SECURITIES AND EXCHANGE COMMISSION

FORM 8-K/A

Current report filing [amend]

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FILER

MINUTE MAN OF AMERICA INC

CIK:**66810**| IRS No.: **710390957** | State of Incorp.:**AR** | Fiscal Year End: **0930**
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SIC: **5812** Eating places

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FORM 8 - K

CURRENT REPORT

Filed Pursuant to Section 13 or 15 (d) of
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported):

October 30, 1996

Minute Man of America, Inc.

(Exact name of registrant as specified in its charter)

Arkansas	0-4289	71-0390957
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification Number)

2129 North 15th Street, Melrose Park, Illinois 60160

(Address of principal executive offices)

Registrant's telephone number, including area code: (708) 681-3660

ITEM 1. Changes in Control of Registrant

On October 15, 1996, the Company in a non-monetary transaction, after a 1 for 4 reverse stock split, exchanged 2,000,000 shares of its stock with the three shareholders of Tone Products, Inc. for their stock in Tone Products.

As a result of this transaction, the following items were also agreed to:

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(a) The Company changed its name to Tone Products, Inc.
(b) The board of directors was expanded to seven members. Tone Products, Inc. is to place six members on the board and one current board member will remain on the board.

<TABLE>
<CAPTION>

Security Ownership of Certain Beneficial Owners

Title of Class	Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
<S>	<C>	<C>	<C>
Common stock	Timothy Evon 2129 North 15th Street Melrose Park, Illinois 60160	666,667 shares	23.5%
Common stock	Thomas Evon 2129 North 15th Street Melrose Park, Illinois 60160	666,667 shares	23.5%
Common stock	Michael Evon 2129 North 15th Street Melrose Park, Illinois 60160	666,666 shares	23.5%
		2,000,000 shares	70.5%

</TABLE>

ITEM 2. Acquisition of Assets

On October 15, 1996, the Company acquired, in a non-monetary transaction, Tone Products, Inc. in exchange for 2,000,000 shares of the Company. This transaction will be accounted for as a purchase transaction. Tone Products, Inc. has locations in Melrose Park, Illinois and Las Vegas, Nevada. They manufacture and distribute food products consisting primarily of juices, sauces and snack foods.

The purchase price of Tone Products, Inc. consisted of the following:

Value of 2,000,000 shares issued to shareholders of Tone	$4,000,000

The purchase price of Tone Products, Inc. is the fair market value of the Company stock issued to acquire Tone Products, Inc.

ITEM 7. Financial Statements, Pro Forma Financial Information, and Exhibits

(a) Financial Statements of business acquired.

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TONE PRODUCTS, INC.
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

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REPORT OF INDEPENDENT AUDITORS

To the Board of Directors
Tone Products, Inc.
Melrose Park, Illinois

We have audited the accompanying consolidated balance sheets of Tone Products, Inc. and its wholly owned subsidiary as of September 30, 1996 and December 31, 1995 and the related consolidated statements of income, stockholders' equity and cash flows for each of the nine month and one year periods ended September 30, 1996 and December 31, 1995. 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 generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Tone Products, Inc. and its wholly owned subsidiary as of September 30, 1996 and December 31, 1995, and the consolidated results of their operations and their cash flows for each of the nine month and one year periods ended September 30, 1996 and December 31, 1995, respectively, in conformity with generally accepted accounting principles.

/s/ Kelly & Company
Kelly & Company
Newport Beach, California
December 5, 1996

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<TABLE>

TONE PRODUCTS, INC.

CONSOLIDATED BALANCE SHEETS
September 30, 1996 and December 31, 1995

Assets

<CAPTION>

<S>	<C> September 30, 1996	<C> December 31, 1995
Current assets:		
Cash and equivalents	$155,746	$118,411
Accounts receivable	939,332	432,031
Inventory	1,113,177	665,507
Prepaid expenses	6,685	17,629
Deferred tax asset	5,230	4,913
Total current assets	2,220,170	1,238,491
Property, plant and equipment, net	1,464,724	1,924,708
Goodwill	432,252	-
Total assets	$4,117,146	$3,163,199

Liabilities and Shareholders' Equity

Current liabilities:		
Accounts payable	$853,196	$730,655
Line of credit payable	610,927	-
Notes payable to bank, current portion	224,007	38,603
Advances from shareholders	-	26,913
Income taxes payable	28,224	64,378
Total liabilities	1,716,354	860,549
Notes payable to bank, long term	14,269	249,988
Note payable to related party	-	625,000
Deferred tax liability	67,882	146,539
Total liabilities	1,798,505	1,882,076
Commitments and contingencies		
Shareholders' equity:		
Common stock ($100 par value; 3,000 shares authorized, 600 shares issued and outstanding)	40,000	40,000

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Paid-in capital	10,568	70,127
Stock subscription proceeds	1,038,000	-
Retained earnings	1,230,073	1,170,996
Total shareholders' equity	2,318,641	1,281,123
Total liabilities and shareholders' equity	$4,117,146	$3,163,199

<FN>
The accompanying notes are an integral part of the consolidated financial statements.

</TABLE>

<TABLE>

TONE PRODUCTS, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
For the Nine Months Ended September 30, 1996 and
The Year Ended December 31, 1995

<CAPTION>

<S>	<C> September 30, 1996	<C> December 31, 1995
Net sales	$6,245,918	$5,858,032
Cost of sales	4,590,317	4,053,088
Gross profit	1,655,601	1,804,944
Operating costs and expenses:		
Wages and salaries	487,198	594,718
Selling and promotion	297,844	192,029
Insurance	99,030	105,777
Occupancy costs	226,012	177,058
Depreciation and amortization	175,766	199,752
Other operating expenses	175,027	114,092
Total operating costs and expenses	1,460,877	1,383,426
Income from operations	194,724	421,518
Other income (expense):		
Interest expense, net of interest income	(62,536)	(89,615)
Other income	2,139	-
	(60,397)	(89,615)
Income before provision for income	134,327	331,903
Provision for income taxes	75,250	87,840
Net income	$59,077	$244,063

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<FN>
The accompanying notes are an integral part of the consolidated financial statements.

</TABLE>

<TABLE>

TONE PRODUCTS, INC.

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
For the Nine Months Ended September 30, 1996 and
The Year Ended December 31, 1995

<CAPTION>

<S>	Common Shares <C>	Common Stock <C>	Paid-in Capital <C>
Balance, December 31, 1994	600	$40,000	$70,127
Net income	-	-	-
Balance, December 31, 1995	600	40,000	70,127
Distribution of building to shareholders	-	-	(59,559)
Subscription of stock	-	-	-
Net income	-	-	-
Balance, September 30, 1996	600	$40,000	$10,568

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</TABLE>

<TABLE>

TONE PRODUCTS, INC.

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
For the Nine Months Ended September 30, 1996 and
The Year Ended December 31, 1995

Continued

<CAPTION>

	Stock Subscription Proceeds	Retained Earnings	Total
<S>	<C>	<C>	<C>
Balance, December 31, 1994	-	$926,933	$1,037,060
Net income	-	244,063	244,063
Balance, December 31, 1995	-	1,170,996	1,281,123
Distribution of building to shareholders	-	-	(59,559)
Subscription of stock	$1,038,000	-	1,038,000
Net income	-	59,077	59,077
Balance, September 30, 1996	$1,038,000	$1,230,073	$2,318,641

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<FN>
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</TABLE>

<TABLE>

TONE PRODUCTS, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS
For the Nine Months Ended September 30, 1996 and
The Year Ended December 31, 1995

<CAPTION>

<S>	1996 <C>	1995 <C>
Cash flows from operating activities		
Net income	$59,077	$244,063
Adjustments to reconcile income (loss) to net cash provided by operating activities:		
Depreciation and amortization	175,766	199,752
Decrease (increase) in assets:		
Accounts receivable	(382,936)	111,998
Inventory	(228,271)	(365,643)
Prepaid expenses	16,601	5,548
Deferred tax asset	(317)	(4,913)
Other assets	-	60,838
Increase (decrease) in liabilities:		
Line of credit payable	610,927	-
Accounts payable	53,330	(299,998)
Advances to shareholders	(26,913)	26,913
Income taxes payable	(36,154)	59,524
Deferred tax liabilities	(78,657)	76,266
Cash provided by operating activities	162,453	114,348
Cash flows provided by (used in) investing activities:		

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Purchases of property and equipment	(92,549)	(293,934)
Acquisition of subsidiary	(770,254)	-
Cash (used in) investing activities	(862,803)	(293,934)
Cash flows provided by (used in) financing activities:		
Principle payments of debt	(271,756)	(64,785)
Proceeds from notes payable	221,441	135,177
Subscription of common stock	788,000	-
Cash provided by financing activities	737,685	70,392
Net increase (decrease) in cash	37,335	(109,194)
Cash at beginning of period	118,411	227,605
Cash at end of period	$155,746	$118,411

<FN>
The accompanying notes are an integral part of the consolidated financial statements.

</TABLE>

<TABLE>
TONE PRODUCTS, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS
For the Nine Months Ended September 30, 1996 and
The Year Ended December 31, 1995

Supplemental Disclosure of Cash Flow Information
<CAPTION>

<S>	1996 <C>	1995 <C>
Interest	$64,983	$90,513
Income taxes	$33,064	$27,213

</TABLE>

<TABLE>
Supplemental Schedule of Non-Cash Investing and Financing Activities

<S>	<C>
Distribution of building to shareholder	
Equity distributed	$59,559
Liability satisfied	$625,000
Net book value of assets distributed	$(684,559)

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Acquisition of subsidiary (non-cash portion):	
Assets acquired	300,000
Liabilities incurred	(50,000)
Stock subscription proceeds	(250,000)

<FN>
The accompanying notes are an integral part of the consolidated financial statements.

</TABLE>

TONE PRODUCTS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

Basis of Presentation

The consolidated financial statements include the accounts of Tone Products, Inc. and its wholly owned subsidiary, Fun City Popcorn, Inc. All significant intercompany transactions have been eliminated.

Operations

Tone Products, Inc. (the "Company") is engaged in the purchase, manufacture, and

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wholesale distribution of food products in the beverage, snack, syrup, condiments, and sauce categories.

On May 31, 1996, the Company acquired Fun City Popcorn, Inc. ("Fun City") (Note 14). Fun City produces and sells a snack food product line that is complimentary to the Company's other product lines.

Recognition of Revenue

Revenues are recognized when the Company's products are shipped.

Cash and Equivalents

The Company classifies all highly liquid investments with maturities of three months or less as cash equivalents.

Inventory

Inventories are stated at the lower of cost or market. Cost is determined on a first-in, first-out basis. The Company regularly monitors inventory for excess or obsolete items and makes any valuation corrections when such adjustments are needed.

1. Summary of Significant Accounting Policies, Continued

Property, Plant, and Equipment

Property, plant, and equipment are recorded at cost and are depreciated using the straight-line method over the expected useful lives noted below. Expenditures for normal maintenance and repairs are charged to income, and significant improvements are capitalized. The cost and related accumulated depreciation of assets are removed from the accounts upon retirement or other disposition, and resulting profit or loss is reflected in the statement of operations.

	Estimated Useful Life
Building	39 years

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Building improvements	39 years
Leasehold improvements	39 years
Machinery and equipment	7 years
Furniture and fixtures	5 - 7 years
Vehicles	5 - 7 years

Goodwill

Goodwill is being amortized over fifteen years using the straight line method. The Company periodically reviews the value of its goodwill to determine if an impairment has occurred. The Company measures the potential impairment of recorded goodwill by the undiscounted value of expected future operating cash flows in relation to its net capital investment in the subsidiary.

Income Taxes

The Company accounts for deferred income taxes using the liability method in accordance with Statement of Financial Accounting Standards No. 109 "Accounting for Income Taxes." Deferred income taxes are computed based on the tax liability or benefit in future years of the reversal of temporary differences in the recognition of income or deduction of expenses between financial and tax reporting purposes. The net difference between tax expense and taxes currently payable is reflected in the balance sheet as deferred income taxes. Deferred tax assets and/or liabilities are classified as current and noncurrent based on the classification of the related asset or liability for financial reporting purposes, or based on the expected reversal date for deferred taxes that are not related to an asset or liability. The Company files a consolidated federal income tax return and reports results from operations on a unitary basis for state income tax purposes.

Disclosures About Fair Value of Financial Investments

The Company accounts for the value of financial instruments using the fair value method as described in Statement of Financial Standards No. 107 (SFAS 107) "Disclosures about Fair Value of Financial Instruments."

Advertising Costs

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Advertising costs are expensed as they are incurred. Advertising expense was $32,594 and $3,926 for the nine month and one year periods ended September 30, 1996 and December 31, 1995, respectively.

Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

2. Accounts Receivable

Accounts receivable consists of the following:

	1996	1995
Trade accounts receivable	$909,332	$422,444
Due from related party	30,000	9,587
	$939,332	$432,031

During the nine month and one year periods ended September 30, 1996 and December 31, 1995, respectively, the Company wrote off $46,364 and $14,614, in uncollectible accounts receivable.

3. Inventory

Inventory consists of the following:

	1996	1995
Raw materials	$782,623	$492,582
Finished goods	330,554	172,925
	$1,113,177	$665,507

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4. Property, Plant, and Equipment

Property, plant, and equipment consist of the following:

	1996	1995
Building	-	$724,467
Building improvements	-	281,734
Leasehold improvements	$369,890	310,044
Machinery and equipment	2,261,941	1,477,190
Furniture and fixtures	95,178	60,631
Vehicles	271,464	213,103
	2,998,473	3,067,169
Less: accumulated depreciation	(1,533,749)	(1,222,461)
	1,464,724	1,844,708
Land	-	80,000
	$1,464,724	$1,924,708

5. Bank Line of Credit

The Company has a line of credit with a bank that was rewritten on September 3, 1996. The promissory note bears interest at the bank's base borrowing rate plus three quarters of a point (9.00% at September 30, 1996). The term of the financing agreement allows the Company to borrow up to $700,000, and is secured by the Company's assets. At September 30, 1996, there was a balance of $610,927 on the line of credit. Accrued interest payable is due monthly and the outstanding loan balance is payable on January 30, 1997. Management is currently negotiating an extension of this line.

6. Notes Payable to Bank

Notes payable to bank consist of the following:

	1996	1995
Note payable to a bank, secured by the Company's assets, payable in twelve monthly principal installments of $3,690 plus accrued interest, with a balloon principal and interest payment of $178,489 due on April 30, 1997. Interest is calculated at the bank's base borrowing rate plus three-quarters of a point (9.00% at September 30, 1996).	$199,289	$228,821

Notes payable to a bank consists of four separate promissory notes, secured by Company vehicles.

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The notes payable call for monthly installments of principal and interest of $2,301 for terms which do not exceed three years. At September 30, 1996, the promissory notes bear interest rates between 8.25% and 9.75%

	38,987	59,770
Total notes payable	238,276	288,591
Less: current maturities	(224,007)	(38,603)
Long term portion of notes payable	$14,269	$249,988

Maturities of notes payable to bank for the years ending September 30:

1997	$224,007
1998	12,388
1999	1,881

7. Income Tax

The components of the provision for income taxes are as follows:

	1996	1995
Current expense:		
Federal	$48,292	$73,785
State	12,656	14,450
	60,948	88,235
Deferred expense (benefit):		
Federal	11,775	(958)
State	2,527	563
	14,302	(395)
	$75,250	$87,840

7. Income Tax, Continued

Significant components of the Company's deferred income tax assets and liabilities at September 30, 1996 and December 31, 1995, are as follows:

	1996	1995
Deferred income tax asset:		
State	$8,584	$14,283
Other	986	-
Total deferred income tax asset	9,570	14,283

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Valuation allowance	-	-
Net deferred income tax asset	9,570	14,283
Deferred income tax liability:		
Depreciation	72,222	155,909
Total deferred income tax liability	72,222	155,909
Net deferred income tax liability	$62,652	$141,626

Income tax expense differs from the expected federal income tax expense due primarily to state taxes and permanent timing differences resulting from the acquisition of its subsidiary.

8. Commitments

The Company has operating leases for certain of its facilities. Future minimum lease payments at September 30, 1996, are as follows:

	Total	Due to Related Parties
1997	$266,891	$251,771
1998	91,875	91,875
Total future minimum lease payments	$358,766	$343,646

Rental expense resulting from operating lease agreements was $172,012 and $104,500 during the nine month and one year periods ended September 30, 1996 and December 31, 1995, respectively.

The Company is the guarantor on a $300,000 promissory note with a bank for the benefit of the shareholders. All terms and conditions of the loan agreement are being met by the shareholders.

9. Concentration of Credit Risk

The Company sells products to private companies, certain governmental entities, and public institutions primarily within a 300-mile radius of their two locations. Credit is extended based on an evaluation of the customer's financial condition.Exposure to losses on accounts receivable is principally dependant on each customer's financial condition. The Company monitors its exposure for credit losses and writes off accounts receivable that it deems are not collectible.

The Company maintains its cash in bank deposit accounts which exceed federally

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insured limits by $55,746 and $18,411 at September 30, 1996 and December 31, 1995, respectively; however, the Company has not experienced any losses in such accounts.

10. Disclosures about Fair Values of Financial Instruments

SFAS No. 107 requires disclosure of the fair value of all financial instruments both on and off the Company's balance sheet. The estimated fair value amounts have been determined by the Company, using available market information and appropriate valuation methodologies. However, considerable judgment is necessarily required in interpreting market data to develop the estimates of fair value. Accordingly, the estimates presented herein are not necessarily indicative of the amounts that the Company could realize in a current market exchange. The use of different market assumptions and/or estimation methodologies may have a material effect on the estimated fair value amounts.

The following methods and assumptions were used by the Company in estimating fair value disclosures for financial statements:

Cash and equivalents, accounts receivable, inventory, prepaids, certain other current assets, accounts payable, line of credit payable, current maturity of long term debt, and certain other current liability amounts are reported in the balance sheet at approximate fair value due to the short term maturities of these instruments.

The fair value of the notes payable is estimated by determining the net present value of future payments. The carrying amount on the balance sheet approximates the fair value as the interest rates approximate current market rates.

The fair value of the note payable to related party is not determinable; however, this debt was transferred along with the related property at February 2, 1996.

The fair value of the off balance sheet debt guarantee approximates the amount of the debt as the interest rate on this debt approximates current market rates.

11. Profit-Sharing Plan

Effective January 1, 1989, the Company amended and restated a noncontributory profit sharing retirement plan covering substantially all employees. Annual employer contributions to the plan are made at the discretion of management. No employer contribution was made for the nine months ended September 30, 1996, and an employer contribution of $30,490 was made for the year ended December 31, 1995.

12. Related Party Transactions

The Company leases from entities owned by its shareholders certain operating

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facilities. For the nine month and one year periods ended September 30, 1996 and December 31, 1995, respectively, the Company paid the entities $161,849 and $104,500 in rent.

On February 2, 1996, the Company made an election to adopt a corporate reorganization (Type A for income tax purposes) and partially liquidated certain assets and the related liability to the Company's shareholders, transferring its real property with a net book value of $684,559 and related mortgage payable of $625,000 into a newly formed corporation. This transaction resulted in no gain or loss to the Company and a shareholders' equity distribution of $59,559 to the shareholders.

During the nine month and one year periods ended September 30, 1996 and December 31, 1995, respectively, the Company had sales of $39,316 and $142,311 to a related corporation. Included in accounts receivable at September 30, 1996 and December 31, 1995, was $30,000 and $9,587, respectively, due from this related corporation.

The Company owed a related party $625,000 at December 31, 1995, that was not evidenced by any formal debt instrument or security agreement. The Company-owed amount bore an interest rate of 9.4% with interest only payments due monthly. Interest expense for the nine month and one year periods ended September 30, 1996 and December 31, 1995, respectively, includes $18,771 and $57,573 relating to the Company's note payable to related party.

13. Acquisition of Wholly-Owned Subsidiary

On May 31, 1996, the Company acquired all of the outstanding stock of Fun City Popcorn, Inc., a Nevada Corporation, for $1,075,000 as follows:

Cash	$875,000
Stock subscribed	200,000
	$1,075,000

The acquisition will be accounted for as a purchase transaction and, accordingly, the fair value of the purchase price will be allocated to assets and liabilities based on the estimated fair value as of the acquisition date. The excess value of the Company's stock over and above the value of the net assets of $442,076, recorded as goodwill to be amortized on the straight-line basis over 15 years. The amount of goodwill amortization for fiscal 1996 was $9,824.

13. Acquisition of Wholly-Owned Subsidiary, Continued

The net purchase price was allocated as follows:

Working capital	$354,167
Plant and equipment	469,903
Goodwill	442,076
Other liabilities	(191,146)

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Purchase price	$1,075,000

The operating results of this subsidiary have been included in the consolidated statement of income from the date of acquisition.

The following unaudited pro forma information presents a summary of consolidated results of operations of the Company and Fun City, for the nine month and one year periods ended September 30, 1996 and December 31, 1995, as if the acquisition had occurred at the beginning of 1995.

	1996	1995
Net sales	$6,994,039	$7,437,561
Net earnings	95,764	217,329

14. Common Stock

During the nine month period ended September 30, 1996, the Company raised $838,000 through a private placement.

In addition, as part of the acquisition of Fun City, the former owner of Fun City also subscribed to 100,000 shares of stock.

15. Subsequent Events

A. On October 15, 1996, the Company acquired (in a reverse acquisition) a 70.5% interest in Minute Man of America, Inc. ("MMA"), a publicly held company. The shareholders of the Company exchanged all of their stock in the Company for 2,000,000 common shares of MMA. As part of this transaction:

1. MMA changed its name to Tone Products, Inc.
2. The board of directors of MMA was expanded from three to seven members. Tone has placed six members on the board and one former MMA board member will remain.

The purchase price of $4,000,000 is the fair value of the MMA stock issued to acquire the Company. This transaction will be accounted for as a purchase.

15. Subsequent Events, Continued

B. On December 5, 1996, the Company, disposed of the former sole operating segment in MMA. The sale will not have a significant effect on reported sales or earnings in the future.

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As the subsequent events are significant to the Company's financial statements, a pro forma balance sheet at September 30, 1996, and a pro forma income statement for the year ended September 30, 1996 are included in this footnote. These pro forma financial statements assume the transaction occurred on October 1, 1995. Pro forma adjustment A includes the operations of the Company from January 1, 1996 to September 30, 1996 and the operations of Fun City from June 1, 1996 to September 30, 1996. The information provided in this subsequent event footnote differs from similar information in Note 13, as the information provided therein reflects the full nine months of operations for both entities.

15. Subsequent Events, Continued

Pro Forma Balance Sheet (Unaudited)
September 30, 1996

	Minute Man of America, Inc. September 30, 1996		Pro Forma Adjustments	Pro Forma
ASSETS				
Current assets:				
Cash	$84,120	(A)	$155,746	
		(B)	(50,988)	$188,878
Accounts receivable	187,948	(A)	939,332	
		(B)	(187,948)	939,332
Inventory	160,488	(A)	1,113,177	
		(B)	(160,488)	1,113,177

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Prepaids	-	(A)	6,685	6,685
Deferred tax asset	-	(A)	5,230	5,230
	-------		---------	---------
Total current assets	432,556		1,820,746	2,253,302
Property	194,424	(A)	1,464,724	
		(B)	(194,424)	1,464,724
Other assets	1,748	(B)	(1,355)	393
Goodwill	-	(A)	432,252	432,252
	196,172		1,701,197	1,897,369
	-------		---------	---------
Total assets	$628,728		$3,521,943	$4,150,671
	=======		=========	=========

15. Subsequent Events, Continued

Pro Forma Balance Sheet (Unaudited)
September 30, 1996
Continued

	Minute Man of America, Inc. September 30, 1996		Pro Forma Adjustments	Pro Forma
LIABILITIES AND SHAREHOLDERS' EQUITY				
Current liabilities:				
Line of credit payable	-	(A)	$610,927	$610,927
Accounts payable	$52,839	(A)	853,196	
		(B)	(45,453)	860,582
Advances from related party	20,000	(B)	(20,000)	-
Note payable, current portion	-	(A)	224,007	224,007
Capital lease obligation	8,410	(B)	(8,410)	-
Income taxes payable	-	(A)	28,224	28,224
	-------		---------	---------
Total current liabilities	81,249		1,642,491	1,723,740

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Notes payable long term	-	(A)	14,269	14,269
Capital lease obligation	38,467		(38,467)	-
Deferred tax liability	-	(A)	67,882	67,882
	38,467		43,684	82,151
Total liabilities	119,716		1,686,175	1,805,891
Shareholders' equity:				
Preferred stock	750,000	(B)	(750,000)	-
Common stock	309,375	(A)	40,000	349,375
Paid in capital	862,997	(A)	10,568	
		(A)	(118,259)	755,306
Stock subscription proceeds	-	(A)	1,038,000	1,038,000
Retained earnings	(1,413,360)	(A)	1,230,073	
		(B)	385,386	202,099
Total shareholder's equity	509,012		1,835,768	2,344,780
Total liabilities and shareholders' equity	$628,728		$3,521,943	$4,150,671

15. Subsequent Events, Continued

Pro Forma Statement of Operations (Unaudited)
September 30, 1996

	Minute Man of America, Inc. September 30, 1996		Pro Forma Adjustments	Pro Forma
Sales	$841,402	(A)	$6,245,918	
		(B)	(841,402)	$6,245,918
Cost of sales	847,652	(A)	(4,590,317)	
		(B)	847,652	4,590,317
Gross profit (loss)	(6,250)			1,655,601
Operating costs and expense	338,773	(A)	(1,460,877)	
		(B)	306,781	1,492,869
(Loss) income from operations	(345,023)			162,732
Other income (expense)	(17,876)	(A)	(60,397)	
		(B)	78,101	(172)

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Income before provision for income taxes	(362,899)			162,560
Provision for income taxes	639	(A)	(75,250)	
		(B)	69	(75,820)
Net (loss) income	$(363,538)		$450,278	$86,740

(A) To show effect of Tone acquisition as if it had taken place on October 1, 1995.

(B) To show effect of disposal of the former sole operating entity of MMA as if it had taken place on October 1, 1995.

(b) Pro forma financial information

The accompanying unaudited pro forma balance sheet and statement of operations reflect the consolidated financial position and operations of Tone Products, Inc. (formerly Minute Man of America, Inc.) and Subsidiary as of September 30, 1996 and its operations for the year ended September 30, 1996. Each of these pro forma financial statements reflect the acquisition of Tone Products, Inc. on October 15, 1996, as well as the disposal of Gibson Specialty Corp. reported in the Form 8-K dated December 20, 1996.

The pro forma balance sheet at September 30, 1996 and the pro forma statement of operations for the year ended September 30, 1996 assumes the acquisition of Tone Products, Inc. on October 15, 1996, as well as the disposal of Gibson Specialty Corp. reported in the Form 8-K dated December 20, 1996, assumes that these transactions were completed on October 1, 1995.

The pro forma financial information is not necessarily indicative of the results which actually would have occurred had the transactions been in effect on the dates and for the period indicated or which may result in the future.

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<TABLE>

TONE PRODUCTS, INC.
(Formerly Minute Man of America, Inc.)
Pro Forma Balance Sheet (Unaudited)
September 30, 1996

<CAPTION>

<S>	Company <C>		Pro Forma Adjustments <C>	Pro Forma <C>
ASSETS				
Current assets:				
Cash	$84,120	(A)	$155,746	
		(B)	(50,988)	$188,878
Accounts receivable	187,948	(A)	939,332	
		(B)	(187,948)	939,332
Inventory	160,488	(A)	1,113,177	
		(B)	(160,488)	1,113,177
Prepaids	-	(A)	6,685	6,685
Deferred tax asset	-	(A)	5,230	5,230
Total current assets	432,556		1,820,746	2,253,302
Property	194,424	(A)	1,464,724	
		(B)	(194,424)	1,464,724
Other assets	1,748	(B)	(1,355)	393
Goodwill	-	(A)	432,252	432,252
	196,172		1,701,197	1,897,369
Total assets	$628,728		$3,521,943	$4,150,671

<FN>
See notes to pro forma financial statements.
</TABLE>

<TABLE>

TONE PRODUCTS, INC.
(Formerly Minute Man of America, Inc.)
Pro Forma Balance Sheet (Unaudited)
Continued
September 30, 1996

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<CAPTION>

<S>	Company <C>		Pro Forma Adjustments <C>	Pro Forma <C>
LIABILITIES AND SHAREHOLDERS' EQUITY				
Current liabilities:				
Line of credit payable	-	(A)	$610,927	$610,927
Accounts payable	$52,839	(A)	853,196	
		(B)	(45,453)	860,582
Advances from related party	20,000	(B)	(20,000)	-
Note payable, current portion	-	(A)	224,007	224,007
Capital lease obligation	8,410	(B)	(8,410)	-
Income taxes payable	-	(A)	28,224	28,224
Total current liabilities	81,249		1,642,491	1,723,740
Notes payable long term	-	(A)	14,269	14,269
Capital lease obligation	38,467		(38,467)	-
Deferred tax liability	-	(A)	67,882	67,882
	38,467		43,684	82,151
Total liabilities	119,716		1,686,175	1,805,891
Shareholders' equity:				
Preferred stock	750,000	(B)	(750,000)	-
Common stock	309,375	(A)	40,000	349,375
Paid in capital	862,997	(A)	10,568	
		(A)	(118,259)	755,306
Stock subscription proceeds	-	(A)	1,038,000	1,038,000
Retained earnings	(1,413,360)	(A)	1,230,073	
		(B)	385,386	202,099
Total shareholder's equity	509,012		1,835,768	2,344,780
Total liabilities and shareholders' equity	$628,728		$3,521,943	$4,150,671

<FN>

See notes to pro forma financial statements.

</TABLE>

<TABLE>

TONE PRODUCTS, INC.
(Formerly Minute Man of America, Inc.)
Pro Forma Statement of Operations (Unaudited)
For the Nine Months Ended September 30, 1996

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<CAPTION>

	Company	Pro Forma Adjustments	Pro Forma
<S>	<C>	<C>	<C>
Sales	$841,402	(A) $6,245,918	
		(B) (841,402)	$6,245,918
Cost of sales	847,652	(A) (4,590,317)	
		(B) 847,652	4,590,317
	-------		---------
Gross profit (loss)	(6,250)		1,655,601
Operating costs and expense	338,773	(A) (1,460,877)	
		(B) 306,781	1,492,869
	-------		---------
(Loss) income from operations	(345,023)		162,732
Other income (expense)	(17,876)	(A) (60,397)	
		(B) 78,101	(172)
	-------		---------
Income before provision for income taxes	(362,899)		162,560
Provision for income taxes	639	(A) (75,250)	
		(B) 69	(75,820)
	-------	---------	---------
Net (loss) income	$(363,538)	$450,278	$86,740
	========	=========	=========

<FN>

See notes to pro forma financial statements.

</TABLE>

TONE PRODUCTS, INC.
(Formerly Minute Man of America, Inc.)
Notes to Pro Forma Financial Statement
September 30, 1996

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(A) To record purchase of Tone Products, Inc. on October 15, 1996 and to record income and expense items related to purchase.

(B) To record disposal of the Gibson Specialty Corp. on December 5, 1996, and to to record income and expense items related to disposal.

SIGNATURES

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

Dated: October 30, 1996 MINUTE MAN OF AMERICA, INC.

By: /s/ Timothy Evon

Name: Timothy Evon
Title: Director and President

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