

U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Form 10-QSB

Quarterly Report Under
the Securities Exchange Act of 1934

For Quarter Ended: September 30, 1996

Commission File Number: 33-28106

YAAK RIVER RESOURCES, INC.
(Exact name of small business issuer as specified in its charter)

Colorado
(State or other jurisdiction of incorporation or organization)

84-1097796
(IRS Employer Identification No.)

830 S. Kline Way
Lakewood, Colorado
(Address of principal executive offices)

80226
(Zip Code)

(303) 985-3972
(Issuer's Telephone Number)

(Former name, former address and former fiscal year, if changed since last report)

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days: Yes No .

The number of shares of the registrant's only class of common stock issued and outstanding, as of September 30, 1996, was 56,666,000 shares.

PART I

ITEM 1. FINANCIAL STATEMENTS.

The unaudited financial statements for the nine month period ended September 30, 1996, are attached hereto.

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

The following discussion should be read in conjunction with the Financial Statements and notes thereto included herein.

The Company generated no revenues from its operations during the nine month period ending September 30, 1996, and the Company is considered a development stage company. The plan of operation of the Company during the nine month period ending September 30, 1996, generally involves the acquisition of additional mineral claims and the taking to patent of a number of the claims acquired and to be acquired by the Company in the future.

The Company incurred an operating loss during the nine month period ending September 30, 1996. The Company is expected to continue to operate at a loss until earnings, if any, are received from the harvesting of the metal and non-metal resources known to exist within the boundaries of the Company's properties.

The Company believes the income which it derives from its role as General Partner of the Timber Partnership and related activities will satisfy its cash requirements for the next six months, providing that the Company does not commence mining activities. At present, the Company's financial resources are not sufficient to commence mining activities. In order to satisfy the Company's capital requirements for additional drilling and to develop a mining feasibility program, it will be necessary for the Company to obtain additional financing in the minimum estimated amount of \$750,000. Management of the Company is continuing to seek possible interested partners to join with the Company in developing its mining claims. The Company is actively soliciting joint venture partners to expand its mining activities, based upon the valuation of the Company's claims and properties as reported in the independent engineering valuation report. The report also advised the Company to consolidate adjoining claims to make such joint ventures more attractive. The Company followed the advice of the independent engineering firm and the Company now has control of 125 continuous claims covering the known strike length of the "Morning Glory Structure" which is in excess of 14,000 feet. As of the date of this report, management is unaware of any third parties who are interested in joining with the Company in this regard. Exploration and mining activities of other mining companies in the surrounding area of Northern Montana and Canada in similar geological settings provides a basis for management to believe that it will be able to interest joint venturers in its proposed mining ventures. However, in the event the Company is unable to either solicit joint venture partners or otherwise obtain the capital deemed necessary in order to commence mining

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operations, it is possible that management will reconsider the Company's business plan and begin to seek out other viable business opportunities in order to provide the Company's shareholders with liquidity.

The Company currently has no employees and relies upon the unpaid services of its officers for the operation of the Company. The contracted services of individuals will continue until it is justifiable to employ a full time employee.

PART II. OTHER INFORMATION

- ITEM 1. LEGAL PROCEEDINGS - None
- ITEM 2. CHANGES IN SECURITIES - NONE
- ITEM 3. DEFAULTS UPON SENIOR SECURITIES - NONE
- ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS - NONE.
- ITEM 5. OTHER INFORMATION - NONE.
- ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K -
 - (a) Exhibits
EX-27 Financial Data Schedule
 - (b) Reports on Form 8-K - None.

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	Unaudited September 30 1996	Audited December 31 1995
	-----	-----
ASSETS		
Current Assets		
Cash	\$ 2,293	\$ 2,293
Accounts Receivable-O'Hara Resources	2,200	2,200
Investment-Mining Properties	305,410	305,410
Total Current Assets	<u>309,903</u>	<u>309,903</u>
Other Assets		
Organizational Costs- Net of Amortization	0	0
Total Other Assets	<u>0</u>	<u>0</u>
TOTAL ASSETS	<u>\$ 309,903</u>	<u>\$ 309,903</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
Liabilities		
Current Liabilities		
Accounts Payable	17,865	17,865
Advance from (YRML) Purchase, 1.5 Units	20,000	20,000
Current Portion-Long Term Debt	7,500	7,500
Total Current Liabilities	<u>45,365</u>	<u>45,365</u>
Long-Term Liabilities		
Long Term Debt	122,500	122,500
Total Long-Term Liabilities	<u>122,500</u>	<u>122,500</u>
Total Liabilities	<u>\$ 167,865</u>	<u>\$ 167,865</u>
Shareholder's Equity		
Series A Common Stock, Par Value \$.0001 Per Share; 250,000,000 Shares Authorized; Issued and Outstanding - 56,666,000 Shares		
	5,666	5,666
Series B Common Stock, Par Value \$.0001 Per Share; 250,000,000 Shares Authorized; Issued and Outstanding - None		
	0	0
Preferred Stock, Par Value \$.0001 Per Share; 50,000,000 Shares Authorized; Issued and Outstanding - None		
	0	0
Capital Paid in Excess of Par Value	297,163	297,163
Deficit Accumulated During the Development Stage	(160,791)	(160,791)
Total Shareholders' Equity	<u>\$ 142,038</u>	<u>\$ 142,038</u>
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	<u>\$ 309,903</u>	<u>\$ 309,903</u>

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<FN>

The accompanying notes are an integral part of these financial statements.

YAAK RIVER RESOURCES, INC.
(A Development Stage Company)
Unaudited
Statement of Operations

	For the Nine Months Ended September 30, 1996	For the Year Ended December 31, 1995	June 10, 1988 (Inception) Thru September 30, 1996
	-----	-----	-----
Income	\$ 0	\$ 0	\$ 0
Expenses			
Amortization	0	0	1,500
Bank Charges	0	0	270
Legal and Accounting	0	3,780	34,633
Director Fees	0	0	800
Office	0	116	6,898
Stock Fees and Other Costs	0	930	9,032
Administration/Consulting	0	352	34,111
Mining Assessments and Fees	0	12,464	57,334
Bad Debt	0	0	4,000
Rent/Telephone	0	122	12,213
	-----	-----	-----
Total Expenses	0	17,764	160,761
Net (Loss) Accumulated During the Development Stage	\$ 0	(17,764)	(160,791)
Weighted Average Number of Shares Outstanding	56,666,000	56,666,000	56,666,000
Net Loss Per Share	\$ (*)	\$ (*)	\$ (*)

<FN>

*Less than \$0.01 Per Share.

The accompanying notes are an integral part of these financial statements.

YAAK RIVER RESOURCES, INC.
(A Development Stage Company)
Unaudited
Cash Flow Statement

	For the Nine Months Ended September 30, 1996	For the Year Ended December 31, 1995	June 10, 1988 (Inception) Thru September 30, 1996
	-----	-----	-----
Cash Flows From			
Operating Activities:			
Net (Loss) Accumulated During Development Stage	\$ 0	\$ (17,764)	\$ (160,791)
Amortization and Depreciation	0	0	1,500

Organization Costs	0	0	(1,500)
Decrease (Increase) in Accounts Payable	0	(640)	17,865
Decrease (Increase) in Accounts Receivable	0	2,200	(2,200)
Decrease (Increase) in Loans to Shareholder	0	0	0
Net Cash Flows Used By Operating Activities	0	(16,204)	(145,126)
Cash Flows From Investing Activities: Investment Purchase	0	0	(305,410)
Net Cash Flows Used By Investing Activities	0	0	(305,410)
Cash Flows From Financing Activities: Issuance of Common Stock	0	0	1,800
Loans from LP Investors	0	20,000	20,000
Proceeds From Long-Term Debt	0	0	167,500
Payment of Long-Term Debt	0	(7,500)	(37,500)
Proceeds From Sale of Stock	0	0	301,029
Net Cash Flows Provided By Financing Activities	0	12,500	452,829
Net Increase (Decrease) in Cash	0	(3,704)	2,293

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Cash at Beginning of Period	2,293	5,997	0
Cash at End of Period	\$ 2,293	\$ 2,293	\$ 2,293

<FN>

The accompanying notes are an integral part of these financial statements.

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YAAK RIVER RESOURCES, INC.
(A Development Stage)
Unaudited
Statement of Shareholders' Equity

	Number of Shares Common Stock	Common Stock	Additional Paid In Capital	Deficit Accumulated During the Development Stage	Total
Balance at June 10, 1988	0	\$ 0	\$ 0	\$ 0	\$ 0
Stock issued for services January 6, 1989	10,000,000	1,000	500	0	1,500
Stock issued for cash					

January 6, 1989	5,000,000	500	0	0	500
Public offering					
November 27, 1989	2,666,000	266	12,353	0	12,619
Net Loss for year ended					
December 31, 1989				(3,765)	(3,765)
Net Loss for year ended					
December 31, 1990				(10,129)	(10,129)
Net Loss for year ended					
December 31, 1991				(300)	(300)
Stock issued for assets					
(YRML) January 10,					
1992	30,000,000	3,000	134,910	0	137,910
Net Loss for year ended					
December 31, 1992				(47,589)	(47,589)
Stock issued for cash					
June 30, 1993	6,000,000	600	149,400	0	150,000
Stock issued for services					
June 30, 1993	3,000,000	300	0	0	300
Net Loss for year ended					
December 31, 1993				(54,951)	(54,951)

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Net Loss for year ended					
December 31, 1994				(26,293)	(26,293)
Net Loss for year ended					
December 31, 1995				(17,764)	(17,764)
Net Loss for nine months					
ended September 30, 1996				0	0
Balance at					
September 30, 1996	56,666,000	\$5,666	\$ 297,163	\$ (160,791)	\$142,038

<FN>

The accompanying notes are an integral part of these financial statements.

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YAAK RIVER RESOURCES, INC.
(A Development Stage Company)
Notes to Financial Statements
September 30, 1996
(Unaudited)

Note 1 - Organization and Summary of Significant Accounting Policies:

Organization:

On June 10, 1988, Yaak River Resources, Inc. (the Company) was incorporated under the laws of Colorado under the name of Andraplex Corporation. The name was changed at the Annual Shareholder's Meeting on January 10, 1992. The Company's primary purpose is to engage in selected acquisitions and development of mineral and mining properties.

Initial Public Offering:

In the Company's initial public offering, which was closed on November 27, 1989, the Company sold 2,580,000 units (the Units). 86,000 additional shares were issued to the underwriters. Each Unit consisted of one (1) share of Series A Common Stock, one (1) A Warrant exercisable at \$.05, one (1) B Warrant exercisable at \$.10.

Costs, consisting of \$9,444 and 86,000 shares of Series A Common Stock, incurred to complete the registration were offset against the gross proceeds.

The Company's fiscal year end is December 31.

Note 2 - Purchase of Mineral Properties:

On January 10, 1992, at the Annual Meeting of Shareholders, the shareholders voted unanimously to purchase certain mineral and mining properties (the Properties) located in the State of Montana, including leases, drawings, engineering studies and other tangible and intangible assets associated with the Properties. The seller of the Properties was Yaak River Mines, Ltd. They received 30,000,000 shares of Series A Common Stock. The issuance of the 30,000,000 shares of Series A Common Stock was exempt from registration under the exemption provided in Section 4(2) of the Securities Act of 1933, as amended.

The Company is the beneficiary of 16,000,000 of the above shares which are being held in the Con Tolman Memorial Trust C. 8,000,000 additional shares of the Company were placed in the trust as part of the original purchase of the Company. These 24,000,000 shares are expected to be used to acquire additional mining properties.

Note 3 - Yaak River Resources Timber Division, Limited Partnership:

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On August 14, 1992, the Company formed a limited partnership, Yaak River Resources Timber Division L.P. (the Partnership), a Colorado limited partnership, with subscriptions for 40 Units at \$5,000.00 per Unit for an aggregate price of \$200,000.00. Each Unit contains 1/40th interest in the Partnership and 150,000 shares of Series A Common Stock of the Company. The Company is the general partner of the Partnership. As a part of the formation of the Partnership, the Company agreed to reserve 6,000,000 shares of its Series A Common Stock for the Partnership. Said 6,000,000 shares of Series A Common Stock represents the shares offered in the Units issued by the Partnership. The Partnership was formed for the purpose of developing certain available natural resources on properties under the management of the Company.

On June 30, 1993, the Company sold six million (6,000,000) shares of its \$.0001 par value Series A Common Stock for the issuance to the purchasers of the Limited Partnership interests in the Yaak River Resources, Timber Division L.P., for \$150,000.

Note 4 - Income Taxes:

The Company has made no provision for income taxes because there have been no operations to date causing income for financial statement or tax purposes.

Note 5 - Net (Loss) Per Common Share

The net (loss) per common share of the Series A Common Stock is computed based on the weighted average number of shares outstanding.

Note 6 - Long-Term Debt

Note Payable to the Roy Grush Estate in annual installments of \$7,500, 0%, due 09/2014, secured by the Properties (Note 2). The Company has agreed to pay the minimum annual assessment costs of maintenance and improvements on claims in lieu of interest.

Following is a summary of long-term debt at September 30, 1996:

1996	\$ 7,500
1997	7,500
1998	7,500
1999	7,500
2000	7,500
	<hr/>
	37,500
Remaining	85,000
	<hr/>
	\$122,500

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SIGNATURES

Pursuant to the requirements of Section 12 of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

YAAK RIVER RESOURCES, INC.
(Registrant)

Dated: November 14, 1996

By: Wm. Ernest Simmons
Wm. Ernest Simmons
President

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YAAK RIVER RESOURCES, INC.

Exhibit Index to Quarterly Report on Form 10-QSB
For the Quarter Ended September 30, 1996

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<ARTICLE> 5

<LEGEND>

THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE FINANCIAL STATEMENTS FILED WITH FORM 10-QSB FOR THE NINE MONTH PERIOD ENDED SEPTEMBER 30, 1996, AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

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