

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

**CURRENT REPORT**

Date of Report : November 4, 2004  
(September 24, 2004)

J.B. Poindexter & Co., Inc.

(Exact Name as specified in its charter)

**Delaware**

**76-0312814**

(State or other jurisdiction  
of incorporation) \_\_\_\_\_

(Commission File  
Number) \_\_\_\_\_

(IRS Employer  
Identification Number)

**1100 Louisiana, Suite 5400  
Houston, Texas 77002**

(Address of principal executive offices)

**(713) 655-9800**

(Telephone number)

**Change in Company's Certifying Accountant.**

- (a) On November 1, 2004, the Company engaged the firm of Crowe Chizek and Company LLC as the Company's independent auditors to audit the Company's consolidated financial statements for the fiscal year ending December 31, 2004, replacing the firm of Ernst & Young LLP.
- (b) The report of the principal auditors on the Company's consolidated financial statements for the years ended December 31, 2003 and 2002 did not contain an adverse opinion or a disclaimer of opinion nor were they qualified or modified as to uncertainty, audit scope, or accounting principles.
- (c) In connection with the audits of the Company for the years ended December 31, 2003 and 2002 and since such time, there were no disagreements with Ernst & Young LLP on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which, if not resolved to the satisfaction of Ernst & Young LLP, would have caused Ernst & Young LLP to make reference to the subject matter of the disagreement in connection with its report.
- (d) The appointment of Crowe Chizek and Company LLC as independent auditors has been approved by the Company's Board of Directors.

Signature.

J.B. Poindexter & Co., Inc.

By: Robert S. Whatley  
Name: Robert S. Whatley  
Title: Vice President Finance  
Date: November 4, 2004