

Blink Couture Inc.  
Form 10-K  
October 22, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 10-K**

o Annual Report Pursuant to Section 13 or 15(D) of the Securities Exchange Act of 1934  
for the fiscal year ended **July 31, 2008**

o Transition Report Under 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 small Business Issuer as specified in its charter)

**Delaware** **98-0568153**  
(State or other jurisdiction of incorporation (IRS Employer Identification No.)  
or  
organization)

**122 Ocean Park Blvd., Suite 307**  
**Santa Monica, CA** **90405**  
(Address of principal executive offices) (Zip Code)

Issuer's telephone number, including area code: **(310) 396-1691**

n/a

\_\_\_\_\_  
Former address if changed since last report

Securities registered under Section 12(b) of the Exchange Act: **None**

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

**Common Stock, par value \$0.0001 per share**

Check whether the issuer (1) 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 x No o

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-K contained in this form, and no disclosure will be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. o

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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 <input type="radio"/>	Accelerated Filer <input type="radio"/>	Non-Accelerated Filer <input type="radio"/> (Do not check if a smaller reporting company)	Smaller Reporting Company <input type="radio"/>
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Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  
 Yes  No

State issuer's revenues for its most recent fiscal year: \$0.00

As of October 1, 2008, the aggregate market value of voting Common Stock held by non-affiliates of the registrant based on the most recent quote on the OTCBB of \$.09 per share is \$381,622.50.

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: 20,640,250 shares of common stock as of October 1, 2008.

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## FORWARD LOOKING STATEMENTS

### *Forward-Looking Statements*

*This Annual Report on Form 10-K (the "Report"), including "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Item 7 contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 regarding future events and the future results of Blink Couture, Inc. and its consolidated subsidiaries (the "Company") that are based on management's current expectations, estimates, projections and assumptions about the Company's business. Words such as "expects," "anticipates," "intends," "plans," "believes," "sees," "estimates" and variations of such words and similar expressions are intended to identify such forward-looking statements. These statements are not guarantees of future performance and involve risks, uncertainties and assumptions that are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed or forecasted in such forward-looking statements due to numerous factors, including, but not limited to, those discussed in the "Risk Factors" section in Item 1A, "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Item 7 and elsewhere in this Report as well as those discussed from time to time in the Company's other Securities and Exchange Commission filings and reports. In addition, such statements could be affected by general industry and market conditions. Such forward-looking statements speak only as of the date of this Report or, in the case of any document incorporated by reference, the date of that document, and we do not undertake any obligation to update any forward-looking statement to reflect events or circumstances after the date of this Report. If we update or correct one or more forward-looking statements, investors and others should not conclude that we will make additional updates or corrections with respect to other forward-looking statements.*

## PART I

### ITEM 1.

### BUSINESS.

#### **Background**

Blink Couture, Inc. (the "Company") was incorporated in Delaware on October 23, 2003 as Fashionfreakz International, Inc. and changed its name to Blink Couture, Inc. On December 2, 2005. The Company does not have any subsidiaries. The Company's business plan was to create and conduct an online fashion business, however, the Company never generated any meaningful revenues, On March 4, 2008, the Company discontinued its prior business and changed its business plan.

The Company's current business plan is to seek, investigate, and, if warranted, acquire one or more properties or businesses, and to pursue other related activities intended to enhance shareholder value. The acquisition of a business opportunity may be made by purchase, merger, exchange of stock, or otherwise, and may encompass assets or a business entity, such as a corporation, joint venture, or partnership. The Company has limited capital, and it is unlikely that the Company will be able to take advantage of more than one such business opportunity. The Company intends to seek opportunities demonstrating the potential of long-term growth as opposed to short-term earnings.

The Company's principal shareholders are in contact with broker-dealers and other persons with whom they are acquainted who are involved in corporate finance matters to advise them of the Company's existence and to determine if any companies or businesses they represent have an interest in considering a merger or acquisition with the Company. No assurance can be given that the Company will be successful in finding or acquiring a desirable business opportunity, given that limited funds are available for acquisitions, or that any acquisition that occurs will be on terms that are favorable to the Company or its stockholders.



The Company's search is directed toward small and medium-sized enterprises which have a desire to become public corporations and which are able to satisfy, or anticipate in the reasonably near future being able to satisfy, the minimum asset and other requirements in order to qualify shares for trading on NASDAQ SmallCap Market or a stock exchange (See "Investigation and Selection of Business Opportunities"). The Company anticipates that the business opportunities presented to it may (i) be recently organized with no operating history, or a history of losses attributable to under-capitalization or other factors; (ii) be experiencing financial or operating difficulties; (iii) be in need of funds to develop a new product or service or to expand into a new market; (iv) be relying upon an untested product or marketing concept; or (v) have a combination of the characteristics mentioned in (i) through (iv). The Company intends to concentrate its acquisition efforts on properties or businesses that it believes to be undervalued. Given the above factors, investors should expect that any acquisition candidate may have a history of losses or low profitability.

The Company does not propose to restrict its search for investment opportunities to any particular geographical area or industry, and may, therefore, engage in essentially any business, to the extent of its limited resources. This includes industries such as service, finance, natural resources, manufacturing, high technology, product development, medical, communications and others. The Company's discretion in the selection of business opportunities is unrestricted, subject to the availability of such opportunities, economic conditions, and other factors.

Any entity which has an interest in being acquired by, or merging into the Company, is expected to be an entity that desires to become a public company and establish a public trading market for its securities. In connection with such a merger or acquisition, it is highly likely that an amount of stock constituting control of the Company would be issued by the Company or purchased from the current principal shareholders of the Company by the acquiring entity or its affiliates. If stock is purchased from the current shareholders, the transaction is very likely to result in substantial gains to them relative to their purchase price for such stock. In the Company's judgment, none of its officers and directors would thereby become an "underwriter" within the meaning of the Section 2(11) of the Securities Act of 1933, as amended. The sale of a controlling interest by certain principal shareholders of the Company could occur at a time when the other shareholders of the Company remain subject to restrictions on the transfer of their shares.

It is anticipated that business opportunities will come to the Company's attention from various sources, including its principal shareholders, professional advisors such as attorneys and accountants, securities broker-dealers, venture capitalists, members of the financial community, and others who may present unsolicited proposals. The Company has no plans, understandings, agreements, or commitments with any individual for such person to act as a finder of opportunities for the Company.

The Company does not foresee that it would enter into a merger or acquisition transaction with any business with which its officers, directors or principal shareholders are currently affiliated. Should the Company determine in the future, contrary to foregoing expectations, that a transaction with an affiliate would be in the best interests of the Company and its stockholders, the Company is, in general, permitted by Delaware law to enter into such a transaction if:

1. The material facts as to the relationship or interest of the affiliate and as to the contract or transaction are disclosed or are known to the Board of Directors, and the Board in good faith authorizes the contract or transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors constitute less than a quorum; or
2. The material facts as to the relationship or interest of the affiliate and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders; or
3. The contract or transaction is fair as to the Company as of the time it is authorized, approved or ratified, by the Board of Directors or the stockholders.



## **Investigation and Selection of Business Opportunities**

To a large extent, a decision to participate in a specific business opportunity may be made upon the principal shareholders' analysis of the quality of the other company's management and personnel, the anticipated acceptability of new products or marketing concepts, the merit of technological changes, the perceived benefit the Company will derive from becoming a publicly held entity, and numerous other factors which are difficult, if not impossible, to analyze through the application of any objective criteria. In many instances, it is anticipated that the historical operations of a specific business opportunity may not necessarily be indicative of the potential for the future because of the possible need to access capital, shift marketing approaches substantially, expand significantly, change product emphasis, change or substantially augment management, or make other changes. The Company will be dependent upon the owners of a business opportunity to identify any such problems which may exist and to implement, or be primarily responsible for the implementation of, required changes. Because the Company may participate in a business opportunity with a newly organized firm or with a firm which is entering a new phase of growth, it should be emphasized that the Company will incur further risks, because management in many instances will not have proved its abilities or effectiveness, the eventual market for such company's products or services will likely not be established, and such company may not be profitable when acquired.

It is anticipated that the Company will not be able to diversify, but will essentially be limited to one such venture because of the Company's limited financial resources. This lack of diversification will not permit the Company to offset potential losses from one business opportunity against profits from another, and should be considered an adverse factor affecting any decision to purchase the Company's securities.

It is emphasized that the Company may effect transactions having a potentially adverse impact upon the Company's shareholders pursuant to the authority and discretion of the Company's management and board of directors to complete acquisitions without submitting any proposal to the stockholders for their consideration. Holders of the Company's securities should not anticipate that the Company will necessarily furnish such holders, prior to any merger or acquisition, with financial statements, or any other documentation, concerning a target company or its business. In some instances, however, the proposed participation in a business opportunity may be submitted to the stockholders for their consideration, either voluntarily by such directors to seek the stockholders' advice and consent or because state law so requires.

The analysis of business opportunities will be undertaken by or under the supervision of the Company's principal shareholders, who are not professional business analysts. Although there are no current plans to do so, the Company might hire outside consultants to assist in the investigation and selection of business opportunities, and might pay a finder's fee. Since the Company has no current plans to use any outside consultants or advisors to assist in the investigation and selection of business opportunities, no policies have been adopted regarding use of such consultants or advisors, the criteria to be used in selecting such consultants or advisors, the services to be provided, the term of service, or regarding the total amount of fees that may be paid. However, because of the limited resources of the Company, it is likely that any such fees the Company agrees to pay would be paid in stock and not in cash. Otherwise, the Company anticipates that it will consider, among other things, the following factors:

1. Potential for growth and profitability, indicated by new technology, anticipated market expansion, or new products;
2. The Company's perception of how any particular business opportunity will be received by the investment community and by the Company's stockholders;
3. Whether, following the business combination, the financial condition of the business opportunity would be, or would have a significant prospect in the foreseeable future of becoming sufficient to enable the securities of the Company to qualify for listing on an exchange or on a national automated securities quotation system, such as NASDAQ, so as to permit the trading of such securities to be exempt from the requirements of Rule 15c2-6 adopted



by the Securities and Exchange Commission. See “Risk Factors—The Company Regulation of Penny Stocks.”

4. Capital requirements and anticipated availability of required funds, to be provided by the Company or from operations, through the sale of additional securities, through joint ventures or similar arrangements, or from other sources;

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5. The extent to which the business opportunity can be advanced;
6. Competitive position as compared to other companies of similar size and experience within the industry segment as well as within the industry as a whole;
7. Strength and diversity of existing management, or management prospects that are scheduled for recruitment;
8. The cost of participation by the Company as compared to the perceived tangible and intangible values and potential; and
9. The accessibility of required management expertise, personnel, raw materials, services, professional assistance, and other required items.

In regard to the possibility that the shares of the Company would qualify for listing on the NASDAQ SmallCap Market, the current standards include the requirements that the issuer of the securities satisfy, among other requirements, certain minimum levels of shareholder equity, market value or net income. Many of the business opportunities that might be potential candidates for a combination with the Company would not satisfy the NASDAQ SmallCap Market listing criteria.

Not one of the factors described above will be controlling in the selection of a business opportunity, and the Company will attempt to analyze all factors appropriate to each opportunity and make a determination based upon reasonable investigative measures and available data. Potentially available business opportunities 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 difficult and complex. Potential investors must recognize that, because of the Company's limited capital available for investigation, the Company may not discover or adequately evaluate adverse facts about the opportunity to be acquired.

The Company is unable to predict when it may participate in a business opportunity. Prior to making a decision to participate in a business opportunity, the Company will generally request that it be provided with written materials regarding the business opportunity containing such items as a description of products, services and company history; management resumes; financial information; available projections, with related assumptions upon which they are based; an explanation of proprietary products and services; evidence of existing patents, trademarks, or services marks, or rights thereto; present and proposed forms of compensation to management; a description of transactions between such company and its affiliates during relevant periods; a description of present and required facilities; an analysis of risks and competitive conditions; a financial plan of operation and estimated capital requirements; audited financial statements, or if they are not available, unaudited financial statements, together with reasonable assurances that audited financial statements would be able to be produced within a reasonable period of time following completion of a merger transaction; and other information deemed relevant.

As part of the Company's investigation, the Company's principal shareholders may meet personally with management and key personnel, may visit and inspect material facilities, obtain independent analysis or verification of certain information provided, check references of management and key personnel, and take other reasonable investigative measures, to the extent of the Company's limited financial resources.

It is possible that the range of business opportunities that might be available for consideration by the Company could be limited by the impact of Securities and Exchange Commission regulations regarding purchase and sale of "penny stocks." The regulations would affect, and possibly impair, any market that might develop in the Company's securities until such time as they qualify for listing on NASDAQ or on another exchange which would make them exempt from applicability of the "penny stock" regulations. See "Risk Factors - Regulation of Penny Stocks."



The Company believes that various types of potential merger or acquisition candidates might find a business combination with the Company to be attractive. These include acquisition candidates desiring to create a public market for their shares in order to enhance liquidity for current shareholders, acquisition candidates which have long-term plans for raising capital through the public sale of securities and believe that the possible prior existence of a public market for their securities would be beneficial, and acquisition candidates which plan to acquire additional assets through issuance of securities rather than for cash, and believe that the possibility of development of a public market for their securities will be of assistance in that process. Acquisition candidates which have a need for an immediate cash infusion are not likely to find a potential business combination with the Company to be an attractive alternative.

There are no loan arrangements or arrangements for any financing whatsoever relating to any business opportunities currently available.

### **Form of Acquisition**

It is impossible to predict the manner in which the Company may participate in a business opportunity. Specific business opportunities will be reviewed as well as the respective needs and desires of the Company and the promoters of the opportunity and, upon the basis of that review and the relative negotiating strength of the Company and such promoters, the legal structure or method deemed by management to be suitable will be selected. Such structure may include, but is not limited to leases, purchase and sale agreements, licenses, joint ventures and other contractual arrangements. The Company may act directly or indirectly through an interest in a partnership, corporation or other form of organization. Implementing such structure may require the merger, consolidation or reorganization of the Company with other corporations or forms of business organization, and although it is likely, there is no assurance that the Company would be the surviving entity. In addition, the present management, board of directors and stockholders of the Company most likely will not have control of a majority of the voting shares of the Company following a reorganization transaction. As part of such a transaction, the Company's existing management and directors may resign and new management and directors may be appointed without any vote by stockholders.

It is likely that the Company will acquire its participation in a business opportunity through the issuance of Common Stock or other securities of the Company. Although the terms of any such transaction cannot be predicted, it should be noted that in certain circumstances the criteria for determining whether or not an acquisition is a so-called "tax free" reorganization under the Internal Revenue Code of 1986, depends upon the issuance to the stockholders of the acquired company of a controlling interest (i.e. 80% or more) of the common stock of the combined entities immediately following the reorganization. If a transaction were structured to take advantage of these provisions rather than other "tax free" provisions provided under the Internal Revenue Code, the Company's current stockholders would retain in the aggregate 20% or less of the total issued and outstanding shares. This could result in substantial additional dilution in the equity of those who were stockholders of the Company prior to such reorganization. Any such issuance of additional shares might also be done simultaneously with a sale or transfer of shares representing a controlling interest in the Company by the principal shareholders.

It is anticipated that any new securities issued in any reorganization would be issued in reliance upon exemptions, if any are available, from registration under applicable federal and state securities laws. In some circumstances, however, as a negotiated element of the transaction, the Company may agree to register such securities either at the time the transaction is consummated, or under certain conditions or at specified times thereafter. The issuance of substantial additional securities and their potential sale into any trading market that might develop in the Company's securities may have a depressive effect upon such market.

The Company will participate in a business opportunity only after the negotiation and execution of a written agreement. Although the terms of such agreement cannot be predicted, generally such an agreement would require specific representations and warranties by all of the parties thereto, specify certain events of default, detail the terms of

closing and the conditions which must be satisfied by each of the parties thereto prior to such closing, outline the manner of bearing costs if the transaction is not closed, set forth remedies upon default, and include miscellaneous other terms normally found in an agreement of that type.

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As a general matter, the Company anticipates that it, and/or its officers and principal shareholders will enter into a letter of intent with the management, principals or owners of a prospective business opportunity prior to signing a binding agreement. Such letter of intent will set forth the terms of the proposed acquisition but will generally not bind any of the parties to consummate the transaction. Execution of a letter of intent will by no means indicate that consummation of an acquisition is probable. Neither the Company nor any of the other parties to the letter of intent will be bound to consummate the acquisition unless and until a definitive agreement concerning the acquisition as described in the preceding paragraph is executed. Even after a definitive agreement is executed, it is possible that the acquisition would not be consummated should any party elect to exercise any right provided in the agreement to terminate it on specified grounds.

It is anticipated that the investigation of specific business opportunities and the negotiation, drafting and execution of relevant agreements, disclosure documents and other instruments will require substantial costs for accountants, attorneys and others. If a decision is made not to participate in a specific business opportunity, the costs theretofore incurred in the related investigation might not be recoverable. Moreover, because many providers of goods and services require compensation at the time or soon after the goods and services are provided, the inability of the Company to pay until an indeterminate future time may make it impossible to procure such goods and services.

In all probability, upon completion of an acquisition or merger, there will be a change in control through issuance of substantially more shares of common stock. Further, in conjunction with an acquisition or merger, it is likely that the principal shareholders may offer to sell a controlling interest at a price not relative to or reflective of a price which could be achieved by individual shareholders at the time.

### **Investment Company Act and Other Regulation**

The Company may participate in a business opportunity by purchasing, trading or selling the securities of such business. The Company does not, however, intend to engage primarily in such activities. Specifically, the Company intends to conduct its activities so as to avoid being classified as an “investment company” under the Investment Company Act of 1940 (the “Investment Act”), and therefore to avoid application of the costly and restrictive registration and other provisions of the Investment Act, and the regulations promulgated thereunder.

Section 3(a) of the Investment Act contains the definition of an “investment company,” and it excludes any entity that does not engage primarily in the business of investing, reinvesting or trading in securities, or that does not engage in the business of investing, owning, holding or trading “investment securities” (defined as “all securities other than government securities or securities of majority-owned subsidiaries”) the value of which exceeds 40% of the value of its total assets (excluding government securities, cash or cash items). The Company intends to implement its business plan in a manner which will result in the availability of this exception from the definition of “investment company.” Consequently, the Company’s participation in a business or opportunity through the purchase and sale of investment securities will be limited.

The Company’s plan of business may involve changes in its capital structure, management, control and business, especially if it consummates a reorganization as discussed above. Each of these areas is regulated by the Investment Act, in order to protect purchasers of investment company securities. Since the Company will not register as an investment company, stockholders will not be afforded these protections.

Any securities which the Company might acquire in exchange for its Common Stock are expected to be “restricted securities” within the meaning of the Securities Act of 1933, as amended (the “Act”). If the Company elects to resell such securities, such sale cannot proceed unless a registration statement has been declared effective by the U. S. Securities and Exchange Commission or an exemption from registration is available. Section 4(1) of the Act, which exempts sales of securities not involving a distribution, would in all likelihood be available to permit a private sale. Although the plan of operation does not contemplate resale of securities acquired, if such a sale were to be necessary, the

Company would be required to comply with the provisions of the Act to effect such resale.

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An acquisition made by the Company may be in an industry which is regulated or licensed by federal, state or local authorities. Compliance with such regulations can be expected to be a time-consuming and expensive process.

### **Competition**

The Company expects to encounter substantial competition in its efforts to locate attractive opportunities, primarily from business development companies, venture capital partnerships and corporations, venture capital affiliates of large industrial and financial companies, small investment companies, and wealthy individuals. Many of these entities will have significantly greater experience, resources and managerial capabilities than the Company and will therefore be in a better position than the Company to obtain access to attractive business opportunities.

### **Employees**

As of July 31, 2008, the Company had no employees.

## **ITEM 1A. RISK FACTORS**

### **Risk Factors**

*There are several material risks associated with the Company. You should carefully consider the risks and uncertainties described below, which constitute all of the material risks relating to the Company. If any of the following risks are realized, our business, operating results and financial condition could be harmed. This means investors could lose all or a part of their investment.*

(a) **CONFLICTS OF INTEREST.** Certain conflicts of interest may exist between the Company and its officers, directors and principal shareholders. They have other business interests to which they devote their attention, and they will devote little time to the business of the Company. As a result, conflicts of interest may arise that can be resolved only through exercise of such judgment as is consistent with fiduciary duties to the Company. See “Management” and “Conflicts of Interest.”

(b) **NEED FOR ADDITIONAL FINANCING.** The Company has very limited funds, and such funds may not be adequate to take advantage of any available business opportunities. Even if the Company’s funds prove to be sufficient to acquire an interest in, or complete a transaction with, a business opportunity, the Company may not have enough capital to exploit the opportunity. The ultimate success of the Company may depend upon its ability to raise additional capital. The Company has not investigated the availability, source, or terms that might govern the acquisition of additional capital and will not do so until it determines a need for additional financing. If additional capital is needed, there is no assurance that funds will be available from any source or, if available, that they can be obtained on terms acceptable to the Company. If not available, the Company’s operations will be limited to those that can be financed with its modest capital.

(c) **REGULATION OF PENNY STOCKS.** The Company’s securities may be subject to a Securities and Exchange Commission rule that imposes special sales practice requirements upon broker-dealers who sell such securities to persons other than established customers or accredited investors. For purposes of the rule, the phrase “accredited investors” means, in general terms, institutions with assets in excess of \$5,000,000, or individuals having a net worth in excess of \$1,000,000 or having an annual income that exceeds \$200,000 (or that, when combined with a spouse’s income, exceeds \$300,000). For transactions covered by the rule, the broker-dealer must make a special suitability determination for the purchaser and receive the purchaser’s written agreement to the transaction prior to the sale. Consequently, the rule may affect the ability of broker-dealers to sell the Company’s securities and also may affect the ability of purchasers in this offering to sell their securities in any market that might develop therefore.





In addition, the Securities and Exchange Commission has adopted a number of rules to regulate “penny stocks.” Such rules include Rules 3a51-1, 15g-1, 15g-2, 15g-3, 15g-4, 15g-5, 15g-6, 15g-7, and 15g-9 under the Securities Exchange Act of 1934, as amended. Because the securities of the Company may constitute “penny stocks” within the meaning of the rules, the rules would apply to the Company and to its securities. The rules may further affect the ability of owners of Shares to sell the securities of the Company in any market that might develop for them.

Shareholders should be aware that, according to Securities and Exchange Commission, the market for penny stocks has suffered in recent years from patterns of fraud and abuse. Such patterns include (i) control of the market for the security by one or a few broker-dealers that are often related to the promoter or issuer; (ii) manipulation of prices through prearranged matching of purchases and sales and false and misleading press releases; (iii) “boiler room” practices involving high-pressure sales tactics and unrealistic price projections by inexperienced sales persons; (iv) excessive and undisclosed bid-ask differentials and markups by selling broker-dealers; and (v) the wholesale dumping of the same securities by promoters and broker-dealers after prices have been manipulated to a desired level, along with the resulting inevitable collapse of those prices and with consequent investor losses.

(d) **LACK OF OPERATING HISTORY.** The majority interest in the Company was purchased in October 2007 for the purpose of seeking a business opportunity. Due to the special risks inherent in the investigation, acquisition, or involvement in a new business opportunity, the Company must be regarded as a new or start-up venture with all of the unforeseen costs, expenses, problems, and difficulties to which such ventures are subject.

(e) **NO ASSURANCE OF SUCCESS OR PROFITABILITY.** There is no assurance that the Company will acquire a favorable business opportunity. Even if the Company should become involved in a business opportunity, there is no assurance that it will generate revenues or profits, or that the market price of the Company’s Common Stock will be increased thereby.

(f) **POSSIBLE BUSINESS - NOT IDENTIFIED AND HIGHLY RISKY.** The Company has not identified and has no commitments to enter into or acquire a specific business opportunity and therefore can disclose the risks and hazards of a business or opportunity that it may enter into in only a general manner, and cannot disclose the risks and hazards of any specific business or opportunity that it may enter into. An investor can expect a potential business opportunity to be quite risky. The Company’s acquisition of or participation in a business opportunity will likely be highly illiquid and could result in a total loss of investment to the Company and its stockholders if the business or opportunity proves to be unsuccessful. See Item 1 “Description of Business.”

(g) **TYPE OF BUSINESS ACQUIRED.** The type of business to be acquired may be one that desires to avoid effecting its own public offering and the accompanying expense, delays, uncertainties, and federal and state requirements which purport to protect investors. Because of the Company’s limited capital, it is more likely than not that any acquisition by the Company will involve other parties whose primary interest is the acquisition of control of a publicly traded company. Moreover, any business opportunity acquired may be currently unprofitable or present other negative factors.

(h) **IMPRACTICABILITY OF EXHAUSTIVE INVESTIGATION.** The Company’s limited funds and the lack of full-time management will likely make it impracticable to conduct a complete and exhaustive investigation and analysis of a business opportunity before the Company commits its capital or other resources thereto. Decisions will therefore likely be made without detailed feasibility studies, independent analysis, market surveys and the like which, if the Company had more funds available to it, would be desirable. The Company will be particularly dependent in making decisions upon information provided by the promoter, owner, sponsor, or others associated with the business opportunity seeking the Company’s participation. A significant portion of the Company’s available funds may be expended for investigative expenses and other expenses related to preliminary aspects of completing an acquisition transaction, whether or not any business opportunity investigated is eventually acquired.



(i) **LACK OF DIVERSIFICATION.** Because of the limited financial resources that the Company has, it is unlikely that the Company will be able to diversify its acquisitions or operations. The Company's probable inability to diversify its activities into more than one area will subject the Company to economic fluctuations within a particular business or industry and therefore increase the risks associated with the Company's operations.

(j) **RELIANCE UPON FINANCIAL STATEMENTS.** The Company generally will require audited financial statements from companies that it proposes to acquire. In cases where no audited financials are available, the Company will have to rely upon interim period unaudited information received from target companies' management that has not been verified by outside auditors. The lack of the type of independent verification which audited financial statements would provide, increases the risk that the Company, in evaluating an acquisition with such a target company, will not have the benefit of full and accurate information about the financial condition and recent interim operating history of the target company. This risk increases the prospect that the acquisition of such a company might prove to be an unfavorable one for the Company or the holders of the Company's securities.

Moreover, the Company will be subject to the reporting provisions of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and thus will be required to furnish certain information about significant acquisitions, including audited financial statements for any business that it acquires. Consequently, acquisition prospects that do not have, or are unable to provide reasonable assurances that they will be able to obtain, the required audited statements would not be considered by the Company to be appropriate for acquisition so long as the reporting requirements of the Exchange Act are applicable. Should the Company, during the time it remains subject to the reporting provisions of the Exchange Act, complete an acquisition of an entity for which audited financial statements prove to be unobtainable, the Company would be exposed to enforcement actions by the Securities and Exchange Commission (the "Commission") and to corresponding administrative sanctions, including permanent injunctions against the Company and its management. The legal and other costs of defending a Commission enforcement action would have material, adverse consequences for the Company and its business. The imposition of administrative sanctions would subject the Company to further adverse consequences. In addition, the lack of audited financial statements would prevent the securities of the Company from becoming eligible for listing on NASDAQ, or on any existing stock exchange.

Moreover, the lack of such financial statements is likely to discourage broker-dealers from becoming or continuing to serve as market makers in the securities of the Company. Without audited financial statements, the Company would almost certainly be unable to offer securities under a registration statement pursuant to the Securities Act of 1933, and the ability of the Company to raise capital would be significantly limited until such financial statements were to become available.

(k) **OTHER REGULATION.** An acquisition made by the Company may be of a business that is subject to regulation or licensing by federal, state, or local authorities. Compliance with such regulations and licensing can be expected to be a time-consuming, expensive process and may limit other investment opportunities of the Company.

(l) **LIMITED PARTICIPATION OF MANAGEMENT.** The Company currently has only one individual who is serving as its sole officer and director on a very limited-time basis. The Company is therefore heavily dependent upon the skills, talents, and abilities of the principal shareholders to implement its business plan. See "Management."

(m) **LACK OF CONTINUITY IN MANAGEMENT.** The Company does not have any employment agreements with its officers and directors, and as a result, there is no assurance they will continue to be associated with the Company in the future. In connection with acquisition of a business opportunity, it is likely the current officers and directors of the Company may resign subject to compliance with Section 14f of the Securities Exchange Act of 1934. A decision to resign will be based upon the identity of the business opportunity and the nature of the transaction, and is likely to occur without the vote or consent of the stockholders of the Company.



(n) **NO INDEPENDENT AUDIT COMMITTEE OF BOARD OF DIRECTORS.** The Company does not have an independent Audit Committee of its Board of Directors. The entire Board of Directors functions as the Company's Audit Committee. The Sarbanes-Oxley Act of 2002 ("Sarbanes-Oxley Act") and rules and regulations adopted by the U.S. Securities and Exchange Commission Rules to implement the Sarbanes-Oxley Act impose certain standards on listed companies relative to the maintenance and operations of Board of Directors Audit Committees, including but not limited to the requirement that Audit Committees be appointed, that membership of such committees comprise only independent directors, that a financial professional be among the membership of such committee and that such committee be afforded an adequate operating budget and be able to employ independent professional advisors. The Sarbanes-Oxley Act also requires that the Audit Committee oversee the work of a company's outside auditors and that the outside auditors be responsible to the Audit Committee. At this time, the Company is not in compliance with the requirements of the Sarbanes-Oxley Act as they relate to independent Board of Directors Audit Committees. The Company believes that under rules and regulations adopted by the U.S. Securities and Exchange Commission to implement these provisions of the Sarbanes-Oxley Act it is not required to comply with its requirements relating to the appointment of an Audit Committee of its Board of Directors and conforming with the enumerated standards and guidelines because the Company is not a "Listed Company" as defined therein. Notwithstanding, the Company may ultimately be determined not to be in compliance therewith and may therefore face penalties and restrictions on its operations until it comes into full compliance. Additionally, the Company's failure to comply with the provisions of the Sarbanes-Oxley Act could preclude it from being listed on NASDAQ or any other stock exchanges until it can show that it is in compliance. The Company's failure to be in compliance with the Sarbanes-Oxley Act could also present an impediment to a potential business combination where the target company intends that the Company apply for listing on NASDAQ or any other applicable stock exchanges.

(o) **INDEMNIFICATION OF OFFICERS AND DIRECTORS.** Delaware Statutes provide for the indemnification of its directors, officers, employees, and agents, under certain circumstances, against attorney's fees and other expenses incurred by them in any litigation to which they become a party arising from their association with or activities on behalf of the Company. The Company will also bear the expenses of such litigation for any of its directors, officers, employees, or agents, upon such person's promise to repay the Company therefor if it is ultimately determined that any such person shall not have been entitled to indemnification. This indemnification policy could result in substantial expenditures by the Company which it will be unable to recoup.

(p) **DEPENDENCE UPON OUTSIDE ADVISORS.** To supplement the Company's officers, directors and principal shareholders, the Company may be required to employ accountants, technical experts, appraisers, attorneys, or other consultants or advisors. The selection of any such advisors will be made by the Company without any input from stockholders. Furthermore, it is anticipated that such persons may be engaged on an "as needed" basis without a continuing fiduciary or other obligation to the Company. In the event the Company considers it necessary to hire outside advisors, such persons may be affiliates of the Company, if they are able to provide the required services.

(q) **LEVERAGED TRANSACTIONS.** There is a possibility that any acquisition of a business opportunity by the Company may be leveraged, i.e., the Company may finance the acquisition of the business opportunity by borrowing against the assets of the business opportunity to be acquired, or against the projected future revenues or profits of the business opportunity. This could increase the Company's exposure to larger losses. A business opportunity acquired through a leveraged transaction is profitable only if it generates enough revenues to cover the related debt and expenses. Failure to make payments on the debt incurred to purchase the business opportunity could result in the loss of a portion or all of the assets acquired. There is no assurance that any business opportunity acquired through a leveraged transaction will generate sufficient revenues to cover the related debt and expenses.

(r) **COMPETITION.** The search for potentially profitable business opportunities is intensely competitive. The Company expects to be at a disadvantage when competing with many firms that have substantially greater financial and management resources and capabilities than the Company. These competitive conditions will exist in any industry

in which the Company may become interested.

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(s) **NO FORESEEABLE DIVIDENDS.** The Company has not paid dividends on its Common Stock and does not anticipate paying such dividends in the foreseeable future.

(t) **LOSS OF CONTROL BY PRESENT MANAGEMENT AND STOCKHOLDERS.** The Company may consider an acquisition in which the Company would issue as consideration for the business opportunity to be acquired an amount of the Company's authorized but unissued Common Stock that would, upon issuance, represent the great majority of the voting power and equity of the Company. The result of such an acquisition would be that the acquired company's stockholders and management would control the Company, and the Company's board of directors and management could be replaced by persons unknown at this time. Such a merger would result in a greatly reduced percentage of ownership of the Company by its current shareholders.

(u) **RULE 144 SALES.** The majority of the outstanding shares of Common Stock held by present stockholders are "restricted securities" within the meaning of Rule 144 under the Securities Act of 1933, as amended. As restricted shares, these shares may be resold only pursuant to an effective registration statement or under the requirements of Rule 144 or other applicable exemptions from registration under the Act and as required under applicable state securities laws. Rule 144 provides in essence that a person who has held restricted securities for one year may, under certain conditions, sell every three months, in brokerage transactions, a number of shares that does not exceed the greater of 1.0% of a company's outstanding common stock or the average weekly trading volume during the four calendar weeks prior to the sale. There is no limit on the amount of restricted securities that may be sold by a nonaffiliate after the restricted securities have been held by the owner for a period of two years. Nonaffiliate shareholders who have held their shares under Rule 144 for two years are eligible to have freely tradable shares. A sale under Rule 144 or under any other exemption from the Act, if available, or pursuant to subsequent registration of shares of Common Stock of present stockholders, may have a depressive effect upon the price of the Common Stock in any market that may develop. All shares become available for resale (subject to volume limitations for affiliates) under Rule 144, one year after date of purchase subject to applicable volume restrictions under the Rule.

### ***Going Concern Qualification***

Our auditors have prepared their report on the audited financial statements contained in this Annual Report on a going concern basis which contemplates the realization of assets and liquidation of liabilities in the ordinary course of business; however, currently such realization of assets and liquidation of liabilities are subject to significant uncertainties.

As shown in the accompanying audited financial statements, as of December 31, 2007 our current liabilities exceed our current assets by \$11,366 and our total liabilities exceed our total assets by \$11,366. These factors, among others, indicate that we may be unable to continue existence. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might be necessary should the we be unable to continue in existence.

The appropriateness by the Company of continuing to use the aforementioned basis of accounting is dependent upon, among other things, the ability to maintain and increase existing credit facilities or raise additional capital.

### **No Rights of Dissenting Shareholders**

The Company does not intend to provide Company shareholders with complete disclosure documentation including audited financial statements, concerning a possible target company prior to acquisition, because Delaware law vests authority in the Board of Directors to decide and approve matters involving acquisitions within certain restrictions. Any transaction would be structured as an acquisition, not a merger, with the Registrant being the parent company and the acquiree being merged into a wholly owned subsidiary.





**ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.

**ITEM 2. PROPERTIES.**

As of July 31, 2008, the Company did not own or lease any properties.

**ITEM 3. LEGAL PROCEEDINGS**

As of July 31, 2008, the Company was not a party to any pending or threatened legal proceedings.

**ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

On March 10, 2008, the Board of Directors of the Company unanimously adopted the following resolutions:

- 1) To seek stockholder approval to an amendment to the Company's Articles of Incorporation to increase the Company's authorized capital to 120,000,000 shares comprising 100,000,000 shares of Common Stock par value \$.0001 per share and 20,000,000 shares of Preferred Stock par value \$0.0001 per share; and
- 2) To seek stockholder approval to amend the Company's Certificate of Incorporation to effect a reverse stock split of the Company's Common Stock.

Thereafter, on March 10, 2008, pursuant to the By-Laws of the Company and applicable Delaware law, a principal stockholder of the Company holding 13,940,000 shares of Common Stock, representing approximately 67.5% of the total issued and outstanding Common Stock, adopted a resolution to authorize the Board of Directors (1) to amend the Company's Articles of Incorporation to increase the Company's authorized capital to 120,000,000 shares comprising 100,000,000 shares of Common Stock par value \$.0001 per share and 20,000,000 shares of Preferred Stock par value \$0.0001 per share; and (2) in its sole discretion, to effect a reverse split of the Company's Common Stock based upon a ratio of not less than one-for-10 nor more than one-for-52 1/2 shares at any time prior to March 10, 2009. In addition, notwithstanding approval of this proposal by the stockholders, the Board of Directors may, in its sole discretion, determine not to effect, and abandon, the reverse stock split without further action by our stockholders.

An Information Statement detailing this action was mailed to all stockholders of the Company on or about March 27, 2008 and the action became effective twenty (20) days following the date of mailing. The Company filed a Certificate of Amendment of its Certificate of Incorporation with the Delaware Secretary of State on June 13, 2008 which amended the Company's Articles of Incorporation to increase the Company's authorized capital to 120,000,000 shares comprising 100,000,000 shares of Common Stock par value \$.0001 per share and 20,000,000 shares of Preferred Stock par value \$0.0001 per share. As of this date, the Company's board of directors has taken no action to implement the authorized reverse stock split.

Other than the aforementioned actions, no matters were submitted to a vote or for the written consent of security shareholders, through the solicitation of proxies or otherwise, during fiscal year 2008, and no meeting of shareholders was held.

**PART II.****ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY; RELATED STOCKHOLDER MATTERS AND SMALL BUSINESS ISSUER PURCHASES OF EQUITY SECURITIES****Market Price**

Our common stock is quoted on OTC Bulletin Board, under the trading symbol "BLKC.OB". The market for our stock is highly volatile. We cannot assure you that there will be a market in the future for our common stock. The OTC Bulletin Board securities are not listed and traded on the floor of an organized national or regional stock exchange. Instead, OTC Bulletin Board securities transactions are conducted through a telephone and computer network connecting dealers in stocks. OTC Bulletin Board stocks are traditionally smaller companies that do not meet the financial and other listing requirements of a regional or national stock exchange.

The following table shows the high and low prices of our common shares on the OTC Bulletin Board for each quarter since our common stock began to trade on the OTC Bulletin Board on February 26, 2007. The following quotations reflect inter-dealer prices, without retail mark-up, mark-down or commission and may not necessarily represent actual transactions:

<b>Period</b>		<b>High</b>		<b>Low</b>
February 26, 2007 – April 30, 2007		N/A		N/A
May 1, 2007 – July 31, 2007	\$	0.75	\$	0.235
August 1, 2007-October 31, 2007	\$	0.85	\$	0.20
November 1, 2007-January 31, 2008	\$	0.85	\$	0.85
February 1, 2008-April 30, 2008	\$	0.85	\$	0.05
May 1, 2008-July 31, 2008	\$	0.09	\$	0.09

**Options and Warrants**

None of the shares of our common stock are subject to outstanding options or warrants.

**Notes Payable**

At July 31, 2008, the Company had loans and notes outstanding from a shareholder in the aggregate amount of \$22,371, which represents amounts loaned to the Company to pay the Company's expenses of operation. On April 30, 2008, a shareholder payable was exchanged for a promissory note with a principal balance of \$8,014 due and payable on April 30, 2009. On July 31, 2008, a shareholder payable was exchanged for a promissory note with a principal balance of \$14,357 due and payable on July 31, 2009.

**Status of Outstanding Common Stock**

As of July 31, 2008, we had a total of 20,640,250 shares of our common stock outstanding. Of these shares, 16,400,000 are held by "affiliates" of the Company and the remaining shares are either registered or may be transferred subject to the requirements of Rule 144. We have not agreed to register any additional outstanding shares of our common stock under the Securities Act.

**Holder**

We have issued an aggregate of 20,640,000 shares of our common stock to approximately 42 record holders.



**Dividends**

We have not paid any dividends to date, and have no plans to do so in the immediate future.

**Recent Sales of Unregistered Securities**

None.

**Purchases of Equity Securities**

The Company has never purchased nor does it own any equity securities of any other issuer.

**ITEM 6. SELECTED FINANCIAL DATA****Year Ended**

	<b>7/31/08</b>		<b>7/31/07</b>		<b>7/31/06</b>		<b>7/31/05</b>
Revenues	\$ -	\$	-	\$	-	\$	-
Net Income (Loss)	\$ (14,357)	\$	(42,764)	\$	(6,201)	\$	(2,665)
Net Income (Loss) Per Share, Basic and Diluted	\$ -	\$	-	\$	-	\$	-
Weighted Average No. Shares, Basic and Diluted	20,640,250		20,640,000		20,415,000		20,400,000
Stockholders' Equity (Deficit)	\$ (22,371)	\$	(4,610)	\$	31,199	\$	(3,700)
Total Assets	\$ -	\$	5,830	\$	40,920	\$	-
Total Liabilities	\$ 22,371	\$	10,445	\$	9,721	\$	3,700

**ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION****Overview**

Blink Couture, Inc. (the "Company") was incorporated in Delaware on October 23, 2003 as Fashionfreakz International, Inc. and changed its name to Blink Couture, Inc. on December 2, 2005. The Company does not have any subsidiaries. The Company's business plan was to create and conduct an online fashion business, however, the Company never generated any meaningful revenues. On March 4, 2008, the Company discontinued its prior business and changed its business plan.

The Company's current business plan is to seek, investigate, and, if warranted, acquire one or more properties or businesses, and to pursue other related activities intended to enhance shareholder value. The acquisition of a business opportunity may be made by purchase, merger, exchange of stock, or otherwise, and may encompass assets or a business entity, such as a corporation, joint venture, or partnership. The Company has limited capital, and it is unlikely that the Company will be able to take advantage of more than one such business opportunity. The Company intends to seek opportunities demonstrating the potential of long-term growth as opposed to short-term earnings.

**Results of Operations****Liquidity and Capital Resources**

As of July 31, 2008, we had no cash, a working capital deficit of \$22,371 and an accumulated deficit during the development stage of \$96,097 through July 31, 2008. Our operating activities used \$39,883 in cash for the fiscal year period ended July 31, 2008, while our operations used \$55,473 cash in the fiscal year ended July 31, 2007. The decrease in uses of operating cash was primarily attributable to the cessation of the Company's prior online retailing business. We received \$0.00 in revenue during the fiscal year ended July 31, 2008.

Management believes that the Company will require a cash infusion of at least \$25,000 for the next twelve months. Historically, we have depended on loans from our principal shareholders and their affiliated companies (to provide us with working capital as required. There is no guarantee that such funding will be available when required and there can be no assurance that our stockholders, or any of them, will continue making loans or advances to us in the future.

At July 31, 2008, the Company had loans and notes outstanding from certain shareholders in the aggregate amount of \$22,371, which represents amounts loaned to the Company to pay the Company's operating expenses. \$8,014 of this amount is evidenced by a promissory note bearing interest at a rate of 6% per annum which matures on April 30, 2009 and \$14,357 of this amount is evidenced by a promissory note bearing interest at a rate of 6% per annum which matures on July 31, 2009.

**Twelve Months Ended July 31, 2008 Compared to July 31, 2007**

The following table summarizes the results of our operations during the fiscal years ended July 31, 2008 and 2007, respectively, and provides information regarding the dollar and percentage increase or (decrease) from the current 12-month period to the prior 12-month period:

<b>Line Item</b>	<b>7/31/08 (audited)</b>	<b>7/31/07 (audited)</b>	<b>Increase (Decrease)</b>	<b>Percentage Increase (Decrease)</b>
Revenues	\$ 0	\$ 0	\$ 0	0.0%
Operating Expenses	41,392	42,764	(1,372)	(3.2)%
Net (loss)	(41,392)	(42,764)	(1,372)	(3.2)%
Loss per share of common stock	0.00	0.00	0.00	0.0%

We recorded a net loss of \$41,392 for the fiscal year ended July 31, 2008 as compared with a net loss of \$42,764 for the fiscal year ended July 31, 2007. There were no material changes in any expense categories.

**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 or capital expenditures or capital resources that is material to an investor in our securities.

**Seasonality**

Our operating results are not affected by seasonality.



***Inflation***

Our business and operating results are not affected in any material way by inflation.

***Critical Accounting Policies***

The Securities and Exchange Commission issued Financial Reporting Release No. 60, "Cautionary Advice Regarding Disclosure About Critical Accounting Policies" suggesting that companies provide additional disclosure and commentary on their most critical accounting policies. In Financial Reporting Release No. 60, the Securities and Exchange Commission has defined the most critical accounting policies as the ones that are most important to the portrayal of a company's financial condition and operating results, and require management to make its most difficult and subjective judgments, often as a result of the need to make estimates of matters that are inherently uncertain. The nature of our business generally does not call for the preparation or use of estimates. Due to the fact that the Company does not have any operating business, we do not believe that we do not have any such critical accounting policies.

**ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

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

**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

Set forth below are the audited financial statements for the Company for the fiscal years ended July 31, 2008 and 2007 and the reports thereon of Paritz & Co, PA and Manning Elliott LLP Chartered Accountants.



**Paritz & Company, P.A.**

15 Warren Street, Suite 25  
Hackensack, New Jersey 07601  
(201)342-7753  
Fax: (201) 342-7598  
E-Mail: paritz @paritz.com

Certified Public Accountants

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Board of Directors  
Blink Couture, Inc.  
(A Development Stage Company)  
Santa Monica, California

We have audited the accompanying balance sheet of Blink Couture, Inc. (A Development Stage Company) as of July 31, 2008 and the related statements of operations, changes in stockholders' deficiency and cash flows for the year ended July 31, 2008 and the period from inception (October 23, 2003) to July 31, 2008. 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 audit. The financial statements of Blink Couture, Inc. as of July 31, 2007 were audited by other auditors whose report dated September 25, 2007 expressed an unqualified opinion on those statements.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit 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 audit provides a reasonable basis for our opinion.

In our opinion, the 2008 financial statement referred to above presents fairly, in all material respects, the financial position of BlinkCouture, Inc. as of July 31, 2008 and the results of its operations and its cash flows for the period from inception (October 23, 2003) to July 31, 2008 in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The Company has suffered recurring net losses and as of July 31, 2008 its current liabilities and total liabilities exceeded its current assets and total assets by \$22,371. These factors raise substantial doubt about the Company's ability to continue as a going concern. The accompanying financial statements do not include any adjustments that might result from the outcome of this uncertainty.

*/s/ Paritz & Co ,*  
*P.A*  
Hackensack, New  
Jersey  
October 21, 2008

Report of Independent Registered Public Accounting Firm

To the Directors and Stockholders  
Blink Couture Inc.  
(A Development Stage Company)

We have audited the accompanying balance sheet of Blink Couture Inc. (A Development Stage Company) as of July 31, 2007, and the related statements of operations, cash flows and stockholders' equity for the year then ended and accumulated from October 23, 2003 (Date of Inception) to July 31, 2007. 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 audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit 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 audit provides 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 Blink Couture Inc. (A Development Stage Company) as of July 31, 2007, and the results of its operations and its cash flows for the year then ended and accumulated from October 23, 2003 (Date of Inception) to July 31, 2007 in conformity with accounting principles generally accepted in the United States.

The accompanying financial statements have been prepared assuming the Company will continue as a going concern. As discussed in Note 4 to the financial statements, the Company has not generated any revenues and has incurred operating losses since inception. These factors raise substantial doubt about the Company's ability to continue as a going concern. Management's plans in regard to these matters are also discussed in Note 1. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ MANNING  
ELLIOTT LLP

CHARTERED  
ACCOUNTANTS

Vancouver, Canada

September 25, 2007

**Blink Couture, Inc.**  
**(A Development Stage Company)**  
**Balance Sheets**

	July 31, 2008 (audited)	July 31, 2007 (audited)
<b>ASSETS</b>		
<b>Current assets</b>		
Cash	\$ -	\$ 2,604
Prepaid Expense	-	1,082
Inventory	-	1,482
<b>Total Current Assets</b>	-	5,168
<b>Property and equipment</b>	-	662
<b>TOTAL ASSETS</b>	\$ -	\$ 5,830
<b>LIABILITIES &amp; STOCKHOLDERS' EQUITY</b>		
<b>Current liabilities</b>		
Accounts payable	\$ -	\$ 1,717
Due to Related Parties	22,371	8,728
<b>Total liabilities</b>	22,371	10,445
<b>Stockholders' equity (deficit)</b>		
Preferred stock, par value \$0.0001, 20,000,000 shares authorized, no shares issued and outstanding at July 31, 2008 and July 31, 2007, respectively	-	-
Common stock, par value \$0.0001, 100,000,000 shares authorized, 20,640,250 shares issued and outstanding at July 31, 2008 and July 31, 2007, respectively	2,064	2,064
Additional Paid-in Capital	71,662	48,026
Deficit Accumulated During the Development Stage	(96,097)	(54,705)
<b>Total stockholders' equity (deficit)</b>	(22,371)	(4,615)
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</b>	\$ -	\$ 5,830

*The accompanying notes are an integral part of these consolidated financial statements*

**Blink Couture, Inc.**  
**(A Development Stage Company)**  
**Statements of Operations**

	Year Ended July 31,		Accumulated from
	2008	2007	October 23, 2003 (Date of Inception) to July 31, 2008
<b>Revenue</b>	\$ -	\$ -	\$ -
<b>Expenses:</b>			
Amortization	662	79	741
General and administrative	12,067	6,729	22,930
Management fees	17,700	2,400	27,500
Marketing	-	11,192	11,162
Professional fees	10,763	21,964	32,967
Rent	200	400	767
<b>Total operating expenses</b>	<b>41,392</b>	<b>42,764</b>	<b>96,097</b>
<b>Net loss</b>	<b>\$ (41,392)</b>	<b>\$ (42,764)</b>	<b>\$ (96,097)</b>
<b>Net loss per common share, basic and diluted</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>
<b>Weighted average number of common shares, basic and diluted</b>	<b>20,640,250</b>	<b>20,640,000</b>	

*The accompanying notes are an integral part of these consolidated financial statements*

**Blink Couture, Inc.**  
**(A Development Stage Company)**  
**Statements of Cash Flows**

	Year Ended July 31,		Accumulated from
	2008	2007	October 23, 2003 (Date of Inception) to July 31, 2008
<b>Cash flows relating to operating activities</b>			
Net loss	\$ (41,392)	\$ (42,764)	\$ (96,097)
Adjustments to reconcile net loss to net cash used in operating activities:			
Amortization	662	79	741
Change in operating assets and liabilities:			
Prepaid expense	1,082	(1,082)	-
Inventory	1,482	(1,482)	-
Accounts payable	(1,717)	(306)	-
Net cash used in operating activities	(39,883)	(45,555)	(95,356)
<b>Cash flows relating to investing activities</b>			
Purchase of property and equipment	-	(741)	-
Net cash used in investing activities	-	(741)	(741)
<b>Cash flows relating to financing activities</b>			
Due to related parties	13,643	1,030	22,371
Shares issued for services	-	300	300
Donated capital	23,636	-	23,636
Proceeds from issuance of common stock	-	6,650	49,790
Net cash provided by financing activities	37,279	7,980	96,097
<b>Increase (decrease) in cash</b>	(2,604)	(38,316)	-
<b>Cash, beginning of period</b>	2,604	40,920	-
<b>Cash, end of period</b>	\$ -	\$ 2,604	\$ -
<b>Supplemental Disclosure of Cash Flow Information</b>			
Cash paid during the period for interest	\$ -	\$ -	-
Cash paid during the period for income taxes	-	-	-

*The accompanying notes are an integral part of these consolidated financial statements*

**Blink Couture Inc.****(A Development Stage Company)****Statement of Stockholders' Equity**

	Common Stock #	Amount \$	Additional Paid-in Capital \$	Deficit Accumulated During the Development Stage \$	Total \$
Balance – October 23, 2003 (Date of Inception)	-	-	-	-	-
October 25, 2003 – issue of common stock for services at \$0.0001 per share	2,400,000	240	-	-	240
July 25, 2004 – issue of common stock for services at \$0.0001 per share	18,000,000	1,800	-	-	1,800
Net loss for the period	-	-	-	(3,075)	(3,075)
Balance – July 31, 2004	20,400,000	2,040	-	(3,075)	(1,035)
Net loss for the year	-	-	-	(2,665)	(2,665)
Balance – July 31, 2005	20,400,000	2,040	-	(5,740)	(3,700)
June 23, 2006 – issue of common stock for cash at \$0.20 per share	134,000	13	26,787	-	26,800
July 26, 2006 – issue of common stock for cash at \$0.20 per share	71,000	7	14,193	-	14,200
July 26, 2006 – issue of common stock for services at \$0.20 per share	500	1	99	-	100
Net loss for the year	-	-	-	(6,201)	(6,201)
Balance – July 31, 2006	20,605,500	2,061	41,079	(11,941)	31,199
August 23, 2006 – issue of common stock for cash at \$0.20 per share	31,250	3	6,247	-	6,250
August 23, 2006 – issue of common stock for services at \$0.20 per share	1,000	-	200	-	200
September 01, 2006 – issue of common stock for cash at \$0.20 per share	2,000	-	400	-	400
September 01, 2006 – issue of common stock for services at \$0.20 per share	500	-	100	-	100
Net loss for the year	-	-	-	(42,764)	(42,764)
Balance – July 31, 2007	20,640,250	2,064	48,026	(54,705)	(4,615)
Donated capital	-	-	23,636	-	23,636
Net loss for the year	-	-	-	(41,392)	(41,392)
Balance – July 31, 2008	20,640,250	2,064	71,662	(96,097)	(22,371)

*The accompanying notes are an integral part of these consolidated financial statements*



**BLINK COUTURE, INC.**  
**(A Development Stage Company)**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**July 31, 2008**

**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 limited operations and in accordance with SFAS # 7, the Company is considered a development stage company.

**NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**A. BASIS OF ACCOUNTING**

The financial statements have been prepared using the accrual basis of accounting. Under the accrual basis of accounting, revenues are recorded as earned and expenses are recorded at the time liabilities are incurred. The Company has adopted a July 31, year-end.

**B. CASH EQUIVALENTS**

The Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents.

**C. USE OF ESTIMATES**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts 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 could differ from those estimates.

**D. DEVELOPMENT STAGE**

The Company continues to devote substantially all of its efforts to exploring potential targets for a business combination through the purchase of assets, share purchase or exchange, merger or similar type of transaction.

**E. BASIC EARNINGS PER SHARE**

In February, 1997, the FASB issued SFAS No. 128, "Earnings Per Share", which specifies the computation, presentation and disclosure requirements for earnings (loss) per share for entities with publicly held common stock. SFAS No. 128 supersedes the provisions of APB No. 15, and requires the presentation of basic earnings (loss) per share and diluted earnings (loss) per share.



Basic net loss per share amounts is computed by dividing the net income by the weighted average number of common shares outstanding. Diluted earnings per share are the same as basic earnings per share due to the lack of dilutive items in the Company.

**BLINK COUTURE, INC.**  
**(A Development Stage Company)**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**July 31, 2008**

**F. INCOME TAXES**

Income taxes are provided in accordance with Statement of Financial Accounting Standards No. 109 (SFAS 109), Accounting for Income Taxes. A deferred tax asset or liability is recorded for all temporary differences between financial and tax reporting and net operating loss carryforwards. Deferred tax expense (benefit) results from the net change during the year of deferred tax assets and liabilities.

Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

**G. REVENUE RECOGNITION**

The Company has not recognized any revenues from its operations.

**H. RECENT ACCOUNTING PROOUNCEMENTS**

As of January 1, 2006, SFAS No. 123R, *Share-Based Payment*, became effective for all companies and addresses the accounting for share-based payment transactions. SFAS No. 123R eliminates the ability to account for share-based compensation transactions using APB No. 25, and generally requires instead that such transactions be accounted and recognized in the statement of operations based on their fair value. The Company does not maintain a stock option plan and, therefore, this pronouncement has no impact on these financial statements.

In September 2006, the FASB issued SFAS No. 157 ("SFAS 157"), "*Fair Value Measurements*". SFAS 157 defines fair value, establishes a framework for measuring fair value under GAAP, and expands disclosures about fair value measurements. This statement is effective for financial statements issued for fiscal years beginning after November 15, 2007. In February 2008, the FASB agreed to delay the effective date of SFAS 157 for all non-financial assets and non-financial liabilities, except those that are recognized or disclosed at fair value in the financial statements on a recurring basis, to fiscal years beginning after November 15, 2008. As of December 31, 2007, the Company's fair values of its financial assets and liabilities, which consist of cash and cash equivalents, approximate their carrying amount due to the short period of time to maturity.

In February 2007, the FASB issued SFAS No. 159 ("SFAS 159"), "*The Fair Value Option for Financial Assets and Financial Liabilities — Including an Amendment of FASB Statement No. 115*". This statement provides companies with an option to measure, at specified election dates, many financial instruments and certain other items at fair value that are not currently measured at fair value. A company that adopts SFAS 159 will report unrealized gains and losses on items for which the fair value option has been elected in earnings at each subsequent reporting date. This statement also establishes presentation and disclosure requirements designed to facilitate comparisons between entities that choose different measurement attributes for similar types of assets and liabilities. This statement is effective for fiscal years beginning after November 15, 2007. The Company is currently evaluating the effect that the adoption of SFAS 159 will have on its results of operations and financial position.

In December 2007, FASB issued SFAS No. 160 (“SFAS 160”), *“Interests in Consolidated Financial Statements — an amendment of ARB No. 51”*, which impacts the accounting for minority interest in the consolidated financial statements of filers. The statement requires the reclassification of minority interest to the equity section of the balance sheet and the results from operations attributed to minority interest to be included in net income. The related minority interest impact on earnings would then be disclosed in the summary of other comprehensive income. The statement is applicable for all fiscal years beginning on or after December 15, 2008 and earlier adoption is prohibited. The adoption of this standard will require prospective treatment. The Company is currently evaluating the effect that the adoption of SFAS 160 will have on its results of operations and financial position. However, the adoption of SFAS 160 is not expected to have a material impact on the Company’s financial statements.

In December 2007, FASB issued SFAS No. 141R (“SFAS 141R”), *“Business Combinations”*, which impacts the accounting for business combinations. The statement requires changes in the measurement of assets and liabilities required in favor of a fair value method consistent with the guidance provided in SFAS 157 (see above). Additionally, the statement requires a change in accounting for certain acquisition related expenses and business adjustments which no longer are considered part of the purchase price. Adoption of this standard is required for fiscal years beginning after December 15, 2008. Early adoption of this standard is not permitted. The statement requires prospective application for all acquisitions after the date of adoption. The Company is currently evaluating the effect that the adoption of SFAS 141R will have on its results of operations and financial position. However, the adoption of SFAS 141R is not expected to have a material impact on the Company’s financial statements.

In April 2008, the FASB issued FSP FAS 142-3, *“Determination of the Useful Life of Intangible Assets”*. This guidance is intended to improve the consistency between the useful life of a recognized intangible asset under SFAS No. 142, *“Goodwill and Other Intangible Assets”*, and the period of expected cash flows used to measure the fair value of the asset under SFAS No. 141R when the underlying arrangement includes renewal or extension of terms that would require substantial costs or result in a material modification to the asset upon renewal or extension. Companies estimating the useful life of a recognized intangible asset must now consider their historical experience in renewing or extending similar arrangements or, in the absence of historical experience, must consider assumptions that market participants would use about renewal or extension as adjusted for SFAS No. 142’s entity-specific factors. This standard is effective for fiscal years beginning after December 15, 2008, and is applicable to the Company’s fiscal year beginning January 1, 2009. The Company does not anticipate that the adoption of this FSP will have an impact on its results of operations or financial condition

### ***Stock Based Compensation***

The Company has adopted SFAS 123 (R) *“Share-Based Payment”*, which addresses the accounting for share-based payment transactions. SFAS No. 123(R) eliminates the ability to account for share-based compensation transactions using APB 25, and generally requires instead that such transactions be accounted and recognized in the statement of operations based on their fair value. SFAS No. 123(R) is effective for public companies that file as small business issuers as of the first interim or annual reporting period that begins after December 15, 2005. Depending upon the number of and terms for options that may be granted in future periods, the implementation of this standard could have a significant non-cash impact on results of operations in future periods.

During the years ended December 31, 2007 and 2006, there were no stock options granted or outstanding.

**NOTE 3. WARRANTS AND OPTIONS**

There are no warrants or options outstanding to acquire any additional shares of common or preferred stock.

**NOTE 4. GOING CONCERN**

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The Company generated net losses of \$96,097 during the period of October 23, 2003 (inception) to July 31, 2008. This condition raises 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 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 5. RELATED PARTY TRANSACTIONS**

At July 31, 2008, the Company had loans and notes outstanding from Fountainhead Capital Management Limited ("FHM"), a shareholder who owns 67.54% of the issued and outstanding shares of common stock of the Company, in the aggregate amount of \$22,371, which represents amounts loaned to the Company to pay the Company's expenses of operation. On April 30, 2008, a shareholder payable to FHM was exchanged for a promissory note with a principal balance of \$8,014 due and payable on April 30, 2009. On July 31, 2008, a shareholder payable to FHM was exchanged for a promissory note with a principal balance of \$14,357 due and payable on July 31, 2009.

**BLINK COUTURE, INC.**  
**(A Development Stage Company)**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**July 31, 2008**

**NOTE 5. RELATED PARTY TRANSACTIONS (CON'T)**

Effective as of March 5, 2008, the Company entered into a Services Agreement with FHM. The term of the Services Agreement is one year and the Company is obligated to pay FHM a quarterly fee in the amount of \$10,000, in cash or in kind, on the first day of each calendar quarter commencing February 1, 2008. A prorated amount of \$6,500 was paid for the quarter ended April 30, 2008.

**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 operating losses of approximately \$96,000. The expected income tax benefit for the net operating loss carryforwards is approximately \$34,000. The difference between the expected income tax benefit and non-recognition of an income tax benefit in each period is the result of a valuation allowance applied to deferred tax assets.

As of July 31, 2008, net operating loss carryforwards of approximately \$96,000 are available to offset future taxable income, if any, and expire as follows:

YEAR	AMOUNT
2025 and prior	\$ 3,000
2026	\$ 15,000
2027	15,000

This results in a net deferred tax asset, assuming an effective tax rate of 34% or approximately \$865,000 at December 31, 2007. A valuation allowance in the same amount has been provided to reduce the deferred tax asset, as realization of the asset is not assured.

**NOTE 7. STOCKHOLDERS' EQUITY**

The stockholders' equity section of the Company contains the following classes of capital stock as of July 31, 2008:

- \* Preferred stock, \$0.0001 par value: 20,000,000 shares authorized; -0- shares issued and outstanding.
- \* Common stock, \$0.0001 par value: 100,000,000 shares authorized; 20,640,250 shares issued and outstanding.

**ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

**ITEM 9A(T). CONTROLS AND PROCEDURES.**

*Evaluation of Disclosure Controls and Procedures*

The Company's Chief Executive Officer and Chief Financial Officer performed an evaluation of the Company's disclosure controls and procedures. 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 Securities Exchange Act of 1934 is accumulated and communicated to the issuer's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. Based on this evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures are effective as of July 31, 2008.

*Management's Annual Report on Internal Control over Financial Reporting*

**BLINK COUTURE, INC.**

**REPORT OF MANAGEMENT**

Management prepared, and is responsible for, the financial statements and the other information appearing in this annual report. The financial statements present fairly the Company's financial position, results of operations and cash flows in conformity with U.S. generally accepted accounting principles. In preparing its financial statements, the Company includes amounts that are based on estimates and judgments that Management believes are reasonable under the circumstances. The Company's financial statements have been audited by Paritz & Co., P.A., an independent registered public accounting firm appointed by the Company's Board of Directors. Management has made available to Paritz & Co., P.A., all of the Company's financial records and related data, as well as the minutes of the stockholders' and Directors' meetings.

**MANAGEMENT'S ASSESSMENT OF INTERNAL CONTROL OVER FINANCIAL REPORTING**

Management is responsible for establishing and maintaining adequate internal control over financial reporting. The Company's internal control system was designed to provide reasonable assurance to the Company's Management and Directors regarding the preparation and fair presentation of published financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of the Company's internal control over financial reporting as of July 31, 2008. This assessment was based on criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on our assessment, we believe that as of July 31, 2008 the Company's internal control over financial reporting is effective based on those criteria.

/S/ Thomas W.  
Colligan

Thomas W. Colligan  
Chief Executive Officer

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***Changes in Internal Control over Financial Reporting***

There were no changes in the Company’s internal controls over financial reporting during the fiscal year ended July 31, 2008 that materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting.

**ITEM 9B. OTHER INFORMATION**

None

**PART III.**

**ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

Set forth below is the name of our sole director and executive officer, his age, all positions and offices that he held with us, the period during which he has served as such, and his business experience during at least the last five years.

<b>Name</b>	<b>Age</b>	<b>Positions Held</b>
Thomas W. Colligan	36	CEO, CFO President, Treasurer and Secretary since 2007

**Thomas W. Colligan** has been our director, chief executive officer, chief financial officer, president, treasurer and secretary since October 2007. He is also currently the business development manager of Adventist Healthcare, Inc. and has held such position since June 2005. Mr. Colligan has also been an adjunct professor of psychology at Montgomery College, Maryland, since 2003 and a Group Psychotherapist with J&E Associates in Maryland since November 2001. Mr. Colligan holds a Masters Degree in Social Work and specializes in the delivery of quality behavioral healthcare to individuals and groups. Prior to joining Adventist, Mr. Colligan’s work focused on the investigation and analysis of clinical data relating to behavioral health through his work as a Clinical Research Coordinator and Psychotherapist with the Centers for Behavioral Health in Maryland. Mr. Colligan has also co-authored three works: “Understanding Workplace Stress - Journal of Workplace Behavioral Health;” “Measuring cultural climate in a uniformed services medical center, *Military Medicine*, 164(3), 202-208;” and “Spouse abuse: Physician guidelines to identification, diagnosis, and management in the uniformed services, *Military Medicine*, 164(1), 30-36.” Mr. Colligan is currently an MBA candidate at Frostburg State University in Maryland. He expects to matriculate in August 2006. Other than Yacht Finders, Inc., Mr. Colligan is not a director, executive officer or significant shareholder of any other public reporting company.

Mr. Colligan devotes less than 5% of his business time to the affairs of the Company. The time Mr. Colligan spends on the business affairs of the Company varies from week to week and is based upon the needs and requirements of the Company.

***Audit Committee and Audit Committee Financial Expert***

We do not currently have an audit committee financial expert, nor do we have an audit committee. Our entire board of directors, which currently consists of Mr. Colligan, handles the functions that would otherwise be handled by an audit committee. We do not currently have the capital resources to pay director fees to a qualified independent expert who



would be willing to serve on our board and who would be willing to act as an audit committee financial expert. As our business expands and as we appoint others to our board of directors we expect that we will seek a qualified independent expert to become a member of our board of directors. Before retaining any such expert our board would make a determination as to whether such person is independent.

***Section 16(a) Beneficial Ownership Reporting Compliance.***

Section 16(a) of the Securities Act of 1934 requires the Company's officers and directors, and greater than 10% stockholders, to file reports of ownership and changes in ownership of its securities with the Securities and Exchange Commission. Copies of the reports are required by SEC regulation to be furnished to the Company. Based on management's review of these reports during the fiscal year ended July 31, 2008, all reports required to be filed were filed on a timely basis.

***Code of Ethics***

Our board of directors has adopted a code of ethics that our officers, directors and any person who may perform similar functions is subject to. Currently Mr. Colligan is our only officer and our sole director, therefore, he is the only person subject to the Code of Ethics. If we retain additional officers in the future to act as our principal financial officer, principal accounting officer, controller or persons serving similar functions, they would become subject to the Code of Ethics. The Code of Ethics does not indicate the consequences of a breach of the code. If there is a breach, the board of directors would review the facts and circumstances surrounding the breach and take action that it deems appropriate, which action may include dismissal of the employee who breached the code. Currently, since Mr. Colligan serves as the sole director and sole officer, he is responsible for reviewing his own conduct under the Code of Ethics and determining what action to take in the event of his own breach of the Code of Ethics.

**ITEM 11. EXECUTIVE COMPENSATION.**

No past officer or director of the Company has received any compensation and none is due or payable. Our sole current officer and director, Thomas Colligan, does not receive any compensation for the services he renders to the Company, has not received compensation in the past, and is not accruing any compensation pursuant to any agreement with the Company. We currently have no formal written salary arrangement with our sole officer. Mr. Colligan may receive a salary or other compensation for services that he provides to the Company in the future. No retirement, pension, profit sharing, stock option or insurance programs or other similar programs have been adopted by the Company for the benefit of the Company's employees.

**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

The following table sets forth certain information regarding beneficial stock ownership as of July 31, 2008 of (i) all persons known to us to be beneficial owners of more than 5% of our outstanding common stock; (ii) each director of our company and our executive officers, and (iii) all of our officers and directors as a group. Each of the persons in the table below has sole voting power and sole dispositive power as to all of the shares shown as beneficially owned by them, except as otherwise indicated.

Name	Number of Shares Beneficially Owned(1)	Percent of Outstanding Shares(1)
Fountainhead Capital Management Limited Portman House Hue Street St Helier Jersey JE4 5RP	16,400,000	79.46%
Thomas Colligan 5528 Westcott Circle Frederick, Maryland	0	0.00%
Officers and directors as a group (one person)	0	0.00%

(1) For the purposes of this table, a person is deemed to have “beneficial ownership” of any shares of capital stock that such person has the right to acquire within 60 days of July 31, 2008. All percentages for common stock are calculated based upon a total of 20,640,250 shares outstanding as of July 31, 2008, plus, in the case of the person for whom the calculation is made, that number of shares of common stock that such person has the right to acquire within 60 days of July 31, 2008.

### ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

#### *Certain Relationships and Related Transactions*

At July 31, 2008, the Company had loans and notes outstanding from Fountainhead Capital Management Limited (“FHM”), a shareholder who owns 67.54% of the issued and outstanding shares of common stock of the Company, in the aggregate amount of \$22,371, which represents amounts loaned to the Company to pay the Company’s expenses of operation. On April 30, 2008, a shareholder payable to FHM was exchanged for a promissory note with a principal balance of \$8,014 due and payable on April 30, 2009. On July 31, 2008, a shareholder payable to FHM was exchanged for a promissory note with a principal balance of \$14,357 due and payable on July 31, 2009.

Effective as of March 5, 2008, the Company entered into a Services Agreement with FHM. The term of the Services Agreement is one year and the Company is obligated to pay FHM a quarterly fee in the amount of \$10,000, in cash or in kind, on the first day of each calendar quarter commencing February 1, 2008. A prorated amount of \$6,500 was paid for the quarter ended April 30, 2008. Pursuant to the terms of the Services Agreement, FHM shall provide the following services to the Company:

- (a) FHM will familiarize itself to the extent it deems appropriate with the business, operations, financial condition and prospects of the Company;
- (b) At the request of the Company’s management, FHM will provide strategic advisory services relative to the achievement of the Company’s business plan;
- (c) FHM will undertake to identify potential merger and acquisition targets for the Company and assist in the analysis of proposed transactions;

- (d) FHM will assist the Company in identifying potential investment bankers, placement agents and broker-dealers who are qualified to act on behalf of the Company to achieve its strategic goals.
- (e) FHM will assist in the identification of potential investors which might have an interest in evaluating participation in financing transactions with the Company;
- (f) FHM will assist the Company in the negotiation of merger, acquisition and corporate finance transactions;
- (g) At the request of the Company's management, FHM will provide advisory services related to corporate governance and matters related to the maintenance of the Company's status as a publicly-reporting company; and
- (h) At the request of the Company's management, FHM will assist the Company in satisfying various corporate compliance matters.

A copy of the Services Agreement was attached to the Company's Form 10-Q for the period ended April 30, 2008 filed on June 9, 2008 as Exhibit 10.1 thereto.

### ***Director Independence***

As of August 1, 2008, Thomos W. Colligan was the sole director of the Company. Mr. Colligan is not considered "independent" in accordance with rule 4200(a)(15) of the NASDAQ Marketplace Rules. We are currently traded on the Over-the-Counter Bulletin Board. The Over-the-Counter Bulletin Board does not require that a majority of the board be independent.

### **ITEM 13. EXHIBITS**

Exhibit Number	Description
23.1.	Consent of Paritz & Co., P.A. regarding audited financial statements for the period ending July 31, 2008.
23.2.	Consent of Manning Elliott LLP, Chartered Accountants regarding audited financial statements for the period ending July 31, 2007.
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.

### **ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES.**

Prior to March 25, 2008, the Company employed Manning Elliott, LLP, Vancouver, Canada as the Company's principal accountant. On March 25, 2008, the Company's Board of Directors dismissed Manning Elliott LLP and engaged Paritz & Co., P.A. as independent principal accountant and auditor to report on the Company's financial statements for the fiscal year ended July 31, 2008, including performing the required quarterly reviews.

#### **AUDIT FEES**

The aggregate fees billed by our former auditors, Manning Elliott LLP, for professional services rendered for the audit of our annual financial statements for fiscal year ended July 31, 2008 were \$1,000.00.

The aggregate fees billed by our auditors, Paritz & Co., P.A., for professional services rendered for the audit of our annual financial statements for fiscal year ended July 31, 2008 have not been billed as of October 15, 2008 but we estimate that they will be approximately \$2,500.00. The fees charged by our former auditors to review our interim financial statements for the first and second quarters of 2008 were \$4,100.00. The fees charged by our current auditors to review our financial statements for the third quarter of 2008 was \$1,200.00. The aggregate fees billed by our former auditors, Manning Elliott LLP, for professional services rendered for the audit of our annual financial statements for fiscal year ended July 31, 2007 were \$9,200.00.

#### AUDIT-RELATED FEES

During the last two fiscal years, no fees were billed or incurred for assurance or related services by our auditors that were reasonably related to the audit or review of financial statements reported above.

#### TAX FEES

During fiscal 2008, Manning Elliott LLP billed fees which for services which were related to tax compliance, tax advice, or tax planning in the amount of \$2,152.50. No fees were paid for tax preparation services.

#### ALL OTHER FEES

During the last two fiscal years, no other fees were billed or incurred for services by our auditors other than the fees noted above. Our board, acting as an audit committee, deemed the fees charged to be compatible with maintenance of the independence of our auditors.

#### THE BOARD OF DIRECTORS PRE-APPROVAL POLICIES

We do not have a separate audit committee. Our full board of directors performs the functions of an audit committee. Before an independent auditor is engaged by us to render audit or non-audit services, our board of directors pre-approves the engagement. Board of directors pre-approval of audit and non-audit services will not be required if the engagement for the services is entered into pursuant to pre-approval policies and procedures established by our board of directors regarding our engagement of the independent auditor, provided the policies and procedures are detailed as to the particular service, our board of directors is informed of each service provided, and such policies and procedures do not include delegation of our board of directors' responsibilities under the Exchange Act to our management. Our board of directors may delegate to one or more designated members of our board of directors the authority to grant pre-approvals, provided such approvals are presented to the board of directors at a subsequent meeting. If our board of directors elects to establish pre-approval policies and procedures regarding non-audit services, the board of directors must be informed of each non-audit service provided by the independent auditor. Board of directors pre-approval of non-audit services, other than review and attest services, also will not be required if such services fall within available exceptions established by the SEC. For the fiscal year ended April 30, 2007, 100% of audit-related services, tax services and other services performed by our independent auditors were pre-approved by our board of directors.

Our board has considered whether the services described above under the caption "All Other Fees", which are currently none, is compatible with maintaining the auditor's independence.

The board approved all fees described above.

### **PART IV**

#### **Item 15. Exhibits, Financial Statement Schedules**

The following documents are filed as part of this 10-K:

##### 1. FINANCIAL STATEMENTS

The following documents are filed in Part II, Item 8 of this annual report on Form 10-K:

· Report of Paritz & Co, P.A., Independent Registered Certified Public Accounting Firm



· Report of Manning Elliott LLP, Chartered Accountants, Independent Registered Certified Public Accounting Firm

Balance Sheets as of July 31, 2008 and 2007

· Statements of Operations for the years ended July 31, 2008 and 2007 and the period from October 23, 2003 (inception) to July 31, 2008

· Statements of Changes in Stockholders' Equity for the years ended July 31, 2008 and 2007 and the period from October 23, 2003 (inception) to July 31, 2008

· Statements of Cash Flows for the years ended July 31, 2008 and 2007 and the period from October 23, 2003 (inception) to July 31, 2008

Notes to Financial Statements

2. FINANCIAL STATEMENT SCHEDULES

All financial statement schedules have been omitted as they are not required, not applicable, or the required information is otherwise included.

3. EXHIBITS

The exhibits listed below are filed as part of or incorporated by reference in this report.

Exhibit No.	Identification of Exhibit
23.1.	Consent of Paritz & Co., P.A. regarding audited financial statements for the period ending July 31, 2008.
23.2.	Consent of Manning Elliott LLP, Chartered Accountants regarding audited financial statements for the period ending July 31, 2007.
31.1.	Certification of the Chief Executive Officer and Chief Financials Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Officers pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.



**SIGNATURES**

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

By

*/s/ Thomas W. Colligan*

Thomas W. Colligan  
President, Chief Executive  
Officer , Chief Financial  
Officer and Principal  
Accounting Officer

Date

October 21, 2008

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following person on behalf of the registrant and in the capacity and on the date indicated.

By

*/s/ Thomas W. Colligan*

Thomas W. Colligan  
Sole Director

Date

October 21, 2008