

J.B. POINDEXTER & CO., INC.

CURRENT REPORT

Date of Report : November 11, 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)

Item 2. Acquisition or Disposition of Assets

On November 5, 2004, Truck Accessories Group Inc. (“Truck Accessories”), a wholly owned subsidiary of J.B. Poindexter & Co. Inc. (the “Company”), acquired substantially all of the assets of Pace Edwards Company, a Washington corporation owned by parties unrelated to the Company. Pace Edwards is engaged in the pick-up truck cap and tonneau business and is a leading manufacturer of retractable tonneau covers. Pace Edwards also manufactures a variety of pick-up truck bed racks and storage systems. Truck Accessories intends to continue to utilize the purchased assets in that business. Truck Accessories paid approximately \$9.8 million as purchase price for the assets of Pace Edwards subject to a working capital adjustment. The purchase price was paid for from funds on hand, including funds raised by the Company’s bond offering during 2004. Pace Edwards’ sales were approximately \$16 million for its most recent fiscal year.

Signature.

J.B. Poindexter & Co., Inc.

By: Robert S. Whatley

Name: Robert S. Whatley

Title: Vice President Finance

Date: November 11, 2004