Blink Couture Inc.
Form 10-Q
March 14, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-Q

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

For the quarterly period ended January 31, 2014

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

Commission File Number: 333-138951

BLINK COUTURE, INC.
(Exact name of registrant as specified in its charter)

Delaware	98-0568153
(State of organization)	(I.R.S. Employer Identification No.)

c/o Regent Private Capital II, LLC
5727 South Lewis Avenue
Tulsa, Oklahoma 74105
(Address of principal executive offices)

(918) 392-3200
(Registrant's telephone number, including area code)

Not Applicable
(Former address if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes þ No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes þ No o
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	o	Non-Accelerated Filer	o
Accelerated Filer	o	Smaller Reporting Company	þ
(Do not check if a smaller reporting company)			

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

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

The registrant had 393,169 shares of common stock, par value $0.0001 per share, outstanding at March 12, 2014.

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PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

BLINK COUTURE, INC.
(A Development Stage Company)
BALANCE SHEETS

	January 31, 2014 (Unaudited)	July 31, 2013
Total Assets	$ 0	$ 0
Current Liabilities		
Accounts Payable	$ 100	$ 1,810
Accrued Interest - Related Parties	74,392	60,538
Notes Due to Related Parties	505,190	447,546
Total Current Liabilities & Total Liabilities	$ 579,682	$ 509,894
Stockholders' Deficiency		
Preferred stock, $0.0001 par value, 20,000,000 shares authorized; none issued and outstanding	$ -	$ -
Common stock, $0.0001 par value, 100,000,000 shares authorized; 393,169 shares outstanding as of January 31, 2014 and July 31, 2013	39	39
Additional Paid-in Capital	73,687	73,687
Deficit Accumulated during the Development Stage	(653,408)	(583,620)
Total Stockholders' Deficiency	$ (579,682)	$ (509,894)
Total Liabilities & Stockholders' Deficiency	$ 0	$ 0

See accompanying notes to financial statements

BLINK COUTURE, INC.
(A Development Stage Company)
STATEMENTS OF OPERATIONS
(UNAUDITED)

	3 Months Ended January 31,		6 Months Ended January 31,		October 23, 2003 (Date of commencement as a Development Stage Company) through January 31, 2014
	2014	2013	2014	2013	
Revenues	$-	$-	$-	$-	$ -
Operating Expenses					
General and Administrative Expenses	$37,142	$31,251	$55,934	$56,270	$ 586,933
Other Expense (Income)					
Interest Expense-Related Parties	$7,083	$5,669	$13,854	$10,960	$ 74,392
Expense Reimbursement	0	(7,917)	0	(7,917)	(7,917)
Total Other Expense (Income)	$7,083	$(2,248)	$13,854	$3,043	$ 66,475
Total Expenses	$44,225	$29,003	$69,788	$59,313	$ 653,408
Net Loss	$(44,225)	$(29,003)	$(69,788)	$(59,313)	$ (653,408)
Basic Loss per share	$(0.11)	$(0.07)	$(0.18)	$(0.15)	
Weighted Average Shares	393,169	393,169	393,169	393,169	

See accompanying notes to financial statements

BLINK COUTURE, INC.
(A Development Stage Company)

STATEMENTS OF CASH FLOWS
(UNAUDITED)

	6 Months Ended January 31, 2014	6 Months Ended January 31, 2013	October 23, 2003 (Date of commencement as a Development Stage Company) through January 31, 2014
Operating Activities			
Net Loss	$(69,788)	$(59,313)	$ (653,408)
Adjustment to reconcile net loss to net cash used in operating activities			
Amortization	–	–	741
Common Stock Issued for Services	–	–	2,440
Change in Operating Assets and Liabilities:			
Accounts Payable	(1,710)	–	100
Accrued Interest - Related Parties	13,854	10,960	74,392
Net Cash Used in Operating Activities	$(57,644)	$(48,353)	$ (575,735)
Investing Activities			
Purchase of Property & Equipment	–	–	(741)
Net Cash Used in Investing Activities	$-	$-	$ (741)
Financing Activities			
Proceeds from Notes Due to Related Parties	57,644	48,353	505,190
Capital Contribution	–	–	23,636
Proceeds from Issuance of Common Stock	–	–	47,650
Net Cash Provided by Financing Activities	$57,644	$48,353	$ 576,476
Net (decrease) increase in Cash	$0	$0	$ 0
Cash Beginning of Period	$0	$0	$ 0
Cash End of Period	$0	$0	$ 0

See accompanying notes to financial statements

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BLINK COUTURE, INC.
(A Development Stage Company)
STATEMENT OF STOCKHOLDERS' DEFICIENCY

	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	45,717	5	235	–	240
July 25, 2004 – issue of common stock for services at $0.0001 per share	342,876	34	1,766	–	1,800
Net loss for the period	–	–	–	(3,075)	(3,075)
Balance – July 31, 2004	388,593	39	2,001	(3,075)	(1,035)
Net loss for the year	–	–	–	(2,665)	(2,665)
Balance – July 31, 2005	388,593	39	2,001	(5,740)	(3,700)
June 23, 2006 – issue of common stock for cash at $0.20 per share	2,552	–	26,800	–	26,800
July 26, 2006 – issue of common stock for cash at $0.20 per share	1,352	–	14,200	–	14,200
July 26, 2006 – issue of common stock for services at $0.20 per share	10	–	100	–	100
Net loss for the year	–	–	–	(6,201)	(6,201)
Balance – July 31, 2006	392,507	39	43,101	(11,941)	31,199
August 23, 2006 – issue of common stock for cash at $0.20 per share	595	–	6,250	–	6,250
August 23, 2006 – issue of common stock for services at $0.20 per share	19	–	200	–	200
September 01, 2006 – issue of common stock for cash at $0.20 per share	38	–	400	–	400
September 01, 2006 – issue of common stock for services at $0.20 per share	10	–	100	–	100
Net loss for the year	–	–	–	(42,764)	(42,764)
Balance – July 31, 2007	393,169	39	50,051	(54,705)	(4,615)
Donated capital	–	–	23,636	–	23,636
Net loss for the year	–	–	–	(41,392)	(41,392)
Balance – July 31, 2008	393,169	39	73,687	(96,097)	(22,371)
Net loss for the year	–	–	–	(59,121)	(59,121)
Balance – July 31, 2009	393,169	39	73,687	(155,218)	(81,492)
Net loss for the year	–	–	–	(88,960)	(88,960)
Balance – July 31, 2010	393,169	39	73,687	(244,178)	(170,452)
Net loss for the year	–	–	–	(80,249)	(80,249)
Balance – July 31, 2011	393,169	39	73,687	(324,427)	(250,701)

Net loss for the year	–	–	–	(136,156)	(136,156)
Balance – July 31, 2012	393,169	39	73,687	(460,583)	(386,857)
Net loss for the year	–	–	–	(123,037)	(123,037)
Balance – July 31, 2013	393,169	39	73,687	(583,620)	(509,894)
Net loss for the year	–	–	–	(69,788)	(69,788)
Balance – January 31, 2014	393,169	39	73,687	(653,408)	(579,682)

See accompanying notes to financial statements

BLINK COUTURE, INC.
(A Development Stage Company)
NOTES TO THE FINANCIAL STATEMENTS
January 31, 2014

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 the Financial Accounting Standards Board ASC 915, the Company is considered a development stage company.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. BASIS OF ACCOUNTING AND PRESENTATION

The accompanying balance sheet and statement of stockholders' deficiency as of January 31, 2014 and the related statements of operations and cash flows for the six months ended January 31, 2014 and 2013, and for the period from October 23, 2003 (inception) through January 31, 2014, contain the accounts of Blink Couture, Inc., and are unaudited for the period ended January 31, 2014. The unaudited financial statements have been prepared according to the rules and regulations of the Securities and Exchange Commission ("SEC") and, therefore, certain information and disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States have been omitted.

The accompanying unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for annual financial statements. In the opinion of management, all adjustments, consisting of normal recurring accruals considered necessary for a fair presentation, have been included, Operating results for the six months ended January 31, 2014 are not necessarily indicative of the results that may be expected for the year ending July 31, 2014 or any other period. For further information, refer to the financial statements and footnotes thereto for the year ended July 31, 2013 filed on Form 10-K.

B. 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.

C. INCOME TAXES

The Company uses the asset and liability method of accounting for income taxes in accordance with ASC Topic 740, "Income Taxes." Under this method, income tax expense is recognized for the amount of: (i) taxes payable or refundable for the current year and (ii) deferred tax consequences of temporary differences resulting from matters that have been recognized in an entity's financial statements or tax returns. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the results of operations in the period that includes the enactment date. A valuation allowance is provided to reduce the deferred tax assets reported if based on the weight of the available positive and negative evidence, it is more likely than not some portion or all of the deferred tax assets will not be realized.

BLINK COUTURE, INC.
(A Development Stage Company)
NOTES TO THE FINANCIAL STATEMENTS
January 31, 2014

ASC Topic 740.10.30 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements and prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. ASC Topic 740.10.40 provides guidance on de-recognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. We have no material uncertain tax positions for any of the reporting periods presented.

D. REVENUE RECOGNITION

The Company has not recognized any revenues from its operations.

E. RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

From time to time new accounting pronouncements are issued by the Financial Accounting Standards Board or other standard setting bodies that may have an impact on the Company's accounting and reporting. The Company believes that such recently issued accounting pronouncements and other authoritative guidance for which the effective date is in the future will not have an impact on its accounting or reporting or that such impact will not be material to its financial position, results of operations and cash flows when implemented.

F. FAIR VALUE MEASUREMENTS

The Company adopted provisions of ASC Topic 820, "Fair Value Measurements and Disclosures", which defines fair value as used in numerous accounting pronouncements, establishes a framework for measuring fair value and expands disclosure of fair value measurements.

ASC 820 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 describes three levels of inputs that may be used to measure fair value:

Level 1 – quoted prices in active markets for identical assets or liabilities

Level 2 – quoted prices for similar assets and liabilities in active markets or inputs that are observable

Level 3 – inputs that are unobservable (for example cash flow modeling inputs based on assumption)

The Company has no liabilities measured at fair value.

NOTE 3. GOING CONCERN

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The Company, which has no revenue since inception, generated net losses of $653,408 during the period of October 23, 2003 (inception) to January 31, 2014, has no assets and a Stockholders' deficiency of $579,682. These conditions, among others, raise substantial doubt about the Company's ability to continue as a going concern. The Company's continuation as a going concern is dependent on its ability to meet its obligations, to obtain additional financing as may be required and ultimately to attain profitability. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

BLINK COUTURE, INC.
(A Development Stage Company)
NOTES TO THE FINANCIAL STATEMENTS
January 31, 2014

NOTE 3. GOING CONCERN (Cont'd)

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

NOTE 4. RELATED PARTY TRANSACTIONS

On December 29, 2009, pursuant to that certain Stock Purchase Agreement (the "Purchase Agreement") between Fountainhead Capital Management Limited ("Fountainhead") and Regent Private Capital, LLC ("Regent"), Fountainhead sold an aggregate of 312,383 shares (the "Fountainhead Shares") of common stock, par value $0.0001 of the Registrant (the "Common Stock") to Regent in consideration for (i) Regent's payment of $200,000 and (ii) Regent's assignment to Fountainhead of all of Regent's right, title and interest in a certain third party promissory note in the principal amount of $150,000. The Fountainhead Shares represent approximately 79.45% of the issued and outstanding shares of Common Stock of the Registrant. Additionally, and also included in the consideration paid by Regent, Fountainhead assigned to Regent all of Fountainhead's right, title and interest in a certain promissory note of the Registrant having an outstanding principal balance of $90,453, along with accrued interest in the amount of $3,937.

From time to time, until December 31, 2012, Regent advanced additional amounts to the Company under the terms of the note. Effective as of December 31, 2012, as a result of its dissolution and liquidation, Regent assigned all of its right, title and interest under such note, to its members, each of whom also were assigned 50% of the Fountainhead Shares. Additionally, from January 1, 2012 to January 31, 2014, Regent Private Capital II, LLC, a newly-formed company ("Regent II), which is affiliated with the Company, advanced additional amounts to the Company under the terms of a new note. As of January 31, 2014 the Company had loans and notes outstanding from two of its shareholders and Regent II, in the aggregate amount of $505,190, which represents amounts loaned to the Company to pay the Company's expenses of operation. In addition, the Company has accrued related party interest of $74,392 and $48,114 as of January 31, 2014 and 2013 respectively.

Effective as of January 1, 2010, the Company entered into a Services Agreement with Regent Private Capital. LLC ("Regent"). The term of the Services Agreement was originally one year and the Company was obligated to pay Regent a quarterly fee in the amount of $10,000, in cash or in kind, on the first day of each calendar quarter commencing November 1, 2009. This agreement was extended and on December 31, 2012 was assigned to Regent Private Capital II, LLC ("Regent II"). During each of the fiscal years ended July 31, 2011, 2012 and 2013, the Company paid a total of $40,000 in fees to Regent and/or Regent II.

NOTE 5. 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 $653,000. The expected income tax benefit for the net operating loss carry-forwards is approximately $229,000. 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.

This results in a net deferred tax asset, assuming an effective tax rate of 35% or approximately $229,000 at January 31, 2014. A valuation allowance in the same amount has been provided to reduce the deferred tax asset. It is more likely than not, that realization of the asset will not occur.

BLINK COUTURE, INC.
(A Development Stage Company)
NOTES TO THE FINANCIAL STATEMENTS
January 31, 2014

NOTE 6. SUBSEQUENT EVENTS

The Company has evaluated events occurring after the date of these financial statements through the date that these financial statements were issued. There were no other material subsequent events as of that date which would require disclosure in or adjustments to the financial statements.

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

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

Forward-Looking Statements

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

Description of the Business

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

The Company is currently considered to be a "blank check" company. The SEC defines those companies as "any development stage company that is issuing a penny stock, within the meaning of Section 3(a)(51) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and that has no specific business plan or purpose, or has indicated that its business plan is to merge with an unidentified company or companies." Many states have enacted statutes, rules and regulations limiting the sale of securities of "blank check" companies in their respective jurisdictions. The Company is also a "shell company," defined in Rule 12b-2 under the Exchange Act as a company with no or nominal assets (other than cash) and no or nominal operations.

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

Termination of Proposed Acquisition of Operating Business

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

On December 5, 2012, we executed and entered into a Termination and Release Agreement (the "Termination Agreement") with Latitude Global for the purpose of mutually terminating the Merger Agreement, and all proposed transactions relating to the merger. As a condition to the termination of the Merger Agreement, Latitude Global agreed to reimburse the Company $47,500 for its expenses in connection with the Merger Agreement, including legal fees. Latitude Global agreed to pay this amount in six equal consecutive installments of $7,917 with the initial payment having been received by us on or around December 11, 2012. The remaining five payments were also evidenced by a promissory note, in the principal amount of $39,583 (the "Note"). Through the date of this Report, we have not received any additional payments from Latitude Global. In December 2013, we commenced an action in the Circuit Court of the 4th Judicial Circuit in Duval County, Florida, against Latitude Global, for the payment of the outstanding principal amount of the Note, in the amount of $39,583.34, together with interest at a rate of 8% per annum, court costs, collection costs and attorney's fees. This action is currently pending and we will continue to pursue collection of the Note vigorously.

Results of Operations

The Company has not conducted any active operations since March 4, 2008, except for its efforts to locate suitable acquisition candidates. No revenue has been generated by the Company from October 23, 2003 (Inception) to October 31, 2013. It is unlikely the Company will have any revenues unless it is able to effect an acquisition or merger with an operating company. There can be no assurance that we will be able consummate an acquisition of any operating company. It is management's assertion that these circumstances may hinder the Company's ability to continue as a going concern. The Company's plan of operation for the next twelve months shall be to continue its efforts to locate suitable acquisition candidates.

Three Months ended January 31, 2014 Compared to Three Months ended January 31, 2013.

For the three months ended January 31, 2014, the Company had a net loss of $44,225 compared to a net loss of $29,003 for the three months ended January 31, 2013. This increase in net loss of $15,222 (52.5%) between the comparable periods was primarily attributable to (a) an increase in professional fees from $18,500 for the three months ended January 31, 2013 to $24,470 for the same quarter in 2014 ($5,970); (b) an increase in interest expense from $5,669 for the three months ended January 31, 2013 to $7,083 for the three months ended January 31, 2014 ($1,414); and (c) a one-time expense reimbursement recognized by the Company of $7,917, during the three months ended January 31, 2013, which was nominally offset by a reduction in general and administrative expenses from $2,751 for the three months ended January 31, 2013 to $2,672 for the three months ended January 31, 2014 ($79).

The increase in professional fees between the comparable periods is primarily attributable to an increase in fees paid in connection with the preparation of the Company's financial statements and the fees payable to the Company's auditors relating to the audit of the Company's financial statements. In addition, fees payable by the Company for the preparation of its annual tax returns also increased between the comparative periods.

The increase in interest expense between the comparable periods reflects additional interest payable by the Company with respect to new loans made to the Company, since January 31, 2013, including loans made during the quarter ended January 31, 2014, to pay all of the Company's expenses, by Regent Private Capital II, LLC ("Regent II"), a company whose sole member is Charles C. Stephenson, Jr., one of the Company's principal stockholders. Mr. Stephenson became a stockholder of the Company upon the transfer of a portion of the shares of the Company's common stock, from Regent to Mr. Stephenson, effective as of December 31, 2012, upon the dissolution and liquidation of Regent Private Capital, LLC ("Regent"). Additionally, Lawrence Field, the Company's sole officer and director, was the managing member of Regent and is currently the managing member of Regent II. All of Regent's rights in prior loans provided by Regent and certain other stockholders of the Company, from December 29, 2009 to December 31, 2012, were assigned to Mr. Stephenson and Cynthia Field, who was assigned Regent's remaining shares of common stock, is the Secretary of Regent II, and is Lawrence Field's wife.

The expense reimbursement recognized by the Company, during the three months ended January 31, 2013, reflects the first installment payment made to the Company by Latitude Global, in December 2012, of a total of $47,500 payable by Latitude Global to the Company, to reimburse the Company for its expenses in connection with the proposed merger, as a result of Latitude Global's termination of the Merger Agreement. Additional installment payments, each in the same amount, were due and payable by Latitude Global to the Company on January 15, 2013, February 15, 2013, March 15, 2013, April 15, 2013 and May 15, 2013. Through the date of this Report, we have not received any additional payments from Latitude Global. As noted above in the Section titled Termination of Proposed Acquisition of Operating Business we have initiated an action against Latitude Global for collection of the unpaid amounts owed.

Six Months ended January 31, 2014 Compared to Six Months ended January 31, 2013.

For the six months ended January 31, 2014, the Company had a net loss of $69,788 compared to a net loss of $59,313 for the six months ended January 31, 2013. This increase in net loss of $10,475 (17.7%) between the comparable periods was primarily attributable to (a) an increase in professional fees from $31,160 for the six months ended January 31, 2013 to $32,727 for the same period in 2014 ($1,567); (b) an increase in interest expense from $10,960 for the six months ended January 31, 2013 to $13,854 for the six months ended January 31, 2014 ($2,894); and (c) a one-time expense reimbursement recognized by the Company of $7,917, during the six months ended January 31, 2013, which was partially offset by (x) a reduction in general and administrative expenses from $4,985 for the six months ended January 31, 2013 to $3,207 for the six months ended January 31, 2014 ($1,778) and (y) a reduction in tax expense from $125 for the six months ended January 31, 2013 to $0 for the six months ended January 31, 2014 ($125).

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The increase in professional fees between the comparable periods is primarily attributable to an increase in fees paid in connection with the preparation of the Company's financial statements and the fees payable to the Company's auditors relating to the audit of the Company's financial statements. In addition, fees payable by the Company for the preparation of its annual tax returns also increased between the comparative periods.

The increase in interest expense between the comparable periods reflects additional interest payable by the Company with respect to additional loans made to the Company by Regent and Regent II, since January 31, 2013, including loans made during the quarter ended January 31, 2014, to pay all expenses incurred by the Company.

See the explanation, above, of the expense reimbursement recognized by the Company, during the six months ended January 31, 2013.

The reduction in tax expense between the comparable periods is attributable to reduced state income tax liabilities, attributable to the Company's having paid past due tax obligations, during the six months ended January 31, 2013, all of which tax obligations were current, during the six months ended January 31, 2014.

The reduction in general and administrative expenses between the comparable periods is primarily attributable to a reduction in expenses relating to our quarterly SEC filings.

Plan of Operation

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

(i) filing Exchange Act reports, and

(ii) investigating, analyzing and consummating an acquisition.

We believe we will be able to meet these costs through use of funds in our treasury, through deferral of fees by certain service providers and additional amounts, as necessary, to be loaned to or invested in us by our stockholders, management or other investors.

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

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

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

Liquidity and Capital Resources

We had no cash on hand at January 31, 2014 and had no other assets to meet ongoing expenses or debts that may accumulate. Since inception, we have accumulated a deficit of $653,408. As of January 31, 2014 we had total liabilities of $579,682.

We have no commitment for any capital expenditure and foresee none. However, we will incur routine fees and expenses incident to our reporting duties as a public company. We will continue to incur expenses in finding and investigating possible acquisitions and other fees and expenses in the event we make an acquisition or attempt but are unable to complete an acquisition. If we do not consummate a merger or other transaction with another business, our cash requirements for the next twelve months are relatively modest, principally legal expenses, accounting expenses, services fees payable to Regent II and other expenses relating to making filings required under the Exchange Act, which should not exceed $100,000 in the fiscal year ending July 31, 2014. Any travel, lodging or other expenses which may arise related to finding, investigating and attempting to complete a combination with one or more potential acquisitions could also amount to thousands of dollars.

We will only be able to pay our future obligations and meet operating expenses by raising additional funds, acquiring a profitable company or otherwise generating positive cash flow. As a practical matter, we are unlikely to generate positive cash flow by any means other than acquiring a company with such cash flow. We believe that management members, stockholders or affiliates will lend funds to us as needed for operations prior to completion of an acquisition. Management, stockholders and any such affiliates are not obligated to provide funds to us, however, and it is not certain they will always want or be financially able to do so. Our stockholders, management and/or affiliates who advance funds to us to cover operating expenses will expect to be reimbursed, either by us or by the company acquired, prior to or at the time of completing a combination. As of January 31, 2014, we have incurred an outstanding indebtedness to Regent II and certain of our stockholders, in the aggregate principal amount of $505,190.

Except with respect to the $10,000 quarterly fee payable to Regent II, pursuant to the terms of a management agreement, we have no intention of borrowing money to reimburse or pay salaries to any of our officers, directors or stockholders or their affiliates. There currently are no plans to sell additional securities to raise capital, although sales of securities may be necessary to obtain needed funds. Our current management has agreed to continue their services to us and to accrue sums owed them for services and expenses and expect payment reimbursement only.

Should existing management or stockholders refuse to advance needed funds, however, we would be forced to turn to outside parties to either lend funds to us or buy our securities. There is no assurance whatsoever that we will be able to raise necessary funds, when needed, from outside sources. Such a lack of funds could result in severe consequences to us, including among others:

- failure to make timely filings with the SEC as required by the Exchange Act, which may also result in suspension of trading or quotation of our stock and could result in fines and penalties to us under the Exchange Act;

- curtailing or eliminating our ability to locate and perform suitable investigations of potential acquisitions; or

- inability to complete a desirable acquisition due to lack of funds to pay legal and accounting fees and acquisition-related expenses.

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

Going Concern

Our independent auditors have added an explanatory paragraph to their audit issued in connection with the financial statements for the period ended July 31, 2013, relative to our ability to continue as a going concern. We had a working capital deficit of $579,682 at January 31, 2014; we had an accumulated deficit of $653,408 incurred through January 31, 2014; and recorded losses of $44,225 for the three months ended January 31, 2014 and $69,788 for the six months through January 31, 2014. The going concern opinion issued by our auditors means that there is substantial doubt that we can continue as an ongoing business for the twelve month period ending July 31, 2014 and thereafter. The financial statements do not include any adjustments that might result from the uncertainty about our ability to continue our business.

Off-Balance Sheet Arrangements

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

Contractual Obligations

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

ITEM 3. 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 this information.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

The Company's management is responsible for establishing and maintaining a system of disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act) that is designed to ensure that information required to be disclosed by the Company in the reports that the Company files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer's management, including its principal executive officer or officers and principal financial officer or officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

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

Changes in Internal Control over Financial Reporting

There have been no significant changes to the Company's internal controls over financial reporting that occurred during the quarter ended January 31, 2014 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

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

ITEM 1A. RISK FACTORS.

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

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES

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

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not Applicable.

ITEM 5. OTHER INFORMATION

First Amendment and Restatement to the Loan Agreement and Promissory Note with Regent II

Effective as of January 31, 2014, we executed a First Amendment and Restatement of Loan Agreement and Promissory Note (the "First Regent II Loan Restatement") with Regent II. The First Regent II Loan Restatement amended and restated the Loan Agreement and Promissory Note with Regent II (the "Regent II Loan Agreement"), which was filed as Exhibit 10.30 to the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission ("SEC") on March 18, 2013, as previously supplemented by Supplement No. 1 to the Regent II Loan Agreement, filed as Exhibit 10.31 to the Company's Annual Report on Form 10-K filed with the SEC on June 12, 2013, Supplement No. 2 to the Regent II Loan Agreement, filed as Exhibit 10.32 to the Company's Annual Report on Form 10-K filed with the SEC on October 28, 2013 and Supplement No. 3 to the Regent II Loan Agreement, filed as Exhibit 10.33 to the to the Company's Quarterly Report on Form 10-Q filed with the SEC on December 11, 2013. The First Regent II Loan Restatement (i) increased the aggregate principal amount outstanding thereunder, to include additional advances made by Regent II to the Company to pay operating expenses from November 1, 2013 through and until January 31, 2014, by $37,042 to $119,392 and (ii) extended the maturity date set forth in the Regent II Loan Agreement from January 31, 2014, through and until January 31, 2015. All other terms of the Regent II Loan Agreement were unchanged and continued in full force and effect, unless and until further supplemented or amended thereafter.

The foregoing description of the First Regent II Loan Agreement is only a summary and is qualified in its entirety by reference to the First Amendment and Restatement of Loan Agreement and Promissory Note, a copy of which is attached as an exhibit to this Quarterly Report on Form 10-Q.

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Eighth Amendment and Restatement to the Loan Agreement and Promissory Note with Charles C. Stephenson, Jr. and Cynthia Field

Effective as of January 31, 2014, we executed an Eighth Amendment and Restatement of Loan Agreement and Promissory Note (the "Eighth Loan Restatement") with Mr. Stephenson and Ms. Field. The Eighth Loan Restatement amended and restated the Seventh Loan Restatement, which was filed as Exhibit 10.29 to the Company's Quarterly Report on Form 10-Q filed with the SEC on March 18, 2013, extending the maturity date set forth in the Seventh Loan Restatement from January 31, 2014, through and until January 31, 2015. All other terms of the Seventh Loan Restatement were unchanged and continued in full force and effect, unless and until further supplemented or amended thereafter.

The foregoing description of the Eighth Loan Restatement is only a summary and is qualified in its entirety by reference to the Eighth Amendment and Restatement of Loan Agreement and Promissory Note, a copy of which is attached as an exhibit to this Quarterly Report on Form 10-Q.

ITEM 6. EXHIBITS

Exhibit No.	Description
10.34	First Amendment and Restatement of Loan Agreement and Promissory Note, dated as of January 31, 2014, with Regent Private Capital II, LLC.
10.35	Eighth Amendment and Restatement of Loan Agreement and Promissory Note, dated as of January 31, 2014, with Charles C. Stephenson, Jr. and Cynthia Field
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.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

BLINK COUTURE, INC.

Date: March 13, 2014	By:	/s/ Lawrence D. Field Lawrence D. Field, President, Chief Executive Officer, Chief Financial Officer and Secretary (Principal Executive Officer and Principal Financial Officer)