



Section One: Issuers' Initial Disclosure Obligations

Instructions relating to the preparation of initial disclosure statements:

Issuers shall prepare a document that responds to each item and sub-item of the Guidelines with information current as of the issuer's most recent fiscal quarter or year end and shall include in its response to a particular item (i) whether a particular item is not applicable or unavailable and (ii) the reason it is not applicable or unavailable. The disclosure statement shall be provided in the format set forth below.

Issuers may incorporate by reference financial statements and other exhibits that are either posted elsewhere on Pink Sheets News Service or on SEC's EDGAR system, or are attached to the issuer's disclosure statement, as long as (i) the incorporated documents are current, (ii) the issuer clearly explains where the incorporated documents can be found, and (iii) the issuer provides a clear cross-reference to the specific location where the information requested by any particular Item can be found in the incorporated documents.

The initial disclosure statement shall be published on the Pink Sheets News Service under the report name of *"Initial Company Information and Disclosure Statement."*

SECTION ONE: Issuers' Initial Disclosure Obligations: Responses in Bold

PART A General Company Information

Item I: The exact name of the issuer and its predecessor (if any).

STANDARD OIL COMPANY USA, INC. (SOCU)

Formerly International Energy Group Ltd., Inc. until 2010; formerly International Energy Group, Inc. until 2009; formerly International Energy, Ltd. Until 2007; formerly BDW Holdings, Ltd. until 2006; formerly Pacific Coast Apparel Co., Inc. until 2005.

Item II: The addresses of the issuer's principal executive offices.

**Standard Oil Company USA, Inc.
5430 Linden B. Johnson, Suite 1200
Dallas, TX 75240
Phone: 620-560-2182
Fax: 480-905-3180
Email: ronbrooksusa@yahoo.com**

Item III: The jurisdiction(s) and date of the issuer's incorporation or organization

State of Incorporation: Florida

Year of Incorporation: 1995 (The Company was incorporated in the State of California in 1995 and re-domiciled in Florida in 2007).

PART B Share Structure

Item IV: The exact title and class of securities outstanding.

**Trading Symbol: SOCU; Class of Security: Common Stock;
CUSIP NUMBER: 853740108**

NO PREFERRED SHARES HAVE BEEN ISSUED

Item V: Par or stated value and description of the security

A. Par or Stated Value. Provide the par or stated value for each class of outstanding securities.

Common Stock: Par Value \$0.0001 per share

B. Common or Preferred Stock.

1. For Common Equity, describe any dividend, voting and preemption rights.

Common Stock may pay dividends and has voting rights

2. For Preferred Stock, describe the dividend, voting, conversion and liquidation rights as well as redemption or sinking funds provisions.

N/A, no preferred shares issued

3. Describe any other material rights of common or preferred stockholders.

No other material rights.

4. Describe any provision in the issuer's charter or by-laws that would delay, defer or prevent a change in control of the issuer.

No special provisions in the Issuer's charter or by-laws that can cause delay, deferment or prevent the change in control of the Company. However, if the Company elected to issue its preferred shares, each preferred share is entitled to 1000 votes. The Company is authorized to issue 1,000,000 preferred shares.

Item VI: The number of share or total amount of the securities outstanding for each class of securities.

Class of Security: COMMON STOCK

(i) Period End Date: **April 15, 2010**

(ii) Number of Shares authorized: **2,000,000,000 common shares**

(iii) Number of shares outstanding: **972,529,454 common shares**

(iv) Freely tradable shares (public float): **82,476,194 common shares**

(v) Total number of beneficial shareholders: **120**

(vi) Total number of shareholders of record: **86**

PART C Business Information

Item VII The name and address of the transfer agent

**Dynamic Transfer Service Corp
4141 South Highland Drive, Suite 208
Holladay, UT 84124
Phone: 801-994-6804
Fax: 866-560-7699**

Email: sumsion.f.shane@dynamictransfer.com

Dynamic Transfer Service Corp is a SEC registered agent.

Item VIII The nature of the Issuer's business

A. Business Development:

1. The form of the organization of the issuer (e.g., corporation, partnership, Limited Liability Company, etc.);
The Issuer is a Corporation
2. The year that the issuer (or any predecessor) was organized;
The Issuer's predecessor was organized in 1995
3. The issuer's fiscal year end;
The Issuer's fiscal year end is December 31
4. Whether the issuer (or any predecessor) has been in bankruptcy, receivership, or any similar proceeding;
The Issuer has never been in bankruptcy, receivership, or any similar proceedings
5. Any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets;

On April 1, 2010 the Issuer cancelled its purchase of the Uranium Mine in Saskatchewan, Canada due to the Issuer's inability to raise capital to develop the property. Subsequently the Issuer did not issue 100,000,000 common shares for the above purchase.

On April 16, 2010, the Issuer entered into a non-binding Letter of Intent with Hunter Resources, Inc. (HRI), a Colorado Corporation, to acquire HRI for \$2.5 million dollars. HRI is a bonded and licensed operator in the state of Kentucky since 2005. HRI currently has 1800 acres under lease held by production in south eastern Kentucky. HRI operates eight wells and 4 miles of gathering lines within the Appalachian basin, with the opportunity to develop the properties with in-fill horizontal drilling opportunities.

On April 28, 2010, the Issuer entered into a non-binding Letter of Intent to acquire Pacific Sunset Resources, Inc. (PSR), a Nevada Corporation, for \$2.7 million. PSR owns 3,000 mineral acres in western Kentucky with 36 wells and operating a 7.5 mile natural gas pipeline. PSR leaseholds offers SOCU additional oil and gas plays as well as a potential Illinois Basin gas play.

On May 12, 2010, the Issuer entered into a non-binding Letter of Intent to acquire 12,000 acres of coal, and coal bed methane mineral rights from Kentucky River Energy, Inc. for \$20 million dollars. The proposed acreage is located in West Virginia, and would involve the Issuer developing and producing the methane gas. This procedure is known as degasification of a coal seam. According to engineering reports provided by Cheyenne Pipe & Supply Co., Inc., the property contains approximately 464 million tons of coal with approximately 1.6Tcf of natural gas.

May 19, 2010, the Issuer entered into a memorandum of understanding with Home Creek Energy, LLC, to acquire approximately 2,500 acres of mineral leases, 30 existing wells, current production and all equipment on the property. The purchase price is \$3.2 million dollars and the property and assets are located in Haskell County, Texas.

6. Any default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the Issuer to make payments;
No, the Issuer is not in default of any note, loan, lease or other indebtedness or financing arrangement.
7. Any change of control;
Yes. The 758,000,000 common shares (control block) were transferred to Standard Oil Company USA, Inc., a Delaware corporation, from the previous management of International Energy Ltd, Inc. Our Chairman controls the Delaware Corporation that owns the control block.
8. Any increase of 10% or more of the same class of outstanding equity securities;
No increase of 10% or more of the same class of outstanding equity securities has occurred.
9. Any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin off, or reorganization;
No future anticipated or pending stock split, dividend, recapitalization, merger, spin off or reorganization.

On April 1, 2010 the Issuer cancelled its purchase of the Uranium Mine in Saskatchewan, Canada due to the Issuer's inability to raise capital to develop the property. Subsequently, the Issuer did not issue 100,000,000 common shares for the above purchase.

The Issuer is currently performing due diligence on several properties that may result in the Issuers acquisition of those properties.

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10. Any delisting of the Issuer's securities by any securities exchange or deletion from the OTC Bulletin Board; and

No delisting or deletion of the Issuer's securities has occurred.

11. Any current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have material effect on the issuer's business, financial condition, or operations and any current, past or pending trading suspensions by a securities regulator. State the names of the principal parties, the nature and current status of the matters, and the amounts involved.

No.

B. Business of Issuer:

1. The Issuer's primary and secondary SIC Codes.

The Issuer's primary SIC Code is 1311 Crude Petroleum & Natural Gas.

2. if the Issuer has never conducted operations, is in the development stage, or is currently conducting operations;

The Issuer is in its development stage.

3. Whether the issuer is or has at any time been a “shell company”
No.
4. The names of any parent, subsidiary, or affiliate of the issuer, and its business purpose, its method of operation, its ownership, and whether it is included in the financial statements attached to this disclosure statement.
Not applicable, the issuer does not own any subsidiaries.
5. The effect of existing or probable governmental regulations on the business;
The business will interact with the Environmental Protection Agency (EPA) as well as state governments in charge of natural resources development in their respective areas.
IE: For property development in the State of Kentucky, the Issuer interacts with the Division of Oil and Gas Conservation. Other States have similar regulator bodies that the Issuer may interact with.
6. An estimate of the amount spent during each of the last two fiscal years on research and development activities, and, if applicable, the extent to which the cost of such activities are borne directly by customers;
Not Applicable.
7. Costs and effects of compliance with environmental laws (federal, state and local); and
The costs and effects of the Issuer’s compliance with environmental laws (federal, state, and local) are considered normal within the industry. The Issuer must maintain the proper permits, bonds and licenses in order to maintain operations.
8. The number of total employees and number of full time employee’s.
The Issuer currently has no “full-time” employee’s but 5 independent contractors that serve at the pleasure of the Board.

Item IX The nature of products or services offered

- A. Principal products or services, and their markets;
The Issuer will be selling natural gas and oil to end users, refineries, and market brokers.
- B. Distribution methods of the products or services;
The Issuer will distribute the products via gas transmission lines or tractor trailer to the holding station or refinery. The Issuer will have purchase contracts in place for its products prior to development.
- C. Status of any publicly announced new product or service;
Not at this time.
- D. Competitive business conditions, the issuer’s competitive position in the industry, and methods;

The Issuer's competitive position in the industry is its management's ability to acquire properties in proven areas where management has prior experience.

- E. Sources of availability of raw materials and the names of the principal suppliers;
The materials to be used in the development of oil and gas properties are readily available from suppliers such as McJunkin Redman. The Issuer uses independent drillers and contractors to perform most tasks such as new well drilling, completion and work over. Management's contacts and relationships allow the Issuer to accomplish its development goals.
- F. Dependence on one or a few major customers;
Not applicable. The Issuer's products are sold to end users or market brokers.
- G. Patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their durations; and
Not at this time.
- H. The need for any government approval of principal products or services and the status of any requested government approvals.
Not applicable.

Item X The nature and extent of the Issuer's facilities

The Officers and Directors work out of their respective offices at no charge to the Issuer.

PART D Management Structure and Financial Information

Item XI The name of the chief executive officer, members of the board of directors, as well as control persons.

I. Chief Executive Officer

- A. Officers and Directors.
 - 1. Full Name: **Jordan Andrew Kacic**
Title: Chief Executive Officer

Business Address: **7887 East Via Bonita, Scottsdale, AZ 85258**

- 2. Employment History:
2002-Present: Vice President of Advisory Services, Inc.

2004-Present: President and Director of Hunter Resources, Inc.
2006-2008: Director of Business Development, Auction Floor, Inc.

3. Board Memberships and other affiliations:
Board Member of Hunter Resources, Inc.
Board Member of Bi-Layer Canada, Ltd.
4. Compensation by Issuer: **Deferred compensation of \$5,000.00 per month.**
5. Number and class of the issuers securities beneficially owned by each such person:
0

B. Legal/Disciplinary History. **For Jordan A. Kacic**

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);
No
2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities.
No
3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended or vacated; or
No
4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.
No

C. Disclosure of Family Relationships
No Family Relationships

D. Disclosure of Related Party Transactions
The Issuer has entered into a non-binding letter of Intent with Hunter Resources, Inc.

II. Chairman of the Board

6. Full Name: **Ronald Brooks**
Title: **Chairman of the Board**

7. Business Address: **5430 LBJ Suite 1200, Dallas TX 75240**
8. Employment History:
Suncrest Energy; 6/2003 11/2008 Vice President
9. Board Memberships and other affiliations:
None
10. Compensation by Issuer: **None**
11. Number and class of the issuers securities beneficially owned by each such person:
758,000,000 Common Shares

E. Legal/Disciplinary History. **For Ronald Brooks**

5. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);
No
6. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities.
No
7. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended or vacated; or
No
8. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.
No

F. Disclosure of Family Relationships

None

G. Disclosure of Related Party Transactions

None

III. President and Director

1. Full Name: **Stanley Dale Casad**

Title: President & Director

2. Business Address:
**1408 Forest Shade Street
High Point, NC 27263**
 3. Employment History:
Oil & Gas Exploration Consultant; Business Consultant
 4. Board Memberships and other affiliations:
None
 5. Compensation by Issuer: **None**
 6. Number and class of the issuers securities beneficially owned by each such person:
0
- A. Legal/Disciplinary History. **Stan Casad**
9. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);
No
 10. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities.
No
 11. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended or vacated; or
No
 12. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.
No
- B. Disclosure of Family Relationships
- None**
- C. Disclosure of Related Party Transactions
- None**

IV. Secretary and Director

1. Full Name: **Shirley J. Lebien**
Title: **Secretary & Director**
2. Business Address:
107 East 30th Street
Hutchinson, KS 67502
3. Employment History:
Real Estate Broker/Owner; 28 Years; Coldwell Banker
4. Board Memberships and other affiliations:
National Association of Realtors
Kansas Association of Realtors
Director for the Hutchinson Board of Realtors
5. Compensation by Issuer: **None**
6. Number and class of the issuers securities beneficially owned by each such person:
None

D. Legal/Disciplinary History. **Shirley J. Lebien**

13. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);
No
14. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities.
No
15. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended or vacated; or
No
16. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.
No

E. Disclosure of Family Relationships

None

F. Disclosure of Related Party Transactions

None

Item XII Financial information for the issuer's most recent fiscal period.

The Issuer shall provide the following financial statements for the most recent fiscal period (whether fiscal quarter or fiscal year).

1. Balance sheet;**
2. Statement of income;**
3. Statement of cash flows;**
4. Statement of changes in stockholders equity;**
5. Financial notes; and**
6. Audit letter, if audited: **Not Audited**

*****Uploaded onto Pink Sheets*****

Item XIII Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence.

Please provide the financial statements described in Item XII above for the issuer's two preceding fiscal years.

Submitted to Pinksheets on September 15, 2009

Item XIV Beneficial Owners.

Provide a list of the name, address and shareholdings of all persons beneficially owning more than five percent (5%) of any class of the issuer's equity securities.

To the extent not otherwise disclosed, if any of the above shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

Beneficial Owners:

1. **Jim D. McCormick; 1301 W. 30th, Hutchinson, KS 67502;
Owner of 9.28% of the Issuer's Common Shares**

Item XV The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to operations, business development and disclosure:

1. Investment Banker
None
2. Promoters
None
3. Counsel
The Issuer is currently interviewing potential corporate counsel.
4. Accountant or Auditor
The Issuer is currently interviewing potential accountants and auditors.
5. Public Relations Consultant
None
6. Investor Relations Consultant
None
7. Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement – the information shall include the telephone number and email address of each advisor.
None

Item XVI Management’s Discussion and Analysis or Plan of Operation.

Instructions to Item XVI

Issuers that have not had revenues from operations in each of the last two fiscal years, or the last fiscal year and any interim period in the current fiscal year for which financial statements are furnished in the disclosure statement, shall provide the information in paragraphs A and C of this item. All other issuers shall provide the information in paragraphs B and C of this item.

The discussion and analysis shall focus specifically on material events and uncertainties known to management that would cause reported financial information not to be necessarily indicative of future operating results or of future financial condition. Issuers are not required to supply forward-looking information. This is distinguished from presently known data that will impact upon future operating results, such as known future increases in costs of labor or materials. This latter data may be required to be disclosed.

A. Plan of Operation.

Describe the issuer’s plan of operation for the next twelve months. This description should include such matters as:

- a. discussion of how long the issuer can satisfy its cash requirements and whether it will have to raise additional funds in the next twelve months;
If the Issuer completes the above mentioned acquisitions (currently signed Letter of Intent), the Issuer will need to raise additional funds to complete the development of the assets.
- b. a summary of any product research and development that the issuer will perform for the term of the plan;
Not at this time.
- c. any expected purchase or sale of plant and significant equipment; and
No planned purchase of significant equipment.
- d. any expected significant changes in the number of employees.
Not at this time.

B. Management's Discussion and Analysis of Financial Condition and Results of Operations.

1. *Full fiscal years.* Discuss the issuer's financial condition, changes in financial condition and results of operations for each of the last two fiscal years. This discussion should address the past and future financial condition and results of operation of the issuer, with particular emphasis on the prospects for the future. The discussion should also address those key variable and other qualitative and quantitative factors that are necessary to an understanding and evaluation of the issuer. If material, the issuer should disclose the following:
 - i. Any known trends, events or uncertainties that have or are reasonably likely to have a material impact on the issuer's short-term or long-term liquidity;
Due to the current state of the financial markets, the Issuer may have difficulties in procuring the necessary financing to complete the above acquisitions and the development of the assets.
 - ii. Internal and external sources of liquidity;
Currently, the capital requirements of the Company is funded by the majority of shareholders.
 - iii. Any material commitments for capital expenditures and the expected sources of funds for such expenditures;
No material commitments have occurred at this time.
 - iv. Any known trends, events or uncertainties that have had or that are reasonably expected to have a material impact on the net sales or revenues or income from continuing operations;
Not known by the Issuer at this time.
 - v. Any significant elements of income or loss that do not arise from the issuer's continuing operations;
Not known by the Issuer at this time.

- vi. The causes for any material changes from period to period in one or more line items of the issuer's financial statements; and
Not known by the Issuer at this time.
- vii. Any seasonal aspects that had a material effect on the financial condition or results of operation.
No

2. *Interim Periods.* Provide a comparable discussion that will enable the reader to assess material changes in financial condition and results of operations since the end of the last fiscal year and for the comparable interim period in the preceding year.

On April 1, 2010, the Issuer cancelled its acquisition of the Uranium mine and subsequently changed direction of its business operations from mining to oil and natural gas producer and operator.

C. Off-Balance Sheet Arrangements.

1. In a separately-captioned section, discuss the issuer's off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on the issuer's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors. The disclosure shall include the items specified in paragraphs C(1)(i), (ii), (iii) and (iv) of this Item XVII to the extent necessary to an understanding of such arrangements and effect and shall also include such other information that the issuer believes is necessary for such an understanding.

The Issuer does not have any off balance sheet arrangements.

- i. The nature and business purpose to the issuer of such off-balance sheet arrangements;
N/A
- ii. The importance to the issuer of such off-balance sheet arrangements in respect of its liquidity, capital resources, market risk support, credit risk support or other benefits;
N/A
- iii. The amounts of revenues, expenses and cash flows of the issuer arising from such arrangements; the nature and amounts of any interests retained, securities issued and other indebtedness incurred by the issuer in connection with such arrangements; and the nature and amounts of any other obligations or liabilities (including contingent obligations or liabilities) of the issuer arising from such arrangements that are or are reasonably likely to become material and the triggering events or circumstances that could cause them to arise; and
N/A

- iv. Any known event, demand, commitment, trend or uncertainty that will result in or is reasonably likely to result in the termination, or material reduction in availability to the issuer, of its off-balance sheet arrangements that provide material benefits to it, and the course of action that the issuer has taken or proposes to take in response to any such circumstances.

N/A

2. As used in paragraph C of this Item XVII, the term off-balance sheet arrangement means any transaction, agreement or other contractual arrangement to which an entity unconsolidated with the issuer is a party, under which the issuer has:

- i. Any obligation under a guarantee contract that has any of the characteristics identified in paragraph 3 of FASB Interpretation No. 45, Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others (November 2002) ("FIN 45"), as may be modified or supplemented, and that is not excluded from the initial recognition and measurement provisions of FIN 45 pursuant to paragraphs 6 or 7 of that Interpretation;
- ii. A retained or contingent interest in assets transferred to an unconsolidated entity or similar arrangement that serves as credit, liquidity or market risk support to such entity for such assets;
- iii. Any obligation, including a contingent obligation, under a contract that would be accounted for as a derivative instrument, except that it is both indexed to the issuer's own stock and classified in stockholders' equity in the issuer's statement of financial position, and therefore excluded from the scope of FASB Statement of Financial Accounting Standards No. 133, Accounting for Derivative Instruments and Hedging Activities (June 1998), pursuant to paragraph 11(a) of that Statement, as may be modified or supplemented; or
- iv. Any obligation, including a contingent obligation, arising out of a variable interest (as referenced in FASB Interpretation No. 46, Consolidation of Variable Interest Entities (January 2003), as may be modified or supplemented) in an unconsolidated entity that is held by, and material to, the issuer, where such entity provides financing, liquidity, market risk or credit risk support to, or engages in leasing, hedging or research and development services with, the issuer.

Instructions to paragraph C of Item XVI

- i. No obligation to make disclosure under paragraph C of this Item XVII shall arise in respect of an off-balance sheet arrangement until a definitive agreement that is unconditionally binding or subject only to customary closing conditions exists or, if there is no such agreement, when settlement of the transaction occurs.
- ii. Issuers should aggregate off-balance sheet arrangements in groups or categories that provide material information in an efficient and understandable manner and should avoid repetition and disclosure of immaterial information. Effects that are common or similar with respect to a number

of off-balance sheet arrangements must be analyzed in the aggregate to the extent the aggregation increases understanding. Distinctions in arrangements and their effects must be discussed to the extent the information is material, but the discussion should avoid repetition and disclosure of immaterial information.

- iii. For purposes of paragraph C of this Item XVII only, contingent liabilities arising out of litigation, arbitration or regulatory actions are not considered to be off-balance sheet arrangements.
- iv. Generally, the disclosure required by paragraph C of this Item XVII shall cover the most recent fiscal year. However, the discussion should address changes from the previous year where such discussion is necessary to an understanding of the disclosure.

In satisfying the requirements of paragraph C of this Item XVII, the discussion of off-balance sheet arrangements need not repeat information provided in the footnotes to the financial statements, provided that such discussion clearly cross-references to specific information in the relevant footnotes and integrates the substance of the footnotes into such discussion in a manner designed to inform readers of the significance of the information that is not included within the body of such discussion.

PART E Issuance History

Item XVII List of Securities offerings and shares offered for service in the past two years.

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer (1) within the two-year period ending on the last day of the issuer's most recent fiscal year and (2) since the last day of the issuer's most recent fiscal year. The list shall include all offerings of securities, whether private or public, and shall indicate:

- i. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);
No private offering has occurred.
- ii. Any jurisdictions where the offering was registered or qualified;
No private offering has occurred.
- iii. The number of shares offered;
No private offering has occurred.
- iv. The number of shares sold;
No private offering has occurred.
- v. The price at which the shares were offered, and the amount actually paid to the issuer;
No private offering has occurred.
- vi. The trading status of the shares; and
No private offering has occurred.

- vii. Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

No private offering has occurred.

The list shall also include all shares or any other securities or options to acquire such securities issued for services in the past two fiscal years and any interim periods, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities. With respect to private offerings of securities, the list shall also indicate the identity of the persons who purchased securities in such private offering; *provided, however*, that in the event that any such person is an entity, the list shall also indicate (a) the identity of each natural person beneficially owning, directly or indirectly, more than five percent (5%) of any class of equity securities of such entity and (b) to the extent not otherwise disclosed, the identity of each natural person who controlled or directed, directly or indirectly, the purchase of such securities for such entity.

No private offering has occurred.

PART F Exhibits

The following exhibits must be either described in or attached to the disclosure statement:

Item XVIII Material Contracts.

- A. Every material contract, not made in the ordinary course of business, which will be performed after the disclosure statement is posted on the Pink Sheets News Service or was entered into not more than two years before such posting. Also include the following contracts:
- 1) Any contract to which directors, officers, promoters, voting trustees, security holders named in the disclosure statement, or the Designated Advisor for Disclosure are parties other than contracts involving only the purchase or sale of current assets having a determinable market price, at such market price;
None.
 - 2) Any contract upon which the issuer's business is substantially dependent, including but not limited to contracts with principal customers, principal suppliers, and franchise agreements;
None.
 - 3) Any contract for the purchase or sale of any property, plant or equipment for consideration exceeding 15 percent of such assets of the issuer; or
None.
 - 4) Any material lease under which a part of the property described in the disclosure statement is held by the issuer.
None.
- B. Any management contract or any compensatory plan, contract or arrangement, including but not limited to plans relating to options, warrants or rights, pension, retirement or deferred

compensation or bonus, incentive or profit sharing (or if not set forth in any formal document, a written description thereof) in which any director or any executive officer of the issuer participates shall be deemed material and shall be included; and any other management contract or any other compensatory plan, contract, or arrangement in which any other executive officer of the issuer participates shall be filed unless immaterial in amount or significance.

C. The following management contracts or compensatory plans need not be included:

- 1) Ordinary purchase and sales agency agreements;
- 2) Agreements with managers of stores in a chain organization or similar organization;
- 3) Contracts providing for labor or salesmen's bonuses or payments to a class of security holders, as such; and
- 4) Any compensatory plan that is available to employees, officers or directors generally and provides for the same method of allocation of benefits between management and non-management participants

Item XIX Articles of Incorporation and Bylaws.

- A. A complete copy of the issuer's articles of incorporation or in the event that the issuer is not a corporation, the issuer's certificate of organization. Whenever amendments to the articles of incorporation or certificate of organization are filed, a complete copy of the articles of incorporation or certificate of organization as amended shall be filed.
- B. A complete copy of the issuer's bylaws. Whenever amendments to the bylaws are filed, a complete copy of the bylaws as amended shall be filed.

Item XX Purchases of Equity Securities by the Issuer and Affiliated Purchasers.

- A. In the following tabular format, provide the information specified in paragraph (B) of this Item XX with respect to any purchase made by or on behalf of the Issuer or any "Affiliated Purchaser" (as defined in paragraph (C) of this Item XX) of shares or other units of any class of the issuer's equity securities. **No purchase of equity securities by the Issuer and Affiliated Purchasers.**
- B. The Table shall include the following information for each class or series of securities for each month included in the period covered by the report: **N/A**
 1. The total number of shares (or units) purchased (Column (a)). Include this column all issuer repurchases, including those made pursuant to the publicly announced plans or programs. Briefly disclose, by footnote to the table, the number of shares purchased other than through a publicly announced plan or

program and the nature of the transaction (e.g., whether the purchases were made in the open-market transactions, tender offers, in satisfaction of the company's obligations upon exercise of outstanding put options issued by the company, or other transactions.)

2. The average price paid per share (or unit) (Column (b)).
3. The total number of shares (or units) purchased as part of publicly announced repurchase plans or programs (Column (c)).
4. The maximum number (or approximate dollar value) of shares (or units) that may yet be purchased under the plans or programs (Column (d)).

Instructions to paragraphs (B)(3) and (B)(4) of this Item XX.

- a. In the table, disclose this information in the aggregate for all plans or programs publicly announced.
- b. By footnote to the table, indicate:
 - i. The date each plan or program was announced;
 - ii. The dollar amount (or share or unit amount) approved;
 - iii. The expiration date (if any) of each plan or program;
 - iv. Each plan or program the issuer has determined to terminate prior to expiration, or under which the issuer does not intend to make further purchases.

C. For purposes of this Item XX, "Affiliated Purchaser" means:

1. A person acting, directly or indirectly, in concert with the issuer for the purpose of acquiring the issuer's securities; or
2. An affiliate who, directly or indirectly, controls the issuer's purchases of such securities, whose purchases are controlled by the issuer, or whose purchasers are under common control with those of the issuer; *provided, however*, the "Affiliate Purchaser" shall not include a broker, dealer, or other person effecting purchases on behalf of the issuer or for its account, and shall not include an officer or director of the issuer solely by reason of that officer or director's participation in the decision to authorize purchases by or on behalf of the issuer.

Not applicable, no offering occurred.

Item XXI Issuer's Certifications.


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, Ron Brooks, certify that:

1. I have reviewed this Issuer Disclosure Form of Standard Oil Company USA, Inc.
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
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: May 19, 2010

Sincerely,

Ron Brooks
Chairman of The Board