

# **RONN MOTOR COMPANY**

A Delaware Corporation

## **AMENDED AND RESTATED COMPANY INFORMATION AND DISCLOSURE STATEMENT**

As of June 30, 2011

### **Part A - General Considerations**

#### **Item I            The Exact Name of the Issuer and its Predecessor (if any):**

The exact name of the issuer is Ronn Motor Company, a Delaware corporation (referred to herein as "RMC," "the Company," "Ronn Motors," "us," "we," "our," or similar words). RMC was born in the merger of Ronn Performance Engineering, LLC ("RPE") and Millennium Group Holdings, Inc. ("Millennium"). Millennium originally started out as Concord Financial Corporation, a corporation originally organized under the laws of the State of Nevada, which was later organized and domiciled in Delaware by filing a Certificate of Incorporation with the Secretary of State of Delaware on May 12, 1998 ("Concord"). Millennium was merged into Concord pursuant to the Certificate of Ownership Merging Millennium Group Holdings, Inc. into Concord Financial Corporation, filed with the Secretary of State of Delaware on May 12, 1998. The name of the surviving entity was changed to "Millennium Group Holdings, Inc.", through the filing of the Certificate of Amendment of Certificate of Incorporation with the Secretary of State of Delaware on July 22, 1999.

RPE was organized by filing its Certificate of Incorporation with the Secretary of State of Delaware on December 31, 2007. Millennium entered into an Acquisition and Share Exchange Agreement with RPE (inadvertently misidentified in the Acquisition and Share Exchange Agreement as Ronn Motor Company, Inc.) effective January 25, 2008, by which the parties agreed, among other things, to the following: (i) Millennium would effect a 900:1 reverse split of its common stock, amend its articles of incorporation to increase the authorized share capital of the corporation, and effect a name change to "Ronn Motor Company"; (ii) the shareholders of RPE would exchange each common share of RPE for one common share of Millennium; and (iii) Millennium would assume all debts and obligations of RPE, as of the closing of the Acquisition and Share Exchange Agreement.

Millennium subsequently revived its corporate charter by filing a Certificate for Renewal and Revival of Charter with the Secretary of State of Delaware on February 26, 2008. Millennium effected a 900:1 reverse split with all fractional shares rounded up, and authorized 700,000,000 shares consisting of 699,999,999 shares of common stock with a par value of \$0.001, and 1 preferred share with a par value of \$0.001, by filing a Certificate of Amendment of Certificate of Incorporation with the Secretary of State of Delaware on February 26, 2008. Millennium changed its name to "Ronn Motor Company" by filing a Certificate of Amendment of Certificate of Incorporation with the Secretary of State of Delaware on February 25, 2008. The one preferred share

is issued and outstanding and held by Ronn Maxwell, Founder and Chairman of the Board of the Company.

**Item II                      Address of the Issuer's Principal Executive Offices:**

Ronn Motor Company  
1707 Colt Circle  
Marble Falls, TX 78654  
Office: 830.265.6959  
Fax: 866.211.7649  
Skype: 512.879.6293  
www.ronnmotors.com

**Item III                      Jurisdiction and Date of Incorporation of the Issuer:**

RMC is a Delaware corporation whose predecessor entities were originally formed in 1998. Please refer to Item I above for a complete description of the history of the Company.

**Part B - Share Structure**

**Item IV                      The Number of Shares or Total Amount of the Securities Outstanding for Each Class of Securities Outstanding.**  
**CUISP: 77633T109                      Trading Symbol: RNNM**

| Common Stock  |               |
|---|---------------|
| (i) Period End Date                                 | June 30, 2011 |
| (ii) Authorized                                     | 699,999,999   |
| (iii) Issued and Outstanding                        | 265,843,543   |
| (iv) Freely tradable shares<br>( Est. public float) | 76,271,175    |
| (v) Number of shareholders<br>of record             | 282           |
| Class A Preferred Stock                             |               |
| (i) Period End Date                                 | June 30, 2011 |
| (ii) Authorized                                     | 1             |
| (iii) Issued and Outstanding                        | 1             |
| (iv) Freely tradable shares<br>(public float)       | -             |
| (v) Number of shareholders<br>of record             | 1             |

| Common Stock  |                   |
|---|-------------------|
| (i) Period End Date                                 | December 31, 2010 |
| (ii) Authorized                                     | 699,999,999       |
| (iii) Issued and Outstanding                        | 303,122,672       |
| (iv) Freely tradable shares<br>( Est. public float) | 24,200,000        |
| (v) Number of shareholders of<br>record             | 282               |
| Class A Preferred Stock                             |                   |
| (i) Period End Date                                 | December 31, 2010 |
| (ii) Authorized                                     | 1                 |
| (iii) Issued and Outstanding                        | 1                 |
| (iv) Freely tradable shares<br>(public float)       | -                 |
| (v) Number of shareholders of<br>record             | 1                 |

| Common Stock  |                   |
|---|-------------------|
| (i) Period End Date                                 | December 31, 2009 |
| (ii) Authorized                                     | 699,999,999       |
| (iii) Issued and Outstanding                        | 301,879,943       |
| (iv) Freely tradable shares<br>( Est. public float) | 24,200,000        |
| (v) Number of shareholders of<br>record             | 278               |
| Class A Preferred Stock                             |                   |
| (i) Period End Date                                 | December 31, 2009 |
| (ii) Authorized                                     | 1                 |
| (iii) Issued and Outstanding                        | 1                 |
| (iv) Freely tradable shares<br>(public float)       | -                 |
| (v) Number of shareholders of<br>record             | 1                 |

## **Item V Par or Stated Value and Description of the Security:**

### Common Stock - par value \$0.001 per share

In its Certificate of Incorporation, the Company has 699,999,999 shares of common stock, par value \$0.001 per share, authorized to be issued at the discretion of the Board of Directors. The holders of shares of our common stock are entitled to one vote for each share held on all matters submitted to a vote of the stockholders and do not have any cumulative voting rights. Holders of our common stock are entitled to receive proportionally any dividends declared by our Board of Directors out of funds legally available therefore, subject to any preferential dividend or other rights of any then outstanding preferred stock. The Company has not paid any dividend to its shareholders as of the date hereof and does not anticipate paying any dividends for the foreseeable future.

In the event of our liquidation or dissolution, holders of our common stock are entitled to share ratably in all assets remaining after payment of all debts and other liabilities, subject to the prior rights of any then outstanding preferred stock. Holders of our common stock have no preemptive, subscription, redemption or conversion rights. All outstanding shares of our common stock are validly issued, fully paid and non assessable. The shares to be issued by us in this offering will be, when issued and paid for, validly issued, fully paid and non assessable.

The rights, preferences and privileges of holders of our common stock are subject to, and may be adversely affected by, the rights of holders of shares of any series of preferred stock that we may designate and issue in the future.

### Preferred Stock — par value \$0.001 per share

In its Certificate of Incorporation, the Company is authorized to issue 1 share of preferred stock. Currently, this share of preferred stock is issued to and held by Ronn Maxwell, Founder, Chairman of the Board of the Company. Pursuant to the Certificate of Designations and of Class A Convertible Preferred Stock filed with the Delaware Secretary of State on February 26, 2008 (see Exhibit A attached hereto), the voting power of the one Class A preferred share is equivalent to not less than fifty-one percent (51%) of all common stock votes. The Class A preferred stock is superior to the Company's common stock in the event of dissolution or liquidation of the Company and possesses a liquidation preference of \$1.00 per share. The holder of the Class A preferred stock can elect to convert the preferred stock into four (4) common shares at any time and upon the occurrence of a change in control of the Company, an initial or secondary public offering and certain other specified events. Although the Company has no current plans or intention to authorize or issue any additional preferred stock, there can be no assurance that the Company will not issue any additional shares of preferred stock due to the future capital needs of the Company or in the event an appropriate acquisition

candidate becomes available and the issuance of preferred stock is required to raise capital or in exchange for the securities of any potential acquisition candidate.

### Options and Warrants

There are no warrants or options issued or outstanding as of the date hereof. The Company may sell one or more types of warrants or rights, which are contracts to purchase shares of Company common stock or other securities, typically at a predetermined price. Any warrant or rights holder, upon satisfaction of any vesting requirements and the other terms and conditions contained in the warrant or rights agreement, may elect to exercise their right during an exercise period specified in the applicable agreement under the warrant or rights agreement to acquire shares of Company common stock.

### Registration Rights

We may enter into certain agreements with the purchasers of our preferred stock and/or warrants under which such holders will have the right to require us to register these shares, or shares of common stock issuable upon the conversion or exercise thereof, under the Securities Act of 1933 under specific circumstances. After registration pursuant to these rights, these shares would become freely tradable without restriction under the Securities Act. These registration rights can take the form of demand or incidental (otherwise known as "piggy back") rights.

Under demand registration rights, holders of a predetermined percentage of shares possessing registration rights may demand that we register under the Securities Act all or a portion of their shares. This right is generally subject to certain conditions, including, for example, a requirement that the shares to be registered meet a predetermined minimum aggregate offering price based on the public market price of shares of our common stock. Typically, there is a set limit as to the number of registrations that can be demanded during a given period of time and any registration that will be underwritten will be subject to any restrictions that may be imposed by the underwriter.

## **Item VI                      The Number of Shares or Total Amount of the Securities Outstanding for Each Class of Securities Authorized:**

There is only one class of Common Stock and only one Class of Preferred Stock. As of June 30, 2011, the following shares are issued and outstanding:

### Common Stock

699,999,999 shares authorized in Certificate of Incorporation;  
265,843,543 shares issued and outstanding, as of June 20, 2011

Total Number of Beneficial Stockholders and Stockholders of Record (as of June 24, 2011): 282  
Estimated Public Float, based on Unrestricted Shares held by Nonaffiliates (as of June 24, 2011): 76,271,175 million shares

699,999,999 shares authorized;  
301,879,943 shares issued and outstanding, as of December 2009

Total Number of Beneficial Stockholders and Stockholders of Record, as of December 31, 2009: 278. Estimated Public Float, based on Unrestricted Shares held by Nonaffiliates, as of December 31, 2009: 24,200,000 million shares

699,999,999 shares authorized;  
303,122,672 shares issued and outstanding as of December 31, 2010

Total Number of Beneficial Stockholders and Stockholders of Record, as of December 31, 2010: 282. Estimated Public Float, based on Unrestricted Shares held by Nonaffiliates, as of December 31, 2010: 24,200,000 million shares

#### Preferred Stock

1 share authorized in Certificate of Incorporation;  
1 share of Class A Convertible Preferred Stock issued and outstanding and held of record by Ronn Maxwell, Founder and Chairman of the Board.

### **Part C - Business Information**

#### **Item VII                      Name and address of the transfer agent:**

Olde Monmouth Stock Transfer Co., Inc.  
200 Memorial Pkwy.  
Atlantic Highlands, NJ 07716  
(O) 732.872.2727

Olde Monmouth Stock Transfer Company, Inc. is registered under the Securities Exchange Act of 1934, as amended, and is an approved transfer agent by the U.S. Securities and Exchange Commission ("SEC").

#### **Item VIII                      Nature of the Issuer's Business:**

##### **A. Business Development**

RMC was born in the merger of Ronn Performance Engineering, LLC ("RPE") and Millennium Group Holdings, Inc. ("Millennium"). Millennium originally started out as

Concord Financial Corporation, a corporation originally organized under the laws of the State of Nevada, which was later organized and domiciled in Delaware by filing a Certificate of Incorporation with the Secretary of State of Delaware on May 12, 1998 ("Concord"). Millennium was merged into Concord pursuant to the Certificate of Ownership Merging Millennium Group Holdings, Inc. into Concord Financial Corporation, filed with the Secretary of State of Delaware on May 12, 1998. The name of the surviving entity was changed to ~~Millennium Group Holdings, Inc.~~, through the filing of the Certificate of Amendment of Certificate of Incorporation with the Secretary of State of Delaware on July 22, 1999.

RPE was organized by filing its Certificate of Incorporation with the Secretary of State of Delaware on December 31, 2007. Millennium entered into an Acquisition and Share Exchange Agreement with RPE (inadvertently misidentified in the Acquisition and Share Exchange Agreement as Ronn Motor Company, Inc.) effective January 25, 2008, by which the parties agreed, among other things, to the following: (i) Millennium would effect a 900:1 reverse split of its common stock, amend its articles of incorporation to increase the authorized share capital of the corporation, and effect a name change to "Ronn Motor Company"; (ii) the shareholders of RPE would exchange each common share of RPE for one common share of Millennium; and (iii) Millennium would assume all debts and obligations of RPE, as of the closing of the Acquisition and Share Exchange Agreement.

Millennium subsequently revived its corporate charter by filing a Certificate for Renewal and Revival of Charter with the Secretary of State of Delaware on February 26, 2008. Millennium effected a 900:1 reverse split with all fractional shares rounded up, and authorized 700,000,000 shares consisting of 699,999,999 shares of common stock with a par value of \$0.001, and 1 preferred share with a par value of \$0.001, by filing a Certificate of Amendment of Certificate of Incorporation with the Secretary of State of Delaware on February 26, 2008. Millennium changed its name to "Ronn Motor Company" by filing a Certificate of Amendment of Certificate of Incorporation with the Secretary of State of Delaware on February 25, 2008. The one preferred share is issued and outstanding and held by Ronn Maxwell, Founder and Chairman of the Board of the Company.

In February, 2009 RMC entered into a Parts Supply & Distribution Agreement with Frigette AC Parts, LLC/Frigette Energy Systems, LLC (collectively ~~Frigitte~~) that the Company believed would be a transforming event. RMC based its strategic growth, product manufacturing and delivery through Frigette's global distribution channels. Frigette and RMC worked closely developing product roll-out strategies which included detailed delivery schedules and supporting pro forma financial projections. Frigette also worked closely with RMC in the preparation and dissemination of public press releases. On or about January, 2010 Frigette notified RMC that it was terminating the arrangement with the Company without fully and accurately informing the Company that the completed transaction at its parent company level no longer included the arrangement Frigette Energy Systems, LLC had entered into with RMC. As a result of the termination by Frigette Energy Systems, LLC with RMC, and because RMC had, in reliance of the Parts Supply & Distribution Agreement with Frigette Energy Systems had spent its liquidity working on and toward the business arrangement, RMC was left without

sufficient revenue to continue operations of its business. From April 2010 through March 2011 RMC was effectively not operating.

In October, 2010 KPN Advisors, LLC (~~–KPN~~) was engaged to resurrect the Company and lead RMC's senior management team to commercialize its green automotive products and services. KPN has core expertise in the automotive and transportation industry. Since its engagement by RMC, KPN has worked closely with Ronn Maxwell and Damon Kuhn to redirect and reestablish the Company's business operations. Through these efforts RMC has reevaluated and reprioritized its product development and commercialization efforts where priority focus is now on its green products centered around its H2GO hydrogen commercial diesel applications supported by RMC's Air Conditioning Product, The ProCooler and APU systems in situations where more expansive green solutions are required. RMC's H2GO's commercial diesel is concentrated on commercial trucking applications and commercial diesel marine applications. RMC is in the process of seeking product validation from Southwest Research Institute (~~–SwRI~~) located in San Antonio, Texas. It is expected this process will take at least six (6) months to complete. When this validation is approved RMC will be able to pursue State and Federal use applications for its H2GO products and solutions. SwRI validation is not required for non State and Federal government use.

Because of the magnitude and market potential for RMC's H2GO centered commercial diesel applications and solutions, RMC is concentrating its primary focus and efforts on this aspect of its products. RMC's product plan is to pursue further development and market its H2GO internal combustion - gasoline applications and the Scorpion Car at later dates when the Company is much healthier financially.

On February 23, 2011 RMC entered into an Option to Lease Agreement with the Marble Falls Economic Development Corporation. The Agreement granted to RMC an exclusive option to lease the building at 1707 Colt Circle in Marble Falls, Burnet County Texas. The Option provided a thirty day term during which the Company worked with the Marble Falls Economic Development Corporation to finalize a long-term Lease.

On March 1, 2011 RMC entered into a Commercial Lease Agreement with the Marble Falls Economic Development Corporation for the building located at 1707 Colt Circle in Marble Falls, Burnet County Texas. The 76,000 square foot facility contains a 3,500 square foot showroom designed to display the ~~–Scorpion~~ and new products. The Lease provides a three year term, effective March 1, 2011.

RMC's SIC Code is 3711. RMC is not now, and has not within the last 12 months been, a shell company. RMC has no subsidiaries or affiliated entities. There are no pending legal proceedings or administrative actions pending or to the knowledge of Company management, threatened against the Company.

RMC's fiscal year ends each December 31. Neither RMC nor any of its Board members or executive officers is currently involved in any proceeding, nor have they been involved in any proceeding, under the United States bankruptcy laws in the last five years. There are no anticipated or expected material mergers, acquisitions, sale or



purchase of assets or securities and no defaults under any existing or past credit agreements or other obligations. In connection with the transaction involving Millennium Group Holdings, there was a 900:1 reverse stock split effective as of June 25, 2008.

## **B. Business of Issuer**

RMC is a publicly traded Delaware Corporation (PINKSHEETS: RNNM). RMC's products, systems and services are based on "state of the art" technologies for Hydrogen Fuel, Fuel cells, and Plug in-electrics. RMC's objective is to play a leadership role in the automotive industry as it transforms to improving fuel efficiency, environmental consciousness and product sustainability. RMC's professionals have broad in-depth automotive experience and are highly qualified to embrace emerging Green technologies and integrate and commercialize these and other new Green applications, products, services and solutions.

RMC's mission is to design, develop and manufacture "Green" eco-friendly alternative energy/power products and systems that deliver enhanced performance, improved fuel economy and significantly reduced emissions.

RMC intends to complete its mission through the delivery of these sustainable, eco-friendly technologies across three initial strategic channels:

1. Green Systems: RMC's exclusive <sup>H2GOTM</sup> real-time hydrogen injection system provides automotive, diesel and marine applications as an economical aftermarket solution for significantly improving gas/diesel fuel economy while dramatically reducing noxious hydrocarbon emissions that are harmful to the environment.

2. Green Automobiles: RMC's Scorpion <sup>HXTM</sup> is a leading edge design, environmentally friendly, finely built, premium automobile, balancing eye-catching great looks and high performance and will feature a series of eco-responsible, alternative power systems including hydrogen assist, hydrogen fuel cells, and plug in-electrics. RMC believes that the Scorpion <sup>HXTM</sup> is the most efficient and effective means to showcase and market the Company's proprietary systems.

Green Products: RMC will provide a wide range of "green", biodegradable, and eco-friendly, improved performance products, including motor oils, hydraulic fluids and lubricants plus additives that have been designed and intended for the automotive chemicals aftermarket industry.

## **Item IX                      Nature of Products or Services Offered:**

### **Real-Time Hydrogen Injection Technology Leadership**

RMC has developed hydrogen products for commercial diesel applications that are state of the art; preliminary test results are positive. RMC has developed proprietary

software interface technologies that enable hydrogen assisted performance in today's gasoline and diesel powered vehicles.

The current state of RMC's product is production ready in the initial manufacturing stages for Diesel engines. Controlled testing and validation was completed on Cummins and Volvo engines along with over-the-road testing. Next steps will be to attain certification for the device. There are two locations qualified to provide third party validation for RMC's H2GO technology; (i) SwRI located in San Antonio, Texas and; (ii) a research institute located in the state of Virginia. The Company has chosen SwRI due to its industry and governmental relationships and SwRI validation also guarantees EPA Certification. RMC has been informed that the certification process will take approximately 6 months. Although the unit can be commercially sold effectively without the certification, certification makes the unit eligible for government contracts which represent a very large market. It should be noted that once certification from SwRI is attained, this product becomes part of the mandate for clean air and also qualifies under the California CARB law which is in essence the new EPA law and standard for Diesel emissions.

In early September 2008, it was announced that RMC's exclusive real-time hydrogen fuel injection system would be available under the <sup>H2GOTM</sup> brand providing an economical aftermarket solution for increasing gas mileage while reducing noxious hydrocarbon emissions. The <sup>H2GOTM</sup> system coupled with several proprietary systems within the new <sup>H2GOTM</sup> brand will boost and enhance overall efficiency in automotive fuel burn. Hydrogen and oxygen mixtures are utilized along with post-combustion controls to promote a more complete burn, thereby creating more power and improved gas mileage along with significantly less particulate emissions. The <sup>H2GOTM</sup> system produces and blends gaseous hydrogen with gasoline or diesel fuel to achieve 15-35% improvements in fuel consumption, while increasing power and decreasing many hydrocarbon green house gases by approximately 90%. <sup>H2GOTM</sup> is adaptable to any internal combustion piston engine vehicle. The complete system improves combustion by as much as 25%, reduces noxious emissions up to 90% and boosts fuel savings from 15% to 35%. The <sup>H2GOTM</sup> system actually produces hydrogen in real time as the vehicle is driven down the road.

The <sup>H2GOTM</sup> system is designed and built to stricter military specifications. The ECM (computerized controller) contains a microchip for programming and, as in military aircraft electronics such as the F-18, it is potted with military spec epoxy (tamper proof) which prevents theft of the proprietary and secret electronic components inside. The ECM is also protected against failure resulting from vibration, fire, dirt and can even be run under water. RMC has solved the issues of over-heating and "over-amping" that has been plaguing competitive systems so that the <sup>H2GOTM</sup> system is poised to make a major impact on the "green" alternative energy/power marketplace.

The <sup>H2GOTM</sup> system is the first complete package in a series of "green", sustainable technologies that RMC is building for the future. It is a "bridge" solution which can be implemented economically on any internal combustion engine. <sup>H2GOTM</sup>

provides a solution for the global transportation industry in its quest to greatly reduce greenhouse gas emissions. In an era of higher gasoline prices, the <sup>H2GOTM</sup> technology will provide fleet owners, long haul truckers and even consumers with an immediate and substantial fuel cost savings.

The Scorpion <sup>HXTM</sup> is a superb handling, quick, handcrafted, eco-friendly, exotic supercar powered by a rear engine, hydrogen fuel injected hybrid. It features the latest in engine technology, as well as RMC's real-time hydrogen fuel injection delivery system. This automobile has been utilized as an entry into the automotive marketplace to showcase and draw significant attention to RMC's exclusive, proprietary <sup>H2GOTM</sup> system as well as provide a high profile, credible platform for other emerging technologies as they become viable alternatives in the automotive marketplace.

### Marine

The Company has identified diesel marine applications as a potentially large market. We are in the process of developing relationships and strategies to pursue these initiatives.

### Competitive Advantage/Competition

RMC intends to apply for patent protection focusing on the electronic integration of the technology. The working units have been through Dynamometer testing with promising results. The results are categorized in two areas; (i) fuel efficiency and; (ii) emissions control.

## **Item X                      Nature and Extent of the Issuer's Facilities**

RMC's new Home Headquarters, a 76,000 square foot facility, is located at 1707 Colt Circle, Marble Falls, TX. The project began in mid-December 2009 through a collaborative initiative among and between the City of Marble Falls, the Marble Falls Economic Development Corporation and RMC. On March 1, 2011 RMC entered into a Commercial Lease Agreement with the Marble Falls Economic Development Corporation. The Lease provides a three year term, effective March 1, 2011. (See Exhibit B attached hereto).

## **PART D - Management Structure and Financial Information**

### **Item XI                      Names of Chief Executive Officer; Members of the Board of Directors, as well as any Control Persons:**

#### **A.                      Officers and Directors**

1. Ronn Maxwell, 58, Founder and Chairman; Ronn Motor Company with principal offices located at 1707 Colt Circle, Marble Falls, Texas 78654, effective February 2008. In 2007, Mr. Maxwell was President, International Mamba Motorsports.

From 2007 to 2008, Mr. Maxwell was President, Ronn Performance Engineering. For the past 40 years, Mr. Maxwell has dedicated his professional career to every aspect of the automobile: from building, construction, fabrication, racing, painting, restorations, and sales. Having owned several high end automotive shops, Mr. Maxwell is a multi-talented, energetic entrepreneur with experience and vision. Mr. Maxwell is a Member of ~~Who's Who~~ of American Inventors" from 1998 to 1999.

2. KPN is engaged to serve as CEO and to provide senior executive management services for the Company. KPN leads all strategic initiatives and directs and manages, all marketing and operational matters required to commercialize RMC's automotive and transportation products and services.

The Company is in the process of increasing its Board of Directors to five members. The Board will be comprised of Ronn Maxwell and Don Navarro, "inside directors", and three (3) non-employee ~~outside directors~~". Non-Employee members will shall be paid a stipend and issued shares of stock in the Company as determined by the Board.

Ms. Kim Pichanick leads the RMC initiative. Ms. Pichanick is a thought leader who has worked with senior level management leadership teams in the aluminum sector of the automotive industry developing integrated communication strategies that provide consistent internal and external communications to stakeholders, employees and the media. The experience gained from her tenure with Aleris International, Inc., while in hyper growth, contribute to her hands-on management style and provide her with insightful experience and perspective leading the RMC initiative.

Mr. Navarro, a recognized automotive industry professional known for his leadership and innovative abilities in complex business situations, directs the strategic aspects of commercializing RMC's products and services. He is particularly adept in directing and integrating RMC's "Green" product initiatives. Mr. Navarro is a strategic thinker, an experienced board member, and a senior executive with broad experience in governance and management execution and performance. Mr. Navarro served as Assistant United States Trustee, Department of Justice, for the Northern District of Texas from 1980-82. In this capacity, Mr. Navarro administered several large estates including the first Braniff Airline judicial reorganization.

3. Damon Kuhn, 48, Vice President, Manufacturing; Ronn Motor Company with principal offices located at 1707 Colt Circle, Marble Falls, Texas 78654. Mr. Kuhn joined Ronn Motor Company in May 2008. Mr. Kuhn is responsible for producing RMC's Scorpion and proprietary H2GO System. From 2003 to 2005, Mr. Kuhn was Chief Operating Officer of Phillips Industries, the world's largest

manufacturer of OEM wiring harnesses for the commercial trucking industry, located in Dallas, TX.

#### Executive Compensation

2011

##### Cash

|   |           |
|---|-----------|
| Chairman  | \$72,000  |
| KPN Advisors, LLC<br>Chief Executive Officer &<br>Chief Financial Officer | \$ 50,000 |
| VP, Manufacturing   | \$60,000  |

#### Board of Directors

Ronn Maxwell, Founder and Chairman of the Board, is the sole Director of the Company. The Company is in the process of recruiting and retaining several highly qualified individuals who are not employees and who have complementary and varied expertise in various aspects of the Company's existing and future business activities.

#### Limitation of Liability and Indemnification of Officers and Directors

Our restated certificate of incorporation limits the personal liability of Officers and Directors for breach of fiduciary duty to the maximum extent permitted by the Delaware General Corporation Law. Our restated certificate of incorporation also provides that no Director will have personal liability to us or to our stockholders for monetary damages for breach of fiduciary duty or other duty as a Director. However, these provisions do not eliminate or limit the liability of any of our Directors:

- for any breach of their duty of loyalty to us or our stockholders;
- for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- for voting or assenting to unlawful payments of dividends or other distributions;
- for any transaction from which the director derived an improper personal benefit.

Any amendment to or repeal of these provisions will not eliminate or reduce the effect of these provisions in respect of any act or failure to act, or any cause of action, suit or claim that would accrue or arise prior to any amendment or repeal or adoption of an inconsistent provision. If the Delaware General Corporation Law is amended to provide for further limitations on the personal liability of directors of corporations, then the personal

liability of our directors will be further limited to the greatest extent permitted by the Delaware General Corporation Law.

In addition, our certificate of incorporation provides that we must indemnify our directors and officers and we must advance expenses, including attorneys' fees, to our directors and officers in connection with legal proceedings, subject to limited exceptions.

B. Legal Disciplinary History

There are no pending, and to the knowledge of Company management, threatened legal, administrative or regulatory proceedings against the Company or any of its officers or directors.

C. Disclosure of Family Relationships

None

D. Disclosure of Related Party Transactions

Refer to Item XI; Exhibit D

E. Disclosure of Conflicts of Interest

None

**Item XII Financial Information for the Issuer's Most Recent Fiscal Period:**

RMC has posted financial and other information through the OTC Disclosure or News Service as required. Postings are current through Q2 2011. Please refer to the News and Press Releases posted by the Company on the OTC Market website for additional information and announcements made by the Company.

| <u>Publish Date</u> | <u>Report Title</u>   | <u>Period End Date</u> |
|---------------------|---|------------------------|
| August 31, 2011     | Supplemental Info<br>Stmt of Stockholders Equity<br>(As of June 30, 2011)     | June 30, 2011          |
| August 31, 2011     | Supplemental Info<br>Stmt of Stockholders Equity<br>(As of December 31, 2010) | December 31, 2010      |

|                 |  |                    |
|-----------------|--|--------------------|
| August 31, 2011 | Supplemental Info<br>Stmnt of Stockholders Equity<br>(As of December 31, 2009) | December 31, 2009  |
| August 15, 2011 | Quarterly Report<br>Statement of CashFlows<br>(As of June 30, 2011)            | June 30, 2011      |
| August 15, 2011 | Quarterly Report<br>Balance Sheet<br>(As of June 30, 2011)                     | June 30, 2011      |
| August 15, 2011 | Quarterly Report<br>Profit & Loss Statement<br>(As of June 30, 2011)           | June 30, 2011      |
| July 21, 2011   | Supplemental Info  | June 30, 2011      |
| July 21, 2011   | Quarterly Report<br>Statement of CashFlows<br>(As of March 31, 2011)           | March 31, 2011     |
| July 21, 2011   | Quarterly Report<br>Balance Sheet<br>(As of March 31, 2011)                    | March 31, 2011     |
| July 21, 2011   | Quarterly Report<br>Profit & Loss Statement<br>(As of March 31, 2011)          | March 31, 2011     |
| July 21, 2011   | Quarterly Report<br>Balance Sheet<br>(As of December 31, 2010)                 | December 31, 2010  |
| July 21, 2011   | Quarterly Report<br>Profit & Loss Statement<br>(As of December 31, 2010)       | December 31, 2010  |
| July 21, 2011   | Quarterly Report<br>Statement of CashFlows<br>(As of December 31, 2010)        | December 31, 2010  |
| July 21, 2011   | Quarterly Report<br>Statement & CashFlows<br>(As of September 30, 2010)        | September 30, 2010 |

|               |   |                    |
|---------------|---|--------------------|
| July 21, 2011 | Quarterly Report<br>Balance Sheet<br>(As of September 30, 2010)           | September 30, 2010 |
| July 21, 2011 | Quarterly Report<br>Profit & Loss Statement<br>(As of September 30, 2010) | September 30, 2010 |

Ronn Motor Company  
Notes to Consolidated Financial Statements

Note I – Interim Financial Presentation

The unaudited consolidated financial statements referenced above have been prepared in accordance with accounting principles generally accepted in the United States of America (“US GAAP”) for interim financial information. Accordingly, they do not include all of the information and footnotes required by US GAAP for complete financial statements. For further information, refer to the consolidated financials and footnotes, **such financial statements are incorporated by reference** at [www.otcm Markets.com/otc-pink](http://www.otcm Markets.com/otc-pink), Financials through Q2, 2011.

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

The unaudited Statements of Shareholder’s Equity for the periods ending December 31, 2009, December 31, 2010 and June 30, 2011 are incorporated by reference at [www.otcm Markets.com](http://www.otcm Markets.com).

Unless the context requires otherwise, all references to the Company herein mean Ronn Motor Company.

**Note 2 – Accounting Policy**

*Goodwill and Intangible Assets*

Ronn Motor Company does not have any booked goodwill or intangible assets.

*Stock Option Plan*

No options were granted in the reporting periods June 30, 2011.



### **Note 3 – Earnings Per Share**

Basic earnings per share (“EPS”) is calculated by dividing net income available to common shareholders by the weighted average number of shares outstanding during the period. Diluted EPS is calculated by dividing net income available to common shareholders by the weighted average number of shares outstanding during the period plus the dilutive effect of common stock equivalents. There were no shares outstanding related to stock options at June 30, 2011. Ronn Motor Company has not generated any net income to date.

### **Note 4 - Debt**

Line of Credit N/A

### **Note 5 – Contingencies**

The Company is not subject to any litigation that could have a material adverse impact on its liquidity.

### **Note 6 – Stock Repurchase**

On January 1, 2011, the Company repurchased 65,000,000 shares of common stock for .001 or a total of approximately \$65,000 and returned to treasury.

### **Note 7 – Acquisitions**

There have been no acquisitions in the reporting period.

### **Note 8 – Fair Value Measurements**

There were no assets requiring Fair Value Measurements.

### **Note 9 – Recently Issued Accounting Standards**

#### **Recently Adopted Accounting Pronouncements**

In January 2010, FASB issued guidance to amend the disclosures on the transfers of assets and liabilities between Level 1 (quoted prices in active market for identical assets or liabilities) and Level 2 (significant other observable inputs) of the fair value measurement hierarchy, including the reasons and the timing of the transfers. Additionally, the guidance requires a roll forward of activities, on purchases, sales, issuance, and settlements of the assets and liabilities measured using significant unobservable inputs (Level 3 fair value measurements). Other than requiring additional disclosures, adoption of this new guidance did not have a material impact on our financial statements.

### Item XIII Similar Financial Information

There is no additional financial or other information for the Company or its predecessors that is not set forth or referred to in this Disclosure Statement and in particular, Item XII hereof. **Such financial statements and footnotes not referenced herein are incorporated by reference at [www.otcm Markets.com/otc-pink](http://www.otcm Markets.com/otc-pink).**

### Item XIV Beneficial Owners:

The following table sets forth certain information regarding beneficial ownership of our Common Stock by (i) each person known to the Company to own beneficially more than five percent (5.0%) of the Company's outstanding capital stock; (ii) each Director or nominee; and (iii) all executive officers and Directors as a group. Each person has sole voting and sole dispositive power with respect to the shares except as noted below:

|   | <u>Class of Shares</u> | <u>Shares Now Held</u> | <u>Percentage</u> |
|---|------------------------|------------------------|-------------------|
| Ronn Maxwell, Chairman<br>1707 Colt Circle<br>Marble Falls, TX 78657                                    | Common                 | 152,000,000            | 50.9%             |
|   | Preferred              | 1                      | 100.00%           |
| Damon Kuhn<br>VP, Manufacturing<br>1707 Colt Circle<br>Marble Falls, TX 78654                           |                        | 11,648,000             | 4.3%              |
| Adrian Pylypec*<br>c/o Falls Smith, LLP<br>111 Congress Ave.<br>Suite 400<br>Austin, TX 76801           | Common                 | 39,000,000             | 16.9%             |
| KPN Holdings, LLC<br>Kim Pichanick, Principal<br>12400 St. Hwy 71W<br>Suite 350-163<br>Austin, TX 78738 | Common                 | 22,500,000             | 7.5%              |
| All Officers and Directors<br>as a Group  | Common                 | 163,648,000            | 61.5%             |
|   | Preferred              | 1                      | 100.00%           |

\*Approximate beneficially owned individually, as joint tenant with his spouse, and as trustee for certain revocable trusts established for his children. This information is believed to be accurate as of June 30, 2011.

**Item XV The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to the operations, business development and disclosure**

Transfer Agent

Olde Monmouth Stock Transfer Co., Inc.  
200 Memorial Pkwy  
Atlantic Highlands, NJ 07716  
(O) 732.872.2727  
[www.oldemonmouth.com](http://www.oldemonmouth.com)

Legal Counsel

Kyle Ferguson  
Ferguson Davis P.C.  
2500 Dallas Parkway, Suite 260  
Plano, TX 75093  
Phone: 972.378.9111  
Fax: 972.378.9115  
[www.dallasbusinesslaw.com](http://www.dallasbusinesslaw.com)

**XVI Financial Plan**

Internal or External Sources of Liquidity

Currently, the Company finances its operations through the raising of capital and the sale of its capital stock. The Company believes that once production of its unit commences in earnest and sales of the product commences in earnest in the fourth quarter of 2011 and first quarter of 2012, revenues from such product sales will be sufficient to fund the Company's ongoing operations. (Refer to Initial Disclosure Statement.)

The Company's sales are not affected by seasonal changes. The Company's has no material capital commitments outside of its usual and customary commitments for inventory, manufacturing and office space in the conduct of its daily business activities. There have been no material changes in the Company income or loss over its two year operating history.

Off Balance Sheet Arrangements.

None

## **Part E - Issuance History**

The Company has made issuance of its Common Stock to various parties since the close of its most recent fiscal year (ended Dec. 31, 2008). These shares were issued in exchange for services rendered or in satisfaction or settlement of outstanding claims, commitments and obligations to third party vendors. As of November 1, 2009, there are no outstanding options and no other securities issued by the Company that are exchangeable for or convertible Common Stock of the Company other than the one share of Preferred Stock held by Mr. Ronn Maxwell, Founder, Chairman of the Board and sole Director of the Company.

### **Item XVII List of Securities, Offerings and Shares Issued for Services for the Period Ending with the Last Two Reported Years**

|                     |   |
|---------------------|---|
| Name                |   |
| Address             | Damon Kuhn, Chief Operating Officer<br>1707 Colt Circle<br>Marble Falls, TX 78654 |
| Consideration       | (Multiple Issuances) 5,000,000  |
| Securities          | shares of restricted common stock   |
| Date(s) of Issuance | May 29, 2009  |
| Name                | Patrick Wilson  |
| Address             | 7870 Georgetown Circle<br>Suwannee, GA 30024                                      |
| Consideration       | Financial and Marketing Consulting<br>Services                                    |
| Securities          | 400,000 shares of restricted common stock   |
| Date of Issuance    | October, 2009   |
| Name                | David Wagner  |
| Address             | 7870 Georgetown Circle<br>Suwannee, GA 30024                                      |
| Consideration       | Financial and Marketing Consulting<br>Services                                    |
| Securities          | 800,000 shares of restricted common stock   |
| Date of Issuance    | November, 2009  |
| Name                | Christopher A. Jiongo   |
| Address             | 1223 Nocona Drive<br>Irving, TX 75063   |
| Consideration       | Financial Consulting Services   |
| Securities          | 1,000,000 shares of restricted common<br>stock                                    |

Date of Issuance

September, 2009

|                  |  |
|------------------|--|
| Name             | Reliad Trust, a Georgia Trust                                      |
| Address          | 7870 Georgetown Circle<br>Suwannee, GA 30024                       |
| Consideration    | Financial, Marketing and Investor<br>Relations Consulting Services |
| Securities       | 2,000,000 shares of restricted common<br>stock                     |
| Date of Issuance | November 11, 2009  |

|                  |   |
|------------------|---|
| Name             | TJ Management Group, LLC                          |
| Address          | 720 Brazos Street; Suite 1115<br>Austin, TX 78701 |
| Consideration    | 504 Offering                                      |
| Securities       | 1,666,666 common stock                            |
| Date of Issuance | March, 2011                                       |

#### **Part F - Exhibits**

##### **Item XVIII            Material Contracts:**

Exhibit C - Commercial Lease Agreement between Ronn Motor Company and the Marble Falls Economic Development Corporation; The Lease provides a three year term, effective March 1, 2011.

Exhibit D – Engagement Agreement between Ronn Motor Company and KPN Advisors, LLC, dated October 21, 2011.

##### **Item XIX            Article of Incorporation and Bylaws:**

Exhibit A - Articles of Incorporation for Ronn Motor Company and predecessor entities, as Amended

Exhibit B - Amended and Restated Bylaws for Ronn Motor Company

##### **Item XX            Purchases of Equity Securities by the Issuer and Affiliated Purchasers: None**

**Item XXI Issuer's Certifications:**

Certification of Founder and Chairman of the Board

I, Ronn Maxwell, the Founder and Chairman of Ronn Motor Company, a Delaware Corporation, hereby certify that:

1. I have reviewed this Amended and Restated Company Information and Disclosure Statement (this "Disclosure Statement") of Ronn Motor Company (the "Company");

2. Based on my knowledge and experience with the Company, this Disclosure Statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements therein made, in light of the circumstances under which such statements were made, not misleading with respect to the periods covered by this Disclosure Statement.

3. Based on my knowledge and experience with the Company, the financial statements and other financial information included or incorporated by reference in this Disclosure Statement were prepared in accordance with generally accepted accounting principles, consistent applied, in the United States and reflect all usual and customary adjustments thereto, and fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of and for the periods presented.

Dated:

By: Ronn Maxwell

Name: Ronn Maxwell

Title: Founder and Chairman

Dated:

By: KPN Advisors, LLC

Title: Chief Executive Officer & Chief Financial Officer