

MIRENCO INC
Form 10KSB/A
April 15, 2004

U.S. Securities and Exchange Commission

Washington, D.C. 20549

FORM 10-KSB/A

**ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2003

Commission File No. 333-41092

MIRENCO, INC.

(Name of small business issuer in its charter)

IOWA
(State or other jurisdiction of incorporation or organization)

39-1878581
(I.R.S. Employer Identification No.)

206 MAY STREET, RADCLIFFE, IOWA
(Address of principal executive offices)

50230
(Zip Code)

Issuer's telephone number (515) 899-2164

Securities registered under Section 12(b) of the Exchange Act:

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| <u>Title of each class</u> | <u>Name of each exchange on which registered</u> |
|----------------------------|--|
| Common Stock, no par value | NONE |

Securities registered under Section 12(g) of the Exchange Act:

NONE

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES NO

Check if no disclosure of delinquent filers in response to Item 405 of Regulation S-B is contained in this Form 10-KSB, and no disclosure will be contained, to the best of Registrant's knowledge, in definitive proxy statements incorporated by reference in Part III of this Form 10-KSB or any amendment to this Form 10-KSB.

The issuer's revenues for the most recent fiscal year were \$93,086

The aggregate market value of the voting stock held by nonaffiliates, based on the closing sale price of the over-the-counter market on March 15, 2004, was \$1,561,000. As of March 15, 2004, there were 13,304,242 shares of Common Stock, no par value, outstanding.

Explanation of Purpose of Amendment

This Amendment to form 10-KSB for the Registrant's year ended December 31, 2003, originally filed on April 14, 2004, is to attach the Exhibits which were omitted from the original filing.

ITEM 13. Exhibits and Reports on Form 8-K

(a) Reports on Form 8-K

There were no reports filed on Form 8-K during the fourth quarter of the year ended December 31, 2003.

(b) Exhibits

The following are the exhibits to this annual report.

- 3.2 Certificate of Incorporation and Certificates of Amendment to the Certification of Incorporation of Registrant (incorporated by reference to the Company's Registration Statement filed on July 10, 2000).
- 3.3 Bylaws of Registrant (incorporated by reference to the Company's Registration Statement filed on July 10, 2000).
- 10.2(d) Stock Option Agreement between Registrant and Betty Fosseen (incorporated by reference to the Company's Registration Statement filed on July 10, 2000).
- 10.2(f) Stock Option Agreement between Registrant and J. Richard Relick (incorporated by reference to the Company's Registration Statement filed on July 10, 2000).
- 10.3 American Technologies LLC, Fosseen Manufacturing & Development, Mirencos, Inc., Ethaco Agreements to Terminate Prior Agreements and Transfer License, respectively (incorporated by reference to the Company's Registration Statement filed on July 10, 2000).
- 10.4 Purchase Agreement Between Registrant and American Technologies, LLC (incorporated by reference to the Company's Registration Statement filed on July 10, 2000).
- 10.5 Environmental Regulatory Approvals with the U.S. Environment Protection Agency and California Air Resources Board (incorporated by reference to the Company's Registration Statement filed on July 10, 2000).
- 10.6 Summary of Patents and Associated Service Marks (incorporated by reference to the Company's Registration Statement filed on July 10, 2000).
- 10.7 Copies of U.S. and Canadian Patents Issued to Dwayne L. Fosseen (incorporated by reference to the Company's Registration Statement filed on July 10, 2000).
- 10.8 Summary of Mexican Patents and Associated Protections Issued to Dwayne L. Fosseen (incorporated by reference to the Company's Registration Statement filed on July 10, 2000).
- 10.9 Rental Agreement Between Registrant and Fosseen Manufacturing & Development, Inc (incorporated by reference to the Company's Registration Statement filed on July 10, 2000).
- 10.10 March 31, 2000 Warrant Agreement between Registrant and Duncan, Blum & Associates (incorporated by reference to the Company's Registration Statement filed on July 10, 2000).
- 10.13 Lease for Land (incorporated by reference to the Company's Registration Statement Amendment filed on April 17, 2001).

- 10.13(a) Stock Option Agreement between Registrant and Betty Fosseen (incorporated by reference to the Company's Registration Statement Amendment filed on April 17, 2001).
- 10.14 2001 Common Stock Compensation Plan (incorporated by reference to the Company's 10KSB for the fiscal year ended December 31, 2001).
- 10.15 Cooperative Agreement between registrant and Iowa Foundation for Educational Administration, Inc. (Incorporated by reference to the Company's 10QSB for the quarter ended September 30, 2002 filed on August 14, 2002).
- 10.16 Vehicle Purchase Agreement between registrant and Fosseen Manufacturing Co., Inc. (Incorporated by reference to the Company's 10QSB for the quarter ended September 30, 2002 filed on November 14, 2002).
- 10.17 Bank Note between registrant and Randall-Story State Bank. (Incorporated by reference to the Company's 10QSB for the quarter ended September 30, 2002 filed on November 14, 2002).
- 10.18 Agreement between Richard A. Musal and registrant for Chief Financial Officer Services. (Incorporated by reference to the Company's 10KSB for the year ended December 31, 2002 filed on April 14, 2003).
- 10.19 Offer and Acceptance to purchase land from Dwayne Fosseen and spouse. (Incorporated by reference to the Company's 10KSB for the year ended December 31, 2002 filed on April 14, 2003).
- *10.20 Distribution Agreement with D-Max West, LLC for Exclusive Distribution rights for California
- *10.21 Distribution Agreement with D-Max West for exclusive distribution rights for Arizona and Texas
- *10.22 Cancellation of distributor agreements between Mirencos and D-Max West
- *10.23 Cancellation Of SPAP Company, LLC Sales Representative Agreement
- *10.24 Sales Representative Agreement with Nevison Group, LLC
- *10.25 Sales Agreement with Grant Brothers Sales. Ltd.
- *10.26 Cancellation of Sales Representative Agreement with Grant Brothers Sales, Ltd.
- *10.27 Distributor Agreement with Integrated Vision Marketing
- * 31.1 Certificate of Principal Executive Officer dated April 14, 2004.
- * 31.2 Certificate of Principal Financial Officer dated April 14, 2004.
- * 32.1 Dwayne Fosseen's Certification dated April 14, 2004 pursuant to 18 U.S.C. SECTION 1350, as adopted pursuant to, SECTION 906 of the Sarbanes-Oxley Act of 2002
- * 32.2 Richard A. Musal's Certification dated April 14, 2004 pursuant to 18 U.S.C. SECTION 1350, as adopted pursuant to SECTION 906 of the Sarbanes-Oxley Act of 2002

* Filed herewith

Except as noted, these exhibits were filed in the July 10, 2000 and March 4, 2001 Registration Statements. Since no changes to such filings have occurred and/or are not material, these exhibits are not filed herewith and are hereby incorporated by reference.

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the Registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Mirencos, Inc.

(Registrant)

By: /s/ Richard A. Musal

Richard A. Musal

Chief Financial Officer

Date: April 15, 2004

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: /s/ Dwayne Fossean

Dwayne Fossean

Chairman of the Board,

Chief Executive Officer

and Director

Date: April 15, 2004

By: /s/ Don Williams

Don Williams

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Director

Date: April 15, 2004

By: /s/ Richard A. Musal

Director, Chief Operating Officer,

and Secretary