

USCORP  
Form 8-K  
January 31, 2005

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

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**FORM 8-K**

**CURRENT REPORT**

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

Date of report (Date of earliest event reported): January 31, 2005

**000-19061**  
(Commission File Number)

**USCORP.**

(Exact name of Registrant as Specified in its Charter)

**NEVADA**  
(State or Other Jurisdiction  
of Incorporation)

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

**4535 W. Sahara Ave., Suite 204, Las Vegas, NV 89102**

(Address of principal executive offices) (Zip Code)

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

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(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 7.01. Regulation FD Disclosure.**

On January 31, 2005, we issued a press release announcing a Letter of Intent to acquire a private Arizona corporation which owns mining claims near Kingman, Arizona. On the mining claims is an above-ground gold and silver resource consisting of high-grade tailings. The press release is attached to this current report as Exhibit 99.1

**ITEM 9.01. Financial Statements and Exhibits.**

(c)

***Exhibits.***

99.1

Press Release dated January 31, 2005.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has caused this report on Form 8-K to be signed on its behalf by the undersigned thereunto duly authorized.

**USCORP**

Date : January 31, 2005

/s/ ROBERT DULTZ

By: Robert Dultz

Chief Executive Officer



**EXHIBIT INDEX**

**Exhibit No.**

**Description**

99.1

Press release dated January 31, 2005.