

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

FORM 10-QSB

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934 FOR THE QUARTER ENDED SEPTEMBER 30, 2004

OR

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

COMMISSION FILE NUMBER 000-10056

ENDEVCO, INC.

(Exact name of registrant as specified in its charter)

Texas

(State or other jurisdiction of incorporation or organization)

74-2142545

(IRS Employer Identification No.)

2425 Fountainview, Suite 215, Houston, TX 77057
(Address of principal executive offices, including zip code)

(713) 977-4662
(Registrant's telephone number, including area code)

Securities registered under Section 12(b) of the Exchange Act
None

Securities registered pursuant to 12(g) of the Exchange Act
Common Stock, no par value

The number of shares outstanding of the registrant's common stock as of October 31, 2004 was 189,500,000.

Transitional Small Business Disclosure Format: Yes No

ENDEVCO, INC.
AND SUBSIDIARIES

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SEPTEMBER 30, 2004

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PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

EnDevCo, Inc. and Subsidiaries
Consolidated Balance Sheets
September 30, 2004 Compared to December 31, 2003

	09/30/2004	12/31/2003
	<u>ASSETS (Unaudited)</u>	
<u>Current Assets</u>		
Cash	\$ 404	\$ 428
Accounts receivable	527,080	527,080
Prepaid expense	--	2,364
	<hr/>	<hr/>
Total Current Assets	527,484	529,872
Investment – letter of credit on deposit	--	705,812
<u>Property and equipment</u>		
Oil and gas properties and equipment under full cost method	2,000,000	2,000,000
Less accumulated depreciation and depletion	--	--
Net property and equipment	2,000,000	2,000,000
	<hr/>	<hr/>
Total Assets	<u>\$ 2,527,484</u>	<u>\$ 3,235,684</u>
	<u>LIABILITIES</u>	
<u>Current Liabilities</u>		
Accounts payable	\$ 2,111,369	\$ 2,067,602
Current portion of notes payable	262,848	781,458
Accrued expenses	4,684	25,332
Unearned revenue	393,807	527,080
Taxes payable	160,390	162,733
	<hr/>	<hr/>
Total Current Liabilities	2,933,098	3,564,205
	<u>STOCKHOLDERS' DEFICIT</u>	
<u>Preferred Stock</u>		
5,000,000 shares authorized, \$0.01 par value, 4,150,495 shares outstanding December 31, 2003 and 4,972,974 shares outstanding September 30, 2004	49,730	41,505
<u>Common Stock</u>		
500,000,000 shares authorized, without par value, 150,000,000 shares outstanding December 31, 2003 189,500,000 shares outstanding September 30, 2004	35,103,461	33,228,461
Additional Paid in Capital	4,923,245	4,108,990
Retained Deficit	(40,482,050)	(37,707,477)
	<hr/>	<hr/>
Total Stockholders' Deficit	(405,614)	(328,521)
	<hr/>	<hr/>
Total Liabilities and Stockholders' Deficit	<u>\$ 2,527,484</u>	<u>\$ 3,235,684</u>

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

EnDevCo, Inc. and Subsidiaries
Consolidated Statements of Operations
For the Three and Nine Months Ended September 30, 2004 and 2003
(Unaudited)

	For the Three Months Ended 09/30/2004	For the Three Months Ended 09/30/2003	For the Nine Months Ended 09/30/2004	For the Nine Months Ended 09/30/2003
Revenues				
Oil & gas royalties	\$ --	\$ --	\$ --	\$ 499
Consulting fees and other	--	--	133,273	40,000
Total Revenues	--	--	133,273	40,499
Cost of Revenues				
Subcontractor Pmt	--	--	133,273	--
Gross Profit	--	--	--	40,499
Costs and Expenses				
General and administrative	165	25,751	142,162	117,382
Salaries and wages paid in stock	250,500	27,500	700,500	72,500
Other expenses paid in stock	187,942	--	1,951,860	--
Yemen Block 20 Judgment	--	--	--	2,134,212
Impairment loss on assets	--	--	--	4,368,377
Interest Expense	6,333	6,333	18,998	18,999
Total Costs and Expenses	444,940	59,584	2,813,520	6,711,470
Other Income and Expenses				
Interest Income	--	1,025	1,007	4,397
Other Income				
(Note payable principal reduction)	37,940	--	37,940	--
(Yemen Judgment negotiated to zero)	--	4,455,653	--	4,455,653
Prior Period Adjustment	--	64,262	--	64,262
Other Expense (Preferred Shares Issued)	--	(73,003)	--	(1,007,472)
Net Income (Loss)	\$ (407,000)	\$ 4,388,353	\$ (2,774,573)	\$ (3,154,131)
Net Loss Per Common Share				
Basic and diluted	\$ (0.00)	\$ (0.03)	\$ (0.01)	\$ (0.02)

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

EnDevCo, Inc. and Subsidiaries
Consolidated Statements of Cash Flows
For the Nine Months Ended September 30, 2004 and 2003
(Unaudited)

	09/30/2004	09/30/2003
Cash Flows from Operating Activity		
Net Income (Loss)	\$ (2,774,573)	\$ (3,154,131)
Adjustments to Reconcile Net Loss to Net Cash		
Issuance of stock for salaries	700,500	--
Issuance of stock for expenses	1,996,979	1,671,785
Impairment loss on assets	--	4,368,377
Changes in Working Capital Accounts		
Prepaid expenses	2,364	(23,650)
Accounts payable	43,767	(513,273)
Unearned Revenue	(133,273)	--
Joint venture cash calls	--	(2,321,441)
Accrued expenses	(20,647)	(45,263)
Taxes payable	(2,343)	--
Total Adjustments	2,587,347	3,136,536
Net Cash Provided by Operating Activities	(187,226)	(17,595)
Cash Flows used in Investing Activities		
Investment in oil and gas properties	--	--
Net Cash (Used) by Investing Activities	--	--
Cash Flows from Financing Activities		
Pledged investment account	705,812	162,231
Notes Payable	(518,610)	--
Borrowings under Note and Credit Agreement	--	(144,428)
Net Cash Provided by Financing Activities	187,202	17,803
Net Change in Cash and Cash Equivalents	(24)	207
Cash Equivalents		
Beginning of the period	428	251
End of the period	404	458

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

EnDevCo, Inc. and Subsidiaries
Notes To Consolidated Financial Statements
September 30, 2004

NOTE 1 Summary of Significant Accounting Policies

Basis of Presentation – The Corporation was incorporated under the laws of the State of Texas on November 7, 1980. On September 30, 2003, the Company filed a "Restated" Articles of Incorporation with the Secretary of State of the State of Texas to change its name to EnDevCo, Inc.

Financial Statement Presentation - The consolidated unaudited interim financial statements of the Company as of September 30, 2004 and for the nine months ended September 30, 2004, included herein have been prepared in accordance with the instructions for Form 10QSB under the Securities Exchange Act of 1934, as amended, and Article 10 of Regulation S-X under the Securities Act of 1933, as amended. The December 31, 2003 Consolidated Balance Sheet was derived from audited financial statements, but does not include all disclosures required by generally accepted accounting principles. Certain information and note disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations relating to interim consolidated financial statements.

In the opinion of management, the accompanying consolidated unaudited interim financial statements reflect all adjustments, consisting only of normal recurring adjustments, necessary to present fairly the financial position of the Company at September 30, 2004, and the results of their operations for the three and nine months ended September 30, 2004 and 2003, and their cash flows for the nine months ended September 30, 2004 and 2003.

The results of operations for such periods are not necessarily indicative of results expected for the full year or for any future period. These financial statements should be read in conjunction with the audited consolidated financial statements as of December 31, 2003 and related notes included in the Company's Form 10-KSB filed with the Securities and Exchange Commission

Principles of Consolidation -- The consolidated financial statements include the accounts of EnDevCo, Inc. and its wholly owned subsidiaries, EnDevCo Minerals, Inc., EnDevCo Canada Exploration Limited, Superior Stock Transfer, Inc., and EnDevCo Colombia Oil and Gas, S.A. (the "Company"). All material inter-Company balances and transactions have been eliminated, as necessary, in consolidation.

Earnings Per Share -- Basic earnings per share are computed by dividing earnings (loss) by the weighted average number of common shares outstanding adjusted for conversion of common stock equivalents, where applicable, outstanding during the period. The Company had no stock options or other common stock equivalents outstanding as of December 31, 2003 or for the year then ended. Diluted earnings per share are computed on the basis of the weighted average number of common shares and dilutive securities outstanding. Dilutive securities having an anti-dilutive effect on diluted earnings per share are excluded from the calculation.

Use of Estimates -- Management uses estimates and assumptions in preparing financial statements. Those estimates and assumptions affect the amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses. Actual results could differ from those estimates.

Impairment of Long-Lived Assets -- The Company follows SFAS No. 144, "Accounting for Impairment or Disposal of Long-Lived Assets" for the fiscal year ended December 31, 2003. The Statement requires that an impairment loss be recognized when the carrying value of long lived assets (asset group) exceeds its fair value for long-lived assets, liabilities and certain identifiable intangibles to be held and used by an entity be reviewed for impairment whenever events of changes in circumstances indicate that the carrying amount of an asset may not be recoverable.

Under SFAS No 144, the Company considered long-lived assets consisting primarily of oil and gas leases and geophysical data. The assets not covered by SFAS 144 that are included in an asset group are adjusted in accordance with other applicable accounting standards prior to testing the asset group for recoverability. The recoverability of long-lived assets is evaluated at the operating unit level by an analysis of operating results and consideration of other significant events or changes in the business environment. If an operating unit has indications of impairment, such as current operating losses, the Company will evaluate whether impairment exists on the basis of undiscounted expected future cash flows from operations before interest for the remaining amortization period. If impairment exists, the carrying amount of the long-lived assets is reduced to its estimated fair value.

In August 2001, the FASB issued Statement of Financial Accounting Standards No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets" which addresses financial accounting and reporting for the impairment or disposal of long-lived assets and supersedes SFAS No. 121, "Accounting for the Impairment of Long-Lived Assets and Long-Lived Assets to be Disposed Of", and the accounting and reporting provisions of APB Opinion No. 30, "Reporting the Results of Operations for a Disposal of a Segment of a Business". The Company was required to adopt SFAS 144 in the first quarter of 2002 and the Company does not expect the adoption of SFAS 144 to have a material effect on the Company's financial statements. The asset groups not covered by SFAS 144 that are included in an asset group are adjusted in accordance with other applicable accounting standards prior to testing the asset group for recoverability. The Company has categorized all of its long-lived assets as being held and used and not to be sold.

EnDevCo, Inc. and Subsidiaries
Notes To Consolidated Financial Statements
September 30, 2004

NOTE 2 - Non-monetary Stock Transactions

Included in the Company's consolidated statement of operations for the period ended September 30, 2004 were expenses that were paid with Company stock. The Company issued stock in lieu of cash in transactions summarized as follows for the nine months ended September 30, 2004:

	September 30, 2004			
	Common Shares	Value	Preferred Shares	Value
For Salaries			700,500	\$ 700,500
Other Company Obligations	39,500,000	\$ 1,875,000	121,979	121,979
	<hr/>	<hr/>	<hr/>	<hr/>
Total	39,500,000	\$ 1,875,000	822,479	\$ 822,479

NOTE 3 - Preferred Stock

The Board of Directors passed a Corporate Resolution that reads, "Pursuant to and in accordance with Article 2.13 of the Texas Business Corporation Act of the State of Texas the Company does hereby certify that, pursuant to the authority conferred on the Board of Directors by the Articles of Incorporation of the Corporation, and pursuant and in accordance with Article 2.13 of the Texas Business Corporation Act of the State of Texas, said Board of Directors, pursuant to unanimous written consent dated December 9, 2002, duly adopted a resolution providing for the authorization and issuance of 5,000,000 shares of "Series A" Convertible Preferred Stock, \$0.01 par value per share (the "Series A" Preferred Stock). As of September 30, 2004, there were 4,972,974 shares outstanding.

Each share of "Series A" Preferred Stock which is then outstanding shall at the sole election of the holder be converted into fully paid and non-assessable shares of Common Stock of the Corporation at a conversion rate of 1,000 shares of Common Stock for each share of "Series A" Preferred Stock. The holders of the issued and outstanding shares of Preferred Stock shall have the equivalent of 1,000 Common Stock votes for each share of "Series A" Preferred Stock.

During the quarter ended September 30, 2004 a total of 296,031 shares of preferred stock was issued and recorded at the rate of \$1.00 per share as approved by the Board of Directors. The shares were issued for salaries and other Company obligations.

NOTE 4 - Note Payable

The Company has an outstanding note payable of \$262,848 with a single creditor. A settlement agreement has been arranged by which the Company will pay the balance due in scheduled increments until December 31, 2005. Interest is being accrued at a rate of 9%.

EnDevCo, Inc. and Subsidiaries
September 30, 2004

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

This report, including Management's Discussion and Analysis of Financial Condition and Results of Operations, includes certain forward-looking statements. The forward-looking statements reflect the Company's expectations, objectives and goals with respect to future events and financial performance. They are based on assumptions and estimates, which the Company believes are reasonable. However, actual results could differ materially from anticipated results. Important factors that may impact actual results include, but are not limited to, commodity prices, political developments, market and economic conditions, industry competition, the weather, changes in financial markets and changing legislation and regulations. The forward-looking statements contained in this report are intended to qualify for the safe harbor provisions of Section 21E of the Securities Exchange Act of 1934, as amended. The notes to Consolidated Financial Statements sections contain information that is pertinent to the following analysis.

GENERAL COMMENTS ON BUSINESS PLAN

The Board of Directors has passed a unanimous resolution to change the name of the Corporation to EnDevCo, Inc. The shareholders approved the name change at the Annual Meeting held on September 12, 2003. The new ticker symbol is "ENDE". EnDevCo, Inc., a shortened version of the "Energy Development Company", establishes an identity that is consistent with the business development activities currently underway to revitalize the Corporation. The Company is involved in several natural resource development projects that transcend the traditional business scope of oil and gas exploration and production. These activities include production of oil and gas from interests held by the Company in the United States and Colombia. The Company is pursuing the development of potassium chloride and other mineral deposits and is investigating an investment in the development of new technologies for the enhancement of oil and gas production, utilizing that technology to gain leverage in the purchase of domestic natural gas production.

OIL AND GAS EXPLORATION AND DEVELOPMENT

The Company is pursuing oil and gas exploration and development opportunities in both domestic and international venues. Domestically, the Company has secured certain development rights in two blocks in the Gulf of Mexico that will provide it with the opportunity to participate in the drilling of low risk development wells. As a result of recently acquired 3D seismic data that has been integrated with previously known geological and engineering data, several low risk development drilling opportunities have been identified. The Company also has negotiated an option to purchase producing properties in Oklahoma along with a local pipeline and gas gathering system. The option also includes the purchase of a significant new lease position that will support a multiwell development drilling program. Participation in these types of relatively low risk and low cost wells will provide near term cash flow to support the activities of the Company.

Internationally, the Company has identified several other exploration projects that carry significant upside potential (although at higher risk). The Company currently holds a farmin agreement for certain exploration rights in the Rio Magdalena Valley of Colombia. Our exploration teams are also evaluating other opportunities located in Canada, South America, Europe and West Africa.

Gulf of Mexico - On December 28, 2003, the Company entered into an agreement with Pine Curtain Production Company, LLC wherein the Company has the option to participate in an undivided interest of 50% of the seller's undivided interest in Eugene Island Block 294 and Chandeleur Block 14.

Cherokee Platform, Oklahoma - The Company has negotiated an option to purchase a shallow natural gas development project in S.E. Oklahoma. The project consists of the purchase of twenty vintage wells that are not currently producing and seven newly drilled wells that have been completed in shallow Pennsylvanian aged gas sands. The option also covers the purchase of 40 miles of gas gathering and pipeline infrastructure (which includes three taps into the interstate common carrier pipeline) and 14,600 acres of new leasehold. In addition to the proven shallow sand production, many of these wells have penetrated and are currently testing completion techniques to recover natural gas from the Caney Shale interval. The Caney Shale is a continuous deposit of gas reserves contained within a low permeability shale interval over 300 feet thick that is widespread over this area of Oklahoma. New drilling and completion technologies including hydraulic fracturing and multi-lateral horizontal drilling have begun to unlock these "unconventional" gas reserves in this area. While still yet to be proven, the Company estimates recoverable gas reserves of 20 bcf of gas per square mile can be recovered from the Caney Shale interval. The Company is currently conducting technical due diligence prior to closing and has engaged a reservoir engineering company to produce a reserves report certifying the volume of proven reserves within the Pennsylvanian sand reservoirs.

Rio Magdalena Option, Colombia - On September 25, 2003, the Company purchased from Harvest Production Company, LLC an option to participate in the acquisition and processing of 101 kilometers of 2D seismic, and a continuing option to participate on a joint venture basis in wells to be drilled after the interpretation of that seismic on their Rio Magdalena Association Contract comprising 58,546 hectares (144,600 acres) situated in the Upper Magdalena River region of Colombia.

ENERGY TECHNOLOGY DEVELOPMENT

Development and implementation of new energy technologies will become a key new business focus for the Company. The identification of and early participation in the implementation of these types of technologies opens several avenues for potential revenue generation and profits. In some instances, the technology can be manufactured and sold to end users once the market accepts the technology. In other instances, the technology might provide a unique competitive advantage that can be successfully leveraged by

the Company in the acquisition and development of existing energy projects. Initially, the Company will limit its scope of investigation to those technologies that directly compliment the oil and gas, and power industries.

POWER GENERATION

The Company has management experience and expertise in the areas of power plant development, operations and optimization. The Company intends to pursue opportunities to serve as a management team representing the interests of lenders and private equity investors in control of generation assets acquired from the troubled merchant generation sector.

RESULTS OF OPERATIONS

This report, including Management's Discussion and Analysis of Financial Condition and Results of Operations, includes certain forward-looking statements. The forward-looking statements reflect the Company's expectations, objectives and goals with respect to future events and financial performance. They are based on assumptions and estimates, which the Company believes are reasonable. However, actual results could differ materially from anticipated results. Important factors that may impact actual results include, but are not limited to, commodity prices, political developments, market and economic conditions, industry competition, the weather, changes in financial markets and changing legislation and regulations. The forward-looking statements contained in this report are intended to qualify for the safe harbor provisions of Section 21E of the Securities Exchange Act of 1934, as amended. The notes to Consolidated Financial Statements sections contain information that is pertinent to the following analysis.

NINE MONTHS ENDED SEPTEMBER 30, 2004 COMPARED TO NINE MONTHS ENDED SEPTEMBER 30, 2003

Revenues -During the period reported, Revenues increased from \$40,499 to \$133,273.

This increase of \$92,774 is due to recognition of revenue for the Congo feasibility study.

Cost of Revenues - During the period reported, Cost of Revenues increased from zero to \$133,273.

This increase is due to recognition of payments to the Congo subcontractor.

Costs and Expenses -During the period reported, Expenses decreased from \$6,711,470 to \$2,813,520, a decrease of \$3,897,950.

"General and Administrative Expense" increased from \$117,382 in 2003 to \$142,162 in 2004. This increase of \$24,780 is primarily the result of fees due the bank that provided the letter of credit intended for Yemen Block 20.

"Salaries and wages paid in stock" increased from 72,500 in 2003 to \$700,500 in 2004. This increase of \$628,000 is due to the payment of officer and director compensation due for 2004 in preferred stock.

"Other Expenses Paid in Stock" increased from zero in 2003 to \$1,951,860 in 2004. This increase of \$1,951,860 is the result of payments for expenses to keep the Company in compliance with SEC regulations, legal expenses, consultants and operational activities.

"Yemen Block 20 Judgment" decreased from \$2,134,212 in 2003 to zero in 2004. This decrease of \$2,134,212 is due to management negotiating a settlement in which the Company does not have to pay the judgment.

"Impairment Loss on Assets" decreased from \$4,368,377 in 2003 to zero in 2004. This decrease of \$4,368,377 is due to the losses recognized in the previous year.

Other Income and Expenses - During the period reported, Other Income and Expenses decreased from \$3,516,840 in 2003 to \$38,947 in 2004, a decrease of \$3,477,893.

"Other Income (Note Payable Principal Reduction)" increased from zero in 2003 to \$37,940 in 2004. This is due to a principal reduction on the Pace note payable.

"Other Income (Yemen Judgment Negotiated to Zero)" decreased from \$4,455,653 in 2003 to zero in 2004. This is due to current management negotiating the Yemen Judgment to zero.

"Interest Income" decreased from \$4,397 in 2003 to \$1,007 in 2004. This decrease of \$3,390 is due to a reduced interest earned on the "Investment - Letter of Credit on Deposit".

"Prior Period Adjustment" decreased from \$64,262 in 2003 to zero in 2004.

"Other Exp (Pref Shares Issued)" decreased from \$1,007,472 in 2003 to zero in 2004. This decrease of \$1,007,472 is due to prior Company obligations being paid in 2003.

EnDevCo, Inc. and Subsidiaries
September 30, 2004

LIQUIDITY AND CAPITAL RESOURCES

Directors and Officers Compensation

The Company currently has nominal cash reserves and no cash flow from operations. Until such time as the financial condition of the Company improves, the Company's Directors and Officers have agreed to manage the Company by receiving payment in "Series A" Preferred stock in lieu of cash consideration.

Project Development Guidelines

In recognition of the status of current financial resources available to the Company, executive management is committed to identifying and implementing projects that can be primarily project financed. This strategy reduces financial risk to the Company, but necessarily adds additional lead time before projects can be secured and announced to the shareholders.

There are no assurances, however, that the Company will be able to identify and implement financing to develop its projects or that it will be able to generate sufficient revenue growth and improvements in working capital.

As no revenue is currently generated from operations, the Company will have to raise additional working capital through the sale of its Common stock. No assurance can be given that funds will be available from any source when needed by the Company or, if available upon terms and conditions reasonably acceptable to the Company.

ITEM 3. CONTROLS AND PROCEDURES

As required by Rule 13a-15(b), Company's executive management, including the Chief Executive Officer, Chief Operating Officer and Chief Financial Officer, conducted an evaluation as of the end of the period covered by this report, of the effectiveness of the Company's disclosure controls and procedures as defined in Exchange Act Rule 13a-15(e). Based on that evaluation, the Chief Executive Officer, Chief Operating Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective as of the end of the period covered by this report. As required by Rule 13a-15(d), the Company's executive management, including the Chief Executive Officer, Chief Operating Officer and Chief Financial Officer, also conducted an evaluation of the Company's internal control over financial reporting to determine whether any changes occurred during the period covered by this report that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting. Based on that evaluation, there has been no such change during the period covered by this report.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Legal Proceedings for the Quarter Ended September 30, 2004:

Adair International Oil & Gas, Inc. vs. John W. Adair, Jalal Alghani and Vivian Quintero vs. Adair International Oil & Gas, Inc., etal - Cause No. 2001-63909, 55th District Court, Harris County, Texas.

The Company's claims in the suit against John W. Adair ("Adair"), Jalal Alghani ("Alghani") and Vivian Llerena Quintero ("Quintero") involve allegations of fraud, conspiracy and breach of fiduciary duties owed to the Company by Mr. Adair and Mr. Alghani while they were Officers and Directors of the Company prior to their removal from the Board of Directors at the Company's annual shareholders meeting on August 5, 2002. The Company's claims in the suit against Ms. Quintero involve allegations of fraud, conspiracy and breach of fiduciary duties while she was employed by the Company as office manager and personal assistant to Mr. Adair when he was Chairman and CEO of the Company.

After the Company's claims were filed in the suit, Mr. Adair, Mr. Alghani and Ms. Quintero filed "counter claims" against the Company on November 9, 2002 alleging standing to sue as shareholders of the Company. Mr. Adair, Mr. Alghani and Ms. Quintero also filed the above described "counter claims" against Richard G. Boyce, Larry Swift, Gene Ackerman, David Crandall, Chris A. Dittmar, John A. Brush, Charles R. Close, and Shareholders Committed to Restoring Equity Group, Inc. ("SCORE Group").

The Company subsequently filed a motion for summary judgment on April 29, 2003 and the Court on July 11, 2003 again by clarified ruling on September 23, 2003, ordered the Company's motion for summary judgment be granted as to all claims in Defendant's / Counter Plaintiff's second amended petition, including the claim of conspiracy to commit defamation, with the exception of the common law defamation claim against the Company, SCORE Group and Mr. Boyce. The Company has denied the allegation and the Board of Directors has determined it is the best interest of the Company to assume the defense of SCORE Group and Mr. Boyce and to indemnify same in its defense of this sole remaining allegation filed by Mr. Adair, Mr. Alghani and Ms. Quintero.

The Company on August 23 and September 4, 2003 filed amended petitions adding the additional Defendants Chase Mellon Shareholder Services, Inc., Mellon Investor Services, LLC, U.S. Stock Transfer Corporation, Union Securities, Ltd., Merrill, Lynch, Pierce, Fenner & Smith, Inc., Tatiana Roa, Braden, Bennick, Goldstein, Gazaway, & Co., Jack Sisk & Co, Jackson & Rhodes, P.C.,

EnDevCo, Inc. and Subsidiaries
September 30, 2004

John W. Adair, Jalal Alghani and Vivian Llerena Quintero and their co-conspirators, jointly and severally, and in favor of the Company for the sum of up to five hundred million dollars (\$ 500,000,000) in actual damages and punitive damages against each of said Defendants as assessed by the jury and for such other and further relief to which the Company may show to be justly entitled.

Discovery in this case was ongoing before the change of control of the Company occurred as a result of the Annual Shareholders Meeting on August 5, 2002. Since that time and as a result of adding additional parties to the lawsuit as described in the preceding paragraph, extensive additional discovery regarding the facts of this case have been undertaken by the new parties to the lawsuit. The Company and Mr. Boyce have provided responses to all requested discovery. The Company will continue to vigorously pursue this case and has engaged expert witnesses to provide testimony regarding certain aspects of this case. The Court has set a trial date for May 2005.

The Company is a party to various claims and litigation. Although no assurances can be given, the Company recognizes, based on its experience to date, that the ultimate resolution of such items, individually or in the aggregate, could have a material adverse impact on the Company's financial position or results of operations. The Company is currently exploring settlement options.

ITEM 2. CHANGES IN SECURITIES

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

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

None.

ITEM 5. OTHER INFORMATION

None.

PART II - OTHER INFORMATION

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits

31.1 Certification by CEO and CFO pursuant to Section 302 of Sarbanes-Oxley Act of 2002.

32.2 Certification by CEO and CFO pursuant to Section 906 of Sarbanes-Oxley Act of 2002.

(b) Reports on Form 8-K

The following table details the events reported in the nine months ending September 30, 2004 by the Company on Form 8-K. Each filing is incorporated herein by reference.

Filing Date	Description
06/01/2004	Notice of Restatement of Articles of Incorporation
08/20/2004	Notice of Change in Option Agreement

EnDevCo, Inc. and Subsidiaries
September 30, 2004

SIGNATURES

In accordance with the requirements of Section 13 of 15(d) of the Exchange Act, the Registrant has caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on November 12, 2004.

ENDEVCO, INC.

/s/ Chris A. Dittmar

Chris A. Dittmar
Chief Executive Officer and Director

/s/ Richard G. Boyce

Richard G. Boyce
Chief Operating Officer and Director

/s/ Larry Swift

Larry Swift
Chief Financial Officer

/s/ Ernest B. Miller IV

Ernest B. Miller IV
Vice President of Finance

/s/ John A. Brush

John A. Brush
Non-Executive Director

/s/ Charles R. Close

Charles R. Close
Non-Executive Director

/s/ E. Barger Miller III

E. Barger Miller III
Chairman and Non-Executive Director

EnDevCo, Inc. and Subsidiaries
September 30, 2004

EXHIBIT 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO RULE 13A-14(A) OR 15D-14(A) UNDER THE SECURITIES EXCHANGE ACT OF 1934

In connection with the Quarterly Report of EnDevCo, Inc. (the "Company") on Form 10-QSB (the "Report") for the quarter ended September 30, 2004 (the "Reporting Period"), as filed with the Securities Exchange Commission on the date hereof under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the undersigned, Chris A. Dittmar, Chief Executive Officer of the Company, certifies pursuant to Rule 13a-14(a) or 15d-14(a) under the Exchange Act that:

1. I have reviewed the Report.
2. Based on my knowledge, the Report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which they are made, not misleading with respect to the Reporting Period.
3. Based on my knowledge, the consolidated financial statements and other financial information included in the Report fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of the date and for the periods reported therein.
4. The Company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act) for the Company and internal control over financial reporting (as defined in Rule 13a-15(f) and 15d-15(f) under the Exchange Act) for the Company, and we have:
 - (a) designed those disclosure controls and procedures, or caused them to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by other personnel employed by the Company and its subsidiaries, particularly within the Reporting Period;
 - (b) designed those internal controls over financial reporting, or caused them to be designed under our supervision, to provide reasonable assurances regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) evaluated the effectiveness of the Company's disclosure controls and procedures and presented in the Report our conclusions about the effectiveness of those disclosure controls and procedures, as of the end of the Reporting Period based on that evaluation; and
 - (d) disclosed in the Report any change in the Company's internal control over financial reporting that occurred during the last fiscal quarter of the Reporting Period that has materially affected or is reasonably likely to materially affect the Company's internal control over financial reporting.
5. Based on our most recent evaluation of internal control over financial reporting, the Company's other certifying officer and I have disclosed to the Company's auditors and the audit committee of the Company's board of directors:
 - (a) all significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and
 - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

By: /s/ Chris A. Dittmar
Chris A. Dittmar
Chief Executive Officer
November 12, 2004

EnDevCo, Inc. and Subsidiaries
September 30, 2004

EXHIBIT 31.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO RULE 13A-14(A) OR 15D-14(A) UNDER THE SECURITIES EXCHANGE ACT OF 1934

In connection with the Quarterly Report of EnDevCo, Inc. (the "Company") on Form 10-QSB (the "Report") for the quarter ended September 30, 2004 (the "Reporting Period"), as filed with the Securities Exchange Commission on the date hereof under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the undersigned, Larry Swift, Chief Financial Officer of the Company, certifies pursuant to Rule 13a-14(a) or 15d-14(a) under the Exchange Act that:

1. I have reviewed the Report.
2. Based on my knowledge, the Report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which they are made, not misleading with respect to the Reporting Period.
3. Based on my knowledge, the consolidated financial statements and other financial information included in the Report fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of the date and for the periods reported therein.
4. The Company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act) for the Company and internal control over financial reporting (as defined in Rule 13a-15(f) and 15d-15(f) under the Exchange Act) for the Company, and we have:
 - (a) designed those disclosure controls and procedures, or caused them to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by other personnel employed by the Company and its subsidiaries, particularly within the Reporting Period;
 - (b) designed those internal controls over financial reporting, or caused them to be designed under our supervision, to provide reasonable assurances regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) evaluated the effectiveness of the Company's disclosure controls and procedures and presented in the Report our conclusions about the effectiveness of those disclosure controls and procedures, as of the end of the Reporting Period based on that evaluation; and
 - (d) disclosed in the Report any change in the Company's internal control over financial reporting that occurred during the last fiscal quarter of the Reporting Period that has materially affected or is reasonably likely to materially affect the Company's internal control over financial reporting.
5. Based on our most recent evaluation of internal control over financial reporting, the Company's other certifying officer and I have disclosed to the Company's auditors and the audit committee of the Company's board of directors:
 - (a) all significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and
 - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

By: /s/ Larry Swift
Larry Swift
Chief Financial Officer
November 12, 2004

EnDevCo, Inc. and Subsidiaries
September 30, 2004

EXHIBIT 32.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO RULE 13A-14(B) OR 15D-14(A) UNDER THE SECURITIES EXCHANGE ACT OF 1934 AND SECTION 1350 OF CHAPTER 63 OF TITLE 18 OF THE UNITED STATES CODE

In connection with the Quarterly Report of EnDevCo, Inc. (the "Company") on Form 10-QSB (the "Report") for the quarter ended September 30, 2004, as filed with the Securities Exchange Commission on the date hereof under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the undersigned, Chris A. Dittmar, Chief Executive Officer, certifies pursuant to Rule 13a-14(b) or 15d-14(a) under the Securities Exchange Act of 1934 and Section 1350 of Chapter 63 of Title 18 of the United States Code, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Exchange Act; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the date and for the periods reported therein.

By: /s/ Chris A. Dittmar
Chris A. Dittmar
Chief Executive Officer
November 12, 2004

EnDevCo, Inc. and Subsidiaries
September 30, 2004

EXHIBIT 32.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO RULE 13A-14(B) OR 15D-14(A) UNDER THE SECURITIES EXCHANGE ACT OF 1934 AND SECTION 1350 OF CHAPTER 63 OF TITLE 18 OF THE UNITED STATES CODE

In connection with the Quarterly Report of EnDevCo, Inc. (the "Company") on Form 10-QSB (the "Report") for the quarter ended September 30, 2004, as filed with the Securities Exchange Commission on the date hereof under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the undersigned, Larry Swift, Chief Financial Officer of the Company, certifies pursuant to Rule 13a-14(b) or 15d-14(a) under the Securities Exchange Act of 1934 and Section 1350 of Chapter 63 of Title 18 of the United States Code, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Exchange Act; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the date and for the periods reported therein.

By: /s/ Larry Swift
Larry Swift
Chief Financial Officer
November 12, 2004