

USCL Corporation

**5545 El Camino Avenue Ave.
Carmichael, California 95608
SUBSCRIPTION AGREEMENT**

I desire to participate in the USCL Corporation private placement stock offering. Please accept my application for the purchase of _____ shares.

I have hereby remitted the sum of \$ _____ (at the rate of \$1.00 per share) for payment of the company's common stock as set out in the Offering Brochure Memorandum effective May 20, 2015 as noticed to the United States Securities & Exchange Commission pursuant to Rule 504, Regulation D of the SEC Act of 1933 as amended. This agreement is bound by the laws of the State of Nevada.

I REPRESENT that I have, either myself, or together with my advisor, sufficient knowledge and experience in financial, business and tax matters to evaluate the risks and merits of this investment.

I understand that this is a late development stage business venture and as such has inherent risk and I am able to bear the economic risk of this investment.

I have read the Offering Brochure Memorandum carefully and understand it. I am purchasing this interest for my own account and not for resale. I hereby state that no other promises or inducements, either oral or written, were made to induce me to sign this application other than my own investigation and communications with USCL.

By executing this Subscription Agreement, I empower USCL Corporation to collect and disburse any and all payments made by me in consideration for this stock purchase.

USCL REPRESENTS that the Offering Brochure Memorandum is accurate and contains no misleading information and acknowledges that my investment is based on said document and the references it makes including USCL Web sites and videos. The Offering Brochure Memorandum is made part of this agreement by reference.

I (we) have read and understand the Offering Brochure Memorandum and by signing this Subscription Agreement am in effect agreeing to the purchase of common shares of USCL and the amount indicated above.

Name _____

Phone Number

Address _____

Social Security or Tax Identification

Date: _____

X _____

Accepted _____

Subscriber's Signature

USCL Corporation