

USA Zhimingde International Group Corp  
Form 10-Q  
May 13, 2013

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**Form 10-Q**

(Mark one)

Quarterly  
Report  
Under  
Section 13  
S or 15(d)  
of the  
Securities  
Exchange  
Act of  
1934

**For the  
quarterly  
period  
ended March  
31, 2013**

Transition Report  
Under Section 13  
or 15(d) of the  
£ Securities  
Exchange Act of  
1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 0-52072

**USA Zhimingde International Group Corporation**

*(Exact name of registrant as specified in its charter)*

**Nevada**

*(State or other jurisdiction of incorporation or organization)*

**62-1299374**

*(IRS Employer Identification No.)*

**225 Broadway, Suite 910, New York, NY 10007**

*(Address of principal executive offices)*

**(212) 608-8858**

*(Registrant's Telephone Number)*

Check whether the issuer (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. 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 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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>

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

As of May 10, 2013, there are 1,853,207 shares of common stock outstanding.



**USA Zhimingde International Group Corporation**

Form 10-Q for the Quarter ended March 31, 2013

Table of Contents

	Page
<b><u>Part I - Financial Information</u></b>	
<u>Item 1 - Financial Statements</u>	3
<u>Item 2 - Management's Discussion and Analysis or Plan of Operation</u>	8
<u>Item 3 - Quantitative and Qualitative Disclosures About Market Risk</u>	11
<u>Item 4 - Controls and Procedures</u>	12
<b><u>Part II - Other Information</u></b>	
<u>Item 1 - Legal Proceedings</u>	13
<u>Item 2 - Recent Sales of Unregistered Securities and Use of Proceeds</u>	13
<u>Item 3 - Defaults Upon Senior Securities</u>	13
<u>Item 4 - Mine Safety Disclosures</u>	13
<u>Item 5 - Other Information</u>	13
<u>Item 6 - Exhibits</u>	13
<b><u>Signatures</u></b>	14

**Part I****Item 1 - Financial Statements****USA Zhimingde International Group Corporation****Condensed Balance Sheets**

	<i>(Unaudited)</i>	
	<i>March 31,</i>	<i>December</i>
	2013	31, 2012
<b>ASSETS</b>		
Current Assets		
Cash	\$—	\$—
Total Assets	\$—	\$—
<b>LIABILITIES AND STOCKHOLDERS' DEFICIENCY</b>		
Liabilities		
Current Liabilities		
Accrued expenses	\$18,000	\$13,000
Total Liabilities	18,000	13,000
Commitments and Contingencies		
Stockholders' Deficiency		
Preferred stock - \$0.001 par value. 50,000,000 shares authorized None issued and outstanding	—	—
Common stock - \$0.001 par value. 100,000,000 shares authorized. 1,853,207 shares issued and outstanding	1,853	1,853
Additional paid-in capital	632,846	582,233
Accumulated deficiency	(652,699 )	(597,086 )
Total Stockholders' Deficiency	(18,000 )	(13,000 )
Total Liabilities and Stockholders' Deficiency	\$—	\$—

The accompanying notes are an integral part of these condensed financial statements.



**USA Zhimingde International Group Corporation**

**Condensed Statements of Operations**

For the three months ended March 31, 2013 and 2012

**(Unaudited)**

	Three months ended March 31, 2013	Three months ended March 31, 2012
Revenues	\$—	\$—
Operating Expenses		
Professional fees	54,000	6,880
General and administrative expenses	1,613	889
Total Operating Expenses	55,613	7,769
Loss from operations	(55,613	) (7,769
Net Loss	\$(55,613	) \$(7,769
Basic and diluted net loss per share	\$(0.03	) \$(0.00
Weighted-average number of shares outstanding - basic and diluted	1,853,207	1,853,207

The accompanying notes are an integral part of these condensed financial statements.

**USA Zhimingde International Group Corporation****Condensed Statements of Cash Flows**

For the three months ended March 31, 2013 and 2012

**(Unaudited)**

	Three months ended March 31, 2013	Three months ended March 31, 2012
Cash Flows from Operating Activities		
Net loss	\$(55,613	) \$(7,769
Adjustments to reconcile net loss to net cash used in operating activities		
Accounts payable - trade	—	(1,500
Accrued expenses	5,000	—
Net cash used in operating activities	(50,613	) (9,269
Net Cash Flows from Investing Activities	—	—
Cash Flows from Financing Activities		
Capital contributed to support operations	50,613	9,269
Net cash provided by financing activities	50,613	9,269
Net Change in Cash	—	—
Cash - beginning	—	—
Cash - ending	\$—	\$—

The accompanying notes are an integral part of these condensed financial statements.



## USA ZHIMINGDE INTERNATIONAL GROUP CORPORATION

### Notes to Condensed Financial Statements

March 31, 2013 (unaudited)

#### Note A - Organization and Description of Business

USA Zhimingde International Group Corporation (formerly Marketing Acquisition Corporation) (the “Company”) was originally incorporated on July 26, 1990 in accordance with the Laws of the State of Florida as Marketing Educational Corporation. The Company changed its corporate name to Marketing Acquisition Corporation on February 28, 2006. On June 13, 2006, the Company changed its state of incorporation from Florida to Nevada by means of a merger with and into a Nevada corporation formed on June 8, 2006 solely for the purpose of effecting the reincorporation.

On December 7, 2012, USA Zhimingde International Group Inc., a New Jersey corporation (“Zhimingde Inc.”) purchased 1,687,502 shares of common stock, par value \$0.001 per share, of the Company from Halter Financial Investments, L.P. (“HFI”), Glenn A. Little (“Little”) and The Halter Group, Inc. pursuant to Securities Purchase Agreement (“SPA” and the transaction contemplated there in as “Purchase”). The 1,687,502 shares represent approximately 91% of all of the issued and outstanding common stock of the Company. Following the Purchase, Zhimingde owned approximately 91% of the voting securities of the Company. The Purchase has resulted in a change in control of the Company. As a result, the Company changed its name to USA Zhimingde International Group Corporation effective on February 4, 2013.

The Company is currently a shell company with no operations, sources of revenue, significant assets or liabilities. See Note B.

The accompanying unaudited condensed financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) for interim financial information. Accordingly, they do not include all of the information and disclosures required by GAAP for annual financial statements. In the opinion of management, such statements include all adjustments (consisting only of normal recurring items) which are considered necessary for a fair presentation of the condensed financial statements of the Company as of March 31, 2013 and for the three months ended March 31, 2013 and 2012. The results of operations for the three months ended March 31, 2013 are not necessarily indicative of the operating results for the full year ending December 31, 2013. These condensed financial statements should be read in conjunction with the financial statements and related disclosures of the Company as of December 31, 2012 and for the year then ended, which were filed with the Securities and Exchange Commission on Form 10-K on March 29, 2013.

**Note B - Going Concern and Management Plans**

The Company has not generated any revenue, nor does it have any significant operations. As of March 31, 2013, the Company does not have any cash or cash equivalents and has a working capital deficiency and stockholders' deficiency of \$18,000. The Company has incurred net losses of approximately \$56,000 during the three months ended March 31, 2013. 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 obtain debt or equity financing, consummate an acquisition or merger with a private operating company or, that the Company will identify any debt or equity financing sources to support its operations or a potential acquisition or merger. If we are unable to obtain financing, the Company may be unable to complete its business plan, and would, instead, delay all cash intensive activities. 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 condensed 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 condensed financial statements do not include any adjustment that might result from the outcome of this uncertainty.

#### **Note C - Summary of Significant Accounting Policies**

##### *Use of Estimates*

The preparation of condensed 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 condensed financial statements and the reported amounts of revenue and expenses during the period. Actual results could differ from these estimates.

##### *Net Loss per Share*

Basic earnings (loss) per common share are computed by dividing net 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 the issuance of common shares, if dilutive, resulting from the exercise of outstanding preferred stock, stock options and warrants. As of March 31, 2013, there were no common stock equivalents outstanding.

##### *Subsequent events*

Management has evaluated subsequent events or transactions occurring through the date on which the financial statements were issued.

7

**Note D - Related Party Transactions**

During the three months ended March 31, 2012, the Company received additional capital to support its operations from its former stockholders or their affiliates aggregating \$9,269.

During the three months ended March 31, 2013, the Company received additional capital to support its operations from affiliates of its stockholders aggregating \$50,613.

**Note E - Commitments and Contingencies**

In the normal course of business, the Company may be involved in legal proceedings, claims and assessments arising in the ordinary course of business. Such matters are subject to many uncertainties, and outcomes are not predictable with assurance. There are no such matters as of March 31, 2013.

## **Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

### **Caution Regarding Forward-Looking Information**

Certain statements contained in this annual filing, including, without limitation, statements containing the words "believes", "anticipates", "expects" and words of similar import, constitute forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Company, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements.

Such factors include, among others, the following: international, national and local general economic and market conditions; demographic changes; the ability of the Company to sustain, manage or forecast its growth; the ability of the Company to successfully make and integrate acquisitions; existing government regulations and changes in, or the failure to comply with, government regulations; adverse publicity; competition; fluctuations and difficulty in forecasting operating results; changes in business strategy or development plans; business disruptions; the ability to attract and retain qualified personnel; and other factors referenced in this and previous filings.

Given these uncertainties, readers of this Form 10-Q and investors are cautioned not to place undue reliance on such forward-looking statements. The Company disclaims any obligation to update any such factors or to publicly announce the result of any revisions to any of the forward-looking statements contained herein to reflect future events or developments.

### **General**

USA Zhimingde International Group Corporation (formerly, Marketing Acquisition Corporation, the "Company") was originally incorporated on July 26, 1990 in accordance with the laws of the State of Florida as Marketing Educational Corp. As used in this report, the terms "company", "we", "us", and "our" refer to USA Zhimingde International Group Corporation.

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”). We are defined as a shell company because we have no operations and no or nominal assets.

On December 7, 2012, USA Zhimingde International Group Inc., a New Jersey corporation (“Zhimingde Inc.”) purchased 1,687,502 shares of common stock, par value \$0.001 per share, of the Company from Halter Financial Investments, L.P., Glenn A. Little and The Halter Group, Inc. pursuant to Securities Purchase Agreement (“SPA” and the transaction contemplated therein as “Purchase”). The 1,687,502 shares represent approximately 91% of all of the issued and outstanding common stock of the Company. Following the Purchase, Zhimingde owned approximately 91% of the voting securities of the Company. The Purchase has resulted in a change in control of the Company. As a result, the Company changed its name to USA Zhimingde International Group Corporation effective on February 4, 2013.

## **Results of Operations**

The Company had no revenue for either of the three month periods ended March 31, 2013 or 2012, respectively.

Operating expenses for each of the three month periods ended March 31, 2013 or 2012, respectively, were \$55,613 and \$7,769. These expenses were primarily related to the maintenance of the corporate entity and the preparation and filing of periodic reports pursuant to the Exchange Act.

During the three months ended March 31, 2012, the Company received additional capital to support its operations from its former stockholders or their affiliates aggregating \$9,269.

During the three months ended March 31, 2013, the Company received additional capital to support its operations from affiliates of its stockholders aggregating \$50,613.

Earnings per share for the respective three month periods ended March 31, 2013 and 2012 were \$(0.03) and \$(0.00) based on the weighted-average shares outstanding at the end of each respective period.

It is anticipated that future expenditure levels will remain in line relatively consistent until such time that the Company completes a business combination transaction. Upon completion of a business combination transaction, it is

anticipated that the Company's expenses will increase significantly.

The Company does not expect to generate any meaningful revenue or incur operating expenses for purposes other than fulfilling the obligations of a reporting company under the Exchange Act unless and until such time that the Company begins meaningful operations.



## **Plan of Business**

### **General**

The Company's current purpose is to seek, investigate and, if such investigation warrants, merge or acquire an interest in business opportunities which desire to seek the perceived advantages of an Exchange Act registered corporation.

Pending negotiation and consummation of a combination, the Company anticipates that it will have, aside from carrying on its search for a combination partner, no business activities, and, thus, will have no source of revenue. Should the Company incur any significant liabilities prior to a combination with a private company, it may not be able to satisfy such liabilities as are incurred.

If the Company's management pursues one or more combination opportunities beyond the preliminary negotiations stage and those negotiations are subsequently terminated, it is foreseeable that such efforts will exhaust the Company's ability to continue to seek such combination opportunities before any successful combination can be consummated. In that event, the Company's common stock will become worthless and holders of the Company's common stock will receive a nominal distribution, if any, upon the Company's liquidation and dissolution.

### **Management**

The Company is a shell company, and currently has no full-time employees. Zhongquan Zou is the Company's sole officer, director, and beneficial owner of Zhimingde Inc, the controlling stockholder. All references herein to management of the Company are to Mr. Zou. Mr. Zou, as President of the Company, has agreed to allocate a limited portion of his time to the activities of the Company without compensation.

The amount of time spent by Mr. Zou on the activities of the Company is not predictable. Such time may vary widely from an extensive amount when reviewing a target company to an essentially quiet time when activities of management focus elsewhere, or some amount in between. It is impossible to predict with any precision the exact amount of time Mr. Zou will actually be required to spend to locate a suitable target company. Mr. Zou estimates that the business plan of the Company can be implemented by devoting less than 4 hours per month but such figure cannot be stated with precision.

**Liquidity and Capital Resources**

The Company has not generated any revenue, nor does it have any significant operations as of March 31, 2013, the Company does not have any cash or cash equivalents and has a working capital deficiency and stockholders' deficiency of \$18,000. The Company has incurred net losses of approximately \$56,000 during the three months ended March 31, 2013. 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 obtain debt or equity financing, consummate an acquisition or merger with a private operating company or, that the Company will identify any debt or equity financing sources to support its operations or a potential acquisition or merger. If we are unable to obtain financing, the Company may be unable to complete its business plan, and would, instead, delay all cash intensive activities. 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 condensed 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 condensed financial statements do not include any adjustment that might result from the outcome of this uncertainty.

### **Critical Accounting Policies**

Our financial statements and related public financial information are based on the application of accounting principles generally accepted in the United States ("GAAP"). GAAP requires the use of estimates; assumptions, judgments and subjective interpretations of accounting principles that have an impact on the assets, liabilities, revenue and expense amounts reported. These estimates can also affect supplemental information contained in our external disclosures including information regarding contingencies, risk and financial condition. We believe our use of estimates and underlying accounting assumptions adhere to GAAP and are consistently and conservatively applied. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. Actual results may differ materially from these estimates under different assumptions or conditions. We continue to monitor significant estimates made during the preparation of our financial statements.

Our significant accounting policies are summarized in Note B of our condensed financial statements. While all these significant accounting policies impact our financial condition and results of operations, we view certain of these policies as critical. Policies determined to be critical are those policies that have the most significant impact on our financial statements and require management to use a greater degree of judgment and estimates. Actual results may differ from those estimates. Our management believes that given current facts and circumstances, it is unlikely that applying any other reasonable judgments or estimate methodologies would cause effect on our condensed consolidated results of operations, financial position or liquidity for the periods presented in this report.

### **Item 3 - Quantitative and Qualitative Disclosures About Market Risk**

In future periods, the Company may become subject to certain market risks, including changes in interest rates and currency exchange rates. At the present time, the Company has no identified exposure and does not undertake any specific actions to limit exposures, if any.

## **Item 4 - Controls and Procedures**

### **Evaluation of Disclosure Controls and Procedures**

Our management, under the supervision and with the participation of our Chief Executive and Financial Officer (“Certifying Officer”), has evaluated the effectiveness of our disclosure controls and procedures as defined in Rules 13a-15 promulgated under the Exchange Act as of the end of the period covered by this Annual Report. Disclosure controls and procedures are controls and procedures designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Commission’s rules and forms and include controls and procedures designed to ensure that information we are required to disclose in such reports is accumulated and communicated to management, including our Certifying Officer, as appropriate, to allow timely decisions regarding required disclosure. Based upon that evaluation, our Certifying Officer concluded that as of such date, our disclosure controls and procedures were not effective to ensure that the information required to be disclosed by us in our reports is recorded, processed, summarized and reported within the time periods specified by the SEC due to material weaknesses in our internal controls including (1) there are no entity level controls because there is only one person serving in the dual capacity of sole officer and sole director, (2) there are no segregation of duties as that same person approves and directs the payment of the Company’s bills, and (3) there is no independent audit committee. However, our Certifying Officer believes that the financial statements included in this report fairly present, in all material respects, our financial condition, results of operations and cash flows for the respective periods presented.

### **Changes in Internal Controls**

There was no change in our internal control over financial reporting that occurred during the quarter ended March 31, 2013 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting which internal controls will remain deficient until such time as the Company completes a merger transaction or acquisition of an operating business at which time management will be able to implement effective controls and procedures.

**Part II - Other Information**

**Item 1 - Legal Proceedings**

None

**Item 2 - Recent Sales of Unregistered Securities and Use of Proceeds**

None

**Item 3 - Defaults upon Senior Securities**

None

**Item 4 - Mine Safety Disclosures**

N/A

**Item 5 - Other Information**

None

**Item 6 - Exhibits**

31.1 Certification pursuant to Section 302 of Sarbanes-Oxley Act of 2002 \*

32.1 Certification pursuant to Section 906 of Sarbanes-Oxley Act of 2002 \*

101.INS \*\* XBRL Instance Document

101.SCH \*\* XBRL Taxonomy Extension Schema Document

101.CAL \*\* XBRL Taxonomy Extension Calculation Linkbase Document

101.DEF \*\* XBRL Taxonomy Extension Definition Linkbase Document

101.LAB \*\* XBRL Taxonomy Extension Label Linkbase Document

101.PRE \*\* XBRL Taxonomy Extension Presentation Linkbase Document

\* filed herein.

\*\* XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

**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.

Dated: May 10, 2013 **USA Zhimingde International Group Corporation**

On the date of this Schedule 13D (Amendment No. 4), the Filing Persons are the beneficial owners of, in the aggregate, 9,178,757 Common Shares, representing 19.5% of the Issuer's outstanding Common Shares. The Filing Persons' percentage beneficial ownership has been computed as a percentage of 47,081,376 Common Shares outstanding on December 10, 2013, computed as the sum of (i) 45,581,376 shares outstanding on November 13, 2013, as reported by the Issuer in its Management's Discussion and Analysis dated November 13, 2013 constituting Exhibit 99.2 to the Issuer's Report on Form 6-K furnished to the Securities and Exchange Commission by the Issuer on November 15, 2013, plus (ii) 1,500,000 common shares issued in the Issuer's private placement. The number of Common Shares and the percentage of the Issuer's Common Shares beneficially owned by each Filing Person are as follows:

Name	Shares Directly Owned	Percentage Directly Owned	Shares Owned Beneficially	Percentage Owned Beneficially
PABTL	8,301,232	17.6	% 8,301,232	17.6 %
FCMI	555,000	1.2	% 8,856,232	1 18.8 % <sup>1</sup>
Buckingham	250,000	0.5	% 250,000	2 0.5 % <sup>2</sup>
Nancy Friedberg	50,825	0.1	% 300,825	3 0.6 % <sup>3</sup>
Albert Friedberg	21,700	0.05	% 9,149,632	4 19.4 % <sup>4</sup>

<sup>1</sup>Includes 8,301,232 shares owned directly by PABTL.

Voting and dispositive power over the Common Shares held by Buckingham is exercisable by any of its <sup>2</sup>trustees, acting individually. In practice, such authority is exercised solely by Mr. Friedberg and by Ms. Friedberg.

<sup>3</sup>Includes 21,700 shares held in a retirement account for the benefit of Ms. Friedberg, 29,125 shares owned directly by Ms. Friedberg, and 250,000 shares owned directly by Buckingham (see note 2).

Includes 8,301,232 shares owned directly by PABTL, 555,000 shares owned directly by FCMI, 43,400 shares held in a retirement account (21,700 shares for the benefit of each of Mr. Friedberg and Ms.

<sup>4</sup>Friedberg), and 250,000 shares owned directly by Buckingham (see note 2). Excludes 29,125 shares owned directly by Ms. Friedberg, the wife of Mr. Friedberg, with respect to which Mr. Friedberg disclaims beneficial ownership.

All shares reported as beneficially owned by FCMI, PABTL, Nancy Friedberg, Albert D. Friedberg and Buckingham are presently outstanding. Mr. Friedberg, directly and through his control over FCMI shares held by members of his family and trusts for the benefit of members of his family, may be considered the



sole beneficial owner of all of the Common Stock beneficially owned by FCMI. By virtue of his control of FCMI, Mr. Friedberg also may be deemed to possess voting and dispositive power over the shares owned directly by its wholly-owned subsidiary, PABTL. As trustees of Buckingham, each of Mr. Friedberg and Ms. Friedberg possesses voting and dispositive power over the Common Shares owned by Buckingham and may be deemed to share beneficial ownership of such Common Shares. Except for such beneficial ownership by Albert D. Friedberg and by Ms. Friedberg, none of the directors or officers of FCMI or PABTL, and none of the trustees of Buckingham, beneficially own any Common Shares.

Except for PABTL's purchase of 300,000 Common Shares, as reported above, none of the Filing Persons, and none of their respective directors, officers or trustees has effected any transactions in the Issuer's Common Shares in the 60 days preceding the filing of this Schedule 13D (Amendment No. 4).

Item 6. **Contracts, Arrangements, Understandings or Relationships with respect to Securities of the Issuer**

PABTL acquired the 300,000 Common Shares reported in this Schedule 13D (Amendment No. 4) pursuant to a Share Purchase Agreement dated December 10, 2013 (the “ZLC SPA”) between ZLC Foundation, a Canadian registered charity (“Seller”) and PABTL, as Buyer. PABTL has been informed that Seller acquired such Common Shares as a charitable donee of a purchaser in the Company’s private placement referred to above. In addition to the purchase price and other terms of the transaction, the ZLC SPA contains certain representations and warranties by the parties customarily included in agreements of this type, including representations and warranties by PABTL as to its non-U.S. status made to support the Seller’s offer and sale of the Common Shares to PABTL without registration under the U.S. Securities Act of 1933, as amended (the “1933 Act”) in an “offshore transaction” pursuant to Regulation S under the 1933 Act. PABTL also made representations as to its status as an “accredited investor” as that term is defined in both applicable Canadian securities legislation and Rule 501 under the 1933 Act. PABTL agreed that certificates evidencing the Common Shares would bear a restrictive legend reflecting the limits on disposition of the Common Shares under Canadian law and the 1933 Act, including a prohibition on trading the Common Shares for a period of four months from the date of its acquisition of the Common Shares and an acknowledgment that delivery of a certificate with such restrictive legends would not constitute “good delivery” in settlement of trades in the Common Shares.

The foregoing description of the ZLC SPA is qualified in its entirety by reference to the full text of said agreement, which is filed as an exhibit to this Schedule 13D (Amendment No. 4).

Item 7. **Materials to be Filed as Exhibits**

The following document is filed as an exhibit to this Schedule 13D:

Exhibit Agreement

99.4 Share Purchase Agreement dated December 10, 2013 between ZLC Foundation, as Seller and Pan Atlantic Band and Trust Ltd., as Buyer

9

Signatures

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: December 12, 2013

FCMI FINANCIAL  
CORPORATION

By: /s/ Dan Scheiner  
Name: Dan Scheiner  
Title: Vice President

PAN ATLANTIC BANK  
AND TRUST LIMITED

By: /s/ Robert J. Bourque  
Name: Robert J. Bourque  
Title: Managing Director

ALBERT D.  
FRIEDBERG, individually

/s/ Albert D. Friedberg  
Name: Albert D. Friedberg

NANCY FRIEDBERG,  
individually

/s/ Nancy Friedberg  
Name: Nancy Friedberg

THE BUCKINGHAM  
CHARITABLE  
FOUNDATION

By: /s/Albert D. Friedberg  
Name: Albert D. Friedberg  
Title: Trustee