

HO WAH GENTING GROUP LTD

FORM 10-Q (Quarterly Report)

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

FORM 10-Q

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

For the quarterly period ended September 30, 2016

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 333-199965

Computron, Inc.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of
incorporation or organization)

47-1662242

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

1 East Bedell Street, Freeport, NY

(Address of principal executive offices)

11520

(Zip Code)

Registrant's telephone number, including area code

(516) 590-0094

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

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 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 "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

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

Yes No

As of June 30, 2016, the Registrant has 5,140,319 shares of common stock outstanding.

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PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

COMPUTRON, INC
FINANCIAL STATEMENTS
For the nine months ended September 30, 2016

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COMPUTRON, INC
BALANCE SHEETS
(in US Dollars)

	September 30, 2016 (unaudited)	December 31, 2015
	<u>\$</u>	<u>\$</u>
ASSETS		
Current Assets:		
Cash and cash equivalents	-	4,289
Other receivable	-	21,050
TOTAL ASSETS	<u>-</u>	<u>25,339</u>
LIABILITIES AND STOCKHOLDERS' (DEFICIT) / EQUITY		
Current liabilities:		
Account payable and accrued expenses	2,000	6,000
Loan from related party	36,999	16,200
Total liabilities	<u>38,999</u>	<u>22,200</u>
Stockholders' (deficit) / equity		
Common stock, \$0.0001 par value; 75,000,000 shares authorized; 5,140,319 shares issued and outstanding as of September 30, 2016 and December 31, 2015	514	514
Additional paid-in capital	21,036	21,036
Accumulated deficit	(60,549)	(18,411)
Total Stockholders' (deficit) / equity	<u>(38,999)</u>	<u>3,139</u>
TOTAL LIABILITIES AND STOCKHOLDERS' (DEFICIT) / EQUITY	<u>-</u>	<u>25,339</u>

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

COMPUTRON, INC
STATEMENT OF OPERATIONS
(in US Dollars)
(Unaudited)

	Three Months period Ended September 30,		Nine Months period Ended September 30,	
	2016	2015	2016	2015
Revenue	-	4,500	1,235	18,100
General and administrative:-				
Professional fees				
- Auditors' fees	2,000	4,000	7,000	10,000
- Legal fees	1,500	4,171	6,000	7,804
Advertising	-	-	300	350
Filing fees	798	-	4,617	-
Other costs	135	70	456	180
Repairs and maintenance	-	747	-	747
Setup fee	12,500	-	25,000	527
Website expenses	-	-	-	25
Total operating expenses	<u>(16,933)</u>	<u>(8,988)</u>	<u>(43,373)</u>	<u>(19,633)</u>
Net (loss)/profit	<u>(16,933)</u>	<u>(4,488)</u>	<u>(42,138)</u>	<u>(1,533)</u>
Net (loss)/profit per common share - basic and diluted:				
Net (loss)/profit per share attributable to common stockholders	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Weighted-average number of common shares outstanding	<u>5,140,319</u>	<u>5,126,654</u>	<u>5,140,319</u>	<u>5,036,516</u>

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

COMPUTRON, INC
STATEMENT OF CASH FLOWS
(Unaudited)

	<u>Nine Months Ended September 30, 2016</u>	<u>Nine Months Ended September 30, 2015</u>
	\$	\$
Cash Flows from Operating Activities		
Net (loss)/profit	(42,138)	(1,533)
<i>Changes in operating assets and liabilities</i>		
Other receivables	21,050	-
Trade payable	-	2,000
Accounts payable and accrued expenses	(4,000)	2,000
	<u>17,050</u>	<u>4,000</u>
<i>Net cash (used)/earned by operating activities</i>	<u>(25,088)</u>	<u>2,467</u>
Cash Flows from Investing Activities	-	-
Cash Flows from Financing Activities		
Loan with related parties	20,799	-
<i>Net cash earned from Financing activities</i>	<u>20,799</u>	<u>-</u>
Decrease in cash and cash equivalents	(4,289)	2,467
Cash and cash equivalents at beginning of the period	<u>4,289</u>	<u>2,245</u>
Cash and cash equivalents at end of the period	<u>-</u>	<u>4,712</u>

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

COMPUTRON, INC
NOTES TO THE INTERIM FINANCIAL STATEMENTS

NOTE 1 – NATURE OF BUSINESS AND BASIS OF PRESENTATION

Computron Inc. (the "Company") is a Nevada Corporation incorporated on August 22, 2014. The Company plans to establish itself as an online computer support business.

Basis of Presentation

The Company maintains its accounting records on an accrual basis in accordance with generally accepted accounting principles in the United States of America ("U.S. GAAP"). These financial statements are presented in US dollars.

Fiscal Year End

The Corporation has adopted a fiscal year end of December 31.

Unaudited Interim Financial Statements

The interim financial statements of the Company as of September 30, 2016, and for the periods then ended, and cumulative from inception, are unaudited. However, in the opinion of management, the interim financial statements include all adjustments, consisting of only normal recurring adjustments, necessary to present fairly the Company's financial position as of September 30, 2016, and the results of its operations and its cash flows for the periods ended September 30, 2016, and cumulative from inception. These results are not necessarily indicative of the results expected for the calendar year ending December 31, 2016. The accompanying financial statements and notes thereto do not reflect all disclosures required under accounting principles generally accepted in the United States. Refer to the Company's audited financial statements as of December 31, 2016, filed with the SEC, for additional information, including significant accounting policies.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies are set out below, these policies have been consistently applied to the period presented, unless otherwise stated:

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts or revenues and expenses during the reporting period. Actual results could differ from those estimates.

Going concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates the realization of assets and the liquidation of liabilities in the normal course of business. As at September 30, 2016, the Company has an accumulated deficit of \$60,549 from operations and has not earned sufficient revenues to cover its operating costs. The Company intends to fund future operations through equity financing arrangements, which may be insufficient to fund its capital expenditures, working capital and other cash requirements for the year ending December 31, 2016. The ability of the Company to emerge from the development stage is dependent upon, among other things, obtaining additional financing to continue operations, and development of its business plan. In response to these problems, management intends to raise additional funds through public or private placement offerings.

These factors, among others, raise substantial doubt about the Company's ability to continue as a going concern. The accompanying financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Cash and cash equivalents

Cash and equivalents include investments with initial maturities of three months or less. The Company maintains its cash balances at credit-worthy financial institutions that are insured by the Federal Deposit Insurance Corporation ("FDIC") up to \$250,000.

Accounts Payable and Accrued Expenses

Accounts payable and accrued expenses are carried at amortized cost and represent liabilities for goods and services provided to the Company prior to the end of the financial year that are unpaid and arise when the Company becomes obliged to make future payments in respect of the purchase of these goods and services.

Earnings per Share

The Company computes net loss per share in accordance with ASC 260, "Earnings Per Share" ASC 260 requires presentation of both basic and diluted earnings per share ("EPS") on the face of the income statement. Basic EPS is calculated by dividing the profit or loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss attributable to common shareholders and the weighted average number of common shares outstanding for the effects of all potential dilutive common shares, which comprise options granted to employees. As September 30, 2016, the Company had no potentially dilutive shares.

Income Taxes

Income taxes are accounted for in accordance with ASC Topic 740, "Income Taxes." Under the asset and liability method, deferred tax assets and liabilities are recognized for the future consequences of differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases (temporary differences). Deferred tax assets and liabilities are measured using tax rates expected to apply to taxable income in the years in which those temporary differences are recovered or settled. Valuation allowances for deferred tax assets are established when it is more likely than not that some portion or all of the deferred tax assets will not be realized.

Revenue Recognition

The Company recognizes revenue when all of the following have occurred: persuasive evidence of an agreement with the customer exists, delivery has occurred or services have been rendered, the selling price is fixed or determinable and collectability of the selling price is reasonably assured. Revenue consists of computer services and technical support provided to customers.

Fair Value of Financial Instruments

The Company measures assets and liabilities at fair value based on an expected exit price as defined by the authoritative guidance on fair value measurements, which represents the amount that would be received on the sale of an asset or paid to transfer a liability, as the case may be, in an orderly transaction between market participants. As such, fair value may be based on assumptions that market participants would use in pricing an asset or liability. The authoritative guidance on fair value measurements establishes a consistent framework for measuring fair value on either a recurring or nonrecurring basis whereby inputs, used in valuation techniques, are assigned a hierarchical level.

The following are the hierarchical levels of inputs to measure fair value:

- Level 1: Quoted prices in active markets for identical instruments;
- Level 2: Other significant observable inputs (including quoted prices in active markets for similar instruments);
- Level 3: Significant unobservable inputs (including assumptions in determining the fair value of certain investments).

NOTE 3 – OTHER RECEIVABLE

During 2015, the Company issued common stock for cash to various stockholders. Proceeds of \$21,050 was transferred to the Company's attorney, who held the proceeds in escrow. The proceeds were received in full by the company during February 2016.

NOTE 4 – LOAN FROM RELATED PARTY

	September 30, 2016 (Unaudited)	December 31, 2015 (Audited)
	<u>\$</u>	<u>\$</u>
Loan from related party	36,999	16,200

The above loan is unsecured, bears no interest and has no set terms of repayment. This loan is repayable on demand.

NOTE 5 – STOCKHOLDER'S DEFICIT

Common Stock

On August 22, 2014, the Company issued 5,000,000 shares of common stock to the director of the company at price of \$0.0001 per share, for \$500 cash.

During May 2015, the Company issued 66,660 shares of common stock to various stockholders at price of \$0.15 per share, for \$10,000 cash.

During August 2015, the Company issued 59,994 shares of common stock to various stockholders at price of \$0.15 per share, for \$9,000 cash.

During September 2015, the Company issued 13,665 shares of common stock to various stockholders at price of \$0.15 per share, for \$2,050 cash.

NOTE 6 – INCOME TAXES

The provision (benefit) for income taxes for the six month periods ended September 30, 2016 and 2015 was as follows (assuming a 15% effective tax rate):

	September 30, 2016	September 30, 2015
	Unaudited	
	\$	\$
Current Tax Provision		
Federal-		
Taxable income		
Total current tax provision	-	-
	<u>-</u>	<u>-</u>
Deferred Tax Provision		
Federal-		
Loss carry forwards	6,321	230
Change in valuation allowance	(6,321)	(230)
Total deferred tax provision	-	-
	<u>-</u>	<u>-</u>
	September 30, 2016	December 31, 2015
	Unaudited	
	\$	\$

The Company had deferred income tax assets as of September 30, 2016 and December 31, 2015 as follows:

Loss carry forwards	9,082	2,762
Less - Valuation allowance	(9,082)	(2,762)
Total net deferred tax assets	<u>-</u>	<u>-</u>

The Company provided a valuation allowance equal to the deferred income tax assets for period ended September 30, 2016 because it is not presently known whether future taxable income will be sufficient to utilize the loss carryforwards.

As of September 30, 2016, the Company had approximately \$60,549 in tax loss carryforwards that can be utilized future periods to reduce taxable income, and expire by the year 2036.

The Company did not identify any material uncertain tax positions. The Company did not recognize any interest or penalties for unrecognized tax benefits.

The federal income tax returns of the Company are subject to examination by the IRS, generally for three years after they are filed.

NOTE 7 – RELATED PARTY TRANSACTIONS

Details of transactions between the Corporation and related parties are disclosed below.

The following entities have been identified as related parties:

David Breier Director and greater than 10% stockholder

The following balances existed with related parties:

	<u>September 30, 2016</u>	<u>December 31, 2015</u>
	\$	\$
<i>Balance sheet:</i>		
Loan from related party	36,999	16,200

From time to time, the president and stockholder of the Company provides advances to the Company for its working capital purposes. These advances bear no interest and are due on demand.

NOTE 8 – SUBSEQUENT EVENTS

In accordance with ASC 855-10, Company management reviewed all material events through the date of this report and determined that there are no additional material subsequent events to report.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This Management's Discussion and Analysis includes a number of forward-looking statements that reflect our current views with respect to future events and financial performance. Forward-looking statements are often identified by words like: "believe," "expect," "estimate," "anticipate," "intend," "project," "will," "should" and similar expressions, or words which, by their nature, refer to future events. You should not place undue certainty on these forward-looking statements, which apply only as of the date of this Form 10-Q. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from historical results or our predictions. We undertake no obligation to update or revise publicly any forward-looking statements, whether because of new information, future events, or otherwise.

Our financial statements are stated in United States dollars and are prepared in accordance with United States generally accepted accounting principles.

In this quarterly report, unless otherwise specified, all dollar amounts are expressed in United States dollars and all references to "common stock" refer to the common shares in our capital stock.

As used in this Quarterly Report, the terms "we," "us," "Company," "our" and "Computron" mean Computron, Inc., unless otherwise indicated.

THERE IS SUBSTANTIAL UNCERTAINTY ABOUT OUR ABILITY TO CONTINUE OUR OPERATIONS AS A GOING CONCERN.

Results of Operations

Our results of operations are presented below:

Results of Operations for the Three and Nine Months Ended September 30, 2016.

Revenue for the three and nine months ended September 30, 2016 was \$0 and \$1,235.

General and administrative expenses for the three months ended September 30, 2016 was \$16,933.

Liquidity and Capital Resources

As of September 30, 2016 we had \$0 in cash and cash equivalents, and \$38,999 in total liabilities as compared to \$4,712 in cash and cash equivalents, and \$22,200 in total liabilities as of December 31, 2015.

We are dependent on our revenues for cash flow, as we have minimized cash flow requirements through equity or debt financing. However, as we intend to expand operations, it is likely that we will require cash flow from financing in the future which could affect our ability to become cash flow positive.

For the nine months ending September 30, 2016 we earned net cash of \$(25,088) in operating activities.

Off-Balance Sheet Arrangements

We have no significant off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to stockholders.

Inflation

The amounts presented in the financial statements do not provide for the effect of inflation on our operations or financial position. The net operating losses shown would be greater than reported if the effects of inflation were reflected either by charging operations with amounts that represent replacement costs or by using other inflation adjustments.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and, as such, are not required to provide the information under this item.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act). Disclosure controls and procedures refer to controls and other procedures designed to ensure that information required to be disclosed in the reports we file or submit under the Securities Exchange Act is 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 management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

As required by Rule 13a-15(e), our management has carried out an evaluation, with the participation and under the supervision of David Breier our President and Principal Accounting Officer, of the effectiveness of the design and operation of our disclosure controls and procedures, as of June 30, 2016. Based upon, and as of the date of this evaluation, David Breier determined that our disclosure controls and procedures were effective at the reasonable assurance level.

Changes in Internal Control over Financial Reporting

During the fiscal quarter ended June 30, 2016, there were no changes in our internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

From time to time, we may become involved in various lawsuits and legal proceedings, which arise in the ordinary course of business. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm business. We are currently not aware of any such legal proceedings or claims that will have, individually or in the aggregate, a material adverse affect on our business, financial condition or operating results.

ITEM 1A. RISK FACTORS

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and, as such, are not required to provide the information under this item.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable to our operations.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

Exhibit No.	Exhibit Description
3.1	Articles of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to the Form S-1 filed with the SEC on November 7, 2014)
3.2	Bylaws of the Company (incorporated by reference to Exhibit 3.2 to the Form S-1 filed with the SEC on November 7, 2014)
31.1	Certification of the Chief Executive and Financial Officer required under Rule 13a-14(a)/15d-14(a) of the Exchange Act
32.1	Certification of the Chief Executive and Financial Officer required under Section 1350 of the Exchange Act
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Schema
101.CAL	XBRL Taxonomy Extension Calculation Linkbase
101.DEF	XBRL Taxonomy Extension Definition Linkbase
101.LAB	XBRL Taxonomy Extension Label Linkbase
101.PRE	XBRL Taxonomy Extension Presentation Linkbase

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.

Computron, Inc.

Date November 7th, 2016

By: /s/ David Breier
David Breier
Chief Executive Officer

I, David Breier, certify that:

1. I have reviewed this quarterly report on Form 10Q of Computron, 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 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 officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a15(e) and 15d15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a15(f) and 15d15(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 November 7th, 2016

By: /s/ David Breier

David Breier

Chief Executive Officer

STATEMENT FURNISHED PURSUANT TO SECTION 906 OF
THE SARBANESOXLEY ACT OF 2002, 18 U.S.C. SECTION 1350

In connection with the Quarterly Report on Form 10Q of Computron, Inc. (the "Company") for the quarter ended September 30, 2016 (the "Report"), I, David Breier, President, Chief Executive Officer and Chief Financial Officer, certify as follows:

- A) the Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended (15 U.S.C. 78m or 78o(d)), and
- B) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the dates and for the periods covered by the Report.

This statement is authorized to be attached as an exhibit to the Report so that this statement will accompany the Report at such time as the Report is filed with the Securities and Exchange Commission, pursuant to Section 906 of the Sarbanes Oxley Act of 2002, 18 U.S.C. Section 1350. Pursuant to Securities and Exchange Commission Release 338238, dated June 5, 2003, this certification is being furnished and shall not be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or incorporated by reference in any registration statement of the Company filed under the Securities Act of 1933, as amended, except to the extent that the Company specifically incorporates it by reference. A signed original of this written statement required by Section 906 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.

Date November 7th, 2016

By: /s/ David Breier

David Breier

Chief Executive Officer
