

USCORP  
Form 10-Q  
August 13, 2010

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 10-Q

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

For the quarterly period ended: June 30, 2010  
or

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

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

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USCORP  
(Exact name of registrant as specified in its charter)

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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)

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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.

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Large accelerated filer ..  
Non-accelerated filer ..

Accelerated filer ..  
Smaller reporting company x

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of June 30, 2010.  
101,546,217 shares of Common Class A Stock and 20,000,000 shares of Common Class B Stock issued and  
outstanding.

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## PART I. FINANCIAL INFORMATION

USCorp Inc.  
(an Exploration Stage Company)  
Balance Sheet  
As of June 30, 2010 and September 30, 2009

	Unaudited 30-Jun-10	30-Sep-09
<b>ASSETS</b>		
Current assets:		
Cash	\$ 44,720	\$ 18,527
Total current assets	\$ 44,720	\$ 18,527
Other assets:		
Equipment- net	376	1,030
Total assets	\$ 45,096	\$ 19,557
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable & accrued expenses	\$ 8,497	\$ 8,953
Gold bullion loan	2,401,486	1,786,025
Convertible debenture payable	690,787	249,955
Subscriptions payable	111,446	93,481
Total current liabilities	\$ 3,212,216	\$ 2,138,414
Convertible debenture payable	0	390,661
Due to officer	32,206	16,349
Shareholders' equity:		
Series A preferred stock, one share convertible to eight shares of common; par value \$0.001, 10,000,000 shares authorized, 6,562,500 shares issued and outstanding at September 30, 2009 and 4,000,000 at June 30, 2010	8,327	8,327
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, 141,687 outstanding at September 30, 2009 and June 30, 2010, stated value; \$0.50	63,498	63,498
Common stock B- \$.001 par value, authorized 250,000,000 shares, issued and outstanding, 5,000,000 shares at September 30, 2009 and 20,000,000* at June 30, 2010	20,000	5,000
Common stock A- \$.01 par value, authorized 550,000,000 shares authorized, issued and outstanding, 74,319,460 shares at September 30, 2009 and 104,287,508 at June 30, 2010	\$ 1,042,876	\$ 743,195
Additional paid in capital	12,804,489	12,183,315
Accumulated deficit - exploration stage	(17,138,516)	(15,529,202)
Total shareholders' deficit	(3,291,151)	(2,602,692)
Total Liabilities & Shareholders' Deficit	\$ 45,096	\$ 19,557

See the notes to the financial statements.

\*See Note 5

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USCorp  
(an Exploration Stage Company)  
Statements of Operations  
For the Nine and Three Months Ended June 30, 2010 and June 30, 2009  
and from Inception, May 1989 through June 30, 2009

	Unaudited 9 Months 30-Jun-10	Unaudited 9 Months 30-Jun-09	Unaudited 3 Months 30-Jun-10	Unaudited 3 Months 30-Jun-09	Inception to Date
<b>General and administrative expenses:</b>					
Consulting	\$ 278,075	\$ 183,644	\$ (53,719)	\$ 20,240	\$ 7,037,578
Administration	642,026	587,817	86,754	140,059	6,642,486
License expense	0	100	0	0	247,559
Professional fees	23,535	94,103	2,956	49,898	700,258
Total general & administrative expenses	943,636	865,664	35,991	210,197	14,627,881
Net loss from operations	\$ (943,636)	\$ (865,664)	\$ (35,991)	\$ (210,197)	\$ (14,627,881)
<b>Other income (expenses):</b>					
Interest income	0	644	0	12	7,908
Interest expense	(78,793)	(171,938)	(13,185)	(46,515)	(1,010,762)
Gain (loss) on unhedged derivative	(586,885)	(28,105)	(254,271)	5,624	(1,507,781)
Net loss before provision for income taxes	\$ (1,609,314)	\$ (1,065,063)	\$ (303,447)	\$ (251,076)	\$ (17,138,516)
Provision for income taxes	0	0	0	0	0
Net loss	\$ (1,609,314)	\$ (1,065,063)	\$ (303,447)	\$ (251,076)	\$ (17,138,516)
Basic & fully diluted net loss per common share	\$ (0.02)	\$ (0.02)	\$ (0.00)	\$ 0.00	
<b>Weighted average of common shares outstanding:</b>					
Basic & fully diluted	87,411,680	65,347,795	103,015,198	67,684,058	

See the notes to the financial statements.

USCorp  
(an Exploration Stage Company)  
Statements of Cash Flows  
For the Nine Months Ended June 30, 2010 and June 30, 2009  
and from Inception, May 1989 through June 30, 2010

	Unaudited 30-Jun-10	Unaudited 30-Jun-09	Inception to Date
<b>Operating Activities:</b>			
Net loss	\$ (1,609,314)	\$ (1,065,063)	\$ (17,138,516)
Adjustments to reconcile net income items not requiring the use of cash:			
Consulting fees	515,460	59,771	5,100,253
Depreciation expense	654	1,882	17,179
Interest expense	78,793	171,938	947,143
Impairment expense	0	0	3,049,465
Loss on unhedged underlying derivative	586,885	28,105	1,507,781
Changes in other operating assets and liabilities :			
Accounts payable and accrued expenses	(502)	(15,499)	8,497
Net cash used by operations	\$ (428,024)	\$ (818,866)	\$ (6,508,198)
<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	\$ 405,395	\$ 301,200	\$ 4,629,971
Issuance of preferred stock	0	0	71,825
Issuance of common B stock	0	0	20,000
Issuance of gold bullion note	0	0	648,282
Capital contributed by shareholder	0	0	356,743
Subscriptions received	32,965	0	111,446
Issuance of convertible notes	0	200,000	700,000
Advances received (paid) shareholder	15,857	0	32,206
Net cash provided by financing activities	454,217	501,200	6,570,473
Net increase (decrease) in cash during the period	\$ 26,193	\$ (317,666)	\$ 44,720
Cash balance at beginning of the fiscal year	18,527	327,945	0
Cash balance at June 30th	\$ 44,720	\$ 10,279	\$ 44,720
<b>Supplemental disclosures of cash flow information:</b>			
Interest paid during the 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 in May 1989

	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 in May 1989  
(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 in May 1989  
(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  
 (an Exploration Stage Company)  
 Statement of Changes in Shareholders' Equity  
 From Inception in May 1989  
 (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