WINCROFT INC
Form 10KSB
July 16, 2007

U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 10-KSB
(Mark One)
x Annual report under Section 13 or 15 (d) of the Securities Exchange Act of 1934 (Fee required)

For the fiscal year ended March 31, 2007

o Transition report under Section 13 or 15 (d) of the Securities Exchange Act of 1934 (No fee required)

For the transition period from ______________ to ______________

Commission file number 0-12122
WINCROFT, INC.
(Name of Small Business Issuer in Its Charter)

Colorado	84-0601802
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)

730 West Randolph, 6th Floor, Chicago, Illinois 60661
(Address of Principal Executive Offices) (Zip Code)

(312) 454-0312
(Issuer's Telephone Number, Including Area Code)

18170 Hillcrest Road, Suite 100, Dallas, Texas,75252
(Former Address of Principal Executive Offices) (Zip Code)

(972) 612-1400
(Former Issuer's Telephone Number, Including Area Code)

Securities registered under Section 12(b) of the Exchange Act:

Title of Each Class	Name of Each Exchange on Which Registered
None	None

Securities registered under Section 12(g) of the Exchange Act:

Common Stock, No Par Value
(Title of Class)

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.
x Yes oNo

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-B is not contained in this form, and no disclosure will be contained, to the best of registrant's knowledge, in a definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB or any amendment to this Form 10-KSB. x

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

Issuer's revenues for the fiscal year ended March 31, 2007 was $- 0-. The aggregate market value of the common shares held by non- affiliates was $120,918 as of July 5 2007.

The number of shares outstanding of the Registrant's common stock no par value was 4,440,100.

Documents Incorporated by reference: NONE

PART 1

Item 1. Business

On March 14, 2007, Wincroft, Inc. ("Registrant" or "the Company") entered into a Common Stock Purchase Agreement (the “Purchase Agreement”) with Synergy Business Consulting, LLC (the “Wincroft Stock Purchaser”), pursuant to which we sold 3,576,400 shares of our common stock to the Wincroft Stock Purchaser in a private transaction for aggregate gross proceeds to the Company of $250,000.00 from one of the existing shareholders of the Company. The acquisition of shares by the Wincroft Stock Purchaser pursuant to the Purchase Agreement and from the existing shareholder is collectively referred to herein as the “Purchase”.

Upon the closing of the Purchase, the Wincroft Stock Purchaser acquired an aggregate of 3,576,400 shares of 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 the Wincroft Stock Purchaser was their respective working capital.

We are presently authorized to issue 75,000,000 shares of Common Stock. Prior to the closing, as of March 14, 2007, 4,440,100 shares of Common Stock were issued and outstanding. After the closing, as of March 14, 2007, there are 4,440,100 shares of Common Stock issued and outstanding.

Upon the closing of the Purchase, Bartly J. Loethen was appointed as a Director and the Chairman, Chief Financial Officer, President, Vice President, Treasurer and Secretary of the Company alongside current Director Daniel Wettreich. Mr. Wettreich resigned immediately upon the completion of the 10-day period beginning on the date of the filing of the Information Statement with the SEC pursuant to Rule 14f-1 of the 34 Act. Accordingly, Mr. Loethen now constitutes our entire board. Generally, the directors of the Company serve one year terms until their successors are elected and qualified. Mr. Loethen is not compensated for serving as either an officer or director of the company.

Before the Purchase, the Company had no operations or substantial assets, and intended to seek out and obtain candidates with which it could merge or whose operations or assets could be acquired through the issuance of common stock. Previously it was a technology company focusing on hardware and software solutions for audio and video communications over the Internet. Existing shareholders of Registrant will, in all probability, experience significant dilution of their ownership of Registrant and should experience an appreciation in the net book value per share. Management will place no restrictions on the types of businesses which may be acquired. In determining the suitability of a combination partner, Management will require that the business being acquired has a positive net worth, that it show evidence of being well-managed, and that its owners and management have a good reputation within the business community. Management intends to seek out business combination partners by way of its business contacts, including possible referrals from the Registrant's accountants and attorneys, and may possibly utilize the services of a business broker.

Its previous trading activities commenced on March 31, 1998 though the acquisition of VideoTalk a videoconferencing system for the Internet. The acquisition of VideoTalk was approved at a special meeting of shareholders of the Company on 18th May 1998 at which time the directors and management of the Company were changed and Mr. Jason Conway was appointed Director and President of the Company. The marketing and further development of VideoTalk proved unsuccessful and the asset has been written off in Registrants financial statements. On April 14, 2000 Mr. Conway resigned as a Director and Officer of the Company and was replaced by Mr. Daniel Wettreich.

Registrant is now seeking an acquisition and/or merger transaction, and is effectively a blind pool company.

The Company was organized in Colorado in May 1980 as part of a quasi-reorganization of Colspan Environmental Systems, and has made several acquisitions and divestments of businesses unrelated to its present activities.

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Acquisition and Divestments History

The Company restructured during 1986 with unrealizable assets being written off and the name of the Registrant being changed to Apache Resources Limited. Subsequently, the Company changed its name to Danzar Investment Group, Inc. and formed, developed and spun off to its stockholders five public companies, Pathfinder Data Group, Inc., Phoenix Network, Inc., WorthCorp, Inc., Forme Capital, Inc., and Whitehorse Oil and Gas Corporation, Inc. Following these distributions the Company had no investments in these companies. From 1988 to 1997 the Company had no business activities. Following a change in the Registrants name to Alexander Mark Investments (USA), Inc., the Company in May 1997 acquired a controlling interest in a U.K. public company, Meteor Technology, plc. of which Mr. Daniel Wettreich, the then President of the Company, was an officer and director. Mr. Wettreich is also an officer and director of Camelot Corporation which became the controlling shareholder of the Registrant at that time. On 20th March, 1998, Camelot Corporation transferred 51% of the outstanding shares in the Company to Forsam Venture Funding, Inc., a company affiliated with Mr. Wettreich. On 23rd March, 1998, the Company disposed of its sole asset being its shareholding in Meteor Technology, plc for $59,573. On 31st March 1998, the Company entered into an agreement with Third Planet Publishing, Inc., a wholly owned subsidiary of Camelot Corporation to purchase at Third Planet's historical cost all rights, title and interest to VideoTalk for $7,002,056 payable by the issuance of common and preferred shares in the Registrant and a Promissory Note in the amount of $2,000,000. The assets were valued at Third Planet Publishing's recorded value of $231,484. The purchase was conditional upon shareholder approval of the transaction and the completion of the acquisition of the majority of the outstanding stock of the Registrant by Mr. Jason Conway. These transactions were approved by shareholders on May 18, 1998 as well as the approval of a 100 for 1 forward stock split to increase the number of shares outstanding and various amendments to the Articles of Incorporation amongst other things.

Item 2. Properties

The Registrant currently maintains a mailing address at 730 West Randolph, Suite 600, Chicago, IL 60661, which is the address of its President. The Registrant pays no rent for the use of this mailing address. The Registrant does not believe that it will need to maintain an office at any time in the foreseeable future in order to carry out its plan of operations described herein.

Item 3. Legal Proceedings

There are no proceedings to which any director, officer or affiliate of the Registrant, or any owner of record (or beneficiary) of more than 5% of any class of voting securities of the Registrant is a party adverse to the Registrant.

Item 4. Submission of Matters to a Vote of Security Holders

No matters were submitted to a vote of security holders during the fourth quarter of the fiscal year covered by this report.

PART II

Item 5. Market for Registrant's Common Equity and Related Stockholder Matters

Registrant's Common Stock, no par value is traded over the counter (WNCF.PK) and the market for the stock has been relatively inactive. The range of low and high bid quotations for each calendar quarter period of the Registrant's previous two fiscal years, as supplied by the "pink sheets" of the National Quotation Bureau or the OTC Bulletin Board quotes available on the Internet are shown below. The quotations reflect interdealer prices, without retail markup, markdown or commission and do not necessarily reflect actual transactions.

Quarter Ending	Bid	Ask
March 31,2005	0.24	0.24
June 30,2005	0.11	0.11
September 30,2005	0.11	0.11
December 30,2005	0.11	0.11
March 31,2006	0.11	0.11
June 30,2006	0.11	0.11
September 30,2006	0.11	0.11
December 30,2006	0.11	0.11
March 31,2007	0.15	0.15

The Registrant has no outstanding options or warrants for the purchase of its Common Stock or any outstanding securities that are convertible into Common Stock.

As of May 9, 2007 there were approximately 369 shareholders of record of Registrant's Common Stock. Registrant has not paid cash dividends on its Common Stock and does not anticipate paying cash dividends in the foreseeable future.

Item 6. Management's Discussion and Analysis of Financial Condition and Result of Operations

During the year ended March 31, 2007 the Company incurred losses of $6,916 compared with $2,504 in 2006.

There were no revenues for the period. 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 borrowings from its Directors and companies affiliated with its Directors. There can be no assurance that the Company will be able to continue to fund operations by borrowing. Net cash used by operating activities was $(150) ($-0- in 2006). Net cash provided by investing activities was $-0- ($-0- in 2006) and by financing activities was $-0- ($-0- in 2006).

The Registrant's present needs for liquidity principally relates to its employees, facilities costs, marketing expenses, its obligations for 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. Registrant has no plans for significant capital expenditures during the next twelve months. Management believes that the present level of cash resources available to the Registrant will be sufficient for its needs over the next twelve months. There are no known trends demands, commitments or events that would result in or that is reasonably likely to result in the Company's equity increasing or decreasing in a material way other than the potential use of cash resources in the normal course of business or additional fund raising.

Item 7. Financial Statement and Supplementary Data

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Comiskey and Company, P.C.

789 Sherman Street Telephone (303) 830 2255 Suite 385
Denver, Colorado, 80203

Report of Independent Registered Public Accounting Firm

Board of Directors and Stockholders
Wincroft, Inc.

We have audited the accompanying balance sheet of Wincroft, Inc. as of March 31, 2007 and the related statements of operations, changes in stockholders' equity and cash flows for each of the years ended March 31, 2007 and March 31, 2006. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (U.S.). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Wincroft, Inc. as of March 31, 2007 and the results of its operations and its cash flows for each of the two years then ended in conformity with generally accepted accounting principles in the United States of America.

Comiskey and Company

Professional Corporation

July 16, 2007

WINCROFT, INC.
BALANCE SHEET

		March 31, 2007		March 31, 2006
ASSETS				
CURRENT ASSETS:				
Cash	$	-	$	150
Total Current Assets		-		150
Total Assets	$	-	$	150
LIABILITIES AND STOCKHOLDERS' DEFICIENCY				
CURRENT LIABILITIES:				
Accounts payable and accrued expenses	$	3,561	$	449
Related party payables		-		11,620
Total Current Liabilities		3,561		12,069
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		10,280
Additional paid-in capital		1,183,426		1,168,152
Accumulated (Deficit)		(1,196,134)		(1,189,218)
Less treasury stock, 8,196,223 shares at cost		(1,133)		(1,133)
Total Stockholder's deficiency		(3,561)		(11,919)
Total Liabilities & Stockholder's Equity	$	-	$	150

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

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WINCROFT, INC.
STATEMENTS OF OPERATIONS

	For the years ended March 31, 2007	For the years ended March 31, 2006
Revenues	$ -	$ -
General and Administrative Expenses	6,916	2,504
Total Expenses	6,916	2,504
NET LOSS BEFORE INCOME TAXES	(6,916)	(2,504)
PROVISION FOR INCOME TAXES	-	-
NET LOSS FROM OPERATIONS	$ (6,916)	$ (2,504)
NET LOSS PER SHARE - BASIC and DILUTED	$ (0.00)	$ (0.00)
WEIGHTED AVERAGE OF COMMON SHARES OUTSTANDING - BASIC and DILUTED	4,440,100	4,440,100

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

WINCROFT, INC.
STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY

For the years ended March 31, 2007 and March 31, 2006

	Preferred Stock		Common Stock		
	Number	Par Value	Number		Par Value
Balance, March 31, 2005	0		4,440,100	$	10,280
Balance, March 31, 2006	0		4,440,100	$	10,280
Balance, March 31, 2007	0		4,440,100	$	10,280

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

WINCROFT, INC.
STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY (CONTINUED)

For the years ended March 31, 2007 and March 31, 2006

	Preferred Stock Number	Preferred Stock Par Value	Common Stock Number	Common Stock Par Value	Additional Paid-in Capital	Accumulated (Deficit)	Treasury Stock	Total Stockholders' Equity
Balance, March 31, 2005			4,440,100	$ 10,280	$ 1,168,152	$ (1,186,714)	$ (1,133)	$ (9,415)
Net loss year ended March 31, 2006						(2,504)		(2,504)
Balance, March 31, 2006			4,440,100	$ 10,280	$ 1,168,152	(1,189,218)	$ (1,133)	$ (11,919)
Contribution of related party debt					15,274			15,274
Net loss year ended March 31, 2007						(6,916)		(6,916)
Balance, March 31, 2007			4,440,100	$ 10,280	$ 1,183,426	$ (1,196,134)	$ (1,133)	$ (3,561)

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

WINCROFT, INC.
STATEMENTS OF CASH FLOWS

	For the years ended March 31, 2007	March 31, 2006
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$ (6,916)	$ (2,504)
Adjustments to reconcile net loss to net cash provided		
by (used) in operating activities:		
Increase in loan payable related party	3,654	-
Increase in accounts payable and accrued expenses	3,112	2,504
NET CASH USED IN OPERATING ACTIVITIES	(150)	-
CASH FLOWS FROM INVESTING ACTIVITIES:	-	-
CASH FLOWS PROVIDED BY FINANCING ACTIVITIES	-	-
NET DECREASE IN CASH	(150)	