

UNIVERSAL MFG. CO.

440 North 8th Street, Suite 140
Lincoln, Nebraska 68508

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

To Be Held November 13, 2012

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 13, 2012, and at any adjournment thereof. The Annual Meeting is to be held at the Lincoln Country Club, 3200 S. 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 860,766 shares of Common Stock outstanding as of the close of business on September 17, 2012, 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, the form of proxy, and the 2012 Annual Report of the Company are being mailed on or about October 11, 2012. The 2012 Annual Report and the Proxy Statement will also be posted on the Company's website, www.universalmfgco.com, the same day.

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 8, 2012, the record holder will be entitled to vote your shares in its discretion on the proposals that are presented and considered at the 2012 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 ITS BOARD OF DIRECTORS. 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 2012 Annual Meeting is the election of three directors to hold office for two years until the 2014 Annual Meeting of Shareholders or until a successor is duly elected and qualified. The following persons have been nominated: Jeff A. Einfalt, R. Brad Harse, and P. Kevin Pope. All of the nominees are currently directors 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 2012 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 nominees for the Board of 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 17, 2012, multiplied by three (3), 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 three nominees receiving the highest vote totals will be elected as directors of the Company at the Annual Meeting.

INFORMATION ABOUT CURRENT DIRECTORS AND NOMINEES

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 Bylaws, as amended effective January 28, 2011, provide for three directors to be elected at the Annual Meeting in 2012.

All nominees are presently directors of the Company. All nominees 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 2012 Annual Meeting:

CURRENT NOMINEES:

<u>Name and Principal Occupation</u>	<u>Age</u>	<u>Year First Became Director</u>	<u>Term Expires</u>
JEFF A. EINFALT Consultant to Kinder Porter Scott Foundation Lincoln, Nebraska	50	2004	2012
R. BRAD HARSE Sr. Vice President and Principal BCC Advisers, L.L.C. Lincoln, Nebraska	63	2004	2012
P. KEVIN POPE President Pen-Link, Ltd. Lincoln, Nebraska	43	2010	2012

OTHER DIRECTORS WITH CONTINUING TERMS:

<u>Name and Principal Occupation</u>	<u>Age</u>	<u>Year First Became Director</u>	<u>Term Expires</u>
DONALD L. DUNN Chief Executive Officer and President Universal Mfg. Co. Lincoln, Nebraska	60	2003	2013
ROBERT E. SCOTT President, Kinport Corporation Lincoln, Nebraska	40	2005	2013
JEFFREY H. BAILEY Principal, Bailey & Associates, LLC Milwaukee, WI 53223	54	2011	2013

Jeff A. Einfalt has been a consultant to Kinder Porter Scott Foundation since 2011. Robert E. Scott is a director of this Foundation.

R. Brad Harse, Secretary and Treasurer of the Company, is the Senior Vice President and Principal of BCC Advisers, L.L.C., which is an affiliate of Business Capital Corporation of Des Moines, Iowa. He joined BCC Advisers, L.L.C. on January 1, 2008.

P. Kevin Pope is the President of Pen-Link, Ltd., which provides electronic surveillance solutions to law enforcement and intelligence agencies. He has had this position since 2007. Prior to that, he was President of Stanley Senior Technologies, the health care subsidiary of Stanley Black & Decker.

In October 2010, Donald L. Dunn became employed by the Company as its Chief Executive Officer and President, and effective November 2010, as the Chairman of the Board of Man Lift Mfg. Co.,

a wholly owned subsidiary of the Company. Previously, Mr. 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, and continues to be 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.

Jeffrey H. Bailey was employed by Man Lift Mfg. Co. from December 1, 2010, until May 31, 2012. Prior to that, he owned and managed Man & Material Lift Engineering, LLC. The business of this LLC was sold to the Company. Mr. Bailey was President of Man Lift Mfg. Co. until he resigned on December 31, 2011, and he terminated this employment on May 31, 2012. He consults for Man Lift Mfg. Co. through Bailey & Associates, LLC, a company that he owns.

All other directors have been in their respective occupations for more than the past five years.

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 members of the Audit Committee are Messrs. Einfalt (Chair), Harse and Scott. The Board of Directors believes that a majority of 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. The Board of Directors repealed the Audit Committee Charter on November 16, 2010, and adopted a new Audit Committee Charter at its meeting in July 2011.

Other Committees

The Board of Directors established a Nominating Committee which consists of Messrs. Scott, Bailey and Dunn. Nominations for the 2012 election had to be received no earlier than February 1, 2012 and no later than June 1, 2012. There are three nominee submissions for the 2012 election; all three of which were nominated by the Board of Directors. **Nomination for election to the Board of Directors to be considered at the 2013 Annual Meeting must be submitted in writing to the Nominating Committee no earlier than February 1, 2013 and no later than June 1, 2013.**

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, and to review and recommend compensation levels. At its annual Board meeting in November 2011, the Board changed the name of this Committee to the "Human Resources and Compensation Committee." This Committee currently consists of Messrs. Pope (Chair), Harse, Einfalt, and Dunn. This Committee has not adopted a Charter.

The Board of Directors established an Acquisitions Committee (f/k/a Mergers and Acquisition Committee) to consider business expansion opportunities that are brought to the attention of the Company. The Committee members currently consist of Messrs. Einfalt (Co-Chair), Dunn (Co-Chair), Pope and Scott.

The Board of Directors established an Investment Committee to assist and render advice regarding the investment of available cash to maximize return. The committee members currently consist of Messrs. Einfalt (Chair), Bailey and Harse.

All committees are subject to change after the election of directors at the 2012 Annual Meeting of the Shareholders.

Meetings and Attendance

During fiscal year 2011-2012 the full Board of Directors held four quarterly meetings and one special meeting, the Audit Committee conducted one meeting, the Nominating Committee conducted one meeting, the Human Resources and Compensation Committee held one meeting, the Investment Committee conducted no meeting, and the Acquisition Committee conducted no meeting. All directors participated in 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:

<u>Name and Age</u>	<u>Current Position and Business History</u>
Robert E. Scott (40).	Chairman of the Board of the Company since November 13, 2007
Donald L. Dunn (60).	President and Chief Executive Officer of the Company since October 12, 2010; Chairman of the Board of Man Lift Mfg. Co. effective November 2010; and Secretary from November 2007 until October 12, 2010
R. Brad Harse (63).	Secretary and Treasurer of the Company since November 2010
Donald D. Heupel (65).	President of the Re-Tech Division until July 31, 2012, the date of his retirement. He was President of the Company for more than five years until October 2010.
Phillip Sprio (43).	President of Man Lift Mfg. Co. since January 1, 2012, and from October 2011 until then, he was Vice-President of Sales, Marketing and Product Planning of Man Lift Mfg. Co. During 2011, Mr. Sprio was a consultant to Skyjack, Inc., and from 2008-2011, he was Senior Vice President for Kalmar RT Center LLC. Prior to 2008, he owned and operated Carmine's Restaurant.
Andrew Schmitt (57).	President of Re-Tech Division effective August 1, 2012.
Lanelda Bollinger (54).	Controller since January 2006. Ms. Bollinger 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 EXECUTIVE OFFICERS, DIVISION PRESIDENT AND DIRECTORS

The following table sets forth all compensation paid or payable by the Company during the past fiscal year to the Executive Officers of the Company, Division Presidents and Directors:

SUMMARY COMPENSATION TABLE

Annual Compensation

<u>Name and Principal Position</u>	<u>Year (1)</u>	<u>Salary and Bonus (2)</u>	<u>All other Compensation</u>
Donald L. Dunn Chief Executive Officer and President (4)	2012	\$100,000.16	\$20,462.22 (3)
Donald Heupel President of the Re-Tech Division (6)	2012	\$ 79,961.46	\$ 3,854.04 (5)
Phillip Sprio President of Man Lift Mfg. Co. (7)	2012	\$138,307.70	\$ -0-
Jeffrey H. Bailey President of Man Lift Mfg. Co. (9)	2012	\$126,346.26	\$34,359.64 (8)

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- (1) - For fiscal year ended July 31, 2012.
- (2) - Messrs. Dunn, Heupel and Sprio were entitled to an annual salary and bonus based on annual operating profit and/or return on assets determined on a fiscal year basis. The amount listed in this column represents the sum of the annual salary and bonus compensation for the fiscal year ended July 31, 2012.
- (3) - The amount listed as "other compensation" includes a value of \$6,000 paid to Mr. Dunn as an allowance for the use of his personal automobile, \$2,462.22 as a matching contribution to the Company's 401k Plan, and \$12,000 director fees.
- (4) - Mr. Dunn became employed as the Chief Executive Officer and President of the Company on October 12, 2010, and as Chairman of the Board of Man Lift Mfg. Co. effective November 2010. He was not employed by the Company prior to October 12, 2010.
- (5) - The "other compensation" for Mr. Heupel is a \$2,398.66 matching contribution to the Company's 401k Plan and the value of \$1,455.38 for the use of a Company vehicle.
- (6) - Mr. Heupel retired effective July 31, 2012, the end of the Company's fiscal year.
- (7) - Mr. Sprio was appointed Vice President of Sales, Marketing and Product Planning of Man Lift Mfg. Co. in October 2011, and became President of Man Lift Mfg. Co. effective January 1, 2012.
- (8) - The amount listed as "other compensation" includes a value of \$5,769.23 paid to Mr. Bailey as an allowance for the use of his personal automobile, \$4,090.41 matching contribution to the Company's 401k Plan, \$12,000 director fees, and \$12,500 paid to Bailey & Associates as consulting fees.
- (9) - Mr. Bailey resigned as President of Man Lift Mfg. Co. effective December 31, 2011, and terminated employment with Man Lift Mfg. Co. as of May 31, 2012. He renders consulting services to the Company through Bailey & Associates, LLC, a company that he owns.

Mr. Dunn is a party to an Employment Agreement with the Company dated October 12, 2010. He is entitled to a base annual salary of \$100,000, and to participate in a cash bonus incentive plan based on the Company's earnings each fiscal year before interest, taxes, depreciation and amortization (EBITDA) beginning at 2.5% of annual EBITDA over \$500,000, to a maximum of 10% of annual EBITDA over \$2 million. Mr. Dunn was paid no cash bonus under this Plan for either fiscal 2010 or fiscal 2011. There is no stated term of the Employment Agreement and it is terminable at-will by either party. Mr. Dunn participates in a stock option plan as described below, and has been granted an option to acquire 8,600 shares of common stock of the Company, subject to vesting and financial performance of

the Company. Mr. Dunn has agreed to not compete with the business of the Company for 12 months following termination.

The Board adopted the 2012 Stock Option Plan effective as of August 1, 2012. The Plan authorizes the Compensation Committee to grant options to eligible employees to acquire up to 86,000 shares of common stock of the Company at an option price must be not less than 100% of the fair market value of the stock on the date that the option is granted. If options for all such shares were granted, it would constitute approximately 9% of the total number of issued and outstanding shares. No stock options were awarded to anyone as of July 31, 2012, although as of August 31, 2012, options to acquire 8,600 shares of common stock of the Company were granted to Mr. Dunn subject to a vesting schedule based on the performance of the Company during the fiscal year ending July 31, 2013.

Mr. Bailey is a party to an Employment and Consulting Agreement and Covenant Not to Compete with the Company dated December 1, 2010. Mr. Bailey resigned as President of Man Lift as of December 31, 2011, and his base annual salary was reduced from \$200,000 to \$75,000. The initial 18-month term expired on May 31, 2012, at which time Mr. Bailey terminated his employment relationship. He continues as a consultant for a minimum term of 18 months through Bailey & Associates, LLC, a company that he owns. The Company has paid a consulting fee to Bailey & Associates at an agreed rate of \$6,250 per month since June 1, 2012. Mr. Bailey agrees to not compete with the business of the Company for a minimum period ending at the later of December 1, 2015 or one year after termination of employment.

All six of the inside and outside directors of the Company are paid \$1,000 per month as director fees. 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. Messrs. Dunn and Bailey participated in the Plan, although Mr. Bailey no longer participates since May 31, 2012.

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 17, 2012:

<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	Donald L. Dunn 7846 Viburnum Drive Lincoln, NE 68516	56,547(1)	6.569%
Common Stock	Jeff A. Einfalt 1230 P Street, Apt. 2B Lincoln, NE 68508	3,000(2)	0.349%
	R. Brad Harse 720 "O" St., Ste. D Lincoln, NE 68508	0	0%

Common Stock	Robert E. Scott 440 N. 8 th Street, Suite 140 Lincoln, NE 68508	232,277(3)	26.985%
	P. Kevin Pope 5936 VanDervoort Drive Lincoln, NE 68516	0	0%
Common Stock	Jeffrey H. Bailey 5707 South Pennsylvania Avenue Cudahy, Wisconsin	44,766(4)	5.201%

- (1) - Includes 14,745 shares owned by Mr. Dunn's IRA. It does not include options to acquire 8,600 shares pursuant to the Company's 2012 Stock Option Plan.
- (2) - Jeff A. Einfalt's total does not include 9,035 shares owned by Ned L. Einfalt, his father. If he is deemed to have voting and dispositive power over the shares owned by Ned L. Einfalt, then the total rises to 12,035 shares, which is 1.398%.
- (3) - Includes 228,277 shares owned by WRK, LLC, to which Mr. Scott has shared voting and dispositive power; and 1,000 owned by Mr. Scott's child; and 1,000 shares owned by Mr. Scott's SEP retirement account. It does not include 3,000 shares owned by Mr. Scott's brother William D. Scott and his children, nor 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 235,777 shares, which is 27.392%).
- (4) - No shares are owned directly by Mr. Bailey. Shares issued to Man & Material Lift Engineering, LLC, which is owned by Mr. Bailey, are attributed to him. The shares were issued in connection with the acquisition by the Company of the assets and business of Man & Material Lift Engineering, LLC on December 1, 2010 (herein referred to as the "Man Lift Transaction").

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 17, 2012 on a non-diluted basis:

<u>Title of Class</u>	<u>Amount and Nature of Beneficial Ownership</u>	<u>Percentage of Class</u>
Common Stock	336,590 (1)	39.104%

- (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 2 and 3 above is included the total rises to 349,125, which is 40.56%).

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 17, 2012.

<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	Cede & Co. Box 20 Bowling Green Station New York, NY 10004	740,785 (1)	86.061%
Common Stock	Robert E. Scott 440 N. 8 th Street, Suite 140 Lincoln, NE 68508	232,277 (2) (3)	26.985%
Common Stock	WRK, LLC c/o Robert E. Scott 440 N. 8 th Street, Suite 140 Lincoln, NE 68508	228,277 (2) (3)	26.52%
Common Stock	Donald L. Dunn 7846 Viburnum Drive Lincoln, NE 68516	56,547(4)	6.569%
Common Stock	Man & Material Lift Engineering, LLC c/o Jeffrey H. Bailey 5707 South Pennsylvania Avenue Cudahy, Wisconsin	44,766 (5)	5.201%

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- (1) - 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.
- (2) - Includes 228,277 shares owned by WRK, LLC, to which Mr. Scott has shared voting and dispositive power; and 1,000 owned by Mr. Scott's child; and 1,000 shares owned by Mr. Scott's SEP retirement account. It does not include 3,000 shares owned by Mr. Scott's brother William D. Scott and his children, nor 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 235,777 shares, which is 27.392%).
- (3) - Director Robert E. Scott is the Co-Manager of this Nebraska limited liability company. See also Note 2.
- (4) - Includes 14,745 shares owned by Mr. Dunn's IRA. It does not include options to acquire 8,600 shares pursuant to the Company's 2012 Stock Option Plan.
- (5) - Director Jeffrey H. Bailey, who is a consultant of Man Lift Mfg. Co., is manager and sole member of this Wisconsin limited liability company.
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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.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Universal Mfg. Co. has established a term debt and an open line of credit facility with its subsidiary, Man Lift Mfg. Co. The term debt was associated with the Man Lift Transaction, and advances on the line of credit are made from time to time on such terms, amounts and conditions as the officers deem to be fair and reasonable to the companies. There is no security for the debt to Universal Mfg. Co. The debt is consolidated on the balance sheet of Universal Mfg. Co. for financial statement reporting purposes.

Donald L. Dunn, who is the Chief Executive Officer and President of the Company and Chairman of the Board of Man Lift Mfg. Co., is a member of the Board of Directors of Security First Bank of Lincoln, Nebraska. Security First provided financing for the Man Lift Transaction consisting of (a) a term loan for \$1.5 million, annual interest rate of 5%, amortized over 10 years with monthly payments of \$15,963.29, and (ii) a \$1.5 million line of credit, which is collateralized in part by assets of Universal Mfg. Co. and accrues interest at the prime rate adjustable daily. As of July 31, 2012, the outstanding balance of the term loan was \$1,297,903.84, and the outstanding balance of the line of credit was \$0 at an interest rate of N/A%.

Mr. Dunn has an of-counsel relationship with Rembolt Ludtke LLP, the principal law firm of the Company and its subsidiary. Mr. Dunn does not provide legal services to the Company or its subsidiary. The Company and its subsidiary incurred legal costs from Rembolt Ludtke LLP of \$11,867 in fiscal 2012, and legal costs of \$65,459.17 in fiscal 2011.

Jeffrey H. Bailey, who is a director of the Company and who, until May 31, 2012, was employed by Man Lift Mfg. Co. and is now a consultant of Man Lift Mfg. Co., owns Man & Material Lift Engineering, LLC and HB Equipment, LLC (the "Bailey Companies"). On December 1, 2010 the Company purchased the non-real estate assets and business of the Bailey Companies in Cudahy, Wisconsin. The purchase price includes an earnout over a two year period equal to 25% of incremental earnings over a base figure. The purchase price included 44,766 shares of common stock of the Company valued at \$500,000 based on a book value of \$11.17 per share. In addition, a portion of the purchase price was satisfied with a Promissory Note (the "Note") payable to the Bailey Companies in the principal amount of \$2.5 million. The Note is dated December 1, 2010, and the principal amortizes over 15 years, accrues interest at 3.25% (prime rate published in the Wall Street Journal) adjusted annually, and is payable in equal monthly installments until December 1, 2015, when the entire unpaid balance is due. The Note is secured by substantially all the equipment and rolling stock of Man Lift Mfg. Co. There was no earnout payment due or payable to Mr. Bailey for fiscal 2011 or fiscal 2012.

Man Lift Mfg. Co. conducts its business from a facility in Cudahy, Wisconsin that it leased from Bailey Investments, LLC, a company that is owned by Mr. Bailey. The lease commenced on December 1, 2010, with a 5-year lease term and five 5-year options to extend. On June 29, 2012, the lease was amended to provide a reduction in base rent from \$12,031.25 per month to \$11,500 per month, eliminating the escalation of rent provision, and extending the initial term until July 31, 2019. On the same day, Bailey Investments, LLC sold the property to an unrelated third party.

The Company engaged BCC Advisers, LLC and Steve Jacobs to assist with finding a target company and negotiating the Man Lift Transaction. R. Brad Harse, a director, Secretary and Treasurer of the Company, is the Senior Vice President and Principal of BCC Advisers, L.L.C. In fiscal 2010-2011, the Company paid total compensation to BCC Advisers, LLC in the amount of \$150,000 for consulting and advisory services related to the Man Lift Transaction. In fiscal 2011-2012, no fees were incurred or

paid to BCC Advisers, LLC.

The Company leases executive office space in Lincoln, Nebraska, from WRK, LLC, which is owned by Robert E. Scott, a director and Chairman of the Board of the Company, and his family. The Company paid no rent to WRK, LLC during fiscal 2010-2011; during fiscal 2011-2012, the Company paid rent of \$450 per month, or \$5,400 in the aggregate for rent for the fiscal year.

The Board of Directors is responsible for review and oversight of all related party transactions.

ANNUAL REPORT AND FINANCIAL STATEMENTS

The Company's annual report for the fiscal year ended July 31, 2012, 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. Annual Reports and Financial Statements of the Company for prior years may be reviewed at the Company's website www.universalmfgco.com.

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 2013 Annual Meeting of Shareholders of the Company, the proposal must be received at the Company's principal executive offices no later than May 25, 2013.

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 440 N. 8th Street, Suite 140, Lincoln, NE 68508 no later than the close of business on May 25, 2013. 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 L. Dunn, President

October 11, 2012

TO BE CERTAIN THAT YOUR SHARES WILL BE REPRESENTED AT THE 2012 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.

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