CONFORMED

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

(Mark One)

[X] Annual report pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934 [Fee Required]

For the fiscal year December 31, 1991 or

[ ] 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 0-9370

USMX, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

84-1076625
(I.R.S. Employer Identification No.)

141 Union Boulevard, Suite 100
Lakewood, Colorado
(Address of principal executive offices)

80228
(Zip Code)

(303) 985-4665
Registrant's telephone number, including area code

Securities registered pursuant to Section 12(b) of the Act: None
Securities registered pursuant to Section 12(g) of the Act:
Common Stock, $.001 Par Value
(Title of class)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 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_.**

The aggregate market value of the voting stock held by non-affiliates of the Registrant was approximately $20,673,116. This calculation is based upon the closing price of the stock as reported on the NASDAQ National Market System on March 16, 1992.

The number of shares of the Registrant's $.001 par value common stock outstanding as of March 16, 1992 was 14,954,317.

DOCUMENTS INCORPORATED BY REFERENCE

Items 10, 11, 12 and 13 are anticipated to be included in the definitive proxy statement.

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not 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-K or any amendment to this Form 10-K. **Disclosure contained herein__ Disclosure not contained herein✓.**

Table of Contents

Item 1. **Business.** 3

Item 2. **Properties.** 7

Item 3. **Legal Proceedings.** 14

Item 4. **Submission of Matters to a Vote of Security Holders.** 14

Item 5. **Market For The Registrant's Common Equity And Related Stockholder Matters.** 15

Item 6. **Selected Financial Data** 16

Item 7. **Management's Discussion and Analysis of Financial Condition and Results of Operations.** 17

Item 8. **Financial Statements and Supplementary Data.** 24

Item 9. **Change in and Disagreements with Accountants on Accounting and Financial Disclosure.** 26

Item 14. **Exhibits, Financial Statement Schedules, and Reports on Form 8-K** 26

INDEX TO EXHIBITS 27

PART I

Item 1. Business.

(a) General Development of Business.

USMX, INC., the Registrant, was organized as a Delaware corporation in December 1987 to be the successor to U.S. Minerals Exploration Company, a Colorado corporation, organized in October 1979. The merger was effective in February 1988 after shareholder approval was obtained. All references in this Annual Report to the "Company" or "USMX" include USMX, INC., its predecessor, U.S. Minerals Exploration Company, and the wholly-owned subsidiaries of USMX, INC., USMX of Montana, Inc., USMX of Nevada, Inc., USMX Mining, Inc. and MXUS S.A. de C. V., unless the context otherwise requires.

The Company engages in the exploration, development, and operation of precious metal properties. All of the Company's producing properties are located in White Pine County, Nevada, northwest of Ely, Nevada. The Company's principal mining project is the Alligator Ridge property.

In May 1990, the Company completed the purchase of the Alligator Ridge Mine, which included partially leached gold ore on heaps, gold recovery facilities, a mining fleet, a CIL mill, and approximately 26,000 acres of mineral interests in the Alligator Ridge trend, located in White Pine County, Nevada, 65 miles northwest of Ely, Nevada. During 1991, the Company produced 17,366 ounces of gold primarily from heap leaching and gold recovery operations on the existing ore heaps at the Alligator Ridge Mine, and defined additional resources within the existing permit area of the mine that may provide near term production opportunities.

The Company commenced open pit mining at its Casino Mine in June 1990 and completed mining in May 1991. Gold recovery operations continued throughout the remainder of the year at Casino. In July 1991 the Company commenced mining at the Winrock Mine. Ore from the Casino and Winrock Mines share processing facilities. Production from the Casino/Winrock facility totaled 19,979 ounces in 1991.

The Company completed mining, crushing and stacking operations at its Green Springs Mine in June 1990. Reclamation of pits, haul roads and waste dumps continued during 1991. Heap leaching and gold recovery operations also continued throughout 1991. Gold production at Green Springs for 1991 totaled 4,983 ounces.

The Company completed development drilling and an internal feasibility study for the Yankee Project at Alligator Ridge in the first half of 1991.

Construction of the mine and recovery facility commenced in September. Mining had commenced by year end, and initial gold production is scheduled for the second quarter of 1992 at an estimated production rate of 21,000 ounces per year.

The Montana Tunnels Mine, located near Helena, Montana, which is operated by a wholly owned subsidiary of Pegasus Gold Corporation (Pegasus), commenced mining operations in 1987. Pegasus owns 100 percent working interest in the property, subject to the greater of a five percent net profits royalty interest or minimum advance royalties of $60,000 per month to the Company until certain construction, land acquisition, associated financing and other costs have been recovered by Pegasus, defined as Payout. After Payout, the Company is entitled to receive a fifty percent net profits royalty interest. As of December 31, 1991 the economics of the Montana Tunnels Mine were such that Payout is unlikely to occur during the projected life of the mine. The Company continues to receive minimum advance royalties of $60,000 per month.

During 1991, the Company spent a total of approximately $1,965,000 for continued exploration work. The Company concentrated its efforts on its Alligator Ridge property including the Yankee, East Top, Horseshoe, Poker Flats, Galaxy and Vantage Projects. The Company anticipates it will continue exploration efforts on its Alligator Ridge property and other properties more fully described in Item 2 below. In 1991, the Company terminated its interest in several projects. See Item 7 below.

(b) Financial Information About Industry Segments.

The Company operates in only one segment, mineral activities.

(c) Narrative Description of Business.

The Company has been engaged primarily in the exploration, development, and operation of precious metal properties. The Company's current objective is to locate and acquire prospects which can be profitably mined by open-pit methods. The Company believes that the Montana Tunnels Mine, which was put into production by Pegasus in March 1987, the Green Springs Mine which was put into production by the Company in June 1988, the Casino Mine which was put into production by the Company in 1990, the Winrock Mine which was put into production by the Company in 1991, and the Yankee Mine at which the Company began mining operations in 1991 meet these criteria. However, no assurance can be given that any other properties presently owned by the Company or which might be acquired will have similar attributes. The search for this type of deposit involves high risk, and development requires large capital outlays and a high degree of operational expertise.

The Company has historically obtained much of the financing for exploration of its properties primarily from larger industry partners through joint venture or lease arrangements. This mode of financing has allowed the Company to reduce much of the high risk exploration exposure while retaining a

participating or a royalty interest in the properties. Exploration activities at Montana Tunnels were financed primarily through these types of arrangements. Much of the preliminary exploration on Green Springs prior to 1986 was also financed through such arrangements. Exploration of the Casino and Winrock Projects was initially funded jointly by the Company and Pegasus. Although the Company intends to continue this mode of financing where appropriate, it has more recently assumed a greater portion of the risks and increased its potential rewards by exploring and/or developing certain properties without participation by industry partners. The Alligator Ridge acquisition, as well as development of Casino, Winrock and Yankee were financed entirely from the Company's internally generated cash.

The availability of mining prospects in the United States is dependent upon the Company's ability to negotiate leases with property owners or locate claims pursuant to the General Mining Law of 1872. Increased governmental regulation of the location, exploration and development of mineral prospects, coupled with the increased withdrawal of public lands from mineral entry, as well as potential federal legislation to revise or replace the General Mining Law of 1872, could limit the availability of mineral prospects and increase the cost of those which are available.

From time to time, the Company is presented with and will continue to evaluate exploration and mining business opportunities outside the United States.

Other than mining leases and agreements, the Company has no patents, trademarks, licenses, franchises or concessions material to its operations.

The Company's business is generally not seasonal in nature. All of the Company's mines operate twelve months a year. However, production can be negatively impacted during the winter months due to cold weather. Other properties which may be developed in the future could be affected by winter conditions which might curtail or require suspension of mining or leaching operations during certain months of the year. Leaching operations at the Alligator Ridge Mine historically have been suspended or curtailed during certain periods in the winter.

The nature of the Company's business is such that it is not necessary for the Company to maintain large amounts of working capital within the meaning of this sub-item.

If minerals are discovered under claims or leases in which the Company owns an interest, the availability of a ready market may depend upon numerous factors not within the Company's control, including the extent of domestic production, proximity and capacity of mills, and the effect of state and federal regulations. To date, the Company has made precious metal sales from its Green Springs Mine, Alligator Ridge Mine and Casino/Winrock Mine and has not been dependent upon any single customer for its products. Typically, gold can be readily sold in numerous markets. The Company also uses forward sales

contracts in connection with its marketing program.

As of December 31, 1991 the Company had entered into forward sales contracts for 28,197 ounces of gold for delivery at various dates through March 1, 1993 at an average selling price of $371 per ounce. Also at December 31, the Company had 2,000 ounces of gold put option contracts sold at a $360 per ounce strike price for various expiration dates through March 1992, and had sold 13,600 ounces of gold call option contracts at a per ounce strike price ranging from $365 to $410 per ounce expiring during the period January 29, 1992 through December 29, 1992.

As of March 16, 1992 the Company had entered into forward sales contracts for 23,250 ounces of gold for delivery at various dates through March 1, 1993 at an average selling price of $372 per ounce. Also at March 16, 1992, the Company had 1,000 ounces of gold put option contracts sold at a $360 per ounce strike price expiring March 27, 1992, and had sold 12,100 ounces of gold call option contracts at a per ounce strike price ranging from $384 to $410 per ounce expiring during the period March 27, 1992 through December 29, 1992.

The Company has no backlog of orders.

No portion of the Company's business is subject to renegotiation of profits or termination of contracts or subcontracts at the election of the Government.

The Company must compete for mineral properties with many companies, including those which are substantially larger and possess greater financial resources than the Company.

Exploration and development of mineral prospects by the Company are subject to local, state and federal regulations regarding environmental considerations. The United States Department of Interior, Bureau of Land Management (BLM) and the State of Nevada, Division of Environmental Protection (NDEP) jointly promulgated new mining reclamation and bonding rules effective October 1, 1990. Pursuant to the new rules, before operations are permitted to proceed under all new mining plans of operations or major plan modifications filed after the effective date, the operator is required to provide surety in an amount equal to the estimated cost to perform required reclamation. For purposes of determining the amount of surety required, the assumption is made that the reclamation work will be performed entirely by outside contractors with no involvement by the operator.

On July 3, 1991, pursuant to the new bonding rules, the Company provided reclamation surety in the amount of $853,000 for its Casino/Winrock operation prior to commencement of mining operations at the Winrock site. The surety comprised a BLM bond in the amount of $215,000 collateralized by a certificate of deposit and application for a corporate guarantee pursuant to State of Nevada regulations for the balance of $638,000. The State of Nevada has advised the BLM that the Company satisfies the financial tests established by

Nevada regulations for providing the corporate guarantee. In the development and acquisition of mineral properties, the Company's compliance with environmental quality requirements will continue to necessitate significant capital outlays in the future. Although compliance with these laws and regulations has not had a material effect on the Company's operations, the Company cannot predict whether any future operations will be materially and adversely affected thereby. The Company's balance sheet at December 31, 1991 reflects a total of $1,951,000 in future reclamation liabilities associated with its mining and leaching activities at Green Springs, Casino/Winrock and Yankee and its acquisition of the Alligator Ridge Mine.

The number of persons employed by the Company at March 16, 1992 was eighty-four.

(d) Financial Information about Foreign and Domestic Operations and Export Sales.

During 1991 the Company incorporated USMX Mining, Inc. under the British Columbia Company Act in anticipation of a potential acquisition in the Province of British Columbia which was not consummated. USMX Mining, Inc. had no material assets or obligations as of December 31, 1991.

Also during 1991, the Company caused the incorporation of a Mexican subsidiary, MXUS S.A. de C. V. to facilitate potential acquisitions in Mexico. To date no material expenditures or obligations have been incurred by this subsidiary.

Item 2. Properties.

Office Facilities.

The Company leases facilities used for its executive offices at 141 Union Boulevard, Suite 100, Lakewood, Colorado 80228. The Company also leases office facilities for its exploration office in Reno, Nevada, and for certain administrative functions in Ely, Nevada. In addition, the Company maintains office facilities for most of its Nevada operations group at the Alligator Ridge Mine location.

Alligator Ridge Mine

In May 1990, the Company completed the purchase of the Alligator Ridge Mine which included partially leached gold ore on heaps, gold recovery facilities, a mining fleet, a CIL mill, and approximately 26,000 acres of mineral interests in the Alligator Ridge trend, located in White Pine County, Nevada, 65 miles northwest of Ely, Nevada.

The Company is liable for a maximum four percent net smelter return royalty on precious metals produced from the acquired property.

During 1991, the Company continued heap leaching and gold recovery operations at the Alligator Ridge Mine and produced approximately 17,366 ounces of gold primarily from releaching of existing ore heaps, at a cash cost of $179 per ounce. Production for 1992 is anticipated to be 10,500 ounces of gold, with most of the production coming from the continued releaching of existing heaps.

Releaching of the heaps in 1991 was enhanced by shallow drilling and blasting of small areas on two of the heaps. The heap blasting proved to be effective in fracturing impermeable layers within the heaps, which improved the percolation of gold recovering solution.

Due to the success of the heap blasting in 1991, a more aggressive program is planned for 1992. Approximately 1,700 shallow blast holes will be drilled over five different areas. This blasting will impact a significant portion of the approximately seven million tons of material within the heaps.

The ability to achieve the budgeted 1992 production will be heavily dependent upon the blasting program. Although there is a high degree of uncertainty associated with projecting gold production from old heaps, experience indicates the 1992 estimate of 10,500 ounces to be realistic.

Yankee

An internal feasibility study of the Yankee Project was completed in the second quarter of 1991. The construction of heap leach and carbon adsorption facilities near the proposed Yankee pits was begun in September 1991, and mining operations had begun by the end of the year. As of December 31, 1991, the company had mined 36,420 tons of ore at an average grade of .041 ounces of gold per ton.

Completion of the heap leach facilities is expected by the end of the first quarter of 1992 with gold production scheduled for the second quarter. Loaded carbon will be transported to the Alligator Ridge facilities for refining and the production of dore' bullion. The Company also completed renovation of a crusher acquired with the Alligator Ridge property for use at the Yankee Project.

The current minable reserve for Yankee is estimated to be 2,000,000 tons of ore containing approximately 93,000 ounces of gold, at a strip ratio of 2:1. At the projected recovery rate of 75 percent, approximately 70,000 ounces of gold should be produced from the Yankee Project through 1994. In addition to the proven reserves, the Company estimates that there are 15,000 ounces of recoverable gold which are classified as a probable reserve at December 31, 1991, and 32,000 ounces of recoverable gold classified as an inferred resource.

Casino/Winrock

The Casino and Winrock mining properties are located in White Pine

County, Nevada, approximately 80 miles northwest of Ely and 15 miles north of the Alligator Ridge Mine. Open pit mining at Casino commenced in June 1990. A heap leach and carbon adsorption facility was constructed in 1990 at the Winrock site as a central processing facility for both ore bodies. The Company transports loaded carbon from the Winrock facilities for final processing at its Green Springs plant.

In 1991, the Company mined 735,000 tons of ore from the Casino/Winrock Mine and crushed and stacked 662,000 tons of ore at a grade of .049 ounces of gold per ton. Remaining ore reserves on December 31, 1991 at the Winrock Mine are estimated to be 555,000 tons at a grade of .047 ounces of gold per ton. At a projected recovery rate of 79 percent, approximately 24,000 ounces of gold are expected to be produced in 1992.

Cash costs of production for the 19,979 ounces of gold produced at Casino/ Winrock in 1991 were $307 per ounce.

The Company entered into a mineral lease on the Casino property in 1987 which has a term of 20 years. The owner retains a five percent gross royalty on production. In November 1991 the owner waived further advance royalty payments and work commitments through the period ending January 1, 1998.

The Company entered into a mineral lease in 1987 for the Winrock property with a term of 20 years. The owner retains a five percent gross royalty on production and a minimum advance royalty of $120,000 in 1991 and each year thereafter that the lease is in effect. The Company is also required to satisfy minimum work commitments of $150,000 annually.

Green Springs

The Company's Green Springs Mine is situated in White Pine County, Nevada, approximately 65 miles southwest of Ely. The Company completed mining, crushing and stacking operations at this mine in June, 1990. The mine was an open pit operation which utilized heap leach technology for the recovery of gold and silver. Heap leaching and gold recovery operations continued throughout 1991.

The process facility incorporates carbon adsorption, AARL carbon elution, electrowinning and electroplating to produce precious metal products which are retorted and melted to produce a dore' bullion. The dore' bullion, which normally contains 85 percent gold, is shipped for further refining.

Gold recovered from the heaps in 1991 totaled 4,984 ounces, at a cash cost of $90 per ounce. The Company mined and crushed a total of 1,278,000 tons of ore and has recovered a total of approximately 66,000 ounces of gold at a recovery rate of 91 percent from inception of operations in April 1988 through December 31, 1991.

Reclamation progressed in 1991 with an additional 20 acres of disturbance

on public land reclaimed. Reclamation will continue in 1992 as the Company concentrates on rinsing and stabilization of the heaps. An additional 900 ounces of gold production is anticipated during rinsing in 1992. Proceeds from the sale of this production will be credited against the cost of reclamation. The Company has entered into an agreement with the U.S. Bureau of Mines to jointly conduct experimental studies concerning biological detoxification of cyanide in the heaps which, if successful, could substantially reduce the cost of rinsing.

Montana Tunnels

The Montana Tunnels property, consisting of approximately 9,000 acres, is located in the Corrorado Mining District, Jefferson County, Montana, 22 miles south of Helena. This property was developed and is operated by Pegasus pursuant to an agreement with the Company. Mine and mill construction commenced in March 1986, milling operations began in March 1987, and full operating status was achieved by Pegasus in October 1987.

The Montana Tunnels Mine involves open-pit mining operations and conventional milling technology. The Montana Tunnels ore is processed through a circuit which incorporates crushing, grinding, and selective flotation to produce lead and zinc concentrates. The majority of gold and silver values is carried with the concentrates and extracted by contract smelters.

Pegasus has supplied to the Company the operating statistics for Montana Tunnels set forth in the following table:

	Year Ended December 31,	
	1991	1990
Ore milled (tons).....	4,271,000	4,153,000
Tons of lead produced.....	7,152	6,649
Tons of zinc produced.....	18,271	17,095
Ounces of gold produced.....	62,600	59,100
Ounces of silver produced.....	1,167,300	1,191,300

As of December 31, 1991, Pegasus estimates that the Montana Tunnels Mine has proven and probable ore reserves of approximately 30,283,000 tons.

The Company holds a net profits royalty interest in the Montana Tunnels Mine. The Company is entitled to the greater of a five percent net profits royalty interest or minimum advance royalties of $60,000 per month until certain construction, land acquisition and associated financing and other costs ("Recoverable Costs") have been recovered by Pegasus ("Payout"), and a 50 percent net profits royalty interest thereafter. Payout is defined in the agreement with Pegasus to occur when 90 percent of net profits equals the sum of $250,000, plus the project costs incurred subsequent to January 1, 1986, plus interest costs imputed on these costs until September 30, 1987, the date of full operation status.

Net profits, as defined, includes deduction from revenues of such costs as direct operating and administration expenses, allowable new capital expenditures, property payments, management fees, interest on debt and equity financing, repayment of gold loans, repayment of certain debt obligations, and taxes other than income taxes. As of December 31, 1991, the Net Profit Recoverable Costs were $67,732,000, as reported by Pegasus.

As of December 31, 1991 the economics of the Montana Tunnels Mine were such that Payout is unlikely to occur during the projected life of the mine. If there are significant increases in metal prices or additions to reserves at Montana Tunnels, the possibility of Payout would be improved. Irrespective of whether Payout occurs, the Company is entitled to receive minimum advance royalties of $60,000 per month from Pegasus. During 1991, the Company received the full minimum royalties of $720,000.

Principal Exploration Projects

Alligator Ridge Projects

During 1991, the Company expended approximately $1.0 million for exploration on the Alligator Ridge property holdings of approximately 1,300 unpatented lode mining claims and seven patented lode mining claims, comprising approximately 26,000 acres. The property, located in White Pine County, Nevada had been the subject of extensive exploration efforts since its acquisition in May 1990. A significant portion of the property is subject to seven lease agreements bearing a three percent gross return royalty based on gold sold from the property. Holding costs for the seven leases total $24,500 per year. A prior owner is to be paid a 1 percent net smelter return royalty on production from properties subject to the seven lease agreements. For properties not subject to the lease agreements, the prior owner will receive a four percent net smelter return royalty.

Drilling was completed by the Company in 1991 on the Poker Flats, Horseshoe, Top, East Top, Vantage and Yankee targets, all of which are part of the Alligator Ridge property. Encouraging results were obtained and further exploration is underway in 1992.

In October 1991, the Company concluded a Purchase Option Agreement with Placer Dome U. S. Inc. ("Placer") granting to Placer the right to explore and purchase separately for $5,000,000 and $6,000,000, respectively, two contiguous blocks of ground (Block A and B) located within the Bida Trend (Top Pit-East Top area) portion of the Company's Alligator Ridge property. Placer also purchased 1,000,000 shares of the Company's common stock at $2.50 per share, for a total of $2,500,000. Placer may require the Company to repurchase these shares at $1.75 per share if Placer does not exercise its option to purchase Block A.

Placer has committed to complete a minimum of $500,000 of exploration

work with respect to Block A before December 31, 1992. Block A includes the Top Mine area and East Top prospect in which the Company had previously defined a probable reserve containing 150,000 ounces of gold. Block A contains approximately 700 acres of patented and unpatented mining claims and represents about 2.0 percent of the total Company property holdings in the Alligator Ridge area. Placer may exercise its option to purchase Block A for $5,000,000 at any time before March 1, 1993.

If the option to purchase Block A is exercised, within 45 days following such election, Placer may elect to preserve its option to acquire Block B by committing to expend a minimum of $500,000 for exploration purposes on Block B before December 31, 1993. Block B is not known by the Company to contain any defined gold resources. Block B contains approximately 1,160 acres of unpatented mining claims and represents about 3.4 percent of the total Company property holdings in the Alligator Ridge area. Placer may exercise its option to purchase Block B for $6,000,000 at any time before March 1, 1994.

In addition to the purchase prices, the Company would be paid a Net Smelter Return Royalty in the event total cumulative production by Placer exceeds 270,000 ounces of gold in the case of Block A or 300,000 ounces of gold in the case of Block B. The royalty percentage varies from zero percent if the price of gold is less than $400 per ounce to five percent if the price of gold is equal to or greater than $480 per ounce. The gold price targets are to be adjusted annually based on movement in the Producer Price Index for Finished Goods.

Kinsley Mountain

The Kinsley Mountain property consists of approximately 8,000 acres of unpatented mining claims. The Company has a 40 percent working interest in the project pursuant to a Joint Venture Operating Agreement with Cominco American Resources, Inc. (Cominco). During 1991, the Company paid approximately $30,000 to Cominco for project costs incurred. The Company's share of total costs incurred to date on this project is approximately $1,087,000 as of December 31, 1991. The current minable reserves, based on the preliminary feasibility report completed by Cominco in 1988, are 2,100,000 tons with an average grade of 0.048 ounces of gold per ton, which equates to 100,800 ounces of contained gold. Assuming a 74 percent recovery factor, the project should be expected to yield approximately 75,600 ounces of gold. Cominco believes that the project could be mined by open pit methods utilizing heap leach technology. A production decision has not been made by the joint venture. Cominco anticipates conducting additional exploration on the property in 1992 to locate additional reserves. The estimated cost to the Company of this program in 1992 is $25,000.

Other Mineral Properties

The Company has additional mineral properties, located primarily in Nevada and Montana. The additional properties are either being explored solely

by the Company, by the Company and partners under joint venture agreements or by industry partners under lease from the Company. The more significant of these properties are:

PROPERTY	COUNTY	STATE	STATUS
Baggs Creek/ Hidden Hand	Powell	MT	Hecla Agreement (1)
Bullion	Elko	NV	AMAX/Westmont Agreement (2)
Oscar/ Rosebud	Pershing	NV	LAC Agreement (3)

(1) On May 29, 1991, the Company entered into an agreement with Hecla Mining Company (Hecla) covering portions of the Emery (Zosell) District. Pursuant to the terms of the agreement, the Company has retained a 4.5 percent net production royalty. Hecla is required to expend up to $2 million on or before the fifth anniversary and then provide the Company with a feasibility study. The Company may then elect to convert its royalty interest to a 35 percent participating interest.

(2) On August 15, 1980, the Company entered into a mining lease covering its Bullion property. This lease was subsequently assigned by the original lessee to AMAX Exploration, Inc. and is now subject to a joint venture between AMAX and Westmont Mining, Inc. Pursuant to the terms of the lease, the Company has retained a five percent net production royalty and Westmont has agreed to pay the Company annual advance royalties. An advance royalty of $50,000 was paid to the Company in each of 1991 and 1990 and an annual payment of $50,000 is due in 1992 and 1993. If all these annual payments are timely made, the Company will deliver a Quitclaim Deed on the property and all its rights will expire.

(3) On November 25, 1991 the Company entered into a mining lease and option agreement with LAC Minerals (USA), Inc. (LAC) covering a portion of the Rosebud District. Pursuant to the terms of the agreement, the Company retained a 4.5 percent net smelter return royalty. At such time as royalty payments total $2 million, LAC will be deemed to have purchased the property from the Company. However, the Company retains the option prior to or upon LAC's expenditure of $2 million on the property to convert its royalty interest to a 40 percent participating interest by reimbursing 60 percent of LAC's previous qualified expenditures.

Item 3. Legal Proceedings.

There are currently no legal proceedings to which the Company is a party.

Item 4. Submission of Matters to a Vote of Security Holders.

No matter was submitted to a vote of the Company's stockholders during the fourth quarter of the fiscal year covered by this Report.

PART II

Item 5. Market For The Registrant's Common Equity And Related Stockholder Matters.

The Company's Common Stock is traded on the NASDAQ National Market System under the symbol, "USMX". The range of high and low bid quotations for each quarterly period since January, 1990 as furnished by NASDAQ is as follows:

	High	Low
1990		
First Quarter	$2.82	$1.50
Second Quarter	1.75	1.25
Third Quarter	2.13	1.31
Fourth Quarter	1.50	1.00
1991		
First Quarter	1.69	1.00
Second Quarter	2.06	1.12
Third Quarter	2.06	1.44
Fourth Quarter	2.06	1.31

The above quotations reflect inter-dealer prices, without retail mark-up, mark-down or commissions and may not necessarily represent actual transactions.

At March 16, 1992, the approximate number of holders of record of the Company's Common Stock was 4,901. No cash dividends have been paid by the Company. The Company does not anticipate paying cash dividends in the near future.

Item 6. Selected Financial Data

The selected financial data should be read in conjunction with the Consolidated Financial Statements and the notes thereto which appear in this report.

(Amounts in thousands except per share data)	December 31,				
Financial Condition	1991	1990	1989	1988	1987
Working capital	$11,427	$10,582	$8,808	$5,644	$8,978
Current assets	$14,140	$12,821	$10,095	$6,974	$9,258
Total assets	$26,195	$21,132	$15,651	$13,465	$12,048
Current liabilities	$2,713	$2,239	$1,287	$1,330	$280
Long term liabilities	$1,680	$1,534	$101	$200	$0
Stockholders' equity	$20,052	$17,359	$14,283	$11,824	$11,699

	Year Ended December 31,				
Statement of Operations:	1991	1990	1989	1988	1987
Revenue	$17,564	$16,188	$14,556	$5,760	$789
Income (loss) from continuing operations	$1,928	$2,923	$2,435	($55)	($1,310)
Net income (loss)	$1,928	$2,923	$2,435	($55)	($1,310)
Net income (loss) per share	$0.14	$0.21	$0.18	-	($0.10)

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Financial Condition

Liquidity

For the year ended December 31, 1991, although net income amounted to $1.9 million, the Company generated approximately $4.1 million in cash from its operating activities as a result of charges to income which did not require cash; principally depreciation, depletion and amortization of $1.8 million and property abandonments of $0.5 million. In November 1991, the Company received $2.5 million of cash from the issuance of 1 million shares of the Company's common stock. Management believes that, given present gold prices, the Company should be able to maintain its current level of liquidity.

Capital Investment

The year ended December 31, 1991 was marked by the investment of $5.7 million in mineral properties, plant, and equipment, primarily at the Company's Alligator Ridge property, including a portion of the exploration costs incurred as discussed below. In addition, the Company invested $297,000 in other assets of which $275,000 was devoted to the purchase of Certificates of Deposit provided to regulatory agencies as surety related to reclamation obligations.

The Company expended approximately $2.0 million in exploration activities of which approximately $1.0 million was expended on various Alligator Ridge targets including $488,000 at the Yankee Project. In addition, the Company invested approximately $287,000 in completing its internal feasibility study for the Yankee Project.

In June 1991, the decision was made to proceed with development of the Yankee Project. The Company currently estimates the total capital investment in Yankee will be approximately $4.4 million, excluding cash reclamation bonding requirements estimated at approximately $0.5 million. Through December 31, 1991, the Company invested approximately $3.1 million in the construction of the Yankee Project and in the refurbishing of the crusher to be used at Yankee. The Company also invested approximately $555,000 in the design and construction of facilities related to its Casino/Winrock Project.

Capital Commitments and Resources

One of the challenges facing Company management is that of locating and developing additional production units at the Company's Alligator Ridge property and elsewhere. While it can be said that there probably will be additional production units, it is impossible to predict with any certainty when the next production unit will be developed. For that reason, it is impossible to predict the

timing and amount of capital required to develop future production units. For 1992, management of the Company believes that it will have sufficient cash from its existing cash balances, cash flows from operations, and anticipated bank borrowing capacity to fund planned capital expenditures, and to support operations, an exploration budget of approximately $2.0 million and other corporate activities.

Long term sources of capital include cash flows from operating activities, and could also include project financing through banks and lending institutions, as well as joint venture financing. The Company is continually engaged in evaluating mineral prospects for exploration, development and acquisition. As a result of these activities, the Company's need for capital is subject to change. Depending upon its need, the Company may investigate external sources of capital.

The Company is in the process of negotiating a $3,000,000 revolving line of credit with a bank using its interest in Montana Tunnels and its dore' and finished gold inventory as collateral. In addition the Company is investigating the feasibility of entering into a sale and lease-back of its renovated crusher. If management determines that such a transaction is in the best interests of the Company and if such a transaction were consummated, of which there can be no assurance, it could provide additional capital in the range of $1 million to $1.5 million.

Results of Operations

The Company achieved net income for the year ended December 31, 1991 of $1,928,000 compared with net income of $2,923,000 for 1990 and $2,435,000 for 1989. Fluctuations in the Company's results of operations arise primarily from three factors: (1) changes in the sales volume and selling price of gold, (2) changes in the cost of gold sold as properties with higher or lower production costs are added to the production mix and as those relatively short lived properties cycle from the early, high cost phase of production to the late, lower cost phase and, (3) the cost of mineral properties abandoned during any given period.

Change in the Volume and Selling Price of Gold

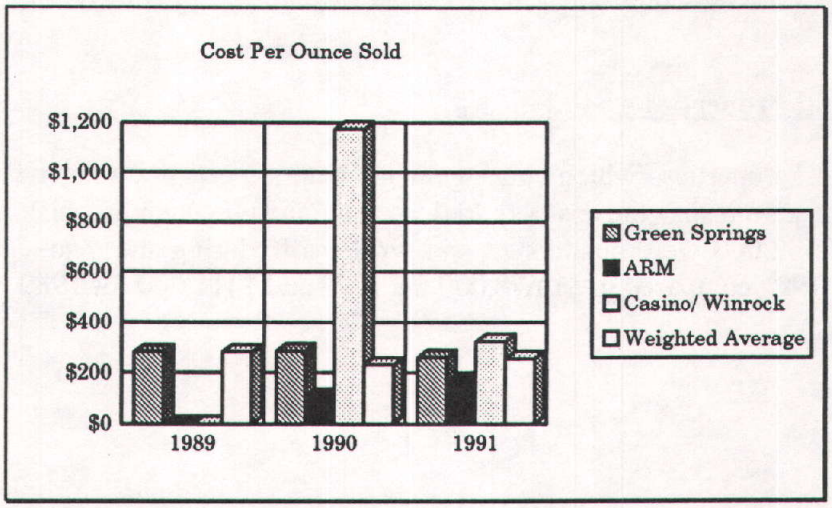
The following table analyzes the variance in gold sales revenue for the years ended December 31, 1991, 1990, and 1989:

Revenue Variance Analysis Year Ended December 31	**1991**	1990	1989
Ounces of gold sold	**43,800**	34,800	30,600
Average price realized per ounce	**$376**	$413	$440
Variances			
Gold sales revenue was higher (lower) than the previous year due to:			
More gold sold	**$3,705,000**	$1,845,000	$8,212,000
Higher (lower) gold price	**(1,602,000)**	(929,000)	595,000
Increase (decrease) in gold sales revenue over the preceding year	**$2,103,000**	$916,000	$8,807,000

The decrease in the average price realized per ounce is attributable to the decline in the market price of gold.

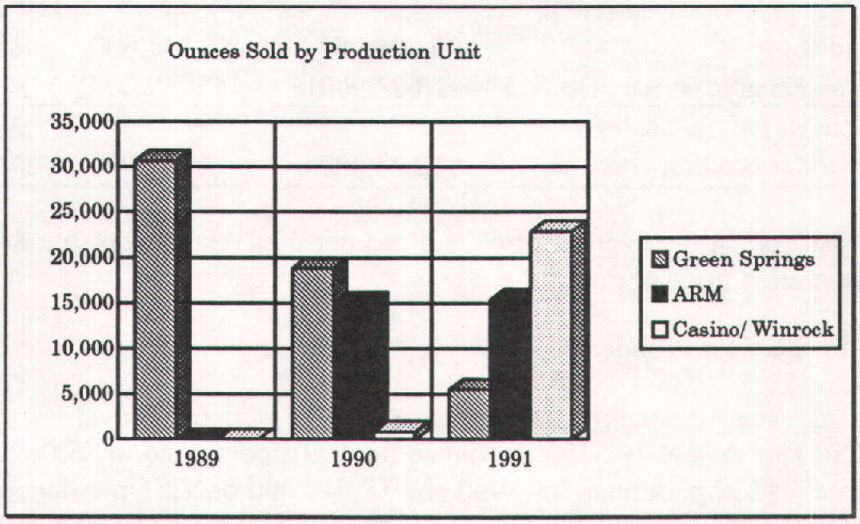
Change in the Cost of Sales

Cost of sales, excluding mining taxes and production royalties, was $11,144,000 or approximately $255 per ounce for 1991, compared to $8,009,000 or approximately $230 per ounce for 1990 and $8,613,000 or $281 per ounce for 1989. The fluctuation in cost of ounces sold is a result of the change from period to period in the mix of production from the Company's mines and the change in the cost of production throughout the life of each mine as illustrated in the following charts. The following graphically compares the cost of gold sold per ounce by mine site for the year ended December 31, 1991 versus the comparable periods of 1990 and 1989:



In 1991, the heaps at the Alligator Ridge Mine produced approximately 16,800 ounces of gold. At the beginning of 1991, management estimated there were a total of 15,000 ounces remaining in the heaps. During the fourth quarter of 1991, based on the grade and volume of solutions produced by the heaps, management revised the estimate upward by approximately 11,400 ounces to reflect an estimated 1992 production of 10,500 ounces. This revision had the effect of significantly reducing the average cost of gold sold in 1991 and deferring approximately $1.8 million in related inventory costs.

The following illustrates the change in mix of ounces sold during the year ended December 31, 1991 versus 1990 and 1989:



During 1991, the Company incurred $323,000 in mining taxes compared to $551,000 in 1990 and $103,000 in 1989. The decrease in mining taxes from 1990 to 1991 was due primarily to the lower gross profit realized in 1991. Also, the Company incurred $489,000 in royalty expense for 1991 compared to $97,000 for 1990 and none for 1989. The increase in royalty expense in 1991 is due principally to increased production at Alligator Ridge and Casino/Winrock in 1991.

Cost of Mineral Properties Abandoned

Mineral properties which management determined no longer held sufficient promise to justify the cost required to maintain and which had historical cost totaling $502,000 were abandoned and written off during the year ended December 31, 1991 compared to $1,678,000 for 1990 and $411,000 for 1989.

Other Factors

Prospecting costs during 1991 and 1990 were lower than 1989 as the Company discontinued its exploration activities in the southeastern United States and reduced prospecting activities subsequent to the purchase of Alligator Ridge.

Other income was higher in 1990 as compared to 1991 due principally to $221,000 more in interest income in 1990 compared with 1991, a gain on disposition of assets in 1990 of $125,000 principally arising from the disposition of the Company's properties in the southeastern United States, and net gain from settlement of litigation in 1990 of $373,000.

Income tax expense represents primarily current and deferred Federal Alternative Minimum Taxes. The utilization of the Company's book net operating loss carryforward offset a portion of the tax provisions, and has been classified as an extraordinary item.

Trends Affecting Future Results of Operations

As previously stated, fluctuations in the Company's results of operations arise primarily from three factors: (1) changes in the volume and selling price of gold, (2) changes in the cost of gold sold and, (3) the cost of mineral properties abandoned during any given period. The following is management's view of trends in these factors.

Change in the Volume and Selling Price of Gold

Volume

Management currently expects that gold production for 1992 will exceed 50,000 ounces compared to production of approximately 42,000 ounces in 1991. The portion of 1992 gold production which will be sold in 1992 will depend on a number of factors, including cash requirements.

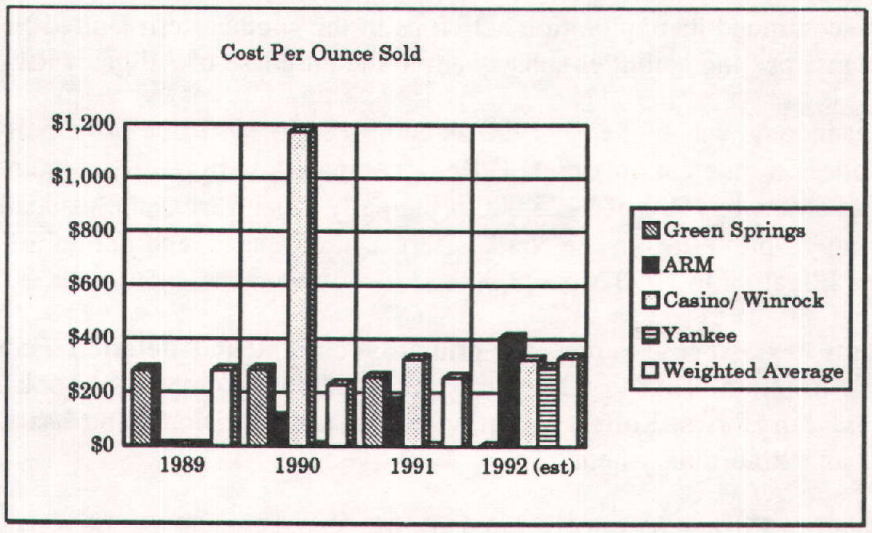
Price

The price of gold has been trending downward over the past several years, making a five year low during the third quarter of 1991. Most observers believe there is no reason to expect that gold prices will rise significantly in the near term. Although management strives to protect revenues and cash flows by hedging a portion of its production, it is not possible to reliably predict the price of gold to be realized in the future for unhedged production.

Change in the Cost of Sales

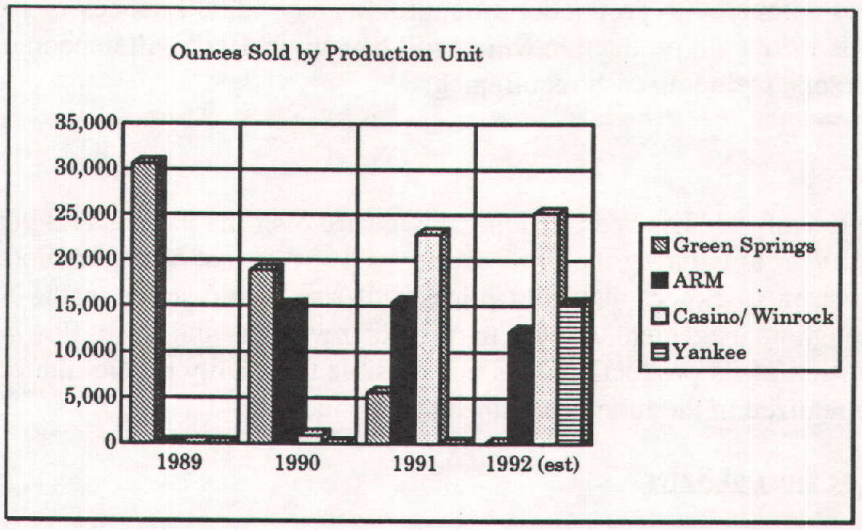
The Company's average cost of gold sold will continue to fluctuate as costs at individual mine sites fluctuate and as the mix of production continues to change.

The following illustrates the average cost per ounce of gold sold for the years ending December 31, 1989 through 1992 (1992 is estimated):



If the heaps at the Alligator Ridge Mine are totally depleted in 1992, cost of gold sold should average approximately $330 per ounce in 1992. However, every 1,000 ounces of additional recovery is estimated to reduce average cost of gold sold by approximately $5 per ounce. While there can be no assurance that there will be additional ounces remaining in the Alligator Ridge Mine heaps at the end of 1992, management believes it is reasonable to assume that some additional production will be obtained from those heaps in 1993.

The following illustrates the mix of sales for the years ending December 31, 1989 through 1992, assuming the Company sells all available inventory in 1992:



Cost of Mineral Properties Abandoned

The cost of mineral properties abandoned in any period is a function of the results of the Company's exploration efforts. The Company currently expends approximately $2 million per year in property acquisition and exploration. The Company makes every effort to maximize the results of its exploration efforts. However, exploration for economically recoverable minerals is risky. Accordingly, while it is probable there will be abandonment losses in the future, it is not possible to predict either the timing or amount of property abandonments.

Other Matters

In February 1992, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 109, Accounting for Income Taxes, ("SFAS 109"). Among other things, SFAS 109 requires that deferred income tax balances be adjusted to, and maintained thereafter at statutory rates in effect when the taxes are expected to be paid. Under current rules, deferred income taxes are established at tax rates in effect when the associated timing differences arise. SFAS 109 is not required to be adopted until the first quarter of 1993. The Company has not completed the evaluation of the effect of SFAS 109 on its consolidated financial statements.

In December 1990, the Financial Accounting Standards Board issued Statement No. 106, "Employers' Accounting for Postretirement Benefits Other than Pensions", which requires companies to accrue the expected cost of providing postretirement benefits other than pensions over the years that the employees render the service. The Statement is effective for fiscal years beginning after December 15, 1992, although earlier adoption is permitted, and allows companies to recognize any excess or deficiency of plan assets over obligations either immediately as the effect of a change in accounting principle, or on a delayed basis as a component of postretirement benefit cost. Because the Company does not provide postretirement benefits of the type contemplated by the Statement, there will be no effect on the Company's future financial statements.

Item 8. Financial Statements and Supplementary Data.

USMX, INC. AND SUBSIDIARIES
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS
At December 31, 1991 and 1990,
For the years ended December 31, 1991, 1990 and 1989

	Page
Report of Independent Accountants	25
Consolidated Financial Statements:	
Consolidated Statements of Financial Position	F-1, F-2
Consolidated Statements of Operations	F-3
Consolidated Statements of Cash Flows	F-4, F-5
Consolidated Statements of Changes in Stockholders' Equity	F-6
Notes to Consolidated Financial Statements	F-7 - F-19
Consolidated Financial Statement Schedules:	
V. Property and Equipment	F-20
VI. Accumulated depreciation and amortization of property and equipment	F-21
X. Supplementary Income Statement Information	F-22

All other schedules are omitted because they are not applicable or the required information is included in the consolidated financial statements or notes thereto.

REPORT OF INDEPENDENT ACCOUNTANTS

To the Stockholders and Board of Directors of USMX, INC.:

We have audited the consolidated financial statements and the financial statement schedules of USMX, INC. and Subsidiaries as of December 31, 1991 and 1990 and for the three years in the period ended December 31, 1991 as listed in the index on page 24 of this Form 10-K. These financial statements and financial statement schedules are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and financial statement schedules based on our audits.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of USMX, INC. and Subsidiaries as of December 31, 1991 and 1990 and the consolidated results of their operations and their cash flows for each of the three years in the period ended December 31, 1991 in conformity with generally accepted accounting principles. In addition, in our opinion, the financial statement schedules referred to above, when considered in relation to the basic financial statements taken as a whole, present fairly, in all material respects, the information required to be included therein.

COOPERS & LYBRAND
Denver, Colorado
March 23, 1992

USMX, INC. and Subsidiaries
Consolidated Statements of Financial Position

(Amounts in thousands)	December 31, 1991	1990
Assets		
Current assets:		
Cash and cash equivalents	$ 5,523	$ 4,878
Inventories	7,949	7,665
Other	668	278
Total current assets	14,140	12,821
Property, plant and equipment, at cost:		
Undeveloped mineral properties	3,917	3,668
Construction in progress	3,143	0
Producing mineral properties	4,666	3,288
Mine buildings and equipment	6,235	5,844
Vehicles, furniture and equipment	496	491
	18,457	13,291
Less accumulated depreciation, depletion and amortization	(6,767)	(5,008)
Net property, plant and equipment	11,690	8,283
Other assets	365	28
Total assets	$ 26,195	$ 21,132

The accompanying notes are a part of these consolidated financial statements.

(Continued)

USMX, INC. and Subsidiaries
Consolidated Statements of Financial Position

(Amounts in thousands)	December 31, 1991	1990
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable and accrued expenses	$ 1,640	$ 1,272
Accrued salaries	113	44
Accrued reclamation	484	199
Federal income taxes payable	340	0
Other accrued liabilities	106	600
Royalty payable	30	124
Total current liabilities	2,713	2,239
Long term liabilities:		
Estimated reclamation liability	1,467	1,485
Deferred income taxes	213	0
Deferred rent	0	49
Total long term liabilities	1,680	1,534
Commitments and contingencies (Notes 12)		
Common stock subject to potential put	1,750	0
Stockholders' equity:		
Preferred stock, $.001 par value, 20,000,000 shares authorized, none issued	-	-
Common stock, $.001 par value, 45,000,000 shares authorized, 14,954,000 shares issued and outstanding as of December 31, 1991, 13,906,000 shares issued and outstanding as of December 31, 1990	15	14
Additional paid-in capital	15,776	14,995
Treasury stock, at cost	(48)	(31)
Retained earnings	4,309	2,381
Total stockholders' equity	20,052	17,359
Total liabilities and stockholders' equity	$ 26,195	$ 21,132

The accompanying notes are a part of these consolidated financial statements.

USMX, INC. and Subsidiaries
Consolidated Statements of Operations

(Amounts in thousands, except per share data)	Years Ended December 31,		
	1991	1990	1989
Sales of gold	**$16,461**	$14,358	$13,442
Costs applicable to sales:			
Cash production costs	**9,527**	6,739	6,568
Depreciation, depletion, amortization and reclamation accruals	**1,617**	1,270	2,045
Mining taxes	**323**	551	103
Production royalties	**489**	97	0
	11,956	8,657	8,716
Gross profit	**4,505**	5,701	4,726
General and administrative expenses	**2,013**	1,901	2,045
Gross operating margin	**2,492**	3,800	2,681
Prospecting costs	**522**	672	844
Mineral property abandonments	**502**	1,678	411
Income from operations	**1,468**	1,450	1,426
Other income (loss):			
Royalty income	**720**	720	720
Interest income	**230**	451	390
Other, net	**153**	525	4
	1,103	1,696	1,114
Income before income taxes and extraordinary item	**2,571**	3,146	2,540
Provision for income taxes	**681**	844	492
Income before extraordinary item	**1,890**	2,302	2,048
Extraordinary item:			
Tax benefit arising from carryforward of prior year net operating loss	**38**	621	387
Net income	**$1,928**	$2,923	$2,435
Income per common share:			
Income before extraordinary item	**$0.13**	$0.17	$0.15
Extraordinary item	**0.01**	0.04	0.03
Net income per common share	**$0.14**	$0.21	$0.18
Weighted average shares outstanding	**14,171**	13,830	13,799

The accompanying notes are a part of these consolidated financial statements.

USMX, INC. and Subsidiaries
Consolidated Statements of Cash Flows

(Amounts in thousands)	Years Ended December 31,		
	1991	1990	1989
Cash flows from operating activities:			
Cash from sales of precious metals	$16,461	$14,358	$13,442
Cash paid to suppliers and employees	(12,455)	(11,203)	(9,969)
Mining taxes paid	(521)	(297)	(103)
Royalties paid in cash	(368)	(428)	(120)
Royalties received	720	720	720
Interest received	230	451	390
Other income, net	153	525	4
Income taxes paid, net of refunds received	(101)	(257)	(105)
Net cash provided by operating activities	4,119	3,869	4,259
Cash flows from investing activities			
Acquisition of Alligator Ridge property	0	(1,800)	0
Proceeds from sales of marketable equity securities	0	0	742
Additions to property, plant and equipment	(5,710)	(3,726)	(1,793)
Proceeds from sales of property and equipment	18	189	0
Investment in other assets	(297)	0	0
Other, net	(17)	32	121
Net cash (used in) investing activities	(6,006)	(5,305)	(930)
Cash flows from financing activities:			
Proceeds of issuance of common stock	2,532	0	24
Other, net	0	(20)	(205)
Net cash provided by (used in) financing activities	2,532	(20)	(181)
Net increase (decrease) in cash and cash equivalents	645	(1,456)	3,148
Cash and cash equivalents at beginning of year	4,878	6,334	3,186
Cash and cash equivalents at end of year	$5,523	$4,878	$6,334

Supplemental Disclosure of Noncash Investing and Financing Activities

During 1990, the Company acquired its Alligator Ridge property for a cash payment of $1,800,000 as follows:

Assets acquired	$3,830
Liabilities incurred or assumed	(2,030)
Cash paid	$1,800

The accompanying notes are a part of these consolidated financial statements.

USMX, INC. and Subsidiaries
Notes to Consolidated Financial Statements

Note 1 - Formation and Operations of the Company

U.S. Minerals Exploration Company was formed in October 1979 for the purpose of acquiring, exploring, developing and producing mineral and oil and gas reserves. On February 4, 1988, U.S. Minerals Exploration Company changed its state of incorporation and merged with and into a wholly-owned subsidiary, USMX, INC. (the "Company"), which is the surviving entity.

Note 2 - Summary of Significant Accounting Policies

Consolidation

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All significant intercompany transactions and balances have been eliminated in consolidation.

Cash and Cash Equivalents

The Company considers cash in banks and all highly liquid investments, purchased with a maturity of three months or less, to be cash equivalents.

Inventories

Raw ore, work-in-process, and finished goods inventories are stated at the lower of average cost or market value. Materials and supplies are stated at the lower of first-in, first-out cost or market.

Mineral Properties

The Company's policy is to charge to operations costs associated with identifying prospective mineral properties and to capitalize the costs of acquiring, exploring and developing unproven mineral properties. For properties subsequently placed into production, the applicable capitalized costs are depleted using the units-of-production method, based upon the ratio of tons of ore mined or processed to the estimated total proven and probable ore reserves of the project.

Capitalized costs related to sold or abandoned properties are charged against operations at the time the property is sold or abandoned. Proceeds from rentals and option fees relating to undeveloped mineral properties in which the Company has an economic interest are credited against capitalized property costs and no gain is recognized until all costs have been fully recovered.

Note 2 - Summary of Significant Accounting Policies *(continued)*

Depreciation and Amortization

Mine buildings and equipment are amortized using the units-of-production method based upon the ratio of tons of ore mined or ounces of gold produced during the period to the estimated total reserves of the related property. Vehicles, furniture and equipment are depreciated using the straight-line and the declining balance methods over estimated useful lives of two to five years. The cost of normal repairs and maintenance is charged to operations as incurred. Significant expenditures which increase the life of an asset are capitalized and depreciated over the estimated remaining useful life of the asset. Upon retirement or disposition of property and equipment, related gains or losses are recorded in operations.

Reclamation Costs

The Company records a liability for the estimated cost to reclaim mined land by recording monthly charges to production costs over the life of the mine. The accrued reclamation liability is reduced as reclamation expenditures are made. The majority of reclamation expenditures are made after mining operations cease.

Income Taxes

Deferred income taxes are provided for timing differences arising from recording revenue and expenses in different periods for federal income tax and financial reporting purposes. Investment tax credits are recorded as reductions of income tax expense in the year such credits are utilized.

In February 1992, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 109, Accounting for Income Taxes, ("SFAS 109"). Among other things, SFAS 109 requires that deferred income tax balances be adjusted to, and maintained thereafter at statutory rates in effect when the taxes are expected to be paid. Under current rules, deferred income taxes are established at tax rates in effect when the associated timing differences arise. The Company is not required to adopt SFAS 109 until the first quarter of 1993. The Company has not completed the evaluation of the effect of SFAS 109 on its consolidated financial statements.

By-product Revenues

Revenues from sales of by-products (principally silver) are treated as a reduction of the cost of sales.

Note 2 - Summary of Significant Accounting Policies *(concluded)*

Forward Sales

At various times, the Company sells gold forward and executes put or call option contracts on gold. The results of these activities are reflected in operations as a component of gold sales revenue at the time the related ounces of gold are delivered. Cash flows from these hedging activities are classified in the same category as gold sales revenue in the accompanying statements of cash flows.

Net Income (Loss) per Common Share

Net income (loss) per share is based on the weighted average number of common shares outstanding during the period.

Reclassifications

Certain amounts in the accompanying statements of operations for the years ended December 31, 1990 and 1989 have been reclassified to conform to the classifications used in 1991. The Company changed its method of presenting the Consolidated Statement of Cash Flows from the indirect to the direct method in 1991. The Consolidated Statements of Cash Flows for 1990 and 1989 have been restated to conform to the new method of presentation.

Note 3 - Inventories

Inventories consisted of the following:

	December 31,	
	1991	1990
Gold bullion and dore'	**$1,170,000**	$2,517,000
Gold in process	**5,056,000**	4,240,000
Ore on stockpile	**1,434,000**	269,000
Materials and supplies	**289,000**	639,000
Total inventories	**$7,949,000**	$7,665,000

As of December 31, 1990, management reduced the carrying value of inventories produced at the Company's Casino Mine. As a result, Casino inventories at that date are stated at approximately $647,000 less than historical cost, which amount is included in cost of sales in the accompanying statement of operations for the year ended December 31, 1990.

Note 4 - Repurchase Agreements

Securities purchased under agreements to resell result from transactions that are collateralized by negotiable U.S. Government securities and are carried at the amounts at which the securities will subsequently be resold. It is the policy of the Company not to take possession of securities purchased under agreements to resell. The Company values the securities on a daily basis and provisions are made to obtain additional collateral if the market value of the underlying assets is not sufficient to protect the Company. At December 31, 1991, agreements to resell securities purchased in the amount of $3,519,000 with a market value of $3,520,000, and with an average maturity of one day were outstanding with Shearson Lehman Brothers. Due to the highly liquid nature of these repurchase agreements, the Company has included them in cash and cash equivalents in its statements of financial position.

Note 5 - Transactions With Affiliates

In January, 1986, the Company entered into a revised agreement with Centennial Minerals Ltd., a subsidiary of Pegasus Gold, Inc. (Pegasus) for the development of the Montana Tunnels property. Pursuant to the agreement, Pegasus developed the property, acquired a 100 percent working interest in the project, and commenced mine and mill operations in March 1987. The operations at Montana Tunnels achieved defined operating status on October 1, 1987. Under the agreement, the Company will receive the greater of $60,000 per month or a five percent net profits interest until Pegasus recovers payout of capital and other defined costs estimated by Pegasus to approximate $68 million as of December 31, 1991.

After payout, the Company will receive fifty percent of the net profits from the property. As of December 31, 1991 the economics of the Montana Tunnels project were such that payout is unlikely to occur. For each of the years ended December 31, 1991, 1990 and 1989, the Company received $720,000 in royalty income from the Montana Tunnels property.

In October, 1987 the Company entered into a Mining Venture Agreement with Pegasus with respect to exploration, evaluation, development and mining of several leases in the Alligator Ridge area of interest in White Pine County, Nevada. As of December 31, 1990, the Winrock and Casino properties were the only remaining properties subject to the agreement. During 1990 and 1989 approximately $3,221,000 and $344,000, respectively were billed to Pegasus by the Company relating to this agreement. Pegasus ceased making payments on their share of the costs incurred under the agreement after March 31, 1990.

Note 5 - Transactions With Affiliates *(concluded)*

As of December 31, 1990, the Company had reached agreement in principle to acquire Pegasus' interest in the Mining Venture Agreement (including approximately 5,500 ounces of gold inventory at December 31, 1990) in exchange for amounts due from Pegasus under the agreement of approximately $3,269,000 plus cash of $600,000. The agreement also provides for royalty payments to Pegasus under certain circumstances of gold price and production levels from the subject properties. The Company's consolidated statement of financial position as of December 31, 1990 gives effect to the acquisition which was formally executed in March, 1991.

Note 6 - Property, Plant, and Equipment

Montana Tunnels

The Company owns a five percent net profits interest in this property and, accordingly, the carrying value has been classified as a producing mineral property in the Company's consolidated statements of financial position. The unamortized capitalized costs of the Montana Tunnels property were $287,000 and $370,000 at December 31, 1991 and 1990, respectively.

Alligator Ridge

Effective May 1, 1990, the Company completed the purchase of the Alligator Ridge Mine and approximately 26,000 acres in the Alligator Ridge trend, located in White Pine County, Nevada. The Company paid cash of $1,800,000 for the property and incurred approximately $37,000 in pre-acquisition costs. In addition, the Company assumed trade payables of approximately $210,000 and accepted responsibility for reclamation of the property. In connection with the acquisition, the Company recorded an estimated liability for reclamation costs, net of estimated gold production during the reclamation process, of $1,485,000.

The Company also granted a net smelter return royalty on future gold settlements, payable to one of the previous owners. The royalty owner elected to take payment of the royalty in kind. Accordingly, the Company recorded, as part of the cost of acquisition, approximately $335,000 representing the estimated cost to produce the royalty ounces expected to be delivered.

The total purchase price of the Alligator Ridge properties, including liabilities assumed, was approximately $3,830,000. The purchase price was allocated based on management's estimate of the relative fair values of the assets acquired.

Note 6 - Property, Plant, and Equipment *(concluded)*

The consolidated statement of financial position as of December 31, 1991 includes approximately $623,000 of idle machinery and equipment acquired as part of the Alligator Ridge purchase. During 1991, management determined to retain certain of the equipment for use in possible future mining operations and to liquidate the balance in 1992. Management does not expect that the Company will realize any significant loss on these assets.

Note 7 - Stock Options

The Company's Board of Directors has authorized the adoption of three stock option plans, (the "1982 Plan", the "1987 Plan", and the Non-discretionary Plan for Non-Employee Directors ("Directors' Plan")), which cover a total of 1,700,000 shares of common stock available for grant to employees and directors of the Company.

Under the 1982 Plan, the Company may grant only incentive stock options, while the 1987 Plan permits the Company to grant both incentive stock options as well as non-incentive stock options. Incentive stock options granted under the 1982 and 1987 Plans are exercisable at prices equal to the market value of the common stock at the date of grant. The option prices of non-incentive stock options granted under the 1987 Plan may be less than the market value of the common shares as of the grant date. Options expire at such time as the Option Committee of the Board of Directors determines, but no later than ten years from the grant date.

The Director's Plan was authorized by the Company's Board of Directors in 1991, subject to approval by the stockholders, to afford non-employee directors an opportunity for investment in the Company and the incentive advantages inherent in stock ownership of the Company. Options granted under the Plan are exercisable at prices equal to the market value of the common stock at the date of grant. Options granted under the Plan are exercisable in full on the date of grant except that no options may be exercised until the plan is approved by the stockholders.

Shares acquired pursuant to the Directors' Plan may not be sold, transferred or otherwise disposed of for a period of at least six months following the later of the date of grant or the date of stockholder approval. Under the terms of the Plan, existing directors who elected to participate were issued options to purchase a total of 50,000 shares of the Company's common stock upon adoption of the plan. Thereafter, each non-employee director who elects to participate is automatically granted an option to purchase 10,000 shares of the Company's common stock upon joining the Board. In addition, on October 1 of each year each participant is automatically granted an option to purchase an additional 5,000 shares. Options granted under the plan expire three years from the date of grant except that an option will expire, if not exercised, ninety days after the optionee ceases to be a director of the Company.

Note 7 - Stock Options *(concluded)*

Changes in stock options for the years ended December 31, 1989 and 1990 and 1991 are as follows:

	Shares	Option Price Per Share
Outstanding at December 31, 1988	80,000	2.35-7.38
Exercised	(10,000)	2.35
Expired/Tendered for exchange	(67,000)	4.75-7.38
Reissued	204,500	1.72-1.82
Granted	372,900	1.72-1.88
Outstanding at December 31, 1989	580,400	1.72-4.75
Expired or canceled	(186,500)	1.72-4.75
Granted	358,000	1.13-1.63
Outstanding at December 31, 1990	751,900	$1.13-1.88
Exercised	(20,000)	1.44-1.72
Expired or canceled	(183,000)	1.38-1.88
Granted	308,000	1.16-1.88
Outstanding at December 31, 1991	856,900	1.13-1.88

During the year ended December 31, 1989, the Stock Option Committee of the Board of Directors voted to offer to certain employees the right to exchange their existing options for options to purchase the same number of shares at the then fair market value of the Company's stock. The effect of the exchange offers was to offer to the employees the opportunity to reduce the exercise price of the outstanding options from a range of $4.75-$7.38 per share to a range of $1.72-$1.82 per share.

The exchange offers pertained to options to purchase 54,500 common shares which were outstanding under the 1982 Plan, and options to purchase 147,000 common shares outstanding under the 1987 Plan.

Note 8 - Employees' Benefit Plans and Completion Bonus Agreements

Effective July 1, 1987, the Company adopted an Employee Savings and Investment Plan under section 401(k) of the Internal Revenue Code, which covers all full-time employees. The plan is a defined contribution plan and allows employee contributions of up to ten percent of pre-tax compensation, limited to the maximum deferral allowed by the Internal Revenue Service.

Note 8 - Employees' Benefit Plans and Completion Bonus Agreements*(concluded)*

The Company contributes at least ten and not more than one hundred percent of the amount contributed by the employees, up to a maximum of six percent of pre-tax compensation. For 1991, 1990 and 1989, the Board of Directors has set the Company's contribution at fifty percent of the first six percent of employee contributions. For 1991, 1990 and 1989, the Company's contributions were approximately $85,000, $60,000 and $52,000, respectively. Participants vest in the Company's contributions based upon years of service, and are fully vested after four years of service.

In the fourth quarter of 1987, the Company entered into incentive stock bonus agreements with substantially all employees involved in the Green Springs Mine operation. Under the terms of these agreements, a stock bonus was paid in November, 1990 to employees who continued their employment until June 30, 1990. The stock bonus was computed quarterly and equaled the number of shares of the Company's stock determined by dividing ten percent of the employees' compensation for the quarter by the average closing price per share for the last ten trading days of the quarter. The cost associated with each quarterly-determined bonus was expensed on a straight-line basis over the remaining term of the agreements. For the years ended December 31, 1990 and 1989, the expense relating to the incentive stock bonus agreements was approximately $98,000 and $67,000, respectively.

Note 9 - Income Taxes

The provision for income taxes consisted of the following for the years ended December 31, 1991, 1990, and 1989:

	1991	1990	1989
Current	$515,000	$223,000	$105,000
Deferred	166,000	621,000	387,000
	$681,000	$844,000	$492,000

Note 9 - Income Taxes *(concluded)*

The Company's effective tax rate for the years ended December 31, 1991 and 1990 differs from the Federal statutory tax rate for the following reasons:

	1991	1990	1989
Federal statutory tax rate	**34.0%**	34.0%	34.0%
Statutory depletion over basis	**(31.3%)**	(6.5%)	(15.0%)
Excess of alternative minimum tax over tax at statutory tax rate	**17.3%**		
Other	**6.5%**	(0.7%)	0.4%
Effective tax rate	**26.5%**	26.8%	19.4%

For the years ended December 31, 1991, 1990 and 1989, utilization of book net operating loss carryforwards offset a portion of the provision for income taxes and were recognized as an extraordinary item.

As of December 31, 1991, the Company has available net operating loss carryforwards for Federal income tax purposes of approximately $2,506,000 for regular tax which expire in 1999 through 2003, if not utilized, and none for alternative minimum tax. Utilization of a portion of these net operating loss carryforwards is limited. For financial statement reporting purposes, there were no net operating loss carryforwards for alternative minimum tax and $303,000 for regular tax. These amounts differ from the Company's accumulated losses for Federal income tax purposes principally because of differences in the recognition of mineral exploration and development costs for financial and income tax reporting purposes. Also, significant losses of a company acquired in 1985 were incurred prior to the acquisition date and are not included in the loss carryforward for financial statement reporting purposes.

Note 10 - Exploration and Development Agreements

On November 24, 1986 the Company entered into a joint venture agreement with Cominco American Resources, Inc. (Cominco) on the Kinsley Mountain Project in Elko County, Nevada. The project is currently in the exploration phase and is operated by Cominco. The Company owns a 40 percent working interest in the property and is obligated to pay its share of approved expenditures as incurred. During 1991, 1990, and 1989, respectively, the Company paid $30,000, $88,000 and $86,000 to Cominco for its share of expenditures on the project.

Note 10 - Exploration and Development Agreements *(concluded)*

The Company has entered into joint venture and/or lease agreements with third parties on certain unproved mineral properties located in Nevada and Montana. These agreements provide for either the Company or the third party to be the operator of the exploratory program and establish working interests for each party. Under these agreements the Company may retain working interests ranging from 35 percent to 40 percent or elect to take a royalty in lieu of participation. Certain of these agreements require the third party to contribute amounts in excess of their proportionate share in order to earn their working interest in the property.

Note 11 - Capital Stock

In connection with a public offering in 1987 of its common stock, the Company issued to the underwriter warrants to purchase 64,000 shares of common stock at an exercise price of $6.75. The warrants are exercisable through April 6, 1993.

Note 12 - Commitments and Contingencies

Purchase Option Agreement

In October 1991, the Company concluded a Purchase Option Agreement with Placer Dome U. S. Inc. ("Placer") granting to Placer the right to explore and purchase separately for $5,000,000 and $6,000,000 respectively, two contiguous blocks of ground (Block A and B) located within the Bida Trend (Top Pit-East Top area) portion of the Company's Alligator Ridge property.

Placer has committed to complete a minimum of $500,000 of exploration work with respect to Block A before December 31, 1992. Block A includes the Top Mine area and East Top prospect in which the Company had previously defined a probable reserve containing 151,000 ounces of gold. Block A contains approximately 700 acres of patented and unpatented mining claims and represents about 2.0 percent of the total Company property holdings in the Alligator Ridge area. Placer may exercise its option to purchase Block A for $5,000,000 at any time before March 1, 1993.

If the option to purchase Block A is exercised, within 45 days following such election, Placer may elect to preserve its option to acquire Block B by committing to expend a minimum of $500,000 for exploration purposes on Block B before December 31, 1993. Block B is not known by the Company to contain any defined gold resources. Block B contains approximately 1,160 acres of unpatented mining claims and represents about 3.4 percent of the total Company property holdings in the Alligator Ridge area. Placer may exercise its option to purchase Block B for $6,000,000 any time before March 1, 1994.

Note 12 - Commitments and Contingencies *(continued)*

In addition to the purchase prices, the Company would be paid a Net Smelter Return Royalty in the event total cumulative production by Placer exceeds 270,000 ounces of gold in the case of Block A or 300,000 ounces of gold in the case of Block B. The royalty percentage varies from zero percent if the price of gold is less than $400 per ounce to five percent if the price of gold is equal to or greater than $480 per ounce. The gold price targets are to be adjusted annually based on movement in the Producer Price Index for Finished Goods.

Placer also purchased 1,000,000 shares of the Company's common stock at $2.50 per share, for a total of $2,500,000. Placer may require the Company to repurchase these shares at $1.75 per share if Placer does not exercise its option to purchase Block A. The total potential purchase price of these shares is reflected in the accompanying consolidated statement of financial position as of December 31, 1991 as *Common stock subject to potential put.*

Reclamation Bonds

The United States Department of Interior, Bureau of Land Management (BLM) and the State of Nevada, Division of Environmental Protection (NDEP) jointly promulgated new mining reclamation and bonding rules effective October 1, 1990. Pursuant to the new rules, before operations are permitted to proceed under all new mining plans of operations or major plan modifications filed after the effective date, the operator is required to provide surety in an amount equal to the estimated cost to perform required reclamation. For purposes of determining the amount of surety required, the assumption is made that the reclamation work will be performed entirely by outside contractors with no involvement by the operator.

On July 3, 1991, pursuant to the new bonding rules, the Company provided reclamation surety in the amount of $853,000 for its Casino/Winrock operation prior to commencement of mining operations at the Winrock site. The surety comprised a BLM bond in the amount of $215,000 collateralized by a certificate of deposit and application for a corporate guarantee pursuant to State of Nevada regulations for the balance of $638,000. The State of Nevada has advised the BLM that the Company satisfies the financial tests established by Nevada regulations for providing the corporate guarantee. As the Company completes the required reclamation work, the surety will be reduced and the collateral will be returned. The certificate of deposit is reflected in *Other assets* in the accompanying consolidated statement of financial position as of December 31, 1991.

Note 12 - Commitments and Contingencies *(concluded)*

Hedging

As of December 31, 1991, the Company has entered into forward sales contracts for 28,197 ounces of gold at an average selling price of $371 per ounce. The gold is to be delivered on various dates through March 1, 1993. In addition, the Company has sold call options covering 13,600 ounces which expire at dates from January 29 through December 29, 1992 at strike prices ranging from $365 per ounce to $410 per ounce. The Company also has purchased put options covering 2,000 ounces which expire at the end of February and March 1992 at $360 per ounce. All gold sales have been made to six unaffiliated customers. The Company does not believe the loss of these customers would affect its business.

Operating Leases

The Company leases office space and vehicles under operating leases which expire through 1993. The following table sets forth the future minimum lease payment obligations as of December 31, 1991:

Year	Minimum Lease Payments
1992	$57,000
1993	6,000

Rent expense was $193,000, $127,000 and $104,000 for the years ended December 31, 1991, 1990 and 1989, respectively. The Company recognizes rent expense for its corporate offices on a straight-line basis over the term of the lease. The Company has the option of extending the lease on its corporate offices for a five year period commencing May 1, 1992 at the then prevailing market rate.

Mineral Lease Agreements

The Company has entered into various mineral lease agreements, cancelable at the Company's option, which require the Company to make varying amounts of work commitments or option payments.

Note 13 - Legal Proceedings

On November 6, 1990, the Company signed an agreement with its former president and founder and a corporation which is controlled by him which settled the Company's lawsuits against them. On November 9, 1990, the Company received $475,000 in cash from its former president. The Company agreed to dismiss all its legal claims against its former president and transferred to him certain undeveloped and unproven mining claims in Pershing County, Nevada, which were the subject of one of the lawsuits. The proceeds of the settlement, less the cost of the claims transferred of approximately $102,000, are included in *Other income* in 1990.

Note 14 - Quarterly Data (Unaudited)

Quarterly earnings data for the years ended December 31, 1991 and 1990 follow:

(Amounts in thousands, except per share data)

1991 Quarters	First	Second	Third	Fourth
Sales	$3,566	$3,366	$5,181	$4,348
Costs and operating expenses	2,640	2,427	3,998	2,891
Gross operating margin	926	939	1,183	1,457
Operating expenses	775	845	1,228	633
Income (loss) from operations	151	94	(45)	824
Income before income taxes and extraordinary item	404	319	276	1,572
Net income	$338	$239	$220	$1,131
Net income per common share	$0.024	$0.017	$0.016	$0.076

1990 Quarters	First	Second	Third	Fourth
Sales	$2,954	$1,594	$4,119	$5,557
Costs and operating expenses	2,201	1,021	2,078	3,357
Gross operating margin	753	573	2,041	2,200
Operating expenses	961	706	696	854
Income (loss) from operations	(208)	(133)	1,345	1,346
Income before income taxes and extraordinary item	272	174	1,790	910
Net income	$212	$176	$1,438	$1,097
Net income per common share	$0.015	$0.013	$0.104	$0.079

During the fourth quarter of 1991, based on the grade and volume of solutions produced by the heaps at the Alligator Ridge Mine, management revised the estimate of ounces remaining upward by approximately 11,400 ounces to reflect an estimated 1992 production of 10,500 ounces. This revision had the effect of significantly reducing the average cost of gold sold in 1991 and deferring approximately $1.8 million in related inventory costs.

USMX, INC. and Subsidiaries
SCHEDULE V - PROPERTY AND EQUIPMENT

(Amounts in thousands)

Classification	Balance at beginning of period	Additions at cost	Sales and Retirements	Transfers	Balance at end of period
Year ended December 31, 1991:					
Undeveloped mineral properties	$3,668	$2,056	($542) (a)	($1,265) (c)	$3,917
Construction In Progress	0	3,143	0	0	3,143
Producing mineral properties	3,288	453	0	925	4,666
Mine buildings and equipment	5,844	438	(47)	0	6,235
Vehicles, furniture and equipment	491	51	(46)	0	496
Totals	$13,291	$6,141	($635)	($340)	$18,457

Classification	Balance at beginning of period	Additions at cost	Sales and Retirements	Transfers	Balance at end of period
Year ended December 31, 1990:					
Undeveloped mineral properties	$3,534	$2,135	($1,809) (b)	($192)	$3,668
Producing mineral properties	2,152	944	0	192	3,288
Mine buildings and equipment	3,104	2,903	(163)	0	5,844
Vehicles, furniture and equipment	426	109	(44)	0	491
Totals	$9,216	$6,091	($2,016)	$0	$13,291

Classification	Balance at beginning of period	Additions at cost	Sales and Retirements	Transfers	Balance at end of period
Year ended December 31, 1989:					
Undeveloped mineral properties	$2,337	$1,608	($411) (a)	0	3,534
Producing mineral properties	2,014	27	0	111	2,152
Mine buildings and equipment	3,169	50	(57)	(58)	3,104
Vehicles, furniture and equipment	376	108	(31)	(27)	426
Totals	$7,896	$1,793	($499)	$26	$9,216

(a) Represents mineral properties abandoned by the company
(b) Represents abandonments of $1,678 and cost of properties sold of $131
(c) Includes $340 of advance minimum royalties reclassified to Other current assets

USMX, INC. and Subsidiaries
SCHEDULE VI - ACCUMULATED DEPRECIATION AND AMORTIZATION
OF PROPERTY AND EQUIPMENT

(Amounts in thousands)

Classification	Balance at beginning of period	Additions charged to costs and expenses	Retirements	Transfers	Other charges	Balance at end of period
Year ended December 31, 1991						
Producing mineral properties	$2,049	$955	$0	$0	$0	$3,004
Mine buildings and equipment	2,630	777	(32)	0	0	3,375
Vehicles, furniture and equipment	329	103	(44)	0	0	388
Totals	$5,008	$1,835	($76)	$0	$0	$6,767

Classification	Balance at beginning of period	Additions charged to costs and expenses	Retirements	Transfers	Other charges	Balance at end of period
Year ended December 31, 1990:						
Producing mineral properties	$1,475	$222	$0	$0	$352	$2,049
Mine buildings and equipment	2,066	267	(128)	0	425	2,630
Vehicles, furniture and equipment	250	36	(15)	0	58	329
Totals	$3,791	$525	($143)	$0	$835	$5,008

Classification	Balance at beginning of period	Additions charged to costs and expenses	Retirements	Transfers	Other charges	Balance at end of period
Year ended December 31, 1989:						
Producing mineral properties	$533	$630	$0	$15	$297	$1,475
Mine buildings and equipment	852	812	(31)	5	428	2,066
Vehicles, furniture and equipment	201	88	(19)	(20)	0	250
Totals	$1,586	$1,530	($50)	$0	$725	$3,791

USMX, INC. and Subsidiaries

SCHEDULE X - SUPPLEMENTARY INCOME STATEMENT INFORMATION

(Amounts in thousands)

Item	Amount charged to costs and expenses Year ended December 31, 1991	1990	1989
Maintenance and repairs	$279	*	*
Taxes, other than payroll and income taxes	$480	$554	*
Royalties	$489	*	*

* Item less than one percent of revenue

Item 9. Change in and Disagreements with Accountants on Accounting and Financial Disclosure.

There were no disagreements with the Company's principal independent accountants on any matter of accounting principles or practices, financial statement disclosures, or auditing scope or procedure.

PART III

Items 10, 11, 12 and 13 constituting Part III of this Form 10-K have been omitted from this Annual Report pursuant to the provisions of Instruction G(3) to Form 10-K, as the Company intends to file a definitive proxy statement pursuant to Regulation 14A under the Securities Exchange Act of 1934 within 120 days after the close of its last fiscal year.

PART IV

Item 14. Exhibits, Financial Statement Schedules, and Reports on Form 8-K.

(a)(1) Consolidated Financial Statements.

See Item 8.

(2) Consolidated Financial Statement Schedules.

See Item 8.

(3) Exhibits.

The exhibits listed on the accompanying Index to Exhibits are filed as part of this Annual Report.

(b) Reports on Form 8-K.

The Company filed a report on Form 8-K dated October 17, 1991 reporting that the Company had concluded a Purchase Option Agreement with Placer Dome U. S. Inc. more fully described in Note 12 to the consolidated financial statements included herein.

INDEX TO EXHIBITS

NUMBER	DESCRIPTION
Exhibit 2.1	Articles of Merger between the Company and its predecessor, U.S. Minerals Exploration Company, previously filed as an Exhibit to the Company's Report on Form 10-K for the year ended December 31, 1987, is incorporated herein by this reference.
Exhibit 2.2	Articles of Merger between the Company's predecessor, U.S. Minerals Exploration Company, and its wholly-owned subsidiary, Grayhill Exploration Company, previously filed as an Exhibit to the Company's Report on Form 10-K for the year ended December 31, 1987, is incorporated herein by this reference.
Exhibit 3.1	Certificate of Incorporation of the Company, previously filed as an Exhibit to the Company's Report on Form 10-K for the year ended December 31, 1987, is incorporated herein by this reference.
Exhibit 3.2	Bylaws of the Company, previously filed as an Exhibit to the Company's Report on Form 10-K for the year ended December 31, 1987, is incorporated herein by this reference.
Exhibit 4	Specimen Certificate of the $.001 par value common stock, previously filed as an Exhibit to the Registration Statement on Form S-3 (No. 33-19699), is incorporated herein by this reference.
Exhibit 10.1	The Company's Stock Option Plan, adopted in 1982, previously filed as an Exhibit to the Company's Report on Form 10-K for the year ended May 31, 1982, is incorporated herein by this reference.
Exhibit 10.2	The Company's 1987 Stock Option Plan previously filed as an Exhibit to the Company's Report on Form 10-K for the year ended December 31, 1987, is incorporated herein by this reference. Amendment to the 1987 Stock Option Plan, previously filed as an Exhibit to the Company's Report on Form 10-K for the year ended December 31, 1989, is incorporated herein by this reference.
Exhibit 10.3	The Company's Savings and Investment Plan, previously filed as an Exhibit to the Company's Report on Form 10-K for the year ended December 31, 1987, is incorporated herein by this reference.
Exhibit 10.7	Agreement, dated January 1, 1986, between the Company and Centennial Minerals Ltd., previously filed as Exhibit 10.17 to the Company's Report on Form 10-K for the year ended May 31, 1986, is incorporated herein by this reference.
Exhibit 10.7A	Amendment of Agreement and Deed dated July 15, 1991, by and between Montana Tunnels Mining, Inc, USMX, INC. and USMX of Montana, Inc.

Exhibit 10.13	Winrock Mining Lease, dated July 23, 1987, between the Company and Lyle F. Campbell, previously filed as an Exhibit to the Company's Report on Form 10-K for the year ended December 31, 1987, is incorporated herein by this reference.
Exhibit 10.14	Casino Mining Lease, dated November 24, 1987, between the Company and Lyle F. Campbell, previously filed as an Exhibit to the Company's Report on Form 10-K for the year ended December 31, 1987, is incorporated herein by this reference.
Exhibit 10.20	Joint Venture Agreement, dated November 24, 1986, between the Company and Cominco American Incorporated, previously filed as an Exhibit to the Company's Registration Statement on Form S-2 (No. 33-11135), is incorporated herein by this reference.
Exhibit 10.27	Sale and Purchase Agreement, dated April 30, 1990, between the Company and Kennecott Communications Corporation, previously filed as an Exhibit to the Company's Report on Form 10-K for the year ended December 31, 1990, is incorporated herein by this reference.
Exhibit 10.28	Agreement, dated May 30, 1990, between the Company and NERCO METALS, INC., previously filed as an Exhibit to the Company's Report on Form 10-K for the year ended December 31, 1990, is incorporated herein by this reference.
Exhibit 10.29	Agreement, dated effective as of January 1, 1991, between the Company and Pegasus Gold Corporation, previously filed as an Exhibit to the Company's Report on Form 10-K for the year ended December 31, 1990, is incorporated herein by this reference.
Exhibit 10.30	Agreement, dated May 29, 1991 between the Company and Hecla Mining Company.
Exhibit 10.31	Agreement, dated October 17, 1991 between the Company and Placer Dome U. S. Inc.
Exhibit 10.32	Agreement dated November 25, 1991 between the Company and LAC Minerals (USA), Inc.
Exhibit 10.33	Nondiscretionary Stock Option Plan.
Exhibit 10.34	Employment agreement dated June 20, 1992 between the Company and James A. Knox .
Exhibit 22	Subsidiaries of the Company.
Exhibit 24.1	Consent of Coopers & Lybrand.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

USMX, INC.
(Registrant)

Date: March 20, 1992 By: /s/ Donald E. Nilson
Donald E. Nilson, Vice President - Finance, Secretary, Treasurer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Date: March 23, 1992 /s/ James A. Knox
James A. Knox, President, CEO and Chairman

Date: March 23, 1992 /s/ Dennis L. Lance
Dennis L. Lance, Vice President - Exploration

Date: March 20, 1992 /s/ Donald E. Nilson
Donald E. Nilson, Vice President - Finance, Secretary, Treasurer

Date: March 23, 1992 /s/ Paul B. Valenti
Paul B. Valenti, Vice President - Operations

Date: March 20, 1992 /s/ George J. Allen
George J. Allen, Director

Date:
Stanton B. Bennett, Director

Date:

Michael L. Clark, Director

Date: March 20, 1992

/s/ Terry P. McNulty
Terry P. McNulty, Director

Date: March 23, 1992

/s/ Gregory Pusey
Gregory Pusey, Director

Date: March 23, 1992

/s/ Robert Scullion
Robert Scullion, Director

Date: March 24, 1992

/s/ John M. Willson
John M. Willson, Director