



USCORP

OTC: USCS

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Exploring and Developing America's Mineral Resources

Share Price (8.01.11)	\$0.073
52 Week Low	\$0.02
52 Week High	\$0.24
Market Capitalization	12.7M
Shares Outstanding	174M
Approximate Float	31M
Fiscal Year End	Sept 30



Company Overview

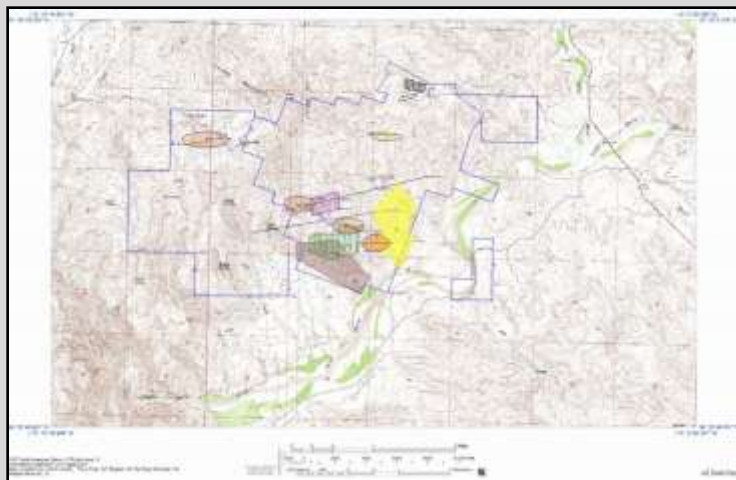
USCorp is a United States based exploration and development company. USCorp, through its wholly owned subsidiaries, USMetals, Inc. and Southwest Resource Development, Inc., is engaged in the acquisition and development of mineral properties, primarily gold, silver and other non-ferrous metals, in the United States.

The Company is currently focused on two projects: the Picacho Salton project in the Mesquite Mining District of California and the recently funded Twin Peaks project in the Eureka Mining District of Arizona. USCorp has performed significant exploration work, including the completion of feasibility studies, environmental, ecological and biological reports and performed drilling.

USCorp explores and develops properties that meet our demanding criteria:

- Past gold or other valuable mineral production within the project boundaries
- Assays show gold or other valuable minerals in minable quantities
- Significant geological analysis
- Credible geologists' reports show resource estimates and proven reserves

The Twin Peaks Project in Arizona



The above map shows the 276 Twin Peaks Project claims group outlined. Newly added claims are on the left. Shaded areas indicated previous area of exploration.

In 2002 USCorp acquired USMetals and its lode mining claims called the Twin Peaks Project. The purpose of USMetals is to engage in the business of acquiring and developing mineral properties, exploring for gold, silver, and other non-ferrous metals and minerals within the contiguous United States. It is the further intention of USMetals to mine and to process any commercially-proven reserves developed at its properties. The Company has recently entered into agreement with Arizona Gold Corp to finance and complete the exploration and development of the Twin Peaks Project. The Mining Claims of the Twin Peaks Project are located in West-Central Arizona, in the Eureka Mining District of Yavapai County, Arizona, approximately 42 miles west of Prescott, Arizona. The Twin Peaks Project claims are geographically located in the southwestern division of the Eureka Mining District, which includes many significant mines and prospects. The Twin Peaks mining properties are unpatented mining claims; meaning, the owner has mineral rights but does not own the land with respect to such properties.

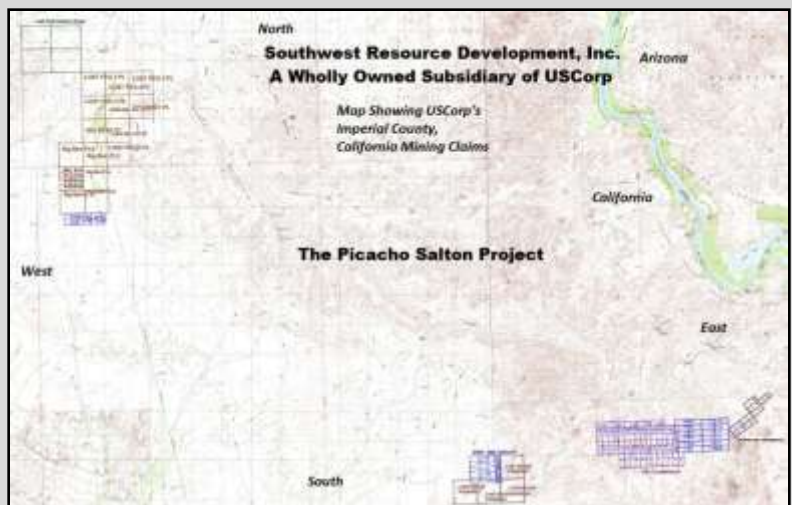
USCorp and Arizona Gold Corp.

USCorp, announced June 13, 2011 an agreement whereby USMetals, Inc. ("USMetals", a wholly owned subsidiary of USCorp) and Arizona Gold Corp ("AGC"), a private British Columbia corporation, have agreed to and financed a plan for the completion of exploration of the 5520 acre "Twin Peaks project" in Yavapai County, Arizona, USA. The agreement includes the following:

- Subsequent to the completed \$2,100,000USD funding, Arizona Gold Corp acquired the Twin Peaks project claims from USMetals, in exchange for 66.82 % of the issued and outstanding shares of AGC, thereby making USMetals the majority shareholder of AGC.
- USMetals' Chairman and CEO, Robert Dultz, has been appointed an Officer and a Director of AGC and will represent USMetals' interests and those of USCorp's shareholders.
- AGC principals and investors have already funded an initial \$2,100,000USD for completion of the exploration of the Twin Peaks project. Subsequent technical reports are expected to be in compliance with industry standards.
- USMetals' percentage ownership of AGC will not ever fall below 50.1% of the issued and outstanding shares of AGC.
- AGC seeks to obtain Canadian compliant reports sufficient to allow for a listing of AGC's stock on the TSX or the TSXV/ Canadian exchanges within a six month period.
- The agreement allows for and anticipates further expansion of the Twin Peaks project and/or the addition of other properties.

The Southwest Picacho Salton Project in California

In 2004, USCorp formed Southwest Resource Development, Inc. as a wholly owned subsidiary of USCorp. In 2010 claims were consolidated in order to minimize overlapping and now comprise 200 lode and placer claims of precious metal properties located in the Chocolate Mountain region of the Mesquite Mining District in Imperial County, California. The purpose of Southwest is to engage in the business of acquiring and developing mineral properties, exploring for gold, silver, and other non-ferrous metals and minerals within the contiguous United States. It is the further intention of Southwest to mine and to process any commercially-proven reserves developed at its properties. The Company has spent the last 8 years developing and implementing a plan that would bring multiple properties under Company ownership. Based on the recent reports of geologists and engineers, Southwest believes this property has the potential to develop into a significant gold producing operation.



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Management

Robert Dultz, Chairman and Chief Executive Officer, has over 35 years of finance experience and has a 25 year association with the Twin Peaks property. He is the Chairman of Southwest Resource Development, Inc. and USMetals, Inc., USCorp's wholly owned subsidiaries. From 1985 to 1993, he was the Chairman and President of American Metals and Minerals, Inc. and from 1997 to 2000 was the Chairman and Chief Executive Officer of Santa Maria Resources, Inc., both prior corporate owners of portions of the Twin Peaks property. Mr. Dultz has served on the boards of several publicly traded companies including Primary Metals, Inc., Southern Development Company, Inc. and US Network Funding, Inc.

Spencer Eubank is Secretary, Treasurer and Director of the Company. Mr. Eubank has a 19 year history of association with the Twin Peaks Project Properties and is a former owner of a portion of the Twin Peaks Project claims. Mr. Eubank is responsible for maintaining the records of the Company. Mr. Eubank was a shareholder of the consultant to former corporate owners of the Twin Peaks properties: American Metals and Minerals, Inc. an officer and director of Santa Maria Resources, Inc. and US Metals and Minerals Inc. Mr. Eubank served on the boards of several public, private and non-profit Companies as an officer and director including EssxSport Corp. Pla.Net.Com, Inc., The Laurinburg Group Inc. Southern Development Company and Route 66 Gold Miners, Inc. Mr. Eubank is the owner of Business2Business independent private research and consulting service. Mr. Eubank has degrees in Theology (B.Th. 1985) and Sociology (B.A. 1988)

Michelle Seibel, Director and Assistant Secretary, and entrepreneurial business owner providing a IT consulting services in California and has extensive experience in bookkeeping training, and construction management.

Carl W. O'Baugh, Director, has a 23 year association with the Twin Peaks property. He is a former Vice President of USCorp, past President of American Metals and Minerals, Inc. and past Vice President and Director of Santa Maria Resources, Inc. From 1973 to 1985, Mr. O'Baugh was the President of Golconda Gems, Inc., a wholesale gem cutting, importing and distribution company with operations in the United States and Mexico. He has served on the Boards of several public companies.

B.K. Simerson, Director, Mr. Simerson co-founded and today is one of two co-owners of Tradewinds Consulting, LLC, a small consultancy that provides a range of strategic planning, change management, and leadership development services to four branches of the military, several federal government agencies, various management consulting firms, and to clients in the automotive, heavy construction, civil engineering, consumer electronics, industrial supplies, heavy machinery, rubber, paper, medical devices, and electronics industries. Mr. Simerson earned his Doctorate in Education with emphasis in management and organization development, from the University of North Carolina at Greensboro. He earned an M.A. with emphasis in administration, supervision, and higher education, from Appalachian State University. Since 2007, Mr. Simerson has been on the Faculty of Northwestern University's School of Education and Social Policy, where he instructs, researches, and publishes in the areas of Strategic Thinking, Strategy Formulation, Strategic Planning and Strategy Execution.

Arizona Gold Corp Board Members

William Hay, holds an MBA from Queens University in Canada and has an engineering degree. Mr. Hay was the co-founder and CEO of Thane International, a global direct marketing company with over 200 employees and grossing \$400 million (USD) a year in revenue, with office locations in La Quinta, Toronto, London, Frankfurt, Sydney, Copenhagen and Mexico City from 1990 to 2005. Moving on from 2005 to present, Mr. Hay served as the chairman of the board of directors and president of Direct Marketing Holdings, which served as a parent company to Thane International. He also serves as manager at Kilauea Ohana Plantation, LLC.

Denise DuBarry Hay was also co-founder of Thane International. She has also served as director of the Palm Springs International Film Festival, Thane International, Electric Retailers Association, Woman's Leader's Forum and many more. Personal projects that Ms. DuBarry Hay developed grossed over \$1 billion (USD); she has a powerful sense of what works in the market and a track record to prove it.

Mark Peterson is an economic geologist with over 27 years of mining industry experience. He is currently vice president of exploration of New Gold Inc., an intermediate gold producer which is projected to produce over 1 million ounces of gold this year. Mr. Peterson previously held positions as VP of exploration for Metallica Resources Inc., as well as exploration geologist with Lac Minerals Inc.

J. Robert Swidler holds an MBA from Cornell University and a Bachelor's of Communications from McGill University. Mr. Swidler is affiliated with Egon Zehnder International, the worldwide executive search firm and management consultant. He is formerly founder and president of J. Robert Swidler, Inc., Montreal/Toronto; and a partner at Touche Ross & Co./P.S. Ross & Partners, Management Consultants in Montreal.

Dean Belbas retired as a senior VP of General Mills after 41 years with the company. He worked in public relations, consumer goods marketing and corporate and investor communications. Mr. Belbas also served on the board of directors on NASDAQ companies, three private companies and a privately held trust company.

Robert Dultz, USMetals' Chairman and CEO was appointed as officer and a director of AGC, and will represent USMetals' interests and those of USCorp's shareholders.