

# SECURITIES & EXCHANGE COMMISSION EDGAR FILING

## American Resources Corp

**Form: 10-Q/A**

**Date Filed: 2015-05-26**

Corporate Issuer CIK: 1590715

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

FORM 10-Q/A

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

For the quarterly period ended: **March 31, 2015**

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: **333-192590**

**NGFC Equities, Inc.**

(Exact name of registrant as specified in its charter)

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

**46-3914127**  
(I.R.S. Employer  
Identification No.)

**45 Almeria Avenue**  
**Coral Gables, FL 33134**  
(Address of principal executive offices)

Registrant's telephone number, including area code: **(305) 430-6103**

Indicate by check mark whether the Issuer (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 whether the registrant has submitted electronically and posted on its corporate Website, 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 the "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

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

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 13, 2015 the registrant had 16,172,334 shares of Class A common stock issued and outstanding and 7,000,000 shares of Class B common stock issued and outstanding.

## EXPLANATORY NOTE

The purpose of this Amendment No. 1 on Form 10-Q/A (the Amendment) is to correct the following error made on the 10-Q of NGFC Equities, Inc. for the quarter ended March 31, 2015 filed with the Security and Exchange Commission on May 13, 2015 (Original Form 10-Q):

In the original 10-Q filed on May 13, 2015 we incorrectly marked the “Yes” box in responding to the question “Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes [ ] No [ ]” In this amended 10Q/A, we have correctly marked the “No” box in responding to that question since the Company ceased to be a shell company and became an operating company as clarified on the 8-K we filed with the Security and Exchange Commission on February 25, 2015.

There are no other changes to the Original Form 10-Q other than those set forth in this Amendment. This amendment does not reflect events occurring after the filing of the Original Form 10-Q, nor does it modify or update disclosures therein in any way other than as required to reflect the amended sections of the Original Form 10-Q as set forth in this Amendment. Among other things, forward-looking statements made in the Original Form 10-Q have not been revised to reflect events that occurred or facts that became known to us after the filing of the Original Form 10-Q, and such forward-looking statements should be read in their historical context.

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## Item 1. Financial Statements

## Balance Sheets

**NGFC Equities, Inc.**  
Consolidated Balance Sheets (Unaudited)

	March 31, 2015	September 30, 2014
<b>ASSETS</b>		
Current assets		
Cash and cash equivalent	\$ 131,055	\$ 82,819
Marketable securities	45,787	27,561
Loan receivable related parties	150	-
Total current assets	176,992	110,380
Fixed assets		
Software, net	4,495	-
Other assets		
Goodwill	456,390	-
Customer list-net of amortization	145,833	-
	602,223	-
<b>Total assets</b>	<b>\$ 783,710</b>	<b>\$ 110,380</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</b>		
Current liabilities		
Accrued expenses	\$ 2,700	\$ -
Loan payable officer	23,965	3,000
Total current liabilities	26,665	3,000
Stockholders' equity (deficit)		
Preferred stock: \$.0001 par value; 10,000,000 shares authorized, no shares issued and outstanding	-	-
Class A Common stock: \$.0001 par value; 230,000,000 shares authorized, 16,172,334 and 12,600,000 shares issued and outstanding	1,617	1,260
Class B Common stock: \$.0001 par value; 60,000,000 shares authorized, 7,000,000 shares issued and outstanding	700	700
Additional paid-in capital	729,843	194,350
Retained earnings (deficit)	(140,950)	(88,930)
Total NGFC stockholders' equity (deficit)	591,210	107,380
Non Controlling Interest	165,835	-
Total Equity	757,045	107,380
<b>Total liabilities and stockholders' equity (deficit)</b>	<b>\$ 783,710</b>	<b>\$ 110,380</b>

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

## Statements of Operation

**NGFC Equities, Inc.**  
Consolidated Statements of Operations (Unaudited)

	Six Months Ended	Six Months Ended	Three Months Ended	Three Months Ended
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
Revenue	13,200	-	13,200	-
Cost of goods sold				
Purchase of accessories	12,347	-	12,347	-
Gross profits	853	-	853	-
Operating expenses				
Legal fees	7,950	12,554	1,750	1,750
Accounting fees	6,750	4,750	54	54
Officer compensation	15,000	10,800	9,800	6,800
Depreciation & amortization	4,667	-	-	-
General and administrative	20,114	14,198	8,852	5,921
Total operating expenses	54,481	42,302	20,456	14,525
Loss from operations	(53,628)	(42,302)	(19,603)	(14,525)
Other income				
Realized gain on marketable securities	1,194	-	-	-
Unrealized loss on marketable securities	(2,204)	-	-	-
Dividends received	333	-	-	-
	-	-	-	-

Total other income

(677)

-

-

-

Net loss	(54,305)	(42,302)	(19,603)	(14,525)
Less: Net Loss attributable to the Non Controlling Interest	2,285		2,285	
Net loss attributable to NGFC Shareholders	<u>\$ (52,020)</u>	<u>\$ (42,302)</u>	<u>\$ (17,318)</u>	<u>\$ (14,525)</u>
Net loss attributable to NGFC basic and diluted loss per common share	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>
Basic and diluted weighted average number of common shares outstanding	<u>20,271,845</u>	<u>18,427,778</u>	<u>20,271,845</u>	<u>18,427,778</u>

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

**Statements of Stockholders' Equity**

**NGFC Equities, Inc.**  
Statement of Stockholders' Equity

	Common Stock Class A		Common Stock Class B		Additional Paid in Capital	Accumulated Deficit	Noncontrolling Interest	Total Stockholders' Equity (Deficit)
	Shares	Amount	Shares	Amount				
Balance at September 30, 2014	12,600,000	1,260	7,000,000	700	194,350	(88,930)		107,380
Common stock issued for acquisition	3,000,000	300			449,700		168,120	618,120
Common stock issued for cash	572,334	57			85,793			85,850
Net loss						(52,020)	(2,285)	(54,305)
Balance at March 31, 2015	16,172,334	1,617	7,000,000	700	729,843	(140,950)	165,835	757,045

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

## Statements of Cash Flows

### NGFC Equities, Inc.

#### Consolidated Statements of Cash Flows (Unaudited)

	Six Months Ended March 31, 2015	Six Months Ended March 31, 2014
Cash flows from operating activities:		
Net loss	\$ (54,305)	\$ (42,302)
Unrealized loss on marketable securities	2,204	
Adjustments to reconcile net loss to cash used in operating activities:		
Amortization	4,667	
Changes in operating assets and liabilities:		
Prepaid expenses	2,000	
Account payable	(2,640)	
Accrued expenses	2,700	600
Net cash used in operating activities	<u>(45,374)</u>	<u>(41,702)</u>
Investing activities:		
Cash received from ECIL	33,335	
Purchase of software	(4,995)	0
Loans to related parties	(150)	
Purchase of investments	(20,430)	
Net cash used in investing activities	<u>7,760</u>	<u>0</u>
Financing activities:		
Proceeds from issuance of debt		90
Proceeds from sale of common stock	85,850	196,310
Net cash provided by financing activities	<u>85,850</u>	<u>196,400</u>
Net increase (decrease) in cash	48,236	154,698
Cash at beginning of period	<u>82,819</u>	<u>0</u>
Cash at end of period	<u>\$ 131,055</u>	<u>\$ 154,698</u>
Supplemental disclosures:		
Cash paid for:		
Interest	\$ 0	\$ 0
Income taxes	\$ 0	\$ 0
Non cash investing and financing activity		
Net assets purchased from ECIL	\$ 584,785	
Class A shares issued to ECIL	\$ 450,000	
The accompanying notes are an integral part of these consolidated unaudited financial statements.		

### NGFC Equities, Inc.

#### Notes to Financial Statements (unaudited)

March 31, 2015

#### NOTE 1 – DESCRIPTION OF BUSINESS

We incorporated our Company on October 2, 2013 in the State of Florida under the name “Natural Gas Fueling and Conversion Inc.” We changed our name to NGFC Equities, Inc. on February 25, 2015. Our primary planned business objective is to construct, own and operate combined gasoline, diesel and natural gas (NG) vehicle fueling and service stations in the United States, along with garages to retrofit gasoline and diesel driven vehicles to run on NG. At each such fueling station we also plan to have a convenience store to serve our customers. We define each complete fueling service station as an “Operating Unit.”

Our Board of Directors at a meeting held on Feb 16th 2015, approved to define the Company’s business through three divisions and diversify the operations of the Company to add a health care division and a consulting division.

#### NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES

##### *Basis of Presentation*

The accompanying consolidated financial statements include all accounts of the Company and in the opinion of management, reflect all adjustments, which include all normal recurring adjustments, necessary to state fairly the Company’s financial position, results of operations and cash flows for the period from October 1, 2014 to March 31, 2015. The consolidated financial statements include the accounts of the Company and its controlled affiliates. Intercompany



transactions, profits and balances are eliminated in consolidation.

This financial statement period is not an indicative of the results to be expected for the year ending September 30, 2015, or for any other interim period in future. The unaudited interim financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and with the instructions to Securities and Exchange Commission ("SEC") Form 10-Q. They do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. The information included in this Form 10-Q should be read in conjunction with information included in the Company's Form 10-K for the fiscal year ended September 30, 2014, filed with the U.S. Securities and Exchange Commission on December 16, 2014.

### **NOTE 3 – INVESTMENTS IN MARKETABLE SECURITIES**

Marketable securities are classified as available-for-sale and are presented in the balance sheet at fair value.

Per Accounting Standards Codification 820 "Fair Value Measurement", fair values defined establishes a framework for measuring fair value under generally accepted accounting principles and expands disclosures about fair value measurements. ASC 820 does not require any new fair value measurements.

ASC 820 establishes a valuation hierarchy for disclosure of the inputs to valuation used to measure fair value. This hierarchy prioritizes the inputs into three broad levels as follows:

Level 1: Quoted market prices in active markets for identical assets or liabilities

Level 2: Observable market based inputs or unobservable inputs that are corroborated by market data

Level 3: Unobservable inputs that are not corroborated by market data

The Company has classified these marketable securities at level 1 with a fair value of \$45,787 as of March 31, 2015

and \$27,561 as of September 30, 2014.

In June 2014, the Company opened an investment and trading account with Interactive Brokers with a capital of \$80,000 to invest in various stocks to receive dividends while hedging them by trading options to receive trading profits managed by its Chief Executive Office I. Andrew Weeraratne. Of the \$80,000 initial capital, \$ 29,558 remains in cash as of March 31, 2015, and has not been actively invested in stock. The total realized gains for the period ending March 31, 2015 from trading activities was \$1,194. The total unrealized loss as of March 31, 2015 is \$2,204. The investment and trading account is recorded at fair market value adjusting the account both by realized and unrealized gain and losses, as required by generally accepted accounting principles, at a balance of \$45,787 as of March 31, 2015.

#### NOTE 4 – CURRENT LIABILITIES

On February 10, 2014 we signed an agreement to lease office space beginning February 15, 2014 where our phones are answered by a common receptionist for \$400 per month and we accrued \$3,000 as rental expenses for the 7.5 months on our September 30, 2014 financial statements. In October 2014, we negotiated the monthly rental expenses to \$200 per month to be effective retroactively and further negotiated to pay the annual rent via unregistered shares of our company currently valued at .15 cents per share. We extended the lease for another year and plan to pay such rent by issuing unregistered shares of our company in the near future. Accordingly we have accrued the unpaid rent of \$2,700 from February 2014 till March 31, 2015.

On October 28, 2014 Goran Antic the Majority shareholder and the Chief Executive Officer of ECIL loaned to ECIL \$30,000 at 5% per annum interest. As of the date of the Company acquired 55% of ECIL the balance was \$23,625. As of March 31, 2015 ECIL accrued interest expenses of \$340 bringing the balance of the loan payable to Mr. Antic to \$23,965. This is an unsecured note with interest at 5% per annum accruing quarterly and with the principal paid back only when cash flow is available.

#### NOTE 5 – ACQUISITIONS

As part of our diversification strategy, the Company made an agreement on February 24, 2015 with ECI-LATAM Inc., (ECIL) a Florida Corporation that began its business on March 25, 2014 engaged in installation and maintenance of medical equipment to acquire 55% of its 15,000,000 outstanding shares in exchange for 3,000,000 shares of the Company at \$0.15 cents per share.

For the period ended March 31, 2015 we have consolidated our financial statements with the financial statements of ECI Latam Inc. Following is the Consideration paid and the Purchase Price Allocation of the acquisition:

Consideration	
3,000,000 Class A Common Stock of NGFC Equities Inc. at \$0.15 cents	\$450,000
Recognized amounts of assets acquired	
Customer List	\$150,000
Net assets of ECIL	11,730
	<u>161,730</u>
Noncontrolling interest in ECIL	(168,120)
Goodwill	456,390
	<u>\$450,000</u>

The Customer List is given a three-year life and will be amortized accordingly. Goodwill is not amortizable under GAAP rules.

The following unaudited consolidated pro forma financial information gives effect to the acquisition, of ECI Latam Inc. as if this transaction had occurred at the beginning of each period presented. The following unaudited pro forma information is presented for illustration purposes only and is not necessarily indicative of the results that would have been attained had the acquisition of this business been completed at the beginning of each period presented, nor are they indicative of results that may occur in any future period.

	Six Months Ended March 31, 2015	Six Months Ended March 31, 2014	Three Months Ended March 31, 2015	Three Months Ended March 31, 2014
Revenue	102,369	-	13,200	-
Net Income (loss)	(58,182)	(42,302)	(17,318)	(14,525)
Net loss per share	(0.00)	(0.00)	(0.00)	(0.00)

#### NOTE 6 – FORMATION OF NGFC LIMITED PARTNERSHIP

Also As disclosed in the 8K the Company filed with the Security and Exchange Commission on March 24, 2015, the Company set up NGFC Limited Partnership (“the Partnership”) with the Company acting as the General Partner. The purpose of the Partnership is to raise funds in the private market to acquire gasoline stations that the Partnership would lease back to the Company. The Partnership also will invest its funds in the financial markets. On March 26, 2015, the Company contributed \$15,000 as the initial capital of the Partnership. The Partnership financial statements are consolidated with the financial statements of NGFC Equities Inc.

NGFC Limited Partnership, located at 7135 Collins Ave, Miami Beach, FL 33141, plans to raise up to a maximum of \$1,000,000 pursuant to the private transaction exemption in Securities and Exchange Commission (“SEC”) Regulation D, Rule 506.

Following is a summary of the terms of the Partnership Agreement:

- The General Partner will not charge any management fee to manage the Partnership.
- At the end of each calendar quarter the Partnership will calculate the Net Asset Value (NAV) and any excess of NAV will be distributed 70% to the Limited Partners and 30% to the General Partner.
- Net Asset Value (NAV) of the Partnership means the Partnership's assets, at fair value (“marked to market”), less liabilities, including any accrued but unpaid expenses and reserves for certain circumstances. The “Net Asset Value per Interest” means the Net Asset Value of the Partnership divided by the number of Interests then outstanding. The term “marked to market” is an accounting term used to describe the adjustment of the valuation of a security or portfolio to reflect current market values, The Partnership will mark all positions, to market at the close of each quarterly trading period in order to calculate performance, taking into account both realized and unrealized profits and losses.
- The Partnership will grant all Limited Partners the option to convert one hundred percent of the capital they have contributed to the Partnership to shares of the General Partner, NGFC Equities Inc. at the strike price of thirty cents (\$.30 cents) per Share within one year of closing the private offering.
- Fiscal Year of the Partnership shall end on September 30th of each year (to coincide with the fiscal year of the General Partner), which fiscal year may be changed by the General Partner, in its sole and absolute discretion.

#### NOTE 7 – SALE OF COMMON STOCK

In February 2015, we began selling Class A Common Stock of our Company for .15 cents per share through our Direct Public Offering registered with the Security and Exchange Commission. As of March 31, 2015, we have sold 572,334 Class A Common Stock of our Company for a value of \$85,850.

## **NOTE 8 – SUBSEQUENT EVENTS**

As of the date of this report, we have continued to sell Class A Common Stock of our Company for .15 cents per share and from March 31, 2015 to the date of this report we have sold 138,333 additional shares and have collected \$ 20,750.

On May 13, 2015 ITMM Consulting LLC (ITMM) returned 150,000 Class A Common Stock of the Company that ITMM bought as a founding stockholder back to the Company at their purchase price of \$.0001 per share, since ITMM is not able perform certain consulting work that ITMM agreed to perform due to lack of time. The Company sold ITMM 200,000 shares as a founding member at the par value of \$.0001 ITMM will continue to hold 50,000 of the 200,000 shares ITMM bought at par value as a founding shareholder on October 2, 2013.

The Company filed an 8k with the SEC on May 7, 2015, to announce the following: On May 6, 2015 ECI Latam, Inc. 55% owned subsidiary of NGFC Equities, Inc. set up a new division entitled "Animal Health" division appointing Dragana Jovic as the Vice President of that division. Also ECI Latam Inc. appointed Bo Engberg and Dr. Marco S Dragic as the directors of the Board of Directors on May 6, 2015.

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

THE FOLLOWING DISCUSSION OF OUR PLAN OF OPERATION AND RESULTS OF OPERATIONS SHOULD BE READ IN CONJUNCTION WITH THE FINANCIAL STATEMENTS AND RELATED NOTES TO THE FINANCIAL STATEMENTS INCLUDED ELSEWHERE IN THIS REPORT. THIS DISCUSSION CONTAINS FORWARD-LOOKING STATEMENTS THAT RELATE TO FUTURE EVENTS OR OUR FUTURE FINANCIAL PERFORMANCE. THESE STATEMENTS INVOLVE KNOWN AND UNKNOWN RISKS, UNCERTAINTIES AND OTHER FACTORS THAT MAY CAUSE OUR ACTUAL RESULTS, LEVELS OF ACTIVITY, PERFORMANCE OR ACHIEVEMENTS TO BE MATERIALLY DIFFERENT FROM ANY FUTURE RESULTS, LEVELS OF ACTIVITY, PERFORMANCE OR ACHIEVEMENTS EXPRESSED OR IMPLIED BY THESE FORWARD-LOOKING STATEMENTS. THESE RISKS AND OTHER FACTORS INCLUDE, AMONG OTHERS, THOSE LISTED UNDER "FORWARD-LOOKING STATEMENTS" AND "RISK FACTORS" AND THOSE INCLUDED ELSEWHERE IN THIS REPORT.

#### **Overview**

We began our Company on October 2, 2013 and changed our name from Natural Gas Fueling and Conversion Inc. to NGFC Equities, Inc. on February 25, 2015. Since inception, the Company has been engaged in organizational efforts and obtaining initial financing. When we formed our company our focus was to (i) construct and/or purchase and manage a chain of combined gasoline, diesel and natural gas (NG) fueling and service stations (initially, in the Miami, FL area); (ii) construct conversion factories to convert NG to liquefied natural gas (LNG) and compressed natural gas (CNG); and (iii) construct conversion factories to retrofit vehicles currently using gasoline or diesel fuel to also run on NG in the United States and also to build a convenience store to serve our customers in each of our locations.

At a Board of Directors meeting held on February 16, 2015, the Company chose to diversify its operations by adding two additional divisions to its original business strategy to set up three divisions as follows:

1. Energy and Retail Division
2. Healthcare Division
3. Consulting Division

#### **Energy and Retail Division**

Energy and Retail Division will consist of our Operating Units that will consist of combined gasoline, diesel and natural gas pumps, along with a garage that we will use for general auto repair plus conversion of vehicles to run on



natural gas and a convenience store. In securing Operating Units, we plan to implement two different approaches:

- (1) Buy land and build the Operating Units using our own design and architecture; and/or
- (2) Acquire currently operating combined gasoline and diesel stations with convenience stores and garages, and then subsequently add NG fueling bays and the equipment for the planned vehicle conversion business as needed.

We are currently conducting due diligence on several existing fueling stations in the Miami, Florida area which the Company believes are suitable acquisition targets. However, it remains the Company's preference to purchase land and build an Operational Unit based on our own designs. If we are successful in raising the proceeds in this offering, we plan to acquire smaller gasoline and diesel fuel station with a convenience store and operate it while we raise additional money to build our Operating Units that we estimate to cost about \$5,800,000. Currently we have no commitments to raise the additional funds needed to build an operational unit. Our ability to raise additional funds to build our operational units may depend on us operating our smaller gasoline and diesel fuel station successfully and/or due to our exposure to potential investors by being in the business, for which there is no guarantee.

When operating our Operating Units, our initial primary focus will be distributing gasoline and diesel fuel to customers once we build or purchase a fueling station, as we believe that, there are not enough NG driven vehicles in the market at this time to substantiate building only a NG station. We also plan to have liquefied natural gas (LNG) and compressed natural gas (CNG) available for NG driven vehicles as we think NG vehicles will be as common as gasoline-driven vehicles in the future. Therefore, we may acquire existing gasoline and diesel fueling stations and expand them to include NG fueling capabilities. In certain stations we plan to build (or acquire and expand), we may have gasoline and LNG only, in some stations we may have gasoline and CNG only and in other stations we may have the means to distribute gasoline, diesel, LNG and CNG. Such determination will be made based on different factors such as the demand for LNG and/or CNG in each location and easy access to LNG and CNG supplies. We believe that the NG business is poised to go through significant changes in the near future and we plan to operate an extensive research department dedicated to our company adopting relevant changes as the market evolves.

We also plan to construct, own and operate factories to convert NG from its gaseous state to LNG (through a process of cooling NG) to be distributed to our own fueling stations and also to fueling stations owned by other independent owners and companies. CNG is produced by applying compression to NG and we may have the ability to compress NG to CNG in some fueling stations itself to distribute CNG to vehicles currently fueled by CNG. As we expand our business, we plan to have our own standalone NG to CNG conversion factories and distribute CNG to individual stations to be sold to retail customers.

When we began our Company in November 2013, contingent on getting the funds,, we planned also to operate a vehicle conversion business through a joint venture relationship with Shenzhen HJ Technology Company Ltd. ("HJT"), which, as far as we are aware, still operating a series of factories converting vehicles to operate on LNG and CNG in the Peoples' Republic of China ("PRC" or "China"), using its patented Gas Intelligent Electric Control System (GIECS) technology. We have not yet conducted a due diligence review of the GIECS technology. The Company was to undertake such a review upon entering into a formal joint venture agreement with HJT, subsequent to this offering. At the time we entered into a preliminary agreement with HJT, pursuant to which the parties have agreed to enter into a formal joint venture relationship in the future with the terms of such formal agreement being negotiated by the parties and thus the costs associated with such relationship being unknown at that time. However, since then we have come across a few other global organizations that convert vehicles to run on natural gas and we are currently talking to a few such organizations to do the same and our future relationship with HJT will depend on our discussions with alternative organizations and the terms under which they may be able to provide us the same technology.

## **Healthcare Division**

The Company began the Health Care Division with the acquisition of 55% of ECI-LATAM INC. ("ECIL"), a company incorporated in the State of Florida on March 25, 2014 and is engaged in installation and performing maintenance and repairs of large medical equipment that deal in sterilization and disinfection. ECIL also sells spare

parts, consumables and service contracts for medical establishments. As of March 31, 2015 100% of ECIL sales and services are performed outside the USA. Also 100 % of the maintenance and repairs from the inception of ECIL to March 31, 2015 have been done only for the medical equipment belonging to Getinge Group, a public company based in Sweden who manufacture and distribute their own large medical equipment.

### **Consulting Division**

Since our strategy mostly involves finding a management team with expertise in the industry that we are seeking to operate, buying an existing business with an experienced management team in place, we believe, is the most practical and ideal strategy. However, due to our size we can afford to buy only small businesses and often these small businesses do not keep proper accounting or internal control procedures to put themselves through an audit under the SEC guidelines set forth by Public Accounting Oversight Board (PCAOB). We discovered that often it would cost too much money for a small business to hire an outside service to prepare their records acceptable enough to be audited by a PCAOB certified CPA firm under the guidelines set forth by PCAOB, precluding us from acquiring such a company due to not being able to conduct an audit of these businesses. We discovered that one way to resolve this problem is for our management team with expertise in accounting and SEC auditing requirements to help the small businesses wish to get their financial records organized and then re-do their financial statements having made all adjustments needed to make them more complete. Thus we provided such services to two businesses (one of which we have acquired since then-as shown in the 8-K we filed on February 25, 2015) informally and the Board of Directors agreed to formalize such services by creating our Consulting Division.

Our Consulting Division will focus on identifying and organizing currently operating businesses to set up their accounting system to run them efficiently with the help of accurate and timely financial and management reports. We also plan to implement internal control procedures that will safeguard their assets and accounting procedures that will make their operation efficient and transparent that in turn will help them in the event they choose to get listed on the public market through joining us or on their own in the future. We also plan to write operating and internal control procedure manuals and disclosure check list manuals that will help small business owners to prepare for expansion as they find the needed capital to expand. We believe that these services will provide us cash flow and also introduce us to businesses we believe we may be able to acquire in exchange for cash and stock of our company. We believe our current management team has necessary experience to guide small businesses to overcome their problems and build successful businesses.

We plan to charge such businesses our standard rates based on the number of hours we will spend on any work for these businesses and expect those businesses to pay our invoices partially or fully and then apply any unpaid balance to the sales price that we will pay them to acquire their businesses.

### **Plan of Operation**

#### **Energy and Retail Division**

With regard to our Energy and Retail Division the Company has undertaken various activities to implement its business plan, including but not limited to the following:

- ·    Located a few independent gasoline stations with garages and convenience stores with extra land space to build natural gas bays as potential, met with the owners and discussed and negotiated purchasing the land and the business in each location or setting up joint ventures with them with our Company as the majority owner and expand the concept further.
- ·    Discussed with our auditing firm as to audit the independent stations that we would like to acquire, including the time and cost to complete such an audit.
- ·    Engaged a business broker to look for a series of appropriate stations to acquire;

- Had discussion with a few NG equipment installers such as Cryostar USA, Cubo-Gas to get an estimation of the various option available in adding NG bays to an existing service Station and a construction company (“Cryostar”), to provide the Company an estimate on building NG fueling stations or expanding current gasoline stations to add NG fueling stations; and
- Met with a business in the business of converting vehicles to run both on gasoline and CNG and safety training in the USA to discuss us acquiring the majority ownership with the current managers operating those.

Management believes that we could establish a presence in this division if we raise approximately \$10 million. in capital. We have no commitments from any group to give us such funding and there is no guarantee that we may be able to raise adequate funds to accomplish our goals. In the event we chose not to or are unable to buy the land on which a target acquisition station is built (or, if we acquire an already operating business), our initial purchase costs will be significantly reduced because, depending upon the specific location, the cost of leasing may be as much as \$1 million less than the cost of acquisition land with the building. Thus, if we sign long term leases for such stations, our costs will be reduced and we may be able to buy additional stations or build an additional new station. Upon the availability of such proceeds, and in the event we decide to purchase existing stations, we plan to take the following steps to begin our planned operations. We estimate that these activities will be completed and the station opened for business on the following approximated schedule after the availability of such capital:

- Negotiating the price and other necessary matters required to acquire existing gasoline and diesel fueling stations (approx. 30 days);
- Reviewing the existing financial statements for each station and completing audits for the last two years in order to comply with SEC requirements (approx. 90 days);
- Reviewing or setting up the current accounting systems, internal control and other procedures taking into consideration the comments of the auditor (approx. 15 days after acquisition of station);
- Begin operations of the newly acquired gasoline stations (approx. 135 days);
- Consulting with professionals to plan for expansion of the stations to add vehicle conversion garages and NG fueling bays (approx. 60 days after stations are fully operational- total of 195 days);
- Interviewing and engaging a construction contractor (approx. 15 days – total of 210 days);
- Construction of the structural buildings (approx. 90 days – total of 300 days);
- Installation and testing of new equipment which is obtained from an equipment supplier selected through bidding (approx. 30 days after construction is complete – total of 330 days); and
- Hire and train employees (approx. 15 days after equipment is fully installed – total of 345 days).

As shown above, we believe the entire process of having a fully functioning operational unit will take approximately 345 days to become operational, with us breaking even or making cash flow from gasoline and diesel sales and sales in the convenience stores after 135 days. It is possible that operational unit may take longer than another to become operational based on various factors in the routine course of business, and this timeline assumes the possibility of setting up multiple fueling stations concurrently. The above timeline is only estimate for purposes of conveying the Company’s planned operations, and actual results may differ.

We believe that natural gas may become as common and popular as gasoline and diesel within 5 to 10 year frame. Even if natural gas becomes that common as a fueling medium for vehicles, we believe gasoline and diesel will still make enough money to keep them as part of our operational units. We plan to keep an eye on the impact of vehicles moving from gasoline to natural gas and make the decision at that time to either continue with gasoline and diesel



services or discontinuing providing gasoline and diesel and focus only on natural gas stations. This decision has to be made in the future based on facts and circumstances at the time.

## **Healthcare Division**

We decided to set up a healthcare division since we came across a few private companies in the healthcare industry showing an interest in doing what we have done in setting the stage to get listed on a stock market and thus agreeing to join us as a subsidiary so that they can benefit from being part of us and from our expertise in administrative tasks and fund raising capabilities as a public company to run a successful business. Our exposure to healthcare division, with the purchase of any business in that division would be through the expertise of those who run those businesses at the time we purchase them. Our goal in that instance would be to take care of the administrative and accounting tasks and allow the current management of those companies to operate them as they currently operate.

The Company, ECI-LATAM INC. ("ECIL"), 55% of which we purchased was incorporated in the State of Florida on March 25, 2014 and is engaged in installation and performing maintenance and repairs of large medical equipment that deal in sterilization and disinfection. ECIL also sells spare parts, consumables and service contracts for medical establishments. As of now 100% of ECIL sales and services are performed outside the USA. Also 100% of the maintenance and repairs for the period of these financial statements have been done only for the medical equipment belonging to Getinge Group, a public company based in Sweden who manufacture and distribute their own large medical equipment. Mr. Antic has been talking to another larger Medical Equipment company to see if ECIL could take over the maintenance, repair and selling accessories to the users of their equipment also. Most large medical equipment companies have their in-house maintenance company to take care of maintenance and repairs of their equipments. Mr. Antic discovered that often clients prefer to have an independent company with an expert knowledge in the machinery doing such work and thus launched his own company to provide such services. Currently all installation and maintenance work is being done by Goran Antic, the sole employee and the CEO of the company. 100% of revenue of ECIL came from one major client from its inception till the end of March 31, 2015 quarter. ECIL is currently talking to a few other companies to negotiate contracts to maintain and repair Getinge manufactured medical equipment used by a few other end users in South America and Caribbean.

Also due to the expertise of Mr. Antic in equipment repairs he has come across assembly line manufactured machinery that he can maintain and thus talking to another major company in South America to maintain such machinery and also sell accessories to the end users. It is too early for us to project the outcome of such discussions.

## **Consulting Division**

As a small start-up company our strategy is to look for businesses already in operation, making positive cash flow not having to get into a deficit financing situation and acquire the majority of it, along with the current management team, and provide them a public company platform to raise funds and expand it. As a public company any business we acquire need to be audited under the SEC guidelines set forth by Public Accounting Oversight Board (PCAOB). We discovered that often it would cost too much money for a small business to hire an outside service to prepare their records acceptable enough to be audited by a PCAOB certified CPA firm under the guidelines set forth by PCAOB, precluding us from acquiring such a company due to not being able to audit them. Thus we began our consulting division to help businesses who wish to raise funds from the public market to get their financial records properly organized in order to go through the required auditing process.

We may have competition from CPA firms, management consulting firms and smaller bookkeeping firms when looking for businesses that will require such services. However, we believe that we will have niche market with businesses who wish to raise funds using a public platform under the scrutiny of the SEC. Our objective is to approach global companies with huge potential for expansion but does not have the capital or the sophistication to carry on such an expansion. Yet it is too early for us to project the success of our efforts in this area.

## **Results of Operation**

We have had no operating revenues since our inception on October 2, 2013 through the current reporting period. For the six months ended March 31, 2015 and 2014 we have incurred net operating losses in the amount of \$ 53,520 and



\$ 42,302 respectively. From our inception to-date our activities have been primarily financed from the proceeds of a private offering the Company commenced in October 2013.

For the six months ended March 31, 2015 and 2014, professional fees expenses were \$14,700 and \$ 17,304 respectively and the general and administrative expenses were \$ 21,614 and \$ 14,198 respectively.

## **Liquidity and Capital Resources**

The Company began selling its registered Class A Common Stock at its direct public offering, pursuant to the effectiveness of our filing of Form S-1 with the SEC. As of March 31, 2015, the Company sold 572,334 shares at .15 cents per share and collected \$85,850. The Company plans to close this offering by April 15, 2015 and expect to sell more shares during the next few days.

For our Energy and Retail division, we will require approximately \$5.8 million of available capital for each proposed Operational Unit comprised of a combined gasoline, diesel and NG fueling service station along with a convenience store and a vehicle conversion station. If such capital does not become available from the proceeds of our current offering or other sources, we will be able to continue operations as a development stage company for approximately the next 24 months from available cash on hand while seeking additional sources of capital. There can be no assurance that such additional capital will be available.

We believe our operational strategy which focuses on using low overhead costs will avail us to manage our current operational activities (excluding building Operational Units that we won't begin until we raise capital from our offering) for approximately 24 months. During the next 12 months or until such time that we raise enough capital to begin building or purchase our Operational Units, we will be using our working capital to attend investors' conferences and tradeshows, participating in road shows to meet with potential investors, traveling to meet with investors and paying professional fees needed to comply with SEC regulations. We believe our monthly burn rate to be approximately \$5,000. The Company had approximately \$116,055 in cash on hand and \$45,787 in marketable securities as of March 31, 2015. We believe we can sustain our operations for approximately 24 months even if we do not raise additional funds in this offering. ECIL had \$30,617 cash on as of March 31, 2015. ECIL expects its salaries and overhead to be about \$6,000 per month and expects to make enough monthly cash flow from maintenance work and sale of accessories to carry on its activities.

If we succeed in opening one or more Operational Units, we anticipate that fuel sales at such stations along with convenience store sales to generate sufficient cash flow to support our operations after the first 10 months. However, this estimate is based on our assumption of raising enough capital to build or acquire one or more gasoline stations and then generating significant revenues from fuel and convenience store sales. There can be no assurance that such sales levels will be achieved. Therefore, we may require additional financing through loans and other arrangements, including the sale of additional equity. There can be no assurance that such additional financing will be available, or if available, can be obtained on satisfactory terms.

To the extent that any such financing involves the sale of our equity securities, the interests of our then existing shareholders, including the investors in the currently registered offering, could be substantially diluted. In the event that we do not have sufficient capital to support our operations we may have to curtail our operations.

Our officers will provide daily management of our company, including administration, financial management, production, marketing and sales. We will also engage other employees and service organizations to provide services as the need arises. These may include services such as computer systems, sales, marketing, advertising, public relations, cash management, accounting and administration.

As a public company, we will be subject to certain reporting and other compliance requirements of a publicly reporting company. We will be subject to certain costs for such compliance which private companies may not choose to make. We have identified such costs as being primarily for audits, legal services, filing expenses, financial and reporting controls and shareholder communications and estimate the cost to be approximately \$30,000 annually if the activities of our Company remain somewhat the same for the next few months. We have included such costs in our monthly cash flow needs and expect to pay such costs from a combination of cash on hand and with some shares of our company and the proceeds of our current offering and cash generated by revenue from our planned Operating Units.



There can be no assurance that we will be able to successfully develop and open any combined gasoline and NG fueling service stations and vehicle retrofitting garages, or otherwise implement any portion of our long term business strategy. We believe that we can control the operating and general and administrative expenses of our operations to be within the cash available from our current offering and from the sales which we may make at any fueling service stations we open. If our initial operations indicate that our business can establish and fulfill a demand for CNG and LNG fueling service stations and converting vehicles to run on NG on a basis which will lead to the establishment of a profitable business, we may seek additional sources of cash to grow the business. We do not currently have any commitments from customers for the use of our proposed fueling service stations or for additional financing.

Other than the potential for the NG market to not develop in the future as the Company currently anticipates, the Company is not aware of any other known trends, demands, commitments, events or uncertainties that will have, or are reasonably likely to have, a material impact on the Company's revenues or income from continuing operations.

The Company has not generated any revenues and has incurred losses since inception resulting in an accumulated deficit of \$138,157 as of March 31, 2015, and further losses are anticipated in the development of its business. Currently, we have no written or oral communication from stockholders, directors or any officers to provide us any forms of cash advances, loans or sources of liquidity to meet our working capital needs or long-term or short-term financial needs. ECIL had \$10,230 in accumulated earnings till February 25, 2015 the date our Company acquired 55% of ECIL. For the period from the date of our acquisition to March 31, 2015 ECIL made \$5,078 in net losses. These losses were a direct result of long term absence of the CEO of ECIL due to personal situation.

#### **Off Balance Sheet Arrangements**

We do not have any off-balance sheet arrangements that we are required to disclose pursuant to these regulations. In the ordinary course of business, we enter into operating lease commitments, purchase commitments and other contractual obligations. These transactions are recognized in our financial statements in accordance with generally accepted accounting principles in the United States.

The Board of Directors' of the Company at a meeting held on March 10, 2015, approved to form NGFC Limited Partnership ("Partnership"), a Florida Limited Partnership effective as of March 24, 2015, and entered into an agreement for the Company to be the General Partner of the Partnership. The Company filed a Form 8K with the SEC disclosing the formation of the Partnership. The Partnership, located at 7135 Collins Ave No. 624, Miami Beach, FL 33141, will be offering up to one million dollars (\$1,000,000) of its limited partnership interests (the "Interests") only to 99 Limited Partners ("LP") out of which 64 would be Accredited Investors (as defined under the Investment Act of 1940, as amended, and the rules and regulations thereunder) and to 35 sophisticated investors to invest a minimum of \$50,000 each in the Partnership. The Partnership intends to offer the Interests pursuant to the private transaction exemption in Securities and Exchange Commission ("SEC") Regulation D, Rule 506.

Following is a summary of the terms of the Partnership Agreement:

- o The General Partner will not charge any management fee to manage the Partnership.
- o At the end of each calendar quarter the Partnership will calculate the Net Asset Value (NAV) and any excess of NAV will be distributed 70% to the Limited Partners and 30% to the General Partner.
- o Net Asset Value (NAV) of the Partnership means the Partnership's assets, at fair value("marked to market"), less liabilities, including any accrued but unpaid expenses and reserves for certain circumstances. The "Net Asset Value per Interest" means the Net Asset Value of the Partnership divided by the number of Interests then outstanding. The term "marked to market" is an accounting term used to describe the adjustment of the valuation of a security or portfolio to reflect current market values, The Partnership will mark all positions, to market at the close of each quarterly trading period in order to calculate performance, taking into account both realized



and unrealized profits and losses.

- o The Partnership will grant all Limited Partners the option to convert one hundred percent of the capital they have contributed to the Partnership to shares of the General Partner, NGFC Equities Inc. at the strike price of thirty cents (\$.30 cents) per Share within one year of closing the private offering.
- o Fiscal Year of the Partnership shall end on September 30th of each year (to coincide with the fiscal year of the General Partner), which fiscal year may be changed by the General Partner, in its sole and absolute discretion.

On March 26, 2015, the Company invested \$15,000 in the Partnership as an initial deposit to open a bank account for NGFC Limited Partnership and open an investment account with Interactive Brokers LLC with \$10,000 capital.

### **Critical Accounting Policies**

The preparation of financial statements requires management to utilize estimates and make judgments that affect the reported amounts of assets, liabilities, revenues and expenses and related disclosure of contingent assets and liabilities. These estimates are based on historical experience and on various other assumptions that management believes to be reasonable under the circumstances. The estimates are evaluated by management on an ongoing basis, and the results of these evaluations form a basis for making decisions about the carrying value of assets and liabilities that are not readily apparent from other sources. Although actual results may differ from these estimates under different assumptions or conditions, management believes that the estimates used in the preparation of our financial statements are reasonable. The critical accounting policies affecting our financial reporting are summarized in Note 2 to the financial statements included elsewhere in this report.

### **Recent Accounting Pronouncements**

We determined that all other issued, but not yet effective accounting pronouncements are inapplicable or insignificant to us and once adopted are not expected to have a material impact on our financial position.

### **Anticipated Future Trends**

Due to increase in future supply of NG, we expect NG prices to stay below the prices of gasoline and diesel in the future, making it more attractive for consumers to use NG powered vehicles. We also expect global governments to encourage using NG as an alternative fuel and continue to give both direct and indirect subsidies in the form of tax credits to encourage use of natural gas. We also expect the EPA to make the process of conversion of vehicles to NG to be less stringent as this technology develops further and as the benefits of using NG becomes more readily apparent.

### **Item 3. Quantitative and Qualitative Disclosures about Market Risk**

In June 2014, the company began an investment and trading account with Interactive Brokers with a capital of \$80,000 to invest in various stocks to receive dividends while hedging them by trading options to receive trading profits managed by its CEO Andrew Weeraratne. Of the \$80,000 initial capital, \$29,558 remains in cash and has not been actively invested in stock as of March 31, 2015. The total realized capital gain for the three months ending March 31, 2015 from trading activities was \$1,194. The total unrealized capital loss as of March 31, 2015 was \$2,204.

Investing in the financial market is risky and even though the Company invests in fundamentally strong stock to hold for long term, if needed. A sudden decline may cause, even we believe to be fundamentally strong, stocks to go down causing the Company to suffer significant unrealized losses. Even we have taken all possible precautions to hedge the positions; such hedging cannot protect 100% of the investment. Thus if the Company suffers significant

unrealized or real losses then some funds in this investment account may not be available to withdrawn to pay for any immediate cash flow needs of the Company.

#### **Item 4. Controls and Procedures**

##### ***(a) Evaluation of Disclosure Controls and Procedures***

We maintain disclosure controls and procedures designed to ensure that information required to be disclosed in the reports we file pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act") are recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC, and that such information is accumulated and communicated to our Principal Executive Officer ("PEO") and Principal Financial Officer ("PFO"), to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can only provide a reasonable assurance of achieving the desired control objectives, and in reaching a reasonable level of assurance, management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Management designed the disclosure controls and procedures to provide reasonable assurance of achieving the desired control objectives.

We carried out an evaluation, under the supervision and with the participation of our management, including our PEO and PFO, of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this quarterly report. Based upon that evaluation, the PEO and PFO concluded that the Company's disclosure controls as of now are not effective to assure that all necessary disclosures have been made. The management is working on a detailed disclosure control check list and plan to hire additional personnel, as the Company secures more funds, to hire such additional staff.

##### ***(b) Changes in Internal Control over Financial Reporting***

There have been no changes in our internal controls over financial reporting (as such term is defined in Rule 13a-15(f) and 15d-15(f) under the Securities Exchange Act) during the quarter ended March 31, 2015, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.



**Item 1. Legal Proceedings**

We are currently not involved in any litigation that we believe could have a material adverse effect on our financial condition or results of operations. There is no action, suit, proceeding, inquiry or investigation before or by any court, public board, government agency, self-regulatory organization or body pending or, to the knowledge of the executive officers of our company or any of our subsidiaries, threatened against or affecting our company, our common stock, any of our subsidiaries or of our companies or our subsidiaries' officers or directors in their capacities as such, in which an adverse decision could have a material adverse effect.

**Item 1A. Risk Factors**

Not applicable.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

There were no unregistered sales of equity securities during the three months ended March 31, 2015.

**Item 3. Defaults upon Senior Securities**

None.

**Item 4. Mine Safety Disclosures**

Not applicable.

**Item 5. Other Information**

On May 13, 2015 ITMM Consulting LLC (ITMM) returned 150,000 Class A Common Stock of the Company that ITMM bought as a founding stockholder back to the Company at their purchase price of \$.0001 per share, since ITMM is not able perform certain consulting work that ITMM agreed to perform due to lack of time. The Company sold ITMM 200,000 shares as a founding member at the par value of \$.0001 ITMM will continue to hold 50,000 of the 200,000 shares ITMM bought at par value as a founding shareholder on October 2, 2013.

**Item 6. Exhibits**

The following exhibits are filed herewith:

**Exhibit No. Description**

31.1	Certification of the Chief Executive Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of the Chief Financial Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted 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

## 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.

### NGFC Equities Inc.

Date: May 22, 2015

By: /s/ I. Andrew Weeraratne  
Name: I. Andrew Weeraratne  
Title: Chief Executive Officer  
(Principal Executive Officer)  
Chief Financial Officer  
(Principal Accounting  
Officer)  
(Principal Financial Officer)

**Exhibit 31.2**

**Rule 13a-14(a)/15d-14(a) Certification**

I, Andrew Weeraratne, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2015, of NGFC Equities Inc;
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 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 officer 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 control 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 our 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 the 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 officer(s) 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 the 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 control over financial reporting.

Date: May 13,  
2015

/s/ I.Andrew Weeraratne

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I Andrew Weeraratne  
Chief Financial Officer (principal financial and accounting officer)

**Exhibit 31.1****Rule 13a-14(a)/15d-14(a) Certification**

I, I. Andrew Weeraratne, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2015 of NGFC Equities Inc.;
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 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 officer(s) 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 control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15-d-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 our 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 the 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 officer 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 the 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 control over financial reporting.

Date: May  
13, 2015

/s/ I. Andrew Weeraratne

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I Andrew Weerartne  
Chief Executive Officer (principal executive officer)

**Exhibit 32.1**

**Section 1350 Certification**

In connection with the Quarterly Report on Form 10-Q of NGFC Equities Inc; (the "Company") for the quarterly period ended March 31, 2014 as filed with the Securities and Exchange Commission (the "Report"), I, I. Andrew Weeraratne, Chief Executive Officer of the Company, and I, I. Andrew Weeraratne, Chief Financial 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 to the best of our knowledge:

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.

Date: May 13, 2015 /s/ I. Andrew Weeraratne

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I. Andrew Weeraratne  
Chief Executive Officer

Date: May 13, 2015 /s/ I. Andrew Weeraratne

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I Andrew Weeraratne  
Chief Financial Officer

This certification accompanies this Quarterly Report on Form 10-Q pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by such Act, be deemed filed by the Company for purposes of Section 18 of the Exchange Act. Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent that the Company specifically incorporates it by reference. A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signatures that appear in typed form within the electronic version of this written statement has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.