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

FORM 10-Q

(Mark One)

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

For the quarterly period ended **June 30, 2012**

or

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

For the transition period from ____________________ to ____________________

Commission File Number: **000-25991**

MANHATTAN BRIDGE CAPITAL, INC.

(Exact name of registrant as specified in its charter)

New York	**11-3474831**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

60 Cutter Mill Road, Great Neck, New York 11021
(Address of principal executive offices)

(516) 444-3400
(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). ☒ Yes ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐		Accelerated filer	☐
Non-accelerated filer	☐	(Do not check if a smaller reporting company)	Smaller reporting company	☒

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

As of August 6, 2012, the Issuer had a total of 4,324,459 shares of Common Stock, $.001 par value per share, outstanding.

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Forward Looking Statements

This report contains forward-looking statements within the meaning of section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Forward-looking statements are typically identified by the words "believe," "expect," "intend," "estimate" and similar expressions. Those statements appear in a number of places in this report and include statements regarding our intent, belief or current expectations or those of our directors or officers with respect to, among other things, trends affecting our financial condition and results of operations and our business and growth strategies. These forward-looking statements are not guarantees of future performance and involve risks and uncertainties. Actual results may differ materially from those projected, expressed or implied in the forward-looking statements as a result of various factors (such factors are referred to herein as "Cautionary Statements"), including but not limited to the following: (i) the successful integration of new businesses that we may acquire; (ii) the success of new operations which we have commenced and of our new business strategy; (iii) our limited operating history in our new business; (iv) potential fluctuations in our quarterly operating results; and (v) challenges facing us relating to our growth. The accompanying information contained in this report, including the information set forth under "Management's Discussion and Analysis of Financial Condition and Results of Operations", identifies important factors that could cause such differences. These forward-looking statements speak only as of the date of this report, and we caution potential investors not to place undue reliance on such statements. We undertake no obligation to update or revise any forward-looking statements. All subsequent written or oral forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the Cautionary Statements.

PART I. FINANCIAL INFORMATION

Item 1. CONSOLIDATED FINANCIAL STATEMENTS

MANHATTAN BRIDGE CAPITAL, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEET

	June 30, 2012 (unaudited)	December 31,2011 (audited)
Assets		
Current assets:		
Cash and cash equivalents	$ 166,506	$ 221,905
Short term loans receivable	6,535,844	6,916,090
Interest receivable on loans	119,479	109,905
Other current assets	49,840	16,463
Total current assets	6,871,669	7,264,363
Investment in real estate	146,821	146,821
Long term loans receivable	4,529,866	2,498,262
Property and equipment, net	266	588
Security deposit	6,349	6,349
Investment in privately held company, at cost	100,000	100,000
Deferred financing costs	67,945	72,788
Total assets	$ 11,722,916	$ 10,089,171
Liabilities and Shareholders' Equity		
Current liabilities:		
Line of credit and short term loans	$ 2,639,465	$ 1,159,465
Accounts payable and accrued expenses	24,631	60,072
Deferred origination fees	142,720	112,780
Income taxes payable	125,256	168,786
Total current liabilities	2,932,072	1,501,103
Long term liabilities:		
Senior secured notes	500,000	500,000
Total liabilities	3,432,072	2,001,103
Commitments and contingencies		
Shareholders' equity:		
Preferred shares - $.01 par value; 5,000,000 shares authorized; no shares issued	—	—
Common shares - $.001 par value; 25,000,000 authorized; 4,405,190 issued and 4,324,459 outstanding	4,405	4,405
Additional paid-in capital	9,664,009	9,656,280
Treasury stock, at cost- 80,731 shares	(241,400)	(241,400)
Accumulated deficit	(1,136,170)	(1,331,217)
Total shareholders' equity	8,290,844	8,088,068
Total liabilities and shareholders' equity	$ 11,722,916	$ 10,089,171

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

MANHATTAN BRIDGE CAPITAL, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(unaudited)

	Three Months Ended June 30, 2012	Three Months Ended June 30, 2011	Six Months Ended June 30, 2012	Six Months Ended June 30, 2011
Interest income from loans	$ 332,462	$ 276,037	$ 640,064	$ 558,402
Origination fees	82,099	65,572	166,323	122,009
Total Revenue	414,561	341,609	806,387	680,411
Operating costs and expenses:				
Interest and amortization of debt service costs	58,932	37,388	100,074	63,162
Referral fees	1,530	763	3,659	1,411
General and administrative expenses	196,206	193,947	364,182	370,921
Total operating costs and expenses	256,668	232,098	467,915	435,494
Income from operations	157,893	109,511	338,472	244,917
Other income	6,887	31,590	13,774	39,000
Income from operations before income tax expense	164,780	141,101	352,246	283,917
Income tax expense	(84,700)	(54,000)	(157,200)	(116,000)
Net Income	$ 80,080	$ 87,101	$ 195,046	$ 167,917
Basic and diluted net income per common share outstanding:				
—Basic	$ 0.02	$ 0.03	$ 0.05	$ 0.05
—Diluted	$ 0.02	$ 0.03	$ 0.05	$ 0.05
Weighted average number of common shares outstanding				
—Basic	4,324,459	3,324,459	4,324,459	3,324,459
—Diluted	4,331,140	3,397,597	4,332,322	3,396,873

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

MANHATTAN BRIDGE CAPITAL, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)

	Six Months Ended June 30, 2012	Six Months Ended June 30, 2011
Cash flows from operating activities:		
Net Income	$ 195,046	$ 167,917
Adjustments to reconcile net income to net cash provided by operating activities -		
Amortization of deferred financing costs	4,843	18,197
Depreciation	322	1,516
Non cash compensation expense	7,730	30,755
Changes in operating assets and liabilities:		
Interest receivable on loans	(9,574)	(25,435)
Other current and non current assets	(33,376)	(38,833)
Accounts payable and accrued expenses	(35,441)	(2,643)
Deferred origination fees	29,940	28,422
Income taxes payable	(43,530)	15,999
Net cash provided by operating activities	115,960	195,895
Cash flows from investing activities:		
Investment in real estate	—	(675,000)
Issuance of short term loans	(5,896,000)	(3,270,800)
Collections received from loans	4,244,641	2,312,863
Net cash used in investing activities	(1,651,359)	(1,632,937)
Cash flows from financing activities:		
Proceeds from loans and line of credit, net	1,480,000	1,059,465
Net cash provided by financing activities	1,480,000	1,059,465
Net decrease in cash and cash equivalents	(55,399)	(377,577)
Cash and cash equivalents, beginning of the year	221,905	386,023
Cash and cash equivalents, end of period	$ 166,506	$ 8,446
Supplemental Cash Flow Information:		
Taxes paid during the period	$ 200,730	$ 100,001
Interest paid during the period	$ 79,206	$ 44,965

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

MANHATTAN BRIDGE CAPITAL, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2012

1. THE COMPANY

The accompanying unaudited consolidated financial statements of Manhattan Bridge Capital, Inc., a New York corporation, (referred to herein as "Manhattan Bridge Capital" "we", "MBC", "us" or "our" have been prepared by the Company in accordance with U.S. generally accepted accounting principles for interim financial information and with instructions to Form 10-Q. Accordingly, they do not include all of the information and footnotes required by U.S. generally accepted accounting principles for complete financial statements. However, in the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. The accompanying unaudited consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements for the year ended December 31, 2011 and the notes thereto included in the Company's Form 10-K. Results of consolidated operations for the interim period are not necessarily indicative of the operating results to be attained in the entire fiscal year.

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

The consolidated financial statements include the accounts of Manhattan Bridge Capital, Inc., its wholly-owned subsidiaries DAG Funding Solutions, Inc.("DAG Funding"), MBC Funding I, Inc. ("MBC Funding") and 1490-1496 Hicks, LLC ("Hicks LLC") (collectively referred to herein as the "Company"). All significant intercompany balances and transactions have been eliminated in consolidation.

The Company offers short-term, secured, non–banking loans to real estate investors (also known as hard money) to fund their acquisition and construction of properties located in the New York Metropolitan area.

The Company recognizes revenues in accordance with ASC 605, which provides guidance on the recognition, presentation and disclosure of revenue in financial statements. ASC 605 outlines the basic criteria that must be met to recognize revenue and provides guidance for disclosure related to revenue recognition policies. In general, the Company recognizes revenue when (i) persuasive evidence of an arrangement exists, (ii) delivery of the product has occurred or services have been rendered, (iii) the sales price charged is fixed or determinable, and (iv) collectability is reasonably assured.

Interest income from commercial loans is recognized, as earned, over the loan period.

Origination fee revenue on commercial loans is amortized over the term of the respective note.

Costs incurred in connection with the Company's senior secured notes are being amortized over the term of the notes, using the straight-line method. Costs incurred in connection with the Company's line of credit are being amortized over one year, using the straight-line method.

2. RECENT TECHNICAL ACCOUNTING PRONOUNCEMENTS

In July 2010, FASB issued ASU 2010-20, entitled *"Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses,"* which is effective for public entities interim and annual financial statements ending after December 15, 2010. The objective of this amended guidance is for an entity to provide disclosures that facilitate financial statement users' evaluation of; the nature of credit risk inherent in the entity's portfolio of financing receivables; how risk is analyzed and assessed in arriving at the allowance for credit losses; and the changes and reasons for those changes in the allowance for credit losses. Existing guidance has been amended to provide enhanced disaggregated disclosures in situations involving impairments or troubled loan restructurings, with the guidance for trouble debt restructuring disclosures delayed pursuant to ASU 2011-01. Company disclosures herein are based on the Company's adoption of ASU 2010-20, and providing disclosures there under that apply to its loan portfolio in the current circumstances.

In April 2011, FASB issued ASU 2011-02, *"Receivables (Topic 310): A Creditor's Determination of Whether a Restructuring Is a Troubled Debt Restructuring."* ASU 2011-02 provides amendments to Topic 310 to clarify which loan modifications constitute troubled debt restructurings. It is intended to assist creditors in determining whether a modification of the terms of a receivable meets the criteria to be considered a troubled debt restructuring, both for purposes of recording an impairment loss and for disclosure of troubled debt restructurings. For public companies, the new guidance is effective for interim and annual periods beginning on or after June 15, 2011, and applies retrospectively to restructurings occurring on or after the beginning of the fiscal year of adoption. Early adoption is permitted. The adoption of ASU 2011-02 did not have a material effect on the Company's consolidated financial statements.

In June 2011, the FASB issued ASU 2011-05, *"Comprehensive Income (Topic 220): Presentation of Comprehensive Income"*. This guidance requires entities to present net income and other comprehensive income in either a single continuous statement or in two separate, but consecutive, statements of net income and other comprehensive income. The option to present items of other comprehensive income in the statement of changes in equity is eliminated. This guidance also requires reclassification adjustments between net income and other comprehensive income to be shown on the face of the financial statements. The updated guidance is effective for interim or annual financial reporting periods beginning after December 15, 2011 and for interim periods within the fiscal year, with full retrospective application. Early adoption is permitted. The adoption of this guidance did not have a material impact on the Company's consolidated financials statements.

In December 2011, the FASB issued ASU 2011-12, *"Comprehensive Income (Topic 220): Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05."* The update defers the requirement to present items that are reclassified from accumulated other comprehensive income to net income separately with their respective components of net income and other comprehensive income. To defer only those changes in ASU 2011-05 that relate to the presentation of reclassification adjustments, ASU 2011-12 supersedes only those paragraphs that pertain to how and where reclassification adjustments are presented. The amendments are effective at the same time as ASU 2011-05. The adoption of this guidance did not have a material impact on the Company's consolidated financials statements.

Management does not believe that any other recently issued, but not yet effected, accounting standards if currently adopted would have a material effect on the Company's consolidated financial statements.

3. COMMERCIAL LOANS

Short Term Loans Receivable

The Company offers short-term secured non–banking loans to real estate investors (also known as hard money) to fund their acquisition and construction of properties located in the New York Metropolitan area. The loans are principally secured by collateral consisting of real estate and, generally, accompanied by personal guarantees from the principals of the businesses. The loans are generally for a term of one year. The short term loans are initially recorded, and carried thereafter, in the financial statements at cost. Most of the loans provide for receipt of interest only during the term of the loan and a balloon payment at the end of the term.

At June 30, 2012, we were committed to an additional $2,419,000 in construction loans that can be drawn by the borrower when certain conditions are met.

At June 30, 2012, the Company had made loans to seven borrowers in the aggregate amount of $2,034,500, of which $800,000 is included in long-term loans receivable. One individual holds a fifty percent interest in each of the borrowers. The Company also had made loans to five borrowers in the aggregate amount of $1,865,000, of which $1,515,000 is included in long-term loans receivable. One individual holds at least a fifty percent interest in each of the borrowers. All individuals have no relationship to any of the officers or directors of the Company.

At June 30, 2012, two of the loans in the Company's portfolio were jointly funded by the Company and an unrelated entity, for aggregate loans of $440,000. The accompanying balance sheet includes the Company's portion of the loans in the amount of $220,000.

The Company generally grants loans for a term of one year. In certain situations the Company and its borrowers have mutually agreed to the extension of the loans as a result of the downturn in the economy and the real estate industry in the New York metropolitan area. Potential buyers of the real estate serving as collateral for the short-term loans may have difficulty securing financing due to restrictions imposed by financial institutions resulting from the recent mortgage crisis. In addition, the Company's borrowers may be having difficulty securing permanent financing. Prior to the Company granting an extension of any loan, it reevaluates the underlying collateral.

Long Term Loans Receivable

During 2011, management determined to reclassify a portion of the Company's short term loans to long term loans receivable. Long term loans receivable comprise the loans that were extended beyond the original maturity dates, unless it is clear that the loan will be paid back within 12 month after the balance sheet date. At June 30, 2012, the Company's loan portfolio consists of approximately $6,536,000 short term loans and approximately $4,530,000 long term loans receivable.

Credit Risk

Credit risk profile based on loan activity as of June 30, 2012:

	Developers-Residential	Developers-Commercial	Developers Mixed Used	Total outstanding loans
Performing loans	$ 9,822,366	$ 23,344	$ 1,220,000	$ 11,065,710

At June 30, 2012, the Company's commercial loans include loans in the amount of $511,700, $597,200 and $750,000, originally due in 2009, 2010 and 2011, respectively. In all instances the borrowers are currently paying their interest and, generally, the Company receives a fee in connection with the extension of the loans. Accordingly, at June 30, 2012, no loan impairments exist and there are no provisions for impairments of loans or recoveries thereof included in operations.

4. INVESTMENT IN REAL ESTATE

On March 21, 2011, the Company purchased three 2-family buildings located in the Bronx, New York for $675,000, including related costs, and sold to the seller a one year option to buy back the properties for the same price. The buy back option was sold for $3,900, plus a monthly fee of $10,530 payable to the Company by the option holder for the life of the option. On September 28, 2011, the option holder exercised the option to buy back one of the properties for $380,679. The Company had received an aggregate of $70,590 from the sale of the option prior to the partial exercise and, on October 1, 2011, has issued a new one year option for the two remaining properties at an exercise price of $294,321 with a monthly option fee of $4,591 (the "New Option".) The New Option supersedes the buy back option issued in March 2011. On October 21, 2011, the option holder partially exercised the New Option to buy back one of the two remaining properties for $147,500. After the partial exercise of the New Option, the option holder has a continuing option to purchase the one remaining property at an exercise price of $146,821 with a monthly option fee of $2,296.

Other income f or the six month periods ended June 30, 2012 and 2011 in the amount of $13,774 and $39,000, respectively , represents the fees generated from the seller buy back options.

5. EARNINGS PER SHARE OF COMMON STOCK

Basic and diluted earnings per share are calculated in accordance with ASC 260 "Earnings Per Share". Under ASC 260, basic earnings per share is computed by dividing income available to common shareholders by the weighted-average number of common shares outstanding for the period. The computation of diluted earnings per share is similar to basic earnings per share, except that the denominator is increased to include the potential dilution from the exercise of stock options and warrants for common shares using the treasury stock method. The numerator in calculating both basic and diluted earnings per common share for each period is the reported net income.

The denominator is based on the following weighted average number of common shares:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Basic	4,324,459	3,324,459	4,324,459	3,324,459
Incremental shares for assumed conversion of options	6,681	73,138	7,863	72,414
Diluted	4,331,140	3,397,597	4,332,322	3,396,873

For the three and six month periods ended June 30, 2012, 344,319, and 343,137, stock options were not included in the diluted earnings per share calculation, respectively, either because their effect would have been anti-dilutive, or because they are being held in escrow (See Note 7).

For the three and six month periods ended June 30, 2011, 414,195, and 414,919, stock options were not included in the diluted earnings per share calculation, respectively, as their effect would have been anti-dilutive.

6. STOCK – BASED COMPENSATION

The Company measures and recognizes compensation awards for all stock option grants made to employees and directors, based on their fair value in accordance with ASC 718 “Compensation- Stock Compensation”, which establishes standards for the accounting for transactions in which an entity exchanges its equity instruments for goods or services. A key provision of this statement is to measure the cost of employee services received in exchange for an award of equity instruments (including stock options) based on the grant-date fair value of the award. The cost will be recognized over the service period during which an employee is required to provide service in exchange for the award (i.e., the requisite service period or vesting period). The Company accounts for equity instruments issued to non-employees in accordance with the provisions of ASC 718 and ASC 505-50, “Equity Based Payment to Non-Employees”. All transactions with non-employees, in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more appropriately measurable.

Share based compensation expense recognized under ASC 718 for the three and six months ended June 30, 2012 were $4,313 and $7,730, respectively. Share based compensation expense recognized under ASC 718 for the three and six months ended June 30, 2011 were $19,505 and $30,755, respectively.

The exercise price of options granted under our stock option plan may not be less than the fair market value on the date of grant. The options may vest over a period not to exceed ten years. Stock options under our stock option plan may be awarded to officers, key-employees, consultants and non-employee directors of the Company. Under our stock option plan, every non-employee director of the Company is granted 7,000 options upon first taking office, and then 7,000 upon each additional year in office. The objectives of our stock option plan include attracting and retaining key personnel, providing for additional performance incentives and promoting the success of the Company by increasing the efforts of such officers, employees, consultants and directors. Our stock option plan is the only plan that the Company has adopted with stock options available for grant.

The fair value of each option is estimated on the date of grant using the Black-Scholes option-pricing model with the following weighted-average share assumptions used for grants in 2012 and 2011, respectively: (1) expected life of 5 years; (2) no annual dividend yield; (3) expected volatility 72.5% to 74.6%; and (4) risk free interest rate of 0.73% to 1.87%.

The following summarizes stock option activity for the six month period ended June 30, 2012:

	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value
Outstanding at December 31, 2011	348,000	$ 0.96		
Granted	28,000	1.02		
Exercised	—	—		
Forfeited or expired	(21,000)	1.65		
Outstanding at June 30, 2012	355,000	$ 0.92	2.12	$ 173,006
Vested and exercisable at June 30, 2012	351,000	$ 0.92	2.09	$ 170,609

The weighted-average fair value of each option granted during the six month periods ended June 30, 2012 and 2011, estimated as of the grant date using the Black-Scholes option valuation model, was $0.61 per option and $0.85 per option, respectively.

7. RESTRICTED STOCK GRANT

On September 9, 2011, upon stockholders approval at the annual meeting, we granted 1,000,000 shares of restricted common stock (the "Restricted Shares") to Mr. Ran. Under the terms of the restricted shares agreement (the "Restricted Shares Agreement"), Mr. Ran agreed to forfeit options held by him exercisable for an aggregate of 280,000 shares of our common stock with exercise prices above $1.21 per share and agreed not to exercise additional options held by him for an aggregate of 210,000 shares of our common stock with exercise prices below $1.21 per share (the "Remaining Options".) Until their expiration, Mr. Ran will be required to forfeit approximately 4.76 Restricted Shares for each share of common stock issued upon any exercise of the Remaining Options. In addition, Mr. Ran may not sell, convey, transfer, pledge, encumber or otherwise dispose of the Restricted Shares until the earliest to occur of the following: (i) September 9, 2026, with respect to 1/3 of the Restricted Shares, September 9, 2027 with respect to an additional 1/3 of the Restricted Shares and September 9, 2028 with respect to the final 1/3 of the Restricted Shares; (ii) the date on which Mr. Ran's employment is terminated by us for any reason other than for "Cause" (i.e., misconduct that is materially injurious to us monetarily or otherwise, including engaging in any conduct that constitutes a felony under federal, state or local law); or (iii) the date on which Mr. Ran's employment is terminated on account of (A) his death; or (B) his disability, which, in the opinion of his personal physician and a physician selected by us prevents him from being employed with us on a full-time basis (each such date being referred to as a "Risk Termination Date"). If at any time prior to a Risk Termination Date Mr. Ran's employment is terminated by us for Cause or by Mr. Ran voluntarily for any reason other than death or disability, Mr. Ran will forfeit that portion of the Restricted Shares which have not previously vested. Mr. Ran will have the power to vote the Restricted Shares and will be entitled to all dividends payable with respect to the Restricted Shares from the date the Restricted Shares are issued.

In connection with the Compensation Committee's approval of the foregoing grant of Restricted Shares, the Compensation Committee consulted with and obtained the concurrence of independent compensation experts and informed Mr. Ran that it had no present intention of continuing its prior practice of annually awarding stock options to Mr. Ran as CEO. Also Mr. Ran, advised the Compensation Committee that he would not seek future stock option grants.

The grant of Restricted Shares was exempt from registration pursuant to Section 4(2) of the Securities Act of 1933, as amended. The stock certificates for the Restricted Shares were imprinted with restrictive legends and are held in escrow until vesting occurs.

8. SHORT TERM LOANS AND LINE OF CREDIT

In 2011, the Company received six short-term loans from five different entities, in the aggregate amount of $1,329,465, bearing interest at rates ranging from 8% to 14%, per annum. During the first and the second quarters of 2012, the Company received three short-term loans from two different entities, in the aggregate amount of $590,000, bearing interest at rates ranging from 10% to 14%, per annum. Some of the short-term loans are secured by certain of the Company’s short term loans, pursuant to a security agreement, and are also personally guaranteed by our CEO. The outstanding balance of such loans as of June 30, 2012 and December 31, 2011, is $959,465 and $1,159,465, respectively.

In 2011, Mr. Ran, our CEO, made four separate loans to the Company in amounts ranging from $20,000 to $100,000, at an interest rate of 12% per annum. All of these loans were repaid by the Company as of December 31, 2011. The aggregate interest expense for these loans was $455. During the first and the second quarters of 2012, Mr. Ran made six short-term loans to the Company in amounts ranging from $25,000 to $115,000, bearing interest at rates ranging from 6% to 12%, per annum. All of these loans were repaid in full by the Company as of June 30, 2012. The aggregate interest expense for these loans was $3,762.

On May 2, 2012, the Company entered into a 1-year revolving Line of Credit Agreement with Sterling National Bank pursuant to which the Bank has agreed to advance up to $3.5 million against assignments of mortgages and other collateral (the “Sterling Credit Line”). The Sterling Credit Line was conditioned on an unlimited personal guarantee from Assaf Ran, the Company’s CEO. The interest rate on the Sterling Credit Line is 2% in excess of the Wall Street Journal prime rate, but in no event less than 6%, per annum, on the money in use. Total initiation costs for the Sterling Credit Line were approximately $16,000. These costs are being amortized over one year, using the straight-line method. The amortization costs for the six month period ended June 30, 2012 were $2,671. At June 30, 2012 , the outstanding balance of Sterling Credit Line is $1,680,000.

9. SENIOR SECURED NOTES

On December 28, 2010, MBC Funding completed a $500,000 private placement of three-year 6.63% senior secured notes. In connection therewith, MBC assigned approximately $790,000 of its short-term loans to MBC Funding to use as collateral for the notes. Pursuant to the agreement, MBC has also guaranteed the repayment of the notes. The notes require quarterly payments of interest only through the expiration date in December 2013, at which time the notes become due. The private placement was the initial tranche of a $5,000,000 offering which expired on March 31, 2011, which is no longer being marketed by the underwriter (Paulson).

Financing costs incurred in connection with the agreement totaled $109,183, including five year warrants (the “warrants”) to purchase 20,000 shares of the Company’s Common Stock issued to the underwriter at $2.50 per share, which were valued at $11,683. These costs are amortized over the life of the senior secured notes. The amortization costs for the three and six month periods ended June 30, 2012 were $9,099 and $18,197, respectively.

10. RECLASSIFICATION OF PRIOR YEAR PRESENTATION

Certain 2011 account balances have been reclassified to conform with the current year's presentation.

11. COMMITMENTS AND CONTINGENCIES

Operating Lease

On June 9, 2011, the Company entered into a new lease agreement (the "Lease') to relocate its corporate headquarters to 60 Cutter Mill Road, Great Neck, New York. The Lease is for a term of 5 years and two months commencing June 2011 and ending August 2016. The rent increases annually during the term and ranges from approximately $2,800 per month during the first year to $3,200 per month during the fifth year.

Derivative Action

On November 7, 2011, the Company was sued as a nominal defendant in a stockholder derivative action, Alan R. Kahn v. Assaf Ran, et al., Supreme Court of the State of New York, County of Nassau, filed against the members of its Board of Directors (the "Directors"). The plaintiff, who states that he was a stockholder of the Company at all pertinent times, alleges wrongdoing by the Directors in a transaction in which Mr. Ran, our CEO and a director, was granted one million shares of the Company's restricted stock in exchange for giving up his rights to options covering 490,000 shares of the Company's common stock that he had held at the time of the transaction, as well as to seek future stock option grants from the Company. The plaintiff asserts that the Company was harmed by the transaction. The Directors disagree with the plaintiff's allegations, and they moved to dismiss the complaint on January 27, 2012. Following briefing and oral argument, the court issued a ruling on June 12, 2012, in which it granted the motion to dismiss, but gave the plaintiff permission to file an amended complaint. The plaintiff did so on July 12, 2012. The amended complaint makes the same substantive allegations as those included in the original complaint.

The Directors intend to move to dismiss the amended complaint. Subject to discussions with opposing counsel and approval of the court, the Directors expect to file the motion to dismiss this month. The court will rule on the motion to dismiss the amended complaint in due course. If the case goes forward after the court rules on that motion, the Directors intend to defend vigorously against the plaintiff's claims.

The Directors are insured under an officers' and directors' liability insurance policy which has a $75,000 self-insured retention that must be satisfied by the Company before the insurance policy will begin to pay defense costs. Because the action is a derivative claim alleging harm to the Company, any award would be paid to the Company, not by the Company, in the event that the plaintiff was successful on the merits of his claims.

12. SUBSEQUENT EVENT

Subsequent to the balance sheet date $1,000,000 of the extended loans, which were classified as long-term loans receivable at June 30, 2012, have been paid off.

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

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our unaudited consolidated financial statements and notes thereto included in this Quarterly Report on Form 10-Q. The discussion and analysis contains forward-looking statements based on current expectations that involve risks and uncertainties. Actual results and the timing of certain events may differ significantly from those projected in such forward-looking statements.

The Company offers short-term, secured, non–banking loans to real estate investors (also known as hard money) to fund their acquisition and construction of properties located in the New York Metropolitan area. The loans are principally secured by collateral consisting of real estate and, generally, accompanied by personal guarantees from the principals of the businesses. The loans are generally for a term of one year. Most of the loans provide for receipt of interest only during the term of the loan and a balloon payment at the end of the term. For the six month periods ended June 30, 2012 and 2011 the total amounts of $5,896,000 and $3,270,800 have been lent, offset by collections received from borrowers, under the Company's commercial loans in the amount of $4,244,641 and $2,312,863, respectively. Loans ranging in size from $50,000 to $1,100,000 were concluded at stated interest rates of 12% to 16%, but often at higher effective rates based upon points or other up-front fees.

The Company uses its own employees, outside lawyers and other independent professionals to verify titles and ownership, to file liens and to consummate the transactions. Outside appraisers are used to assist the Company's officials in evaluating the worth of collateral, when deemed necessary by management. The Company also uses independent construction inspectors as well as mortgage brokers and deal initiators.

The Company generally grants loans for a term of one year. In certain situations the Company and its borrowers have mutually agreed to the extension of the loans as a result of the downturn in the economy and the real estate industry in the New York metropolitan area. Potential buyers of the real estate serving as collateral for the short-term loans may have difficulty securing financing due to restrictions imposed by financial institutions resulting from the recent mortgage crisis. In addition, the Company's borrowers may be having difficulty securing permanent financing. Prior to the Company granting an extension of any loan, it reevaluates the underlying collateral.

To date, we have not experienced any defaults and none of the loans previously made have been non-collectable, although no assurances can be given that existing or future loans may not go into default or prove to be non-collectable in the future.

At June 30, 2012, we were committed to an additional $2,419,000 in construction loans that can be drawn by the borrower when certain conditions are met.

Results of Operations

Three Months Ended June 30, 2012 Compared to Three Months Ended June 30, 2011

Revenue

Total revenues for the three month period ended June 30, 2012 were approximately $415,000 compared to approximately $342,000 for the three month period ended June 30, 2011, an increase of $73,000 or 21.3%. The increase in revenue represents an increase in lending operations. For the three month period ended June 30, 2012, approximately $332,000 of our revenues represent interest income on the secured, commercial loans that we offer to small businesses compared to approximately $276,000 for the same period in 2011, and approximately $82,000 represents origination fees on such loans compared to approximately $66,000 for the same period in 2011. The loans are principally secured by collateral consisting of real estate and, generally, accompanied by personal guarantees from the principals of the businesses.

Interest and amortization of debt service costs

Interest and amortization of debt service costs for the three month period ended June 30, 2012 was approximately $59,000 compared to approximately $37,000 for the three month period ended June 30, 2011. The increase in interest and amortization of debt service costs is primarily attributable to the Company's receipt of short term loans and a line of credit in order to increase our ability to make loans. (See also Notes 8 and 9 to the financial statements included elsewhere in this report)

Referral fees

Referral fees for the three month period ended June 30, 2012 were approximately $2,000 compared to approximately $800 for the three month period ended June 30, 2011. The referral fees represent fees paid on such loans which amortize over the life of the loan.

General and administrative costs

General and administrative expenses for the three month period ended June 30, 2012 were approximately $196,000 compared to approximately $194,000 for the three month period ended June 30, 2011. This increase is primarily attributable to an increase in legal expenses resulting from the derivative action (See Note 11 to the financial statements included elsewhere in this report), offset by the decrease in stock based compensation expense resulting from the forfeit of options and the agreement by the CEO not to exercise additional options partially offset by the issuance of shares of restricted stock to our CEO. (See Note 7 to the financial statements included elsewhere in this report)

Other income

Other income for the three month periods ended June 30, 2012 and 2011 was approximately $7,000 and $32,000, respectively, which represents the fees generated from the seller buy back options. (See Note 4 to the financial statements included elsewhere in this report)

Income tax expense

For the three month period ended June 30, 2012 we had income tax expense of approximately $85,000 compared to $54,000 for the three month period ended June 30, 2011.

Six Months Ended June 30, 2012 Compared to Six Months Ended June 30, 2011

Revenue

Total revenues for the six month period ended June 30, 2012 were approximately $806,000 compared to approximately $680,000 for the six month period ended June 30, 2011, an increase of $126,000, or 18.5%. The increase in revenue represents an increase in lending operations. Revenue of approximately $640,000 for the six month period ended June 30, 2012, compared to approximately $558,000 for the six month period ended June 30, 2011, represents interest income on the secured, commercial loans that we offer to small businesses, and approximately $166,000 represents origination fees on such loans compared to approximately $122,000 for the same period in 2011. The loans are principally secured by collateral consisting of real estate and, generally, accompanied by personal guarantees from the principals of the businesses.

Interest and amortization of debt service costs

Interest and amortization of debt service costs for the six month period ended June 30, 2012 was approximately $100,000 compared to approximately $63,000 for the six month period ended June 30, 2011. The increase in interest and amortization of debt service costs is primarily attributable to the Company’s receipt of short term loans and a line of credit in order to increase our ability to make loans. (See also Notes 8 and 9 to the financial statements included elsewhere in this report)

Referral fees

Referral fees for the six month period ended June 30, 2012 were approximately $4,000 compared to approximately $1,000 for the six month period ended June 30, 2011. The referral fees represent fees paid on such loans which amortize over the life of the loan.

General and administrative costs

General and administrative expenses for the six month period ended June 30, 2012 were approximately $364,000 compared to approximately $371,000 for the six month period ended June 30, 2011. The decrease is primarily attributable to a decrease in stock based compensation expense resulting from the forfeit of options and the agreement by the CEO not to exercise additional options partially offset by the issuance of shares of restricted stock to our CEO. (See Note 7 to the financial statements included elsewhere in this report) and in office rent resulting from the relocation of the Company’s headquarters, offset by an increase in legal expenses resulting from the derivative action (See Note 11 to the financial statements included elsewhere in this report).

Other income

Other income for the six month periods ended June, 2012 and 2011 was approximately $14,000 and $39,000, respectively, which represents the fees generated from the seller buy back options. (See Note 4 to the financial statements included elsewhere in this report)

Income tax expense

For the six month period ended June 30, 2012 we had income tax expense of approximately $157,000 compared to $116,000 for the six month period ended June 30, 2011.

Liquidity and Capital Resources

On May 2, 2012, the Company entered into a 1-year revolving Line of Credit Agreement with Sterling National Bank pursuant to which the Bank has agreed to advance up to $3.5 million against assignments of mortgages and other collateral (the “Sterling Credit Line”). The Sterling Credit Line was conditioned on an unlimited personal guarantee from Assaf Ran, the Company’s CEO. The interest rate on the Sterling Credit Line is 2% in excess of the Wall Street Journal prime rate, but in no event less than 6%, per annum, on the money in use.

At June 30, 2012, we had cash and cash equivalents of approximately $167,000 and working capital of approximately $3,940,000 as compared to cash and cash equivalents of approximately $222,000 and working capital of approximately $5,763,000 at December 31, 2011. The decrease in cash and cash equivalents primarily reflects the increase in lending . The decrease in working capital is primarily attributable to the reclassification of a portion of the Company’s short-term loans to long-term loans receivable.

For the six month periods ended June 30, 2012 and 2011, net cash provided by operating activities were approximately $116,000 and $196,000, respectively. The decrease in net cash provided by operating activities primarily results from a decrease in income taxes payable, in non cash compensation expense and in accounts payable and accrued expenses, offset by an increase in net income.

Net cash used in investing activities was approximately $1,651,000 for the six months ended June 30, 2012, compared to approximately $1,633,000 for the same period ended June 30, 2011. Net cash used in investing activities for the six month period ended June 30, 2012 consisted primarily of the issuance of our short term commercial loans in the amount of $5,896,000, offset by collection of these loans in the amount of approximately $4,245,000. In the period ended June 30, 2011, net cash used in investing activities consisted primarily of an investment in real estate in the amount of $675,000 (See Note 4) and the issuance of our short term commercial loans in the amount of approximately $3,271,000, offset by collection of these loans in the amount of approximately $2,313,000.

Net cash provided by financing activities for the six months ended June 30, 2012 was $1,480,000 as compared to approximately $1,059,000 for the period ended June 30, 2011. This increase reflects the use of the Sterling Credit Line, offset by repaying some of the Company’s short-term loans. (See Notes 8 and 9 to the consolidated financial statements which appear elsewhere in this quarterly report)

We have not entered into any off-balance sheet transactions, arrangements or other relationships with unconsolidated entities or other persons that are likely to affect liquidity or the availability of our requirements for capital resources.

We anticipate that our current cash balances will be sufficient to fund our operations for the next 12 months. However, we expect our working capital requirements to increase over the next 12 months as we continue to strive for growth.

Changes to Critical Accounting Policies and Estimates

Our critical accounting polices and estimates are set forth in our Annual Report on Form 10-K for the fiscal year ended December 31, 2011.

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

A smaller reporting company is not required to provide the information required by this Item.

Item 4. CONTROLS AND PROCEDURES

(a) Evaluation and Disclosure Controls and Procedures

Our management, with the participation of our chief executive officer and chief financial officer, evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of June 30, 2012 (the "Evaluation Date"). Based upon that evaluation, the chief executive officer and the chief financial officer concluded that, as of the Evaluation Date, our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act (i) are recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms and (ii) are accumulated and communicated to our management, including its chief executive and chief financial officer, as appropriate to allow timely decisions regarding required disclosure.

(b) Changes in Internal Control Over Financial Reporting

There was no change in our internal control over financial reporting (as defined in Rules 13a-15(f) or 15d-15(f) under the Exchange Act) identified in connection with the evaluation required by Rules 13a-15(d) or 15d-15(d) that occurred during the fiscal quarter ended June 30, 2012 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

On November 7, 2011, the Company was sued as a nominal defendant in a stockholder derivative action, Alan R. Kahn v. Assaf Ran, et al., Supreme Court of the State of New York, County of Nassau, filed against the members of its Board of Directors (the "Directors"). The plaintiff, who states that he was a stockholder of the Company at all pertinent times, alleges wrongdoing by the Directors in a transaction in which Mr. Ran, our CEO and a director, was granted one million shares of the Company's restricted stock in exchange for giving up his rights to options covering 490,000 shares of the Company's common stock that he had held at the time of the transaction, as well as to seek future stock option grants from the Company. The plaintiff asserts that the Company was harmed by the transaction. The Directors disagree with the plaintiff's allegations, and they moved to dismiss the complaint on January 27, 2012. Following briefing and oral argument, the court issued a ruling on June 12, 2012, in which it granted the motion to dismiss, but gave the plaintiff permission to file an amended complaint. The plaintiff did so on July 12, 2012. The amended complaint makes the same substantive allegations as those included in the original complaint.

The Directors intend to move to dismiss the amended complaint. Subject to discussions with opposing counsel and approval of the court, the Directors expect to file the motion to dismiss this month. The court will rule on the motion to dismiss the amended complaint in due course. If the case goes forward after the court rules on that motion, the Directors intend to defend vigorously against the plaintiff's claims.

The Directors are insured under an officers' and directors' liability insurance policy which has a $75,000 self-insured retention that must be satisfied by the Company before the insurance policy will begin to pay defense costs. Because the action is a derivative claim alleging harm to the Company, any award would be paid to the Company, not by the Company, in the event that the plaintiff was successful on the merits of his claims.

Item 6. EXHIBITS

Exhibit No.	Description
31.1	Chief Executive Officer Certification as required under section 302 of the Sarbanes Oxley Act (filed herewith)
31.2	Chief Financial Officer Certification as required under section 302 of the Sarbanes Oxley Act (filed herewith)
32.1*	Chief Executive Officer Certification pursuant to 18 U.S.C. section 1350 as adopted pursuant to section 906 of the Sarbanes Oxley Act (furnished herewith)
32.2*	Chief Financial Officer Certification pursuant to 18 U.S.C. section 1350 as adopted pursuant to section 906 of the Sarbanes Oxley Act (furnished herewith)

* Furnished, not filed, in accordance with item 601(32)(ii) of Regulation S-K.

SIGNATURES

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

Manhattan Bridge Capital, Inc. (Registrant)

Date: August 6, 2012	By: /s/ Assaf Ran Assaf Ran, President and Chief Executive Officer (Principal Executive Officer)
Date: August 6, 2012	By: /s/ Vanessa Kao Vanessa Kao, Chief Financial Officer (Principal Financial and Accounting Officer)

EXHIBIT 31.1

CERTIFICATION

I, Assaf Ran, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Manhattan Bridge Capital, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of 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 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 registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) 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 registrant 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 registrant, 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 registrant'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 registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant'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 registrant'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 registrant's internal control over financial reporting.

Date: August 6, 2012

/s/ Assaf Ran
Assaf Ran
President and Chief Executive Officer
(principal executive officer)

EXHIBIT 31.2

CERTIFICATION

I, Vanessa Kao, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Manhattan Bridge Capital, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of 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 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 registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) 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 registrant 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 registrant, 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 registrant'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 registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant'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 registrant'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 registrant's internal control over financial reporting.

Date: August 6, 2012

/s/ Vanessa Kao
Vanessa Kao
Chief Financial Officer
(principal financial and accounting 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 Quarterly Report on Form 10-Q of Manhattan Bridge Capital, Inc. (the "Company") for the period ended June 30, 2012 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Assaf Ran, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. ss. 1350, as adopted pursuant to § 906 of the Sarbanes Oxley Act, that:

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

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

/s/ Assaf Ran*
Assaf Ran
President and Chief Executive Officer
(principal executive officer)

August 6, 2012

* A signed original of this written statement required by Section 906 has been provided to us and will be retained by us and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32.2

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 Quarterly Report on Form 10-Q of Manhattan Bridge Capital, Inc. (the "Company") for the period ended June 30, 2012 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Vanessa Kao, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. ss. 1350, as adopted pursuant to § 906 of the Sarbanes Oxley Act, that:

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

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

/s/ Vanessa Kao*
Vanessa Kao
Chief Financial Officer
(principal financial and accounting officer)

August 6, 2012

* A signed original of this written statement required by Section 906 has been provided to us and will be retained by us and furnished to the Securities and Exchange Commission or its staff upon request.