

USCORP
Form 10QSB
February 16, 2007

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

FORM 10-QSB

- Quarterly Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the quarterly period ended December 31, 2006
- or
- 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 000-19061

USCORP

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of
incorporation or organization)

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

4535 W. SAHARA AVE., SUITE 204
Las Vegas, NV 89102
(Address of principal executive offices)

(702) 933-4034
(Registrant's telephone number, including area code)

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 shell company (as defined in Rule 12b-2 of the Securities Exchange Act of 1934) YES NO

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As of February 14, 2007, the Registrant had 33,806,461 shares of Common Stock, par value \$.01 per share, outstanding.



USCORP
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PART I. FINANCIAL INFORMATION

DONAHUE ASSOCIATES, LLC
Certified Public Accountants

27 Beach Road Suite CO5A
Monmouth Beach, NJ 07750
Tel. 732-229-7723

February 14, 2007

The Shareholders
USCorp

We have compiled the accompanying financial statements of USCorp for the quarters ending December 31, 2006 and December 31, 2005. These financial statements have been prepared in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants.

A compilation is limited to presenting in the form of financial statement information that is the representation of management. Our compilation in accordance with reviewing standards generally accepted by the Public Company Accounting Oversight Board in the United States of America. We have not audited or reviewed any of the projections, assumptions, or estimates used in compiling the projected financial statements and, accordingly, do not express an opinion or any form of assurance on them.

/s/: Donahue Associates LLC
Monmouth Beach, NJ
February 14, 2007

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USCorp.
(an Exploration Stage Company)
Balance Sheet
As of December 31, 2006 and September 30, 2006

| | Unaudited 31-Dec-06 | 30-Sep-06 |
|---|--------------------------------|--------------------|
| ASSETS | | |
| Current assets: | | |
| Cash | \$ 303,432 | \$ 83,573 |
| Total current assets | 303,432 | 83,573 |
| Other assets: | | |
| Equipment- net | 7,044 | 8,240 |
| Total assets | \$ 310,476 | \$ 91,813 |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | |
| Current liabilities: | | |
| Accounts payable & accrued expenses | \$ 81,576 | \$ 78,317 |
| Total current liabilities | 81,576 | 78,317 |
| Note payable- shareholder | 1,038,734 | 979,175 |
| Note payable | 300,000 | 0 |
| Advances payable shareholders | 11,789 | 0 |
| Shareholders' equity: | | |
| Series A preferred stock, one share convertible to eight shares of common; 10% stated dividend, stated value \$0.50, 10,000,000 shares authorized, no shares outstanding | 0 | 0 |
| 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 | 70,165 | 70,165 |
| Common stock- \$.01 par value, authorized 800,000,000 shares, issued and outstanding, 33,806,459 shares at September 30, 2006 and 33,856,459 at December 31, 2006 | 330,599 | 330,099 |
| Additional paid in capital | 7,198,898 | 7,194,398 |
| Accumulated deficit | (8,721,285) | (8,560,341) |
| Total shareholders' equity | (1,191,788) | (1,035,844) |
| Total Liabilities & Shareholders' Equity | \$ 310,476 | \$ 91,813 |

See the notes to the financial statements.

USCorp.
(an Exploration Stage Company)
Statements of Operations
For the Quarters Ended December 31, 2006 and December 31, 2005
and from Inception, May 1989 through December 31, 2006

| | Unaudited 31-Dec-06 | Unaudited 31-Dec-05 | Inception to Date |
|---|------------------------|------------------------|----------------------|
| General and administrative expenses: | | | |
| Consulting | \$ 5,492 | \$ 89,862 | \$ 3,257,359 |
| Administration | 85,763 | 28,064 | 3,810,077 |
| License expense | 266 | 0 | 160,825 |
| Professional fees | 9,864 | 10,450 | 454,313 |
| Total general & administrative expenses | 101,385 | 128,376 | 7,682,574 |
| Net loss from operations | (101,385) | (128,376) | (7,682,574) |
| Other income (expenses): | | | |
| Interest expense | (14,420) | (16,735) | (95,121) |
| Loss on unhedged underlying | (45,139) | (39,529) | (330,971) |
| (Loss) gain on mining claim | 0 | 0 | (600,000) |
| Net loss before provision for income taxes | (160,944) | (184,640) | (8,708,666) |
| Provision for income taxes | 0 | 0 | 0 |
| Net loss before extraordinary item | (160,944) | (184,640) | (8,708,666) |
| Extraordinary item: | | | |
| Loss on early extinguishment of debt (net of tax) | 0 | 0 | (12,619) |
| Net loss | (\$160,944) | (\$184,640) | (\$8,721,285) |
| Basic & fully diluted net loss per common share | (\$0.01) | (\$0.01) | |
| Weighted average of common shares outstanding: | | | |
| Basic & fully diluted | 33,807,560 | 33,508,174 | |

See the notes to the financial statements.

USCorp.
(an Exploration Stage Company)
Statements of Cash Flows
For the Quarters Ended December 31, 2006 and December 31, 2005
and from Inception, May 1989 through December 31, 2006

| | Unaudited 31-Dec-06 | Unaudited 31-Dec-05 | Inception to Date |
|---|------------------------|------------------------|----------------------|
| Operating Activities: | | | |
| Net loss | (\$160,944) | (\$184,640) | (\$8,721,285) |
| Adjustments to reconcile net income items not requiring the use of cash: | | | |
| Loss on sale of mining claim | 0 | 0 | 600,000 |
| Consulting fees | 5,000 | 75,150 | 1,917,520 |
| Depreciation expense | 1,196 | 373 | 7,205 |
| Interest expense | 14,420 | 16,735 | 95,121 |
| Impairment expense | 0 | 0 | 2,449,466 |
| Loss on early extinguishment of debt (net of tax) | 0 | 0 | 12,619 |
| Loss on unhedged underlying | 45,139 | 39,529 | 330,971 |
| Changes in other operating assets and liabilities : | | | |
| Accounts payable and accrued expenses | 3,259 | (750) | 81,576 |
| Net cash used by operations | (91,930) | (53,603) | (3,226,807) |
| Investing activities: | | | |
| Purchase of office equipment | 0 | (1,004) | (14,249) |
| Net cash used by investing activities | 0 | (1,004) | (14,249) |
| Financing activities: | | | |
| Issuance of common stock | 0 | 0 | 2,151,768 |
| Issuance of preferred stock | 0 | 0 | 70,165 |
| Issuance of gold bullion note | 0 | 0 | 654,023 |
| Issuance of note payable | 300,000 | 0 | 300,000 |
| Advances received (paid) shareholder | 11,789 | (69,485) | 11,789 |
| Capital contributed by shareholders | 0 | 0 | 356,743 |
| Net cash provided by financing activities | 311,789 | (69,485) | 3,544,488 |
| Net increase (decrease) in cash during the fiscal year | 219,859 | (124,092) | 303,432 |
| Cash balance at beginning of the fiscal year | 83,573 | 627,372 | 0 |
| Cash balance at December 31 st | \$ 303,432 | \$ 503,280 | \$ 303,432 |
| Supplemental disclosures of cash flow information: | | | |
| Interest paid during the fiscal year | \$ 0 | \$ 0 | \$ 0 |
| Income taxes paid during the fiscal year | \$ 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 December 31, 2006

| | 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 December 31, 2006
(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 December 31, 2006
(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 | \$ 0.00 |
| 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 December 31, 2006
(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 | 2,118,441 | 21,184 | 652,714 | | 673,898 | \$ 0.32 |
| Net loss for the fiscal year | | | | (964,108) | (964,108) | |
| Balance at September 30, 2004 | 29,531,459 | \$ 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 | 32,921,459 | 329,214 | 7,115,633 | (7,722,790) | (277,943) | |
| Issued stock for services | 885,000 | 885 | 78,765 | | 79,650 | \$ 0.09 |
| Net loss for the period | | | | (837,551) | (837,551) | |
| Balance at September 30, 2006 | 33,806,459 | 330,099 | 7,194,398 | (8,560,341) | (1,035,844) | |
| Issued stock for services | 50,000 | 500 | 4,500 | | 5,000 | \$ 0.10 |
| Net loss for the period | | | | (160,944) | (160,944) | |
| | 33,856,459 | \$ 330,599 | \$ 7,198,898 | (\$8,721,285) | (\$1,191,788) | |

Balance at December 31,
2006

***- Price adjusted for splits.**

Please see the notes to the financial statements.

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USCorp.
(an Exploration Stage Company)
Notes to the Financial Statements
For the Quarters Ended December 31, 2006 and December 31, 2005

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 as The Movie Greats Network, Inc. In August 1992, the Company changed its name to The Program Entertainment Group, Inc. In August 1997 the Company changed its name to Santa Maria Resources, Inc. In September 2000 the Company changed its name to Fantasticon, Inc. and in January 2002 the Company changed its name to USCorp.

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, through its wholly owned subsidiary, USMetals, owns 141 Lode Mining Claims in the Eureka Mining District of Yavapai County, Arizona, called the Twin Peaks Mine; and through its wholly owned subsidiary Southwest Resource Development, Inc., owns 8 Lode and 21 Placer Claims in the Mesquite Mining District of Imperial County, California, which the Company refers to as the Chocolate Mountain Region Claims and 64 Lode Claims the Company refers to as the Picacho Salton Claims.

The Company has no business operations to date.

Use of Estimates- The preparation of the 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.

Shareholder Loans Payable- The Company applies Emerging Issues Task Force (EITF) No. 98-5, *Accounting for Convertible Debt Issued with Beneficial Conversion Features*. EITF No.98-5 requires that a beneficial conversion feature be recognized upon the issuance of the debt with a favorable conversion feature, and the resultant debt discount be amortized to interest expense during the period from the date of issuance to the date the securities become convertible.

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- The Company uses the successful efforts method of accounting for mineral properties. Costs incurred to acquire mineral interest in properties, to drill and equip exploratory sites within the claims groups are capitalized. Costs to conduct exploration and assay work that does not find proved reserves, geological and geophysical costs and costs of carrying and retaining unproved sites are expensed. Potential mineral properties are periodically assessed for impairment of value and a loss will be recognized at the time of impairment.

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.

Exploration Stage Company- The Company has had 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 "losses accumulated during the exploration stage" and are reported in the Stockholders' Equity section of the balance sheet.

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 the issuance of shares to raise capital to fund its business operations.

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

- Raise capital to complete the company's mining plan of operations.
- Complete exploration and drilling on claims of the Twin Peaks Mine and Chocolate Mountain Region Claims.
- Complete testing operations on all properties.
- Complete reports and feasibility studies on the Twin Peaks Mine and Chocolate Mountain Region Claims.
- Bring the Twin Peaks Mine and Chocolate Mountain Region Claims to full-scale commercial mining.
- Obtain a credit facility based in part on the value of its proven reserves when necessary and if appropriate given market conditions.

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 warrants convertible into shares of common stock, however, have been excluded from the calculation of loss per share because their inclusion would be anti-dilutive.

Loss per share has been calculated as follows:

| | 31-Dec-06 | 31-Dec-05 |
|---|------------------|------------------|
| Net loss before cumulative preferred dividend | (\$160,944) | (\$184,640) |
| Cumulative dividend preferred | (15,182) | (7,432) |
| Net loss | (\$176,126) | (\$192,072) |
| Weighted average | 33,807,560 | 33,508,714 |
| 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 \$635,663. The note requires the Company to pay the shareholder 1,634 ounces of Gold Bullion (.999 pure) in September 2007. The loss from issuance through December 31, 2006 on the underlying derivative gold contract has been calculated as follows.

| | |
|---|-------------|
| Carrying value of loan | \$ 707,763 |
| Fair value of loan | 1,038,734 |
| Life to date loss on unhedged underlying derivative | (\$330,971) |

5. Equipment

A summary of equipment is as follows:

| | 31-Dec-06 | 30-Sep-06 |
|--------------------------|-----------|-----------|
| Office equipment | \$ 14,249 | \$ 14,249 |
| Accumulated depreciation | (7,205) | (6,009) |
| Net equipment | \$ 7,044 | \$ 8,240 |

6. Issuances of Common stock

During the quarter ended December 31, 2006, the Company issued 50,000 shares of stock to legal consultants for services rendered.

7. Preferred Stock Warrants Outstanding

The following is a summary of preferred stock warrants outstanding at December 31, 2006.

| | Amount | Wgt'd Avg Exercise Price | Wgt'd Years to Maturity |
|-----------------------------------|---------|-----------------------------|----------------------------|
| Outstanding at September 30, 2004 | 0 | | |
| Issued | 155,000 | | |
| Outstanding at September 30, 2005 | 155,000 | \$ 0.50 | 2.29 |
| Issued | 0 | | |
| Outstanding at September 30, 2006 | 155,000 | \$ 0.50 | 1.55 |
| Issued | 0 | | |
| Outstanding at December 31, 2006 | 155,000 | \$ 0.25 | 1.04 |

10. Income Tax Provision

Provision for income taxes is comprised of the following:

| | 31-Dec-06 | 31-Dec-05 |
|--|-------------|-------------|
| Net loss before provision for income taxes | (\$101,385) | (\$128,376) |
| Current tax expense: | | |
| Federal | \$ 0 | \$ 0 |
| State | 0 | 0 |
| Total | \$ 0 | \$ 0 |
| Less deferred tax benefit: | | |
| Timing differences | (2,356,251) | (2,163,316) |
| Allowance for recoverability | 2,356,251 | 2,163,316 |
| Provision for income taxes | \$ 0 | \$ 0 |

A reconciliation of provision for income taxes at the statutory rate to provision for income taxes at the Company's effective tax rate is as follows:

| | | |
|---------------------------------------|------|------|
| Statutory U.S. federal rate | 34% | 34% |
| Statutory state and local income tax | 10% | 10% |
| Less allowance for tax recoverability | -44% | -44% |
| Effective rate | 0% | 0% |

Deferred income taxes are comprised of the following:

| | | | | |
|------------------------------|----|-------------|----|-------------|
| Timing differences | \$ | 2,356,251 | \$ | 2,163,316 |
| Allowance for recoverability | | (2,356,251) | | (2,163,316) |
| Deferred tax benefit | \$ | 0 | \$ | 0 |

Note: The deferred tax benefits arising from the timing differences begin to expire in fiscal year 2010 and may not be recoverable upon the purchase of the Company under current IRS statutes.

11. Convertible Debenture

The Company received the proceeds from a Convertible Debenture Note in the amount of \$300,000. The Convertible Debenture Note is for \$300,000 due November 30, 2009. Convertible to common stock at \$0.125 per share anytime within the three year term. The interest rate is 5% of the unpaid principal, payable annually in arrears. The first interest payment of \$15,000 is due in November 30, 2007.

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

You should read the following discussion and analysis in conjunction with the Consolidated Financial Statements and Notes thereto, and the other financial data appearing elsewhere in this Report.

The information set forth in Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") contains certain "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, Section 21E of the Securities Exchange Act of 1934, as amended, and the Private Securities Litigation Reform Act of 1995, including, among others (i) expected changes in the Company's revenues and profitability, (ii) prospective business opportunities and (iii) the Company's strategy for financing its business. Forward-looking statements are statements other than historical information or statements of current condition. Some forward-looking statements may be identified by use of terms such as "believes", "anticipates", "intends" or "expects". These forward-looking statements relate to the plans, objectives and expectations of the Company for future operations. Although the Company believes that its expectations with respect to the forward-looking statements are based upon reasonable assumptions within the bounds of its knowledge of its business and operations, in light of the risks and uncertainties inherent in all future projections, the inclusion of forward-looking statements in this report should not be regarded as a representation by the Company or any other person that the objectives or plans of the Company will be achieved.

The Company's revenues and results of operations could differ materially from those projected in the forward-looking statements as a result of numerous factors, including, but not limited to, the following: (i) changes in external competitive market factors, (ii) termination of certain operating agreements or inability to enter into additional operating agreements, (iii) inability to satisfy anticipated working capital or other cash requirements, (iv) changes in or developments under domestic or foreign laws, regulations, governmental requirements or in the mining industry, (v) changes in the Company's business strategy or an inability to execute its strategy due to unanticipated changes in the market, (vi) various competitive factors that may prevent the Company from competing successfully in the marketplace, and (ix) the Company's lack of liquidity and its ability to raise additional capital. In light of these risks and uncertainties, there can be no assurance that actual results, performance or achievements of the Company will not differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements. The foregoing review of important factors should not be construed as exhaustive. The Company undertakes no obligation to release publicly the results of any future revisions it may make to forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

Significant Accounting Policies and Estimates

Management's Discussion and Analysis of Financial Condition and Results of Operations discusses the Company's consolidated financial statements, which have been prepared in accordance with generally accepted accounting principles. The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. On an on-going basis, management evaluates its estimates and judgments, including those related to reserves and intangible assets. Management bases its estimates and judgments on historical experiences and on various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. The most significant accounting estimates inherent in the preparation of the Company's financial statements include estimates as to the appropriate carrying value of certain assets which are not readily apparent from other sources, primarily allowance for the cost of the Mineral Properties based on the successful efforts method of accounting. These accounting policies are described at relevant sections in this discussion and analysis and in the

notes to the consolidated financial statements included in our Annual Report on Form 10-KSB for the fiscal year ended September 30, 2006.

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Results of Operations

Comparison of operating results for the three months ended December 31, 2006 and December 31, 2005:

The Company has no revenues through the date of this report.

General and administrative expenses were \$97,385 compared to \$128,376 for the same period a year ago. Consulting costs decreased from \$89,862 to \$1,492 in the three months ended December 31, 2006 which is mainly due to reclassification by the Company's bookkeeper and accountant for the quarter. General administration costs increased \$57,699 in the three months ended December 31, 2006 to \$85,762 due to reclassification by the Company's bookkeeper and accountant for the quarter.

As a result of general and administrative costs, the Company experienced a loss from operations of \$97,385 for the three months ended December 31, 2006, compared to loss from operations of \$128,376 for the same period last year.

Interest expense decreased \$2,315 during the first Three months of fiscal 2006 compared to the first Three months of fiscal year 2005 as a result of the Gold Bullion Loan borrowed at the end of September 2005. The loan is payable in gold bullion at the prevailing rate price and is not hedged. The Company's loss on the unhedged loan is \$45,139 for the first Three months of fiscal year 2007.

Net loss for the first Three months of fiscal year 2007 was \$156,944, or \$0.01 per share compared to a loss of \$184,640 first three months, or \$0.01 per share for the same period last year.

Comparison of operating results for the three months ended December 31, 2006 and December 31, 2005:

General and administrative expenses were \$97,385 for Q1 2007 compared to \$128,376 for the same period a year ago. The decrease in consulting fees was the main reason for the significant decrease. The Company did not issue stock to consultants this quarter.

Interest expense was \$14,420 during the first Three months of fiscal 2007 compared to \$16,735 for the first Three months of fiscal year 2006. The Gold Bullion Loan borrowed at the end of September 2005 is the reason for the decrease in interest expense. The loan is payable in gold bullion at the prevailing rate price and is not hedged. Because of the increase in gold bullion prices during Q1 2007, the Company experienced a loss on the unhedged loan of \$45,139.

Net loss for the first Three months of fiscal year 2007 was \$156,944, or \$0.01 per share compared to a loss of \$184,640 first three months, or \$0.01 per share for the same period last year.

Discussion of Financial Condition: Liquidity and Capital Resources

At December 31, 2006 cash on hand was \$303,432 as compared with \$83,573 at September 30, 2006. During the first Three months of fiscal year 2007, the Company used \$97,385 for its operations.

At December 31, 2006, the Company had working capital of \$303,432 compared to a working capital of \$83,573 at September 30, 2006. The increase is due to the proceeds from a convertible debenture. The convertible debenture is not payable until 2010.

Total assets at December 31, 2006 were \$310,476 as compared to \$91,813 at September 30, 2006. The increase is due to the proceeds from a convertible debenture.

The Company's total stockholders' equity decreased to a deficit of \$1,191,788 at December 31, 2006. The decrease in stockholders' equity was the result of operating losses of \$156,944 for the three months ended December 31, 2006.

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Convertible Debenture

The Company received the proceeds from a Convertible Debenture Note in the amount of \$300,000. The Convertible Debenture Note is for \$300,000 due November 30, 2009. Convertible to common stock at \$0.125 per share anytime within the three year term. The interest rate is 5% of the unpaid principal, payable annually in arrears. The first interest payment of \$15,000 is due in November 30, 2007.

The Company has received a written commitment for an additional \$900,000, at the rate of \$300,000 at the end of the next three calendar quarters, March 31, 2007, June 30, 2007 and September 30, 2007 under the same terms and conditions as the above Convertible Debenture Note. However, management can make no assurance that it will in fact be able to consummate this transaction.

ITEM 3. CONTROLS AND PROCEDURES

Under the supervision and with the participation of the Company's management, including the Chief Executive Officer and Chief Financial Officer, the Company has evaluated the effectiveness of the design and operation of its disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this quarterly report. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that, as of the end of the period covered by this quarterly report, the Company's disclosure controls and procedures are effective to ensure that information required to be disclosed in the reports that the Company files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms.

There has been no change in the Company's internal control over financial reporting during the most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

On December 22, 2006, a Mr. Glenn E. Martin filed suit against the Company in the Arizona Justice Court, Pima county (Case No. C20066833) alleging that the Company failed to pay him wages and expenses pursuant to certain labor laws dating back to March, 2004. Mr. Martin is seeking damages in the amount of \$149,000 plus interest and attorney's fees. On January 23, 2007, the Company filed a notice of removal of action to have Mr. Martin's claim moved from state to federal court and such motion was granted. The Company believes that there is no merit to Mr. Martin's claim and plans to defend this suit vigorously.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

In November 2006, the Company issued a Convertible Debenture in the principal face amount of \$300,000. The Convertible Debenture is due November 30, 2009 and is convertible in to common stock at the rate of \$0.125 per share anytime within the three year term. The interest rate is 5% of the unpaid principal, payable annually in arrears. The first interest payment of \$15,000 is due in November 30, 2007.

The Company claimed an exemption from the registration requirements of the Securities Act of 1933, as amended (the "Act") for the private placement of these securities pursuant to Section 4(2) of the Act and/or Rule 506 of Regulation D promulgated thereunder since, among other things, the transaction did not involve a public offering, the Investor was an "accredited investor" and/or qualified institutional buyers, the Investor had access to information about the Company and its investment, the Investor took the securities for investment and not resale, and we took appropriate measures to restrict the transfer of the securities.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Submission of Matters to a Vote of Security Holders.

There were no matters requiring a vote of security holders during this period.

Item 5. Other Information.

None.

ITEM 6. EXHIBITS

(a) Exhibits:

- 31.1 Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 32.1 Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

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.

USCORP

By: /s/ ROBERT DULTZ

Robert Dultz
Chairman, Chief Executive Officer and Acting Chief Financial Officer
Dated: February 16, 2007

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