

UNITED STATES ANTIMONY CORP  
Form 10-Q/A  
June 21, 2013

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

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2012

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

For the transition period \_\_\_\_\_ to \_\_\_\_\_

Commission file number 001-08675

UNITED STATES ANTIMONY CORPORATION  
(Exact name of registrant as specified in its charter)

Montana  
(State or other jurisdiction of incorporation  
or organization)

81-0305822  
(I.R.S. Employer Identification No.)

P.O. Box 643, Thompson Falls, Montana  
(Address of principal executive offices)

59873  
(Zip code)

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

Indicate by check mark 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  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES  No

Indicate by check mark whether the registrant is a shell company as defined by Rule 12b-2 of the Exchange Act. YES  No

At August 10, 2012, the registrant had outstanding 61,803,109 shares of par value \$0.01 common stock.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer,

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or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

| Large accelerated<br>filer o | Accelerated<br>filer p | Non-accelerated filer o<br>(Do not check if a smaller reporting<br>company) | Smaller reporting<br>company o |
|------------------------------|------------------------|---|--------------------------------|
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UNITED STATES ANTIMONY CORPORATION  
QUARTERLY REPORT ON FORM 10-Q  
FOR THE PERIOD  
ENDED JUNE 30, 2012

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## PART I - FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

United States Antimony Corporation and Subsidiaries  
Consolidated Balance Sheets

|   | (Unaudited)<br>June 30,<br>2012 | December 31,<br>2011 |
|---|---------------------------------|----------------------|
| <b>ASSETS</b>   |                                 |                      |
| Current assets:   |                                 |                      |
| Cash and cash equivalents   | \$ 3,444,003                    | \$ 5,427             |
| Certificates of deposit (Note 4)  | 242,800                         |                      |
| Accounts receivable, less allowance for<br>doubtful accounts of \$4,031 and \$7,600, respectively | 456,508                         | 1,291,975            |
| Inventories   | 1,077,271                       | 1,066,813            |
| Other current assets  | 57,660                          | 56,208               |
| Deferred tax asset  | 470,869                         | 396,558              |
| Total current assets  | 5,749,111                       | 2,816,981            |
| Properties, plants and equipment, net   | 7,484,436                       | 6,047,004            |
| Restricted cash for reclamation bonds   | 74,777                          | 74,777               |
| Other assets  | 128,686                         | 54,766               |
| Total assets  | \$ 13,437,010                   | \$ 8,993,528         |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>   |                                 |                      |
| Current liabilities:  |                                 |                      |
| Checks issued and payable   | \$ -                            | \$ 113,908           |
| Deferred revenue  | -                               | 43,760               |
| Accounts payable  | 829,329                         | 994,940              |
| Accrued payroll, taxes and interest   | 98,409                          | 141,928              |
| Other accrued liabilities   | 63,696                          | 119,292              |
| Payables to related parties   | 10,434                          | 331,978              |
| Long-term debt, current   | 258,988                         | 79,631               |
| Total current liabilities   | 1,260,856                       | 1,825,437            |
| Long-term debt, noncurrent  | 134,503                         | 158,218              |
| Asset retirement and accrued reclamation costs  | 245,520                         | 241,500              |
| Total liabilities   | 1,640,879                       | 2,225,155            |
| Commitments and contingencies (Note 4)  |                                 |                      |
| Stockholders' equity:   |                                 |                      |
| Preferred stock \$0.01 par value, 10,000,000 shares<br>authorized:                                |                                 |                      |
| Series A: no shares issued and outstanding  | -                               | -                    |
| Series B: 750,000 shares issued and outstanding<br>(liquidation preference \$877,500)             | 7,500                           | 7,500                |

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|  |               |              |
|--|---------------|--------------|
| Series C: 177,904 shares issued and outstanding<br>(liquidation preference \$97,847)   | 1,779         | 1,779        |
| Series D: 1,751,005 shares issued and outstanding<br>(liquidation preference and cumulative dividends of<br>\$4,714,433)                     | 17,509        | 17,509       |
| Common stock, \$0.01 par value, 90,000,000 shares<br>authorized;<br>61,786,822 and 59,349,300 shares issued and<br>outstanding, respectively | 617,868       | 593,492      |
| Additional paid-in capital   | 30,750,974    | 25,635,129   |
| Accumulated deficit  | (19,599,499)  | (19,487,036) |
| Total stockholders' equity   | 11,796,131    | 6,768,373    |
| Total liabilities and stockholders' equity   | \$ 13,437,010 | \$ 8,993,528 |

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

United States Antimony Corporation and Subsidiaries  
Consolidated Statements of Operations (Unaudited)

|  | For the three months ended |                  | For the six months ended |                  |
|--|----------------------------|------------------|--------------------------|------------------|
|  | June 30,<br>2012           | June 30,<br>2011 | June 30,<br>2012         | June 30,<br>2011 |
| REVENUES                                     | \$ 3,498,301               | \$ 3,050,002     | \$ 6,551,855             | \$ 5,888,041     |
| COST OF REVENUES                             | 3,209,381                  | 2,805,524        | 6,142,206                | 5,364,696        |
| GROSS PROFIT                                 | 288,920                    | 244,478          | 409,649                  | 523,345          |
| OPERATING EXPENSES:                          |                            |                  |                          |                  |
| General and administrative                   | 228,411                    | 89,967           | 415,984                  | 170,316          |
| Professional fees                            | 34,337                     | 30,888           | 132,644                  | 125,840          |
| TOTAL OPERATING EXPENSES                     | 262,748                    | 120,855          | 548,628                  | 296,156          |
| INCOME (LOSS) FROM OPERATIONS                | 26,172                     | 123,623          | (138,979 )               | 227,189          |
| OTHER INCOME (EXPENSE):                      |                            |                  |                          |                  |
| Interest income                              | 1,493                      | 1,526            | 3,549                    | 2,442            |
| Factoring expense                            | (23,895 )                  | (38,721 )        | (51,344 )                | (73,414 )        |
| TOTAL OTHER INCOME (EXPENSE)                 | (22,402 )                  | (37,195 )        | (47,795 )                | (70,972 )        |
| INCOME (LOSS) BEFORE INCOME TAXES            | 3,770                      | 86,428           | (186,774 )               | 156,217          |
| INCOME TAX (EXPENSE) BENEFIT                 | -                          | -                | 74,311                   | (24,426 )        |
| NET INCOME (LOSS)                            | \$ 3,770                   | \$ 86,428        | \$ (112,463 )            | \$ 131,791       |
| Net income (loss) per share of common stock: |                            |                  |                          |                  |
| Basic  | \$ Nil                     | \$ Nil           | \$ Nil                   | \$ Nil           |
| Diluted                                      | \$ Nil                     | \$ Nil           | \$ Nil                   | \$ Nil           |
| Weighted average shares outstanding:         |                            |                  |                          |                  |
| Basic  | 61,786,822                 | 59,150,784       | 61,786,822               | 58,157,638       |
| Diluted                                      | 62,427,710                 | 59,662,620       | 61,786,822               | 58,618,325       |

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

United States Antimony Corporation and Subsidiaries  
Consolidated Statements of Cash Flows (Unaudited)

|   | For the six months ended |                   |
|---|--------------------------|-------------------|
|   | June 30,<br>2012         | June 30,<br>2011  |
| <b>Cash Flows From Operating Activities:</b>  |                          |                   |
| Net income (loss)   | \$(112,463 )             | \$131,791         |
| Adjustments to reconcile net income (loss) to net cash provided (used) by operating activities: |                          |                   |
| Depreciation and amortization expense   | 217,385                  | 192,503           |
| Accretion of asset retirement obligation  | 4,020                    |                   |
| Common stock issued to directors for services   | 176,191                  | -                 |
| Deferred income tax expense (benefit)   | (74,311 )                | 21,926            |
| Change in:  |                          |                   |
| Accounts receivable, net  | 835,467                  | (349,421 )        |
| Inventories   | (10,458 )                | (621,558 )        |
| Other current assets  | 250,736                  | (23,770 )         |
| Other assets  | (73,920 )                | (5,183 )          |
| Accounts payable  | (165,611 )               | 428,132           |
| Accrued payroll, taxes and interest   | (43,519 )                | 12,839            |
| Other accrued liabilities   | (55,596 )                | (44,330 )         |
| Deferred revenue  | (43,760 )                | -                 |
| Payables to related parties   | (321,544 )               | 24,203            |
| Net cash provided (used) by operating activities  | 582,617                  | (232,868 )        |
| <b>Cash Flows From Investing Activities:</b>  |                          |                   |
| Purchase of certificates of deposit   | (242,800 )               | -                 |
| Purchase of properties, plants and equipment  | (1,370,877)              | (1,037,912)       |
| Net cash used by investing activities   | (1,613,677)              | (1,037,912)       |
| <b>Cash Flows From Financing Activities:</b>  |                          |                   |
| Proceeds from sale of common stock, net of offering costs                                       | 4,711,842                | 1,163,248         |
| Principal payments on long-term debt  | (128,298 )               | (86,958 )         |
| Payments received on stock subscription agreements  | -                        | 59,907            |
| Change in checks issued and payable   | (113,908 )               | -                 |
| Net cash provided by financing activities   | 4,469,636                | 1,136,197         |
| <b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>                                     | <b>3,438,576</b>         | <b>(134,583 )</b> |
| Cash and cash equivalents at beginning of period  | 5,427                    | 448,861           |
| Cash and cash equivalents at end of period  | \$3,444,003              | \$314,278         |
| <b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION</b>   |                          |                   |
| <b>Noncash investing and financing activities:</b>  |                          |                   |
| Properties, plants and equipment acquired with long-term debt                                   | \$283,940                | \$229,100         |
| Properties, plants and equipment acquired with accounts payable                                 | -                        | \$89,654          |
| Common stock issued for prepaid directors fees  | \$358,800                | -                 |

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



## PART I - FINANCIAL INFORMATION, CONTINUED:

United States Antimony Corporation and Subsidiaries  
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-Q. 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 and six month periods ended June 30, 2012 are not necessarily indicative of the results that may be expected for the full year ending December 31, 2012.

Certain consolidated financial statement amounts for the three and six month periods ended June 30, 2011 have been reclassified to conform to the 2012 presentation. These reclassifications had no effect on the net income or accumulated deficit as previously reported.

Management estimates their effective tax rate at 39% for the current year.

For further information refer to the financial statements and footnotes thereto in the Company's Annual Report on Form 10-K for the year ended December 31, 2011.

During the six months ended June 30, 2012 and 2011, the Company incurred interest expense of \$23,600 and \$5,470, respectively, all of which has been capitalized as part of the cost of constructing the Cal Los Arcos Mill in Mexico.

## 2. Income (Loss) Per Common Share:

Basic earnings per share is calculated by dividing net income (loss) available to common stockholders by the weighted average number of common shares outstanding during the period. Diluted earnings per share is calculated based on the weighted average number of common shares outstanding during the period plus the effect of potentially dilutive common stock equivalents, including warrants to purchase the Company's common stock and convertible preferred stock. Management has determined that the calculation of diluted earnings per share for the six month period ending June 30, 2012, is not applicable since any additions to outstanding shares related to common stock purchase warrants would be anti-dilutive.

As of June 30, 2012 and 2011, the potentially dilutive common stock equivalents not included in the calculation of diluted earnings per share as their effect would have been anti-dilutive are as follows:

|                             | June<br>30, 2012 | June<br>30, 2011 | June<br>30, 2012 | June<br>30, 2011 |
|-----------------------------|------------------|------------------|------------------|------------------|
| Warrants                    | 1,248,779        | 88,164           | 1,889,667        | 139,313          |
| Convertible preferred stock | 1,751,005        | 1,751,005        | 1,751,005        | 1,751,005        |
| Total possible dilution     | 2,999,784        | 1,839,169        | 3,640,672        | 1,890,318        |

## 3. Inventories

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|                | June 30,<br>2012 | December 31,<br>2011 |
|----------------|------------------|----------------------|
| Antimony Metal | 11,760           | 152,026              |
| Antimony Oxide | 186,210          | 180,404              |
| Antimony Ore   | 784,876          | 644,113              |
| Total antimony | 982,846          | 976,543              |
| Zeolite        | 94,425           | 90,270               |
|                | \$ 1,077,271     | \$ 1,066,813         |

United States Antimony Corporation and Subsidiaries  
Notes to Consolidated Financial Statements (Unaudited), Continued:

4. Commitments and Contingencies:

In 2005, a subsidiary of the Company signed an option agreement that gives it the exclusive right to explore and develop the San Miguel I and San Miguel II concessions for an annual payment of \$50,000, and an option to purchase payment of \$100,000 annually. Total payments will not exceed \$1,430,344, reduced by taxes paid. During the six months ended June 30, 2012 and the year ended December 31, 2011, \$0 and \$186,956 respectively, was paid and capitalized as mineral rights in accordance with the Company's accounting policies.

From time to time, the Company is assessed fines and penalties by the Mine Safety and Health Administration ("MSHA"). Using appropriate regulatory channels, management may contest these proposed assessments. The Company has accrued \$14,263 in other accrued liabilities as of June 30, 2012, related to such assessments.

During the six months ended June 30, 2012, the Company negotiated a new credit facility increasing the Company's lines of credit by \$202,000. As part of this agreement, we have pledged two \$101,000 certificates of deposit as collateral. The increased loan facility allows us access to borrowings at an interest rate of 3.15% for the portion of the credit line used. At June 30, 2012, we did not have any outstanding line of credit debt.

5. Long – Term Debt

Long-term debt at June 30, 2012 and December 31, 2011 is as follows:

|  | 2012      | 2011   |
|--|-----------|--------|
| Note payable to De Lage Landen financial Services, bearing interest at 5.3%; payable in monthly installments of \$549; maturing March 2016; collateralized by equipment. | \$ 22,361 | \$ -   |
| Note payable to Western States Equipment Co., bearing interest at 6.15%; payable in monthly installments of \$2,032; maturing June 2015; collateralized by equipment.    | 66,668    | 77,040 |
| Note payable to CNH Capital America, LLC, bearing interest at 4.5%; payable in monthly installments of \$505; maturing June 2013; collateralized by equipment.           | 5,904     | 8,648  |
| Note payable to GE Capital, bearing interest at 2.25%; payable in monthly installments of \$359; maturing July 2013; collateralized by equipment.                        | 4,955     | 6,531  |

|  |            |             |
|--|------------|-------------|
| Note payable to Robert and Phyllis Rice, bearing interest at 1%; payable in monthly installments of \$2,000; maturing March 2015; collateralized by equipment. | 65,206     | 80,882      |
| Note payable to De Lage Landen Financial Services at 5.2%; payable in monthly installments of \$709; maturing July 2014; collateralized by equipment.          | 16,104     | 19,229      |
| Note payable to Catepillar Finance, bearing interest at 6.15%; payable in monthly installments of \$766; maturing August 2014; collateralized by equipment.    | 18,597     | 21,990      |
| Note payable to De Lage Landen Financial Services at 5.2%; payable in monthly installments of \$697; maturing January 2015; collateralized by equipment.       | 20,202     | 23,529      |
| Note payable for Corral Blanco land, bearing interest at 6%; payable in three installments; maturing May 1, 2013; collateralized by land.                      | 173,494    |             |
|  | 393,491    | 237,849     |
| Less current portion   | (258,988   | ) (79,631 ) |
| Noncurrent portion   | \$ 134,503 | \$ 158,218  |

PART I - FINANCIAL INFORMATION, CONTINUED:

United States Antimony Corporation and Subsidiaries  
Notes to Consolidated Financial Statements (Unaudited), Continued:

6. Concentrations of Risk

During the six months ended June 30, 2012, approximately 86% of the Company's antimony revenues were generated by sales to three customers. Loss of any of the Company's key customers could adversely affect its business.

7. Related Party Transactions

During the first three and six months of 2012 and 2011, the Company paid \$6,655 and \$22,026 in 2012, and \$45,452 and \$79,409 in 2011, respectively, to directors of the Company for services provided in permitting and other construction related activities at Mexican mill sites.

During the first three and six months of 2012 and 2011, the Company paid \$16,875 and \$38,715 in 2012, and \$28,679 and \$44,582 in 2011, respectively, to John Lawrence, our president and Chief Executive Officer, as reimbursement for equipment used by the Company.

8. Stockholder's Equity

Issuance of Common Stock for Cash

During the six months ending June 30, 2012, the Company sold an aggregate of 2,056,334 shares of unregistered common stock to existing stockholders and other parties for \$4,702,303. In connection with the sales of the Company's common stock, 1,028,167 warrants to purchase shares of the Company's common stock at \$2.50 per share, and 1,425,982 warrants at \$3.50 per share, were issued. Expenses of \$414,661 connected to the issuance of the unregistered shares were deducted from additional paid in capital. 200,000 shares were issued as an exercise of warrants at \$.30 per share for a total of \$60,000. Also in the first six months of 2012, 25,265 shares were issued in a cashless exercise of warrants, which resulted in an addition of \$263 to capital stock, and a corresponding reduction to additional paid in capital. No share or warrants to purchase shares of the Company's common stock were issued in the first six months of 2011.

Issuance of Common Stock for Services

At December 31, 2011, the Company declared, but did not issue, 95,835 shares of unregistered common stock to be paid to its directors for services, having a fair value of \$230,004, based on the current stock price at the date declared. During the first six months of 2012, the company issued 149,500 shares of unregistered common stock with a fair market value of \$358,800 to the Directors as compensation for past and future services. During the first six months of 2012, the Company awarded 39,406 of the remaining 53,665 shares of unregistered common stock to its directors for services, having a fair value of \$151,190, based on the current stock price at the date awarded. 6,423 new shares with a fair value of \$25,000 were issued to directors who were not board members at December 31, 2011. This expense is classified with general and administrative expense in the consolidated statement of operations.

United States Antimony Corporation and Subsidiaries  
Notes to Consolidated Financial Statements (Unaudited), Continued:

Common Stock Warrants

The Company's Board of Directors has the authority to issue stock warrants for the purchase of preferred or unregistered common stock to directors and employees of the Company.

Transactions in common stock warrants are as follows:

|                            | Number of<br>Warrants | Exercise<br>Prices |
|----------------------------|-----------------------|--------------------|
| Balance, December 31, 2010 | 725,000               | \$0.20-\$0.75      |
| Warrants exercised         | (125,000 )            | \$0.30-\$0.40      |
| Balance, December 31, 2011 | 600,000               | \$0.30-\$0.60      |
| Warrants granted           | 1,579,417             | \$2.50-\$4.50      |
| Warrants exercised         | (52,500 )             | \$2.50             |
| Warrants expired           | (350,000 )            | \$0.30-\$0.40      |
| Balance, June 30, 2012     | 1,776,917             | \$0.20-\$4.50      |

9. 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 and factoring is not allocated to the segments. Selected information with respect to segments is as follows:

|  | As of<br>June 30,<br>2012 | As of<br>December 31,<br>2011 |
|--|---------------------------|-------------------------------|
| Properties, plants and equipment, net: |                           |                               |
| Antimony                               |                           |                               |
| United States                          | \$ 1,705,370              | \$ 1,657,473                  |
| Mexico                                 | 4,125,674                 | 2,791,233                     |
| Subtotal Antimony                      | 5,831,044                 | 4,448,706                     |
| Zeolite                                | 1,653,392                 | 1,598,298                     |
| Total                                  | \$ 7,484,436              | \$ 6,047,004                  |
| Total Assets:                          |                           |                               |
| Antimony                               |                           |                               |
| United States                          | \$ 6,409,667              | \$ 2,240,836                  |
| Mexico                                 | 4,973,792                 | 4,291,187                     |
| Subtotal Antimony                      | 11,383,459                | 6,532,023                     |
| Zeolite                                | 2,053,551                 | 2,461,505                     |
| Total                                  | \$ 13,437,010             | \$ 8,993,528                  |

United States Antimony Corporation and Subsidiaries  
Notes to Consolidated Financial Statements (Unaudited), Continued:

|                       | For the three months ended |               | For the six months ended |               |
|-----------------------|----------------------------|---------------|--------------------------|---------------|
|                       | June 30,<br>2012           | June 30, 2011 | June 30, 2012            | June 30, 2011 |
| Capital expenditures: |                            |               |                          |               |
| Antimony              |                            |               |                          |               |
| United States         | \$ 17,850                  | \$ 22,067     | \$ 62,618                | \$ 79,289     |
| Mexico                | 671,987                    | 997,867       | 1,434,827                | 1,089,236     |
| Subtotal Antimony     | 689,837                    | 1,019,934     | 1,497,445                | 1,168,525     |
| Zeolite               | 116,485                    | 188,140       | 157,372                  | 188,140       |
| Total                 | \$ 806,322                 | \$ 1,208,074  | \$ 1,654,817             | \$ 1,356,665  |

|                 | For the three months ended |               | For the six months ended |               |
|-----------------|----------------------------|---------------|--------------------------|---------------|
|                 | June 30, 2012              | June 30, 2011 | June 30, 2012            | June 30, 2011 |
| Revenues:       |                            |               |                          |               |
| Antimony        | \$ 2,525,097               | \$ 2,421,903  | \$ 4,699,906             | \$ 4,686,136  |
| Precious metals | 205,771                    | 157,841       | 385,909                  | 339,040       |
| Zeolite         | 767,433                    | 470,258       | 1,466,040                | 862,865       |
| Total           | \$ 3,498,301               | \$ 3,050,002  | \$ 6,551,855             | \$ 5,888,041  |

|               | For the three months ended |                  | For the six months ended |                  |
|---------------|----------------------------|------------------|--------------------------|------------------|
|               | June 30,<br>2012           | June 30,<br>2011 | June 30,<br>2012         | June 30,<br>2011 |
| Gross profit: |                            |                  |                          |                  |
| Antimony      | \$ 191,146                 | \$ 246,991       | \$ 264,978               | \$ 528,237       |
| Zeolite       | 97,774                     | (2,513 )         | 144,671                  | (4,892 )         |
| Total         | \$ 288,920                 | \$ 244,478       | \$ 409,649               | \$ 523,345       |

|                                   | For the three months ended |                  | For the six months ended |                  |
|-----------------------------------|----------------------------|------------------|--------------------------|------------------|
|                                   | June 30,<br>2012           | June 30,<br>2011 | June 30,<br>2012         | June 30,<br>2011 |
| Depreciation and<br>amortization: |                            |                  |                          |                  |
| Antimony                          | \$ 57,533                  | \$ 50,039        | \$ 115,106               | \$ 96,866        |
| Zeolite                           | 52,461                     | 49,498           | 102,278                  | 95,637           |
| Total                             | \$ 110,014                 | \$ 99,537        | \$ 217,384               | \$ 192,503       |

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL CONDITION

### General

This report contains both historical and prospective statements concerning the Company and its operations. Prospective statements (known as "forward-looking statements") may or may not prove 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.

For the three and six month periods ended June 30, 2012 compared to the three and six month periods ended June 30, 2011.

### Results of Operations by Division

| Antimony - Combined USA<br>and Mexico           | 2nd Qtr<br>2012    | 2nd Qtr<br>2011    | Six Months<br>2012 | Six Months<br>2011 |
|---|--------------------|--------------------|--------------------|--------------------|
| Lbs of Antimony Metal USA                       | 320,671            | 290,499            | 569,265            | 569,159            |
| Lbs of Antimony Metal Mexico:                   | 70,259             | 29,663             | 165,617            | 72,364             |
| <b>Total Lbs of Antimony Metal Sold</b>         | <b>390,930</b>     | <b>320,162</b>     | <b>734,882</b>     | <b>641,523</b>     |
| Sales Price/Lb Metal                            | \$6.46             | \$7.56             | \$6.40             | \$7.30             |
| Net income (loss)/Lb Metal                      | \$(0.24 )          | \$0.28             | \$(0.45 )          | \$0.25             |
| <b>Gross antimony revenue - net of discount</b> | <b>\$2,525,097</b> | <b>\$2,421,903</b> | <b>\$4,699,906</b> | <b>\$4,686,136</b> |
| Precious metals revenue                         | 205,771            | 157,841            | 385,909            | 339,040            |
| Production costs - USA                          | (1,647,645)        | (1,922,781)        | (3,155,275)        | (3,516,347)        |
| Product cost - Mexico                           | (328,110 )         | (138,526 )         | (773,433 )         | (337,940 )         |
| Direct sales and freight                        | (139,518 )         | (65,220 )          | (213,977 )         | (143,504 )         |
| General and administrative - operating          | (135,872 )         | (50,062 )          | (199,498 )         | (106,687 )         |
| Mexico non-production costs                     | (231,024 )         | (106,125 )         | (363,548 )         | (295,595 )         |
| General and administrative - non-operating      | (286,643 )         | (159,576 )         | (599,972 )         | (369,570 )         |
| Net interest                                    | 1,493              | 1,526              | 3,549              | 2,442              |
| EBITDA  | (36,451 )          | 138,980            | (216,339 )         | 257,975            |
| Depreciation & amortization                     | (57,553 )          | (50,039 )          | (115,106 )         | (96,866 )          |
| Net income (loss) - antimony                    | \$(94,004 )        | \$88,941           | \$(331,445 )       | \$161,109          |
| <b>Zeolite</b>                                  |                    |                    |                    |                    |
| Tons sold                                       | 3,251              | 3,133              | 6,717              | 5,843              |
| Sales Price/Ton                                 | \$236.06           | \$150.10           | \$218.26           | \$147.67           |
| Net income (Loss)/Ton                           | \$30.08            | \$(0.80 )          | \$21.54            | \$(0.84 )          |
| <b>Gross zeolite revenue</b>                    | <b>\$767,433</b>   | <b>\$470,258</b>   | <b>\$1,466,040</b> | <b>\$862,865</b>   |
| Production costs                                | (492,674 )         | (315,310 )         | (980,976 )         | (588,612 )         |
| Direct sales and freight                        | (46,442 )          | (28,980 )          | (89,718 )          | (45,090 )          |
| Royalties                                       | (62,236 )          | (52,139 )          | (129,046 )         | (97,051 )          |
| General and administrative                      | (15,846 )          | (26,844 )          | (19,351 )          | (41,367 )          |
| EBITDA  | 150,235            | 46,985             | 246,949            | 90,745             |
| Depreciation                                    | (52,461 )          | (49,498 )          | (102,278 )         | (95,637 )          |
| Net income (loss) - zeolite                     | \$97,774           | \$(2,513 )         | \$144,671          | \$(4,892 )         |



|  |             |             |              |             |
|--|-------------|-------------|--------------|-------------|
| Company-wide                               |             |             |              |             |
| Gross revenue                              | \$3,498,301 | \$3,050,002 | \$6,551,855  | \$5,888,041 |
| Production costs                           | (2,468,429) | (2,376,617) | (4,909,684)  | (4,442,899) |
| Other operating costs                      | (630,938 )  | (329,370 )  | (1,015,138)  | (729,294 )  |
| General and administrative - non-operating | (286,643 )  | (159,576 )  | (599,972 )   | (369,570 )  |
| Net interest                               | 1,493       | 1,526       | 3,549        | 2,442       |
| EBITDA                                     | 113,784     | 185,965     | 30,610       | 348,720     |
| Income tax benefit (expense)               |             |             | 74,311       | (24,426 )   |
| Depreciation & amortization                | (110,014 )  | (99,537 )   | (217,384 )   | (192,503 )  |
| Net income (loss)                          | \$3,770     | \$86,428    | \$(112,463 ) | \$131,791   |

## PART I - FINANCIAL INFORMATION, CONTINUED:

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL CONDITION, CONTINUED

The pounds of antimony produced and sold was up 70,000 lbs (\$452,000) from the same quarter in the prior year, but the sales price per pound was down \$1.10 (\$352,000) from the prior year quarter. The cost of production in the USA was down by \$275,000 and \$361,000 for the quarter and six months due to the decrease in the cost of antimony metal, but the cost of product from Mexico was up \$190,000 and \$435,000 for the quarter and six months, respectively, due to the increase in the amount of product received. The non-production costs in Mexico were up due to the inefficiencies of starting a major production facility. A temporary decrease in the delivery of raw materials from a major supplier in June resulted in decreased results for the quarter, but the deliveries have resumed and are on schedule. The pounds of product (raw material) from Mexico increased by 40,000 and 93,000 lbs for the quarter and the six months, respectively, and we should see additional increases in the upcoming quarters. Costs incurred in getting the Mexico plants in operation were substantial in 2012, and will continue during the remainder of the year as production is being ramped up. Conversely, we will have more antimony products from Mexico to sell, and the cost of raw material per pound of antimony produced will decrease as we are able to work more raw materials from Mexico into our production. In addition, we expect to have increased revenue from precious metals as we process more of the raw materials supplied by our Mexico division. We contracted in July, 2012, to install a natural gas pipeline for our Mexico smelter operation that we expect to cost \$1MM. Our fuel costs are our second largest expense after raw material in Mexico, and we are expecting the switch from propane to natural gas to decrease our Mexico fuel costs by 75% when the pipeline is complete. The pipeline should be completed in approximately nine to twelve months.

Our zeolite sales increased by \$297,000 and \$604,000 for the quarter and six months over the comparable periods for 2011, and the sales price per ton was also better than the prior year. This was due to an increase in the tons of zeolite sold of 118 and 874 tons for the quarter and six months ended, and an increase in the sales price due to an additive for a customer. The additive also was a primary cost in the increase in our cost of production for zeolite, along with the increase in the amount of product sold. We expect higher sales prices and production costs to continue through the remainder of the year.

Our general and administrative costs are significantly higher than the prior year, and management is aggressively seeking ways to bring this cost down.

| Financial Condition and Liquidity  | June 30,<br>2012 | December 31,<br>2011 |
|------------------------------------|------------------|----------------------|
| Current Assets                     | \$ 5,749,111     | \$ 2,816,981         |
| Current liabilities                | (1,260,856)      | (1,595,433)          |
| Net Working Capital                | \$ 4,488,255     | \$ 1,221,548         |
| Cash provided (used) by operations | \$ 582,617       | \$ 564,041           |
| Cash (used) by investing           | (1,613,677)      | (2,239,441)          |
| Cash provided (used) by financing: |                  |                      |
| Principal paid on long-term debt   | (128,298 )       | (124,722 )           |
| Sale of Stock                      | 4,711,842        | 1,242,780            |
| Other                              | (113,908 )       | 113,908              |
| Net change in cash                 | \$ 3,438,576     | \$ (443,434 )        |

Our net working capital increased by \$3,267,000 from December 31, 2011. This was primarily due to a \$582,000 increase in cash from operations, and \$4,711,000 cash from the sale of stock, versus \$1,163,000 net cash from the sale of stock for the same period in 2011. The increase in cash from operating activities was largely due to a decrease in accounts receivable of \$835,000, versus an increase of \$349,000 for the same period in 2011. We spent \$1,370,000 and \$1,038,000 cash during the six months ended June 30, 2012 and 2011, respectively, to purchase property plant and equipment, primarily in Mexico. Other decreases to cash were for payments of accounts payable, checks issued but not cleared at end of year, and payments on long term debt. We issued \$358,800 stock to Directors for payment of the obligations to related parties accrued at December 31, 2011. We have estimated commitments for construction and improvements, including \$1MM for the natural gas pipeline, of approximately \$2MM over the next twelve months. We believe that with \$3,444,000 of cash, along with future cash flow from operations, we have adequate liquid assets to meet these commitments and service our debt. We have lines of credit of \$202,000 which have not been drawn on at June 30, 2012.

PART I - FINANCIAL INFORMATION, CONTINUED:

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

We sell our antimony products based on a world market price, and we buy a majority of our raw material based on the same market prices. Analysis of our costs indicate that, for the quarter and six months ended June 30, 2012, raw materials were approximately 50% of our cost of goods sold. Most of our production costs are fixed in nature, and could not be decreased readily without decreasing our production. During the quarter and six months ending June 30, 2012, a \$2 per pound decrease in our sales price would have likely caused our gross profit to decrease \$1 per pound.

ITEM 4. CONTROLS AND PROCEDURES

EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to management, as appropriate, to allow timely decisions regarding required disclosure. Our chief financial officer conducted an evaluation of the effectiveness of the Company's disclosure controls and procedures (as defined in the Securities Exchange Act of 1934 Rules 13a-15(e) and 15d-15(e)) as of June 30, 2012.

It was determined that there were material weaknesses affecting our disclosure controls and procedures and, as a result of those weaknesses, our disclosure controls and procedures were not effective as of June 30, 2012. These material weaknesses are as follows:

The Company lacks proper segregation of duties. As with any company the size of ours, this lack of segregation of duties is due to limited resources. The president authorizes the majority of the expenditures and signs checks.

During its year-end audit, our independent registered accountants discovered material misstatements in our financial statements that required audit adjustments.

MANAGEMENT'S REMEDIATION INITIATIVES

We are aware of these material weaknesses and will develop procedures to ensure that independent review of material transactions is performed. We will develop internal control measures to mitigate the lack of segregation of duties as follows:

The CFO will review all bank reconciliations

The CFO will review all material transactions for capital expenditures

The CFO will review all period ending entries for preparation of financial statements, including the calculation of inventory, depreciation, and amortization

The CFO will review all material entries for compliance with generally accepted accounting principles prior to the annual audit and 10Q filings

The CFO will develop a formal capitalization policy

In addition, we plan to consult with independent experts when complex transactions are entered into.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

The Company appointed three independent Director's to an Audit Committee which has been actively involved in the Company's internal controls over financial reporting through communications with the Company's management and outside auditors.

No other significant changes were made to internal controls.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

None

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

During the three month period ended March 31, 2012, the Company sold shares of its restricted common stock directly and through the exercise of outstanding stock purchase warrants as follows: 1,102,500 shares for \$2.00 per share (\$2,205,000), and 200,000 shares for \$.30 per share (\$60,000).

During the three month period ended June 30, 2012, the Company sold shares of its restricted common stock directly and through the exercise of outstanding stock purchase warrants as follows: 953,834 shares for \$3.00 per share (\$2,851,964), and 25,265 shares were issued as a cashless exercise of warrants.

\$414,661 was paid for fees in connection with the issuance of the above shares, and was recorded as a reduction of additional paid in capital.

Common stock sold is restricted as defined under Rule 144. In management's opinion, the offer and sale of the securities were made in reliance on exemptions from registration provided by Section 4(2) and Rule 506 of Regulation D of the Securities Act of 1933, as amended and other applicable Federal and state securities laws. Proceeds received on sales of common stock were used for general corporate purposes.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

The registrant has no outstanding senior securities.

ITEM 4. MINE SAFETY DISCLOSURES

None.

ITEM 5. OTHER INFORMATION

None

Item 6. EXHIBITS AND REPORTS ON FORM 8-K

Exhibit 95 MINE SAFETY DISCLOSURES

Pursuant to Section 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "Dodd-Frank Act"), issuers that are operators, or that have a subsidiary that is an operator, of a coal or other mine in the United States are required to disclose in their periodic reports filed with the SEC information regarding specified health and safety violations, orders and citations, related assessments and legal actions, and mining-related fatalities. During the six month period ended June 30, 2012, the Company had no material specified health and safety violations, orders or citations, related assessments or legal actions, mining-related fatalities, or similar events in relation to the Company's United States operations requiring disclosure pursuant to Section 1503(a) of the Dodd-Frank Act.

Mine

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| Mine Act §104 Violations (1) | Mine Act §104(b) Orders (2) | Mine Act §104(d) Citations and Orders (3) | Mine Act §(b)(2) Violations (4) | Mine Act §107(a) Orders (5) | Proposed Assessments from MSHA (In dollars\$) | Mining Related Fatalities | Mine Act §104(e) Notice (yes/no) (6) | Pending Legal Action before Federal Mine Saftey and Health Review Commission (yes/no) |
|------------------------------|-----------------------------|---|---------------------------------|-----------------------------|---|---------------------------|--------------------------------------|---|
|------------------------------|-----------------------------|---|---------------------------------|-----------------------------|---|---------------------------|--------------------------------------|---|

|                    |   |   |   |   |             |   |    |    |
|--------------------|---|---|---|---|-------------|---|----|----|
| Bear River Zeolite | 0 | 0 | 0 | 0 | \$ 1,126.00 | 0 | No | No |
|--------------------|---|---|---|---|-------------|---|----|----|

Certifications

Certifications Pursuant to the Sarbanes-Oxley Act

Reports on Form 8-K None

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)

Date: June 20, 2013

By: /s/ John C. Lawrence  
John C. Lawrence, Director and President  
(Principal Executive)

Date: June 20, 2013

By: /s/ Daniel L. Parks  
Daniel L. Parks, Chief Financial Officer

Date: June 20, 2013

By: /s/ Alicia Hill  
Alicia Hill, Controller