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STAR STRUCK LTD
Form 8-K
October 18, 2002

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) October 16, 2002

Star Struck, Ltd.

(Exact name of registrant as specified in its charter)

| | | |
|--|--------------------------|--------------------------------------|
| Delaware | 1-8912 | 36-1805030 |
| ----- | ----- | ----- |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

| | |
|--|------------|
| 8 F. J. Clarke Circle Bethel, Connecticut | 06801 |
| ----- | ----- |
| (Address of principal executive offices) | (Zip Code) |

Registrant's telephone number, including area code: (203) 778-4925

N/A

(Former name of former address, if changed since last report)

Item 4. Changes in Registrant's Certifying Accountant.

On October 16, 2002, DiSanto Bertoline & Company, P.C. ("DiSanto Bertoline") resigned as the Company's independent public accountants. This resignation results from DiSanto Bertoline's merger with Carlin, Charron & Rosen LLP effective October 16, 2002.

DiSanto Bertoline's reports on the Company's consolidated financial statements for the year ended December 31, 2001 did not contain an adverse opinion or disclaimer of opinion, nor were they qualified or modified as to uncertainty, audit scope or accounting principles.

During the year ended December 31, 2001 and through the date hereof, there were no disagreements with DiSanto Bertoline on any matter of accounting

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principle or practice, financial statement disclosure, or auditing scope or procedure which, if not resolved to DiSanto Bertoline's satisfaction, would have caused them to make reference to the subject matter in connection with their report on the Company's consolidated financial statements for such year; and there were no reportable events as defined in Item 304(a)(1)(v) of Regulation S-K.

The Company provided DiSanto Bertoline with a copy of the foregoing disclosures. Attached as Exhibit A is a copy of DiSanto Bertoline's letter, dated October 16, 2002, stating its agreement with such statements.

Effective October 16, 2002, the Board of Directors, based upon a recommendation of its Audit Committee, retained Carlin, Charron & Rosen LLP ("CCR") as its independent auditors to audit the Company's consolidated financial statements for the year ending December 31, 2002. During the year ended December 31, 2001 and 2000 and through the date hereof, the Company did not consult CCR with respect to the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company's consolidated financial statements, or any other matters or reportable events as set forth in Items 304(a)(2)(i) and (ii) of Regulation S-K.

Item 7. Financial Statements and Exhibits

(c) Exhibits

| | | |
|-----------|--|-----------------------------|
| Exhibit A | Letter from DiSanto Bertoline & Company, P.C to The Securities and Exchange Commission dated October 16, 2002 | Filed with this document |
|-----------|--|-----------------------------|

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 hereunto duly authorized.

October 16, 2002

Star Struck, Ltd.

By: /s/ Kenneth Karlan

Kenneth Karlan
President