CROWN NORTHCORP INC
Form 10KSB/A
September 21, 2005

U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-KSB/A
(AMENDMENT NO. 1)

(Mark One)
[X] ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2004

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

For the transition period from _____ to _____

Commission File No.: 0-22936

Crown NorthCorp, Inc.
(Name of small business issuer in its charter)

Delaware	22-3172740
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

P.O. Box 613, Cheyenne, Wyoming 82001
(Address of principal executive offices) (Zip Code)

(614) 488-1169
(Issuer's telephone number)

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

Securities registered under Section 12(g) of the Exchange Act:
Common Stock, par value $.01 per share

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

Check if disclosure of delinquent filers in response to Item 405 of Regulation S-B is not contained in this form, and no disclosure will be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB or any amendment to this Form 10-KSB. X

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

Issuer's revenues for the fiscal year ended December 31, 2004 were $10,375,516.

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the Registrant cannot be determined at this time as the company's common equity has not been quoted within the past sixty days on the OTC Bulletin Board pursuant to Rule 6530 of the National Association of Securities Dealers.

As of March 25, 2005 the issuer had 15,940,116 shares of its common stock outstanding.

Transitional Small Business Disclosure Format. Yes ___ No X ___

ITEM 7. - FINANCIAL STATEMENTS

Exhibit 20.2 to the company's Form 10-KSB for the year ended December 31, 2004 contains the audited, consolidated financial statements of Crown NorthCorp Limited and subsidiaries as of December 31, 2004 and 2003. This Form 10-KSB/A (Amendment No. 1) substitutes Exhibit 20.3, filed herewith, in replacement of said Exhibit 20.2. The purpose of this substitution and replacement is to revise certain language in the Report of Independent Registered Public Accounting Firm to the Shareholders of Crown NorthCorp Limited. The financial statements of Crown NorthCorp Limited accompanying the report are unchanged.

SIGNATURES

Pursuant to the requirements of Section 13 or Section 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.

Date: September 21, 2005 Crown NorthCorp, Inc.

By: /s/ Ronald E. Roark

Ronald E. Roark, Vice Chairman and Chief Executive Officer

Dated: September 21, 2005 By: /s/ Rick Lewis

Rick Lewis, Vice President, Treasurer and Chief Financial Officer

Dated: September 21, 2005 By: /s/ Stephen W. Brown

Stephen W. Brown, Secretary

INDEX TO EXHIBITS

20.3	Audited, consolidated financial statements of Crown NorthCorp Limited and subsidiaries as of December 31, 2004 and 2003 (1)
31.10	Certification of officers of Crown (1)
32.9	Certification of officers of Crown (1)

(1) Filed herewith.