

MIRENCO INC  
Form DEF 14C  
November 05, 2009

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

**SCHEDULE 14C**

**Information Statement Pursuant to Section 14(c)  
of the Securities Exchange Act of 1934**

#1739348

Check the appropriate box:

Preliminary Information Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14c-5(d)(2))

**X** Definitive Information Statement

Mirencos, Inc.

(Name of Registrant As Specified In Its Charter)

Payment of Filing Fee (Check the appropriate box):

**X** No fee required

Fee computed on table below per Exchange Act Rules 14c-5(g) and 0-11

- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:  
Fee paid previously with preliminary materials.  
Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the ruling for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:

**Mirencos, Inc.**

**Important Notice Regarding the Availability of Meeting Materials for the Shareholder Meeting To Be Held on December 19, 2009.**

This communication presents only an overview of the more complete meeting materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the meeting materials before voting.

The information statement and annual report to security holders are available at: [www.Mirencocom.com](http://www.Mirencocom.com).

If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed below on or before December 4, 2009 to facilitate timely delivery.

The 2009 Annual Meeting of Shareholders of Mirencocom, Inc., an Iowa company (the "Company"), will be held at the Mirencocom corporate office, 206 May Street, Radcliffe, Iowa on December 19, 2009 at 10:00 AM for the following purposes:

1.

To elect directors of the Company to hold office until the next Annual Meeting of Shareholders or until their respective successors have been elected or appointed;

2.

To ratify the appointment of Stark Winter Schenkein & Co., LLP as the Company's certified public accountants for its fiscal year ending December 31, 2009;

3.

To transact any and all other business that may properly come before the Meeting.

Our Information Statement on Schedule 14C; our annual report on Form 10-K/A for the year ended December 31, 2008, is available at our Web site. [www.Mirencocom.com](http://www.Mirencocom.com). You may call Glynis Hendrickson, our CFO, at 800-423-9903 or e-mail her at [ghendrickson@mirencocom.com](mailto:ghendrickson@mirencocom.com) to request a copy of documents relating to our future security holder meetings as well as our meeting scheduled for December 19, 2009. Copies of our quarterly reports on Form 10-Q for the quarters ended March 31, 2009 and June 30, 2009 are also available on our Web site.

All stockholders as of the close of business on October 30, 2009 (the "Record Date") or their duly appointed proxies, may attend the annual meeting. Registration and seating will begin at 9:00 A.M. If you hold your shares in "street name" (that is, through a broker or other nominee), you will need to bring a copy of a brokerage statement reflecting your stock ownership as of the Record Date and check in at the registration desk at the annual meeting. If you wish to attend the meeting and need directions, please contact Ms. Hendrickson at the address, phone number or e-mail address stated above.

**WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED  
NOT TO SEND US A PROXY.**

INFORMATION STATEMENT

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**INTRODUCTION**

This information Statement, dated November 5, 2009, is furnished in connection with the 2009 Annual Meeting of Shareholders of Mirencos, Inc. (the Company ) to be held at the Mirencos corporate office, on December 19, 2009 at 10:00 AM, and any adjournments thereof (the Annual Meeting ), for the purposes set forth in the notice of such meeting.

**WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED  
NOT TO SEND A PROXY.**

The approximate mailing date of this Information Statement is November 5, 2008.

The complete mailing address of the Company's principal executive office is P.O. Box 343, Radcliffe, Iowa 50230 (telephone: 1-800-423-9903).

Only shareholders of record at the close of business on October 30, 2009 are entitled to participate in the Annual Meeting and any adjournments thereof. At that record date, the following voting shares of the Company were outstanding:

CLASS

SHARES OUTSTANDING

VOTING

Common Shares

31,494,177

31,494,177

Holders of all common shares will vote together as a single class on all matters expected to be acted on at the Annual Meeting. Under the laws of the State of Iowa (in which the Company is incorporated), abstentions and broker non-votes are counted in determining the votes present at the Annual Meeting. As to Proposal #1, an abstention or broker non-vote has the same effect as a vote against the proposal.

Appraisal rights are not available to shareholders with respect to any matter expected to be acted upon at the Annual Meeting.

At the date hereof, management of the Company has no knowledge of any business other than that described in the notice for the Annual Meeting that will be presented for consideration at such Annual Meeting.

On June 12, 2009 the Company filed an Annual Report on Form 10-K/A for the year ended December 31, 2008 (the Annual Report ), The audited financial statements for the years ended December 31, 2008 are included in the Annual Report. The Annual Report is not to be regarded as proxy soliciting material or as a communication by means of which a solicitation of proxies is to be made.

**CAUTIONARY STATEMENTS REGARDING FORWARD-LOOKING STATEMENTS**



This Information Statement, including the Exhibits hereto, contains statements that should be considered forward-looking statements, meaning they refer to possible future events or conditions. Such statements are generally identifiable by the words such as plan, expect, estimate, budget or similar words. THE ACHIEVEMENT CERTAIN RESULTS OR OTHER EXPECTATIONS CONTAINED IN SUCH FORWARD-LOOKING STATEMENTS INVOLVE KNOWN AND UNKNOWN RISKS, UNCERTAINTIES AND OTHER FACTORS WHICH MAY CAUSE ACTUAL RESULTS, PERFORMANCE OR ACHIEVEMENTS DESCRIBED TO BE MATERIALLY DIFFERENT FROM ANY FUTURE RESULTS, PERFORMANCE OR ACHIEVEMENTS EXPRESSED OR IMPLIED BY SUCH FORWARD-LOOKING STATEMENTS. THE COMPANY DOES NOT EXPECT OR INTEND TO ISSUE ANY UPDATES OR REVISIONS TO THOSE FORWARD-LOOKING STATEMENTS IF OR WHEN ITS EXPECTATIONS, OR EVENTS, CONDITIONS OR CIRCUMSTANCES ON WHICH SUCH STATEMENTS ARE BASED OCCUR.

### PROPOSAL 1: ELECTION OF DIRECTORS

At the Annual Meeting, the terms of all of the directors will expire. Under the laws of the State of Iowa (in which the Company is incorporated), the election of directors requires the affirmative vote of a plurality of the votes cast by the shares entitled to vote at the Annual Meeting, assuming the presence of a quorum. The holders of the Company's common stock will vote as a single class on Proposal 1. The name and biography of each nominee is set forth below under Nominees.

#### Nominees

It is intended that four directors be elected to hold office until the 2010 Annual Meeting and until their successors shall have been duly elected and qualified. The nominees listed below have been designated as such by the Board of Directors, and all of the nominees have agreed to be candidates when the election is held. However, if for any reason a nominee is not a candidate at that time, a substitute nominee will be designated by the Company.

The nominees are currently directors of the Company.

| <u>Name</u>     | <u>Age</u> | <u>Position with the Company</u>   | <u>Director Since</u> |
|-----------------|------------|--|-----------------------|
| Dwayne Fosseen  | 63         | Chief Executive Officer, President, Chairman of the Board of Directors and Treasurer | February 21, 1997     |
| Don D. Williams | 75         | Director   | June 1, 1998          |

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|                 |    |          |                    |
|-----------------|----|----------|--------------------|
| Merlin Hanson   | 68 | Director | August 11, 2003    |
| Timothy Neugent | 58 | Director | September 10, 2003 |

Dwayne L. Fosseen, age 63, is founder, President, Chief Executive Officer, Chairman of the Board of Directors and a Principal Shareholder. Mr. Fosseen's inventiveness and ingenuity have led to several patents that have been issued in the U.S., Canada and Mexico in the field of energy conservation. He also has two patents pending. Mr. Fosseen has personally been involved in major projects with the U.S. Department of Agriculture, U.S. Department of Energy, Iowa Corn Growers Board, National Bio Diesel Board and the Iowa Soybean Promotion Board. Mr. Fosseen has over 15 years experience in the field of heavy-duty engines and has directed major EPA testing efforts at Ortech Corporation, an international emissions testing company. Mr. Fosseen is also the principal in Fosseen Manufacturing & Development, Inc.

Don D. Williams, age 75, a lifelong resident of Williams, Iowa, has been involved in the grain business and is a major producer of livestock. Mr. Williams has also been associated with real estate as a licensed associate. Mr. Williams has served as an officer of the County Farm Bureau Board, Heart of Iowa Realtors Board, and the County Compensation and Extension Board. A director of the Company since June 1, 1998, Mr. Williams is also a veteran of the Korean War.

Merlin Mert Hanson, age 68, is a retired partner of RSM McGladrey, an international public accounting and business-consulting firm. He was a partner in the firm for 27 years, until his retirement in 1999. He developed expertise in SEC accounting, mergers, acquisitions, corporate reorganizations, and strategic planning during his more than 30 years with RSM McGladrey. Hanson served in many management positions and a four-year term on the board of directors of RSM McGladrey.

Hanson, who resides in Des Moines, served on many charitable and economic development organizations, including the Golden Circle Business Center and the Golden Circle Loan Guaranty Fund and was a consultant to the Iowa Department of Economic Development. Hanson has been a dedicated volunteer for Goodwill Industries, serving several terms as treasurer and chairman of the board of Goodwill Industries of Central Iowa. He also served nine years on the national board of Goodwill Industries International, including a term as chairman of the board.

Tim Neugent, age 58, is a talented executive with extensive experience as a hands-on manager in the areas of marketing, management, raising of capital and financing, as well as strategic planning and implementation.

Neugent, who resides in Des Moines, has served as Chief Executive and/or Consultant for a number of prominent Iowa companies. He currently serves as an officer or director of several Iowa voluntary organizations and was a recipient of the Ernst & Young Entrepreneur of the Year Award in 1996.

#### **Executive Officers**

The current executive officers of the Company are as follows:

| Name               | Age | Position Held with Company   | Held Since     |
|--------------------|-----|--|----------------|
| Dwayne Fosseen     | 63  | Chief Executive Officer, President, Chairman of the Board of Directors and Treasurer | February, 1997 |
| Glynis Hendrickson | 49  | Chief Financial Officer and Secretary  | February, 2007 |
| Daniel Bina        | 29  | Chief Operations Officer   | October, 2008  |

Each corporate officer was elected to hold office until he or she resigns or is removed by the Board of Directors.

For a biography of Dwayne Fosseen, see Nominees on page 3.

Glynis M. Hendrickson, age 49, became Chief Financial Officer in February, 2007. Mrs. Hendrickson graduated from the University of Northern Iowa in 1996. Mrs. Hendrickson has been employed by Mirencos, Inc. since 2004. Prior to that, Mrs. Hendrickson was employed by Heartland Pork Enterprises. Mrs. Hendrickson has 8 years of accounting experience in the manufacturing industry prior to coming to Mirencos.

Daniel Bina, age 29, became Chief Operations Officer in October of 2008. Mr. Bina holds a degree in Mechanical Engineering from Iowa State University. Mr. Bina joined the Mirencos team in 2003 as an engineer. Mr. Bina was promoted to Chief Engineer in 2005 and most recently promoted to Chief Operations Officer in October of 2008.

## **STRUCTURE AND PRACTICES OF THE BOARD OF DIRECTORS**

### **Corporate Structure**

The Company is incorporated under the laws of the State of Iowa. Our Common Stock trades on the Bulletin Board under the symbol MREO.OB.

### **Corporate Governance Guidelines**

The Board has adopted a written policy on Insider Trading and a Code of Ethics. We have made available copies of our Insider Trading Policy and Code of Ethics on our website at [www.mirencos.com](http://www.mirencos.com). Copies of these documents may also be obtained by sending a request in writing to the Company's corporate office at 206 May Street, Radcliffe, Iowa 50230.

### **Board Committees**

We have a standing audit committee and a standing compensation committee. The Board as a whole acts as the nominating committee. Because the small size of our Board, we have determined that a separate committee is not needed at this time. We do not have a formal policy regarding the consideration any director candidate proposed by shareholders. Any such proposal should be communicated to our Chief Financial Officer as described below under Communication with the Board.

*Audit Committee.*

Directors Merlin Hanson and Tim Neugent constitute the membership of the Audit Committee, both of whom are considered independent as they are not officers or employees of the Company, have no business transactions with the Company and each beneficially owns less than 2% of the Company's outstanding equity securities. Mr. Hanson is considered the financial expert on the audit committee. He is a retired partner of RSM McGladrey, a public accounting firm.

The audit committee is appointed by the Board of Directors to assist the Board in fulfilling its responsibilities for oversight of:

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The integrity of the Company's financial statements and financial reporting process;

.

The Company's compliance with legal and regulatory requirements;

.

The independent auditors' qualifications, independence and performance; and

.

Communication among the independent auditors, management and the Board of Directors.

The audit committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities, and it has direct access to the independent auditors as well as anyone in the organization.

*Compensation Committee.* The Board has established a compensation committee consisting of two directors, Donald Williams, and Timothy Neugent, both of whom we consider to be independent directors.

**Meetings of the Board**

Special meetings of the Board are held as necessary. In addition, management and the directors communicate informally on a variety of topics, including suggestions for Board agenda items, recent developments, and other matters of interest to the directors. Each director has full access to management.

Directors are expected to attend all meetings of the Board. During 2008, the Board held 2 meetings. Dwayne Fosseen also corresponds with the board members each week with company updates via email. Each director attended both of

the meetings of the Board of Directors.

We have no formal policy with respect to director attendance at the annual meeting of shareholders. One member of the Board of Directors attended the annual meeting held October 31, 2008.

### **Communication with the Board**

Shareholders, or anyone else wishing to contact the Board directly, may send a written communication to Glynis Hendrickson, Chief Financial Officer, 206 May Street, Radcliffe, Iowa 50230. Ms. Hendrickson will forward such correspondence only to the intended recipients, whether the entire Board or only an individual Board member.

However, prior to forwarding any correspondence, Ms. Hendrickson will review such correspondence and, in her discretion, may not forward certain items if they are deemed to be of a commercial nature or sent in bad faith.

### **Director Independence**

Directors Donald Williams, Merlin Hanson, and Timothy Neugent are considered independent, as that term is defined by the American Stock Exchange listing standards. Our shares are currently traded on the OTC Bulletin Board.

## **PROPOSAL 3: RATIFICATION OF APPOINTMENT OF ACCOUNTANTS**

The Company's board of directors, having declared its advisability, submits for shareholder ratification of a proposal to reappoint Stark Winter Schenkein & Co., LLP as the Company's independent certified public accountants for the fiscal year ended December 31, 2009. Since representatives from Stark Winter Schenkein & Co., LLP will not be attending

the annual meeting of Mirencos, Inc. on December 19, 2009, they will be unable to answer questions posed by shareholders at that time.

Under the laws of the State of Iowa (in which the Company is incorporated), if a quorum exists, this reappointment will be approved if the votes cast at the Annual Meeting favoring the proposal exceed the votes cast opposing the proposal.

*Audit Fees*

Fees billed by Stark Winter Schenkein & Co., LLP and fees incurred, for professional services are estimated to be \$37,800 for the year ended December 31, 2008 and \$28,900 for the year ended December 31, 2007, including fees associated with the annual audit and review of the quarterly reports on Form 10-Q. Fees for these services are billed as incurred and recorded by the Company as invoices are received.

*Tax Fees*

\$0 in fees were billed by Stark Winter Schenkein & Co., LLP for tax services in 2008 and \$0 in fees were billed by Stark Winter Schenkein & Co., LLP for tax services in 2007.

*All other Fees*

No fees were billed by Stark Winter Schenkein & Co., LLP, for professional services rendered during the fiscal years ended December 31, 2008 and December 31, 2007 other than those specified above.

On September 16, 2009, the Board of Directors voted to engage Stark Winter Schenkein & Co., LLP to audit the Company's financial statements for the year ended December 31, 2009.

## **REPORT OF THE AUDIT COMMITTEE**

The audit committee has provided the following report:

Stark Winter Schenkein & Co. is responsible for performing an integrated audit and issuing reports and opinions on the Company's consolidated financial statements.

Stark Winter Schenkein & Co. provided to us the written disclosures required by Independence Standards Board Standard No. 1 (Independence Discussions with Audit Committees), and we discussed with Stark Winter Schenkein & Co. its independence.

The board reviewed and discussed the 2008 consolidated financial statements with management. Management represented to us that the Company's consolidated financial statements were prepared in accordance with accounting principles generally accepted in the United States of America.

Merlin Hanson

Timothy Neugent

The Audit Committee Report will not be deemed to be incorporated by reference into any filing by the Company under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that the Company specifically incorporates the same by reference.

## **OTHER BUSINESS**

The Company does not know of any other business at the time of printing of this document that will be presented for consideration at the Annual Meeting. However, if any other business should come before the Annual Meeting, management of the Company will have discretion to act in accordance with its best judgment.





**SUPPLEMENTAL DISCLOSURES****Summary Executive Compensation**

The table below sets forth a summary of the compensation earned by our principal executive officer and the most highly paid executive officers serving as such at the end of 2008 whose salary, bonus and stock awards exceeded \$100,000 for the year ended December 31, 2008 (the "Named Executive Officers").

**Summary Compensation Table**

| Name and principal position<br>(a) | Year<br>(b) | Option Awards      |             | All Other                   | Total (\$)<br>(j) |
|------------------------------------|-------------|--------------------|-------------|-----------------------------|-------------------|
|                                    |             | Salary (\$)<br>(c) | (\$)<br>(f) | Compensation<br>(\$)<br>(g) |                   |
| Dwayne Fosseen, PEO                | 2008        |                    | \$ 600      | \$ 0                        | \$65,600          |
|                                    |             | \$65,000           |             |                             |                   |
|                                    | 2007        |                    | \$ 463      |                             | \$63,902          |
|                                    |             | \$ 63,475          |             |                             |                   |

Mr. Fosseen was granted options to purchase 2,000 shares of our common stock on March 4, 2008 at an exercise price of \$0.16 per share. Mr. Fosseen was granted options to purchase 1,000 shares of our common stock on October 22, 2008 at an exercise price of \$0.28 per share.

**Outstanding Equity Awards at Fiscal Year-End**

There were no stock option exercises by executive officers during the year ended December 31, 2008. Set forth in the table below is information, with respect to the Named Executive Officer, as to (a) the total number of unexercised options held on December 31, 2008, separately identified between those exercisable and those not exercisable; and (b) the aggregate value of in-the-money, unexercised options held on December 31, 2008, separately identified as those exercisable and those not exercisable.

| Name<br>(a)            | Number of Securities<br>Underlying Unexercised<br>Options<br>(#)<br>Exercisable<br>(b) | Option Exercise<br>Price<br>(\$)<br>(e) | Option<br>Expiration Date<br>(f) | Number of<br>Shares or<br>Units of<br>Stock That<br>Have Not<br>Vested<br>(#)<br>(g) | Market<br>Value of<br>Shares or<br>Units of<br>Stock That<br>Have Not<br>Vested<br>(\$)<br>(h) |
|------------------------|--|---|----------------------------------|--|--|
|                        |  |   |                                  |  |  |
| Dwayne Fosseen,<br>PEO | 1,000  | 0.5000                                  | 01/31/14                         | 0  | 0  |
|                        | 1,000  | 0.3750                                  | 01/31/14                         | 0  | 0  |
|                        | 1,000  | 0.3750                                  | 01/31/14                         | 0  | 0  |
|                        | 1,000  | 0.2800                                  | 01/31/14                         | 0  | 0  |
|                        | 1,000  | 0.2500                                  | 01/31/14                         | 0  | 0  |
|                        | 1,000  | 0.3125                                  | 01/31/14                         | 0  | 0  |
|                        | 1,000  | 0.1563                                  | 01/31/14                         | 0  | 0  |
|                        | 1,000  | 0.2750                                  | 01/31/14                         | 0  | 0  |
|                        | 1,000  | 0.3750                                  | 01/31/14                         | 0  | 0  |
|                        | 1,000  | 0.2625                                  | 01/31/14                         | 0  | 0  |
|                        | 1,000  | 0.2500                                  | 01/31/14                         | 0  | 0  |
|                        | 1,000  | 0.2125                                  | 01/31/14                         | 0  | 0  |
|                        | 2,000  | 0.1600                                  | 01/31/14                         | 0  | 0  |
|                        | 1,000  | 0.2800                                  | 01/31/18                         | 0  | 0  |
|                        | 1,000,000  | 0.2500                                  | no expiration<br>date            | 0  | 0  |
|                        | 370,000  | 0.1500                                  | no expiration<br>date            | 0  | 0  |



**Compensation of Directors**

| Name<br>(a)                  | Option<br>Awards<br>(\$)<br>(d) | All<br>Other<br>Compensation<br>(\$)<br>(g) | Total<br>(\$)<br>(j) |
|------------------------------|---------------------------------|---|----------------------|
| Dwayne Fosseen,<br>Director  | *                               | *   | *                    |
| Merlin Hanson, Director      | \$600                           | \$ 69                                       | \$669                |
| Donald Williams,<br>Director | \$600                           | \$116                                       | \$716                |
| Timothy Neugent,<br>Director | \$600                           | \$ 16                                       | \$616                |

\*included above in the Summary Compensation Table.

Other compensation includes mileage reimbursement of \$201 which was incurred during the fiscal year ended December 31, 2008. In addition, stock options for 3,000 shares were granted to each of the Directors in lieu of fees for each fiscal year starting with the March 2005 Directors Meeting.

**Security Ownership of Certain Beneficial Owners and Management**

The following table sets forth the individuals serving on the Board of Directors, the Company's executive officers and significant employees, and information with respect to the number of shares of the Company's common stock beneficially owned by each of them directly or indirectly, as of September 30, 2009. The number of shares beneficially owned includes shares, if any, held in the name of the spouse, minor children, or other relatives of the individual living in his home, as well as shares, if any, held in the name of another person under an arrangement whereby the individual enjoys the right to vote or the use of the income, or whereby the individual can vest or re-vest title in himself or herself at once or at some future time.

| Name, Position and Address<br>of Beneficial Owner   | Amount Beneficially<br>Owned |     | Percent<br>of Class |
|---|------------------------------|-----|---------------------|
| Dwayne Fosseen, Director, Chairman of the Board<br>and Chief Executive Officer<br>206 May Street<br>Radcliffe, IA 50230 | 10,919,296                   | (a) | 33.22%              |
| Glynis M. Hendrickson, Secretary<br>and Chief Financial Officer<br>206 May Street<br>Radcliffe, IA 50230                | 76,500                       | (b) | 0.24%               |
| Don Williams, Director<br>206 May Street<br>Radcliffe, IA 50230   | 419,700                      | (c) | 1.33%               |
| Tim Neugent, Director<br>206 May Street<br>Radcliffe, IA 50230  | 48,000                       | (d) | 0.15%               |
| Merlin Hanson, Director<br>206 May Street<br>Radcliffe, IA 50230  | 19,000                       | (e) | 0.06%               |
| Daniel Bina, Chief Operating Officer<br>206 May Street<br>Radcliffe, IA 50230   | 6,000                        | (f) | 0.02%               |

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|   |         |     |       |
|---|---------|-----|-------|
| Denny Chaussee, Chief Technology Officer<br>206 May Street<br>Radcliffe, IA 50230 | 522,983 | (g) | 1.66% |
|---|---------|-----|-------|

|  |            |  |        |
|--|------------|--|--------|
| All Directors and Officers as a group<br>(7 persons) | 12,011,479 |  | 38.15% |
|--|------------|--|--------|

|              |           |  |        |
|--------------|-----------|--|--------|
| Robert Glace | 7,076,460 |  | 22.48% |
|--------------|-----------|--|--------|

|  |            |  |  |
|--|------------|--|--|
| Total number of shares outstanding<br>12/31/08 | 31,485,177 |  |  |
|--|------------|--|--|

|                           |         |  |  |
|---------------------------|---------|--|--|
| Total options outstanding | 525,810 |  |  |
|---------------------------|---------|--|--|

|                            |           |  |  |
|----------------------------|-----------|--|--|
| Total warrants outstanding | 1,646,000 |  |  |
|----------------------------|-----------|--|--|

|                                    |            |  |  |
|------------------------------------|------------|--|--|
| Total shares, options and warrants | 33,656,987 |  |  |
|------------------------------------|------------|--|--|

(a)

Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission and generally includes voting or investment power with respect to securities. Shares of Common Stock which are purchasable under warrants which are currently exercisable, or which will become exercisable no later than 60 days after October 29, 2009, are deemed outstanding for computing the percentage of the person holding such warrants but are not deemed outstanding for computing the percentage of any other person. Except as indicated by footnote and subject to community property laws where applicable, the persons named in the table have sole voting and investment power with respect to all shares of Common Stock shown as beneficially owned by them.

(b)

Mr. Fosseen's beneficial ownership also includes 15,000 shares of Common Stock issuable upon exercise of Common Stock purchase options and 1,370,000 shares of Common Stock issuable upon exercise of Common Stock purchase warrants.

(b)

Glynis Hendrickson's beneficial ownership includes 76,500 shares of Common Stock issuable upon exercise of Common Stock purchase options.

(d)

Don William s beneficial ownership includes 22,000 shares of Common Stock issuable upon exercise of Common Stock purchase options.

(e)

Tim Neugent s beneficial ownership includes 18,000 shares of Common Stock issuable upon exercise of Common Stock purchase options.

(f)

Merlin Hanson s beneficial ownership includes 19,000 shares of Common Stock issuable upon exercise of Common Stock purchase options.



## Section 16(a) Beneficial Ownership Reporting Compliance

Based solely upon a review of Forms 3 and 4 and amendments thereto furnished to the Company during the fiscal year ended December 31, 2008, and Forms 5 and amendments thereto furnished to the Company with respect to the fiscal year ended December 31, 2008, the following table identifies any director, officer or beneficial owner of more than ten percent of the Company's common stock who failed to file on a timely basis reports required by section 16(a) of the Exchange Act.

Number of

Transactions

Not Reported

Known

Number of

on a Timely

Failure to

Reporting Person

Late Reports

Basis

File

Dwayne Fosseen, CEO, Board Chairman and treasurer

0

0

None

Don Williams, Director

0

0

None

Merlin Hanson, Director

0

0

None

Tim Neugent, Director

0

0

None

|              |   |   |      |
|--------------|---|---|------|
| Robert Glace | 0 | 0 | None |
|--------------|---|---|------|

#### **Certain Relationships and Related Transactions**

The Company purchased services from several entities with direct relationships to an officer of the Company. Such payments totaled \$9,600 and \$9,600 for the years ended December 31, 2008 and 2007, respectively. This is rent paid to Dwayne Fosseen for the shop building.

On April 30, 1999, the Company entered into an agreement to acquire patents and trademarks for an initial price of \$25,000 from a company whose stockholders have controlling ownership in the Company. The patents and trademarks were recorded as a lump-sum purchase at the affiliate's carrying value, \$9,800, at the date of purchase. The remaining \$15,200 was recorded as a distribution to stockholders. In July 2000, upon the completed sale of 1,000,000 shares of stock to the public and in accordance with the patent purchase agreement a payment of \$225,000 was paid and was accounted for as a distribution to stockholders. Also, the agreement provides for royalty payments in the amount of 3% of gross sales (including product sales, service revenues, and all revenues from sales of patent rights) for the 20 years that began November 1, 1999. This agreement can be terminated by the seller if the Company fails to make the above payments or becomes insolvent. From January 1, 1999 to October 31, 1999, the Company paid royalties for the use and potential marketing of the patents to the company that owned the patents based on 3% of sales calculated at an established unit price (\$495) and minimum quantities (40 to 80 units per month), with payments generally made quarterly. The Company incurred royalty expense to a company partially owned by the majority stockholder of the Company for the years ended December 31, 2008 and 2007 in the amounts of \$25,356 and \$18,489 respectively.

## **OTHER MATTERS**

### **Annual Report and Financial Statements**

Our 2008 Annual Report, which includes our audited financial statements for the fiscal year ended December 31, 2008, is available on our Website [www.mirencocom.com](http://www.mirencocom.com). The 2008 Annual Report includes our Annual Report on Form 10-K/A for the year ended December 31, 2008, which has been filed with the Securities and Exchange Commission (SEC). Copies of our quarterly reports on Form 10-Q for the quarters ended March 31 and 2009, June 30, 2009 are also available on our Web site.

For information on how to obtain additional copies, please see Where You Can Find Additional Information, below.

### **WHERE YOU CAN FIND ADDITIONAL INFORMATION**

We file annual, quarterly and current reports, information statements and other information with the SEC. You may read and copy any document we file with the SEC at the SEC's public reference room located at 100 F Street, N.E., Washington, D.C., 20549. Please call the SEC at 1-800-SEC-0330 for further information on the SEC's public reference rooms. Our SEC filings are also available to the public at the SEC's website at <http://www.sec.gov>.

Any person, including any beneficial owner, to whom this Information Statement is delivered may request copies of our periodic reports, information statements or other information concerning us, without charge, by written request, directed to Glynis M. Hendrickson, Secretary, Mirencocom, Inc., PO Box 343, Radcliffe, Iowa 50230 or by telephone at (515) 899-2164. If you would like to request documents, please do so by December 4, 2009 in order to receive them before the Annual Meeting. Our periodic reports are also available on our website: [www.mirencocom.com](http://www.mirencocom.com).

THIS INFORMATION STATEMENT IS DATED OCTOBER 29, 2008. YOU SHOULD NOT ASSUME THAT THE INFORMATION CONTAINED IN THIS INFORMATION STATEMENT IS ACCURATE AS OF ANY DATE OTHER THAN THE DATE ABOVE, UNLESS EXPRESSLY PROVIDED, AND THE MAILING OF THIS INFORMATION STATEMENT TO STOCKHOLDERS DOES NOT CREATE ANY IMPLICATION TO THE CONTRARY.

Dwayne Fosseen

President

Radcliffe, Iowa

November 5, 2009