

UNIVERSAL MFG. CO.

405 Diagonal Street
Algona, Iowa 50511

Proxy Statement for Annual Meeting of Shareholders of Universal Mfg. Co.

To Be Held November 17, 2009

SOLICITATION AND VOTING INFORMATION

The enclosed proxy is solicited by Universal Mfg. Co. on behalf of the Board of Directors for use at the Annual Meeting of Shareholders of the Company to be held on November 17, 2009, and at any adjournment thereof. The Annual Meeting is to be held at the Lincoln Country Club, 3200 So. 24th Street, Lincoln, Nebraska 68502, and will commence at 10:00 a.m. local time. This solicitation is being made by mail and the Company may also use its officers, directors and regular employees to solicit proxies from shareholders in person or by telephone, telegraph, e-mail, or letter without extra compensation.

The entire cost of this solicitation, which represents the amount normally expended for a solicitation relating to an uncontested election of directors, will be borne by the Company. Such cost will include but is not limited to legal, copy, postage, and other costs of preparing and supplying necessary originals and additional copies of the solicitation material and annual report to shareholders, for beneficial owners of shares held of record by brokers, dealers, banks and voting trustees and their nominees and, upon request, the reasonable expenses of such record holders for completing the mailing of such material and report to such beneficial owners.

Voting Rights and Outstanding Shares of Common Stock

Only shareholders of record of the Company's 816,000 shares of Common Stock outstanding as of the close of business on September 14, 2009, will be entitled to vote. Each share of Common Stock is entitled to one vote on any matter which may properly come before the meeting. This proxy statement and the enclosed form of proxy are being mailed to shareholders on or about October 13, 2009. The 2009 annual report of the Company to its shareholders is being mailed to shareholders with this proxy statement.

The presence of a majority of the outstanding shares of Common Stock of the Company entitled to vote, represented in person or by proxy, will constitute a quorum at the Annual Meeting.

All votes will be tabulated by the inspector of election appointed for the Annual Meeting, who will separately tabulate votes cast for directors or withheld, affirmative and negative votes and abstentions. Abstentions on any of the proposals or votes withheld for all director nominees will be treated as present at the meeting for purposes of determining a quorum, but will not be counted as votes cast on the proposals presented to the shareholders.

Proxy Voting

Shares of Common Stock cannot be voted at the Annual Meeting unless the holder of record is present in person or by proxy. The enclosed form of proxy is a means by which a shareholder or his or her

agent or attorney-in-fact may authorize the voting of the shareholder's shares at the Annual Meeting. The shares of Common Stock represented by each properly executed proxy will be voted at the Annual Meeting in accordance with the shareholder's directions. Shareholders should specify their choices by marking the appropriate boxes on the enclosed proxy. If no choice has been specified and the enclosed proxy is properly executed and returned, the shares will be voted FOR the persons nominated by the Board for election as directors. If any other matters are properly presented to the Annual Meeting for action, the proxy holders will vote the proxies (which confer discretionary authority to vote on such matters) in accordance with their best judgment.

Execution of the enclosed proxy will not affect a shareholder's right to attend the Annual Meeting and vote in person. Any proxy given pursuant to such solicitation may be revoked by the shareholder at any time prior to the voting of the proxy. Any revocation of a proxy may be in writing delivered to the Company in advance or verbally by any shareholder in attendance at the Annual Meeting.

Proxy Voting by Street Name Holders.

If your shares are held in a brokerage account or by another nominee, you are considered the "beneficial owner" of shares held in "street name," and these proxy materials are being forwarded to you by your broker or nominee (the "record holder"). As the beneficial owner, you have the right to direct your record holder how to vote your shares, and the record holder is required to vote your shares in accordance with your instructions. If you do not give instructions to your record holder by 4:30 p.m. on November 13, 2009, the record holder will be entitled to vote your shares in its discretion on the proposals that are presented and considered at the 2009 Annual Meeting.

As the beneficial owner of shares, you are invited to attend the annual meeting. Please note, however, that if you are a beneficial owner, you may not vote your shares in person at the meeting unless you obtain a "legal proxy" from the record holder holding your shares.

Attendance and Voting at the Annual Meeting

If you own shares of Common Stock of record, you may attend the Annual Meeting and vote in person, regardless of whether you have previously voted on a proxy. We encourage you to vote your shares in advance of the Annual Meeting date by returning the enclosed proxy, even if you plan on attending the Annual Meeting. You may change or revoke your proxy at the Annual Meeting as described above even if you have already voted by proxy.

YOUR PROXY VOTE IS IMPORTANT. PLEASE COMPLETE, SIGN AND RETURN THE ENCLOSED PROXY WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING.

THE ENCLOSED PROXY IS SOLICITED BY THE COMPANY ON BEHALF OF THE BOARD OF DIRECTORS OF THE COMPANY and it delegates discretionary authority with respect to any additional matters which may properly come before the Annual Meeting. Although the Board is not currently aware of any additional matter, if other matters do properly come before the Annual Meeting, proxies will vote thereon in accordance with their best judgment.

ELECTION OF DIRECTORS AND VOTING

The only proposal for the 2009 Annual Meeting is the election of four directors to hold office for two years until the 2011 Annual Meeting of Shareholders or until a successor is duly elected and qualified. The following persons have been nominated: Donald L. Dunn, Ned L. Einfalt, Richard E. McFayden and Robert E. Scott. Each is currently a director of the Company. Detailed information on each nominee is

provided below in the section entitled "Information About Current Directors and Nominees." The Company did not receive any additional nominee submissions for the 2009 election.

As indicated in the proxy, where no direction is given, the proxies solicited by the Board of Directors will be voted in favor of the election of the Board's nominees listed in this proxy statement. Votes withheld for all director nominees will be treated as present at the meeting for purposes of determining a quorum, but will not be counted as votes in the director election. If any of the nominees shall withdraw or otherwise become unavailable, which is not expected, the proxies will be voted for a substitute nominee who will be designated by the Board of Directors. Shareholders who neither submit a proxy nor attend the meeting, along with broker non-votes, will not be counted as either a vote for or against the election of directors.

Your Board recommends a vote FOR the election of its nominated directors.

Cumulative Voting Description

Shareholders have cumulative voting rights. Each shareholder of record is entitled to as many votes as the total number of shares of Common Stock held of record by such shareholder at the close of business on September 14, 2009, multiplied by four (4), which is the number of directors to be elected by the shareholders. These votes may be divided among the total number of directors to be elected or distributed among any lesser number in such proportion as the shareholder may desire. Unless otherwise instructed, the proxy holders will vote the proxies received by them equally for each of the Board's nominees shown in this proxy statement, reserving the right, however, to cumulate their votes and distribute them among the nominees in their discretion. By marking the appropriate box on the form of proxy, a shareholder may withhold authority to vote for all of the Board's nominees. A shareholder may also withhold authority to vote for any one or more of the nominees by striking through the name (or names) of such nominees on the form of proxy. Neither shares nor proxies may be voted for a greater number of persons than the number of nominees shown below.

If a quorum is present, the four nominees receiving the highest vote totals will be elected as directors of the Company at the Annual Meeting.

INFORMATION ABOUT CURRENT DIRECTORS AND NOMINEES

Four directors are to be elected at this Annual Meeting. The Articles of Incorporation of the Company provide for classification of directors into two classes to be elected in alternate years for two-year terms. The Company's current Bylaws provide for eight directors, with four to be elected in 2009 and four to be elected in 2010.

Nominees Donald L. Dunn, Ned L. Einfalt, Richard E. McFayden and Robert E. Scott are presently directors of the Company and have been previously elected by the shareholders.

The following table contains certain information with respect to the persons currently serving as directors as well as those persons nominated for election at the 2009 Annual Meeting of Shareholders:

CURRENT NOMINEES:

<u>Name and Principal Occupation</u>	<u>Age</u>	<u>Year First Became Director</u>	<u>Term Expires</u>
DONALD L. DUNN Attorney, Of Counsel with Rembolt Ludtke LLP Grand Island, Nebraska	57	2003	2009
NED L. EINFALT Retired Scottsbluff, Nebraska	69	2005	2009
RICHARD E. MCFAYDEN Partner, Perrigrine Partners, a Real Estate Investment Partnership; and Professor of Business and Regional Director, Professional and Online Studies, Buena Vista University, Omaha, Nebraska	57	1984	2009
ROBERT E. SCOTT President, Kinport Corporation Lincoln, Nebraska	37	2005	2009

OTHER DIRECTORS:

<u>Name and Principal Occupation</u>	<u>Age</u>	<u>Year First Became Director</u>	<u>Term Expires</u>
RICHARD R. AGEE Owner & General Manager, Agee's Automotive Repair, LLC Lincoln, Nebraska	57	1998	2010
JEFF A. EINFALT Retired Lincoln, Nebraska	47	2004	2010
R. BRAD HARSE Sr. Vice President and Principal BCC Advisers, L.L.C. Lincoln, Nebraska	60	2004	2010
DANIEL H. MEGINNIS Owner, Hollis Trucking Co. Lincoln, Nebraska	49	2000	2010

Donald L. Dunn was Executive Vice President-Administration, Secretary and General Counsel, Chief Industries, Inc., Grand Island, Nebraska, until December, 2007. Upon leaving Chief Industries, Mr. Dunn became affiliated on an of counsel basis with Rembolt Ludtke LLP, a law firm with its principal office in Lincoln, Nebraska. Rembolt Ludtke LLP is general legal counsel for the Company. All other directors have been in their respective occupations for more than the past five years except that directors (1) R. Brad Harse

joined BCC Advisers, L.L.C., an affiliate of Business Capital Corporation of Des Moines, Iowa, on January 1, 2008; and (2) Jeff A. Einfalt, retired from his position in 2005. Jeff A. Einfalt is the son of Ned L. Einfalt.

Audit Committee

The Audit Committee reviews the services provided by the Company's independent auditors, consults with the independent auditors and reviews the need for internal procedures and the adequacy of internal controls. The entire Board of Directors acts as the Company's Audit Committee. The Company believes that the members of the Audit Committee are independent within the meaning of the listing standards of the National Association of Securities Dealers, the operators of The Nasdaq Stock Market. On November 28, 2000, the Board of Directors adopted an Audit Committee Charter.

Audit Committee

Richard R Agee
Donald L. Dunn
Jeff A. Einfalt
Ned L. Einfalt

R. Brad Harse
Richard E. McFayden
Daniel H. Meginnis
Robert E. Scott

Other Committees

There is no standing compensation committee of the Board of Directors. The Board of Directors established a nominating committee which consists of Messrs. Agee, Jeff A. Einfalt, Harse and Meginnis. Nominations for the 2009 election had to be received no earlier than February 1, 2009 and no later than June 1, 2009. There are four nominee submissions for the 2009 election; all four of which were nominated by the Board of Directors. **Nomination for election to the Board of Directors to be considered at the 2010 Annual Meeting must be submitted in writing to the nominating committee no earlier than February 1, 2010 and no later than June 1, 2010.**

The Board of Directors established a Human Resources Committee to evaluate the organizational structure and personnel needs of the Company's divisions and to recruit and hire qualified individuals to complete the Company's management team. This committee currently consists of Messrs. McFayden, Jeff Einfalt, Ned Einfalt and Donald D. Heupel, Company President.

In November, 2006, the Board of Directors established a Mergers and Acquisition Committee to consider business expansion opportunities that are brought to the attention of the Company. This Committee has been renamed as the Strategic Planning Committee. The committee members currently consist of Messrs. Jeff Einfalt, Dunn, Harse, Scott, Meginnis and Heupel.

In the last fiscal year, the Board of Directors established two additional committees. The Investment Committee assists and advises the investment of available cash to maximize return. The Board appointed Messrs. Jeff A. Einfalt (Chairman), Scott, Dunn and Heupel as members. The Acquisitions Committee was established to evaluate potential acquisition targets and make recommendations to the Board of Directors. The Board appointed Messrs. Jeff A. Einfalt, Scott, Dunn, Meginnis and Heupel as members.

All committees are subject to change after the election of directors at the 2009 Annual Meeting of the Shareholders.

Meetings and Attendance

During fiscal year 2008-2009 the full Board of Directors held four meetings, the Audit Committee conducted one meeting, the Nominating Committee conducted one meeting, the Human Resources

Committee held no meetings, the Strategic Planning Committee conducted two meetings, the Investment Committee conducted one meeting, and the Acquisition Committee conducted two meetings. All directors participated in all of the meetings of the committees on which they serve.

MANAGEMENT

The Company’s day to day affairs are managed by its executive officers who are appointed for a one year term. Executive officers of the Company, and other significant employees of the Company, are listed below:

Name and Age Current Position and Business History

Robert E. Scott (37). Chairman of the Board of the Company since November 13, 2007
 Donald D. Heupel (62). President of the Company for more than the past five years
 Donald L. Dunn (57). Secretary of the Company since November 13, 2007
 Lanelda Bollinger (51). Controller since January 2006

The Controller of the Company is Lanelda Bollinger. She was hired in February 2001, and she was promoted to Controller in January 2006. Ms. Bollinger holds an A.A. degree in Accounting from Iowa Lakes Community College and both a B.A. in Accounting and a B.A. in Business from Briar Cliff University.

COMPENSATION OF PRESIDENT AND DIRECTORS

The following table sets forth all compensation paid or payable by the Company during the past fiscal year to the President of the Company, Mr. Donald D. Heupel:

SUMMARY COMPENSATION TABLE

<u>Name and Principal Position</u>	Annual Compensation		<u>All other Compensation</u>
	<u>Year(1)</u>	<u>Salary</u>	
Donald D. Heupel President of the Company	2009	\$73,384.86 (2)	\$1,151.87 (3)

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- (1) - For fiscal year ended July 31, 2009.
 - (2) - Mr. Heupel is entitled to an annual bonus based on annual operating profit and return on assets determined on a fiscal year basis. There was no bonus compensation for the fiscal year ended July 31, 2009.
 - (3) - The amount listed as other compensation includes a value of \$1,151.87 allocated to Mr. Heupel for his personal use of a Company automobile.

All directors of the Company are paid \$1,000 per month. The Company adopted a 401(k) plan (the “Plan”) for its supervisory, clerical and sales employees, effective January 1, 1997, and it was made available to production employees on May 7, 2007. Mr. Heupel currently participates in the Plan.

**OWNERSHIP OF VOTING SECURITIES
BY DIRECTORS AND NOMINEES AND OFFICERS**

The following table sets forth the share ownership for each of the directors, nominees for director and officers as of September 14, 2009:

<u>Title of Class</u>	<u>Name and Address of Beneficial Owner</u>	<u>Amount and Nature of Beneficial Ownership</u>	<u>Percent of Class</u>
Common Stock	Richard R. Agee 5300 Bridle Lane Lincoln, NE 68516	300(1)	0.04%
Common Stock	Donald L. Dunn 72 Ponderosa Grand Island, NE 68803	24,145(2)	2.96%
Common Stock	Jeff A. Einfalt 129 North 10 th Street Lincoln, NE 68508	12,000(3)	1.47%
Common Stock	Ned L. Einfalt 2209 Avenue N Scottsbluff, NE 69361	1,370(3)	0.17%
Common Stock	R. Brad Harse 720 "O" St., Ste. D Lincoln, NE 68508	1,865	0.23%
Common Stock	Donald D. Heupel 405 Diagonal Street Algona, IA 50511	1,500(4)	0.18%
Common Stock	Richard E. McFayden 672 Fairwood Lane Omaha, NE 68132	20,690(5)	2.54%
Common Stock	Daniel H. Meginnis 1000 Rockhurst Drive Lincoln, NE 68510	3,220	0.39%
Common Stock	Robert E. Scott 440 N. 8 th Street, Suite 140 Lincoln, NE 68508	201,877(6)	24.74%

(1) - Does not include 75,592 shares owned by Mr. Agee's mother Eloise Rogers Agee or her husband Richard W. Agee (see Principal Holders below). If Mr. Richard R. Agee is deemed to have shared voting and dispositive power over these shares his total rises to 75,892 which is 9.3%.

(2) - Includes 14,745 shares owned by Mr. Dunn's IRA.

- (3) - Jeff A. Einfalt's total does not include 1,370 shares owned by Ned L. Einfalt, his father, and Ned L. Einfalt's total does not include 12,000 shares owned by Jeff A. Einfalt. If either of them is deemed to have voting and dispositive power over the shares owned by the other, then the total rises to 13,370, which is 1.64%.
- (4) - Includes 1,500 shares owned by Mr. Heupel and his wife as joint tenants with respect to which Mr. Heupel may be regarded as having shared voting and dispositive power.
- (5) - Includes 15,000 shares held by Mr. McFayden as Trustee of the R.E. McFayden Trust, to which Mr. McFayden has sole voting and dispositive power.
- (6) - Includes 195,877 shares owned by WRK, LLC, to which Mr. Scott has shared voting and dispositive power. Does not include 2,000 shares owned by Mr. Scott's brother William D. Scott and 500 shares owned by his mother. (Note that if Mr. Scott is regarded as having shared voting and dispositive power for these shares, then his total rises to 204,377 which is 25.05%) .

In addition to the shared voting power and shared investment power indicated in the above footnotes, spouses of the persons listed may be regarded as having beneficial ownership and shared voting power and shared dispositive power with respect to the shares shown.

The following table sets forth certain cumulative information per the above as to the shares of Common Stock beneficially owned by all officers and directors of the Company as a group as of September 14, 2009:

<u>Title of Class</u>	<u>Amount and Nature of Beneficial Ownership</u>	<u>Percentage of Class</u>
Common Stock	266,967(1)	32.72%

- (1) - Includes shares with respect to which members of the group may be regarded as having shared voting power and/or dispositive power as determined per the shares in columns above (and if the additional shares per footnotes 1 and 6 above are included the total rises to 345,059, which is 42.29%).

PRINCIPAL HOLDERS OF VOTING SECURITIES

The following table sets forth the names and certain information with respect to each person who was known by the Company to be the beneficial or record owner of more than five percent (5%) of the Company's Common Stock, except as otherwise noted, as of September 14, 2009.

<u>Title of Class</u>	<u>Name and Address of Beneficial Owner</u>	<u>Amount and Nature of Beneficial Ownership</u>	<u>Percent of Class</u>
Common Stock	Eloise Rogers Agee 2541 Woodleigh Lane Lincoln, NE 68502	75,592(1)(2)	9.26%
Common Stock	Cede & Co. Box 20 Bowling Green Station New York, NY 10004	740,785 (3)	90.78%
Common Stock	Robert E. Scott 440 N. 8 th Street, Suite 140 Lincoln, NE 68508	201,877(1)(4)	24.74%

<u>Title of Class</u>	<u>Name and Address of Beneficial Owner</u>	<u>Amount and Nature of Beneficial Ownership</u>	<u>Percent of Class</u>
Common Stock	WRK, LLC c/o Robert E. Scott 440 N. 8 th Street, Suite 140 Lincoln, NE 68508	195,877(1)(5)	24.00%

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- (1) - Some or all of these shares are held in the nominee name of Cede & Co.
- (2) - Includes four shares owned by her husband, Richard W. Agee, with respect to which Mrs. Agee may be regarded as having shared voting power and shared dispositive power. Does not include 300 shares owned by Richard R. Agee (see director ownership table above – if these 300 shares were included, her total would be 75,892, which is 9.3%).
- (3) - The Company's stock transfer records reflect that these shares are held in nominee name. These shares are beneficially owned by more than one beneficial owner.
- (4) - Includes 195,877 shares owned by WRK, LLC, to which Mr. Scott has shared voting and dispositive power. Does not include 2,000 shares owned by Mr. Scott's brother William D. Scott and 500 shares owned by his mother (note if Mr. Scott is regarded as having shared voting and dispositive power for these shares, then his total rises to 204,377, which is 25.05%).
- (5) - Director Robert E. Scott is the Co-Manager of this Nebraska limited liability company. See also Note 4.
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In addition to the persons listed above, any spouses of the persons listed may be regarded as having beneficial ownership and shared voting and shared investment power with respect to the shares shown.

ANNUAL REPORT AND FINANCIAL STATEMENTS

The Company's annual report for the fiscal year ended July 31, 2009, including financial statements, has accompanied or preceded the mailing of this proxy statement, but it is not deemed a part of the proxy soliciting material.

AUDIT MATTERS

Representatives of the firm of Kiesling Associates LLP are expected to be present at the Annual Meeting of Shareholders. Such representatives will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions from stockholders.

SHAREHOLDERS' PROPOSALS

In order for any proposal of shareholders to be presented as an item of business at the 2010 Annual Meeting of Shareholders of the Company, the proposal must be received at the Company's principal executive offices no later than May 21, 2010.

Any shareholder who desires to present a proposal for inclusion in the next year's proxy statement must deliver a written proposal to the Company's President at 405 Diagonal Street, Algona, IA 50511 no later than the close of business on May 21, 2010. The submission should include the proposal and a statement of the reasons for it, the name and address of the stockholder, the number of shares beneficially owned of record by the submitting stockholder, and a description of any material direct or indirect financial or other interest the shareholder (or any affiliate or associate) may have in the proposal.

SHAREHOLDER LIST

For at least ten days prior to the meeting, a list of the shareholders entitled to vote at the annual meeting will be available for examination, for purposes germane to the meeting, during ordinary business hours at the Company's offices. The list will also be available for examination at the meeting.

OTHER MATTERS

The Board of Directors knows of no other matter to be acted upon at the meeting. However, if any other matter is lawfully brought before the meeting, the shares covered by the proxy in the accompanying form will be voted on such matter in accordance with the best judgment of the persons acting under such proxy.

By Order of the Board of Directors
Donald D. Heupel
President

October 13, 2009

TO BE CERTAIN THAT YOUR SHARES WILL BE REPRESENTED AT THE 2009 ANNUAL MEETING OF SHAREHOLDERS WE URGE YOU TO SIGN, DATE AND RETURN THE ENCLOSED PROXY CARD PROMPTLY, WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING IN PERSON.