

**United States**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**FORM 10-Q/A**

(Mark one)

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

For the quarterly period ended June 30, 2006

**OR**

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 333-123598

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

(Exact name of registrant as specified in its charter)

Delaware 76-0312814

(State or other jurisdiction of (I.R.S. Employer Identification No.)  
incorporation or organization)

**1100 Louisiana**

**Suite 5400**

**Houston, Texas**

77002

(Address of principal executive offices)

(Zip code)

713-655-9800

(Registrant's telephone number, including area code)

Not Applicable

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 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 \_\_\_

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check One): Large Accelerated Filer: \_\_\_ Accelerated Filer: \_\_\_ Non-accelerated Filer X

Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Exchange Act). Yes \_\_\_ No X

There were 3,059 shares of Common Stock, \$.01 par value, of the registrant outstanding as of August 11, 2006.

## **PART I. FINANCIAL INFORMATION**

### **Item 1. *Financial Statements***

#### **Restatement of Condensed Consolidated Financial Statements**

J.B. Poindexter & Co., Inc and subsidiaries are filing an amendment to its Annual Report on Form 10-K for the year ended December 31, 2006, to amend and restate consolidated financial statements and other financial information for 2006 and for each quarter therein. In addition, we are filing amendments to our Quarterly Reports on Form 10-Q for each of the periods ended September 30, June 30 and March 31, 2006, to amend and restate condensed consolidated financial statements for the first three quarters of 2006. The restatement adjusts our accounting for inventory as a result of errors in the inventory reconciliation process. As of December 31, 2006, we wrote down inventory by \$1,126, which reduced our operating income from \$29,884 to \$28,758 for the year then ended. Correspondingly, net income was reduced from \$8,900 to \$8,225. The analysis of this adjustment by quarter is included in Note 3 of this amended filing on Form 10-Q/A.

**J.B. POINDEXTER & CO., INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(Dollars in thousands)

	June 30, 2006	December 31, 2005
	<i>(Unaudited &amp; Restated)</i>	
<b>Assets</b>		
Current assets		
Cash and cash equivalents .....	\$ 36,908	\$ 40,855
Short-term investments .....	—	15,266
Accounts receivable, net .....	69,109	50,156
Inventories, net .....	68,295	57,207
Deferred income taxes.....	1,572	1,399
Income tax receivable.....	—	1,759
Prepaid expenses and other .....	1,329	2,219
Total current assets .....	177,213	168,861
Property, plant and equipment, net.....	59,909	54,333
Goodwill.....	29,410	24,759
Intangible assets, net .....	12,426	9,330
Deferred income taxes .....	801	1,073
Other assets .....	13,491	14,820
Total assets .....	\$293,250	\$273,176
<b>Liabilities and stockholder's equity</b>		
Current liabilities		
Current portion of long-term debt .....	\$ 1,492	\$ 1,017
Accounts payable.....	37,195	29,288
Accrued compensation and benefits.....	9,735	7,976
Accrued income taxes.....	1,702	—
Other accrued liabilities.....	16,278	15,681
Total current liabilities .....	66,402	53,962
Non-current liabilities		
Long-term debt, less current portion .....	205,518	204,365
Employee benefit obligations and other.....	5,660	5,198
Total non-current liabilities.....	211,178	209,563
Stockholder's equity		
Common stock, par value \$0.01 per share (3,059 shares issued and outstanding).....	—	—
Capital in excess of par value of stock.....	19,486	19,486
Accumulated other comprehensive loss.....	(135)	(10)
Accumulated deficit.....	(3,681)	(9,825)
Total stockholder's equity.....	15,670	9,651
Total liabilities and stockholder's equity .....	\$293,250	\$273,176

*The accompanying notes are an integral part of these condensed consolidated financial statements.*

**J.B. POINDEXTER & CO., INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED INCOME STATEMENTS (Unaudited)**  
**(Dollars in thousands)**

	For the Three Months Ended June 30,		For The Six Months Ended June 30,	
	2006	2005	2006	2005
	<i>(Restated)</i>		<i>(Restated)</i>	
Net sales.....	\$226,046	\$178,279	\$411,587	\$ 340,744
Cost of sales.....	196,642	155,635	362,847	300,621
Gross profit.....	29,404	22,644	48,740	40,123
Selling, general and administrative expense.....	15,565	12,542	30,524	24,088
Operating income.....	13,839	10,102	18,216	16,035
Interest expense.....	4,310	4,404	9,034	8,788
Interest income.....	(484)	(473)	(739)	(625)
Income before income taxes.....	10,013	6,171	9,921	7,872
Income tax provision.....	3,815	2,304	3,777	2,752
Net income.....	\$ 6,198	\$ 3,867	\$ 6,144	\$ 5,120

*The accompanying notes are an integral part of these condensed consolidated financial statements.*

**J.B. POINDEXTER & CO., INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)**  
**(Dollars in thousands)**

	<b>For the Six Months Ended</b>	
	<b>June 30,</b>	
	<b>2006</b>	<b>2005</b>
Cash flows from operating activities:	<i>(Restated)</i>	
Net income .....	\$ 6,144	\$ 5,120
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization .....	5,761	5,267
Amortization of debt issuance costs .....	308	322
Provision for excess and obsolete inventory .....	395	(287)
Provision for doubtful accounts receivable .....	102	154
Deferred income tax benefit .....	100	3,216
Other .....	207	(209)
Change in assets and liabilities, net of the effect of acquisitions:		
Accounts receivable .....	(14,704)	(4,959)
Inventories .....	(6,943)	(3,886)
Prepaid expenses and other .....	1,282	825
Accounts payable .....	5,706	1,411
Accrued income taxes .....	3,463	(1,286)
Accrued interest .....	6	1,008
Other accrued liabilities .....	923	(1,843)
Net cash provided by operating activities .....	<u>2,750</u>	<u>4,853</u>
Cash flows from investing activities:		
Proceeds from sale of property, plant and equipment .....	189	35
Acquisition of businesses .....	(13,813)	(12,270)
Purchase of property, plant and equipment .....	(7,548)	(6,547)
Proceeds from sale of short-term investments .....	15,266	9,991
Purchase of short-term investments .....	-	(39,964)
Net cash used in investing activities .....	<u>(5,906)</u>	<u>(48,755)</u>
Cash flows from financing activities:		
Net payments of revolving lines of credit and short-term debt .....	-	(28)
Proceeds from long-term debt .....	-	47,251
Payments of long-term debt .....	(468)	(562)
Exchange offer consent fee and debt issuance costs .....	-	(1,348)
Net cash (used in) provided by financing activities .....	<u>(468)</u>	<u>45,313</u>
Effect of exchange rate on cash .....	(323)	(5)
Change in cash and cash equivalents .....	(3,947)	1,406
Cash and cash equivalents at beginning of period .....	40,855	19,432
Cash and cash equivalents at end of period .....	<u>\$ 36,908</u>	<u>\$ 20,838</u>

*The accompanying notes are an integral part of these condensed consolidated financial statements*

**J.B. POINDEXTER & CO., INC. AND SUBSIDIARIES**  
**Notes to the Condensed Consolidated Financial Statements**  
(Dollars in thousands)

**(1) Organization and Business**

J.B. Poindexter & Co., Inc. (“JBPCO”) and its subsidiaries (the “Subsidiaries” and together with JBPCO, the “Company”) operate primarily manufacturing businesses principally in North America. JBPCO is owned and controlled by John Poindexter.

**(2) Basis of Presentation and Opinion of Management**

The accompanying interim condensed consolidated financial statements included herein have been prepared by the Company, without audit, following the rules and regulations of the Securities and Exchange Commission. In the opinion of management, the information furnished reflects all adjustments, consisting only of normal recurring adjustments, which are necessary for a fair presentation of the results of the interim periods. The December 31, 2005 condensed consolidated balance sheet data was derived from audited financial statements. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States have been condensed or omitted following such rules and regulations. However, the Company believes that the disclosures are adequate to make the information presented understandable. Operating results for the six-month period ended June 30, 2006 are not necessarily indicative of the results that may be expected for the year ended December 31, 2006. These restated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto for the year ended December 31, 2005 filed with the Securities and Exchange Commission on March 31, 2006 on Form 10-K.

**(3) Restatement**

As a result of the physical verification of inventory at Morgan Olson as of June 30, 2007, the Company determined that it was necessary to write down the value of inventory. The Company determined that this adjustment was the result of errors in the inventory reconciliation process and restated its results of operations for the year ended December 31, 2006 and the interim periods included therein. The restated operating results for the year ended December 31, 2006 and each unaudited interim period included therein were (\$000):

	Three Months Ended				Year Ended December 31, 2006
	<u>March 31,</u> <u>2006</u> <i>(Unaudited)</i>	<u>June 30,</u> <u>2006</u> <i>(Unaudited)</i>	<u>September</u> <u>31, 2006</u> <i>(Unaudited)</i>	<u>December</u> <u>31, 2006</u> <i>(Unaudited)</i>	
<b>Operating Income</b>					
Reported	\$ 5,234	\$13,876	\$ 9,251	\$ 1,523	\$ 29,884
Error	(857)	(37)	(1,524)	1,292	(1,126)
Restated	<u>\$ 4,377</u>	<u>\$13,839</u>	<u>\$ 7,727</u>	<u>\$ 2,815</u>	<u>\$ 28,758</u>
<b>Income (Loss) Before Income Taxes</b>					
Reported	\$ 765	\$ 10,050	\$ 5,007	\$ (3,101)	\$ 12,721
Error	(857)	(37)	(1,524)	1,292	(1,126)
Restated	<u>\$ (92)</u>	<u>\$ 10,013</u>	<u>\$ 3,483</u>	<u>\$ (1,809)</u>	<u>\$ 11,595</u>
<b>Net Income (Loss)</b>					
Reported	\$ 461	\$ 6,220	\$ 4,155	\$ (1,936)	\$ 8,900
Error	(515)	(22)	(914)	776	(675)
Restated	<u>\$ (54)</u>	<u>\$ 6,198</u>	<u>\$ 3,241</u>	<u>\$ (1,160)</u>	<u>\$ 8,225</u>

**J.B. POINDEXTER & CO., INC. AND SUBSIDIARIES**  
**Notes to the Condensed Consolidated Financial Statements**  
(Dollars in thousands)

**(4) Segment Data**

The following is a summary of the business segment data:

	<b>For the three months ended June 30,</b>		<b>For the six months ended June 30,</b>	
	<b>2006</b>	<b>2005</b>	<b>2006</b>	<b>2005</b>
Net Sales	<i>(Restated)</i>		<i>(Restated)</i>	
Morgan .....	\$ 114,545	\$ 106,227	\$ 210,540	\$200,547
Morgan Olson.....	28,459	11,358	41,860	23,956
Truck Accessories .....	43,544	38,720	82,722	76,226
Specialty Manufacturing .....	39,356	22,069	76,363	40,135
Eliminations.....	142	(95)	102	(120)
Net Sales.....	<u>\$ 226,046</u>	<u>\$ 178,279</u>	<u>\$ 411,587</u>	<u>\$340,744</u>
Operating Income (loss)				
Morgan .....	\$ 9,216	\$ 8,023	\$ 13,011	\$ 12,437
Morgan Olson.....	2,282	(261)	128	(879)
Truck Accessories .....	1,944	2,570	4,129	5,007
Specialty Manufacturing .....	2,491	1,030	4,925	1,714
JBPCO (Corporate) .....	(2,094)	(1,260)	(3,977)	(2,244)
Operating Income.....	<u>\$ 13,839</u>	<u>\$ 10,102</u>	<u>\$ 18,216</u>	<u>\$ 16,035</u>

Total Assets as of:	<b>June 30,</b>	<b>December</b>
	<b>2006</b>	<b>31, 2005</b>
	<i>(Restated)</i>	
Morgan .....	\$ 90,142	\$ 83,620
Morgan Olson.....	29,532	24,430
Truck Accessories .....	72,753	62,186
Specialty Manufacturing .....	69,676	56,113
JBPCO (Corporate) .....	31,147	46,827
	<u>\$ 293,250</u>	<u>\$ 273,176</u>

Morgan has two customers (truck leasing and rental companies) that together accounted for approximately 51% of Morgan's net sales during each of the six months ended June 30, 2006 and 2005. Accounts receivable from these customers totaled \$7.9 million and \$4.7 million at June 30, 2006 and December 31, 2005, respectively. Sales related to Specialty Manufacturing are concentrated with international oil field service companies, with one customer that accounted for approximately 15% and 16% of Specialty Manufacturing's net sales during each of the six months ended June 30, 2006 and 2005, respectively. Accounts receivable from this customer totaled \$2.4 million and \$1.8 million at June 30, 2006 and December 31, 2005, respectively.

JBPCO (Corporate) costs of \$4.0 million and \$2.2 million for the six months ended June 30, 2006 and 2005, respectively, increased \$1.8 million during 2006 compared to 2005 primarily due to consulting fees of \$1.6 million related to manufacturing process improvements being implemented across all operations.

**J.B. POINDEXTER & CO., INC. AND SUBSIDIARIES**  
**Notes to the Condensed Consolidated Financial Statements**  
(Dollars in thousands)

**(5) Comprehensive Income**

The components of comprehensive income were as follows:

	For the three months ended June 30,		For the six months ended June 30,	
	2006	2005	2006	2005
	<i>(Restated)</i>		<i>(Restated)</i>	
Net income .....	\$6,198	\$3,867	\$ 6,144	\$5,120
Unrealized gain (loss) on short-term investments .....	4	52	(87)	(5)
Foreign currency translation loss .....	(111)	—	(38)	(116)
Comprehensive income.....	<u>\$6,091</u>	<u>\$3,919</u>	<u>\$ 6,019</u>	<u>\$4,999</u>

**(6) Acquisitions**

Effective March 17, 2006, the Company acquired all of the outstanding stock of State Wide Aluminum, Inc. (“State Wide”). The results of State Wide’s operations have been included in the consolidated financial statements since that date. State Wide is located in Elkhart, Indiana and is one of Truck Accessories’ two principal suppliers of windows and doors used in the manufacture of pick-up truck caps. State Wide operates as a division of Truck Accessories and continues to utilize the purchased assets in the same manner as prior to the acquisition.

The acquisition was accounted for as a purchase and the aggregate purchase price was \$6.4 million. The following summarizes the estimated fair value of the assets acquired and liabilities assumed at the date of acquisition:

<b>State Wide</b>	<b>March 17, 2006</b>
Accounts receivable .....	\$ 2,181
Inventories .....	2,493
Other current assets .....	81
Property, plant and equipment .....	923
Goodwill.....	3,512
Current liabilities.....	(2,782)
Other long-term liabilities .....	(35)
	<u>\$ 6,373</u>

Effective January 3, 2006, the Company acquired all of the outstanding stock of Kellerman Coach, Inc. (“Eagle Coach”). The results of Eagle Coach’s operations have been included in the consolidated financial statements since that date. Eagle Coach is located in Amelia, Ohio and manufactures funeral coaches. Eagle Coach and Federal Coach comprise the Specialty Vehicle Group that operates as a division of the Specialty Manufacturing segment and Eagle Coach continues to utilize the purchased assets in the same manner as prior to the acquisition.

**J.B. POINDEXTER & CO., INC. AND SUBSIDIARIES**  
**Notes to the Condensed Consolidated Financial Statements**  
(Dollars in thousands)

The acquisition was accounted for as a purchase and the aggregate purchase price was approximately \$7.4 million. The Company has completed a valuation of certain intangible assets. The following summarizes the estimated fair values of the assets acquired and liabilities assumed at the date of acquisition:

<b>Eagle Coach</b>	<b>January 3, 2006</b>
Accounts Receivable .....	\$ 1,933
Inventories .....	1,658
Other current asset .....	18
Property, plant and equipment .....	232
Other long-term asset .....	161
Goodwill .....	1,110
Acquired Intangibles .....	3,250
Current liabilities .....	(887)
Accrued warranty .....	(35)
	\$ 7,440

Effective June 6, 2005, the Company acquired 100% of the membership interests in Federal Coach LLC (“Federal Coach”). The results of Federal Coach’s operations have been included in the consolidated financial statements since that date. Federal Coach is located in Fort Smith, Arkansas and is a manufacturer of funeral coaches, limousines and mid-sized buses. Federal Coach and Eagle Coach comprise the Specialty Vehicle Group that operates as a division of the Specialty Manufacturing segment and Federal Coach continues to utilize the purchased assets in the same manner as prior to the acquisition.

The acquisition was accounted for as a purchase and the aggregate purchase price was approximately \$12.3 million. The following summarizes the fair values of the assets acquired and liabilities assumed at the date of acquisition:

<b>Federal Coach</b>	<b>June 6, 2005</b>
Accounts receivable .....	\$ 2,465
Inventories .....	9,330
Other current assets .....	15
Property, plant and equipment .....	649
Goodwill .....	1,850
Acquired intangibles .....	3,650
Accounts payable .....	(4,336)
Customer deposits .....	(343)
Accrued warranty .....	(66)
Other current liabilities .....	(944)
	\$12,270

The combined results of operations of the Company for the three and six months ended June 30, 2006 and 2005, including State Wide, Eagle Coach and Federal Coach for the periods prior to their acquisition, on an unaudited pro forma basis, would have been as follows:

<b>Proforma as of June 30</b>	<b>For the three months ended</b>		<b>For the six months ended</b>	
	<b>2006</b>	<b>2005</b>	<b>2006</b>	<b>2005</b>
	<i>(Restated)</i>		<i>(Restated)</i>	
Net sales .....	\$226,046	\$199,060	\$417,069	\$380,138
Operating income .....	13,839	11,127	18,276	18,146
Income before income taxes .....	10,013	7,196	9,981	9,984

**J.B. POINDEXTER & CO., INC. AND SUBSIDIARIES**  
**Notes to the Condensed Consolidated Financial Statements**  
(Dollars in thousands)

**(7) Inventories**

Consolidated inventories, net, consisted of the following:

	<b>June 30, 2006</b>	<b>December 31, 2005</b>
	<i>(Restated)</i>	
Raw Materials .....	\$41,825	\$36,172
Work in Process .....	19,146	13,879
Finished Goods .....	7,324	7,156
Total Inventories .....	<u>\$68,295</u>	<u>\$57,207</u>

**(8) Floorplan Notes Payable**

The Company has a floorplan financing agreement with Ford Motor Credit Company for financing part of its chassis inventory at Federal Coach. Floorplan notes payable reflect the monetary value of the chassis that are in the Company's possession as of June 30, 2006 and December 31, 2005. These obligations are reflected on the accompanying balance sheet as accounts payable.

The total amount financed under these agreements was \$0.6 million and \$2.7 million as of June 30, 2006 and December 31, 2005, respectively. These borrowings bear interest at the prime rate plus 150 basis points on balances outstanding over 90 days. As of June 30, 2006, the weighted average interest rate on all outstanding floorplan notes payable was 0.2%. The interest rate on the liabilities that bear interest was 9.50% at June 30, 2006.

**(9) Supplemental Cash Flow Information**

The supplemental cash flow information for the six months ended June 30, 2006 and 2005 was as follows:

	<b>2006</b>	<b>2005</b>
Cash paid for interest .....	\$9,433	\$8,999
Cash paid for income taxes .....	165	1,010
Non-cash investing and financing activities:		
Capital lease obligations for machinery and equipment .....	\$2,214	\$ 713

**(10) Income Taxes**

The Company accounts for income taxes under the provisions of Statement of Financial Accounting Standards ("SFAS") No. 109, "Accounting for Income Taxes." Under SFAS No. 109, deferred tax assets and liabilities are computed based on the difference between the financial statement and income tax bases of assets and liabilities using the enacted tax rates. The income tax provisions for the six months ended June 30, 2006 and 2005 differ from amounts computed based on the federal statutory rate as a result of state and foreign taxes, as well as a reduction of the valuation allowance of approximately \$0.3 million in 2005.

The Company records a valuation allowance to reduce deferred tax assets to the amount that is more likely than not to be realized. The Company has recorded a valuation allowance of \$3.8 million as of June 30, 2006 and December 31, 2005 against a capital loss carry forward and a state net operating loss carry forward deferred tax asset of an equal amount. While the Company has considered future taxable income and on-going prudent and feasible tax planning strategies in assessing the need for the valuation allowance, should the Company determine that it is more likely than not to be able to realize the deferred tax assets in the future in excess of the net recorded amount, an adjustment to the valuation allowance would increase income in the period such determination was made. Likewise, should the Company determine that it is more likely than not to be unable to realize all or part of the net deferred tax asset in the future, an adjustment to the valuation allowance would reduce income in the period such determination was made.

**J.B. POINDEXTER & CO., INC. AND SUBSIDIARIES**  
**Notes to the Condensed Consolidated Financial Statements**  
(Dollars in thousands)

**(11) Contingencies**

*Claims and Lawsuits.* The Company is involved in certain claims and lawsuits arising in the normal course of business. In the opinion of management, the ultimate resolution of these matters will not have a material adverse effect on the financial position or results of operations of the Company.

*Letters of Credit and Other Commitments.* The Company had \$2.3 million in standby letters of credit outstanding at June 30, 2006 and December 31, 2005, primarily securing the Company's chassis bailment pool programs.

During 2005, the Company entered into an agreement with a key supplier, whereby it will exclusively purchase inventory from this supplier for five years, in return for favorable pricing. The Company estimates that it will purchase approximately \$6.5 million of product from this supplier in 2006.

*Consigned Chassis Inventories.* The Company obtains vehicle chassis for certain units produced at Morgan directly from the chassis manufacturer under a bailment pool agreement with General Motors Acceptance Corporation. Chassis are obtained directly from the manufacturer based on orders from customers, which are typically manufacturer dealers. The agreements generally provide that the Company is restricted to producing certain conversions or upfittings on these chassis. The manufacturer does not transfer the certificate of origin to the Company and, accordingly, the Company accounts for the chassis as consigned inventory belonging to the manufacturer. Under these agreements, if the chassis is not delivered to a customer within a specified time, the Company is required to pay a finance charge based on the value of the chassis. The finance charges incurred on consigned chassis inventories, included in interest expense in the consolidated income statements totaled \$32 and \$0 for the periods ended at June 30, 2006 and 2005, respectively. Total consigned chassis inventory totaled \$1.6 million at June 30, 2006 and \$1.4 million at December 31, 2005.

*Environmental Matters.* The Company's operations are subject to a variety of federal, state and local environmental and health and safety statutes and regulations, including those relating to emissions to the air, discharges to water, treatment, storage and disposal of waste and remediation of contaminated sites. In certain cases, these requirements may limit the productive capacity of the Company's operations. Certain laws, including Superfund, impose strict, and under certain circumstances, joint and several, liability for costs to remediate contaminated sites upon designated responsible parties including site owners or operators and, persons who dispose of wastes at, or transport wastes to, such sites. Some of the Company's operations also require permits which may restrict its activities and which are subject to renewal, modification or revocation by issuing authorities. In addition, the Company generates certain non-hazardous wastes, which are also subject to regulation under applicable environmental laws.

From time to time, the Company has received notices of noncompliance with respect to its operations, which have typically been resolved by investigating the alleged noncompliance, correcting any noncompliant conditions and paying minor fines, none of which individually or in the aggregate has had a material adverse effect on the Company. Further, the Company cannot ensure that it has been or will be at all times in compliance with all of these requirements, including those related to reporting or permit restrictions or that it will not incur material fines, penalties, costs or liabilities in connection with such requirements or a failure to comply with them. However, the Company expects that the nature of its operations will continue to make it subject to increasingly stringent environmental regulatory standards. Although the Company believes it has made sufficient capital expenditures to maintain compliance with existing laws and regulations, future expenditures may be necessary, as compliance standards and technology change or as unanticipated circumstances arise. Unforeseen and significant expenditures required, for example, to comply with new or more aggressively enforced requirements or newly discovered conditions could limit expansion or otherwise have a material adverse effect on the Company's business and financial condition.

In a memorandum dated January 10, 2002 written by the Georgia Environmental Protection Division, one of the Company's subsidiaries was notified that it may be a potentially responsible party in a Georgia state superfund site. To date, the subsidiary and over 700 other parties have executed an administrative consent order and each paid an insignificant amount to the Division for an initial allocation and investigation effort. Although state or federal law may impose joint and several liability and a precise estimate of liability cannot currently be made with respect to this site, the Company believes that its likely proportionate share, if any, of the ultimate costs related to any necessary investigation and remedial work at this site will not have a material adverse effect on the Company.

**J.B. POINDEXTER & CO., INC. AND SUBSIDIARIES**  
**Notes to the Condensed Consolidated Financial Statements**  
(Dollars in thousands)

Morgan Olson's two manufacturing sites in Sturgis, Michigan overlie, or are in close proximity to, a regional plume of volatile organic compound groundwater contamination. Available information indicates that one of the sites was a likely source of part of the groundwater contamination, and that groundwater contamination is present under the second site. In August 2003, Morgan Olson submitted applications for Baseline Environmental Assessments for each site to the Michigan Department of Environmental Quality (MDEQ). In October 2003, the MDEQ accepted these applications and granted to Morgan Olson a liability exemption for any pre-acquisition releases of volatile organic compounds from these sites that may have contributed to the regional groundwater contamination subject to certain conditions, including an agreement not to use chlorinated solvents and to implement certain engineering controls to minimize future releases at the sites. Based on the granting of the liability exemption, Morgan Olson does not believe that it has any responsibility for the investigation or remediation of the regional groundwater contamination. However, the exemption does not apply to other applicable laws or regulations, and there can be no guarantee that newly discovered conditions or future activities at the sites will not result in significant costs.

In June 2005, Morgan Olson was notified by the MDEQ that it had failed to file certain reports. The reports are related to its air permit, wastewater discharge, and chemical inventory. The Company has agreed to settle these alleged violations with the payment of a penalty of \$119. We anticipate that the final consent order should be signed by the end of August 2006.

In July 2005, Morgan Corporation notified the United States Environmental Protection Agency (USEPA) that it was investigating the possible need to file reports required pursuant to Section 313 of the Emergency Planning and Community Right-to-Know Act, and regulations promulgated thereunder. This matter was fully investigated and as of August 31, 2005, all necessary reports were completed and filed with the USEPA. Action by the USEPA is probable and could be material.

During 2003, the Company submitted a request to the Pennsylvania Department of Environmental Protection (DEP) to modify its air permit and increase the emission limits of its Truck Accessories' operations in that state. During this process, the DEP made the Company aware that it believed that the operations were in violation of certain regulations. The Company has investigated the alleged violations and is working with the DEP to resolve the matter. A penalty is likely to be assessed but it is not expected to be material.

**(12) Effect of Recently Issued Accounting Standards on the Financial Statements When Adopted in a Future Period**

In July 2006, the FASB released Interpretation No. 48, "Accounting for Uncertainty in Income Taxes." This Interpretation revises the recognition tests for tax positions taken in tax returns such that a tax benefit is recorded only when it is more likely than not that the tax position will be allowed upon examination by taxing authorities. The amount of such a tax benefit to record is the largest amount that is more likely than not to be allowed. Any reduction in deferred tax assets or increase in tax liabilities upon adoption will correspondingly reduce retained earnings. The Company has not yet determined the effect of adopting this Interpretation, which is effective for it on January 1, 2007.

**(13) Cash and Investments**

In prior years the Company invested in auction rate securities with an initial term greater than 90 days and, as such, classified them as short-term investments. In the second quarter 2006, the Company invested in auction rate securities with maturities less than 90 days, and, as such, classified them as cash equivalents at June 30, 2006.

## J.B. POINDEXTER & CO., INC. AND SUBSIDIARIES

### Item 2. *Management's Discussion and Analysis of Financial Condition And Results of Operations*

#### Overview

The discussion under this caption updates the information set forth in our 2005 annual report filed on Form 10-K in Item 7 under the caption "Overview". For a complete overview please refer to that section.

Effective January 3, 2006 and March 17, 2006, respectively, we acquired all of the outstanding common stock of Kellerman Coach, Inc., ("Eagle Coach") and State Wide Aluminum, Inc., ("State Wide"). Eagle Coach manufactures funeral coaches at a plant in Amelia, Ohio. Federal Coach, which was acquired on June 6, 2005, and Eagle Coach comprise our Specialty Vehicle Group that is part of our Specialty Manufacturing segment. The acquisition of Eagle Coach gives the Specialty Vehicle Group approximately 50% of the funeral coach market in the United States. State Wide manufactures window and door components for use in pickup truck caps and livestock trailers. State Wide is a supplier of components to Truck Accessories and will be operated as part of that segment. The results of operations of these acquired businesses have been included in our results of operations subsequent to their acquisition.

The 2006 interim condensed consolidated financial statements have been restated. See page 2.

#### Results of Operations

##### **Three months ended June 30, 2006 (Unaudited and Restated) Compared to Three months ended June 30, 2005 (Unaudited)**

**Sales.** Our consolidated net sales increased \$47.7 million, or 26.8%, to \$226.0 million for the quarter ended June 30, 2006 compared to \$178.3 million for the quarter ended June 30, 2005.

- Morgan's net sales increased \$8.3 million, or 7.8%, to \$114.5 million compared to \$106.2 million for the prior period. Sales of consumer rental units increased \$6.5 million or 49% compared to last year on a 55% increase in unit shipments. The average price of a consumer rental unit declined 4% due to an increased volume of sales of smaller units this period. Sales of retail units were flat with a 5% decline in unit shipments offset by a 5% increase in the average price of a unit.
- Morgan Olson's net sales increased \$17.1 million or 150.6% to \$28.5 million compared to \$11.4 million for the prior period. Step van sales increased 273% to \$24.3 million on a 234% increase in unit shipments and an 11% increase in the average price of a unit. The increase in shipments was due to the much larger fleet order from United Parcel Service of America (UPS) of 3,200 units compared to 1,200 units in 2005. Service parts sales decreased by 15% or approximately \$0.7 million to \$4.1 million.
- Truck Accessories' net sales increased \$4.8 million, or 12.5% to \$43.5 million compared to \$38.7 million for the prior period. Excluding State Wide, acquired in March 2006, net sales increased \$0.8 million, or 2.1%. Shipments of caps and tonneaus decreased 2,300 units or 4.2% to a total of approximately 52,000 units which was offset by a 7% increase in the average sales price of those units over last year. Pickup truck sales in the United States and Canada decreased 17% this quarter compared to last year.
- Specialty Manufacturing's net sales increased \$17.3 million, or 78.3%, to \$39.4 million compared to \$22.1 million for the prior period. Excluding the Specialty Vehicle Group, net sales increased \$2.0 million or 10.9% primarily due to increased sales of machining services. Specialty Vehicle's sales were \$18.9 million for the second quarter of 2006 compared to \$3.6 million for the period subsequent to the acquisition of Federal Coach on June 6, 2005.

**Backlog.** Consolidated backlog was \$194.9 million as of June 30, 2006 compared to \$143.6 million at December 13, 2005 and \$117.3 million as of June 30, 2005.

- Morgan's backlog was \$108.3 million compared to \$94.7 million at December 31, 2005 and \$73.1 million at June 30, 2005. The increase in backlog was due to continued demand for retail units and although we cannot estimate the amount, we believe the increase is in part due to customers securing chassis availability in advance of the 2007 engine emission standard change.

## J.B. POINDEXTER & CO., INC. AND SUBSIDIARIES

- Morgan Olson's backlog was \$44.1 million compared to \$9.3 million at December 31, 2005 and \$18.8 million at June 30, 2005. The increase as of June 30, 2006 compared to December 31, 2005 was due primarily to the 2006 fleet order from UPS and compared to June 30, 2005 the increase was due to a 200% increase in the UPS order for 2006.
- Truck Accessories' backlog was \$4.2 million compared to \$3.9 million at December 31, 2005 and \$4.8 million as of June 30, 2005. Production consists primarily of made to order units and backlog represents approximately two weeks of production.
- Specialty Manufacturing's backlog was \$38.3 million compared to \$35.7 million at December 31, 2005 and \$20.6 million at June 30, 2005. Excluding the acquired operations of the Specialty Vehicle Group, backlog was \$33.5 million compared to \$15.3 million as of June 30, 2005. The increase was due to increased demand for machining services from customers in the energy services business.

**Cost of sales and gross profit.** Our consolidated cost of sales increased by \$41.0 million, or 26.3%, to \$196.6 million for the quarter ended June 30, 2006 compared to \$155.6 million for the quarter ended June 30, 2005. Consolidated gross profit increased by \$6.8 million, or 30.0%, to \$29.4 million (13.0% of net sales) for the quarter compared to \$22.6 million (12.7% of net sales) last year.

- Morgan's gross profit increased \$1.4 million, or 10.6% on a 7.8% increase in sales, to \$14.2 million (12.4% of its net sales) compared to \$12.9 million (12.1% of its net sales) for the prior period. The increase in gross profit margins was a result of improved labor utilization and overhead absorption on higher production volumes.
- Morgan Olson's gross profit increased by \$3.0 million, or 464.3%, to \$3.6 million (12.7% of its net sales) compared to \$0.6 million (5.7% of its net sales) for the prior period. The increase in gross profit was due to increased sales and improved labor efficiencies on the higher production volume.
- Truck Accessories' gross profit decreased slightly to \$5.6 million (12.9% of its net sales) compared to \$6.0 million (15.4% of its net sales) for the prior period. Excluding State Wide, which contributed \$0.7 million in gross profit to the current period, gross profit decreased \$1.0 million or 36.1% due primarily to an 18% increase in delivery costs and labor inefficiencies at the Canadian plant.
- Specialty Manufacturing's gross profit increased \$2.7 million, or 85.7%, to \$5.9 million (15.0% of its net sales) compared to \$3.2 million (14.4% of its net sales) for the prior period. The acquisition of the operations of Specialty Vehicle Group added \$2.4 million of incremental gross profit this year.

**Selling, general and administrative expenses.** Our consolidated selling, general and administrative expenses increased \$3.1 million, or 24.1%, to \$15.6 million (6.9% of net sales) for the quarter ended June 30, 2006 compared to \$12.5 million (7.0% of net sales) for the quarter ended June 30, 2005.

- Morgan's selling, general and administrative expenses increased \$0.2 million, or 4.2%, to \$5.0 million (4.4% of its net sales) compared to \$4.8 million (4.6% of its net sales) for the prior period. The increase included costs associated with the implementation of new information technology systems of \$0.2 million.
- Morgan Olson's selling, general and administrative expenses increased by \$0.4 million, or 44.4%, to \$1.3 million (4.7% of its net sales) compared to \$0.9 million (8.0% of its net sales) for the prior period, due to additional general and administrative costs and costs related to the implementation of the new information technology systems of \$0.1 million.
- Truck Accessories' selling, general and administrative expenses increased by \$0.3 million, or 8.8%, to \$3.7 million (8.5% of its net sales) from \$3.4 million (8.7% of its net sales) for the prior period. The increase was due to the acquisition of State Wide, which added expenses of \$0.3 million.
- Specialty Manufacturing's selling, general and administrative expenses increased by \$1.3 million, or 59.1%, to \$3.5 million (8.9% of its net sales) from \$2.2 million (9.8% of its net sales) for the prior period. The increase was due to the additional expenses of the acquired operations of the Specialty Vehicle Group of approximately \$1.3 million.

## J.B. POINDEXTER & CO., INC. AND SUBSIDIARIES

- Corporate selling, general and administrative expenses during the first quarter of 2006 increased \$0.8 million or 61.5% to \$2.1 million from \$1.3 million. The increase was due to consulting costs of \$0.9 million related to the manufacturing process improvements being undertaken at our operating plants.

**Operating income.** Due to the effect of the factors summarized above, consolidated operating income increased by \$3.7 million, or 37.0%, to \$13.8 million (6.1% of net sales) for the quarter ended June 30, 2006 from \$10.1 million (5.7% of net sales) for the quarter ended June 30, 2005. Excluding State Wide, Federal Coach and Eagle Coach, operating income increased \$2.4 million to \$12.5 million for the current quarter.

- Morgan's operating income increased by \$1.2 million, or 15.0%, to \$9.2 million (8.0% of its net sales) compared to \$8.0 million (7.6% of its net sales) for the prior period.
- Morgan Olson's operating income increased by \$2.5 million to \$2.2 million (8.0% of net sales) compared to an operating loss of \$0.3 million for the prior period.
- Truck Accessories' operating income decreased by \$0.7 million, or 26.9%, to \$1.9 million (4.4% of its net sales) compared to \$2.6 million (6.6% of its net sales) for the prior period. Excluding State Wide, Truck Accessories' operating income decreased \$1.0 million or 38.5%.
- Specialty Manufacturing's operating income increased by \$1.5 million, or 150.0%, to \$2.5 million (6.3% of its net sales) compared to \$1.0 million (4.7% of its net sales) for the prior period.
- Corporate expenses increased \$0.8 million to \$2.1 million compared to \$1.3 million for prior period.

**Interest expense.** Consolidated interest expense remained relatively constant at \$4.3 million (1.9% of net sales) compared to \$4.4 million (2.5% of net sales) for the prior period.

**Income taxes.** The effective tax rate was 38.1% and 37.3% of income before income taxes for the three months ended June 30, 2006 and 2005, respectively. The income tax provisions for the three months ended June 30, 2006 and 2005 differ from amounts computed based on the federal statutory rate as a result of state and foreign taxes.

We record a valuation allowance to reduce deferred tax assets to the amount that is more likely than not to be realized. We have recorded a valuation allowance of \$3.8 million as of June 30, 2006 and December 31, 2005, against a capital loss carry forward deferred tax asset of an equal amount. While we have considered future taxable income and on-going prudent and feasible tax planning strategies in assessing the need for the valuation allowance, should we determine that it is more likely than not to be able to realize the deferred tax assets in the future in excess of the net recorded amount, an adjustment to the valuation allowance would increase income in the period such determination was made. Likewise, should we determine that it is more likely than not to be unable to realize all or part of the net deferred tax asset in the future, an adjustment to the valuation allowance would reduce income in the period such determination was made.

### **Six months ended June 30, 2006 (Unaudited and Restated) Compared to Six months ended June 30, 2005 (Unaudited)**

**Sales.** Our consolidated net sales increased \$70.9 million, or 20.8%, to \$411.6 million for the six months ended June 30, 2006 compared to \$340.7 million for the six months ended June 30, 2005.

- Morgan's net sales increased \$10.0 million, or 5.0%, to \$210.5 million compared to \$200.5 million for the prior period. Consumer rental sales increased \$5.2 million, or 17.4%, from \$30.4 million to \$35.6 million on a 10% increase in unit shipments and a 6.5% increase in the average price of a unit. Retail sales increased \$3.1 million, or 1.9%, from \$161.7 million to \$164.8 million on a 4.0% decline in units shipped offset by a 4.2% increase in unit prices.
- Morgan Olson's net sales increased \$17.9 million or 74.6% to \$41.9 million compared to \$24.0 million for the prior period. Sales of step vans increased \$18.4 million or 12.3% on a 111% increase in unit shipments resulting from the UPS fleet order that began production in the second quarter this year.

## J.B. POINDEXTER & CO., INC. AND SUBSIDIARIES

- Truck Accessories' net sales increased \$6.5 million, or 8.5% to \$82.7 million compared to \$76.2 million for the prior period. Excluding StateWide, acquired in March 2006, net sales increased \$1.9 million or 2.4%. The increase was due to a 7.0% increase in the average unit sales price offset by a 4.0% decrease in volume. Pickup truck sales in the United States and Canada decreased 10.7% this year to approximately 1.4 million units.
- Specialty Manufacturing's net sales increased by \$36.3 million, or 90.5%, to \$76.4 million compared to \$40.1 million for the prior period. Excluding the Specialty Vehicle Group, net sales increased \$4.8 million or 13.1% during the current period. Sales of machining services increased \$3.1 million or 13.9% and sales of plastics based packaging materials increased \$1.7 million or 12.0%. Specialty Vehicle Group's net sales were \$35.1 million and \$3.6 million for the six months ended June 30, 2006 and 2005, respectively.

**Cost of sales and gross profit.** Our consolidated cost of sales increased by \$62.2 million, or 20.7%, to \$362.8 million for the six months ended June 30, 2006 compared to \$300.6 million for the six months ended June 30, 2005. Consolidated gross profit increased by \$8.6 million, or 21.5%, to \$48.7 million (11.8% of net sales) for the six months ended June 30, 2006 compared to \$40.1 million (11.8% of net sales) for the six months ended June 30, 2005.

- Morgan's gross profit increased by \$1.6 million, or 7.4%, to \$23.3 million (11.1% of its net sales) compared to \$21.7 million (10.8% of its net sales) for the prior period. The increase in gross profit as a percentage of net sales was due to a reduction in raw material costs relative to sales. Morgan implemented a 3% price increase in the first quarter of this year.
- Morgan Olson's gross profit increased by \$1.7 million, or 165.7%, to \$2.8 million (6.6% of its net sales) compared to \$1.0 million (4.4% of its net sales) for the prior period. The improvement in profitability was due to the increase in production volume as a result of the UPS fleet order.
- Truck Accessories' gross profit decreased by \$0.6 million, or 5.2%, to \$11.0 million (13.3% of its net sales) compared to \$11.6 million (15.3% of its net sales) for the prior period. Excluding State Wide, which contributed \$0.7 million in gross profit this year, Truck Accessories' gross profit declined \$1.3 million or 11% as a result of a 15% or approximately \$1.0 million increase in delivery costs and labor inefficiencies at the Canadian operation.
- Specialty Manufacturing's gross profit increased \$5.9 million, or 103.5%, to \$11.6 million (15.2% of its net sales) compared to \$5.7 million (14.2% of its net sales) for the prior period. The acquisition of the operations of the Specialty Vehicle Group represented \$4.7 million of the increase in gross profit. The remaining increase was due primarily to a \$0.8 million or 56% increase in gross profit at the plastics packaging operation.

**Selling, general and administrative expenses.** Our consolidated selling, general and administrative expenses increased \$6.4 million, or 26.7%, to \$30.5 million (7.4% of net sales) for the six months ended June 30, 2006 compared to \$24.1 million (7.1% of net sales) for the six months ended June 30, 2005.

- Morgan's selling, general and administrative expenses increased \$1.0 million, or 10.8%, to \$10.3 million (4.9% of its net sales) compared to \$9.3 million (4.6% of its net sales) for the prior period. The increase was due to a 10% increase in personnel and the related costs and expenses related to the implementation of new information technology systems of \$0.5 million.
- Morgan Olson's selling, general and administrative expenses increased by \$0.7 million, or 36.8%, to \$2.6 million (6.2% of its net sales) compared to \$1.9 million (8.0% of its net sales) for the prior period, due primarily to a \$0.5 million or 63.7% increase in general and administrative expenses and expenses related to the implementation of new information technology systems of \$0.1 million.
- Truck Accessories' selling, general and administrative expenses increased by \$0.3 million, or 4.5%, to \$6.9 million (8.3% of its net sales) from \$6.6 million (8.7% of its net sales) for the prior period. The acquisition of StateWide added \$0.4 million to selling, general and administrative expenses.
- Specialty Manufacturing's selling, general and administrative expenses increased by \$2.9 million, or 72.5%, to \$6.9 million (9.0% of its net sales) from \$4.0 million (12.4% of its net sales) for the prior period. Specialty Vehicle Group added expenses of \$2.9 million for the six months ended June 30, 2006.

## J.B. POINDEXTER & CO., INC. AND SUBSIDIARIES

- Corporate selling, general and administrative expenses during the first six months of 2006 increased \$1.7 million or 77.2% to \$3.9 million from \$2.2 million for the prior period as a result of consulting expenses of \$1.6 million with respect to the manufacturing process improvements being undertaken at our operations.

**Operating income.** Due to the effect of the factors summarized above, consolidated operating income increased by \$2.2 million, or 13.6%, to \$18.2 million (4.4% of net sales) for the six months ended June 30, 2005 from \$16.0 million (4.7% of net sales) for the six months ended June 30, 2005.

- Morgan's operating income increased by \$0.6 million, or 4.8%, to \$13.0 million (6.2% of its net sales) compared to \$12.4 million (6.2% of its net sales) for the prior period.
- Morgan Olson's operating income increased by \$1.0 million to \$0.1 million (0.3% of its net sales) compared to an operating loss of \$0.9 million for the prior period.
- Truck Accessories' operating income decreased by \$0.9 million, or 17.5%, to \$4.1 million (5.0% of its net sales) compared to \$5.0 million (6.6% of its net sales) for the prior period. State Wide contributed \$0.4 million of incremental operating income for the period subsequent to its acquisition.
- Specialty Manufacturing's operating income increased by \$3.2 million, or 188.2%, to \$4.9 million (6.4% of its net sales) compared to \$1.7 million (4.3% of its net sales) for the prior period. The Specialty Vehicle Group added \$2.0 million of incremental operating income subsequent to the acquisition of Federal Coach in June 2005 and Eagle Coach in January 2006. Excluding acquired operations, operating income increased \$1.2 million or 76.9% at the machining services and plastics packaging operations on a \$4.8 million or 13.1% increase in net sales at those operations.
- Corporate expenses increased by \$1.8 million to \$4.0 million compared to \$2.2 million for the prior period.

**Interest expense.** Consolidated interest expense increased \$0.2 million to \$9.0 million (2.2% of net sales) compared to \$8.8 million (2.6% of net sales) for the prior period.

**Income taxes.** The effective income tax rate was 38.1% and 35.0% of income before income taxes for the six months ended June 30, 2006 and 2005 respectively. The income tax provisions for the six months ended June 30, 2006 and 2005 differ from amounts computed based on the federal statutory rate as a result of state and foreign taxes, as well as a reduction of the valuation allowance of approximately \$0.3 million in the first quarter of 2005.

### Liquidity and Capital Resources

Working capital at June 30, 2006 was \$110.8 million compared to \$114.9 million at December 31, 2005. Cash and cash equivalents decreased \$19.2 million during the six months ended June 30, 2006 as a result of acquiring two business for approximately \$13.8 million and purchases of equipment totaling \$7.5 million, which was offset by an increase in cash provided by operating activities. Average accounts receivable days sales outstanding at June 30, 2006 were approximately 34 compared to 32 at June 30, 2005 and inventory turns at June 30, 2006 were approximately 11 compared to 10 at June 30, 2005. We continue to take advantage of purchase discounts wherever possible and focus on the management of working capital as a critical component of our cash flow.

**Operating cash flows.** Operating activities during the six months ended June 30, 2006 generated cash of \$2.8 million compared to \$4.9 million during the six months ended June 2005. Operating activities generated cash of \$20.3 million during the second quarter primarily as a result of an increase in net income over the first quarter of this year and the liquidation of working capital at Morgan of \$9.7 million.

**Investing cash flows.** Net cash used in investing activities decreased to \$6.0million for the six months ended June 30, 2006 compared to \$48.8 million for the six months ended June 30, 2005.

We acquired two businesses during the six months ended June 30, 2006 for a total purchase price of \$13.8 million.

## **J.B. POINDEXTER & CO., INC. AND SUBSIDIARIES**

Capital expenditures for the six months ended June 30, 2006 were \$7.5 million compared to \$6.5 million in the prior period, which was comprised mainly of information technology assets of \$2.6 million, new product molds of \$1.0 million at Truck Accessories and machine tools of \$2.0 million at Specialty Manufacturing.

**Financing cash flows.** We used \$0.5 million of cash to make payments on capital leases for the six months ended June 30, 2006 compared with providing cash of \$45.3 million for the same period in last year. During 2005, we issued an additional \$45.0 million in aggregate principal amount of 8.75% Notes at a 5% premium.

**Long-term debt.** At June 30, 2006, the Consolidated Coverage Ratio, as defined in the indenture relating to our 8.75% Notes was 2.2 to 1.0. As a result, we are able to incur additional borrowings including borrowings for capital expenditures. Our revolving loan agreement and indenture restrict our ability to incur debt, pay dividends and undertake certain corporate activities. We are in compliance with the terms of the revolving loan agreement and such indenture.

We believe that we will have adequate resources to meet our working capital and capital expenditure requirements consistent with past trends and practices for at least the next 12 months. Cash generated from operations is a principal source of liquidity for us. Additionally, we believe that our cash and borrowing availability under the revolving credit facility will satisfy our cash requirements for the coming year, given our anticipated capital expenditures, working capital requirements and known obligations. Our ability to make payments on our debt, including the 8.75% Notes, and to fund planned capital expenditures will depend on our ability to generate cash in the future. This is subject to general economic conditions, other factors influencing the industries in which we operate and circumstances that are beyond our control. We cannot assure you that we will generate sufficient cash flows, and, if we do not generate sufficient cash flows we may have to engage in other activities such as the sale of assets to meet our cash requirements. We may not be able to refinance any of our debt or take other actions to generate the necessary cash to pay our debt on commercially reasonable terms or at all. Furthermore, one of our strategies is to pursue acquisitions. Any future acquisition or similar transaction will require additional capital, which may not be available to us.

### **Critical Accounting Policies**

There have been no material changes in critical accounting policies since during the six months ended June 30, 2006.

### **Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995**

Forward-looking statements in this report, including without limitation, statements relating to the Company's plans, strategies, objectives, expectations, intentions and adequacy of resources, are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Investors are cautioned that such forward-looking statements involve risks and uncertainties including without limitation the following: (1) the Company's plans, strategies, objectives, expectations and intentions are subject to change at any time at the discretion of the Company; (2) other risks and uncertainties indicated from time to time in the Company's filings with the Securities and Exchange Commission.

### **Item 3. *Quantitative and Qualitative Disclosures About Market Risk***

The Company is subject to certain market risks, including interest rate risk and foreign currency risk. The adverse effects of potential changes in these market risks are discussed below. The sensitivity analyses presented do not consider the effects that such adverse changes may have on overall economic activity, nor do they consider additional actions management may take to mitigate the Company's exposure to such changes. Actual results may differ. See the Notes to the Consolidated Financial Statements for a description of the Company's accounting policies and other information related to these financial instruments.

#### **Interest Rates**

As of June 30, 2006, the Company had \$200.0 million of 8.75% Notes outstanding with an estimated fair value of approximately \$166.0 million based upon their traded value at June 30, 2006. Market risk, estimated as the potential increase in fair value resulting from a hypothetical 1.0% decrease in interest rates, was approximately \$ 9.2 million as of June 30, 2006.

#### **Foreign Currency**

## **J.B. POINDEXTER & CO., INC. AND SUBSIDIARIES**

Truck Accessories and Morgan, have manufacturing plants in Canada, which generated revenues of approximately \$23.1 million during the six months ended June 30, 2006. The functional currency of the Canadian operations is the Canadian Dollar. The Company does not currently employ risk management techniques to manage this potential exposure to foreign currency fluctuations; however, a significant portion of goods manufactured in Canada are exported and sold to customers in the United States. Therefore, a weakening of the United States Dollar in relation to the Canadian Dollar may have the effect of decreasing gross margin in Canada, assuming that the United States sales price remains unchanged.

### **Item 4. *Controls and Procedures***

Pursuant to Section 302 of the Sarbanes-Oxley Act and Rule 13a-15 of the Securities Exchange Act of 1934 (“Exchange Act”) promulgated thereunder, our chief executive officer and chief financial officer have evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report (the “Evaluation Date”).

Based on such evaluation and based on information the Company obtained in connection with the restatement as described below through August 6, 2007, except as described below, the Company’s chief executive officer and principal financial officer have concluded that disclosure controls and procedures were effective as of the Evaluation Date to ensure that information required to be disclosed in reports that are filed or submitted under the Exchange Act are recorded, processed, summarized and reported within the required time periods. There have been no changes in internal controls over financial reporting during the period covered by this report that were identified in connection with the evaluation referred to above that have materially affected, or are reasonably likely to materially affect, internal control over financial reporting.

The Company restated its results of operations for the quarter and year ended June 30, 2006 due to an error in the accounting for inventory at Morgan Olson.

The error was related to a failure to perform an adequate reconciliation of inventory records as a result of a combination of inadequate procedures and inventory tracking systems. This represented a material weakness in the internal controls over the financial reporting at Morgan Olson as of June 30, 2006. The Company believes that these weaknesses have been corrected through the implementation of a new information system and improved procedures. The Company remains in compliance with the terms of its senior note indenture and revolving credit agreement.

# J.B. POINDEXTER & CO., INC. AND SUBSIDIARIES

## PART II. OTHER INFORMATION

### Item 1 Legal Proceedings

The Company is involved in certain claims and lawsuits arising in the normal course of business. In the opinion of management, the ultimate resolution of these matters will not have a material adverse effect on the financial position or results of operations of the Company.

### Item 1A. Risk Factors

There have been no material changes to the factors disclosed in Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2005.

### Item 2 Unregistered Sales of Equity Securities and Use of Proceeds.

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

### Item 6 Exhibits

- (a) 31.1 Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- (b) 31.2 Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

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

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**J.B. POINDEXTER & CO., INC.**  
(Registrant)

Date: September 5, 2007

By: /s/R.S. Whatley \_\_\_\_\_  
R. S. Whatley, Principal Financial and  
Accounting Officer

# J.B. POINDEXTER & CO., INC. AND SUBSIDIARIES

## EXHIBIT 31.1

I, John B. Poindexter, Chairman of the Board, President and Chief Executive Officer of J.B. Poindexter & Co., Inc., certify that:

1. I have reviewed this Quarterly Report on Form 10-Q/A of J.B. Poindexter & Co., Inc. and Subsidiaries (the "registrant");
2. Based on my knowledge, this 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 such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e)) for the registrant and have:
  - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report, based on such evaluation; and
  - c. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
  - 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 registrant'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 registrant's internal controls over financial reporting.

Date: September 5, 2007

/s/ John B. Poindexter

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Name: John B. Poindexter

Title: Chairman & Chief Executive Officer

# J.B. POINDEXTER & CO., INC. AND SUBSIDIARIES

## EXHIBIT 31.2

I, Robert S. Whatley, Vice President Finance of J.B. Poindexter & Co., Inc., certify that:

1. I have reviewed this Quarterly Report on Form 10-Q/A of J.B. Poindexter & Co., Inc. and Subsidiaries (the “registrant”);
2. Based on my knowledge, this 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 such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e)) for the registrant and have:
  - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report, based on such evaluation; and
  - c. disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s control over financial reporting; and
5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of registrant’s board of directors (or persons performing the equivalent function):
  - 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 registrant’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 registrant’s internal controls over financial reporting.

Date: September 5, 2007

/s/ Robert S. Whatley

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Name: Robert S. Whatley  
Title: V.P. Finance