

Blink Couture Inc.
Form 10-Q
November 05, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934**

For the quarterly period ended January 31, 2015
or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934**

For the transition period from _____ to _____

Commission file number: 333-138951

BLINK COUTURE, INC.

(Exact name of registrant as specified in its charter)

DELAWARE **98-0568153**
(State or other jurisdiction of (I.R.S. Employer)

incorporation or organization) Identification No.)

558 Castle Pines Parkway B-4, Suite 140, Castle Pines, Colorado 80108

(Address of principal executive offices) (Zip Code)

(303) 730-7939

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 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 the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

Indicate by a check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

APPLICABLE TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

| Class | Outstanding as of November 2, 2015 |
|------------------------|------------------------------------|
| Common Stock, \$0.0001 | 393,169 |

TABLE OF CONTENTS

PART I - FINANCIAL INFORMATION

| | |
|------------------------------------------------------------------------------------------------------|----|
| Item 1. <u>Financial Statements</u> | 3 |
| <u>Notes to Financial Statements</u> | 6 |
| Item 2. <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u> | 9 |
| Item 3. <u>Quantitative and Qualitative Disclosures about Market Risk</u> | 13 |
| Item 4. <u>Controls and Procedures</u> | 13 |

PART II - OTHER INFORMATION

| | |
|----------------------------------------------------------------------------|----|
| Item 1. <u>Legal Proceedings</u> | 14 |
| Item 1A. <u>Risk Factors</u> | 14 |
| Item 2. <u>Unregistered Sales of Equity Securities and Use of Proceeds</u> | 14 |
| Item 3. <u>Defaults Upon Senior Securities</u> | 14 |
| Item 4. <u>Mine Safety Disclosures</u> | 14 |
| Item 5. <u>Other Information</u> | 14 |
| Item 6. <u>Exhibits</u> | 14 |
| <u>SIGNATURES</u> | 15 |

PART I – FINANCIAL INFORMATION**Item 1. Financial Statements****Blink Couture, Inc.****Balance Sheets**

As of January 31, 2015 and July 31, 2014

(Unaudited)

| | January 31, 2015 | July 31, 2014 |
|------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------|--------------------------|
| Total Assets | \$— | \$— |
| Current Liabilities: | | |
| Accrued interest - related parties | — | 89,710 |
| Notes due to related parties | — | 521,806 |
| Convertible notes payable | 523,916 | — |
| Total Current Liabilities & Total Liabilities | \$523,916 | \$611,516 |
| Stockholders' Deficit: | | |
| Preferred stock, \$.0001 par value, 20,000,000 shares authorized; none issued and outstanding | \$— | \$— |
| Common stock, \$.0001 par value, 100,000,000 shares authorized; 393,169 shares issued and outstanding as of January 31, 2015 and July 31, 2013 | 39 | 39 |
| Additional paid-in capital | 73,687 | 73,687 |
| Accumulated deficit | (597,642) | (685,242) |
| Total Stockholders' Deficit | \$(523,916) | \$(611,516) |
| Total Liabilities & Stockholders' Deficit | \$— | \$— |

See accompanying notes to financial statements

Blink Couture, Inc.**Statements of Operations**

For the three and six months ended January 31, 2015 and 2014

(Unaudited)

| | Three months ended | | Six months ended | |
|--------------------------------------------------------------|--------------------|--------------------|------------------|--------------------|
| | January 31, 2015 | 2014 | January 31, 2015 | 2014 |
| Revenues | \$— | \$— | \$— | \$— |
| Operating Expenses: | | | | |
| General and administrative expenses | 1,550 | 37,142 | 14,099 | 55,934 |
| Loss from Operations | (1,550) | (37,142) | (14,099) | (55,934) |
| Other income (expenses): | | | | |
| Interest expense-related parties | (6,015) | (7,083) | (13,912) | (13,854) |
| Termination of merger agreement | — | — | 41,120 | — |
| Forgiveness of debt | 74,491 | — | 74,491 | — |
| Total other income (expenses) | 68,476 | (7,083) | 101,699 | (13,854) |
| Income (Loss) before Income Taxes | 66,926 | (44,225) | 87,600 | (69,788) |
| Provision for income taxes | — | — | — | — |
| Net Income (Loss) | \$66,926 | \$(44,225) | \$87,600 | \$(69,788) |
| Basic and diluted net income (loss) per common share: | | | | |
| Weighted average shares outstanding | 393,169 | 393,169 | 393,169 | 393,169 |
| Net income (loss) per common share | \$0.17 | \$(0.11) | \$0.22 | \$(0.18) |

See accompanying notes to financial statements

Blink Couture, Inc.**Statements of Cash Flows****For the six months ended January 31, 2015 and 2014****(Unaudited)**

| | 2015 | 2014 |
|-------------------------------------------------------------------------------------|-----------------|-----------------|
| Cash flow from operating activities: | | |
| Net Income (Loss) | \$87,600 | \$(69,788) |
| Adjustment to reconcile net income (loss) to net cash used in operating activities: | | |
| Gain on forgiveness of debt | (74,491) | — |
| Changes in operating assets and liabilities: | | |
| Accounts payable and accrued liabilities | — | (1,710) |
| Accrued interest - related parties | (15,219) | 13,854 |
| Net Cash Used in Operating Activities | (2,110) | (57,644) |
| Cash flow from financing activities: | | |
| Proceeds from notes due to related parties | 2,110 | 57,644 |
| Net Cash Provided by Financing Activities | 2,110 | 57,644 |
| Net increase (decrease) in cash | — | — |
| Cash at beginning of period | — | — |
| Cash at end of period | \$— | \$— |
| Supplemental disclosure of cash flow information: | | |
| Cash paid for interest to related party | \$29,131 | \$— |

See accompanying notes to financial statements

BLINK COUTURE, INC.

Notes to the Financial Statements

January 31, 2015

NOTE 1. ORGANIZATION AND DESCRIPTION OF BUSINESS

Business description

Blink Couture, Inc. (the “Company”) was originally incorporated as Fashionfreakz International Inc. on October 23, 2003, under the laws of the State of Delaware. On December 2, 2005, Fashionfreakz International Inc. changed its name to Blink Couture Inc. Until March 4, 2008, the Company’s principal business was the online retail marketing of trendy clothing and accessories produced by independent designers. On March 4, 2008, the Company discontinued its prior business and changed its business plan. The Company’s business plan now consists of exploring potential targets for a business combination through the purchase of assets, share purchase or exchange, merger or similar type of transaction. The Company has nominal operations and no assets, and is considered a Shell company as defined by Rule 12b-2 of the Exchange Act.

Basis of Presentation

The accompanying unaudited condensed financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) for interim financial information and with the rules and regulations of the U.S. Securities and Exchange Commission (“SEC”). Accordingly, these condensed financial statements do not include all of the information and footnotes required for audited annual financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary to make the condensed financial statements not misleading have been included. The balance sheet at July 31, 2014, has been derived from the Company’s audited financial statements as of that date.

The unaudited condensed financial statements included herein should be read in conjunction with the audited financial statements and the notes thereto that are included in the Company’s Annual Report on Form 10-K for the year ended July 31, 2014, that was filed with the SEC on November 2, 2015. The results of operations for the six months ended January 31, 2015, are not necessarily indicative of the results to be expected for the full year.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies followed by the Company for interim reporting are consistent with those included in the Company's Annual Report on Form 10-K for the year ended July 31, 2014. There were no material changes to our significant accounting policies during the interim period ended January 31, 2015.

Recent Accounting Pronouncements

In June 2014, FASB issued guidance that eliminates the definition of a development stage entity thereby removing the incremental financial reporting requirements from U.S. GAAP for development stage entities, primarily the presentation of inception to date financial statements. The new guidance is effective for interim and annual reporting periods beginning after December 15, 2014. Early adoption is permitted. The Company elected to adopt the new guidance for development stage entities for the interim period ended April 30, 2014, and accordingly, is no longer presenting the inception-to-date financial information and disclosures formerly required.

In August 2014, FASB issued guidance that requires management to evaluate whether there are conditions or events that raise substantial doubt about the entity's ability to continue as a going concern, and to provide certain disclosures when it is probable that the entity will be unable to meet its obligations as they become due within one year after the date that the financial statements are issued. The new guidance is effective for the annual period ending after December 15, 2016, and interim periods thereafter, with early adoption permitted. Since this guidance primarily addresses certain disclosures to the financial statements, we anticipate no impact on our financial position, results of operations or cash flows from adopting this standard. The Company is currently in the process of evaluating the additional disclosure requirements of the new guidance and has not determined the impact of adoption on its financial statement disclosures.

NOTE 3. GOING CONCERN

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The Company, which has not generated any revenues since inception, has incurred accumulated net losses of \$597,642 since inception, has no assets and a stockholders' deficit of \$523,916. These conditions, among others, raise substantial doubt about the Company's ability to continue as a going concern. The Company's continuation as a going concern is dependent on its ability to meet its obligations, to obtain additional financing as may be required and ultimately to attain profitability. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

The Company is dependent on advances from its principal shareholders or other affiliated parties for continued funding. There are no commitments or guarantees from any third party to provide such funding nor is there any guarantee that the Company will be able to access the funding it requires to continue its operations.

NOTE 4. TERMINATION OF MERGER

On November 10, 2011, we entered into an Agreement and Plan of Merger (the "Merger Agreement"), pursuant to which we planned to acquire Latitude Global, Inc. ("Latitude Global"), a company which, through its subsidiaries, currently operates combined restaurant and entertainment facilities in several locations. For the purpose of entering into the Merger Agreement with Latitude Global, on November 4, 2011, we formed Latitude Global Acquisition Corp., as our wholly-owned subsidiary, which was dissolved in the State of Florida, by administrative dissolution, on September 28, 2012.

On December 5, 2012, we executed and entered into a Termination and Release Agreement (the "Termination Agreement") with Latitude Global for the purpose of mutually terminating the Merger Agreement, and all proposed transactions relating to the merger. As a condition to the termination of the Merger Agreement, Latitude Global agreed to reimburse the Company \$47,500 for its expenses in connection with the Merger Agreement, including legal fees. Latitude Global agreed to pay this amount in six equal consecutive installments of \$7,917 with the initial payment having been received by us on or around December 11, 2012. The remaining five payments were also evidenced by a promissory note, in the principal amount of \$39,583 (the "Note").

In December 2013, we commenced an action in the Circuit Court of the 4th Judicial Circuit in Duval County, Florida, against Latitude Global, for the payment of the outstanding principal amount of the Note, in the amount of \$39,583, together with interest at a rate of 8% per annum, court costs, collection costs and attorney's fees. On September 23, 2014, we entered into a settlement agreement with Latitude Global for \$41,120, which was paid to the Company in installments from September 2014 through November 2014.

As of October 31, 2014, the Company had received proceeds of \$23,279 from the settlement amount, of which \$6,787 was paid to the Company's legal counsel. The remaining \$17,841 of the settlement was received in November 2014.

NOTE 5. RELATED PARTY TRANSACTIONS

During the six months ended January 31, 2015, advances of \$2,110 were made by related parties to the Company to pay operating expenses, increasing the notes payable to related parties to \$523,916. On December 23, 2014, the due date of the notes payable to related parties was extended from January 31, 2015, to December 31, 2015. The notes accrued interest at 6% per annum. For the six months ended January 31, 2015 and 2014, the Company recorded \$13,912 and \$13,854, respectively, of interest expense related to the notes held by related parties.

During the six months ended January 31, 2015, the Company paid \$29,131 in accrued interest for notes held by two of its shareholders.

On December 24, 2014, as a result of three separate Assignment and Assumption agreements, the Company's notes payable to related parties in the amount of \$523,916 and accrued interest of \$73,716 were sold by the related parties to three non-related parties for nominal consideration.

On January 7, 2015, accrued interest of \$74,491 associated with the outstanding notes payable of \$523,916 was forgone and forgiven by the note holders. In addition, the outstanding notes payables of \$523,916 were replaced by convertible notes payables in the same amounts. The notes are convertible into shares of the Company's common stock at a conversion price of \$1.00 per share at the note holders' sole and exclusive option. The convertible notes are interest free until December 31, 2015, after which time the notes shall bear interest at 6% per annum. The convertible notes are due February 1, 2016.

During the six months ended January 31, 2014, the Company paid \$20,000 to an affiliate as part of a services agreement that obligated the Company to pay a quarterly fee in the amount of \$10,000, in cash or in kind, on the first day of each calendar quarter. The quarterly payment obligations were terminated during the quarter ending January 31, 2014.

NOTE 6. INCOME TAXES

The Company recognizes deferred income tax liabilities and assets for the expected future tax consequences of events that have been recognized in the financial statements or tax returns. Under this method, deferred tax liabilities and assets are determined based on the differences between the financial statement carrying amounts and the tax basis of assets and liabilities using enacted tax rates in effect in the years in which the differences are expected to reverse. The Company has not incurred any income tax liabilities since its inception due to accumulated net losses of \$597,642. The expected income tax benefit for the net operating loss carryforwards is approximately \$200,000, assuming an effective tax rate of 35%, at January 31, 2015. A valuation allowance in the same amount has been provided to reduce the deferred tax asset since it is more likely than not, that realization of the asset will not occur.

For the six months ended January 31, 2015, no taxable income was generated. For tax purposes, the gain on the forgiveness of the outstanding accrued interest did not generate taxable income since the interest expense that made up the accrued interest forgiven was non-deductible for tax purposes due to non-payment to the note holders. The gain on the termination of the merger agreement was more than offset by tax deductible interest expense, which consisted of amounts paid to the note holders during the period, legal expenses, and other operating expenses deductible for tax purposes.

NOTE 7. SUBSEQUENT EVENTS

From February 2015 through October 2015, advances of \$8,500 were made by related parties to the Company to pay operating expenses during that period. The advances were made to the Company pursuant to convertible note payables. The notes are convertible into shares of the Company's common stock at a conversion price of \$1.00 per share at the note holders' sole and exclusive option. The convertible notes are interest free until December 31, 2015,

after which time the notes shall bear interest at 6% per annum. The convertible notes are due December 31, 2016.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with our unaudited financial statements and the notes thereto.

Forward-Looking Statements

This quarterly report contains forward-looking statements and information (within the meaning of the Private Securities Litigation Reform Act of 1995) relating to Blink Couture, Inc. ("Blink Couture," "we," "us," "our" or the "Company" that are based on the beliefs of our management as well as assumptions made by, and information currently available to, our management. When used in this report, the words "believe," "anticipate," "expect," "estimate," "intend," "plan" and similar expressions, as they relate to us or our management, are intended to identify forward-looking statements. These statements reflect management's current view of us concerning future events and are subject to certain risks, uncertainties and assumptions, including among many others: a general economic downturn; a downturn in the securities markets; federal or state laws or regulations having an adverse effect on proposed transactions that we desire to effect; Securities and Exchange Commission ("SEC") regulations which affect trading in the securities of "penny stocks;" and other risks and uncertainties. Although the Company believes its assumptions underlying the forward-looking statements are reasonable, any of the assumptions could prove inaccurate and, therefore, there can be no assurance the forward-looking statements included in this quarterly report will prove to be accurate. In light of the significant uncertainties inherent in the forward-looking statements included herein, the inclusion of such information should not be regarded as a representation by the Company or any other person that the objectives and plans of the Company will be achieved.

Description of the Business

The Company was incorporated in the State of Delaware on October 23, 2003, under the name Fashionfreakz International Inc. On December 2, 2005, the Company changed its name to Blink Couture, Inc. Until March 4, 2008, the Company's principal business was the online retail marketing of trendy clothing and accessories produced by independent designers. On March 4, 2008, the Company discontinued its prior business and changed its business plan. The Company's business plan now consists of exploring potential targets for a business combination through the purchase of assets, share purchase or exchange, merger or similar type of transaction.

The Company is currently considered to be a "blank check" company. The SEC defines those companies as "any development stage company that is issuing a penny stock, within the meaning of Section 3(a)(51) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and that has no specific business plan or purpose, or has indicated that its business plan is to merge with an unidentified company or companies." Many states have enacted

statutes, rules and regulations limiting the sale of securities of “blank check” companies in their respective jurisdictions. The Company is also a “shell company,” defined in Rule 12b-2 under the Exchange Act as a company with no or nominal assets (other than cash) and no or nominal operations.

We will not be restricted in our search for business combination candidates to any particular geographical area, industry or industry segment, and may enter into a combination with a private business engaged in any line of business, including service, finance, mining, manufacturing, real estate, oil and gas, distribution, transportation, medical, communications, high technology, biotechnology or any other. Management’s discretion is, as a practical matter, unlimited in the selection of a combination candidate. Management will seek combination candidates in the United States and other countries, as available time and resources permit, through existing associations and by word of mouth. This plan of operation has been adopted in order to attempt to create value for our stockholders.

Termination of Proposed Acquisition of Operating Business

On November 10, 2011, we entered into an Agreement and Plan of Merger (the “Merger Agreement”), pursuant to which we planned to acquire Latitude Global, Inc. (“Latitude Global”), a company which, through its subsidiaries, currently operates combined restaurant and entertainment facilities in several locations. For the purpose of entering into the Merger Agreement with Latitude Global, on November 4, 2011, we formed Latitude Global Acquisition Corp., as our wholly-owned subsidiary, which was dissolved in the State of Florida, by administrative dissolution, on September 28, 2012.

On December 5, 2012, we executed and entered into a Termination and Release Agreement (the “Termination Agreement”) with Latitude Global for the purpose of mutually terminating the Merger Agreement, and all proposed transactions relating to the merger. As a condition to the termination of the Merger Agreement, Latitude Global agreed to reimburse the Company \$47,500 for its expenses in connection with the Merger Agreement, including legal fees. Latitude Global agreed to pay this amount in six equal consecutive installments of \$7,917 with the initial payment having been received by us on or around December 11, 2012. The remaining five payments were also evidenced by a promissory note, in the principal amount of \$39,583 (the “Note”).

In December 2013, we commenced an action in the Circuit Court of the 4th Judicial Circuit in Duval County, Florida, against Latitude Global, for the payment of the outstanding principal amount of the Note, in the amount of \$39,583.34, together with interest at a rate of 8% per annum, court costs, collection costs and attorney’s fees. On September 23, 2014, we entered into a settlement agreement with Latitude Global for \$41,120, which was paid to the Company in installments from September 2014 through November 2014.

Change in Control Transaction

On December 10, 2014, A. Terry Ray purchased 277,383 shares of the Company’s common stock from Cynthia Field and Charles Stephenson via a private transaction for \$50,000. The transaction represented 70.6% of the Company’s outstanding shares, resulting in a change in control of the Company’s common stock.

On January 3, 2015, A. Terry Ray was appointed Director of the Corporation, Lawrence D. Field resigned as President of the Corporation, and A. Terry Ray was appointed Director of the Corporation.

Results of Operations

The Company has not conducted any active operations since March 4, 2008, except for its efforts to locate suitable acquisition candidates. No revenue has been generated by the Company since inception in October 2003. It is unlikely the Company will have any revenues unless it is able to effect an acquisition or merger with an operating company. There can be no assurance that we will be able to consummate an acquisition of an operating company. It is management’s assertion that these circumstances may hinder the Company’s ability to continue as a going concern. The Company’s plan of operation for the next twelve months shall be to continue its efforts to locate suitable acquisition candidates.

Three Months ended January 31, 2015 Compared to Three Months ended January 31, 2014.

For the three months ended January 31, 2015, the Company had net income of \$66,926 compared to a net loss of \$44,225 for the three months ended January 31, 2014. The increase in earnings of \$111,151 between the comparable periods was attributable to (a) a \$74,491 gain on the forgiveness of debt; (b) a reduction of \$24,470 in professional fees from \$24,470 for the three months ended January 31, 2014, to \$0 for the same quarter in 2015; (c) a reduction in management fees from \$10,000 for the three months ended January 31, 2014, to \$0 for the three months ended January 31, 2015; (d) a decrease of \$1,122 in other general and administrative expenses; and (e) a decrease of \$1,068 in interest expense from \$7,083 for the three months ended January 31, 2014, to \$6,015 for the three months ended January 31, 2015.

The gain on the forgiveness of debt recognized by the Company during the three months ended January 31, 2015, was associated with the restructuring of \$523,916 of outstanding notes payable. On January 7, 2015, the outstanding notes payables were replaced by convertible notes payables in the same amounts and accrued interest of \$74,491 associated with the outstanding notes payable was forgone and forgiven by the note holders. The notes are convertible into shares of the Company's common stock at a conversion price of \$1.00 per share at the note holders' sole and exclusive option. The convertible notes are interest free until December 31, 2015, after which time the notes shall bear interest at 6% per annum. The convertible notes are due February 1, 2016.

The reduction in professional fees between the comparable periods is primarily attributable to fees paid in connection with the preparation of the Company's financial statements and the audit of the Company's financial statements incurred during the three months ended January 31, 2014, which were not incurred in three months ended January 31, 2015. The reduction in management fees is attributable to the termination of the quarterly payments made under the Services Agreement with Regent Private Capital. LLC, which ended January 31, 2014.

The decrease in interest expense between the comparable periods was the result of the restructuring of the outstanding convertible notes payable on January 7, 2015. The convertible notes are interest free until December 31, 2015.

Six Months ended January 31, 2015 Compared to Six Months ended January 31, 2014.

For the six months ended January 31, 2015, the Company had net income of \$87,600 compared to a net loss of \$69,788 for the six months ended January 31, 2014. The increase in earnings of \$157,388 between the comparable periods was primarily attributable to (a) a \$74,491 gain on the forgiveness of debt; (b) the recognition of a \$41,120 gain on a settlement agreement reached with Latitude Global during the six months ended January 31, 2015; (c) a reduction of \$20,738 in professional fees from \$32,727 for the six months ended January 31, 2014, to \$11,989 for the same quarter in 2015; (d) a reduction in management fees from \$20,000 for the six months ended January 31, 2014, to \$0 for the six months ended January 31, 2015; and (e) a decrease of \$1,097 in other general and administrative expenses.

The gain on the forgiveness of debt recognized by the Company during the six months ended January 31, 2015, was associated with the restructuring of \$523,916 of outstanding notes payable. On January 7, 2015, the outstanding notes payables were replaced by convertible notes payables in the same amounts. As part of the restructuring, accrued interest of \$74,491 associated with the outstanding notes payable was forgone and forgiven by the note holders. The notes are convertible into shares of the Company's common stock at a conversion price of \$1.00 per share at the note holders' sole and exclusive option. The convertible notes are interest free until December 31, 2015, after which time the notes shall bear interest at 6% per annum. The convertible notes are due February 1, 2016.

The gain on a settlement agreement recognized by the Company during the six months ended January 31, 2015, reflects the settlement awarded to the Company by Latitude Global, and represents reimbursements of expenses in connection with the proposed merger, as a result of Latitude Global's termination of the Merger Agreement.

The reduction in professional fees between the comparable periods is primarily attributable to fees paid in connection with the preparation of the Company's financial statements and the audit of the Company's financial statements incurred during the six months ended January 31, 2014, which were not incurred in three months ended January 31, 2015. The reduction in management fees is attributable to the termination of the quarterly payments made under the

Services Agreement with Regent Private Capital. LLC, which ended January 31, 2014.

Plan of Operation

The Company currently does not engage in any business activities that provide positive cash flow. During the next twelve months, we anticipate incurring costs related to:

- i. the preparation and filing of the Company's financial statements and Exchange Act reports;
- ii. investigating, analyzing, and consummating potential acquisition or merger opportunities; and
- iii. other ongoing general and administrative type costs.

We believe we will be able to meet these costs through additional amounts, as necessary, to be loaned to or invested in us by our stockholders, management and/or other investors.

The Company may consider acquiring another business, which has recently commenced operations, is a developing-stage company in need of additional funds for expansion into new products or markets, is seeking to develop a new product or service, or is an established business which may be experiencing financial or operating difficulties and is in need of additional capital. In the alternative, any such business combination may involve the acquisition of, or merger with, a company which does not need substantial additional capital but which desires to establish a public trading market for its shares while avoiding, among other things, the time delays, significant expense, and loss of voting control which may occur in a public offering.

Any target business that is selected may be a financially unstable company or an entity in its early stages of development or growth, including entities without established records of sales or earnings. In that event, we will be subject to numerous risks inherent in the business and operations of financially unstable and early stage or potential emerging growth companies. In addition, we may effect a business combination with an entity in an industry characterized by a high level of risk, and, although our management will endeavor to evaluate the risks inherent in a particular target business, there can be no assurance that we will properly ascertain or assess all significant risks.

The Company anticipates that the selection of a business combination will be complex and extremely risky. Because of general economic conditions, rapid technological advances being made in some industries and shortages of available capital, our management believes that there are numerous firms seeking even the limited additional capital which we will have and/or the perceived benefits of becoming a publicly traded corporation. Such perceived benefits of becoming a publicly traded corporation include, among other things, facilitating or improving the terms on which additional equity financing may be obtained, providing liquidity for the principals of and investors in a business, creating a means for providing incentive stock options or similar benefits to key employees, and offering greater flexibility in structuring acquisitions, joint ventures and the like through the issuance of stock. Potentially available business combinations may occur in many different industries and at various stages of development, all of which will make the task of comparative investigation and analysis of such business opportunities extremely difficult and complex.

Liquidity and Capital Resources

We had no cash on hand at January 31, 2015, and had no other assets to meet ongoing expenses or debts that may accumulate. Since inception, we have accumulated a deficit of \$597,642. As of January 31, 2015, we had no assets and total liabilities of \$523,916.

We have no commitment for any capital expenditure and foresee none. However, we will incur routine fees and expenses incident to our reporting duties as a public company. We will continue to incur expenses in finding and investigating possible acquisitions and other fees and expenses in the event we make an acquisition or attempt but are unable to complete an acquisition. If we do not consummate a merger or other transaction with another business, our cash requirements for the next twelve months are relatively modest, principally legal expenses, accounting expenses, and other expenses relating to making filings required under the Exchange Act, which should not exceed \$100,000 in the fiscal year ending July 31, 2015. Any travel, lodging or other expenses which may arise related to finding, investigating and attempting to complete a combination with one or more potential acquisitions could also amount to thousands of dollars.

We will only be able to pay our future obligations and meet operating expenses by raising additional funds, acquiring a profitable company or otherwise generating positive cash flow. As a practical matter, we are unlikely to generate positive cash flow by any means other than acquiring a company with such cash flow. We believe that management,

stockholders or affiliates will lend funds to us as needed for operations prior to completion of an acquisition. Management, stockholders and any such affiliates are not obligated to provide funds to us, however, and it is not certain they will always want or be financially able to do so. Our stockholders, management and/or affiliates who advance funds to us to cover operating expenses will expect to be reimbursed, either by us or by the company acquired, prior to or at the time of completing a combination. As of July 31, 2014, we have incurred an outstanding indebtedness to certain of our stockholders, in the aggregate principal amount of \$521,806.

There currently are no plans to sell additional securities to raise capital, although sales of securities may be necessary to obtain needed funds. Our current management has agreed to continue their services to us and to accrue sums owed them for services and expenses and expect payment reimbursement only.

Should existing management or stockholders refuse to advance needed funds, however, we would be forced to turn to outside parties to either lend funds to us or buy our securities. There is no assurance whatsoever that we will be able to raise necessary funds, when needed, from outside sources.

It is our intention to seek reimbursement from potential acquisition candidates for professional fees and travel, lodging and other due diligence expenses incurred by our management, in connection with our investigation, negotiation and consummation of a business combination with such acquisition candidates. There is no assurance that any potential candidate will agree to reimburse us for such costs.

Going Concern

Our independent auditors have added an explanatory paragraph to their audit issued in connection with the financial statements for the period ended July 31, 2014, relative to our ability to continue as a going concern. We had a working capital deficit of \$523,916 at January 31, 2015, and an accumulated deficit of \$597,642 incurred through January 31, 2015. The going concern opinion issued by our auditors means that there is substantial doubt that we can continue as an ongoing business for the next twelve months and thereafter. The financial statements do not include any adjustments that might result from the uncertainty about our ability to continue our business.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to an investor in our securities.

Contractual Obligations

Not required for smaller reporting companies.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not required for smaller reporting companies.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

The Company's management is responsible for establishing and maintaining a system of disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act) that is designed to ensure that information required to be disclosed by the Company in the reports that the Company files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Commission'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 its principal executive officer or officers and principal financial officer or officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

In accordance with Exchange Act Rules 13a-15 and 15d-15, an evaluation was completed under the supervision and with the participation of the Company's management, including the Company's Principal Executive Officer and Principal Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures as of the end of the period covered by this quarterly report. Based on that evaluation, the Company's management including the Principal Executive Officer and Principal Financial Officer, concluded that the Company's disclosure controls and procedures were effective in providing reasonable assurance that information required to be disclosed in the Company's reports filed or submitted under the Exchange Act was recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms.

Changes in Internal Control over Financial Reporting

There have been no significant changes to the Company's internal controls over financial reporting that occurred during the quarter ended January 31, 2015, that materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

There are no legal proceedings which are pending or have been threatened against us or any of our officers, directors or control persons of which management is aware.

ITEM 1A. RISK FACTORS.

As a “smaller reporting company” as defined by Item 10 of Regulation S-K, the Company is not required to provide this information.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES

There were no unregistered sales of our equity securities during the period covered by this quarterly report.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not Applicable.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

| Exhibit No. | Description |
|------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 31.1 | Certification of Principal Executive Officer and Principal Financial Officer filed pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32.1 | Certification of Principal Executive Officer and Principal Financial Officer furnished pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |

14

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 thereunto duly authorized.

BLINK COUTURE, INC.

Date: November 5,
2015

By: */s/ Terry Ray*

Terry Ray
President, Chief Executive Officer, Chief Financial Officer and Secretary (Principal
Executive Officer and Principal Financial Officer)

