

SECURITIES AND EXCHANGE COMMISSION

FORM 10QSB

Optional form for quarterly and transition reports of small business issuers under section 13 or 15(d)

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FILER

BAYNON INTERNATIONAL CORP

CIK: **1089598** | IRS No.: **880285718** | State of Incorp.: **NV** | Fiscal Year End: **1231**
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FORM 10-QSB

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

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES
EXCHANGE ACT OF 1934
For the quarterly period ended March 31, 2006

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934
For the transition period from _____ to _____.

Commission file number 000-26653

BAYNON INTERNATIONAL CORPORATION

(Exact name of registrant as specified in its charter)

Nevada

88-0285718

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer Identification No.)

266 Cedar Street,
Cedar Grove, New Jersey

07009

(Address of principal executive offices)

(Zip Code)

(973) 239-2952

(Registrant's telephone number, including area code)

Not applicable

(Former name, former address and former fiscal year,
if changed since last report)

Check whether the registrant (1) has filed all reports required to be filed by
section 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 the number of shares outstanding of each of the issuer's classes of
common stock, as of the latest practicable date.

Class Common Stock, \$0.001 par value Outstanding at May 3, 2006: 19,032,692

Indicate by check mark whether the registrant is a shell company (as defined in
Rule 12b-2 of the Exchange Act).

Yes No

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BAYNON INTERNATIONAL CORP.

BALANCE SHEETS

<TABLE>			
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		MARCH 31, 2006	DECEMBER 31, 2005
		-----	-----
		(UNAUDITED)	(AUDITED)
		-----	-----
<S>	<C>	<C>	<C>
	ASSETS		
Current Assets:			
Cash and cash equivalents	\$	11,875	\$ 16,805
		-----	-----
Total Current Assets		11,875	16,805
		-----	-----
Total Assets	\$	11,875	\$ 16,805
		=====	=====
	LIABILITIES AND STOCKHOLDER'S EQUITY (DEFICIENCY)		
Current Liabilities:			
Accounts payable and accrued expenses	\$	15,489	\$ 13,381
		-----	-----
Total Current Liabilities		15,489	13,381

Total Liabilities	15,489	13,381
Stockholders' Equity:		
Common stock, \$.001 par value, 50,000,000 shares authorized, 19,032,692 shares issued and outstanding at March 31, 2006 and December 31, 2005	19,033	19,033
Additional paid-in capital	117,500	117,500
Accumulated Deficit	(140,147)	(133,109)
Total Stockholders' Equity (Deficiency)	(3,614)	3,424
Total Liabilities and Stockholders' Equity (Deficiency)	\$ 11,875	\$ 16,805

</TABLE>

The accompanying notes are an integral part of these financial statements

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BAYNON INTERNATIONAL CORP.

STATEMENTS OF OPERATIONS

FOR THE THREE MONTHS ENDED MARCH 31, 2006 AND 2005

(UNAUDITED)

	2006	2005
	-----	-----
Revenues	\$ --	\$ --
Cost of Revenues	--	--
Gross Profit	--	--
Other Costs:		
General and administrative expenses	7,141	10,750
Total Other Cost	7,141	10,750
Operating Loss	(7,141)	(10,750)
Other Income:		
Interest income	103	56
Net Loss	\$ (7,038)	\$ (10,694)
Earnings (loss) per share:		
Basic and diluted earnings (loss) per share	\$ 0.00	\$ 0.00

	=====	=====
Basic and diluted weighted average common shares outstanding	19,032,692	17,532,692
	=====	=====

The accompanying notes are an integral part of these financial statements

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BAYNON INTERNATIONAL CORP.

STATEMENTS OF CASH FLOWS

FOR THE THREE MONTHS ENDED MARCH 31, 2006 AND 2005

(UNAUDITED)

<TABLE>
<CAPTION>

	2006	2005
	-----	-----
<S>	<C>	<C>
Cash Flows from Operating activities:		
Net Loss	\$ (7,038)	(10,694)
Adjustments to reconcile net loss to net cash used in operating activities:		
Increase in accounts payable and accrued expenses	2,108	5,950
	-----	-----
Net cash used in operating activities	(4,930)	(4,744)
	-----	-----
Cash Flows from Investing Activities	--	--
	-----	-----
Cash Flows from Financing Activities	--	--
	-----	-----
Decrease in Cash and Cash Equivalents	(4,930)	(4,744)
Cash and Cash Equivalents, beginning of period	16,805	16,364
	-----	-----
Cash and Cash Equivalents, end of period	\$ 11,875	\$ 11,620
	=====	=====

Supplemental Disclosures of Cash Flow Information:

Cash paid during year for:		
Interest	\$ --	\$ --
	=====	=====
Taxes	\$ --	\$ --
	=====	=====

</TABLE>

The accompanying notes are an integral part of these financial statements

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BAYNON INTERNATIONAL CORPORATION
NOTES TO FINANCIAL STATEMENTS
MARCH 31, 2006

1. THE COMPANY AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Company

Baynon International Corporation (formerly known as Technology Associates Corporation and hereinafter referred to as the "Company") was originally incorporated on February 29, 1968 under the laws of the Commonwealth of Massachusetts to engage in any lawful corporate undertaking. On December 28, 1989, the Company reincorporated under the laws of the State of Nevada. The Company was formerly engaged in the technology marketing business and its securities traded on the National Association of Securities Dealers OTC Bulletin Board. The Company has not engaged in any business operations for at least the last three fiscal years and has no operations to date.

The Company will attempt to identify and negotiate with a business target for the merger of that entity with and into the Company. In certain instances, a target company may wish to become a subsidiary of the Company or wish to contribute assets to the Company rather than merge. No assurance can be given that the Company will be successful in identifying or negotiating with any target company. The Company provides a means for a foreign or domestic private company to become a reporting (public) company whose securities would be qualified for trading in the United States secondary market.

Earnings (Loss) Per Share

The Company computes earnings or loss per share in accordance with Statement of Financial Accounting Standards No. 128 (SFAS 128), "Earnings Per Share". Basic earnings per share is computed by dividing income available to common stockholders by the weighted average number of common shares outstanding. Diluted earnings per share reflects the potential dilution that could occur if securities or other agreements to issue common stock were exercised or converted into common stock. Diluted earnings per share is computed based upon the weighted average number of common shares and dilutive common equivalent shares outstanding, which includes convertible debentures, stock options and warrants.

2. INTERIM PRESENTATION

The December 31, 2005 balance sheet data was derived from audited financial statements but does not include all disclosures required by generally accepted accounting principles. In the opinion of management, the accompanying unaudited financial statements contain all normal and recurring adjustments necessary to present fairly the financial position of the Company as of March 31, 2006, its results of operations for the three months ended March 31, 2006 and 2005 and its cash flows for the three months ended March 31, 2006 and 2005.

The statements of operations for the three months ended March 31, 2006 and 2005 are not necessarily indicative of the results for the full year.

While the Company believes that the disclosures presented are adequate to make the information not misleading, these financial statements should be read in conjunction with the financial statements and accompanying notes included in the Company's Annual Report on Form 10-KSB for the year ended December 31, 2005.

Critical Accounting Policies and Estimates

The following "Management's Discussion and Analysis of Financial Condition and Results of Operations," as well as disclosures included elsewhere in this Form 10-QSB, are based upon our unaudited consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingencies. On an on-going basis, we evaluate the estimates used, including those related to impairments of tangible and intangible assets, income taxes, accruals, and contingencies. We base our estimates on historical experience, current conditions and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources as well as identifying and assessing our accounting treatment with respect to commitments and contingencies. Actual results may differ from these estimates under different assumptions or conditions.

Liquidity and Capital Resources

At March 31, 2006, the Company had a cash balance of \$11,875 which represents a \$4,930 decrease from the \$16,805 balance at December 31, 2005. The decrease was the result of cash used in operations. The Company's working capital position at March 31, 2006 was a deficit of (\$3,614) as compared to its position at December 31, 2005 of \$3,424.

We believe that our existing cash will be sufficient to fund our operations through December 2006. Any cash shortfalls that might arise will be funded by the officers and management of the Company as needed.

The focus of the Company's efforts is to acquire or develop an operating business. Despite no active operations at this time, management intends to continue in business and has no intention to liquidate the Company. The Company has considered various business alternatives including the possible acquisition of an existing business, but to date has found possible opportunities unsuitable or excessively priced. The Company does not contemplate limiting the scope of its search to any particular industry. Management has considered the risk of possible opportunities as well as their potential rewards. Management has invested time evaluating several proposals for possible acquisition or combination. However, none of these opportunities were pursued.

The Company presently owns no real property and at this time has no intention of acquiring any such property.

Results of Operations

Three Months Ended March 31, 2006 compared to March 31, 2005

The Registrant incurred a net loss of \$7,038 for the 2006 period versus a net loss of \$10,694 for the 2005 period. Interest income increased \$47 to \$103 primarily due to higher cash balances. General and administrative expenses were \$7,141 in the 2006 period compared to \$10,750 in the 2005 period, a decrease of \$3,609. General and administrative expenses were incurred primarily to enable the Registrant to satisfy the requirements of a reporting company. The expenses were lower in 2006 due to reduced legal expenses.

Item 3. Controls and Procedures

Evaluation of Disclosure Controls and Procedures. Our Chief Executive Officer and Chief Financial Officer have reviewed and evaluated the effectiveness of our

disclosure controls and procedures (as defined in Exchange Act Rules 240.13a-14(c) and 15d-14(c)) as of the end of the period covered by this quarterly report. Based on that evaluation, they have concluded that our current disclosure controls and procedures are effective in providing the material information required to be disclosed in the reports we file or submit under the Exchange Act.

While our disclosure controls and procedures provide reasonable assurance that the appropriate information will be available on a timely basis, this assurance is subject to limitations inherent in any control system, no matter how well designed and administered.

Changes in Internal Controls. There have been no significant changes in our internal controls or in other factors that could significantly affect internal controls subsequent to the date we carried out this evaluation.

PART II. Other Information

Item 6. Exhibits

(a) Exhibits

- 31.1 Certification of Pasquale Catizone
- 31.2 Certification of Daniel Generelli
- 32 Certification Under Section 906 of Sarbanes-Oxley Act of 2002

SIGNATURES

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

BAYNON INTERNATIONAL CORPORATION
Registrant

Date: May 3, 2006

By: /s/ PASQUALE CATIZONE

Pasquale Catizone,
President and Chairman
(on behalf of the registrant)

CERTIFICATION

EXHIBIT 31.1

I, Pasquale Catizone, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of Baynon International Corporation;
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
 - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
 - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the "Evaluation Date"); and
 - c) presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, base on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's

auditors any material weaknesses in internal controls; and

- b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls.

Date: May 6, 2006

/s/ PASQUALE CATIZONE

Pasquale Catizone

President

(Principal Executive Officer)

CERTIFICATION

EXHIBIT 31.2

I, Daniel Generelli, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of Baynon International Corporation;
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
 - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
 - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the "Evaluation Date"); and
 - c) presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, base on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

- b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls.

Date: May 6, 2006

/s/ DANIEL GENERELLI

Daniel Generelli

Treasurer

(Principal Financial Officer)

EXHIBIT 32.1

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

In connection with the Quarterly Report of Baynon International Corporation on Form 10-QSB for the quarter ending March 31, 2006, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Pasquale Catizone, President of the Company, certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ PASQUALE CATIZONE

Pasquale Catizone
President
(Principal Executive Officer)

EXHIBIT 32.2

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

In connection with the Annual Report of Baynon International Corporation on Form 10-QSB for the quarter ending March 31, 2006, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Daniel Generelli, Treasurer of the Company, certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ DANIEL GENERELLI

Daniel Generelli
Treasurer
(Principal Financial Officer)