

Edgar Filing: USA Uranium Corp. - Form 10QSB

USA Uranium Corp.
Form 10QSB
January 18, 2008

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

FORM 10-QSB

(Mark One)

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

For the quarterly period ended November 30, 2007

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT

For the transition period from _____ to _____

Commission file number 000-50101

USA Uranium Corp.
(Exact name of small business issuer as specified in its charter)

Nevada
(State or other jurisdiction of
incorporation or organization)

91-2135425
(IRS Employer Identification No.)

800-2300 West Sahara Avenue, Las Vegas, Nv.
(Address of principal executive officer)

702-664-0039
(Issuer's telephone number)

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 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 checkmark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES NO

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY
PROCEEDINGS DURING THE PRECEDING FIVE YEARS

Check whether the registrant filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Exchange Act after the distribution of securities under a plan confirmed by a court. Yes No

APPLICABLE ONLY TO CORPORATE ISSUERS

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: 67,598,736

PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

USA Uranium Corp
(Formerly Trilliant, Inc.)

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(An Exploration Stage Company)
Balance Sheet

| | November 30, 2007 | |
|--|----------------------|----|
| ----- | | |
| ASSETS | | |
| Current assets: | | |
| Cash in bank | \$ 136,812 | \$ |
| Accounts Receivable | -- | |
| Due from Lifespan | 58,620 | |
| Prepaid Expense | 23,333 | |
| Inventory | 20,876 | |
| ----- | | |
| Total Current Assets | 239,641 | |
| Property, plant and equipment | | |
| Unpatented Mining Claims | 1,464,281 | |
| Computer equipment - net of depreciation of \$621 at November 30, 2007 and \$197 at May 31, 2007 | 3,620 | |
| ----- | | |
| Net Fixed Assets | 1,467,901 | |
| Other assets: | | |
| Assets of Joint Venture - Unpatented Mining Claims | 2,560,000 | |
| Patent - net of amortization of \$5,450 at November 30, 2007 and \$3,959 at May 31, 2007 | 7,249 | |
| ----- | | |
| Total Other Assets | 2,567,249 | |
| ----- | | |
| Total Assets | \$ 4,274,791 | \$ |
| ===== | | |
| LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIENCY) | | |
| Current liabilities: | | |
| Current portion of notes payable | \$ 207,404 | \$ |
| Accounts payable | 120,141 | |
| Accounts payable - stockholder | -- | |
| Note payable - stockholder | -- | |
| Accrued interest - stockholder & mining claim notes | 41,139 | |
| Accrued royalties | -- | |
| Accrued warranty | 129 | |
| Other accrued expense | -- | |
| ----- | | |
| Total Current Liabilities | 368,813 | |
| ----- | | |
| Note payable-unpatented mining claims | 680,035 | |
| Stockholders' equity: | | |
| Common stock, \$0.001 par value, 100,000,000 shares authorized, 62,286,236 and 60,400,000 issued and outstanding respectively | 62,286 | |
| Additional paid-in capital | 1,427,432 | |
| Subscriptions Payable | 2,145,000 | |
| Minority Interest in Joint Venture | 640,000 | |
| (Deficit) Accumulated During Development Stage | (1,048,775) | |
| ----- | | |

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| | |
|--|--------------|
| Total Stockholders' Equity: | 3,225,943 |
| | ----- |
| Total Liabilities and Stockholders' Equity | \$ 4,274,791 |
| | ===== |

The accompanying Notes are an integral part of these financial statements

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USA Uranium Corp
(Formerly Trilliant, Inc.)
(An Exploration Stage Company)
Statements of Operations

| | For the Three Months Ended | | For the Si |
|--|----------------------------|----------------------|----------------------|
| | November 30, 2007 | November 30, 2006 | November 30, 2007 |
| | ----- | ----- | ----- |
| Sales - net | \$ -- | \$ 219 | \$ 119 |
| Cost of Sales | -- | 141 | 47 |
| | ----- | ----- | ----- |
| Gross Profit | -- | 78 | 72 |
| Expenses | | | |
| General and administrative expenses | 365,919 | 6,925 | 584,772 |
| Depreciation and amortization | 462 | 248 | 924 |
| Damaged and defective items | -- | -- | -- |
| | ----- | ----- | ----- |
| | 366,381 | 7,173 | 585,696 |
| | ----- | ----- | ----- |
| (Loss) from Operations | (366,381) | (7,095) | (585,624) |
| Other income (loss): | | | |
| Miscellaneous income | -- | -- | -- |
| Miscellaneous expense | -- | -- | -- |
| Interest expense | (17,923) | (453) | (40,408) |
| Bad debts | -- | -- | -- |
| | ----- | ----- | ----- |
| Total Other Income (Expense) | (17,923) | (453) | (40,408) |
| Net (loss) | \$ (384,304) | \$ (7,548) | \$ (626,032) |
| | ===== | ===== | ===== |
| Net (loss) per share - basic and fully diluted | \$ (0.0062) | \$ (0.0001) | \$ (0.0101) |
| | ===== | ===== | ===== |
| Stockholders' Equity: | | | |
| Weighted average number of common | | | |
| shares outstanding - basic and fully diluted | 62,229,621 | 59,743,478 | 61,944,018 |
| | ===== | ===== | ===== |

The accompanying Notes are an integral part of these financial statements

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USA Uranium Corp.
 (Formerly Trilliant, Inc.)
 (An Exploration Stage Company)
 Statement of Stockholders' Equity

| | Issued Common Stock Shares | Common Stock Amount \$ | Additional Paid-In Capital \$ | Subscriptions Payable \$ |
|--|-------------------------------------|------------------------------|-------------------------------------|-----------------------------|
| Issurance of Common Stock September, 2001 | 28,000,000 | 28,000 | (26,101) | |
| Issuance of Common Stock December 2001, net of issuance costs of \$2,500 | 12,000,000 | 12,000 | 15,500 | |
| Net (Loss) - May 31, 2002 | | | | |
| Balance at May 31, 2002 | 40,000,000 | 40,000 | (10,601) | -- |
| Net (Loss) for the year ended May 31, 2003 | | | | |
| Balance at May 31, 2003 | 40,000,000 | 40,000 | (10,601) | -- |
| Issuance of Common Stock November, 2003 | 20,000,000 | 20,000 | 80,000 | |
| Net (Loss) for the year ended May 31, 2004 | | | | |
| Balance at May 31, 2004 | 60,000,000 | 60,000 | 69,399 | -- |
| Forgiveness of debt by Shareholders November, 2004 | -- | -- | 96,700 | |
| Net (Loss) for the year ended May 31, 2005 | | | | |
| Balance at May 31, 2005 | 60,000,000 | 60,000 | 166,099 | -- |
| Issuance of Common Stock February, 2006 | 400,000 | 400 | 9,600 | |
| Forgiveness of debt by Shareholder February, 2006 | -- | -- | 17,000 | |
| Net (Loss) for the year ended May 31, 2006 | | | | |
| Balance at May 31, 2006 | 60,400,000 | 60,400 | 192,699 | -- |
| Subscriptions payable for cash, May, 2007 | -- | -- | -- | 232,042 |
| Subscriptions payable for partial payment on notes for mining claims, May, 2007 | -- | -- | -- | 460,000 |
| Net (Loss) for the year ended May 31, 2007 | -- | -- | -- | (125,120) |
| Balance at May 31, 2007 | 60,400,000 | 60,400 | 192,699 | 692,042 |

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| | | | | |
|--|-------------------|---------------|------------------|----------------|
| Issuance of common stock for subscriptions payable, July, 2007 | 464,082 | 464 | 231,578 | (232,042) |
| Issuance of common stock for subscriptions payable, July, 2007 | 400,000 | 400 | 459,600 | (460,000) |
| Issuance of common stock for cash July, 2007 | 550,000 | 550 | 384,450 | |
| Issuance of common stock for commissions, July, 2007 | 55,000 | 55 | 38,445 | |
| Issuance of common stock for debt, July, 2007 | 95,154 | 95 | 47,482 | |
| Subscriptions payable for cash, August, 2007 | | | | 112,000 |
| Subscriptions payable for commissions, August, 2007 | | | | 16,800 |
| Offering costs | | | (55,300) | |
| Net (Loss) for period ended August 31, 2007 | | | | |
| Balance at August 31, 2007 | <u>61,964,236</u> | <u>61,964</u> | <u>1,298,954</u> | <u>128,800</u> |

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USA Uranium Corp.
(Formerly Trilliant, Inc.)
(An Exploration Stage Company)
Statement of Stockholders' Equity

| | Common Stock Shares | Issued Common Stock Amount \$ | Additional Paid-In Capital \$ | Subscriptions Payable \$ | Min Int in Ven |
|--|---------------------------|--|-------------------------------------|-----------------------------|-------------------------|
| | ----- | ----- | ----- | ----- | --- |
| Subscriptions payable for cash, September, 2007 | | | | 25,000 | |
| Issuance of common stock for subscriptions payable, September 2007 | 322,000 | 322 | 128,478 | (128,800) | |
| Subscriptions payable for Mining Claims Joint Venture, September, 2007 | | | | 1,920,000 | |
| Minority Interest in Joint Venture September, 2007 | | | | | 64 |
| Subscriptions payable for cash, November, 2007 | | | | 200,000 | |
| Net (Loss) for three months ended November 30, 2007 | | | | | |
| Balance at November 30, 2007 | <u>62,286,236</u> | <u>62,286</u> | <u>1,427,432</u> | <u>2,145,000</u> | <u>64</u> |

The accompanying Notes are an integral part of these financial statements

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USA Uranium Corp
(Formerly Trilliant, Inc.)

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(An Exploration Stage Company)

Statements of Cash Flows

| | For the Six Months Ended November 30, 2007 ----- | For the Six Months Ended November 30, 2006 ----- |
|---|--|--|
| CASH FLOWS FROM OPERATING ACTIVITIES | | |
| Net (loss) | \$ (626,032) | \$ (21,987) |
| Adjustments to reconcile net (loss) to cash provided (used) by operating activities: | | |
| Depreciation and amortization expense | 924 | 495 |
| Compensation related to stock issuance | -- | -- |
| Decrease (Increase) in accounts receivable | -- | -- |
| Prepaid expenses | (23,333) | (1) |
| Due from Lifespan | 1,380 | -- |
| Decrease (Increase) in inventory | 47 | 222 |
| Interest capitalized | -- | -- |
| (Decrease) Increase in accounts payable | 69,030 | 8,382 |
| (Decrease) Increase in accrued wages and director fees | -- | -- |
| (Decrease) Increase in accrued interest | 40,408 | 899 |
| (Decrease) Increase in accrued rent | -- | -- |
| (Decrease) Increase in stockholders payable | (1,700) | 6,100 |
| (Decrease) Increase in accrued taxes | -- | -- |
| Shares issued for stockholder payable and loans | -- | -- |
| Increase (decrease) in accrued royalties | (9) | (2) |
| Increase (Decrease) in accrued warranty | -- | (5) |
| Increase (Decrease) in other accrued expense | -- | -- |
| | ----- | ----- |
| Net cash (used) by operating activities | (539,285) | (5,897) |
| | ----- | ----- |
| CASH FLOWS FROM INVESTING ACTIVITIES | | |
| Unpatented mining claims | (65,000) | -- |
| Purchase of computer equipment | -- | -- |
| Purchase of patent | -- | -- |
| | ----- | ----- |
| Net cash provided by investing activities | (65,000) | -- |
| | ----- | ----- |
| CASH FLOWS FROM FINANCING ACTIVITIES | | |
| Loans from Shareholder | -- | 5,900 |
| Repayment of loans - stockholders | -- | -- |
| Proceeds from issuance costs of \$2,500 | -- | -- |
| Proceeds from subscriptions payable | 337,000 | -- |
| Proceeds from issuance of stock | 385,000 | -- |
| Contributed capital | -- | -- |
| | ----- | ----- |
| Net cash provided by financing activities | 722,000 | 5,900 |
| | ----- | ----- |
| Net (decrease) in cash | 117,715 | 3 |
| Cash and equivalents - beginning | 19,097 | 54 |
| | ----- | ----- |
| Cash and equivalents - ending | \$ 136,812 | \$ 57 |
| | ===== | ===== |
| Cash Paid For: | | |
| Interest | \$ -- | \$ -- |
| | ===== | ===== |

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| | | |
|--|---------------|--------------|
| Income Taxes | \$ -- | \$ -- |
| | ===== | ===== |
| Non-cash Activities: | | |
| Stock issued for syndication costs | \$ 38,500 | \$ -- |
| Stock issued for stockholder payable and loans | 47,577 | -- |
| Stock issued for mining claims | 46,000 | -- |
| Joint venture assets | 2,560,000 | -- |
| Forgiveness of debt by stockholders | -- | -- |
| | ===== | ===== |

The accompanying Notes are an integral part of these financial statements

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USA Uranium Corp.
(Formerly Trilliant, Inc.)
(AN EXPLORATION STAGE COMPANY)
Notes to the Financial Statements
November 30, 2007

NOTE A - BASIS OF PRESENTATION

The accompanying unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United State of America for interim financial information and with the instructions to Form 10-QSB and item 310(b) of Regulation S-B. Accordingly, they do not include all the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. For further information, refer to the financial statements and footnotes thereto included in the USA Uranium Corp's Form 10-KSB filing for the year ended May 31, 2007.

NOTE B - EXPLORATION STAGE COMPANY

USA Uranium Corp. (formerly Trilliant, Inc.) (Hereinafter referred to as the "Company") was incorporated in the state of Nevada on June 20, 2001. It was primarily engaged in the development and marketing of new products on which it holds the patent. Realization of a major portion of its assets is dependent upon the Company's ability to successfully develop and market the products, meet its future financing requirements, and the success of future operations. It is now primarily engaged in uranium mining. These factors raise substantial doubt about the Company's ability to continue as a going concern.

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ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

USA Uranium Corp. was incorporated as E and S Holdings, Inc. on June 20, 2001 under the laws of the State of Nevada. The Company filed an amendment to its articles of incorporation changing its name to Trilliant, Inc. in December 2006, and to USA Uranium Corp. in May 2007. The Company has not been involved in any bankruptcy, receivership or similar proceedings, nor has it been a party to any merger, consolidation or purchase or sale of a significant amount of assets not in the ordinary course of business.

USA Uranium Corp. (USA Uranium) a exploration stage company that has received no revenues of during the three-month period ending November 30, 2007. USA Uranium has received no significant revenues since its inception. As of November 30, 2007, USA Uranium has cash assets of \$136,812, total current assets of \$239,641 and total assets of \$4,274,791. The inventory of the company is \$20,876. The

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accumulated deficit at November 30, 2007 is \$1,048,775.

From its inception in June, 2001 until 2006 the Company was engaged in the development, marketing and sales of an industrial tool, which is being marketed as the "Portable Pipe Vise". During 2006, the Company determined that it wished to change the primary focus of its business operations to the mineral exploration business with a focus on diamonds. During early 2007, the Company changed the focus of its business operations to the exploration for economic reserves of uranium in the United States, concentrating in the State of Utah and the "Four Corners" area, where the states of Utah, Arizona, Colorado and New Mexico intersect and in areas where environmentally appropriate exploration and mining could be conducted..

The shares of USA Uranium are currently listed on the OTC Bulletin Board, under the symbol USAU.

Over the past three months, USA Uranium has sustained operating losses in the amount of \$384,304. As of November 30, 2007, USA Uranium has total current liabilities of \$368,813.

There are no off balance sheet arrangements involving USA Uranium at this time.

ITEM 3 - CONTROLS AND PROCEDURES

The management of USA Uranium recognizes its responsibility for establishing and maintaining adequate internal controls over financial reporting for USA Uranium. Due to the small size of USA Uranium, the company's Chief Executive Officer and Chief Operating Officer is aware of all matters pertaining to the operations of USA Uranium, Corp. and has reviewed all aspects of the financial information included in the company's financial reporting. At the present time, management is of the opinion that the company's internal controls over financial reporting for the past fiscal year are adequate. However, management has identified a material weakness in its procedures in that the small size of management causes a lack of segregation of duties and limits management's ability to recognize potential inadequacies of the internal controls over the financial reporting.

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PART II - OTHER INFORMATION

ITEM 1 - LEGAL PROCEEDINGS

To the best of its knowledge, management of USA Uranium is not aware of any legal proceedings in which USA Uranium is currently involved.

ITEM 2 - CHANGES IN SECURITY

There are no changes in security since the last annual statement for the year ending May 31, 2007.

ITEM 3 - DEFAULTS UPON SENIOR SECURITIES

There are no defaults upon any senior securities.

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

None

ITEM 5 - OTHER INFORMATION

a) On September 7, 2007, we entered into a joint venture agreement with Lifespan Inc. to explore, develop and mine the La Sal West property located in the La Sal

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Quadrangle, San Juan County, Utah consisting of 111 unpatented Mining Claims covering an area of approximately 2200 square miles. Under the agreement, we have sole and exclusive rights from Lifespan Inc. to acquire a 75% joint venture interest in the La Sal West property in consideration of our completing a phase one work program on the La Sal West property. The first expenditures for the phase one work program must be completed prior to payment being made for the interest. The Company completed the phase one work program as agreed and issued to Lifespan Inc. 4,000,000 shares pursuant to the joint venture agreement The agreement was effective September 7th 2007.

b) On December 1st, 2007 the Company entered into a consulting agreement with Uptick Capital Ltd. for strategic business and consulting services related to the mining industry. The terms of the contract require the Company to issue to Uptick 1,500,000 shares for one year of services. The shares are to be issued 750,000 upon execution and 750,000 after six months of services.

c) On January 15th, 2008 Mr. Stephen Spalding of Mill Valley, California formally joined the Board of Directors of the Company and was appointed to the position of President working under Mr. Edward Barth the CEO. Also at that time, Mr. Eric Smith of San Ramon, California was appointed to the position of Vice President Corporate Finance.

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ITEM 6 - EXHIBITS AND REPORTS ON FORM 8-K

A. The following are filed as Exhibits to this quarter of the report. The numbers refer to the exhibit table of Item 601 of regulation S-K: Reference is hereby made to the exhibits contained in the registration statement (Form SB-2) filed by E & S Holdings, Inc.

- Exhibit 10.1 - Joint Venture Agreement regarding the La Sal West Project dated September 7th, 2007
- Exhibit 10.2 - Uptick Capital Ltd Consulting Agreement dated November 30th, 2007
- Exhibit 31 - Rule 13a-14(a)/15d-14(a) - Certification
- Exhibit 32 - Section 1350 - Certification

B. Reports on Form 8-K - None

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

USA URANIUM CORP.

Date: January 18th, 2008 By: /s/ Edward A. Barth

Edward A. Barth, Principal Financial Officer

Date: January 18th, 2008 By: /s/ Edward A. Barth

Edward A. Barth, Principal Executive Officer

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