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RANGER INDUSTRIES INC
Form SC TO-T/A
January 24, 2001

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Schedule TO/A
Tender Offer Statement under Section 14(d)(1)
or 13(e)(1) of the Securities Exchange Act of 1934

(Amendment No. 1)

Ranger Industries, Inc.

(Name of Subject Company)

Bumgarner Enterprises, Inc.
Charles G. Masters

(Name of Filing Persons -- Offerors)

Common Stock, Par Value \$.01 Per Share

(Title of Class of Securities)

75290710

(CUSIP Number of Class of Securities)

Charles G. Masters
Bumgarner Enterprises, Inc.
3400 82nd Way North
St. Petersburg, FL 33710
Telephone: (727) 381-4904

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications on Behalf of Filing Persons)

Copy to:
Herrick K. Lidstone, Jr., Esq.
Norton Lidstone, P.C.
5445 DTC Parkway
The Quadrant, Suite 850
Greenwood Village, CO 80111
Telephone: (303) 221-5552

// Check the box if the filing relates solely to preliminary communications
made before the commencement of a tender offer.
Check the appropriate boxes below to designate any transactions to which the
statement relates:
/x/ third-party tender offer subject to Rule 14d-1.
// issuer tender offer subject to Rule 13-4.
// going-private transaction subject to Rule 13e-3.
// amendment to Schedule 13D under Rule 13d-2.
Check the following box if the filing is a final amendment reporting the
results of the tender offer. //

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This Amendment No. 1 (this "Amendment") amends and supplements the Tender Offer Statement on Schedule TO filed by Bumgarner Enterprises, Inc., a Florida corporation ("Bumgarner"), on December 29, 2000 ("Schedule TO"), relating to the offer by Bumgarner to purchase up to 4,225,000 shares of common stock, par value \$.01 per share, of Ranger Industries, Inc. ("Ranger") (the "Shares"), at \$2.00 per Share, net to the seller in cash (less any required withholding taxes), upon the terms and subject to the conditions set forth in the offer to purchase (the "Offer to Purchase") and in the related letter of transmittal, copies of which are attached as Exhibits 99(a)(1) and 99(a)(2) to the Schedule TO. The information set forth in the Supplement to the Offer to Purchase (the "Supplement"), a copy of which is attached as Exhibit 99(a)(9) hereto, is incorporated herein by reference. Capitalized terms used but not defined herein shall have the meanings assigned to such terms in the Offer to Purchase and the Schedule TO.

ITEM 1. Summary Term Sheet.

See attached Exhibit 99(a)(9).

ITEM 3. Identity and Background of Filing Person.

See attached Exhibit 99(a)(9).

ITEM 4. Terms of Transaction.

See attached Exhibit 99(a)(9).

ITEM 6. Purposes of the Transaction and Plans or Proposals.

See attached Exhibit 99(a)(9).

ITEM 7. Source and Amount of Funds or Other Consideration.

See attached Exhibit 99(a)(9).

ITEM 10. Financial Statements.

See attached Exhibit 99(a)(9).

ITEM 12. Exhibits.

99(a)(9) Supplement to the Offer to Purchase dated January 24, 2001.

99(a)(10) Text of Press Release issued by Bumgarner dated January 24, 2001.

99(d)(8) Amendment to Agreement and Plan of Merger and Reorganization, dated as of January 23, 2001, by and among Bumgarner, Ranger and BEI Acquisition Corporation.

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SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 24, 2001

BUMGARNER ENTERPRISES, INC.

By: /s/ Charles G. Masters

Name: Charles G. Masters

Title: President

/s/ Charles G. Masters

Charles G. Masters

EXHIBIT INDEX

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