

WINCROFT INC
Form 10QSB
November 19, 2007

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, 2007

Transition report under Section 13 or 15 (d) of the Exchange Act

For the transition period from _____ to _____

Commission file number 0-12122

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.)

c/o American Union Securities

100 Wall St. 15th Floor New York, NY 10005

(Address of Principal Executive Offices)

(212) 232-0120

(Issuer's Telephone Number, Including Area Code)

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730 W Randolph, Suite 600, Chicago, IL 60661

(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

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.

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PART I. FINANCIAL INFORMATION**Item 1. Financial Statements**

Wincroft, Inc.
BALANCE SHEET
(unaudited)

September 30,
2007

ASSETS

CURRENT ASSETS:

| | | |
|----------------------|----|---|
| Cash | \$ | - |
| Total Current Assets | | - |
| | \$ | - |

LIABILITIES AND STOCKHOLDERS' DEFICIENCY

CURRENT LIABILITIES:

| | | |
|---------------------------------------|----|--------|
| Accounts payable and accrued expenses | \$ | 1,200 |
| Related party payables | | 14,895 |
| Total Current Liabilities | | 16,095 |

COMMITMENTS & CONTINGENCIES -

STOCKHOLDERS' DEFICIENCY

| | | |
|---|--|-------------|
| Preferred stock, \$.01 par value; 25,000,000 shares authorized, none issued and outstanding | | - |
| Common stock, no par value; 75,000,000 shares authorized, 4,440,100 issued and outstanding | | 10,280 |
| Additional paid-in capital | | 1,183,426 |
| Accumulated (Deficit) | | (1,208,668) |
| Less treasury stock, 8,196,223 shares at cost | | (1,133) |

Total Stockholder's deficiency (16,095)

\$ -

3

Wincroft, Inc.
STATEMENTS OF OPERATIONS
(unaudited)

| | <u>For the three months</u> <u>ended</u> September 30, 2007 | | 2006 | <u>For the six months</u> <u>ended</u> September 30, 2007 | | 2006 | |
|---|--|-----------|------|--|----|-----------|--------------|
| Revenues | \$ | - | \$ | - | \$ | \$ | |
| General and Administrative Expenses | | 2,121 | | 454 | | 12,534 | 1,954 |
| NET LOSS FROM OPERATIONS | | (2,121) | | (454) | | (12,534) | (1,954) |
| NET LOSS BEFORE INCOME TAXES | | (2,121) | | (454) | | (12,534) | (1,954) |
| PROVISION FOR INCOME TAXES | | - | | - | | - | - |
| NET LOSS | \$ | (2,121) | \$ | (454) | \$ | (12,534) | \$ (1,954) |
| NET LOSS PER SHARE - BASIC and DILUTED | \$ | (0.00033) | \$ | (0.00010) | \$ | (0.00282) | \$ (0.00044) |
| WEIGHTED AVERAGE OF COMMON SHARES OUTSTANDING - BASIC and DILUTED | | 4,440,100 | | 4,440,100 | | 4,440,100 | 4,440,100 |

Wincroft, Inc.
STATEMENT OF CASH FLOWS
(unaudited)

| | <u>For the six months ended</u> | |
|--|---------------------------------|-----------------------|
| | September 30, 2007 | September 30, 2006 |
| CASH FLOWS FROM OPERATING ACTIVITIES: | | |
| Net loss | \$ (12,534) | \$ (1,954) |
| Adjustments to reconcile net loss to net cash provided by (used) in operating activities: | | |
| Increase in accounts payable related party | 16,095 | |
| Decrease in accounts payable and accrued expenses | (3,561) | 1,954 |
| NET CASH PROVIDED BY (USED) IN OPERATING ACTIVITIES | - | - |
| CASH FLOWS FROM INVESTING ACTIVITIES: | - | - |
| CASH FLOWS FROM FINANCING ACTIVITIES: | - | - |
| NET DECREASE IN CASH | - | |
| CASH, beginning of the period | 0 | 150 |
| CASH, end of the period | \$ - | \$ 150 |
| Supplemental disclosures of cash flow information: | | |
| Cash paid: | | |
| Interest | 0 | 0 |
| Taxes | 0 | 0 |

WINCROFT, INC.

**NOTES TO CONDENSED FINANCIAL STATEMENTS
(UNAUDITED)**

Financial Statements

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, 2007.

On November 8, 2007 Ying Wang purchased 3,576,400 shares of Wincroft's Common Stock, or approximately 80.55% of the issued and outstanding Common Stock, and attained voting control of the company. The source of funds used by Ying Wang was his personal funds.

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 \$12,534 compared with a loss of \$1954 for the previous year. This was due to administrative expenses. The Company is now seeking merger opportunities.

Subsequent transaction:

On November 8, 2007 Ying Wang purchased 3,576,400 shares of Wincroft's Common Stock, or approximately 80.55% of the issued and outstanding Common Stock, and attained voting control of the company. The source of funds used by Ying Wang was his personal funds.

Liquidity and Capital Resources

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, net cash used by investing activities was \$0, and by financing activities was \$0 .

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, 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.

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/ Xiaojin Wang

Xiaojin Wang ,

President

Date: November 19 , 2007