

IN THE CIRCUIT COURT OF COLE COUNTY, MISSOURI

STATE OF MISSOURI, ex rel.)
MISSOURI AUTOMOBILE DEALERS)
ASSOCIATION,)
3322 American Drive)
Jefferson City, MO 65109,)
)
and)
)
REUTHER FORD, INC.,)
1325 McNutt)
Herculaneum, MO 63048,)
)
and)
)
OSAGE INDUSTRIES, INC.,)
194 Twin Ridge Road)
Linn, MO 65051,)
)
Plaintiffs/Relators,)
)
vs.)
)
NIA RAY, Director,)
Missouri Department of Revenue,)
Serve at: Harry S Truman Office Building,)
Room 670)
Jefferson City, MO 65101,)
)
and)
)
THE MISSOURI DEPARTMENT OF REVENUE,)
Serve at: Harry S Truman Office Building,)
Room 670)
Jefferson City, MO 65101,)
)
Defendants/Respondents,)
)
WITH NOTICE TO:)
)
THE HONORABLE CHRIS KOSTER,)
Attorney General, State of Missouri,)
Serve at: Supreme Court Building)
Jefferson City, MO 65101.)

Case No. _____

Division No. _____

**PETITION FOR DECLARATORY JUDGMENT
AND WRIT OF PROHIBITION**

COME NOW Plaintiffs/Relators Missouri Automobile Dealers Association (“MADA”), Reuther Ford, Inc. (“Reuther Ford”) and Osage Industries, Inc. (“Osage Industries”) and file this Petition for Declaratory Judgment and Writ of Prohibition. As grounds, Plaintiffs/Relators state:

INTRODUCTION

This lawsuit challenges the granting and renewal of new motor vehicle dealer licenses by the Respondents, where the statutory requirements for issuing and renewing those licenses were plainly not met. For many years, new motor vehicles have been sold in Missouri using a tried-and-true structure: manufacturers do not sell cars themselves, but do so through a network of licensed dealers. This structure of separate roles for manufacturers and dealers is established by statute and reflects wise public policy. Customers have a locally-owned business to turn to for service, resolution of problems with their vehicle and other concerns. It is far easier for a customer to deal with a problem vehicle through a local dealer than a large corporation that could be anywhere in the world. The dealer system promotes competition and fair pricing for consumers. For example, if a customer wants to buy a particular make and model, he or she can bargain with multiple dealers to get the best price.

Although the statutes are clear and unambiguous that an applicant can obtain a dealer license only when all the statutory requirements are met, the Respondents failed to follow them. They issued and renewed a dealer license to an entity that is not a dealer at

all. The entity, Tesla Motors, Inc., is a manufacturer with a company-owned store (not, by any means, a “dealership”) in University City, Missouri. The law is plain that a dealer license holder must be the franchisee of a manufacturer; Tesla Motors, Inc. is not. The law is plain that an applicant for a dealer license must file a franchise agreement; Tesla Motors, Inc. did not (because no such document exists). The law is plain that a dealer license shall be issued only where the operation is a “bona fide dealer” meeting physical plant requirements; Tesla Motors, Inc. is not.

Because no license should ever have been issued to Tesla Motors, Inc., and because it should not have been renewed, Relators bring this lawsuit to obtain a declaration that the law means what it says, to prohibit the Respondents from continuing to issue unlawful licenses, to vindicate the equal protection rights of the Relators, and to seek redress for the unpromulgated policy statement permitting licensure.

PARTIES

1. MADA is the largest professional association of motor vehicle dealers in Missouri. Its predecessor organization was founded in 1939, and it has represented the interests of automobile dealers since then.
2. MADA includes 381 “franchise” members, which is approximately 99% of all new motor vehicle dealers in the State of Missouri. Every MADA “franchise member” has entered into a franchise agreement with a motor vehicle franchisor.
3. In addition to “franchise members,” MADA has associate members. Associate members include used car dealers, banks, professional firms and others with an interest in the motor vehicle industry.

4. MADA is organized as a Missouri nonprofit corporation, organized under Chapter 355 of the Revised Statutes of Missouri and is in good standing.

5. The purposes of MADA, as stated in its constitution, include the following:

ARTICLE III

Purpose of the Corporation

The purposes for which the corporation is organized shall be as follows:

- A) 1. Promoting the welfare of those engaged in the automobile business in the State of Missouri.
 - 2. Acquiring, preserving and disseminating information of educational and scientific value pertaining to all branches of the automobile business.
- B) Providing for the non-profit education of
 - 1. Those persons engaged in the sale, marketing, promotion, delivery and repair of motor vehicles in the best and most scientific methods of performing those functions.
 - 2. The sellers and users of motor vehicles in the best and most scientific utilization of motor vehicles.
 - 3. The general public in the use and benefits of motor vehicles.
- C) Engaging in non-profit scientific and educational activities as a commercial and trade association and business league in connection with the sale, marketing promotion and delivery repair and use of motor vehicles.
- D) Promoting the spirit of cooperation among its members and cooperating with the National Automobile Dealers Association and other organizations; and studying the interests of the general public with a view towards maintaining its confidence and good will.
- E) Endeavoring at all times to raise the standard of ethics and practices of the automobile business to the highest degree.

F) The Association shall have the power to enter into, or carry out or enforce any contract, agreement or transaction pertinent to any of the general purposes of the Association or that may be incidental to, or may facilitate the business of the Association, and safeguard and promote the interests of the automobile industry.

6. MADA pays income, property, fuel and sales/use taxes to the State of Missouri. The taxes paid by MADA are used to fund the Missouri Department of Revenue and the Motor Vehicle Bureau within the Department of Revenue.

7. The Board of Directors of MADA has approved the filing of this lawsuit.

8. Reuther Ford is a new motor vehicle dealer licensed by Respondents and is a member of MADA. It is a family-owned vehicle dealership located in Herculaneum, Missouri.

9. Reuther Ford is owned by five Reuther family members and employs over 40 persons. Steve Reuther, the owner/dealer principal of Reuther Ford, has been in the automobile business since 1972. His family has owned automobile dealerships since approximately 1950.

10. Reuther Ford pays income, property, fuel and sales/use taxes to the State of Missouri. The taxes paid by Reuther Ford are used to fund the Missouri Department of Revenue and the Motor Vehicle Bureau within the Department of Revenue.

11. Reuther Ford complies with and is subject to the Missouri Motor Vehicle Franchise Practices Act, §§ 407.810 to 407.835, RSMo (hereinafter the “Act”). Reuther Ford is also subject to additional motor vehicle dealer requirements contained in Chapter 301, RSMo.

12. Osage Industries is a Missouri-based manufacturer of vehicles licensed as a manufacturer by Respondents. It has been in business in Osage County since 1988. It employs over 90 persons. It is a member of MADA.

13. Osage Industries manufactures ambulances built to the specifications of its customers. It sells those vehicles in Missouri only through dealers licensed as dealers by the Missouri Department of Revenue.

14. Osage Industries pays income, property, fuel, and sales/use taxes to the State of Missouri. The taxes paid by Osage Industries are used to fund the Missouri Department of Revenue and the Motor Vehicle Bureau within the Department of Revenue.

15. Respondent Nia Ray (“Director”) is the Director of the Missouri Department of Revenue (“DOR”). Her principal office is in Cole County, Missouri.

16. Respondent DOR is a department of the State of Missouri created by Article I, section 22 of the Missouri Constitution and by Section 32.028, RSMo. Its principal office is in Cole County, Missouri.

17. Respondents are responsible for licensing all motor vehicle dealers and manufacturers pursuant to the provisions of §§ 301.550 to 301.580, RSMo. *See, e.g.* § 301.553, RSMo.

JURISDICTION AND VENUE

18. This Court has jurisdiction over this case under §§ 527.010, 527.020, 530.020, 536.050 and 536.150, RSMo, and Rules 97.01 to 97.07 of the Missouri Rules of Civil Procedure.

19. Venue lies in Cole County under § 508.010.2 RSMo because the Respondents reside in Cole County.

STATUTORY BACKGROUND

20. It is unlawful for any person to engage in business as or act as a motor vehicle dealer or manufacturer without first obtaining a license from DOR. § 301.559.1, RSMo.

21. Dealer licenses expire on December 31 of the license period. § 301.559.2, RSMo.

22. When the application is for a new motor vehicle franchise dealer, the application shall be accompanied by a copy of the franchise agreement in the registered name of the dealership setting out the appointment of the applicant as a franchise holder and it shall be signed by the manufacturer, or his authorized agent, or the distributor, or his authorized agent, and shall include a description of the make of all motor vehicles covered by the franchise. § 301.559.3(3), RSMo.

23. A new motor vehicle is “any motor vehicle being transferred for the first time from a manufacturer, distributor or new vehicle dealer which has not been registered or titled in this state or any other state and which is offered for sale, barter or exchange by a dealer who is franchised to sell, barter or exchange that particular make of motor vehicle.” § 301.550.1(9), RSMo.

24. A new motor vehicle franchise dealer is “any motor vehicle dealer who has been franchised to deal in a certain make of motor vehicle by the manufacturer or distributor of that make and motor vehicle and who may, in line with conducting his

business as a franchise dealer, sell, barter or exchange used motor vehicles.”

§ 301.550.1(10), RSMo.

25. A manufacturer is “any person engaged in the manufacturing, assembling or modification of new motor vehicles or trailers as a regular business, including a person, partnership or corporation which acts for and is under the control of a manufacturer or assembly in connection with the distribution of motor vehicles or accessories for motor vehicles.” *§ 301.550.1(6), RSMo.*

26. A new motor vehicle franchise dealer is required to have a bona fide established place of business. *See § 301.560.1(1), RSMo.*

27. A bona fide established place of business for a new motor vehicle franchise dealer “shall be a permanent enclosed building or structure, either owned in fee or leased and actually occupied as a place of business by the applicant for the selling, bartering, trading, servicing, or exchanging of motor vehicles...and wherein the public may contact the owner or operator at any reasonable time, and wherein shall be kept and maintained the books, records, files and other matters required and necessary to conduct the business. The applicant's place of business shall contain a working telephone which shall be maintained during the entire registration year. In order to qualify as a bona fide established place of business for all applicants licensed pursuant to this section there shall be an exterior sign displayed carrying the name of the business set forth in letters at least six inches in height and clearly visible to the public and there shall be an area or lot which shall not be a public street on which multiple vehicles...may be displayed.”

§ 301.560.1(1), RSMo; see also 12 CSR 10-26.010(1).

28. A franchisee is a person to whom a franchise is granted. § 407.815(9), *RSMo.*

29. A franchisor is a person who grants a franchise to another person. § 407.815(10), *RSMo.*

30. Subject to limited exceptions that are not applicable in this case, a franchisor is prohibited from owning or operating a new motor vehicle dealership in Missouri. § 407.826.1, *RSMo.*

31. Subject to limited exceptions that are not applicable to this case, a franchisor is also prohibited from selling new motor vehicles to a retail consumer except through a franchisee for the line-make that includes the new motor vehicle. § 407.826.2, *RSMo.*

32. Section 407.811, *RSMo.*, states the following as the Missouri Legislature's declared public policy statement supporting the enactment of the Act:

It is declared to be the public policy of the state to provide for fair and impartial regulation of those persons engaged in the manufacturing, distributing, importing, or selling of motor vehicles. The provisions of the MVFP act shall be administered in such a manner that will promote fair dealing and honesty in the motor vehicle industry and among those engaged therein without unfair or unreasonable discrimination or undue preference or advantage. It is further declared to be the policy of the state to protect the public interest in the purchase and trade of motor vehicles so as to ensure protection against irresponsible vendors and dishonest or fraudulent sales practices and to assist, provide, and secure a stable, efficient, enforceable, and verifiable method for the distribution of motor vehicles to consumers in the state.

STATEMENT OF FACTS

33. Tesla Motors, Inc. (“Tesla”) is a foreign corporation registered to do business in Missouri.

34. Tesla holds a license issued by Respondents as a manufacturer, and it, in fact, manufactures vehicles. Tesla’s manufacturer license is not at issue in this lawsuit. As will be described below, Tesla (the very same corporate entity) also has been issued a Missouri new motor vehicle dealer license by Respondents. On information and belief, Tesla is the only entity in the State of Missouri with both a dealer and manufacturer license. The issue in this lawsuit is the unlawful granting and renewal of dealer licenses to Tesla.

35. In March 2013, April 2013, October 2013, and October 2014, DOR received Applications from Tesla on DOR Form 4682 (“Application for Dealer, Auction, or Manufacturer License and Number Plate(s)”). True and accurate copies of the April 2013, October 2013 and October 2014 Applications are attached hereto as Exhibit A.

36. On each Form 4682, Tesla asserted that its “Type of Operation” is “MV/Powersport Dealer,” and that it would sell “New MVs.” *See Exhibit A.* The address Tesla listed on the three most recent Form 4682s was 8664 Olive Blvd., Suites C & D, University City, MO 63132.

37. DOR Form 4682 requires an oath or affirmation that the “application is made to conduct business as a bona fide dealer, auction or manufacturer as provided by Sections 301.550 through 301.573, RSMo [and] that the information set forth herein is true and accurate.” *Exhibit A (capitalization in original removed).*

38. In multiple letters to DOR, Tesla has stated “Tesla Motors, Inc. is the manufacturer of TESLA vehicles and will sell its vehicles directly to the general public.”

39. On March 11, 2013, Tesla filed with DOR a document titled “FRANCHISE AGREEMENT CONFIRMATION.” A true and accurate copy of this document is attached hereto as Exhibit B.

40. The FRANCHISE AGREEMENT CONFIRMATION states that “Tesla Motors, Inc. . . authorizes Tesla Motors, Inc., to sell the following: TESLA.” The document further states: “The franchise agreement shall be effective December 31, 2012, and shall [be] non-expiring.”

41. In April 2013, Respondents issued to Tesla a new motor vehicle dealer license number, D649, and also issued to Tesla a manufacturer license, number DM368.

42. Motor vehicle dealer licenses expire on December 31. On information and belief, Respondents have renewed Tesla’s dealer licenses for 2014 and 2015.

43. Respondents’ actions in issuing Tesla dealer license number D649 and then renewing it violate the law because Tesla was never entitled to the license. Tesla’s application failed to meet the statutory requirements for a dealer license in the following respects:

- a. Tesla’s Application did not meet the requirement in Section 301.559.3(3), RSMo that the application be accompanied by a copy of the franchise agreement setting out the appointment of the applicant as a franchise holder. Tesla cannot comply with this requirement because there is no franchisor-franchisee relationship between Tesla and Tesla, nor does

Missouri law permit the franchisee and franchisor to be the same entity.

See § 407.815(10) (defining franchisor as “a person who grants a franchise to another person.”) (emphasis added).

- b. Tesla’s Application is internally inconsistent and contradictory in that one entity purports to fill two roles (dealer and manufacturer) that are mutually exclusive. *Id.*
- c. The FRANCHISE AGREEMENT CONFIRMATION document that Tesla filed with DOR is inaccurate. There is no “Franchise Agreement” between Tesla and Tesla to be “confirmed.” The document also inaccurately states effective dates for a franchise agreement that does not exist.
- d. Tesla’s Application did not establish that it meets the statutory requirement in Section 301.560.1(1), RSMo to be a bona fide dealer. The photographs that Tesla submitted with its Application reveal that the University City location contains no showroom, contains no lot on which vehicles can be displayed, has no capability for servicing vehicles, and has inadequate signage.

44. Respondents knew or should have known that Tesla failed to meet the statutory requirements for obtaining a new motor vehicle dealer license at the time the original license number D649 was granted and upon each subsequent renewal.

45. Because Tesla does not meet the requirements for a new motor vehicle dealer license, Respondents’ actions in granting and renewing license number D649 were unlawful.

**THE HARM CAUSED BY
RESPONDENTS' UNLAWFUL ACTIONS**

46. In Section 407.811 RSMo, The General Assembly has declared the public policy of the State to include the following:

- “fair and impartial regulation of those persons engaged in the manufacturing, distributing, importing or selling of motor vehicles”
- The Act “shall be administered . . . without unfair or unreasonable discrimination or undue preference or advantage.
- “protection against irresponsible vendors and dishonest or fraudulent sales practices”
- “a stable, efficient, enforceable, and verifiable method for the distribution of motor vehicles to consumers in the State”

47. Respondents’ decisions to issue and renew license number D649 violate this public policy. Respondents have created a non-level playing field where one entity—Tesla—is subject to preferential treatment and all bona fide dealers are discriminated against. Respondents have issued and renewed a dealer license on an application that is inaccurate, inconsistent and not honest. Respondents have jeopardized the stable, efficient and enforceable method of distribution of motor vehicles that the statutes require.

48. Relators have a legally-protectable interest in the consistent, fair, nondiscriminatory, non-preferential administration of the motor vehicle laws of the State. Relators and MADA’s members are aggrieved because Respondents require them to comply with statutory requirements, and Respondents do not require Tesla to comply with those same requirements.

49. Reuther Ford and all other dealers are aggrieved by the unlawful actions of Respondents because they are subject to the statutory requirements for a dealer license and their competitor Tesla is not. The acts by Respondents have created an arbitrary, capricious, unreasonable regulatory structure that is unlawful.

50. Osage Industries and all other manufacturers are aggrieved by the unlawful actions by Respondents because they can only sell vehicles through a dealer and Tesla is permitted to sell directly to the public. The acts by Respondents have created an arbitrary, capricious, unreasonable regulatory structure that is unlawful.

51. The members of MADA are aggrieved by the unlawful actions by Respondents for the same reasons as Reuther Ford and Osage Industries. Individual members of MADA have the authority and aggrievement necessary to bring this suit.

52. Absent the requested relief, any manufacturer could evade Missouri law by obtaining new motor vehicle licenses from the Respondents without adhering to all of the requirements of the applicable licensing laws, including, but not limited to, establishing a bona fide place of business and selling through a dealer holding a valid franchise agreement with the manufacturer.

53. Respondents' decisions to grant a license to Tesla and renew it in violation of Missouri law will encourage other vehicle manufacturers to disregard the requirements to sell vehicles through properly licensed Missouri dealers which are operating pursuant to a valid franchise agreement with their manufacturer.

54. Respondents' conduct harms dealers throughout Missouri, whose business depends on Respondents requiring all manufacturers to comply equally with Missouri

law, by “unleveling” the playing field on which franchise dealers currently operate and compete.

55. Respondents’ conduct harms manufacturers by permitting Tesla to sell directly to the public when other manufacturers cannot.

56. Relators are each further aggrieved as taxpayers because the Respondents have expended public taxpayer funds with regard to license number D649, and will continue to do so each year that Tesla applies for license renewal.

57. Relators are further aggrieved as entities adversely affected by Respondents’ policy decision to issue dealer licenses under new, less stringent requirements. On information and belief, Respondents would apply this new policy to any applicant presenting the same facts as Tesla did. This pleading constitutes notice under Section 536.021.9, RSMo that Relators contend that Respondents acted upon a statement of general applicability which should have been adopted as a rule, and that Relators will seek attorneys’ fees and expenses.

COUNT ONE – DECLARATORY JUDGMENT

58. Paragraphs 1 through 57 are incorporated by reference as if separately stated in this Count.

59. This Court has the power to issue a declaratory judgment where a person’s legal rights under a statute are in question. § 527.020, RSMo.

60. The actions of Respondents in issuing and renewing license D649 directly and adversely impact Relators and, in the case of MADA, its members, and call into question the rights of Relators and all new auto dealers and manufacturers in that a new

regulatory standard has apparently been created. This court's declaration of the requirements for licensure will terminate the controversy described herein.

WHEREFORE, Relators respectfully pray for the following relief:

1. That the Court declare that the applicable statutory scheme does not permit the issuance of a new motor vehicle dealer license where the entity licensed is not a franchise, has not entered into a franchise agreement and/or does not meet the physical plant requirements to be a bona fide Missouri dealer.
2. Such other relief as the court may grant.

COUNT TWO – WRIT OF PROHIBITION

61. Paragraphs 1 through 60 are incorporated by reference as if separately stated in this Count.

62. This Court has the authority to issue a writ of prohibition to prevent the unlawful exercise power by a state agency and/or its officers and employees.

63. The writ of prohibition should issue for all the reasons set forth in this Petition. In addition, Relators and members of MADA will suffer absolute and irreparable harm that will escape review on appeal and considerable hardship and expense in the absence of the relief requested in this Petition.

64. Under the applicable statutes, the granting or denying of applications for licensure is a ministerial duty to be performed without discretion. In this case, the Respondents had no authority to do anything other than deny the original dealer license application filed by Tesla and deny all renewal applications. By granting those applications, Respondents breached this ministerial duty.

65. Depending on the Court's rulings on other counts, prohibition may be the only remedy available to Relators to correct the wrongs committed by Respondents.

66. Suggestions in Support of this Count Two are filed herewith.

WHEREFORE, Relators respectfully pray for the following relief:

1. A preliminary order in prohibition ordering the Respondents to respond to this Count Two within 30 days.

2. A permanent order in prohibition barring Respondents from renewing license number D649, or issuing any new motor vehicle dealer license bearing another number, to Tesla.

3. A permanent order in prohibition barring Respondents from issuing or renewing any new motor vehicle dealer license to any entity that is not a franchisee or that does not file with DOR a franchise agreement.

4. Such other relief as may be just and proper.

COUNT THREE –VIOLATION OF EQUAL PROTECTION

67. Paragraphs 1 through 66 are incorporated by reference as if separately stated in this Count.

68. Article I, section 2 of the Constitution of Missouri provides that all persons are entitled to equal rights and opportunities of the law, and that the State of Missouri and its officers may not abridge those rights.

69. Relator Reuther Ford and MADA's franchise members are similarly situated to Tesla in its role as a "dealer" and have been denied equal protection and equal

rights by the preferential, unfair and discriminatory treatment by Respondents described herein.

70. Relator Osage Industries and MADA's associate members are similarly situated to Tesla in its role as a "manufacturer" and have been denied equal protection and equal rights by the preferential, unfair and discriminatory treatment by Respondents described herein.

71. In effect, Respondents have created a new preferential class of one entity – Tesla. That class is defined as "vehicle manufacturers who sell directly to the public with no franchise agreement, no franchisor-franchisee relationship, and no bona fide dealership." This new class of one does not have to comply with the same statutory standards that Relators must meet.

72. Relators and MADA's franchise members are, by definition excluded from this new preferred class, and are harmed by having to comply with statutory standards that Tesla does not have to meet.

WHEREFORE, Relators respectfully pray for:

1. An order finding that Respondents have violated Relators' entitlement to equal rights under the law, and barring Respondents from renewing license number D649 or any new motor vehicle dealer license bearing another number to Tesla.
2. An order barring Respondents from issuing or renewing any new motor vehicle dealer license to any entity that is not a franchisee or that does not file with DOR a franchise agreement.
3. Such other relief as may be just and proper.

**COUNT FOUR – FAILURE TO PROMULGATE
RULES IN VIOLATION OF SECTION 536.021, RSMo**

73. Paragraphs 1 through 72 are incorporated by reference as if separately stated in this Count.

74. By statute, any “agency statement of general applicability that implements, interprets, or prescribes law or policy or that describes the organization, procedure or practice requirements of any agency” must be promulgated as a rule using the notice and comment procedures in Chapter 536, RSMo. §§ 536.010(6), 536.021, *RSMo Supp. 2009*.

75. By statute, any agency action that should be promulgated as a rule but is not is null, void and unenforceable. § 536.021, *RSMo Supp. 2009*.

76. The decision to effectively amend the laws of the State to permit issuance of a new motor vehicle dealer license to an entity that is not a franchisee and has no franchise agreement is a statement of general applicability and public policy that should have been promulgated as a rule.

WHEREFORE, Relators respectfully pray for the following relief:

1. A declaration that the action of the Respondents in adopting a new standard for licensing dealers is null, void and without legal effect.

2. An order barring Respondents from renewing D649 or any new motor vehicle dealer license bearing a different number, to Tesla.

3. An order barring Respondents from issuing or renewing any new motor vehicle dealer license to any entity that is not a franchisee or that does not file with DOR a franchise agreement.

4. Their attorneys' fees and expenses.

Respectfully submitted,

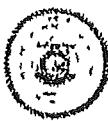
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COUNSEL FOR PLAINTIFFS/RELATORS STATE
ex rel. MISSOURI AUTOMOBILE DEALERS
ASSOCIATION, et al.



MISSOURI DEPARTMENT OF REVENUE
MOTOR VEHICLE BUREAU - DEALER LICENSING SECTION
(573) 526-3669
APPLICATION FOR DEALER, AUCTION, OR MANUFACTURER
LICENSE AND NUMBER PLATE(S)

IMPORTANT NOTICE!
Inspection/Certification required.

FORM
4682
(REV 9 2011)

IMPORTANT Any false statement in this application is a violation of the law and may be punished by fine or imprisonment or both. NOTE You must make a minimum of six sales per year to be eligible for renewal				LICENSE NUMBER (DOR USE)	LICENSE YEAR (DOR USE)				
				cl649	2013				
RETURN COMPLETED APPLICATION TO: MOTOR VEHICLE BUREAU, DEALER LICENSING SECTION, P O BOX 43, 301 WEST HIGH, ROOM 370, JEFFERSON CITY, MISSOURI 65105									
1 BUSINESS NAME: Tesla Motors Inc 2 STREET (PHYSICAL ADDRESS): 8664 Olive Blvd., Suites C & D CITY: University City STATE: MO ZIP CODE: 63132 COMPLETE IF MAIL TO ADDRESS IS DIFFERENT THAN ABOVE (REQUIRES LETTER FROM POSTAL AUTHORITY): STREET: CITY:				3 NEW DEALERS RECORD ESTIMATE ANNUAL SALES QUANTITY: 50 <small>ALL APPLICANTS RECORD NUMBER OF PLATES REQUIRED BY TYPE BASED ON PREVIOUS SALES/SALE ESTIMATES</small> MOTOR VEHICLE: 3 POWER SPORT: RV: TRAILER: BOAT: BOAT TRAILER: LICENSURE FEES: \$150.00 PLATE FEES: 50.00 CRIMINAL RECORD CHECK FEES: \$50.00 TOTAL: \$250.00					
4 TYPE OF OPERATION(S) (YOU MAY CHECK MULTIPLE BOXES UNLESS YOU ARE A MANUFACTURER OR AUCTION): <input checked="" type="checkbox"/> A MV/POWERSPORT DEALER <input type="checkbox"/> B BOAT DEALER <input type="checkbox"/> C MANUFACTURER <input type="checkbox"/> D WHOLESALE MV DEALER <input type="checkbox"/> F BOAT MANUFACTURER <input type="checkbox"/> E WHOLESALE MV AUCTION <input type="checkbox"/> G PUBLIC MV AUCTION <input type="checkbox"/> H TRAILER DEALER									
5 TYPE OF UNITS TO BE SOLD/MANUFACTURED (CHECK ALL THAT APPLY): <input checked="" type="checkbox"/> A NEW MVS <input type="checkbox"/> B USED MVS <input type="checkbox"/> C VEHICLE BODIES/CONVERSIONS <input type="checkbox"/> D BOATS <input type="checkbox"/> E NEW/USED TRAILERS <input checked="" type="checkbox"/> F NEW/USED POWERSPORTS <input type="checkbox"/> I NEW/USED BOAT TRAILERS <input type="checkbox"/> J RECREATIONAL MVS <input type="checkbox"/> K HISTORIC MVS <input type="checkbox"/> L CLASSIC MVS <input type="checkbox"/> M EMERGENCY VEHICLES									
6 (CHECK ONE): <input checked="" type="checkbox"/> BOND <input type="checkbox"/> IRREVOCABLE LETTER OF CREDIT NUMBER: 57BSBGK5095 COMPANY: Hartford Fire Insurance Company EXP DATE: N/A / EXPIRED									
7 LIST FACTORY FRANCHISE TRADE NAMES AND EXPIRATION DATES (ATTACH COPY OF FACTORY FRANCHISE AGREEMENT) CHECK ALL THE CODES WHICH APPLY TO THE FRANCHISE: P - PASSENGER T - TRUCK RV BUS M - POWERSPORT (NOT NEEDED FOR TRAILERS AND ATVS)									
MAKE	EXP MO/YR	P	T	M	MAKE	EXP MO/YR	P	T	M
1 Tesla	n o / e x p	✓		2					
3	— / —			4					
5	— / —			6					
7	— / —			8					
8 TYPE OF OWNERSHIP: <input type="checkbox"/> 1 INDIVIDUAL <input type="checkbox"/> 2 PARTNERSHIP <input checked="" type="checkbox"/> 3 CORPORATION (STATE OF INCORPORATION): D - E <input type="checkbox"/> 4 LIMITED LIABILITY CORP <input type="checkbox"/> 5 OTHER									
9 HAVE YOU PLEAD GUILTY OR BEEN FOUND GUILTY OF A CRIMINAL OFFENSE WITHIN THE PAST 10 YEARS? <input type="checkbox"/> YES <input checked="" type="checkbox"/> NO									
10 HAS YOUR DEALER/AUCTION/MANUFACTURER'S REGISTRATION EVER BEEN DENIED, SUSPENDED OR REVOKED? <input type="checkbox"/> YES <input checked="" type="checkbox"/> NO <small>IF YES GIVE DETAILS ON A SEPARATE SHEET</small>									
11 ALL OWNERS, PARTNERS, CORPORATE/COMPANY OFFICERS AND REGISTERED AGENTS MUST BE LISTED BELOW (ALSO APPLIES TO OUT-OF-STATE CORPORATIONS). ATTACH EXTRA PAPER IF NEEDED FOR ADDITIONAL OWNERS									
LAST NAME	FIRST	MI/INITIAL	SOCIAL SECURITY NUMBER	BIRTHDATE	RESIDENCE ADDRESS	CITY	STATE	ZIP CODE	
Please see Attachment A									
<small>I DO SOLEMNLY SWEAR AND AFFIRM THAT THIS APPLICATION IS MADE TO CONDUCT BUSINESS AS A BONA FIDE DEALER, AUCTION, OR MANUFACTURER AS PROVIDED BY SECTIONS 301.560 THROUGH 301.573 RSMo. THAT THE INFORMATION SET FORTH HEREIN IS TRUE AND ACCURATE AND THAT I HAVE THE AUTHORITY TO PROVIDE ALL SUCH INFORMATION AND TO SIGN THIS APPLICATION. THIS SHALL FURTHER CERTIFY THAT THE BUSINESS SHALL MAINTAIN DURING THE ENTIRE PERIOD OF REGISTRATION FINANCIAL RESPONSIBILITY FOR EVERY MOTOR VEHICLE IT OWNS, LICENSES OR OPERATES ON THE STREETS AND HIGHWAYS.</small>									
12 SIGNATURE OF APPLICANT: <i>[Signature]</i>									
13 INSPECTION/CERTIFICATION REQUIRED? INSPECTION/CERTIFICATION — SEE REVERSE SIDE FOR WHO MUST COMPLETE THIS SECTION <small>I CERTIFY THAT I HAVE PHYSICALLY INSPECTED THE ABOVE LOCATION AND THAT THE APPLICANT'S BUSINESS QUALIFIES AS A BONA FIDE PLACE OF BUSINESS FOR MANUFACTURING, SELLING, OR AUCTIONING MOTOR VEHICLES, POWERSPORTS, TRAILERS AND/OR BOATS.</small>									
DATE APPROVED	NAME AND RANK	DEPARTMENT/UNIT APPROVING	DATE APPROVED						
04/17/2013	<i>Dat Kevin Finsen</i>	STLCC PA/A.C.U.	04/18/2013						
REASON FOR DISAPPROVAL:									
DEPARTMENT USE ONLY:									
AA KEY	APPLICATION FOR DEALER LICENSE	DATE REQUESTED	REJECTED BY	LICENSE APPROVAL DATE	APPROVED BY	DATE KEPT	PERIOD		
YES				04/23	CM				
NUMBER OF PLATES PICKED UP	MOTOR VEHICLE	POWERSPORT	BOAT	BOAT TRAILER	RV	TRAILER	MANUFACTURER		



MISSOURI DEPARTMENT OF REVENUE
MOTOR VEHICLE BUREAU - DEALER LICENSING SECTION
(573) 526-3669

**APPLICATION FOR DEALER, AUCTION, OR MANUFACTURER
LICENSE AND NUMBER PLATE(S)**

IMPORTANT NOTICE!	
Inspection/Certification required	

FORM

4682

(REV 9-2011)

IMPORTANT Any false statement in this application is a violation of the law and may be punished by fine or imprisonment or both. NOTE You must make a minimum of six sales per year to be eligible for renewal	LICENSE NUMBER (DOR USE) DL649	LICENSE YEAR (DOR USE) 2014
--	--	---------------------------------------

**RETURN COMPLETED APPLICATION TO
MOTOR VEHICLE BUREAU, DEALER LICENSING SECTION, P O BOX 43, 301 WEST HIGH, ROOM 370, JEFFERSON CITY, MISSOURI 65105**

1 BUSINESS NAME Tesla Motors, Inc	TELEPHONE (314) 872-9945			3 NEW DEALERS RECORD ESTIMATE ANNUAL SALES QUANTITIES		
STREET (PHYSICAL ADDRESS) 8664 Olive Blvd , Suites C & D		STATE MO	ZIP CODE 63132	ALL APPLICANTS RECORD NUMBER OF PLATES REQUIRED BY TYPE BASED ON PREVIOUS SALES/SALES ESTIMATES		
CITY University City		COUNTY St Louis		MOTOR VEHICLE 3	POWER SPORT	
COMPLETE IF MAIL TO ADDRESS IS DIFFERENT THAN ABOVE (REQUIRES LETTER FROM POSTAL AUTHORITY)				RV	TRAILER	
2 BUSINESS NAME				BOAT	BOAT TRAILER	
STREET		LICENSURE FEES \$150 00	PLATE FEES \$71 00	CRIMINAL RECORD CHECK FEES \$36 50 TOTAL \$257 50		
CITY		STATE	ZIP CODE			

4 TYPE OF OPERATION(S) (YOU MAY CHECK MULTIPLE BOXES UNLESS YOU ARE A MANUFACTURER OR AUCTION)

- A MV/POWERSPORT DEALER B BOAT DEALER C MANUFACTURER D WHOLESALE MV DEALER E BOAT MANUFACTURER
 F WHOLESALE MV AUCTION G PUBLIC MV AUCTION H TRAILER DEALER

5 TYPE OF UNITS TO BE SOLD/MANUFACTURED (CHECK ALL THAT APPLY)

- A NEW MVs B USED MVs C VEHICLE BODIES/CONVERSIONS D BOATS E NEW/USED TRAILERS G NEW/USED POWERSPORTS
 I NEW/USED BOAT TRAILERS J RECREATIONAL MVs K HISTORIC MVs L CLASSIC MVs M EMERGENCY VEHICLES

6 (CHECK ONE)

BOND IRREVOCABLE LETTER OF CREDIT NUMBER _____ COMPANY _____ EXP DATE _____

7 LIST FACTORY FRANCHISE TRADE NAMES AND EXPIRATION DATES (ATTACH COPY OF FACTORY FRANCHISE AGREEMENT CHECK ALL THE CODES WHICH APPLY TO THE FRANCHISE)
P - PASSENGER T - TRUCK RV BUS M - POWERSPORT (NOT NEEDED FOR TRAILERS AND ATV'S)

	MAKE	EXP MO/YR	P	T	M	MAKE	EXP MO/YR	P	T	M
1	TESLA	n o / e x p	✓			2	/			
3		/				4	/			
5		/				6	/			
7		/				8	/			

8 TYPE OF OWNERSHIP 1 INDIVIDUAL 2 PARTNERSHIP 3 CORPORATION (STATE OF INCORPORATION) D E 4 LIMITED LIABILITY CORP 5 OTHER

9 HAVE YOU PLEAD GUILTY OR BEEN FOUND GUILTY OF A CRIMINAL OFFENSE WITHIN THE PAST 10 YEARS? YES NO

10 HAS YOUR DEALER/AUCTION/MANUFACTURER'S REGISTRATION EVER BEEN DENIED SUSPENDED OR REVOKED? YES NO IF YES GIVE DETAILS ON A SEPARATE SHEET

11 ALL OWNERS, PARTNERS, CORPORATE/COMPANY OFFICERS AND REGISTERED AGENTS MUST BE LISTED BELOW (ALSO APPLIES TO OUT-OF-STATE CORPORATIONS)
ATTACH EXTRA PAPER IF NEEDED FOR ADDITIONAL OWNERS

LAST NAME	FIRST	M INITIAL	SOCIAL SECURITY NUMBER	BIRTHDATE	RESIDENCE ADDRESS	CITY	STATE	ZIP CODE
1 Ahuja	Deepak		[REDACTED]			Palo Alto	CA	94303
2				/				
3				/				
4				/				

I DO SOLEMNLY SWEAR AND AFFIRM THAT THIS APPLICATION IS MADE TO CONDUCT BUSINESS AS A BONA FIDE DEALER, AUCTION, OR MANUFACTURER AS PROVIDED BY SECTIONS 301.550 THROUGH 301.573 RSMo THAT THE INFORMATION SET FORTH HEREIN IS TRUE AND ACCURATE AND THAT I HAVE THE AUTHORITY TO PROVIDE ALL SUCH INFORMATION AND TO SIGN THIS APPLICATION THIS SHALL FURTHER CERTIFY THAT THE BUSINESS SHALL MAINTAIN DURING THE ENTIRE PERIOD OF REGISTRATION FINANCIAL RESPONSIBILITY FOR EVERY MOTOR VEHICLE IT OWNS, LICENSES OR OPERATES ON THE STREETS AND HIGHWAYS

12 SIGNATURE OF APPLICANT

DATE
10/01/2013

13 INSPECTION/CERTIFICATION REQUIRED? **INSPECTION/CERTIFICATION — SEE REVERSE SIDE FOR WHO MUST COMPLETE THIS SECTION** I CERTIFY THAT I HAVE PHYSICALLY INSPECTED THE ABOVE LOCATION AND THAT THE APPLICANT'S BUSINESS QUALIFIES AS A BONA FIDE PLACE OF BUSINESS FOR MANUFACTURING, SELLING OR AUCTIONING MOTOR VEHICLES, POWERSPORTS, TRAILERS AND/OR BOATS

DATE APPROVED	NAME AND RANK	DEPARTMENT/TROOP/DISTRICT	BADGE NO
DATE DISAPPROVED	NAME AND RANK	DEPARTMENT/TROOP/DISTRICT	BADGE NO

REASON FOR DISAPPROVAL

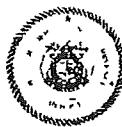
DEPARTMENT USE ONLY

WALK IN	SIGNATURE FOR P-LATE PICK UP	DATE REJECTED	REJECTED BY	LICENSE APPROVAL DATE	APPROVED BY	DATE KEYED	KEYED BY
YES					JW		
NUMBER OF PLATES PICKED UP	MOTOR VEHICLE	POWERSPORT	BOAT	BOAT TRAILER	RV	TRAILER	MANUFACTURER
							12-30-13

MO 880-0303 (9-2011)

more Sales

*lot
Bond et
this ok*



MISSOURI DEPARTMENT OF REVENUE
MOTOR VEHICLE BUREAU - DEALER LICENSING SECTION
(573) 526-3669

**APPLICATION FOR DEALER, AUTO POWERSPORTS & BOAT DEALER
LICENSE AND NUMBER PLATE(S)**

Motor Vehicle Bureau

OCT 24 2014

IMPORTANT NOTICE!

Inspection/Certification

Required

FORM

4682

(REV 11-2013)

IMPORTANT Any false statement in this application is a violation of the law and may be punished by fine or imprisonment or both. NOTE You must make a minimum of six sales per year to be eligible for renewal

LICENSE NUMBER (DOR USE)

Die49

LICENSE YEAR (DOR USE)

2015

RETURN COMPLETED APPLICATION TO
MOTOR VEHICLE BUREAU, DEALER LICENSING SECTION, P O BOX 43, 301 WEST HIGH, ROOM 370, JEFFERSON CITY, MISSOURI 65105

1 BUSINESS NAME Tesla Motors, Inc		TELEPHONE (314) 872-9946							
STREET (PHYSICAL ADDRESS) 8664 Olive Blvd, Ste C & D		STATE MO	ZIP CODE 63132	COUNTY St. Louis County					
COMPLETE IF MAIL TO ADDRESS IS DIFFERENT THAN ABOVE (REQUIRES LETTER FROM POSTAL AUTHORITY)									
2 BUSINESS NAME Tesla Motors, Inc		STATE MO	ZIP CODE 63132	BACKGROUND CHECK FEES 0					
STREET 8664 Olive Blvd, Ste C & D		STATE MO	ZIP CODE 63132	LICENSURE FEES 150.00					
CITY University City		STATE MO	ZIP CODE 63132	PLATE FEES 71					
3 NEW DEALERS RECORD ESTIMATE ANNUAL SALES QUANTITIES 125 ALL APPLICANTS RECORD NUMBER OF PLATES REQUIRED BY TYPE BASED ON PREVIOUS SALES/SALES ESTIMATES									
MOTOR VEHICLE		POWER SPORT							
RV		TRAILER							
BOAT		BOAT TRAILER							
4 TYPE OF OPERATION(S) (YOU MAY CHECK MULTIPLE BOXES UNLESS YOU ARE A MANUFACTURER OR AUCTION)									
<input checked="" type="checkbox"/> A MV/POWERSPORT DEALER <input type="checkbox"/> B BOAT DEALER <input type="checkbox"/> C MANUFACTURER <input type="checkbox"/> D WHOLESALE MV DEALER <input type="checkbox"/> E BOAT MANUFACTURER <input type="checkbox"/> F WHOLESALE MV AUCTION <input type="checkbox"/> G PUBLIC MV AUCTION <input type="checkbox"/> H TRAILER DEALER									
5 TYPE OF UNITS TO BE SOLD/MANUFACTURED (CHECK ALL THAT APPLY)									
<input checked="" type="checkbox"/> A NEW MVS <input checked="" type="checkbox"/> B USED MVS <input type="checkbox"/> C VEHICLE BODIES/CONVERSIONS <input type="checkbox"/> D BOATS <input type="checkbox"/> E NEW/USED TRAILERS <input type="checkbox"/> G NEW/USED POWERSPORTS <input type="checkbox"/> I NEW/USED BOAT TRAILERS <input type="checkbox"/> J RECREATIONAL MVS <input type="checkbox"/> K HISTORIC MVS <input type="checkbox"/> L CLASSIC MVS <input type="checkbox"/> M EMERGENCY VEHICLES									
6 (CHECK ONE)									
<input checked="" type="checkbox"/> BOND <input type="checkbox"/> IRREVOCABLE LETTER OF CREDIT NUMBER _____ COMPANY _____ EXP DATE 12/31/9999									
7 LIST FACTORY FRANCHISE TRADE NAMES AND EXPIRATION DATES (ATTACH COPY OF FACTORY FRANCHISE AGREEMENT CHECK ALL THE CODES WHICH APPLY TO THE FRANCHISE) P - PASSENGER T - TRUCK RV BUS M - POWERSPORT (NOT NEEDED FOR TRAILERS AND ATVS)									
MAKE	EXP MO/YR	P	T	M	MAKE	EXP MO/YR	P	T	M
1 Tesla	10/0/2014	✓		2		1			
3	1			4		1			
5	1			5		1			
7	1			8		1			
8 TYPE OF OWNERSHIP <input type="checkbox"/> 1 INDIVIDUAL <input type="checkbox"/> 2 PARTNERSHIP <input checked="" type="checkbox"/> 3 CORPORATION (STATE OF INCORPORATION) DE <input type="checkbox"/> 4 LIMITED LIABILITY CORP <input type="checkbox"/> 5 OTHER									
9 HAVE YOU PLEAD GUILTY OR BEEN FOUND GUILTY OF A CRIMINAL OFFENSE WITHIN THE PAST 10 YEARS? <input type="checkbox"/> YES <input checked="" type="checkbox"/> NO									
10 HAS YOUR DEALER/AUCTION/MANUFACTURER'S REGISTRATION EVER BEEN DENIED SUSPENDED OR REVOKED? <input type="checkbox"/> YES <input checked="" type="checkbox"/> NO IF YES GIVE DETAILS ON A SEPARATE SHEET									
11 ALL OWNERS, PARTNERS, CORPORATE/COMPANY OFFICERS AND REGISTERED AGENTS MUST BE LISTED BELOW (ALSO APPLIES TO OUT-OF-STATE CORPORATIONS) ATTACH EXTRA PAPER IF NEEDED FOR ADDITIONAL OWNERS									
LAST NAME	FIRST	M INITIAL	SOCIAL SECURITY NUMBER	BIRTHDATE	RESIDENCE ADDRESS	CITY	STATE	ZIP CODE	
Nielsen	Zean		[REDACTED]			Wilmette	IL	60091	
2									
3									
4									
I DO SOLEMNLY SWEAR AND AFFIRM THAT THIS APPLICATION IS MADE TO CONDUCT BUSINESS AS A BONA FIDE DEALER, AUCTION OR MANUFACTURER AS PROVIDED BY SECTIONS 301.550 THROUGH 301.573 RSMo. THAT THE INFORMATION SET FORTH HEREIN IS TRUE AND ACCURATE AND THAT I HAVE THE AUTHORITY TO PROVIDE ALL SUCH INFORMATION AND TO SIGN THIS APPLICATION. THIS OPERATES ON THE STREETS AND HIGHWAYS.									
12 SIGNATURE OF APPLICANT						DATE			
<i>Zean Nielsen</i>						10/22/2014			
13 INSPECTION/CERTIFICATION REQUIRED?		INSPECTION/CERTIFICATION — SEE REVERSE SIDE FOR WHO MUST COMPLETE THIS SECTION. I CERTIFY THAT I HAVE PHYSICALLY INSPECTED THE ABOVE LOCATION AND THAT THE APPLICANT'S BUSINESS QUALIFIES AS A BONA FIDE PLACE OF BUSINESS FOR MANUFACTURING, SELLING OR AUCTIONING MOTOR VEHICLES, POWERSPORTS, TRAILERS AND/OR BOATS							
DATE APPROVED		NAME AND RANK				DEPARTMENT/WORK DISTRICT	BADGE NO		
DATE DISAPPROVED		NAME AND RANK				DEPARTMENT/WORK DISTRICT	BADGE NO		
REASON FOR DISAPPROVAL									
DEPARTMENT USE ONLY									
WALK-IN	SIGNATURE FOR PLATE PICK UP			DATE REJECTED	RE ECTED BY	LICENSE APPROVAL DATE	APPROVED BY	DATE KEYED	KEYED BY
YES						TW 11-10-14			
NUMBER OF PLATES PICKED UP	MOTOR VEHICLE	POWERSPORT	BOAT	BOAT/TRAILER	RV	TRAILER	MANUFACTURER		
SKV	Sales	PSV							

OK to
Renew per
Steve H.
11-16-14

FRANCHISE AGREEMENT CONFIRMATION

RECEIVED

Mail to Motor Vehicle Bureau
Dealer Licensing Section
Post Office Box 43
Jefferson City, MO 65105-0043

MAR 11 2013

Motor Vehicle Bureau

Tesla Motors, Inc., 3500 Deer Creek Road, Palo Alto, CA 94304
(Franchisor's name and address)

authorizes Tesla Motors, Inc. to sell the following: TESLA
(Dealership's name)

(list any make(s) and or model(s) of vehicles)

The franchise agreement shall be effective December 31, 2012, and
shall expire NON-EXPIRING, 20 (Franchise agreement can
be listed as "non-expiring" or must list an expiration date)

The franchise agreement may be canceled by an authorized representative of the
franchisor giving written notice stating the date of cancellation, to the
Dealer Licensing Section, Missouri Department of Revenue, at least thirty
(30) days prior to cancellation of the franchise agreement.

Authorized Franchised Dealer

Tesla Motors, Inc

(Name)

Dealer number Pending

(Agent/owner of dealership)

8664 Olive Blvd, Suites C & D

(Address)

University City, MO 63132

(City, State, and Zip code)

Dated this 31st day of January, 2013

Agent of Franchisor/Manufacturer

N. Lewis

(Sign and date)