

AMERICAN COMMERCE SOLUTIONS
Form 10QSB
July 19, 2005

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

FORM 10-QSB

ý **QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended May 31, 2005

o **TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF
THE EXCHANGE ACT**

For the transition period from to

Commission file number: 33-98682

American Commerce Solutions, Inc.
(Exact name of small business issuer as specified in its charter)

Delaware
(State or other jurisdiction of incorporation
or organization)

05-0460102
(IRS Employer Identification No.)

1400 Chamber Dr., Bartow, Florida 33830
(Address of principal executive offices)

(863) 533-0326
(Issuer's telephone number)

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

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities 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. ý YES o NO

There were 221,400,415 shares of the Registrant's \$.002 par value common stock outstanding as of May 31, 2005

Transitional Small Business Disclosure Format (Check one): Yes o No ý

American Commerce Solutions, Inc.

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PART I - FINANCIAL INFORMATION

Item 1. Consolidated Financial Statements

Consolidated Financial Statements

American Commerce Solutions, Inc. and Subsidiaries

*As of May 31, 2005 and for the
Three Months Ended May 31, 2005 and 2004
(unaudited)*

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American Commerce Solutions, Inc. and Subsidiaries

Consolidated Financial Statements

As of May 31, 2005 and for the
Three Months Ended May 31, 2005 and 2004
(unaudited)

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American Commerce Solutions, Inc. and Subsidiaries

Consolidated Balance Sheet

May 31, 2005

(unaudited)

Assets	
Current assets:	
Cash	\$ 37,219
Accounts receivable, net of allowance of \$4,612	74,905
Accounts receivable, factored	50,427
Inventory	151,372
Other receivables	113,049
Other current assets	102,897
Total current assets	529,869
Property and equipment, net of depreciation of \$1,625,142	5,422,209
Other assets:	
Prepaid loan costs	5,864
Intangible assets, net of accumulated amortization	127,722
Real property held for resale	243,150
Total other assets	376,736
	\$ 6,328,814
Liabilities and Stockholders' Equity	
Current liabilities:	
Checks drawn in excess of bank balance	\$ \$ 1,896
Current portion of notes payable	1,157,143
Current portion of notes payable, related parties	379,048
Accounts payable	249,247
Accrued expenses	323,080
Accrued interest	137,085
Due to stockholders	349,660
Deferred revenue	26,212
Total current liabilities	2,623,371
Notes payable, related parties, net of current portion	18,106
Stockholders' equity:	
Preferred stock, total authorized 5,000,000 shares:	
Series A; cumulative and convertible; \$.001 par value;	
600 shares authorized; 102 shares issued and outstanding; liquidating	
preference \$376,125	
Series B; cumulative and convertible; \$.001 par value;	
3,950 shares authorized; 3,944 shares issued and outstanding;	
liquidating preference \$3,944,617	
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Common stock; \$.002 par value; 350,000,000 shares authorized; 221,922,415	
shares issued;	
221,400,415 shares outstanding	443,846

Additional paid-in capital	18,739,396
Note receivable for exercise of options	(34,000)
Stock subscription receivable	(10,000)
Treasury stock, at cost	(265,526)
Accumulated deficit	(15,132,085)
Loan costs from issuance of common stock	(54,297)
Total stockholders' equity	3,687,337
	\$ 6,328,814

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

American Commerce Solutions, Inc. and Subsidiaries
Consolidated Statements of Operations
(*unaudited*)

Three Months Ended			
May 31,			
	2005		2004
Net sales	\$ 654,899	\$	652,346
Cost of goods sold	459,221		422,452
Gross profit	195,678		229,894
Selling, general and administrative expenses	543,571		554,832
Loss from operations	(347,893)		(324,938)
Other income (expense)	16,195		18,982
Derecognition of liabilities	78,290		
Interest expense	(36,727)		(35,554)
Total other income (expense)	57,758		(16,572)
Net loss	\$ (290,135)	\$	(341,510)
Net loss per common share	\$ (.00)	\$	(.00)
Weighted average number of common shares outstanding	_202,885,147		146,411,041

The accompanying notes are an integral part of the consolidated financial statements

American Commerce Solutions, Inc. and Subsidiaries
Consolidated Statements of Cash Flows
(*unaudited*)

	Three Months Ended May 31,	
	2005	2004
Operating activities:		
Net loss	\$ (290,135)	\$ (341,510)
Adjustments to reconcile net loss to net cash used by operating activities:		
Depreciation and amortization	108,741	95,793
Options issued to consultants and employees	15,000	30,600
Gain on write down of debt	(35,000)	
Increase in allowance for doubtful accounts	(1,979)	
Decrease (increase) in:		
Accounts receivables	9,933	36,925
Inventory	(10,065)	(12,116)
Other receivables and other assets	167,210	36,066
Increase (decrease) in:		
Accounts payable and accrued expenses	9,446	61,353
Deferred income	8,593	14,435
Total adjustments	271,879	263,056
Net cash used by operating activities	(18,256)	(78,454)
Investing activities:		
Decrease (increase) in other receivables		(24,949)
Acquisition of property and equipment	(4,347)	(54,331)
Net cash (used) by investing activities	(4,347)	(79,280)
Financing activities:		
Increase in checks drawn in excess of bank balance	1,896	15,918
(Decrease) increase in due from factor	(17,476)	8,974
Proceeds from notes payable and long-term debt	40,000	20,500
Principal payments on notes payable and capital leases	(88,618)	(85,647)
Increase in advances from stockholders	27,950	27,950
Exercise of stock options and warrants	32,564	136,969
Net cash (used) provided by financing activities	(3,684)	124,664
Net decrease in cash	(26,287))))	(33,070)
Cash, beginning of period	63,506	79,363
Cash, end of period	\$ 37,219	\$ 46,293
Supplemental disclosures of cash flow information and noncash investing and financing activities:		
Cash paid during the period for interest	\$ 87,852	\$ 25,361

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During the three months ended May 31, 2005, the Company increased notes payable by \$6,487 for an accrual of interest.

During the three months ended May 31, 2005, The Company assigned \$252,756 of debt and related accrued interest to a related party in exchange for 12,637,772 shares of common stock. Also, the company converted \$330,148 of debt and related accrued interest to a related party to 16,507,417 shares of common stock.

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During the three months ended May 31, 2005 the company issued 5,000,000 shares of common stock in exchange for a consulting agreement valued at 100,000. The Company issued a note receivable of \$34,000 upon the exercise of 2,000,000 options by a consultant.

During the three months ended May 31, 2004, the Company increased notes payable by \$7,105 for an accrued of interest

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

American Commerce Solutions, Inc. and Subsidiaries

Notes to Consolidated Financial Statements

As of May 31, 2005 and for the
Three Months Ended May 31, 2005 and 2004
(*unaudited*)

1. Background Information

American Commerce Solutions, Inc. was incorporated in Rhode Island in 1991 under the name Jaque Dubois, Inc., and was re-incorporated in Delaware in 1994. In July 1995, Jaque Dubois, Inc. changed its name to JD American Workwear, Inc. In December 2000, the stockholders voted at the annual stockholders meeting to change the name of JD American Workwear, Inc. to American Commerce Solutions, Inc. (the "Company").

The Company is primarily a holding company with two wholly owned subsidiaries; International Machine and Welding, Inc. is engaged in the machining and fabrication of parts used in industry, and parts sales and service for heavy construction equipment; Chariot Manufacturing Company, Inc., which was acquired on October 11, 2003 from a related party, manufactures motorcycle trailers with fiberglass bodies.

2. Stock Based Compensation

At May 31, 2005, the Company has two stock-based employee compensation plans, all of which have been approved by the shareholders. The Company accounts for those plans under the recognition and measurement principles of Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees" and related Interpretations. The Company recognized \$9,000 and \$30,600 for the three month periods ended May 31, 2005 and 2004, respectively, in stock-based employee compensation cost which is reflected in net loss. The following table illustrates the effect on net income and earnings per share if the Company had applied the fair value recognition provisions of FASB Statement 123, "Accounting for Stock-Based Compensation", to stock-based employee compensation.

	Three Months Ended	
	May 31, 2005	May 31, 2004
Net loss, as reported	\$ (290,135)	\$ (341,510)
Deduct: Additional stock based employee compensation expense determined under fair value based methods for all awards, net of taxes	(0)	(0)
Pro forma net loss	\$ (290,135)	\$ (341,510)
Net loss per share:		
As reported	\$ (.00)	\$ (.00)
Pro forma	\$ (.00)	\$ (.00)

3. Going Concern

The Company has incurred substantial operating losses since inception and has used approximately \$18,256 of cash in operations for the three months ended May 31, 2005. The Company recorded losses from continuing operations of \$290,135 for the three months ended May 31, 2005. Current liabilities exceed current assets by \$2,093,502 at May 31, 2005. Additionally, the Company is in default on several notes payable. The ability of the Company to continue as a going concern is dependent upon its ability to reverse negative operating trends, raise additional capital, and obtain debt financing.

Management has revised its business strategy to include expansion into other lines of business through the acquisition of other companies in exchange for the Company's stock. Management is currently negotiating new debt financing, the proceeds from which would be used to settle outstanding debts at more favorable terms, to finance operations, and to complete additional business acquisitions. However, there can be no assurance that the Company will be able to raise capital, obtain debt financing, or improve operating results sufficiently to continue as a going concern.

The accompanying consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts and classification of liabilities that might be necessary if the Company is unable to continue as a going concern.

4. Basis of Presentation

In the opinion of management, all adjustments consisting only of normal recurring adjustments necessary for a fair statement of (a) the results of operations for the three month periods ended May 31, 2005 and 2004, (b) the financial position at May 31, 2005, and (c) cash flows for the three month periods ended May 31, 2005 and 2004, have been made.

The unaudited consolidated financial statements and notes are presented as permitted by Form 10-QSB. Accordingly, certain information and note disclosures normally included in condensed financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been omitted. The accompanying consolidated financial statements and notes should be read in conjunction with the audited consolidated financial statements and notes of the Company for the fiscal year ended February 28, 2005. The results of operations for the three month period ended May 31, 2005 are not necessarily indicative of those to be expected for the entire year.

5. Accounts Receivable, Factored

During the three months ended May 31, 2005, the Company factored receivables of approximately \$335,122. In connection with the factoring agreement, the Company incurred fees of approximately \$10,000 during the three months ended May 31, 2005. As of May 31, 2005, certain vendors had remitted \$22,287 to the Company on factored receivables; the Company recorded this amount as due to the factor and it is included in accrued expenses on the accompanying consolidated balance sheet. Any and all of the Company's indebtedness and obligations to the Factoring Company is guaranteed by two directors and collateralized by the Company's inventory and fixed assets.

6. Common Stock and Stock Options

During the three months ended May 31, 2005 the Company issued 5,000,000 shares of common stock for services valued at \$100,000, the Company also issued 12,637,772 shares of common stock in exchange for the assignment of debt and related accrued interest valued at \$252,756 and 16,507,417 shares of common stock to convert related party debt and interest of \$330,148. For the three months ended May 31, 2004, the Company did not issue any shares of common stock for services.

Stock-based compensation to non-employees is valued using the Black-Scholes option pricing model. During the three months ended May 31, 2005 the Company recorded a note receivable for the exercise price of \$34,000 when 2,000,000 options to purchase common stock were issued to and exercised by consultants. Total compensation expense recognized in conjunction with the issuance was \$6,000. During the three months ended May 31, 2004, there were no options issued to non-employees.

During the period ended May 31, 2005 and 2004, the Company granted 3,000,000 and 6,800,000 options, respectively, to employees in conjunction with the Employee Stock Incentive Plan, all of which were exercised immediately.

7. Segment Information

The Company has two reportable segments during 2005 and 2004 manufacturing and fiberglass. Although both of these segments are in the manufacturing industry, they provide different types of products and services and each segment is subject to different marketing, production and technology strategies. Therefore, for the three months ended May 31, 2005 and 2004 the Company has included segment reporting.

For the three months ended May 31, 2005, information regarding operations by segment is as follows:

	Manufacturing		Fiberglass		Other		Total	
Revenue	\$	556,934	\$	97,965			\$	654,899
Interest expense, net	\$	27,050	\$	0	\$	9,677	\$	36,727
Depreciation and amortization	\$	74,002	\$	34,566	\$	173	\$	108,741
Net (loss)	\$	(62,560)	\$	(72,520)	\$	(155,055)	\$	(290,135)
Property and equipment, net of accumulated depreciation	\$	4,563,895	\$	856,014	\$	2,300	\$	5,422,209
Segment assets	\$	5,137,046	\$	1,049,883	\$	141,885	\$	6,328,814

For the three months ended May 31, 2004, information regarding operations by segment is as follows:

	Manufacturing		Fiberglass		Other		Total	
Revenue	\$	535,564	\$	116,782		0	\$	652,346
Interest expense	\$	24,994	\$	0	\$	10,560	\$	35,554
Depreciation and amortization	\$	81,629	\$	13,991	\$	173	\$	95,793
Net (loss)	\$	(63,959)	\$	(41,411)	\$	(236,140)	\$	(341,510)
Property and equipment, net of accumulated depreciation	\$	4,950,074	\$	174,011	\$	2,990	\$	5,127,075
Segment assets	\$	5,542,456	\$	388,106	\$	364,632	\$	6,295,194

Segment 1, manufacturing, consists of International Machine and Welding, Inc. and derives its revenues from machining operations, sale of parts and service. Segment 2, fiberglass, consists of Chariot Manufacturing Company, Inc. and derives its revenues from the manufacture, sale and service of fiberglass trailers, boats and cars.

PART I - FINANCIAL INFORMATION

ITEM 2. MANAGEMENT'S DISCUSSION & ANALYSIS

This filing contains forward-looking statements. The words "anticipated," "believe," "expect," "plan," "intend," "seek," "estimate," "project," "will," "could," "may," and similar expressions are intended to identify forward-looking statements. These statements include, among others, information regarding future operations, future capital expenditures, and future net cash flow. Such statements reflect the Company's current views with respect to future events and financial performance and involve risks and uncertainties, including, without limitation, general economic and business conditions, changes in foreign, political, social, and economic conditions, regulatory initiatives and compliance with governmental regulations, the ability to achieve further market penetration and additional customers, and various other matters, many of which are beyond the Company's control. Should one or more of these risks or uncertainties occur, or should underlying assumptions prove to be incorrect, actual results may vary materially and adversely from those anticipated, believed, estimated, or otherwise indicated. Consequently, all of the forward-looking statements made in this filing are qualified by these cautionary statements and there can be no assurance of the actual results or developments.

The Company cautions readers that in addition to important factors described elsewhere, the following important facts, among others, sometimes have affected, and in the future could affect, the Company's actual results, and could cause the Company's actual results during 2006 and beyond, to differ materially from those expressed in any forward-looking statements made by, or on behalf of, the Company.

This Management's Discussion and Analysis or Plan of Operation presents a review of the consolidated operating results and financial condition of the Company for the three month periods ended May 31, 2005 and 2004. This discussion and analysis is intended to assist in understanding the financial condition and results of operation of the Company and its subsidiaries. This section should be read in conjunction with the consolidated financial statements and the related notes.

RESULTS OF OPERATIONS

The Company owns two subsidiaries that operated in the manufacturing segment and the fiberglass segment during the three months ended May 31, 2005 and 2004. To facilitate the readers understanding of the Company's financial performance, this discussion and analysis is presented on a segment basis.

MANUFACTURING SUBSIDIARY

The manufacturing subsidiary, International Machine and Welding, Inc., generates its revenues from three divisions. Division 1 provides specialized machining and repair services to heavy industry and original equipment manufacturers. Division 2 provides repair and rebuild services on heavy equipment used in construction and mining as well as sales of used equipment. Division 3 provides parts sales for heavy equipment directly to the customer. The primary market of this segment is the majority of central and south Florida with parts sales expanding its market internationally. The current operations can be significantly expanded using the 38,000 square foot structure owned by International Machine and Welding, Inc.

FIBERGLASS SUBSIDIARY

Chariot Manufacturing Company, Inc. manufactures a variety of fiberglass parts, as well as, motorcycle trailers with fiberglass bodies. These trailers are sold both on the retail and dealer levels. The company also provides non warranty repairs, modification of existing Chariot Trailers.

COMPARISON OF THE RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED MAY 31, 2005 AND 2004.

General

The Company's consolidated net sales increased to \$654,899 for the three months ended May 31, 2005, an increase of \$2,553 or .3%, from \$652,346 for the three months ended May 31, 2004.

Gross profit for the consolidated operations decreased to \$195,678 for the three months ended May 31, 2005 from \$229,894 for the three months ended May 31, 2004. Gross profit as a percentage of sales was 30% and 35% for the three month periods ended May 31, 2005 and 2004, respectively. The decrease in gross profit was due to a lower gross profit margin related to Chariot Manufacturing Company, Inc.

Consolidated interest expense, net for the three months ended May 31, 2005 was \$36,727 as compared to \$35,554 for same period in 2004 for an increase of \$1,173 or 3%.

Selling, general and administrative expenses decreased to \$543,571 for the three months ended May 31, 2005 as compared to \$554,832 for the three months ended May 31, 2004, a decrease of \$11,261 or 2%. The decrease was primarily due to a decrease in consulting expenses, professional fees for legal services and the Company decreasing the amount of options issued under the Employee Stock Incentive Plan for 2004 and the Non Qualifying Stock Option Plan.

The Company incurred a net consolidated loss of \$290,135 for the three months ended May 31, 2005 compared to a loss of \$341,510 for the three months ended May 31, 2004. The decrease in the consolidated net loss is primarily due to the reduction of selling, general and administrative expenses and the forgiveness of debt during the three months ended May 31, 2005 of \$78,290. As a result of the continued losses, the Independent Auditors have questioned the Company's continuation as a going concern.

Manufacturing Subsidiary

The manufacturing operation, International Machine and Welding, Inc. provided net sales of \$556,934 for the three months ended May 31, 2005 compared to \$535,564 for the three months ended May 31, 2004. The machining operations provided \$246,494 or 44% of net sales with parts and service providing \$310,440 or 56% of net sales for the three months ended May 31, 2005 as compared to machining operations contributing \$171,168 or 32% of net sales with parts and service providing \$364,396 or 68% of net sales for the three months ended May 31, 2004. The overall increase in net sales is due to an increase in sales through improved marketing for the three months ended May 31, 2005 as compared to the three months ended May 31, 2004.

Gross profit from the International Machine and Welding, Inc. was \$181,340 for the three months ended May 31, 2005 compared to \$203,125 for the same period in 2004 providing gross profit margins of 33% and 38%, respectively. The decrease in gross profit margin was due to the change in the mix between machining and sales of parts and services.

Selling, general and administrative expenses for International Machine and Welding, Inc. were \$216,880 for the three months ended May 31, 2005 compared to \$242,781 for the three months ended May 31, 2004. The decrease in selling, general and administrative expenses is due to increased controls over spending by management.

Interest expense, net was \$27,050 for the three months ended May 31, 2005 compared to \$24,994 for the same period ended 2004. The increase in interest expense, net is due to the Company's additional debt taken on during the first quarter of 2005.

The Company does not have discrete financial information on each of the three manufacturing divisions, nor does the Company make decisions on the divisions separately; therefore they are not reported as segments.

Fiberglass Subsidiary

The fiberglass manufacturing operation, Chariot Manufacturing Company, Inc. provided net sales of \$97,965 for the three months ended May 31, 2005 as compared to \$116,782 for the same period in 2004. The decrease in net sales is due to reduced production of finished goods while retooling was being accomplished.

Gross profit from Chariot was \$14,307 for the three months ended May 31, 2005 providing a gross profit margin of 15% as compared to \$26,769 providing a gross profit margin of 23% for the same period in 2004. The decrease in gross profit and the related gross profit margin was due to reduced sales with static or increased cost of goods sold.

Selling, general and administrative expenses were \$88,022 for the three months ended May 31, 2005 as compared to \$68,416 for the same period in 2004. The increase in selling, general and administrative expenses was due to the addition of an administrative assistant.

LIQUIDITY AND CAPITAL RESOURCES

During the three months ended May 31, 2005 and 2004, the Company used net cash from operating activities of \$18,256 and \$78,454, respectively. This decrease in cash used by operating activities is primarily due to a decrease in other receivables and other assets during the three months ended May 31, 2005 as compared to the same period in 2004.

During the three months ended May 31, 2005 and 2004, the Company used cash for investing activities of \$4,347 and \$79,280, respectively. The decrease in net cash used for investing activities is primarily due to the decrease in acquisition of property and equipment and other receivables during 2004 that did not occur during the same period in 2005.

During the three months ended May 31, 2005 and 2004, the Company (used) provided cash from financing activities of (\$3,684) and \$124,664, respectively. The decrease in net cash provided from financing activities is due to the decrease in exercise of stock options and warrants during 2005.

Cash flows from operations and loans or the sale of equity provided for working capital needs and principal payments on long-term debt through May 31, 2005. As of May 31, 2005, working capital deficit was \$2,093,502. To the extent that the cash flows from operations are insufficient to finance the Company's anticipated growth, or its other liquidity and capital requirements during the next twelve months, the Company will seek additional financing from alternative sources including bank loans or other bank financing arrangements, other debt financing, the sale of equity securities (including those issuable pursuant to the exercise of outstanding warrants and options), or other financing arrangements. However, there can be no assurance that any such financing will be available and, if available, that it will be available on terms favorable or acceptable to the Company.

Management has revised its business strategy to include expansion into other lines of business through the acquisition of other companies in exchange for the Company's stock. Although management has reduced debt, new financing to finance operations and to complete additional business acquisitions is still being sought. However, there can be no assurance that the Company will be able to raise capital, obtain debt financing, or improve operating results sufficiently to continue as a going concern.

Seasonality

The diversity of operations in the Manufacturing Segment protects it from seasonal trends except in the sales of agricultural processing equipment whereby the majority of the revenue is generated while the processors await the next harvest.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The Company has prepared the accompanying unaudited consolidated financial statements in conformity with accounting principles generally accepted in the United States for interim financial information. All intercompany transactions have been eliminated in consolidation. The preparation of consolidated unaudited financial statements requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated unaudited financial statements and the reported amounts of revenues and expenses during the reporting period. The Company reviews its estimates, including but not limited to, recoverability of long-lived assets, recoverability of prepaid expenses and allowance for doubtful accounts, on a regular basis and makes adjustments based on historical experiences and existing and expected future conditions. These evaluations are performed and adjustments are made as information is available. Management believes that these estimates are reasonable; however, actual results could differ from these estimates.

We believe that the following critical policies affect our more significant judgments and estimates used in preparation of our consolidated unaudited financial statements.

We maintain allowances for doubtful accounts for estimated losses resulting from the inability of our customers to make required payments. We base our estimate on an analysis of the Company's prior collection experience, customer credit worthiness, and current economic trends. If the financial condition of our customers were to deteriorate, additional allowances may be required.

We value our inventories at the lower of cost or market. Cost is determined on a standard cost basis that approximates the first-in, first-out method; market is determined based on net realizable value. We write down inventory balances for estimated obsolescence or unmarketable inventory equal to the difference between the cost of the inventory and the estimated market value based upon assumptions about future demand and market conditions. If actual market conditions are less favorable than those projected by management, additional inventory write-downs may be required.

We value our property and equipment at cost. Amortization and depreciation are calculated using the straight-line and accelerated methods of accounting over the estimated useful lives of the assets. Maintenance and repairs are charged to operations when incurred. Betterments and renewals are capitalized. When property and equipment are sold or otherwise disposed of, the asset account and related accumulated depreciation account are relieved, and any gain or loss is included in operations.

Fair value estimates used in preparation of the consolidated unaudited financial statements are based upon certain market assumptions and pertinent information available to management. The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values. These financial instruments include cash, accounts receivable, accounts payable, and accrued expenses. Fair values were assumed to approximate carrying values for these financial instruments since they are short-term in nature and their carrying amounts approximate fair values or they are receivable or payable on demand. The fair value of the Company's notes payable is estimated based upon the quoted market prices for the same or similar issues or on the current rates offered to the Company for debt of the same remaining maturities.

Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the consolidated unaudited financial statements carrying amounts of existing assets and liabilities and their respective income tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized as income in the period that included the enactment date.

ITEM 3. CONTROLS AND PROCEDURES

Under the supervision and with the participation of our Management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of the design and operations of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as of May 31, 2005. Based on this evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures were effective such that the material information required to be included in our Securities and Exchange Commission ("SEC") reports is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms relating to American Commerce Solutions, Inc., and was made known to them by others within those entities, particularly during the period when this report was being prepared.

There were no significant changes in the Company's Internal Controls or in other factors that have materially affected, or are reasonably likely to affect, Internal Controls over financial reporting during the most recent fiscal year.

EXHIBITS

Exhibits included herewith are:

31.1 Certification of the Chief Financial Officer dated July 15, 2005

31.2 Certification of the Chief Executive Officer dated July 15, 2005

32 Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

None.

ITEM 2. CHANGES IN SECURITIES

During the three months ended May 31, 2005, there was no modification of any instruments defining the rights of holders of the Company's common stock and no limitation or qualification of the rights evidenced by the Company's common stock as a result of the issuance of any other class of securities or the modification thereof.

On March 4, 2005, 3,000,000 shares of common stock were issued to employees in conversion of options at 85% of fair value on the date the options were issued (\$0.02).

On March 15, 2005, 5,000,000 shares of common stock were issued to a consultant for services valued at \$100,000.

On April 21, 2005, 12,637,772 shares of common stock were issued to a related party in exchange for the assignment of debt and related accrued interest valued at \$252,756.

On April 21, 2005, 16,507,417 shares of common stock were issued to a related party in conversion of debt and related accrued interest valued at \$330,148.

On May 9, 2005, 2,000,000 shares of common stock were issued to a consultant in conversion of options at 85% of fair value on the date the options were issued (\$0.02)

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

The Company has defaulted on a total of \$396,013 of notes payable. The amount of principal payments in arrears was \$269,488, with an additional amount of \$126,525 of interest due at May 31, 2005. These defaults are the result of a failure to pay in accordance with the terms agreed.

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

During the three month period ended May 31, 2005, the Company did not submit any matters to a vote of its security holders.

ITEM 5. OTHER MATTERS

None

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits - None

(b) Reports on Form 8-K -- None

(c) S-8 Filings included by reference

(d) Employee Stock Option Plan and Non Employee Directors and Consultants Retainer Plan for 2004 included by reference

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

AMERICAN COMMERCE SOLUTIONS, INC.

American Commerce Solutions, Inc.

Date: July 15, 2005

By: /s/ Daniel L. Hefner

Daniel L. Hefner
Title: President

American Commerce Solutions, Inc

Date: July 15, 2005

By: /s/ Frank D. Puissegur

Frank D. Puissegur
Title: Accounting Officer

