

USCORP  
Form 10-Q/A  
June 24, 2009

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

FORM 10-Q/A

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

For the quarterly period ended: December 31, 2008  
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    ☒

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

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Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of January 21, 2009.  
64,559,058 shares of Common Stock issued and outstanding.

Explanatory Note

Subsequent to the issuance of the financial statements for the fiscal years ended September 30, 2008 and September 30, 2007, management discovered that an incorrect statement had been filed instead of the finalized report. The original Annual Report on Form 10-K we filed incorrectly valued the shares issued to consultants. The following indicates those accounts in the consolidated balance sheets and the consolidated income statements affected by the restatement.

For the 3 month period ending 12-31-08	As Reported	As Restated
Total shareholder deficit	\$ (1,983,083)	\$ (2,105,092)
Net loss	\$ (406,987)	\$ (406,988)
Basic & fully diluted net loss per common share	\$ (0.01)	\$ (0.01)

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USCORP  
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## PART I. FINANCIAL INFORMATION

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

	Unaudited 31-Dec-08	As Restated 30-Sep-08
<b>ASSETS</b>		
Current assets:		
Cash	\$ 326,930	\$ 327,945
Total current assets	\$ 326,930	\$ 327,945
Other assets:		
Equipment- net	2,342	3,190
Total assets	\$ 329,272	\$ 331,135
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable & accrued expenses	\$ 189,211	\$ 189,211
Gold bullion loan	1,591,773	1,592,100
Subscriptions payable	35,652	0
Total current liabilities	\$ 1,816,636	\$ 1,781,311
Gold bullion loan	0	0
Convertible debenture payable	542,230	288,702
Advances payable to shareholder	0	0
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	7,000	7,000
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- \$.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- \$.01 par value, authorized 550,000,000 shares authorized, issued and outstanding, 33,856,462 shares at September 30, 2007 and 60,612,630 at September 30, 2008	\$ 630,590	\$ 606,126
Additional paid in capital	11,907,271	11,815,463
Accumulated deficit - exploration stage	(14,642,953)	(14,235,965)
Total shareholders' deficit	(2,105,092)	(1,814,376)

Total Liabilities & Shareholders' Deficit	\$	329,272	\$	331,135
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See the notes to the financial statements.

USCorp  
(an Exploration Stage Company)  
Statements of Operations  
For the Quarters Ended December 31, 2008 and December 31, 2007  
and from Inception, May 1989 through December 31, 2008

	Unaudited 3 Months 31-Dec-08	3 Months 31-Dec-07	Inception to Date
General and administrative expenses:			
Consulting	\$ 84,723	\$ 9,310	\$ 6,501,379
Administration	247,663	146,868	5,155,944
License expense	100	0	247,559
Professional fees	18,810	43,672	583,430
Total general & administrative expenses	351,296	199,850	12,488,312
Net loss from operations	\$ (351,296)	\$ (199,850)	\$ (12,488,312)
Other income (expenses):			
Interest income	509	0	7,773
Interest expense	(70,948)	(162,076)	(792,980)
Loss on unhedged derivative	14,747	(275,206)	(769,434)
Loss on mining claim	0	0	(600,000)
Net loss before provision for income taxes	\$ (406,988)	\$ (637,132)	\$ (14,642,953)
Provision for income taxes	0	0	0
Net loss	\$ (406,988)	\$ (637,132)	\$ (14,642,953)
Basic & fully diluted net loss per common share	\$ (0.01)	\$ (0.01)	
Weighted average of common shares outstanding:			
Basic & fully diluted	61,859,459	49,517,400	

See the notes to the financial statements.

USCorp  
(an Exploration Stage Company)  
Statements of Cash Flows  
For the Quarters Ended December 31, 2008 and December 31, 2007  
and from Inception, May 1989 through December 31, 2008

	31-Dec-08	31-Dec-07	Inception to Date
<b>Operating Activities:</b>			
Net loss	\$ (406,988)	\$ (637,132)	\$ (14,642,953)
Adjustments to reconcile net income items not requiring the use of cash:			
Loss on sale of mining claim	0	0	600,000
Consulting fees	28,271		2,120,441
Depreciation expense	848	1,084	15,213
Interest expense	70,948	162,076	792,980
Shares issued for mining claim	0	0	2,449,465
Loss on unhedged underlying derivative	(14,747)	275,206	769,434
Changes in other operating assets and liabilities :			
Accounts payable and accrued expenses	0	18,111	2,569,211
Net cash used by operations	\$ (321,668)	\$ (180,655)	\$ (5,326,209)
<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	\$ 85,000	\$ 0	\$ 2,399,778
Issuance of preferred stock	0	0	70,165
Issuance of gold bullion note	0	18,455	648,282
Subscriptions received	35,653	0	604,976
Issuance of convertible notes	200,000	0	1,600,000
Advances received (paid) shareholder	0	(27,955)	347,494
Net cash provided by financing activities	320,653	(9,500)	5,670,695
<b>Net increase (decrease) in cash during the period</b>	<b>\$ (1,015)</b>	<b>\$ (190,155)</b>	<b>\$ 326,930</b>
<b>Cash balance at beginning of the fiscal year</b>	<b>327,945</b>	<b>1,541,001</b>	<b>0</b>
<b>Cash balance at December 31st</b>	<b>\$ 326,930</b>	<b>\$ 1,350,846</b>	<b>\$ 326,930</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 September 30, 2008

	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 September 30, 2008  
(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 September 30, 2008  
(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, May 1989 to September 30, 2008  
(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 December 31, 2008  
(Continued)

	Common Shares	Common Par Value	Paid in Capital	Accumulated Deficit	Total	Stock Price *
Issuance of common stock	10,011,879	100,119	638,559		738,678	\$ 0.07
Issued stock for services	9,517,664	95,177	2,447,473		2,542,650	\$ 0.27
Conversion of debentures	7,200,000	72,000	828,000		900,000	\$ 0.13
Conversion of preferred stock	26,626	266	6,401		6,667	\$ 0.25
Issuance of convertible debt			56,000		56,000	
Net loss for the fiscal period- as restated				(2,498,879)	(2,498,879)	
Balance at September 30, 2008	60,612,631	606,126	11,815,464	(14,235,965)	(1,814,375)	
Issuance of common stock	2,125,000	21,250	63,750		85,000	\$ 0.04
Issued stock for services	321,428	3,214	25,057		28,271	\$ 0.09
Issuance of convertible debt			3,000		3,000	
Net loss for the period				(406,988)	(406,988)	
Balance at December 31, 2008	63,059,059	\$ 630,590	\$ 11,907,271	\$ (14,642,953)	\$ (2,105,092)	

\*- Prices adjusted for stock splits.

Please see the notes to the financial statements.

USCorp  
(an Exploration Stage Company)  
Notes to the Consolidated Financial Statements  
For the Quarters Ended December 31, 2008 and December 31, 2007

1. Organization of the Company and Significant Accounting Principles

USCorp (the "Company") is a publicly held corporation formed in May 1989 in the state of Nevada. In April 2002 the Company acquired US Metals, Inc. ("USMetals"), a Nevada corporation, by issuing 24,200,000 shares of common stock. US Metals became a wholly owned subsidiary of the Company.

The Company now owns the mineral rights to 172 Lode and Placer Mining Claims in the Eureka Mining District of Yavapai County, Arizona, called the Twin Peaks Project; and owns the mineral rights to 235 Placer and Lode Claims on five properties in the Mesquite Mining District of Imperial County, California, which the Company collectively refers to as the Picacho Salton Project.

The Company has no revenues to date and has defined itself as an "exploration stage" company.

Exploration Stage Company- the Company has no operations or revenues since its inception and therefore qualifies for treatment as an Exploration Stage company as per Statement of Financial Accounting Standards (SFAS) No. 7. As per SFAS No.7, financial transactions are accounted for as per generally accepted accounting principles. Costs incurred during the development stage are accumulated in "accumulated deficit- exploration stage" and are reported in the Stockholders' Equity section of the balance sheet.

Consolidation- the accompanying consolidated financial statements include the accounts of the company and its wholly owned subsidiary. All significant inter-company balances have been eliminated.

Use of Estimates- The preparation of the consolidated financial statements in conformity with generally accepted accounting principles requires management to make reasonable estimates and assumptions that affect the reported amounts of the assets and liabilities and disclosure of contingent assets and liabilities and the reported amounts of revenues and expenses at the date of the financial statements and for the period they include. Actual results may differ from these estimates.

Cash and interest bearing deposits- For the purpose of calculating changes in cash flows, cash includes all cash balances and highly liquid short-term investments with an original maturity of three months or less.

Long Lived Assets- The Company reviews for the impairment of long-lived assets whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. An impairment loss would be recognized when estimated future cash flows expected to result from the use of the asset and its eventual disposition is less than its carrying amount.

Property and Equipment- Property and equipment are stated at cost. Depreciation expense is computed using the straight-line method over the estimated useful life of the asset, which is estimated at three years.

Income taxes- The Company accounts for income taxes in accordance with the Statement of Accounting Standards No. 109 (SFAS No. 109), "Accounting for Income Taxes". SFAS No. 109 requires an asset and liability approach to financial accounting and reporting for income taxes. Deferred income tax assets and liabilities are computed annually for differences between financial statement and income tax bases of assets and liabilities that will result in taxable income or deductible expenses in the future based on enacted tax laws and rates applicable to the periods in which the

differences are expected to affect taxable income. Valuation allowances are established when necessary to reduce deferred tax assets and liabilities to the amount expected to be realized. Income tax expense is the tax payable or refundable for the period adjusted for the change during the period in deferred tax assets and liabilities.

Mineral Properties- Costs incurred to acquire mineral interest in properties, to drill and equip exploratory sites within the claims groups, to conduct exploration and assay work are expensed as incurred.

Revenue Recognition- Mineral sales will result from undivided interests held by the Company in mineral properties. Sales of minerals will be recognized when delivered to be picked up by the purchaser. Mineral sales from marketing activities will result from sales by the Company of minerals produced by the Company (or affiliated entities) and will be recognized when delivered to purchasers. Mining revenues generated from the Company's day rate contracts, included in mine services revenue, will be recognized as services are performed or delivered.



## 2. Going Concern

The accompanying financial statements have been presented in accordance with generally accepted accounting principals, which assume the continuity of the Company as a going concern. However, the Company has incurred significant losses since its inception and has no business operations and continues to rely on financing and the issuance of shares and warrants to raise capital to fund its business operations.

Management's plans with regard to this matter are as follows:

- \* Obtain the necessary approvals and permits to complete exploration and begin test production on our properties as warranted. An application for drilling on Picacho Salton Project has been submitted to the Bureau of Land Management and is being reviewed by them.
- \* USCorp plans to begin commercial scale operations on one or more of its properties as soon as the required permits and approvals have been granted. Due to the nature of the ore bodies of the Company's current properties Management believes it will begin commercial scale operations on our Picacho Salton Project. Then Management plans to begin commercial scale operations on the Twin Peaks Project.
- \* Continue exploration and ramp up permitting process to meet ongoing and anticipated demand for gold, silver, uranium, aggregate, decorative rock and polymetallic ores resulting from our planned commercial scale production activities.
- \* Augment our mining exploration team with quality and results-oriented people as needed. Upon adequate funding management intends to hire qualified and experienced personnel, including additional officers and directors, and mining specialists, professionals and consulting firms to advise management as needed to handle mining operations, acquisitions and development of existing and future mineral resource properties.
- \* Put together a strategic alliance of consultants, engineers, contractors as well as joint venture partners when appropriate, and set up an information and communication network that allows the alliance to function effectively under USCorp's management.
- \* Attend and exhibit at industry and investment trade shows
- \* Acquire additional properties and/or corporations with properties as subsidiaries to advance the company's growth plans.

## 3. Net Loss per Share

The Company applies SFAS No. 128, "Earnings per Share" to calculate loss per share. In accordance with SFAS No. 128, basic net loss per share has been computed based on the weighted average of common shares outstanding during the years, adjusted for the financial instruments outstanding that are convertible into common stock during the years. The effects of the preferred and common stock warrants and the debentures convertible into shares of common stock, however, have been excluded from the calculation of loss per share because their inclusion would be anti-dilutive. Net loss per share is computed as follows:

	12/31/2008	12/31/2007
Net loss before cumulative preferred dividend	\$ (406,987)	\$ (637,132)

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Cumulative dividend preferred	(29,997)	(22,893)
Net loss	\$ (436,984)	\$ (660,025)
Weighted average	61,859,459	49,517,400
Basic & fully diluted net loss per common share	\$ (0.01)	\$ (0.01)

## 4. Gold Bullion Promissory Note

In September 2005, the Company issued a promissory note to a shareholder and received proceeds of \$648,282. The note requires the Company to pay the shareholder 1,634 ounces of Gold Bullion (.999 pure) in September 2009. In September 2007, the holder of the promissory note extended the maturity date until September 27, 2009 at the previous terms. The loss on the underlying derivative gold contract has been calculated as follows.

Carrying value of loan	\$ 822,339
Fair value of loan	1,591,773
Life to date loss on unhedged underlying derivative	\$ (769,434)

## 5. Equipment

A summary of equipment at December 31, 2008 and September 30, 2008 is as follows:

	31-Dec-08	30-Sep-08
Office equipment	\$ 17,555	\$ 17,555
Accumulated depreciation	(15,213)	(14,365)