

# SECURITIES AND EXCHANGE COMMISSION

## FORM 10QSB/A

Optional form for quarterly and transition reports of small business issuers under section 13 or 15(d) [amend]

Filing Date: **2003-02-10** | Period of Report: **2002-09-30**  
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### FILER

#### TINTIC GOLD MINING CO

CIK: **1159275** | IRS No.: **870448400** | State of Incorporation: **UT** | Fiscal Year End: **1231**  
Type: **10QSB/A** | Act: **34** | File No.: **000-33167** | Film No.: **03546072**  
SIC: **1040** Gold and silver ores

Mailing Address  
3098 SOUTH HIGHLAND  
DRIVE #323  
SALT LAKE CITY UT  
84106-3085

Business Address  
3098 SOUTH HIGHLAND  
DRIVE  
#323  
SALT LAKE CITY UT  
84106-3085  
(801) 467-2021

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 third quarter ended September 30, 2002  
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( ) TRANSITION REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934 (NO FEE REQUIRED)

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

Commission File Number: 000-33167  
-----

TINTIC GOLD MINING COMPANY  
-----

(Exact name of small business issuer as specified in its charter)

UTAH  
-----

87-0448400  
-----

(State or other jurisdiction of incorporation)

(I.R.S. EMPLOYER ID NO.)

3131 Teton Drive  
Salt Lake City, Utah  
-----

84109  
-----

(Address of principal executive offices)

(Zip Code)

(801) 467-2021  
-----

(Issuer's telephone number, including area code)

Indicate the number of shares outstanding of each of the Issuer's  
classes of common stock, as of the latest practicable date.

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Common Capital Voting Stock,  
\$0.001 par value per share

2,817,720 shares

#### FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-QSB, Financial Statements and Notes to Financial Statements contain forward looking-statements. All statements made in this Report or in another Report incorporated by reference that are not statements of historical fact are forward-looking statements. We caution the reader not to place undue reliance on any forward-looking statements, which speak only as of the date of the respective Reports. Important factors could cause actual results to differ from those expressed in the forward-looking statements.

Tintic Gold Mining Company is referred to herein as the "Company," "Tintic Gold" or any derivations thereof.

#### PART I FINANCIAL INFORMATION

##### Item 1. Financial Statements.

TINTIC GOLD MINING COMPANY  
(A Development Stage Company)

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<TABLE>

TINTIC GOLD MINING COMPANY  
(A Development Stage Company)  
CONDENSED BALANCE SHEETS  
(UNAUDITED)

<CAPTION>

	September 30, 2002	December 31, 2001
<S>	<C>	<C>
ASSETS		
Current Assets		
Cash and cash equivalents	\$ 22,028	\$ 29,860
Income tax receivable	-	3,876
	-----	-----
Total Current Assets	22,028	33,736
	-----	-----
Total Assets	\$ 22,028	\$ 33,736
	=====	=====

LIABILITIES AND STOCKHOLDERS' EQUITY

Current Liabilities		
Accounts payable	\$ 500	\$ 3,184
Accrued state franchise tax payable	100	100
	-----	-----
Total Current Liabilities	600	3,284
	-----	-----
Stockholders' Equity		
Common Stock - \$0.001 par value; 10,000,000 shares authorized; 2,817,720 shares issued and outstanding	2,818	2,818
Additional paid-in capital	52,157	52,157
Accumulated deficit (from December 31, 1997, date of quasi-reorganization)	(33,547)	(24,523)
	-----	-----
Total Stockholders' Equity	21,548	30,452
	-----	-----
Total Liabilities and Stockholders' Equity	\$ 22,028	\$ 33,736
	=====	=====

</TABLE>

See accompanying notes to unaudited condensed financial statements.

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<TABLE>

TINTIC GOLD MINING COMPANY  
(A Development Stage Company)

CONDENSED STATEMENTS OF OPERATIONS  
(UNAUDITED)

<CAPTION>

	For the Period From December 31, 1997 (Date of inception of the Development Stage)				
	For the Three Months Ended September 30,		For the Nine Months Ended September 30,		
	2002	2001	2002	2001	2002
<S>	<C>	<C>	<C>	<C>	<C>
Income					
Interest and dividend income	\$ 81	\$ 403	\$ 276	\$ 1,458	\$ 8,528
Gain (loss) on sale of marketable securities	-	-	-	(604)	8,084
	-----	-----	-----	-----	-----
Total Income	81	403	276	854	16,612
 General and Administrative Expenses	 1,146	 11,270	 9,300	 18,482	 51,367
	-----	-----	-----	-----	-----
Loss Before Income Taxes	(1,065)	(10,867)	(9,024)	(17,628)	(34,755)
 Provision for Income Taxes (Expense) Benefit	 - -	 - -	 - -	 (135)	 1,208
	-----	-----	-----	-----	-----
Net Loss	\$ (1,065)	\$ (10,867)	\$ (9,024)	\$ (17,763)	\$ (33,547)
	=====	=====	=====	=====	=====
 Basic Loss Per Share	 \$ (0.00)	 \$ (0.00)	 \$ (0.00)	 \$ (0.01)	
	=====	=====	=====	=====	
 Weighted Average Common Shares Used in Per Share Calculations	 2,817,720	 2,317,720	 2,817,720	 2,317,720	
	=====	=====	=====	=====	

</TABLE>

See accompanying notes to unaudited condensed financial statements.

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<TABLE>

TINTIC GOLD MINING COMPANY  
(A Development Stage Company)  
CONDENSED STATEMENTS OF CASH FLOWS  
(UNAUDITED)

<CAPTION>

	For the Nine Month Period Ended September 30,		For the Period From December 31, 1997 (Date of Inception of the Development Stage) Through September 30, 2002
<S>	2002	2001	
	<C>	<C>	<C>
Cash flows from operating activities:			
Net loss	\$ (9,024)	\$ (17,763)	\$ (33,547)
Adjustments to reconcile net loss to net cash used by operating activities:			
Stock issued for services	-	-	15,000
Loss (gain) from sale of securities	-	604	(8,086)
Changes in assets and liabilities:			
Accounts payable	(2,684)	5,395	500
Income tax refund receivable	3,876	-	-
Deferred tax asset	-	135	-
Income taxes payable	-	(1,113)	(565)
	-----	-----	-----
Net cash used by operating activities	(7,832)	(12,742)	(26,698)
Cash flows from investing activities:			
Purchase of securities	-	-	(7,609)
Proceeds from sale of securities	-	7,005	23,962
	-----	-----	-----
Net cash flows provided by investing activities	-	7,005	16,353
	-----	-----	-----
Net decrease in cash	(7,832)	(5,737)	(10,345)
Cash and cash equivalents at beginning of period	29,860	45,051	32,373
	-----	-----	-----
Cash and cash equivalents at end of period	\$ 22,028	\$ 39,314	\$ 22,028
	=====	=====	=====
Additional cash flow information:			
Cash paid for income taxes	\$ 100	\$ 1,113	\$ 3,565
	=====	=====	=====

</TABLE>

See accompanying notes to unaudited condensed financial statements.

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TINTIC GOLD MINING COMPANY  
(A Development Stage Company)  
NOTES TO CONDENSED FINANCIAL STATEMENTS  
(UNAUDITED)

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Interim Financial Statements The accompanying financial statements are unaudited. In the opinion of management, all necessary adjustments (which include only normal recurring adjustments) have been made to present fairly the financial position, results of operations and cash flows for the periods presented. Certain information and disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. It is suggested that these condensed financial statements be read in conjunction with the Company's financial statements and notes thereto included in the Form 10-KSB for the year ended December 31, 2001. The results of operations for the nine months ended September 30, 2002 are not necessarily indicative of the operating results to be expected for the year ended December 31, 2002.

Business Condition As shown in the financial statements, during the nine months ended September 30, 2002, the Company incurred a loss of \$9,024 and used cash from operations of \$7,832. The general and administrative expenses for the nine months ended September 30, 2002 continued to reflect the Company's involvement in activities to raise additional funds to develop its mining properties. No additional funds have been raised as of September 30, 2002. For the period from December 31, 1997 (date of inception of the development stage) through September 30, 2002, the Company's income has been generated solely from dividends earned on cash, cash equivalents and available-for-sale securities and from net gains on the sale of marketable securities. The Company sold all marketable securities during the year ended December 31, 2001; therefore, marketable securities will no longer be a source of income. Management anticipates that capital will be needed to maintain its corporate status and necessary funds will most likely be provided by the Company's existing cash reserves. However, the Company's ability to reach planned operations is dependent upon its ability to obtain additional debt or equity financing, to generate sufficient cash flow from mining operations, and ultimately to attain profitable operations.

#### NOTE 2 - COMMITMENTS

During 1980, a former president of the Company entered into an agreement with the Company whereby he settled a note due from the Company and relinquished his direct control of the Company. Among other consideration, the Company conveyed to the former president a 3% net smelter return on any ores sold from its historical patented mining claims held, plus surface rights. The Company retained rights to enter and exit the property for exploration and mining activity.

#### NOTE 3 TERMINATED PURCHASE AGREEMENT

On May 8, 2002, the Company entered into a non-binding letter of intent to acquire Zer Communications, an Israeli company engaged in the development of telecommunications and voice mail technology. On October 30, 2002, the Company terminated its letter of intent with Zer Communications. All costs incurred in connection with the terminated acquisition have been charged to operations as of September 30, 2002. Recently however, the Company has

reopened negotiations with Zer Communications and is working on completing the terms of the letter of intent.

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

Tintic Gold Mining Company ("Tintic Gold" or "Company") is engaged in mineral exploration. Its discussion hereunder is based on certain reasonable expectations concerning the mining industry, the demand for precious metals, and the sources and potentials for obtaining financial capital, all of which involve "forward-looking statements." The Company does not intend to forecast what may or may not occur in the future, nor will the Company predict that any particular event may or may not occur. Management emphasizes that it can neither control nor predict many of these risks and uncertainties.

The Company has been in the process of reactivating itself and is now in the position of determining what business opportunities are available to it, including evaluating the possible future exploration of its patented mining claims. Prior to the filing of its registration statement on Form 10-SB in September 2001, the Company was a passive entity whose income had been received from the leasing of its mining properties. Except for a "quasi-reorganization" made effective on the Company's books and records as of December 31, 1997, the Company has had no substantial activity since 1997, the date that its mining lease with Centurion Mines Corporation and its successor, Grand Central Silver Mines, lapsed.

### Plan of Operations

During the quarter ended September 30, 2002, Tintic Gold did not conduct any business activity that resulted in revenues other than in the nature of interest income derived from its cash and cash equivalents. All of its activities during the quarter were devoted to further reactivating itself, filing its second quarterly report on Form 10-QSB, and otherwise further establishing a business plan and plan of operation.

On October 30, 2002, the Company terminated its letter of intent with Zer Communications as originally announced in a Form 8-K filed by the Company on May 23, 2002. However, subsequent to the termination, the Company re-opened negotiations and is currently still working on completing this letter of intent. See also Item 5 below.

The working capital of Tintic Gold at September 30, 2002, was approximately \$21,428. The Company's existing working capital has been funded from revenue generated in the past from the leasing of its mining properties.

Tintic Gold will likely require additional financing to continue to develop its business plan and to begin its implementation. Management believes this amount may be substantial. Tintic Gold currently has no sources of financing,



including bank or private lending sources, or equity capital sources. No assurance can be given that Tintic Gold will be able to develop any sources of financing in the future. Further, no assurance can be given or made that at such time as its existing working capital runs out, if and when it does, that individual members of management will loan or advance the Company sufficient money to make it continue as a going concern. To implement its business plan and engage in the exploration of its mining properties, Tintic Gold will need substantial additional funding. Because these requirements are in the more distant future, management has not yet begun to develop methods or plans of financing. If and when necessary, management expects that it will use equity, debt and other arrangements such as joint ventures to fund these stages of its business plan to the extent such is necessary. Based on the Company's current liquidity situation and in spite of statements to the effect that the Company will more than likely need additional funding to carry out or implement its plan of operation, the Company believes that it has sufficient working capital to carry it through the next eighteen months without having to pursue additional financing or the raising of additional capital.

The Company's goal and ultimate objective is to generate recurring cash flow by establishing long-term business opportunities. The uncertainty of future events, however, presently limits Tintic Gold's ability to provide any assurances regarding its ability to implement such a plan, raise financial resources, or undertake these or any other business activities.

During the next twelve to eighteen months, the Company will actively seek out and investigate possible business opportunities with the intent to acquire or merge with one or more business ventures, all with a view towards further exploring its mining properties, properties that it believes are valuable. If and when the funds are available for such purpose, management believes that further exploration on the Company's patented mining claims may be warranted, even though they cover a relatively small number of acres.

The Company does NOT have sufficient other funds of its own to finance exploration costs, or to make capital improvements to its properties and operating facilities.

Should the Company be unable to raise a significant amount of additional working capital in the next eighteen months, it more than likely would not have sufficient funds, or access to sufficient funds, for exploration work. As a result, Tintic Gold's plan of operation depends largely on its ability to cultivate financial resources and business arrangements with investors and larger and better-capitalized mining or exploration companies.

The Company does not intend to use or hire any employees, with the possible exception of part-time clerical assistance on an as-needed basis. Outside advisors or consultants may be used if they can be obtained for minimal cost or on a deferred payment basis. Management is confident that it will be able to operate in this manner and to continue its search for business opportunities and arrangements during at least the next eighteen months.

The Company's business plan is and will be directed primarily toward seeking

out business opportunities and also pursuing the eventual and possible exploration of its patented mining claims. The mineral interests and rights with respect to these claims are believed to represent durable value for exploration as Tintic Gold owns these patented mining claims in fee simple.

Item 3. Controls and Procedures.

The Company maintains controls and procedures designed to ensure that the information required to be disclosed in the reports that the Company files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission. Based upon their evaluation of those controls and procedures performed within 90 days of the filing date of this report, the Company's chief executive officer and the principal financial officer (or persons performing similar functions) concluded that the Company's disclosure controls and procedures were adequate. As a result of its evaluation, the Company has made no significant changes in its internal controls or other factors that could significantly affect the controls and other procedures already in place.

PART II OTHER INFORMATION

Item 5. Other Information.

Because the proposed acquisition transaction with Zer Communications was not proceeding as scheduled or anticipated, the Company, on October 30, 2002, terminated the letter of intent and ceased further negotiations with Zer Communications. However, subsequent to the termination, the Company has re-opened negotiations and is currently working on completing this letter of intent. This proposed transaction was originally announced and discussed in a Form 8-K filed by the Company on May 23, 2002. The proposed transaction was also briefly referenced in the Company's last Form 10-QSB for its quarter ended June 30, 2002.

Item 6. Exhibits and Reports on Form 8-K.

(a) Exhibits

None.

(b) Reports on Form 8-K

None.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Issuer has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

TINTIC GOLD MINING COMPANY  
(Issuer)

Date: 2/10/03

/s/ George Christopoulos  
-----

By: George Christopoulos,  
Its: President and Chairman of the  
Board

CERTIFICATION PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, George Christopoulos, Chief Executive Officer of Tintic Gold Mining Company, (the "Registrant"), certify that:

1. I have reviewed this amended Quarterly Report on Form 10-QSB/A-1 of the Registrant;
2. Based on my knowledge, this Quarterly Report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this Quarterly Report;
3. Based on my knowledge, the financial statements, and other financial information included in this Quarterly Report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this Quarterly Report;
4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the Registrant and we have:
  - a) designed such disclosure controls and procedures to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this Quarterly Report is being prepared;
  - b) evaluated the effectiveness of the Registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this Quarterly Report (the "Evaluation Date"); and
  - c) presented in this Quarterly Report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the Registrant's auditors and the audit committee of Registrant's Board of Directors (or persons performing the equivalent function);

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

6. The Registrant's other certifying officer and I have indicated in this Quarterly Report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Dated: February 10, 2003

/s/George Christopoulos  
George Christopoulos  
Chief Executive Officer

CERTIFICATION PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Hugh Coltharp, Secretary/Treasurer of Tintic Gold Mining Company, (the "Registrant"), certify that:

1. I have reviewed this amended Quarterly Report on Form 10-QSB/A of the Registrant;

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

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

4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the Registrant and we

have:

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

5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the Registrant's auditors and the audit committee of Registrant's Board of Directors (or persons performing the equivalent function);

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

6. The Registrant's other certifying officer and I have indicated in this Quarterly Report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Dated: February 10, 2003

/s/Hugh Coltharp  
Hugh Coltharp  
Secretary/Treasurer

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

In connection with the amended Quarterly Report of Tintic Gold Mining

Company (the "Registrant") on Form 10-QSB/A for the period ending September 30, 2002, as filed with the Securities and Exchange Commission on the date hereof (the "Quarterly Report"), We, George Christopoulos, CEO, President, and Chairman of the Board and Hugh Coltharp, Secretary/Treasurer and a director of the Registrant, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Quarterly 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 Quarterly Report fairly presents, in all material respects, the financial condition and result of operations of the Registrant.

/s/George Christopoulos  
George Christopoulos  
CEO, President and  
Chairman of the Board  
February 10, 2003

/s/Hugh Coltharp  
Hugh Coltharp  
Secretary/Treasurer  
and director  
February 10, 2003