USCORP
Form 10KSB/A
February 18, 2004

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

# FORM 10-KSB/A

(Mark One)

[X] Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the fiscal year ended September 30, 2003

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 | 87-0403330 |
|---|---|
| (State or other jurisdiction of incorporation or organization) | (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)

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Securities registered pursuant to Section 12(b) of the Act:

| Title of Each Class | Name of each exchange on which registered |
|---|---|
| None | None |

Securities registered pursuant to Section 12(g) of the Act:

Common Shares, $0.01 Par Value

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Indicate by check mark whether the Registrant (l) 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 [X] No [__]

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not 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]

State the issuer's revenues for its most recent fiscal year.  $0.0

State the aggregate market value of the voting stock held by non-affiliates computed by reference to the price at which the stock was sold, or the average bid and asked price of such stock, as of a specified date within the past 60 days. As of December 12, 2003, the value of such stock was $1,546,123.

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PART I

ITEM 1. DESCRIPTION OF BUSINESS

**Recent Developments.**

Except as set forth herein or otherwise in this Form 10-KSB, information presented here is as of September 30, 2003.

In 2002 Registrant changed its name to USCorp, pursuant to the Articles of Amendment to the Articles of Incorporation of the Company filed on January 23, 2002 with the Secretary of State of the State of Nevada.

Also in 2002 Registrant acquired USMetals, Inc. and new Officers and Board members were elected. The current officers and directors are as follows: Robert Dultz was elected Chairman of the Board of Directors and Chief Executive Officer, Larry Dietz was elected a President and director, Carl W. O'Baugh was elected Vice President and director, Spencer Eubank was elected Secretary-Treasurer and a director, Tom Owens was elected a director and Judith Ahrens was elected a director of USCorp. Mr. Dietz and Mr. O'Baugh are former officers and directors of the Company under a prior name.

For more information on these transactions please refer to the discussion contained in Registrant s 10-KSB Report for fiscal 2002 previously filed.

**Description of Our Former Business.**

The Company commenced its operations in 1989 as a syndicator of motion pictures and television programming for its "network" of television stations across the United States. In 1994 the Company ceased operations and consequently wrote off all of its assets.In 1995 the Company terminated all business operations and remained inactive until 1997 when certain shareholders of the Company restructured the Company as a mining company and changed its name to Santa Maria Resources, Inc. ("Santa Maria").

In 2000 the Registrant attempted a merger with Fantasticon.com, Inc., a privately held company, and changed its name to Fantasticon, Inc. That merger was rescinded and unwound in its entirety in January 2002 by majority vote of the shareholders as described in Registrant s 10-KSB Report for fiscal 2002.

ITEM 2. DESCRIPTION OF PROPERTY

Effective January 14, 2002, the Company's principle executive offices were moved to 4535 W. Sahara Ave., Suite 204, Las Vegas, NV 89102 and its telephone number changed to (702) 933-4034.



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ITEM 3. LEGAL PROCEEDINGS

During the fiscal year ended September 30, 2003, the Company was not a party to legal proceedings requiring disclosure in this Report and none of the Company's officers or directors are involved in any litigation in their capacities as such officers or directors of the Company.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

No matters were put to the vote of the shareholders during the fourth quarter of the Company's fiscal year ended on September 30, 2003.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

The Company's securities are quoted on the OTC Bulletin Board. The Company's shares originally began trading on December 20, 1993 under the symbol "PREG." On August 19, 1997 the Company changed its trading symbol to "SMRR." On October 17, 2000, the Company's trading symbol was changed to "FTST." As of March 6, 2002 the Company's current trading symbol is USCS.

The following table sets forth for the periods indicated the range of high and low closing bid quotations for the Company's common stock during the past two fiscal years. All figures in the following table have been adjusted to reflect a 1-for-10 reverse split of the Company's Shares in November 1997, a 1-for-2 reverse split of the Company's Shares in October 2000, and a 1 for 10 reverse split of the Company's Shares in March 2002. These quotations represent inter-dealer prices without retail mark-up, mark-down or commission and may not represent actual transactions:

| PERIOD | HIGH | LOW |
|---|---|---|
| Quarter ended December 31, 2001 | $ 0.60 | $ 0.32 |
| Quarter ended March 30, 2002 | $ 3.50 | $ 0.35 |

Quarter ended June 30, 2002

$ 3.51

$ 0.55

Quarter ended September 30, 2002

$ 0.65

$ 0.55

Quarter ended December 31, 2002

$ 3.00

$ 0.31

Quarter ended March 30, 2003

$ 1.01

$ 0.31

Quarter ended June 30, 2003

$ 0.40

$ 0.31

Quarter ended September 30, 2003

$ 0.45

$ 0.27

On December 15, 2003 the reported closing price for the Company's common stock was $0.45 per share; there were approximately 293 record holders of the Company's shares.

The Company has not paid any dividends and there are presently no plans to pay any such dividends in the foreseeable future. The declaration and payment of dividends in the future will be determined by the Board of Directors in light of conditions then existing, including earning, financial condition, capital requirements and other factors. There are no contractual restrictions on the Company's present or future ability to pay dividends. Further, there are no restrictions on any of the Company's subsidiaries which would, in the future, adversely affect the Company's ability to pay dividends to its shareholders.

**Recent Sales of unregistered securities.**

During this period the Registrant issued 90,000 shares to directors as an inducement to serve the Company without compensation.

ITEM 6. MANAGEMENT'S DISCUSSION AND ANALYSIS

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



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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.

The Company is a "development stage" company. During fiscal year ended September 30, 2003, the Company's operations centered on the development of USMetals mining property known as the Twin Peaks Mine. During the fiscal year, the Company did not engage in any commercially viable operations and realized no revenues from operations. The annual operating costs incurred to date were primarily for the continued development of the Company s mining properties, development and maintenance of the Company s website, legal and accounting costs in conjunction with the Company s general and administrative expenses in anticipation of completing exploration and development of USMetals mining property, the Twin Peaks Mine. The annual lease payment for the 141 claims owned by the Registrant was $100 per claim for a total of $14,100.

The Company borrowed $20,000 from each of two shareholders. The terms of each of these loans were as follows: The full amount of each note is due and payable no later than September 30, 2004; The lenders each agreed to accept twenty thousand (20,000) shares of USCorp common stock in lieu of interest on the loans; the shares payable in lieu of interest were provided by a non-affiliated shareholder of Registrant; The $20,000 principal is payable before the due date of the note in the event that the Company receives funding from any source in the amount of $300,000 or more; each Lender has the right to convert their note to shares of USCorp common stock at any time prior to the full payment of the principle by Borrower. The conversion rate is fixed at $0.40 per share.

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 l0-KSB for the fiscal year ended September 30 2003.



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OVERVIEW

On April 2, 2002, the Company acquired USMetals, Inc. ("USMetals") for 24,200,000 shares of its common stock in a share-for-share exchange whereby USMetals became a wholly owned subsidiary of USCorp. The fair value of the property owned by USMetals is based upon the values that were estimated by field personnel. The estimated fair market values of the assets acquired and liabilities assumed in the acquisition of USMetals are as follows:

Estimated fair value of assets acquired:

Property

$ 19,600

Mine Development

Hayes Mining, Phillips Mining

400,000

American Metals and Minerals

297,758

Santa Maria Resources

600,000

International Energy and Resources

818,000

Total fair value of assets

2,435,358

Liabilities assumed:

Annual Lease Payments 2002 and 2003

28,208

Estimated fair value of acquisition

$2,463,566

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Complete details of the transaction were disclosed in a Current Report on Form 8-K dated April 2, 2002.

All of the Company's mining business operations are conducted at this time through its subsidiary, USMetals. International Energy Resources, Inc. has agreed to continue to supervise and direct the work of the mine Exploration and Development Team upon adequate funding of the project.

As a result of the acquisition, Registrant owns 141 unpatented contiguous mining claims totaling approximately 2,820 acres in Township 13, Yavapai County, Arizona. These claims have a history of mining activity from the middle of the 19th century to the beginning of World War II. Gold, silver, copper and other minerals were recovered in important quantities. The previous owners started acquisition of this claim group in the early 1940's and by the mid-1980's the claims group totaled 134 claims. Exploration, drilling and assessment work was done and several geological reports were completed indicating the presence of economically viable deposits of precious metals and complex ores.



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Appraisal and Valuation

The late Mr. N. H. Carouso, formerly President of Geo-Processing, Inc., was retained in 1985 by the prior owners of these claims to prepare an Economic Evaluation of the 134 claims in the group at that time. Mr. Carouso earned a Bachelor of Arts and a Master of Science degree from the University of California, College of Engineering, Department of Mineral Technology and Mining. His report was for the recovery of gold and silver only.

The following is a statement from Mr. Carouso's report:

"The mining claims project area offers excellent economic potential. With the gold and silver mineralization cropping out at the surface and the favorable topography for surface mining techniques, it is felt that an early cash flow can be expected. The gross dollar potential of the areas evaluated, which the writer [Mr. Carouso] feels represents only about 30% of the potential of the entire group of claims, if combined, could be $280,836,000.00. Even if one then takes a 50% confidence factor as to the grade of ore, the gross dollar potential would be $115,418,000, and with an expected 70% recovery of precious metals, the adjusted gross dollar potential would be $80,792,600.00 based on a spot price of $325/oz, for gold and $6.00/oz. for silver, and mining to a depth of 100 feet."

Other minerals are available from these claims as reported from the United States Geological Survey conducted in 1940. Of the minerals listed, one of the most notable was a content of Uranium Ore, U308 (Yellow Cake) which has a content ranging from .43% to 1.77% by volume. The Company has discussed the potential of mining U308 Uranium Ore. Management intends upon receipt of adequate funding to determine the feasibility of economical recovery of uranium.

MANAGEMENT S DEVELOPMENT PLANS

In order to improve operations and liquidity and meet its cash flow needs, the company has or intends to do the following:

- Raise $20,000,000 to complete mining plan of operations.

- Resume and complete exploration and drilling on all claims of the Twin Peaks mine.

- Complete test plant work at International Energy and Resources nearby test facility.

- Complete feasibility studies on the Twin Peaks mine.

- Bring the Twin Peaks mine 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.



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As of the date of this Report Registrant has secured no financing commitments from any source without which financing management will be unable to meet its goals or establish commercial operations. No assurance can be given that adequate funding will be available to the Company when needed in the future.

Discussion of Financial Condition.

As of September 30, 2003 the Company had total assets of $2,523,121 with total liabilities of $16,835 (compared with $2,450,743 and $0 respectively for September 30, 2002).

Registrant will require significant additional funds in order to complete exploration and development of the Twin Peaks Mine. The Company has made plans to undertake a private placement of its securities in order to raise the needed funding. However, as of the date hereof, the Company has not sold any securities or raised any funding.

Based upon available cash on hand, management is of the opinion that, without additional financing, the Company will have adequate funds available to meet its cash needs for the next three (3) months. Thereafter, it will need to secure additional funds in order to continue its operations.

ITEM 7. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

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INDEPENDENT AUDITORS REPORT

The Shareholders

USCorp

4535 W. Sahara Ave. Suite 204

Las Vegas, Nevada 89102

I have audited the accompanying balance sheet of USCorp and Subsidiary as of September 30, 2003, 2002, and 2001 and the related restated statements of income and changes in stockholders' equity, and cash flows for the years then ended. These financial statements are the responsibility of management. My responsibility is to express an opinion on these financial statements based on my audit.

I conducted my audit in accordance with generally accepted auditing standards. Those standards require that I plan and perform the audit to obtain reasonable assurance about whether the financial statements presented are free from material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. I believe that my audit provides a reasonable basis for my opinion.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of USCorp, a development stage company, for the dates indicated above and the results of operations, stockholders' equity and cash flows for the year then ended in conformity with generally accepted accounting principles consistently applied.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the financial statements, the Company has suffered losses from operations and has a lack of net capital that raise substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 1. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ Henry Schiffer

Henry Schiffer

An Accountancy Corporation

Beverly Hills, California

December 15, 2003

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USCORP AND SUBSIDIARY

(a Development State Company)

CONSOLIDATED BALANCE SHEET

| | | 9/30/2003 | 9/30/2002 | 9/30/2001 |
|---|---|---|---|---|
| ASSETS | | | | |
| Current Assets: | | | | |
| | Cash | 59,555 | 1,277 | - |
| Other Assets: | | | | |
| | Mineral properties -- at cost based on successful efforts method of accounting, net of accumulated depletion and amortization 1975 to 2003 | 2,115,758 | 2,115,758 | - |

| | | | |
|---|---|---|---|
| Annual Assessment Work and Lease Payments | | | |
| to the BLM 1975 to 2003 | 347,808 | 333,708 | - |
| Total Other Assets | 2,463,566 | 2,449,466 | - |
| Total Assets | 2,523,121 | 2,450,743 | - |
| LIABILITIES & STOCKHOLDERS' EQUITY | | | |
| | | - | - |
| Accounts Payable | 56,835 | - | - |
| Total Liabilities | 56,835 | - | - |
| Shareholders' Equity: | | | |
| Common stock, $.01 par value; authorized | | | |
| 100,000,000 shares, issued, and outstanding | | | |
| at September 30, 2001 1,056,067 | | | |
| at September 30, 2002 24,921,073 | | | |
| at September 30, 2003 25,793,073 | 257,931 | 249,212 | 105,607 |
| Additional paid in capital | 5,402,658 | 5,017,123 | 2,567,780 |
| Retained deficit | (3,194,303) | (2,815,592) | (2,673,387) |
| Total Shareholders' Equity | 2,466,286 | 2,450,743 | - |
| Total Liabilities & Shareholders' Equity | 2,523,121 | 2,450,743 | - |

See accompanying Notes to Financial Statements.



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USCORP AND SUBSIDIARY

(a Development Stage Company)

STATEMENT OF OPERATIONS

FOR THE YEARS ENDED SEPTEMBER 30th

| | 9/30/2003 | 9/30/2002 | 9/30/2001 |
|---|---|---|---|
| Net sales | - | - | - |
| Less cost of sales | - | - | - |
| Gross profit | - | - | - |
| | | | |
| Administrative expenses: | | | |
| Registered Agent, Corp maintenance | 3,740 | 660 | - |
| Transfer Agent | 18,935 | 6,389 | - |
| Filing Agent | 2,246 | 361 | - |
| Automobile | 1,748 | 353 | - |
| Bank Charges | 531 | 30 | - |
| Accounting and Legal | 3,433 | 500 | - |
| Office Expense | 16,720 | 6,072 | - |
| Motels/Hotels | 479 | 250 | - |
| Consulting & Public Relations | 241,386 | 2,860 | - |
| Printing | 18,357 | 233 | - |
| Rent | 2,359 | 198 | - |
| Mining Development | 14,100 | 14,100 | - |
| Communications and Clerical | 8,603 | 4,147 | - |
| Travel | 2,235 | 500 | - |
| Utilities | 1,331 | 726 | - |
| Entertainment | 2,508 | 501 | - |
| | ----------- | ----------- | ----------- |
| Total administrative expenses | 338,711 | 37,880 | 0 |
| Loss from Operations | (338,711) | (37,880) | 0 |
| Other Income (expenses): | | | |
| Interest income | - | - | - |
| Interest expense | - | - | - |
| | ----------- | ----------- | ----------- |
| Net Loss before income tax provision | (338,711) | (37,880) | 0 |
| Income tax expense | - | - | - |
| | ----------- | ----------- | ----------- |
| Net Loss | (338,711) | (37,880) | 0 |
| | =========== | =========== | =========== |
| Earnings per common share: | | | |
| Basic | - | - | - |

| | | | |
|---|---|---|---|
| Weighted average of common shares: | | | |
| Basic | 25,107,347 | 13,131,556 | 1,056,057 |
| | ----------- | ----------- | ----------- |

See accompanying Notes to Financial Statements.

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USCORP AND SUBSIDIARY

(a Development Stage Company)

STATEMENT OF CHANGES IN SHAREHOLDER EQUITY

FROM INCEPTION (MAY 22, 1989) TO SEPTEMBER 30, 2003

| | Common Shares | Common Amount | Additional Paid in Capital | Unearned Compensation | Retained Deficit | Total |
|---|---|---|---|---|---|---|
| Inception | - | - | - | - | - | - |
| Shares issued for Axiom | 4,470,000 | $5,000 | $16,000 | - | ($376,000) | ($355,000) |
| Issuance of common stock | 12,700,000 | $12,000 | $1,153,000 | ($63,000) | - | $1,102,000 |
| Amortization of unearned compensation | - | - | - | $4,000 | - | $4,000 |
| Net income for the fiscal year 1990 | - | - | - | - | $955,000 | $955,000 |
| Balance at March 31, 1990 | 17,170,000 | $17,000 | $1,169,000 | ($59,000) | $579,000 | $1,706,000 |
| Amortization of unearned compensation | - | - | - | $14,000 | - | $14,000 |
| Net income for the fiscal year 1991 | - | - | - | - | $1,094,000 | $1,094,000 |
| Balance at March 31, 1991 | 17,170,000 | $17,000 | $1,169,000 | ($45,000) | $1,673,000 | $2,814,000 |
| Issuance of common stock | 150,000 | $335 | $32,081 | - | - | $32,416 |
| Amortization of unearned compensation | - | - | - | $14,000 | - | $14,000 |
| Net income for the fiscal year | - | - | - | - | $452,000 | $452,000 |

| | | | | | | |
|---|---|---|---|---|---|---|
| 1992 | | | | | | |
| Balance at March 31, 1992 | 17,320,000 | $17,335 | $1,201,081 | ($31,000) | $2,125,000 | $3,312,416 |
| Amortization of unearned compensation | - | - | - | $31,000 | - | $31,000 |
| Net loss for the fiscal year 1993 | - | - | - | - | ($3,147,767) | ($3,147,767) |
| Balance at March 31, 1993 | 17,320,000 | $17,335 | $1,201,081 | - | ($1,022,767) | $195,649 |
| Balance at March 31, 1994 | 17,320,000 | $17,335 | $1,201,081 | - | ($1,086,155) | $132,261 |
| Net loss for the 18 mos. ended 9/30/95 | - | - | - | - | ($132,261) | ($132,261) |
| Balance at September 30, 1995 | 17,320,000 | $17,335 | $1,201,081 | - | ($1,218,416) | - |
| Net loss for the fiscal year 1996 | - | - | - | - | - | - |
| Balance at September 30, 1996 | 17,320,000 | $17,335 | $1,201,081 | - | ($1,218,416) | - |
| 1 for 10 reverse stock split | (15,616,982) | ($15,632) | $15,632 | - | - | - |
| Stock issued for mining claim | 3,000,000 | $3,000 | $597,000 | - | - | $600,000 |
| Issuance of common stock | 1,000,000 | $1,000 | $59,374 | - | - | $60,374 |
| Stock issued for services | 297,565 | $298 | $29,459 | - | - | $29,757 |
| Net loss for the fiscal year 1997 | - | - | - | - | ($90,131) | ($90,131) |
| Balance at September 30, 1997 | 6,000,583 | $6,001 | $1,902,546 | - | ($1,308,547) | $600,000 |
| Capital contributed by stockholder | - | - | $58,668 | - | - | $58,668 |
| Net loss for the fiscal year 1998 | - | - | - | - | ($58,668) | ($58,668) |
| Balance at September 30, 1998 | 6,000,583 | $6,001 | $1,961,214 | - | ($1,367,215) | $600,000 |
| Capital contributed by stockholder | - | - | $28,654 | - | - | $28,654 |
| Net loss for the fiscal year 1999 | - | - | - | - | ($26,705) | ($26,705) |
| Balance at September 30, 1999 | 6,000,583 | $6,001 | $1,989,868 | - | ($1,393,920) | $601,949 |
| Capital contributed by stockholder | - | - | $22,750 | - | - | $22,750 |
| Net loss for the fiscal year 2000 | - | - | - | - | ($624,699) | ($624,699) |
| Balance at September 30, 2000 | 6,000,583 | $6,001 | $2,012,618 | - | ($2,018,619) | - |

See accompanying Notes to Financial Statements.



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USCORP AND SUBSIDIARY

(a Development Stage Company)

STATEMENT OF CHANGES IN SHAREHOLDER EQUITY

FROM INCEPTION (MAY 22, 1989) TO SEPTEMBER 30, 2003 continued.

| | Common Shares | Common Amount | Additional Paid in Capital | Unearned Compensation | Retained Deficit | Total |
|---|---|---|---|---|---|---|
| Balance at September 30, 2000 | 6,000,583 | $6,001 | $2,012,618 | - | ($2,018,619) | - |
| Adjustment to correct par value error | 104,496 | $52,445 | - | - | - | $52,445 |
| 1 for 2 reverse stock split | (3,000,291) | ($30,002) | $30,002 | - | - | - |
| Stock issued for Acquisition of Subsidiary | 6,500,000 | $65,000 | ($65,000) | - | - | - |
| Expired Warrants | (130,251) | $1,302 | ($1,302) | - | - | - |
| Issuance of common stock | 586,120 | $5,861 | $554,671 | - | - | $560,532 |
| Stock issued for compensation | 500,000 | $5,000 | $15,071 | - | - | $20,071 |
| Capital contributed by stockholder | - | - | $21,719 | - | - | $21,719 |
| Net loss for the fiscal year 2001 | - | - | - | - | ($654,767) | ($654,767) |
| adjustment for rounding errors | - | - | $1 | - | ($1) | - |
| Balance at Septebmer 30 2001 | 10,560,657 | $105,607 | $2,567,780 | - | ($2,673,387) | ($0) |
| Cancellation of 6,025,000 common stock | (6,025,000) | ($60,250) | $60,250 | - | - | - |
| Adjustment 1 for 10 split down and rounding | (4,082,084) | ($40,821) | $40,821 | - | - | - |
| Issue 24,200,000 shares to acquire USMetals | 24,200,000 | $242,000 | ($242,000) | - | - | - |
| Issue shares per 2002 Employee Compensation Plan | 650,000 | $6,500 | ($6,500) | - | - | - |
| Cancel 650,000 shares | (650,000) | ($6,500) | $6,500 | - | - | - |
| Increase in Paid in Capital | - | - | $2,449,466 | - | - | $2,449,466 |
| Issue 310,000 shares to officers and directors | 310,000 | $3,100 | ($3,100) | - | - | - |
| Cancellation of 42,500 common stock | (42,500) | ($425) | $425 | - | - | - |
| Capital contributed by a stockholder | - | - | $143,480 | - | - | $143,480 |
| Loss from Operations | - | - | - | - | ($142,205) | ($142,205) |
| Balance at September 30, 2002 | 24,921,073 | $249,211 | $5,017,122 | - | ($2,815,592) | $2,450,741 |
| Issue shares per Consulting Agreement | 40,000 | $400 | ($400) | - | - | - |
| Value of Consulting Services Provided | - | - | $16,667 | - | - | $16,667 |
| Issue 90,000 shares to officers, directors | 90,000 | $900 | ($900) | - | - | - |
| Issue shares per Consulting Agreements | 185,000 | $1,850 | ($1,850) | - | - | - |

| | | | | | | |
|---|---|---|---|---|---|---|
| Value of Consulting Services Provided | - | - | $78,935 | - | - | $78,935 |
| Cancel shares | (100,000) | ($1,000) | $1,000 | - | - | - |
| Cancel Value of Services | - | - | ($42,668) | - | - | ($42,668) |
| Issue shares per Consulting Agreements | 82,000 | $820 | ($820) | - | - | - |
| Value of Consulting Services Provided | - | - | $24,600 | - | - | $24,600 |
| Issue shares per Consulting Agreements | 575,000 | $5,750 | ($5,750) | - | - | - |
| Value of Consulting Services Provided | - | - | $155,250 | - | - | $155,250 |
| Capital contributed by stockholders | - | - | $121,472 | - | - | $121,472 |
| Loss from Operations | - | - | - | - | ($338,711) | ($338,711) |
| Balance at September 30, 2003 | 25,793,073 | $257,931 | $5,362,658 | - | ($3,194,303) | $2,466,286 |

See accompanying Notes to Financial Statements.



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USCORP AND SUBSIDIARY

(A Development Stage Company)

STATEMENT OF CASH FLOWS

FOR THE YEARS ENDED SEPTEMBER 30th

| | 9/30/2003 | 9/30/2002 | 9/30/2001 |
|---|---|---|---|
| Operating Activities: | | | |
| Net Gain (Loss) | (338,711) | (157,777) | - |
| Net cash used by operations | (338,711) | (157,777) | - |
| Financing Activities: | | | |
| Consulting Services Paid in Stock | 241,386 | 96,734 | - |

| | | | |
|---|---|---|---|
| Contributed capital by stockholders | 121,472 | 48,945 | - |
| Shareholder Loan | 40,000 | - | - |
| Adjustment for rounding errors | - | - | - |
| Increase in Accounts Payable | 16,835 | 14,086 | - |
| Net cash provided by financing activities | 80,982 | 1,989 | - |
| Net increase (decrease) in cash during the period | 58,258 | (6) | - |
| Cash balance at beginning of period | 1,298 | 8 | - |
| Cash balance at end of period | 59,555 | 2 | - |

See accompanying Notes to Financial Statements.



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USCORP AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

SEPTEMBER 30, 2003

NOTE 1 - ORGANIZATION AND ACCOUNTING POLICIES

Nature of Operations

USCorp (the Company ) is a publicly held corporation formed on May 22, 1989 in the state of Nevada as The Movie Greats Network, Inc. On August 4, 1992, The Company changed its name to the Program Entertainment Group, Inc. and on August 5, 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.

On October 15, 2000, pursuant to an agreement signed on September 1, 2000, the Company s then wholly owned subsidiary, Fantasticon.com, Inc., a Nevada corporation, merged with Fantasticon.Com, Inc., a Delaware corporation, Madman Backstage Productions, Inc., and Impact Interactive, Inc. Pursuant to the agreement, Santa Maria Resources

Inc. changed its name to Fantasticon Inc. and effected a 1:2 reverse split of its common stock. As a condition of the agreement, Santa Maria divested itself of its business operations prior to the merger. The merger was rescinded in its entirety by the shareholders in January 2002. 6,025,000 shares issued to former management have been cancelled and returned to the Treasury. In addition, effective March 6, 2002 the Company effected a 1:10 reverse split of its common stock. Accordingly, equity has been restated to reflect the number of shares outstanding after the cancellation of said shares and the subsequent reverse split. The statement of operations and the balance sheet presented for the three years ended September 30, 2003, 2002 and 2001 represent the results of operations and financial position of USCorp and USMetals.

In April 2002 USCorp acquired USMetals, Inc. ( USMetals ), a Nevada corporation as a wholly owned subsidiary and issued 24,200,000 shares of common stock in a 1-for-1 exchange of stock. All of the Company s mining business operations are conducted at this time through USMetals. USMetals owns 141 Lode Mining Claims near Bagdad, Arizona, called the Twin Peaks Mine.

Management Plans

The company has incurred a net loss of approximately $338,711 during 2003. At September 30 2003, current assets are approximately $2,523,121 compared to $157,777 net loss and $2,450,743 assets at September 30, 2002 and $0 net loss and $0 assets at September 30, 2001.

In order to improve operations and liquidity and meet its cash flow needs, the company has or intends to do the following:

- Raise $20,000,000 to complete the company s mining plan of operations.

- Resume and complete exploration and drilling on all claims of the Twin Peaks mine.

- Complete testing operations at International Energy and Resources nearby test plant.

- Complete feasibility studies on the Twin Peaks mine.

- Bring the Twin Peaks mine 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.

As a result of these plans, management believes that it will generate sufficient cash flows to meet its current obligations in 2004.

Principles of Consolidation

The consolidated financial statements include the accounts of the Company, and its wholly owned subsidiary, USMetals, Inc. ( USMetals ). All significant intercompany accounts and transactions have been eliminated in consolidation.

The Company conducts all of its mining operations through its wholly owned subsidiary, USMetals. International Energy and Resources, Inc. ( IERI ), a non-affiliated company, has agreed to continue to supervise and direct the work of the mine Exploration and Development Team upon adequate funding of the project. Subsequent to the fiscal year reported on this Form 10-KSB, On October 29, 2003, USCorp announced through a press release our intention to acquire IERI and its mining property pending completion of our due diligence on the corporation and its Arizona gold and silver mining property.

Mineral Properties

The Company uses the successful efforts method of accounting for mineral properties. Under this methodology, costs incurred to acquire mineral interest in properties, to drill and equip exploratory sites within the Twin Peaks 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 will be expensed.

Potential mineral properties that are individually significant will be periodically assessed for impairment of value and a loss will be recognized at the time of impairment by providing an impairment allowance. Other unproved properties will be amortized based on the Company s experience of successful drilling and historical lease expirations.

An impairment loss is indicated whenever net capitalized costs exceed expected future net cash flow based on engineering estimates. In this circumstance, the Company will recognize an impairment loss for the amount by which the carrying value of the properties exceeds the estimated fair value (based on discounted cash flow).

On the sale or retirement of a complete claim of proved property, the cost and related accumulated depletion and amortization will be eliminated from the property accounts, and the resultant gain or loss will be recognized. On the retirement or sale of a partial claim of property, the cost will be charged to accumulated depletion and amortization with a resulting gain or loss recognized in earnings.



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NOTE 2 MINING CLAIMS ACQUIRED AND PURCHASED -- APPRAISED VALUES:

The Company owns 141 unpatented contiguous mining claims totaling approximately 2,820 acres in Township 13, Yavapai County, Arizona. These claims have a well-documented history of mining activity from the middle of the 19th century to the beginning of World War II. Gold, silver, copper and other minerals were recovered in important quantities. The previous owners started acquisition of this claim group in the early 1940 s and by 1978 the group totaled 134 claims. Exploration, drilling and assessment work was done and several geological reports were completed indicating the presence of economically viable deposits of precious metals and complex ores.

Appraisal and Valuation

The Late Mr. N. H. Carouso, formerly President of Geo-Processing, Inc., was retained in 1985 by the prior owners of these claims to prepare an Economic Evaluation of the 134 claims in the group at that time. Mr. Carouso earned a Bachelor of Arts and a Master of Science degree from the University of California, College of Engineering, Department of Mineral Technology and Mining. This report was for the recovery of gold and silver only.

The following is a statement from Mr. Carouso s report:

The mining claims project area offers excellent economic potential. With the gold and silver mineralization cropping out at the surface and the favorable topography for surface mining techniques, it is felt that an early cash flow can be expected. The gross dollar potential of the areas evaluated, which the writer [Mr. Carouso] feels represents only about 30% of the potential of the entire group of claims, if combined, could be $280,836,000.00. Even if one then takes a 50% confidence factor as to the grade of ore, the gross dollar potential would be $115,418,000, and with an expected 70% recovery of precious metals, the adjusted gross dollar potential would be $80,792,600.00 based on a spot price of $325/oz, for gold and $6.00/oz. for silver, and mining to a depth of 100 feet.

Other minerals are available from these claims as reported from the United States Geological Survey conducted in 1940. Of the minerals listed, one of the most notable was a content of Uranium Ore, U308 (Yellow Cake) which has a content ranging from .43% to 1.77% by volume. The Company has discussed the potential of mining U308 Uranium Ore. Management intends upon receipt of adequate funding to determine the feasibility of economical recovery of uranium.

Additional minerals referred to as Complex Ores that were been identified by the U.S. Geological Survey on these claims have been ignored due to the expensive and sophisticated process of mining Complex Ores. Management intends upon receipt of adequate funding to determine the extent of Complex Ore deposits and the feasibility of their economical recovery.

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.



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Use of Estimates

In preparing financial statements, generally accepted accounting principles require management to make estimates and assumptions in determining the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**Recent Accounting Pronouncements**

On July 20, 2001, the Financial Accounting Standards Board ( FASB ) issued SFAS No. 141, Business Combinations, and SFAS No. 142, Goodwill and Other Intangible Assets. SFAS No. 141 is effective for all business combinations completed after June 30, 2001. SFAS No. 142 is effective for fiscal years beginning after December 15, 2001; however, certain provisions of SFAS No. 142 apply to goodwill and other intangible assets acquired between July 1, 2001 and the effective date of SFAS No. 142.

Major provisions of SFAS Nos. 141 and 142 and their effective dates for the Company are as follows:

- All business combinations initiated after June 30, 2001 must use the purchase method of accounting. The pooling of interest method of accounting is prohibited, except for transactions initiated before July 1, 2001.

- Intangible assets acquired in a business combination must be recorded separately from goodwill if they arise from contractual or other legal rights or are separable from the acquired entity and can be sold, transferred, rented or exchanged, either individually or as part of a related contract, asset or liability.

- Effective January 1, 2002, goodwill and intangible assets with indefinite lives will be tested for impairment annually and whenever there is an impairment indicator.

- All acquired goodwill must be assigned to reporting units for purposes of impairment testing and segment reporting.

In June 2001, FASB issued SFAS No. 143, Accounting for Asset Retirement Obligations, and in August 2001, issued SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets. SFAS No. 143 requires entities to record the fair value of liability for an asset retirement obligation in the period in which it is incurred and a corresponding increase in the carrying amount of the long-lived asset. Subsequently, the asset retirement cost should be allocated to expense using a systematic and rational method. SFAS No. 143 is effective for fiscal years beginning after June 15, 2002. SFAS No. 144 addresses financial accounting and reporting for the impairment of long-lived assets and for long-lived assets to be disposed of. It supersedes, with exceptions, SFAS No. 121, Accounting for the Impairment of Long-Lived Assets to Be Disposed Of, and is effective for the fiscal years beginning after December 15, 2001. The Company is currently assessing the impact of SFAS Nos. 143 and 144. However, at this time, the Company does not feel that the impact of these statements will be material to its consolidated financial position or results of operations.

NOTE 3 - STOCKHOLDERS EQUITY

On May 1, 2002, the Company adopted an employee stock option plan for certain employees with a maximum of 2,045,357 shares. During 2003, the Company issued and granted a total of 782,000 options under the plan: 40,000 at .43 per share, 185,000 at .44 per share (100,000 of which were subsequently canceled and returned to the treasury stock of the company), 32,000 at .31 per share and 575,000 at .28 per share, per share price being the closing price on the date the shares were issued.

After review by the Company s legal counsel and auditor it was determined that due to the method by which the options were granted, exercised, issued and converted to stock it was not necessary to report the transaction as an expense to the Company.

Option Terms. The plan provides for incentive stock options and non-qualified stock options. The committee or the Registrant s Board of Directors will determine whether an option is an incentive stock option or a non-qualified stock option when it grants the option and the option will be evidenced by an agreement describing the material terms of the option. The committee or the Registrant s Board of Directors will determine the exercise price of an option. The exercise price of an incentive stock option may not be less than the fair market value of the Registrant s Common Stock on the date of the grant, or less than 110% of the fair market value if the participant owns more than 10% of the Registrant s outstanding Common Stock. When the incentive stock option is exercised, we will be entitled to place a legend on the certificates representing the shares of Common Stock purchased upon exercise of the option to identify them as shares of Common Stock purchased upon the exercise of an incentive stock option. The exercise price of non-qualified stock options may be greater than, less than or equal to the fair market value of the Common Stock on the date that the option is awarded, based upon any reasonable measure of fair market value. The committee may permit the exercise price to be paid in cash or by the delivery of previously owned shares of Common Stock, and, if permitted in the applicable option agreement, through a cashless exercise executed through a broker or by having a number of shares of Common Stock otherwise issuable at the time of exercise withheld.

The committee or the Registrant s Board of Directors will also determine the term of an option. The term of an incentive stock option or non-qualified stock option may not exceed ten years from the date of grant, but any incentive stock option granted to a participant who owns more than 10% of the Registrant s outstanding Common Stock will not be exercisable after the expiration of five years after the date the option is granted. Subject to any further limitations in the applicable agreement, if a participant s employment terminates, an incentive stock option will terminate and become unexercisable no later than three months after the date of termination of employment. If, however, termination of employment is due to death or disability, one year will be substituted for the three-month period. Incentive stock options are also subject to the further restriction that the aggregate fair market value, determined as of the date of the grant, of the Registrant s Common Stock as to which any incentive stock option first becomes exercisable in any calendar year is limited to $100,000 per recipient. If incentive stock options covering more than $100,000 worth of the Registrant s Common Stock first become exercisable in any one calendar year, the excess will be non-qualified options. For purposes of determining which options, if any, have been granted in excess of the $100,000 limit, options will be considered to become exercisable in the order granted.

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NOTE 4 - COMMITMENTS AND CONTINGENCIES

General Commitments

The company has secured various commitments related to development and production of its mineral properties contingent upon receipt of adequate funding. It is management s belief that such commitments will not have significant adverse impact to the Company s financial position or results of operations.

Leases

As of the date of this report, all office furniture and equipment has been contributed by a shareholder. In March 2002, the 141 lode mine claims leases were transferred to USMetals, Inc. These claims leases are renewable annually by USMetals. Lease expense under these leases is $14,100 each year.

Litigation

The Company is not a party to any matters of litigation.

NOTE 5 - RELATED PARTY TRANSACTIONS

Mining exploration and development has been performed under the general supervision and direction of International Energy and Resources, Inc., ( IERI ) which was under agreement with prior owners of the property. IERI has agreed to provide similar services to the Company upon securing adequate financing. IERI will supervise and direct third parties for the purpose of completing the exploration and development of the Twin Peaks Mine claims group. Subsequent to the end of fiscal 2003, Registrant issued a press release announcing a letter of intent to acquire IERI and its gold and silver mining property as a wholly owned subsidiary. This transaction is pending the completion of due diligence on the corporation and its mining property.

## NOTE 6 - ACQUISITION OF BUSINESS

On April 2, 2002, the Company acquired USMetals, Inc. ( USMetals ) for 24,200,000 shares of its common stock in a share-for-share exchange whereby USMetals became a wholly owned subsidiary of USCorp. USMetals owns the 141 lode mining claims known as the Twin Peaks mine near Baghdad, Arizona. The fair value of the property is based upon the values that were estimated by field personnel. The estimated fair market values of the assets acquired and liabilities assumed in the acquisition of USMetals are as follows:

| | |
|---|---|
| Estimated fair value of assets acquired property | 319,600 |
| Mine Development | |
| Hayes Mining, Phillips Mining | 400,000 |
| American Metals and Minerals | 297,758 |
| Santa Maria Resources | 600,000 |
| International Energy and Resources | 818,000 |
| Total fair value of assets | 2,435,358 |
| | |
| Liabilities assumed | |
| Annual Lease Payments (subsequent to acquisition) | 14,108 |
| Estimated fair value of acquisition | $2,449,466 |



The operations of USMetals are included in the accompanying consolidated financial statements subsequent to the acquisition.

## NOTE 7 INCOME TAXES

Deferred income taxes are recognized for the tax consequences in future years of differences between the tax basis of assets and liabilities and their financial reporting amounts based on enacted laws and statutory rates applicable to the period in which the differences are expected to affect taxable income. Valuation allowances are established when, in management s opinion, it is more likely than not that a portion or all of the deferred tax assets will not be realized.

Provision for income taxes is comprised of the following for the years ended September 30th:

2003

2002

2001

Current tax expense

Federal

$ 0

$ 0

$ 0

State

0

0

0

$ 0

$ 0

$ 0

=====

=====

=====

Deferred tax benefit

Federal

$ 0

$ 0

$ 0

State

0

0

0

$ 0

$ 0

$ 0

=====

=====

=====

Deferred tax assets

Loss carry-forwards

$ 1,167,247

$ 828,536

$ 686,331

Valuation allowance

(1,167,247)

(828,536)

(686,331)

$ 0

$ 0

$ 0

========

=======

=======

NOTE 8 SUBSEQUENT EVENT

On October 27, 2003, the Company executed a letter of intent to acquire International Energy and Resources, Inc. and its gold and silver mining property as a wholly-owned subsidiary. This transaction is pending the completion of due diligence on the corporation and its mining property.

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ITEM 8. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

None.

PART III

ITEM 9. DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS; COMPLIANCE WITH SECTION 16(a) OF THE EXCHANGE ACT.

Name

Age

Position Held

Robert Dultz

62

Chief Executive Officer, acting Chief Financial Officer and

Chairman

Larry Dietz

56

President and Director

Carl W. O'Baugh

72

Vice President and Director

Spencer Eubank

52

Secretary, Treasurer and Director

Tom Owens

55

Director

Judith Ahrens

63

Director

Directors hold office until the next annual shareholders meeting or until their death, resignation, retirement, removal, disqualification, or until a successor has been elected and qualified. Vacancies in the Board are filled by majority vote of the remaining directors. Officers of the Company serve at the will of the Board of Directors.

BUSINESS EXPERIENCE OF CURRENT DIRECTORS AND OFFICERS AS OF SEPTEMBER 30, 2003

Robert Dultz, age 62, is Chairman of the Board, Chief Executive Officer, and the Principal Stockholder of the Registrant. Mr. Dultz is responsible for coordinating and directing the Registrant's Board of Directors, and chairing the direction of the Registrant. Specializing in finance, Mr. Dultz has acted as an investor and consultant for longer than the past 10 years. He has served on the boards of a number of publicly traded companies and on the boards of a number of privately held companies nationally and internationally. Mr. Dultz has worked with multi-million dollar budgets. He has been responsible for over $150 million dollars in real estate development and investment.

Larry Dietz, age 56, is President and Director of the Registrant. Mr. Dietz is in charge of Land Management and Development. Mr. Dietz brings to the Registrant a seasoned expertise in the field of mining, as well as an extensive knowledge of the entire mining industry in the western United States and especially in the State of Arizona. He is responsible for managing the properties owned or under the control of the Registrant as well as identifying additional properties for the Registrant to acquire and/or lease for the purpose of developing their mineral resources. While in the U.S. Navy he had a Top Secret/Crypto security clearance. He attended the University of Nebraska School of Technology and Agriculture where he earned a degree in Drafting, Surveying and Soil Science. He has been a consultant to the mining industry since 1982 as President of Dietz and Associates. He authored and released the updated, corrected and expanded versions of the Arizona Mineral Industry Location System (MILS) which is a database system for use on micro computers identifying all known mineral occurrences in



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Arizona. Mr. Dietz also developed and released Mineral Databases from the U.S. Bureau of Mines for the western U.S., as well as a program called DLG1-2 which consists of the Digital Line Graph (DLG) data at a scale of 1:250,000 for the entire U.S. providing graphic displays of the mineral data for use on micro computers. Mr. Dietz is approved by the U.S. Department of Justice to provide title evidence and abstracts for both surface and mineral rights to lands located in the State of Arizona, and his Land Status Reports are recognized by the Vancouver Stock Exchange. He is registered as an Expert Witness with the Technical Advisory Services for Attorneys. He is currently an associate member of the Society of Mining Engineers of the American Institute of Mining, Metallurgical and Petroleum Engineers. Mr. Dietz is also proficient in the use of computers, database, word-processing, CAD, graphics and communications software.

Carl W. O'Baugh, age 72, is Vice President and Director of the Registrant. Mr. O'Baugh is a past President of American Metals and Minerals, Inc., a Nevada Company which owned mining claims in central Arizona. He was President of Golconda Gems, Inc., from 1973 to 1985, a wholesale gem cutting, importing and distribution company with operations in the United States and Mexico. Mr. O'Baugh has served on the Boards of several public Companies and brings to the Registrant his knowledge and experience concerning gems, minerals and metals, as well as his wholesale, retail marketing and import-export expertise. Mr. O'Baugh has demonstrated his capabilities in effective senior corporate management and, in general, in business, by employing over 200 persons and directing the affairs of a corporation capable of sustaining that number of employees.

Spencer Eubank, age 52, is Secretary, Treasurer and Director of the Registrant. Mr. Eubank is responsible for maintaining the records of the Registrant and works closely with the senior executive management of the Registrant in day-to-day operations. Mr. Eubank has served on the boards of several public, private and not-for-profit companies as an officer and director including Pla.Net.Com, Inc. (February 1997 to July 1999) and EssxSport Corp. (January 1996 to March 1998). Mr. Eubank is the owner of an independent research and consulting service. Mr. Eubank has degrees in Theology (B.Th., 1985) and Sociology (B.A., 1988). For 10 years, Mr. Eubank worked in various capacities for not-for-profit organizations, which served disadvantaged and developmentally disabled adults in the greater Los Angeles area, and for over 10 years participated in the general employ and management of retail grocery and department stores.

Tom Owens, age 55 is a Director for the Registrant. Mr. Owens is a retired Captain in the US Army. He is also a retired Captain in the Los Angeles Police Department. Mr. Owens was involved in every major case from the Charles Manson Tate-LaBianca murders to O.J. Simpson's trial Mr. Owens served four tours of duty in Vietnam with the U.S. Marines. He most recently served his country as the Army's Communications Officer in the occupation of Bosnia-Herzegovina.. Mr. Owens is the owner of a private company that provides investigation services throughout the country. In the Los Angeles area he conducted investigations for Rodney King's defense and most recently for several victims of the Rampart Division scandal. Mr. Owens is the author of the book "Lying Eyes." Mr. Owens will serve the Registrant as an independent Director and on the Registrant's Audit Committee.



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Judith A. Ahrens, age 63, is a Director for the Company. Ms. Ahrens has been involved in the political scene for over twenty years. Her specialized knowledge in the political arena has made her a top consultant for over two decades. Her contributions are not only in domestic matters, but international as well. Her lobbying skills and legislation efforts in agriculture and environmental matters have been instrumental in growth, development and success in start-up companies as well as Fortune 100 companies. One of Ms. Ahrens significant achievements was in lobbying for Archer Daniels Midland (ADM), a multi-billion dollar conglomerate, which led to the eventual passage of the Ethanol tax exemption for the state of California. She also worked with 3M in developing reflective license plates for the state of California. Another achievement of Ms. Ahrens was her assistance in the set-up of a $16.3 million international rice contract involving California companies. Ms. Ahrens was also a significant player in supporting the efforts of Genstar to make bids for waste disposal sites through a strong network of key politicians. She also facilitated efforts in the passing of an industrial bond allowing expansion of a flour mill facility in Southern California. Ms. Ahrens established and served as the first president of the California Alcohol Fuels Commission. While in Washington, with the Department of Agriculture, she helped coordinate The Rural Loan Program formally referred to as The Farmers Home Loan with leading lending institutions throughout the United States. She also has acted as Media Consultant for

Presidential, Gubernatorial and Congressional candidates including Jimmy Carter, and was the Advance Press Person for former President Carter, Vice President Mondale and then Secretary of Agriculture Bob Bergland. Most recently Ms. Ahrens worked with Rob Hogg in his successful bid for a seat in the Iowa State Legislature in November 2002. Ms. Ahrens is currently with National Grant Conferences where she is serving as Head Coordinator (since 1998). Her prior experience includes Home Business Technologies where she served as Director (1995 to 1997); Zond Industries where she was in charge of Government Relations working with members of the Iowa Legislature concerning renewable energy (1994 to 1996); the Steel Tank Institute where she was the Government Affairs Consultant working with individual members of, as well as with committees and sub-committees of, the US Senate and Congress and various federal agencies on lender liability Super Fund legislation to assist manufacturers of steel tanks with clean-up efforts of environmental spills and their ramifications (1991 to 1994); and Cedar Rapids Board of Realtors as a Realtor.

Ms. Ahrens served her country as Special Confidential Assistant to the Secretary of Agriculture. In this position she researched and developed a position paper on policies and activities related to the public affairs program for the U.S. Department of Agriculture, she arranged conferences for the Secretary of Agriculture to inform the public of the Administration s policies, she participated in the task force on behalf of the White House evaluating all of the U.S.D.A. s audio-video productions, and she wrote the file treatment for the Land Reclamation video produced by the U.S.D.A. Ms. Ahrens serves the Company as an independent Director and on the Company's Audit Committee.

(b) Family relationships.

There are no family relationships among the officers or directors.



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(c) Involvement in certain legal proceedings.

There have been no events under any bankruptcy act, no criminal proceedings and no judgments or injunctions material to the evaluation of the ability and integrity of any director or executive officer during the past five years.

COMPLIANCE WITH SECTION 16(a) OF THE EXCHANGE ACT

Section 16(a) of the Securities Exchange Act of 1934 requires the Company's officers and directors, and persons who own more than ten percent of its common stock, to file reports of ownership and changes of ownership with the Securities and Exchange Commission ("SEC") and each exchange (or market quotation system) on which the Company's securities are registered. Officers, directors and greater than ten-percent stockholders are required by SEC regulation to furnish the Company with copies of all ownership forms they file.

Based solely on current management's review of the copies of such forms received by it from former management, the Company believes that, during the year ended September 30, 2003, its officers, directors, and greater than ten-percent beneficial owners complied with all applicable filing requirements.

ITEM 10. EXECUTIVE COMPENSATION

During the fiscal year, USCorp's officers or directors did not devote their full time to the affairs of USCorp. As reported in previous Form 10-QSB filings by the Company they did not receive compensation for their services, however USCorp's officers received shares of the Company's common stock in consideration of their agreement to serve.



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ITEM 11. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth the security ownership of executive officers, directors and certain beneficial owners of more than five percent (5%) of issuer's voting securities as of September 30, 2003. Unless otherwise stated, the Company believes the shares indicated were held directly.

| Title of Class | Name and Address of Beneficial Owner | Amount of Ownership | Percent of Class |
|---|---|---|---|
| Common | Robert Dultz (1) | 9,013,136 | 34.94% |
| Common | Dultz Family Trust, Robert Dultz Trustee (1) | 10,000,000 | 38.77% |
| Common | Larry Dietz (1) | 51,000 | 0.20% |
| Common | Spencer Eubank (1) | 240,750 | 0.93% |
| Common | Carl O Baugh (1) | 50,250 | 0.20% |
| Common | Tom Owens (1) | 50,000 | 0.21% |
| Common | Judith Ahrens (1) | 50,000 | 0.20% |
| Common | U.S. Metals And Minerals, Inc. Steven M. Lavanway, President 4706 N. 31st Drive, Phoenix, Arizona 85017 | 2,700,000 | 10.83% |
| Common | Officers, Directors and Affiliates as a group (7 individuals) | 22,155,136 | 86.28% |

(1) Unless otherwise indicated, all addresses are in care of the Company at 4535 W. Sahara Ave., Suite 204, Las Vegas, NV 89102.



ITEM 12. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

None.

PART IV

ITEM 13. EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K

(A) EXHIBITS

31.1

Certification Pursuant to Section 302 of the Sarbanes Oxley Act of 2002

32.1

Certification Pursuant to Section 906 of the Sarbanes Oxley Act of 2002

(B) REPORTS ON FORM 8-K

None.

ITEM 14. CONTROLS AND PROCEDURES

(a) Evaluation of disclosure and controls and procedures. Our Chief Executive Officer and Chief Financial Officer have evaluated the effectiveness of the design and operation of our disclosure controls and procedures within 90 days of the filing of this annual report. This evaluation was carried out under the supervision and with the participation of our management, including our principal executive officer and principal financial officer. Based on this evaluation, these officers have concluded that the design and operation of our disclosure controls and procedures are effective.

(b) Changes in internal controls. There were no significant changes to our internal controls or in other factors that could significantly affect internal controls subsequent to the date of their most recent evaluation.

Disclosure controls and procedures are our controls and other procedures that are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports that we file under the Exchange Act is accumulated and communicated to our management, including principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.



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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this amended report to be signed on its behalf by the undersigned, thereunto duly authorized.

USCORP.

/s/ Larry Dietz

Larry Dietz

President and Director

Dated: February 17, 2004

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

Signature

Title

Date

/s/ Robert Dultz

Chairman and Chief

February 17, 2004

Robert Dultz

Executive Officer and Acting

Chief Financial Officer

/s/ Larry Dietz

President and Director

February 17, 2004

Larry Dietz

/s/ Carl O'Baugh

Vice President and Director

February 17, 2004

Carl O'Baugh

/s/ Spencer Eubank

Secretary Treasurer and Director

February 17, 2004

Spencer Eubank

/s/ Tom Owens

Director

February 17, 2004

Tom Owens

/s/ Judith Ahrens

Director

February 17, 2004

Donald E. Brown