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WINCROFT INC
Form 10QSB
February 11, 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 December 31, 2004

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.)

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

APPLICABLE ONLY TO CORPORATE ISSUERS

State the number of shares outstanding of each of the issuer's classes of common

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equity, as of the latest practicable date: 4,440,100 common stock, no par value.

WINCROFT, INC.
and subsidiary

INDEX

| | Page No. ----- |
|--|----------------------|
| Part I - FINANCIAL INFORMATION: | |
| Item 1. Condensed Balance Sheets | 3 |
| Condensed Statements of Operations | 4 |
| Condensed Statements of Cash Flows | 5 |
| Notes to Condensed Financial Statements (unaudited) | 6 |
| Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations | 6 |
| Part II - OTHER INFORMATION | 7 |

2

WINCROFT, INC. and subsidiary

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

BALANCE SHEET

| ASSET | December 31, 2004 ----- |
|-----------------|-------------------------------|
| Current Assets: | |
| Cash | \$ 150 |
| Total Assets | \$ 150 |

LIABILITIES AND STOCKHOLDERS' EQUITY

LIABILITIES AND STOCKHOLDERS' EQUITY
Current liabilities

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| | | |
|--|----|--------------------|
| Accounts payable | \$ | 9,415 |
| TOTAL LIABILITIES | \$ | 9,415 |
| 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 | | 1,168,052 |
| Retained Earnings (Deficit) | | (1,186,564) |
| Less treasury stock, 7,496,223 shares at cost | | (1,133) (9,265) |
| | \$ | 150 |

See accompanying notes to these financial statements.

3

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

| | Three Months Ended December 31, | | Nine Months Ended December 31, | |
|--|------------------------------------|-----------|-----------------------------------|-----------|
| | 2004 | 2003 | 2004 | 2003 |
| | ----- | ----- | ----- | ----- |
| Sales | \$ -- | \$ -- | \$ -- | \$ -- |
| Cost of Sales | -- | -- | -- | -- |
| Gross Profit | -- | -- | -- | -- |
| Operating Expenses: | | | | |
| Administrative expenses | -- | -- | (950) | (950) |
| Total Operating Expenses | -- | -- | (950) | (950) |
| Net Income (Loss) | \$ -- | \$ -- | \$ (950) | \$ (950) |
| Net Income (Loss) per share* | \$ -- | \$ -- | \$ -- | \$ -- |
| Weighted Average Number of Shares outstanding | 4,440,100 | 4,440,100 | 4,440,100 | 4,440,100 |

*less than (.01) per share

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See accompanying notes to these financial statements.

4

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

| | Nine Months Ended December 31, | |
|--|-----------------------------------|----------|
| | 2004 | 2003 |
| | ----- | ----- |
| CASH FLOWS FROM OPERATING ACTIVITIES: | | |
| Net income (loss) | \$ (950) | \$ (950) |
| Adjustments to reconcile net income (loss) to net cash from operating activities: | | |
| Increase in accounts payable | 950 | 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.

5

WINCROFT, INC. and subsidiary
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

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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, 2004.

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 \$950 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

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 2003). Net cash used by investing activities was \$0 (\$0 in 2003) and by financing activities was \$0 (\$0 in 2003).

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.

6

PART II - OTHER INFORMATION

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

(a) Exhibits: NONE

(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.

(b) Reports on Form 8-K

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

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Date: February 11th, 2005