

Edgar Filing: WINCROFT INC - Form 10QSB

WINCROFT INC  
Form 10QSB  
November 10, 2005

U.S. SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 10-QSB

(Mark One)

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

For the quarterly period ended September 30, 2005  
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Transition report under Section 13 or 15 (d) of the Exchange Act

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 0-12122  
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WINCROFT, INC.

-----  
(Exact Name of Small Business Issuer as Specified in Its Charter)

Colorado

84-0601802

-----  
(State or Other Jurisdiction of  
Incorporation or Organization)

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

18170 Hillcrest, Suite 100, Dallas, Texas 75252

-----  
(Address of Principal Executive Offices)

(972) 612 1400

-----  
(Issuer's Telephone Number, Including Area Code)

-----  
(Former Name, Former Address and Former Fiscal Year,  
if Changed Since Last Report)

Check whether the issuer: (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 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 past 90 days.  Yes  No

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PRECEDING FIVE YEARS

Check whether the registrant filed all documents and reports required to be filed by Section 12, 13, or 15 (d) of the Exchange Act after the distribution of securities under a plan confirmed by a court.  Yes  No

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

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APPLICABLE ONLY TO CORPORATE ISSUERS

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: 4,440,100 common stock, no par value.

WINCROFT, INC.  
and subsidiary

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WINCROFT, INC.  
and subsidiary

## PART I. FINANCIAL INFORMATION

### Item 1. Financial Statements

BALANCE SHEET  
(Unaudited)  
ASSET

December 31,  
2004  
-----

Current Assets:

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|   |    |             |
|---|----|-------------|
| Cash  | \$ | 150         |
| Total Assets  | \$ | 150         |
| LIABILITIES AND STOCKHOLDERS' EQUITY                  |    |             |
| LIABILITIES AND STOCKHOLDERS' EQUITY                  |    |             |
| Current liabilities                                   |    |             |
| Accounts payable                                      | \$ | 11,148      |
| TOTAL LIABILITIES                                     | \$ | 11,148      |
| Stockholders' Equity (Deficit):                       |    |             |
| Common stock no par value,                            |    |             |
| 75,000,000 shares authorized; 4,440,100 shares        |    |             |
| issued and outstanding                                |    | 10,280      |
| Preferred Stock 25,000,000 authorized \$.01 par value |    |             |
| None issued   |    |             |
| Additional paid in capital                            |    | 1,168,152   |
| Retained Earnings (Deficit)                           |    | (1,188,297) |
| Less treasury stock, 7,496,223 shares at cost         |    | (1,133)     |
|   |    | (10,998)    |
| TOTAL STOCKHOLDERS' EQUITY (DEFICIT)                  | \$ | 150         |

See accompanying notes to these financial statements.

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WINCROFT, INC. and subsidiary  
CONSOLIDATED STATEMENTS OF OPERATIONS  
(UNAUDITED)

|                          | Three Months Ended<br>September 30, |       | Six Months Ended<br>September 30, |         |
|--------------------------|-------------------------------------|-------|-----------------------------------|---------|
|                          | 2005                                | 2004  | 2005                              | 2004    |
|                          | -----                               | ----- | -----                             | -----   |
| Sales                    | \$                                  | --    | \$                                | --      |
| Cost of Sales            |                                     | --    |                                   | --      |
| Gross Profit             |                                     | --    |                                   | --      |
| Operating Expenses:      |                                     |       |                                   |         |
| Administrative expenses  |                                     | 383   | 950                               | 1,583   |
|                          |                                     | 950   | 1,583                             | 950     |
| Total Operating Expenses |                                     | 383   | 950                               | 1,583   |
| Net Income (Loss)        | \$                                  | (383) | \$                                | (950)   |
|                          |                                     | (950) | \$                                | (1,583) |
|                          |                                     |       | \$                                | (950)   |

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|  |    |           |    |           |    |           |    |           |
|--|----|-----------|----|-----------|----|-----------|----|-----------|
| Net Income (Loss) per share*                     | \$ | --        | \$ | --        | \$ | --        | \$ | --        |
| Weighted Average Number of<br>Shares outstanding |    | 4,440,100 |    | 4,440,100 |    | 4,440,100 |    | 4,440,100 |

\*less than (.01) per share

See accompanying notes to these financial statements.

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WINCROFT, INC. and subsidiary  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(UNAUDITED)

|  | Six Months Ended<br>September 30, |          |
|--|-----------------------------------|----------|
|  | 2005                              | 2004     |
|  | -----                             | -----    |
| CASH FLOWS FROM OPERATING ACTIVITIES:  |                                   |          |
| Net income (loss)  | \$ (1,583)                        | \$ (950) |
| Adjustments to reconcile net income (loss)<br>to net cash from operating activities: |                                   |          |
| Increase in accounts payable   | 1,583                             | 950      |
| Net cash used by operating activities  | --                                | --       |
| CASH FLOW FROM INVESTING ACTIVITIES:   |                                   |          |
| Net cash used by investing activities  | --                                | --       |
| CASH FLOW FROM FINANCING ACTIVITIES:   |                                   |          |
| Net cash provided (used) by financing activities                                     | --                                | --       |
| NET INCREASE (DECREASE) IN CASH  | --                                | --       |
| CASH AT BEGINNING OF PERIOD  | 150                               | 150      |
| CASH AT END OF PERIOD  | \$ 150                            | \$ 150   |
| SUPPLEMENTAL INFORMATION:  |                                   |          |
| Cash paid for interest   | \$ --                             | \$ --    |
| Cash paid for income taxes   | \$ --                             | \$ --    |

See accompanying notes to these financial statements.

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WINCROFT, INC. and subsidiary  
NOTES TO CONDENSED FINANCIAL STATEMENTS  
(UNAUDITED)

Financial Statements  
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The accompanying unaudited financial statements have been prepared in accordance with the instructions to Form 10-QSB and do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements.

In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. These statements should be read in conjunction with the audited financial statements and notes thereto included in the Registrant's annual Form 10-KSB for the year ended March 31, 2005.

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

There was no revenue for the period. The loss for the period was \$1,583 compared with a loss of \$950 for the previous year. This was due to administrative expenses. The Company is now seeking merger opportunities.

#### Liquidity and Capital Resources

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The Registrant has met its shortfall of funds from operations during prior periods by the sale of its majority owned subsidiaries assets, and by borrowing from its Directors and companies affiliated with its Directors. Net cash used by operating activities for the period was \$0 (\$0 2004). Net cash used by investing activities was \$0 (\$0 in 2004) and by financing activities was \$0 (\$0 in 2004).

The Registrant's present needs for liquidity principally relates to its obligations for its SEC reporting requirements and the minimal requirements for record keeping. The Registrant has limited liquid assets available for its continuing needs. In the absence of any additional liquid resources, the Registrant will be faced with cash flow problems.

### Item 3. Controls and Procedures

As of the end of the period covered by this quarterly report, our Chief Executive Officer and Chief Financial Officer (the "Certifying Officer") conducted evaluations of our disclosure controls and procedures. As defined under Sections 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934 Act, as amended (the "Exchange Act") the term "disclosure controls and procedures" means controls and other procedures of an issuer that are designed to ensure that information required to be disclosed by the issuer in the reports that it files or submits under the Exchange Act is recorded, processed,

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summarized and reported, within the time periods specified in the SEC'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 Certifying Officer, to allow timely decisions regarding required disclosure. Based on this evaluation, the Certifying Officer has concluded that our disclosure controls and procedures were effective to ensure that material information is recorded, processed, summarized and reported by our management on a timely basis in order to comply with our disclosure obligations under the Exchange Act, and the rules and regulations promulgated thereunder.

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### PART II - OTHER INFORMATION

#### Item 6. Exhibits and Reports on Form 8-K.

##### (a) Exhibits:

- (1) Articles of Incorporation: Incorporated by reference to Registration Statement filed on Form 10, May 10, 1984; File No. 0-12122
  - (2) Bylaws: Incorporated by reference as immediately above.
- 31.1 Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) or Rule 15d-14(a).
- 31.2 Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) or Rule 15d-14(a).
- 32.1 Certification of Chief Executive Officer Pursuant to Rule 13a-14(b) or Rule 15d-14(b) and 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2 Certification of Chief Financial Officer Pursuant to Rule 13a-14(b) or Rule 15d-14(b) and 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

### SIGNATURES

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

WINCROFT, INC.  
(Registrant)

By: /s/ Daniel Wettreich

-----  
Daniel Wettreich,  
President

Date: November 9, 2005