

MIRENCO INC  
Form 10-Q  
August 23, 2010

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

FORM 10-Q

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

For the quarterly period ended **June 30, 2010**

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE  
EXCHANGE ACT

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number **333-41092**

**Mirenc, Inc.**

(Exact name of small business issuer as specified in its charter)

**Iowa**

(State or other jurisdiction of incorporation or  
organization)

**39-1878581**

(IRS Employer Identification No.)

**206 May Street, P.O. Box 343, Radcliffe, Iowa 50230**

(Address of principal executive offices)

**(515) 899-2164**

(Issuer's telephone number)

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 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

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Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date. Number of Common Shares outstanding at August 23, 2010: 31,494,177.

#1722863

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**Cautionary Statement on Forward-Looking Statements.**

The discussion in this Report on Form 10-Q, including the discussion in Item 2 of PART I, contains forward-looking statements that have been made pursuant to the provisions of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements are based on current expectations, estimates and projections about the Company's business, based on management's current beliefs and assumptions made by management. Words such as "expects", "anticipates", "intends", "believes", "plans", "seeks", "estimates", and similar expressions or variations of these words are used to identify such forward-looking statements. Additionally, statements that refer to the Company's estimated or anticipated future results, sales or marketing strategies, new product development or performance or other non-historical facts are forward-looking and reflect the Company's current perspective based on existing information. These statements are not guarantees of future performance and are subject to certain risks, uncertainties and assumptions that are difficult to predict. Therefore, actual results and outcomes may differ materially from what is expressed or forecasted in any such forward-looking statements. Such risks and uncertainties include those set forth below in Item 1 as well as previous public filings with the Securities and Exchange Commission. The discussion of the Company's financial condition and results of operations included in Item 2 of PART I should also be read in conjunction with the financial statements and related notes included in Item 1 of PART I of this quarterly report. These quarterly financial statements do not include all disclosures provided in the annual financial statements and should be read in conjunction with the Risk Factors and annual financial statements and notes thereto included in the Company's Form 10-K for the year ended December 31, 2009 as filed with the Commission on April 15, 2010. The Company undertakes no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

**MIRENCO, Inc.**  
**CONDENSED BALANCE SHEETS**  
**(unaudited)**

| ASSETS  | <u>June 30, 2010</u> | <u>December 31, 2009</u> |
|---|----------------------|--------------------------|
|   | (Unaudited)          |                          |
| <b>CURRENT ASSETS</b>                                     |                      |                          |
| Cash and cash equivalents                                 | \$ 4,043             | \$ 6,857                 |
| Accounts receivable                                       | 73,319               | 22,453                   |
| Inventories   | 87,678               | 87,019                   |
| Prepaid expenses  | 1,553                | 1,568                    |
| Total current assets                                      | 166,593              | 117,897                  |
| PROPERTY AND EQUIPMENT, net                               | 431,273              | 445,599                  |
| PATENTS AND TRADEMARKS, net                               | 11,390               | 12,364                   |
| <b>TOTAL ASSETS</b>                                       | <b>\$ 609,256</b>    | <b>\$ 575,860</b>        |
| <br><b>LIABILITIES AND STOCKHOLDERS' EQUITY (Deficit)</b> |                      |                          |
| <b>CURRENT LIABILITIES</b>                                |                      |                          |
| Current portion of note payable                           | \$ 36,860            | \$ 37,521                |
| Accounts payable  | 273,762              | 280,655                  |
| Accrued expenses  | 46,649               | 30,175                   |
| Due to officers   | 50,854               | 44,110                   |
| Other current liabilities                                 | 12,000               | 12,000                   |
| Dividends on preferred redeemable shares                  | 4,170                | 3,499                    |
| Notes payable to related parties                          | 10,000               | 10,000                   |
| Total current liabilities                                 | 434,295              | 417,960                  |
| <br><b>LONG TERM LIABILITIES</b>                          |                      |                          |
| Notes payable, less current portion                       | 307,289              | 316,484                  |
| <b>CONVERTIBLE NOTES PAYABLE</b>                          |                      |                          |
| Related party   | 442,990              | 97,000                   |
| Other   | 100,000              | 100,000                  |
| <br><b>MANDATORILY REDEEMABLE PREFERRED STOCK</b>         |                      |                          |
| Shares subject to mandatory redemption                    | 18,256               | 18,256                   |
| 18,256 shares outstanding, cumulative dividends at 6%     |                      |                          |
| Series A mandatorily redeemable preferred stock ,         | 15,500               | -                        |

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5,000,000 shares authorized, 155,000 outstanding cumulative dividends at 6%

|  |                   |                   |
|--|-------------------|-------------------|
| Total long term liabilities  | 884,035           | 531,740           |
| <b>STOCKHOLDERS' (DEFICIT)</b>   |                   |                   |
| Preferred stock, \$.01 par value, 50,000,000 shares authorized<br>no shares issued or outstanding                      | -                 | -                 |
| Common stock, no par value: 100,000,000 shares authorized,<br>31,494,177 shares issued and outstanding (2010 and 2009) | 10,822,153        | 10,822,153        |
| Additional paid-in capital   | 1,714,954         | 1,714,954         |
| Accumulated (deficit)  | (13,246,181)      | (12,910,947)      |
| Total stockholder's (deficit)  | (709,074)         | (373,840)         |
| <b>TOTAL LIABILITIES &amp; STOCKHOLDERS' (DEFICIT)</b>   | <b>\$ 609,256</b> | <b>\$ 575,860</b> |

See the accompanying notes to the condensed financial statements.

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**MIRENCO, Inc.**  
**CONDENSED STATEMENTS OF OPERATIONS**  
**(Unaudited)**

|  | Three Months<br>Ended<br>June 30, 2010 | Three Months<br>Ended<br>June 30, 2009 |
|--|--|--|
| Sales  | \$ 109,550                             | \$ 95,682                              |
| Cost of sales                                | 96,834                                 | 61,152                                 |
| Gross profit                                 | 12,716                                 | 34,530                                 |
| Salaries and wages                           | 84,874                                 | 92,266                                 |
| Other general and administrative<br>expenses | 66,953                                 | 63,237                                 |
|  | 151,827                                | 155,503                                |

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|   |    |            |    |            |
|---|----|------------|----|------------|
| (Loss) from operations                                  |    | (139,111)  |    | (120,973)  |
| Other income (expense)                                  |    |            |    |            |
| Interest income   |    | 1          |    | 1          |
| Interest expense  |    | (19,559)   |    | (8,437)    |
|   |    | (19,558)   |    | (8,436)    |
| NET (LOSS)  | \$ | (158,669)  | \$ | (129,409)  |
| Net (loss) per share available for common               |    |            |    |            |
| shareholders - basic and diluted                        | \$ | (0.00)     | \$ | (0.00)     |
| Weighted-average shares outstanding - basic and diluted |    | 31,494,177 |    | 31,247,139 |

See the accompanying notes to the condensed financial statements.



**MIRENCO, Inc.**  
**CONDENSED STATEMENTS OF OPERATIONS**  
**(Unaudited)**

|   | Six Months<br>Ended<br>June 30, 2010 | Six Months<br>Ended<br>June 30, 2009 |
|---|--------------------------------------|--------------------------------------|
| Sales   | \$ 139,601                           | \$ 207,793                           |
| Cost of sales   | 149,282                              | 127,717                              |
| Gross profit (loss)   | (9,681)                              | 80,076                               |
| Salaries and wages  | 169,200                              | 210,131                              |
| Other general and administrative expenses                                     | 114,917                              | 150,821                              |
|   | 284,117                              | 360,952                              |
| (Loss) from operations  | (293,798)                            | (280,876)                            |
| Other income (expense)  |                                      |                                      |
| Interest income   | 1                                    | 2                                    |
| Interest expense  | (41,437)                             | (14,941)                             |
|   | (41,436)                             | (14,939)                             |
| NET (LOSS)  | \$ (335,234)                         | \$ (295,815)                         |
| Net (loss) per share available for common<br>shareholders - basic and diluted | (0.01)                               | (0.01)                               |
| Weighted-average shares outstanding -<br>basic and diluted                    | 31,494,177                           | 31,192,173                           |

See the accompanying notes to the condensed financial statements.

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**MIRENCO, Inc.**  
**CONDENSED STATEMENTS OF CASH FLOWS**  
**(Unaudited)**

|   | Six Months<br>Ended<br>June 30, 2010 | Six Months<br>Ended<br>June 30, 2009 |
|---|--------------------------------------|--------------------------------------|
| Cash flows from operating activities    |                                      |                                      |
| Net cash (used in) operating activities | \$ (290,385)                         | \$ (225,108)                         |
| Cash flows from investing activities    |                                      |                                      |

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|   |           |           |
|---|-----------|-----------|
| Net cash (used in) investing activities   | -         | -         |
| Cash flows from financing activities  |           |           |
| Proceeds from issuance of stock   | -         | 18,328    |
| Proceeds from issuance of mandatorily redeemable preferred stock                      | 15,500    | -         |
| Principal payments on long-term debt:   |           |           |
| Banks and others  | (17,429)  | (19,361)  |
| Proceeds from long term borrowing   | 289,500   | 135,000   |
| Net cash provided by financing activities   | 287,571   | 133,967   |
| (Decrease) in cash and cash equivalents   | (2,814)   | (91,142)  |
| Cash and cash equivalents, beginning of period  | 6,857     | 93,608    |
| Cash and cash equivalents, end of period  | \$ 4,043  | \$ 2,466  |
| Supplementary disclosure of cash flow information:                                    |           |           |
| Cash paid during the quarter for interest   | \$ 6,620  | \$ 14,717 |
| Cash paid during the quarter for taxes  | \$ -      | \$ -      |
| Non-cash financing and investing activities:  |           |           |
| Conversion of accounts payable to notes payable - related party                       | \$ 56,490 | \$ -      |
| Common stock issued for notes payable and accrued interest payable to related parties | \$ -      | \$ 35,618 |

See the accompanying notes to the condensed financial statements.



**MIRENCO, Inc.**

**NOTES TO CONDENSED FINANCIAL STATEMENTS**

**June 30, 2010**

**(Unaudited)**

**NOTE A BASIS OF PRESENTATION**

The accompanying unaudited financial statements have been prepared in accordance with generally accepted accounting principles (GAAP) for interim financial information and Article 10 of Regulation S-X. They do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting only of normal recurring adjustments) considered necessary for a fair presentation have been included.

The results of operations for the periods presented are not necessarily indicative of the results to be expected for the full year. For further information, refer to the financial statements of the Company included in the Company's Form 10-K for the year ended December 31, 2009 as filed with the Commission on April 15, 2010.

**NOTE B INVENTORY**

Inventories, consisting of purchased finished goods ready for sale, are stated at the lower of cost (as determined by the first-in, first-out method) or market. In addition, we maintain a reserve for the estimated value associated with damaged, excess or obsolete inventory. The reserve value generally includes inventory that has turn days in excess of 365 days, or discontinued items. At June 30, 2010 our inventory reserve amounted to \$54,323.

**NOTE C - REALIZATION OF ASSETS**

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, which contemplate continuation of the Company as a going concern. Net

loss for the six months ended June 30, 2010 was (\$335,234), and the Company had a working capital deficit of (\$267,702) at June 30, 2010. The Company has incurred net losses aggregating (\$13,246,181) from inception, and may continue to incur net losses in the future. If revenues do not increase substantially in the near future, additional sources of funds will be needed to maintain operations. These matters give rise to substantial doubt about the Company's ability to continue as a going concern.

Management and other personnel have been focused on product and service development in lieu of product marketing. The Company's management team has diligently explored several market segments relative to the Company's product and service lines. From that exploration, the Company has decided it is in its best interests to explore the use of existing, well-established distribution channels for marketing and selling the DriverMax product line. Management also believes a large market exists for the Company's testing services and the information provided by those services, through the Company's business relationship with Wayne Supply, a Caterpillar dealer in Kentucky. This exclusive contract was announced in the Company's 8-K filing of January 15, 2009. A combination of the products and services has been developed as a long-term program for current and potential customers, particularly in regulated markets. Although revenues during the second quarter of 2010 fell below the Company's expectations and Wayne Supply has not meet the minimum sales requirements defined in the contract, we feel that sales were significantly impacted by the financial crisis and economic downturn that followed. The Company signed an amended exclusive agreement with Wayne Supply Co., Inc. on April 30, 2010, which is disclosed in the Company's 8K filing, dated May 5, 2010. We believe that our continued relationship with Wayne will significantly improve the Company's revenues in the future. During the second quarter of 2010, Wayne Supply signed three additional Caterpillar Dealers as Mirengo dealers. We believe more Caterpillar dealers will become Mirengo dealers during the remaining quarters of 2010 and that sales and revenues will continue to increase. Management will focus on the Company's efforts on the sales of products, services, and programs with sensible controls over expenses. Management believes these steps, if successful, will improve the Company's liquidity and operating results, allowing it to continue in existence.

The financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the possible inability of the Company to continue as a going concern.

**MIRENCO, Inc.****NOTES TO CONDENSED FINANCIAL STATEMENTS****June 30, 2010****(unaudited)****NOTE D – STOCKHOLDERS (DEFICIT)**

During the six months ended June 30, 2010, the Company issued no shares of common stock.

The following summarizes the options outstanding at June 30, 2010:

**COMMON STOCK OPTIONS**

|                                | Number of shares |             | Weighted-<br>average<br>exercise<br>price<br>per share |
|--------------------------------|------------------|-------------|--|
|                                | Outstanding      | Exercisable |  |
| Outstanding, December 31, 2009 | 2,195,810        | 2,195,810   | \$ 0.98  |
| Granted                        | -                | -           | -  |
| Exercised                      | -                | -           | -  |
| Expired                        | (19,060)         | (19,060)    | (2.55)   |
| Outstanding June 30, 2010      | 2,176,750        | 2,176,750   | \$ 0.34  |

1.

The following table summarizes information about options outstanding at June 30, 2010, under the Compensatory Stock Option Plan:

2010 Compensatory Stock Options and Warrants

| Options outstanding      |                    |   | Options exercisable             |                    |                                 |
|--------------------------|--------------------|---|---------------------------------|--------------------|---------------------------------|
| Range of exercise prices | Number outstanding | Weighted-average remaining contractual life | Weighted-average exercise price | Number exercisable | Weighted-average exercise price |
| \$0.12-\$0.9375          | 2,176,750          | 3.83  | \$ 0.34                         | 2,167,750          | \$ 0.34                         |



**NOTES TO CONDENSED FINANCIAL STATEMENTS****June 30, 2010****(unaudited)****NOTE E NOTES PAYABLE**

Effective January 18, 2008, the Company obtained a line of credit that calls for maximum borrowings of \$301,500. The line bears interest at 8% per annum and is due January 18, 2018. As of the date of these financial statements, aggregate draws of \$335,000 have been made against the line of credit. Total payments of \$52,837 have been made on this line of credit as of June 30, 2010, leaving an outstanding balance of \$282,162.

Notes payable consisted of the following at June 30, 2010:

|  | Total      | Current<br>Portion | Long-term<br>Portion |
|--|------------|--------------------|----------------------|
| Note payable to bank in monthly installments of \$1,464 including principal and variable interest, currently 6.00%, guaranteed by stockholder, guaranteed by Small Business Administration | \$ 61,987  | \$14,420           | \$ 47,567            |
| Note payable to bank in monthly installments of \$3,659, including principal and interest at 8%.   | 282,162    | 22,440             | 259,722              |
|  | \$ 344,149 | \$36,860           | \$ 307,289           |

**MIRENCO, Inc.**

**NOTES TO CONDENSED FINANCIAL STATEMENTS**

**June 30, 2010**

(unaudited)

**NOTE F NOTES PAYABLE TO RELATED PARTIES**

Notes payable to related parties consisted of the following at June 30, 2010:

|   | Total      | Current<br>Portion | Long-term<br>Portion |
|---|------------|--------------------|----------------------|
| Note payable to investor, 9% interest payable quarterly, principal due in July 2011   | \$ 10,000  | \$10,000           | \$ -                 |
| Convertible notes payable:  |            |                    |                      |
| Notes payable to shareholders, 9% interest payable quarterly, balloon payments of principal due plus any accrued interest variously from July, 2012 to April, 2013, convertible at the holder's option at anytime, in whole or in part, to shares of the Company's common stock at the lesser of \$.10 per share or the then current market price per common share. | 442,900    | -                  | 442,900              |
| Note Payable to other related party, 12% interest payable quarterly, principal plus any accrued interest due in October, 2012, convertible at anytime at the holder's option at anytime, in whole or in part, to shares of the Company's common stock at the lesser of \$.10 per share or the then current market price per common share.                           | 100,000    | -                  | 100,000              |
|   | \$ 552,900 | \$10,000           | \$ 542,900           |

**NOTE G MAJOR CUSTOMERS**

During the six months ended June 30, 2010, four major customers accounted for 91% of total sales. At June 30, 2010, five customers accounted for 98% of accounts receivable.

Sales:

|   |    |        |     |
|---|----|--------|-----|
| A | \$ | 73,708 | 53% |
| B | \$ | 36,463 | 26% |
| C | \$ | 8,739  | 6%  |
| D | \$ | 8,526  | 6%  |

Total Sales \$ 139,908 91%

#### **NOTE H REVENUES**

Gross sales of \$139,601, included \$49,272 in product sales and \$90,329 in sales of services during the six months ended June 30, 2010.

#### **NOTE I EARNINGS (LOSS) PER SHARE**

Basic earnings (loss) per share is calculated by dividing net income (loss) by the weighted average number of common shares outstanding for the period. Diluted earnings (loss) per share is calculated by dividing net income (loss) by the weighted average number of common shares and dilutive common stock equivalents outstanding. During periods in which the Company incurs losses, common stock equivalents, if any, are not considered, as their effect would be anti dilutive.

#### **NOTE J REDEEMABLE, CONVERTIBLE PREFERRED STOCK**

In December 2006, Mirencos offered a minimum \$3,000 investment for 25,000 shares of its common stock at \$0.12 per share, plus 500 shares of convertible, redeemable preferred stock valued by the Company at \$1 per share. In connection with this offering, 23,256 shares of the convertible, redeemable preferred stock were issued, of which 5,000 were converted to 25,000 shares of common stock during the period ended September 30, 2007. Each preferred share is convertible at the holder's option, to five shares of the Company's common stock, and carries a cumulative 6% dividend rate through December 31, 2011. The preferred shares may be redeemed by the Company any time after December 31, 2009, and must be fully redeemed on December 31, 2011, at \$1.00 per share together with all cumulative dividends in arrears. Accordingly, the preferred shares are presented as shares subject to mandatory redemption in the accompanying financial statements.

In the second quarter of 2010, as disclosed in an 8K filing dated June 4, 2010, Mirencos offered Series A convertible, redeemable preferred stock at \$.10 per share. A total of 5,000,000 Series A convertible, redeemable, preferred shares were approved by the board of directors, for a total potential investment of \$500,000. In connection with this offering, 155,000 shares of the Series A convertible, redeemable preferred stock were issued, for cash proceeds of \$15,500. Each Series A share plus any unpaid dividends is convertible at the holder's option, to one share of the Company's

common stock, and carries a cumulative 6% dividend rate through December 31, 2015. Any time, or from time to time, after December 31, 2011, the Company may redeem any or all outstanding shares of Series A Preferred Stock upon thirty (30) days advance written notice to the holder and payment of the Redemption Price plus all accrued and unpaid dividends up to the date of redemption. The Series A convertible, redeemable, preferred shares must be fully redeemed on December 31, 2015, at \$.10 per share together with all cumulative dividends in arrears. Accordingly, the preferred shares are presented as shares subject to mandatory redemption in the accompanying financial statements.

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#### **NOTE K - SUBSEQUENT EVENTS**

In connection with the Series A convertible, redeemable preferred share offering, 50,000 shares were purchased on July 6, 2010 for a cash payment of \$5,000 and 350,000 shares were purchased on July 9, 2010 for a cash payment of \$35,000.

In preparing the accompanying financial statements, the Company has evaluated subsequent transactions through the issuance date of this quarterly report on Form 10Q and has determined that all material subsequent events have been disclosed above.

#### **NOTE L RECENT ACCOUNTING PRONOUNCEMENTS**

The Company evaluates the pronouncements of various authoritative accounting organizations, primarily the Financial Accounting Standards Board ( FASB ), the Securities and Exchange Commission ( SEC ), and the Emerging Issues Task Force ( EITF ), to determine the impact of new pronouncements on US GAAP and the impact on the Company.

In January 2010, the FASB issued Accounting Standards Update ( ASU ) 2010-01, *Equity (Topic 505): Accounting for Distributions to Shareholders with Components of Stock and Cash (A Consensus of the FASB Emerging Issues Task Force)*. This amendment to Topic 505 clarifies the stock portion of a distribution to shareholders that allows them to elect to receive cash or stock with a limit on the amount of cash that will be distributed is not a stock dividend for purposes of applying Topics 505 and 260. Effective for interim and annual periods ending on or after December 15, 2009, and would be applied on a retrospective basis. The provisions of ASU 2010-01 havenot had a material effect on the financial position, results of operations or cash flows of the Company.

In January 2010, the FASB issued ASU 2010-04, *Accounting for Various Topics – Technical Corrections to SEC Paragraphs*. ASU 2010-04 makes technical corrections to existing SEC guidance, including the following topics: accounting for subsequent investments, termination of an interest rate swap, issuance of financial statements - subsequent events, use of residential method to value acquired assets other than goodwill, adjustments in assets and liabilities for holding gains and losses, and selections of discount rate used for measuring defined benefit obligation. The adoption of ASU 2010-04 has not had a material impact on the Company's financial statements.

In January 2010, the FASB issued ASU 2010-05, *Compensation – Stock Compensation (Topic 718): Escrowed Share Arrangements and the Presumption of Compensation*. ASU 2010-05 updates existing guidance to address the SEC staff's views on overcoming the presumption that for certain shareholders escrowed share arrangements represent compensation. The adoption of ASU 2010-05 has not had a material impact on its financial statements.

In January 2010, the FASB issued ASU 2010-06, *Improving Disclosures about Fair Value Measurements ( ASU 2010-06 )*, which provides amendments to FASB ASC topic *Fair Value Measurements and Disclosures* that will provide more robust disclosures about (i) the different classes of assets and liabilities measured at fair value, (ii) the valuation techniques and inputs used, (iii) the activity in Level 3 fair value measurements, and (iv) the transfers between Levels 1, 2 and 3. ASU 2010-06 is effective for fiscal years and interim periods beginning after December 15, 2009. The adoption has not had a material effect on our disclosures.

In February 2010, the FASB issued ASU 2010-09, *Subsequent Events (Topic 855)*. The amendments remove the requirements for an SEC filer to disclose a date, in both issued and revised financial statements, through which subsequent events have been reviewed. Revised financial statements include financial statements revised as a result of either correction of an error or retrospective application of U.S. GAAP. ASU 2010-09 is effective for interim or annual financial periods ending after June 15, 2010. The provisions of ASU 2010-09 have not had a a material effect on the financial position, results of operations or cash flows of the Company

In April 2010, the FASB issued ASU 2010-12, *Income Taxes (Topic 740)*. ASU 2010-12 amends FASB Accounting Standard Codification ( ASC ) subtopic 740-10 *Income Taxes* to include paragraph 740-10-S99-4. On March 30, 2010 The President signed the Health Care & Education Affordable Care Act reconciliation bill that amends its previous Act signed on March 23, 2010. FASB Codification topic 740, *Income Taxes*, requires the measurement of current and deferred tax liabilities and assets to be based on provisions of enacted tax law. The effects of future changes in tax

laws are not anticipated. Therefore, the different enactment dates of the Act and reconciliation measure may affect registrants with a period-end that falls between March 23, 2010 (enactment date of the Act), and March 30, 2010 (enactment date of the reconciliation measure). However, the announcement states that the SEC would not object if such registrants were to account for the enactment of both the Act and the reconciliation measure in a period ending on or after March 23, 2010, but notes that the SEC staff does not believe that it would be appropriate for registrants to analogize to this view in any other fact patterns. The adoption of this standard has not had a material impact on the Company's financial position and results of operations.

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In April 2010, the FASB issued ASU 2010-17, *Revenue Recognition-Milestone Method (Topic 605): Milestone Method of Revenue Recognition*. The amendments in this Update are effective on a prospective basis for milestones achieved in fiscal years, and interim periods within those years, beginning on or after June 15, 2010. Early adoption is permitted. If a vendor elects early adoption and the period of adoption is not the beginning of the entity's fiscal year, the entity should apply the amendments retrospectively from the beginning of the year of adoption. The Company does not expect the provisions of ASU 2010-17 to have a material effect on the financial position, results of operations or cash flows of the Company.

There were various other updates recently issued, most of which represented technical corrections to the accounting literature or application to specific industries and are not expected to have a material impact on the Company's consolidated financial position, results of operations or cash flows.

#### **NOTE M ESTIMATES**

The preparation of the financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.





**Item 2.**

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF  
FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

**General and Background**

Mirencos, Inc. was organized and incorporated in the State of Iowa on February 21, 1997. We develop, market and distribute technologically advanced products, improving efficiencies in engine combustion and equipment application.

Mirencos also offers consultative services in evaluating diesel engines through its Mirencos Diesel Evaluation Procedure, MDEP, which consists of testing procedures, comparison to other engines on its proprietary data base and making recommendations for maintenance activities and/or application of Mirencos s proprietary technology.

Our primary products are derived from technology developed in the United States. They are D-Max, C-Max, EconoCruise and Fuel-Tracker.

In addition to products, Mirencos, Inc. offers consultative services with its Combustion Management Program called MDEP, Mirencos Diesel Evaluation Procedure.

MDEP consists of the evaluation of a diesel engine based on a comparison with like engines. An evaluation is completed by performing a modified SAE-J1667 as well as a MIR 120 Second Transient evaluation. Mirencos has developed an extensive database of evaluation results, for thousands of diesel engines, using these techniques.

From these results, Mirencos can evaluate the condition of an engine, determine commonalities among engine types, evaluate an entire fleet and recommend appropriate maintenance procedures for each specific vehicle. From these results, we can also make recommendations for appropriate engine service that will improve engine combustion.

Mirencos MDEP has been successfully applied in the underground mining industry to reduce diesel particulate matter. This industry is under strict regulation from the Mining Safety and Health Administration (MSHA) to reduce particulate emissions for the safety of its workers health. Beginning in 2005, Mirencos introduced the combustion management program, MDEP, D-Max and C-Max products throughout the United States.

The Fuel-Tracker system was designed to meet our customers demand to accurately monitor fuel consumption for individual pieces of equipment. The Fuel-Tracker system uses a diesel engines turbo boost pressure to correlate fuel consumption of the engine. With this system it is possible to provide basic fuel consumption information that many customers are looking for, as well as many other management tools. Data from the Fuel-Tracker system provides equipment productivity in percentage of horse power, equipment idle time, shut down time, location for each unit of fuel consumed and much more. Fuel-Tracker technology has proven to be an effective tool to manage equipment maintenance, productivity and operator efficiency.

## (2) Marketing methods

Our strategy is to market and sell our products primarily through third party distributors and to a lesser extent through direct sales. For the six months ended June 30, 2010, sales through distributors accounted for 53% of our sales. As disclosed in an 8-K dated January 15, 2009, we have entered into a distributor agreement with Wayne Supply Company. As disclosed in an 8-K dated May 5, 2010, the Company agreed to amend the distributor agreement minimum sales requirements with Wayne Supply. We continue to expect that Wayne will be the exclusive distributor for our Diesel Evaluation Procedure (MDEP), Fuel Tracker, data base management and related services for off-road, heavy equipment and on-highway vehicles and equipment markets throughout the United States and Canada. Although the sales results from the Wayne relationship have been slower than expected, we continue to believe that our relationship with Wayne will bring value to Mirencos by providing exposure to 60 Caterpillar dealers and their customers, across the US and Canada. During the first six months of 2010, Wayne has signed three Caterpillar dealers as Mirencos dealers. We anticipate more Caterpillar dealers becoming Mirencos dealers during the remaining two quarters of 2010, increasing sales and revenues.

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We have incurred annual losses since inception while developing and introducing our original products and focusing management and other resources on capitalizing the Company to support future growth. Relatively high management, personnel, consulting and marketing expenditures were incurred in prior years in preparation for the commercialization of our products. We expect distribution and selling expenses to increase directly with sales increases, however, as a percentage of sales, these expenses should decline as sales increase. It is anticipated that general and administrative expenses may increase as our business expands.

## Liquidity and Capital Resources

As of June 30, 2010, the Company had total current assets of \$166,593 and current liabilities of \$434,295, resulting in a working capital deficit of (\$267,702). The Companys available sources for generating cash for working capital have been through the issuance of common stock and notes payable and, eventually, we expect that working capital will be available through the development of profitable operations.

The Companys future capital requirements will depend on many factors, including expansion of our business; increased sales of both services and products, the cost of third-party financing, development of new revenue resources and administrative expense. We do not expect to expand our facilities during 2010.

On October 13, 2009 the Company signed a convertible promissory note with Wayne Supply with a total aggregate face principal amount of \$100,000, with interest of 12%. The Note is convertible into shares of common stock at a conversion price equal to the lesser of (i) \$0.10 per share, or (ii) the then current market price per Common Share, as

determined by taking the average closing price of the Common Stock quoted on the OTC bulletin Board for the sixty (60) business days immediately prior to the conversion date. It is intended that the conversion will take place on August 31, 2014, the maturity date.

Effective January 18, 2008, the Company obtained a line of credit that calls for maximum borrowings of \$301,500. The line bears interest at 8% per annum and is due January 18, 2018. As of the date of these financial statements, aggregate draws of \$335,000 have been made against the line of credit, and payments in the amount of \$52,837 have been made.

The following patent applications have been filed by Dwayne Fosseen and are currently pending in the patent office:

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Application 12/130,098 for Fuel Tracking System; filed May 30, 2008

The following patents have been issued, with ownership as described below:

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US Patent No. 6,845,314 for Method and Apparatus for Remote Communication of Vehicle Combustion Performance Parameters; Issued 1/18/2005; Valid until 1/2/2023 (assuming maintenance fees are paid); owned by Mirenc.

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US Patent No. 6,370,472 for Method and Apparatus for Reducing Unwanted Vehicle Emissions Using Satellite Navigations; Issued 4/9/2002; Valid until 9/15/2020 (assuming maintenance fees are paid); owned by Mirenc.

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US Patent No. 5,315,977 for Fuel Limiting Method and Apparatus for an Internal Combustion Engine; Issued 5/31/1994; Valid until 5/31/2011; owned by Dwayne Fosseen, subject to a 1993 license to American Technologies, LC, which license was assigned by American Technologies to Mirenc in 1999.

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US Patent No 7,454,284 for Method and Apparatus for Remote Communication and Control of Engine Performance; Issued 11/18/2008; Valid until 2/25/2025; owned by Dwayne Fosseen, subject to a 1993 license to American Technologies, LC which license was assigned by American Technologies to Mirencos in 1999.

We currently own the registered trademark for Mirencos, issued October 6, 2009.

According to the terms of our agreement with American Technologies to acquire certain patent- rights, we have incurred a 3% royalty of annual gross sales for a period of 20 years, which began November 1, 1999.

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, which contemplate continuation of the Company as a going concern. Net loss for the six months ended June 30, 2010 was (\$335,234). The Company has incurred net losses aggregating (\$13,246,181) from inception, and may continue to incur net losses in the future. If revenues do not increase substantially in the near future, additional sources of funds will be needed to maintain operations. These matters give rise to substantial doubt about the Company's ability to continue as a going concern.

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Management and other personnel have been focused on product and service development in lieu of product marketing. The Company's management team believes it has diligently explored several market segments relative to the Company's product and service lines. From that exploration, the Company has decided it is in its best interests to explore the use of existing, well-established distribution channels for marketing and selling the DriverMax product line. Management also believes a large market exists for the Company's testing services and the information provided by those services through the Company's business relationship with Wayne Supply, a Caterpillar dealer in Kentucky. This exclusive contract was announced in the Company's 8-K filing of January 15, 2009. As disclosed in an 8-K dated May 5, 2010, the Company agreed to amend the distributor agreement minimum sales requirements with Wayne Supply. Although Wayne Supply has been developing a marketing strategy and ramping up sales efforts in the US and Canada, we have yet to experience an increase in sales from the arrangement. During the second quarter of 2010, Wayne Supply has signed three Caterpillar locations as Mirencos dealers and we believe more will be signed up during the last two quarters of 2010, increasing sales and revenues.

A combination of the products and services has been developed as a long-term program for current and potential customers, particularly in regulated markets. Management plans to focus on the Company's efforts on the sales of products, services, and programs with sensible controls over expenses. Management believes these steps, if successful, will improve the Company's liquidity and operating results, allowing it to continue in existence.

The financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the possible inability of the Company to continue as a going concern.

## Summary of Significant Accounting Policies

*Inventories.* Inventories, consisting of purchased finished goods ready for sale, are stated at the lower of cost (as determined by the first-in, first-out method) or market. We evaluate our inventory value at the end of each quarter to ensure that actively moving inventory, when viewed by category, is carried at the lower of cost or market. In addition, we maintain a reserve for the estimated value associated with damaged, excess or obsolete inventory. The reserve generally includes inventory that has turn days in excess of 365 days, or discontinued items. At June 30, 2010 our inventory reserve amounted to \$54,323.

*Accounts Receivable.* Accounts receivable are stated at estimated net realizable value. Accounts receivable are comprised of balances due from customers net of estimated allowances for uncollectible accounts. In determining collectability, historical trends are evaluated and specific customer issues are reviewed to arrive at appropriate allowances. We use the direct write-off method for accounts receivable that are determined to be uncollectible and believe there is no material difference in this method from the allowance method.

## Results of Operations

Three months ended June 30, 2010:

Gross sales of \$109,550, including \$49,272 in product sales and \$60,278 in sales of services, were realized for the three months ended June 30, 2010 and were \$13,868 more than sales of \$95,682 for the same period one year ago.

Although revenues during the second quarter of 2010 fell below the Company's expectations and Wayne Supply has not met the minimum sales requirements defined in the contract, we feel that sales were significantly impacted by the financial crisis and economic downturn that followed. We believe that our continued relationship with Wayne will significantly improve the Company's revenues in the future. The Company signed an amended exclusive agreement with Wayne Supply Co., Inc. on April 30, 2010, which is disclosed in the Company's 8K filing, dated May 5, 2010.

Cost of sales for the three months ended June 30, 2010 was \$96,834 resulting in gross profit of \$12,716, as compared to gross profit of \$34,530 for the prior period, a decrease in gross profit of \$21,814. This decrease is due primarily to fewer sales compared to the sales over the same period in the prior year. In the three months ended June 30, 2010, \$44,761 of employment costs were included in Cost of Sales compared to \$47,765 in the corresponding period in the prior year. Salary expense for the three months ended June 30, 2010 was \$84,874 compared to \$92,266 in the corresponding period in the prior year. After accounting for the employment costs included in cost of sales, salaries decreased by \$10,395. This is primarily due to the reduction of staff.

Six months ended June 30, 2010:

Gross sales of \$139,601, including \$49,272 in product sales and \$90,329 in sales of services, were realized for the six months ended June 30, 2010 and were \$68,192 less than sales of \$207,793 for the same period one year ago.

Although revenues during the first and second quarter of 2010 fell below the Company's expectations and Wayne Supply has not met the minimum sales requirements defined in the contract, we feel that sales were significantly impacted by the financial crisis and economic downturn that followed. We believe that our continued relationship with Wayne will significantly improve the Company's revenues in the future.

The Company signed an amended exclusive agreement with Wayne Supply Co., Inc. on April 30, 2010, which is disclosed in the Company's 8K filing, dated May 5, 2010. During the second quarter of 2010, Wayne Supply Co., Inc. has signed three Caterpillar locations as Mirencos dealers and we believe that more Caterpillar locations will be added in the last two quarters of 2010, increasing sales and revenues. Cost of sales for the six months ended June 30, 2010 was \$149,282 resulting in gross loss of \$(9,681), as compared to gross profit of \$80,076 for the prior period, a decrease in gross profit of \$89,757. This decrease is due primarily to fewer sales compared to the sales over the same period in the prior year. In the six months ended June 30, 2010, \$44,761 of employment costs were included in Cost of Sales compared to \$47,765 in the corresponding period in the prior year. Salary expense for the six months ended June 30, 2010 was \$169,299 compared to \$210,131 in the corresponding period in the prior year. After accounting for the employment costs included in cost of sales, salaries decreased by 43,836.

A comparative breakdown of Other general and administrative expenses per the Statements of Operations included in PART I Item 1 above is as follows:

|   | Three Months<br>Ended<br>June 30, 2010 | Three Months<br>Ended<br>June 30, 2009 |
|---|--|--|
| Royalty                                   | \$ 3,287                               | \$ 2,870                               |
| Advertising                               | 517                                    | 45                                     |
| Depreciation and amortization             | 7,632                                  | 6,342                                  |
| Insurance                                 | 6,084                                  | 8,024                                  |
| Professional fees                         | 33,152                                 | 24,192                                 |
| Office expenses                           | 5,198                                  | 6,577                                  |
| Travel                                    | 1,144                                  | 2,777                                  |
| Utilities                                 | 9,939                                  | 12,410                                 |
| Total general and administrative expenses | \$ 66,953                              | \$ 63,237                              |

1.

Royalty expense is proportional to sales and is based on sales of products, services and rights pursuant to the contractual agreement with American Technologies. Under this agreement American Technologies assigned to Mirencos, Inc. its rights to use patents owned by Dwayne Fosseen and previously assigned to American Technology. The royalty is based on 3% of sales of products and services related to those patents beginning November 1, 1999 for a 20 year period.

2.

Advertising expense for the three months ended June 30, 2010 was slightly higher than the the same period in the prior year.

3.

Depreciation and amortization expense increased \$1,290 over the corresponding period in the prior year.

4.

Insurance expense for the three months ended June 30, 2010 decreased \$1,940 over the same period in the prior year primarily due to changes in policies to fit the company's current position.

5.

Professional fees expense increased \$8,960 due to increased legal fees during this period, since the Company has engaged SEC counsel for the full six months of the current period.

6.

Office expense for the three months ended June 30, 2010 decreased \$1,379 over the same period last year, primarily due to efforts to try to reduce spending.

7.

Travel expense for the three months ended June 30, 2010 decreased \$1,633 compared to travel expense for the corresponding period in the prior year. This is primarily due to fewer off-site trips by our technicians.

8.

Utilities expense for the three months ended June 30, 2010 decreased \$2,471 compared to utilities expense for the same period in the prior year. This is due primarily to efforts to cut energy costs.



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|   | Ended<br>June 30, 2010 |        | Ended<br>June 30, 2009 |
|---|------------------------|--------|------------------------|
| Royalty                                       | \$ 4,188               | \$     | 6,234                  |
| Advertising                                   | 527                    |        | 65                     |
| Depreciation and amortization                 | 15,300                 |        | 15,498                 |
| Insurance                                     | 15,802                 |        | 19,939                 |
| Professional fees                             | 45,385                 |        | 64,185                 |
| Office expenses                               | 9,455                  |        | 19,032                 |
| Travel  | 2,118                  |        | 5,426                  |
| Utilities                                     | 22,142                 |        | 20,442                 |
| <br>Total general and administrative expenses | <br>\$ 114,917         | <br>\$ | <br>150,821            |

1.

Royalty expense is proportional to sales and is based on sales of products, services and rights pursuant to the contractual agreement with American Technologies. Under this agreement American Technologies assigned to Mirenc, Inc. its rights to use patents owned by Dwayne Fosseen and previously assigned to American Technology. The royalty is based on 3% of sales of products and services related to those patents beginning November 1, 1999 for a 20 year period.

2.

Advertising expense for the six months ended June 30, 2010 increased by \$462 over the same period in the prior year.

3.

Depreciation and amortization expense remained consistent with the corresponding period in the prior year.

4.

Insurance expense for the six months ended June 30, 2010 decreased \$4,137 over the same period in the prior year primarily due to changes in policies to fit the company's current position.

5.

Professional fees expense decreased \$18,800. During the first quarter of 2009, consultants were used for database enhancements that did not take place in 2010.

6.

Office expense for the six months ended June 30, 2010 decreased \$9,577 over the same period last year, primarily due to efforts to try to reduce spending.

7.

Travel expense for the six months ended June 30, 2010 decreased \$3,308 compared to travel expense for the corresponding period in the prior year. This is primarily due to fewer off-site trips by our technicians.

8.

Utilities expense for the six months ended June 30, 2010 increase \$1,700 compared to utilities expense for the same period in the prior year. This is due primarily to increases in utility rates.

Interest expense for the six months ended June, 2010 and 2009 was \$41,436 and \$14,939, respectively due to increased borrowing.

We use estimates in the preparation of our financial statements. The estimates used, relate to the valuation of receivables and the useful lives of equipment and patents. Since our receivables consist of larger individual accounts, we elect to use the direct write off method for those accounts that are deemed to be uncollectible. We believe there is no material difference in this method from the allowance method. There have been no accounts written off in 2010. If it is determined that potential losses of a material amount in receivables are likely, the allowance for doubtful accounts method will be adopted. No such allowance is considered to be required at

this time. If it were determined that the depreciated cost of our equipment and the amortized cost of our patents exceeded their fair market value, there would be a negative impact on our results of operations to the

extent the depreciated and amortized cost of these assets exceeded their fair market value.

The carrying value of long-lived assets is reviewed on a regular basis for the existence of facts and circumstances that suggest impairment. During the first six months of 2010, no material impairment has been indicated. Should there be an impairment in the future, the Company will measure the amount of the impairment based on the amount by which the carrying value of the impaired assets exceed the fair value of the impaired assets.

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We account for equity instruments issued to employees for services, based on the fair value of the equity instruments issued and account for equity instruments issued to other than employees, based on the fair value of the consideration received or the fair value of the equity instruments, whichever is more reliably measurable.

We outsource the production of our DriverMax products to ICE Corporation of Manhattan, Kansas. If, for some reason, the relationship between the Company and ICE Corporation should be interrupted or discontinued, the operations of the Company could be adversely affected until such time as an alternative supply source could be located, contracted and begin producing our technology. Such an event could materially affect our results of operations. We continue to review our relationship with this single source and believe there is no need for an alternative source at this time. As sales of product grow we will continue to review the need for alternative sources.





**Item 4T.**

**CONTROLS AND PROCEDURES**

**Evaluation of Disclosure Controls and Procedures**

(a) *Evaluation of Disclosure Controls and Procedures.* Our Chief Executive Officer and Principal Financial Officer evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports that we file under the Exchange Act is accumulated and communicated to our management, as appropriate to allow timely decisions regarding required disclosure. Based on this evaluation, our principal executive officer and principal financial officer have concluded that our disclosure controls and procedures were effective as of June 30, 2010.

It should be noted that any system of controls, however well designed and operated, can provide only reasonable, and not absolute, assurance that the objectives of the system are met. In addition, the design of any control system is based in part upon certain assumptions about the likelihood of future events. Because of these and other inherent limitations of control systems, there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

(b) *Changes in internal control over financial reporting.* There have been no changes in our internal control over financial reporting that occurred during the last fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. Our management team will continue to evaluate our internal control over financial reporting throughout 2010.

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**PART II. OTHER INFORMATION**

**Item 1.**

**Legal Proceedings**

None

**Item 2.**

**Unregistered Sales of Equity Securities and Use of Proceeds**

During the first six months of 2010, there were 155,000 shares of shares of the Series A convertible, redeemable preferred stock were issued, for cash proceeds of \$15,500. Each Series A share plus any unpaid dividends is convertible at the holder's option, to one share of the Company's common stock, and carries a cumulative 6% dividend rate through December 31, 2015. Any time, or from time to time, after December 31, 2011, the Company may redeem any or all outstanding shares of Series A Preferred Stock upon thirty (30) days advance written notice to the holder and payment of the Redemption Price plus all accrued and unpaid dividends up to the date of redemption. The Series A convertible, redeemable, preferred shares must be fully redeemed on December 31, 2015, together with all cumulative dividends in arrears. Accordingly, the preferred shares are presented as shares subject to mandatory redemption in the accompanying financial statements.

During the six months ended June 30, 2010, the Company issued no options.

**Item 3.**

**Defaults upon Senior Securities**

None

**Item 4. Removed**

**Item 5. Other Information**

None



ITEM 6. Exhibits

(a) Exhibits

\*31.1

Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 for Glynis M. Hendrickson, dated August 23, 2010

\*31.2

Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 for Dwayne Fosseen, dated August 23, 2010.

\*32.1

Certification pursuant to, Section 906 of the Sarbanes-Oxley Act of 2002 for Dwayne Fosseen and Glynis M. Hendrickson, dated August 23, 2010.





**SIGNATURES**

In accordance with Section 13 or 15(d) of the Exchange Act of 1934, the Registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**Mirencos, Inc.**  
(Registrant)

By: /s/ Glynis M. Hendrickson

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Glynis M. Hendrickson

Chief Financial Officer

(Principal Financial Officer)

Date: August 23, 2010

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 Fosseen

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Dwayne Fosseen

Chief Executive Officer and

President (Principal Executive

Officer) and Director and Chairman

Of the Board

Date: August 23, 2010

By: /s/ Don Williams

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Don Williams

Director

Date: August 23, 2010

CERTIFICATION

PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Dwayne Fosseen, certify that:

1.

I have reviewed this quarterly report on Form 10-Q of Mirencos, Inc., (the Company );

2.

Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements are made, not misleading with respect to the period covered by this quarterly report;

3.

Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this quarterly report;

4.

The Company s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15e and internal control over financial reporting (as defined in Exchange Act Rules 3a-15d-15(f)) for the Company and have:

(a)

Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

(b)

Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c)

Evaluated the effectiveness of the Company's disclosure controls and procedures and presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by the quarterly report based on such evaluation; and

(d)

Disclosed in this quarterly report any change in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal quarter (the Company's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting; and

1.

The Company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of the Company's board of directors (or persons performing the equivalent functions):

(a)

All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and

(b)

Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

Date: August 23, 2010

/s/Dwayne Fosseen

Dwayne Fosseen

(Principal Executive Officer)

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**EXHIBIT 31.2**

CERTIFICATION

PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Glynis Hendrickson, certify that:

1.

I have reviewed this quarterly report on Form 10-Q of Mirencos, Inc., (the Company );

2.

Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements are made, not misleading with respect to the period covered by this quarterly report;



3.

Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this quarterly report;

4.

The Company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15e and internal control over financial reporting (as defined in Exchange Act Rules 3a-15d-15(f)) for the Company and have:

(a)

Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

(b)

Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c)

Evaluated the effectiveness of the Company's disclosure controls and procedures and presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by the quarterly report based on such evaluation; and

(d)

Disclosed in this quarterly report any change in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal quarter (the Company's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting; and

1.

The Company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of the Company's board of directors (or persons performing the equivalent functions):

(a)

All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and

(b)

Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

Date: August 23, 2010

/s/Glynis M. Hendrickson

Glynis M. Hendrickson

Chief Financial Officer

(Principal Financial Officer)



**EXHIBIT 32.1**

**CERTIFICATION**

**PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Dwayne Fosseen, Chief Executive Officer and I, Glynis M. Hendrickson, Chief Financial Officer of Mirencos, Inc. (the Company ) certify that:

(1)

I have reviewed the quarterly report on Form 10-Q of Mirencos, Inc.;

(2)

Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report; and

(2)

Based on my knowledge, the financial statements and other information included in this quarterly report, fairly present, in all material respects, the financial condition, results of operations and cash flows of the Company as of and for the period presented in this quarterly report.

/s/ Dwayne Fosseen

Dwayne Fosseen

Chief Executive Officer and President

(Principal Executive Officer)

August 23, 2010

/s/ Glynis M. Hendrickson

Glynis M. Hendrickson

Chief Financial Officer

(Principal Financial Officer)

August 23, 2010

