USA Zhimingde International Group Corp
Form 10-Q
November 16, 2015

U. S. Securities and Exchange Commission

Washington, D. C. 20549

FORM 10-Q

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2015

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File No. 0-52072

USA ZHIMINGDE INTERNATIONAL GROUP CORPORATION
(Exact Name of Registrant in its Charter)

Nevada	62-1299374
(State or Other Jurisdiction of incorporation or organization)	(I.R.S. Employer I.D. No.)

225 Broadway, Suite 910, New York, NY 10007
(Address of Principal Executive Offices)

Issuer's Telephone Number: 212-608-8858

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Sections 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 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. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files.) Yes No

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act) Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check One)

Large accelerated filer   Accelerated filer   Non-accelerated filer   Smaller reporting company

APPLICABLE ONLY TO CORPORATE ISSUERS: Indicate the number of shares outstanding of each of the Registrant's classes of common stock, as of the latest practicable date:

November 13, 2015

Common Voting Stock: 1,853,207

USA ZHIMINGDE INTERNATIONAL GROUP CORPORATION

QUARTERLY report on Form 10-Q

for the fiscal QUARTER ended SEPTEMBER 30, 2015

Table of Contents

USA Zhimingde International Group Corporation

BALANCE SHEETS (IN U.S. $)

SEPTEMBER 30, 2015 AND 2014

ASSETS	**September 30, 2015** **(Unaudited)**	December 31, 2014
Current assets:		
Cash	$—	$—
Total current assets	—	—
TOTAL ASSETS	$—	$—
LIABILITIES AND stockholders' (DEFICIT)		
Current liabilities:		
Accrued expenses	$95,584	$70,150
Total current liabilities	95,584	70,150
Stockholders' (deficit):		
Preferred stock, $0.001 par value per share, 50,000,000 shares authorized, none issued and outstanding	—	—
Common stock, $0.001 par value per share, 100,000,000 shares authorized, 1,853,207 shares issued and outstanding at September 30, 2015 and December 31, 2014	1,853	1,853
Additional paid-in capital	671,319	656,846
Deficit	(768,756)	(728,849)
Total stockholders' (deficit)	(95,584)	(70,150)
TOTAL LIABILITIES AND STOCKHOLDERS' (DEFICIT)	$—	$—

See accompanying notes to financial statements.

USA Zhimingde International Group Corporation

STATEMENTS OF OPERATIONS (UNAUDITED) (IN U.S. $)

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2015 AND 2014

	Three Months Ended September 30,		**Nine Months Ended September 30,**	
	2015	2014	2015	2014
Operating expenses:				
Professional fees	$(11,039)	$(4,000)	$(39,907)	$(12,000)
General and administrative	—	(500)	—	(1,500)
Total operating expenses	(11,039)	(4,500)	(39,907)	(13,500)
Net (loss)	$(11,039)	$(4,500)	$(39,907)	$(13,500)
(Loss) per common share, basic and diluted (Note 2)	$(0.01)	$(0.00)	$(0.02)	$(0.01)
Weighted average shares outstanding, Basic and diluted	1,853,207	1,853,207	1,853,207	1,853,207

See accompanying notes to financial statements.

USA Zhimingde International Group Corporation

Statements of Changes in Stockholders' (Deficit) (Unaudited) (in u.s. $)

FOR THE NINE MONTHS ENDED sEPTEMBER 30, 2015

	Preferred Stock	**Common Stock**	**Additional Paid-in Capital**	**Accumulated Deficit**	**Total**
Balance, December 31, 2014	$—	$1,853	$656,846	$(728,849)	$(70,150)
Capital contribution	—	—	14,473	—	14,473
Net loss	—	—	—	(39,907)	(39,907)
Balance, September 30, 2015- unaudited	$—	$1,853	$671,319	$(768,756)	$(95,584)

See accompanying notes to financial statements.

4

USA Zhimingde International Group Corporation

STATEMENTS OF CASH FLOWS (UNAUDITED) (IN U.S. $)

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2015 and 2014

	2015	2014
Cash flows from operating activities:		
Net loss	$(39,907)	$(13,500)
Adjustment to reconcile net loss to net cash provided by (used in) operating activities:		
Increase in accrued expenses	25,434	4,500
Net cash (used in) operating activities	(14,473)	(9,000)
Cash flows from financing activities:		
Capital contributed by stockholder	14,473	9,000
Net cash provided by financing activities	14,473	9,000
Net increase in cash	—	—
Cash, beginning of period	—	—
Cash, end of period	$—	$—
Supplemental disclosure of cash flow information		
Cash paid for income taxes	$—	$—
Cash paid for interest	$—	$—

See accompanying notes to financial statements.

USA Zhimingde International Group Corporation

NOTES TO FINANCIAL STATEMENTS (UNAUDITED) (IN U.S. $)

For The Three AND NINE months ended SEPTEMBER 30, 2015 and 2014

1. GENERAL

Organization and Business Nature

USA Zhimingde International Group Corporation (formerly, Marketing Acquisition Corporation) (the "Company") was incorporated on July 26, 1990 in accordance with the laws of the State of Florida as Marketing Educational Corp. On June 13, 2006, the Company was reincorporated by merger in the State of Nevada.

The Company was originally formed for the purpose of direct marketing of certain educational materials and photography packages. During 1991, the Company completed a public offering of 150,000 units of common stock, through a Registration Statement on Form S-18 (Registration No.33-37039-A).

The Company has had no operations since 1992 and is currently a "shell company" as defined in Rule 405 under the Securities Act of 1933 ("Securities Act") and Rule 12b-2 under the Securities Exchange Act of 1934 ("Exchange Act"). The Company is defined as a shell company because it has no operations or assets.

On December 7, 2012, USA Zhimingde International Group Inc., a New Jersey corporation ("Zhimingde Inc.") purchased 1,687,502 shares of the Company's common stock from Halter Financial Investments, L.P., Glenn A. Little and The Halter Group, Inc. pursuant to a Securities Purchase Agreement (the "Purchase"). Following the Purchase, Zhimingde Inc. owned approximately 91% of the voting securities of the Company. The Purchase resulted in a change in control of the Company. Subsequently, the Company changed its name to USA Zhimingde International Group Corporation effective on February 4, 2013.

USA Zhimingde International Group Corporation

NOTES TO FINANCIAL STATEMENTS (UNAUDITED)

For The Three AND NINE months ended SEPTEMBER 30, 2015 and 2014

2. ACCOUNTING POLICIES

Basis of Accounting and Presentation

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America.

The unaudited financial statements of the Company as of September 30, 2015 and for the three and nine months ended September 30, 2015 and 2014, have been prepared in accordance with accounting principles generally accepted in the United States of America and the rules and regulations of the SEC which apply to interim financial statements.

Accordingly, they do not include all of the information and footnotes normally required by accounting principles generally accepted in the United States of America for annual financial statements. The interim financial information should be read in conjunction with the financial statements and the notes thereto, included in the Company's Form 10-K for the year ended December 31, 2014, previously filed with the SEC. In the opinion of management, the interim information contains all adjustments, consisting only of normal recurring adjustments, necessary for a fair presentation of the results for the periods presented. The results of operations for the three and nine months ended September 30, 2015 are not necessarily indicative of the results to be expected for future quarters or for the year ending December 31, 2015.

Cash and Cash Equivalents

The Company considers all highly liquid investments with an original maturity of three months or less when purchased to be cash equivalents. As of September 30, 2015 and December 31, 2014, the Company does not have any cash or cash equivalents.

Use of 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 periods. Actual results could differ from these estimates.

USA Zhimingde International Group Corporation

NOTES TO FINANCIAL STATEMENTS (UNAUDITED) (IN U.S. $)

For The Three AND NINE months ended September 30, 2015 and 2014

2. ACCOUNTING POLICIES (CONTINUED)

Income Taxes

The Company accounts for income taxes in accordance with the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Section 740, "Income Taxes" ("ASC 740"), which requires the recognition of deferred income taxes for differences between the basis of assets and liabilities for financial statement and income tax purposes. Deferred tax assets and liabilities represent the future tax consequences for those differences, which will either be taxable or deductible when the assets and liabilities are recovered or settled. Deferred tax assets are also recognized for operating losses that are available to offset future taxable income. A valuation allowance is established when necessary to reduce deferred tax assets to the amount expected to be realized.

The Company accounts for uncertain tax positions in accordance with ASC Section 740-10, which prescribes a recognition threshold and measurement process for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The guidance also prescribes direction on de-recognition, classification, and accounting for interest and penalties in the financial statements. The Company classifies interest expense and any related penalties related to income tax uncertainties as a component of income tax expense. No interest or penalties have been recognized as of September 30, 2015 and 2014. The Company does not expect any significant changes in unrecognized tax benefits within twelve months of the reporting date.

Net Earnings (Loss) Per Share

The Company computes net income (loss) per common share in accordance with FASB ASC 260, "Earnings Per Share" ("ASC 260"). Under the provisions of ASC 260, basic net income (loss) per common share is computed by dividing the amount available to common stockholders by the weighted average number of shares of common stock outstanding during the period. Diluted income per common share is computed by dividing the amount available to common stockholders by the weighted average number of shares of common stock outstanding plus the effect of any dilutive shares outstanding during the period. Potential dilutive shares are not included when the Company has a loss because their inclusion would be antidilutive. Accordingly, the number of weighted average shares outstanding as well as the amount of net income (loss) per share are presented for basic and diluted per share calculations for the period reflected in the accompanying consolidated statements of income and other comprehensive income. There were no dilutive shares outstanding during the three and nine months ended September 30, 2015 and 2014.

USA Zhimingde International Group Corporation

NOTES TO FINANCIAL STATEMENTS (UNAUDITED) (IN U.S. $)

For The Three AND NINE months ended SEPTEMBER 30, 2015 and 2014

2. ACCOUNTING POLICIES (CONTINUED)

Fair Value of Financial Instruments

The Company measures the fair value of financial assets and liabilities based on the guidance of ASC 820 "Fair Value Measurements and Disclosures" which defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements.

ASC 820 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 describes three levels of inputs that may be used to measure fair value:

- Level 1 - quoted prices in active markets for identical assets or liabilities
- Level 2 - inputs other than quoted prices in active markets that are observable either directly or indirectly.
- Level 3 - inputs based on prices or valuation techniques that are both unobservable and significant to the fair value markets.

The Company did not identify any assets or liabilities that are required to be presented at fair value on a recurring basis. Carrying values of non-derivative financial instruments, including cash and accrued expenses, approximated their fair values due to the short maturity of these financial instruments. There were no changes in methods or assumptions during the periods presented.

3. RECENTLY ISSUED ACCOUNTING STANDARDS

In May 2014, FASB issued ASU 2014-09, "Revenue from Contracts with Customers". This ASU is a comprehensive new revenue recognition model that requires a company to recognize revenue to depict the transfer of goods or services to a customer at an amount that reflects the consideration it expects to receive in exchange for those goods or services. In August 2015, FASB issued ASU 2015-14 deferring the effective date to annual and interim periods beginning on or after December 15, 2017, and early adoption will be permitted, but not earlier than the original effective date of annual and interim periods beginning on or after December 15, 2016, for public entities. Companies may use either a full retrospective or modified retrospective approach to adopt this ASU. This accounting standard update is not expected to have any impact on the Company's financial statements.

USA Zhimingde International Group Corporation

NOTES TO FINANCIAL STATEMENTS (UNAUDITED) (IN U.S. $)

For The Three AND NINE months ended sEPTEMBER 30, 2015 and 2014

3. RECENTLY ISSUED ACCOUNTING STANDARDS (CONTINUED)

In April 2015, the FASB issued ASU No. 2015-03, "Interest - Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs." This Guidance requires debt issuance costs to be presented in the balance sheet as a reduction of the related debt liability rather than an asset. This guidance is effective for annual reporting periods, including interim periods, beginning after December 15, 2015, and is applicable to the Company's fiscal year beginning June 1, 2016. Early adoption is permitted for financial statements not previously issued. This accounting standard update is not expected to have a material impact on the Company's consolidated financial statements.

In January 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") ASU 2015-01 – Income Statement – Extraordinary and Unusual Items (Subtopic 225-20). This ASU addressed the simplification of income statement presentation by eliminating the concept of extraordinary items. The objective of the Simplification Initiative is to identify, evaluate, and improve areas of generally accepted accounting principles (GAAP) for which cost and complexity can be reduced while maintaining or improving the usefulness of the information provided to the users of financial statements. The amendments in this Update are effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015. A reporting entity may apply the amendments prospectively. A reporting entity also may apply the amendments retrospectively to all prior periods presented in the financial statements. Early adoption is permitted provided that the guidance is applied from the beginning of the fiscal year of adoption. This accounting standard update is not expected to have any impact on the Company's financial statements.

In August 2014, the FASB issued authoritative guidance that requires an entity's management to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the entity's ability to continue as a going concern and requires additional disclosures if certain criteria are met. This guidance is effective for fiscal periods ending after December 15, 2016, with early adoption permitted. This accounting standard update is not expected to have any impact on the Company's financial statements.

USA Zhimingde International Group Corporation

NOTES TO FINANCIAL STATEMENTS (UNAUDITED) (IN U.S. $)

For The Three AND NINE months ended sEPTEMBER 30, 2015 and 2014

4. RELATED PARTY TRANSACTIONS

During the nine months ended September 30, 2015, the Company received an additional capital contribution to support its operations from its major stockholder or his affiliate of $14,473.

5. INCOME TAXES

The provision (benefit) for income taxes consisted of the following:

	For the three months ended		**For the nine months ended**	
	September 30,		**September 30,**	
	2015 (Unaudited)	2014 (Unaudited)	2015 (Unaudited)	2014 (Unaudited)
Current	$—	$ —	$—	$ —
Deferred	(4,636)	(1,530)	(16,761)	(4,590)
Change in valuation allowance	4,636	1,530	16,761	4,590
	$—	$ —	$—	$ —

The following table reconciles the effective income tax rates with the statutory rates for the three months ended September 30:

	For the three months ended September 30	
	2015	2014
U.S. federal statutory rate	42.0 %	42.0 %
Change in valuation allowance	(42.0)	(42.0)
Effective income tax rate	— %	— %

11

USA Zhimingde International Group Corporation

NOTES TO FINANCIAL STATEMENTS (UNAUDITED) (IN U.S. $)

For The Three AND NINE months ended SEPTEMBER 30, 2015 and 2014

5. INCOME TAXES (CONTINUED)

The following table reconciles the effective income tax rates with the statutory rates for the nine months ended September 30:

	For the nine months ended September 30			
	2015		2014	
U.S. federal statutory rate	42.0	%	42.0	%
Change in valuation allowance	(42.0	)	(42.0	)
Effective income tax rate	—	%	—	%

Deferred tax assets (liabilities) are comprised of the following:

	September 30, 2015		December 31, 2014	
Net operating loss carryforwards	$ 127,961		$ 111,200	
Valuation allowance	(127,961	)	(111,200	)
Net deferred tax assets	$ —		$ —	

At September 30, 2015, the Company had approximately $305,000 of Federal net operating losses that may be available to offset future taxable income. The Federal net operating loss carryover, if not utilized, will expire beginning in 2026. Through 2035, the amount and utilization of any future net operating loss carry-forwards may be subject to limitations set forth by the Internal Revenue Code. Based upon an analysis of the Company's stock ownership activity through December 31, 2012, a change of ownership was deemed to have occurred in 2012. This change of ownership created an annual limitation of substantially all of the Company's net operating losses which are available through 2031.

The Company assesses the likelihood that deferred tax assets will be realized. To the extent that realization is not likely, a valuation allowance is established. Based upon the Company's losses since inception, management believes that it is more likely than not that future benefit of the deferred tax asset will not be realized principally due to the continuing losses from operations and the change of ownership limitations and has therefore established a full valuation allowance.

The Company's U.S. tax returns are subject to examination by the tax authorities for tax years 2012, 2013 and 2014.

12

USA Zhimingde International Group Corporation

NOTES TO FINANCIAL STATEMENTS (UNAUDITED) (IN U.S. $)

For The Three AND NINE months ended SEPTEMBER 30, 2015 and 2014

6. GOING CONCERN

The Company has not generated any revenue, and has had no significant operations during the three and nine months ended September 30, 2015 and 2014. The Company does not have any assets as of September 30, 2015. As of September 30, 2015, the Company had a working capital deficiency and stockholders' deficiency of $95,584. The Company continues to incur losses from operations and has incurred a net loss of $11,039 and $39,907 during the three and nine months ended September 30, 2015, respectively. These conditions raise substantial doubt about the Company's ability to continue as a going concern.

The Company's current business plan is to seek an acquisition or merger with a private operating company. However, there can be no assurance that the Company will be able to successfully consummate an acquisition or merger with a private operating company or, that the Company will identify any debt or equity financing sources to finance a potential acquisition or merger. If unable to obtain financing, the Company may be unable to complete its business plan, and would, instead, delay all cash intensive activities. The Company will continue to be dependent on additional capital contributions from its major stockholder for cash flow, which may not be available. Without necessary cash flow, the Company may become dormant during the next twelve months, or until such time as necessary funds could be raised.

Accordingly, the accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, which contemplate continuation of the Company as a going concern and the realization of assets and satisfaction of liabilities in the normal course of business. The carrying amounts of assets and liabilities presented in the financial statements do not necessarily purport to represent realizable or settlement values. The financial statements do not include any adjustment that might result from the outcome of this uncertainty.

ITEM 2.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Results of Operations

We currently have no assets and no operations. During the three and nine months ended September 30, 2015, we realized no revenue and incurred $11,039 and $39,907, respectively, in operating expenses, resulting in losses from operations and net losses in those amounts. During the three and nine months ended September 30, 2014, we realized no revenue and incurred $4,500 and $13,500, respectively, in operating expenses, resulting in losses from operations and net losses in those amounts. The higher expenses in 2015 occurred primarily because, during 2015, we filed with the SEC our annual and quarterly reports for all periods from the second quarter of 2013 through the third quarter of 2014, and incurred the expenses related to those filings in addition to the expenses related to our 2015 filings. We now plan to stay current in our filing obligations.

Our major expenses consisted of fees to lawyers and auditors necessary to maintain our standing as a fully-reporting public company and other administrative expenses attendant to the trading of our common stock. We do not expect the level of our operating expenses to change in the future until we undertake to effect an acquisition.

Liquidity and Capital Resources

At September 30, 2015 we had a working capital deficit of $95,584, as we had no assets and had $95,584 in accrued expenses. Our accrued liabilities consist of amounts payable to our professional advisors for services, which increased by $25,434 during the nine months ended September 30, 2015. The remainder of our operating expenses during that nine month period were paid with funds contributed by USA Zhimingde International Group Inc., which is our majority shareholder, or by affiliates of that entity. We expect our working capital deficit to continue indefinitely, until we initiate or obtain an operating company capable of funding our overhead expenses.

Our operations used $14,473 in cash during the nine months ended September 30, 2015, as we increased our accrued expenses by $25,434 during that period and received the remainder of our cash requirements as a capital contribution from our majority shareholder. Our operations consumed $9,000 in cash during the nine months ended September 30, 2014, as we increased our accrued expenses by $4,500 and funded the remainder of our operating expenses with capital contributions. In the future, unless we achieve the financial and/or operational wherewithal to sustain our operations, it is likely that we will continue to rely on capital contributions to sustain our operations.

In December 2012, control of USA Zhimingde International Group Corporation was transferred to USA Zhimingde International Group, Inc., which is controlled by Zhongquan Zou, our Chief Executive Officer. During his tenure, Mr. Zou, who controls the majority shareholder, or other entities that he controls have financed our operations by making capital contributions to cover our expenses. We expect that Mr. Zou's controlled affiliates will continue to fund our operations until we have completed an acquisition of an operating company, and that we will continue to require additional capital contributions or financing to maintain our existence as a shell company for the next twelve months, if necessary. Our management is not required to fund our operations by any contract or other obligation.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition or results of operations.

ITEM 3

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable.

ITEM 4

CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures. Our Chief Executive Officer and Chief Financial Officer carried out an evaluation of the effectiveness of the Company's disclosure controls and procedures (as defined in Rule13a-15(e) promulgated by the Securities and Exchange Commission) as of September 30, 2015. The evaluation revealed that there are material weaknesses in our disclosure controls, specifically:

- There are no management controls, as a single person functions as sole officer and sole member of the Board of Directors.
- Having only one individual responsible for accounting functions prevents us from segregating duties within our internal control system.

Based on his evaluation, our Chief Executive Officer and Chief Financial Officer concluded that the Company's system of disclosure controls and procedures was not effective as of September 30, 2015.

Changes in Internal Controls. There were no changes in internal control over financial reporting (as defined in Rule 13a-15(f) promulgated under the Securities Exchange Act of 1934) identified in connection with the evaluation described in the preceding paragraph that occurred during the Company's third fiscal quarter that has materially affected or is reasonably likely to materially affect the Company's internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1.	*Legal Proceedings*
	None.
Item 1A	*Risk Factors*
	Not applicable.
Item 2.	*Unregistered Sale of Securities and Use of Proceeds*
	(a) Unregistered sales of equity securities
	None.
	(c) Purchases of equity securities

The Company did not repurchase any of its equity securities that were registered under Section 12 of the Securities Exchange Act during the 3rd quarter of fiscal 2015.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures

None.

Item 5. Other Information.

None.

Item 6. Exhibits

31	Rule 13a-14(a) Certification
32	Rule 13a-14(b) Certification
101.INS	XBRL Instance
101.SCH	XBRL Schema
101.CAL	XBRL Calculation
101.DEF	XBRL Definition
101.LAB	XBRL Label
101.PRE	XBRL Presentation

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.

USA ZHIMINGDE INTERNATIONAL
GROUP CORPORATION

Date: November 16, 2015 By: /s/ Zhongquan Zou
Zhongquan Zou, Chief Executive Officer
and Chief Financial Officer