

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

FORM 10-QSB/A
Amendment No 1

**[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2004

OR

**[] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission file number 001-01428

METALINE MINING & LEASING COMPANY

Washington
(State of other jurisdiction of incorporation
or organization)

91-0684860
(I.R.S. Employer Identification No.)

601 West Main Avenue, Suite 714
Spokane, WA 99201-0677
(Address of principal executive offices)

99201-0677
(Zip Code)

(509) 455-9077
(Issuer's telephone number, including area code)

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 at least the past 90 days. Yes X No _____

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

Transitional Small Business Disclosure Format (check one);
Yes _____ No X

METALINE MINING & LEASING COMPANY
FORM 10-QSB/A
FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2004

PART I. - FINANCIAL INFORMATION

Item 1. Financial Information

METALINE MINING & LEASING COMPANY
BALANCE SHEETS (Unaudited)

| | March 31, 2004 | December 31, 2003 |
|---|-------------------|-------------------------|
| ASSETS | | |
| CURRENT ASSETS: | | |
| Cash | \$ 358,832 | \$ 363,094 |
| Temporary cash investments | 150,119 | 149,746 |
| Total cash and cash investments | 508,951 | 512,840 |
| Federal income tax receivable | 1,200 | 1,200 |
| Total current assets | 510,151 | 514,040 |
| INVESTMENTS | 20,265 | 19,453 |
| MINING PROPERTIES | 7,720 | 7,720 |
| | <u>\$ 538,136</u> | <u>\$ 541,213</u> |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| CURRENT LIABILITIES: | | |
| Accounts payable | 309 | 309 |
| STOCKHOLDERS' EQUITY: | | |
| Common stock -- 15,000,000 shares, no par value, authorized; 7,277,934 shares issued and outstanding | 379,282 | 379,282 |
| Accumulated other comprehensive income: | | |
| Unrealized loss, marketable securities | 774 | (38) |
| Retained earnings | 157,771 | 161,660 |
| Total stockholders' equity | 537,827 | 540,904 |
| | <u>\$ 538,136</u> | <u>\$ 540,904</u> |

See accompanying note to financial statements.

METALINE MINING & LEASING COMPANY
STATEMENTS OF INCOME (Unaudited)

| | | Three Months Ended March 31, | |
|---|-----------------------------------|---------------------------------|--------------------------|
| | | <u>2004</u> | <u>2003</u> |
| INCOME: | | | |
| | Dividend and interest income | <u>\$ 606</u> | <u>\$ 3,226</u> |
| EXPENSES: | | | |
| | Professional fees | 3,578 | 5,113 |
| | Advertising expense | 1,000 | 3,175 |
| | Office expense | <u>317</u> | <u>318</u> |
| | | <u>4,895</u> | <u>8,606</u> |
| LOSS BEFORE OTHER INCOME AND FEDERAL INCOME TAX | | (4,289) | (5,380) |
| OTHER INCOME: | | | |
| | Income from partnership interests | <u>400</u> | <u>-</u> |
| LOSS BEFORE FEDERAL INCOME TAX | | (3,889) | (5,380) |
| PROVISION FOR FEDERAL INCOME TAX | | <u>-</u> | <u>-</u> |
| NET LOSS | | <u><u>\$ (3,889)</u></u> | <u><u>\$ (5,380)</u></u> |
| BASIC LOSS PER SHARE, based on weighted average shares outstanding | | <u><u>NIL</u></u> | <u><u>NIL</u></u> |

See accompanying note to financial statements.

METALINE MINING & LEASING COMPANY
STATEMENTS OF CASH FLOWS (Unaudited)

| | Three Months Ended March 31, | |
|--|---------------------------------|--------------|
| | 2004 | 2003 |
| INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS | | |
| CASH FLOWS FROM OPERATING ACTIVITIES: | | |
| Net loss | \$ (3,889) | \$ (5,380) |
| Adjustments to reconcile net loss)to net cash used in operating activities: | | |
| Increase in liabilities: | | |
| Accounts payable | - | 4,800 |
| Net cash used in operating activities | (3,889) | (580) |
| NET DECREASE IN CASH AND AND CASH EQUIVALENTS | (3,889) | (580) |
| CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD | 512,840 | 1,092,510 |
| CASH AND CASH EQUIVALENTS, END OF PERIOD | \$ 508,951 | \$ 1,091,930 |

See accompanying note to financial statements.

METALINE MINING & LEASING COMPANY
NOTE TO FINANCIAL STATEMENTS

NOTE -- BASIS OF PRESENTATION:

The unaudited financial statements have been prepared by Metaline Mining & Leasing Company (the Company), pursuant to the rules and regulations of the Securities and Exchange Commission (the SEC). Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been omitted pursuant to such SEC rules and regulations. These financial statements should be read in conjunction with the financial statements and notes thereto included in the Company's Annual Report on Form 10-KSB for the year ended December 31, 2003, which was filed April 15, 2004. In the opinion of management of the Company, the foregoing statements contain all adjustments necessary to present fairly the financial position of the Company as of March 31, 2004, and its results of operations for the three-month periods ended March 31, 2004 and 2003, and its cash flows for the three-month periods ended March 31, 2004 and 2003. The interim results reflected in the foregoing financial statements are not considered indicative of the results expected for the full fiscal year.

Item 2. Management's Discussion and Analysis or Plan of Operation

Three Months Ended March 31, 2004

We had no revenues from operations during the recently completed quarter. Our only income has been derived from interest on our cash and temporary cash investments. Interest income for the three-month period ended March 31, 2004 decreased from \$3,226 to \$606 for the same period ended March 31, 2003. This decrease is due to lower interest rates available for the cash and temporary cash investments.

We had a net loss of \$3,889 during the three-month period ended March 31, 2004. This compares to net loss of \$5,380 during the three-month period ended March 30, 2003. We anticipate continuing net losses income until such time as interest rates rise. Our ongoing expenses consist of accounting, legal and book keeping expenses related to complying with reporting requirements of the Securities Exchange Act of 1934 and the expenses incurred in the search for an acquisition candidate.

Plan of Operation

Our plan of operation for the next twelve months will consist of attempting to acquire an interest in a business opportunity. Due to our limited assets and our inability to raise additional financing due to the lack of a market for its Common Stock, it is anticipated that any such acquisition would be a "reverse take-over" accomplished through a merger or share exchange. In such event our existing shareholders would likely become minority shareholders in the surviving entity. We are not currently evaluating any specific acquisition opportunities.

We do not currently have any employees and anticipate utilizing the services of consultants to accomplish our plan of operation. We currently have sufficient resources to meet our financial obligations for the next twelve months.

Item 3. Controls and Procedures

Within the 90 days prior to the date of this report, the company carried out an evaluation, under the supervision and with the participation of the company's management, including the company's principal executive officer and principal financial officer, of the effectiveness of the design and operation of the company's disclosure controls and procedures pursuant to Exchange Act Rule 13a-14. Based upon that evaluation, the principal executive officer and principal financial officer concluded that the company's disclosure controls and procedures are effective in timely alerting them to material information relating to the company required to be included in the company's periodic SEC filings.

PART II OTHER INFORMATION

Items deleted are not applicable.

Item 5. Other Information

During the quarter ended March 31, 2004, Lee Irving was appointed as a Director of the Company to fill the vacancy created by the resignation of Gregory B. Lipsker as the President and a director of the Company. William R. Green was appointed as President of the Company.

Item 6. Exhibits and Reports on Form 8-K

- (a) Exhibits
 - 31.1--Certification required by Rule 13a-14(a) or Rule 15d-14(a). Green
 - 31.2--Certification required by Rule 13a-14(a) or Rule 15d-14(a). Campbell
 - 32.1--Certification required by Rule 13a-14(a) or Rule 15d-14(b) and section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, Green
 - 32.2--Certification required by Rule 13a-14(a) or Rule 15d-14(b) and section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, Campbell
- (b) During the Quarter ended March 31, 2004 the Registrant filed no Form 8-Ks.

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 and
CHIEF EXECUTIVE OFFICER

DATE: May 26, 2004

/s/ Eunice R. Campbell

BY: _____
EUNICE R. CAMPBELL, TREASURER and
PRINCIPAL EXECUTIVE OFFICER

DATE: May 26, 2004

Certification required by Rule 13a-14(a) or Rule 15d-14(a)

I, William R. Green, certify that:

1. I have reviewed this quarterly report on Form 10-QSB/A of Metaline Mining & Leasing Company;
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 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 controls 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 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 controls 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 owner's internal controls over financial reporting; and

Date: May 26, 2004

/s/ William R. Green

William R. Green, Chief Executive Officer

Certification required by Rule 13a-14(a) or Rule 15d-14(a)

I, Eunice Campbell, certify that:

1. I have reviewed this quarterly report on Form 10-QSB/A of Metaline Mining & Leasing Company;
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 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 controls 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 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):
 - (c) all significant deficiencies and material weaknesses in the design or operation of internal controls 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
 - (d) any fraud, whether or not material, that involves management or other employees who have a significant role in the small business owner's internal controls over financial reporting; and

Date: May 26, 2004

/s/ Eunice Campbell

Eunice Campbell, Principal Financial Officer

Exhibit 32.1

**Certification required by Rule 13a-14(a) or Rule 15d-14(b)
and section 906 of the Sarbanes-Oxley Act of 2002,
18 U.S.C. Section 1350**

I, William R. Green, Chief Executive Officer of Metaline Mining and Leasing Company, certify that:

1. This quarterly report on Form 10-QSB/A of Metaline Mining and Leasing Company 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 this quarterly report fairly presents, in all material respects, the financial condition and results of operations of Metaline Mining and Leasing Company

Date: May 26, 2004

/s/ William R. Green

William R. Green, Chief Executive Officer

**Certification required by Rule 13a-14(a) or Rule 15d-14(b)
and section 906 of the Sarbanes-Oxley Act of 2002,
18 U.S.C. Section 1350**

I, Eunice Campbell, Chief Financial Officer of Metaline Mining and Leasing Company, certify that:

1. This quarterly report on Form 10-QSB/A of Metaline Mining and Leasing Company 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 this quarterly report fairly presents, in all material respects, the financial condition and results of operations of Metaline Mining and Leasing Company

Date: May 26, 2004

/s/ Eunice Campbell

Eunice Campbell, Principal Financial Officer