USA REAL ESTATE HOLDING COMPANY

(A Development Stage Company)
And Subsidiary
Consolidated Balance Sheet
As of September 30, 2014

INDEX TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

	Pages
Unaudited Consolidated Balance Sheet as of September 30, 2014	3
Unaudited Consolidated Statement of Operations as of September 30, 2014	4
Unaudited Consolidated Cash Flows as of September 30, 2014	5
Notes to Unaudited Consolidated Financial Statements	6-10
Certification	11

USA REAL ESTATE HOLDING COMPANY
(A Development Stage Company)
And Subsidiary
Consolidated Balance Sheet
As of September 30, 2014

ASSETS

Current Assets	
Deposit	$ 1,840
Accounts Receivable	4,000
	5,840
Other Assets	
Investments	18,000
Prepaid Expenses	300
Property Plant & Equipment	13,260
	31,560
TOTAL ASSETS	$ 37,400
Current Liabilities	
Accounts payable and accrued expenses	$ 45,000
Advances	23,954
Shareholder Convertible Note	218,000
Shareholders' loan	1,500
Total Current Liabilities	$288,454
STOCKHOLDERS' DEFICIT	
Series A Preferred stock, $.00001 par value, 100,000,000 shares authorized; 60,000 issued and outstanding;	
Series B Preferred stock, $.00001 par value, 1,000,000,000 shares authorized; 8,064,532 shares issued and outstanding;	
Series C Preferred stock, $.00001 par value, 20,000,000 shares authorized; 4,600 shares issued and outstanding -	
Common stock, $.00001 par value, 500,000,000,000 shares authorized; 3,715,599,000 shares issued and outstanding	37,155
Additional paid-in capital	334,404
Accumulated deficit	(1,145,394)
TOTAL STOCKHOLDERS' DEFICIT	(447,981)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	$ 37,400

See accompanying Notes

USA REAL ESTATE HOLDING COMPANY
(A Development Stage Company)
And Subsidiary
Consolidated Statements of Expenses
As of September 30, 2014

	Three Months Ended September 30, 2014	2007 (inception) through September 30, 2014
REVENUES	$ -	$ -
EXPENSES	161,907	657,161
NET LOSS	**$ 161,907**	**$ 657,161**
Net Loss per Share Basic and Diluted	$ -	
Weighted Average Shares	2,665,432,333	

See accompanying Notes

USA REAL ESTATE HOLDING COMPANY
(A Development Stage Company)
And Subsidiary
Consolidated Statements of Cash Flows

	Three Months Ended September 30, 2014	2007 (inception) through September 30, 2014
CASH FLOWS FROM OPERATING ACTIVITIES		
Net Loss	$ (161,907)	$ (657,161)
Adjustments to reconcile net loss net cash used used in operations:		
Shares for services		335,000
Shareholder Loan	1,500	1,500
Changes in Operating Assets & Liabilities		
Accounts payable and accrued Expenses	45,000	45,000
Advances	23,954	23,954
NET CASH USED BY OPERATING ACTIVITIES	(91,453)	(251,707)
CASH FLOWS FROM FINANCING ACTIVITIES		
Convertible Note	218,000	218,000
Shares Repurchased		(3,000)
Proceeds from Shareholder loan		105,671
Repayment of Shareholder loan		(6,604)
Proceeds from issuance of Preferred stock		23,000
Proceeds from issuance of Common stock	----------	1,490
NET PROVIDED BY FINANCING ACTIVITIES	218,000	338,557

See accompanying Notes

USA REAL ESTATE HOLDING COMPANY
(A Development Stage Company)
Notes to Consolidated Financial Statements
September 30, 2014

Note 1 – Organization, Nature of Operations and Summary of Significant Accounting Policies

Organization and Business

USA Real Estate Holding Company (the "Company") was incorporated in Delaware on February 3, 2009. The Company was formed for the purpose of investing in real estate.

Principles of Consolidation

The audited consolidated financial statements include the accounts of USA Real Estate, Inc., the Company's wholly owned subsidiary, after the elimination of significant intercompany accounts and transactions.

Use of Estimates

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the consolidated financial statements and the reported amounts of revenues and expense during the period. Actual results could differ from those estimates.

Fair Value of Financial Instruments

The carrying amount of the Company's cash and shareholders' loan approximate their estimated fair values due to the short-term nature of those financial instruments.

Income Taxes

Income taxes are accounted for in accordance with the provisions of FASB ASC Topic No. 740 - Income Taxes. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Valuation allowances are established, when necessary, to reduce deferred

tax assets to the amounts expected to be realized.

Stock-Based Compensation

Stock based compensation is accounted for under FASB ASC Topic No. 718 – Compensation – Stock Compensation. The guidance requires recognition in the financial statements of the cost of employee services received in exchange for an award of equity instruments over the period the employee is required to perform the services in exchange for the award (presumptively the vesting period). The guidance also requires measurement of the cost of employee services received in exchange for an award based on the grant-date fair value of the award. The Company accounts for non-employee share-based awards in accordance with guidance related to equity instruments that are issued to other than employees for acquisition, or in conjunction with selling, goods or services.

Basic and Diluted Net Loss Per Common Share

Basic and diluted net loss per share calculations are presented in accordance with FASB ASC Topic No. 260 – Earnings per Share, and are calculated on the basis of the weighted average number of common shares outstanding during the period. Diluted net loss per share calculations include the dilutive effect of common stock equivalents in years with net income. Basic and diluted loss per share is the same due to the absence of common stock equivalents.
Recent Accounting Pronouncements The Company does not expect the adoption of any other recently issued accounting pronouncements to have a significant effect on its consolidated financial position or results of operations.

Note 2 - Going Concern

As reflected in the accompanying consolidated financial statements, the Company has an accumulated deficit of $1,145,394 and negative working capital of $161,907 as of September 30, 2014. This raises substantial doubt about the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent on its ability to raise additional capital and implement its business plan. The consolidated financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

Management believes that actions presently being taken to obtain additional funding and implement its strategic plans provide the opportunity for the Company to continue as a going concern.

Note 3 - Advances

Officers of the Company have paid vendor invoices totaling $23,954 on behalf of the Company for the nine months ending September 30, 2014. There is no repayment schedule and the advances are due on demand.

Note 4 – Stockholders' Equity

Common and preferred stock

The holders of Series B and Series C preferred shares are entitled to dividends when and if declared by the Board of Directors at its sole discretion.

Preferred stock rights

Series A preferred stock
If at least one share of Series A preferred stock is issued and outstanding, then the total aggregate issued Series A preferred shares shall be convertible into the number of shares of common stock which equals four times the sum of:
(a) the total number of shares of common stock which are issued and outstanding at the time of conversion, plus (b) the total number of shares of Series B and Series C preferred stock which are outstanding at the time of conversion (the "Series A preferred stock conversion factor"). Each individual share of Series A preferred stock shall be convertible using the Series A preferred stock conversion factor divided by the number of Series A preferred shares issued and outstanding at the time of conversion. The voting rights of Series A preferred shares are determined based on a formula similar to its conversion rights. There are 60,000 Series A preferred shares issued and outstanding stock as of September 30, 2014.

Series B preferred stock
Each share of Series B preferred stock is convertible into the number of shares of common stock equal to the price of the Series B Preferred Stock of $2 per share, as stated in the Company's Bylaws, divided by ten (10) times the par value of the common stock, subject to adjustment as may be determined by the Board of Directors, but may not be converted for a period of six (6) months from the date of purchase. Each share of Series B preferred stock shall have ten votes for any election or other vote placed before the stockholders of the Company.

Series C preferred stock
Each share of Series C preferred stock is convertible into 500 shares of common stock but may not be converted for a period of six (6) months from the date of purchase. Each share of Series C preferred stock shall have one vote for any election or other vote placed before the stockholders of the Company.

Issuance of common stock
On February 21, 2014, 30,000,000 shares of common stock were issued in connection with converting 1,500 shares of Series B preferred stock.

On March 6, 2014, 30,000,000 shares of common stock were issued in connection with converting 1,500 shares of Series B preferred stock.
On March 18, 2014, 169,000,000 shares of common stock were issued in connection with converting 8,450 shares of Series B preferred stock.
On March 21, 2014, 90,000,000 shares of common stock were issued in connection with converting 4,500 shares of Series B preferred stock.
On March 28, 2014, 80,000,000 shares of common stock were issued in connection with converting 4,000 shares of Series B preferred stock.
On March 31, 2014, 60,000,000 shares of common stock were issued in connection with converting 3,000 shares of Series B preferred stock.
On April 1, 2014, 20,000,000 shares of common stock were issued for consulting services rendered. The value of these shares was $400,000.
On April 11, 2014, 160,000,000 shares of common stock were issued in connection with converting 500 shares of Series B preferred stock.
On April 25, 2014, 56,000,000 shares of common stock were issued in connection with converting 2,800 shares of Series B preferred stock.
On April 30, 2014, 350,000,000 shares of common stock were issued in connection with converting 17,500 shares of Series B preferred stock.
On May 8, 2014, 50,000,000 shares of common stock were issued for consulting services rendered. The value of these shares was $165,000.
On May 29, 2014, 400,000,000 shares of common stock were issued in connection with converting 20,000 shares of Series B preferred stock.
On June 10, 2014, 200,000,000 shares of common stock were issued in connection with converting 10,000 shares of Series B preferred stock.

Issuance of Series A preferred stock
On September 29, 2014, 50,000 shares of Series A preferred stock were issued to a related party in connection for services rendered. on May 15, 2010, a previously undisclosed 10,000 shares of Series A preferred stock had been issued to prior management.

Issuance of Series B preferred stock
On February 21, 2014, 1,500 shares of Series B preferred stock were returned in connection with converting those shares into 30,000,000 shares of common stock.
On March 6, 2014, ,1500 shares of Series B preferred stock were returned in connection with converting those shares into 30,000,000 shares of common stock.
On March 18, 2014, 8,450 shares of Series B preferred stock were returned in connection with converting those shares into 169,000,000 shares of common stock.
On March 21, 2014, 4,500 shares of Series B preferred stock were returned in connection with converting those shares into 90,000,000 shares of common stock.
On March 28, 2014, 4,000 shares of Series B preferred stock were returned in connection with converting those shares into 80,000,000 shares of common stock.
On March 31, 2014, 3,000 shares of Series B preferred stock were returned in connection with converting those shares into 60,000,000 shares of common stock.

On April 11, 2014, 500 shares of Series B preferred stock were returned in connection with converting those shares into 10,000,000 shares of common stock.
On April 25, 2014, 2,800 shares of Series B preferred stock were returned in connection with converting those shares into 56,000,000 shares of common stock.
On April 30, 2014, 17,500 shares of Series B preferred stock were returned in connection with converting those shares into 350,000,000 shares of common stock.
On May 29, 2014, 20,000 shares of Series B preferred stock were returned in connection with converting those shares into 400,000,000 shares of common stock.
On June 10, 2014, 10,000 shares of Series B preferred stock were returned in connection with converting those shares into 200,000,000 shares of common stock.
On August 29, 2014 10,000 shares of Series B preferred stock were returned in connection with converting those shares into 200,000,000 shares of common stock.
On September 5, 2014 7,500 shares of Series B preferred stock were returned in connection with converting those shares into 150,000,000 shares of common stock.
On September 17, 2014 15,000 shares of Series B preferred stock were returned in connection with converting those shares into 300,000,000 shares of common stock.

The convertible Series B preferred stock was evaluated for a beneficial conversion feature and whether derivative accounting would apply. Management determined that there is no beneficial conversion feature and derivative accounting does not apply to the related instruments.

Note 5 – Income Taxes

Since inception, the Company has incurred net losses and therefore had no tax liability as of June 30, 2014. The net
deferred tax asset generated by the loss carry-forward has been fully reserved. The cumulative net operating loss carry-forward is approximately $1,080,000 and will start to expire in 2028.
At June 30, 2014, the deferred tax assets consisted of the following:

Note 6 - Subsequent Events

Subsequent events were evaluated through December 5, 2014. No material events had occurred.

Issuer Certification

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles, but having the same responsibilities).

The certifications shall follow the format below:

I, Jeffrey R. Bruhjell certify that:
1. I have reviewed this September 30, 2014 Quarterly Report of USA Real Estate Holding Company;

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and OTC Markets Group Inc.

/s/ Jeffrey R. Bruhjell, president
/s/ Jeffrey R. Bruhjell, CFO