

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C., 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of Securities Exchange Act of 1934  
Date of Report (Dated of earliest event reported) February 5, 2004

STANDARD CAPITAL CORPORATION  
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction or incorporation)	0-25707 (Commission File No.)	91-1949078 (IRS Employee Identification Number)
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2429 - 128th Street, Surrey, B.C., Canada (Address of principal executive offices)	V4P 1B7 (Postal Code)
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604-538-4898  
(Registrant's telephone number, including area code)

Item 4. Change of Registrant's Certifying Accountants:

(a) Previous independent accountants

- (i) On February 5, 2004, the Registrant dismissed Sellers & Andersen from its position as the Registrant's independent accountants.
- (ii) Sellers & Andersen, LLC. reports on the Registrant's financial statements as of and for the years ended August 31, 2003, and August 31, 2002, contained no adverse opinions or disclaimers of opinion and were not modified or qualified as to audit scope or accounting principles, but did contain modifications as to the Registrant's ability to continue as a going concern.
- (iii) The Registrant's Board of Directors participated in and approved the decision to change independent accountants.
- (iv) During the two fiscal years ended August 31, 2003 and August 31, 2002, and through the subsequent interim period ended February 5, 2004, to the best of the Registrant's knowledge, there have been no disagreements with Sellers & Andersen, LLC on any matters of accounting principles or practices, financial statement disclosure, or auditing scope or procedures, which disagreement if not resolved to the satisfaction of Sellers & Andersen, LLC would have caused them to make reference in connection with its report on the financial statements of the Registrant for such years.

-1-

- (v) During the two fiscal years ended August 31, 2003 and August 31, 2002, and through subsequent interim period ended February 5, 2004, Sellers & Andersen, LLC did not advise the Registrant on any matter set forth in Item 304 (a) (1) (iv) (B) of Regulation S-B.

- (vi) The Registrant requested that Sellers & Andersen furnish it with a letter addressed to the SEC stating whether or not it agrees with the above statements. A copy of such letter is filed as an Exhibit 16.1 to this Form 8-K.

(b) New Independent Accountants

On February 5, 2004, the Registrant engaged Madson & Associates, CPA's Inc. to audit its financial statements for the year ended August 31, 2004. During the two most recent fiscal years and through August 31, 2003 and August 31, 2002 and through to February 5, 2004, the Registrant has not consulted with Madson & Associates, CPA's Inc. regarding (i) the application of accounting principles to a specific transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Registrant's financial statements, and no written report or oral advice was provided to the Registrant by concluding there was an important factor to be considered by the Registrant in reaching a decision as to an accounting, auditing or financial reporting issue; or (ii) any matter that was either the subject of a disagreement, as that term is defined in Item 304 (a) (1) (iv) (A) of Regulation S-B or an event, as that term is defined in Item 304 (a) (1) (iv) (B) of Regulation S-B.

Item 7. Financial Statements and Exhibits

(c) Exhibit:

16.1 Letter from Sellers & Andersen dated February 5, 2004

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant had duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Standard Capital Corporation

/s/"E. Del Thachuk"

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E. Del Thachuk  
Chief Executive Officer, President  
and Director

Dated: February 5 2004

*SELLERS & ANDERSEN, L.L.C.*

*941 East 3300 South, Suite 202*

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Certified Public Accountants and Business  
Consultants  
Member SEC Practice Section of the AICPA*

*Salt Lake City, Utah, 84106  
Telephone 801-486-0096  
Fax 801-486-0098*

*February 5, 2004*

*United States Securities and Exchange Commission  
Division of Corporate Finance  
450 Fifth Street, N.W.  
Washington, D.C. 20549*

*To Whom it May Concern:*

*We have read Item 4 of Form 8-K dated February 5, 2004 of Standard Capital Corporation and are in agreement with the statements contained therein. We have no basis to agree or disagree with other statements of the registrant contained in Form 8-K.*

*Yours very truly,*

*/s/ Sellers & Andersen, L.L.C*