SECURITIES & EXCHANGE COMMISSION EDGAR FILING

Meridian Waste Solutions, Inc.

Form: 10KSB

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U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-KSB

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

For the fiscal year ended: December 31, 2007 **Commission File Number: 0-13984**

BROOKLYN CHEESECAKE & DESSERTS COMPANY, INC.
(Exact name of registrant as specified in its charter)

NEW YORK	**13-3832215**
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

20 Passaic Avenue
Fairfield, NJ 07004
(Address of principal executive offices, Zip Code)

(973) 808-8248
(Issuer's Telephone Number, including Area Code)

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

Securities registered pursuant to Section 12(g) of the Act:	**Name of Each Exchange on Which Registered:**
Common Stock, par value $.025 per share	None

Check whether the issuer (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes☑ No ❑

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-B 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-KSB.☑

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

Issuer's revenue for its most recent fiscal year was $15,787.

The aggregate market value of the voting common stock held by non-affiliates of the issuer, as of March 31, 2008 was approximately $105,094 (based on the average closing bid and asked prices of the registrant’s common stock in the over-the-counter market).

As of March 31, 2008, 684,445 shares of registrant’s common stock, par value $.025 per share, were issued and outstanding (based on the registrant’s 1:25 reverse stock split of outstanding common stock effective March 20, 2006).

Transitional Small Business Disclosure Format (check one):Yes o No ☑

BROOKLYN CHEESECAKE & DESSERTS COMPANY, INC.
FORM 10-KSB
YEAR ENDED DECEMBER 31, 2007
TABLE OF CONTENTS

PART I

FORWARD LOOKING STATEMENTS

Except for historical information, this document contains various “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). These forward-looking statements involve risks and uncertainties, including, among other things, statements regarding our revenue mix, anticipated costs and expenses, development, relationships with strategic partners and other factors discussed under “Description of Business” and “Management's Discussion and Analysis”. These forward-looking statements may include declarations regarding our belief or current expectations of management, such as statements indicating that “we expect,” “we anticipate,” “we intend,” “we believe,” and similar language. We caution that any forward-looking statement made by us in this Form 10-KSB or in other announcements made by us are further qualified by important factors that could cause actual results to differ materially from those projected in the forward-looking statements, including without limitation the risk factors set forth in this Form 10-KSB beginning on page 9.

ITEM 1. DESCRIPTION OF BUSINESS

THE FOLLOWING REPORT ON FORM 10-KSB REFLECTS THE REVERSE SPLIT OF OUR ISSUED AND OUTSTANDING COMMON STOCK EFFECTIVE MARCH 20, 2006. UNLESS OTHERWISE NOTED, ALL REFERENCES TO COMMON STOCK IN THIS REPORT TAKE INTO ACCOUNT AND REFLECTS THE REVERSE SPLIT. ADDITIONALLY THIS REPORT REFLECTS THE TRANSFER OF CERTAIN ASSETS TO OUR FORMER CHAIRMAN AND CHIEF EXECUTIVE OFFICER FOR THE FORGIVENESS AND THE ASSUMPTION OF $1,145,315 OF THE COMPANY’S DEBT OBLIGATIONS.

GENERAL

Brooklyn Cheesecake & Desserts Company, Inc. was incorporated in November 1993. The Company's executive offices are located at 20 Passaic Avenue, Fairfield, NJ 07004 and its telephone number is (973) 808-8248. The Company licenses its Brooklyn Cheesecake & Desserts Company trademark to Brooklyn Cheesecake & Desserts Company, Inc. (a New Jersey Company).

From March 2002 through March 2006, the Company was a manufacturer of baking and confectionary products. In March 2006, the Company entered into an Exchange Agreement pursuant to which it exchanged its baking equipment and other fixed assets and JMS Specialty, its wholly owned subsidiary, for the satisfaction and assumption of approximately $1,145,000 of outstanding liabilities and obligations owed to Ronald L. Schutte, its former president and chief executive officer. The Company retained its trademarks and now licenses these trademarks to a New Jersey corporation formed by Mr. Schutte to continue the baking operations that were transferred to him pursuant to the Exchange Agreement.

TRADEMARKS

Brooklyn Cheesecake & Desserts Company, Inc trademarks with the United States Patent and Trademark office include the mark The Healthy BakeryÒ (US Registration No. 1,644,559), Brooklyn Cheesecake Company Inc. Ò (US Registration No. 3,040,023) and Brooklyn Cheesecakes & Desserts Company, Inc. Ò (US Registration No. 3,017,300). The Company believes that the trademarks are a significant asset, are valid, and enforceable, however there can be no assurance as to the degree of protection its registered trademarks will afford the Company.

PLAN OF OPERATION

The Company licenses its trademarks to Brooklyn Cheesecake, & Desserts Company, Inc. (a New Jersey Corporation). Fees under the license agreement are calculated at one percent of sales of goods bearing the Brooklyn Cheesecake & Desserts Company, Inc. trademark. The license agreement expires on December 31, 2016.

EMPLOYEES

As of December 31, 2007, Brooklyn Cheesecake & Desserts Company had one executive officer and no employees. Anthony J. Merante is the Chairman, President, Chief Financial Officer, Chief Executive Officer and Corporate Secretary.

ITEM 2. DESCRIPTION OF PROPERTY

The Company occupies secured space at 20 Passaic Avenue, Fairfield, NJ 07004 as storage for Company records. The Company continues to use this address as its mailing address.

ITEM 3. LEGAL PROCEEDING

None.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITIES HOLDERS

The Company held its Annual Meeting of Shareholders on February 4, 2008 with the following proposals being submitted to a vote of shareholders:

1. To elect five (5) Directors to serve until the next Annual Meeting of Stockholders and until their respective successors have been duly elected and qualified;

2. To ratify the selection of Sherb & Co., LLP as our independent accountants for 2007;

3. To authorize, approve and ratify an exchange transaction pursuant to which we have transferred $734,000 of our assets to Brooklyn Cheesecake & Desserts Company, Inc. (“BCAK-NJ”) in exchange for cancellation of $377,030 of indebtedness to Ronald Schutté and the assumption by BCAK-NJ of our accounts payable, accrued liabilities and obligations under our building lease pursuant to the terms of an Exchange Agreement dated March 28, 2006; and

4. To transact such other business as may properly come before the Annual Meeting and any adjournment or adjournments thereof.

The record date for determining stockholders eligible to vote at the meeting was December 27, 2007. On the record date, there were 684,445 shares of the Company's common stock outstanding and eligible to vote. There were present at the meeting 515,597 shares, representing 75.33% of the common stock outstanding.

Each nominee for the Board of Directors was elected at the Annual Meeting. The following number of votes was cast for and against each nominee.

	For	Against
Anthony J. Merante	515,517	0
Liberio Borsellino	515,517	0
Carmelo L. Foti	515,517	0
David Rabe	515,517	0
Donald O’Toole	515,517	0

The stockholders also approved the three remaining proposals. The following votes were tabulated.

	For	Against	Abstain
Proposal 2	515,517	0	80
Proposal 3	459,411	6,260	660
Proposal 4	452,071	14,180	80

PART II

ITEM 5. MARKET FOR COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

THIS SECTION AND FURTHER REFERENCES TO SHARES OF COMMON STOCK HAVE BEEN ADJUSTED TO EFFECUATE A MARCH 20, 2006 1:25 REVERSE STOCK SPLIT.

The Company's Common Stock is quoted on the Over the Counter Bulletin Board ("OTCBB") under the symbol "BCKE" effective March 22, 2006. Prior to that, the Company's Common Stock was quoted on the OTCBB under the symbol "BCAK". The following table sets forth the range of quarterly high and low bid prices, as reported during the last two fiscal years. All amounts have been retroactively adjusted to reflect a 1:25 reverse stock split that occurred on March 20, 2006.

Period	High	Low
Fiscal Year 2006:		
First Quarter	.30	.26
Second Quarter	.26	.26
Third Quarter	.26	.26
Fourth Quarter	.26	.25
Fiscal Year 2007:		
First Quarter	.28	.25
Second Quarter	.28	.25
Third Quarter	.25	.25
Fourth Quarter	.49	.20

The above quotations reflect inter-dealer prices, without retail mark-up, markdown or commission and may not reflect actual transactions. On April 11, 2008, the closing bid price for our common stock was $0.25 per share.

As of March 31, 2008, we had 75 stockholders of record of our common stock. Such number of record holders was derived from the records maintained by our transfer agent, Computershare Trust Co.

The Company has never paid cash dividends on its Common Stock and does not anticipate paying dividends in the foreseeable future. The payment of future cash dividends is subject to the discretion of the Board of Directors and will depend upon the Company's earnings (if any), general financial condition, cash flows, capital requirements and other considerations deemed relevant by the Board of Directors.

RECENT SALES OF UNREGISTERED SECURITIES

On February 17, 2006, the Company issued 28,000 shares of common stock for services. The shares were issued to officers of the Company, valued at $35,000, or $1.25 per share, the closing trading price on the date of issuance.

On February 17, 2006, the Company issued 9,032 shares of common stock for merchandise purchased. These shares were issued to a vendor, valued at $11,271, or $1.25 per share, the closing trading price on the date of issuance.

On February 17, 2006, in payment of fees to Company Board members and Corporate secretary, the Company issued 64,000 shares of common stock. The shares were issued to the directors and corporate secretary, valued at $80,000, or 1.25 per share, the closing trading price on the date of issuance.

On February 17, 2006, in payment of fees to consultants, the Company issued 30,000 shares of common stock. The shares were issued to the consultants, valued at $37,500, or $1.25 per share, the closing trading price on the date of issuance.

On February 17, 2006, in payment of salaries to employees, the Company issued 12,400 shares of common stock. The shares were issued to the employees, valued at $15,500, or $1.25 per share, the closing trading price on the date of issuance.

On January 13, 2005 the Company issued 74,000 shares of common stock for services valued at $148,000. All the shares were issued to officers of the Company, valued at $148,000, or $2.00 per share on January 13, 2005, the closing trading price on the date of issuance.

On March 2, 2005 the Company issued 9,017 shares of common stock in settlement of an account payable of $18,034. These shares are valued at approximately $2.00 per share the closing trading price on the date of issuance.

On January 13, 2005, in payment of fees to Company Board members and Corporate Secretary, the Company issued 4,500 shares of common stock, valued at $9,000. These shares are valued at $2.00 per share the closing trading price on the date of issuance.

On March 2, 2005 the Company issued 42,000 shares of common stock for the initial payment of the website development costs totaling $152,250. These shares are valued at $3.63 per share the closing trading price on the date of issuance.

On April 27, 2005 the Company issued an additional 42,000 shares of common stock as consideration of the website development costs totaling $151,200. These shares are valued at $3.60 per share the closing trading price on the date of issuance

On August 29th and September 29th, 2005 the Company issued a total of 2,637 shares of common stock for services rendered valued at $8,750, pursuant to a monthly service retainer agreement. These shares were issued at various times during the quarter and have per share values ranging from approximately $2.63 to $4.38 per share depending on the closing trading price on the date of issuance.

On August 29, 2005, in payment of fees to Company Board members and the Corporate Secretary, the Company issued 3,048 shares of common stock, valued at $8,000. These shares are valued at $2.63 per share the closing trading price on the date of issuance.

On September 29, 2005 the Company issued the final 16,000 shares of common stock as consideration of the website development costs totaling $37,600. These shares are valued at $2.35 per share the closing trading price on the date of issuance.

On August 29, 2005 the Company issued 6,000 shares of common stock for services rendered valued at $9,000.

On September 21, 2005 the Company issued 2,000 shares of common stock for services rendered valued at $4,500.

Each of these issuances of common stock was exempt from registration pursuant to Section 4(2) of the Securities Act of 1933, as amended.

ITEM 6. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATIONS

GENERAL - Recent Developments

From March 2002 through March 2006, the Company was a manufacturer of baking and confectionary products. In March 2006, the Company entered into an Exchange Agreement pursuant to which it exchanged its baking equipment and other fixed assets and JMS Specialty, its wholly owned subsidiary, for the satisfaction and assumption of approximately $1,145,000 of outstanding liabilities and obligations owed to Ronald L. Schutte, its former president and chief executive officer. The Company retained its trademarks and now licenses these trademarks to a New Jersey corporation formed by Mr. Schutte to continue the baking operations that were transferred to him pursuant to the Exchange Agreement. As a result of this transaction, the Company's baking operations have been treated as discontinued operations and its current business of licensing its trademarks is treated as the Company's continuing operations.

We presently do not have sufficient cash to implement our business plan. We have experienced this lack of liquidity throughout 2006 and 2007, causing us to be unable to meet our obligations as they come due. We believe that we need to raise or otherwise obtain at least $1,000,000 in additional financing in order to satisfy our existing obligations and implement our business plan. If we are not successful in obtaining such financing, we may not be able to continue to operate our business.

Although management is hopeful that 2008 licensing fees will increase and be sufficient to pay related expenses, they will also look for additional opportunities.

The following discussion and analysis should be read in conjunction with the financial statements and the related notes thereto included in this Form 10-KSB at Item 7.

Critical Accounting Policies

Revenue Recognition:

Income from licensing fees are recognized from the sale by our licensee of goods bearing the Brooklyn Cheesecake & Desserts Company, Inc. trademark. The Company follows the guidance of the Securities and Exchange Commission's Staff Accounting Bulletin No. 104 for revenue recognition. In general, the Company records revenue when persuasive evidence of an arrangement exists, services have been rendered or product delivery has occurred, the sales price t o the customer is fixed or determinable, and collectability is reasonably assured.

Stock Based Compensation:

Effective January 1, 2006, the Company adopted the provisions of SFAS No. 123(R), "Share-Based Payment," under the modified prospective method, SFAS No. 123(R) eliminates accounting for share-based compensation transaction using the intrinsic value method prescribed under APB Opinion No. 25 "Accounting for Stock Issued to Employees," and requires instead that such transactions be accounted for using a fair-value-based method. Under the modified prospective method, the Company is required to recognize compensation cost for share-based payments to employees based on their grant-date fair value from the beginning of the fiscal period in which the recognition provisions are first applied. For periods prior to adoption, the financial statements are unchanged, and the pro forma disclosures previously required by SFAS No. 123, as amended by SFAS No. 148, will continue to be required under SFAS No. 123(R) to the extent those amounts differ from those in the statement of Operations.

RESULTS OF OPERATIONS

The Company's revenues from continuing operations aggregated $15,787 and $13,084 for the years-ended December 31, 2007 and 2006 respectively, an increase of $2,703. The increase is attributable to having a full year of revenue in 2007. Licensing began March 28, 2006.

Selling, general and administrative expenses were $64,243 and $192,383 for the years-ended December 31, 2007 and 2006 respectively, a decrease of $128,140. The decrease was attributable to a reduction of Director fees, insurance expense and professional fees.

Interest expense increased in 2007 to $105,950 from $79,463, a increase of $26,487, or 33.3%, in comparison to a decrease in 2006 to $79,463 from $152,366, a decrease of $72,903, or 47.8%. The 2007 increase was a result of a full year of interest expense in 2007 and reclassifying the first quarter interest expense in 2006 to discontinued operations, in addition to the debt reduction, as part of the exchange agreement with the former chief executive officer.

The gain from discontinued operations decreased to $0 from $143,590 a decrease of $143,590 or 100%. This was a result of the exchange agreement in 2006 whereby the baking operation, which produced substantial losses over the years was no longer included.

SEGMENT INFORMATION

Not applicable.

LIQUIDITY AND CAPITAL RESOURCES

Since its inception the Company's only source of working capital has been the $8,455,000 received from the issuance of its securities.

As of December 31, 2007, the Company had a negative working capital of $1,061,063 as compared to a negative working capital of $912,657 at December 31, 2006.

Net Cash Used in Operating Activities for the year ended December 31, 2007 of $28,030 was due to our loss from continuing operations of ($154,406) and a decrease in accounts receivable of $5,787, offset by an increase in accounts payable and accrued expenses of $126,163 and amortization expense of $6,000.

Net Cash Provided by Financing Activities during the year ended December 31, 2007 of $29,623 was due to cash advances from the officer.

As of March 31, 2008, the Company had cash of $1,225. We do not have sufficient cash on hand to fund as operations for the next twelve months. Current operations are being funded by licensing fees and cash advances from our chief executive officer. All fees through December 31, 2007 are currently included in fees receivable.

Although the Company has previously been successful in obtaining sufficient capital funds through issuance of common stock and warrants, there can be no assurance that the Company will be able to do so in the future.

INFLATION AND SEASONALITY:

Licensing revenue will vary since it is tied to peak baking seasons. Revenues are affected by holiday seasons such as Thanksgiving, Christmas, Jewish New Year, Easter and Passover.

OFF-BALANCE SHEET ARRANGEMENTS

There were no off-balance sheet arrangements during the year ended December, 31 2007 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 our interests.

Our independent auditors have stated that our recurring losses from operations and our accumulated deficit raise substantial doubt about our ability to continue as a going concern.

The reports of our independent Certified Public Accountants dated, April 8, 2008 and April 13, 2007 for the December 31, 2007 and 2006 condensed financial statements, respectively contained an explanatory paragraph that states that our recurring losses from operations and working capital deficit raise substantial doubt about our ability to continue as a going concern. The condensed financial statements do not include any adjustments that might result from the outcome of that uncertainty. We believe we will need to raise more money to finance our operations and sustain our business model. We may not be able to obtain additional financing on acceptable terms, or at all. Any failure to raise additional financing will likely place us in significant financial jeopardy.

The Company and the price of our shares may be adversely affected by the public sale of a significant number of the shares eligible for future sale.

All but a very small number of the outstanding shares of our Common Stock are freely tradable. Sales of Common Stock in the public market could have a material adverse affect on the market price of our common stock. Such sales may also inhibit our ability to obtain future equity or equity-related financing on acceptable terms. The issuance and registration of additional shares could have a significant adverse effect on the trading price of our common stock.

RISKS RELATED TO THE MARKET FOR OUR COMMON STOCK

Risk Factors Associated With Our 1:25 Reverse Stock Split

There can be no assurance that the total market capitalization of Brooklyn Cheesecake common stock (the aggregate value of all Brooklyn Cheesecake common stock at the then market price) after the Reverse Stock Split will be equal to or greater than the total market capitalization before the Reverse Stock Split will either equal or exceed the current per share market price.

There can be no assurance that the market price per new share of Brooklyn Cheesecake common stock after the Reverse Stock Split will remain unchanged or increase in proportion to the reduction in the number of old shares of Brooklyn Cheesecake common stock outstanding before the Reverse Stock Split.

Accordingly, the total market capitalization of Brooklyn Cheesecake common stock after the Reverse Stock Split may be lower than the total market capitalization before the Reverse Stock Split and, in the future, the market price of Brooklyn Cheesecake common stock following the Reverse Stock Split may not exceed or remain higher than the market price prior to the Reverse Stock Split.

A decline in the market price of our common stock after the Reverse Stock Split may result in a greater percentage decline than would occur in the absence of a Reverse Stock Split, and the liquidity of Brooklyn Cheesecake common stock could be adversely affected following such a Reverse Stock Split.

If the market price of our common stock declines, the percentage decline may be greater than would occur in the absence of a Reverse Stock Split. The market price of our common stock will, however, also based on our performance and other factors, which are unrelated to the number of shares outstanding. Furthermore, the reduced number of shares outstanding after the Reverse Stock Split could adversely affect the liquidity of our common stock.

The price of our common stock is subject to volatility

Our Common Stock has traded as low as $.20 per share and as high as $.49 per share in the twelve month ended December 31, 2007. Our average trading volume is extremely low. As such, a significant sale of our Common Stock may result in a major fluctuation of the market price. Some other factors leading to the volatility include:

- Price and volume fluctuation in the stock market at large which do not relate to our operating performance;
- Fluctuation in our operating results;
- Concerns about our ability to finance our continuing operations;
- Financing arrangements which may require the issuance of a significant number of shares in relation to the number shares of our Common Stock currently outstanding;
- Fluctuations in market demand and supply of our products.

Our common stock is currently traded on the over-the-counter-bulletin-board and an investor's availability to trade our common stock may be limited by trading volume

The trading volume in our common shares has been relatively limited. A consistently active trading market for our Common Stock may not continue on the Over-The-Counter-Bulletin-Board. The average trading volume in our Common Stock on the Over-The-Counter-Bulletin-Board for the year ended December 31, 2007 was approximately 225 shares.

Possible adverse effect of issuance of preferred stock

Brooklyn Cheesecake & Desserts Company, Inc Restated Certificate of Incorporation authorizes the issuance of 2,000,000 shares of Preferred Stock, with designations, rights and preferences as determined from time to time by the Board of Directors. As a result of the foregoing, the Board of Directors can issue, without further shareholder approval, Preferred Stock with dividend, liquidation, conversion, voting or other rights that could adversely affect the voting power or other rights of the holders of Common Stock. The issuance of Preferred Stock could, under certain circumstances, discourage, delay or prevent a change in control of the Company.

ITEM 7. FINANCIAL STATEMENTS

BROOKLYN CHEESECAKE & DESSERTS COMPANY, INC.

TABLE OF CONTENTS

Report of Independent Registered Public Accounting Firm

To The Board of Directors and shareholders
Brooklyn Cheesecake & Desserts Company, Inc.

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

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (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. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purposes of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. 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 audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Brooklyn Cheesecake & Desserts Company, Inc. as of December 31, 2007, and the results of its operations and cash flows for the years ended December 31, 2007 and 2006, in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming the Company will continue as a going concern. As shown in the accompanying financial statements, the Company incurred significant losses from operations for the years ended December 31, 2007 and 2006 and as of December 31, 2007 has a working capital deficiency in the amount of $1,061,063, which raises 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/ Sherb & Co., LLP
Certified Public Accountants

Boca Raton, Florida
April 8, 2008

BROOKLYN CHEESECAKE & DESSERTS COMPANY, INC.
BALANCE SHEET - DECEMBER 31, 2007

ASSETS		
Current assets:		
Cash	$	1,593
Accounts receivable		18,871
Total current assets		20,464
Other assets:		
Tradename, net of amortization		55,125
Total other assets		55,125
	$	75,589
LIABILITIES AND STOCKHOLDERS' DEFICIENCY		
Current liabilities:		
Accounts payable	$	25,313
Accrued expenses		195,313
Notes payable		815,000
Cash advances, officer		45,901
Total current liabilities		1,081,527
Stockholders' deficiency:		
Preferred stock $.001 par value, authorized 2,000,000 shares, none issued		-
Common stock, $.025 par value, authorized 30,000,000 shares, issued and outstanding 684,445 shares		17,110
Additional paid-in capital		12,254,135
Accumulated deficit		(13,277,183)
Total stockholders' deficiency		(1,005,938)
	$	75,589

See notes to financial statements.

BROOKLYN CHEESECAKE & DESSERTS COMPANY, INC.
STATEMENTS OF OPERATIONS

	Years Ended December 31,	
	2007	2006
Licensing fees	$ 15,787	$ 13,084
Selling, general and administrative expenses	64,243	192,383
Interest expense	105,950	79,463
	(170,193)	(271,846)
Loss from continuing operations	(154,406)	(258,762)
Discontinued operations		
Loss from discontinued operations	-	(383,781)
Gain on disposal of assets	-	527,371
Gain (loss) from discontinued operations	-	143,590
Net loss	($ 154,406)	($ 115,172)
Earnings per common share:		
Basic and diluted:		
Loss from continuing operations	$ (0.23)	$ (0.39)
Gain (loss) from discontinued operations	$ -	$ 0.22
Net loss per common share	$ (0.23)	$ (0.17)
Weighted average number of common shares outstanding basic and diluted	684,445	666,369

See notes to financial statements.

BROOKLYN CHEESECAKE & DESSERTS COMPANY, INC.
STATEMENTS OF CHANGES IN STOCKHOLDERS' DEFICIENCY
YEARS ENDED DECEMBER 31, 2007 AND 2006

	Common Stock				
	Number of Shares	Amount	Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Deficiency
Balance at December 31, 2005	541,013	$ 13,525	$ 12,078,449	($13,007,605)	($915,631)
Stock issued for salary	40,400	1,010	49,490	-	50,500
Stock issued for professional services	30,000	750	36,750	-	37,500
Stock issued for repayment of debt	9,032	225	11,046	-	11,271
Stock issued for directors' fees	64,000	1,600	78,400	-	80,000
Net loss for the year ended December 31, 2006	-	-	-	(115,172)	(115,172)
Balance at December 31, 2006	684,445	17,110	12,254,135	(13,122,777)	(851,532)
Net loss for the year ended December 31, 2007	-	-	-	(154,406)	(154,406)
Balance at December 31, 2007	684,445	$ 17,110	$ 12,254,135	($13,277,183)	($1,005,938)

See notes to financial statements.

BROOKLYN CHEESECAKE & DESSERTS COMPANY, INC.
STATEMENTS OF CASH FLOWS

	Years Ended December 31, 2007	Years Ended December 31, 2006
Operating activities:		
Loss from continuing operations	($154,406)	($258,762)
Adjustments to reconcile loss from continuing operations to net cash used in continuing operating activities: Amortization	6,000	6,000
Increase (decrease) in operating assets and liabilities:		
Fees receivable	(5,787)	(13,084)
Prepaid expenses	-	20,671
Accounts payable	16,313	9,000
Accrued expenses	109,850	85,463
Net cash used in operating activities	(28,030)	(150,712)
Loss from discontinued operations	-	(383,781)
Adjustments to reconcile loss from discontinued operations to net cash provided used in discontinued operating activities:		
Gain on disposal of assets	-	527,371
Depreciation	-	31,654
Common stock issued for services	-	168,000
Decrease in net assets from discontinued operations	-	422,573
Decrease in net liabilities from discontinued operations	-	(646,185)
Net cash provided by discontinued operations	-	119,632
Investing activities:		
Sale of property & equipment	-	249,198
Net cash provided by investing activities	-	249,198
Financing activities:		
Proceeds from notes payable	-	15,000
Proceeds from cash advances, officer	29,623	16,278
Principal payment of notes payable	-	(208,241)
Principal payment of officers' loans	-	(48,599)
Net cash provided by (used in) financing activities	29,623	(225,562)
Net increase (decrease) in cash and cash equivalents	1,593	(7,444)
Cash and cash equivalents, beginning of year	-	7,444
Cash and cash equivalents, end of year	$ 1,593	$ -
Supplemental disclosures:		
Cash paid during the year for:		
Taxes:	**$** -	$ -
Interest:	**$** -	$ -

See notes to financial statements.

1. Description of business and going concern:

The Company was a manufacturer of baking and confectionery products, which were sold to supermarkets, food distributors, educational institutions, restaurants, mail order and to the public. Although the Company sold its products throughout the United States, its main customer base was on the East Coast of the United States. The Company has now become a holder and licensor of intellectual property.

During the years ended December 31, 2007 and 2006, the Company incurred losses from continuing operations in the amount of $154,406 and $258,762, respectively, and as of December 31, 2007 had a net working capital deficiency of $1,061,063.

2. Summary of significant accounting policies:

Cash and cash equivalents:

For the purpose of the statement of cash flows, the Company considers all short-term debt securities purchased with a maturity of three months or less to be cash equivalents.

Accounts receivable and allowances:

Accounts receivable are reported at net realizable value. Management considers the need for an allowance for doubtful accounts related to its accounts receivable that are deemed to have potential collectability issues. Management reviews its accounts receivable on a quarterly basis. The Company includes any receivables balances determined to be uncollectible along with a general reserve for doubtful accounts. No allowance was considered necessary at December 31, 2007.

Use of estimates:

The process of preparing financial statements in conformity with generally accepted accounting principles requires the use of estimates and assumptions regarding certain types of assets, liabilities, revenues and expenses. Such estimates primarily relate to unsettled transactions and events as of the date of the financial statements. Accordingly, upon settlement, actual results may differ from estimated amounts.

Net (Loss) Income per Share:

The Company computes net (loss) income per share in accordance with SFAS No. 128 Earnings Per Share. Basic net (loss) income per share is based on the weighted average common shares outstanding during the same period. Diluted net (loss) income adjusts the weighted average for potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock, which would then share in the earnings of the Company. At December 31, 2007, the Company had no such securities outstanding.

Revenue Recognition:

Income from licensing fees are recognized from the sale by our licensee of goods bearing the Brooklyn Cheesecake & Desserts Company, Inc. trademark. The Company follows the guidance of the Securities and Exchange Commission's Staff Accounting Bulletin No. 104 for revenue recognition. In general, the Company records revenue when persuasive evidence of an arrangement exists, services have been rendered or product delivery has occurred, the sales price to the customer is fixed or determinable, and collectability is reasonably assured.

Income Taxes:

The Company accounts for income taxes in accordance with Financial Accounting Standards Board ("FASB") Statement of Financial Accounting Standards ("SFAS") No. 109, "Accounting for Income Taxes." The Company recognizes deferred tax assets and liabilities based on the differences between the book bases and the tax bases of the assets and liabilities, using the effective tax rates in the years in which the differences are expected to reverse. A valuation allowance is recorded when it is probable that some or all of a deferred tax asset will not be realized.

2. Summary of significant accounting policies (continued):

Impairment of Long-Lived Assets:

The Company reviews long-lived assets for impairment whenever circumstances and situations change such that there is an indication that the carrying amounts may not be recovered. The recoverability of assets held and used in operations is measured by a comparison of the carrying amount of the assets to the future net cash flows expected to be generated by the assets. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets.

Stock Based Compensation:

Effective January 1, 2006, the Company adopted the provisions of SFAS No. 123(R), "Share-Based Payment," under the modified prospective method, SFAS No. 123(R) eliminates accounting for share-based compensation transactions using the intrinsic value method prescribed under APB Opinion No. 25 "Accounting for Stock Issued to Employees," and requires instead that such transactions be accounted for using a fair-value-based method. Under the modified prospective method, the Company is required to recognize compensation cost for share-based payments to employees based on their grant-date fair value from the beginning of the fiscal period in which the recognition provisions are first applied. For periods prior to adoption, the financial statements are unchanged, and the pro forma disclosures previously required by SFAS No. 123, as amended by SFAS No. 148, will continue to be required under SFAS No. 123(R) to the extent those amounts differ from those in the statement of operations.

Fair Value of Financial Instruments:

The Company's financial instruments consist of, accounts receivable, accounts payable, accrued expenses, and notes payable. The carrying amounts of the financial instruments reported in the balance sheet approximate fair value based on the short-term maturities of these instruments.

Reclassifications:

Certain reclassifications have been made to the prior year's financial statements to conform to current year's presentation. Such reclassifications had no effect on the reported net loss or net stockholders deficit.

Recent accounting pronouncements:

In February 2006, the Financial Accounting Standards Board ("the FASB") issued Statement No. 155 ("SFAS No. 155"), "Accounting for Certain Hybrid Instruments: An Amendment of FASB Statements No. 133 and 140". Management does not believe that this SFAS No. 155 will have a significant impact, as the Company does not use such instruments.

In December 2006, the FASB issued the FASB Staff Position (FSP) No. EITF 00-19-2, ("FSP EITF 00-19-2"), Accounting for Registration Payment Arrangements. This FSP addresses an issuer's accounting for registration payment arrangements. This FSP specifies that the contingent obligation to make future payments or otherwise transfer consideration under a registration payment arrangement, whether issued as a separate agreement or included as a provision of a financial instrument or other agreement, should be separately recognized and measured in accordance with FASB Statement No. 5, Accounting for Contingencies. The guidance in this FSP amends FASB Statements No. 133, Accounting for Derivative Instruments and Hedging Activities, and No. 150, Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity, and FASB Interpretation No. 45, Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others, to include scope exceptions for registration payment arrangements. This FSP further clarifies that a financial instrument subject to a registration payment arrangement should be accounted for in accordance with other applicable generally accepted accounting principles (GAAP) without regard to the contingent obligation to transfer consideration pursuant to the registration payment arrangement. This FSP shall be effective immediately for registration payment arrangements and the financial instruments subject to those arrangements that are entered into or modified subsequent to the date of issuance of this FSP, or for financial statements issued for fiscal years beginning after December 15, 2006, and interim periods within those fiscal years. The Company intends to adopt FSP EITF 00-19-2 beginning in 2007. The adoption of this FSP will not have a material effect upon the Company's financial statements.

2. Summary of significant accounting policies (continued):

In July 2006, the FASB issued FASB Interpretation No. 48, “Accounting for Uncertainty in Income Taxes — an interpretation of FASB Statement No. 109” (FIN 48), which prescribes a recognition threshold and measurement attribute for a tax position taken or expected to be taken in a tax return. FIN 48 also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. FIN 48 is effective for fiscal years beginning after December 15, 2006. The Company believes that the adoption of FIN 48 will not have a material effect on the Company’s financial statements.

In March 2006, the FASB issued FASB Statement No. 156 “Accounting for Servicing of Financial Assets — an amendment of FASB Statement No. 140” (“SFAS No. 156”), which establishes, among other things, the accounting for all separately recognized servicing assets and servicing liabilities. SFAS No. 156 amends Statement 140 to require that all separately recognized servicing assets and servicing liabilities be initially measured at fair value, if practicable. SFAS No. 156 permits, but does not require, the subsequent measurement of separately recognized servicing assets and servicing liabilities at fair value. An entity that uses derivative instruments to mitigate the risks inherent in servicing assets and servicing liabilities is required to account for those derivative instruments at fair value. Under SFAS No. 156, an entity can elect subsequent fair value measurement to account for its separately recognized servicing assets and servicing liabilities. By electing that option, an entity may simplify its accounting because this Statement permits income statement recognition of the potential offsetting changes in fair value of those servicing assets and servicing liabilities and derivative instruments in the same accounting period. SFAS No. 156 is effective for financial statements for fiscal years beginning after September 15, 2006. Earlier adoption of SFAS No. 156 is permitted as of the beginning of an entity’s fiscal year, provided the entity has not yet issued any financial statements for that fiscal year. Management believes that SFAS No. 156 will have no impact on the financial statements of the Company once adopted.

In September 2005, the FASB issued FASB Statement No. 157 “Fair Value Measurements” (“SFAS 157”), which defines fair value, establishes a framework for measuring fair value in US GAAP, and expands disclosures about fair value measurements. SFAS 157 applies under other accounting pronouncements that require or permit fair value measurements, the Board having previously concluded in those accounting pronouncements that fair value is a relevant measurement attribute. Accordingly, SFAS 157 does not require any new fair value measurements. However, for some entities, the application of SFAS 157 will change current practices. SFAS 157 is effective for financial statements for fiscal years beginning after November 15, 2007. Earlier application is permitted provided that the reporting entity has not yet issued financial statements for that fiscal year. Management believes SFAS 157 will have no impact on the financial statements of the Company once adopted.

In September 2006, FASB issued SFAS No. 158, *Employers’ Accounting for Defined Benefit Pension and Other Postretirement Plans, an amendment of FASB Statements No 87, 88, 106 and 132(R)* (SFAS 158) . SFAS No. 158 requires the recognition of the over-funded or under-funded status of a defined benefit postretirement plan as an asset or liability in the statement of financial position and the recognition of changes in that funded status in the year in which the changes occur through comprehensive income. SFAS No. 158 also requires the measurement of the funded status of a plan as of the date of the year-end statement of financial position. Management believes that the adoption of SFAS No. 158 will not have a material effect on the Company’s financial statements.

2. Summary of significant accounting policies (continued):

In February 2007, the FASB issued SFAS No. 159, “The Fair Value Option for Financial Assets and Financial Liabilities,” which provides companies with an option to report selected financial assets and liabilities at fair value. SFAS No. 159 also establishes presentation and disclosure requirements designed to facilitate comparisons between companies that choose different measurement attributes for similar types of assets and liabilities. SFAS No. 159 is effective as of the beginning of an entity’s first fiscal year beginning after November 15, 2007. Management is currently assessing the impact of the adoption of this standard on its financial statements.

In December 2007 FASB issued FAS 141(R) “Business Combinations” and FAS 160 “Noncontrolling Interests in Consolidated Financial Statements”. These statements are effective for fiscal years, and interim periods within those fiscal years in case of FAS 160, beginning on or after December 15, 2008. Earlier adoption is prohibited. Together these statements revise the accounting rules with respect to accounting for business combinations. Specifically, the objective of FAS 141(R) is to improve the relevance, representational faithfulness and comparability of the information that the reporting entity provides in its financial reports about a business combination and its effects. This statement thus establishes principles and requirements for how the acquirer:

- Recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, and any noncontrolling interest in the acquiree;

- Recognizes and measures the goodwill acquired in the business combination or a gain from a bargain purchase; and

- Determines what information to disclose to enable users of the financial statements to evaluate the nature and financial effects of the business combination.

The objective of FAS 160 is to improve the relevance, comparability, and transparency of the financial information that a reporting entity provides in its consolidated financial statements by establishing accounting and reporting standards that require:

- The ownership interests in subsidiaries held by parties other than the parent be clearly identified, labeled, and presented in the consolidated statement of financial position within equity, but separate from the parent’s equity.

- The amount of consolidated net income attributable to the parent and to the noncontrolling interest be clearly identified and presented on the face of the consolidated statement of income.

- Changes in a parent’s ownership interest while the parent retains its controlling financial interest in its subsidiary be accounted for consistently. A parent’s ownership interest in a subsidiary changes if the parent purchases additional ownership interests in its subsidiary or if the parent sells some of its ownership interests in its subsidiary. It also changes if the subsidiary reacquires some of its ownership interests or the subsidiary issues additional ownership interests. All of those transactions are economically similar, and this Statement requires that they be accounted for similarly, as equity transactions.

2. Summary of significant accounting policies (continued):

When a subsidiary is deconsolidated, any retaining noncontrolling equity investment in the former subsidiary be initially measured at fair value. The gain or loss on the deconsolidation of the subsidiary is measured using the fair value of any noncontrolling equity investment rather than the carrying amount of that retaned investment.

- Entities provide sufficient disclosures that clearly identify and distinguish between the interests of the parent and the interest of the noncontrollng owners.

Together these statements are not currently expected to have a significant impact on the entity's financial statements. A significant impact may however be realized on any future acquisition(s) by the Company. The amounts of such impact cannot be currently determined and will depend on the nature and terms of such future acquisition(s), if any.

Other accounting standards that have been issued or proposed by the FASB or other standards-setting bodies that do not require adoption until a future date are not expected to have a material impact on the financial statements upon adoption.

3. Concentration of credit risk and major customers:

The Company maintains all of its cash balances in a New Jersey financial institution. The balances are insured by the Federal Deposit Insurance Company (FDIC) up to $100,000. At December 31, 2007, the Company had no uninsured cash balances.

For the years ended December 31, 2007 and 2006 one customer, Brooklyn Cheesecake & Desserts Company, Inc. (New Jersey), represented 100% of our total revenues, $15,787 and $13,084 respectively. As of December 31, 2007 and 2006 respectively accounts receivable from this customer was $18,871 and $13,084.

4. Tradename and licensing agreements:

On March 7, 2002, the Company purchased the rights to the tradenames Brooklyn Cheesecake Company, Inc. and Brooklyn Cheesecake & Desserts Company, Inc. and the related corporate logo in exchange for 300,000 shares of the Company's common stock, valued on the purchase date at $90,000. The tradename rights are being amortized on the straight-line basis over a fifteen-year term. Amortization expense was $6,000 and $6,000, respectively, for the years ended December 31, 2007 and 2006.

On March 28, 2006, the Company entered into a licensing agreement with its former Chairman and CEO, whereby a one percent of sales fee would be charged for the use of the Brooklyn Cheesecake and Desserts Company, Inc. trademarks.

The following is a schedule of future amortizations on the trade name:

Years Ended December 31,	
2008	6,000
2009	6,000
2010	6,000
2011	6,000
2012	6,000
Thereafter	25,125
	$ 55,125

5. Notes payable:

Note dated January 31, 2006 was issued and is payable to Ronald L. Schutté the former Chairman and CEO payable on demand, with interest at the rate of 13%, per annum, and secured by the Company's trademarks. The original amount of the loan was $995,818 of which $195,818 plus additional loans and accrued interest was satisfied upon completion of an exchange agreement dated March, 28, 2006 (see note 9). Mr. Schutté also advanced $15,000 to cover additional expenses during that period.

6. Cash Advances Officer:

Anthony Merante, the Company's Chairman, President and CEO, makes cash advances to the Company from time to time to enable it to meet its payment obligations. These advances bear no interest and are payable on demand.

7. Common stock:

The Company did not issue any common stock during the year ended December 31, 2007.

The following common stock issuances were made during the year ended December 31, 2006:

- The Company issued 28,000 shares of common stock for services. The shares were issued to officers of the Company, valued at $35,000, or $1.25 per share, on February 17, 2006, the closing trading price on the date of issuance.

- The Company issued 9,032 shares of common stock for merchandise purchased. These shares were issued to a vendor, valued at $11,271, or $1.25 per share, on February 17, 2006 the closing trading price on the date of issuance.

- In payment of fees to Company Board members and Corporate secretary, the Company issued 64,000 shares of common stock. The shares were issued to the directors and corporate secretary, valued at $80,000, or 1.25 per share, on February 17, 2006 the closing trading price on the date of issuance.

- In payment of fees to consultants, the Company issued 30,000 shares of common stock. The shares were issued to the consultants, valued at $37,500, or $1.25 per share, on February 17, 2006 the closing trading price on the date of issuance.

- In payment of salaries to employees, the Company issued 12,400 shares of common stock. The shares were issued to the employees, valued at $15,500, or $1.25 per share, on February 17, 2006 the closing trading price on the date of issuance.

The issuance of the common stock was exempt from registration pursuant to Section 4(2) of the Securities Act of 1933, as amended.

8. Income taxes:

The Company accounts for income taxes in accordance with Statement of Financial Accounting Standards ("SFAS No. 109") "Accounting for Income Taxes", which requires an asset and liability approach to financial accounting and reporting for income taxes. Deferred income tax assets and liabilities are computed annually for differences between the financial statement and income tax basis of assets and liabilities that will result in taxable or deductible amounts in the future based on enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income.

The Company had a net loss of $154,406 during the year ended December 31, 2007 and had no Federal or State income tax obligations. The Company had no significant deferred tax effects resulting from the temporary differences that give rise to deferred tax assets and deferred tax liabilities for the year ended December 31, 2007 other than net operating losses.

Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized. Income tax expense is the tax payable or refundable for the period, plus or minus the change during the period in deferred tax assets and liabilities. There was no cumulative effect of adoption or current effect in continuing operations mainly because the Company has accumulated a net operating loss carryforward of approximately $6,000,000. The Company has made no provision for a deferred tax asset nor for increase in such due to a valuation allowance has been provided which is equal to the deferred tax asset. It cannot be determined at this time that a deferred tax asset is more likely that not to be realized.

The Company's loss carryforward of approximately $6,000,000 may be offset against future taxable income. The carryforward losses expire at the end of the years 2017 through 2027

The utilization of the above loss carryforwards, for federal income tax purposes, may be subject to limitation resulting from changes in ownership.

9. Common stock options:

The Board of Directors has full authority and discretion to determine the eligible participants to be granted stock options, the exercise option price, the date of issuance and the date of expiration. There were 0 options granted during the calendar years 2007 and 2006.

Information relating to stock option activity is as follows:

	Shares Underlying Options	Weighted Average Exercise Price
Outstanding at December 31, 2005	$ 143,432	$ 2.22
Cancelled	(143,142)	(2.22)
Outstanding at December 31, 2006	-	-
Granted	-	-
Outstanding at December 31, 2007	-	-
Options exercisable at December 31, 2006	-	-
Options exercisable at December 31, 2007	-	-

10. Exchange Agreement:

On March 28, 2006, the Company entered into an exchange agreement with Ronald L. Schutté its former Chairman and CEO whereby the Company exchanged $1,145,315 in assets in exchange for $1,145,315 of the $1,945,315 liabilities of the company which included some of the debt due to Mr. Schutté. The balance of the Company's $800,000 obligation to Mr. Schutté will be extinguished upon the Company raising additional capital. Mr. Schutté also assumed the balance of the building lease and various equipment leases. The Company also entered into an exclusive licensing agreement with Mr. Schutté and a company owned by Mr. Schutté whereby, the Company receives one percent of sales as a royalty for use of the Company's trademarks. Mr. Schutté also acquired the stock of the Company's J.M. Specialty, Inc. subsidiary. Licensing fees were $15,787 and $13,084 for 2007 and 2006 respectively.

11. Discontinued Operations:

The Company's Exchange Agreement has been accounted for under the requirements of paragraph 30 of Statements of Financial Accounting Standards 144 "Accounting for the Impairment or Disposal of Long-Lived Assets."

ITEM 8. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

None.

ITEM 8A. CONTROLS AND PROCEDURES

EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES.

As of December 31, 2007, we carried out an evaluation of the effectiveness of the design and operation of our “disclosure controls and procedures” (as defined in the Exchange Act Rules 13a-15(e) and 15d-15(e)) under the supervision and with the participation of our management, including Anthony J. Merante, our Chief Executive Officer and Chief Financial Officer. Based upon that evaluation, Mr. Merante concluded that our disclosure controls and procedures are effective. There were no significant changes in our disclosure controls and procedures that have materially affected or are reasonably likely to materially affect our internal controls over financial reporting during the year ended December 31, 2007.

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act are recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in our reports filed under the Exchange Act is accumulated and communicated to management to allow timely decisions regarding required disclosure.

CHANGES IN INTERNAL CONTROLS

There have not been any changes in the issuer’s internal control over financial reporting identified in connection with the evaluation required by paragraph (d) of Rule 13a-15 or Rule 15d-15 under the Exchange Act that occurred during the issuer’s last fiscal year that has materially affected, or is reasonable likely to materially affect, the issuer’s internal control over financial reporting.

LIMITATIONS ON THE EFFECTIVENESS OF CONTROLS.

A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, control may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost effective control system, misstatements due to error or fraud may occur and not be detected. The Company conducts periodic evaluations of its internal controls to enhance, where necessary, its procedures and controls.

CONCLUSIONS.

Based on this evaluation, the CEO/CFO concluded that the issuer’s disclosure, controls and procedures are effective to ensure that information required to be disclosed in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities Exchange Commission rules and forms.

MANAGEMENT'S ANNUAL REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934. Our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States and include those policies and procedures that:

- Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets;

- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States;

- Provide reasonable assurance that our receipts and expenditures are being made only in accordance with authorization of our management and directors; and

- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of our assets that could have a material effect on the financial statements.

Because of its inherent limitations, such as resource constraints, human error, lack of knowledge or awareness and the possibility of intentional circumvention of these controls, internal control over financial reporting may not prevent or detect misstatements. Furthermore, the design of any control system is based, in part, upon assumptions about the likelihood of future events, which assumptions may ultimately prove to be incorrect. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

Our management assessed the effectiveness of its internal control over financial reporting as of December 31, 2007. In making this assessment, management used the criteria established in *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on its assessment, management has concluded that the Company's internal control over financial reporting was effective as of December 31, 2007.

This Annual Report on Form 10-KSB does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's registered public accounting firm pursuant to temporary rules of the SEC that permit the Company to provide only management's report in this Annual Report on Form 10-KSB .

Date: April 14, 2008

/s/ Anthony J. Merante

Anthony J. Merante
President, Chief Executive Officer
and Chief Financial Officer

ITEM 8B. OTHER INFORMATION

None.

PART III

ITEM 9. DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS, CONTROL PERSONS, AND CORPORATE GOVERNANCE: COMPLIANCE WITH SECTION 16(a) OF THE EXCHANGE ACT

Information Concerning the Board of Directors and Executive Officers

The following table sets forth certain information concerning the Board of Directors, persons nominated to be elected as directors and executive officers of the Company:

Name of Director or Executive Officer, Age and Position Held with Company	Principal Occupation For Previous Five Years	Date of Initial Election as Director
Anthony J. Merante, 47 Chairman, President, Chief Financial Officer, Chief Executive Officer, and Corporate Secretary	Certified Public Accountant Chief Financial Officer	January 2003
Carmelo Foti, 55 Director	VP & Manager Credit & Marketing National Bank Of Egypt, NY Branch	January 2003
Liborio Borsellino, 52 Director	Partner, RBC and Associates	August 2004
David Rabe, 46 Director	President, Interpro Systems, Inc.	August 2004
Donald O'Toole, 56 Director	Senior Vice-president, Petry TV, Inc.	August 2005

All directors hold office until the next annual meeting of shareholders and until their successors are elected and qualified.

Officers are appointed by the Board of Directors and serve at the discretion of the Board.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934 requires the Company's officers and directors, and persons who own more than ten percent (10%) of a registered class of the Company's equity securities to file reports of ownership and changes in ownership with the Securities and Exchange Commission ("SEC"). Officers, directors and greater than ten percent stockholders are required by SEC regulations to furnish the Company with copies of all Section 16(a) forms they file.

To the best of the Company's knowledge, based solely on review of the copies of such forms furnished to the Company, we do not believe that any of our officers, directors are greater than ten percent stockholders had any delinquent filings pursuant to section 16(a) of the Securities Exchange Act in 2007.

Audit Committee

We have not designated an audit committee of the board of directors since there are no complicated accounting or auditing issues.

Code of Ethics

We have not adopted a code of ethics that applies to our principal executive officer, principal financial officer, principal accounting officer, controller or persons performing similar functions. As Anthony J. Merante is our President, Chief Executive Officer and Chief Financial Officer, we did not believe that a formal written Code of Ethics was necessary to regulate his conduct.

ITEM 10. EXECUTIVE COMPENSATION

Executive Compensation

The following Summary Compensation Table sets forth all compensation earned, in all capacities, during the fiscal years ended December 31, 2007 and 2006 by each of the executive officers (the "Named Executive Officers").

SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Salary ($)	Option Awards ($)	Other Compensation	Total
Anthony J. Merante	2006	$ 10,000 (1)	$ 0	$ 11,250 (2)	$ 21,250
President, Chief Executive Officer and Chief Financial Officer	2007	0	0	0	0
Ron Schutté	2006	$ 25,000 (3)	$ 0	$ 11,250 (4)	$ 36,250
Chief Executive Officer					

(1) In 2006, Mr. Merante received 8,000 shares of common stock in payment for his service as our only executive officer. These shares were valued at $1.25 per share, which was the last quotation price of our common stock on the Over The Counter Bulletin Board on February 17, 2006.

(2) On February 17, 2006, 9,000 options held by Mr. Merante were cancelled. On December 31, 2007 and 2006, Mr. Merante did not have any equity awards outstanding. On February 17, 2006, we also granted 9,000 shares of our common stock to Mr. Merante as compensation for his service as a director. This stock issuance resulted in noncash compensation expense to Mr. Merante of $11,250.

(3) Mr. Schutté served as chairman of our board of directors and as our chief executive officer until March 28, 2006. In 2006, Mr. Schutté received 20,000 shares of common stock in payment for his service as our executive officer. These shares were valued at $1.25 per share, which was the last quotation price of our common stock on the Over The Counter Bulletin Board on February 17, 2006.

(4) On February 17, 2006, 9,000 options held by Mr. Schutté were cancelled. On December 31, 2006, Mr. Schutté did not have any equity awards outstanding. On February 17, 2006, we also granted 9,000 shares of our common stock to Mr. Schutté for compensation for his service as a director. This stock issuance resulted in noncash compensation expense to Mr. Schutté of $11,250.

Option Grants in Fiscal 2007

We did not grant any options to any of our Named Executive Officers during the year ended December 31, 2007.

Option Exercises in Last Fiscal Year and Fiscal Year End Option Values

The following table sets forth certain information with respect to aggregate option exercises by the Named Executive Officers in the fiscal years ended December 31, 2007 and 2006 and with respect to the unexercised options held by the Named Executive Officers as of December 31, 2007 and 2006.

	Shares Acquired on	Value	Number of Securities Underlying Unexercised Options at Fiscal Year End (#)		Value of Unexercised In-The-Money Options at Fiscal Year End ($) (1)	
Name	**Exercise (#)**	**Realized ($)**	**Exercisable**	**Unexercisable**	**Exercisable**	**Unexercisable**
2007						
Anthony Merante	0	0	0	0	0	0
2006						
Anthony Merante	0	0	0	0	0	0
Ronald Schutté	0	0	0	0	0	0

Compensation of Directors

Our directors receive a fee of $1,000 for attending each meeting of the Board of Directors or a committee thereof. In addition, all directors are reimbursed for their reasonable out-of-pocket expenses incurred in connection with attending such meetings. There was one meeting of the board of directors in 2006 for which the fee was waived. There were no meetings in 2007.

Name	Fees Earned Or Paid in Cash	Stock Awards	Total
2007			
Anthony J. Merante	$ 0.00	$ 0.00	$ 0.00
Carmelo Foti	$ 0.00	$ 0.00	$ 0.00
Liberio Borsellino	$ 0.00	$ 0.00	$ 0.00
David Rabe	$ 0.00	$ 0.00	$ 0.00
Donald O' Toole	$ 0.00	$ 0.00	$ 0.00
2006			
Anthony J. Merante	$ 0.00	$ 11,250(1)	$ 11,250
Carmelo Foti	$ 0.00	$ 11,250(1)	$ 11,250
Liberio Borsellino	$ 0.00	$ 11,250(1)	$ 11,250
David Rabe	$ 0.00	$ 11,250(1)	$ 11,250
Donald O' Toole	$ 0.00	$ 11,250(1)	$ 11,250

(1) On February 17, 2006, 9,000 options held by each director were cancelled. On December 31, 2007 and 2006, each director had zero option awards outstanding. On February 17, 2006, we granted each of our directors 9,000 shares of our common stock. These stock grants resulted in noncash compensation expenses of $11,250 to each of our directors, which was calculated using a value of $1.25 per share, which was the last quotation price of our common stock on the Over The Counter Bulletin Board on February 17, 2006.

On December 31, 2007, each of our directors held the following number of shares of our common stock that were received as stock awards during their respective tenures as directors:

Name	Number of Shares
Anthony J. Merante	12,739
Carmelo Foti	12,739
Liberio Borsellino	11,024
David Rabe	11,024
Donald O' Toole	9,381

Employment Contracts, Termination of Employment and Change in Control Arrangements

We do not have any employment contracts or change in control arrangements with our named executive officer.

ITEM 11. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Securities Authorized for Issuance Under Equity Compensation Plans

The 2004 Stock Incentive Plan authorizes the issuance of up to 3,000,000 shares of common stock none of which are presently issued and outstanding. The 2004 Stock incentive Plan was approved by our shareholders.

Owners of our Common Stock

The following table sets forth, as of march 31, 2008, certain information with respect to beneficial ownership of our common stock as of March 31, 2008 by:

- each person known to us to be the beneficial owner of more than 5% of our common stock;
- each of our directors;
- each of our executive officers; and
- all of our executive officers and directors as a group.

Name and Address	Title	Amount and Nature of Beneficial Ownership	Percent of Class(1)
Anthony J. Merante c/o 20 Passaic Ave Fairfield, NJ 07004	Executive Officer, Director and Beneficial Owner	59,854 (2)	8.7%
Liberio Borsellino c/o 20 Passaic Ave Fairfield, NJ 07004	Director	11,024	1.6%
Carmelo L. Foti c/o 20 Passaic Ave Fairfield, NJ 07004	Director	12,739	1.9%
David Rabe c/o 20 Passaic Ave Fairfield, NJ 07004	Director	11,024	1.6%
Donald O'Toole c/o 20 Passaic Ave Fairfield, NJ 07004	Director	9,381	1.4%
Ronald L. Schutté c/o 20 Passaic Ave Fairfield, NJ 07004	Beneficial Owner	125,369 (3)	18.3%
Wachovia Corporation c/o 20 Passaic Ave Fairfield, NJ 07004	Beneficial Owner	34,680	5.1%
Directors and Named Executive Officers as a Group (5 persons)		104,022	15.2%

(1) Beneficial ownership has been determined in accordance with Rule 13d-3 under the Securities Exchange Act of 1934. Unless otherwise noted, we believe that all persons named in the table have sole voting and investment power with respect to all shares of common stock beneficially owned by them.

(2) Does not include 56,000 shares owned by two individuals Charles Brofman and James Bruchetta over which Mr. Merante holds voting rights pursuant to a website development agreement by and between us and the two individuals dated March 1, 2005.

(3) Includes 2,400 shares which Mr. Schutté owns jointly with his wife.

ITEM 12. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Exchange of Assets

On March 28, 2006, the Company entered into an exchange agreement with Ronald L. Schutté its former Chairman and CEO whereby the Company exchanged certain assets in exchange for a majority of liabilities of the company and a portion of the secured debt due to Mr. Schutté. The balance of the Company's obligation to Mr. Schutté will be extinguished upon the Company raising additional capital. The Company also entered into an exclusive licensing agreement with Mr. Schutté and a company owned by Mr. Schutté whereby, the Company receives one percent of sales as a royalty for use of the Company's trademarks. Mr. Schutté also acquired the stock of the Company's J.M. Specialty, Inc. subsidiary.

ITEM 13. EXHIBITS

The following Exhibits are filed as part of this report.

Exhibit Number	Description
2.1	Purchase and Sale Agreement, dated June 2, 1995, by and among the Company, Greenberg Dessert Associates Limited Partnership, SMG Baking Enterprises, Inc. and its limited partners. Incorporated by reference to the Company's Registration Statement on Form SB-2 Registration Number 33-96094.
2.2	Stock Purchase Agreement, dated as of January 17, 1997, by and between the Company and Philip Grabow, without exhibits. Incorporated by reference to Schedule 13-D filed by Philip Grabow on SEC File Number 005-48185.
3.1	Restated Certificate of Incorporation. Incorporated by reference to the Company's Registration Statement on Form SB-2 Registration Number 33-96094.
3.2	Amended and Restated By-laws. Incorporated by reference to the Company's Registration Statement on Form SB-2 Registration Number 33-96094.
3.3.	Amendment to Certificate of Incorporation Incorporated by reference to the Company's Current Report on Form 8-K, dated February 23, 2005.
3.4.	Amendment to Certificate of Incorporation Incorporated by reference to the Company's Current Report on Form 8-K, dated March 22, 2006.
4.1	Form of certificate for shares of Common Stock. Incorporated by reference to the Company's Registration Statement on Form SB-2 Registration Number 33-96094.
4.2	Form of Representatives Warrant. Incorporated by reference to the Company's Registration Statement on Form SB-2 Registration Number 33-96094.
10.1	Modification agreement between the Company and Ronald L. Schutté dated April 30, 2005. Incorporated by reference to the Company’s Current Report on Form 8-K dated May 5, 2005.
10.2	Modification agreement between the Company and Ronald L. Schutté dated May 20, 2005. Incorporated by reference to the Company’s Current Report on Form 8-K dated May 26, 2005.
10.3	Modification agreement between the Company and Ronald L. Schutté dated June 17, 2005. Incorporated by reference to the Company’s Current Report on Form 8-K dated June 23, 2005.
10.4	Modification agreement between the Company and Ronald L. Schutté dated July 31, 2005. Incorporated by reference to the Company’s Current Report on Form 8-K dated August 4, 2005.
10.5	Factoring Agreement between the Company and Rockland Credit Finance LLC, dated August 26, 2005. Incorporated by reference to the Company’s Current Report on Form 8-K dated September 1, 2005.
10.6	Financing Agreement between the Company and Rockland Credit Finance LLC, dated August 26, 2005. Incorporated by reference to the Company’s Current Report on Form 8-K dated September 1, 2005.

10.7	Modification agreement between the Company and Ronald L. Schutté dated November 30, 2005. Incorporated by reference to the Company's Current Report on Form 8-K dated December 7, 2005.
10.8	Note dated January, 31 2006 between the Company and Ronald L. Schutté. Incorporated by reference to the Company's Current Report on Form 8-K dated February 3, 2006.
10.9	Note dated January, 31 2006 between the Company and Anthony J. Merante. Incorporated by reference to the Company's Current Report on Form 8-K dated February 3, 2006.
10.10	Amendment to Articles of Incorporation to implement the reverse stock split of the outstanding shares of the Company's common stock at a ratio of 1:25. Incorporated by reference to the Company's Current Report on Form 8-K dated March 22, 2006.
10.11	Departure of Director and principal officer Ronald L. Schutté; election of director and appointment of principal officer Anthony J. Merante. Incorporated by reference to the Company's Current Report on Form 8-K dated March 29, 2006.
10.12	Asset Exchange Agreement, tenant's lease assignment, and exclusive licensing agreement with the Company's former Chairman, Chief Executive Officer, and President Ronald L. Schutté. Incorporated by reference to the Company's Current Report on Form 8-K dated March 31, 2006.
*21.1	Subsidiaries of Brooklyn Cheesecake & Desserts Company, Inc.
*31.1	Certification dated April 14, 2008 pursuant to Exchange Act Rule 13a-14(a) or 15d-14(a) of the Principal Executive Officer and Principal Financial Officer as adopted pursuant to Section 302 of the Sarbanes Oxley-Act of 2002 by Anthony J. Merante, President, Chief Executive Officer, and Chief Financial Officer.
*32.1	Certification dated April 14, 2008 pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 made by Anthony J. Merante, President, Chief Executive Officer, and Chief Financial Officer.

* Filed Herewith.

ITEM 14. PRINCIPAL ACCOUNTANT’S FEES AND SERVICES

The following table shows the fees that we paid or accrued for the audit and other services provided by Sherb and Co., LLP our present Accountants during 2007 and 2006.

	Fiscal 2007	Fiscal 2006
Audit Fees	$ 15,500	$ 15,000
Audit-Related Fees	1,000	0
Tax Fees	0	0
All Other Fees	0	0
Total	$ 16,500	$ 15,000

Audit Fees — This category includes the audit of our annual financial statements, review of financial statements included in our Form 10-QSB Quarterly Reports and services that are normally provided by the independent auditors in connection with engagements for those fiscal years. This category also includes advice on audit and accounting matters that arose during, or as a result of, the audit or the review of interim financial statements.

Audit-Related Fees — This category consists of assurance and related services by the independent auditors that are reasonably related to the performance of the audit or review of our financial statements and are not reported above under “Audit Fees.” The services for the fees disclosed under this category include consultation regarding our correspondence with the SEC and other accounting consulting.

Tax Fees — This category consists of professional services rendered by our independent auditors for tax compliance and tax advice. The services for the fees disclosed under this category include tax return preparation and technical tax advice.

All Other Fees — This category consists of fees for other miscellaneous items.

Our Board of Directors has adopted a procedure for pre-approval of all fees charged by our independent auditors. Under the procedure, the Board approves the engagement letter with respect to audit, tax and review services. Other fees are subject to pre-approval by the Board, or, in the period between meetings, by a designated member of Board. Any such approval by the designated member is disclosed to the entire Board at the next meeting. The audit and tax fees paid to the auditors with respect to fiscal years 2007 and 2006 were pre-approved by the entire Board of Directors.

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

BROOKLYN CHEESECAKE & DESSERTS COMPANY, INC.

By: /s/ Anthony J. Merante

Chairman, President, Chief Financial Officer and Chief Executive Officer
April 14, 2008

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signatures	Title
/s/ Anthony J. Merante Anthony J. Merante April 14, 2008	President, Chief Executive Officer and Chief Financial Officer
/s/ Carmelo Foti Carmelo Foti April 14, 2008	Director
/s/Liborio Borsellino Liborio Borsellino April 14, 2008	Director
/s/David Rabe David Rabe April 14, 2008	Director
/s/Donald O'Toole Donald O'Toole April 14, 2008	Director

EXHIBIT 21

Subsidiaries of Brooklyn Cheesecake & Desserts Company, Inc.

None.

Exhibit 31.1

**CERTIFICATION PURSUANT TO RULE 13a-14(a)/15d-14(a)
OF THE SECURITIES EXCHANGE ACT OF 1934**

I, Anthony J. Merante, President, Chief Executive Officer and Chief Financial Officer of the Company certify that:

1. I have reviewed this Annual Report on Form 10-KSB for the period ended December 31, 2007 of Brooklyn Cheesecake & Desserts Company, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;

4. The small business issuer's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e))and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the small business issuer and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting.

5. The small business issuer's other certifying officer's and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

Date: April 14, 2008
/s/ Anthony J. Merante

Anthony J. Merante
President, Chief Executive Officer and Chief Financial
Officer

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE
SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report on Form 10-KSB for the period ended December 31, 2007 as filed with the Securities and Exchange Commission by Brooklyn Cheesecake & Desserts Company, Inc. (the “Company”) on the date hereof (the “Report”), I, Anthony J. Merante, President, Chief Executive Officer and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that

(i) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(ii) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 14, 2008

/s/ Anthony J. Merante

Anthony J. Merante
President, Chief Executive Officer and Chief Financial Officer

This certification accompanies the Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by the Company for purposes of Section 18 of the Securities exchange Act of 1934, as amended.

A signed original of this written statement required by Section 906 of the Sarbanes-Oxley Act of 2002 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.