

Edgar Filing: UNITED STATES ANTIMONY CORP - Form 10QSB

UNITED STATES ANTIMONY CORP  
Form 10QSB  
May 17, 2004

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-QSB

(Mark One)

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

For the quarterly period ended March 31, 2004

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

For the transition period to

Commission file number 33-00215

UNITED STATES ANTIMONY CORPORATION

(Name of small business issuer in its charter)

MONTANA

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(State or other jurisdiction  
of incorporation or organization)

81-0305822

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(I.R.S. Employer  
Identification No.)

P.O. BOX 643, THOMPSON FALLS, MONTANA 59873

-----  
(Address of principal executive offices) (Zip code)

Registrant's telephone number, including area code: (406) 827-3523

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

YES     X             No  
       --             --

At May 14, 2004, the registrant had outstanding 2,472,028 shares of par value \$0.01 common stock.

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UNITED STATES ANTIMONY CORPORATION  
QUARTERLY REPORT ON FORM 10-QSB  
FOR THE QUARTERLY PERIOD  
ENDED MARCH 31, 2004

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## PART I-FINANCIAL INFORMATION

### ITEM 1. FINANCIAL STATEMENTS UNITED STATES ANTIMONY CORPORATION AND SUBSIDIARY CONSOLIDATED BALANCE SHEETS

	(UNAUDITED) MARCH 31, 2004	DECEMBER 2003
<b>ASSETS</b>		
Current assets:		
Accounts receivable, less allowance for doubtful accounts of \$30,000 . . . . .	\$ 37,686	\$ 51,153
Inventories . . . . .	114,108	153,000
Total current assets . . . . .	151,794	204,153
Investment in USAMSA, net . . . . .	10,263	11,000
Properties, plants and equipment, net . . . . .	559,282	554,000
Restricted cash for bank note payable . . . . .	105,649	105,000
Restricted cash for reclamation bonds . . . . .	99,043	99,000
Deferred financing costs . . . . .	28,125	30,000
Total assets . . . . .	\$ 954,156	\$ 1,005,153
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
Current liabilities:		
Checks issued and payable . . . . .	\$ 94,141	\$ 87,000
Accounts payable . . . . .	548,349	909,000
Accrued payroll and property taxes . . . . .	151,948	197,000
Accrued payroll and other . . . . .	87,806	88,000
Judgment payable . . . . .	53,980	53,000
Accrued interest payable . . . . .	17,106	16,000
Payable to related parties . . . . .	231,679	232,000
Notes payable to bank, current . . . . .	222,889	144,000
Accrued reclamation costs, current . . . . .	151,000	151,000
Total current liabilities . . . . .	1,558,898	1,880,000
Secured and unsecured convertible notes payable . . . . .	350,000	350,000
Notes payable to bank, noncurrent . . . . .	400,422	409,000
Accrued reclamations costs, noncurrent . . . . .	57,500	57,000
Total liabilities . . . . .	2,366,820	2,697,000
Commitments and contingencies (Note 3)		
Stockholders' deficit:		
Preferred stock, \$0.01 par value, 10,000,000 shares authorized:		
Series A: 4,500 shares issued and outstanding . . . . .	45	7,000
Series B: 750,000 shares issued and outstanding . . . . .	7,500	1,000
Series C: 177,904 shares issued and outstanding . . . . .	1,779	1,000
Series D: 1,836,672 shares issued and outstanding . . . . .	18,636	18,000
Common stock, \$0.01 par value, 50,000,000 shares		
authorized; 29,948,816 and 28,114,288 shares issued and outstanding . . . . .	299,489	281,000
Additional paid-in capital . . . . .	17,756,984	17,387,000

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Accumulated deficit. . . . .	(19,497,097)	(19,389)
Total stockholders' deficit. . . . .	(1,412,664)	(1,692)
Total liabilities and stockholders' deficit. . . . .	\$ 954,156	\$ 1,005

The accompanying notes are an integral part of the financial statements.

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UNITED STATES ANTIMONY CORPORATION AND SUBSIDIARY  
CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)

	FOR THE THREE MONTHS ENDED	
	MARCH 31,	MARCH 31,
	2004	2003
Revenues:		
Sales of antimony products and other	\$ 582,415	\$ 1,019,496
Sales of zeolite products	195,085	120,700
	-----	-----
	777,500	1,140,196
	-----	-----
Cost of sales:		
Cost of antimony production	406,621	775,666
Antimony depreciation	10,300	9,476
Antimony freight and delivery	44,156	77,677
Cost of zeolite production	154,600	123,269
Zeolite depreciation	13,800	13,686
Zeolite freight and delivery	14,671	20,594
	-----	-----
	644,148	1,020,368
	-----	-----
Gross profit	133,352	119,828
	-----	-----
Other operating expenses:		
Antimony general and administrative	90,540	130,884
Antimony sales expenses	14,068	25,568
Zeolite general and administrative	71,161	73,314
Zeolite sales expenses	19,164	14,436
	-----	-----
	194,933	244,202
	-----	-----
Other (income) expense:		
Interest expense	27,313	16,376
Factoring expense	19,279	33,565
Interest income and other	(486)	(605)

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	-----	-----
	46,106	49,336
	-----	-----
Net loss	\$ 107,687	\$ 173,710
	=====	=====
Net loss per share of common stock. . . .	\$ Nil	\$ 0.01
	= =====	= =====
Basic weighted average shares outstanding	28,590,273	27,027,959
	=====	=====

The accompanying notes are an integral part of the financial statements.

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UNITED STATES ANTIMONY CORPORATION AND SUBSIDIARY  
CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

FOR THE THREE MONTHS ENDED  
MARCH 31,            MARCH 31,  
2004                            2003

Cash flows from operating activities:		
Net loss. . . . .	\$ (107,687)	\$ (173,710)
Adjustments to reconcile net loss to net cash used by operating activities:		
Depreciation and amortization . . . . .	27,625	24,662
Series D stock issued to directors. . . . .		7,200
Series D stock issued for legal services. . . . .		20,000
Change in:		
Restricted cash . . . . .		(14,000)
Accounts receivable . . . . .	13,395	(60,252)
Inventories . . . . .	38,945	77,238
Accounts payable. . . . .	(211,202)	134,551
Accrued payroll and property taxes. . . . .	(45,813)	(9,263)
Accrued payroll and other . . . . .	(279)	4,568
Judgment payable. . . . .	850	850
Accrued interest payable. . . . .	461	(4,023)
Payable to related parties. . . . .	(432)	(30,314)
Accrued reclamation costs . . . . .		(3,482)
	-----	-----
Net cash used by operating activities . . . . .	(284,137)	(25,975)
	-----	-----
Cash flows from investing activities:		
Purchases of properties, plants and equipment . . . . .	(29,071)	(9,474)
	-----	-----
Net cash used in investing activities . . . . .	(29,071)	(9,474)
	-----	-----

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### Cash flows from financing activities:

Proceeds from issuance of common stock and warrants . . .	10,000	
Proceeds from exercise of warrants . . . . .	227,215	
Principal payments on notes payable to bank . . . . .	(30,221)	(74,370)
Proceeds from notes payable to bank . . . . .	100,000	49,368
Change in checks issued and payable . . . . .	6,214	60,451
	-----	-----
Net cash provided by financing activities . . . .	313,208	35,449
	-----	-----
Net change in cash . . . . .	0	0
Cash, beginning of period . . . . .	0	0
	-----	-----
Cash, end of period . . . . .	\$ 0	\$ 0
	=====	=====

### Supplemental disclosures:

#### Non cash financing activities:

Common stock issued in satisfaction of accounts payable	\$ 150,145
	=====

The accompanying notes are an integral part of the financial statements.

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## PART I - FINANCIAL INFORMATION, CONTINUED:

### UNITED STATES ANTIMONY CORPORATION AND SUBSIDIARY NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

#### 1. BASIS OF PRESENTATION:

The unaudited consolidated financial statements have been prepared by the Company in accordance with accounting principles generally accepted in the United States of America for interim financial information, as well as the instructions to Form 10-QSB. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of the Company's management, all adjustments (consisting of only normal recurring accruals) considered necessary for a fair presentation of the interim financial statements have been included. Operating results for the three-month period ended March 31, 2004 are not necessarily indicative of the results that may be expected for the full year ending December 31, 2004. Certain consolidated financial statement amounts for the three-month period ended March 31, 2003 have been reclassified to conform to the 2004 presentation. These reclassifications had no effect on the net loss or accumulated deficit as previously reported.

For further information refer to the financial statements and footnotes thereto in the Company's Annual Report on Form 10-KSB for the year ended December 31, 2003.

#### 2. LOSS PER COMMON SHARE:

The Company accounts for its income (loss) per common share according to Statement of Financial Accounting Standards No. 128 "Earnings Per Share" ("SFAS

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No. 128"). Under the provisions of SFAS No. 128, primary and fully diluted earnings per share are replaced with basic and diluted earnings per share. Basic earnings per share is arrived at by dividing net income (loss) available to common stockholders by the weighted average number of common shares outstanding, and does not include the impact of any potentially dilutive common stock equivalents. Common stock equivalents, including warrants to purchase the Company's common stock and common stock issuable upon the conversion of debentures are excluded from the calculations when their effect is antidilutive.

### 3. COMMITMENTS AND CONTINGENCIES:

Until 1989, the Company mined, milled and leached gold and silver in the Yankee Fork Mining District in Custer County, Idaho. In 1994, the U.S. Forest Service, under the provisions of the Comprehensive Environmental Response Liability Act of 1980 ("CERCLA"), designated the cyanide leach plant as a contaminated site. In 1996, the Idaho Department of Environmental Quality requested that the Company sign a consent decree related to completing the reclamation and remediation at the Preachers Cove mill. The Company has been reclaiming the property and anticipates it will have the reclamation complete in the near term.

In November of 2001, the Environmental Protection Agency ("EPA") listed two by-products of the Company's antimony oxide manufacturing process as hazardous wastes under subtitle C of the Resource Conservation and Recovery Act ("RCRA"), and emergency notification requirements for releases to the environment under CERCLA. On November 26, 2002, the Company received a notice of violation related to a hazardous waste discharge that was discovered during a hazardous waste compliance evaluation inspection conducted at the Company's Thompson Falls antimony facility. In response to the notice, the Company removed certain antimony materials from its production area and agreed to ensure that future releases of hazardous waste would not occur. At March 31, 2004, management believes that no additional liability will result from the violation.

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UNITED STATES ANTIMONY CORPORATION AND SUBSIDIARY  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED), CONTINUED:

### 3. COMMITMENTS AND CONTINGENCIES, CONTINUED:

The Company's management believes that USAC is currently in substantial compliance with environmental regulatory requirements and that its accrued environmental reclamation costs are representative of management's estimate of costs required to fulfill its reclamation obligations. Such costs are accrued at the time the expenditure becomes probable and the costs can reasonably be estimated. The Company recognizes, however, that in some cases future environmental expenditures cannot be reliably determined due to the uncertainty of specific remediation methods, conflicts between regulating agencies relating to remediation methods and environmental law interpretations, and changes in environmental laws and regulations. Any changes to the Company's reclamation plans as a result of these factors could have an adverse affect on the Company's operations. The range of possible losses in excess of the amounts accrued cannot be reasonably estimated at this time.

### 4. BUSINESS SEGMENTS

The Company has two operating segments, antimony and zeolite. Management reviews and evaluates the operating segments exclusive of interest and factoring expenses. Therefore, interest expense is not allocated to the segments. Selected information with respect to segments for the quarter ended March 31, 2004 and 2003 are as follows:

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	2004	2003
Revenues:		
Antimony . . . . .	\$582,415	\$1,019,496
Zeolite. . . . .	195,085	120,700
	-----	-----
	\$777,500	\$1,140,196
	=====	=====
Cost of sales:		
Production and freight and delivery:		
Antimony . . . . .	\$450,777	\$ 853,343
Zeolite. . . . .	169,271	143,863
Depreciation:		
Antimony . . . . .	10,300	9,476
Zeolite. . . . .	13,800	13,686
	-----	-----
	\$644,148	\$1,020,368
	=====	=====
Gross profit . . . . .	\$133,352	\$ 119,828
	=====	=====
Other operating expenses:		
Sales expense:		
Antimony . . . . .	\$ 14,068	\$ 25,568
Zeolite. . . . .	19,164	14,436
General and administrative expense:		
Antimony . . . . .	90,540	130,884
Zeolite. . . . .	71,161	73,314
	-----	-----
	\$194,933	\$ 244,202
	=====	=====
Capital expenditures:		
Antimony . . . . .	\$ 0	\$ 0
Zeolite. . . . .	29,071	9,474
	-----	-----
	\$ 29,071	\$ 9,474
	=====	=====
Properties, plant and equipment, net:		
Antimony . . . . .	\$122,308	\$ 138,410
Zeolite. . . . .	436,974	377,318
	-----	-----
	\$559,282	\$ 515,728
	=====	=====

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

General

This report contains both historical and prospective statements concerning the



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Company and its operations. Prospective statements (known as "forward-looking statements") may or may not prove to be true with the passage of time because of future risks and uncertainties. The Company cannot predict what factors might cause actual results to differ materially from those indicated by prospective statements.

### Results of Operations

The Company's operations resulted in a net loss of \$107,687 for the three-month period ended March 31, 2004, compared with a net loss of \$173,710 for the three-month period ended March 31, 2003. The decrease in the loss for the first quarter of 2004 compared to the similar quarter of 2003 is primarily due to an increase in sales of zeolite during the first quarter of 2004 and a decrease in general and administrative and other operating expenses.

Total revenues from antimony product sales for the first quarter of 2004 were \$582,415 compared with \$1,019,496 for the comparable quarter of 2003, a decrease of \$437,081. During the three-month period ended March 31, 2004, 40.01% of the Company's revenues from antimony product sales were from sales to one customer and 6.54% were from sales to a second individual customer. Sales of antimony products during the first quarter of 2004 consisted of 401,496 pounds at an average sale price of \$1.17 per pound. During the first quarter of 2003 sales of antimony products consisted of 751,681 pounds at an average sale price of \$1.36 per pound. The decrease in the amount of product sold is due to the Company's customers buying antimony from Chinese suppliers at a lower price. The decrease in sale prices of antimony products from the first quarter of 2003 to the first quarter of 2004 is the result of competitor's bids being lower than the Company's causing the Company to have to lower its price. The company has been able to increase sales prices significantly during the second quarter of 2004.

Sales of zeolite products during the first quarter of 2004 were \$195,085 compared with first quarter sales in 2003 of \$120,700. The increase in sales for the first quarter of 2004 compared to the first quarter of 2003 was due to the Company's marketing efforts and a corresponding increase in the number of zeolite customers. Gross profit from antimony and zeolite sales during the first three-month period of 2004 was \$153,238 compared with gross profit of \$119,828 during the first three-month period of 2003.

The cost of antimony sales was \$406,621, or \$1.01 per pound sold, during the first quarter of 2004 compared to \$775,666 or \$1.03 per pound sold, during the first quarter of 2003. The decrease was due to a reduction in fuel prices for the quarter ended March 31, 2004 as compared to the quarter ended March 31, 2003.

The cost of zeolite sales was \$154,600 for the first quarter of 2004 compared to \$123,269 during the first quarter of 2003. The increase was principally due to the increase in sales of zeolite. The Company is increasing its plant capacity in hopes of reducing overall production costs.

Antimony depreciation for the first quarter of 2004 was \$10,300 and was comparable to \$9,476 for the first quarter of 2003.

Zeolite depreciation for the first quarter of 2004 was \$13,800 and was comparable to \$13,686 for the first quarter of 2003.

Antimony freight and delivery for the first quarter of 2004 was \$44,156 compared to \$77,677 of freight and delivery expense during the first quarter of 2003. The decrease is due to a corresponding decrease in antimony sales.

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Zeolite freight and delivery for the first quarter of 2004 was \$14,671 compared to \$20,594 for the first quarter of 2003. The decrease is due to the Company shipping product to customers who pay for their own freight and delivery charges, during the quarter ended March 31, 2004. During the quarter ended March 31, 2003, the Company shipped more product to warehouses and incurred the costs themselves.

During the first quarter of 2004, the Company incurred costs totaling \$71,161 associated with general and administrative expenses of its 100% owned subsidiary, Bear River Zeolite Company, compared to \$73,314 of such expenses in the comparable quarter of 2003.

Zeolite sales expenses were \$19,164 during the first quarter of 2004 compared to \$14,436 during the first quarter of 2003. The increase in zeolite sales expense was due to a corresponding increase in zeolite sales.

General and administrative expenses in the antimony division were \$90,540 during the first quarter of 2004 compared to \$130,884 during the first quarter of 2003. The decrease in general and administrative expenses during the first quarter of 2004 is due to the Company incurring legal costs associated with the filing of their proxy statement during the first quarter of 2003. No such expense was incurred during the first quarter of 2004.

Antimony sales expenses were \$14,068 in the first quarter of 2004 compared to \$25,568 during the first quarter of 2003. The decrease was due primarily to the decrease in antimony sales.

Interest expense of \$27,313 was incurred during the first quarter of 2004 compared to \$16,376 during the first quarter of 2003. The increase was due primarily from the increase in interest on convertible notes payable.

Accounts receivable factoring expense was \$19,279 during the first quarter of 2004 compared to \$33,565 during the first quarter of 2003. The decrease was primarily due to the decrease in antimony sales.

Interest and other income was \$605 during the first quarter of 2003 and was comparable to \$486 during the first quarter of 2004.

### Financial Condition and Liquidity

At March 31, 2004, Company assets totaled \$954,156, and there was a stockholders' deficit of \$1,412,664. The stockholders' deficit decreased \$279,673 from December 31, 2003. At March 31, 2004 the Company's total current liabilities exceeded its total current assets by \$1,407,104. Due to the Company's operating losses, negative working capital, and stockholders' deficit, the Company's independent accountants included a paragraph in the Company's 2003 financial statements relating to a going concern uncertainty. To continue as a going concern the Company must generate profits from its antimony and zeolite sales and acquire additional capital resources through the sale of its securities or from short and long-term debt financing. Without financing and profitable operations, the Company may not be able to meet its obligations, fund operations and continue in existence. While management is optimistic that the Company will be able to sustain profitable operations and meet its financial obligations, there can be no assurance of such.

Cash used by operating activities during the first three months of 2004 was \$284,137, and resulted from the first quarter net loss of \$107,687 as adjusted by, decreasing accounts payable and other current liabilities and the non-cash affects of depreciation and amortization expenses.

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Cash used in investing activities during the first three months of 2004 was \$29,071 and primarily related to the construction of capital assets at the Bear River Zeolite facility.

Net cash provided by financing activities was \$313,208 during the first three months of 2004 was primarily generated from sales of common stock and exercise of warrants.

During the quarter ended March 31, 2004, 66,667 shares of common stock were issued to an individual for \$10,000 or \$0.15 per share.

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During the quarter ended March 31, 2004, the Company sent a letter to warrant holders offering a reduced exercise price for outstanding warrants. The reduced price was \$0.20 per share. The total number shares of common stock issued for the exercise of warrants was 1,136,071 for a total sales price of \$227,214.

During the quarter ended March 31, 2004, the Company satisfied outstanding accounts payable with an attorney and a metals supplier in exchange for common stock. The total shares issued were 631,790 and the total debt relief was \$150,145.

The Company plans to offer certain of its inactive mining claims for sale during 2004 in an effort to continue generating cash to fund its operations. In addition, the Company hopes that it will be able to continue expanding its zeolite business by increasing marketing efforts and researching new products and uses for zeolite.

### ITEM 3. CONTROLS AND PROCEDURES

Based on their most recent evaluation, which was completed within 90 days of the filing of this Form 10-QSB, the Company's president believes the Company's disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) are effective to ensure that information required to be disclosed by the Company in this report is accumulated and communicated to the Company's management, including its principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure. There were no significant changes in the Company's internal controls or other factors that could significantly affect these controls subsequent to the date of their evaluation and there were no corrective actions with regard to significant deficiencies and material weaknesses.

## PART II - OTHER INFORMATION

### ITEM 1. LEGAL PROCEEDINGS

None

### ITEM 2. CHANGES IN SECURITIES

Neither the constituent instruments defining the rights of the registrant's securities filers nor the rights evidenced by the registrant's outstanding common stock have been modified, limited or qualified. The Registrant has, however, issued 1,834,528 shares of its common stock in a sale to an individual; various parties exercising warrants held by them; and to satisfy creditors accounts payable (See Item 2).

### ITEM 3. DEFAULTS UPON SENIOR SECURITIES

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The registrant has no outstanding senior securities.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None

ITEM 5. OTHER INFORMATION

None

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

Exhibit: None

Reports on Form 8-K None

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SIGNATURE

Pursuant to the requirements of Section 13 or 15(b) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

UNITED STATES ANTIMONY CORPORATION  
(Registrant)

By:/s/ John C. Lawrence Date: May 14, 2004

-----  
John C. Lawrence, Director and President  
(Principal Executive, Financial and Accounting Officer)

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CERTIFICATION

I, John C. Lawrence, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of United States Antimony Corporation.

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

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

4. I am responsible for establishing and maintaining disclosure controls and

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procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:

- a. designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiary, is made known to us by others within that entity, particularly during the period in which this quarterly report is being prepared;
- b. evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and
- c. presented in this quarterly report our conclusions about the effectiveness of disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. I have disclosed, based on my most recent evaluation, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions);

- a. all significant deficiencies in the design or operations of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the Registrant's auditors any material weaknesses in internal controls; and
- b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. I have indicated in this quarterly report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of my most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: May 14, 2004

/s/ John C. Lawrence

John C. Lawrence  
President, Director and Principal Financial Officer

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CERTIFICATION PURSUANT TO THE SARBANES-OXLEY ACT  
18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO SECTION 906  
OF THE SARBANES-OXLEY ACT OF 2002

I, John C. Lawrence, President, Director and Principal Financial Officer of United States Antimony Corporation ("the Registrant") do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

1. This Quarterly Report on Form 10-QSB of the Registrant for the period ended March 31, 2004, as filed with the Securities and Exchange Commission (the "report"), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

Date: May 14, 2004

-----  
/s/John C. Lawrence

-----  
John C. Lawrence  
President, Director and Principal Financial Officer