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 (State or Other Jurisdiction of Incorporation or Organization)	84-0601802 (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

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.

WINCROFT, INC.
STATEMENTS OF OPERATIONS

	For the years ended March 31, 2007	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.

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

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

	Preferred Stock		Common Stock		Additional			Total
	Number	Par Value	Number	Par Value	Paid-in Capital	Accumulated (Deficit)	Treasury Stock	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.

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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)	-
CASH, beginning of the period	150	150
CASH, end of the period	$ -	$ 150

Note: There was a non-cash forgiveness of an additional $15,274 in related party debt owed by the company to the prior owner at the time of sale which resulted in an increase to additional paid in capital.

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

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WINCROFT, INC.

NOTES TO FINANCIAL STATEMENTS
March 31, 2007 and March 31, 2006

NOTE A: Summary of Significant Accounting Policies

Organization and Principles of Consolidation

The Company was organized in May, 1980, as part of a quasi reorganization of Colspan Environmental Systems. On 18th May, 1998, the Registrant held a shareholders meeting, at which the shareholders approved resolutions to ratify the appointment of auditors for the fiscal year ended March 31, 1998, to amend the Articles of Incorporation to change the Company's name to Wincroft, Inc., approved a 100 for 1 forward stock split to increase the number of shares outstanding without effecting the stated value of the common shares, approved the amendment to the Articles of Incorporation to create Preferred Shares, approved the transfer of control of the Company to Jason Conway, approved the issuance of common and preferred stock along with a Promissory Note to acquire the VideoTalk product, and ratified all previous actions of the officers and directors of the Company.

Basic Earnings per Common Share

Effective December 15, 1997, the Registrant adopted FAS128 regarding the earnings per share calculations. The statement requires the replacement of primary earnings per share with basic earnings per share ("EPS"). Basic EPS is computed by dividing income available to common stockholders by the weighted-average number of common shares outstanding during the period. A diluted earnings per share is also presented which is computed by increasing the average number of common shares outstanding by the number of additional shares that would be outstanding if the options outstanding had been exercised.

Property and Equipment

Property and equipment are carried at cost. Major additions and betterments are capitalized, whole replacements and maintenance and repairs which do not improve or extend the life of the respective assets are expensed. When the property is retired or otherwise disposed of, the related costs and accumulated depreciation are removed from the accounts and any gain or loss is reflected in operations.

Depreciation of equipment is provided on the straight line method over an estimated useful life of five years.

Capital Stock

The number of shares authorized are 75,000,000 common and 25,000,000 preferred as of March 31, 2007. The number of common shares issued and outstanding are 4,440,100, no par value.

The holders of the Company's stock are entitled to receive dividends at such time and in such amounts as may be determined by the Company's Board of Directors. All shares of the Company's Common Stock have equal voting rights, each share being entitled to one vote per share for the election of directors and for all other purposes. All shares of the Company's Preferred Stock have a preference over the Common Stock in the event of liquidation or similar action. The Board of Directors of the Company are authorized to create series of Preferred Shares designating the rights as a result of the amendments approved by the shareholders at the meeting held May 18, 1998. The preferred shares have no voting rights.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results differ from the estimates.

Going Concern

The Company has incurred losses since inception and has negative equity and working capital. Management plans to fund operations of the company through non-interest bearing advances from existing shareholders, private placements of restricted securities, or the issuance of stock in lieu of cash for payment of services until such time as a business combination or other profitable investment may be achieved. There are no written agreements in place for such funding or issuance of securities, and there can be no assurance that such will be available in the future.

Recently issued accounting pronouncements

In February 2006, the FASB issued SFAS No. 155. This Statement amends FASB Statements No. 133, Accounting for Derivative Instruments and Hedging Activities, and No. 140, Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities. This Statement resolves issues addressed in Statement 133 Implementation Issue No. D1, "Application of Statement 133 to Beneficial Interests in Securitized Financial Assets." The Company does not expect application of SFAS No. 155 to have a material affect on its financial statements.

In March 2006, the FASB issued SFAS No. 156. This Statement amends FASB Statement No. 140, Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities, with respect to the accounting for separately recognized servicing assets and servicing liabilities. This Statement is effective as of the beginning of its first fiscal year that begins after September 15, 2006. An entity should apply the requirements for recognition and initial measurement of servicing assets and servicing liabilities prospectively to all transactions after the effective date of this Statement. The Company does not expect application of SFAS No. 156 to have a material affect on its financial statements.

In July 2006, the FASB issued FASB Interpretation No. (“Fin”) 48, “Accounting for Uncertainty in Income Taxes.” This interpretation establishes new standards for the financial statement recognition, measurement and disclosure of uncertain tax positions taken or expected to be taken in income tax returns. The new rules will be effective for FedEx Express in the first quarter of 2008. The adoption of this interpretation will not have a material effect on our financial statements.

In September 2006 the Securities and Exchange Commission (“SEC”) issued Staff Accounting Bulletin (“SAB”) 108, “Considering the Effects of Prior Year Missstatements when Quantifying Misstatements in Current Year Financial Statements,” which eliminates the diversity in practice surrounding the quantification and evaluation of financial statement errors. The guidance outlined in SAB 108 was effective for FedEx Express in the fourth quarter of 2007 and is consistent with our historicalk practices for assessing such matters when circumstances have required such an evaluation. The Company does not expect application of SAB No. 108 to have a material affect on its financial statements.

NOTE B: Income Taxes

The Company has incurred approximately $800,000 in net operating losses. The expiration dates for the net operating loss carry forwards are from 2007 through 2027. Use of these net operating loss carry forwards is dependent on future taxable income. Deferred tax assets of $235,000 have been offset entirely by a valuation allowance.

Item 8. Disagreements on Accounting and Financial Disclosures

There has not been a filing to report a disagreement on any matter of accounting principle or financial statement disclosure, within 24 months of the date of the most recent statements.

Item 8A. Controls and Procedures

As of the end of the period covered by this Annual 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 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.

Item 9.01 Financial Statements and Exhibits

PART III

Item 9. Directors and Executive Officers of the Registrant

The following persons serve as Directors and/or Officers of the Registrant:

Name	Age	Position	Period Served	Term	Expires
Bartly J. Loethen	43	Chairman President Vice President Chief Financial Officer Treasurer Director	March 2007	NA	NA

Bartly J. Loethen

Bartly Loethen is Chairman, Chief Financial Officer, President, Vice President, Secretary, Treasurer and Director of the Company since March 2007. Mr. Loethen is an attorney and founding partner of Synergy Law Group, L.L.C. He practices corporate law. His experience includes working with privately-held companies, public companies, mergers and acquisitions, private placement investments, financing transactions, and licensing matters, as well as general corporate matters. Prior to the practice of law, Mr. Loethen was a Revenue Agent with the Internal Revenue Service. Mr. Loethen holds a B.S. /B.A. in Accounting from the University of Missouri (1986), is a certified public accountant, and received his J.D. from the University Of Illinois College Of Law (1994).

Item 10. Executive Compensation

The following table lists all cash compensation paid to Registrant's executive officers as a group for services rendered in all capacities during the fiscal period ended March 31, 2007. No individual officer received compensation exceeding $100,000; no bonuses were granted to any officer, nor was any compensation deferred.

CASH COMPENSATION TABLE

Name of Individual or Number in Group	Capacities in Which Served	Cash Compensation
—	—	NONE

Directors of the Registrant receive no salary for their services as such, but are reimbursed for reasonable expenses incurred in attending meetings of the Board of Directors.

Registrant has no compensatory plans or arrangements whereby any executive officer would receive payments from the Registrant or a third party upon his resignation, retirement or termination of employment, or from a change in control of Registrant or a change in the officer's responsibilities following a change in control.

Item 11. Security Ownership of Certain Beneficial Owners and Management

The following table shows the amount of common stock, no par value, ($.002 stated value), owned as of June 18, 2007, by each person known to own beneficially more than five percent (5%) of the outstanding common stock of the Registrant, by each director, and by all officers and directors as a group (1 person). Each individual has sole voting power and sole investment power with respect to the shares beneficially owned.

NAME AND ADDRESS OF BENEFICIAL OWNER	AMOUNT AND NATURE OF BENEFICIAL OWNERSHIP	PERCENT OF CLASS (1)
Synergy Business Consulting, LLC 730 West Randolph 6th Floor Chicago, IL 60661	3,576,400	80.55%
Bartly J. Loethen (2) 730 West Randolph 6th Floor Chicago, IL 60661	0	0.00%
TOTAL	3,576,400	80.55%

(1) The percentage of Common Stock is calculated based upon 4,440,100 shares issued and outstanding as of March 14, 2007.

(2) Chairman, chief financial officer, president, vice president, treasurer, secretary and director.

Item 12. Certain Relationships and Related Transactions

On May 15, 1997, the President of the Company, Daniel Wettreich, subscribed for 6,787,998 restricted common shares of the Registrant in exchange for 40,727,988 ordinary shares of Meteor Technology, plc a UK public company. Subsequently, 6,029,921 of the restricted shares were exchanged by Mr. Wettreich for restricted common shares in Adina, Inc. Adina then subscribed for 53,811,780 Preferred Shares, Series J of Camelot Corporation paying for them with 6,029,921 common shares of the Registrant.

On 20th March, 1998, Camelot transferred 51% of the then outstanding shares in the Registrant to Forsam Venture Funding, Inc. Mr. Wettreich is an officer and director of Camelot, Adina and Forsam. On March 31, 1998 Forsam Venture Funding, Inc. surrendered 7,495,539 shares to the Company for the treasury and they are no longer outstanding. The Company did not pay Forsam Venture Funding, Inc. any compensation for the surrendering of the shares.

On March 31, 1998, Forsam Venture Funding, Inc. entered into a conditional contract to sell all its Shares in Registrant to Mr. Jason Conway for an undisclosed sum. On 18th May, 1998 with the shareholders approval, the conditional contract closed, Mr. Daniel Wettreich resigned as a director and officer of Registrant as did all the other directors and officers, and Mr. Conway was appointed a director, and Chief Executive Officer of Registrant.

On March 31, 1998, Registrant entered into a conditional agreement with Third Planet Publishing, Inc., a wholly owned subsidiary of Camelot Corporation to acquire the VideoTalk product for Third Planet Publishing, Inc.'s cost of $7,002,056 payable by way of the issuance of common stock, preferred stock and a Promissory Note. This transaction required shareholder approval which was forthcoming 18th May, 1998. The note bears interest at 10% and is due March 31, 2003.

For the eleven (11) months ending March 31, 1998 and the year ended 30th April, 1997 the Company incurred stock transfer fees to a Company associated with Mr. Wettreich, the President of the Company in the amounts of $814.50 and $9,573, respectively. Such amounts were written off in the period ended March 31, 1998.

On June 29, 1998, Registrant agreed with Camelot Corporation at the request of Registrant, to satisfy the outstanding Promissory Note payable to Camelot by Registrant in the amount of $2,000,000 by way of the issuance of $2,000,000 of Wincroft Non-voting Preferred Stock, Series B. These Preferred Shares pay a dividend of 10% when and as declared by the board of directors and will pay an additional yield equivalent to 10% of any revenues derived by Registrant on sales of VideoTalk [tm]. The Preferred Shares also call for redemption by Registrant in the event VideoTalk is sold.

On March 31, 2000 Mr. Conway entered into an agreement to sell the majority of his shares to M.Y. Wettreich, and following the closing of this transaction on April 14, 2000, he resigned as a director and officer of the Company. Mr. Daniel Wettreich was appointed to replace Mr. Conway on April 14, 2000.

On October 8, 2001, Registrant accepted for retirement for nil consideration 7,000 preferred shares in Registrant. Registrant now has no issued and outstanding preferred shares.

On March 3, 2002, Mick Y. Wettreich transferred by way of gift all his shares in Registrant, comprising 3,576,400 shares, to Daniel Wettreich the President of Registrant. Following this transaction, Daniel Wettreich, Separate Property now owns in excess of 80% of the issued and outstanding shares of Registrant's common stock.

On February 24th, 2003 Registrant accepted for treasury 700,000 shares for nil consideration.

PART IV

Item 13. Exhibits, Financial Statement Schedules and Reports on Form 8-K

NONE

The following financial statements are included in Part II, Item 8 of this report for the period ended March 31, 2007:

Balance Sheets

Statements of Operations

Statements of Changes in Shareholders' Equity Statements of Cash Flows

Notes to Financial Statements

All other schedules for which provision is made in the applicable accounting regulations of the Securities and Exchange Commission are not required under the related instructions or are inapplicable and have therefore been omitted.

Exhibits included herein:

3(a) Articles of Incorporation: Incorporated by reference to Registration Statement filed on Form 10, May 10, 1984; File No. 0-12122

3(b) Bylaws: Incorporated by Reference as immediately above

22(a) Subsidiaries: None.

31.1 Section 302 Certification Of Chief Executive Officer

31.2 Section 302 Certification Of Chief Financial Officer

32.1 Section 906 Certification Of Chief Executive Officer

32.2 Section 906 Certification Of Chief Financial Officer

Reports on Form 8-K

None

ITEM 14 - PRINCIPAL ACCOUNTANT FEES AND SERVICES

General. Comiskey and Company ("Comiskey") is the Company's principal auditing accountant firm. The Company's Board of Directors has considered whether the provision of audit services is compatible with maintaining Comiskey's independence.

Audit Fees. Comiskey billed for the following professional services:

$2,500 for the audit of the annual financial statement of the Company for the fiscal year ended March 31, 2007.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

WINCROFT, INC.
(Registrant)

By: /s/ Bartly J. Loethen

Bartly J. Loethen, Chairman and President

Date: July 16, 2007

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

By: /s/ Bartly J Loethen

Bartly J. Loethen, Director; Chairman and President, (Principal Executive Officer); Treasurer (Principal Financial and Accounting Officer)

Date: July 16, 2007