
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Form 10-Q

Quarterly report pursuant Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended September 30, 2016

Transition report pursuant Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from _____ to _____

000-55152

(Commission file number)

ZENERGY, INC.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of incorporation
or organization)

46-1845946

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

**6102 South MacDill Avenue, Suite G
Tampa, FL 33611**

(Address of principal executive offices)

33611

(Zip Code)

813-902-9000

(Registrant's telephone number, including area code)

MAZZAL HOLDING CORP.

(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 Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

(Do not check if a smaller reporting company)

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

On November 10, 2016, 185,550,000 shares of the registrant's common stock were outstanding.

TABLE OF CONTENTS

PART I - FINANCIAL INFORMATION	3
Item 1. Condensed Consolidated Financial Statements	3
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	10
Item 3. Quantitative and Qualitative Disclosures About Market Risk	13
Item 4. Controls and Procedures	13
Part II - OTHER INFORMATION	15
Item 1. Legal Proceedings	15
Item 5. Other Information	15
Item 6. Exhibits	16
SIGNATURES	17

PART I - FINANCIAL INFORMATION

Item 1. Condensed Consolidated Financial Statements

**ZENERGY, INC.
INDEX TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

CONTENTS:

Condensed Consolidated Balance Sheets as of September 30, 2016 (unaudited), and December 31, 2015	4
Condensed Consolidated Statements of Operations for the three and nine months ended September 30, 2016 and 2015 (unaudited)	5
Condensed Consolidated Statements of Cash Flows for the nine months ended September 30, 2016 and 2015 (unaudited)	6
Notes to Condensed Consolidated Unaudited Interim Financial Statements	7

ZENERGY, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
as of

	<u>September 30,</u> <u>2016</u>	<u>December 31,</u> <u>2015</u>
	<u>(unaudited)</u>	
ASSETS		
CURRENT ASSETS		
Cash	\$ 8,961	\$ 1,279
Accounts receivable	23,480	-
Inventory	19,341	-
Total current assets	51,782	1,279
Properties under development	-	1,897,000
Intangible assets	1,845	4,345
TOTAL ASSETS	\$ 53,627	\$ 1,902,624
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
CURRENT LIABILITIES		
Accounts payable	\$ 21,811	\$ 20,799
Accrued expenses	105,377	61,354
Customer deposits	33,000	-
Loan with related party	97,449	860,743
Total current liabilities	257,637	942,896
COMMITMENTS AND CONTINGENCIES		
STOCKHOLDERS' EQUITY (DEFICIT)		
Preferred stock, \$0.0001 par value, 100,000,000 authorized shares; no shares issued and outstanding	-	-
Common stock, \$0.0001 par value; 500,000,000 shares authorized; 185,550,000 and 330,000,000 shares issued and outstanding at September 30, 2016 and December 31, 2015	18,555	33,000
Additional paid-in-capital	7,432,893	7,897,200
Deferred compensation	(333,333)	-
Accumulated deficit	(7,322,125)	(6,970,472)
Total stockholders' equity (deficit)	(204,010)	959,728
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	\$ 53,627	\$ 1,902,624

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

ZENERGY, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(unaudited)

	<u>For the Three Months Ended</u>		<u>For the Nine Months Ended</u>	
	<u>September 30,</u> <u>2016</u>	<u>September 30,</u> <u>2015</u>	<u>September 30,</u> <u>2016</u>	<u>September 30,</u> <u>2015</u>
Revenue	\$ 2,461	\$ -	\$ 14,701	\$ 25,900
Selling, general and administrative expenses	<u>231,754</u>	<u>2,839</u>	<u>373,490</u>	<u>20,441</u>
Income (loss) from operations	(229,293)	(2,839)	(358,789)	5,459
Other income (expense)				
Other income	-	-	7,136	-
Total other income (expense)	-	-	7,136	-
Provision for income taxes	-	-	-	-
Net income (loss)	<u>\$ (229,293)</u>	<u>\$ (2,839)</u>	<u>\$ (351,653)</u>	<u>\$ 5,459</u>
Net income (loss) per common share - basic and diluted	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ 0.00</u>
Weighted average number of shares outstanding - basic and diluted	<u>185,060,753</u>	<u>200,000,000</u>	<u>203,991,818</u>	<u>200,000,000</u>

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

ZENERGY, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)

	For the Nine Months Ended	
	September 30,	September 30,
	2016	2015
CASH FLOWS USED IN OPERATING ACTIVITIES:		
Net cash used in operating activities	\$ (114,631)	\$ (77,392)
CASH FLOWS USED IN INVESTING ACTIVITIES:		
Net cash used in investing activities	(1,213)	(800,000)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Net cash provided by financing activities	123,526	875,650
INCREASE (DECREASE) IN CASH	7,682	(1,742)
CASH, BEGINNING OF PERIOD	1,279	3,000
CASH, END OF PERIOD	\$ 8,961	\$ 1,258
Supplemental Disclosures		
Non-cash investing and financing activities:		
Transfer of assets and liabilities to related party for return of common shares	\$ 1,018,679	\$ -

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

ZENERGY, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2016 (UNAUDITED)

NOTE 1 – NATURE OF BUSINESS AND BASIS OF PRESENTATION

Znergy, Inc. (formerly Mazzal Holding Corp.), is a Nevada corporation (the “Company”), incorporated under the laws of the State of Nevada on January 23, 2013. The original business plan of the Company was the construction and management of multi-family home developments and the subsequent sale thereof. On October 23, 2014, the Company incorporated Command Control Center Corp. as a wholly owned subsidiary. The Company and its subsidiary planned to establish a luxury boutique hotel catering to the local religious community and religious tourists in Boston and to create a multi-use software platform which could manage every aspect of a user’s online profile.

On October 26, 2015 the Company acquired Global ITS, Inc., and its wholly owned subsidiary, Znergy, Inc., in order to expand into the Energy Efficiency (EE) marketplace, focusing on commercial lighting and green project financing. On February 9, 2016, the Company agreed to sell to the Mazzal Trust the real property which the Trust had previously sold to the Company, and the Trust returned to the Company 149,950,000 of the 150,000,000 shares of the Company’s common stock owned by the Trust. The Company is now focused solely on the EE marketplace. Additionally, Nissim Trabelsi, the founder of the Company agreed to sell his 45,800,000 shares of the Company’s common stock to Lone Cypress, LLC, resulting in a change of control of the Company. In connection with the sale of his shares, Mr. Trabelsi resigned from all positions with the Company and its subsidiary, Command Control Center Corp.

Basis of Presentation

The accompanying interim condensed consolidated financial statements are unaudited and have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) for interim financial information and the instructions to Form 10-Q and do not include all of the information and footnotes required by GAAP for complete financial statements. All intercompany transactions have been eliminated in consolidation.

Certain information and footnote disclosures normally included in the Company’s annual audited consolidated financial statements and accompanying notes have been condensed or omitted in these interim condensed consolidated financial statements. Accordingly, the unaudited condensed consolidated financial statements included herein should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2015, as filed with the Securities and Exchange Commission (“SEC”) on Form 10-K.

The results of operations presented in this quarterly report are not necessarily indicative of the results of operations that may be expected for any future periods. In the opinion of management, these unaudited condensed consolidated financial statements include all adjustments and accruals, consisting only of normal recurring adjustments that are necessary for a fair statement of the results of all interim periods reported herein.

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.

NOTE 2 – GOING CONCERN

The accompanying consolidated 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 of September 30, 2016, the Company had a working capital deficit of \$205,855, insufficient cash resources to meet its planned business objectives, and an accumulated deficit of \$7,322,125. The Company intends to fund 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 Company 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. No assurances can be made that management will be successful in pursuing any of these strategies.

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

NOTE 3 – LOANS WITH RELATED PARTY

	<u>September 30, 2016</u>	<u>December 31, 2015</u>
Loan with related party	\$ 97,449	\$ 860,743

The above loans at September 30, 2016 are from B2 Opportunity Fund, LLC, an affiliate, and are unsecured, bear no interest and are repayable on demand.

NOTE 4 – STOCKHOLDERS' EQUITY**Common Stock**

On February 9, 2016, the Company agreed to sell to the Mazzal Trust the real property which the Trust had previously sold to the Company, and the Trust returned to the Company 149,950,000 of the 150,000,000 shares of the Company's common stock owned by the Trust. These shares returned to the Company were canceled (see NOTE 5).

Command Control Center Corp. ("Command Control"), a wholly owned subsidiary of the Company, filed an S-1 registration statement in March 2015 to register the sale by Command Control of up to 80,000,000 shares of its common stock in an initial public offering. As of the date of this Quarterly Report, Command Control had received comments from the SEC on the registration statement and plans to reply to these comments and pursue this filing until it is declared effective. No shares of Command Control's common stock had been sold under the registration statement as of the date of this Report.

On June 1, 2016, the Company filed a registration statement under Form S-8 to register 40,000,000 common shares under its 2015 Incentive Stock Option and Restricted Stock Plan, which was adopted by the shareholders of the Company on January 15, 2015.

On June 6, 2016, the Company entered into a one year consulting agreement which agreement called for the issuance of 5,000,000 shares of the Company's common stock which shares were issued pursuant to the above S-8. The fair value of the shares was based on the trading price of the Company's common stock and aggregated \$500,000. The value of the shares is being charged to operations over the one year term and \$166,667 was charged to operations during the period and \$333,333 has been recorded as deferred compensation.

On September 28, 2016, the Company entered into an employment agreement with David Baker to serve as our Senior Vice President, which agreement called for the issuance of 500,000 shares of the Company's common stock as well as the granting of 5,000,000 options to purchase shares of the Company's common stock. These options have a strike price of \$0.10 per share, a three-year term, and vest quarterly two options for every dollar of net operating income before tax recognized by the Company. To date no options have been issued. The issuance of the 500,000 shares of common stock to Mr. Baker was charged to operations during the quarter at the fair value of the shares on the date of issuance, \$30,500.

NOTE 5 – RELATED PARTY TRANSACTIONS AND DISPOSITION OF ASSETS

Balances and transactions between the Company and its subsidiaries have been eliminated in consolidation and are not disclosed in this note. The following persons have been identified as related parties:

Mr. Nissim Trabelsi – Former director and stockholder – no longer a related party as of February 9, 2016.

The Mazzal Living Trust – Former majority stockholder – no longer a related party as of February 9, 2016.

Lone Cypress, LLC – managed by Christopher Floyd, our CEO and director, directly owns 30.07% of our common stock.

On February 9, 2016, the Company, Nissim Trabelsi, Shawn Telsi, the Mazzal Living Trust, the majority shareholder of the Company (the "Trust"), and B2 Opportunity Fund, LLC, a Nevada limited liability company ("B2"), entered into an Amended Master Stock Purchase Agreement (the "Master Agreement").

Pursuant to the Master Agreement, Mr. Trabelsi and Mr. Telsi agreed to sell all of the shares of the Company's common stock owned by them, 45,800,000 shares and 9,500,000 shares, respectively, to B2 or B2's designees. In connection with the Master Agreement, B2 paid \$315,000 to Mr. Trabelsi for his and Mr. Telsi's shares.

Also in connection with the Master Agreement, the Company agreed to sell to the Trust all of its real property with a carrying value of \$1,897,000, and the Trust assumed a related party loan with a carrying value of \$853,521 and accounts payable and accrued expenses with a carrying value of \$24,500. In exchange the Trust returned to the Company 149,950,000 of the 150,000,000 shares of the Company's common stock owned by the Trust. In connection with the execution of the Master Agreement, the Company canceled the 149,950,000 shares of common stock conveyed by the Trust.

In connection with the sale of his and Mr. Telsi's shares, Mr. Trabelsi appointed Christopher J. Floyd to the Board of Directors of the Company and to the Board of Directors of Command Control. Mr. Trabelsi also appointed Mr. Floyd as the CEO, CFO, and Secretary of both the Company and of Command Control. Following Mr. Trabelsi's appointment of Mr. Floyd to the boards of directors and as officer of the Company and Command Control, Mr. Trabelsi resigned from all positions with the Company and with Command Control, effective immediately.

NOTE 6 – LITIGATION

On September 26, 2016, the Company filed in the United States District Court for the Middle District of Florida a Complaint against defendants The Mazzal Trust, Nissim S. Trabelsi and Shawn Telsi (collectively the "Defendants"), seeking the disgorgement of profits obtained by Defendants and certain of their shareholder affiliates defined under Rule 16a-1(a)(1) under the Exchange Act defined below (collectively, the "Group") through "short swing profits" in violation of Section 16(b) of the Securities Exchange Act of 1934 (the "Exchange Act"). Specifically, the Company alleged that the Group acted under the guidance and control of the Defendants, whose individual defendants had filed forms 3 and 4 with the Securities and Exchange Commission (the "SEC"), declaring themselves to be "insiders" for the purpose of Section 16(b).

The Group owned 100% of the shares of Registrant at the time that members of the Group were engaged in the sale and purchase of such shares. The sales and purchases referenced all occurred within six months of other sales and purchases, subjecting Defendants to disgorge to the Company all profits made by the Group in such sales and purchases.

As detailed in paragraphs 16-22 of the Complaint, the total profits received by the Group is \$1,695,689. Accordingly, the Company has demanded the return of all such profits to the Company plus the statutory payment of attorneys' fees. The return of such profits from Defendants to the Company would materially improve the financial condition of the Company; however, it is uncertain at the date of this filing the actual amount, if any, to be recovered and when such recovery might occur. As such, no provision for any recovery has been recognized on the company's financial statements.

CAUTIONARY STATEMENT FOR FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). We have based these forward-looking statements on our current expectations and projections about future events, and they are applicable on as of the dates of such statement. These forward-looking statements are subject to known and unknown risks, uncertainties and assumptions about us 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 such forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as “may,” “will,” “should,” “could,” “would,” “forecast,” “expect,” “plan,” “anticipate,” “believe,” “estimate,” “continue,” or the negative of such terms or other similar expressions. Factors that might cause or contribute to such a discrepancy include, but are not limited to, those listed under the heading “Risk Factors” and those listed in our other SEC filings. You should not put undue reliance on any forward-looking statements. These statements speak only as of the date of this Quarterly Report on Form 10-Q, even if subsequently made available on our website or otherwise, and we undertake no obligation to update or revise these statements to reflect events or circumstances occurring after the date of this Quarterly Report on Form 10-Q. The following discussion should be read in conjunction with our Financial Statements and related Notes thereto included elsewhere in this report. Throughout this Quarterly Report on Form 10-Q we will refer to Znergy, Inc., together with its subsidiaries, as the “Company,” “we,” “us,” and “our.”

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations

Overview

The Company was formed in January 2013 as a Nevada corporation. The original business plan of the Company was to build and sell multi-family housing projects. The Company acquired a parcel of land in Taunton, Massachusetts, from The Mazzal Trust, a trust of which the founder of the Company, Nissim Trabelsi, was the Trustee, in exchange for shares of the Company’s common stock, and began development of the project and construction of multi-family units.

Subsequently, on October 26, 2015, the Company acquired Global ITS, Inc., a Wyoming corporation (“Global”), and its wholly owned subsidiary, Znergy, Inc., a Florida corporation (“Znergy”), in order to expand into the Energy Efficiency (EE) marketplace, focusing on commercial lighting and green project financing.

On February 9, 2016, the Company agreed to sell to The Mazzal Trust the real property which the Trust had previously sold to the Company, and the Trust returned to the Company 149,950,000 of the 150,000,000 shares of the Company’s common stock owned by the Trust, which shares were cancelled. The Company is now focused solely on the EE marketplace. Both of these transactions are discussed in more detail below.

Recent Developments

Global ITS Transaction

Share Exchange Agreement

On October 26, 2015, the Company entered into a Share Exchange Agreement (the “Agreement”) with Global ITS, Inc., a Wyoming corporation (“Global”), and the shareholders of Global, pursuant to which we exchanged 120,000,000 of our common shares (the “Company Shares”) for 24,000,000 Global common shares held by Global’s shareholders representing 100% of Global’s outstanding shares (the “Share Exchange”). The transaction was reported in, and the Agreement was filed as an exhibit to, a Current Report filed with the SEC on October 27, 2015.

Change in Control Transaction

On February 9, 2016, the Company, Nissim Trabelsi, Shawn Telsi, the Mazzal Living Trust, the majority shareholder of the Company (the “Trust”), and B2 Opportunity Fund, LLC, a Nevada limited liability company (“B2”), entered into an Amended Master Stock Purchase Agreement (the “Master Agreement”).

Pursuant to the Master Agreement, Mr. Trabelsi and Mr. Telsi agreed to sell all of the shares of the Company’s common stock owned by them, 45,800,000 shares and 9,500,000 shares, respectively, to B2 or B2’s designees. In connection with the Master Agreement, B2 paid \$315,000 to Mr. Trabelsi for his and Mr. Telsi’s shares.

Also in connection with the Master Agreement, the Company agreed to sell to the Trust all of its real property with a carrying value of \$1,897,000, and the Trust assumed the related party loan with a carrying value of \$853,521 and accounts payable and accrued expenses with a carrying value of \$24,500. In exchange, the Trust returned to the Company 149,950,000 of the 150,000,000 shares of the Company's common stock owned by the Trust. In connection with the execution of the Master Agreement, the Company canceled the 149,950,000 shares of common stock conveyed by the Trust.

In connection with his sale of his and Mr. Telsi's shares, Mr. Trabelsi appointed Christopher J. Floyd to the Board of Directors of the Company and to the Board of Directors of Command Control Center Corp. ("Command Control"), a wholly owned subsidiary of the Company. Mr. Trabelsi also appointed Mr. Floyd as the CEO, CFO, and Secretary of both the Company and of Command Control. Following Mr. Trabelsi's appointment of Mr. Floyd to the boards of directors and as an officer of the Company and Command Control, Mr. Trabelsi resigned from all positions with the Company and with Command Control, effective immediately.

Results of Operations

The Company had revenues of \$14,701 and \$25,900 for the nine-month periods ended September 30, 2016, and September 30, 2015, respectively. The Company had revenues of \$2,461 and \$0- for the three-month periods ended September 30, 2016, and September 30, 2015, respectively. Revenues in 2016 are comprised of consulting fees to clients using the Znergy quoting and financial platform.

The Company had general and administrative expenses of \$373,490 and \$20,441 for the nine-month periods ended September 30, 2016, and September 30, 2015, respectively. The Company had general and administrative expenses of \$231,754 and \$2,839 for the three-month periods ended September 30, 2016, and September 30, 2015, respectively. General and administrative expenses in 2016 comprised primarily of Consulting expenses including a \$167,667 charge in June 2016 in the form of the issuance of stock for services.

The Company had a net loss of \$351,653 for the nine-month periods ended September 30, 2016 and net income of \$5,459 for the nine-month period ended September 30, 2015. The Company had net losses of \$229,293 and \$2,839 for the three-month periods ended September 30, 2016 and September 30, 2015, respectively.

Liquidity and Capital Resources

As of September 30, 2016, the Company had total current assets of \$51,782 comprising \$8,961 in cash, \$23,480 in accounts receivable and \$19,341 in inventory and total current liabilities of \$257,637 comprising \$21,811 in accounts payable, \$105,377 in accrued expenses, \$33,000 in customer deposits and \$97,449 in a loan with a related party. Use of funds consisted of professional fees of \$107,129 while the primary source of funds was advances from our affiliate in the amount of \$97,000. There are no guarantees that our affiliate will continue to advance funds to the Company to sustain our operations.

Discussion

Our auditors have issued an explanatory note regarding our ability to continue as a going concern. This means that our auditors believe there is substantial doubt that we can continue as an on-going business for the next 12 months. Our auditor's opinion is based on our suffering recurring losses, having no material revenue generating operations, and having a working capital deficiency. The opinion results from the fact that we have not generated material revenues and no material revenues are anticipated until we acquire the required licenses and complete our initial development. Accordingly, we must raise cash from sources other than operations. Our only other source for cash at this time is investments by and loans from others in our company.

We have two officers, Christopher Floyd, our CEO, CFO and Director, and David Baker, our Senior Vice President, who is in charge of sales and operations. Mr. Floyd is responsible for our managerial and organizational structure which will include preparation and implementation of disclosure and accounting controls under the Sarbanes Oxley Act of 2002. When these controls are implemented, Mr. Floyd, together with any other executive officers in place at that time, will be responsible for the administration of the controls.

As of September 30, 2016, we needed to raise cash to implement our business plan. The amount of funds which the Company needed to raise that management believed would allow us to implement our business strategy is approximately \$350,000.

As of September 30, 2016, management believed that generating revenues in the next six to twelve months was important to support our planned ongoing operations. However, we cannot guarantee that we will generate such growth. If we do not generate sufficient cash flow to support our operations over the next 12 to 18 months, we will need to raise additional capital by issuing capital stock in exchange for cash or obtain loans in order to continue as a going concern. There are no formal or informal agreements to attain such financing. We cannot assure you that any financing can be obtained or, if obtained, that it will be on reasonable terms. Without realization of additional capital, it would be unlikely for us to continue as a going concern.

Our management does not anticipate the need to hire additional full or part-time employees of the Company or our subsidiaries over the next six months unless business development permits and requires us to, as the services provided by our two officers and our director appears sufficient at this time. We believe that our operations are currently on a small scale that is manageable by a few individuals. Further, we believe that the services provided by our officers and our director are sufficient for the operations of our subsidiary Global, and of its subsidiary Znergy. In addition, we may utilize professionals that will be considered independent contractors. We do not intend to enter into any employment agreements with any of these professionals. Thus, these persons are not intended to be employees of the Company.

Our management does not expect to incur significant research and development costs in 2016.

We currently do not own any significant property or equipment.

Plan of Operation

The Company's strategic focus and business plan is in selling products and services in the Energy Efficiency ("EE") marketplace and in financing EE projects for third parties. The Company's management will assess the Company's capital needs and will provide additional information relating to the Company's planned operations going forward.

Critical Accounting Policies

The SEC has issued Financial Reporting Release No. 60, "Cautionary Advice Regarding Disclosure About Critical Accounting Policies" ("FRR 60"), suggesting companies provide additional disclosure and commentary on their most critical accounting policies. In FRR 60, the Commission has defined the most critical accounting policies as the ones that are most important to the portrayal of a company's financial condition and operating results, and require management to make its most difficult and subjective judgments, often as a result of the need to make estimates of matters that are inherently uncertain. Based on this definition, the Company's most critical accounting policies include: (a) use of estimates and (b) share based payments. The methods, estimates and judgments the Company uses in applying these most critical accounting policies have a significant impact on the results the Company reports in its financial statements.

(a) Use of Estimates

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

(b) Share based payments

The Company accounts for the issuance of equity instruments to acquire goods and/or services based on the fair value of the goods and services or the fair value of the equity instrument at the time of issuance, whichever is more readily determinable. The Company's accounting policy for equity instruments issued to consultants and vendors in exchange for goods and services follows the provisions of standards issued by the Financial Accounting Standards Board ("FASB"). The measurement date for the fair value of the equity instruments issued is determined at the earlier of (i) the date at which a commitment for performance by the consultant or vendor is reached or (ii) the date at which the consultant or vendor's performance is complete. In the case of equity instruments issued to consultants, the fair value of the equity instrument is recognized over the term of the consulting agreement.

JOBS Act

On April 5, 2012, the JOBS Act was signed into law. The JOBS Act contains provisions that, among other things, reduce certain reporting requirements for qualifying public companies. As an "emerging growth company," we have the option to delay adoption of new or revised accounting standards until those standards would otherwise apply to private companies, until the earlier of the date that (i) we are no longer an emerging growth company or (ii) we affirmatively and irrevocably opt out of the extended transition period for complying with such new or revised accounting standards. We have elected to opt out of this extended transition period. As noted, this election is irrevocable.

We suggest that our significant accounting policies, as described in our financial statements in the Summary of Significant Accounting Policies included in our Form 10-K filing of December 31, 2015, be read in conjunction with this Management's Discussion and Analysis of Financial Condition and Results of Operations.

Recent Accounting Pronouncements

In August 2014, the FASB issued ASU No. 2014-15 on "*Presentation of Financial Statements Going Concern (Subtopic 205-40) – Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern*". This Update provides guidance about management's responsibility to evaluate whether there is substantial doubt about an entity's ability to continue as a going concern or to provide related footnote disclosures. The amendments require management to assess an entity's ability to continue as a going concern by incorporating and expanding upon certain principles that are currently in U.S. auditing standards. The amendments in this Update are effective for public and nonpublic entities for annual periods ending after December 15, 2016. We are currently assessing the impact of the adoption of ASU No. 2014-15, and we have not yet determined the effect of the standard on our ongoing financial reporting.

We believe that no other recently issued or proposed accounting standards will have a material effect on our financial statements.

Off-Balance Sheet Arrangements

None.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Not applicable.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Disclosure controls and procedures are the controls and other procedures that are designed to provide reasonable assurance that information required to be disclosed by the issuer in the reports that it files or submits under the Securities Exchange Act of 1934, as amended (the "Exchange Act") is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer's management, including the principal executive and principal financial officer, or persons performing similar functions, as appropriate, to allow timely decisions regarding required disclosure. Any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives.

We have carried out an evaluation, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, who is the same person, of the effectiveness of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act as of the end of the period covered by this Quarterly Report.

Based upon that evaluation we have concluded that our disclosure controls and procedures were ineffective as of the end of the period covered by this report due to a material weakness in our internal control over financial reporting, which is described below.

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934). Management has assessed the effectiveness of our internal control over financial reporting as of September 30, 2016, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. As a result of this assessment, management concluded that, as of September 30, 2016, our internal control over financial reporting was not effective. Our management identified the following material weaknesses in our internal control over financial reporting, which are indicative of many small companies with small staff: (i) inadequate segregation of duties and effective risk assessment; and (ii) insufficient written policies and procedures for accounting and financial reporting with respect to the requirements and application of both US GAAP and SEC guidelines.

Although we plan to take steps to enhance and improve the design of our internal control over financial reporting, during the period covered by this quarterly report on Form 10-Q, we have not been able to remediate the material weaknesses identified above. To remediate such weaknesses, we hope to implement the following changes during our fiscal year ending December 31, 2016: (i) appoint additional qualified personnel to address inadequate segregation of duties and ineffective risk management; and (ii) adopt sufficient written policies and procedures for accounting and financial reporting. The remediation efforts set out in (i) and (ii) are largely dependent upon our securing additional financing to cover the costs of implementing the changes required. If we are unsuccessful in securing such funds, remediation efforts may be adversely affected in a material manner.

Changes in Internal Control over Financial Reporting

There was no change in the Company's internal control over financial reporting that occurred during the Company's most recently completed fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

Other than described below, we know of no pending legal proceedings to which we are a party which are material or potentially material, either individually or in the aggregate. We are from time to time, during the normal course of our business operations, subject to various litigation claims and legal disputes. We do not believe that the ultimate disposition of any of these matters will have a material adverse effect on our consolidated financial position, results of operations or liquidity.

On September 26, 2016, the Company filed in the United States District Court for the Middle District of Florida a Complaint against defendants The Mazzal Trust, Nissim S. Trabelsi and Shawn Telsi (collectively the "Defendants"), seeking the disgorgement of profits obtained by Defendants and certain of their shareholder affiliates defined under Rule 16a-1(a)(1) under the Exchange Act defined below (collectively, the "Group") through "short swing profits" in violation of Section 16(b) of the Securities Exchange Act of 1934 (the "Exchange Act"). Specifically, the Company alleged that the Group acted under the guidance and control of the Defendants, whose individual defendants had filed forms 3 and 4 with the Securities and Exchange Commission (the "SEC"), declaring themselves to be "insiders" for the purpose of Section 16(b).

The Group owned 100% of the shares of Registrant at the time that members of the Group were engaged in the sale and purchase of such shares. The sales and purchases referenced all occurred with six months of other sales and purchases, subjecting Defendants to disgorge to the Company all profits made by the Group in such sales and purchases.

As detailed in paragraphs 16-22 of the Complaint, the total profits received by the Group is \$1,695,689. Accordingly, the Company has demanded the return of all such profits to the Company plus the statutory payment of attorneys' fees. The return of such profits from Defendants to the Company would materially improve the financial condition of the Company; however, it is uncertain at the date of this filing the actual amount, if any, to be recovered and when such recovery might occur. As such, no provision for any recovery has been recognized on the company's financial statements

Item 5. Other Information.

Amendment of Articles of Incorporation; Name Change; Status

On May 31, 2016, the Company filed a definitive information statement on Schedule 14C to provide information to the Company's stockholders relating to an action taken by the holders of a majority of the outstanding shares of common stock to amend the Company's articles of incorporation to change the name of the Company from Mazzal Holding Company to Znergy, Inc. The Board of Directors of the Company approved the amendment and name change and recommended the amendment to the shareholders of the Company. On May 13, 2016, the holders of 94,498,335 shares of the Company's common stock, constituting approximately 52.48% of the outstanding shares, approved the amendment and the name change.

On July 15, 2016, the Company filed its Amended and Restated Articles of Incorporation with the State of Nevada to effectuate the name change. As of the date of this Report, the Company had filed a notice of corporate action with FINRA, and was working with FINRA to complete the approval process to effectuate the name change in the trading market.

Item 6. Exhibits

(a) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	Articles of Incorporation for BIDC (previously filed as an exhibit to the Company's registration statement on Form S-1, filed with the Commission on June 10, 2013)
3.2	Bylaws of BIDC (previously filed as an exhibit to the Company's registration statement on Form S-1, filed with the Commission on June 10, 2013)
3.3	Amended and Restated Articles of Incorporation, as filed with the Nevada Secretary of State on July 15, 2016
10.1	Share Exchange Agreement, dated as of October 26, 2015 (previously filed as an exhibit to the Company's Current Report on Form 8-K, filed with the Commission on October 27, 2015)
10.2	Master Stock Purchase Agreement (previously filed as an exhibit to the Company's Current Report on Form 8-K, filed with the Commission on February 12, 2016)
10.3	Employment Agreement with Dave Baker (previously filed as an exhibit to the Company's Current on Form 8-K, filed with the Commission on October 4, 2016)
31	Certification of the Chief Executive Officer/Chief Financial Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a).
32	Certification of CEO and CFO pursuant to 18 U.S.C. §1350 as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002.
101 INS	XBRL Instance Document*
101 SCH	XBRL Schema Document*
101 CAL	XBRL Calculation Linkbase Document*
101 DEF	XBRL Definition Linkbase Document*
101 LAB	XBRL Labels Linkbase Document*
101 PRE	XBRL 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.

ZENERGY, INC.

By: /s/ Christopher J. Floyd

Christopher J. Floyd
President, CEO, CFO, Director
(Principal Executive Officer, Principal Financial Officer)

Date: November 16, 2016

**Certification of the Chief Executive Officer/Chief
Financial Officer pursuant to
Rule 13a-14(a) or Rule 15d-14(a)**

I, Christopher J. Floyd, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Znergy, 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 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 the 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.

Dated: November 16, 2016

By: /s/ Christopher J. Floyd
Christopher J. Floyd
Chief Executive Officer, Chief Financial Officer

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

In connection with the Quarterly Report on Form 10-Q of Znergy, Inc. (the "*Company*") for the three and nine month periods ending September 30, 2016, as filed with the Securities and Exchange Commission as of and on the date hereof (the "*Report*"), Christopher Floyd, Chief Executive Officer and Chief Financial Officer of the Company, hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to his 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 results of operations of the Company.

Dated: November 16, 2016

By: /s/ Christopher J. Floyd
Christopher J. Floyd
Chief Executive Officer, Chief Financial Officer

This certification accompanies each Report pursuant to § 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by the Company for purposes of § 18 of the Securities Exchange Act of 1934, as amended.

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.