

Edgar Filing: Nichol Shelly - Form SC 13D

Nichol Shelly  
Form SC 13D  
October 21, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934  
(Amendment No. )**

The Flooring Zone, Inc.  
(Name of Issuer)

Common Stock, \$.001 par value per share  
(Title of Class of Securities)

339757106  
(CUSIP Number)

Shelly Nichol  
Bay 12, 55 Alberta Ave.  
Spruce Grove, Alberta, Canada T7X 3A6  
(780) 960-5278  
(Name, Address and Telephone Number of Person Authorized to  
Receive Notes and Communications)

October 9, 2008  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. o

\* The remainder of this cover page shall be filled out for a reporting persons initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 "Act" or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).



Edgar Filing: Nichol Shelly - Form SC 13D

CUSIP No. 339757106

1. Names of Reporting Persons, IRS Identification Nos. of above persons (entities only)  
Shelly Nichol
  2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
  3. SEC Use Only
  4. Source of Funds (See Instructions)  
OO
  5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) [ ]
  6. Citizenship or Place of Organization  
Canada
- |  |  |
|--|--|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person<br>With | 7. Sole Voting Power<br>3,500,000      |
|  | 8. Shared Voting Power<br>-0-          |
|  | 9. Sole Dispositive Power<br>3,500,000 |
|  | 10. Shared Dispositive Power<br>-0-    |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
3,500,000
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
  
(See Instructions) [ ]
  13. Percent of Class Represented by Amount in Row (11)  
8%
  14. Type of Reporting Person (See Instructions)  
IN



## Edgar Filing: Nichol Shelly - Form SC 13D

### Item 1. Security and Issuer

This statement relates to the common stock, par value \$.001, ("Common Stock") of The Flooring Zone, Inc., (the "Issuer") which has its principal executive offices at 1245 Brickyard Road, Suite 590 Salt Lake City, Utah 84106.

### Item 2. Identity and Background

This Schedule 13D is being filed by Shelly Nichol (the "Reporting Person").

The following information relates to the Reporting Person:

- (a) Name: Shelly Nichol
- (b) Business Address: Bay 12, 55 Alberta Ave., Spruce Grove, Canada T7X 3A6.
- (c) Present Principal Occupation: Controller of Profire Combustion, Inc.
- (d) During the last five years, the Reporting Person has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) During the last five years the Reporting Person has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to federal or state securities laws or finding any violations with respect to such laws.
- (f) Citizenship: Canada

### Item 3. Source and Amount of Funds

On October 9, 2008 the Issuer closed an Acquisition Agreement, dated September 30, 2008, among The Flooring Zone, Inc. and Profire Combustion, Inc. and the Shareholders of Profire Combustion, Inc. (the "Acquisition Agreement"). The Reporting Person, who is the Controller of Profire Combustion, Inc., ("Profire") and was one of three Shareholders of Profire Combustion, Inc. (the "Profire Shareholders") was issued 3,500,000 shares of Common Stock of the Issuer in exchange for 10% (20 shares) of the total outstanding capital stock of Profire owned by the Reporting Person immediately prior to Closing.



**Item 4. Purpose of Transaction**

- (a)-(b) Pursuant to the terms and conditions of the Acquisition Agreement, 35,000,000 shares of restricted common stock of the Issuer were issued to the three Profire Shareholders in exchange for all of the issued and outstanding shares of Profire. As a result of the transaction, Profire became a wholly-owned subsidiary of the Issuer. With the acquisition of Profire, the Issuer's primary business focus will be that of Profire. Profire provides products and services for burners and heaters for the oil and gas industry.
- (c) Not applicable.
- (d) On October 9, 2008 Andrew Limpert resigned as the Issuer's interim Chief Executive Officer and President. The board of directors appointed Brenton W. Hatch, the Chief Executive Officer of Profire, as the Chief Executive Officer and President of the Issuer. The board of directors appointed Harold Albert, the President and Chief Operating Officer of Profire, as the Chief Operating Officer of the Issuer. Mr. Limpert, who had also been acting as the Issuer's interim Chief Financial Officer was named as the Chief Financial Officer on a permanent basis. Mr. Limpert will continue as a director of the Issuer.
- On October 9, 2008, Joel Arline tendered his resignation as a director of Issuer. The Acquisition Agreement provides for the appointment of two individuals designated by Profire to be appointed to the board of directors. Mr. Hatch and Mr. Albert will be appointed to fill vacancies on the Issuer's board of directors 10 days after the mailing of a Schedule 14F-1 to the Issuer's shareholders in accordance with Rule 14f-1 promulgated under the Exchange Act of 1934, as amended.
- (e) Not applicable.
- (f) As noted above, with the acquisition of Profire the Issuer will focus its business efforts to the business of Profire.
- (g) Not applicable.
- (h) Not applicable.
- (i) Not applicable.
- (j) Other than as described above, the Reporting Person currently has no plan or proposal which relates to, or may result in, any of the matters listed in Items 4(a)-(i) of this Schedule 13D (although the Reporting Person reserves the right to change such plans.)

## Edgar Filing: Nichol Shelly - Form SC 13D

Except as set forth in this Schedule 13D, the Reporting Person does not have any present plans or intentions that would result in or relate to any of the actions required to be described in subparagraphs (a)-(j) of Item 4 of this Schedule 13D. The Reporting Person may, at any time, review or reconsider her position with respect to the Issuer and formulate plans or proposals with respect to any of such matters.

The description contained in this Item 4 of the transactions contemplated by the Acquisition Agreement does not purport to be complete, and is qualified in its entirety by the terms and conditions of the Acquisition Agreement, a copy of which is filed as Exhibit 1.1 to this Schedule 13D.

### **Item 5. Interest in Securities of the Issuer**

- (a) As of the date hereof, the Reporting Person owns 3,500,000 shares, or 8% of the outstanding Common Stock of the Issuer, based upon the 45,000,000 shares outstanding as of October 9, 2008
- (b) The Reporting Person has the sole power to vote or direct the vote of all of the 3,500,000 shares; and has shared power to vote or direct the vote of 0 shares; has the sole power to dispose or direct the disposition of all of the 3,500,000 shares; and has shared power to dispose or direct the disposition of 0 shares.
- (c) Other than as disclosed herein, during the past 60 days, the Reporting Person has not made any purchases of Common Stock of the Issuer.
- (d) No other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares.
- (e) Not Applicable.

### **Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

To the knowledge of the Reporting Person there are no contracts, arrangements understandings or relationships (legal or otherwise) among the persons named in Item 2 of this Schedule 13D and between such persons and any persons with respect to any securities of the Issuer other than the Acquisition Agreement. The information contained in Items 3, 4 and 5 of this Schedule 13D is incorporated herein by reference.

The information contained in this Item 6 of Schedule 13D describing the Acquisition Agreement and the transactions contemplated thereby not purport to be complete, and is qualified in its entirety by the terms and conditions of the Acquisition Agreement, a copy of which is filed as Exhibit 1.1 to this Schedule 13D and incorporated by reference into this Schedule 13D.



Edgar Filing: Nichol Shelly - Form SC 13D

**Item 7. Exhibits**

Exhibit No.	Exhibit
1.1	Acquisition Agreement, dated September 30, 2008, among The Flooring Zone, Inc. and Profire Combustion, Inc. and the Shareholders of Profire Combustion, Inc.

**SIGNATURE**

After reasonable 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.

Date: October 20, 2008

By: /s/ Shelly Nichol  
Shelly Nichol