

SECURITIES AND EXCHANGE COMMISSION

FORM 10-K/A

Annual report pursuant to section 13 and 15(d) [amend]

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FILER

BAYNON INTERNATIONAL CORP

CIK: **1089598** | IRS No.: **880285718** | State of Incorporation: **NV** | Fiscal Year End: **1231**
Type: **10-K/A** | Act: **34** | File No.: **000-26653** | Film No.: **13523583**
SIC: **6770** Blank checks

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

AMENDMENT 1 to
FORM 10-K

15, ANNUAL REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the fiscal year ended: December 31, 2011

OR

15, 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 CORP.
(Exact name of registrant as specified in its charter)

NEVADA
(State or other jurisdiction of
incorporation or organization)

88-0285718
(I.R.S. Employer
Identification)

266 Cedar Street. Cedar Grove, New Jersey 07009
(Address of principal executive offices, including zip code)

(973) 239-2952
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

None

Securities Registered Pursuant to Section 12(g) of the Exchange Act:

Common Stock, par value \$0.001 per share
(Title of Class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in
405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to
Section 13 or Section 15(d) of the Exchange
Act. Yes No

Indicate by check mark 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 by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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 (section 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.

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller Reporting Company
(Do not check if smaller reporting company)

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

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter. **The market value of the registrant's voting \$0.0001 par value common stock held by non-affiliates of the registrant was approximately \$48,900.**

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date. **The number of shares outstanding of the registrant's only class of common stock, as of March 27, 2012 was 29,772,192 shares of its \$0.0001 par value common stock.**

DOCUMENTS INCORPORATED BY REFERENCE

None

EXPLANATORY NOTE - AMENDMENT

The sole purpose of this Amendment to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2011 is to furnish the required management's report on internal control over financial reporting.

No other changes have been made to the 10-K, and this Amendment has not been updated to reflect events occurring subsequent to the filing of the 10-K.

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PART I

ITEM 1. BUSINESS

Baynon International Corp., formerly known as Technology Associates Corporation, was originally incorporated on February 29, 1968, under the laws of the Commonwealth of Massachusetts. On December 28, 1989, Baynon reincorporated under the laws of the State of Nevada. Baynon was formerly engaged in the technology marketing business. Baynon has not engaged in any business operations for at least the last seven years.

Baynon is considered a blank check company for purposes of this report. As defined in Section 7(b)(3) of the Securities Act of 1933, as amended, a blank check company is a development stage company that has no specific business plan or purpose or has indicated that its business plan is to engage in a merger or an acquisition with an unidentified company or companies and is issuing "penny stock" securities as defined in Rule 3(a)(51) of the Securities Exchange Act of 1934, as amended.

Baynon's current business plan is to attempt to identify and negotiate with a business target for the merger of that entity with and into Baynon. In certain instances, a target company may wish to become a subsidiary of Baynon or may wish to contribute or sell assets to Baynon rather than to merge. No assurances can be given that Baynon will be successful in identifying or negotiating with any target company. Baynon seeks to provide a method for a foreign or domestic private company to become a reporting or public company whose securities are qualified for trading in the United States secondary markets.

A business combination with a target company normally will involve the transfer to the target company of the majority of the issued and outstanding common stock of Baynon, and the substitution by the target company of its own management and board of directors. No assurances can be given that Baynon will be able to enter into a business combination, or, if Baynon does enter into such a business combination, no assurances can be given as to the terms of a business combination, or as to the nature of the target company.

Baynon has not engaged in any business operations for at least the last nine years. The current and proposed business activities described herein classify Baynon as a blank check company. The Securities and Exchange Commission and many states have enacted statutes, rules and regulations limiting the sale of securities of blank check companies. Management does not intend to undertake any efforts to cause a market to develop in Baynon's securities until such time as Baynon has successfully implemented its business plan described herein.

ITEM 1A. RISK FACTORS

Not applicable to a smaller reporting company.

ITEM 1B. UNRESOLVED STAFF COMMENTS

Not applicable.

ITEM 2. PROPERTIES

Baynon has no properties and at this time has no agreements to acquire any properties.

Baynon currently uses for its principal place of business the home office of Pasquale Catizone, an officer and director of Baynon, at no cost to Baynon, an arrangement which management expects will continue until Baynon completes an acquisition or merger.

ITEM 3. LEGAL PROCEEDINGS

There is no litigation pending or threatened by or against Baynon.

ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable

PART II

ITEM 5. MARKET FOR COMMON EQUITY, RELATED STOCKHOLDER MATTERS, AND ISSUER PURCHASES OF EQUITY SECURITIES

(a) Market Information. There has been no trading market for Baynon's Common Stock for at least the last six years. There can be no assurance that a trading market will ever develop or, if such a market does develop, that it will continue.

Holdings. There were approximately 540 record holders of Baynon's common stock as of March 27, 2012. The issued and outstanding shares of Baynon's common stock were issued in accordance with the exemptions from registration afforded by Sections 3(b) and 4(2) of the Securities Act and Rule 506 of Regulation D promulgated thereunder.

Dividends. Holders of the registrant's common stock are entitled to receive such dividends as may be declared by its board of directors. No dividends on the registrant's common stock have ever been paid, and the registrant does not anticipate that dividends will be paid on its common stock in the foreseeable future.

Securities authorized for issuance under equity compensation plans. No securities are authorized for issuance by the registrant under equity compensation plans.

Performance graph. Not applicable.

Sale of unregistered securities. None.

(b) Use of Proceeds. Not applicable.

(c) Purchases of Equity Securities by the issuers and affiliated purchasers. None.

ITEM 6. SELECTED FINANCIAL DATA

Not applicable to a smaller reporting company.

ITEM 7. MANAGEMENT' S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Forward-looking Statements

Statements in this Management' s Discussion and Analysis of Financial Condition and Results of Operation, as well as in certain other parts of this Annual report on Form 10-K (as well as information included in oral statements or other written statements made or to be made by Baynon) that look forward in time, are forward-looking statements made pursuant to the safe harbor provisions of the Private Litigation Reform Act of 1995. Forward-looking statements include statements concerning plans, objectives, goals, strategies, future events or performance, expectations, predictions, and assumptions and other statements which are other than statements of historical facts. Although Baynon believes such forward-looking statements are reasonable, it can give no assurance that any forward-looking statements will prove to be correct. Such forward-looking statements are subject to, and are qualified by, known and unknown risks, uncertainties and other factors that could cause actual results, performance or achievements to differ materially from those expressed or implied by those statements. These risks, uncertainties and other factors include, but are not limited to Baynon' s ability to estimate the impact of competition and of industry consolidation and risks, uncertainties and other factors set forth in Baynon' s filings with the Securities and Exchange Commission, including without limitation to this Annual Report on Form 10-K.

Baynon undertakes no obligation to update forward-looking statements to reflect events or circumstances occurring after the date of this Form 10-K.

Critical Accounting Policies

The following discussion as well as disclosures included elsewhere in this Form 10-K are based upon our audited financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. These financial statements and accompanying notes have been prepared in accordance with accounting principles generally accepted in the United States of America.

The preparation of these financial statements requires management to make estimates, judgments and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosures of contingencies. Baynon continually evaluates the accounting policies and estimates used to prepare the financial statements. Baynon bases its estimates on historical experiences and assumptions believed to be reasonable under current facts and circumstances. Actual amounts and results could differ from these estimates made by management.

Trends and Uncertainties

There are no material commitments for capital expenditure at this time. There are no trends, events or uncertainties that have had or are reasonably expected to have a material impact on our limited operations. There are no known causes for any material changes from period to period in one or more line items of Baynon' s financial statements.

Liquidity and Capital Resources

At December 31, 2011, Baynon had a cash balance of \$1,520, which represents a \$6,370 decrease from the \$7,890 balance at December 31, 2010. This decrease was primarily the result of Baynon satisfying the requirements of a reporting company. Baynon' s working capital deficit at December 31, 2011 was \$29,340 as compared to a December 31, 2010 deficit of \$53,291.

The focus of Baynon' 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 Baynon. Baynon has considered various business alternatives including the possible acquisition of an existing business, but to date has found possible opportunities unsuitable or excessively priced. Baynon 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. Baynon presently owns no real property and at this time has no intention of acquiring any such property. Baynon' s sole expected expenses are comprised of professional fees primarily incident to its reporting requirements.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As shown in the accompanying financial statements, Baynon has incurred losses of \$24,949 and \$22,778 for the years ended December 31, 2011 and 2010, respectively, and a working capital deficiency which raises substantial doubt about the Company' s ability to continue as a going concern.

Management believes the Company will continue to incur losses and negative cash flows from operating activities for the foreseeable future and will need additional equity or debt financing to sustain its operations until it can achieve profitability and positive cash flows, if ever. Management plans to seek additional debt and/or equity financing for the Company, but cannot assure that such financing will be available on acceptable terms.

The Company' s continuation as a going concern is dependent upon its ability to ultimately attain profitable operations, generate sufficient cash flow to meet its obligations, and obtain additional financing as may be required.

Our auditors have included a “going concern” qualification in their auditors’ report dated March 27, 2012. Such a “going concern” qualification may make it more difficult for us to raise funds when needed. The outcome of this uncertainty cannot be assured.

The accompanying financial statements do not include any adjustments that might result from the outcome of this uncertainty. There can be no assurance that management will be successful in implementing its business plan or that the successful implementation of such business plan will actually improve Baynon’ s operating results.

Results of Operations for the Year Ended December 31, 2011 compared to the Year Ended December 31, 2010.

Baynon incurred a net loss of \$24,949 in 2011 versus a net loss of \$22,778 in 2010. General and administrative expenses were \$23,192 in 2011 compared to \$21,069 in 2010, an increase of \$2,123.

General and administrative expenses, which consist of fees paid for legal, accounting, and auditing services, were incurred primarily to enable Baynon to satisfy the requirements of a reporting company. During the current and prior year, Baynon did not record an income tax benefit due to the uncertainty associated with Baynon’ s ability to merge with an operating company, which might permit Baynon to avail itself of these advantages.

Recently Issued Accounting Standards

Management does not believe that any other recently issued, but not yet effective, accounting standard if currently adopted would have a material effect on the accompanying financial statements.

Off Balance Sheet Arrangements

None.

Disclosure of Contractual Obligations

None.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not Applicable.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Baynon International Corp.
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Financial Statements

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
Baynon International Corporation

We have audited the accompanying balance sheets of Baynon International Corporation (the "Company") as of December 31, 2011 and 2010, and the related statements of operations, changes in stockholders' deficiency and cash flows for the years then ended. The financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2011 and 2010 and the results of their operations and cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming the Company will continue as a going concern. As discussed in Note 2 to the financial statements, the Company's recurring losses from operations, stockholders deficiency and working capital deficiency, and lack of revenue generating operations, raise substantial doubt about the Company's ability to continue as a going concern. Management's plans concerning these matters are also described in Note 2. The accompanying financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ ROTENBERG MERIL SOLOMON BERTIGER & GUTTILLA, P.C.
ROTENBERG MERIL SOLOMON BERTIGER & GUTTILLA, P.C.

Saddle Brook, New Jersey
March 27, 2012

BAYNON INTERNATIONAL CORP.
BALANCE SHEETS
DECEMBER 31, 2011 AND 2010

	<u>2011</u>	<u>2010</u>
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 1,520	\$ 7,890
TOTAL CURRENT ASSETS	<u>1,520</u>	<u>7,890</u>
TOTAL ASSETS	<u>\$ 1,520</u>	<u>\$ 7,890</u>
LIABILITIES AND STOCKHOLDERS' DEFICIENCY		
CURRENT LIABILITIES:		
Accounts payable and accrued expenses	\$ 30,860	\$ 14,049
Convertible notes payable - stockholders	-	45,000
Accrued interest - stockholder	<u>-</u>	<u>2,132</u>
TOTAL CURRENT LIABILITIES	<u>30,860</u>	<u>61,181</u>
TOTAL LIABILITIES	<u>30,860</u>	<u>61,181</u>
STOCKHOLDERS' DEFICIENCY:		
Common stock, par value \$.001, authorized 50,000,000 shares, issued and outstanding 29,772,192 shares at December 31, 2011 and 25,860,192 at December 31, 2010	29,772	25,860
Additional paid-in capital	223,936	178,948
Accumulated deficit	<u>(283,048)</u>	<u>(258,099)</u>
TOTAL STOCKHOLDERS' DEFICIENCY	<u>(29,340)</u>	<u>(53,291)</u>
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIENCY	<u>\$ 1,520</u>	<u>\$ 7,890</u>

The accompanying notes are an integral part of the financial statements.

BAYNON INTERNATIONAL CORP.
STATEMENTS OF OPERATIONS
FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

	<u>2011</u>	<u>2010</u>
Revenues	\$ -	\$ -
Cost of revenue	<u>-</u>	<u>-</u>
Gross Profit	<u>-</u>	<u>-</u>
Other Costs:		
General and administrative expenses	<u>23,192</u>	<u>21,069</u>
Total Other Costs	<u>23,192</u>	<u>21,069</u>
Operating loss	<u>(23,192)</u>	<u>(21,069)</u>
Other Income (Expense):		
Interest income	11	25
Interest expense - stockholders	<u>(1,768)</u>	<u>(1,734)</u>
Total Other Income (Expense)	<u>(1,757)</u>	<u>(1,709)</u>
Net Loss	<u>\$ (24,949)</u>	<u>\$ (22,778)</u>
Earnings (loss) per share:		
Basic and diluted earnings (loss) per common share	<u>\$ -</u>	<u>\$ -</u>
Basic and diluted common shares outstanding	<u>27,209,321</u>	<u>25,860,192</u>

The accompanying notes are an integral part of the financial statements.

BAYNON INTERNATIONAL CORP.
STATEMENTS OF STOCKHOLDERS' DEFICIENCY
FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

	Common Stock \$.001 Par Value		Additional Paid In Capital	Accumulated Deficit	Total
	Number of Shares	Amount			
Balance, December 31, 2009	25,860,192	\$25,860	\$178,948	\$(235,321)	\$(30,513)
Net loss for the year	-	-	-	(22,778)	(22,778)
Balance, December 31, 2010	25,860,192	25,860	178,948	(258,099)	(53,291)
Issuance of common stock for conversion of debt and accrued interest	3,912,000	3,912	44,988	-	48,900
Net loss for the year	-	-	-	(24,949)	(24,949)
	29,772,192				
Balance, December 31, 2011		\$29,772	\$223,936	\$(283,048)	\$(29,340)

The accompanying notes are an integral part of the financial statements.

BAYNON INTERNATIONAL CORP.
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

	<u>2011</u>	<u>2010</u>
Cash flows from Operating Activities:		
Net loss	\$ (24,949)	\$ (22,778)
Adjustments to reconcile net loss to net cash used in operating activities:		
Increase in accrued interest - stockholders	1,768	-
Increase (decrease) in accounts payable and accrued expenses	<u>16,811</u>	<u>1,734</u>
Net cash used in operating activities	(6,370)	(21,741)
Cash flows from Financing Activities:		
Proceeds from related party loan	<u>-</u>	<u>25,000</u>
Increase (Decrease) in Cash and Cash Equivalents	(6,370)	3,259
Cash and Cash Equivalents, beginning of year	<u>7,890</u>	<u>4,631</u>
Cash and Cash Equivalents, end of year	<u>\$ 1,520</u>	<u>\$ 7,890</u>
		-
Schedule of Non-cash Activities		
Common stock issued for notes payable	<u>\$ 45,000</u>	<u>\$ -</u>
Common stock issued for accrued interest	<u>\$ 3,900</u>	<u>\$ -</u>
Supplemental Disclosures of Cash Flow Information:		
Cash paid during year for:		
Income taxes	<u>\$ 500</u>	<u>\$ 500</u>
Interest	<u>\$ -</u>	<u>\$ -</u>

The accompanying notes are an integral part of the financial statements.

BAYNON INTERNATIONAL CORP.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010

1. THE COMPANY

Baynon International Corp. formerly known as Technology Associates Corporation (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 eight 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.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The Company’s financial statements are prepared in conformity with US generally accepted accounting principles (“GAAP”)

Use of Estimates

These financial statements and accompanying notes have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires management to make estimates, judgments and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. The Company continually evaluates the accounting policies and estimates used to prepare the financial statements. The Company bases its estimates on historical experiences and assumptions believed to be reasonable under current facts and circumstances. Actual amounts and results could differ from these estimates made by management.

BAYNON INTERNATIONAL CORP.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Cash and Cash Equivalents

Short-term investments with an original maturity of ninety days or less and highly liquid investments are considered cash and cash equivalents. Cash equivalents consist of a money market account.

Income Taxes

The Company utilizes the Financial Accounting Standards Board's ("FASB") Accounting Standards Codification ("ASC" 740 "Income Tax". ASC 740 requires the recognition of deferred tax assets and liabilities for the expected future tax consequence of events that have been included in the financial statements or tax returns. Under this method, deferred tax assets and liabilities are determined based on the differences between the financial statement carrying amounts and the tax bases of assets and liabilities using enacted tax rates in effect in the years in which the differences are expected to reverse. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized.

The Company has adopted the provisions of FASB ASC 740-10-05, "Accounting for Uncertainties in Income Taxes." The ASC clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements. The ASC prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The ASC provides guidance on de-recognition, classification, interest and penalties, accounting in interim periods, disclosure and transition.

Earnings (Loss) Per Share

The Company computes earnings or loss per share in accordance with the Financial Accounting Standards Board's Accounting Standard Codification 260 ("ASC 260"), "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. The following securities have been excluded from the calculation of net income per share, as their effect would be anti-dilutive:

BAYNON INTERNATIONAL CORP.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

	<u>2011</u>	<u>2010</u>
Convertible notes payable and accrued interest - stockholder (weighted average)	-	3,770,564

Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The Company's recurring losses from operations, stockholders' deficiency, working capital deficiency, and lack of revenue generating operations, raise substantial doubt about the ability of the Company to continue as a going concern.

Management believes the Company will continue to incur losses and negative cash flows from operating activities for the foreseeable future and will need additional equity or debt financing to sustain its operations until it can achieve profitability and positive cash flows, if ever. Management plans to seek additional debt and/or equity financing for the Company, but cannot assure that such financing will be available on acceptable terms. The Company's continuation as a going concern is dependent upon its ability to ultimately attain profitable operations, generate sufficient cash flow to meet its obligations, and obtain additional financing as may be required. The outcome of this uncertainty cannot be assured.

The accompanying financial statements do not include any adjustments that might result from the outcome of this uncertainty. There can be no assurance that management will be successful in implementing its business plan or that the successful implementation of such business plan will actually improve the Company's operating results.

Fair Value of Financial Instruments

The carrying amounts reported in the balance sheet for cash and cash equivalents, accounts payable, notes payable and accrued expenses approximate fair value based on the short-term maturity of these instruments.

BAYNON INTERNATIONAL CORP.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Recently Issued Accounting Standards

Management does not believe that any other recently issued, but not yet effective, accounting standard if currently adopted would have a material effect on the accompanying financial statements.

3. CONVERTIBLE NOTES PAYABLE - STOCKHOLDERS

On September 1, 2009, the Company issued an unsecured note payable to a stockholder in exchange for \$20,000 in cash, in order for the Company to pay current invoices. The note bore interest at 6% per annum, and matured on September 1, 2010. The stockholder had the option to convert the note and accrued interest into the Company's common stock at \$.01 per share. On September 1, 2010, the note was extended (renewed) to September 1, 2011, with the same terms as the original note with the exception that the option to convert was changed to \$.0125 per share. The option was exercised on September 1, 2011 and 1,792,000 shares were issued in satisfaction of the note and accrued interest.

On August 23, 2010, the Company issued an unsecured note payable to a stockholder in exchange for \$25,000 in cash, for the Company's working capital needs. The note bore interest at 6% per annum, and matures on August 23, 2011. The stockholder has the option to convert the note and accrued interest into the Company's common stock at \$.0125 per share. The option was exercised on August 23, 2011 and 2,120,000 shares were issued in satisfaction of the note and accrued interest.

At December 31, 2011 and 2010, accrued interest on the notes was \$0 and \$2,132, respectively. Interest expense amounted to \$1,768 and \$1,734 for the years ended December 31, 2011 and 2010, respectively.

BAYNON INTERNATIONAL CORP.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010

4. COMMON STOCK

On August 22, 2011 the Board of Directors authorized the issuance of 3,912,000 shares of common stock in satisfaction of two notes payable to stockholders in the amount of \$45,000 plus accrued interest of \$3,900. See Note 3.

Holders of shares of common stock are entitled to one vote for each share on all matters to be voted on by the stockholders. Holders of common stock do not have cumulative voting rights. Holders of common stock are entitled to share ratably in dividends, if any, as may be declared from time to time by the Board of Director in its discretion from funds legally available therefore. In the event of liquidation, dissolution or winding up of the Company, the holders of common stock are entitled to share pro rata in all assets remaining after payment in full of all liabilities. All of the outstanding shares of common stock are fully paid and non-assessable. Holders of common stock have no preemptive rights to purchase the Company' s common stock. There are no conversions or redemption rights or sinking fund provisions with respect to the common stock.

5. INCOME TAXES

The components of deferred tax assets at December 31, 2011 and 2010 are as follows:

	<u>2011</u>	<u>2010</u>
Net operating loss carry forwards	\$91,400	\$82,700
Less: Valuation allowance	<u>(91,400)</u>	<u>(82,700)</u>
	\$ -	\$ -
	=====	=====

A 100% valuation allowance was provided at December 31, 2011 and 2010 as it is uncertain if the deferred tax assets would be utilized. The increase in the valuation allowance was a result from the increase in the Company' s net operating loss carry forward.

At December 31, 2011, the Company has unused federal net operating loss carry forwards of approximately \$275,000 expiring between 2018 and 2031 and unused New Jersey net operating loss carry forwards of approximately \$194,500 expiring between 2012 and 2018.

BAYNON INTERNATIONAL CORP.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010

5. INCOME TAXES (Continued)

At December 31, 2011 and 2010, the Company had no material unrecognized tax benefits, and no adjustments to liabilities or operations were required. The Company does not expect that its unrecognized tax benefits will materially increase within the next twelve months. The Company did not recognize any interest or penalties related to uncertain tax positions at December 31, 2011 and 2010.

The Company files its federal and New Jersey income tax returns under varying statutes of limitations. The 2008 through 2011 tax years generally remain subject to examination by federal and New Jersey tax authorities

6. SUBSEQUENT EVENTS

The Company has evaluated subsequent events through the date of this filing.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURES

None.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including our chief executive officer and chief financial officer, we conducted an evaluation of our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) and Rule 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended, as of December 31, 2011.

We do not have sufficient segregation of duties within accounting functions, which is a basic internal control. Due to our size and nature, segregation of all conflicting duties may not always be possible and may not be economically feasible. However, to the extent possible, the initiation of transactions, the custody of assets and the recording of transactions should be performed by separate individuals. Based on this evaluation, our chief executive officer and chief financial officer have concluded such controls and procedures to be not effective as of December 31, 2011 to ensure that information required to be disclosed by the issuer in the reports that it files or submits under the Act is recorded, processed, summarized and reported, within the time periods specified in the Commission's rules and forms and to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Act is accumulated and communicated to the issuer's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

Management' s Annual Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Our internal control over financial reporting is the process designed by and under the supervision of our chief executive officer and chief financial officer, or the persons performing similar functions, to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of our financial statements for external reporting in accordance with accounting principles generally accepted in the United States of America. These officers have evaluated the effectiveness of our internal control over financial reporting using the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in *Internal Control over Financial Reporting - Guidance for Smaller Public Companies* ..

Our chief executive officer and chief financial officer have assessed the effectiveness of our internal control over financial reporting as of December 31, 2011 and concluded that it was not effective because of the material weakness described below:

In connection with the preparation of our consolidated financial statements for the year ended December 31, 2011, due to resource constraints, material weaknesses became evident to management regarding our inability to generate all the necessary disclosure for inclusion in our

filings with the Securities and Exchange Commission due to the lack of resources and segregation of duties. A material weakness is a significant deficiency in one or more of the internal control components that alone or in the aggregate precludes our internal controls from reducing to an appropriately low level the risk that material misstatements in our consolidated financial statements will not be prevented or detected on a timely basis.

We will aggressively recruit experienced professionals to ensure that we include all necessary disclosures in our filings with the Securities and Exchange Commission. Although we believe that this corrective step will enable management to conclude that the internal controls over our financial reporting are effective when the staff is trained, we cannot assure you these steps will be sufficient. We may be required to expend additional resources to identify, assess and correct any additional weaknesses in internal control.

This annual report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the registrant's registered public accounting firm pursuant to rules of the Securities and Exchange Commission that permit the registrant to provide only management's report in this annual report.

Evaluation of Changes in Internal Control over Financial Reporting

Our chief executive officer and chief financial officer have evaluated changes in our internal controls over financial reporting that occurred during the year ended December 31, 2011. Based on that evaluation, our chief executive officer and chief financial officer, or those persons performing similar functions, did not identify any change in our internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Important Considerations

The effectiveness of our disclosure controls and procedures and our internal control over financial reporting is subject to various inherent limitations, including cost limitations, judgments used in decision making, assumptions about the likelihood of future events, the soundness of our systems, the possibility of human error, and the risk of fraud. Moreover, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions and the risk that the degree of compliance with policies or procedures may deteriorate over time. Because of these limitations, there can be no assurance that any system of disclosure controls and procedures or internal control over financial reporting will be successful in preventing all errors or fraud or in making all material information known in a timely manner to the appropriate levels of management.

ITEM 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS, PROMOTERS, CONTROL PERSONS, AND CORPORATE GOVERNANCE

(a) Identity of Officers and Directors

Set forth below are the names of the directors and officers of Baynon, all positions and offices with Baynon held, the period during which he has served as such, and his business experience during at least the last five (5) years:

<u>Name</u>	<u>Age</u>	<u>Position and Offices Held</u>	<u>Director Since</u>
Pasquale Catizone	71	President, Director	May, 1988
Daniel Generelli	49	Secretary, Treasurer, Director	October 1, 2001

Pasquale Catizone. Mr. Catizone has been president and a director of Baynon since May 1998. Mr. Catizone has been self-employed as a financial consultant for more than five (5) years.

Daniel Generelli. Mr. Generelli has been Baynon's secretary, treasurer, chief financial officer, and a director since October 1, 2001. Since February 1, 2002, Mr. Generelli has been employed as a data base analyst in the Totowa, New Jersey office of IMS Health Inc., a New York Stock Exchange listed firm engaged in data management and processing. Simultaneously therewith and since 1995, Mr Generelli has been the Secretary, Treasurer, and a director of Creative Beauty Supply, Inc., a retail and wholesale beauty supply distributor in Totowa, New Jersey. Prior thereto from December 1989 to July 1996, Mr. Generelli was Secretary, Treasurer, and a director of J & E Beauty Supply, Inc., a retail and wholesale beauty supply distributor. Prior thereto since 1984, Mr. Generelli was employed as a distribution supervisor by Tags Beauty Supply, a retail and wholesale beauty supply distributor in Fairfield, New Jersey. Mr. Generelli received a Bachelor of Science degree in Business Administration from Ramapo College of New Jersey in June 1984.

Other than Mr. Catizone and Mr. Generelli, Baynon did not have any significant employees as of the date of this Report. There were no family relationships between any of the officers or directors of Baynon. During the fiscal year covered by this Report, there were no changes to the procedures by which security holders could recommend nominees to Baynon's board of directors.

At this time, Baynon does not have an audit committee because Baynon has not engaged in any business operations for at least the last seven years. Baynon's board of directors acts as its audit committee. Similarly, Baynon's board of directors has determined that it does not have an audit committee financial expert as defined under Securities and Exchange Commission rules.

Current Blank Check Companies

Daniel Generelli, an officer and director Baynon is an officer and director of Creative Beauty Supply of New Jersey, a blank check company. Other than disclosed above, no directors or officers of Baynon are presently officers, directors or shareholders in any blank check companies except for Baynon. However, one or both of the officers/directors may, in the future, become involved with additional blank check companies.

(b) Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act requires Baynon's officers and directors, and persons who beneficially own more than ten (10%) percent of a class of equity securities registered pursuant to Section 12 of the Exchange Act, to file reports of ownership and changes in ownership with the Securities and Exchange Commission and the principal exchange upon which such securities are traded or quoted. Reporting Persons are also required to furnish copies of such reports filed pursuant to Section 16(a) of the Exchange Act with Baynon.

Based solely on review of the copies of such forms furnished to Baynon, Baynon's two (2) directors did not file their reports on a timely basis.

Code of Ethics

Baynon has not yet adopted a code of ethics. The board of directors anticipates that it will adopt a code of ethics upon identifying and negotiating with a business target for the merger of that entity with and into Baynon, although there is no guarantee that Baynon will be able to enter into such a transaction.

Corporate Governance

We have no change in any state law or other procedures by which security holders may recommend nominees to our board of directors. In addition to having no nominating committee for this purpose, we currently have no specific audit committee and no audit committee financial expert. Based on the fact that our current business affairs are simple, any such committees are excessive and beyond the scope of our business and needs.

ITEM 11. EXECUTIVE COMPENSATION

To date, Baynon has not entered into employment agreements nor are any contemplated.

<u>Name and Position</u>	<u>Year</u>	<u>Annual Compensation</u>			<u>Awards</u>		<u>Payouts</u>	
		<u>Salary</u> <u>(\$)</u>	<u>Bonus</u> <u>(\$)</u>	<u>Other Annual</u> <u>Compensation</u> <u>(\$)</u>	<u>Restricted</u> <u>Stock</u> <u>Awards</u>	<u>Securities</u> <u>Underlying</u> <u>Options/</u> <u>SARS</u>	<u>LTIF</u> <u>Payouts</u> <u>(\$)</u>	<u>All Other</u> <u>Compensation</u> <u>(\$)</u>
Pasquale Catizone President	2011	-	-	-	-	-	-	-
	2010	-	-	-	-	-	-	-
Daniel Generelli Secretary Treasurer	2011	-	-	-	-	-	-	-
	2010	-	-	-	-	-	-	-

Compensation Discussion and Analysis

As of the date of this report, while seeking a business combination, Baynon's management anticipates devoting up to five (5) hours per month to the business of Baynon. Baynon's current officers and directors do not receive any compensation for their services rendered to Baynon, have not received such compensation in the past, and are not accruing any compensation pursuant to any agreement with Baynon.

The officers and directors of Baynon will not receive any finder's fees, either directly or indirectly, as a result of their efforts to implement Baynon's business plan outlined herein. However, the officers and directors of Baynon anticipate receiving benefits as shareholders of Baynon.

No retirement, pension, profit sharing, stock option or insurance programs or other similar programs have been adopted by Baynon for the benefit of its employees.

Baynon has not entered into any employment agreements with any of its officers, directors, or other persons, and no such agreements are anticipated in the immediate future.

Baynon has no other executive compensation elements that would require the inclusion of tabular disclosure or narrative discussion.

Board of Directors Compensation

Members of the board of directors may receive an amount yet to be determined annually for their participation and will be required to attend a minimum of four meetings per fiscal year. To date, Baynon has not paid any directors' fees or expenses.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth, as of March 27, 2012, certain information regarding the ownership of the common stock by (i) each person known by Baynon to be the beneficial owner of more than five (5%) percent of Common Stock, (ii) each of Baynon's Directors and Named Executive Officers, as such term is defined under Item 402(a)(3) of Regulation S-K under the Securities Act, and (iii) all of Baynon's Executive Officers and Directors as a group. Beneficial ownership has been determined in accordance with Rule 13d-3 under the Exchange Act. Under Rule 13d-3 certain shares may be deemed to be beneficially owned by more than one person (such as where persons share voting power or investment power). In addition, shares are deemed to be beneficially owned by a person if the person has the right to acquire the shares (for example, upon the exercise of an option) within sixty (60) days of the date as of which the information is provided. In computing the ownership percentage of any person, the amount of shares outstanding is deemed to include the amount of shares beneficially owned by such person (and only such person) by reason of these acquisition rights. As a result, the percentage of outstanding shares of any person as shown in the following table does not necessarily reflect the person's actual ownership or voting power at any particular date.

<u>Name and address of beneficial owner</u>	<u>Amount and nature of beneficial ownership</u>	<u>Percentage of Class</u>
Pasquale Catizone (1)(3)(6) 266 Cedar Street Cedar Grove, NJ 07009	15,836,815	53.19%
Daniel Generelli c/o Baynon International Corp. 266 Gedar Street Cedar Grove, NJ 07009	50,000	0.17%
All Executive Officers and Directors as a Group (consisting of two persons)	15,886,815	53.36%
<u>Other 5% shareholders</u> Carmine Catizone (2)(3) 10 I.2 Walker Avenue Morristown, NJ 07960	6,070,000	20.39%
Robert L. Miller (4) 94 Anderson Avenue Demarest, NJ 07627	3,750,000	12.60%
Shawshank Holdings, Limited (5) 94 Anderson Avenue Demarest, NJ 07627	3,750,000	12.60%
Robyn Conforth 266 Cedar Street Cedar Grove, NJ 07009	1,850,000	6.21%

(1) Includes an aggregate of 1,850,000 shares (18.73% of the class) held of record by Robyn Conforth, Mr. Catizone's adult step daughter. Mr. Catizone disclaims beneficial ownership of the shares of Baynon owned by his adult daughter.

(2) Includes: (a) an aggregate of 500,000 shares held in a custodial account for the benefit of Carrie Catizone, Mr. Carmine Catizone's adult daughter who does not reside with him; and (b) 500,000 shares held in a custodial account for the benefit of Sherri Catizone, Mr. Carmine Catizone's adult daughter who does not reside with him. Mr. Carmine Catizone served as an executive officer and director of Baynon from May 1998 through October 1, 2001.

(3) Pasquale and Carmine Catizone are brothers.

(4) Robert L. Miller is the president of Shawshank Holdings, Limited, a New York corporation.

(5) A New York corporation controlled by or under common control of Robert L. Miller.

(6) Includes 2,120,000 shares which may be issued as satisfaction of a note payable plus accrued interest upon request of the stockholder any time before September 1, 2010.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Certain Relationships and Related Transactions

On September 1, 2009, the Company issued an unsecured note payable to a stockholder in exchange for \$20,000 in cash, in order for the Company to pay current invoices. The note bore interest at 6% per annum, and matured on September 1, 2010. The stockholder had the option to convert the note and accrued interest into the Company's common stock at \$.01 per share. On September 1, 2010, the note was extended (renewed) to September 1, 2011, with the same terms as the original note with the exception that the option to convert was changed to \$.0125 per share. The option was exercised on September 1, 2011 and 1,792,000 shares were issued in satisfaction of the note and accrued interest.

On August 23, 2010, the Company issued an unsecured note payable to a stockholder in exchange for \$25,000 in cash, for the Company's working capital needs. The note bore interest at 6% per annum, and matures on August 23, 2011. The stockholder has the option to convert the note and accrued interest into the Company's common stock at \$.0125 per share. The option was exercised on August 23, 2011 and 2,120,000 shares were issued in satisfaction of the note and accrued interest.

Director Independence

Creative NJ's board of directors consists of Pasquale Catizone and Daniel Generelli. Neither of them is independent as such term is defined by a national securities exchange or an inter-dealer quotation system.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Audit Fees

The aggregate fees billed and estimated to be billed for the fiscal years ended December 31, 2011 and 2010 for professional services rendered by Rotenberg, Meril, Solomon, Bertiger & Guttilla, P.C. (RMSB&G) for the audit of the registrant's annual financial statements and review of the financial statements included in the registrant's Form 10-Q or services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements for the fiscal years ended December 31, 2011 and 2010, were \$14,400 and \$14,400 respectively.

Audit related fees

We did not incur any aggregate audit related fees from RMSB&G for the 2011 and 2010 fiscal years for assurance and related services that are reasonably related to the performance of the audit or review of the registrant's financial statements.

Tax Fees

We did not incur any aggregate tax fees and expenses from RMSB&G for the 2011 and 2010 fiscal years for professional services rendered for tax compliance, tax advice, and tax planning.

All Other Fees

We did not incur any other fees from RMSB&G for the 2011 and 2010 fiscal years.

The board of directors, acting as the Audit Committee considered whether, and determined that, the auditor's provision of non-audit services was compatible with maintaining the auditor's independence. All of the services described above for fiscal year 2011 were approved by the board of directors pursuant to its policies and procedures. We intend to continue using RMSB&G solely for audit and audit-related services, tax consultation and tax compliance services, and, as needed, for due diligence in acquisitions.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a)(1) List of financial statements included in Part II hereof:

Report of Independent Registered Public Accounting Firm

Balance Sheet at December 31, 2011 and 2010

Statements of Operations for the years ended December 31, 2011 and 2010

Statement of Changes in Stockholders' Equity for the years ended December 31, 2011 and 2010

Statements of Cash Flows for the years ended December 31, 2011 and 2010

Notes to Financial Statements

(a)(2) List of financial statement schedules included in Part IV hereof:

None.

(a)(3) Exhibits

All of the following exhibits are incorporated by reference

3.1 Certificate of Incorporation of Baynon, as amended (filed with Baynon's Form 10-SB on July 8, 1999, File No. 000-26653, and incorporated herein by reference).

3.2 Bylaws of Baynon, as amended (filed with the Baynon's Form 10-SB on July 8, 1999, File No. 000-26653, and incorporated herein by reference).

The following documents are filed as a part of this report:

Exhibit 31* - Certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

Exhibit 32* - Certifications pursuant to Section 906 of the 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 herewith

**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 Section 13 or 15(d) 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 CORP.

By: /s/ PASQUALE CATIZONE

Pasquale Catizone,
President
(Principal Executive Officer)
Dated: January 10, 2013

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: /s/ PASQUALE CATIZONE

Pasquale Catizone,
President
(Principal Executive Officer)
Dated: January 10, 2013

By: /s/ DANIEL GENERELLI

Daniel Generelli
Secretary, Treasurer
(Principal Financial Officer, Principal Accounting Officer)
Dated: January 10, 2013

302 CERTIFICATION

I, Pasquale Catizone, certify that:

1. I have reviewed this annual report on Form 10-K of Baynon International Corp.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this 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 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-15(e) and 15d-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, 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 report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report, our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, 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 and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; 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 over financial reporting.

Date: January 10, 2013

/s/Pasquale Catizone

Pasquale Catizone

President/Chief Executive Officer

302 CERTIFICATION

I, Daniel Generelli, certify that:

1. I have reviewed this annual report on Form 10-K of Baynon International Corp.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this 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 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-15(e) and 15d-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, 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 report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report, our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, 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 and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; 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 over financial reporting.

Date: January 10, 2013

/s/Daniel Generelli

Daniel Generelli

Chief Financial Officer

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 Corp. (the "Company") on Form 10-K for the year ended December 31, 2011 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Pasquale Catizone, Chief Executive Officer of the Company, certify, 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

Chief Executive Officer

January 10, 2013

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 Corp. (the "Company") on Form 10-K for the year ended December 31, 2011 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Daniel Generelli, Chief Executive Officer of the Company, certify, 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

Chief Financial Officer

January 10, 2013

Baynon International Corporation
266 Cedar Street
Cedar Grove, New Jersey 07009

Securities and Exchange Commission
Washington, D.C. 20549

Re: Silex Holdings, Inc.
Form 10-K for Fiscal Year Ended December 31, 2011
Filed March 28, 2012
File No. 000-26653

Dear Mr. Rosenberg:

In response to your comment letter dated December 21, 2012, we have the following responses:

Item 9A. Controls and Procedures, page 22

1. It does not appear that your management has performed its assessment of internal control over financial reporting as of December 31, 2011 and concluded as to their effectiveness. We ask that you amend your filing to provide the required management's report on internal control over financial reporting. In addition, please consider whether management's failure to perform or complete its report on internal control over financial reporting impacts its conclusions regarding the effectiveness of your disclosure controls and procedures as of the end of the fiscal year covered by the report and revise your disclosure as appropriate.

The disclosure has been revised to include the complete management's report on internal control, as well as to show that the financial controls and procedures were not effective.

The company acknowledges that:

- The company is responsible for the adequacy and accuracy of the disclosure in the filing;
- Staff comments or changes to disclosure in response to staff comments do not foreclose the Commission from taking any action with respect to the filing; and
- The company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

Please direct any further comments or questions you may have to the company's attorney:

J.M. Walker & Associates
Attorneys At Law
7841 South Garfield Way
Centennial, CO 80122
Phone 303-850-7637

Thank you.

Sincerely,

/s/ Pasquale Catizone

Pasquale Catizone
President and Chief Executive Officer