U.S. ENERGY HOLDINGS INC.
Form 10QSB
August 17, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-QSB

[X] QUARTERLY REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES AND EXCHANGE ACT OF 1934.

For the quarterly period ended June 30, 2006

Commission File Number: 333-86518

US ENERGY HOLDINGS, INC.
(Exact name of registrant as specified in its charter.)

NEVADA	**75-3025152**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

4606 FM 1960 West, Suite 443, Houston, Texas 77069
(Address of principal executive offices)

(281) 315-8895
(Issuer's telephone number)

Check whether the registrant (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. xYes oNo

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Securities Exchange Act of 1934) (check one): o Yes xNo

State the number of shares outstanding of each of the issuers classes of common equity, as of the latest practicable date: 5,393,978 shares of Common Stock, as of May 18 , 2006.

Transitional Small Business Disclosure Format (check one): xYes oNo

US ENERGY HOLDINGS, INC.
(FORMERLY PITBOSS ENTERTAINMENT, INC.)
CONDENSED FINANCIAL STATEMENTS
JUNE 30, 2006 AND 2005

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US ENERGY HOLDINGS, INC.
(FORMERLY PITBOSS ENTERTAINMENT, INC)
BALANCE SHEET
FOR THE SIX MONTHS ENDED JUNE 30, 2006

		2006
ASSETS		
Current Assets:		
Cash	$	465
Intagible Assets		
Well Rights - Oil and Gas	$	50,000
TOTAL ASSETS	$	50,465
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
LIABILITIES		
Current Liability:		
Accounts payable and accrued expenses	$	35,112
Loan payable - officers		220,698
Total Current Liability	$	255,810
STOCKHOLDERS' EQUITY (DEFICIT)		
Common stock, $.001 Par Value; 75,000,000 shares authorized		
5,393,978 issued and outstanding		5,394
Warrants outstanding		777,357
Additional paid-in capital		2,530,442
Accumulated deficit		(3,518,537)
Total Stockholders' Equity (Deficit)		(205,344)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	$	50,465

**US ENERGY HOLDINGS, INC.
(FORMERLY PITBOSS
ENTERTAINMENT, INC.)
CONDENSED STATEMENTS
OF OPERATIONS
FOR THE SIX AND THREE
MONTHS ENDED JUNE 30,
2006 AND 2005 (UNAUDITED)**

	For Six Months Ended June 30,		For Three Months Ended June 30,	
	2006	**2005**	**2006**	**2005**
OPERATING EXPENSES				
General and administrative expenses	$ 869,117	$ -	$ 7,738	$ -
Total Operating Expenses	869,117	-	7,738	
(LOSS) BEFORE PROVISION FOR TAXES	(869,117)	-	(7,738)	-
Provision for income taxes	-	-	-	-
Net (loss) from continuing operations	(869,117)	-	(7,738)	-
DISCONTINUED OPERATIONS:				
Loss from Operations of Discontinued Segment	-	(76,378)	-	(54,843)
Net (loss)	$ (869,117)	$ (76,378)	$ (7,738)	$ (54,843)
EARNINGS (LOSS) PER SHARE - BASIC	$ (0.20)	$ (0.05)	$ (0.00)	$ (0.03)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING - BASIC	4,297,680	1,660,000	5,393,978	1,660,000

US ENERGY HOLDINGS, INC.
(FORMERLY PITBOSS ENTERTAINMENT, INC.)
CONDENSED STATEMENTS OF CASH FLOWS
FOR THE SIX MONTHS ENDED JUNE 30, 2006 AND 2005 (UNAUDITED)

	2006	2005
CASH FLOWS FROM OPERATING ACTIVITIES		
Continuing Operations:		
Net income (loss)	$ (869,117)	$ -
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Common shares issued for services	686,300	-
Increase in accounts payable and accrued expenses	27,500	
Total	713,800	-
Net cash provided by (used in) operating activities	(155,317)	-
Discontinued Operations:		
(Loss) from discontinued operations	-	(76,378)
Gain in assets disposed of	-	56,807
Net cash (used in) operating activities - discontinued division	-	(19,571)
CASH FLOWS FROM INVESTING ACTIVITIES		
(Increase) in Intangable assets - Well Rights Gas and Oil	(50,000)	-
Net cash (used in) investing activities	(50,000)	-
Discontinued Investing Activities:		(3,086)
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase in amounts due from related parties	205,100	-
Net cash provided by financing activities	205,100	-
NET (DECREASE) IN CASH	(217)	(22,657)
CASH AND CASH EQUIVALENTS - BEGINNING OF PERIOD	683	32,457
CASH AND CASH EQUIVALENTS - END OF PERIOD	$ 466	$ 9,800

SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Interest paid	$ -	$ -
Income taxes paid	$ -	$ -

-5-

NOTE 1- BASIS OF PRESENTATION

The interim financial statements included herein, presented in accordance with accounting principles generally accepted in the United States have been prepared by the Company, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to such rules and regulations, although the Company believes that the disclosures are adequate to make the information present and not misleading.

These statements reflect all adjustments, consisting of normal recurring adjustments, which, in the opinion of management, are necessary for fair presentation of the information contained therein. It is suggested that these interim financial statements be read in conjunction with the audited financial statements of the Company for the period ended December 31, 2005 and notes thereto included in the Company’s Form 10-KSB. The Company follows the same accounting policies in the preparation of interim reports.

Results of operations for the interim periods are not indicative of annual results.

NOTE 2- HISTORY AND ORGANIZATION OF COMPANY

Karma Media, Inc. (the “Company”) was organized April 21, 1999 under the laws of the State of Nevada, as Le Gourmet Co. Inc.

On March 11, 2002, the Company amended its Articles of Incorporation to increase the number of authorized shares to 25,000,000 shares and to change the par value to $0.001.

On March 17, 2003, the Company amended its Articles of Incorporation to change its name to Estelle Reyna, Inc.

On September 11, 2003, the Company amended its Articles of Incorporation to change its name to Karma Media, Inc.

On July 8, 2005, the Company amended its Articles of Incorporation to change its name to PitBoss Entertainment, Inc.

On February 1, 2006, the Board of Directors Amended the Articles of Incorporation to change its name and address from PitBoss Entertainment, Inc. to US Energy Holdings, Inc., 4606 FM 1960 W, Suite: 443, Houston, Texas 77069, effective March 3, 2006.

NOTE 2- HISTORY AND ORGANIZATION OF COMPANY (CONTINUED)

On February 3, 2006, Claude Eldridge was named Chairman/CEO. Mr. Eldridge will also assume he positions of Secretary of US Energy Holdings, formally Pitboss Entertainment, Inc.

In February, 2006, the Company amended its Articles of Incorporation to increase the number of authorized shares to 75,000,000 shares at $0.001 par value.

In March 2006, US Energy Holdings, Inc. announced it will enter into a joint-venture with Houston-based Hawk Explorations, Inc. for the development and drilling of four oil well sites and four natural gas sites.

NOTE 3- SIGNIFICANT ACCOUNTING POLICIES AND PROCEDURES

Cash and cash equivalents

The Company maintains a cash balance in a non-interest bearing account that currently does not exceed federally insured limits. For the purpose of the statements of cash flows, all highly liquid investments with an original maturity of three months or less are considered to be cash equivalents. Cash equivalents include funds held in a Paypal account. There were no such cash and cash equivalents as of June 30, 2006.

Fixed assets

Fixed assets are recorded at cost. Minor additions and renewals are expensed in the period incurred. Major additions and renewals are capitalized and depreciated over their estimated useful lives. Depreciation is calculated using half year convention over the estimated useful lives as follows:

Computers and equipment 3 years

Impairment of long-lived assets

Long-lived assets held and used by the Company are reviewed for possible impairment whenever events or circumstances indicate the carrying amount of an asset may not be recoverable or is impaired. Management has not had any impairment adjustments for the six and three months ended June 30, 2006 and 2005, respectively.

NOTE 3- SIGNIFICANT ACCOUNTING POLICIES AND PROCEDURES (CONTINUED)

Revenue recognition

The Company as of October 2005 and January 2006 ceased its former business plans. The Company formerly recognized revenue when earned through affiliate programs. The affiliate programs are with various companies whereby they will pay a referral or commission for sales generated through a link on the Company's website. The affiliates generally took 30 days to process the commission once the sale occurs. The Company recognized the commission once it was notified of the amount. For consulting, on-line marketing and sponsorship and appearance income the Company recognizes revenue as services are performed.

Advertising costs

The Company expenses all costs of advertising as incurred. The advertising costs are included in general and administrative expenses in the condensed statements of operations for the six months ended June 30, 2006 and 2005.

Earnings (Loss) Per Share of Common Stock

Historical net (loss) per common share is computed using the weighted average number of common shares outstanding. Diluted earnings per share (EPS) includes additional dilution from common stock equivalents, such as stock issuable pursuant to the exercise of stock options and warrants. Common stock equivalents were not included in the computation of diluted earnings per share when the Company reported a loss because to do so would be anti-dilutive for periods presented. As of March 31, 2005, the Company had 3,000,000 warrants available.

Oil and Gas Exploration and Development

Property Acquisition Costs — Oil and gas leasehold acquisition costs are capitalized and included in the balance sheet caption properties, plants and equipment. Leasehold impairment is recognized based on exploratory experience and management's judgment. Upon discovery of commercial reserves, leasehold costs are transferred to proved properties.

NOTE 3- SIGNIFICANT ACCOUNTING POLICIES AND PROCEDURES
(CONTINUED)

Exploratory Costs— Geological and geophysical costs and the costs of carrying and retaining undeveloped properties are expensed as incurred. Exploratory well costs are capitalized, or "suspended," on the balance sheet pending further evaluation of whether economically recoverable reserves have been found. If economically recoverable reserves are not found, exploratory well costs are expensed as dry holes. If exploratory wells encounter potentially economic quantities of oil and gas, the well costs remain capitalized on the balance sheet as long as sufficient progress assessing the reserves and the economic and operating viability of the project is being made. For complex exploratory discoveries, it is not unusual to have exploratory wells remain suspended on the balance sheet for several years while we perform additional appraisal drilling and seismic work on the potential oil and gas field, or we seek government or co-venturer approval of development plans or seek environmental permitting. Once all required approvals and permits have been obtained, the projects are moved into the development phase and the oil and gas reserves are designated as proved reserves.

Unlike leasehold acquisition costs, there is no periodic impairment assessment of suspended exploratory well costs. In addition to reviewing suspended well balances quarterly, management continuously monitors the results of the additional appraisal drilling and seismic work and expenses the suspended well costs as a dry hole when it judges that the potential field does not warrant further investment in the near term.

NOTE 3- SIGNIFICANT ACCOUNTING POLICIES AND PROCEDURES
(CONTINUED)

	2006	2005
Net (Loss)	$ (869,117)	$ (76,378)
Weighed-average common shares outstanding (Basic)	4,297,680	1,660,000
Weighed-average common shares equivalents:		
Stock options	-	-
Warrants	-	-
Weighed-average common shares outstanding (Diluted)	4,297,680	1,660,000

Start-up costs

Reporting on the costs of start-up activities Statement of Position 98-5 (SOP 98-5), "Reporting on the Costs of Start-Up Activities," which provides guidance on the financial reporting of start- up costs and organizational costs, requires most costs of start-up activities and organizational costs to be expensed as incurred. SOP 98-5 is effective for fiscal years beginning after December 15, 1998. With the adoption of SOP 98-5, there has been little or no effect on the Company's financial statements.

Estimates

The preparation of 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 at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

NOTE 3- SIGNIFICANT ACCOUNTING POLICIES AND PROCEDURES (CONTINUED)

Fair value of financial instruments

Fair value of financial instruments discussed herein are based upon certain market assumptions and pertinent information available to management as of June 30, 2006 and 2005. The respective carrying value of certain balance sheet financial instruments approximated their fair values. These financial instruments include cash and equivalents, accounts receivable, prepaid expenses and accounts payable and accrued expenses. Fair values were assumed to approximate carrying values because they are short term in nature and their carrying amounts approximate fair values or they are payable on demand.

Reclassification

Certain amounts for the period ended June 30, 2005 have been reclassified to conform to the presentation of the June 30, 2006 amounts. The reclassifications have no effect on the net loss for the period ended June 30, 2006.

Income taxes

Deferred income tax assets and liabilities are computed annually for differences between the financial statement and tax basis of assets and liabilities that will result in taxable or deductible amounts in the future based on enacted tax laws and rates applicable on the periods in which the differences are expected to affect taxable income. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized. Income tax expense is the tax payable or refundable for the period plus or minus the change during the period in deferred tax assets and liabilities.

Discontinued Operations

In accordance with SFAS No. 144, "Accounting for the Impairment or disposal of Long-Lived Assets," discontinued operations include components of entities or entire entities that, through disposal transactions, will be eliminated from the on-going operations of the Company.

NOTE 3- SIGNIFICANT ACCOUNTING POLICIES AND PROCEDURES (CONTINUED)

Recent pronouncements

In December 2004, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards ("SFAS") No. 151, "Inventory Costs." SFAS No. 151 requires abnormal amounts of inventory costs related to idle facility, freight handling and wasted material expenses to be recognized as current period charges. Additionally, SFAS No. 151 requires that allocation of fixed production overheads to the costs of conversion be based on the normal capacity of the production facilities. The standard is effective for fiscal years beginning after June 15, 2005. The adoption of SFAS No. 151 did not have a material impact on the Company's financial position or results of operations.

On December 16, 2004, the Financial Accounting Standards Board ("FASB") published Statement of Financial Accounting Standards No. 123 (Revised 2004), "*Share-Based Payment*" ("SFAS 123R"). FAS 123R requires that compensation cost related to share-based payment transactions be recognized in the financial statements. Share-based payment transactions within the scope of FAS 123R include stock options, restricted stock plans, performance-based awards, stock appreciation rights, and employee share purchase plans. The provisions of FAS 123R, as amended, are effective for small business issuers beginning as of the next fiscal year after December 15, 2005. Accordingly, the Company will implement the revised standard in the first quarter of fiscal year 2006. Currently, the Company accounts for its share-based payment transactions under the provisions of APB 25, which does not necessarily require the recognition of compensation cost in the financial statements (note 3(e)). Management is assessing the implications of this revised standard, which may materially impact the Company's results of operations in the first quarter of fiscal year 2006 and thereafter.

In May 2005, the FASB issued SFAS No. 154, "Accounting Changes and Error Corrections." SFAS No. 154 replaces Accounting Principles Board ("APB") Opinion No. 20, "Accounting Changes" and SFAS No. 3, "Reporting Accounting Changes in Interim Financial Statements." SFAS No. 154 requires retrospective application to prior periods' financial statements of a voluntary change in accounting principle unless it is impracticable. APB No. 20 previously required that most voluntary changes in accounting principle be recognized by including the cumulative effect of changing to the new accounting principle in net income in the period of the change. SFAS No. 154 is effective for accounting changes and corrections of errors made in fiscal years beginning after

NOTE 3- SIGNIFICANT ACCOUNTING POLICIES AND PROCEDURES (CONTINUED)

Recent pronouncements (Continued)

December 15, 2005. The adoption of SFAS No. 154 did not have a material impact on the Company's financial position or results of operations.

Stock-Based Compensation

The Company accounts for stock-based awards to employees in accordance with Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees" and related interpretations and has adopted the disclosure-only alternative of SFAS No. 123, "Accounting for Stock-Based Compensation." Options granted to consultants, independent representatives and other non-employees are accounted for using the fair value method as prescribed by SFAS No. 123.

NOTE 4- INCOME TAXES

The Company accounts for income taxes under Statement of Financial Accounting Standards No. 109, "Accounting for Income Taxes" (SFAS No. 109), which requires use of the liability method. SFAS No. 109 provides that deferred tax assets and liabilities are recorded based on the differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes, referred to as temporary differences. Deferred tax assets and liabilities at the end of each period are determined using the currently enacted tax rates applied to taxable income in the periods in which the deferred tax assets and liabilities are expected to be settled or realized.

At June 30, 2006, deferred tax assets consisted of the following:

Deferred tax assets	$ 1,055,561
Less: valuation allowance	(1,055,561)
Net deferred tax assets	$ -

At June 30, 2006, the Company had accumulated deficits in the amount of $3,518,537 available to offset future taxable income through 2026. The Company established valuation allowances equal to the full amount of the deferred tax assets due to the uncertainty of the utilization of the operating losses in future periods.

NOTE 5- STOCKHOLDERS' EQUITY(DEFICIT)

As of June 30, 2006 the Company had 5,393,978 shares of common stock outstanding.

On January 10, 2006, the Company issued 500,000 shares of its $0.001 par value common stock to an officer of the Company as compensation. The fair value was $100,000.

On March 28, 2006, the Company issued 2,255,000 shares of its $0.001 par value common stock to individuals in a termination agreement. The fair value was $586,300.

The Company is authorized to issue 75,000,000 shares of its $0.001 par value common stock.

On July 8 2005, the Company reported and approved a 10 to 1 reverse split of its $0.001 par value common stock.

During 2005, the Company issued 97,898 shares of its $0.001 par value common stock to individuals in a termination agreement. The fair value was $ 802,036.

All share and per share amounts have been retroactively restated to reflect the splits discussed below.

NOTE 6- WARRANTS AND OPTIONS

On December 4, 2003, the Company issued one warrant to a consultant to purchase 3,000,000 shares of the Company's $0.001 par value common stock. The warrant exercise price is $0.50 per share of common stock and substantially all warrants will expire on or before October 31, 2013. The warrant has been determined to have a market value of $777,357 using the Black- Scholes option pricing model with a market value per common share of $0.50, a risk free rate of return of 4.41%, an exercise period of ten years and a volatility of 80% and was discounted for the lack of marketability.

During the six months ended June 30, 2006, no warrants have been exercised.

NOTE 7- RELATED PARTY TRANSACTIONS

During the six months ended June 30, 2006 and 2005, the Company paid the president of the Company $0 and $6,500, respectively for his services.

During the six months ended June 30, 2006 and 2005, the Company paid the secretary of the Company $0 and $12,900, respectively for her services.

During the six months ended June 30, 2006, the Company issued 500,000 shares of its $0.001 par value common stock to an officer of the Company as compensation valued at $100,000.

Office space and services were provided without charge by an officer, director and shareholder through November 2004. Such costs are immaterial to the financial statements and, accordingly, have not been reflected therein. The officers and directors of the Company are involved in other business activities and may, in the future, become involved in other business opportunities. If a specific business opportunity becomes available, such persons may face a conflict in selecting between the Company and their other business interests. The Company has not formulated a policy for the resolution of such conflicts.

NOTE 8- COMMITMENT

On December 4, 2003, the Company executed a consulting agreement with Christopher Pair to assist the Company with strategic planning and introducing potential business partners and customers. The agreement provides for (a) consulting fees paid quarterly based on 20% of net revenues less certain revenues attributable to revenues not associated with the contract and other expenses; and (b) issuance of one warrant to purchase up to 3,000,000 shares of the Company's $0.001 par value common stock. Consulting fees associated with the warrant were based on a value of $0.50 per share. The value of the warrant was based on the then- market closing price of the Company's common stock. The Company then discounted both the then- market closing price because the shares issued and options to purchase shares were restricted and the volume of trading of the Company's common stock that was not restricted was relatively low. The resulting consulting expense recognized for the warrant issuance was $777,356 for the year ended December 31, 2003. During the six months ended June 30, 2006, the Company has not paid or accrued any consulting fees.

NOTE 9- GOING CONCERN

As shown in the accompanying financial statements, the Company has sustained net operating losses for the first quarter ended June 30, 2006 and 2005, and has sustained large accumulated deficits.

The Company's future success is dependent upon its ability to achieve profitable operations and generate cash from operating activities. At June 30, 2006 there is substantial doubt whether this can happen. There is no guarantee that the Company will be able to generate revenues in the near future.

The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

NOTE 10- DISCONTINUED OPERATIONS

The Company formerly known as Karma Media, Inc. had operations in the first quarter of 2005. The Company has ceased those operations and expects to initiate a new revenue recognition stream. The statement of operations for the second quarter of 2005 shows all operating activities as discontinued operations.

ITEM 2
MANAGEMENTS DISCUSSION AND ANALYSIS

Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995

Certain matters discussed in this interim report on Form 10-QSB are forward-looking statements. Such forward-looking statements contained in this report involve risks and uncertainties, including statements as to:

our future operating results,

our business prospects,

our contractual arrangements and relationships with third parties,

the dependence of our future success on the general economy and its impact on the industries in which we may be involved,

the adequacy of our cash resources and working capital, and

other factors identified in our filings with the SEC, press releases and other public communications.

These forward-looking statements can generally be identified as such because the context of the statement will include words such as we believe, anticipate, expect, estimate or words of similar meaning. Similarly, statements that describe our future plans, objectives or goals are also forward-looking statements. Such forward-looking statements are subject to certain risks and uncertainties which are described in close proximity to such statements and which could cause actual results to differ materially from those anticipated as of the date of this Form 10-QSB. Shareholders, potential investors and other readers are urged to consider these factors in evaluating the forward-looking statements and are cautioned not to place undue reliance on such forward-looking statements. The forward-looking statements included herein are only made as of the date of this report and we undertake no obligation to publicly update such forward-looking statements to reflect subsequent events or circumstances.
Item 2a
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US Energy Holdings Inc. is proud to announce that it has taken a new direction in the energy resources sector for lasting profitability and stability for its company and shareholders.

US Energy Holdings, Inc. is an aspiring South Texas energy resource company with an emphasis on oil and gas development drilling and production. Claude Eldridge, US Energy Holdings, Inc.'s new Chairman / CEO stated "I am dedicated to the revitalization of jobs in the energy sector, as one of the world's most important subjects it has become increasingly important for our company to invest in our world's resources, technology, and economic future".

Mr. Eldridge concluded, "US Energy Holdings, Inc. will also begin production in virgin oil and gas rich resources that have become viable development plays due to technological advances, drilling innovation and rising market prices. US Energy Holdings, Inc. will focus on the acquisition of long-life proven resources that offer the opportunity to increase current production on producing wells as well as begin new production on acquired properties for sites located through new technology. The production costs are predictable and the proven reserves minimize risk and ensure the protection of sustainable cash flow earnings".

Please feel free to browse the new company web site located at www.usenergyholdings.com
Item 2b.

8k reported on 4/19/06 - Report of unscheduled material events or corporate changes.

8k reported on 5/15/06 - Report of unscheduled material events or corporate changes.

Part II

Item 1 Exhibits

Exhibit 31.1 CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002 PURSUANT TO REGULATION SS.240.15D-14 AS PROMULAGATED BY THE SECURITIES AND EXCHANGE COMMISSION

Exhibit 32 CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

US ENERGY HOLDINGS, INC.

Date: August 17, 2006

By: /s/Claude Eldridge

Claude Eldridge
Title: Chairman, Chief Executive Officer and Director