Minerco Resources, Inc.
Form 10-Q
December 15, 2010

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended October 31, 2010

or

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

For the transition period from ______To _______

Commission file number: 333-156059

Minerco Resources, Inc.
(Exact name of registrant as specified in its charter)

Nevada	27-2636716
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

16225 Park Ten Place, Suite 500
Houston, Texas 77084
(Address of principal executive offices)

(281) 994-4187
(Registrant's telephone number, including area code)

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

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. Yesþ No o

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer”, “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	o	Non-accelerated filer	o
Accelerated filer	o	Smaller reporting company	þ

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No þ

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PRECEDING FIVE YEARS:

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes o No o

APPLICABLE ONLY TO CORPORATE ISSUERS

As of December 15, 2010 the registrant had 364,795,000 outstanding shares of its common stock.

Table of Contents

PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

The unaudited interim financial statements of Minerco Resources, Inc. follow. All currency references in this report are to U.S. dollars unless otherwise noted.

Minerco Resources, Inc.
(A Development Stage Company)
October 31, 2010
(Unaudited)

Minerco Resources, Inc.
(An Exploration Stage Company)
Balance Sheets
(unaudited)

	October 31, 2010		July 31, 2010	
ASSETS				
Current Assets				
Cash	$	15,789	$	20,916
Other Assets				
Intangible asset - Chiligatoro rights		715,500		715,500
Total Assets	$	731,289	$	736,416
LIABILITIES AND STOCKHOLDERS' EQUITY				
Current Liabilities				
Accounts payable and accrued liabilities	$	8,032	$	7,841
Accounts Payable – Related Party		8,500		22,500
Advance from related party		-		14,935
Short Term Loan		214,935		100,000
Total Liabilities		231,467		145,276
Stockholders' Equity				
Common stock, $0.001 par value, 450,000,000 shares authorized, 347,045,000 and 345,045,000 outstanding at October 31, 2010 and July 31, 2010, respectively		347,045		345,045
Additional paid-in capital		480,151		482,151
Deficit accumulated during the exploration stage		(327,374)		(236,056)
Total Stockholders' Equity		499,822		591,140
Total Liabilities and Stockholders' Equity	$	731,289	$	736,416

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

Minerco Resources, Inc.
(A Development Stage Company)
Statements of Expenses
(unaudited)

	Three months Ended October 31, 2010	Three months Ended October 31, 2009	Period from June 21, 2007 (Date of Inception) to October 31, 2010
General and Administrative	$75,736	$13,232	$246,592
Chiligatoro Operating Costs	15,500	-	61,000
Total Expense	91,236	13,232	307,592
	-		,
Impairment of Note Receivable	-	-	32,700
Loan Recovery	-	(5,000)	(13,000)
Interest Expense	82		82
Net Loss	$(91,318)	$(8,232)	$(327,374)
Net Loss Per Common Share – Basic and Diluted	$(0.00)	$(0.00)	N/A
Weighted Average Common Shares Outstanding	345,697,174	331,545,000	N/A

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

Minerco Resources, Inc.
(A Development Stage Company)
Statements of Cash Flows
(unaudited)

	Three Months Ended October 31, 2010	Three Months Ended October 31, 2009	Period from June 21, 2007 (Date of Inception) To October 31, 2010
Cash Flows from Operating Activities			
Net loss for the period	$(91,318)	$(8,232)	$(327,374)
Adjustments to reconcile net loss to net cash used in operating activities:			
Share vased compensation:	-	-	-
Impairment of notes receivable:	-	-	30,000
Prepaid expense	-		-
Accounts payable and accrued liabilities	(13,809)	(8,977)	(5,968)
Accounts payable- related party		-	22,500
Net Cash Used in Operating Activities	(105,127)	(17,209)	(280,842)
Cash Flows from Investing Activities			
Loan to third party	-	-	(10,000)
Net Cash Used in Investing Activities	-	-	(10,000)
Cash Flows from Financing Activities			
Capital contribution	-		1,182
Proceeds from issuance of common stock	-	-	90,514
Proceeds from loan	100,000	-	200,000
Proceeds from related party debt	-	-	14,935
Net Cash Provided by Financing Activities	100,000	-	306,631
Net change in cash	(5,127)	(17,209)	15,789
Cash, Beginning of Period	20,916	18,524	-
Cash, End of Period	$15,789	$1,315	$15,789
Supplemental disclosures of cash flow information			
Cash paid for interest	82	-	82

Cash paid for income taxes	-	-	-
Non cash investing and financing activities:			
Common stock issued for Chiligatoro rights	$-	$-	$715,500
Common stock issued for note receivable	$-	$-	$20,000

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

4

Minerco Resources, Inc.
(A Development Stage Company)
Notes to the Financial Statements
(unaudited)

1. Basis of Presentation

The accompanying unaudited interim financial statements of Minerco Resources, Inc. ("Minerco"), have been prepared in accordance with accounting principles generally accepted in the United States of America and the rules of the Securities and Exchange Commission (the "SEC"), and should be read in conjunction with the audited financial statements and notes thereto contained in Minerco's Annual Report filed with the SEC on Form 10-K. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of financial position and the results of operations for the interim periods presented have been reflected herein. The results of operations for interim periods are not necessarily indicative of the results to be expected for the full year. Notes to the financial statements which substantially duplicate the disclosure contained in the audited financial statements for fiscal 2010 as reported in Minerco's Form 10-K have been omitted.

2. Going Concern

These financial statements have been prepared on a going concern basis, which implies the Company will continue to realize it assets and discharge its liabilities in the normal course of business. During the period ended October 31, 2010, the Company has an accumulated deficit and no revenue. The Company is in the business of developing, producing and providing clean, renewable energy solutions in Central America. The Company participates in and invests in development projects with other companies in clean, renewable energy projects. The continuation of the Company as a going concern is dependent upon the continued financial support from its shareholders, the ability of the Company to obtain necessary equity financing to continue operations, and the attainment of profitable operations. These factors raise substantial doubt regarding the Company's ability to continue as a going concern. These financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

The Company intends to fund operations through equity and debt financing arrangements, which may be insufficient to fund its capital expenditures, working capital and other cash requirements for the year ending July 31, 2011.

3. Common Stock

On October 14, 2010, the Company issued 2,000,000 shares in consideration for legal services performed these shares were not expensed since they were incurred prior to raising financing and hence considered as deferred financing costs.

4. Accounts Payable – Related Parties

As of October 31, 2010, the Company was indebted to the current Chief Executive Officer for $8,500 ($16,000 at July 31, 2010) relating to accrued salary and to the current Chief Financial Officer for $0 ($6,500 at July 31, 2010) relating to accrued salary for a total of $8,500. As of October 31, 2010, the Company was indebted to the former President of the Company in the amount of $14,935, which was noninterest bearing, unsecured and due on demand, this amount was reflected as a related party advance as of July 31, 2010. The former President is no longer a related party therefore this amount is classified under short term loan as of October 31, 2010.

5. Loan Payable

As of October 31, 2010, the Company was indebted to an unrelated third party for $200,000 ($100,000 at July 31, 2010), for monies loaned to the company. On October 12, 2010, the Company granted a promissory note to this party in the amount of $200,000 in consideration for monies loaned to the company. The promissory note is non-interest bearing and due on demand.

Minerco Resources, Inc.
(A Development Stage Company)
Notes to the Financial Statements
(unaudited)

6. Equity Funding Facility

The Company entered into the Investment Agreement with Centurion Private Equity, LLC ("Centurion") on December 2, 2010. Pursuant to the Investment Agreement, Centurion committed to purchase up to $5,000,000 of our common stock, over a period of time terminating on the earlier of: (i) 24 months from the effective date of this registration statement; or (ii) 30 months from the date of the Investment Agreement (the "Line"). The aggregate number of shares issuable by us and purchasable by Centurion the Investment Agreement is $5,000,000 worth of stock, which was determined by our Board of Directors.

We may draw on the facility from time to time, as and when we determine appropriate in accordance with the terms and conditions of the Investment Agreement. The maximum amount that we are entitled to put in any one notice is such number of shares of Common Stock as equals $300,000 provided that the number of shares sold in each put shall not exceed a share volume limitation equal to the lesser of: (i) 10 million shares; or (ii) 15% of the aggregate trading volume of the Common Stock traded on our primary exchange during any pricing period for such put excluding any days where the lowest intra-day trade price is less than the trigger price (which is the greater of (i) the floor price plus a fixed discount of $.0025, subject to adjustment in certain circumstances (ii) the floor price if any set by us divided by 0.95 or (iii) $.01, the greater of all three clauses being referred to as the "Trigger Price"). The offering price of the securities to Centurion will equal 95% of the of the average of the three lowest daily volume weighted average prices, or " VWAPs, " of our common stock during the fifteen trading day period beginning on the trading day immediately following the date Centurion receives our put notice. However, if, on any trading day during a pricing period, the daily VWAP of the common stock is lower than the Trigger Price, then the put amount is automatically suspended for each such trading day during the pricing period, with only the balance of such put amount above the minimum acceptable price of being put to Centurion. There are put restrictions applied on days between the put notice date and the closing date with respect to that particular put. During such time, we are not entitled to deliver another put notice.

Logistically in terms of timing of each put the Investment Agreement provides that at least one business day but no more than 5 business days prior to any intended put date, we must deliver a put notice to Centurion, stating the number of shares included in the put and the put date

There are circumstances under which we will not be entitled to put shares to Centurion, including the following:

we will not be entitled to put shares to Centurion unless there is an effective registration statement under the Securities Act to cover the resale of the shares by Centurion;

we will not be entitled to put shares to Centurion unless our common stock continues to be quoted on the OTC Bulletin Board and has not been suspended from trading;

we will not be entitled to put shares to Centurion if an injunction shall have been issued and remain in force against us, or action commenced by a governmental authority which has not been stayed or abandoned, prohibiting the purchase or the issuance of the shares to Centurion;

we will not be entitled to put shares to Centurion if the issuance of the shares will violate any shareholder approval requirements of the OTC BB; we will not be entitled to put shares to Centurion if we have not complied with our obligations and are otherwise in breach of or in default under, the Investment Agreement, the Registration Rights

Agreement or any other agreement executed in connection therewith with Centurion; and

we will not be entitled to put shares to Centurion to the extent that such shares would cause Centurion's' beneficial ownership to exceed 9.99% of our outstanding shares;

In connection with the preparation of the Investment Agreement and the registration rights agreement, we issued Centurion 2,000,000 shares of common stock as a document preparation fee in the amount of $20,000 and agreed to issue after receipt of all regulatory approvals, shares of our preferred stock that will be convertible into 18,007,202 shares of our common stock as a commitment fee.

Minerco Resources, Inc.
(A Development Stage Company)
Notes to the Financial Statements
(unaudited)

7. Subsequent Events

a) The Company entered into the Investment Agreement with Centurion Private Equity, LLC ("Centurion") on December 2, 2010. Pursuant to the Investment Agreement, Centurion committed to purchase up to $5,000,000 of our common stock, over a period of time terminating on the earlier of: (i) 24 months from the effective date of this registration statement; or (ii) 30 months from the date of the Investment Agreement (the "Line"). The aggregate number of shares issuable by us and purchasable by Centurion pursuant to the terms of the Investment Agreement is $5,000,000 worth of stock.

b) On December 7, 2010, the Company sold the $20,000 promissory note from Plateau Mineral Development LLC and its interest in the PMD-Duke Pipeline to Michael Too, its former CEO and President in exchange for the forgiveness of $14,935.

c) On December 6, 2010, the Company issued 16,000,000 shares of its common stock pursuant to a consulting agreement.

d) On December 6, 2010, the Company issued 1,750,000 shares of its common stock to various employees as a sign on bonus.

e) On December 6, 2010 the holders of a majority in voting power of the outstanding stock of Minerco Resources, Inc. (the "Company") executed and delivered a written consent adopting a resolution to authorize our Board of Directors, if it deems advisable, to amend our Articles of Incorporation (the "Amendments") to take any one or all of the following actions: (i) to increase the amount of shares authorized from 450 million to 1.2 billion; (ii) to effectuate a reverse stock split (the "Stock Split") of the issued and outstanding shares of common stock on a basis of up to 1 for 10; and (iii) to authorize the creation of 25,000,000 authorized shares as "blank check" preferred stock to be designated in such series or classes as the Board of Directors of the Corporation shall determine. An Information Statement on Schedule 14C was filed with the Securities and Exchange Commission on December 8, 2010 advising of the taking of such action.

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

Forward Looking Statements

This annual report on Form 10-K contains forward-looking statements that involve risks and uncertainties. These statements relate to future events or our future financial performance. In some cases, you can identify forward-looking statements by terminology including "could", "may", "will", "should", "expect", "plan", "anticipate", "believe", "estimate", "p "potential" and the negative of these terms or other comparable terminology. These statements are only predictions. Actual events or results may differ materially.

While these forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect our current judgment regarding the direction of our business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions or other future performance suggested in this report.

Business Overview

Minerco Resources, Inc. ("Minerco", "we", "our" or "us") was incorporated as a Nevada company on June 21, 2007. We were engaged in the acquisition of interests and leases in oil and natural gas properties since our inception until May 27, 2010. As of May 27, 2010 we changed our focus away from the oil and gas business to that of the development of production and provision of clean, renewable energy solutions in Central America. We have no subsidiaries. Our common stock is quoted on the OTC Bulletin Board under the symbol "MINE".

Our registration statement on Form S-1 registering an aggregate of 142,545,000 shares of our common stock became effective on February 6, 2009. The 142,545,000 shares offered for resale by the 35 selling security holders include 12,000,000 shares owned by Wisdom Resources, Inc., a company controlled by Michael Too, our former President, Chief Executive Officer, Chief Financial Officer, Principal Accounting Officer, Secretary, Treasurer and sole director. We will not receive any proceeds from the resale of these shares by the selling security holders. We incurred all costs associated with the registration statement.

The Project

On May 27, 2010, we acquired 100% of the 6 mega-watt per hour (MWh) Chiligatoro Hydro-Electric Project ("Chiligatoro") in Intibuca, Honduras. The Project is classified as a run-of-the-river project (not a conventional retention dam) and is currently in the Feasibility Stage of development. Acquisition in this phase of development allows Minerco Resouces, Inc. ("Minerco") to have full control of the Final Design and Construction. To date, the construction of the Chiligatoro has not started, and we have not received any revenues from the project. There is no assurance that the Chiligatoro will be completed in a timely manner, if at all. Additionally, if the Chiligatoro is completed, there is no guarantee that it will be successfully used to create electricity or that it will generate a consistent revenue stream for us.

The Project has received approval from the National Energy Commission, signed the 30 Year Operations Contract with SERNA and is currently negotiating its Power Purchase Agreement (PPA) with ENEE. The Project is awaiting final approval from the Honduran National Congress. This Congressional Approval acts as a "defacto" guarantee. This approval makes Chiligatoro's Power Purchase Contracts a recorded law in the Honduran National Congress. Final approval and start of construction is anticipated by 2011.

The revenue for the Chiligatoro Project (or any hydro project) is expected to be generated from:

Ø Power Generation Sales

- § Chiligatoro Example: 6 MWh x 24 hr/day x $108 /MWh = US$ 15,550 / day or US$ 5,675,000 per year of Gross Energy Generation Revenue

Ø Carbon Credits

- § Carbon Emission Reduction (CER) Credits can be pre-sold or traded on the open market. The spot price is currently over US$ 10 per Credit. Carbon Credits are relatively new but are measured in tonnes of CO2.
- § The Chiligatoro Project is expected eliminate approximately 27,000 tonnes of CO2.per year, or earn 27,000 CER Credits annually. 27,000 CER /year x $10 /CER = US$ 270,000 per year.

Ø Reforestation in Project Buffer Zone

- § Reforestation generates revenue directly and indirectly. Planting tropical hardwood trees such as mahogany will generate direct revenue in less than 20 years. Current prices yield more than US$ 8,000 per tree.
- § More importantly, reforestation of the Project's Buffer Zone (water supply zone) increases the Projects total efficiency within a couple years adding additional power generation revenue. This increase in efficiency is typically 2 – 3%. Additional CER Credits are also realized with reforestation.

The Agreement with ROTA INVERSIONES S.DE R.L

We acquired the rights to the Chiligatoro Project from ROTA INVERSIONES S.DE R.L., a Corporation formed under the laws of Honduras (the “Seller”), pursuant to the terms of an acquisition agreement we entered into with the Seller on May 27, 2010. We agreed to pay the Seller at total of 18,000,000 shares of common stock consisting of 9,000,000 shares of our common stock within 3 days of closing, 4,500,000 shares of our common stock within 180 days of closing and 4,500,000 shares of our common stock upon the Company’s raising of $12,000,000 no later than 24 months after closing. We also agreed to pay the Seller a royalty of 10% of the adjusted gross revenue, derived after all applicable taxes, from the Project prior to completion of the payment of the foregoing. Further, we agreed to pay the Seller a royalty of 20% of the adjusted gross revenue, derived after all applicable taxes, from the Project after the completion of the payout for the life of the Project, including any renewal, transfer or sale, if any, in perpetuity. “Payout” is defined as, all associated costs related to the development of the Project. If the Company is unable to obtain the financing requirements of this agreement, Seller shall have the right to terminate this agreement with full rights of rescission, and all rights, title and interest to the Project shall be transferred back to the Seller.

Results of Operations

Our results of operations are presented below:

	Three Months Ended October 31, 2010	Three Months Ended October 31, 2009	Period from June 21, 2007 (Date of Inception) to October 31, 2010
Loan Recovery	$-	$(5,000)	$(13,000)
Impairment of Note Receivable	-		32,700
General and Administrative Expenses	75,736	13,232	246,592
Chiligatoro Operating Expenses	15,500	-	61,000
Interest Expense	82	-	82
Net Loss	$(91,318)	$(8,232)	$(327,374)
Net Loss per Share –Basic and Diluted	$(0.00)	$(0.00)	N/A
Weighted Average Shares Outstanding	345,697,174	331,545,000	N/A

Results of Operations for the Three Months Ended October 31, 2010

During the three months ended October 31, 2010 we incurred a net loss of $91,318, compared to a net loss of $8,232 during the same period in fiscal 2009. The increase in our net loss during the three months ended October 31, 2010 was primarily due to increased General and Administrative Expense due to a change in business operations and Chiligatoro Operating Expense.

Our total general and administrative expenses for the three months ended October 31, 2010 were $75,736, compared to operating expenses of $13,232 during the same period in fiscal 2009. Our total general and administrative expenses during the three months ended October 31, 2010 consisted of $43,500 in compensation expense, $11,019 in professional fees and $21,217 in general and administrative expense and during the three months ended October 31, 2009 consisted entirely of general and administrative expenses, and we did not incur any foreign exchange losses, management fees, rent expenses or other operating expenses.

Our general and administrative expenses consist of professional fees, transfer agent fees, investor relations expenses and general office expenses. Our professional fees include legal, accounting and auditing fees.

Results of Operations for the Period from June 21, 2007 (Date of Inception) to October 31, 2010

From our inception on June 21, 2007 to October 31, 2010 we did not generate any revenues and we incurred a net loss of $327,374. We may not generate significant revenues from our interest in the Chiligatoro Hydro-Electric Project or any other properties in which we acquire an interest, and we anticipate that we will incur substantial losses for the foreseeable future.

Our total operating expenses from our inception on June 21, 2007 to October 31, 2010 were $246,592, and consisted entirely of $81,925 in compensation expense, $101,225 in professional fees and $63,442 in general and administrative expenses. We have not incurred any foreign exchange losses, management fees, rent expenses or other operating expenses since our inception.

Our general and administrative expenses consist of professional fees, transfer agent fees, investor relations expenses and general office expenses. Our professional fees include legal, accounting and auditing fees.

From our inception on June 21, 2007 to October 31, 2010 we also received $13,000 in the form of proceeds from loan recovery and incurred $32,700 in expenses related to the impairment of a note receivable.

Liquidity and Capital Resources

As of October 31, 2010 we had $15,789 in cash and $731,289 in total assets, $231,467 in total liabilities and a working capital deficit of $215,678. Our accumulated deficit from our inception on June 21, 2007 to October 31, 2010 was $327,374 and was funded primarily through equity and debt financing.

We are dependent on funds raised through our equity and debt financing, and since our inception on June 21, 2007 we have raised gross proceeds of $90,514 in cash from the sale of our common stock and $214,935 in debt financing.

From our inception on June 21, 2007 to October 31, 2010 we spent net cash of $280,842 on operating activities. During the three months ended October 31, 2010 we spent net cash of $105,127 on operating activities, compared to net cash spending of $17,209 on operating activities during the same period in fiscal 2009. The increase in expenditures on operating activities for the three months ended October 31, 2010 was primarily due to a change in business operation.

From our inception on June 21, 2007 to October 31, 2010 we spent net cash of $10,000 on investing activities, all of which was in the form of a loan to a third party. We did not spend any net cash on investing activities during the three months ended October 31, 2010 or during the same period in fiscal 2009.

From our inception on June 21, 2007 to October 31, 2010 we received net cash of $306,631 from financing activities, which consists of $90,514 from the issuance of our common stock, $214,935 from debt financing and $1,182 in capital contributions. During the three months ended October 31, 2010 we did receive $100,000 net cash from financing activities, compared to net cash received of $0 during the same period in fiscal 2009. The increase in receipts from financing activities for the three months ended October 31, 2010 was primarily due to a loan from an unrelated third party.

During the three months ended October 31, 2010 our monthly cash requirements to fund our operating activities was approximately $35,042. Our cash of $15,789 as of October 31, 2010 is sufficient to cover our current monthly burn rate for a full month.

We estimate our planned expenses for the next 24 months (beginning March 2011) to be approximately $13,001,000, as summarized in the table below.

Description	Potential completion date	Estimated Expenses ($)
Complete Feasibility & Environmental Studies	6 months	200,000
Project Permitting	6 months	85,000
Lease/Land Purchase	6 months	500,000
Final Construction Design	6 months	150,000
Engineering & Construction Consultants	6 months	200,000
Mobilization of Equipment	6 months	200,000
Stage 1 Construction	12 months	2,600,000
Stage 2 Construction	18 months	2,800,000
Stage 3 Construction	24 months	3,700,000
Professional Fees (legal and accounting)	12 months	100,000
Project Supervision	12 months	150,000
Project Socialization	12 months	75,000
General and administrative expenses	12 months	1,150,000
Contingencies (10%)	24 months	1,091,000
Total		13,001,000

Our general and administrative expenses for the year will consist primarily of transfer agent fees, investor relations expenses and general office expenses. The professional fees are related to our regulatory filings throughout the year.

Based on our planned expenditures, we require additional funds of approximately $12,985,211 (a total of $13,001,000 less our approximately $15,789 in cash as of October 31, 2010) to proceed with our business plan over the next 24 months. If we secure less than the full amount of financing that we require, we will not be able to carry out our complete business plan and we will be forced to proceed with a scaled back business plan based on our available financial resources.

We anticipate that we will incur substantial losses for the foreseeable future. Although we acquired a 100% interest in the Chiligatoro Hydro-Electric Project, there is no assurance that we will receive any revenues from this interest. Meanwhile, even if we purchase other non-operated interests in hydro-electric projects or begin construction activities on any properties we may acquire, this does not guarantee that these projects or properties will be commercially exploitable.

Our activities will be directed by V. Scott Vanis, our President, Chief Executive Officer and a member of the Board of Directors and Sam J Messina III, our Chief Financial Officer, Secretary, Treasurer and a member of the Board of Directors, who will also manage our operations and supervise our other planned acquisition activities.

Future Financings

Our financial statements for the three months ended October 31, 2010 have been prepared on a going concern basis and there is substantial doubt about our ability to continue as a going concern. We have not generated any revenues, have achieved losses since our inception, and rely upon the sale of our securities to fund our operations. We may not generate any revenues from our interest in the Chiligatoro Hydro-Electric Project, or from any of the hydro-electric projects in which we acquire an interest. Accordingly, we are dependent upon obtaining outside financing to carry out our operations and pursue any acquisition and exploration activities.

Of the $13,001,000 we require for the next 24 months, we had approximately $15,789 in cash as of October 31, 2010. We intend to raise the balance of our cash requirements for the next 24 months (approximately $12,985,210) from the equity line that we entered into with Centurion, private placements, shareholder loans or possibly a registered public offering (either self-underwritten or through a broker-dealer). If we are unsuccessful in raising enough money through such efforts, we may review other financing possibilities such as bank loans. At this time we do not have a commitment from any broker-dealer to provide us with financing other than the equity line, and there is no guarantee that any financing will be successful. We intend to negotiate with our management and any consultants we may hire to pay parts of their salaries and fees with stock and stock options instead of cash.

If we are unable to obtain the necessary additional financing, then we plan to reduce the amounts that we spend on our acquisition and exploration activities and our general and administrative expenses so as not to exceed the amount of capital resources that are available to us. Specifically, we anticipate that we will defer drilling programs and certain acquisitions pending the receipt of additional financing. Still, if we do not secure additional financing our current cash reserves and working capital will be not be sufficient to enable us to sustain our operations and for the next 12 months, even if we do decide to scale back our operations.

Product Research and Development

We do not anticipate spending any material amounts in connection with product research and development activities during the next 12 months.

Acquisition of Plants and Equipment and Other Assets

Apart from our interest in the Chiligatoro Hydro-Electric Project, we do not anticipate selling or acquiring any material properties, plants or equipment during the next 12 months unless we are successful in obtaining additional financing.

Off-Balance Sheet Arrangements

We have no significant off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to stockholders.

Inflation

The amounts presented in the financial statements do not provide for the effect of inflation on our operations or financial position. The net operating losses shown would be greater than reported if the effects of inflation were reflected either by charging operations with amounts that represent replacement costs or by using other inflation adjustments.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable.

ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls

We maintain disclosure controls and procedures (as defined in Rule 13a-15(e) and Rule 15d-15(e) under the Exchange Act) designed to provide reasonable assurance the information required to be reported in our Exchange Act filings is recorded, processed, summarized and reported within the time periods specified and pursuant to Securities and Exchange Commission rules and forms, including controls and procedures designed to ensure that this information is accumulated and communicated to our management, including our Principal Executive Officer and Principal Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

As of the end of the period covered by this report, our management, with the participation of our Principal Executive Officer and Principal Financial Officer, carried out an evaluation of the effectiveness of our disclosure controls and procedures. Based upon this evaluation, our Principal Executive Officer and our Principal Financial Officer concluded that our disclosure controls and procedures were (1) designed to ensure that material information relating to our Company is accumulated and communicated to our management, including our Principal Executive Officer and Principal Financial Officer, in a timely manner, particularly during the period in which this report was being prepared, and (2) ineffective, in that they provide reasonable assurance that information we are required to disclose in the reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission’s rules and forms.

Changes in Internal Control

There were no changes in our internal control over financial reporting (as defined in Rule 13a-15(e) and Rule 15d-15(e) under the Exchange Act) during the three months ended October 31, 2010 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. other than the improvement to our controls resulting from the segregation of duties of the Principal Executive Officer and the Principal Financial Officer in July 2010 when we hired a new Principal Financial Officer on July 26, 2010 to oversee the internal controls over financial reporting.

PART II – OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We are not aware of any legal proceedings to which we are a party or of which our property is the subject.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES

On October 14, 2010, the Company issued 2,000,000 shares in consideration for legal services performed these shares were not expensed since they were incurred prior to raising financing and hence considered as deferred financing costs. The issuance of stock was exempt from registration under Section 4 (2) of the Securities Act. No underwriter was involved in the offer of sale of the shares.

On December 6, 2010, the Company issued 16,000,000 shares pursuant to a consulting agreement. The issuance of stock was exempt from registration under Section 4 (2) of the Securities Act. No underwriter was involved in the offer of sale of the shares.

On December 6, 2010, the Company issued 1,750,000 shares to various employees as a sign on bonus. The issuance of stock was exempt from registration under Section 4 (2) of the Securities Act. No underwriter was involved in the offer of sale of the shares.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. REMOVED AND RESERVED

N/A

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

EXHIBIT INDEX

		Incorporated by reference			
Exhibit	Document Description	Form	Date	Number	Filed herewith
31.1	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				X
31.2	Certification of Principal Financial Officer and pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				X
32.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.				X
32.2	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.				X

SIGNATURES

Pursuant to the requirements 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.

	MINERCO RESOURCES INC.	
December 15, 2010	BY:	V. Scott Vanis President (Principal Executive Officer)
December 15, 2010	BY:	Sam Messina III Chief Financial Officer (Principal Financial Officer)

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32.2	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.				X