TS&B HOLDINGS INC
Form 10KSB/A
October 12, 2004

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

FORM 10-KSB/A

(Mark One)

[X] Annual Report Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934 For the Fiscal Year Ended June 30, 2004

[ ] Transition Report Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Commission File Number 333-29903

TS&B HOLDINGS, INC.
(Name of small business issuer in its charter)

Utah	**30-0123229**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

500 Sand Lake Center IV 7380 Sand Lake Rd., Orlando, Florida 32819
(Address of principal executive offices) (Zip Code)

Issuer s telephone no.: (407) 649-8325

Securities registered pursuant to Section 12(b) of the Exchange Act: None

Securities registered pursuant to Section 12(g) of the Exchange Act: Common

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 contained in this form, and no disclosure will be contained, to the best of the 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.

State the issuer s revenues for its most recent fiscal year. $884,680

State the aggregate market value of the voting stock held by non-affiliates computed by reference to the price at which the stock was sold, or the average bid and ask prices of such stock as of a specified date within 60 days $1,265,685 (Based on bid price of $.10 and ask price of .085 on September 27, 2004 and 12,883,076 shares held by non-affiliates)

State the number of shares outstanding of each of the issuer s classes of common equity, as of the latest practicable date.

Class	**Outstanding as of September 27, 2004**
Common Stock, Par Value $.001 per share	13,683,076

DOCUMENTS INCORPORATED BY REFERENCE
NONE

Transitional Small Business Disclosure Format. Yes [ ] No [X]

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Item 1. Business

Overview

On January 5, 2004 the Company shareholders approved the proposal to allow the Company to adopt business development company (BDC) status under the Investment Company Act of 1940 (1940 Act). A BDC is a specialized type of Investment Company under the 1940 Act. A BDC may primarily be engaged in the business of furnishing capital and managerial expertise to companies that do not have ready access to capital through conventional financial channels; such companies are termed eligible portfolio companies . The Company as a BDC, may invest in other securities, however such investments may not exceed 30% of the Company s total asset value at the time of such investment. The Company filed its BDC election with the SEC (Form N-54A) on January 13, 2004.

TS&B Holdings, Inc. provides equity and long-term debt financing to small and medium-sized private companies in a variety of industries throughout the United States. Our investment objective is to achieve long-term capital appreciation in the value of our investments and to provide current income primarily from interest, dividends and fees paid by our portfolio companies.

Portfolio Investments

The Company has investments in 8 controlled (portfolio) Company s as of June 30, 2004.

1. Cummings Financial Services, Inc.

Cummings Financial Services, Inc. is a licensed mortgage broker licensed in the State of Florida. Glenn Cummings has been in the mortgage brokerage business since 1993 as a mortgage loan originator with Household Finance Corporation. In 1996 Mr. Cummings became licensed as an independent mortgage broker. In 1999 Mr. Cummings signed a net branch agreement with Stockton, Turner, LLC. Under the branch agreement, Mr. Cummings operated as Stockton, Turner, Cummings, Inc. In 2001 Glenn & Alicia Cummings formed Cummings Financial Services, Inc. and became a correspondent lender. In May 2004, TS & B Holdings, Inc. acquired a 51% interest in Cummings Financial Services, Inc.

2. Home Savings Plan, Inc.

Home Savings Plan, Inc. is a Florida corporation which sells to Cummings Financial Services, Inc. mortgage customers a bi-weekly payment plan for mortgage payments. Home Savings, Plan, Inc. is 51% owned by the Company.

3. Buehler Earth & Waterworks, LLC

Buehler Earth and Waterworks specializes in site development and infrastructure construction including, but not limited to, clearing, earthwork, utility construction, storm drainage, curbs, sidewalks; roadwork including sub-base, base and asphalt placement.

Buehler Earth and Waterworks mission is to provide a full line of site construction and related services to the land/site development industry (public/private) utilizing a team approach to deliver the highest in quality work seeking expeditious performance without compromising either cost efficiency or good safety practices.

Buehler Earth and Waterworks, LLC is a Florida Limited Liability Corporation which the Company has a 51% interest.

Buehler Earth and Waterworks, LLC owns 100% of BEW Landscape and Irrigation, LLC a Florida Limited Liability Corporation. BEW Landscape and Irrigation provides plants and irrigation services on a wholesale and retail basis to various customers throughout Florida.

4. Sports Nation, Inc.

Sports Nation, Inc. is involved in all aspects of the sports memorabilia merchandising industry. Sports Nation s management has over 50 years of combined experience in product development, licensing, mass merchandise, retail, and direct marketing & sales. Through years of specializing in sourcing and selling the finest caliber sports memorabilia and collectible products, Sports Nation has forged numerous strategic relationships with companies and individuals in sports marketing, including agents and athletes, manufacturers, authenticators, and retailers.

Sports Nation, Inc. is a Nevada Corporation, which is owned 100% by the Company.

5. TSB Financial Services, Inc.

TSB Financial Services, Inc. obtains financing for various commercial real estate transactions thought strategic relationships with outside funding sources. TSB Financial Services, Inc. serves customers nationally from its headquarters in Orlando, Florida.

TSB Financial Services, Inc. is a Florida Corporation, which is owned 100% by the Company.

6. Wellstone Acquisition Corporation

Wellstone Acquisition Corporation is a non-reporting Securities & Exchange Commission registrant. This Company had no business activity for the years ending June 30, 2004 and 2003.

Wellstone Acquisition Corporation is a Delaware corporation that is owned 66% by the Company.

7. TS&B Gaming and Entertainment Corporation

TS&B Gaming and Entertainment Corporation was formed on March 18, 2004 to invest in gaming, entertainment and other such ventures. TS&B Gaming and Entertainment had no business activity through June 30, 2004.

TS&B Gaming & Entertainment Corporation is a Florida corporation that is 100% owned by the Company.

8. TS&B Ventures, Inc.

TS&B Ventures, Inc. was formed on April 16, 2004 to seek private investment into the Company s various portfolio companies.

TS&B Ventures, Inc. is a Florida corporation that is 100% owned by the Company.

Other Investments

The Company has investments in two other companies as of June 30, 2004.

1. Gulf Coast Records, LLC

Gulf Coast Records, LLC is an independent record label. Currently, Gulf Coast is developing recording artist Glenn Cummings. Gulf Coast Records has met with music industry executives and has assembled a team in preparation for Glenn Cummings new album release entitled BIG .

The Gulf Coast Records team includes, H.L. Voelker and Miles Bell who act as production consultants on Glenn s album, and Lisa Berg of Berg & Associates directs Glenn s press and publicity.

On June 30, 2004 Gulf Coast Records formed Hare Scramble, LLC. Hare Scramble, LLC a Florida Limited Liability Corporation involved in music publishing 100% owned by Gulf Coast Records, LLC.

2. KMA Capital Partners, Ltd.

KMA Capital Partners, Ltd. provides business consulting and financial services to the Company and to small and mid-cap companies.

KMA Capital Partners, Ltd. is a Florida Limited Partnership which the Company has a 25% limited partnership interest.

Valuation of Investments

The most significant estimate inherent in the preparation of the Company s consolidated financial statements is the valuation of its investment and the related unrealized appreciation or depreciation.

Upon the Company s conversion to a business development company, the Company employed independent business valuation experts to value selected portfolio companies, which had significant activity in its first two quarters as a business development company. The Board of Directors determined all other portfolio companies and investments at fair market value under a good faith standard.

Investments in Private Companies

The Company provides privately negotiated long-term debt and equity investment capital. The Company provides capital in the form of debt with or without equity features, such as warrants or options, offered referred to as mezzanine financing. In certain situations the Company may choose to take a controlling equity position in a company. The Company s private financing is generally used to fund growth, buyouts, and acquisitions and bridge financing.

As of June 30, 2004 the Company s portfolio consisted 76.86% of equity securities and 23.14% of investments or advances to controlled companies. The Company s private finance portfolio currently includes investments in a wide variety of industries including, mortgage brokerage, commercial site construction, wholesale and retail plant sales, a record company, publishing company and financial services and sports memorabilia.

The Company funds new investments using cash through the issuance of common stock. The Company intends to reinvest accrued interest, dividends and management fees into its various investments. When the Company acquires a controlling interest in a company, the Company may have the opportunity to acquire the company s equity with its common stock. The issuance of its stock as consideration may provide the Company with the benefit of raising equity without having to access the public markets in an underwritten offering, including the added benefit of the elimination of any underwriting commission.

As a business development company, the Company is required to provide significant managerial assistance available to the companies in its investment portfolio. In addition to the interest and dividends received from the Company s private finance investments, the Company will often generate additional fee income for the structuring, due diligence, transaction and management services and guarantees we provide to its portfolio companies.

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Governmental Regulation

Business Development Company

A business development company is defined and regulated by the 1940 Act. Although the 1940 Act exempts a business development company from registration under the Act, it contains significant limitations on the operations of a business development company.

A business development company must be organized in the United States for the purpose of investing in or lending to primarily private companies and making managerial assistance available to them. A business development company may use capital provided by public shareholders and from other sources to invest in long-term, private investments in businesses. A business development company provides shareholders the ability to retain the liquidity of a publicly traded stock, while sharing in the possible benefits, if any, of investing in primarily privately owned companies. To qualify as a business development company, a company must:

- Have registered a class of its equity securities or have filed a registration statement with the Securities and Exchange Commission pursuant to Section 12 of the Securities and Exchange Act of 1934

- Operate for the purpose of investing in securities of certain types of portfolio companies, namely emerging companies and businesses suffering or just recovering from financial distress

- Extend significant managerial assistance to such portfolio companies and

- Have a majority of disinterested directors (as defined in the 1940 Act).

Generally, a business development company must be primarily engaged in the business of furnishing capital and providing managerial expertise to companies that do not have ready access to capital through conventional financial channels. An eligible portfolio company is generally a domestic company that is not an investment company (other than a small business investment company wholly owned by a business development company), and that:

- Does not have a class of securities registered on an exchange or included in the Federal Reserve Board s over-the-counter margin list; or

- Is actively controlled by a business development company and has an affiliate of a business development company on its board of directors; or

- Meets such other criteria as may be established by the Securities and Exchange Commission

Control under the 1940 Act is presumed to exist where a business development Company beneficially owns more than 25% of the outstanding voting securities of the portfolio company.

The 1940 Act prohibits or restricts companies subject to the 1940 Act from investing in certain types of companies such as brokerage firms, insurance companies, investment banking firms and investment companies.

As a business development company, the Company may not acquire any asset other than qualifying assets unless, at the time the Company makes the acquisition, the value of its qualifying assets represent at least 70% of the value of its total assets. The principal categories of qualifying assets relevant to our business are:

- o Securities purchased in transactions not involving any public offering, the issuer of which is an eligible portfolio company;
- o Securities received in exchange for or distributed with respect to securities described in the bullet above or pursuant to the exercise of options, warrants or rights relating to such securities; and
- o Securities of bankrupt or insolvent companies that were eligible at the time of the business development company s initial acquisition of their securities but are no longer eligible, provided that the business development company has maintained a substantial portion of its initial investment in those companies.
- o Cash, cash items, government securities or high quality debt securities (within the meaning of the 1940 Act), maturing in one year or less from the time of investment

A business development company is permitted to invest in the securities of public companies and other investments that are not qualifying assets, but those kinds of investments may not exceed 30% of the business development companies total asset value at the time of the investment.

As a business development company, the Company is entitled to issue senior securities in the form of stock or senior securities representing indebtedness, including debt securities and preferred stock, as long as each class of senior security has asset coverage of at least 200% immediately after each such issuance.

The Company is also prohibited under the 1940 Act from knowingly participating in certain transactions with its affiliates without the prior approval of its board of directors who are not interested persons and, in some cases, prior approval by the Securities and Exchange Commission.

A business development company must make significant managerial assistance available to the issuers of eligible portfolio securities in which it invests. Making available significant managerial assistance means among other things, any arrangement whereby the business development company, through its directors, officers or employees, offers to provide and, if accepted does provide, significant guidance and counsel concerning the management, operation or business objectives and policies of a portfolio company.

The Company may be periodically examined by the Securities and Exchange Commission for compliance with the 1940 Act. As of the date of this filing the Company has not been examined by the Securities and Exchange Commission and has not been notified of a pending examination.

As with other companies regulated by the 1940 Act, a business development company must adhere to certain substantive regulatory requirements. A majority of its directors must be persons who are not interested persons, as that term is defined in the 1940 Act. Additionally, the Company is required to provide and maintain a bond issued by a reputable fidelity insurance company to protect us against larceny and embezzlement. Furthermore, as a business development company, the Company is prohibited from protecting any director or officer against any liability to the Company or our shareholders arising from willful malfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of such person s office.

The Company maintains a Code of Ethics that establishes procedures for personal investment and restricts certain transactions by its personnel. The Company s Code of Ethics generally does not permit investment by its employees in securities that may be purchased or held by the Company. The Code of Ethics is filed as an exhibit to this 10Q, which will be on file at the SEC

The Company may not change the nature of its business so as to cease to be, or withdraw our election as, a business development company unless authorized by vote of a majority of the outstanding voting securities, as defined in the 1940 Act, of its shares. A majority of the outstanding voting securities of a company is defined under the 1940 Act as the lesser of: (i) 67% or more of such company s shares present at a meeting if more than 50% of the outstanding shares of such company are present and represented by proxy or (ii) more than 50% of the outstanding shares of such company. Since the Company elected to become a business development company election, it has not made any substantial change in the nature of its business.

Regulated Investment Company

The Company has not elected to be taxed as a regulated investment company under Subchapter M of the Internal Revenue Code of 1986.

Compliance with the Sarbanes-Oxley Act of 2002 and NYSE Corporate Governance Regulations.

On July 30, 2002, President Bush signed into law the Sarbanes-Oxley Act of 2002 (the Sarbanes-Oxley Act). The Sarbanes-Oxley Act imposes a wide variety of new regulatory requirements on publicly held companies and their insiders. Many of these requirements will affect us. For example:

- The Company s chief executive officer and chief financial officer must now certify the accuracy of the financial statements contained in our periodic reports;
- The Company s periodic reports must disclose conclusions about the effectiveness of its disclosure controls and procedures;
- The Company s periodic reports must disclose whether there were significant changes in its internal controls or in other factors that could significantly affect these controls subsequent to the date of their evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses; and
- The Company may not make any loan to any director or executive officer and may not materially modify any existing loans.

The Sarbanes-Oxley Act has required the Company to review its current policies and procedures to determine whether it complies with the Sarbanes-Oxley Act and the new regulations promulgated thereunder. The Company will continue to monitor its compliance with all future regulations that are adopted under the Sarbanes-Oxley Act and will take actions necessary to ensure that we are in compliance.

Employees

As of June 30, 2004 the Company had five employees.

Risk Factors and Other Considerations

Investing in the Company s common stock involves a high degree of risk. Careful consideration should be given to the risks described below and all other information contained in this Annual Report, including our financial statements and the related notes and the schedules as exhibits to this Annual Report.

Limited Operating History as a Business Development Company Which May Impair Your Ability to Assess Our Prospects.

Prior to January 2004 the Company had not operated as a business development company under the Investment Company Act of 1940. As a result the Company has limited operating results under this regulatory framework that can demonstrate either its effect on our business or management s ability to manage the Company under these frameworks. In addition, the Company s management has no prior experience managing a business development company. The Company cannot assure that management will be able to operate successfully as a business development company.

Because there is generally no established market for which to value its investments, the Company s board of directors determination of the value of our investments may differ materially from the values that a ready market or third party would attribute to these investments.

Under the 1940 Act the Company is required to carry its portfolio investments at market value, or, if there is no readily available market value, at fair value as determined by the board. The Company is not permitted to maintain a general reserve for anticipated loan losses. Instead, the Company is required by the 1940 Act to specifically value each individual investment and to record any unrealized depreciation for any asset that has decreased in value. Because, there is typically no public market for the loans and equity securities of the companies in which it invests, the Company s board will determine the fair value of these loans and equity securities pursuant to its valuation policy. These determinations of fair value may necessarily be somewhat subjective. Accordingly, these values may differ materially from the values that would be determined by a party or placed on the portfolio if there existed a market for our loans and equity securities.

Investing in Private Companies Involves a High Degree of Risk.

The Company s portfolio consists of primarily long-term loans to and investments in private companies. Investments in private businesses involve a high degree of business and financial risk, which can result in substantial losses and accordingly should be considered speculative. There is generally no publicly available information about the companies in which the Company invests, and the Company relies significantly on the due diligence of its employees and agents to obtain information in connection with its investment decisions. If the Company is unable to uncover all material information about these companies, it may not make a fully informed investment decision and the Company may lose money on its investments.

In addition, some smaller businesses have narrower product lines and market shares that their competition, and may be more vulnerable to customer preferences, market conditions or economic downturns, which may adversely affect the return on, or the recover of, the Company s investment in such business

If the Industry Sectors in which the Company s Portfolio is Concentrated Experience Adverse Economic or Business Conditions, Our Operating Results may be Negatively Impacted.

The Company s customer base is primarily in the Manufacturing and Distribution; Product Marketing and Sales; Construction; Financial Services; and Sports, Entertainment & Gaming; and Management Services industry sectors. These customers can experience adverse business conditions or risks related to their industries. Accordingly, if the Company s customers suffer due to these adverse business conditions or risks or due to economic slowdowns or downturns in these industry sectors the Company will be more vulnerable to losses in its portfolio and our operating results may be negatively impacted.

Some of these companies may be unable to obtain financing from public capital markets or from traditional credit sources, such as commercial banks. Accordingly, advances made to these types of customers may entail a higher degree of risk than advances made to customers who are able to utilize traditional credit sources. These conditions may also make it difficult for us to obtain repayment of our loans.

Economic downturns or recessions may impair the Company s customers ability to repay our loans, harm our operating result.

Many of the companies in which the Company has made or will make investments may be susceptible to economic slowdowns or recessions. An economic slowdown may affect the ability of a company to engage in a liquidity event. The Company s non-performing assets are likely to increase and the value of its portfolio is likely to decrease during these periods. These conditions could lead to financial losses in its portfolio and a decrease in its revenues, net income and assets.

The Company s business of making private equity investments and positioning them for liquidity events also may be affected by current and future market conditions. The absence of an active senior leading environment may slow the amount of private equity investment activity generally. As a result, the pace of the Company s investment activity may slow. In addition, significant changes in the capital markets could have an effect on the valuations of private companies and on the potential for liquidity events involving such companies. This could affect the amount and timing of gains realized on its investments.

The Company s Borrowers May Default on Their Payments, Which May Have an Effect on Financial Performance.

Some of these companies may be unable to obtain financing from public capital markets or from traditional credit sources, such as commercial banks. Accordingly, advances made to these types of customers may entail a higher degree of risk than advances made to customers who are able to utilize traditional credit sources. These conditions may also make it difficult for the Company to obtain repayment of its loans. Numerous factors may affect a borrower s ability to repay its loan; including the failure to meet is business plan, a downturn in its industry, or negative economic conditions. Deterioration in a borrower s financial condition and prospects may be accompanied by determination in any related collateral.

If the Company Fails to Manage Its Growth, its Financial Results Could be Adversely Affected.

The Company has expanded its operations and strategic relationships at a rapid pace. The Company s growth has placed and continues to place significant strain on its management systems and resources. The Company must continue to refine and expand its marketing capabilities, its management of the investing process, access to financing resources and technology. As the Company grows, it must continue to hire, train, supervise and manage new employees. The Company may not develop sufficient lending and administrative personnel and management and operating systems to manage its expansion effectively. If the Company is unable to manage its growth, operations could be adversely affected and our financial results could be adversely affected.

The Company s Private Finance Investments May Not Produce Current Returns or Capital Gains.

The Company s private finance investments are typically structured as debt securities with a relatively high fixed rate or interest and with equity features such as conversion rights, warrants or other options. As a result, the Company s private finance investments are generally structured to generate interest income from the time they are made and may also produce a realized gain from an accompanying equity feature. The Company cannot be sure that its portfolio will generate a current return or capital gain.

The Company Operates in a Competitive Market for Investment Opportunities

The Company competes for investments with a large number of private equity funds and mezzanine funds, investment banks and other equity and non-equity based investment funds, and other sources of financing, including traditional financial services companies such as commercial banks. Some of its competitors have greater resources than the Company. Increased competition would make it more difficult for the Company to purchase or originate investments at attractive prices. As a result of this competition, sometimes the Company may be precluded from making otherwise attractive investments.

Investing in the Company s Stock Is Highly Speculative and an Investor Could Lose Some or All of the Amount Invested

The value of the Company s common stock may decline and may be affected by numerous market conditions, which could result in the loss of some or the entire amount invested in its shares. The securities markets frequently experience extreme price and volume fluctuations, which affect market prices for securities of companies generally, and very small capitalization companies in particular. The price of its common stock may be higher or lower than the price you pay for your shares, depending on many factors, some of which are beyond are control and may not be directly related to our operating performance. These factors include the following:

- Price and volume fluctuations in the overall stock market from time to time;
- Significant volatility in the market price and trading volume of securities of business development companies or other financial service companies;
- Changes in the regulatory policies or tax guidance with respect to business development companies;
- Actual or anticipated changes in our earnings or fluctuations in our operating results or changes in the experience of securities analysts;

The Company s Business Depends on Key Personnel

The Company depends on the continued service of its executive officers and other key management personnel. If the Company were to lose any of these officers or other management personnel, such a loss could result in inefficiencies in the Company s operations and the loss of business opportunities. The Company does not maintain any key man life insurance on any of its officers or employees.

Changes in the Law or Regulations That Govern the Company Could Have a Material Impact on its Operations

The Company is regulated by the Securities and Exchange Commission. In addition, changes in the laws or regulations that govern business development companies may significantly affect its business. Any changes in the law or regulations that govern its business could have a material impact on operations. The Company is subject to federal, state and local laws and regulations and is subject to judicial and administrative decisions that affect its operations. If these laws, regulations or decisions change, or if the Company expands its business into jurisdictions that have adopted more stringent requirements than those in which it currently conduct business, the Company may incur significant expenses in order to comply or might restrict operations.

Item 2. Properties

The Company s principal offices are located at Sand Lake Center IV, 7380 Sand Lake Road, Suite 500, Orlando, Florida. The office is equipped with an integrated network of computers for word processing, financial analysis, accounting and loan services. The Company believes its office space is suitable for its needs for the foreseeable future.

Item 3. Legal Proceedings

There are no material pending legal proceedings to which the Company or any of its subsidiaries is a party or to which any of its property is subject and, to the best of its knowledge, no such actions against the Company are contemplated or threatened.

Item 4. Submission of Matters to a Vote of Security Holders

Not applicable.

PART II

Item 5. Market for Registrant s Common Equity and Related Stockholders Matters

TS&B Holdings, Inc. common stock, par value, $.001 per share (Common Stock) is traded on the Over the Counter NADAQ Electronic Bulletin Board (OTC) under the symbol TSBI.OB The following table sets forth, for the period indicated, the range of high and low closing prices reported by the OTC. Such quotations represent prices between dealers and may not include markups, markdowns, or commissions and may not necessarily represent actual transactions.

		HIGH	LOW
	2004 Quarter Ended		
March 31st		.05	.01
June 30th		.01	.01
	2003 Quarter Ended		
March 31st		.03	.01
June 30th		.02	.01
September 30th		.02	.01
December 31st		.03	.01
	2002 Quarter Ended		
March 31st		1.00	.14
June 30th		.25	.02
September 30th		.13	.02
December 31st		.09	.01

As of June 30, 2004 the authorized capital of the company is 500,000,000 shares of common voting stock par value $.001 per share and 10,000,000 shares of no par preferred stock.

Item 6. Selected Financial Data

The selected financial data should be read in conjunction with the Company s Management s Discussion and Analysis of Financial Condition and Result of Operations and the Financial Statements and notes thereto. As discussed in Note A to the Financial Statements, the Company converted to a Business Development Company effective January 5, 2004. The results of operations for the year ended June 30, 2004 are divided into two periods, the Post Conversion as a Business Development Company period and Pre-Conversion prior to becoming a Business Development Company period. Different accounting principles are used in the preparation of financial statements of a business development company under the Investment Company Act of 1940 and, as a result, the financial results for periods prior to January 1, 2004 are not comparable to the period commencing on January 1, 2004 and are not expected to be representative of its financial results in the future.

	Year Ended June 30, 2004	Year Ended June 30, 2003	Three Month Ended June 30, 2004	Three Month Ended June 30, 2003
Total Assets	$3,574,738	$ 238,758	$ 3,574,738	238,758
Total Liabilities	$ 989,645	$ 472,422	$ 989,645	$ 472,422
Total Stockholders Equity (Deficit)	$2,585,093	$ (233,664)	2,585,093	$ (233,664)
Revenue	$ 884,680	$ 46,200	$ 874,680	$ 36,200
Net Unrealized Appreciation	$1,644,589	$ -0-	$ 1,644,589	$ -0-
Operating Income (Loss)	$ 177,054	$(1,588,423)	$ (241,673)	$(1,563,808)

Item 7. Management s Discussion and Analysis of Financial Condition and Result of Operations.

The following information should be read in conjunction with our consolidated financial statements and notes thereto appearing elsewhere in this Form 10-K.

Forward Looking Statements

This Form 10-K including the Management s Discussion and Analysis of Financial Condition and Results of Operation contains forward-looking statements that involve substantial risk and uncertainties. These forward-looking statements are not historical facts but rather are based on current expectations, estimates and projections about the Company s industry, beliefs, and assumptions. Such forward-looking statements involve risks and uncertainties that could cause risks or outcomes to differ materially from those expressed in the forward-looking statements. Forward-looking statements may include without limitation statements relating to the Company s plans, strategies, objectives, expectations and intentions and are intended to be made pursuant to the Safe Harbor provisions of the Private Securities Litigation Reform Act of 1995. Words such as anticipates , expects , intends , plans , believes , seeks , and estimates and variations of these words and similar expressions are int identify forward-looking statements. These statements are not guarantees of future performance and are subject to certain risks, uncertainties, and other factors, some of which are beyond our control and difficult to predict and could cause actual results to differ materially from those expressed or forecasted in the forward-looking statements including without limitation:

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o The state of securities markets in which the securities of the Company s portfolio company trade or could be traded.

o Liquidity within the national financial markets.

o Economic downturns or recessions may impair the Company s customers ability to repay our loans and increase our non-performing assets.

o A contraction of available credit and/or inability to access the equity markets could impair our lending and investment activities.

o

The risks associated with the possible disruption in the Company s operations due to terrorism and,

o The risks and uncertainties described under the caption Risk Factors and Other Considerations contained in Part I, Item I, which is incorporated herein by reference.

Although the assumptions on which these forward looking statements are based are reasonable, any of those assumptions also could be incorrect. In light of these and other uncertainties, the inclusion of a projection or forward-looking statements in this Annual Report should be regarded as a representation of the Company that its plans and objectives will be achieved. Undue reliance should not be placed on these forward-looking statements, which apply only as of the date of this Annual Report.

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Overview

TS&B Holdings, Inc. is a financial service company providing financing and advisory services to small and medium-sized companies throughout the United States. Effective January 5, 2004 the Company shareholders approved the proposal to allow the Company to convert to a business development company (BDC) under the Investment Company Act of 1940 (1940 Act).

The Company s investments in portfolio companies typically range from $100,000 to $1,000,000. The Company invests either directly in the equity of a company through equity shares or through a debt instrument. The Company s debt instruments usual do not have a maturity of not more than five years. Interest is either currently paid or deferred.

Investment opportunities are identified for the Company by the management team. Investment proposals may, however, come to the Company from many sources, and may include unsolicited proposals from the public and from referrals from banks, lawyers, accountants and other members of the financial community. The management team brings an extensive network of investment referral relationships.

Critical Accounting Policies and Estimates

The Company prepared its financial statements in accordance with accounting principles generally accepted in the United States of America for investment companies. For a summary of all of its significant accounting policies, including the critical accounting policies, see Note A to the consolidated financial statements in Item 8.

The increasing complexity of the business environment and applicable authoritative accounting guidance requires the Company to closely monitor its accounting policies. The Company has identified three critical accounting policies that require significant judgment. The following summary of the Company s critical accounting policies is intended to enhance your ability to assess its financial condition and results of operation and the potential volatility due to changes in estimates.

Valuation of Investments

At June 30, 2004 51.27% of the Company s total assets represented investments recorded at fair value. Value as defined in Section 2(a)(41) of the 1940 Act, is (i) the market price for those securities for which a market quotation is readily available and (ii) for all other securities and assets, fair value is determined in good faith by the board of directors. Since there is typically no readily ascertainable market value for the investments in its portfolio, the Company values substantially all of its investments at fair value as determined in good faith by the board of directors pursuant to a valuation policy and consistent valuation process. Because of the inherent uncertainty in determining the fair value of investments that do not have a readily ascertainable market value, the fair value of its investments determined in good faith by the board of directors may differ significantly from the values that would have been used had a ready market existed for the investments, and the differences could be material.

Initially, the fair value of each such portfolio investment is based upon original cost. There is no single standard for determining fair value in good faith. As a result, determining fair value requires the judgment be applied to the specific facts and circumstances of each portfolio investment. The Board of Directors considers fair value to be the amount which the Company may reasonable expect to receive for portfolio securities when sold on the valuation date. The Company analyzes and values each individual investment on a quarterly basis, and records unrealized depreciation for an investment that it believes has become impaired, including where collection of a loan or realization of an equity security is doubtful. Conversely, the Company will record unrealized appreciation if it believes that the underlying portfolio company has appreciated in value and, therefore, the Company s equity security has also appreciated in value. Without a readily ascertainable market value and because of the inherent uncertainty of valuation the fair value of the Company s investments determined in good faith by the Board of Directors may differ significantly from the values that would have been used had a ready market existed for the investments, and the favorable or unfavorable differences could be material.

In the valuation process, the Company uses financial information received monthly, quarterly, and annually from the portfolio companies, which include both audited, and unaudited financial information supplied by portfolio companies management. This information is used to determine financial condition, performance and valuation of the portfolio investments. Valuation should be reduced if a company s performance and potential have significantly deteriorated. If the factors, which led to the reduction in valuation, are overcome, the valuation may be restated.

Another key factor used in valuation the equity investments is recent arms-length equity transactions entered into by the investment company that the Company utilizes to form a basis for its underlying value. Many times the terms of these equity transactions may not be identical to those of the Company and the impact on these variations as it relates to market value may be impossible to quantify.

Any changes in estimated fair value are recorded in our statements of operations as Net increase (decrease) in unrealized (deprecation) appreciation.

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Valuation of Equity Securities

With respect to private equity securities, each investment is valued using industry valuation benchmarks and then the value is assigned a discount reflecting the illiquid nature of the investment, as well as the Company s minority non-control positions. When an external event such as a purchase transaction, public offering, or subsequent equity sale occurs, the pricing indicated by the external event will be used to corroborate the Company s private equity valuation. Securities that are traded in the over-the-counter market or on a stock exchange will generally be valued at the prevailing bid price on the valuation date. However, restricted and unrestricted publicly traded securities may be valued at discounts from the public market value due to restrictions on sale, the size of its investment or market liquidity concerns.

Valuation of Loans and Debt Securities

As a general rule, the Company does not value its loans or debt securities above cost, but loans and debt securities will be subject to fair value write-down when the asset is considered impaired.

Financial Condition

The Company s total consolidated assets increased by $3,335,980 or (1,397%) to $3,574,738 from the prior year. The increase in total assets can be attributed to the increase in the fair market value of the Company s assets from electing BDC status and additional company acquisitions.

The Company s financial condition is dependent on the success of its portfolio holdings. It has invested a substantial portion of its assets in small and medium-sized companies. These businesses tend to be thinly capitalized, small companies that may lack experienced management. The following summaries the Company s investment portfolio as of June 30, 2004, the Company s second quarter as a business development corporation

	June 30, 2004
Investment at Cost	$ 188,011
Unrealized (depreciation) appreciation, net	1,644,589
Investment s at fair value	$1,832,600

The increase in unrealized appreciation is primarily attributable to due to the increased in value placed on the Company s portfolio investments.

During the first two quarters of 2004, the Company valued its equity and investment holdings in accordance with the established valuation policies (see Valuation of Investments and Equity Holdings) above.

The cash and cash equivalents approximated 13.17% of net assets as of June 30, 2004.

Results of Operations

The results of operations for the quarter ended June 30, 2004 reflect our results as a business development company under the Investment Company Act of 1940. The results of operations prior to January 1, 2004 reflect our results of operations prior to operating as a business development company under the Investment Company Act of 1940. The principal differences between these two reporting period relate to accounting for investments and income taxes. See Note A to our Consolidated Financial Statements. In addition, certain prior year items have been reclassified to conform to the current year presentation as a business development company.

Dividends and Interest

Dividends and interest income on investments for the year ended June 30, 2004 and year ended June 30, 2003 was $62,414 and $75,000 respectively. The decrease in interest and dividends was primarily due to the sources of income shifting from a transactional base business to the Company receiving interest income from its portfolio companies.

Management Fees

Management fees for the quarter ended June 30, 2004 and year ended June 30, 2004 were $35,000 and $45,000 respectively. The management fees were primarily due to services rendered to Buehler Earth and Waterworks, LLC, Gulf Coast Records, LLC., and Cummings Financial Services, Inc.

Operating Expenses

Total operating expenses for the year ended June 30, 2004 and year ended June 30, 2003 was $2,035,477 and $1,713,497. A significant component of total operating expenses was professional fees of $244,114 for the year ended June 30, 2004 and $673,297 for the year ended June 30, 2003. A second component of total operating expenses was general and administrative expenses of $1,742,414 for the year ended June 30, 2004 and $1,038,547. The increase in general and administrative expenses is primarily due to the expenses of the Company s portfolio companies.

Liquidity and Capital Resources

At June 30, 2004 and June 30, 2003, the Company had $470,940 and $38,076 respectively in cash and cash equivalents. The Company s objective is to have sufficient cash on hand to cover current funding requirements and operations.

The Company expects its cash on hand and cash generated from operations to be adequate to meet our cash needs at our current level of operations, including the next twelve months. The Company generally funds new originations using cash on hand and equity financing and outside investments.

Private Portfolio Company Investments

The following is a list of the private companies in which the Company had an investment in and the cost and fair market value of such securities at June 30, 2004:

Name of Company	Cost	FMV
Cummings Financial Services, Inc.	$ 61,065	$ 780,000
Buehler Earth & Waterworks, LLC	101,235	255,000
Sports Nation, Inc.	25,000	46,000

Name of Company	Cost	FMV
Gulf Coast Records, LLC	--	424,000
Home Savings Plan, Inc.	--	1,000
TS & B Financial Services, Inc.	--	250,000
Wellstone Acquisition Corporation	632	75,000
KMA Capital Partners, Ltd.	--	--
TSB Gaming & Entertainment Corporation	79	1,000
TSB Ventures, Inc.	--	600
Total	$188,011	$1,832,600

Recent Developments

On July 14, 2004, Buehler Earth & Waterworks, LLC agreed to acquire a 75% interest in Advance Pool Technologies, Inc a Florida licensed commercial pool designer and qualifier.

On August 13, 2004 the Company announced a 40 1 reverse split of its common shares. On the same day NASD changed the Company s symbol from TSBB.OB to TSBI.OB.

The Company issued 3,750,000 preferred shares. On August 13, 2004 such conversion ratio was reduced to 25-1 in line with the Company s announcement of its 40-1 reverse split of its common shares. On August 25, 2004 the Board of Directors reduced the conversion of the preferred to 4 1. As of the date of this report no preferred shares have converted to common shares.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

The Company s investment activities contain elements of risk. The portion of the Company s investment portfolio consisting of equity or equity-linked debt securities in private companies is subject to valuation risk. Because there is typically no public market for the equity and equity-linked debt securities in which it invests, the valuation of the equity interest in the portfolio is stated at fair value and determined in good faith by the Board of Directors on a quarterly basis in accordance with the Company s investment valuation policy.

In the absence of a readily ascertainable market value, the estimated value of the Company s portfolio may differ significantly from the value that would be placed on the portfolio if a ready market for the investments existed. Any changes in valuation are recorded in the Company s consolidated statement of operations as Net unrealized appreciation (depreciation) on investment .

At times a portion of the Company s portfolio may include marketable securities traded n the over-the-counter market. In addition, there may be a portion of the Company s portfolio for which no regular trading market exists. In order to realize the full value of a security, the market must trade in an orderly fashion or a willing purchaser must be available when a sale is to be made. Should an economic or other event occur that would not allow the markets to trade in an orderly fashion the Company may not be able to realize the fair value of its marketable investments or other investments in a timely manner.

As of June 30, 2004, the Company did not have any off-balance sheet investments or hedging investments.

Impact of Inflation

The Company does not believe that its business is materially affected by inflation, other than the impact inflation may have on the securities markets, the valuations of business enterprises and the relationship of such valuation to underlying earnings all of which will influence the value of the Company s investments.

Item 8. Financial Statements and Supplementary Data

TS&B HOLDINGS, INC. & SUBSIDIARIES
CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2004 AND 2003

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Shareholders
TS&B Holdings, Inc. & Subsidiaries
Orlando, Florida

We have audited the accompanying consolidated balance sheet of TS&B Holdings, Inc. & Subsidiaries as of June 30, 2004 and the related consolidated statement of operations, cash flows, stockholders equity and investments for the year then ended. These financial statements are the responsibility of the Corporation s management. Our responsibility is to express an opinion on these financial statements based on our audit. The financial statements of TS&B Holdings Inc. & Subsidiaries for the year ended June 30, 2003 were audited by other auditors whose report dated October 10, 2003 expressed an unqualified opinion on those statements.

We conducted our audit in accordance with 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 audit provides a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of TS&B Holdings, Inc. & Subsidiaries as of June 30, 2004, and the results of their operations and their cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

August 8, 2004

/s/ Baumann, Raymondo & Company

Baumann, Raymondo & Company
Tampa, Florida

TS&B HOLDINGS, INC. & SUBSIDIARIES
CONSOLIDATED BALANCE SHEET
JUNE 30, 2003 and 2004

	6/30/2003	6/30/2004
ASSETS		
Cash	$ 38,076	$ 470,940
Investments, at fair value	--	1,832,600
Interest due on stock subscription receivable	153,082	--
Accounts receivable, net of allowance of $80,000	7,000	--
Inventory	--	53,300
Other assets	100	49,039
Fixed assets, net of accumulated depreciation	--	308,071
Deposit on pending acquisition	40,500	--
Goodwill	--	489,000
Notes receivable, net of allowance of $80,000	--	329,548
Deferred income taxes	--	27,200
Security deposit	--	15,040
TOTAL ASSETS	$ 238,758	$ 3,574,738
LIABILITIES AND STOCKHOLDERS' (DEFICIT)EQUITY		
LIABILITIES		
Accounts payable and accrued expenses	$ 177,553	$ 187,005
Advances to officers and stockholders	144,869	--
Notes payables	--	687,131
Note payable to related parties	150,000	--
Deferred income taxes	--	102,524
Capital leases payable	--	12,985
TOTAL LIABILITIES	472,422	989,645
STOCKHOLDERS' (DEFICIT) EQUITY		
Preferred stock, no par value, 10,000,000 shares authorized, none issued and outstanding	--	--
Common stock, $.001 par value, 500,000,000 shares authorized 1,331,393 and 12,132,968 issued and outstanding	1,331	12,133
Additional paid-in capital	14,539,523	15,979,993
Stock subscription receivable	(1,250,000)	(4,700)
Accumulated deficit	(13,524,518)	(13,347,464)
Miniority interest	--	(54,869)
TOTAL STOCKHOLDERS' (DEFICIT)EQUITY	(233,664)	2,585,093
TOTAL LIABILITIES AND STOCKHOLDERS' (DEFICIT) EQUITY	$ 238,758	$ 3,574,738

TS&B HOLDINGS, INC. & SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE YEARS ENDED JUNE 30, 2003 AND 2004

	6/30/2003	6/30/2004
REVENUES	$ 46,200	$ 884,680
	46,200	884,680
COST OF GOODS SOLD	--	94,737
OPERATING EXPENSES		
Depreciation and amortization	1,653	48,949
Professional fees	673,297	244,114
General and administrative	1,038,547	1,742,414
	1,713,497	2,035,477
NET OPERATING LOSS	(1,667,297)	(1,245,534)
NET UNREALIZED APPRECIATION ON INVESTMENTS	--	1,644,589
OTHER INCOME (EXPENSE)		
Interest Income	75,000	62,414
Interest Expense	(13,096)	(69,831)
Other	16,970	(205,299)
	78,874	(212,716)
(LOSS) INCOME BEFORE INCOME TAX	(1,588,423)	186,339
DEFERRED INCOME TAX EXPENSE	--	(75,324)
(LOSS) INCOME BEFORE MINORITY INTEREST	(1,588,423)	111,015
MINORITY INTEREST	--	(66,039)
NET (LOSS) INCOME	$ (1,588,423)	$ 177,054
NET (LOSS) INCOME PER SHARE BASIC AND FULLY DILUTED	$ (1.77)	$ 0.05
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING	898,636	3,595,260

TS&B HOLDINGS, INC. & SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES
IN STOCKHOLDERS EQUITY ACCUMULATED (DEFICIT)
FOR THE YEARS ENDED JUNE 30, 2003 AND 2004

Common stock	Additional paid-in	Stock Subscription	Accumulated Income	Minority

	Common stock		Additional paid-in capital	Stock Subscription receivable	Accumulated Income (Deficit)	Minority Interest	Total
	Shares	Par Value					
BALANCE JUNE 30, 2002	20,609,700	$ 20,610	$ 13,175,469	$ (1,250,000)	$ (11,936,095)	$ --	$ 9,984
STOCK ISSUED FOR EMPLOYEE AND OFFICER COMPENSATION	9,150,000	9,150	712,325	--	--	--	721,475
STOCK ISSUED FOR PROFESSIONAL SERVICES	19,000,000	19,000	563,800	--	--	--	582,800
STOCK ISSUED FOR ACQUISITION	4,500,000	4,500	36,000	--	--	--	40,500
40-1 REVERSE STOCK SPLIT* **	(51,928,208)	(51,929)	51,929	--	--	--	--
NET INCOME (LOSS)	--	--	--	--	(1,588,423)	--	(1,588,423)
BALANCE JUNE 30, 2003	1,331,492	1,331	14,539,523	(1,250,000)	(13,524,518)	--	(233,664)
STOCK ISSUED FOR PROFESSIONAL SERVICES	42,937,000	42,937	480,655	--	--	--	523,592
STOCK ISSUED FOR CASH	333,372,000	333,372	846,308	(4,700)	--	--	1,174,980
STOCK ISSUED FOR ACQUISITIONS	37,000,000	37,000	532,000	--	--	--	569,000
STOCK ISSUED FOR DEBT CONVERSION	18,750,000	18,750	410,250	--	--	--	429,000
MINORITY INTEREST IN CONNECTION WITH INVESTMENTS	--	--	--	--	--	11,170	11,170
EXPIRATION OF OPTION	--	--	(1,250,000)	1,250,000	--	--	--
40-1 REVERSE STOCK SPLIT* **	(421,257,525)	(421,257)	421,257	--	--	--	--
NET INCOME (LOSS)	--	--	--	--	177,054	(66,039)	111,015
BALANCE JUNE 30, 2004	12,132,967	$ 12,133	$ 15,979,993	($ 4,700)	($13,347,464)	$ (54,869)	$ 2,585,093

*** See Note L of Footnotes

TS&B HOLDINGS, INC. & SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED JUNE 30, 2003 AND 2004

	6/30/2003	6/30/2004
CASH FLOWS FROM OPERATING ACTIVITIES:		
NET INCOME (LOSS)	$ (1,588,423)	$ 177,054
RECONCILIATION OF NET INCOME (LOSS) TO CASH FLOWS (USED) IN PROVIDED BY OPERATING ACTIVITIES		
Deferred income tax	--	(75,324)
Minority interest	--	54,869
Bad debt expense	--	80,000
Stock issued for services	1,304,275	523,592
Unrealized appreciation on investments	--	(1,644,589)
Depreciation and amortization	1,653	48,949
Decrease in receivable	101,203	7,000
(Increase) in inventory	--	(53,299)
Decrease in deposit on pending acquisition	--	40,500
(Increase) in stock subscription receivable	--	(4,700)
Decrease in interest due on stock subscription	--	153,082
(Increase) in deposits	--	(15,594)
(Increase) in other assets	(69,850)	(48,939)
Increase in accounts payable and accrued expenses	8,687	9,450
CASH FLOWS (USED) IN OPERATING ACTIVITIES	(242,455)	(747,949)
CASH FLOWS FROM INVESTING ACTIVITIES:		
(Increase) in notes receivable	--	434,548
Loss on disposition of assets	5,783	--
Purchase of property and equipment	--	(357,020)
Purchase of investments	--	(463,957)
CASH FLOWS (USED) IN PROVIDED BY INVESTING ACTIVITIES	5,783	(386,429)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from note payable	150,000	1,127,131
Payment of advances from officers	--	(144,869)
Payment of notes payable to related parties	(150,000)	--
Payment of notes payable	--	(440,000)
Issuance of common stock	--	1,174,980
Officer advances	125,052	--
CASH FLOWS PROVIDED BY FINANCING ACTIVITIES	275,052	1,567,242
NET INCREASE IN CASH	38,380	432,864
CASH, BEGINNING OF THE PERIOD	(304)	38,076
CASH, END OF THE PERIOD	$ 38,076	$ 470,940

Supplemental Disclosure of Cash Flow Information

Interest Expense of $69,831 and $13,096 was paid in 2004 and 2003 respectfully.

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TS&B HOLDINGS, INC. & SUBSIDIARIES
CONSOLIDATED SCHEDULE OF INVESTMENTS
JUNE 30,2004

Portfolio Company	Industry	Title of Securities Held	Percentage of Class Held	Cost	Fair Value
Sports Nation, Inc.	Sports Memorabilia	Common Stock	100	$ 25,000	$ 46,000
TS&B Gaming & Entertainment Corporation	Gaming Hotels	Common Stock	100	79	1,000
TSB Financial Services	Financial Services	Common Stock	100	--	250,000
TSB Ventures, Inc.	Financial Services	Common Stock	100	--	600
Wellstone Acquisition Corp	Financial Services	Common Stock	66.67	632	75,000
Buehler Earth & Waterworks, LLC	Construction	Member Units	51	101,235	255,000
Gulf Coast Records, LLC	Music	Member Units	49	--	424,000
Cummings Financial Services, Inc.	Mortgage Broker	Common Stock	51	61,065	780,000
Home Savings, Plan, Inc.	Financial Services	Common Stock	51	--	1,000
KMA Capital Partners, LLC	Financial Services	Limited Partner Units	25	--	--
			Total	$188,011	$1,832,600

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TS&B HOLDINGS, INC. & SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2004 AND 2003

NOTE A SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Company Activities

TS&B Holdings, Inc. & Subsidiaries (the Company) was incorporated in the state of Utah in 1980.

On January 5, 2004 the Company s shareholders consented to the proposal to allow the Company to adopt business development company (BDC) status under the Investment Company Act of 1940 (1940 Act). A BDC is a specialized type of Investment Company under the 1940 Act. A BDC may primarily be engaged in the business of furnishing capital and managerial expertise to companies that do not have ready access to capital through conventional financial channels; such companies are termed eligible portfolio companies . The Company as a BDC, may invest in other securities, however such investments may not exceed 30% of the Company s total asset value at the time of such investment. The Company filed its BDC election with the SEC (Form N-54A) on January 13, 2004.

TS&B Holdings, Inc. provides equity and long-term debt financing to small and medium-sized private companies in a variety of industries throughout the United States. The Company s investment object is to achieve long-term capital appreciation in the value of its investments and to provide current income primarily from interest, dividends and fees paid by its portfolio companies.

Basis of Presentation

The accompanying financial statements include the Company and its wholly owned subsidiaries TSB Financial Services, Sports Nation, Inc., TS & B Gaming & Entertainment Corporation, and TS&B Ventures, Inc. The financial statements also include the Company s 66 2/3% interest in Wellstone Acquisition Corporation and 51% interest in Cummings Financial Services, Inc., Buehler Earth & Waterworks, LLC and Home Savings Plan, Inc. All inter-company accounts and transactions have been eliminated in consolidation.

Revenue Recognition

The Company s recognizes revenue using the accrual method of accounting. The accrual method provides for a better matching of revenues and expenses.

The Company also accrues interest income on loans made to various portfolio companies. The Company accrues the interest on such loans until the portfolio company has the necessary cash flow to repay such interest. If the Company s analysis of the portfolio s company s performance indicates that the portfolio company may not have the ability to pay the interest and principal on a loan, the Company will make an allowance provision on that entity and in effect cease recognizing interest income on that loan until all principal has been paid. However, the Company will make exceptions to this policy if the investment is well secured and in the process of collection.

For certain investment transactions the Company provides management services and recognizes an agreed upon fixed monthly fee and expenses.

NOTE A SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Advertising Costs

Advertising costs, except for costs associated with direct-response advertising, are charged to operations when incurred.

Inventory

Inventory consists principally of sports memorabilia, palm trees and plants. Such inventory is carried at the lower of cost or market.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions. These estimates and assumptions 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 reporting period. Actual results could differ from these estimates.

Deferred Income Taxes

Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective 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.

Net (Loss) Income Per Common Share

Net (Loss) Income per common share is computed using the weighted average of shares outstanding during the periods presented in accordance with *Statement of Financial Accounting Standards No. 128, Earnings Per Share.*

Cash and Cash Equivalents

For the propose of the statement of cash flows, cash and cash equivalents includes time deposits with original maturities of three months or less.

Segments

The Company operates as one segment as defined by the Statement of Financial Accounting Standards No. 131 *Disclosures about Segments of an Enterprise and Related Information.*

NOTE A SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Fixed Assets

Fixed assets are stated at cost. The cost of equipment is charged against income over their estimated useful lives, using the straight-line method of depreciation. Repairs and maintenance which are considered betterments and do not extend the useful life of equipment are charged to expense as incurred. When property and equipment are retired or otherwise disposed of, the asset and accumulated depreciation is removed from the accounts and the resulting profit and loss are reflected in income.

Goodwill and Other Intangibles

The Company records Goodwill in accordance with *Statement of Financial Accounting Standards No.142, Goodwill and Other Intangible Assets.* Intangible assets such as goodwill are not amortized; instead the Company will review the goodwill not less than annually to see if it has been impaired. If an impairment has incurred, it will be recorded as an expense in that period.

NOTE B INVESTMENTS

Valuation of Investments

The most significant estimate inherent in the preparation of the Company s consolidated financial statements is the valuation of its investment and the related unrealized appreciation or depreciation.

Upon conversion to a BDC, the Company engaged independent business valuation experts to value selected portfolio companies, which had significant activity in the Company s first two quarters as a BDC. The Board of Directors states all other portfolio companies and investments at fair market value as determined under a good faith standard.

The Company has investments in 8 controlled (portfolio) corporations as of June 30, 2004.

Cummings Financial Services, Inc.

Cummings Financial Services, Inc. is a mortgage broker licensed in the State of Florida and located in Brandon, Florida. Glenn Cummings has been in the mortgage brokerage business since 1993 as a mortgage loan originator with Household Finance Corporation. In 1996 Mr. Cummings became licensed as an independent mortgage broker. In 1999 Mr. Cummings signed a net branch agreement with Stockton, Turner, LLC. Under the branch agreement, Mr. Cummings operated as Stockton, Turner, Cummings, Inc. In 2001 Glenn & Alicia Cummings formed Cummings Financial Services, Inc. and became a correspondent lender. In May 2004, the Company acquired a 51% interest in Cummings Financial Services, Inc.

The Company receives an ongoing monthly management fee in the amount of $5,000 from Cummings Financial Services, Inc.

NOTE B INVESTMENTS (CONTINUED)

Home Savings Plan, Inc.

Home Savings Plan, Inc. is a company which sells to Cummings Financial Services, Inc mortgage customers a bi-weekly payment plan for mortgage payments. The company was incorporated in 2001. Home Savings Plan, Inc. is located in Brandon, Florida.

Home Mortgage Savings, Plan is owned 51% by the Company.

Buehler Earth & Waterworks, LLC.

Buehler Earth & Waterworks LLC. specializes in site development and infrastructure construction including, but not limited to, clearing, earthwork, utility construction, storm drainage, curbs, sidewalks, roadwork including sub-base, base and asphalt placement.

Buehler Earth & Waterworks LLC. mission is to provide a full line of site construction and related services to the land/site development industry (public/private) utilizing a team approach to deliver the highest in quality work seeking expeditious performance without compromising either cost efficiency or good safety practices.

Buehler Earth & Waterworks, LLC. owns a 100% interest in BEW Landscape & Irrigation, LLC. BEW Landscape & Irrigation, LLC. provides plants and irrigation to wholesale and retail distribution outlets.

Buehler Earth & Waterworks, LLC is a Florida Limited Partnership which the Company has a 51% interest. In addition, the Company receives an ongoing monthly management fee in the amount of $5,000.

Sports Nation, Inc.

Sports Nation, Inc. is involved in all aspects of the sports memorabilia merchandising industry. Sports Nation s management has over 50 years of combined experience in product development, licensing, mass merchandise, retail, and direct marketing & sales. Through years of specializing in sourcing and selling the finest caliber sports memorabilia and collectible products, Sports Nation has forged numerous strategic relationships with companies and individuals in sports marketing, including agents and athletes, manufacturers, authenticators, and retailers.

Sports Nation Inc is a Nevada Corporation, which is owned 100% by the Company.

TSB Financial Services, Inc.

TSB Financial, Inc. also obtains financing for various commercial real estate transactions through strategic relationships with outside funding sources. TSB Financial Services, Inc. serves customers nationally from its headquarters in Orlando, Florida.

TSB Financial Services, Inc. is a Florida Corporation, which is owned 100% by the Company.

NOTE B INVESTMENTS (CONTINUED)

TS&B Gaming & Entertainment Corporation

TS&B Gaming & Entertainment Corporation was formed on March 18, 2004 to invest in gaming, hotels and other ventures. TS&B Gaming & Entertainment Corporation has had minimal business activity through June, 2004.

TS&B Gaming & Entertainment Corporation is a Florida corporation that is 100% owned by the Company.

TS & B Ventures, Inc.

TS & B Ventures, Inc. was formed in April, 2004 to raise money from the private equity market. TS & B Ventures, Inc. has had minimal business activity through June 30, 2004.

TS & B Ventures, Inc. is a Florida corporation that is 100% owned by the Company.

Wellstone Acquisition Corporation

Wellstone Acquisition Corporation is a non-reporting Securities and Exchange Commission registrant. Wellstone Acquisition had no business activity for the twelve month period ending June 30, 2004.

Wellstone Acquisition Corporation is a Delaware corporation that is owned 66 2/3% by the Company.

Other Investments

The Company has investments in two other companies as of June 30, 2004.

Gulf Coast Records, LLC

Gulf Coast Records, LLC is an independent record label for recording artist Glenn Cummings. Gulf Coast Records has met with music industry executives and has assembled a team in preparation for Glenn Cummings new album release entitled BIG .

Gulf Coast Records, LLC is a Florida Limited Partnership which the Company has a 49% limited partnership interest. In addition, the Company receives an ongoing monthly management fee in the amount of $5,000.

KMA Capital Partners, Ltd.

KMA Capital Partners, Ltd. provides business consulting and financial services to small and mid-cap companies.

KMA Capital Partners, Ltd. is a Florida Limited Partnership in which the Company has a 25% interest.

NOTE C FIXED ASSETS

Major categories of property and equipment, including their useful lives are as follows at June 30, 2004:

	Cost	Useful Life
Automobile & Trucks	$ 159,782	5 - 7 Years

	Cost	Useful Life
Machinery & Equipment	131,508	7 - 10 Years
Office & Computer Equipment	76,482	5 - 7 Years
Furniture & Fixtures	5,118	5 - 7 Years
Signage	234	5 - 7 Years
Intangible Assets	359	5 - 40 Years
	$ 373,483	
Less Accumulated Depreciation & Amortization	65,412	
Net	$ 308,071	

Depreciation expense for the year ended June 30, 2004 was $ 48,949.

NOTE D STOCK ISSUED FOR SERVICES

During the years ended June 30, 2004 and 2003, the Company issued shares of the Company s common stock for various professional consulting services. A summary of these activities is as follows:

	2004		2003	
	Shares	Amount	Shares	Amount
Employee/officer compensation	--	--	9,150,000	$ 721,475
Professional consulting services	42,937,000	$ 523,592	19,000,000	582,800
Total	42,937,000	$ 523,592	28,150,000	$ 1,304,275

The value assigned to the above shares is based on the stocks traded market price on or about the date the shares were issued. For the years ended June 30, 2004 and 2003, the above amounts are included in professional fees.

NOTE E STOCK SUBSCRIPTION RECEIVABLE

In June 2001, the Company entered into an acquisition agreement with Transatlantic Surety and Bond Co., Ltd. (Surety & Bond), a United Kingdom corporation, for purchase of 30% of its outstanding stock. Terms of the agreement provided for the following, among others:

- o A purchase price of $1,250,000, payable in the form of a convertible, callable, secured, subordinated debenture (see below);
- o Surety & Bond shall, on a best efforts basis, raise debt funds, and acquire operating companies, as defined;

NOTE E STOCK SUBSCRIPTION RECEIVABLE (CONTINUED)

- o Granted stock purchase options to the Company for a three year period as follows:

  3,000,000 shares at $1.50 per share and 3,000,000 shares at $3.50 per share

The subordinated debenture noted above was from a company affiliated with TSB Holdings, Inc. and bore interest at 6.0%. A portion of the acquired shares were held in escrow pending Surety & Bond performing on the debenture terms. Principal was payable at as follows:

Date		Amount
June 2002	$	312,500
June 2003		312,500
June 2004		625,000
	$	1,250,000

In addition, Surety & Bond had the option after June 2004 to covert the debenture into stock of the affiliated company at the then existing market price.

The option expired on June 30, 2004 and all interest owed on the stock subscription receivable was reversed in 2004.

NOTE F INCOME TAXES

For the period ended June 30, 2004 and 2003, the following temporary differences give rise to the above deferred tax benefits:

		2004		2003
Unrealized security gains	$	1,644,589	$	--

At June 30, 2004 deferred tax assets consist of the following:

Deferred tax assets	$	27,200	$	555,000
Less valuation allowance		--		(555,000)
	$	27,200	$	--

At June 30, 2004 the Company has approximately $3,932,035 of tax net operating losses available for carryforward through 2023.

NOTE G COMMITMENTS

The Company and its wholly owed subsidiaries and consolidated entities lease office and operating facilities under short-term operating leases.

Rent expense for the years ended June 30, 2004 and 2003 was $78,641 and $94,239, respectively.

NOTE H PAYABLE TO RELATED PARTIES

In August 2002, certain officers, both present and former, and shareholders of the Company personally borrowed $150,000 from a bank. Concurrently, the loan was assigned to the Company. Terms of the loan provided for interest at 10% with the principal due in November 2002.

In March, 2004, the Company agreed to a repayment amount of $125,000 of which $60,000 has been paid through June 30, 2004 and the remainder to be paid in the next 90 days.

NOTE I CAPITAL LEASES PAYABLE

The Company has capital lease obligations as follows at June 30, 2004:

The terms of the lease require a minimum monthly payment of $571.38, which includes applicable taxes for sixty month starting May 2002 and bears imputed interest rate of 15.175 %. collateralized by an eight-station computer system	$ 5,093
The terms of this lease requires a minimum monthly payment of $213.43, which includes applicable taxes, for thirty-six months starting in April, 2002 and bears an imputed interest rate of 19.5%	1,698
The terms of the lease require a minimum monthly payment of $294.25, which includes applicable taxes for thirty-six months starting in October 2003 and bears an imputed interest rate of 19.4%	6,193

The future minimum payments under capital leases for each of the next five years are as follows:

June 30, 2005	$	9,136
June 30, 2006		3,197
June 30, 2007 and thereafter		6,193

NOTE J NOTES PAYABLE

Notes payable as of June 30, 2004 consisted of the following:

6% unsecured note payable to an individual payable in 180 monthly payments of $1,589.43. Final installment is due on January 31, 2019.	$ 185,487
11% secured note payable to an individual payable in 12 quarterly installments of $16,666.67 Final installment is due June 1, 2007. Collateralized by Company's 51% interest in Cummings Financial Services, Inc.	150,000
6% unsecured interest only notes payable to individuals. Total monthly interest payments amount to $1,065 per month.	160,000
8% convertible debenture to Yanzu, Inc. due June 28, 2005 convertible into the common shares of the Company at $.0025 per share.	60,000
8% convertible debenture to Sprout Investments, LLC due September 1, 2004 convertible into common shares of the Company at $.0025 per share.	25,000
1% notes payable to equipment company payable in 6 monthly installments of $6,497, due on October 15, 2004. Collateralized by equipment	91,885
18% secured notes payable to WFS Financial payable in 60 monthly payments of $397.90. Final installment is due on April 15, 2008. Collateralized by a 2000 Ford F-350 Truck.	14,759
Total	$ 687,131
Less Current Portion	228,369
	$ 458,762

At June 30, 2004, the future maturities of notes payable are as follows:

June 30,	Amount

June 30,		Amount
2005	$	228,369
2006		60,931
2007		71,851
2008		13,564
2009		13,516
2010 and thereafter		298,900
	$	687,131

The Company paid $12,565 of interest expense for the year ended June 30, 2004.

NOTE K CONCENTRATION OF CREDIT RISK

Financial instruments, which potentially expose the Company to concentrations of credit risk, consist principally of cash.

The Company maintains its cash accounts with financial institutions located in Florida. Federal Deposit Insurance Corporation (FDIC) guarantees the Company s deposits in financial institutions up to $100,000 per account.

The Company s deposits with financial institutions that exceeded federally insured guarantees amounted to $317,105 and $0 as of June 30, 2004 and 2003, respectively. Historically, the Company has not experienced any losses on its deposits in excess of federally insured guarantees.

NOTE L REVERSE STOCK SPLIT

On August 13, 2004, the Board of Directors authorized a 40 to 1 reverse stock split of the Company s $.001 par value common stock. As a result of the reverse split 473,185,733 shares were returned to the Company and additional paid in capital was increased by $473,186. All references in the accompanying financial statements to the number of common shares and per share amounts for 2004 and 2003 have been restated to reflect the reverse stock split.

NOTE M SUBSEQUENT EVENTS

On July 14, 2004, Buehler Earth & Waterworks, LLC agreed to acquire a 75% interest in Advance Pool Technologies, Inc a Florida licensed commercial pool designer and qualifier.

On August 13, 2004 the Company announced a 40 1 reverse split of its common shares. On the same day NASD changed the Company s symbol from TSBB.OB to TSBI.OB.

On June 23, 2004 the Company had authorized the issuance of preferred shares with a conversion of preferred shares to common of 100 1. On July 7, the Company issued 3,750,000 preferred shares. On August 13, 2004 such conversion ratio was reduced to 25-1 in line with the Company s announcement of its 40-1 reverse split of its common shares. On August 25, 2004 the Board of Directors reduced the conversion of the preferred to 4 1. As of the date of this report no preferred shares have converted to common shares.

Item 9. Changes and Disagreements with Accountants on Accounting

The Company s Directors, at a meeting held in November, 2003, selected Baumann, Raymondo & Company, P.A. as the independent auditors for the fiscal year ending June 30, 2004.

The previous independent accountants of the Company, B2d Semago (Semago) communicated to the Corporation on November 3, 2003 that as a result of the firm discontinuing it s SEC practice, the firm, although they would be willing to conduct the audit of the Corporation for the year ended June 30, 2003, they would not continue as TS & B s independent accountant subsequent to that date. The Directors approved the decision to change independent accountants.

The reports of Semago on the Company s financial statements for each of the two fiscal years ended June 30, 2003 and 2002 do not contain an adverse opinion or a disclaimer of opinion, nor were such reports qualified or modified as to uncertainty, audit scope or accounting principles.

During the fiscal years ended June 30, 2003 and 2003,and the subsequent interim period preceding the date of Semago s dismissal, there have been no disagreements between the Company and Semago on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of Semago, would have caused Semago to make reference to the subject matter of the disagreements in its reports on the Company s financial statements. Also, during the aforementioned period, there occurred no reportable events within the meaning of Item 304(a)(v) of Regulation S-K.

Item 9A. Control & Procedures

Evaluation of Disclosure Control and Procedures

Our management, with the participation of our principal executive officer and principal financial officer, has evaluated the effectiveness 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 amended (the Exchange Act)), as of the end of the period covered by this Annual Report on Form 10-K. Based on such evaluation, our principal executive officer and principal financial officer have concluded that as of such date, our disclosure controls and procedures were designed to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported with the time periods specified in applicable SEC rules and forms were effective.

Changes in Internal Control Over Financial Reporting

There have been no significant changes in our internal control or in other factors that could significantly affect those controls subsequent to our evaluation, including corrective actions with regard to significant deficiencies and material weaknesses.

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PART III

Item 10. Directors, Executive Officers, Promoters and Control Persons

Compliance with Section 16(a) of the Exchange Act The following table sets forth the names, ages, and offices held with the Company by its directors and executive officers:

Name	Position	Director Since	Age
James E. Jenkins	President, Chief Executive Officer and Director	2003	49
Charles Giannetto	Secretary/Treasurer and Director	2003	49
James V Sadrianna	Chief Financial Officer	2004	44

Name	Position	Director Since	Age
	and Director		

All directors hold office until the next annual meeting of stockholders and until their successors have been duly elected and qualified. There are no agreements with respect to the election of directors. The Company pays each director $500 per quarter for service on the Board of Directors.

Any non-employee director of the Company is reimbursed for expenses incurred for attendance at meetings of the Board of Directors and any committee of the Board of Directors. The Executive Committee of the Board of Directors, to the extent permitted under Utah law, exercises all of the power and authority of the Board of Directors in the management of the business and affairs of the Company between meetings of the Board of Directors. Each executive officer serves at the discretion of the Board of Directors.

The business experience of each of the persons listed above during the past five years is as follows:

James E. Jenkins is the President and Chief Executive Officer of the Company. Prior to his position with the Company, Mr. Jenkins was Co-Managing General Partner for Marco Cat, LLP; a partnership formed to acquire the Olde Marco Island Inn. Mr. Jenkins has founded and operated several companies in manufacturing and financial services. Mr. Jenkins has over 20 years of diversified experience in senior management, operations and financial positions. Mr. Jenkins attended Northern Essex Community College and Daniel Webster Community College for business management.

Charles Giannetto is the Secretary/Treasurer of the Company. Charles Giannetto is a graduate of the University of Minnesota. He received his law degree from William Mitchell College of Law in 1980 and was in private practice for 20 years.

James V. Sadrianna is the Chief Financial Officer of the Company. Mr. Sadrianna has been Chief Financial Officer for a number of sport related companies as well as a package goods company shipping in the food and beverage industry. Mr. Sadrianna has worked for Coopers & Lybrand and the Internal Revenue Service. Mr. Sadrianna received his MBA & BBA and Juris Doctorate from Pace University. Mr. Sadrianna is a Certified Public Accountant in Florida and New York and admitted before the bar in New York.

Item 11. Executive Compensation

The Company does not have a bonus, profit sharing, or deferred compensation plan for the benefit of its employees, officers or directors. The Company does pay each director $500 per quarter as a directors fee. The Company s subsidiaries do have performance bonuses or profit sharing as part of their employment contracts with key employees.

Cash Compensation

The following table sets forth all cash compensation paid by the Company for services rendered to the Company for the fiscal years ended June 30, 2002, 2003 and 2004, to the Company s Chief Executive Officer. No executive officer of the Company has earned a salary greater than $100,000 annually for any of the periods depicted.

Summary Compensation Table

Name and Principal Position	Fiscal Year	Salary	Bonus	Other Annual Compensation	All Other Compensation

Not applicable

Item 12. Security Ownership of Certain Beneficial Owners and Management

No director, executive officer or director and executive officer as a group to the best of the Company s knowledge owned more than 5% of the Company s outstanding common stock as of June 30, 2004. The Company had 485,318,700 shares of common stock outstanding as of June 30, 2004

Item 13. Certain Relationships and Related Transactions

During 2003 the Company provided financial advisory services to Transatlantic Surety & Bond Co., Ltd., a 6.15% stockholder of the Company. Fees charged for these services amounted to $210,300. At June 30, 2003, the Company wrote off $107,403 for the above-described services.

In early fiscal 2003 the Company advanced a stockholder and former employee $60,000. As of June 30, 2003, management has determined this amount to be uncollectible and has written it off.

In August, 2002, certain officers both present and former and shareholders of the Company personally borrowed $150,000 from a bank. Concurrently, the loan was assigned to the Company. In March, 2004 the Company agreed to a repayment amount of $125,000 of which $60,000 has been paid through June 30, 2004.

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PART V

Item 14. Exhibits and Reports on Form 8-K

Exhibit No.	Description
31 .1	Certification of President and Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes Oxley Act of 2002
31 .2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes Oxley Act of 2002
32 .1	Certification of President and Chief Executive Officer pursuant to 18 U.S.C. Section 906, as adopted pursuant to Section 302 of the Sarbanes Oxley Act of 2002
32 .2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes Oxley Act of 2002

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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.

TS&B HOLDINGS, INC.

By: /s/ James V. Sadrianna

James V. Sadrianna
Chief Financial Officer
Dated: October 12, 2004

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.

TS&B HOLDINGS, INC.

By: /s/ JAMES E. JENKINS

JAMES E. JENKINS
President, CEO and Director
Dated: October 12, 2004

TS&B HOLDINGS, INC.

By: /s/ James V. Sadrianna

James V. Sadrianna
Chief Financial Officer and Director
Dated: October 12, 2004

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