USA Zhimingde International Group Corp
Form 10-Q
November 13, 2018

United States

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 June 30, 2018

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 every Interactive Data File required to be submitted 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 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, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check One)

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

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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, 2018 Common Voting Stock: 1,853,207

USA ZHIMINGDE INTERNATIONAL GROUP CORPORATION

QUARTERLY report on Form 10-Q

for the fiscal QUARTER ended JUNE 30, 2018

Table of Contents

		Page No
Part I	Financial Information	
Item 1.	Financial Statements (unaudited):	
	Balance Sheets – June 30, 2018 and December 31, 2017	2
	Statements of Operations - for the Three and Six Month Periods Ended June 30, 2018 and 2017	3
	Statements of Changes in Stockholders' (Deficit) Equity – for the Six Months Ended June 30, 2018	4
	Statements of Cash Flows - for the Six Months Ended June 30, 2018 and 2017	5
	Notes to Financial Statements	6
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	13
Item 3.	Quantitative and Qualitative Disclosures about Market Risk	14
Item 4.	Controls and Procedures	14
Part II	Other Information	
Item 1.	Legal Proceedings	14
Items 1A.	Risk Factors	14
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	15
Item 3.	Defaults upon Senior Securities	15
Item 4.	Mine Safety Disclosures	15
Item 5.	Other Information	15
Item 6.	Exhibits	15

USA Zhimingde International Group Corporation

BALANCE SHEETS (IN U.S. $)

ASSETS	**June 30, 2018 (Unaudited)**	December 31, 2017
Current assets:		
Cash	$ —	$ —
Total current assets	—	—
TOTAL ASSETS	$ —	$ —
LIABILITIES AND STOCKHOLDERS' (DEFICIT)		
Current liabilities:		
Accrued expenses	$ 163,620	$ 155,924
Total current liabilities	163,620	155,924
Stockholders' (deficit):		
Preferred stock, $0.001 par value per share, 50,000,000 shares authorized, none issued and outstanding at June 30, 2018 and December 31, 2017	—	—
Common stock, $0.001 par value per share, 100,000,000 shares authorized, 1,853,207 shares issued and outstanding at June 30, 2018 and December 31, 2017	1,853	1,853
Additional paid-in capital	732,753	717,286
Deficit	(898,226)	(875,063)
Total stockholders' (deficit)	(163,620)	(155,924)
TOTAL LIABILITIES AND STOCKHOLDERS' (DEFICIT)	$ —	$ —

See accompanying notes to financial statements.

2

USA Zhimingde International Group Corporation

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

FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2018 AND 2017

	Three Months Ended June 30, 2018	2017	**Six Months Ended June 30,** 2018	2017
Operating expenses:	**(Unaudited)**	(Unaudited)	**(Unaudited)**	(Unaudited)
Professional fees	$(13,015)	$(12,065)	$(23,163)	$(23,138)
Total operating expenses	(13,015)	(12,065)	(23,163)	(23,138)
Net (loss)	$(13,015)	$(12,065)	$(23,163)	$(23,138)
(Loss) per common share, basic and diluted (Note 2)	$(0.01)	$(0.01)	$(0.01)	$(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 six MONTHS ENDED JUNE 30, 2018

	Preferred Stock	Common Stock	Additional Paid-in Capital	Deficit	**Total**
Balance, December 31, 2017	$—	$1,853	$717,286	$(875,063)	$(155,924)
Capital contribution	—	—	15,467	—	15,467
Net loss	—	—	—	(23,163)	(23,163)
Balance, June 30, 2018- unaudited	$—	$1,853	$732,753	$(898,226)	$(163,620)

See accompanying notes to financial statements.

4

USA Zhimingde International Group Corporation

STATEMENTS OF CASH FLOWS

FOR THE SIX MONTHS ENDED JUNE 30, 2018 and 2017 (UNAUDITED) (IN U.S. $)

	2018 **(Unaudited)**	2017 (Unaudited)
Cash flows from operating activities:		
Net (loss)	$(23,163)	$(23,138)
Adjustment to reconcile net loss to net cash (used in) operating activities:		
Increase in accrued expenses	7,696	7,646
Accrued expenses paid by shareholder	15,467	15,492
Net cash (used in) operating activities	—	—
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	$—	$—
Noncash financing activities:		
Additional capital contribution for payment of accrued expenses directly by shareholder	$15,467	$15,492

See accompanying notes to financial statements.

USA Zhimingde International Group Corporation

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

For The Three AND SIX months ended june 30, 2018 and 2017

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.

2. ACCOUNTING POLICIES
Basis of Accounting and Presentation

The accompanying financial statements have been prepared on the accrual basis of accounting.

The unaudited interim financial statements of the Company as of June 30, 2018 and for the three and six months ended June 30, 2018 and 2017, 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. In the opinion of management, such information contains all adjustments, consisting only of normal recurring adjustments, necessary for a fair presentation of the results for the periods presented. 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 filed with the SEC. The results of operations for the three and six months ended June 30, 2018 are not necessarily indicative of the results to be expected for future quarters or for the year ending December 31, 2018.

USA Zhimingde International Group Corporation

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

For The Three AND SIX months ended june 30, 2018 and 2017

2. ACCOUNTING POLICIES (CONTINUED)
Basis of Accounting and Presentation (Continued)

All financial statements and notes to the financial statements are presented in United States dollars ("US Dollar" or "US$" or "$").

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 June 30, 2018 and December 31, 2017, the Company does not have any cash equivalents.

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 of, interest and penalties in financial statements and related disclosures. 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 June 30, 2018.

Management has evaluated and concluded that there were no material uncertain tax positions requiring recognition in the Company's financial statements as of June 30, 2018. The Company does not expect any significant changes in unrecognized tax benefits within twelve months of the reporting date.

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 liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the period. Actual results could differ from these estimates.

USA Zhimingde International Group Corporation

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

For The Three AND SIX months ended june 30, 2018 and 2017

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. The three levels of inputs that may be used to measure fair value are as follows:

Level 1 - quoted prices in active markets for identical assets or liabilities
Level 2 - inputs other than quoted prices in level 1 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 carrying amounts of the Company’s liabilities approximate fair value due to the short-term nature of these instruments.

Net Earnings (Loss) Per Share

Basic earnings (loss) per common share is computed by dividing net income (loss) by the weighted average number of common shares outstanding during the period. Diluted earnings per common share is computed by dividing net earnings by the weighted average number of common shares outstanding, plus common stock equivalents, if dilutive, resulting from convertible preferred stock, stock options and warrants. As of June 30, 2018 and December 31, 2017, there were no common stock equivalents outstanding.

USA Zhimingde International Group Corporation

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

For The Three AND SIX months ended june 30, 2018 and 2017

3. RECENTLY ISSUED ACCOUNTING STANDARDS

In February 2017, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2017-05, Other Income-Gains and Losses from the Derecognition of Nonfinancial Assets (Subtopic 610-20): Clarifying the Scope of Asset Derecognition Guidance and Accounting for Partial Sales of Nonfinancial Assets. This ASU requires all entities to derecognize a business or nonprofit activity in accordance with Topic 810, and also requires all entities derecognize an equity method investment in accordance with Topic 860. The amendments in this ASU eliminate the scope exceptions, and simplifies GAAP. This ASU is effective for fiscal years beginning after December 15, 2017, including interim reporting periods within that reporting period. Public entities may apply the guidance earlier but only as of annual reporting periods beginning after December 15, 2016, including interim reporting periods within that reporting period. The Company is evaluating the impact of adopting this new accounting guidance on its consolidated financial statements.

In August 2016, the FASB issued ASU 2016-15, Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments. This ASU addresses the classification of certain specific cash flow issues including debt prepayment or extinguishment costs, settlement of certain debt instruments, contingent consideration payments made after a business combination, proceeds from the settlement of certain insurance claims and distributions received from equity method investees. This ASU is effective for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years, with early adoption permitted. An entity that elects early adoption must adopt all of the amendments in the same period. The Company believes the standard will have no effect on its statement of cash flows.

In April 2016, the FASB issued ASU No. 2016-10, Revenue with Contracts with Customers: Identifying Performance Obligations and Licensing, which is an amendment to ASU No. 2014-09 that clarifies the aspects of identifying performance obligations and the licensing implementing guidance, while retaining the related principles within those areas. The implementation guidelines follow ASU No. 2014-09. This accounting standard update is not expected to have a material impact on the Company’s financial statements.

In February 2016, the FASB issued ASU No. 2016-02, Leases. The new standard establishes a right-of-use (“ROU”) model that requires a lessee to record a ROU asset and a lease liability on the balance sheet for all leases with terms longer than 12 months. Leases will be classified as either finance or operating, with classification affecting the pattern of expense recognition in the income statement. The new standard is effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. A modified retrospective transition approach is required for lessees for capital and operating leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements, with certain practical expedients available. This accounting standard update is not expected to have a material impact on the Company’s financial statements.

USA Zhimingde International Group Corporation

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

For The Three AND SIX months ended june 30, 2018 and 2017

4. RELATED PARTY TRANSACTIONS

During the six months ended June 30, 2018 and 2017, the Company received an additional capital contribution to support its operations from its major stockholder or their affiliates of $15,467 and $15,492, respectively.

5. INCOME TAXES

The provision (benefit) for income taxes consisted of the following for the three and six months ended June 30:

	For the three months ended June 30,		**For the six months ended June 30,**	
	2018 (Unaudited)	2017 (Unaudited)	2018 (Unaudited)	2017 (Unaudited)
Current	$—	$—	$—	$—
Deferred	(4,864)	(5,278)	(6,995)	(16,494)
Valuation allowance	4,864	5,278	6,995	16,494
	$—	$—	$—	$—

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

	For the three months ended June 30,		**For the six months ended June 30,**	
	2018 (Unaudited)	2017 (Unaudited)	2018 (Unaudited)	2017 (Unaudited)
U.S. federal statutory rate	21.0 %	34.0 %	21.0 %	34.0 %
State and local taxes-net of federal benefit	11.7	8.00	11.7	8.00
Valuation allowance	(32.7)	(42.00)	(32.7)	(42.00)
Effective income tax rate	— %	— %	— %	— %

USA Zhimingde International Group Corporation

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

For The Three AND SIX months ended june 30, 2018 and 2017

5. INCOME TAXES (CONTINUED)

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

	June 30, 2018 (Unaudited)	December 31, 2017
Net operating loss carryforwards	$90,500	$85,600
Valuation allowance	(90,500)	(85,600)
Net deferred tax assets	$—	$—

At June 30, 2018, the Company had approximately $431,000 of Federal net operating losses that may be available to offset future taxable income. The Federal net operating loss carryovers, if not utilized, will expire beginning in 2028. The amount and availability 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 2032.

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 benefits of deferred tax assets will not be realized principally due to the change of ownership limitations and no current operations and has therefore established a full valuation allowance. The valuation allowance increased by $4,864 and $5,278 for the three months ended June 30, 2018 and 2017, respectively, and $6,995 and $16,494 for the six months ended June 30, 2018 and 2017, respectively.

No provision for income taxes in the United States has been made as the Company had no U.S. taxable income for the three and six months ended June 30, 2018 and 2017. The tax year ended December 31, 2014, 2015 and 2016 remain open to examination by the IRS.

USA Zhimingde International Group Corporation

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

For The Three AND SIX months ended june 30, 2018 and 2017

6. Going concern

The Company has not generated any revenue, and has had no significant operations during the six months ended June 30, 2018 and 2017. The Company does not have any assets as of June 30, 2017. As of June 30, 2018, the Company had a working capital deficiency and stockholders' deficiency of $163,620. The Company continues to incur losses from operations and has incurred a net loss of $13,015 and $12,065 during the three months ended June 30, 2018 and 2017, respectively, and $23,163 and 23,138 during the six months ended June 30, 2018 and 2017. 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 is 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 in the future. 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.

7. SUBSEQUENT EVENTS

The Company's management has performed subsequent events procedures through November 9, 2018, which is the date the financial statements were available to be issued. There were no subsequent events requiring adjustment to the financial statements or disclosures as stated herein.

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 six months ended June 30, 2018, we realized no revenue and incurred $13,015 and $23,163, respectively, in operating expenses, resulting in losses from operations and net losses in those amounts. During the three and six months ended June 30, 2017, we realized no revenue and incurred $12,065 and $23,138, respectively, in operating expenses, resulting in losses from operations and net losses in those amounts. The relative stability of our expenses from period to period reflects the absence of business operations in the Company, with most of our expenses consisting of professional fees relating to maintaining the Company as an SEC reporting company, as well as expenses related to maintaining the Company's corporate existence.

Our major expenses consist 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 June 30, 2018 we had a working capital deficit of $163,620, as we had no assets and had $163,620 in accrued expenses. Our accrued liabilities consist of amounts payable to our professional advisors for services, which increased by $7,696 during the six months ended June 30, 2018. The remainder of our operating expenses during that six 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.

During the six months ended June 30, 2018, we incurred $15,467 in expenses that were funded by a capital contribution from our majority shareholder. Likewise, during the six months ended June 30, 2017, we incurred $15,492 in expenses that were funded by a capital contribution from our majority shareholder. 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 loans and 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. The majority shareholder, or other entities that Mr. Zou 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 June 30, 2018. 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.
Most of our accounting functions are outsourced, which limits our ability to assure that our accounting policies are applied consistently.

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 June 30, 2018.

Changes in Internal Controls. There was no change in internal controls 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 second 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 2nd quarter of fiscal 2018.

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 13, 2018 By: /s/ Zhongquan Zou
Zhongquan Zou, Chief Executive Officer
and Chief Financial Officer

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