

METALLINE MINING CO  
Form 10KSB/A  
May 31, 2006

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

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**FORM 10-KSB/A No. 1**

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ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

**For the fiscal year ended October 31, 2005**

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: **000-27667**

**Metalline Mining Company**

(Name of small business issuer in its charter)

Nevada

(State or other jurisdiction of incorporation or organization)

**91-1766677**

(IRS Employer Identification No.)

**1330 E. Margaret Ave.**

**Coeur d'Alene, ID 83815**

(Address of principal executive offices, Zip Code)

Issuer's telephone number: **(208) 665-2002**

Securities registered under Section 12 (b) of the Exchange Act: None

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

Common Stock  
(Title of class)

Check whether the issuer is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act.

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

Yes  No

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-B contained in this form, and no disclosure will be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB or any amendment to this Form 10-KSB.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

State issuer's revenues for its most recent fiscal year. None.

The aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was sold, as of May 17, 2006 was \$133,012,323.

The number of shares of common stock outstanding as of May 17, 2006 was 34,105,724.

Transitional Small Business Disclosure Format (Check one): Yes  No

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**METALLINE MINING COMPANY ANNUAL REPORT  
ON FORM 10-KSB FOR THE FISCAL YEAR  
ENDED OCTOBER 31, 2005**

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**METALLINE MINING COMPANY ANNUAL REPORT  
ON FORM 10-KSB FOR THE FISCAL YEAR  
ENDED OCTOBER 31, 2005**

**FORWARD-LOOKING STATEMENTS**

This annual report on Form 10-KSB contains forward-looking statements regarding future events and Metalline Mining Company's (the "Company's") future results that are subject to the safe harbors created under the Securities Act of 1933 (the "Securities Act") and the Securities Exchange Act of 1934 (the "Exchange Act"). These statements are based on current expectations, estimates, forecasts, and projections about the industry in which the Company operates and the beliefs and assumptions of the Company's management. Words such as "expects," "anticipates," "targets," "goals," "projects," "intends," "plans," "believes," "seeks," "estimates," "continues," "may," variations of such words, and similar expressions are intended to identify such forward-looking statements. In