

INFORMATION STATEMENT

REVERSE SPLIT OF COMMON STOCK

AND

AMENDED AND RESTATED BYLAWS

DATED MAY 1, 2015

(ATTACHED HEREWITH)

1-FOR-50,000 REVERSE SPLIT
PRE-SPLIT ISSUED AND OUTSTANDING SHARES
OF COMMON STOCK: 3,715,599,000

POST-SPLIT ISSUED AND OUTSTANDING SHARES
OF COMMON STOCK: 82,000

MARKET EFFECTIVE DATE: 6/03/2015
AS DETAILED HEREIN

USA REAL ESTATE HOLDING COMPANY STOCKHOLDERS

We are sending you this Information Statement because we have effected a reverse split of the common stock of USA Real Estate Holding Company (the "Company" or "USTC"). Furthermore, the Board of Directors amended and restated the bylaws of the Company on May 1, 2015. The purpose of this Information Statement is to disclose to our stockholders the details of this reverse split, and we have attached the Amended and Restated Bylaws herewith.

For every fifty thousand (50,000) issued and outstanding shares of Common Stock of the Company, each shareholder shall receive one (1) share of the Company's Common Stock provided however, that fractional shares shall not be issued and will be rounded up to the nearest whole share. Furthermore, any registered holder of Common Stock that would otherwise hold less than 100 shares following the reverse split, was rounded up to 100 shares.

A majority stockholders vote was obtained in connection with the reverse split and Amended and Restated Bylaws. Therefore, you are not required to take any action. We are sending you this Information Statement, which contains additional information about the terms of the reverse split and amended and restated bylaws for your information only.

The date of this Information Statement is June 16, 2013.

INFORMATION ABOUT THE REVERSE SPLIT AND AMENDED AND RESTATED BYLAWS

Reverse Split

On April 3, 2015, the USA Real Estate Company board of directors approved the reverse split of the Company. We effected this 1-for-50,000 reverse split with the authorization and written consent of the shareholders with a majority of the votes required to effect this corporate action and to gain approval from Finra Corporate Actions. No action is required of the shareholders of the Company.

Common Stock

Each shareholder shall receive one (1) share of the Company's common stock for every fifty thousand (50,000) issued and outstanding shares of Common Stock held by each at 5:00 p.m. Eastern Time on June 3, 2013, the effective date. Fractional shares were not issued and were rounded up to the nearest whole share. Furthermore, any registered holder of Common Stock that would otherwise hold less than 100 shares following the reverse split, was rounded up to 100 shares.

Amended and Restated Bylaws- Effective May 1, 2015

A complete copy of the Amended and Restated Bylaws of USA Real Estate Holding Company is attached herewith.