E & S HOLDINGS INC
Form 10KSB
August 25, 2005

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

Form 10-KSB

(Mark One)

[X] ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended May 31, 2005

[ ] TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 000-50101

E and S Holdings, Inc.
(Name of small business issuer in its charter)

Nevada	91-2135425
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
5046 East Boulevard NW, Canton, Ohio	44718
(Address of principal executive offices)	(Zip Code)

Issuer's telephone number 330/966-8120

Securities registered under Section 12(b) of the Exchange Act:

Title of each class	Name of each exchange on which registered
None	

Securities registered under Section 12(g) of the Exchange Act:

$0.001 pv common stock
(Title of class)

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

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-B is not contained in this form, and no disclosure will be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB or any amendment to this Form 10-KSB. [X]

State issuer's revenues of its most recent fiscal year. $9107.00

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity

was sold, or the average bid and asked price of such common equity, as of a specified date within the past 60 days. (See definition of affiliate in Rule 12b-2 of the Exchange Act.) - At present there is no market for these securities.

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date. 15,000,000 shares common stock $.001 per value

DOCUMENTS INCORPORATED BY REFERENCE

Form 10-QSB for first, second and third quarter of fiscal year; Form SB-2, effective November 18, 2002 for exhibits.

Transitional Small Business Disclosure Format (Check one): Yes [ ] No [X]

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PART ONE

ITEM 1 - DESCRIPTION OF BUSINESS

DESCRIPTION OF BUSINESS: E & S was incorporated on June 20, 2001 under the laws of the State of Nevada. It has not been involved in any bankruptcy, receivership or similar proceedings, nor has it been a party to any merger, consolidation or purchase or sale of a significant amount of assets not in the ordinary course of business.

E & S is a corporation that is in its developmental stages, since its inception in June, 2001. E & S was formed to produce a locking pliers tool which is being marketed as the "Portable Pipe Vise". The jaws of the locking pliers have a patented design. The tool is intended to secure cylindrical objects to a flat surface. At the present time, E & S has produced and received the first production run of 5,000 high quality Portable Pipe Vises for sale. E & S intends to initially focus its marketing efforts on the welding industry and the plumbing industry, since both industries require portable tools to secure pipes to objects for modification or attachment to a flat surface.

Since the time that E & S took possession of the first production run, it has stepped up its marketing efforts through direct mailing fliers . As a result of its marketing efforts, E & S currently has secured five independent representatives in various parts of the United States to sell the Portable Pipe Vise. In addition, it is processing orders from independent tool retailers. The Portable Pipe Vise is currently offered in catalog retailer's catalogs, both in print and online. In recent months, E&S has also been requested to quote a private label version of the Portable Pipe Vise in a container quantity.

Since obtaining the initial production run, E & S has sold a limited number of Portable Pipe Vises. E & S has employed Mrs. Suzanne Barth for the purpose of managing E & S's day-to-day operations, including the processing of orders and communication with current representatives, as well as prospective distributors.

E & S will be competing for market share with well established hand tool manufacturers both within the United States and abroad. While the specific design of the locking pliers is patented, there are many other hand tools which are currently marketed which can perform a similar function as the locking pliers and which will be in direct competition in the marketplace with the locking pliers. In addition, unless future steps are taken to secure patents worldwide, foreign manufacturers may be able to produce and market a locking pliers of a similar design in foreign markets. Further, the lack of a brand name for E & S's locking pliers may adversely affect the public's confidence in the tool and its success in the marketplace. The presence of established competitors could adversely affect the ability of E & S to successfully implement its business plan and sell the locking pliers.

E &S has limited financial, marketing, technical and other resources that are necessary to implement its business plan. Many of E &S's competitors have significantly greater financial, marketing, technical and other resources than E & S . These competitors may be able to devote greater resources to the development, promotion and sale of competing tools. Moreover, due to the size of these competitors, they may be able to produce a tool with a different design, but with a similar function which can be marketed at a price lower than which E & S can market its locking pliers.

Although E & S is seeking suppliers within the United States to manufacture its Portable Pipe Vise, the first production run was contracted through Nation Technik, Ltd. a Hong Kong manufacturer. E & S currently holds an assignment of the patent for the locking pliers. The patent was granted by the United States Patent and Trademark Office on November 6, 2001 and is patent number 6,311,589. This patent will restrict other domestic competitors from manufacturing a

locking pliers with the same or similar jaw configuration as the locking pliers

to be manufactured by E & S. Further, no foreign manufacturer will be able to enter the United States market with a similar product. A patent lasts for 16 years from the date of filing. The date of filing of the patent was April 8, 1999. Therefore, E & S will enjoy protection for the patented portion of the locking pliers, until April 8, 2015. The patent covering the locking pliers was purchased from the inventor. E & S has a royalty agreement with the inventor whereby the inventor receives 5% of gross sales as additional compensation for the sale of the patent.

E & S does not anticipate the need to receive any government approval for its Portable Pipe Vise. E & S does not believe that there are any significant government regulations that would affect the ability of E & S to sell its product. In addition, due to the nature of its product and the fact that it does not manufacture its product, E & S does not anticipate that its operation will result in the need to comply with any environmental laws. Therefore, there are no costs allocated to the environmental law compliance.

During the last three fiscal years, a minimal amount of time and expense has been utilized in developing the Portable Pipe Vise for marketing. All research and development efforts were conducted by Mr. Edward A. Barth, who is not separately compensated for these efforts.

E & S is currently operating with no paid employees. Mrs. Suzanne Barth, who is responsible for all day-to-day operations of E & S is currently working for E&S for no compensation. Mr. Edward A. Barth and Mr. Eugene H. Swearengin have also agreed to work for the corporation for no compensation until such time as the company commences to receive revenues from its Portable Pipe Vise. Both individuals have previously received compensation, either directly or accrued, for services rendered. However, due to the unforeseen length of time necessary to bring the company's product to market, both individuals have agreed to forego any further compensation, either paid or accrued until E & S commences to recognize revenues from the sale of its product.

ITEM 2 - DESCRIPTION OF PROPERTY

At the present time, E & S's principal offices are located at 5046 East Boulevard NW, Canton, Ohio 44718. These offices are being utilized, rent free, by E & S and are owned by Mr. Edward A. Barth. Commencing April 1, 2002, E & S rented two offices and 1,500 square feet of warehouse space at 4264 Strausser Street NW, North Canton, Ohio 44720. This location will serve as the sales office and warehouse for E & S. It is currently operating under an oral sub-lease on a month-to-month basis from Mr. Herbert Barth. The monthly rental fee of $500.00 has been waived until such time as E & S has sufficient cash flow to pay rent. Management for E & S believes that the rented space will be sufficient for the needs of the Corporation for at least the next 12 months.

ITEM 3 - LEGAL PROCEEDINGS

At the present time, E & S is not a party to any legal proceedings and is unaware of any claims that may result in future legal proceedings against it or that it may have against third-parties.

ITEM 4 - SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

No matters were presented for a vote to the shareholders of E & S during the fourth quarter of its fiscal year.

ITEM 5 - MARKET FOR COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

At present, there is no public trading market for E & S common stock. E & S has

made efforts to commence trading of its shares, however, to date , E & S's shares are not listed on any exchange or O.T.C. Furthermore, there has been no unregistered sales of securities by E & S in its past fiscal year. The only sales of unregistered securities that have been made by E & S were the initial sales, in which Mr. Edward A. Barth received 700,000 shares of common stock in exchange for the transfer of the option to purchase the locking pliers patent. Furthermore, E & S raised approximately $30,000 from the sale of 300,000 shares of common stock in a private offering in December of 2001.

E & S has only one class of stock, it is the $0.001 per value common stock. As of June 1, 2005 E & S had 41 shareholders, holding shares in either individual names or as joint tenants.

E & S has not declared any dividends to its shareholders. It will not be able to declare dividends until after it commences to receive revenue from sales. At present, the directors have made no decision with regard to future dividend declarations, although there are currently no restrictions on the future declaration of dividends.

ITEM 6 - MANAGEMENT'S DISCUSSION AND ANALYSIS FOR PLAN OF OPERATION

Over the past two fiscal years, E & S has received negligible revenues from sale of product. During the past two fiscal years, E & S has had operations loses of $52,252 for 2004 and $,41,108 for 2005. These losses were incurred as a result of continuing operating expenses and negligible revenues being received by E & S. Because E & S now has been operating for two years and is beginning to receive repeat orders for its product, it anticipates that over the next twelve months, it will receive revenues in an amount that would be sufficient to pay current operating expenses. The management of E & S has received very favorable comments on the Portable Pipe Vise and expects to see significant increases in revenue over the next twelve months.

As revenues increase, however, E & S will incur additional liabilities in the form of employee and officer salaries, which are currently being waived by the company's employee and its officers.

In the event that anticipated sales exceed expectations of E & S, it may be necessary for E & S to incur debt for the purpose of ordering additional tools in larger quantities of the manufacturer, in order to increase inventories and fill orders in a timely basis. During the next twelve months, E & S has to be able to evaluate the marketability of the Portable Pipe Vise and determine whether it will be advisable to add additional lines of tools, in order to become profitable.

At present, it is not anticipated that E & S will require any additional capital expenditures during the next twelve-month period. In addition, E & S does not believe it will be necessary to seek additional capital through the offering of additional shares in the corporation to the public.

OFF - BALANCE SHEET ARRANGEMENTS

At present, E & S has no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on E & S's financial condition.

ITEM 7 - FINANCIAL STATEMENTS

HOBE & LUCAS
CERTIFIED PUBLIC ACCOUNTANTS, INC.

4807 Rockside Road

Suite 510
Independence, Ohio 44131
Tel: (216) 524-8900
Fax: (216) 524-8777

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders
of E and S Holdings, Inc.
Canton, Ohio

We have audited the balance sheets of E and S Holdings, Inc. (a development stage company) as of May 31, 2005 and 2004, and the related statements of operations, stockholders' equity (deficit), and cash flows for the years then ended, and the period beginning June 20, 2001 (inception) and ended May 31, 2005. 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 auditing standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of E and S Holdings, Inc. as of May 31, 2005 and 2004, and the results of its operations and its cash flows for the years then ended, and the period beginning June 20, 2001 (inception) and ended May 31, 2005 in conformity with U.S. generally accepted accounting principles.

As discussed in Note 1, the Company has been in the development stage since its inception on June 20, 2001. Realization of a major portion of its assets is dependent upon the Company's ability to successfully develop and market its product, meet its future financing requirements, and the success of future operations. These factors raise substantial doubt about the Company's ability to continue as going concern.

/s/ Hobe & Lucas

CERTIFIED PUBLIC ACCOUNTANTS, INC.
Independence, Ohio
July 27, 2005

E AND S HOLDINGS, INC.
(A DEVELOPMENT STAGE COMPANY)
BALANCE SHEETS
MAY 31, 2005 AND 2004

	2005	20

ASSETS

CURRENT ASSETS		
Cash in bank	$ 136	$
Accounts receivable	2,209	
Inventory	24,281	2
	26,626	3
OTHER ASSETS		
Patent - net of amortization of $2,969 at May 31, 2005 and $1,979 at May 31, 2004	9,730	1
Total Other Assets	9,730	1
Total Assets	$ 36,356	$ 4

LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)

CURRENT LIABILITIES		
Accounts payable	$ 23,549	$
Accounts payable - stockholder	18,520	1
Accrued wages	25,000	10
Accrued payroll taxes	0	
Accrued other taxes	0	
Accrued director's fees	0	
Accrued royalties	110	
Accrued rent - stockholder	0	
Accrued warranty	134	
Total Current Liabilities	67,313	12
STOCKHOLDERS' EQUITY (DEFICIT)		
Common stock - 100,000,000 shares authorized, 15,000,000 outstanding as of 2005, and 1,500,000 as of 2004 at .001 per share	15,000	
Additional paid-in capital	211,099	12
Deficit accumulated during the development stage	(257,056)	(21
Total Stockholders' Equity (Deficit)	(30,957)	(8
Total Liabilities and Stockholders' Equity (Deficit)	$ 36,356	$ 4

See accompanying notes to financial statements.

E AND S HOLDINGS, INC.
(A DEVELOPMENT STAGE COMPANY)
STATEMENTS OF OPERATIONS
FOR THE YEARS ENDED MAY 31, 2005, AND 2004
AND THE PERIOD FROM JUNE 20, 2001 (INCEPTION) TO MAY 31, 2005

	Year Ended May 31, 2005	Year Ended May 31, 2004	June 20, 2001 (Inception) to May 31, 2005
SALES - NET	$ 9,107	$ 464	$ 9,601
Cost of Sales			
Purchases	4,202	186	4,398
GROSS PROFIT	4,905	278	5,203
OPERATING EXPENSES			
Wage expense	11,800	4,800	116,600
Advertising and marketing	2,193	13,778	17,249
Legal and accounting	17,171	12,680	70,478
Professional fees	0	340	5,340
Product development	0	0	814
Bank charges	85	124	386
Rent - stockholder	1,500	2,500	11,000
License and permits	680	375	1,943
Amortization	990	990	2,970
Franchise tax	69	50	169
Workers' compensation	99	20	303
Commission	58	0	58
Royalty expense	439	43	483
Office and administrative expense	3,346	7,360	15,841
Travel	0	2,930	2,930
Freight and delivery	741	84	825
Postage	797	0	797
Payroll tax	0	563	563
Insurance	523	519	1,042
Supplies	2,589	0	2,589
Telephone	635	1,077	1,712
Trade shows	1,023	2,867	3,890
UCC code	150	750	900
Warranty expense	180	0	180
Membership fees	700	0	700
	45,768	51,850	259,762
NET LOSS FROM OPERATIONS	(40,863)	(51,572)	(254,559)
OTHER INCOME (EXPENSE)			
Miscellaneous income	29	0	29
Miscellaneous expense	(203)	0	(203)
Interest expense	0	(680)	(2,252)
Bad debts	(71)	0	(71)
	(245)	(680)	(2,497)
NET LOSS BEFORE INCOME TAXES	(41,108)	(52,252)	(257,056)
PROVISION FOR INCOME TAXES	0	0	0
NET LOSS	$ (41,108)	$ (52,252)	$(257,056)
NET LOSS PER COMMON SHARE - BASIC	$ (.00)	$ (.00)	$ (.02)

See accompanying notes to financial statements

E AND S HOLDINGS, INC.
(A DEVELOPMENT STAGE COMPANY)
STATEMENT OF STOCKHOLDER'S EQUITY (DEFICIT)
FOR THE PERIOD BEGINNING JUNE 20, 2001(INCEPTION
AND ENDED MAY 31, 2005

	Common Stock		Additional	
	Issued Shares	Par Value	Paid-In Capital	Accumulated Deficit
Issuance of Common Stock September, 2001	700,000	$ 700	$ 1,199	$ 0
Issuance of Common Stock December 2001, net of issuance costs of $2,500	300,000	300	27,200	0
Net (Loss) - May 31, 2002	0	0	0	(77,629)
Balance, May 31, 2002	1,000,000	1,000	28,399	(77,629)
Net (Loss) - May 31, 2003	0	0	0	(86,067)
Balance, May 31, 2003	1,000,000	1,000	28,399	(163,696)
Issuance of Common Stock November, 2003	500,000	500	99,500	0
Net (Loss) - May 31, 2004	0	0	0	(52,252)
Balance, May 31, 2004	1,500,000	1,500	127,899	(215,948)
Forgiveness of debt by Shareholders November, 2004	0	0	96,700	0
Stock split-ten shares issued for each outstanding share May, 2005	13,500,000	13,500	(13,500)	0
Net(Loss)-May 31, 2005	0	0	0	(41,108)
Balance, May 31, 2005	15,000,000	$ 15,000	$ 211,099	$(257,056)

See accompanying notes to financial statements.

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E AND S HOLDINGS, INC.
(A DEVELOPMENT STAGE COMPANY)
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED MAY 31, 2005 AND 2004
AND THE PERIOD FROM JUNE 20, 2001 (INCEPTION) TO MAY 31, 2005

	Year Ended May 31, 2005	Year Ended May 31, 2004
CASH FLOWS FROM OPERATING ACTIVITIES		
Net Loss	$(41,108)	$ (52,252)
Adjustments to reconcile net income to net cash provided by operating activities:		
Amortization	990	990
Decrease (Increase) in accounts receivable	(2,209)	(2,209)
Decrease (Increase) in inventory	4,612	(28,893)
Interest capitalized	0	0
(Decrease)/Increase in accounts payable	18,994	(19,166)
(Decrease)/Increase in accrued wages	11,800	2,400
(Decrease)/Increase in accrued director's fees	0	0
(Decrease)/Increase in accrued interest	0	(276)
(Decrease)/Increase in accrued rent	1,500	(3,500)
Increase in stockholder payable	2,020	16,000
(Decrease)/Increase in accrued payroll taxes	(379)	379
(Decrease)/Increase in accrued taxes	(88)	88
Increase in accrued royalties	110	0
Increase in accrued warranty	134	0
Net Cash From (Used By) Operating Activities	(3,624)	(84,230)
CASH FLOWS USED BY INVESTING ACTIVITIES		
Purchase of patent	0	0
Net Cash Used In Investing Activities	0	0
CASH FLOWS FROM (USED BY) FINANCING ACTIVITIES		
Loans from stockholders	0	0
Repayments of loans - stockholders	0	(12,096)
Proceeds from issuance of common stock, Net of issuance costs of $2,500	0	100,000
Net Cash Provided By Financing Activities	0	87,904
Net Increase (Decrease) In Cash	(3,624)	3,674
Cash At Beginning Of Period	3,760	86
Cash At End of Period	$ 136	$ 3,760
SUPPLEMENTAL DISCLOSURE OF CASH FLOWS INFORMATION		
Interest paid	$ 0	$ 680
Taxes paid	$ 0	$ 0

SUPPLEMENTAL DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITIES

On September 27, 2001, 700,000 shares of stock were issued at a value of $1,899 in return for contribution of the patent option. The patent was subsequently purchased for $10,800 in March 2002.

In March of 2003, interest accrued on stockholder loans payable in the amount of $1,296 was added to the outstanding loan balance when the stockholder notes due March 2003 were renewed.

In November of 2004, certain officers, directors, and shareholders of the company forgave accrued wages, director's fees, and rents totaling $96,700. These transactions are reflected as increases to paid-in capital.

See accompanying notes to financial statements.

E AND S HOLDINGS, INC.
(A DEVELOPMENT STAGE COMPANY)
NOTES TO FINANCIAL STATEMENTS
MAY 31, 2005 AND 2004

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This summary of significant accounting policies of E and S Holdings, Inc. (hereinafter the "Company"), is presented to assist in understanding the financial statements. The financial statements and notes are representations of the Company's management, which is responsible for their integrity and objectivity. These accounting policies conform to accounting principles generally accepted in the United States of America and have been consistently applied in the preparation of the financial statements.

NATURE OF OPERATIONS

The Company sells specialized locking pliers which are used primarily by the plumbing and welding industry. The Company's product is sold primarily to wholesalers. The Company recognizes its revenue when the product is shipped to the customer.

INVENTORIES

Inventories which consist of specialized locking pliers are recorded at the lower of cost (first-in, first-out) or market.

ADVERTISING AND MARKETING

Advertising and marketing costs are charged to operations when incurred.

USE OF ESTIMATES

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America 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 amounts of revenues and expenses during the period. Actual results could differ from those estimates.

DEVELOPMENT STAGE COMPANY

E and S Holdings, Inc. (a Nevada corporation) has been in the development stage since its formation on June 20, 2001. It is primarily engaged in the development and marketing of new products on which it holds the patent. Realization of a major portion of its assets is dependent upon the Company's ability to successfully develop and market the products, meet its future financing

requirements, and the success of future operations. These factors raise substantial doubt about the Company's ability to continue as a going concern. These financial statements do not include any adjustments that might result from the outcome of this uncertainty. The Company's majority stockholder has agreed to advance funds necessary to meet the Company's near-term cash needs.

NOTE 2 - FAIR VALUE OF FINANCIAL STATEMENTS

The carrying amount of cash, accounts receivable and liabilities approximates the fair value reported in the balance sheet.

3 - NEW NOTE ACCOUNTING PROUNCEMENTS

There are no new accounting prouncements that impact the Company for its May 31, 2005 fiscal year.

NOTE 4 - INCOME TAXES

Income taxes on continuing operations at May 31 include the following:

	2005	2004	June 20, 2001 (inception) to May 31, 2005
Currently payable	$ 0	$ 0	$ 0
Deferred	0	0	0
Total	$ 0	$ 0	$ 0

A reconciliation of the effective tax rate with the statutory U.S. income tax rate at May 31 is as follows:

	2005		2004		
	Income	% of Pretax Amount	Income	% of Pretax Amount	I
Income taxes per statement of operations	$ 0	0%	$ 0	0%	$
Loss for financial reporting purposes without tax expense or benefit	(13,977)	(34)%	(17,766)	(34)%	(
Income taxes at statutory rate	$(13,977)	(34)%	$(17,766)	(34)%	$(

At May 31, 2005 the Company had net operating loss carryforwards of approximately $11,846, $34,067, $52,753 and $24,908 expiring in 2023, 2024, 2025 and 2026.

The Company's deferred tax assets and liabilities at May 31 consist of:

	2005	2004
Deferred tax asset	$ 51,000	$ 70,600
Valuation allowance	(51,000)	(70,600)
Deferred tax liability	0	0
	$ 0	$ 0

Deferred taxes are provided for temporary differences in deducting expenses for financial statement and tax purposes. The principal source for deferred tax assets are net operating loss carryforwards and accrued wages and director's fees. No deferred taxes are reflected in the balance sheet at May 31, 2005 or 2004 due to a valuation allowance, which decreased $19,600 in 2005 and increased $18,600 in 2004.

NOTE 5 - RENT - STOCKHOLDER

The Company rents office and storage space from one of its stockholders, Herbert G. Barth, on a month-to-month basis. Rent began in April, 2002 at a rate of $500 per month. Rent expenses for the years ended May 31, 2005 and 2004 were $1,500 and $2,500, respectively. Rent expense was $11,000 for the period June 20, 2001 (inception) to May 31, 2005. Accrued rents to this stockholder were $0 and $1,000 at May 31, 2005 and 2004, respectively.

During November, 2004 $2,500 of accrued rent was written off as part of the related party debt forgiveness (Note 10).

NOTE 6 - ACCRUED WAGES - STOCKHOLDER

A stockholder of the Company had accrued wages in the amount of $0 and $75,000 at May 31, 2005 and 2004. Per his employment agreement, these wages can only be paid from the net profits of the Company. As such, no cash wages have been paid to this stockholder to date.

During November, 2004 $75,000 of accrued wages was written off as part of the related party debt forgiveness (Note 10).

NOTE 7 - AMORTIZATION OF PATENT

The Company held an option to purchase the patent pending rights to its proprietary product, locking pliers. The Company exercised its option to acquire the patent for its locking pliers product in March 2002 for $10,800. The patent is being amortized over its remaining legal life, beginning in the first quarter of fiscal 2002. The agreement also provides for payment of 5% of the gross consideration received for the use and licensing of the patent.

Amortization for the next five years is as follows:

2006	$ 990
2007	990
2008	990
2009	990
2010	990
Thereafter	4,780
	$ 9,730

NOTE 8 - LOSS PER COMMON SHARE

In May, 2005 the Company recognized a stock split of ten shares for each outstanding share. As a result, the weighted average shares outstanding have been retroactively restated to reflect the impact of the split.

Loss per common share is based on the weighted average number of shares outstanding which was:

15,000,000 for the year ended May 31, 2005
12,916,670 for the year ended May 31, 2004, and
11,598,474 for the period beginning June 20, 2001 (inception) and ended May 31, 2005.

NOTE 9 - PRODUCT WARRANTIES

The Company sells its products to customers together with limited repair or replacement warranties. The accompanying financial statements for 2005 and 2004 include, respectively, $180 and $0 for estimated warranty claims, based on the company's experience of the amount of such claims actually paid. Following is a reconciliation of the aggregate warranty liability as of May 31, 2005:

Balance, June 1, 2004	$ 0
Claims paid during 2005	(46)
Additional warranties issued during 2005	180
Revisions in estimates for previously issued warranties	0
Balance, May 31, 2005	$ 134

NOTE 10 - FORGIVENESS OF DEBT - RELATED PARTIES

During November, 2004, certain officers, directors, and shareholders of the Company forgave accrued wages, director's fees and rents totaling $96,700. These transactions are reflected as increases to paid-in capital.

NOTE 11 - RELATED PARTY SALES

During the year ended May 31, 2005, a stockholder purchased 150 locking pliers for $1,500. Included in the accounts receivable at May 31, 2005 is $1,500 due from the stockholder.

NOTE 12 - SUBSEQUENT EVENT - RELATED PARTY

In June, 2005, the Company borrowed $4,000 from a stockholder. The funds were

borrowed under a unsecured demand note with interest at 10%.

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

None

ITEM 8 A - CONTROLS AND PROCEDURES

The management of E & S recognize its responsibility for establishing and maintaining adequate internal controls over financial reporting for E & S. Due to the small size of E & S, the company's Chief Executive Officer and Chief Operating Officer is aware of all matters pertaining to the operations of E & S Holdings, Inc and has reviewed all aspects of the financial information included in the company's financial reporting. At the present time, management is of the opinion that the company's internal controls over financial reporting for the past fiscal year is adequate. However, management has identified a material weakness in its procedures in that the small size of management causes a lack of segregation of duties and limits management's ability to recognize potential inadequacies of the internal controls over the financial reporting.

PART THREE

ITEM 9 - DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS; COMPLIANCE WITH SECTION 16(A) OF THE EXCHANGE ACT

The Executive Officers and Directors and their respective ages as of June 1, 2005 are as follows:

DIRECTORS

Name of Director:	Age:	Term in office	Other directorships held
Edward A. Barth	46	2001-2005	None
Eugene H. Swearengin	51	2001-2005	None

EXECUTIVE OFFICERS

Executive Officer:	Age:	Office:	Term in office
Edward A. Barth	46	President, Chief Executive Officer and Treasurer	2001-2005
Eugene H. Swearengin	51	Vice-President and Secretary	2002-2005

Edward A. Barth, age 46, is the Founder and Officer of Registrant, and serves as a Director. Mr. Barth received a Bachelor of Science degree in civil engineering technology from Youngstown State University in 1984. He has been employed by the City of North Canton, Ohio, Michael Baker Engineering Corporation and in 1990 returned to the family construction business where he served as President of Barth Construction Co., Inc. In August 2001 Mr. Barth changed the name of the corporation to Stark Concrete Leveling, Inc. and presides as President of the leveling and concrete rehabilitation business. Mr. Barth continues to be employed by Stark Concrete Leveling, Inc. He resides in Canton, Ohio.

Eugene H Swearengin, age 51, has been a Director of the Registrant since June 21, 2001. He is Vice-president and secretary of the Corporation. Mr. Swearengin started his carrier as an apprentice carpenter. He successfully obtained his journeyman's card in 1977. In 1998 he purchased a 50% interest in Callahan Door Sales, Inc. Mr. Swearengin has managed a successful career in the garage and entrance door business for the past 25 years. He resides in North Canton, Ohio.

In the past fiscal year there were no individuals who were required to comply with the reporting requirements under Rule 16A-3 of the Exchange Act. There were no changes in ownership interest or beneficial interest of any shareholder, officer or director of the corporation during the past fiscal year.

At the present time, E & S has not developed a code of ethics that applies to E & S's principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions. E & S maintains that the fact that all major management functions, both executive and financial are centered in one individual, it is not necessary to establish a code of ethics at this time.

At present, E&S does not maintain an audit committee, instead the company's board of directors is responsible to review all audit matters.

ITEM 10 - EXECUTIVE COMPENSATION

The table below summarizes all compensation awarded to, earned by, or paid to the executive officers of E & S by any person for all services rendered in any capacity to E & S for the present fiscal year.

Name and principal position	Year	Salary($)	Bonus	Other Annual Compen-sation($)	Restricted Stock Award(s)($)	Securities Underlying Options/ SARs($)	LTIP Payouts($)	All Co sa
Edward A. Barth, President, CEO	2003	$0*	0.00	0.00	0.00	0.00	0.00	
	2004	$0*	0.00	0.00	0.00	0.00	0.00	
	2005	$0*	0.00	0.00	0.00	0.00	0.00	
Eugene H. Swearengin, Vice-President, Secretary	2003	$0*	0.00	0.00	0.00	0.00	0.00	
	2004	$0*	0.00	0.00	0.00	0.00	0.00	
	2005	$0*	0.00	0.00	0.00	0.00	0.00	

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* Because E and S has experienced a delay in commencing production, both Mr. Barth and Mr. Swearengin waived any compensation for their services commencing January 1, 2003.

ITEM 11 - SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

There are no securities authorized for issuance under any equity compensation plans. The following table provides the names and addresses of each person known to own directly or beneficially more than a 5% of the outstanding common stock as of June 1, 2005 and by the officers and directors, individually and as a group. Except as otherwise indicated, all shares are owned directly.

Name and address of beneficial owner	Amount of beneficial ownership	Percent of class
Edward A. Barth Director, President and Chief Executive Officer	7,000,000	47.33% (total)

5046 East Boulevard NW
Canton, OH 44718

Suzanne I. Barth *
5046 East Boulevard NW
Canton, OH 44718

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* Indicates husband and wife. Each individual has a beneficial ownership in their spouse's stock holdings. Common stock: All Officers and Directors as a group that consist of one person, 7,000,000 shares direct, 100,000 beneficial, 47.33% total.

The percent of class is based on 15,000,000 shares of common stock issued and outstanding as of June 1, 2005.

ITEM 12 - CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Mr. Edward A. Barth is the sole promoter of E & S, further, he currently holds a control position in the business, owning a total of 47.33% of the outstanding common stock (directly and beneficially). Prior to January 1, 2003, Mr. Barth was accruing a salary at the rate of $5,000 per month for all services which he rendered to E & S. Since January 1, 2003, Mr. Barth has waived any compensation, until such time as E & S commences to receive sustained revenues. Mr. Barth advanced the Corporation the sum of $1,212.00 in order to pay for incorporation costs. This amount was subsequently repaid to Mr. Barth on January 9, 2002 without interest, from proceeds received out of the $30,000.00 which E & S received in stock subscriptions. In addition, Mr. Barth has advanced the corporation the sum of $20,000 in order to commence the first production run of the Portable Pipe Vise. Since that time, Mr. Barth has advanced various sums to provide E&S with necessary operating funds. To date, E & S has repaid a portion of the amount, however, the amount of $18,520 remains outstanding as of the end of the corporation's fiscal year.

Mr. Barth received the 700,000 shares of common stock in E & S in exchange for transferring to E & S the option to purchase the patent rights to the locking pliers. This amount increased to 7,000,000 shares as the result of a stock split which occurred during the past fiscal year. At the time Mr. Barth purchased the option, the patent had not yet been granted and was in danger of being lost as a result of the inventor's lack of necessary funds to continue the patent process. A portion of the personal funds which Mr. Barth utilized in the obtaining of the patent option was utilized to file the necessary documentation with the United States Patent and Trademark Office so that the patent could issue.

Mr. Herbert Barth, the father of Edward A. Barth, owns 3% of the outstanding shares of the Corporation. Mr. Herbert Barth is the owner of the real estate from which E & S is subletting its offices. Mr. Barth is currently waiving any rental charge for the space. The agreed upon rent for the office space was $500 per month. E & S maintains that the space leased from Mr. Barth is leased at the fair market value for similar commercial space in Canton, Ohio.

With the exception of the above referred to transactions, there are no contractual agreements between Mr. Barth or any other individual, whether a shareholder or not, and E & S.

ITEM 13 - EXHIBITS AND REPORTS ON FORM 8-K

Exhibit 3.1 - Articles of Incorporation - incorporated by reference Form SB-2
Exhibit 3.2 - By-laws - incorporated by reference Form SB-2
Exhibit 11 - Statement regarding computation of earnings per share - See

financial statement attached
Exhibit 13 - Form 10-QSB - incorporated by reference
Exhibit 31.1 - Rule 13a-12(a), 15d-14(a) Certification
Exhibit 31.2 - Rule 13a-12(a), 15d-14(a) Certification
Exhibit 32.1 - Certification of Pursuant to Section 906 of the Sarbanes Oxley Act of 2002
Exhibit 32.2 - Certification of Pursuant to Section 906 of the Sarbanes Oxley Act of 2002

ITEM 14 - PRINCIPAL ACCOUNTANT FEES AND SERVICES

The following information concerns the aggregate fees billed for each of the last two fiscal years for professional services rendered by Hobe & Lucas Certified Public Accountants, Inc., the principal accountant for E & S.

	2004	2005
1. Audit Fees	$8,390	$11,160
2. Audit-Related Fees	0	0
3. Tax Fees	$ 500	$ 500
4. All Other Fees*	0	0

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* There were no other fees billed to E & S by its principal accountant for the last two fiscal years for any products or services not covered in items 1, 2 or 3 above.

Because E & S has only two directors, none of whom are outside directors, E & S does not maintain a standing audit committee. As such, E & S does not have pre-approval policies and procedures regarding the engagement of an independent auditor for its year-end financial statements. Instead, the engagement of an auditor is approved by the ad hoc audit committee of the Board of Directors prior to the commencement of the audit. The balance of the services described in Items 2 or 3 above were pre-approved by the audit committee, only to the extent that discussions were held with the principal independent accountant for E & S prior to the commencement of any services by the accountant, during which time all services to be performed by the accountant on behalf of E & S were outlined.

SIGNATURES

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

E and S Holdings, Inc.

By: /s/ Edward A. Barth

Date: August 25, 2005

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

By: /s/ Edward A.Barth

Edward A. Barth,
CEO, CFO President and Director

Date: August 25, 2005

By: /s/ Eugene H. Swearengin

Eugene H. Swearengin,
Vice-President,
Secretary and Director

Date: August 25, 2005