

Statement Of Issuer

M.S. 80A.15 Subd. 2 (h)
\$50 FEE REQUIRED

This form is prepared and filed pursuant to Minnesota Statutes, 1985, Section 80A.15 Subd. 2 (h) and mailed to:

State of Minnesota
Department of Commerce
Securities Division
133 East 7th Street
Saint Paul, Minnesota 55101

1. State the name and address of the issuer, and date and state of organization.

SolarAttic, Inc.
Formerly "Attic Technology, Inc."
a Minnesota Corporation, located at
15548 95th Circle NE
Elk River, Minnesota 55330-7228
Organized on August 11, 1986

2. If the issuer is a foreign corporation, state the name and address of the agent within Minnesota upon whom service of process may be obtained.

Not Applicable

3. State the name, address, telephone and position held by the person to whom inquiries pertaining to information herein or notice of objection by the Commissioner of Securities should be directed.

Edward G. Palmer, President
15548 95th Circle NE
Elk River, Minnesota 55330
(612) 441-3440
(612) 441-7174 Fax

4. State the nature of the business enterprise or enterprises engaged in by the issuer.

To develop and provide for the general public and others heat transfer products that convert wasted attic heat into productive energy sources for heating liquids or space. The first such product being an air to liquid heat exchanger capable of effectively heating swimming pools using wasted attic heat. The second such product being an air to air supplementary space heating system that uses attic heat in the Fall and Spring to lower residential heating bills. Now in development is a domestic hot water heating system that will use attic based heat to lower the high costs of electric DHW heaters. Also in development is an attic ventilation system that eliminates the need for roof and eave vents by ventilating the attic from within its cavity. The Company now has and owns 100% of three U.S. Patents (5,014,770; Re 32,607; and, 5,452,710). A fourth patent (Patent Application No. 08/528720) was applied for on September 15, 1995 which covers the Company's new duct and ventilation technology. In addition to developing the products, the company also manufactures and sells the products on a limited basis. The company's sales are primarily interstate commerce.

5. State whether the issuer of these securities has, within the past five years, made application to register any of its securities with the Minnesota Securities Division. YES

6. State the aggregate dollar amount, number of units, price per unit, and set forth a description of the securities to be sold. Set forth the minimum dollar amount which may be purchased by any individual or corporation.

SolarAttic seeks to raise **UP TO** \$1.5 Million in private placement capital from investors through the sale of equity in the form of its common stock. The Company has only one class of stock which is all voting common stock. The Company is offering **UP TO** 1,250,000 shares of common stock at 40¢ per share to raise the first \$500K. The Company is offering **UP TO** an additional 2,000,000 shares of common stock at 50¢ per share to raise an additional \$1 Million. The price these shares will be sold for will be a minimum of 40¢ [forty-cents] per share with a minimum of \$3,000.00 investment per individual or corporation. In the case of a large investor or group of investors with an amount of \$100,000.00 or more to invest, the price per share will be as negotiated. All invested funds will be applied immediately to expand the Company's operations and the Company has no minimum level it now seeks to raise. No funds will be escrowed.

7. State whether commissions will or will not be paid. If commissions are to be paid, indicate the amount of such commissions in dollar amount and as a percentage of the offering price, and identity of the persons to whom they will be paid.

No commitments have yet been made. SolarAttic may pay up to a 10% commission fee and 3% non-accountable expense fee to a Licensed Minnesota Securities Broker.

8. State the date on which it is proposed to commence the sale of these securities.

Proposed commencement of sale is October 25, 1995.

9. State the date on which it is proposed to terminate the offering.

Termination date of the offering will be one year from the above proposed commencement date or one year from any approved commencement date.

10. The issuer proposes to make sales to not more than 35 persons.

11. With reference to the sales of securities made within a **twelve month period preceding** the proposed date of the distribution described herein, state the number of sales, the dollar amount paid, the number of shares issued, and the dates of said sales. If exemption for the sale of said securities is claimed, designate the exemption relied upon with specific reference to Minnesota statutes.

(a) Mark Stipakov, an existing investor, exercised 10,000 shares of options in the Company's common stock on October 3, 1995 for a cash purchase price of \$2,000. Issuance is claimed exempt under M.S. 80A.15 Subd. 2(a).

(b) Larry Matthews, an existing investor & director in the Company, exercised 10,000 shares of options in the Company's common stock on August 21, 1995 for a cash purchase price of \$2,000. Issuance is claimed exempt under M.S. 80A.15 Subd. 2(g).

(c) Clifford C. Lundberg, an existing investor, exercised 18,750 shares of options in the Company's common stock on April 7, 1995 for a cash purchase price of \$3,750. Issuance is claimed exempt under M.S. 80A.15 Subd. 2(a).

(d) Beverly White purchased 7,500 shares of the Company's common stock on January 20, 1995 for a cash purchase price of \$3,000. Issuance is claimed exempt under M.S. 80A.15 Subd. 2(a).

(e) Larry Garde, an existing investor & director in the Company, purchased 10,000 shares of the Company's common stock on January 18, 1995 for a cash purchase price of \$4,000. Issuance is claimed exempt under M.S. 80A.15 Subd. 2(g).

(f) Richard & Jean Wiese, an existing investor, exercised 40,000 shares of options in the Company's common stock on December 28, 1994 for a cash purchase price of \$8,000. Issuance is claimed exempt under M.S. 80A.15 Subd. 2(a).

(g) The Nauman Trust purchased 7,500 shares of the Company's common stock on December 21, 1994 for a cash purchase price of \$3,000. Issuance is claimed exempt under M.S. 80A.15 Subd. 2(a).

(h) Brian & LeAnn Mechler purchased 13,750 shares of the Company's common stock on December 12, 1994 for a cash purchase price of \$5,500. Issuance is claimed exempt under M.S. 80A.15 Subd. 2(a).

(i) Larry Pavek purchased 7,500 shares of the Company's common stock on November 3, 1994 for a cash purchase price of \$3,000. Issuance is claimed exempt under M.S. 80A.15 Subd. 2(h).

There have been no other sales in the last twelve months.

12. The issuer, through its authorized agent whose signature appears below, certifies that:

- (a) The information contained in this Statement of Issuer and the Exhibits appended hereto are accurate and complete to the best knowledge and belief of the undersigned.
- (b) The issuer represents that all buyers purchasing the securities within Minnesota are doing so for investment only. In support of this representation, the issuer submits the following evidence that it has required each purchaser to sign a copy of an Investment Letter or other instrument disclosing and investment intent [see Stock Subscription Agreement attached hereto].

The issuer will cause all certificates issued pursuant to this distribution to bear the following legend: "**The securities represented by the within certificate have not been registered under Chapter 80 of the Minnesota Securities Law and may not be sold, transferred or otherwise disposed of for value except pursuant to registration, or operation of law**" or will cause to be placed upon each of said certificates language equivalent thereto.

13. The following exhibits are attached to this form:

Exhibit A—Stock Subscription Agreement [Investment Letter]

Exhibit B1—Executive Summary dated October 12, 1995.

Exhibit B2—Background Prospectus dated September 7, 1994.

Exhibit C—10Q-SB dated June 30, 1995 (Without 10Q Exhibits).

Edward G. Palmer is the sole Officer in the Corporation at the present time.

Beneficial owners of 5% or more of the Company's stock are listed on p31 of Exhibit B2.

Exhibit D—The use to which the proceeds of this offering is:

To expand marketing, sales & manufacturing operations concerning the Company's proprietary and patented attic based solar energy products. To pay expenses related to the expansion of operations such as staffing management and production people, stocking inventory, etc. Other corporate general expenses such as rent, utilities, etc. Also, see "Use of Proceeds" on p11 of Exhibit B2 which will be the general plan in the event the Company raises the substantial capital required thereby. The Company plans to expand its operations immediately and as fast as any available private funding allows for.

Exhibit E—A non resident process service statement is not applicable.

Exhibit F—Attorney's opinion letter that SolarAttic, Inc. [Attic Technology, Inc.] is validly organized and authorized to issue the securities to be sold.

THE ISSUER CONSENTS TO PERMIT INSPECTION OF ITS BOOKS, RECORDS, ACCOUNTS, AND FILES BY THE COMMISSIONER OF SECURITIES OR HIS DESIGNEE WITH REFERENCE TO THE SALE OF SECURITIES DESCRIBED HEREIN, AND AGREES TO PROVIDE THE COMMISSIONER WITH SUCH ADDITIONAL INFORMATION WITH RESPECT TO THE SALE OF THESE SECURITIES AS HE MAY REQUIRE FOR A PERIOD OF THREE YEARS FROM THE DATE OF THE LAST SALE MADE PURSUANT TO THIS FILING. THE ISSUER RECOGNIZES THAT THE COMMISSIONER DOES NOT HEREBY WAIVE HIS STATUTORY AUTHORITY TO REQUIRE THE AFORESAID INFORMATION AT ANY TIME BY SUBPOENA OR OTHERWISE.

The undersigned certifies that he has read the contents of the above form and the Exhibits appended hereto and certifies that he has personal knowledge of the contents hereof and knows the responses set forth are true and accurate.

Dated this 13th day of October 1995

ISSUER
SolarAttic, Inc.
15548 95th Circle NE
Elk River, MN 55330-7228
(612) 441-3440
(612) 441-7174 Fax

BY _____
Edward G. Palmer, President

Subscribed and sworn to before me
this 13th day of October 1995

_____ Notary

Seal