

OTC Pink Basic Disclosure Guidelines

1) Name of the issuer and its predecessors (if any)

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

USA REAL ESTATE HOLDING COMPANY

2) Address of the issuer's principal executive offices

Company Headquarters

Address 1:1469 North Caddy Court

Address 2:Wichita, KS 67235

Address 3:_____

Phone:316-721-4415

Email:info@usarealestateholding.com

Website(s):www.usarealestateholding.com

IR Contact

Address 1:1469 North Caddy Court

Address 2:Wichita, KS 67235

Address 3:_____

Phone:316-721-4415

Email:info@usarealestateholding.com

Website(s):www.usarealestateholding.com

3) Security Information

Trading Symbol:USTC

Exact title and class of securities outstanding:Common Stock

CUSIP:91731C 108

Par or Stated Value:\$0.00001 per share

Total shares authorized:500,000,000,000

as of: July 14, 2011

Total shares outstanding:1,520,599,000

as of: December 15, 2013

Transfer Agent

Name:Signature Stock Transfer, Inc.

Address 1:2632 Coachlight Court

Address 2:Plano, TX 75093

Address 3:_____

Phone:972-612-4120

Is the Transfer Agent registered under the Exchange Act?* Yes: No:

*To be included in the OTC Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

List any restrictions on the transfer of security:

None

Describe any trading suspension orders issued by the SEC in the past 12 months.

None

4) Issuance History

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services, 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. The list shall indicate:

A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

Securities Act Section 4(2) private offering

B. Any jurisdictions where the offering was registered or qualified;

None

C. The number of shares offered;

1,100,000,000 - issuance pursuant to property purchase agreement

D. The number of shares sold;

1,100,000,000 - issuance pursuant to property purchase agreement
287,000,000 - conversions from preferred series B stock,

E. The price at which the shares were offered, and the amount actually paid to the issuer;

1,100,000,000 - sold at \$0.0001 per share, shares issued in exchange for property valued at \$110,000
287,000,000 - N/A (conversions from preferred B stock)

F. The trading status of the shares; and

1,100,000,000 - restricted
287,000,000 - free-trading

G. 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.

1,100,000,000 - contain a legend restricting the transferability and stating that the shares have not been registered under the Securities Act.
287,000,000 - do not contain such a legend

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 tenpercent (10%) 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.

5) Financial Statements

Provide the financial statements described below for the most recent fiscal year end or quarter end to maintain qualification for the OTC Pink Current Information tier. For the initial disclosure statement (qualifying for Current Information for the first time) please provide reports for the two previous fiscal years and any interim periods.

- A. Balance sheet;
- B. Statement of income;
- C. Statement of cash flows;
- D. Financial notes; and
- E. Audit letter, if audited

The financial statements requested pursuant to this item shall be prepared in accordance with US GAAP by persons with sufficient financial skills.

You may either (i) attach/append the financial statements to this disclosure statement or (ii) post such financial statements through the OTC Disclosure & News Service as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial reports separately as described in part (ii) above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to otcq.com in the field below.

Financial Statements for Fiscal Years Ended December 31, 2012 and 2013 **Posted to otcq.com on December 16, 2013**

Financial Statements for Six Months Ended June 30, 2013 **Posted to otcq.com on December 16, 2013**

Information contained in a Financial Report is considered current until the due date for the subsequent Financial Report. To remain in the OTC Pink Current Information tier, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of its fiscal quarter-end date.

6) Describe the Issuer's Business, Products and Services

Describe the issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:

- A. a description of the issuer's business operations;

USA Real Estate Holding Company is in the business of acquiring real estate properties. To date, it has contracted to purchase two properties, as follows:

On January 27, 2011, the Company issued 55,000 shares of preferred series B stock - which has since been converted into 1,100,000,000 shares of common stock - to the Melva J. Miller Revocable Living Trust and the Neil H. Miller Revocable Living Trust, in exchange for a multi-unit residential property located at 1425 S. Market Street in Wichita, Kansas. The property has not been transferred to the Company yet, as the property sellers must first be able to liquidate at least \$110,000 worth of stock issued in the sale, which has not occurred yet.

On October 31, 2011, the Company issued 1,500,000 shares of preferred series B stock which may be converted into 30 billion shares of common stock. In exchange for such shares, the Company received a note for \$3 million, payable upon the liquidation of \$3 million worth of the purchased shares by the purchaser of the shares, which has not occurred yet. If the purchaser is successful in selling \$3 million worth of shares purchased in the agreement, but does not remit such proceeds to the Company, the Company may foreclose on the collateral property, which is the land and building located at 787 Chicago Road in Coldwater, Michigan (an Applebee's Restaurant location).

B. Date and State (or Jurisdiction) of Incorporation:

Incorporated on February 3, 2009 in the State of Delaware

C. the issuer's primary and secondary SIC Codes;

6500 (Real Estate)

D. the issuer's fiscal year end date;

December 31, 2013

E. principal products or services, and their markets;

The Company endeavors to offer landlord services to tenants leasing space on its properties.

7) Describe the Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

See section 6 A. above and financial statements incorporated herein by reference.

8) Officers, Directors, and Control Persons

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant shareholders.

A. Names of Officers, Directors, and Control Persons. In responding to this item, please provide the names of each of the issuer's executive officers, directors, general partners and control persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities), as of the date of this information statement.

Stephen R. Maddox - President, Vice-President, Secretary, Treasurer, CEO, CFO and sole member of the Board of Directors (sole officer and director)

Melva J. Miller Revocable Living Trust (dispositive control belongs to Melva Miller) - owner of 40.1% of common stock class

Neil H. Miller Revocable Living Trust (dispositive control belongs to Neil Miller) - owner of 40.1% of common stock class

B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None

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;

None

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

None

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.

None

- C. Beneficial Shareholders. Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities. If any of the beneficial 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.

Melva J. Miller Revocable Living Trust (dispositive control belongs to Melva Miller)

- owner of 40.1% of common stock class

1423 South Fawnwood

Wichita, KS 67235

Neil H. Miller Revocable Living Trust (dispositive control belongs to Neil Miller)

- owner of 40.1% of common stock class

1423 South Fawnwood

Wichita, KS 67235

9) **Third Party Providers**

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

Legal Counsel

Name: _____

Firm: _____

Address 1: _____

Address 2: _____

Phone: _____

Email: _____

Accountant or Auditor

Name: Teresa Cox

Firm: Cox CPA Services Inc.

Address 1: 974 Campbell Road #106

Address 2: Houston, TX 77024

Phone: 713-647-0007

Email: teresa@coxcpaservices.com

Investor Relations Consultant

Name: _____

Firm: _____

Address 1: _____

Address 2: _____

Phone: _____

Email: _____

Other Advisor: Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement.

Name: _____

Firm: _____

Address 1: _____

Address 2: _____

Phone: _____

Email: _____

10) 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, Stephen R. Maddox certify that:

1. I have reviewed this initial disclosure statement 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
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.

December 16, 2013[Date]

/s/ Stephen R. Maddox[Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

President and CEO[Title]