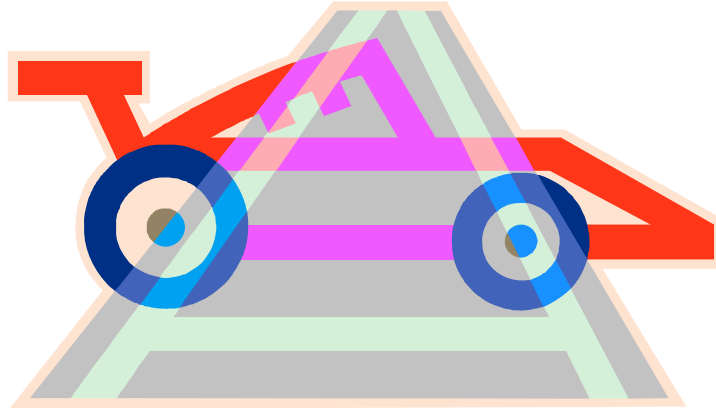


TRI-STATE AUTO AUCTION, LLC



www.tsaaonline.com

DEALER REGISTRATION

RETURN BY:

- FAX: (608) 744-7425
- MAIL: P.O. Box 735, CUBA CITY, WI 53807
 - HAND DELIVER
- EMAIL: tsaa@yousq.net

TRI STATE AUTO AUCTION, LLC

1911 HIGHWAY 80 SOUTH - P .O. BOX 735 - CUBA CITY, WI 53807

Phone (800) 356-0625 - Fax (608) 744-7425 - tsaonline.com

Please provide us with the following information to complete your application:

*** DEALER NUMBER: _____

*** COPY OF DEALERS LICENSE

*** COPY OF WISCONSIN BUYER'S LICENSE (see page 10 and 11)

*** COPY OF DRIVERS LICENSE

*** SALES TAX NUMBER: _____

*** BANKING INFORMATION COVERING THREE YEARS, INCLUDING ACCOUNT NUMBERS

DATE: _____

TRI STATE AUTO AUCTION, LLC

(Hereinafter Referred to As Auction)

BUSINESS INFORMATION

Name of Dealer _____ Telephone _____
(Hereinafter Referred to As Dealer)

Address _____ Fax _____

City _____ State _____ Zip _____ email address _____

Business Type Individual Partnership Corporation _____
State Incorporated

Dealer Type Used Wholesale New Franchise _____ Other _____
Make of Car Sold

DMV -Plate # _____ When Organized _____

Sales Tax # _____ Federal ID # _____

Do you expect to: Buy Sell
If you expect to buy, will you use Cash Checks *Drafts Are Not Accepted

OWNER(S) OR OFFICERS U.S. Citizen Social Security Number _____

Name _____ Home Phone _____

Address Line 1 _____

Cell Phone _____

City _____ State _____ Zip _____ Other Phone _____

OWNER(S) OR OFFICERS U.S. Citizen Social Security Number _____

Name _____ Home Phone _____

Address Line 1 _____

Cell Phone _____

City _____ State _____ Zip _____ Other Phone _____

POLICY

TRI-STATE AUTO AUCTION, LLC accepts both cash and business checks. We also offer many floor plans, i.e. – NextGear Capital, AFC, MAFS, Floor plan Xpress, and Dealer Preferred Capital. TRI-STATE AUTO AUCTION, LLC is NOT a financing company and does NOT provide a grace period for payments. When purchasing vehicles it IS UNDERSTOOD that ALL vehicles WILL be paid for the night of the sale by any of the means mentioned prior. Failure to do so could and will result in additional charges, fines, and/or prosecution by the law.

By signing the following I agree to the policy and terms mentioned above.

Printed name: _____ Signature: _____ Date: _____

CREDIT INFORMATION

Bank _____

Phone _____

Address _____

Fax _____

City _____ State _____ Zip _____

Account # _____

Official _____ How Long Doing Business _____

Credit Limit _____

Finance Company _____

Phone _____ Fax _____

Address _____

City _____ State _____ Zip _____

Account # _____

Official _____ How Long Doing Business _____ Credit Limit _____

If you have done business with either of the above for less than three years, give previous financial institution(s) name and address.

Bank _____

Finance Company _____

Address _____

Address _____

REFERENCES

Other Auction You Attend _____

How Long Registered _____

Other Auction You Attend _____

How Long Registered _____

Other Auction You Attend _____

How Long Registered _____

Other Auction You Attend _____

How Long Registered _____

Dealer or Other Business Reference _____

How Long Acquainted _____

AUTHORIZED REPRESENTATIVES

The following person or persons are duly authorized to buy and sell automobiles, to execute checks, to execute bills of sale, assignments of titles and warranties of titles on behalf of Dealer. The authority of the following persons to act on behalf of Dealer shall continue in full force and effect until terminated by Dealer in writing to the Auction. Dealer does hereby guarantee all transactions made by such persons.

Representative _____
Sample Signature _____

- Authorized to Sell Cars?
- Authorized to Sign Checks

Officer or Owner's Signature _____ Date _____

Representative _____
Sample Signature _____

- Authorized to Sell Cars?
- Authorized to Sign Checks

Officer or Owner's Signature _____ Date _____

Representative _____
Sample Signature _____

- Authorized to Sell Cars?
- Authorized to Sign Checks

Officer or Owner's Signature _____ Date _____

CONSIGNMENT POLICY

Tri-State Auto Auction, LLC will not assume any liability or responsibility for damages of: acts of God, such as but not limited to hail, tornado, wind, or any other damages that may occur to consigned vehicles out of the control of Tri-State Auto Auction, LLC.

Tri-State Auto Auction, LLC is completely secured by cyclone fence and locked after hours. The vehicles keys are locked in a safe in the office building and the building has a burglary & fire security system. When keys are in the vehicles, there are security guards on duty. The consigned vehicles are keyed on Wednesday and un-keyed Friday morning. When the vehicles are keyed, there is a security guard on site 24 hours.

By signing the following I agree to the policy and terms mentioned above

DATE _____
DATE _____

GUARANTY

In consideration of Auction allowing Dealer to buy and sell motor vehicles through Auction, the undersigned, whether one or more, personally covenant, guarantee and warrant that the title to each vehicle sold by Dealer through Auction will be good and will be free and clear of all items and encumbrances, whatsoever. The undersigned unconditionally agrees to reimburse Auction for any loss, damage, expense, or costs, including attorney's fees, incurred by Auction as a result of breach of the foregoing warranty of title as to any such motor vehicle.

The undersigned further guarantees full payment of any debts of Dealer to Auction, including any checks issued by Dealer or any of Dealer's representatives, together with any loss or expense incurred by Auction in collecting or attempting to collect such debts, including attorney's fees.

The undersigned acknowledges that Auction shall have the right to refuse to transact business with Dealer, to modify or release any and all collateral security, to extend or change time of payment and to settle or compromise with Dealer without notice to the undersigned and without discharging or affecting the liability of the undersigned hereunder. This guaranty is to be a continuing guarantee and the undersigned hereby waives notice of acceptance of this guaranty and presentment, demand, protest, and any notice of non-payment or dishonor. The undersigned shall be liable as principal debtor and not merely as surety, and the bankruptcy or any assignment in favor of Creditors of Dealer shall not affect the enforceability of this agreement.

This instrument shall bind the respective heirs, executors, administrators, and assigns of the undersigned, and shall inure to the benefit of Auction, its successors, assigns, and subrogates.

Where there is more than one signatory to this agreement each signatory shall be jointly and severally liable under this agreement.

IN WITNESS WHEREOF the undersigned have hereunto set their hands and seals this _____

Day of _____, _____.

WITNESS _____

WITNESS _____

WITNESS _____

SIGNATURE(S)

THE UNDERSIGNED DEALER AUTHORIZES TRI-STATE AUTO AUCTION, LLC TO OBTAIN CREDIT INFORMATION FROM A CREDIT BUREAU, AND ANY FINANCIAL INSTITUTION (BANK) OR TRADE CREDITOR AS WELL AS ANY OTHER CREDIT INVESTIGATION THAT PROVIDE TO ANY OTHER AUCTION REQUESTING INFORMATION REGARDING ITS PERFORMANCE, DEALER IN GOOD STANDING INFORMATION AND INFORMATION REGARDING THE DEALERS REPRESENTATIVES.

DEALER ACKNOWLEDGES RECEIPT OF TRI-STATE AUTO AUCTION, LLC AUCTIONS' POLICIES, TERMS AND CONDITIONS, WHICH SET FORTH THE TERMS AND CONDITIONS UNDER WHICH DEALER MAY CONDUCT BUSINESS AT TRI-STATE AUTO AUCTION, LLC AND BY EXECUTING AND SUBSEQUENT USE OF TRI-STATE AUTO AUCTION, LLC BUYERS CARD ISSUES TO DEALER UPON APPROVAL OF THIS DEALER APPLICATION, DEALER AGREES TO THE AUCTION POLICIES, TERMS AND CONDITIONS, WHICH MAY CHANGE FROM TIME TO TIME. DEALER WILL NOT BE ALLOWED TO CONDUCT BUSINESS WITH TRI-STATE AUTO AUCTION, LLC UNLESS DEALER HAS REVIEWED AND AGREED TO THE POLICIES, TERMS AND CONDITIONS.

DEALER ACKNOWLEDGES THAT TRI-STATE AUTO AUCTION, LLC SHALL HAVE THE AUTHORITY TO APPROVE OR DISAPPROVE DEALER DOING BUSINESS AT TRI-STATE AUTO AUCTION, LLC.

DEALER ACKNOWLEDGES THAT THE REGISTERED DEALERSHIP IS RESPONSIBLE FOR ALL ACTIONS, DUE PAYMENTS AND ANY EXTRA CHARGES THAT OCCUR FOR ALL REPRESENTATIVES REGISTERED.

DEALER GIVES THE EXPRESS PERMISSION TO RECEIVE FAX TRANSMISSIONS TO THE LISTED FAX NUMBER, TELEPHONE CALLS TO THE LISTED TELEPHONE NUMBERS, EMAILS TO THE LISTED EMAIL ADDRESSES, MAILINGS TO THE LISTED ADDRESS AND ANY OTHER FORM OF COMMUNICATION FROM TRI-STATE AUTO AUCTION, LLC. THIS PERMISSION WILL REMAIN IN EFFECT UNTIL CANCELED IN WRITING.

DATE: _____

DEALERSHIP NAME: _____

PRINTED NAME OF OWNER/OFFICER: _____

SIGNATURE OF OWNER/OFFICER: _____

BANK REFERENCE

TRI STATE AUTO AUCTION, LLC

1911 HIGHWAY 80 SOUTH - P .O. BOX 735 - CUBA CITY, WI 53807
Phone (800) 356-0625 - Fax (608) 744-7425 - tsaonline.com

DATE: _____
RE: DEALERSHIP: _____
ADDRESS: _____
ACCOUNT NUMBER: _____

Gentlemen:

Your bank has been designated by the above as their principal depository and banking reference.

We operate a wholesale automobile auction for licensed new and used car dealers. Since we guarantee all dealers checks for cars bought at our auction, we require that all dealers who do business here establish their financial responsibility.

We would be grateful to you if you would indicate below your estimate of this account. Our relationship and this inquiry is on a commercial level and your reply will, of course, be held strictly confidential and will be used only for our purpose.

We would be pleased to reciprocate at any time.

Sincerely,

TO DEPOSITORY: I have registered to purchase vehicles at Tri-State Auto Auction LLC. You are authorized to provide them with the information listed below pertaining to my accounts with you. Thank You.

Office Manager

Authorized Signature

Regular checking account since: _____

Average balance: _____ Low _____ Medium _____ High

_____ 3 Figures _____ 4 Figures _____ 5 Figures _____ 6 Figures

Issue insufficient checks: _____ Does _____ Does not

Experience: _____ Satisfactory _____ Unsatisfactory

Maximum credit recently extended: \$_____ Secured \$_____ Unsecured

Do you floor plan for this account? _____ Yes _____ No

Floor plan line: \$_____ New \$_____ Used

Floor plan outstanding: \$_____ New \$_____ Used

Remarks: _____

Above information given by: _____

(Bank stamp AND authorized signature)

LIMITED POWER OF ATTORNEY

I, _____, of _____
 (Authorized Agents Name) (Dealership Name)

 (Dealerships Address) (County) (State)

make and appoint Tri-State Auto Auction, LLC, of 1911 Hwy 80 S., Cuba City, Wisconsin, my attorney-in-fact for the limited purpose of the purchase, sale, transfer and conveyance of motor vehicles which I request be purchased on my behalf, or which are presently owned by me and titled in my name (hereinafter "Property"), and pursuant to this purpose, do authorize my attorney-in-fact, either by its manager or managers, or by its authorized agents, to take the following actions for me:

AUTHORITY GRANTED

1. Transfer of Title. To execute in my name any and all such documents necessary to transfer and convey title to motor vehicles purchased or sold on my behalf ONLY at a Tri-State Auto Auction, LLC, business location during its normal course of business;

2. General. To do and perform all and every act and thing which need be done in the exercise of any of the foregoing powers in order to purchase, sell, transfer or convey motor vehicles, which I might or could do in my own proper person if personally present, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

DURATION OF AUTHORITY

This Power of Attorney shall take effect as of the date is signed, and shall remain in full force and effect until I personally revoke it in a written notice delivered by certified mail to my attorney-in-fact.

IN WITNESS WHEREOF, I have executed this Power of Attorney on this _____ day of _____, 20____.

 Print Name Here: _____

STATE OF: _____)
)
 COUNTY OF: _____)

Personally came before me, this _____ day of _____, 20____, the above-named
 _____, to me known to be the person who executed the foregoing instrument and
 acknowledged the same.

 Print Name Here: _____
 Notary Public, State of _____.
 My commission expires _____.

TRI STATE AUTO AUCTION, LLC

1911 HIGHWAY 80 SOUTH - P .O. BOX 735 - CUBA CITY, WI 53807
Phone (800) 356-0625 - Fax (608) 744-7425 - tsaonline.com

Wisconsin law requires motor vehicle buyers to have a Wisconsin Buyer's License from the WIDOT. Under this law, only licensed motor vehicle dealers, wholesalers or licensed vehicle buyers will be allowed to buy vehicles at wholesale auctions or from other dealers. The buyer's license, created by Wisconsin Act 216, protects consumers and dealers by bringing all wholesale vehicle buyers under WIDOT regulation.

A Vehicle Buyer is "an individual who is employed by or who has contracted with one or more vehicle dealers to bid on or purchase a motor vehicle being held and offered for sale by a motor vehicle dealer or motor vehicle auction."

- Motor vehicle buyers who buy vehicles on behalf of more than one dealership must have a Buyer's License for each employing dealership – including out-of-state dealerships. A buyer employed by more than one dealer may bid on behalf of only one dealer at a time.
- Dealer principals and licensed wholesalers *are NOT required* to hold a Buyer's License in order to buy vehicles at wholesale auctions. **HOWEVER**, all employees who act as buyers on behalf of dealers and wholesalers **MUST** have a Buyer's License.
- *The Buyer's License is for wholesale buyers of non-salvage vehicles.* Salvage vehicle buyers and bidders at salvage pools are still required to have a WIDOT *Salvage Buyer Identification (BID) Card*. The new Buyer's License is not required for buying only salvage vehicles or bidding at salvage pools only.

This Buyer's License is required by the WIDOT. Whether you are an in-state or out-of-state buyer/bidder you **must** have a Buyer's License to be in compliance of Wisconsin law. If you have any questions or comments please call 608-266-1425.

For a printable PDF of the Buyer's License form MV2941 please go to:
<http://www.dot.wisconsin.gov/business/dealers/forms/mv2941.pdf>

Once completed, Tri-State Auto Auction, LLC requires all dealers to provide proof of a Buyer's License. If you already have a Buyer's License please attach a copy of the license with the copy of your dealer license.

The dealer is responsible for providing T.S.A.A. with current Buyer's License and Dealer's License.
Example: License has expired. Fax, mail, or email a copy of the new/current licenses.

Please read and complete the following page (SAME AS <http://www.dot.wisconsin.gov/business/dealers/forms/mv2941.pdf>) in this packet and mail just that application to:

Wisconsin Department of Transportation
Dealer and Agent Section
P.O. Box 7909
Madison, WI 53707-7909

BUYER'S LICENSE APPLICATION

MV2941 8/2007 Ch. 218 Wis. Stats.

Wisconsin Department of Transportation

Driver License Number OR Photo ID Number _____ State of License or ID _____

Employee Applicant Name (Last, First, MI) _____

Social Security Number - For Verification Purposes _____

Residence Street Address, City, State, ZIP Code _____

Height	Weight	Eye Color	Hair Color
Gender <input type="checkbox"/> Male <input type="checkbox"/> Female	Birth Date		

Dealer License Number _____ License Expiration _____

Dealer Name _____

Business Street Address, City, State, ZIP Code _____

E-Mail Address _____

DEALER'S STATEMENT - I request that a license be issued and agree that the dealer take full responsibility for the actions of the above named employee as a buyer's licensee.

X _____ (Date)
(Owner, Officer, or Authorized Agent)

(Title)

APPLICATION TYPE

- In-State
 If dealer license expires in less than 1 year, fee is \$8
 If dealer license expires in more than 1 year, fee is \$12

Out-of-State, fee is \$12

- Original
 Renewal

Duplicate: Check reason below

- Lost Destroyed Stolen Illegible

Name Change (Give Former Name) _____

Address Change (Give Former Address) _____

APPLICANT'S STATEMENT

1. Were you ever denied a buyer's license, salesperson/rep. or dealer license in this or any other state? No Yes-Attach Explanation
2. Have you ever been convicted of a crime? No Yes-Attach Explanation

I certify with my signature below that I have read and understand all the provisions pertaining to the buyer's license for which I am making application and that the answers and statements made are complete, correct and true.

X _____ (Employee Applicant)

* A Buyer's License is required to submit bids and purchase motor vehicles held and offered for sale by motor vehicle wholesale auctions and dealers. Employees or those who contract with motor vehicle dealers or wholesalers are eligible for Buyer's Licenses. Licensed motor vehicle dealers and licensed wholesale dealers are not required to hold a Buyer's License.

In-State Buyer's License is valid until employing dealer's license expires. Out-of-State Buyer's License is valid for up to 2 years and expires on the second July 31st after the Buyer's License is issued. Your license expiration will appear on your license.

APPLICATION INSTRUCTIONS

1. A separate Buyer's License Application is required for each dealership for which you will be purchasing vehicles.
2. Complete all blanks on the application.
3. Copy the ID Number from a driver's license or other official government issued PHOTO IDENTIFICATION card belonging to the applicant, exactly as it appears on the photo ID card.
4. Provide social security number. The buyer's license cannot be issued without it.
5. Give physical description and birth date.
6. Enter the motor vehicle dealer or wholesaler license number issued to the business if licensed in Wisconsin. If the dealer is an out-of-state business, include the two-letter state abbreviation as a prefix to your dealer number. Include with the application a PHOTOCOPY of the credential which is issued to the business by the regulating authority in that jurisdiction verifying the authority of the entity to do business.
NOTE: If the dealer license is not in English, you must include an English translation. The license must allow buying and selling, not just importing and exporting, to qualify.
7. Indicate the type of application: In-State or Out-of-State, original, renewal, or duplicate. Include the appropriate fee with the application. If a DUPLICATE application, indicate the reason. Include original Buyer's license with this application if not lost, stolen or destroyed. If a lost or stolen license is recovered after a duplicate is issued, return the recovered license. If name and/or address have changed, enter former name and/or address.
8. Sign the application where applicant's signature is indicated.
9. Have Dealer's statement signed by an owner, officer or agent of the dealership.
10. Make check payable to: Registration Fee Trust
Submit completed application with check to:
WISCONSIN DEPARTMENT OF TRANSPORTATION
DEALER AND AGENT SECTION
PO BOX 7909
MADISON, WI 53707-7909

Upon termination of employment, the Buyer's License shall be surrendered to the dealer or firm named on the license. This dealer or firm shall return the license to the department for cancellation at the address listed above.

If you have questions, please call 608-266-1425.