISSING FILE scor\_table\_earnings.pdf

65. (b) If no earnings, show "Fixed Charges" only:

**NOTE: See the Financial Statements and especially the Statement of Cash Flows. Exercise care in interpreting the significance of the ratio of earnings to fixed charges as a measure of the "coverage" of debt service. The existence of earnings does not necessarily mean that the Company will have cash available at any given time to pay its obligations. See Items 41–48. Prospective purchasers should not rely on this ratio as a guarantee that they will receive the stated return or the repayment of their principal.**

## **HOW THESE SECURITIES WILL BE OFFERED AND SOLD**

### **Company SalesPersons**

66. Provide the following information for each Officer, Director, or Company employee who intends to offer or sell the securities:

66. (a) Name:Aaron T.Strand  
Title:President/CEO  
Address:scor.securities.offering.salespersons.company.address  
Telephone Number:763.757.0607

67. Describe any compensation that the Company will pay each person in addition to his or her customary salary and compensation. The Company's assistant manager is paid a 1% bonus when the Company's monthly gross sales exceed \$40,000.00. For example, if the Company exceeds \$40,000.00 in gross sales, the Assistant Manager would be paid a \$400.00 bonus.

## OTHER SALESPERSONS AND FINDERS

68. Provide the following information for each salesperson who is not an Officer, Director, or employee of the Company:

68. (a) Name:  
Company:  
Address:  
Telephone Number:

69. Provide the following information for each person who is a finder:

69. (a) Name:  
Company:  
Address:  
Telephone Number:

70. Describe all compensation that the Company will pay to each person identified in Items 68 and 69. \$0

71. Describe any material relationships between these sales persons or finders and the Company or its management.

## PURCHASER LIMITATIONS

72. (a) Is the offering limited to certain purchasers?  Yes  No

72. (b) Is the offering subject to any other purchaser limitations?  Yes  No

72. (c) If the answer to either 72(a) or 72(b) is yes, describe the limitation.

## **IMPOUND OF OFFERING PROCEEDS**

73. (a) Will the Company impound the proceeds of the offering until it raises the minimum offering proceeds?  Yes  No

73. (b) If yes, what is the minimum amount of proceeds that the Company must raise and place in an impound account before the Company can receive and use the proceeds? \$\$450,000.00

73. (c) If the answer to Item 73(a) is "yes," state the date on which the offering will end if the Company has not raised the minimum offering proceeds December 31, 2020

74. (a) Does the Company reserve the right to extend the impound period?  Yes  No

74. (b) If yes, describe the circumstances under which the Company might extend the impound period.

75. State the name, address, and telephone number of the bank or other similar depository institution acting as impound agent. The Company's legal counsel, Chestnut Cambronne, PA., shall serve as impound agent, 100 Washington Ave. S., Suite 1700, Minneapolis, Minnesota, 55401,

76. If the offering proceeds are returned to investors at the end of the impound period, will the Company pay any interest earned during the impound period to investors?  Yes  No

## **MANAGEMENT**

### **OFFICERS AND KEY PERSONS OF THE COMPANY**

77. Provide the following information for each Officer and key person. The term "key person" means a person, other than the chief executive officer, chief operating officer, and chief financial officer, who makes a significant contribution to the business of the Company. Identify who performs the functions of Chief Executive Officer, Chief Operating Officer, and Chief Financial Officer.

77. (a) Name:  
Age: 42  
Title:  
Office Address: 2721 Coon Rapids Blvd., Coon Rapids, Minnesota  
Telephone Number: (763) 757-0607

Names of employers, titles, and dates of positions held during past five years, with an indication of job responsibilities. Professional Work Experience: Ramsey County, Arden Hills, MN 2010- July 2019

Education (degrees, schools, and dates): 2018-12 On-going training many area's vehicle and equipment related; 2012- Public Works Management Certificate, North Hennepin Technical College; Dunwoody College of Technology automotive service; 2009- GM transmission training; 2007-Napa Advanced Diagnostics, -Napa Abs brake Training; 2006-Sun Source Hydraulics ; Delphi engine management systems; Force America Hydraulics; AC Delco/electrical fundamentals; Scan Tools: Ford IDS, Chrysler DBR 3, Master Tech, Snap-on Solus Ultra,

Also a Director of the Company  Yes  No

Indicate amount of time to be spent on Company matters if less than full time: Mr. Strand devotes all of his time to the Company's business, which is typically 72 hours per week.

## DIRECTORS OF THE COMPANY

78. (a) Number of Directors: one (1)

78. (b) Are Directors elected annually?  Yes  No  
If no, explain.

78. (c) Are Directors elected under a voting trust or other arrangement?  Yes  No  
If yes, explain.

79. Provide the following information for each Director not described in Item 77:

79. (a) Name: Aaron T. Strand  
Age: 42  
Office Street Address: entity.address

Telephone Number:

Names of employers, titles, and dates of positions held during past five years, with an indication of job responsibilities.

Education (degrees, schools, and dates):See Item # 77(a)

## CONSULTANTS

80. (a) Are all key persons employees of the Company?  Yes  No

80. (b) If no, state the details of each contract or engagement.

## ARRANGEMENTS WITH OFFICERS, DIRECTORS, AND KEY PERSONS

81. Describe any arrangements to ensure that Officers, Directors, and key persons will remain with the Company and not compete with the Company if they leave. The Company's key person is current owner and CEO, Aaron T. Strand.

82. (a) Describe the impact on the Company if it loses the services of any Officer, Director, or key person due to death or disability. The Company is in discussions with an employee regarding a succession plan in the event that Aaron Strand is no longer able to work in the business.<br>

82. (b) Has the Company purchased key person life insurance on any Officer, Director, or key person?  Yes  No

82. (c) Has the Company made any arrangements to replace any Officer, Director, or key person it loses due to death or disability?  Yes  No

82. (d) If the answer to either Item 82(b) or 82(c) is "yes," describe. Assistant Manager Branden Tafoya would oversee the Company's day-to-day operations, and Aaron Strand's wife, Marie Nygaard-Strand, would oversee Mr. Tafoya as a General Manager. Mr. Strand intends to involve his two sons in the business in the near future when they are ready to do so.

## COMPENSATION

83. List all compensation that the Company paid to its Officers, Directors, and key persons for the last fiscal year: MISSING  
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84. (a) Has compensation been unpaid in prior years?  Yes  No

84. (b) Does the Company owe any Officer, Director, or employee any compensation for prior years?  Yes  No

84. (c) Explain any "yes" answer to Item 84(a) or 84(b).

85. Is compensation expected to change within the next year?  Yes  No  
If yes, explain.

86. (a) Does the Company have any employment agreements with Officers, Directors, or key persons?  Yes  No  
If yes, describe.

86. (b) Does the Company plan to enter into any employment agreements with Officers, Directors, or key persons?  Yes  No  
If yes, describe.

## PRIOR EXPERIENCE

87. Has any Officer or Director worked for or managed a company (including a separate subsidiary or division of a larger enterprise) in the same type of business as the Company?  Yes  No  
If yes, explain in detail, including relevant dates.

88. (a) If the Company has never conducted operations or is otherwise in the development stage, has any Officer or Director managed another company in the start-up or development stage?  Yes  No

88. (b) If yes, explain in detail, including relevant dates.

## **CERTAIN LEGAL PROCEEDINGS**

### **Insolvency**

89. Has a petition for bankruptcy, receivership, or a similar insolvency proceeding been filed by or against any Officer, Director, or key person within the past five years, or any longer period if material?  Yes  No
90. Was any Officer, Director, or key person an executive officer, a director, or in a similar management position for any business entity that was the subject of a petition for bankruptcy, receivership, or similar insolvency proceeding within the past five years, or any longer period if material?  Yes  No
91. Explain in detail any "yes" answer to Item 89 or 90. ;

### **Criminal Proceedings**

92. (a) Has any Officer, Director, or key person been convicted in a criminal proceeding, excluding traffic violations or other minor offenses?  Yes  No
92. (b) Is any Officer, Director, or key person named as the subject of a pending criminal proceeding, excluding traffic violations or other minor offenses?  Yes  No
92. (c) Explain in detail any "yes" answer to Item 92(a) or 92(b). ;

### **Civil Proceedings**

93. (a) Has any Officer, Director, or key person been the subject of a court order, judgment or decree in the last five years related to his or her involvement in any type of business, securities, or banking activity?  Yes  No
93. (b) Is any Officer, Director, or key person the subject of a pending civil or action related to his or her involvement in any type of business, securities, or banking activity?  Yes  No



93. (c) Has any civil action been threatened against any Officer, Director, or key person related to his or her involvement in any type of business, securities, or banking activity?  Yes  No

93. (d) Explain in detail any “yes” answer to Item 93(a), 93(b), or 93(c).; ;

### **Administrative Proceedings**

94. (a) Has any government agency, administrative agency, or administrative court imposed an administrative finding, order, decree, or sanction against any Officer, Director, or key person in the last five years as a result of his or her involvement in any type of business, securities, or banking activity?  Yes  No

94. (b) Is any Officer, Director, or key person the subject of a pending administrative proceeding related to his or her involvement in any type of business, securities, or banking activity?  Yes  No

94. (c) Has any administrative proceeding been threatened against any Officer, Director, or key person related to his or her involvement in any type of business, securities, or banking activity?  Yes  No

94. (d) Explain in detail any “yes” answer to Item 94(a), 94(b), or 94(c). ; ;

### **Self-Regulatory Proceedings**

95. (a) Has a self-regulatory agency imposed a sanction against any Officer, Director, or key person in the last five years as a result of his or her involvement in any type of business, securities, or banking activity?  Yes  No

95. (b) Is any Officer, Director, or key person the subject of a pending self-regulatory organization proceeding related to his or her involvement in any type of business, securities, or banking activity?  Yes  No

95. (c) Has any self-regulatory organization proceeding been threatened against any Officer, Director, or key person related to his or her involvement in any type of business, securities, or banking activity?  Yes  No

95. (d) Explain in detail any “yes” answer to Item 95(a), 95(b), or 95(c).; ;

**NOTE: After reviewing the background of the Company's Officers, Directors and key persons, potential investors should consider whether or not these persons have adequate background and experience to develop and operate this Company and to make it successful. In this regard, the experience and ability of management are often considered the most significant factors in the success of a business.**

## **OUTSTANDING SECURITIES**

### **GENERAL**

96. Describe all outstanding securities. The Company has 2,000,000 issued and outstanding shares of Class A Common Stock, all of which shares are owned by Aaron T. Strand.
97. Describe any resale restrictions on outstanding securities and when those restrictions will terminate, if this can be determined. There are no such restrictions.
98. Describe any anti-dilution rights of outstanding securities. None.

### **DIVIDENDS, DISTRIBUTIONS, AND REDEMPTIONS**

99. (a) Has the Company paid any dividends on its stock, made any distributions of its stock, or redeemed any securities within the last five years?  Yes  No  
If yes, describe each transaction.
99. (b) Does the Company have any plans or commitments to pay dividends on its stock, make distributions of its stock, or redeem its outstanding securities in the future?  Yes  No  
If yes, explain.

## OPTIONS AND WARRANTS

100. (a) State the number of shares subject to issuance under outstanding stock purchase agreements, stock options, warrants or rights. n/a

100. (b) The shares identified in Item 100(a) are 0% of the total shares to be outstanding after the minimum offering.

100. (c) The shares identified in Item 100(a) are 0% of the total shares to be outstanding after the maximum offering.

101. In a table, describe these stock purchase agreements, stock options, warrants, and rights. State the basic terms of these securities, including the expiration dates, the exercise prices, who holds them, whether they are qualified or non qualified for tax purposes, and whether they have been approved by stockholders. n/a

102. State the number of shares reserved for issuance under existing stock purchase or option plans but not yet subject to outstanding purchase agreements, options, or warrants.

103. Does the Company have any plans or commitments to issue or offer options in the future?  Yes  No  
If yes, explain.

## SALES OF SECURITIES

104. (a) Has the Company sold or issued securities during the last 12 months?  Yes  No

104. (b) If yes, in a table, provide the following information for each transaction: the date of the transaction; the amount and type of securities sold or issued; the number of purchasers to whom the securities were sold or issued; any relationship of the purchasers to the Company at the time of sale or issuance; the price at which the securities were sold or issued; and a concise description of any non-cash consideration.

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## PRINCIPAL STOCKHOLDERS

105. In the following table, provide the name and office street address of each person who beneficially owns at least 10% of the common or preferred stock of the Company.

<b>Shareholder Name</b>	<b>Address</b>	<b>Shares Owned</b>	<b>Percentage Owned</b>
Aaron T. Strand	5045 Rainbow Lane Mounds View, MN 55112	2,000,000	100%

106. Number of shares beneficially owned by all Officers and Directors as a group: 2,000,000

106. (a) Before offering: 2,000,000 shares  
100% of total outstanding

106. (b) After offering: Assuming minimum securities sold:  
2,000,000 shares  
84% of total outstanding

106. (c) After offering: Assuming maximum securities sold:  
2,000,000 shares  
66 2/3% of total outstanding

**NOTE: These calculations assume that all outstanding options have been exercised and all convertible securities have been converted.**

## **MANAGEMENT RELATIONSHIPS AND TRANSACTIONS**

### **FAMILY RELATIONSHIPS**

107. Is there a family relationship between any Officer, Director, key person, or principal stockholder?  Yes  No  
If yes, describe.

### **MANAGEMENT TRANSACTIONS**

108. (a) Will the Company use any offering proceeds to acquire assets from any Officer, Director, key person, or principal stockholder?  Yes  No

108. (b) Will the Company use any offering proceeds to acquire assets from an associate of any Officer, Director, key person, or principal stockholder?  Yes  No

108. (c) If the answer to Item 108(a) or (b) is "yes," provide detailed information about each transaction. Include the name of the person, the cost to the Company, the method used to determine the cost, and any profit to the seller. ;

109. (a) Will the Company use any offering proceeds to reimburse any Officer, Director, key person, or principal stockholder for services already rendered, assets previously transferred, or moneys loaned or advanced, or otherwise?  Yes  No

109. (b) If yes, provide detailed information about each transaction. Include the name of the person, the cost to the Company, the method used to determine the cost, and any profit to the person.
110. (a) Has the Company made loans to any Officer, Director, key person, or principal stockholder within the last two years?  Yes  No
110. (b) Does the Company plan to make loans to its Officers, Directors, key persons, or principal stockholders in the future?  Yes  No  
If yes, describe any policies the Company has adopted to deal with the conflicts of interest in these transactions:
111. (a) Has the Company done business with any Officer, Director, key person, or principal stockholder within the last two years?  Yes  No
111. (b) Is the Company currently doing business with any Officer, Director, key person, or principal stockholder?  Yes  No
111. (c) Does the Company plan to do business with its Officers, Directors, key persons, or principal stockholders in the future?  Yes  No  
If yes, describe any policies the Company has adopted to deal with the conflicts of interest in these transactions:
112. Explain any "yes" answers to Items 110(a), 111(a), or 111(b). State the principal terms of any significant loans, agreements, leases, financing, or other arrangements.;
113. (a) Has any Officer, Director, key person, or principal stockholder guaranteed or co-signed the Company's bank debt or other obligations?  Yes  No
113. (b) If yes, explain the terms of each transaction and describe the Company's plans for repayment. Aaron T. Strand is a guarantor of the Company's SBA loan which will be satisfied using the proceeds from this offering.

## LITIGATION

114. Describe any recent or pending litigation or administrative action which has had or may have a material effect upon the Company's business, financial condition, or operations. State the names of the principal parties, the nature and current status of

the matters, and the amounts involved. n/a

115. Describe any threatened litigation or administrative action that may have a material effect upon the Company's business, financial condition, or operations. State the names of the principal parties, and the nature and current status of the matters. n/a

## **TAX ASPECTS**

116. Describe any material tax consequences to investors in this offering. Given that the Company is a subchapter "C" corporation, shareholders will pay tax on any dividends received from the Company.

## **OTHER MATERIAL FACTORS**

117. Describe any other material factors, either adverse or favorable, that will or could affect the Company or its business or which are necessary to make any other information in this Disclosure Document not misleading or incomplete.

## **ADDITIONAL INFORMATION**

118. (a) Describe the types of information that the Company will provide to security holders in the future. The Company will provide copies of its annual financial statements each year, and other information as required by law will be made available upon request.

118. (b) Describe the schedule for providing this information. The Company will provide copies of its annual financial statements each year, and other information as required by law will be made available upon request.

118. (c) Attach the Company's financial statements to the Disclosure Document.



## SIGNATURES:

The Company's Chief Executive Officer, Chief Financial Officer, and its Directors must sign this Disclosure Document. When they sign this Disclosure Document, they represent that they have diligently attempted to confirm the accuracy and completeness of the information in the Document.

When the Chief Financial Officer signs this Disclosure Document, he or she represents that the financial statements in the Document have been prepared in accordance with generally accepted accounting principles which have been consistently applied, except where explained in the notes to the financial statements. He or she represents that the financial statements fairly state the Company's financial position and results of operations, or receipts and disbursements, as of the dates and periods indicated. He or she also represents that year-end figures include all adjustments necessary for a fair presentation under the circumstances.

Chief Executive Officer:  
Aaron T. Strand \_\_\_\_\_

Title: \_\_\_\_\_

Chief Financial Officer:  
Aaron T. Strand \_\_\_\_\_

Title: \_\_\_\_\_

Directors:  
\_\_\_\_\_

Aaron T. Strand \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

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**LIST OF EXHIBITS**

See Page One of this filing for a list of all Exhibits, many of which are referenced herein.

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**EXHIBIT B**  
**Form U-2 Uniform Consent to Service of Process**  
(See attached)

## FORM U-2 UNIFORM CONSENT TO SERVICE OF PROCESS

The undersigned \_\_\_\_\_,  a corporation,  
 partnership,  other \_\_\_\_\_ organized under the laws of \_\_\_\_\_, or  
 an individual for purposes of complying with the laws of the Jurisdictions indicated hereunder relating to either the registration or sale of securities, hereby irrevocably appoints the officers of the Jurisdictions so designated hereunder and their successors in such offices, its attorney in those Jurisdictions so designated upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the Jurisdictions so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the Jurisdictions so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that Jurisdiction and have been served lawfully with process in that Jurisdiction.

It is requested that a copy of any notice, process, or pleading served hereunder by mailed to:

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NAME

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ADDRESS

Place a "✓" before the names of all the Jurisdictions for which the person executing this form is appointing the designated Officer of that Jurisdiction as its attorney in that Jurisdiction for receipt of service of process:

- |   |  |                                   |                                      |
|---|--|-----------------------------------|--------------------------------------|
| <input type="checkbox"/> ALABAMA              | Secretary of State   | <input type="checkbox"/> FLORIDA  | Office of Financial Regulation       |
| <input type="checkbox"/> ALASKA               | Administrator of the Division of Banking and Securities, Department of Commerce, Community, and Economic Development | <input type="checkbox"/> GEORGIA  | Commissioner of Securities           |
| <input type="checkbox"/> ARIZONA              | The Corporation Commission   | <input type="checkbox"/> GUAM     | Administrator, Department of Finance |
| <input type="checkbox"/> ARKANSAS             | The Securities Commissioner  | <input type="checkbox"/> HAWAII   | Commissioner of Securities           |
| <input type="checkbox"/> CALIFORNIA           | Commissioner of Business Oversight   | <input type="checkbox"/> IDAHO    | Director of Finance                  |
| <input type="checkbox"/> COLORADO             | Securities Commissioner  | <input type="checkbox"/> ILLINOIS | Secretary of State                   |
| <input type="checkbox"/> CONNECTICUT          | Banking Commissioner   | <input type="checkbox"/> INDIANA  | Secretary of State                   |
| <input type="checkbox"/> DELAWARE             | Director of Investor Protection  | <input type="checkbox"/> IOWA     | Commissioner of Insurance            |
| <input type="checkbox"/> DISTRICT OF COLUMBIA |  | <input type="checkbox"/> KANSAS   | Securities Commissioner              |

<input type="checkbox"/> KENTUCKY	Director, Division of Securities	<input type="checkbox"/>	
<input type="checkbox"/> LOUISIANA	Commissioner of Securities	<input type="checkbox"/> OREGON	Director, Department of Consumer and Business Services
<input type="checkbox"/> MAINE	Administrator, Office of Securities	*** PENNSYLVANIA	Pennsylvania does not require filing of a Consent to Service of Process.
<input type="checkbox"/> MARYLAND	Commissioner of the Division of Securities	<input type="checkbox"/> PUERTO RICO	Commissioner of Financial Institutions
<input type="checkbox"/> MASSACHUSETTS	Secretary of the Commonwealth	<input type="checkbox"/> RHODE ISLAND	Director of Business Regulation
<input type="checkbox"/> MICHIGAN	Director, Corporations, Securities & Commercial Licensing Bureau	<input type="checkbox"/> SOUTH CAROLINA	Securities Commissioner
<input type="checkbox"/> MINNESOTA	Commissioner of Commerce	<input type="checkbox"/> SOUTH DAKOTA	Division of Securities
<input type="checkbox"/> MISSISSIPPI	Secretary of State	<input type="checkbox"/> TENNESSEE	Commissioner of Commerce and Insurance
<input type="checkbox"/> MISSOURI	Securities Commissioner	<input type="checkbox"/> TEXAS	Securities Commissioner
<input type="checkbox"/> MONTANA	State Auditor and Commissioner of Securities and Insurance	<input type="checkbox"/> U.S. VIRGIN ISLANDS	Office of Lieutenant Governor, Division of Securities
<input type="checkbox"/> NEBRASKA	Director of Banking and Finance	<input type="checkbox"/> UTAH	Director, Division of Securities
<input type="checkbox"/> NEVADA	Secretary of State	<input type="checkbox"/> VERMONT	Department of Financial Regulation
<input type="checkbox"/> NEW HAMPSHIRE	Secretary of State	<input type="checkbox"/> VIRGINIA	Clerk, State Corporation Commission
<input type="checkbox"/> NEW JERSEY	Chief, Bureau of Securities	<input type="checkbox"/> WASHINGTON	Director of the Department of Financial Institutions
<input type="checkbox"/> NEW MEXICO	Director, Securities Division	<input type="checkbox"/>	Commissioner of Securities
<input type="checkbox"/> NEW YORK	Department of State	<input type="checkbox"/>	Administrator of the Division of Securities
<input type="checkbox"/> NORTH CAROLINA	Secretary of State	<input type="checkbox"/>	Secretary of State
<input type="checkbox"/> NORTH DAKOTA	Securities Commissioner		
<input type="checkbox"/>			

Dated this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

**INSTRUCTIONS TO FORM U-2  
UNIFORM CONSENT TO SERVICE OF PROCESS**

1. The name of the issuer is to be inserted in the blank space on line 1 of Uniform Form U-2 ("Form").
2. The type of person executing the Form is to be described by checking the appropriate nomenclature in lines 1 - 3 and, if appropriate, by inserting a description of the person in the blank space provided on line 2 of the Form.
3. The name of the jurisdiction under which the issuer was formed or is to be formed is to be inserted in the blank space on line 3 of the Form.
4. The person to whom a copy of any notice, process or pleading which is served pursuant to the Consent to Service of Process is to be inserted in the appropriate blank spaces at the end of page 1 of the Form.
5. A "✓" is to be placed in the space before the names of all Jurisdictions which the person executing this Form lawfully is appointing the officer of each Jurisdiction so designated on the Form as its attorney in that Jurisdiction for receipt of service of process.
6. A signed Form must be filed with each Jurisdiction requiring a Consent to Service of Process on Form U-2 at the office so designated by the laws or regulations of that Jurisdiction and must be accompanied by the exact filing fee, if any.
7. The Form must be signed by the issuer. If the issuer is a corporation, it should be signed in the name of the corporation by an executive officer duly authorized; if a partnership, it should be signed in the name of the partnership by a general partner, and if an unincorporated association or other organization which is not a partnership, the Form should be signed in the name of such organization by a person responsible for the direction or management of its affairs.
8. If the Form is mailed, it is advisable to send it by registered or certified mail, postage prepaid, return receipt requested.

**FORM U-2A UNIFORM CORPORATE RESOLUTION**

**UNIFORM FORM OF  
CORPORATE RESOLUTION  
OF**

\_\_\_\_\_  
(Name of Corporation)

RESOLVED, that it is desirable and in the best interest of this Corporation that its securities be qualified or registered for sale in various jurisdictions; that the President or any Vice President and the Secretary or an Assistant Secretary hereby are authorized to determine the jurisdictions in which appropriate action shall be taken to qualify or register for sale all or such part of the securities of this Corporation as said officers may deem advisable; that said officers are hereby authorized to perform on behalf of this Corporation any and all such acts as they may deem necessary or advisable in order to comply with the applicable laws of any such jurisdictions, and in connection therewith to execute and file all requisite papers and documents, including, but not limited to, applications, reports, surety bonds, irrevocable consents and appointments of attorneys for service of process; and the execution by such officers of any such paper or document or the doing by them of any act in connection with the foregoing matters shall conclusively establish their authority therefor from this Corporation and the approval and ratification by this Corporation of the papers and documents so executed and the action so taken.

**CERTIFICATE**

The undersigned hereby certifies that he or she is the \_\_\_\_\_ of \_\_\_\_\_, a corporation organized and existing under the laws of the State of \_\_\_\_\_; that the foregoing is a true and correct copy of a resolution duly adopted at a meeting of the Board of Directors of said corporation held on the \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_, at which meeting a quorum was at all times present and acting; that the passage of said resolution was in all respects legal; and that said resolution is in full force and effect.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

(CORPORATE SEAL)

\_\_\_\_\_  
Name \_\_\_\_\_

Title \_\_\_\_\_

**EXHIBIT C**  
**Specimen Stock Certificate**  
(See attached)



**MINNESOTA AUTOMOTIVE, INC.**  
**SUBSCRIPTION AGREEMENT**  
**(Including investment representations)**

**IMPORTANT: This document contains significant representations.**  
**Please read carefully before signing.**

Minnesota Automotive, Inc.  
Attn: Aaron T. Strand  
2721 Coon Rapids Blvd.  
Coon Rapids, Minnesota 55433

Ladies and Gentlemen:

I desire to purchase the principal amount in "Shares" set forth below in MINNESOTA AUTOMOTIVE, INC., a Minnesota corporation (the "Company").

I understand that this Subscription Agreement is conditioned upon Company's acceptance of subscriptions. If this Subscription Agreement has been accepted, the Shares subscribed to hereby shall be issued to me in the form of Shares.

With respect to such purchase, I hereby represent and warrant to you that:

**Residence.**

I am a bona fide resident of (or, if an entity, the entity is domiciled in) the state set forth on my signature page.

**Subscription.**

a. I hereby subscribe to purchase the number of Shares set forth below, and to make capital contributions to the Company in the amounts set forth below, representing the purchase price for the Shares subscribed.

Principal Amount of Shares ..... (1)

(1) A minimum purchase of \$, is required for individual investors, which may be waived by the Company on a case by case basis. Amounts may be subscribed for in \$ increments.

b. I have funded my purchase via ACH, wire transfer or I am enclosing a check made payable to "**MINNESOTA AUTOMOTIVE, INC.**" in an amount equal to 100% of my total subscription amount.

c. I acknowledge that this subscription is contingent upon acceptance by the Company, and that the Company has the right to accept or reject subscriptions in whole or in part.

**Representations of Investor.**

In connection with the sale of the Shares to me, I hereby acknowledge and represent to the Company as follows: I hereby acknowledge receipt of a copy of the Confidential Private Placement Memorandum of the Company, dated on or about June 15, 2020, (the "Memorandum"), relating to the offering of the Shares.

- a. I have carefully read the Memorandum, including the section entitled “Risks Factors”, and have relied solely upon the Memorandum and investigations made by me or my representatives in making the decision to invest in the Company. I have not relied on any other statement or printed material given or made by any person associated with the offering of the Shares.
- b. I have been given access to full and complete information regarding the Company (including the opportunity to meet with the of the Company and review all the documents described in the Memorandum and such other documents as I may have requested in writing) and have utilized such access to my satisfaction for the purpose of obtaining information in addition to, or verifying information included in, the Memorandum.
- c. I am experienced and knowledgeable in financial and business matters, capable of evaluating the merits and risks of investing in the Shares, and do not need or desire the assistance of a knowledgeable representative to aid in the evaluation of such risks (or, in the alternative, I have used a knowledgeable representative in connection with my decision to purchase the Shares).
- d. I understand that an investment in the Shares is highly speculative and involves a high degree of risk. I believe the investment is suitable for me based on my investment objectives and financial needs. I have adequate means for providing for my current financial needs and personal contingencies and have no need for liquidity of investment with respect to the Shares. I can bear the economic risk of an investment in the Shares for an indefinite period of time and can afford a complete loss of such investment.
- e. I understand that there may be no market for the Shares, that there are significant restrictions on the transferability of the Shares and that for these and other reasons, I may not be able to liquidate an investment in the Shares for an indefinite period of time.
- f. I have been advised that the Shares have not been registered under the Securities Act of 1933, as amended (“Securities Act”), or under applicable state securities laws (“State Laws”), and are offered pursuant to exemptions from registration under the Securities Act and the State Laws. I understand that the Company’s reliance on such exemptions is predicated in part on my representations to the Company contained herein.
- g. I understand that I am not entitled to cancel, terminate or revoke this subscription, my capital commitment or any agreements hereunder and that the subscription and agreements shall survive my death, incapacity, bankruptcy, dissolution or termination.
- h. I understand that capital contributions to the Company may not be returned after they are paid.

## **Investment Intent; Restrictions on Transfer of Securities.**

- a. I understand that (i) there may be no market for the Shares, (ii) the purchase of the Shares is a long-term investment, (iii) the transferability of the Shares is restricted, (iv) the Shares may be sold by me only pursuant to registration under the Securities Act and State Laws, or an opinion of counsel that such registration is not required, and (v) the Company does not have any obligation to register the Shares.
- b. I represent and warrant that I am purchasing the Shares for my own account, for long term investment, and without the intention of reselling or redistributing the Shares. The Shares are being purchased by me in my name solely for my own beneficial interest and not as nominee for, on behalf of, for the beneficial interest of, or with the intention to transfer to, any other person, trust, or organization, and I have made no agreement with others regarding any of the Shares. My financial condition is such that it is not likely that it will be necessary for me to dispose of any of the Shares in the foreseeable future.
- c. I am aware that, in the view of the Securities and Exchange Commission, a purchase of securities with an intent to resell by reason of any foreseeable specific contingency or anticipated change in market values, or any change in the condition of the Company or its business, or in connection with a contemplated liquidation or settlement of any loan obtained for the acquisition of any of the Shares and for which the Shares were or may be pledged as security would represent an intent inconsistent with the investment representations set forth above.
- d. I understand that any sale, transfer, pledge or other disposition of the Shares by me (i) may require the consent of the of the Company, (ii) will require conformity with the restrictions contained in this Section 4, and (iii) may be further restricted by a legend placed on the instruments or certificate(s) representing the securities containing substantially the following language:

“The securities represented by this certificate have not been registered under the Securities Act of 1933, as amended, or applicable state securities laws and may not be sold,

offered for sale, or transferred except pursuant to either an effective registration statement under the Securities Act of 1933, as amended, and under the applicable state securities laws, or an opinion of counsel for the Company that such transaction is exempt from registration under the Securities Act of 1933, as amended, and under the applicable state securities laws. The transfer or encumbrance of the securities represented by this certificate is subject to substantial restrictions.”

## Investor Qualifications.

I represent and warrant as follows (Answer Part a, b or c, as applicable. Please check all applicable items):

**a. Accredited Investor – Individuals.** I am an INDIVIDUAL and:

- i. I have a net worth, or a joint net worth together with my spouse, in excess of \$1,000,000, excluding the value of my primary residence.
- ii. I had an individual income in excess of \$200,000 in each of the prior two years and reasonably expect an income in excess of \$200,000 in the current year.
- iii. I had joint income with my spouse in excess of \$300,000 in each of the prior two years and reasonably expect joint income in excess of \$300,000 in the current year.
- iv. I am a director or executive officer of MINNESOTA AUTOMOTIVE, INC.

**b. Accredited Investor – Entities.** The undersigned is an ENTITY and:

- i. The undersigned hereby certifies that all of the beneficial equity owners of the undersigned qualify as accredited individual investors by meeting one of the tests under items (a)(i) through (a)(iv) above. Please indicate the name of each equity owner and the applicable test:
- ii. The undersigned is a bank or savings and loan association as defined in Sections 3(a)(2) and 3(a)(5)(A), respectively, of the Securities Act either in its individual or fiduciary capacity.
- iii. The undersigned is an insurance company as defined in Section 2(13) of the Securities Act.
- iv. The undersigned is an investment company registered under the Investment Company Act of 1940 or a business development company as defined therein, in Section 2(a)(48).
- v. The undersigned is a Small Business Investment Company licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958.
- vi. The undersigned is an employee benefit plan within the meaning of Title I of the Employee Retirement Income Security Act of 1974 and one or more of the following is true (check one or more, as applicable):
  - (1) the investment decision is made by a plan fiduciary, as defined therein, in Section 3(21), which is either a bank, savings and loan association, insurance company, or registered investment adviser;
  - (2) the employee benefit plan has total assets in excess of \$5,000,000; or
  - (3) the plan is a self-directed plan with investment decisions made solely by persons who are “accredited investors” as defined under therein.
- vii. The undersigned is a private business development company as defined in Section 202(a)(22) of the Investment Advisers Act of 1940.
- viii. The undersigned has total assets in excess of \$5,000,000, was not formed for the specific purpose of acquiring Shares and one or more of the following is true (check one or more, as applicable):
  - (1) an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended;
  - (2) a corporation;
  - (3) a Massachusetts or similar business trust;
  - (4) a partnership; or
  - (4) a limited liability company.
- ix. The undersigned is a trust with total assets exceeding \$5,000,000, which is not formed for the specific purpose of acquiring Shares and whose purpose is directed by a person who has such knowledge and experience in financial and business matters that he or she is capable of evaluating the merits and risks of the investment in the Shares.

**c. Non-Accredited Investors.**

- The undersigned cannot make any of the foregoing representations and is therefore not an accredited investor.

## **Miscellaneous.**

- a. I agree to furnish any additional information that the Company or its counsel deem necessary in order to verify the responses set forth above.
- b. I understand the meaning and legal consequences of the agreements, representations and warranties contained herein. I agree that such agreements, representations and warranties shall survive and remain in full force and effect after the execution hereof and payment for the Shares. I further agree to indemnify and hold harmless the Company, and each current and future member of the Company from and against any and all loss, damage or liability due to, or arising out of, a breach of any of my agreements, representations or warranties contained herein.
- c. This Subscription Agreement shall be construed and interpreted in accordance with Minnesota law without regard to the principles regarding conflicts of law.

**SIGNATURE PAGE FOR INDIVIDUALS**

Dated: \_\_\_\_\_

Dated: \_\_\_\_\_

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature of Second Individual, if applicable

\_\_\_\_\_  
Name (Typed or Printed)

\_\_\_\_\_  
Name (Typed or Printed)

\_\_\_\_\_  
Social Security Number

\_\_\_\_\_  
Social Security Number

\_\_\_\_\_  
Telephone Number

\_\_\_\_\_  
Telephone Number

\_\_\_\_\_  
Residence Street Address

\_\_\_\_\_  
Residence Street Address

\_\_\_\_\_  
City, State & Zip Code  
(Must be same state as in Section 1)

\_\_\_\_\_  
City, State & Zip Code  
(Must be same state as in Section 1)

\_\_\_\_\_  
Mailing Address  
(Only if different from residence address)

\_\_\_\_\_  
Mailing Address  
(Only if different from residence address)

\_\_\_\_\_  
City, State & Zip Code

\_\_\_\_\_  
City, State & Zip Code

\_\_\_\_\_  
Email address

\_\_\_\_\_  
Email address

**Individual Subscriber Type of Ownership:**

The Shares subscribed for are to be registered in the following form of ownership:

- Individual Ownership
- Joint Tenants with Right of Survivorship (both parties must sign). Briefly describe the relationship between the parties (e.g., married).
- Tenants in Common (both parties must sign). Briefly describe the relationship between the parties (e.g., married).

**SIGNATURE PAGE FOR TRUSTS AND ENTITIES**

Dated: \_\_\_\_\_

\_\_\_\_\_  
Name of Entity (Typed or Printed)

\_\_\_\_\_  
Telephone Number

\_\_\_\_\_  
Signature of Authorized Person

\_\_\_\_\_  
Entity's Tax Identification Number

\_\_\_\_\_  
Name & Title (Typed or Printed) of Signatory

\_\_\_\_\_  
Contact Person (if different from Signatory)

\_\_\_\_\_  
Principal Executive Office Address

\_\_\_\_\_  
Mailing Address  
(If different from principal executive office)

\_\_\_\_\_  
City, State & Zip Code  
(Must be same state as in Section 1)

\_\_\_\_\_  
City, State & Zip Code

\_\_\_\_\_  
Email address

\_\_\_\_\_  
Email address

**Entity Subscriber Type of Ownership:**

The Shares subscribed for are to be registered in the following form of ownership (check one):

- Partnership
- Limited Liability Company
- Corporation
- Trust or Estate (Describe, and enclose evidence of authority)
  
- IRA Trust Account
- Other (Describe)

**ACCEPTANCE**

This Subscription Agreement is accepted by MINNESOTA AUTOMOTIVE, INC. on

As to: the principal amount in Shares set forth in Item 2.a.; or Shares.

**MINNESOTA AUTOMOTIVE, INC.**

By: .....

Name: Aaron T. Strand

Its:



**Counterpart Signature Page to Operating Agreement of Minnesota Automotive, Inc.**

IN WITNESS WHEREOF, the undersigned hereby executes this counterpart signature page to the Operating Agreement of Minnesota Automotive, Inc., as the same may be amended from time to time, and hereby authorizes Minnesota Automotive, Inc. to attach this counterpart signature page to the Operating Agreement as executed by the other parties thereto.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature of Second Individual, if applicable

\_\_\_\_\_  
Name (Typed or Printed)

\_\_\_\_\_  
Name (Typed or Printed)

**EXHIBIT D**  
**Opinion of Counsel**  
(See attached)

June 4, 2020

Aaron T. Strand  
Minnesota Automotive, Inc.  
2721 Coon Rapids Blvd.  
Coon Rapids, Minnesota 55433

RE: Opinion of Counsel Regarding Legality of Shares

Dear Aaron T. Strand:

In connection with the offer and sale of up to 1,000,000 shares Shares (the “”) of Minnesota Automotive, Inc., a Minnesota corporation (the “Company”), we have made such legal examination and inquiries as we have deemed advisable or necessary for the purpose of rendering this opinion and have examined originals or copies of the following documents and corporate records:

1. The Company’s Articles of Organization, dated May 17, 2019;
2. The Company’s form of Promissory Note, dated ;
3. The Company’s “Confidential Investor Package,” dated June 15, 2020 (the “Investor Package”), including:
  - (a) the Form U-7 Disclosure Document attached thereto, which will be filed by the Company with the Minnesota Department of Commerce; and
  - (b) the form of Subscription Agreement attached thereto, which will be completed and signed by purchasers of the Shares (the “Subscription Agreement”).

We understand that the Company intends to register the Shares for offer and sale in accordance with Minn. Stat. §80A.50(b) (the “Registration”).

Based on our examination and inquiry of the documents described above, we are of the opinion that, upon effectiveness of the Registration, the Shares of the Company will be duly authorized, fully paid, and nonassessable.

This opinion speaks only as of the date hereof. Without limiting the generality of the immediately foregoing sentence, and notwithstanding anything to the contrary contained herein, we render no opinion as to what other facts and circumstances might subsequently arise or what other actions or omissions might hereafter be taken by the Company, any purchasers of the Shares, or any other third party which, if so arising or so taken, would affect any of the opinions rendered hereby. Furthermore, this opinion is being rendered subject to customary qualifications and limitations.

This opinion is being rendered only to you, and you are the only party entitled to rely on this opinion. This opinion may not be used or relied upon by any other persons or entities or for any other purpose without our prior express written permission. Notwithstanding the foregoing, we consent to the filing of this opinion as an exhibit to the application for registration filed with the Minnesota Department of Commerce.

Very truly yours,  
Jeffrey C. O’Brien  
CHESTNUT CAMBRONNE PA

**EXHIBIT E**

**Copies of sales literature to be utilized in conjunction with the offering.**

(See attached)

MISSING FILE sales.pdf