

Tirex CORP  
Form 10-K/A  
July 06, 2009

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-KSB/A  
(Amendment No.1)**

(Mark One)

Annual report under Section 13 or 15(d) of the Securities Exchange Act of 1934  
**For the fiscal year ended June 30, 2008**

Transition report under Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number **33-17598-NY**

**The Tirex Corporation**

(Name of Small Business Issuer in Its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**22-3282985**  
(I.R.S. Employer  
Identification No.)

**P.O. Box 1000  
Stratford, CT**  
(Address of Principal Executive Offices)

**06614**  
(Zip Code)

**(203) 522-3247**  
(Issuer's Telephone Number, Including Area Code)

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

Title of Each Class -----	Name of Each Exchange on Which Registered -----
<b>NONE</b>	<b>NONE</b>

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

NONE

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Check whether the issuer: (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Company was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

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

**\$nil**

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(Issuer's revenues for its most recent fiscal year)

**\$zero (as of June 30, 2008)**

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(Aggregate market value of the voting stock held by non-affiliates of the Issuer)

**607,920,803 (as of October 2, 2008)**

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(Number of shares outstanding of each of the Issuer's classes of common stock)

Transitional Small Business Disclosure Format (check one)

Yes  No

DOCUMENTS INCORPORATED BY REFERENCE  
into Part I

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**The primary purpose of this amended Report 10-K is to replace the unaudited financial statements included with the original filings with audited financial statements, these statements having been audited by Moore & Associates. There have been no other material changes.**

Annual Report of the Company on Form 10-KSB for the year ended June 30, 2007

Quarterly Reports of the Company on Form 10-QSB  
for the quarters ended September 30, 2007, December 31, 2007,  
and March 31, 2008

Current Reports on Forms 8-K of the Company

## **ITEM 1.**

### **DESCRIPTION OF BUSINESS**

#### **The Company**

The Tirex Corporation (hereinafter referred to as "we", "us" or the "Company") is engaged in the business of developing for sale, license or lease an environmentally safe patented "turn key" cryogenic tire recycling system, known as the "TCS System" The TCS System was designed and developed by Tirex and separates tires into clean and saleable rubber crumb, steel wire, and fiber. The Company was incorporated in Delaware on August 19, 1987 under the name "Concord Enterprises, Inc." The Company's name was changed to "Stopwatch Inc." on June 20, 1989 and to "Tirex America Inc." on March 10, 1993. On July 11, 1997, the Company's name was changed to "The Tirex Corporation". Since 1993, our core business has been to develop and to initiate marketing efforts by sale or license of an environmentally friendly semi- cryogenic tire recycling system, which we intend to sell to recycling companies and governmental agencies to enable them to recycle tires. We have devoted much of our earlier efforts to completing the design and development of the TCS Prototype and raising the financing required to do so, but for the last four years, our efforts have turned to marketing the first commercial facility. The Company is in the developmental stage until it commercializes its TCS Technology.

#### **The TCS-System**

Our TCS-System comprises a complete, turn-key, environmentally safe, semi-cryogenic tire recycling system designed to: (i) disintegrate scrap tires with its patented fracturing mill integrated with its proprietary rubber freezing process which uses less energy than is required by existing ambient methods (which shred and/or chop tires at "ambient" or normal room temperatures) or other currently available cryogenic methods (which freezes the rubber with the use of liquid nitrogen), and (ii) produce commercially exploitable, high quality, clean rubber crumb and marketable, intact steel and fiber strands.

As noted above, the TCS System is a semi-cryogenic system, in that the precise scientific definition of cryogenics involves temperatures much colder than what is required to freeze tire pieces to the point where they can be disintegrated mechanically. Liquid nitrogen systems are truly cryogenic in that the temperature of liquid nitrogen qualifies for the truly cryogenic definition. The operating cost of truly cryogenic systems is significantly higher than that of a semi-cryogenic system because the incremental cost of attaining cryogenic temperatures, which are not necessary, imposes a substantial cost of cold premium to the process of tire chip freezing. At issue is that the cost of attaining each additional degree of cold costs a little more than the previous degree. While not an exponential relationship, neither is it a linear relationship. The semi-cryogenic process avoids the cost of acquiring these additional and unnecessary degrees of cold.

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The freezing chamber of the TCS Prototype, previously located in Montreal, was a large tank through which the tire chips were circulated having temperatures of approximately 170 degrees below zero, Fahrenheit. The first commercial version of the TCS has been re-designed to run approximately 20 degrees colder to ensure that no pieces of rubber can warm up from the "glass point" before being entirely processed by our patented fracturing mill. Frozen tire parts are passed through a fracturing mill that separates the component parts of all tires, including rubber powder, clean steel wire and twine. The mesh is then physically separated from the metal and twine and is finally subjected to other steps to achieve the desired mesh size. The configuration of the back end of the system can be modified, as required, to produce proportions of mesh sizes appropriate to local crumb rubber customers, such as 100% -30 mesh or even finer.

The functions and mechanisms of the TCS-System were originally designed for the purpose of disintegrating automobile tires, although relatively minor modifications could be introduced to accept other kinds of tires as well. Such modifications would focus on the front-end tire chip operation which is not part of the Tirex technology and which is widely available.

The TCS System has been designed to operate continuously (with minimum amounts of scheduled downtime for maintenance) and to require less energy than is used, to the best of the Company's knowledge, by other presently existing tire recycling equipment.

### ***Step-by-Step Operations***

The step-by step operations of the TCS-System comprise the following:

#### ***Tire Feedstock Preparation***

The TCS System is not designed to accept whole tires; whole tires must undergo preliminary preparation to produce pieces of tire having dimensions which permit their introduction into the patented fracturing mill. Feedstock preparation can be accomplished in a number of ways including chipping, shredding and removal of sidewalls followed by die cutting. None of these techniques form part of the TCS System technology and the technique ultimately chosen by the tire recycling entrepreneur will revolve around issues of capital and operating costs as well as possible issues of transportation costs respecting whole tires.

#### ***Freezing the Tire Pieces***

The prepared tire pieces are deposited on a conveyor belt that brings a continuous stream of tire pieces to a freezing chamber. Super cooled air, produced on-site by an Air Plant, is continuously blown into the freezing chamber, and this cold air freezes the tire pieces moving through the chamber to the point where these pieces can be made to shatter like glass when subjected to forces such as pressure and bending. After approximately thirty minutes in the Freezing Chamber the frozen pieces exit the Freezing Chamber and enter our patented disintegrators ("Fracturing Mills").

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***Size Reduction and Materials Separation in the Fracturing Mill***

The frozen tire pieces pass through our patented disintegrators ("Fracturing Mills") where the pieces are reduced to three separate output materials, these being rubber crumb of varying degrees of fineness, intact pieces of steel and intact pieces of fiber. This operation does not involve any chopping, shredding, or hammer-milling. Therefore, the steel wires are neither cut nor broken. The fiber threads retain their basic shapes and characteristics. No steel powder or fiber fluff is produced.

***Separation of the Steel from the rubber and fiber***

On the front end steel beads can be removed and, with raspers, steel can be removed, before entering the freezing chamber and upon completion of the freezing process the pieces enter the Fracturing Mill which separates the steel from the rubber and fiber and the output is conveyed to a magnetic separation system where the intact steel wires are magnetically removed, leaving the rubber crumb and the fiber. The steel can then be baled for sale.

***Fiber Removal***

The fiber and rubber crumb is then passed through vibrating screens to separate the crumb from the fiber threads. The fiber threads are then conveyed out of the machine. The fiber can then be baled or put into a container for sale.

### ***Rubber Crumb Finishing***

Rubber crumb finishing operations are dictated by the output requirements of the entrepreneur and his or her customers. The basic TCS System has been configured to produce rubber crumb in mesh sizes ranging from -10 mesh to -30 mesh at the option of the entrepreneur (limited quantities of even finer mesh rubber are also produced), and in such proportions of mesh sizes as the entrepreneur decides, according to his market requirements. Back-end configuration modifications can be added to increase the proportion of finer mesh crumb rubber, even beyond 30 mesh. This reconfiguration could imply the addition of auxiliary processing equipment which does not form part of the TCS System technology.

It is possible that some very small pieces of steel and fiber can be trapped in the larger pieces of rubber coming out of the Fracturing Mill. These small amounts of steel and fiber are released during auxiliary processing and can be separated during the auxiliary processing operation, magnetically for the steel and by an air separation system for the residual fiber. Alternatively, these larger pieces could be drawn off and refrozen and re-introduced into the fracturing mills. The rubber crumb is then passed through a series of screens to sort the rubber crumb by mesh size, which is then packaged for customer requirements.

### **Manufacturing**

Our earlier activities focused primarily on the design and development of the original TCS Prototype, and, more recently, on the completion of the design of a second generation version of this technology. In connection with these activities, we have been dependent upon arrangements with subcontractors for the manufacture and assembly of the principal components incorporated into a TCS System Plant. Pursuant to our signing of the exclusive manufacturing license agreement with Simpro, S.p.A. all manufacturing activities of our company will now be undertaken by this Italian company. In the seemingly unlikely scenario where Simpro would refuse a contract which we believe should be accepted, we would have the right to go to alternate sources to have such systems manufactured and installed.

We have licensed the manufacturing respecting our technology to our Manufacturing Partner, Simpro S.p.A. of Turin, Italy. Simpro is a designer and manufacturer of high-technology production systems, primarily for the automobile industry, and is active internationally. Simpro has its ISO 9001, ISO 14001 and EMAS certifications. We have agreed to this manufacturing partner arrangement because Simpro is in a position to offer insurance-backed contract performance guarantees and also to guarantee a minimum tire weight throughput on TCS systems fabricated, installed and commissioned as a turn key TCS Facility.

### **The Tirex R&D License**

Tirex R&D held an exclusive, ten year license from the Company, which expired on July 2, 2005. This license, which was modified in June of 2002, permitted Tirex R&D to design, develop, and manufacture the TCS-Systems on a worldwide basis (the "Primary License"). To the extent necessary to ensure that

Tirex R&D's operations were focused on pure research and development activities, Tirex R&D was able to sublicense the Primary License to TCCI or such other corporate entity as would be deemed appropriate and beneficial. With the expiry of the license and the government's dissolution of Tirex Canada R&D Inc., and TCCI, unrestricted ownership of the intellectual property related to the TCS Technology reverted to The Tirex Corporation.

### **Canadian Government and Government Sponsored Financial Assistance**

Our May 1995 transfer of our research and development and manufacturing activities to Tirex R&D (then referred to as "Tirex Canada") made us eligible for various Canadian and Quebec government programs which provide loans, grants, and tax incentives, as well as government guarantees for loans from private lending institutions, for eligible investment, research and development, and employee-training activities.



## **Tax Incentives**

Canadian and Quebec scientific research and experimental development (SR&ED) tax incentives take the form of deductions and tax credits with respect to eligible research and development expenditures previously incurred by Tirex R&D. Certain tax credits are called "refundable" because, to the extent that the amount of the tax credit exceeds the taxes otherwise payable, they are paid over or "refunded" to the taxpayer. Thus, these credits function effectively as monetary grants. Our company has received all of the tax credits to which we were entitled. The Company has not produced any tax credit claims following its Fiscal 2002 year. In the event that the Company would envision restarting its R&D efforts, it would either re-activate Tirex Canada R&D Inc. or create a new Canadian subsidiary eligible for such tax credits.

## **Canadian Government, and Government Sponsored Loans and Grants**

We have in the past also received financial assistance by way of loans and grants from Canadian and Quebec governmental agencies for the design and development of the TCS-1 Plant and for export market development. All of the activities for which these loans were approved have been completed and we received the funds approved. Approximately 80% of the loans previously received were repaid. Of the remaining approximately CA\$148,000 could be forgiven if the Company did not realize any sales in Spain and Portugal prior to June 30, 2004 and a further approximately US\$14,000 could also be forgiven because there were no sales in Spain and / or Portugal prior to June 30, 2007. The government contested one claim in the amount of CA\$95,000 on the assertion that the transaction was not at arm's length. We are disputing this assertion. Significantly prior to the contract in question, the person in question had an indirect but non-exclusive relationship with the company but this relationship was terminated long before the issuance of the contract in question. We are vigorously contending the government's assertion but cannot provide any guarantees that the government could be persuaded to accept our position. With the de facto dissolution (by the government) of the Canadian operations five years ago, this liability is uncertain. In the event that the Canadian government would decide to attempt to enforce this liability against the directors of Tirex Canada R&D Inc., the Corporation would indemnify the directors in accordance with the provisions of their employment agreements.

## **Patent Protection**

We were issued a United States patent on our Cryogenic Tire Disintegration Process and Apparatus on April 7, 1998 (Patent No. 5,735,471). The duration of the patent is 20 years from the date the original application was filed. In November 1998, we filed our patent, for review, with the Canadian Patent Office. Canadian patent number 2193334 was granted on August 17, 2004. Canadian patents have a duration of seventeen (17) years. All patent maintenance fees have been paid. Prior to the issuance of our US patent, we relied solely on trade secrets, proprietary know-how and technological innovation to develop our technology and the designs and specifications for the TCS Prototype. The Company's patents are free of liens. We do not presently hold any patents for our products or systems outside of the United States and Canada. We have lacked the financial resources to apply for a process patent on an international basis, but the Company intends to file for additional patent protection, in accordance with our Agreement with Simpro S.p.A. of Turin, Italy, once sufficient financial resources will become available.

We have entered into confidentiality and invention assignment agreements with certain employees and consultants, which limit access to, and disclosure or use of, our technology. There can be no assurance, however, that the steps we have taken to deter misappropriation of our intellectual property or third party development of our technology and/or processes will be adequate, that others will not independently develop similar technologies and/or processes or that secrecy will not be breached. In addition, although Management believes that our technology has been independently developed and does not infringe on the proprietary rights of others, there can be no assurance that our technology does not and will not so infringe or that third parties will not assert infringement claims against us in the future. Management believes that the steps they have taken to date will provide some degree of protection, however, no assurance can be given that this will be the case.





## Employees

As of October 2008, we have four persons employed either directly or as consultants including its three executive officers. Three of the foregoing persons devote their full time to our business and affairs, as required. At times, we also utilize the services of part-time consultants to assist us with market research and development and other matters. We could hire additional personnel, as needed, and as financial resources permit.

## Potential Markets

We believe that the potential markets for our TCS System will be directly affected by the level of demand for economical, high quality rubber crumb derived from the recycling of scrap tires. The following discussion of the potential markets for rubber crumb assumes that the TCS System will actually be capable of economically producing high quality recycled rubber crumb and in a variety of sizes, and capable of being used in wide range of products. Our manufacturing partner, Simpro, is prepared to offer tire throughput guarantees as a function of scrap tire weight. Simpro is also prepared to offer limited performance guarantees, backed by insurance policies.

Sales of TCS systems have been hampered by the devaluation of the US dollar versus the Euro. Our manufacturing partner, Simpro, quotes system installations in Euros. When the manufacturing agreement was signed with Simpro, the US dollar and the Euro were fairly close to being at par with each other. As of October 2008, one Euro is worth approximately US\$1.38. This represents a large price increase for entrepreneurs.

	<b><u>1 US dollar is worth in Euros</u></b>	<b><u>1 Euro is worth in US dollars</u></b>
January 2003	0.9413 Euros	US\$1.0624
January 2004	0.7908 Euros	US\$1.2645
January 2005	0.7634 Euros	US\$1.3099
January 2006	0.8247 Euros	US\$1.2126
January 2007	0.7699 Euros	US\$1.2989
January 2008	0.6796 Euros	US\$1.4715
October 10, 2008	0.7424 Euros	US\$1.3469

Source of exchange rates is Pacific Exchange Rate Service <http://www.fx.sauder.ubc.ca>.

The manufacturing agreement with Simpro is essentially a Right of First Refusal agreement. In the event that Simpro would decide to not accept a fabrication and installation contract, for whatever reason, and if Tirex would believe that such a contract should be undertaken, Tirex has the right to engage any other suppliers and sub-contractors to undertake the contract.

Rubber is a valuable raw material and we believe that recycling this valuable resource from scrap tires is an ideal way to recover that value. Recycled scrap tire rubber is already used in a great variety of products, promoting longevity by adding it to asphalt pavement, adding bulk and providing drainage as a soil additive, providing durability as a carpet under padding, increasing resiliency and enhancement in track and athletic surfaces, absorbing shock and lessening the potential for injuries as a ground cover for playgrounds and other recreational areas, and as a significant component added to plastic resins for making extruded or molded products. We are aware of significant recent developments in making finished products from crumb rubber compounded with plastic resins, particularly polypropylene. We believe that the potential for crumb rubber to substitute for either virgin or recycled plastic resins is very significant, given the relative market price for crumb rubber versus the commodity prices for such plastic resins.

## Marketing Activities

Originally we concentrated our efforts on completing the design, development, and construction of our TCS Prototype and raising adequate financing to support such efforts. Our long-term objective, however, is to market TCS Systems

worldwide, through national and international sales representatives, licensees or strategic partners. Pursuant to an extensive technical audit, our TCS Prototype permitted our company to be certified as an Accredited Tire Recycler by Recyc-Québec, a Quebec-governmental agency. Users of the TCS technology in Quebec could have access to tipping fees paid by Recyc-Québec, which currently work out to approximately US\$0.85 per passenger car tire, based on current exchange rates. Management believes that this accreditation will be beneficial to our marketing efforts respecting our technology, not only in Quebec but elsewhere, given its independent status.

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We can make no assurances with respect to the degree of success of our marketing and distribution strategy of our TCS Systems. Furthermore, we have limited resources to achieve the distribution of our TCS Systems and to date we have made no sales, leases or licenses. We believe that we may need additional financing, which may not be available, to achieve our long-term objectives.

## **Government Regulation**

Insofar as the Company is not actually a tire recycler, government regulations have little direct effect on our activities. Of greater importance is the possible effect on our customers for the TCS technology. The TCS-System is a "closed loop" system which does not use any chemicals, solvents, gases or other substances which could result in noxious emissions of any kind from the operation of the Plant. The operation of a TCS-System will not result in the emission of any pollutants, the disposal of combustion residues, the storage of hazardous substances, or the production of any significant amounts of solid waste which would have to be landfilled. Simpro has undertaken a formal environmental assessment of our technology using the very stringent European standards, the results of which confirms our assertions. However, the operation of a TCS System will involve, to varying degrees and for varying periods of time, the storage of scrap tires or tire pieces representing the feedstock to the System, and limited storage of crumb rubber prior to shipment to customers. Rubber, regardless of its physical dimensions or form, is widely defined as being a fire hazard by fire protection services in most industrially-advanced countries.

As a result, many US states and Canadian provinces have either passed or have pending legislation regarding discarded tires including legislation limiting the storage of used tires to specifically designated areas. The regulatory environment of the European Union is already very stringent. Operators of TCS Systems will therefore be subject to various local, state, and federal laws and regulations including, without limitation, regulations promulgated by federal and state environmental, health, and labor agencies. Establishing and operating a TCS System for tire recycling will require numerous permits and compliance with environmental and other government regulations, on the part of our customers, both in the United States and Canada and in most other foreign countries. The process of obtaining required regulatory approvals may be lengthy and expensive for some customers of our TCS Systems. Moreover, regulatory approvals, if granted, may include significant limitations on operations. The US-EPA and comparable US state and local regulatory agencies, and similar government bodies in Canada and in other jurisdictions where TCS Systems will be marketed actively enforce environmental regulations and conduct periodic inspections to determine compliance with government regulations. Failure to comply with applicable regulatory requirements can result in, among other things, fines, suspension of approvals, seizure or recall of products, operating restrictions, and criminal prosecutions.

We believe that existing government regulations, while extensive, will not result in the disabling of its TCS System customers to operate profitably and in compliance with such regulations. In fact, we believe that restrictions on landfilling and on combustion-based technologies will benefit our technology. While these regulations are usually stringent, the huge scrap tire problem must also be dealt with on a daily basis and the need for economic and environmentally friendly recycling operations is critical. The burden of compliance with laws and regulations governing the installation and/or operation of TCS Systems could, nonetheless, discourage potential customers from purchasing a TCS System. This would adversely affect our business, prospects, results, and financial condition. As a result, our business could be directly and indirectly affected by government regulations.

## **ITEM 2.**

### **DESCRIPTION OF PROPERTY**

Our corporate headquarters is located at Stratford, Connecticut. We have occupied offices at this address since September 2006. Prior to moving to these premises, during Fiscal 2006, the Company occupied premises in a residential and office complex in west-end Montreal. Prior to its west-end location, Tirex occupied an industrial building on St. Patrick Street in Montreal, where the TCS Prototype was located. After having accumulated very

substantial arrearages in rent and property taxes for which we were financially responsible, our former landlord instructed us to vacate these premises such that he could rent the space out to another company. As part of the settlement agreement with this former landlord, we agreed to pay to this former landlord the sum of US\$540,000 out of the proceeds of the first four sales of TCS Systems, at the rate of US\$140,000 per system sold.

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**ITEM 3.**

**LEGAL PROCEEDINGS**

We are presently a party in the following legal proceedings:

IM2 Merchandising and Manufacturing, Inc and David B. Sinclair v. The Tirex Corporation, Tirex Corporation Canada, Inc., et al.

The Plaintiffs, a Canadian resident and a Canadian corporation sued in the Delaware, U.S. Federal District Court claiming fraud, breach of contract, unjust enrichment and other allegations, that the alleged Defendants, which include Tirex Corporation Canada and The Tirex Corporation, jointly conspired to profit from their failure to comply with terms of a manufacturing agreement. The monetary demand of this complaint was unspecified. We were prepared to move to dismiss Plaintiffs' Complaint, but after consultations with the Plaintiffs' Attorneys, the Plaintiffs' withdrew this complaint voluntarily. Plaintiffs later filed a second action in the Chancery Court of Delaware alleging certain of the same allegations; fraud, breach of contract, unjust enrichment, breach of fiduciary duty and misrepresentation, but eliminated other counts including the securities fraud allegations. The Defendants in the State Court action are the same named in the Federal Court action, and again the monetary damages are unspecified. We moved to dismiss the State Court Chancery case alleging defective service of process and asserting that the Court had no jurisdiction over the Defendants in Delaware and for removal of the case to Canada based on forum non convenienc and other considerations. Our motion was granted and the case dismissed.

Subsequently, on or about April 25, 2001, the Plaintiffs instituted a lawsuit in Superior Court, judicial district of Montreal alleging breach of contract and claims damages of CA\$794,690 representing expenses and an additional Canadian\$5,411,158 in loss of profits (court docket # **500-05-063730-021**). Unlike the suit filed in the US Federal District Court in Delaware, there was no accusation of fraud. We have filed a detailed answer denying all liability, stating further that Plaintiffs failed to comply with their obligations. We believe we have meritorious defenses to all of the Plaintiffs' claims. The action is still pending.

There has been no activity relative to this suit for the last seven years.

Lefebvre Freres Limited v. The Tirex Corporation

Lefebvre Frères Limited instituted an action against us on August 13, 2001 in the Superior Court, judicial district of Montreal (court docket # **500-05-066942-010**) claiming Canadian \$98,513 is due and owing for the manufacture and delivery of car tire disintegrators. We have prepared a defense and cross claim against Plaintiff as the product delivered was defective and included used parts in direct contravention of the supply agreement. We believe we are entitled to a reimbursement of sums paid.

There has been no activity relative to this suit for the last seven years.

Tri-Steel Industries Inc. v. The Tirex Corporation

Our landlord Tri-Steel Industries Inc. instituted an action against us, and our subsidiaries Tirex Canada and Tirex Canada R & D Inc., on or about June 22, 2001 for arrears of rent in the amount of Canadian \$177,973.62. Subsequent to the Plaintiff s instituting this action, we continued to accumulate very substantial arrearages for rent and property taxes for which we were financially responsible. Subsequent to our vacating the premises which had been the object of the lease, we settled with our former landlord for a total amount of US\$560,000, to be paid at the rate of US\$140,000 from each of our first four TCS System sales.

No director, officer, or affiliate of the Company, or any associate of any of them, is a party to or has a material interest in any proceeding adverse to us.

**ITEM 4.**

**SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

During the fiscal year ended June 30, 2008, the Corporation applied to the State of Delaware to increase its common share authorization from two hundred and fifty million shares to one billion shares. Simultaneously, the Corporation established a class of Preferred Shares, issuable in series on terms to be determined from time to time by the Board of Directors with a maximum preferred class authorization of one hundred million shares. See Report 8-K dated February 14, 2008. A Series A Preferred Shares in a total of three million (3,000,000) shares was designated and subsequently issued to directors and officers. See Reports 8-K, dated May 16, 2008 and June 23, 2008. These shares do not have a dividend attached, do have preference on residual assets in case of bankruptcy, are convertible into common shares at the rate of five common shares for each preferred share and have super-voting rights of 100 votes per share. These modifications to the Corporation's share structure were ratified by shareholder vote during the fourth quarter of fiscal 2008.

**PART II**

**ITEM 5.**

**MARKET FOR THE COMPANY'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS**

The Company's common stock, is traded on a limited basis in the over-the-counter market and, since January 2003, has been listed on the Gray Sheets. In September 2008, over two months following the period covered by this report, we applied to FINRA for upgrading our listing to the Pink Sheets. Our intention is to thence apply for re-listing onto the Bulletin Board. This requires audited financial statements such that our 10-KSB Reports for the fiscal years ended June 30, 2004 through 2007 inclusive will be in strict conformity with the SEC standards. For this reason, in May 2008, we engaged the services of Moore & Associates (Las Vegas, Nevada) to undertake the audit of our accounts for those years. Following 2007, Moore continued with the audit of our accounts for fiscal 2008. With the completion of the audit and the filing of amended 10-KSB reports, we applied for listing on to the Bulletin Board on September XX, 2008. As of the date of this report, we had not yet received approval for listing on the Bulletin Board. During the period covered by this report, i.e. up to June 30, 2008, when we were quoted on the Gray Sheets, bid and ask prices were not posted.

**Shareholders**

As of June 30, 2008, the number of holders of record of the Company's common stock, \$.001 par value, was approximately 590, which does not include shares held by persons or companies in street or nominee name.

**Dividends**

The Company has paid no cash dividends and has no present plan to pay cash dividends, intending instead to reinvest its earnings, if any. Payment of future cash dividends will be determined from time to time by its Board of Directors, based upon its future earnings (if any), financial condition, capital requirements and other factors, the company is not presently subject to any contractual or similar restriction on its present or future ability to pay such dividends.

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**ITEM 6.**

**MANAGEMENT'S DISCUSSION AND ANALYSIS**

**Management's Discussion and Analysis of Financial Condition and Results of Operations**

The following discussion of our financial condition and results of operations should be read in conjunction with the financial statements and notes thereto included elsewhere in this Report. This document contains certain forward-looking statements including, among others, anticipated trends in our financial condition and results of operations and our business strategy. These forward-looking statements are based largely on our current expectations and are subject to a number of risks and uncertainties. Actual results could differ materially from these forward-looking statements. Important factors to consider in evaluating such forward-looking statements include (i) changes in external competitive market factors or in our internal budgeting process which might impact trends in the our results of operations; (ii) unanticipated working capital or other cash requirements; (iii) changes in the our business strategy or an inability to execute its strategy due to unanticipated changes in the industries in which we operates; and (iv) various competitive factors that may prevent the us from competing successfully in the marketplace.

Tirex's primary objective is to sell it's patented and proprietary tire recycling process, called the TCS System, to tire recyclers throughout the world ([www.tirex-tcs.com](http://www.tirex-tcs.com)). In March 2000, we announced that our TCS technology prototype was ready for replication and commercialization. The intellectual property owned by Tirex comprises both the patented "fracturing mill" (both US and Canadian patents) plus the proprietary freezing process of using super-cooled air (rather than the competitions liquid nitrogen process, which represents expensive overkill in terms of what is required to freeze tire chips) to freeze the tire chips to the "glass point" which permits the effective separation and disintegration of the tire components by our patented "fracturing mill", producing a semi-cryogenic crumb rubber at a significant cost saving. The intellectual property of our TCS System process is recognized in the Manufacturing License Agreement (2003) we have with Simpro S.p.A. of Torino, Italy [www.simpro.it](http://www.simpro.it). Simpro has an semi-exclusive manufacturing license to manufacture the TCS System, semi-exclusive to the extent that they have a right of first refusal for the fabrication, installation and commissioning of any TCS system anywhere in the world, but the exclusivity is lost on a case-by-case basis in those circumstances where they would elect to not accept an order, under which circumstances we have the right to contract the same services to other companies. Our patent renewals and continuation for both the USA and Canada were documented in 2005.

In 2001 Tirex's TCS tire recycling prototype was accredited by Recyc-Québec, the provincial recycling agency in Montreal, Quebec, Canada, as an economically viable and environmentally-friendly process that produced quality recycled rubber. During the year 2000 and 2001, we demonstrated our technology to numerous groups from Asia, Europe, North and South America and the Caribbean, as well as to some shareholders and potential strategic alliance partners. While numerous Letters of Intent were signed during this stage, none materialized into firm purchase contracts. Management attributed these failures to acquire sales contracts to the lack of a commercial history for the TCS technology, or alternatively, to the Company's inability at the time to provide performance guarantees. With the signing of the License Agreement with Simpro we engaged a reputable, highly accredited manufacturer that created the potential for performance guarantees to be offered. The TCS prototype was disassembled and its "fracturing mill" was sent to Simpro's facility in Italy. Simpro is prepared to build the first commercial TCS System. As of June 30, 2008, no purchase/sale contracts have been written.

Tirex has continued with its marketing structure consisting primarily of Tirex's President, John L. Threshie Jr., assisted financially by CFO Michael Ash, combined with Simpro's significant marketing and sales efforts, as well as independent representatives. Simpro also has a non-exclusive marketing agreement applicable on a worldwide basis. Tirex continues to entertain requests for marketing agreements on several continents, but adheres to its policy of offering commissions out of sales proceeds only and not providing exclusivities in the absence of prior-established results.



The lack of a commercial track record relative to the operation and output of the TCS System has proven to be a difficult hurdle to overcome in acquiring TCS System sales. The installed cost of a TCS-2 System to a recycler, depending on the system configuration, the condition of the feedstock and the output requirements and excluding building and infrastructure costs, is in the vicinity of Euros 5,500,000 (approximately US\$7.92 million at prevailing exchange rates), depending on the extent of automation requested by the customer. When one adds infrastructure costs, pre-production expenses and a reasonable provision for working capital after system commissioning, we are of the opinion that the entrepreneur has to consider his gross investment cost (prior to debt financing possibilities) to be in the vicinity of US\$9 million to \$10 million, depending on the customs duties which could be imposed on US and Canadian customers respecting the importing of products from non-NAFTA countries. US\$9,000,000 or more represents a substantial investment for a start-up company. Simpro has been able to obtain insurance backing to support their offer of limited performance guarantees, and such potential is expected to assist the marketing effort. Simpro is now offering limited feedstock throughput guarantees on a case by case basis.

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Market and sales efforts of the TCS System continues to evolve and has attracted qualified and capable companies over the past year. During Fiscal 2007, the Company and Simpro have entertained numerous potential TCS System customers. Out of these developments, several opportunities have presented themselves that have merited and continue to merit the expenditure of considerable effort to close a Purchase and Sales Agreement. Tirex and Simpro continue to pursue sales efforts in the Middle East, Malaysia, the USA and Canada. Simpro is also pursuing an opportunity in Brazil where the production of crumb rubber would be linked to products for the railroad industry. Our listing on the Internet Recycling Exchange and our web site [www.tirex-tcs.com](http://www.tirex-tcs.com) continues to generate inquiries from all over the world. This interest confirms the need for new technology in the industry. These opportunities may not conclude, however, until there is a commercial system in operation and regardless of Management's optimism there can be no assurance that these opportunities will actually result in unconditional sales contracts.

The finalizing of the License Agreement with Simpro means that the gross revenues from sales will be recorded on Simpro's books, not in the books of Tirex. The amount remitted back to Tirex will take the form of a royalty and will be accounted for as such. Regardless of the contract structure and the accounting effects which result, generally accepted accounting principles in effect in the USA have the effect that the revenues to Tirex resulting from such transactions will not be recognizable until the systems will have been accepted by the customers. Given the time line required to manufacture, install and have accepted these systems, it is clearly impossible that any revenues would become recognizable during our fiscal year which will end June 30, 2007. While the Company will benefit from the periodic cash inflows resulting from progress payments during the next approximately ten months, the royalty will, in fact, not have been earned until the systems are accepted by the customers.

In the third and fourth quarters of fiscal 2008, management undertook a restructuring of the corporation. This was engaged because management believed (and still does) that the structure of the Corporation was creating an impediment to marketing efforts. We engaged the services of the Otto Law Group (Seattle WA) to assist us in the restructuring of our position. Their services are being remunerated in shares of the corporation. We also engaged the services of Legacy Trading and their affiliate company, Southern Capital Consulting, based in Oklahoma, to assist us in getting our shares listed first back onto the Pink Sheets and with the goal of being re-listed onto the Bulletin Board. These services are also being remunerated by means of a share issuance. In order to be eligible for re-listing on the Bulletin Board, the Corporation is required to file audited financial statements. The statements of the Corporation had not been audited since the fiscal year ended June 30, 2004. We engaged the services of Moore & Associates (Las Vegas) to undertake the audit of our accounts for the years 2004 through 2007 with a continuation for the fiscal year 2008. In August 2008 (two months following the reporting date of this filing) our application for listing on the Pink Sheets was filed. In the course of this restructuring, debts to officers, directors and consultants were converted in whole or in part to equity through the issuance of shares. Part of this was accomplished through the auspices of Sequoia International which accepted assignment of \$100,000 of executive accrued salaries in exchange for 100 million shares, a transaction approved by a Florida court. This transaction also provided for the creation of funding for Tirex in its restructuring efforts. Third party liabilities were examined and deleted as permitted by US and Canadian law (the term in Canada is prescription, in the USA Statute of Limitations). Management is of the opinion that the measures undertaken in the last half of fiscal 2008 and continuing into fiscal 2009 will be beneficial to the development of the Corporation.

In February of 2001, we concluded a private financing with an investor group. Under the terms of the Agreement, we had the contractual right to require the Investor to purchase up to US\$5,000,000 of put notes. We drew down US\$750,000 of this amount and used the proceeds of this financing toward legal and consulting fees due, normal operating expenses such as payroll, rent and taxes and the acquisition of equipment for our prototype TCS-1 Plant. In July of 2001, the Company entered into a technical default with respect to the Agreement by not having an SB-2 Registration Statement declared effective by the SEC. After several months of negotiations, the Company entered into a Settlement Agreement with the Investor Group which provided for a cash pay down of the amount owed, including interest and penalties over a period of approximately two years starting with the date the Settlement Agreement was signed, the right of the Investor Group to continue to be able to sell up to 600,000 collateral and Rule 144 shares per month and the issuance of three series of warrants, 500,000 each, exercisable at prices of one cent, five cents and ten

cents over a three year period. This Settlement Agreement was announced in April of 2002, and details of the terms of the Agreement are filed on Edgar. The Company, in the absence of having completed its first sales of TCS Systems according to our expectations, was unable to generate the cash flow necessary to pay down the Convertible Note in accordance with the terms of the Settlement Agreement. Thus, the Company once again found itself in a position of default. Numerous recourses are available to the holders of the Convertible Notes, but to date, these recourses have not been exercised. Such recourses can be exercised at any time and the fact that they have not been exercised so far does not preclude their being exercised now or in the future. The Company has kept the Convertible Note holders apprised of its efforts to sell TCS Systems and thus restart the repayments on the Convertible Notes.

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As a result of this period preceding the commencement of commercial operations, we have had to cover our overhead costs from sources other than from commercial revenues. Since October 2005, and continuing into fiscal 2009, approximately US\$200,000 was lent to Tirex president, John L. Threshie Jr., to pay the various expenses of the Corporation such as filing fees, annual return fees (State of Delaware) stock transfer agent fees etc. These loans were made in return for agreements to convert these amounts into common stock of the Corporation. Following the period covered by this report, Tirex issued approximately 48,740,000 shares under the terms of these agreements. We expect that some portion of our future overhead costs, which may be significant, will continue to be covered from sources other than commercial revenues. Since March of 2003, our monthly out-of-pocket cash costs were reduced to minimal amounts.

Our greatest expense, from an accounting standpoint, is for salaries. These salaries have not been paid for over seven years, but rather set up as payables. A portion of these payables has been converted to equity through the issuance of common stock. Our cash flow deficit condition will continue until such time as the Company will start generating revenues from the sale of TCS Systems. Until we can succeed in securing an unconditional sales contract for the sale of one or more systems employing our technology, the company will not be engaging any significant financial commitments and will not be engaging in any significant research and development activities nor increasing employment.

While we continue to market TCS Systems and have in place a License Agreement, as of June 30, 2007, no unconditional sales orders for TCS Systems had been received and manufacturing of TCS Systems has not been initiated. We anticipate that we will begin selling or licensing out the sale of TCS Systems and thus initiating the manufacturing of these systems on a commercial basis inevitably as long as there is a demand for new recycling technology. Until we successfully develop and commence TCS System manufacturing and sales operations on a full-scale commercial level, however, we will not generate significant revenues from operations. Accordingly, we would be obligated to attempt to seek non-commercial sources of revenues to support operations until TCS Systems sales and manufacturing operations would become a reality. In the event of such a circumstance, there can further be no assurance that such non-commercial revenue funding would be available at all or on terms acceptable to management. Except for activities related to the recycled crumb rubber industry, as noted above and in previous filings, we have never engaged in any other significant business activities.

During the first quarter of Fiscal 2007, Tirex completed the negotiation of the employment agreements with respect to Tirex CEO and President, John L. Threshie Jr., Tirex Vice President Engineering and Research and Development, Louis V. Muro and Tirex Secretary-Treasurer and Chief Financial Officer, Michael Ash. These versions were ratified by all respective parties. Under the terms of these agreements, Mr. Threshie's salary was augmented to US\$150,000 retroactive to July 1, 2002 while Mr. Muro's salary was reduced retroactively to July 1, 2002 to US\$75,000. The salary of Mr. Ash remained unchanged at US\$100,000. Also under the terms of the agreements, Mr. Threshie received an option to acquire 3,000,000 shares of the corporation at the beginning of each year of his three-year agreement, the effective inception date being July 1 2007. Similarly, Mr. Muro received options to purchase 1,000,000 shares per year. Mr. Muro's employment was also effective July 1, 2007. Other than for the number of shares involved, Mr. Muro's options proposed agreement are identical to that of Mr. Threshie. As for Mr. Ash, his three-year employment agreement was be effective January 1, 2007 and provided for him to acquire 2,000,000 shares of Tirex in each of the three years of his contract. In all cases, the exercise window is three years. These options could be exercised on a cashless basis and are described in more detail elsewhere in this report.

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## Liquidity and Capital Resources

As of June 30, 2008, the Company had total assets of \$25,001 as compared to \$25,001 at June 30, 2007 reflecting a change of Nil. There were no changes in the value of individual assets, representing Property and Equipment and Patents from June 30, 2007 to June 30, 2008.

As of June 30, 2008, the Company had total liabilities of \$5,126,083 as compared to \$4,712,098 at June 30, 2007, reflecting an increase in liabilities of \$413,985. Total liabilities at June 30, 2007 had reflected a previous increase of \$500,023 over \$4,212,075 in total liabilities at June 30, 2006. The increase in total liabilities from June 30, 2007 to June 30, 2008 is primarily attributable to: (i) an increase in Long-Term Deposits and Convertible Notes in the amount of \$88,500 from \$217,500 as of June 30, 2007 to \$306,000 as of June 30, 2008, and (ii) an increase in Convertible Loans in the amount of \$334,774 from \$2,421,442 as of June 30, 2007 to \$2,756,216 as of June 30, 2008.

Reflecting the foregoing, the financial statements indicate that as at June 30, 2008, the Company had a working capital deficit (current assets minus current liabilities) of \$1,478,922 and that as at June 30, 2007, the Company had a working capital deficit of \$1,488,211, a working capital deficit decrease of \$9,289. There were no changes in current assets, as noted above, while there were reductions to current liabilities due to third parties represented by Accounts Payable and Accrued Liabilities.

The financial statements which are included in this report reflect total operations and other expenses of \$498,322 for the year ended June 30, 2008, which reflects an increase of \$42,473 over the year ended June 30, 2007 when total operations and other expenses were \$455,849. The Company has ceased Research and Development activities thereby resulting in a significant decrease in personnel expenses and other Research and Development expenses compared with prior periods.

The success of the tire recycling manufacturing business and the ability to continue as a going concern will be dependent upon the ability of the Company to obtain adequate financing to commence profitable, commercial manufacturing and sales activities and the TCS Systems ability to meet anticipated performance specifications on a continuous, long term commercial basis.

The Company believes that the amounts accrued to date in respect of the shares issued to compensate the executive officers and consultants reflect the fair value of the services rendered, and that the recipients of such shares received such shares at an appropriate and reasonable discount from the then current public market price. The Company believes that the discount is warranted due to the fact that there are often restrictions on the transfer of said shares arising out of the absence of registration, and the uncertainty respecting our ability to continue as a going concern.

From inception (July 15, 1987) through June 30, 2007, the Company has incurred a cumulative net loss of \$30,404,341. Approximately \$1,057,356 of such cumulative net loss was incurred prior to the inception of the Company's present business plan, in connection with the Company's discontinued proposed health care business and was due primarily to the expending of costs associated with the unsuccessful attempt to establish such health care business. The Company never commenced the proposed health care operations and therefore, generated no revenues therefrom.

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**ITEM 7.**

**FINANCIAL STATEMENTS**

Our financial statements required to be included in this Report pursuant to Item 310(a) of Regulation S-B, are set forth below.

**ITEM 8.**

**DISAGREEMENTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

Following the end of Fiscal 2004, our former independent certifying accountant informed us that he was abandoning all SEC-oriented work. Thus, we had no choice but to attempt to change our certifying accountant effective with the annual financial statements for the year ended June 30, 2004. The resignation of our former certifying accountant was not related in any way to any disputes respecting the Company's accounting or its financial disclosures to shareholders or other interested parties. We have engaged new certifying accountants. The new certifying accountant audited our records back through fiscal 2004. Amended 10-KSB Reports for the fiscal years ended June 30, 2004 through 2007 will be filed imminently.

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**PART III****ITEM 9.****DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS;**

COMPLIANCE WITH SECTION 16(a) OF THE EXCHANGE ACT.

**Directors, Executive Officers and Significant Employees**

The following sets forth, as of June 30, 2005 the names and ages of all directors, executive officers, and other significant employees of the Company; and all positions and offices in the Company held by each, and the terms of said offices. Each director will hold office until the next annual meeting of shareholders and until his or her successor has been elected and qualified:

<b><u>Name</u></b>	<b><u>Age</u></b>	<b><u>Offices Held</u></b>	<b><u>Term of Office</u></b>
John L. Threshie, Jr.	54	Chairman of the Board of Directors, President, and Chief Executive Officer	November 1999 - present
		Director	June 1995 - February 1999
		Vice President	June 1995- November 1999
		Secretary	December 1996 - February 1999
Louis V. Muro	76	Vice President of Engineering and Director	January 1996 - present
		President	March 1994 - January 1995
		Director	December 1992 - Present
Henry Meier	52	Director	Feb. 11, 1999 to present
Michael D.A. Ash	59	Secretary, Treasurer, and Chief Financial and Accounting Officer	February 1999-present

**The Board of Directors has no standing committees.**

## Family Relationships

No family relationships exist between any director or executive officer of Company or any person contemplated to become such.

## Business Experience

The following summarizes the occupation and business experience during the past five years for each director, executive officer and significant employee of the Company. A significant employee is a person who is not an executive officer of the Company but who is expected to make a significant contribution to the business of the Company.

**JOHN L. THRESHIE, JR.** Mr. Threshie has served as President and Chief Executive Officer of the Company since November of 1999. Prior to that time he served as a Vice President of the Company since June 1995. He was appointed Assistant Secretary of the Company on February 11, 1999. From December 1996 until February 11, 1999, Mr. Threshie held the position of Secretary, and from June 1995 until February 11, 1999, as a Director, of the Company. He also served as a Director for The Tirex Corporation Canada Inc. and Tirex Canada R&D Inc. from June 1998 and June 1995, respectively, until February 11, 1999. He has more than 30 years of experience in the areas of management, marketing and sales including 11 years developing and marketing a new technology in the recycling industry with Tirex.. Mr. Threshie holds a Bachelor's Degree in Political Science from the University of North Carolina. He was employed as an insurance and financial broker by Primerica Financial Services from 1991 through 1994. From 1988 to 1990, Mr. Threshie was an advertising account supervisor for Ammirati & Puris Inc., an advertising firm in New York. From 1983 to 1988 Mr. Threshie was employed as a senior account executive at the advertising firm of Saatchi and Saatchi, Inc. From 1979 to 1983 Mr. Threshie was employed by Milliken & Co. as a sales representative.

**LOUIS V. MURO.** Mr. Muro acted as an engineering consultant to the Company from January 18, 1995 until January 1, 1996 when he was appointed as a Director and as Vice President in charge of engineering. Mr. Muro served as a Director of the Company from December 29, 1992 until January 18, 1995. He also served as the Company's Secretary from December 29, 1992 until March 1994 when he was appointed President of the Company, a position he held until January 18, 1995. He has also served as the Vice President in charge of engineering and as a director of The Tirex Corporation Canada Inc. and Tirex Canada R&D Inc. since

June 1998 and May 1995 respectively. Mr. Muro received a B.S. degree in Chemical Engineering from Newark College of Engineering in 1954, since which time he has continually been employed as a chemical engineer. From 1974 to 1993 Mr. Muro has been the sole proprietor of Ace Refiners Corp. of New Jersey, a precious metals refinery. From 1971 to 1974, he worked as an independent consultant and from 1964 until 1971, he was director of research and development for Vulcan Materials Corporation in Pittsburgh, Pa., a public company engaged in the business of recovering useable tin and clean steel from scrap tin plate. From 1960 to 1964, Mr. Muro was the sole proprietor of Space Metals Refining Co. in Woodbridge, NJ, a company involved in the purification of scrap germanium to transistor grade metal. From 1959 to 1960 he was employed by Chemical Construction Co., of New Brunswick, NJ, where he developed a process for the waste-free production of urea from ammonia, carbon dioxide and water. From 1954 to 1959, Mr. Muro worked in the research and development department at U.S. Metals Refining Co. in Carteret, NJ where he was involved with the refinement of precious metals.

**MICHAEL D.A. ASH.** Mr. Ash joined the Company on January 11, 1999. On February 11, 1999, Mr. Ash was appointed Secretary, Treasurer, and Chief Financial and Accounting Officer of the Company. Mr. Ash graduated with a Bachelor's Degree in Business Administration, Magna Cum Laude, from Bishop's University in Quebec in 1970, and with an MBA, With Distinction, from Harvard Business School in 1975. Mr. Ash received his Chartered Accountant certification, (Canadian equivalent to a CPA) in 1972 while employed by Coopers & Lybrand (now PriceWaterhouseCoopers). Mr. Ash voluntarily abandoned his C.A. designation following the ENRON and



WorldCom incidents, being no longer willing to certify financial statements nor to incur the very expensive professional insurance costs associated with professional private practice as a sole practitioner. As such, the annual professional fees were no longer justifiable. Since graduation from Harvard, Mr. Ash spent a large portion of his career with the Government of Canada, until early 1999 when he joined Tirex, first with the Office of the Comptroller General in Ottawa and, for the subsequent eighteen years, with a federal regional economic and industrial development agency in Montreal where he gained exposure to a very large number of companies and industrial sectors, ranging from developmental companies to major multi-national corporations. For ten years during this time period, Mr. Ash was also a part-time lecturer in accountancy at Concordia University in Montreal for students registered in the program leading to the Chartered Accountancy designation.

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**Compliance With Section 16(a) of the Exchange Act.**

None of the securities have been registered pursuant to Section 12 of the Exchange Act of 1934, as amended (the "Exchange Act"). Therefore, Section 16(a) of the Exchange Act is not applicable.

**ITEM 10.****EXECUTIVE COMPENSATION****Current Remuneration**

The following table sets forth information concerning the annual compensation received or accrued for services provided in all capacities for the fiscal years ended June 30, 2005, 2006 and 2007 by our chief executive and all our executive officers serving as such as at June 30, 2005 or at any time during the year ended June 30, 2007. Future announcements concerning us, our competitors, results of testing, technological innovations or new commercial products may have a significant impact on the market price of our common stock. We believe that, as of the dates when such shares were issued, the actual market value of such shares was, and as of the date hereof remains, highly contingent upon, and subject to, extremely high risks.

**SUMMARY COMPENSATION TABLE:****ANNUAL COMPENSATION (See note below)**

<b>Name and Principal Position</b>	<b>Year</b>	<b>Salary \$</b>	<b>Bonus \$</b>	<b>Other \$</b>
John L. Threshie Jr. President	2007	\$150,000 (1)	Nil	nil
	2006	\$150,000		
	2005	\$150,000		
Louis V. Muro Vice President - Engineering	2007	\$75,000 (1)	Nil	nil
	2006	\$75,000		
	2005	\$75,000		
Michael D.A. Ash Secretary-Treasurer & CFO	2007	\$100,000 (1)	Nil	nil
	2006	\$100,000		
	2005	\$100,000		

The employment agreements of all of the above persons were re-negotiated during the second quarter of Fiscal 2007.

The primary focus of the negotiations was on salary and options in all three cases. In the case of Mr. Threshie, his salary was be increased from US\$125,000 to US\$150,000 retroactive to July 1, 2002. In the case of Mr. Muro, his salary was reduced from US\$150,000 to US\$75,000 also effective July 1, 2002. Mr. Ash's salary remained unchanged at US\$100,000. Under the terms of these three employment agreements, all three persons received options with three-year exercise windows to acquire Tirex shares, with the possibility of a cashless exercise. These annual options for Mr. Threshie, Mr. Ash and Mr. Muro imply 3,000,00 shares, 2,000,000 and 1,000,000 shares respectively. All exercises are subject to share structure modifications such as stock splits and reverse splits on a proportional basis.

(1)

No compensation was paid either in cash or in shares to Messrs. Threshie, Muro and Ash during Fiscal 2007 and 2008. The amounts due have been recorded as liabilities of the Company. During fiscal 2008, Tirex assigned \$50,000 of accrued salaries to each of Messrs. Threshie and Ash to Sequoia International in exchange for a Florida court approved issuance of 100 million shares. The Settlement Agreement was made under Paragraph 10(a)3 of the Securities Act. During the first quarter of fiscal 2009, the fiscal year following the period covered by this report, Tirex issued 44,900,000 million shares to John L. Threshie Jr., 25,000,000 million shares (plus 1,723,514 replacement collateral shares) to Louis V. Muro and 16,525,000 shares to Michael Ash plus 13,750,000 issued to his wife and adult children in partial compensation for accrued and unpaid salaries since 2001. Mr. Sanzaro (former director) and Mr. Muro were also issued replacement shares for the collateral shares they provided to 2001 private placement investor referred to elsewhere in this report and 1,500,000 shares were issued to Michael Ash in respect to stock options exercised but unpaid three years ago.

### Executive Stock Options

As discussed elsewhere in this Report, the following is a summary of those options and warrants outstanding or proposed to be outstanding, with respect to the purchase of the common stock of the Company:

Beneficiary	Issuable	Exercise Window	Price
John L. Threshie Jr.	3,000,000 share options at the beginning of each of Fiscal Years 2008, 2009 and 2010	Three (3) years from date of issue	Series 1: lesser of 20 cents or 50% of market Series 2: lesser of 40 cents or 50% of market Series 3: lesser of 50 cents or 50% of market
Michael Ash	2,000,000 share options at the beginning of each of Calendar Years 2007, 2008 and 2009	Three (3) years from date of issue	Series 1: lesser of 20 cents or 50% of market Series 2: lesser of 40 cents or 50% of market Series 3: lesser of 50 cents or 50% of market
Louis V. Muro	1,000,000 share options at the beginning of each of Fiscal Years 2008, 2009 and 2010	Three (3) years from date of issue	Series 1: lesser of 20 cents or 50% of market Series 2: lesser of 40 cents or 50% of market Series 3: lesser of 50 cents or 50% of market

In September 2008, the period following the period covered by this report, Mr. Ash issued his notice of exercise for options for 4,000,000 shares on a cashless basis. Under the formula, Mr. Ash will receive 2,000,000 shares. In October 2008 Mr. Threshie served notice of his exercise of 6 million options on a cashless basis, under which he will receive 3 million shares. Also in October 2008, Mr. Muro served notice of his exercise of 2 million options on a cashless basis, which will give him 1 million shares. As of October 13, 2008, these shares had not yet been issued.

### Compensation of Directors

The Directors of the Company were not compensated for their services as such in fiscal 2008.

## Employment Agreements

We seek to maintain employment agreements with all of our executive officers (the "Executive Agreements"). We currently have an employment agreement with Mr. Threshie that provides for an annual salary of \$150,000 until June 30, 2010. Mr. Threshie also has options, as noted above, to purchase shares of the Company. Mr. Threshie was granted options to purchase 3,000,000 shares at each anniversary date of his Employment Agreement for the three years following the effective date of his employment contract, and, for each series of options, would have a three-year period to exercise that option. The options are exercisable at the lesser of 50% of market and 20(cent) for the first series, 40(cent) for the second series and 50(cent) for the third series. We currently employ Mr. Muro on a month-to-month basis, based on a revised annual salary of \$75,000, retroactive to July 1, 2002. Mr. Muro also has share options which, other than for the number of shares implicated, are identical to the options of Mr. Threshie. In Mr. Muro's case the number of shares is 1,000,000 shares annually. Under the employment agreement with Mr. Ash, he is paid an annual salary of \$100,000 and he has been given stock options to acquire 2,000,000 shares in each of the three calendar years of his agreement, which ends December 31, 2009.

All of the above agreements provide for the payment of bonuses at the sole discretion of the Board of Directors based upon an evaluation of the executive's performance, with payment of any such bonuses to be reviewed annually. The Executive Agreements also provide for the participation by each of the foregoing persons in any pension plan, profit-sharing plan, life insurance, hospitalization or surgical program, or insurance program hereafter adopted by us, reimbursement of business related expenses, the non-disclosure of information which we deem to be confidential to it, non-competition by the executive with us for the one-year period following termination of employment with us and for various other terms and conditions of employment.

The Executive Agreements with Messrs. Threshie, Muro and Ash also include severance provisions which provide, among other things, for severance compensation in the event that the employment of the executive is terminated by us other than for cause, or by the executive for "good reason", as that term is

defined in the Executive Agreements, or pursuant to a change in control of the Company, for which the severance terms, under certain circumstances, as described below, could be different. The various Executive Agreements provide for severance compensation, as follows:

In the case of Messrs. Threshie, Muro and Ash, 200% of the amount of the base salary for a period of twelve months, except that in the event of a termination following a hostile takeover of the Corporation, the termination is 300%. In addition, the amount of severance compensation for termination other than for cause, or by the executive for "good reason", as that term is defined in the Executive Agreements, or pursuant to a change in control of the Company, amounts to the compensation as described above plus two months of base salary for each year of service, either under an employment agreement or under a consulting agreement.

Because of the early stage of our development, our lack of operations and insignificant cash flow, since January 18, 1995, we have not had the resources to meet fully our financial obligations under the Executive Agreements. As a result, a major portion of compensation which has been available to our executive officers has consisted of shares of our common stock, which such individuals accepted, in lieu of cash compensation, for a substantial portion of salary and/or consulting fees due to them. For the last four years, no significant numbers of shares were available for issuance to the executives.

## ITEM 11.

### SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information as of October 2, 2008, with respect to the persons known to the Company to be the beneficial owners of more than 5% of the common stock, \$.001 par value of the Company and of more than 5%

of the Class A Common Stock of the Company's subsidiary, Tirex R&D and of all Officers and Directors of the Company as that term is defined in Item 402(a)(2) of Regulation S-B. Neither the Company nor Tirex R&D have any shares of any other class issued or outstanding.

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Title of Class	Name and Address of Beneficial Owner	Amount and Nature of Percent Ownership	Percent of Class (1)
Common The Tirex Corporation	John L. Threshie, Jr. P.O. Box 1000 Stratford CT 06614-9991	47,528,721 (2)	7.8%
Class A Common Tirex R&D		34 (5)	34%
Common	Louis V. Muro	32,853,991 (2)(3)	