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

**Form 10-KSB**

☒ ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2003

or

☐ TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

**Metaline Mining & Leasing Company**

(Exact name of registrant as specified in its charter)

**State of Washington**

(State or other jurisdiction of incorporation or organization)

**91-0684860**

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

**601 West Main Avenue, Suite 714**

**Spokane, Washington**

(Address of principal executive offices)

**99201-0677**

(Zip Code)

**509-455-9077**

(Registrant's telephone number, including area code)

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

Title of each class

**None**

Name of each exchange on which registered

**None**

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

**Common**

(Title of class)

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 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 ☒ No ☐

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-B is not contained in this form, and no disclosure will be contained, to the best of registrant'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. ☒

State issuer's revenues for its most recent fiscal year. \$ 10,395

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was sold, or the average bid and asked price of such common equity, as of a specified date within 60 days. (See definition of affiliate in Rule 12b-2 of the Exchange Act.) [Amended in release No. 33-7419 (¶85,938), effective June 13, 1997, 62 F.R. 26387.] \$267,984 based upon the average bid and asked price of \$.056 per share on April 12, 2004.

**Note:** If determining whether a person is an affiliate will involve an unreasonable effort and expense, the issuer may calculate the aggregate market value of the common equity held by non-affiliates on the basis of reasonable assumptions, if the assumptions are stated.

**(APPLICABLE ONLY TO CORPORATE REGISTRANTS)**

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date. 7,227,934

Documents Incorporated By Reference: None

Transitional Small Business Disclosure Format (check one): Yes ☐ No ☒

SEC 2337 (12-03) Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

## **PART I**

### **ITEM 1. DESCRIPTION OF BUSINESS**

#### **(a) Business Development**

The Registrant was incorporated in the State of Washington in 1927. Historically, the Registrant was engaged in the mineral exploration business. The Company does not currently hold an interest in any mineral exploration properties and has no active business operations.

The Registrant is currently seeking to acquire an interest in a business opportunity. Due to the Registrant's limited assets it is anticipated that any such acquisition would be a "reverse take-over" accomplished through a merger or share exchange. In such event, the Registrant's existing shareholders will become minority shareholders in the surviving entity.

#### **(b) Business of Issuer**

The Registrant has no active business operations. The Registrant is currently seeking to acquire an interest in a business opportunity.

The Registrant currently has no employees.

#### **(c) Reports to Security Holders**

We are required to file annual, quarterly, and special reports, proxy statements, and other information with the Securities and Exchange Commission (SEC). You may read our filings at the web site maintained by the SEC at <http://www.sec.gov>. You may also read and copy our filings at the SEC's public reference rooms at Judiciary Plaza Building, 450 Fifth Street, N.W., Room 1024, Washington, D.C. 20549, as well as at the SEC's regional office at 175 W. Jackson Boulevard, Suite 900, Chicago, Illinois 60604. You may obtain information about the operation of the SEC public reference room in Washington, D.C. by calling the SEC at 1-800-SEC-0330. You may obtain a copy of a filing from the SEC at prescribed rates by writing to the Public Reference Section of the SEC, 450 Fifth Street, N.W., Washington, D.C. 20549 or from commercial document retrieval services.

### **ITEM 2. DESCRIPTION OF PROPERTY**

The Company has no property, offices or facilities. The Company's activities are carried out from the office of one of its officers and directors. There is no charge to the Company for the use of office space.

### **ITEM 3. LEGAL PROCEEDINGS**

There are no material pending legal proceedings to which the Registrant is a party or of which any of its property is subject.

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

No matter was submitted during the fourth quarter of the fiscal year covered by this report to a vote of security holders, through the solicitation of proxies or otherwise.

### **PART II**

#### **ITEM 5. MARKET FOR COMMON EQUITY AND RELATED STOCKHOLDER MATTERS**

##### **(a) Market Information**

The Common Stock of the Company is traded in the over the counter market on the NASD Bulletin Board under the symbol "MMLC". The shares were listed for trading during the first quarter of 2002. Prior to that time there had been no market for the Company's shares for more than ten years. The following table shows the high and low closing sales prices for the Common Stock for each quarter since January 1, 2002.

The quote date was obtained through America Online from data provided by Standard & Poors. The quotations reflect inter-dealer prices, without retail mark-up, mark-down or commission and may not represent actual transactions.

Year Ended 12/31/02	High Closing	Low Closing
First Quarter	.02	.02
Second Quarter	.02	.02
Third Quarter	.05	.01
Fourth Quarter	.03	.02
Year Ended 12/31/03		
First Quarter	.05	.02
Second Quarter	.02	.02
Third Quarter	.05	.01
Fourth Quarter	.075	0.3

##### **(b) Holders**

There are approximately 1,270 holders of the Registrant's common equity at the date hereof.

##### **(c) Dividends**

To the management's knowledge, the Registrant has never paid a dividend. There is no plan to pay dividends for the foreseeable future.

##### **(d) Securities Authorized for Issuance Under Equity Compensation Plans**

None

##### **(e) Unregistered Sales**

During the period covered by this report the Company has sold no equity securities that were not registered under the Securities Act of 1933, as amended.

## **ITEM 6. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION**

### **Plan of Operation**

During 2003, the Company's only revenue was dividend and interest income in the amount of \$10,395. This represents a decrease of income of approximately \$4,646 over the year ended December 31, 2002. This decrease is attributable to the decrease in interest rates.

The Registrant is currently seeking to acquire an interest in an as-yet unidentified business opportunity. Due to the Registrant's limited assets, it is anticipated that any such acquisition would be a "reverse take-over" accomplished through a merger or share exchange. In such event, the Registrant's existing shareholders would likely become minority shareholders in the surviving entity. The Company is not currently evaluating any specific business opportunity.

The Company believes it can satisfy its foreseeable cash requirements. The Company does not believe that it will have to raise additional funds in the next twelve months.

## **ITEM 7. FINANCIAL STATEMENTS**

## **METALINE MINING & LEASING COMPANY**

### **Financial Statements and Independent Auditors' Report**

**December 31, 2003 and 2002**

# **Metaline Mining & Leasing Company**

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## INDEPENDENT AUDITORS' REPORT

Board of Directors  
Metaline Mining & Leasing Company  
Spokane, Washington

We have audited the accompanying balance sheets of Metaline Mining & Leasing Company (a Washington Corporation) as of December 31, 2003 and 2002, and the related statements of income, stockholders' equity, and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Metaline Mining & Leasing Company as of December 31, 2003 and 2002, and the results of its operations and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

/s/ Lemasters & Daniels, PLLC

Spokane, Washington  
March 16, 2004

**Metaline Mining & Leasing Company**  
**Balance Sheets**

	December 31,	
	<u>2003</u>	<u>2002</u>
<b>Assets</b>		
<i>CURRENT ASSETS:</i>		
Cash and cash equivalents:		
Cash	\$ 363,094	\$ 376,157
Temporary cash investments	149,746	716,353
Total cash and cash equivalents	<u>512,840</u>	<u>1,092,510</u>
<i>FEDERAL INCOME TAXES RECEIVABLE</i>	1,200	3,592
Total current assets	<u>514,040</u>	<u>1,096,102</u>
<i>INVESTMENTS</i>	19,453	16,018
<i>PARTNERSHIP PROPERTIES</i>	<u>7,720</u>	<u>6,963</u>
	<u>\$ 541,213</u>	<u>\$1,119,083</u>
<b>Liabilities and Stockholders' Equity</b>		
<i>CURRENT LIABILITIES:</i>		
Accounts payable	<u>\$ 309</u>	<u>\$ 309</u>
<i>STOCKHOLDERS' EQUITY:</i>		
Common stock – 15,000,000 shares, no par value, authorized; 7,277,934 and 14,555,668 shares issued and outstanding, respectively	379,282	954,282
Accumulated other comprehensive income:		
Unrealized loss, marketable securities	(38)	(3,473)
Retained earnings	161,660	167,965
Total stockholders' equity	<u>540,904</u>	<u>1,118,774</u>
	<u>\$ 541,213</u>	<u>\$1,119,083</u>

See accompanying notes to financial statements.

# Metaline Mining & Leasing Company

## Statements of Income

	Years Ended December 31,	
	<u>2003</u>	<u>2002</u>
<i>INCOME:</i>		
Dividend and interest income	<u>\$10,395</u>	<u>\$15,041</u>
<i>EXPENSES:</i>		
Directors' fees	1,725	1,500
Professional fees	12,034	11,855
Office expense	1,200	1,886
Advertising	3,175	-
Taxes, licenses, and fees	377	243
	<u>18,511</u>	<u>15,484</u>
<i>LOSS BEFORE OTHER INCOME AND FEDERAL INCOME TAX</i>	(8,116)	(443)
<i>OTHER INCOME:</i>		
Income from partnership interests	<u>701</u>	<u>1,030</u>
<i>INCOME (LOSS) BEFORE FEDERAL INCOME TAX</i>	(7,415)	587
<i>BENEFIT (PROVISION) FOR FEDERAL INCOME TAX</i>	<u>1,110</u>	<u>(88)</u>
<i>NET INCOME (LOSS)</i>	<u><u>\$(6,305)</u></u>	<u><u>\$ 499</u></u>
<i>BASIC EARNINGS (LOSS) PER SHARE (based on weighted average shares outstanding)</i>	<u><u>NIL</u></u>	<u><u>NIL</u></u>

See accompanying notes to financial statements.



**Metaline Mining & Leasing Company**  
**Statements of Stockholders' Equity**  
**Years Ended December 31, 2003 and 2002**

	Number of Shares <u>Outstanding</u>	Common <u>Stock</u>	Accumulated Other Comprehensive <u>Income (Loss)</u>	Retained <u>Earnings</u>	<u>Total</u>
<i>BALANCES, DECEMBER 31, 2001</i>	14,555,668	\$ 954,282	\$ (6,438)	\$ 167,466	\$ 1,115,310
<i>ADD:</i>					
Comprehensive income:					
Unrealized gain in marketable securities	-	-	2,965	-	2,965
Net income	-	-	-	499	499
Comprehensive income					3,464
<i>BALANCES, DECEMBER 31, 2002</i>	14,555,668	954,282	(3,473)	167,965	1,118,774
<i>ADD (DEDUCT):</i>					
Purchase of common stock	(7,277,734)	(575,000)	-	-	(575,000)
Comprehensive income (loss):					
Unrealized gain in marketable securities	-	-	3,435	-	3,435
Net loss	-	-	-	(6,305)	(6,305)
Comprehensive income (loss)					(2,870)
<i>BALANCES, DECEMBER 31, 2003</i>	<u>7,277,934</u>	<u>\$ 379,282</u>	<u>\$ (38)</u>	<u>\$ 161,660</u>	<u>\$ 540,904</u>

See accompanying notes to financial statements.

# Metaline Mining & Leasing Company

## Statements of Cash Flows

	Years Ended December 31,	
	<u>2003</u>	<u>2002</u>
<b><i>Increase (Decrease) in Cash and Cash Equivalents</i></b>		
<b><i>CASH FLOWS FROM OPERATING ACTIVITIES:</i></b>		
Net income (loss)	\$ (6,305)	\$ 499
Adjustments to reconcile net income (loss) to net cash used in operating activities:		
Income from partnership interest	(757)	(1,142)
(Increase) decrease in federal taxes receivable	2,392	(3,206)
Decrease in accounts payable	-	(1,500)
Net cash used in operating activities	<u>(4,670)</u>	<u>(5,349)</u>
<b><i>CASH FLOWS FROM FINANCING ACTIVITIES:</i></b>		
Purchase of common stock	<u>(575,000)</u>	<u>-</u>
<b><i>NET DECREASE IN CASH AND CASH EQUIVALENTS</i></b>	<b>(579,670)</b>	<b>(5,349)</b>
<b><i>CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR</i></b>	<b><u>1,092,510</u></b>	<b><u>1,097,859</u></b>
<b><i>CASH AND CASH EQUIVALENTS, END OF YEAR</i></b>	<b><u>\$ 512,840</u></b>	<b><u>\$ 1,092,510</u></b>
<b><i>Supplemental Disclosure of Cash Flows Information:</i></b>		
Cash paid for income taxes	<u>\$ -</u>	<u>\$ 3,294</u>
<b><i>Supplemental Schedule of Noncash Investing and Financing Activities:</i></b>		
Increase in partnership interests	<u>\$ 757</u>	<u>\$ 1,142</u>

See accompanying notes to financial statements.

## **Metaline Mining & Leasing Company**

### Notes to Financial Statements

#### ***NOTE 1 — ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:***

##### *Organization:*

Metaline Mining & Leasing Company (the Company) was incorporated in the state of Washington in 1927. Although it has previously been engaged in mineral exploration and continues to hold interests in mineral exploration properties, the Company currently has no active business operations. The Company is currently seeking to acquire an interest in a business opportunity.

##### *Summary of Significant Accounting Policies:*

- a. Cash and cash equivalents include short-term cash investments that have an initial maturity of 90 days or less.
- b. The Company's marketable securities are stated at estimated fair value at the balance-sheet dates and unrealized losses are reported in stockholders' equity as accumulated other comprehensive income. All such securities are considered to be available-for-sale. Gains and losses are determined using the specific identification method. Investments in coins (gold Krugerrands and silver rounds) are stated at fair value.
- c. The Company capitalizes acquisition and exploration costs on nonoperating mining properties and mineral rights for accounting and income tax purposes. Upon commencement of operations, the capitalized costs will be amortized based on proven or probable reserves by the unit of production method so that each unit produced is assigned a pro rata portion of the unamortized acquisition costs.
- d. Capitalized costs are charged to operations as impairment losses when title to the property has expired or when management believes the properties are not economically feasible to develop or hold for future development.
- e. Income tax is provided for the tax effects of transactions reported in the financial statements. There were no material temporary differences between financial statement and tax bases of accounts for the years presented.
- f. Basic earnings per share are computed using the weighted average number of shares outstanding during the years (approximately 14,376,000 and 14,556,000 in 2003 and 2002, respectively). Diluted income per share was the same as basic earnings per share for the years presented.
- g. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

## **Metaline Mining & Leasing Company**

### Notes to Financial Statements

#### **NOTE 2 — INVESTMENTS:**

The Company had the following investments:

	<u>December 31,</u>	
	<u>2003</u>	<u>2002</u>
Coins:		
At fair value	\$ 19,453	\$ 16,018
Marketable securities:		
Cost	5,877	5,877
Gross unrealized holding loss	<u>(5,877)</u>	<u>(5,877)</u>
	\$ 19,453	\$ 16,018
	<u>          </u>	<u>          </u>

Coins consisted of the following:

- 44 1-ounce Krugerrands
- 150 1-ounce silver rounds

Marketable securities consisted of the following investments:

- 25,000 shares of Capitol Silver Mines, Inc., a development-stage company
- 31,151 shares of Carson Industries Corporation, which is currently involved in oil and gas exploration

#### **NOTE 3 — MINING PROPERTIES:**

Investments in mining properties, net of impairment losses recognized, consisted of the following:

	<u>December 31,</u>	
	<u>2003</u>	<u>2002</u>
Partnership interest in two units of Pondera Partners, Ltd., a drilling project located in Teton County, Montana (at cost less equity in partnership losses)	\$ 7,720	\$ 6,963
	<u>          </u>	<u>          </u>

## **Metaline Mining & Leasing Company**

### Notes to Financial Statements

#### ***NOTE 4 — FEDERAL INCOME TAXES:***

The provision for income taxes consisted of the following:

	Years Ended December 31,	
	<u>2003</u>	<u>2002</u>
Computed expected tax benefit (expense)	\$ 1,110	\$ (88)

#### ***NOTE 5 — CONCENTRATION OF CREDIT RISK:***

The Company maintains its cash and cash equivalents in three financial institutions. Balances are insured by the Federal Deposit Insurance Corporation (FDIC) up to \$100,000 per institution. Balances on deposit may occasionally exceed FDIC insured amounts.

#### ***NOTE 6 — PURCHASE OF COMMON STOCK:***

In December 2003, the Company and a majority stockholder entered into and closed a transaction whereby the stockholder sold 7,277,734 shares of the Company's common stock to the Company for an aggregate share price of \$575,000. The stockholder, who previously held 50% of the Company's outstanding stock now holds 100 shares of the Company's common stock.

## **ITEM 8. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.**

During the registrant's two most recent fiscal years and the subsequent interim period, no independent accountant who was previously engaged as the principal accountant to audit the registrant's financial statements, or independent accountant who was previously engaged to audit a significant subsidiary and on whom the principal accountant expressed reliance in its report, has resigned (or indicated it has declined to stand for re-election after the completion of the current audit) or was dismissed.

### **ITEM 8-A. CONTROLS AND PROCEDURES**

William R. Green and Eunice R. Campbell, the Registrant's President and Principal Accounting Officer respectively have evaluated the Registrant's disclosure controls and procedures within 90 days of the filing date of this annual report. Based upon this evaluation, the Registrant's President and Principal Accounting Officer concluded that the Registrant's disclosure controls and procedures are effective in ensuring that material information required to be disclosed is included in the reports that it files with the Securities and Exchange commission.

There were no significant changes in the Registrant's internal controls or, to the knowledge of the management of the Registrant, in other factors that could significantly affect these controls subsequent to the evaluation date.

## **PART III**

## **ITEM 9. DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS; COMPLIANCE WITH SECTION 16(a) OF THE EXCHANGE ACT**

### **Directors and Executive Officers**

#### **(a) Identification of Directors**

Set forth below is the name, age and length of service of the Company's directors as of April 1, 2004:

<b><u>Name (age)</u></b>	<b><u>Position</u></b>	<b><u>Length of Service</u></b>
William R. Green (65)	Director	Since 1993
Eunice R. Campbell (58)	Director	1992 and since 1994

The directors are elected for a one-year term until their successors have been elected and qualified. There are no arrangements or understandings between any of the directors and other persons pursuant to which such person was selected as a director.

**(b) Identification of Executive Officers**

Set forth below is the name and length of service of the Company's Executive Officers as of April 1, 2004:

<u>Name (age)</u>	<u>Position</u>	<u>Length of Service</u>
William R. Green	President Vice President/Asst. Secretary	2004 From 1994 to 2004
Eunice R. Campbell	Secretary/Treasurer	Since 1992

Executive Officers are appointed to serve until the meeting of the Board of Directors following the next annual meeting of shareholders and until their successors have been elected and qualified. There are no arrangements or understandings between any of the directors, officers, and other persons pursuant to which such person was selected as an Executive Officer.

Set forth below is certain biographical information regarding each Director and Executive Officer of the Company.

Dr. William R. Green - William R. Green is a mining engineer and geologist, and was a professor of mining engineering at the University of Idaho from 1965 to 1983. He has been actively involved in the mining business since 1962 and is currently an officer and director of Centram Exploration Ltd., Triband Enterprise Corp. and Petromin Resources Ltd., all Canadian public companies and was the President and a director of Mines Management, Inc., a U.S. public company from 1964 until 2003.

Eunice R. Campbell - Mrs. Campbell is a retired businesswoman. Prior to her retirement in 1987 Mrs. Campbell was the owner of Spokane Guaranty Company, a stock transfer agency.

**(c) Identification of Certain Significant Employees**

The Registrant has no employees.

**(d) Family Relationships**

There is no family relationship between any Director, Executive Officer, or person nominated or chosen by the Registrant to become a Director or Executive Officer.

**(e) Involvement in Certain Legal Proceedings**

No Director, or person nominated to become a Director or Executive Officer, has been involved in any of the enumerated events during the past five years.

**(f) Promoters and Control Persons**

Not Applicable

## Compliance with Section 16(a) of the Exchange Act

Based solely upon a review of Forms 3 and 4 and amendments thereto furnished to the Registrant pursuant to Section 240.16a-3 during its most recent fiscal year and Form 5 and amendments thereto furnished to the Registrant with respect to the most recent fiscal year, all executive officers and directors of the Company timely filed the reports required under Section 16(a) of the Securities Exchange Act of 1934, as amended.

## Board Committees

William R. Green and Eunice R. Campbell, comprising the entire Board of Directors, performed the functions of the Audit, Nominating and Disclosure Committees during the year ended December 31, 2003. The audit committee recommends a firm of independent certified public accountants to audit the annual financial statements, discusses with the auditors and approves in advance the scope of the audit, reviews with the independent auditors their independence, the financial statements and their audit report, reviews management's administration of the system of internal accounting controls, and reviews the Company's procedures relating to business ethics. The Company has adopted audit committee pre approval policies but does not have a written audit committee charter. Neither William R. Green nor Eunice R. Campbell are deemed to be independent directors as that term is defined in Rule 4200(a)(14) of the NASD's listing standards.

## ITEM 10. EXECUTIVE COMPENSATION

### (a) Executive Officers

The following table sets forth the compensation paid by the Company to its Chief Executive Officer and executive officers whose total annual salary and bonus exceeded \$100,000 during the past three calendar years ("Executive Officers"). Except as set forth below, no officer or Executive Officer of the Company received compensation in excess of \$100,000 during the past three calendar years. This information includes the dollar value of base salaries, bonus awards and number of stock options granted, and certain other compensation, if any.

### Summary Compensation Table

(a) Name and Principal Position	Annual Compensation				Long-Term Compensation			
	(b) Year	(c) Salary (\$)	(d) Bonus (\$)	(e) Other Annual Comp. (\$)	(f) Restricted Stock Awards(1) (\$)	(g) Securities Underlying Options/ SARs(#)	(h) LTIP Payouts (\$)	(i) All Other Comp. (\$)
Gregory B. Lipsker	2001	\$0	\$0	\$0	\$0	-0-	\$0	\$0
President and Director	2002	\$0	\$0	\$0	\$0	-0-	\$0	\$0*
	2003	\$0	\$0	\$0	\$0	-0-	\$0	\$0*

\* Mr. Lipsker's law firm received fees of \$1,220 and \$1,646 for legal services performed for the Company during 2003 and 2002 respectively..



**(b) Director Compensation For Last Fiscal Year**

Name (a)	Cash Compensation			Security Grants	
	Annual Retainer Fees(\$) (b)	Meeting Fees(\$) (c)	Consulting Fees/Other Fees (\$) (d)	Number of Shares (#) (e)	Number of Securities Underlying Options/SARs (#) (f)
Gregory Lipsker	\$500	-0-	-0-	0	0
William R. Green	\$500	-0-	-0-	0	0
Eunice Campbell	\$500	-0-	-0-	0	0

**ITEM 11. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS  
AND MANAGEMENT**

The following table sets out as of April 1, 2004, the names and shareholdings of beneficial owners known to the Company to own more than five percent (5%) of the common stock of the Company, each director and executive officer of the Company, and the shareholdings of all directors and executive officers as a group. At such date, the number of issued and outstanding shares of common stock of the Company was 7,277,934.

Name of Person or Group (1)	Amount and Nature of Beneficial Ownership ( all direct unless otherwise noted)	% of class
Greg Lipsker 601 W. Main Avenue Spokane, WA 99201	1,001,500	13.8%
William Green 905 W. Riverside, Ste. 311 Spokane, WA 99201	896,000	12.3%
Eunice R. Campbell 301 S. Chestnut, Ste. #6 Spokane, WA 99204	595,000	8.1%
All executive officers and directors as a group (2 persons)	1,491,000	20.4%

## **ITEM 12. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

### **(a) Transactions with Management and Others**

On December 17, 2003 the Company and a shareholder, Albert M. Zlotnick, entered into and closed a transaction whereby Mr. Zlotnick sold 7,277,734 shares of the Company's Common stock to the Company for an aggregate sales price of \$575,000. Mr. Zlotnick, who previously held 50% of the Company's outstanding stock now holds 100 shares of the Company's common stock.

### **(b) Certain Business Relationships**

None

## **ITEM 13. EXHIBITS AND REPORTS ON FORM 8-K**

(a) the following documents are filed as part of the report:

### **1. Financial Statements**

Independent Auditors' Reports

Balance Sheets at December 31, 2003 and 2002

Statements of Income (Loss)  
for the years ended December 31, 2003 and 2002

Statements of Stockholders' Equity  
for the years ended December 31, 2001 - 2003

Statements of Cash Flows  
for the years ending December 31, 2003 and 2002

Notes to Financial Statements

## 2. Exhibits required by Item 601

- (2) Plan of Acquisition, reorganization, arrangement, liquidation or succession.(1)
- (3)(i) Articles of Incorporation (2)
- (3)(ii) Bylaws. (2)
- (4) Instruments defining the rights of security holders, including indentures. (1)
- (9) Voting trust agreements. (1)
- (10) Material contracts.
- (10)(i) Albert M. Zlotnick/ Metaline Mining & Leasing Release Agreement
- (11) Statement re: computation of per share earnings. (1)
- (12) Statements re: computation of ratios. (1)
- (13) Annual report to security holders, Form 10Q or quarterly report to security holders.(1)
- (14) Code of Ethics
- (31) Rule 13a-14(a)/15d-14(a) Certifications
  - (31)(i) Certification of William R. Green
  - (31) (ii) Certification of Eunice R. Campbell
- (32) Section 1350 Certifications
  - (32)(i) Certification of William R. Green
  - (32)(ii) Certification of Eunice R. Campbell
- (16) Letter re: change in certifying accountant. (1)
- (18) Letter re: change in accounting principles .(1)
- (19) Subsidiaries of the Registrant. (1)
- (22) Publisher report regarding matters submitted to vote of security holders. (1)
- (23) Consents of Experts and counsel. (1)
- (24) Power of Attorney. (1)
- (99) Additional Exhibits.
  - (99)(i) Form of Audit Committee Pre-approval Policies

(1) These items have either been omitted or are not applicable

(2) Incorporated by reference to previous filing

(b) No reports have been filed on Form 8-K during the last fiscal quarter covered by this report.

## **ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

### **Audit Fees**

The aggregate fees billed for professional services rendered by the Company's principal accountant for the audit of the Company's annual financial statements for the fiscal years ended December 31, 2003 and 2002 were \$4,200 and \$4,500 respectively.

#### *Audit Related Fees*

The Company incurred no fees during the last two fiscal years for assurance and related services by the Company's principal accountant that were reasonably related to the performance of the audit of the Company's financial statements.

#### *Tax Fees*

The Company incurred fees totaling \$600 and \$600 during the fiscal years ended December 31, 2003 and 2002, respectively, for professional services rendered by the Company's principal accountant for tax compliance, tax advice and tax planning.

#### *All Other Fees*

The Company incurred fees totaling \$4,500 and \$4,500 during the fiscal years ended December 31, 2003 and 2002 respectively, for services rendered by the Company's principal accountants relating to the preparation of quarterly financial statements for inclusion in the Company's quarterly reports on Form 10QSB.

## **SUPPLEMENTAL INFORMATION TO BE FURNISHED WITH REPORTS FILED PURSUANT TO SECTION 15(d) OF THE EXCHANGE ACT BY NON-REPORTING ISSUERS**

Not Applicable

## SIGNATURES

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

METALINE MINING & LEASING COMPANY

/s/ William R. Green

By: \_\_\_\_\_

William R. Green, President  
(Principal Executive Officer)

/s/ Eunice R. Campbell

By: \_\_\_\_\_

Eunice R. Campbell, Secretary/Treasurer  
(Principal Financial Officer)

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

/s/ William R. Green

4/13/04

\_\_\_\_\_  
WILLIAM R. GREEN  
Director

\_\_\_\_\_  
Date

/s/ Eunice R. Campbell

4/13/04

\_\_\_\_\_  
EUNICE R. CAMPBELL  
Director

\_\_\_\_\_  
Date

**SUPPLEMENTAL INFORMATION TO BE FURNISHED WITH REPORTS FILED PURSUANT TO SECTION 15(d) OF THE EXCHANGE ACT BY NON-REPORTING ISSUERS - Not Applicable**

## **Exhibit 10(i)**

### **MUTUAL RELEASE**

This Mutual Release ("Release") is made and entered into as of November 23, 2003, by and between ALBERT M. ZLOTNICK ("ZLOTNICK"), whose address is 301 City Ave., Bala Cynwid, PA 19004, and METALINE MINING & LEASING COMPANY ("METALINE"), having its principal executive office at 601 W. Main Ave., Suite 714, Spokane, WA 99201-0677.

### **RECITALS**

ZLOTNICK is currently a shareholder of METALINE, owning 7,277,834 shares of Common Stock.

ZLOTNICK wishes to sell 7,277,734 of the shares (the "Shares") and has offered to sell the Shares to METALINE for an aggregate purchase price of \$575,000.

ZLOTNICK and METALINE are entering into this Release to memorialize their understanding and agreements concerning such termination.

### **AGREEMENT**

NOW, THEREFORE, in consideration of the payment of \$575,000, the receipt of which is hereby acknowledged and of the premises and the covenants and agreements expressed herein, ZLOTNICK and METALINE agree as follows:

ZLOTNICK is familiar with METALINE'S assets and operations and understands all of the risks of terminating his investment in METALINE. ZLOTNICK has made such additional inquiry of METALINE as ZLOTNICK deems appropriate in order to be fully informed regarding the current status of METALINE and fully knowledgeable regarding the sale of the Shares.

ZLOTNICK is the beneficial owner of the Shares and has good and marketable title thereto.

The Shares shall be assigned and transferred to METALINE containing only those transfer restrictions as currently set forth thereon.

Release of METALINE. ZLOTNICK, for himself and his respective heirs, successors and assigns, does hereby release METALINE and its subsidiaries, controlling persons, officers, directors, employees and agents and their respective heirs, successors and assigns, from any and all claims of or pertaining to this Agreement or the performance by METALINE of its duties and obligations thereunder, and agrees that none of such releasing persons shall make any claim against METALINE whether for an accounting or for monies or other consideration arising directly or indirectly out of the Agreement or the performance by METALINE of such duties and obligations.

Release of ZLOTNICK. METALINE, for itself and its controlling persons, employees, officers and directors and agents, and their respective heirs, successors and assigns, does hereby release ZLOTNICK and his heirs, successors and assigns, from any and all claims of or pertaining to the Agreement or the performance by ZLOTNICK of his duties and obligations thereunder, and agrees that none of such releasing persons shall make any claim against ZLOTNICK, whether for an accounting or for monies or other consideration arising directly or indirectly out of the Agreement or the performance by ZLOTNICK of such duties and obligations.

This Agreement supersedes all oral statements and representations and contains the entire agreement between the parties hereto with respect to the subject matter hereof and the transactions contemplated thereby.

This Agreement shall be binding upon, and inure to the benefit of, the respective legal representatives, beneficiaries, successors and assigns of ZLOTNICK and METALINE.

The parties agree the venue of any suit or action between the parties will be in Spokane County, Washington. This Agreement shall be construed and enforced in accordance with the laws of Washington State.

In any suit or action brought in equity or to enforce injunctive or other equitable relief pursuant to this Agreement, the losing party shall pay to the prevailing party reasonable attorneys' fees and all other costs and expenses which may be incurred by the prevailing party in such action, including those fees and costs incurred in any appeal.

This Agreement may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. Facsimile copies of this Agreement may be signed as counterpart originals.

Dated December 17, 2003

Metaline Mining & Leasing Company

/s/ Gregory B. Lipsker

By: \_\_\_\_\_  
Gregory B. Lipsker, President

/s/ Albert M. Zlotnick

\_\_\_\_\_  
Albert M. Zlotnick

## **Exhibit 14**

### **METALINE MINING & LEASING COMPANY CODE OF ETHICS FOR PRESIDENT, CEO AND SENIOR FINANCIAL OFFICERS**

1. The President, CEO and all senior financial officers are responsible for full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the Company with the SEC. Accordingly, it is the responsibility of the President, CEO and each senior financial officer promptly to bring to the attention of the Disclosure Committee (or in the event that the Company has not established a Disclosure Committee, to the Board of Directors) any material information of which he or she may become aware that affects the disclosures made by the Company in its public filings or otherwise assist the Disclosure Committee in fulfilling its responsibilities.
2. The President, CEO and each senior financial officer shall promptly bring to the attention of the Disclosure Committee and the Audit Committee (or in the event that the Company has not established an audit committee, to the Board of Directors) any information he or she may have concerning (a) significant deficiencies in the design or operation of internal controls which could adversely affect the company's ability to record, process, summarize and report financial data or (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's financial reporting, disclosures or internal controls.
3. The President, CEO and each senior financial officer shall promptly bring to the attention of the General Counsel, President, or the CEO and to the Audit Committee any information he or she may have concerning any actual or apparent conflicts of interest between personal and professional relationships, involving any management or other employees who have a significant role in the Company's financial reporting, disclosures or internal controls.
4. The President, CEO and each senior financial officer shall promptly bring to the attention of the General Counsel, President, or the CEO and to the Audit Committee any information he or she may have concerning evidence of a material violation of the securities or other laws, rules or regulations applicable to the Company and the operation of its business, by the Company or any agent thereof, or of violation of these procedures.
5. The Board of Directors shall determine, or designate appropriate persons to determine, appropriate actions to be taken in the event of violations of these procedures by the President, CEO and the Company's senior financial officers. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to these procedures, and shall include written notices to the individual involved that the Board has determined that there has been a violation, censure by the Board, demotion or re-assignment of the individual involved, suspension with or without pay or benefits (as determined by the Board) and termination of the individual's employment. In determining what action is appropriate in a particular case, the Board of Directors or such designee shall take into account all relevant information, including the nature and severity of the violation, whether the violation appears to have been intentional or inadvertent, whether the individual in question had been advised prior to the violation as to the proper course of action and whether or not the individual in questions had committed other violations in the past.



## **Exhibit 31.1**

### **Certification**

I, William R. Green, certify that:

- (1) I have reviewed this Annual Report on Form 10KSB of Metaline Mining & Leasing Company;
- (2) Based on my knowledge, this 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 report;
- (3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;
- (4) The small business issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the small business issuer and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and
- (5) The small business issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

Date: April 13, 2004

William R. Green

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William R. Green,  
Principal Executive Officer

## **Exhibit 31(ii)**

### **Certification**

I, Eunice R. Campbell, certify that:

- (1) I have reviewed this Annual Report on Form 10KSB of Metaline Mining & Leasing Company;
- (2) Based on my knowledge, this 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 report;
- (3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;
- (4) The small business issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the small business issuer and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and
- (5) The small business issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

Date: April 13, 2004

/s/ Eunice R. Campbell

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Eunice R. Campbell,  
Principal Financial Officer

**Exhibit 32(i)**

**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, William R. Green, Principal Executive Officer of Metaline Mining & Leasing Company (the “Company”) 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 Annual Report on Form 10KSB of the Company for the period ended December 31, 2003 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 Company.

Date: April 13, 2004

/s/ William R. Green

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William R. Green,  
Principal Executive Officer\_

**Exhibit 32(ii)**

**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, Eunice R. Campbell, Principal Financial Officer of Metaline Mining & Leasing Company (the “Company”) 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 Annual Report on Form 10KSB of the Company for the period ended December 31, 2003 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 Company.

Date: April 13, 2004

/s/ Eunice R. Campbell

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Eunice R. Campbell  
Principal Financial Officer

**Exhibit 99(1)**  
**Form of Audit Committee Pre Approval Policies**

**METALINE MINING & LEASING COMPANY**  
**AUDIT COMMITTEE PRE-APPROVAL POLICY**

**I. STATEMENT OF PRINCIPLES**

The Audit Committee (or if no Audit Committee has been appointed, the entire Board of Directors performing the function of the Audit Committee) is required to pre-approve the audit and non-audit services performed by the independent auditor in order to assure that the provision of such services do not impair the auditor's independence. Unless a type of service to be provided by the independent auditor has received general pre-approval, it will require specific pre-approval by the Audit Committee. Any proposed services exceeding pre-approved cost levels will require specific pre-approval by the Audit Committee.

The appendices to this Policy, which are for illustrative purposes only, describe the Audit, Audit-related, Tax and All Other services that have the general pre-approval of the Audit Committee. The term of any general pre-approval is 12 months from the date of pre-approval, unless the Audit Committee specifically provides for a different period. The Audit Committee will annually review and pre-approve the services that may be provided by the independent auditor without obtaining specific pre-approval from the Audit Committee. The Audit Committee will revise the list of general pre-approved services from time to time, based on subsequent determinations. The Audit Committee does not delegate its responsibilities to pre-approve services performed by the independent auditor to management.

**II. DELEGATION**

The Audit Committee may delegate pre-approval authority to one or more of its members. The member or members to whom such authority is delegated shall report any pre-approval decisions to the Audit Committee at its next scheduled meeting.

**III. AUDIT SERVICES**

The annual Audit services engagement terms and fees will be subject to the specific pre-approval of the Audit Committee. The Audit Committee will approve, if necessary, any changes in terms, conditions and fees resulting from changes in audit scope, Company structure or other matters.

In addition to the annual Audit services engagement specifically approved by the Audit Committee, the Audit Committee may grant general pre-approval for other Audit services, which are those services that only the independent auditor reasonably can provide. The Audit Committee has pre-approved the Audit services listed in Appendix A. All other Audit services not listed in Appendix A must be specifically pre-approved by the Audit Committee.

#### **IV. AUDIT-RELATED SERVICES**

Audit-related services are assurances and related services that are reasonably related to the performance of the audit or review of the Company's financial statements or that are traditionally performed by the independent auditor. The Audit Committee believes that the provision of Audit-related services does not impair the independence of the auditor, and has pre-approved the Audit-related services listed in Appendix B. All other Audit-related services not listed in Appendix B must be specifically pre-approved by the Audit Committee.

#### **V. TAX SERVICES**

The Audit Committee believes that the independent auditor can provide Tax services to the Company such as tax compliance, tax planning and tax advice without impairing the auditor's independence. However, the Audit Committee will not permit the retention of the independent auditor in connection with a transaction initially recommended by the independent auditor, the purpose of which may be tax avoidance and the tax treatment of which may not be supported in the Internal Revenue Code and related regulations. The Audit Committee has pre-approved the Tax services listed in Appendix C. All Tax services involving large and complex transactions not listed in Appendix C must be specifically pre-approved by the Audit Committee.

#### **VI. ALL OTHER SERVICES**

The Audit Committee may grant general pre-approval to those permissible non-audit service classified as All Other services that it believes are routine and recurring services, and would not impair the independence of the auditor. The Audit Committee has pre-approved the All Other services listed in Appendix D. Permissible All Other services not listed in Appendix D must be specifically pre-approved by the Audit Committee.

#### **VII. PRE-APPROVAL FEE LEVELS**

Pre-approval fee levels for all services to be provided by the independent auditor will be established annually by the Audit Committee. Any proposed services exceeding these levels will require specific pre-approval by the Audit Committee.

#### **VIII. PROCEDURES**

Requests or applications to provide services that require specific approval by the Audit Committee will be submitted to the Audit Committee by both the independent auditor and the Chief Financial Officer, or the person performing such function for the Company, and must include a joint statement as to whether, in their view, the request or application is consistent with the SEC's rules on auditor independence.

## APPENDIX A

### Pre-Approved Audit Services for Fiscal Year 200X

Dated: \_\_\_\_\_, 200X

<b><u>Service</u></b>	<b><u>Range of Fees</u></b>
Statutory audits or financial audits for subsidiaries or affiliates of the Company	
Services associated with SEC registration statements, periodic reports and other documents filed with the SEC or other documents issued in connection with securities offerings (e.g., comfort letters, consents) and assistance in responding to SEC comment letters	
Consultations by the Company's management as to the accounting or disclosure treatment of transactions or events and/or the actual or potential impact of final or proposed rules, standards or interpretations by the SEC, FASB, of other regulatory or standard setting bodies (Note: Under SEC rules, some consultations may be "audit-related" services rather than "audit" services)	

## Appendix B

### Pre-Approved Audit-Related Services for Fiscal Year 200X

Dated: \_\_\_\_\_, 200X

<u>Service</u>	<u>Range of Fees</u>
Due diligence services pertaining to potential business acquisitions/disposition	
Financial statement audits of employee benefit plans	
Agreed-upon or expanded audit procedures related to accounting and/or billing records required to respond to or comply with financial, accounting or regulatory reporting matters.	
Internal control reviews and assistance with internal control reporting requirements.	
Consultations by the Company's management as to the accounting or disclosure treatment of transactions or events and/or the actual or potential impact of final or proposed rules, standards or interpretations by the SEC, FASC, or other regulatory or standard-setting bodies (Note: Under SEC rules, some consultations may be "audit" services rather than "audit-related" services)	
Attest services not required by statute or regulation	



## Appendix C

### Pre-Approved Tax Services for Fiscal Year 200X

Dated: \_\_\_\_\_, 200X

<b><u>Service</u></b>	<b><u>Range of Fees</u></b>
U.S. federal, state and local tax planning and advice	
U.S. federal, state and local tax compliance	
International tax planning and advice	
International tax compliance	
Review of federal, state, local and international income, franchise, and other tax returns	

## Appendix D

### Pre-Approved All Other Services for Fiscal Year 200X

Dated: \_\_\_\_\_, 200X

<u>Service</u>	<u>Range of Fees</u>

## **Exhibit 1**

### **Prohibited Non-Audit Services**

- 1 Bookkeeping or other services related to the accounting records of financial statements of the audit client, unless it is reasonable to conclude that the results of these services will not be subject to audit procedures during an audit of the audit client's financial statements.
- 2 Financial information systems design and implementation, unless it is reasonable to conclude that the results of these services will not be subject to audit procedures during an audit of the audit client's financial statements.
- 3 Appraisal or valuation services, fairness opinions or contribution-in-kind reports, unless it is reasonable to conclude that the results of these services will not be subject to audit procedures during an audit of the audit client's financial statements.
- 4 Actuarial services, unless it is reasonable to conclude that the results of these services will not be subject to audit procedures during an audit of the audit client's financial statements.
- 5 Internal audit outsourcing services, unless it is reasonable to conclude that the results of these services will not be subject to audit procedures during an audit of the audit client's financial statements.
- 6 Management functions
- 7 Human resources
- 8 Broker-dealer, investment adviser or investment banking services
- 9 Legal services
- 10 Expert services unrelated to the audit