

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**FORM 8-K**  
**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 6, 2007

**J.B. POINDEXTER & CO., INC.**

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(Exact name of registrant as specified in its charter)

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Delaware

*(State or other jurisdiction of  
incorporation or organization)*

333-123598

*(Commission file number)*

76-0312814

*(I.R.S. Employer Identification No.)*

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1100 Louisiana, Suite 5400, Houston, Texas 77002

*(Address of principal executive office) (Zip Code)*

Registrant's telephone number, including area code: (713) 655-9800

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**ITEM 4.02. Non-Reliance on Previously Issued Financial Statements or a Related Audit Report or Completed Interim Review.**

(a) Effective August 6, 2007, as a result of the physical verification of inventory at Morgan Olson as of June 30, 2007, we wrote down the value of inventory by approximately \$0.4 million (\$0.2 million net of income tax) as of March 31, 2007 and by approximately \$1.1 million (\$0.8 million net of income tax) as of December 31, 2006. We restated our results of operations for the quarter ended March 31, 2007 and for the year ended December 31, 2006 and the interim periods included therein, the previously filed financial statements for those periods should not be relied upon. Amounts related to the restatement and results of operations for the quarter ended June 30, 2007 have not yet been reviewed by our independent accountants. We estimate that the restated unaudited operating results for the quarter ended March 31, 2007 and for the year ended December 31, 2006 and each interim period included therein were (\$000):

	Three Months Ended				Year Ended December 31, 2006	Three Months Ended March 31, 2007
	March 31, 2006	June 30, 2006	September 31, 2006	December 31, 2006		
<b>Operating Income</b>						
Reported	\$ 5,234	\$ 13,876	\$ 9,251	\$ 1,523	\$ 29,884	\$ 8,368
Error	<u>(1,082)</u>	<u>413</u>	<u>(1,749)</u>	<u>1,292</u>	<u>(1,126)</u>	<u>(382)</u>
Restated	<u>\$ 4,152</u>	<u>\$ 14,289</u>	<u>\$ 7,502</u>	<u>\$ 2,815</u>	<u>\$ 28,758</u>	<u>\$ 7,986</u>
<b>Income (Loss) Before Income Taxes</b>						
Reported	\$ 765	\$ 10,050	\$ 5,007	\$ (3,101)	\$ 12,721	\$ 3,849
Error	<u>(1,082)</u>	<u>413</u>	<u>(1,749)</u>	<u>1,292</u>	<u>(1,126)</u>	<u>(382)</u>
Restated	<u>\$ (317)</u>	<u>\$ 10,463</u>	<u>\$ 3,258</u>	<u>\$ (1,809)</u>	<u>\$ 11,595</u>	<u>\$ 3,467</u>
<b>Net Income (Loss)</b>						
Reported	\$ 461	\$ 6,220	\$ 4,155	\$ (1,936)	\$ 8,900	\$ 1,917
Error	<u>(649)</u>	<u>248</u>	<u>(1,049)</u>	<u>775</u>	<u>(675)</u>	<u>(229)</u>
Restated	<u>\$ (188)</u>	<u>\$ 6,468</u>	<u>\$ 3,106</u>	<u>\$ (1,161)</u>	<u>\$ 8,225</u>	<u>\$ 1,688</u>

The error was related to a failure to perform an adequate reconciliation of inventory to the accounting records as a result of a combination of inadequate procedures and inventory tracking systems. We believe that these weaknesses have been corrected through the implementation of a new information system and improved procedures. We remain in compliance with the terms of our senior note indenture and revolving credit agreement. However, we will report this matter in our Item 4 disclosure in our June 30, 2007 Form 10-Q filing as a material weakness in our internal controls over financial reporting. We will restate our financial statements and submit revised forms 10-Q and 10-K for the quarter ended March 31, 2007 and for the year ended December 31, 2006 and the interim periods therein.

The Chairman of the Company's Audit Committee and the Principal Financial and Accounting Officer of the Company have discussed this matter with the Company's independent registered public accounting firm.

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned thereunto duly authorized.

J.B. POINDEXTER & CO., INC.

Date: August 6, 2007

By: /s/ Robert S. Whatley  
Robert S. Whatley  
Vice President, Finance

## INDEX TO EXHIBITS

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	J.B. Poindexter & Co, Announces Second Quarter 2007 Unaudited Earnings and Conference Call

J.B. POINDEXTER & CO., INC. ANNOUNCES SECOND QUARTER 2007 UNAUDITED EARNINGS  
AND CONFERENCE CALL

J.B. Poindexter & Co., Inc., which owns and operates primarily transportation related manufacturing businesses including Morgan Corporation, Morgan Olson Corporation, Truck Accessories Group, Inc., and its Specialty Manufacturing Division released unaudited revenues and earnings for the three month and year to date period ended June 30, 2007. The summarized unaudited results from continuing operations were as follows (in thousands):

	For the Three Months		For the Six Months	
	Ended June 30,		Ended June 30,	
	(Unaudited)		(Unaudited)	
	<u>2007</u>	<u>2006</u>	<u>2007</u>	<u>2006</u>
		(Restated)		(Restated)
Net Sales.....	\$229,743	\$226,046	\$442,897	\$411,587
Operating Income.....	13,529	14,289	21,514	18,441
EBITDA Calculation:				
Operating Income.....	\$13,529	\$14,289	\$21,514	\$18,441
Add: Depreciation and amortization.....	<u>3,442</u>	<u>2,988</u>	<u>6,637</u>	<u>5,761</u>
EBITDA <sup>(1)</sup> .....	<u>\$16,971</u>	<u>\$17,277</u>	<u>\$28,151</u>	<u>\$24,202</u>

We have restated the results of operations for the first quarter of 2007, the year ended December 31, 2006 and the interim periods included therein as a result of an error in the reported value of our inventory at Morgan Olson as of March 31, 2007, December 31, 2006 and the interim periods included therein. The error was due to a failure to perform an adequate reconciliation of inventory to the accounting records and resulted from inadequate procedures and unreliable inventory tracking systems. We believe that these weaknesses have been corrected through the implementation of a new information system and improved procedures.

Morgan Olson's inventory was reduced in value by approximately \$0.4 million as of March 31, 2007 and by approximately \$1.1 million as of December 31, 2006. The correction to the value of inventory reduced reported operating income by approximately \$0.4 million for the quarter ended March 31, 2007 and by approximately \$1.1 million for the year ended December 31, 2006. The amounts related to the restatement and the results of operations for the quarter ended June 30, 2007 have not yet been reviewed by our independent accountants.

Additional information including our estimate of the restated results of operations for each of the four quarters ended December 31, 2006 is available in our report on Form 8-K filed with the Securities and Exchange Commission on August 6, 2007. We remain in compliance with the terms of our senior note indenture and revolving credit agreement. We will report this matter in our Item 4 disclosure in our Form 10-Q filing as a material weakness in our internal controls over financial reporting as discovered in the preparation of our June 30, 2007 Form 10-Q filing. We will restate our financial statements and submit revised forms 10-Q and 10-K for the year and four quarters ended December 31, 2006 and the quarter ended March 31, 2007.

*Conference call:* We will conduct a conference call at 10:00a.m. E.D.T. on Wednesday August 8, 2007 to discuss our operating performance for the quarter and year to date period ended June 30, 2007. The conference call will be open to the public and questions entertained at the conclusion of the Company's remarks. The conference call can be accessed from the United States and Canada by dialing 800-374-0412 (international

callers dial 706-679-0429) and the conference code 12099795. A replay of the call will be available for two weeks after the call and may be accessed by calling 800-642-1687 (international callers 706-645-9291), access code 12099795.

*About our Business.* J.B. Poindexter & Co., Inc. is a leading manufacturer of class 5-7 truck bodies and step vans through its Morgan and Morgan Olson businesses and is a leading manufacturer of pick-up truck accessories, principally caps and tonneaus through its Truck Accessories Group subsidiary. Through its subsidiaries that comprise its Specialty Manufacturing Division, the Company manufactures funeral coaches, limousines, buses, plastics based packaging materials and provides precision machining services.

(1) "EBITDA" is net income from continuing operations increased by the sum of interest expense, income taxes, depreciation and amortization and other non-cash items for those operations defined as restricted subsidiaries in the indenture pertaining to our 8.75% Notes outstanding. EBITDA is not included herein as operating data and should not be construed as an alternative to operating income (determined in accordance with accounting principles generally accepted in the United States) as an indicator of the Company's operating performance. The Company has reported EBITDA because it is relevant for determining compliance under the Indenture and because the Company understands that it is one measure used by certain investors to analyze the Company's operating cash flow and historical ability to service its indebtedness.

This news release and the previously released financial statements of the Company can be viewed on the Company's World Wide Web site at <http://www.jbpoindexter.com>.

Contact: Robert S. Whatley, Vice President Finance of J.B. Poindexter & Co., Inc., 713-655-9800