

USCORP  
Form 10-Q  
May 12, 2009

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended: March 31, 2009  
or

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

For the transition period from: \_\_\_\_\_ to \_\_\_\_\_

USCORP.

(Exact name of registrant as specified in its charter)

Nevada  
(State or Other Jurisdiction  
of Incorporation)

000-19061  
(Commission  
File Number)

87-0403330  
(I.R.S. Employer  
Identification No.)

4535 W. Sahara Avenue, Suite 200, Las Vegas, NV 89102  
(Address of Principal Executive Office) (Zip Code)

(702) 933-4034  
(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. ☒ Yes ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

Large accelerated filer ☐  
Non-accelerated filer ☐

Accelerated filer ☐  
Smaller reporting company ☒

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

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 (or for such shorter period that the registrant was required to submit and post such files).

Yes    ☐    No    ☒

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of March 31, 2009.  
67,684,058 shares of Common Stock issued and outstanding.

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USCORP  
TABLE OF CONTENTS

**PART I — FINANCIAL INFORMATION**

Item 1. Financial Statements	3
Consolidated Balance Sheet as of March 31, 2009 and September 30, 2008 (unaudited)	3
Consolidated Statements of Operations for the Three & Six Months & Quarter Ended March 31, 2009 and September 30, 2008 and from Inception, May 1989 through March 31, 2009 (unaudited)	4
Consolidated Statements of Cash Flows for the Three Months Ended March 31, 2009 and March 31, 2008 and from Inception, May 1989 through 2007March 31, 2009 (unaudited)	5
Consolidated Statements of Changes in Shareholders' Equity from Inception, May 1989 through March 31, 2009	6
Notes to Consolidated Financial Statements (unaudited)	11
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	16
Item 3. Quantitative and Qualitative Disclosures About Market Risk	17
Item 4T. Controls and Procedures	17

**PART II — OTHER INFORMATION**

Item 1. Legal Proceedings	18
Item 1A. Risk Factors	18
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds	18
Item 3. Defaults Upon Senior Securities	18
Item 4. Submission of Matters to a Vote of Security Holders	18
Item 5. Other Information	18

## PART I. FINANCIAL INFORMATION

USCorp  
(an Exploration Stage Company)  
Balance Sheet  
As of March 31, 2009 and September 30, 2008

	Unaudited 31-Mar-09	30-Sep-08
<b>ASSETS</b>		
Current assets:		
Cash	\$ 313,814	\$ 478,843
Total current assets	\$ 313,814	\$ 478,843
Other assets:		
Equipment- net	1,537	3,190
Total assets	\$ 315,351	\$ 482,033
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable & accrued expenses	\$ 285,550	\$ 300,169
Gold bullion loan	1,507,528	1,445,273
Subscriptions payable	0	0
Total current liabilities	\$ 1,793,078	\$ 1,745,442
Convertible debenture payable	582,599	288,702
Shareholders' equity:		
Series A preferred stock, one share convertible to eight shares of common; par value \$0.001, 10,000,000 shares authorized, 5,218,750 shares issued and outstanding at September 30, 2008	71,758	71,758
Series B preferred stock, one share convertible to two shares of common; 10% cumulative stated dividend, stated value \$0.50, 50,000,000 shares authorized, 155,000 shares outstanding at September 30, 2007 and 141,687 at September 30, 2008, stated value; \$0.50	63,498	63,498
Common stock B- \$0.001 par value, authorized 250,000,000 shares, issued and outstanding, 5,000,000 shares at September 30, 2008 and 5,000,000 at September 30, 2007, non-voting	5,000	5,000
Common stock A- \$0.01 par value, authorized 550,000,000 shares authorized, issued and outstanding, 33,856,462 shares at September 30, 2007, 60,612,630 at Sept. 30, 2008 and 67,684,058 at March 31, 2009	\$ 676,840	\$ 606,126
Additional paid in capital	11,655,193	11,420,136
Accumulated deficit - exploration stage	(14,532,615)	(13,718,629)
Total shareholders' deficit	(2,200,582)	(1,692,367)
Total Liabilities & Shareholders' Deficit	\$ 315,351	\$ 482,033

See the notes to the financial statements.

3

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USCorp  
(an Exploration Stage Company)  
Statements of Operations  
For the Six Months Ended March 31, 2009 and March 31, 2008  
and from Inception, May 1989 through March 31, 2009

	Unaudited 6 Months 31-Mar-09	Unaudited 6 Months 31-Mar-08	Unaudited 3 Months 31-Mar-09	Unaudited 3 Months 31-Mar-08	Inception to Date
<b>General and administrative expenses:</b>					
Consulting	\$ 163,404	\$ 114,807	\$ 78,681	\$ 105,497	\$ 6,249,491
Administration	447,757	273,311	200,095	126,443	5,354,258
License expense	100	0	0	0	247,559
Professional fees	44,205	41,289	25,395	(2,383)	570,665
Total general & administrative expenses	655,466	429,407	304,171	229,557	12,421,973
Net loss from operations	\$ (655,466)	\$ (429,407)	\$ (304,171)	\$ (229,557)	\$ (12,421,973)
<b>Other income (expenses):</b>					
Interest income	632	0	123	0	7,896
Interest expense	(125,423)	(243,029)	(54,475)	(80,953)	(847,455)
Loss on unhedged derivative	(33,729)	(291,172)	(48,476)	(15,966)	(671,083)
Loss on mining claim	0	0	0	0	(600,000)
Net loss before provision for income taxes	\$ (813,986)	\$ (963,608)	\$ (406,999)	\$ (326,476)	\$ (14,532,615)
Provision for income taxes	0	0	0	0	0
Net loss	\$ (813,986)	\$ (963,608)	\$ (406,999)	\$ (326,476)	\$ (14,532,615)
Basic & fully diluted net loss per common share	\$ (0.01)	\$ (0.02)	\$ (0.01)	\$ (0.01)	
<b>Weighted average of common shares outstanding:</b>					
Basic & fully diluted	63,915,751	50,636,908	63,059,058	51,756,416	

See the notes to the financial statements.

USCorp  
(an Exploration Stage Company)  
Statements of Cash Flows  
For the Six Months Ended March 31, 2009 and March 31, 2008  
and from Inception, May 1989 through March 31, 2009

	31-Mar-09	31-Mar-08	Inception to Date
<b>Operating Activities:</b>			
Net loss	\$ (813,986)	\$ (963,608)	\$ (14,532,615)
Adjustments to reconcile net income items not requiring the use of cash:			
Loss on sale of mining claim	0	0	600,000
Consulting fees	38,771	0	2,190,281
Depreciation expense	1,653	2,014	16,018
Interest expense	125,423	243,029	847,455
Shares issued for mining claim	0	0	2,449,465
Loss on unhedged underlying derivative	33,729	291,172	671,083
Changes in other operating assets and liabilities :			
Accounts payable and accrued expenses	(14,619)	14,784	2,325,550
Net cash used by operations	\$ (629,029)	\$ (412,609)	\$ (5,432,763)
<b>Investing activities:</b>			
Purchase of office equipment	\$ 0	\$ 0	\$ (17,555)
Net cash used by investing activities	0	0	(17,555)
<b>Financing activities:</b>			
Issuance of common stock	\$ 264,000	\$ 0	\$ 2,528,868
Issuance of preferred stock	0	0	70,165
Issuance of gold bullion note	0	0	648,282
Subscriptions received	0	0	569,323
Issuance of convertible notes	200,000	0	1,600,000
Advances received (paid) shareholder	0	(205,263)	347,494
Net cash provided by financing activities	464,000	(205,263)	5,764,132
<b>Net increase (decrease) in cash during the period</b>	<b>\$ (165,029)</b>	<b>\$ (617,872)</b>	<b>\$ 313,814</b>
<b>Cash balance at beginning of the fiscal year</b>	<b>478,843</b>	<b>1,541,001</b>	<b>0</b>
<b>Cash balance at March 31st</b>	<b>\$ 313,814</b>	<b>\$ 923,129</b>	<b>\$ 313,814</b>
<b>Supplemental disclosures of cash flow information:</b>			
Interest paid during the fiscal period	\$ 0	\$ 0	\$ 0
Income taxes paid during the period	\$ 0	\$ 0	\$ 0

See the notes to the financial statements.

USCorp  
(an Exploration Stage Company)  
Statement of Changes in Shareholders' Equity  
From Inception, May 1989 to March 31, 2009

	Common Shares	Common Par Value	Paid in Capital	Accumulated Deficit	Total	Stock Price *
Inception	0	\$ 0	\$ 0	\$ 0	\$ 0	
Issuance of common stock	84,688	847	1,185,153		1,186,000	\$ 0.07
Net income fiscal 1990				520,000	520,000	
Balance at September 30, 1990-unaudited	84,688	\$ 847	\$ 1,185,153	\$ 520,000	\$ 1,706,000	
Net income fiscal 1991				1,108,000	1,108,000	
Balance at September 30, 1991-unaudited	84,688	\$ 847	\$ 1,185,153	\$ 1,628,000	\$ 2,814,000	
Issuance of common stock	472	5	32,411		32,416	\$ 0.22
Net income fiscal 1992				466,000	466,000	
Balance at September 30, 1992-unaudited	85,160	\$ 852	\$ 1,217,564	\$ 2,094,000	\$ 3,312,416	
Net loss fiscal 1993				(3,116,767)	(3,116,767)	
Balance at September 30, 1993-unaudited	85,160	\$ 852	\$ 1,217,564	\$ (1,022,767)	\$ 195,649	
Net loss fiscal 1994				(63,388)	(63,388)	
Balance at September 30, 1994-unaudited	85,160	\$ 852	\$ 1,217,564	\$ (1,086,155)	\$ 132,261	
Net income fiscal 1995				(132,261)	(132,261)	
Balance at September 30, 1995-unaudited	85,160	\$ 852	\$ 1,217,564	\$ (1,218,416)	\$ 0	
Net loss fiscal 1996				0	0	
Balance at September 30, 1996-unaudited	85,160	\$ 852	\$ 1,217,564	\$ (1,218,416)	\$ 0	





USCorp  
(an Exploration Stage Company)  
Statement of Changes in Shareholders' Equity  
From Inception, May 1989 to March 31, 2009  
(Continued)

	Common Shares	Common Par Value	Paid in Capital	Accumulated Deficit	Total	Stock Price *
Stock issued for mining claim	150,000	1,500	598,500		600,000	\$ 0.20
Issuance of common stock	50,000	500	59,874		60,374	\$ 0.06
Stock issued for services	14,878	149	29,608		29,757	\$ 0.10
Net loss fiscal 1997				(90,131)	(90,131)	
Balance at September 30, 1997-unaudited	300,038	\$ 3,001	\$ 1,905,546	\$ (1,308,547)	\$ 600,000	
Capital contributed by shareholder			58,668		58,668	
Net loss fiscal 1998				(58,668)	(58,668)	
Balance at September 30, 1998-unaudited	300,038	\$ 3,001	\$ 1,964,214	\$ (1,367,215)	\$ 600,000	
Capital contributed by shareholder			28,654		28,654	
Net income fiscal 1999				(26,705)	(26,705)	
Balance at September 30, 1999-unaudited	300,038	\$ 3,001	\$ 1,992,868	\$ (1,393,920)	\$ 601,949	
Capital contributed by shareholder			22,750		22,750	
Net loss fiscal 2000				(624,699)	(624,699)	
Balance at September 30, 2000-unaudited	300,038	\$ 3,001	\$ 2,015,618	\$ (2,018,619)	\$ 0	

USCorp  
(an Exploration Stage Company)  
Statement of Changes in Shareholders' Equity  
From Inception, May 1989 to March 31, 2009  
(Continued)

	Common Shares	Common Par Value	Paid in Capital	Accumulated Deficit	Total	Stock Price *
Issuance of common stock	103,535	1,035	611,943		612,978	\$ 0.15
Issued stock for compensation	50,000	500	19,571		20,071	\$ 0.04
Capital contributed by shareholder			21,719		21,719	
Net loss fiscal 2001				(654,768)	(654,768)	
Balance at September 30, 2001-unaudited	453,573	\$ 4,536	\$ 2,668,851	\$ (2,673,387)	\$ 0	
Issued stock to purchase mining claim	24,200,000	242,000	2,207,466		2,449,466	\$ 0.10
Issued shares to employees	267,500	2,675	(2,675)		0	
Capital contributed by shareholders			143,480		143,480	
Net loss for the fiscal year				(2,591,671)	(2,591,671)	
Balance at September 30, 2002-unaudited	24,921,073	\$ 249,211	\$ 5,017,122	\$ (5,265,058)	\$ 1,275	
Issued stock for services	872,000	8,720	264,064		272,784	\$ 0.31
Beneficial conversion feature			3,767		3,767	
Capital contributed by shareholders			81,472		81,472	
Net loss for the fiscal year				(865,287)	(865,287)	
Balance at September 30, 2003	25,793,073	\$ 257,931	\$ 5,366,425	\$ (6,130,345)	\$ (505,989)	

USCorp  
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Statement of Changes in Shareholders' Equity  
From Inception, May 1989 to March 31, 2009  
(Continued)

	Common Shares	Common Par Value	Paid in Capital	Accumulated Deficit	Total	Stock Price *
Issuance of common stock	550,000	5,500	206,500		212,000	\$ 0.39
Issued stock to pay bills	1,069,945	10,699	460,077		470,776	\$ 0.44
Issued stock for services	2,118,444	21,184	652,714		673,898	\$ 0.32
Net loss for the fiscal year				(964,108)	(964,108)	
Balance at September 30, 2004	29,531,462	\$ 295,314	\$ 6,685,716	\$ (7,094,453)	\$ (113,423)	
Issuance of common stock	150,000	1,500	46,500		48,000	\$ 0.32
Issued stock for services	2,840,000	28,400	331,600		360,000	\$ 0.13
Issued stock to pay debt	400,000	4,000	50,000		54,000	\$ 0.14
Issuance of warrants			1,817		1,817	
Net loss for the fiscal year				(628,337)	(628,337)	
Balance at September 30, 2005	32,921,462	\$ 329,214	\$ 7,115,633	\$ (7,722,790)	\$ (277,943)	
Issued stock for services	885,000	8,850	70,800		79,650	\$ 0.09
Net loss for the period				(837,551)	(837,551)	
Balance at September 30, 2006	33,806,462	\$ 338,064	\$ 7,186,433	\$ (8,560,341)	\$ (1,035,844)	
Issued stock for services	50,000	500	4,500		5,000	\$ 0.10
Issuance of convertible debt			648,098		648,098	
Net loss for the fiscal year				(3,176,745)	(3,176,745)	
Balance at September 30, 2007	33,856,462	338,564	7,839,031	(11,737,086)	(3,559,491)	



USCorp  
(an Exploration Stage Company)  
Statement of Changes in Shareholders' Equity  
From Inception, May 1989 to March 31, 2009  
(Continued)

	Common Shares	Common Par Value	Paid in Capital	Accumulated Deficit	Total	Stock Price *
Issuance of common stock	12,181,329	121,814	566,954		688,768	\$ 0.06
Issued stock for services	7,348,214	73,482	2,123,750		2,197,232	\$ 0.30
Conversion of debentures	7,200,000	72,000	828,000		900,000	\$ 0.13
Conversion of preferred stock	26,625	266	6,401		6,667	\$ 0.25
Issuance of convertible debt			56,000		56,000	