



**Source:** Stella-Jones Inc.

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## STELLA-JONES REPORTS RECORD SECOND QUARTER RESULTS

- Sales of \$203.9 million, up 13.1% from \$180.3 million last year
- Operating income of \$32.6 million, versus \$27.6 million in Q2 2011
- Net income up 20.6% to \$20.8 million, compared with \$17.3 million last year
- Diluted EPS of \$1.30, versus \$1.08 a year ago

**MONTREAL, QUEBEC – August 10, 2012** - Stella-Jones Inc. (TSX: SJ) today announced financial results for its second quarter ended June 30, 2012.

“Stella-Jones achieved another strong financial performance in the second quarter driven by robust demand for our core railway tie products,” said Brian McManus, President and Chief Executive Officer. “More importantly, our ongoing efforts to enhance operating efficiency combined with tight controls on operating costs resulted in further margin improvements and significant increases in net income and cash flow.”

<b>Financial highlights</b> (in thousands of Canadian dollars, except per share data)	<b>Quarters ended June 30,</b>		<b>Six months ended June 30,</b>	
	<b>2012</b>	<b>2011</b>	<b>2012</b>	<b>2011</b>
Sales	<b>203,919</b>	180,331	<b>362,714</b>	310,816
Operating income	<b>32,580</b>	27,582	<b>56,670</b>	42,000
Net income for the period	<b>20,835</b>	17,271	<b>35,841</b>	25,771
Per share - basic (\$)	<b>1.30</b>	1.08	<b>2.24</b>	1.62
Per share - diluted (\$)	<b>1.30</b>	1.08	<b>2.24</b>	1.61
Cash flow from operations <sup>1</sup>	<b>35,963</b>	29,236	<b>63,143</b>	46,424
Weighted average shares outstanding (basic, in ‘000s)	<b>15,976</b>	15,947	<b>15,968</b>	15,939

<sup>1</sup> Before changes in non-cash working capital components and interest and income tax paid.

### SECOND QUARTER RESULTS

Sales for the quarter ended June 30, 2012 totalled \$203.9 million, an increase of \$23.6 million, or 13.1%, over last year’s sales of \$180.3 million. The Russellville, Arkansas operating facility acquired from Thompson Industries, Inc. on December 7, 2011 (“Russellville Facility”) contributed railway tie and industrial product sales of approximately \$10.1 million, while the conversion effect from fluctuations in the value of the Canadian dollar, Stella-Jones’ reporting currency, versus the U.S. dollar, increased the value of U.S. dollar denominated sales by about \$5.5 million when compared with the previous year. Excluding these factors, sales increased approximately \$8.0 million, or 4.4%.

Railway tie sales amounted to \$120.1 million, an increase of \$24.6 million, or 25.7%, over sales of \$95.5 million last year, reflecting solid market demand as well as a \$10.0 million contribution from the Russellville Facility. Utility pole sales amounted to \$51.7 million, down slightly from \$52.4 million in the corresponding period in 2011. The variation reflects the year-over-year timing difference in orders for transmission poles related to special projects, which had resulted in stronger sales in the second quarter of 2011. Meanwhile, sales of distribution poles increased, as demand for regular maintenance projects remained solid. Industrial product sales reached \$18.1 million, compared with \$20.6 million a year earlier, due to a reduction in the tie recycling

business partially offset by higher demand for marine applications in Canada. Sales of residential lumber totalled \$14.0 million, up 18.1% from \$11.9 million a year earlier as a result of more favourable weather in Canada compared with the same period last year.

Operating income was \$32.6 million or 16.0% of sales, compared with \$27.6 million or 15.3% of sales last year. The increase in monetary terms mainly reflects higher business activity and the addition of the Russellville Facility, while the increase as a percentage of sales is mainly due to a better absorption of fixed costs resulting from higher business activity and from greater efficiency throughout the Company's plant network.

Net income for the period increased 20.6% to \$20.8 million or \$1.30 per share, fully diluted, compared with \$17.3 million or \$1.08 per share, fully diluted, in the second quarter of 2011. Cash flow from operating activities before changes in non-cash working capital components and interest and income tax paid rose 23.0% to \$36.0 million.

### **SIX-MONTH RESULTS**

For the six-month period ended June 30, 2012, sales amounted to \$362.7 million, up 16.7% from the same period a year earlier. The Russellville Facility contributed sales of \$19.7 million, while the conversion effect from fluctuations in the value of the Canadian dollar, versus the U.S. dollar, increased the year-over-year value of U.S. dollar denominated sales by about \$7.0 million. Excluding these factors, sales increased approximately \$25.2 million, or 8.1%.

Operating income was \$56.7 million or 15.6% of sales, compared with \$42.0 million or 13.5% of sales last year. Net income for the period reached \$35.8 million or \$2.24 per share, fully diluted, up 39.1% from \$25.8 million or \$1.61 per share, fully diluted, a year earlier. Cash flow from operating activities before changes in non-cash working capital components and interest and income tax paid rose 36.0% to \$63.1 million.

### **FINANCIAL POSITION REMAINS HEALTHY**

As at June 30, 2012, the Company's long-term debt, including the current portion, amounted to \$192.3 million, versus \$180.0 million three months ago. The ratio of total debt, including short-term bank indebtedness, to total capitalization was 0.35:1 as at June 30, 2012, unchanged from three months earlier.

Working capital stood at \$314.2 million as at June 30, 2012, up from \$273.2 at the beginning of the year. The main elements of this variation were an increase of \$27.3 million in accounts receivable, as a result of strong sales growth in the first half of 2012, and a \$22.1 million increase in inventories due to higher planned inventory levels of air-dried wood, both to improve future treating cycles and meet anticipated sales growth.

### **QUARTERLY DIVIDEND OF \$0.16 PER SHARE**

On August 9, 2012, the Board of Directors declared a quarterly dividend of \$0.16 per common share payable on September 28, 2012 to shareholders of record as the close of business on September 4, 2012.

### **OUTLOOK**

"We expect demand for our core products to remain solid for the remainder of 2012. In addition, we will continue to focus on operating efficiencies and on leveraging the strength of our network. We will also maintain our focus on cash generation and a prudent use of leverage, while we pursue our disciplined acquisition strategy in our core markets," concluded Mr. McManus.

### **CONFERENCE CALL**

Stella-Jones will hold a conference call to discuss these results on Friday, August 10, 2012, at 10:00 AM Eastern Time. Interested parties can join the call by dialling 647-427-7450 (Toronto or overseas) or 1-888-231-8191 (elsewhere in North America). Parties unable to call in at this time may access a tape recording of the meeting by calling 1-855-859-2056 and entering the passcode 98841448#. This tape recording will be available on Friday, August 10, 2012 as of 1:00 PM Eastern Time until 11:59 PM Eastern Time on Friday, August 17, 2012.

## **NON-IFRS FINANCIAL MEASURES**

Operating income and cash flow from operations are financial measures not prescribed by IFRS and are not likely to be comparable to similar measures presented by other issuers. Management considers these measures to be useful information to assist knowledgeable investors in evaluating the cash generating capabilities of the Company.

## **ABOUT STELLA-JONES**

Stella-Jones Inc. (TSX: SJ) is a leading producer and marketer of pressure treated wood products. The Company supplies North America's railroad operators with railway ties, timbers and recycling services; and the continent's electrical utilities and telecommunications companies with utility poles. Stella-Jones also provides industrial products and services for construction and marine applications, as well as residential lumber to retailers and wholesalers for outdoor applications. The Company's common shares are listed on the Toronto Stock Exchange.

Except for historical information provided herein, this press release may contain information and statements of a forward-looking nature concerning the future performance of the Company. These statements are based on suppositions and uncertainties as well as on management's best possible evaluation of future events. Such factors may include, without excluding other considerations, fluctuations in quarterly results, evolution in customer demand for the Company's products and services, the impact of price pressures exerted by competitors, the ability of the Company to raise the capital required for acquisitions, and general market trends or economic changes. As a result, readers are advised that actual results may differ from expected results.

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### **EXCHANGE LISTINGS**

The Toronto Stock Exchange  
Stock Symbol: SJ

### **TRANSFER AGENT AND REGISTRAR**

Computershare Investor Services Inc.

### **INVESTOR RELATIONS**

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## **NOTICE**

The condensed interim unaudited consolidated financial statements of Stella-Jones Inc. for the second quarter ended June 30, 2012 have not been reviewed by the Company's external auditors.

(Signed)

George Labelle  
Senior Vice-President and Chief Financial Officer

Montréal, Québec  
August 10, 2012

# **Stella-Jones Inc.**

Condensed Interim Consolidated Financial Statements  
(Unaudited)  
**June 30, 2012 and 2011**

# Stella-Jones Inc.

## Interim Consolidated Statements of Financial Position (Unaudited)

(expressed in thousands of Canadian dollars)

	Note	As at June 30, 2012 \$	As at December 31, 2011 \$
<b>Assets</b>			
<b>Current assets</b>			
Accounts receivable		103,841	76,511
Derivative financial instruments		187	349
Inventories		265,677	243,590
Prepaid expenses		10,648	8,348
Income taxes receivable		2,651	1,721
		<u>383,004</u>	<u>330,519</u>
<b>Non-current assets</b>			
Property, plant and equipment		119,454	119,441
Intangible assets		68,269	71,062
Goodwill		91,819	91,720
Other assets		4,204	4,314
		<u>666,750</u>	<u>617,056</u>
<b>Liabilities and Shareholders' Equity</b>			
<b>Current liabilities</b>			
Bank indebtedness		3,218	2,585
Accounts payable and accrued liabilities		49,097	43,693
Derivative financial instruments		-	171
Current portion of long-term debt		6,541	1,465
Current portion of provisions and other long-term liabilities		9,970	9,418
		<u>68,826</u>	<u>57,332</u>
<b>Non-current liabilities</b>			
Long-term debt		185,768	178,629
Deferred income taxes		42,253	43,417
Provisions and other long-term liabilities		1,913	2,117
Employee future benefits		2,408	2,271
Derivative financial instruments		1,915	1,378
		<u>303,083</u>	<u>285,144</u>
<b>Shareholders' equity</b>			
Capital stock	4	132,213	131,272
Contributed surplus		1,173	1,342
Retained earnings		231,930	201,268
Accumulated other comprehensive loss		(1,649)	(1,970)
		<u>363,667</u>	<u>331,912</u>
		<u>666,750</u>	<u>617,056</u>

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

# Stella-Jones Inc.

## Interim Consolidated Statements of Change in Shareholders' Equity

(Unaudited)

For the six-month periods ended June 30, 2012 and 2011

(expressed in thousands of Canadian dollars)

	<u>Accumulated other comprehensive loss</u>							
	Capital stock	Contributed surplus	Retained earnings	Foreign currency translation adjustment	Translation of long-term debts designated as net investment hedges	Unrecognized losses on cash flow hedges	Total	Total shareholders' equity
	\$	\$	\$	\$	\$	\$	\$	\$
<b>Balance – January 1, 2012</b>	131,272	1,342	201,268	(2,239)	1,046	(777)	(1,970)	331,912
<b>Comprehensive income</b>								
Net income for the period	-	-	35,841	-	-	-	-	35,841
Other comprehensive income (loss)	-	-	(387)	592	84	(355)	321	(66)
<b>Comprehensive income for the period</b>	-	-	35,454	592	84	(355)	321	35,775
<b>Transactions with shareholders</b>								
Dividends on common shares	-	-	(4,792)	-	-	-	-	(4,792)
Stock option plan	719	-	-	-	-	-	-	719
Exercise of stock options	-	(231)	-	-	-	-	-	(231)
Employee share purchase plans	222	-	-	-	-	-	-	222
Stock-based compensation	-	62	-	-	-	-	-	62
	941	(169)	(4,792)	-	-	-	-	(4,020)
<b>Balance – June 30, 2012</b>	132,213	1,173	231,930	(1,647)	1,130	(1,132)	(1,649)	363,667

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

# Stella-Jones Inc.

## Interim Consolidated Statements of Change in Shareholders' Equity...continued

(Unaudited)

For the six-month periods ended June 30, 2012 and 2011

(expressed in thousands of Canadian dollars)

	<u>Accumulated other comprehensive loss</u>							Total	Total shareholders' equity
	Capital stock	Contributed surplus	Retained earnings	Foreign currency translation adjustment	Translation of long-term debts designated as net investment hedges	Unrecognized losses on cash flow hedges	Total		
	\$	\$	\$	\$	\$	\$	\$	\$	
<b>Balance – January 1, 2011</b>	130,229	1,376	155,636	(8,471)	2,243	(911)	(7,139)	280,102	
<b>Comprehensive income</b>									
Net income for the period	-	-	25,771	-	-	-	-	25,771	
Other comprehensive income (loss)	-	-	201	(7,822)	2,636	161	(5,025)	(4,824)	
<b>Comprehensive income for the period</b>	-	-	25,972	(7,822)	2,636	161	(5,025)	20,947	
<b>Transactions with shareholders</b>									
Dividends on common shares	-	-	(3,825)	-	-	-	-	(3,825)	
Stock option plan	655	-	-	-	-	-	-	655	
Exercise of stock options	-	(255)	-	-	-	-	-	(255)	
Employee share purchase plans	189	-	-	-	-	-	-	189	
Stock-based compensation	-	85	-	-	-	-	-	85	
	844	(170)	(3,825)	-	-	-	-	(3,151)	
<b>Balance – June 30, 2011</b>	131,073	1,206	177,783	(16,293)	4,879	(750)	(12,164)	297,898	

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

**Stella-Jones Inc.**  
Interim Consolidated Statements of Income  
(Unaudited)

(expressed in thousands of Canadian dollars, except earnings per common share)

	Note	For the three-month periods ended		For the six-month periods ended	
		June 30, 2012 \$	June 30, 2011 \$	June 30, 2012 \$	June 30, 2011 \$
<b>Sales</b>		203,919	180,331	362,714	310,816
<b>Expenses (income)</b>					
Cost of sales		161,574	144,297	286,854	253,896
Selling and administrative		9,053	8,222	18,538	15,196
Other losses (gains), net		712	230	652	(276)
		171,339	152,749	306,044	268,816
<b>Operating income</b>		32,580	27,582	56,670	42,000
<b>Financial expenses</b>					
Interest on long-term debt		2,088	1,317	4,128	3,273
Other interest		-	676	-	1,045
		2,088	1,993	4,128	4,318
<b>Income before income taxes</b>		30,492	25,589	52,542	37,682
<b>Provision for (recovery of) income taxes</b>					
Current		10,059	7,118	17,286	10,143
Deferred		(402)	1,200	(585)	1,768
		9,657	8,318	16,701	11,911
<b>Net income for the period</b>		20,835	17,271	35,841	25,771
<b>Basic earnings per common share</b>	4	1.30	1.08	2.24	1.62
<b>Diluted earnings per common share</b>	4	1.30	1.08	2.24	1.61

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

**Stella-Jones Inc.**Interim Consolidated Statements of Comprehensive Income  
(Unaudited)

(expressed in thousands of Canadian dollars)

	For the		For the	
	three-month periods ended		six-month periods ended	
	June 30,		June 30,	
	2012	2011	2012	2011
	\$	\$	\$	\$
<b>Net income for the period</b>	20,835	17,271	35,841	25,771
<b>Other comprehensive income (loss)</b>				
Net change in gains (losses) on translation of financial statements of foreign operations	6,277	(1,371)	592	(7,822)
Change in gains (losses) on translation of long-term debts designated as hedges of net investment in foreign operations	(2,331)	657	(124)	3,046
Income tax on change in gains (losses) on translation of long-term debts designated as hedges of net investment in foreign operations	311	-	208	(410)
Change in gains (losses) on fair value of derivatives designated as cash flow hedges	(984)	(4)	(528)	220
Income tax on change in gains (losses) on fair value of derivatives designated as cash flow hedges	314	-	173	(59)
Change in actuarial gains (losses) on post-retirement benefit obligations	(512)	-	(512)	268
Income tax on change in actuarial gains (losses) on post-retirement benefit obligations	125	-	125	(67)
	3,200	(718)	(66)	(4,824)
<b>Comprehensive income</b>	24,035	16,553	35,775	20,947

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

**Stella-Jones Inc.**  
**Interim Consolidated Statements of Cash Flows**  
**(Unaudited)**  
**For the six-month periods ended June 30, 2012 and 2011**

(expressed in thousands of Canadian dollars)

	2012	2011
	\$	\$
<b>Cash flows provided by (used in)</b>		
<b>Operating activities</b>		
Net income for the period	35,841	25,771
Adjustments for		
Depreciation of property, plant and equipment	2,490	2,272
Amortization of intangible assets	2,508	2,017
Interest accretion	393	424
Loss on disposal of property, plant and equipment	653	10
Employee future benefits	(375)	(242)
Stock-based compensation	62	85
Asset impairment reversal	-	(280)
Financial expenses	4,128	4,318
Income taxes	17,286	10,143
Deferred income taxes	(585)	1,768
Restricted stock units obligation	718	182
Other	24	(44)
	<u>63,143</u>	<u>46,424</u>
Changes in non-cash working capital components		
Accounts receivable	(27,076)	(47,453)
Inventories	(21,015)	(10,844)
Prepaid expenses	(2,267)	(6,369)
Income taxes receivable	(182)	111
Accounts payable and accrued liabilities	4,998	17,431
Asset retirement obligations	400	(504)
Provisions and other long-term liabilities	(254)	1,902
	<u>(45,396)</u>	<u>(45,726)</u>
Interest paid	(3,899)	(5,022)
Income tax paid	(18,078)	(9,678)
	<u>(4,230)</u>	<u>(14,002)</u>
<b>Financing activities</b>		
Increase in bank indebtedness	633	42,202
Increase in deferred financing costs	-	(47)
Increase in long-term debt	12,958	-
Repayment of long-term debt	(1,139)	(20,436)
Non-competes payable	(628)	(605)
Dividend on common shares	(4,792)	(3,825)
Proceeds from issuance of common shares	710	589
	<u>7,742</u>	<u>17,878</u>
<b>Investing activities</b>		
Decrease (increase) in other assets	92	(4)
Increase in intangible assets	(242)	(312)
Purchase of property, plant and equipment	(3,444)	(3,792)
Decrease in assets held for sale	-	188
Proceeds from disposal of property, plant and equipment	82	44
	<u>(3,512)</u>	<u>(3,876)</u>
<b>Net change in cash and cash equivalents during the period</b>	<u>-</u>	<u>-</u>
<b>Cash and cash equivalents – Beginning of period</b>	<u>-</u>	<u>-</u>
<b>Cash and cash equivalents – End of period</b>	<u>-</u>	<u>-</u>

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

# Stella-Jones Inc.

## Notes to Interim Consolidated Financial Statements

(Unaudited)

June 30, 2012 and 2011

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(amounts expressed in thousands of Canadian dollars, except as otherwise indicated)

### 1 Description of the business

Stella-Jones Inc. (the "Company") is a North American producer and marketer of industrial treated wood products, specializing in the production of railway ties and timbers as well as wood poles supplied to electrical utilities and telecommunication companies. The Company manufactures the wood preservative creosote and other coal tar-based products and provides the railroad industry with used tie pickup and disposal services. Switching, locomotive and railcar maintenance services are also offered, as is tie-derived boiler fuel. The Company also provides treated residential lumber products and customized services to lumber retailers and wholesalers for outdoor applications. Other treated wood products include marine and foundation pilings, construction timbers, highway guardrail posts and treated wood for bridges. The Company has treating and pole peeling facilities across Canada and the United States and sells its products mainly in these two countries. The Company's headquarters are located in Saint-Laurent, Quebec, Canada. The Company is incorporated under the *Canada Business Corporations Act*, and its common shares are listed on the Toronto Stock Exchange ("TSX") under the stock symbol SJ.

### 2 Significant accounting policies

#### Basis of presentation

The Company's condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") applicable to the preparation of interim financial statements, including IAS 34, *Interim Financial Reporting*.

The same accounting policies, methods of computation and presentation have been followed in the preparation of these condensed interim consolidated financial statements as were applied in the annual consolidated financial statements for the year ended December 31, 2011.

These condensed interim consolidated financial statements should be read in conjunction with the Company's annual consolidated financial statements for the year ended December 31, 2011, which have been prepared in accordance with IFRS as issued by the IASB.

# Stella-Jones Inc.

## Notes to Interim Consolidated Financial Statements

(Unaudited)

June 30, 2012 and 2011

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(amounts expressed in thousands of Canadian dollars, except as otherwise indicated)

### Principles of consolidation

The condensed interim consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. The significant subsidiaries are as follows: Guelph Utility Pole Company Ltd., I.P.B.-W.P.I. International Inc., 4552822 Canada Inc., 4552831 Canada Inc., Stella-Jones Canada Inc., Stella-Jones U.S. Holding Corporation ("SJ Holding"), Stella-Jones Corporation ("SJ Corp"), Stella-Jones U.S. Finance Corporation and Canadalux S.à.r.l. The following subsidiaries, SJ Holding, SJ Corp, Stella-Jones U.S. Finance Corporation and Canadalux S.à.r.l., are foreign operations that have a different functional currency from that of the Company.

The consolidated accounts of the Company include the accounts of a 50% interest in Kanaka Creek Pole Company Limited, a joint venture which is accounted for under the proportionate consolidation method of accounting.

### 3 Business acquisition

On December 7, 2011, the Company completed the acquisition of 100% of the shares of Thompson Industries, Inc. ("Thompson"), a provider of treated wood products to the railroad industry. Thompson produced treated wood products, mainly railway ties and timbers, at a facility located in Russellville, Arkansas. Total cash outlay associated with the acquisition was approximately \$29,015 (US\$28,719), excluding acquisition costs of approximately \$423 (US\$414).

The following fair value determination of the net assets acquired and liabilities assumed is preliminary and is based on management's best estimates and information known at the time of preparing these condensed interim consolidated financial statements. This fair value determination is expected to be completed within 12 months of the acquisition date and consequently, changes could occur mainly with respect to intangible assets, goodwill and deferred income taxes. No changes have been made in the six-month period ended June 30, 2012. Immediately following the acquisition, Thompson was merged with SJ Corp and the surviving corporation was SJ Corp. The results of operations of the acquiree have been included in the Company's consolidated financial statements from the acquisition date.

The following is a summary of the net assets acquired, the liabilities assumed and the consideration transferred at fair value as at the acquisition date. The original transaction was made in U.S. dollars and converted into Canadian dollars as at the acquisition date.

# Stella-Jones Inc.

## Notes to Interim Consolidated Financial Statements

(Unaudited)

June 30, 2012 and 2011

(amounts expressed in thousands of Canadian dollars, except as otherwise indicated)

	\$
<b>Assets acquired</b>	
Non-cash working capital	11,018
Property, plant and equipment	9,452
Cash surrender value of life insurance	150
Customer relationships	12,225
Customer backlog	273
Non-deductible goodwill	15,975
	<u>49,093</u>
<b>Liabilities assumed</b>	
Accounts payable and accrued liabilities	2,835
Long-term debt	3,460
Deferred income tax liabilities	7,587
	<u>35,211</u>
<b>Total net assets acquired and liabilities assumed</b>	
	<u>35,211</u>
<b>Consideration transferred</b>	
Cash	29,015
Unsecured note payable to vendor	5,322
Consideration payable	874
	<u>35,211</u>
<b>Consideration transferred for shares</b>	
	<u>35,211</u>

The Company's valuation of intangible assets has identified customer relationships and customer backlog. The assigned useful lives for customer relationships are 25 years and 10 months for the customer backlog. Goodwill is not amortized nor deductible for tax purposes, and represents the future economic value associated with the increased railroad network access, acquired workforce and synergies with the Company's operations.

The Company financed the acquisition through existing credit facilities and an unsecured vendor note of \$6,574 (US\$6,507), bearing interest at 2.67% and repayable in equal installments over a 10-year period. The fair value of the vendor note was determined to be \$5,322 (US\$5,268) using an interest rate of 7.0%.

#### 4 Capital stock

	2012	2011
Number of shares outstanding – Beginning of period*	15,955	15,923
Stock option plan*	29	22
Employee share purchase plans*	5	5
	<u>15,989</u>	<u>15,950</u>

\* Number of shares is presented in thousands.

**Stella-Jones Inc.**  
Notes to Interim Consolidated Financial Statements  
(Unaudited)  
**June 30, 2012 and 2011**

(amounts expressed in thousands of Canadian dollars, except as otherwise indicated)

- a) Capital stock consists of the following:

Authorized

An unlimited number of preferred shares issuable in series  
An unlimited number of common shares

- b) Earnings per share

The following table provides the reconciliation between basic earnings per common share and diluted earnings per common share:

	<b>For the three-month periods ended</b>		<b>For the six-month periods ended</b>	
	<b>June 30,</b>		<b>June 30,</b>	
	<b>2012</b>	<b>2011</b>	<b>2012</b>	<b>2011</b>
<b>Net income applicable to common shares</b>	<b>\$20,835</b>	<b>\$17,271</b>	<b>\$35,841</b>	<b>\$25,771</b>
Weighted average number of common shares outstanding*	15,976	15,947	15,968	15,939
Effect of dilutive stock options*	66	67	59	60
Weighted average number of diluted common shares outstanding*	16,042	16,014	16,027	15,999
<b>Basic earnings per common share **</b>	<b>\$1.30</b>	<b>\$1.08</b>	<b>\$2.24</b>	<b>\$1.62</b>
<b>Diluted earnings per common share **</b>	<b>\$1.30</b>	<b>\$1.08</b>	<b>\$2.24</b>	<b>\$1.61</b>

\* Number of shares is presented in thousands.

\*\* Basic and diluted earnings per common share are presented in dollars per share.

## 5 Seasonality

The Company's operations follow a seasonal pattern, with pole, tie and industrial lumber shipments strongest in the second and third quarters to provide industrial end-users with product for their summer maintenance projects. Consumer lumber sales follow the same seasonal pattern. Inventory levels of railway ties and utility poles are typically highest in the first quarter in advance of the summer shipping season. The first and fourth quarters usually generate similar sales.

# **Stella-Jones Inc.**

## Notes to Interim Consolidated Financial Statements

(Unaudited)

June 30, 2012 and 2011

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(amounts expressed in thousands of Canadian dollars, except as otherwise indicated)

### **6 Segment information**

The Company operates within one business segment: the production and sale of pressure treated wood and related services.

### **7 Subsequent events**

On July 3, 2012, the Company acquired certain assets of PLS Pole Yard, Inc. ("PLS"), a provider of untreated wood poles. PLS operated a wood pole peeling yard located in Rochester, Washington. The total consideration for this transaction was \$4,396 (US\$4,342), excluding estimated acquisition costs of \$84 (US\$83), and was financed through existing credit facilities.

On July 23, 2012, the Company announced that it was not proceeding with the acquisition of certain pole treating assets of Brisco Wood Preservers Ltd., a provider of treated wood poles located in British Columbia. Fees and expenses amounting to \$592 were incurred in the second quarter of 2012 and included in selling and administrative expenses for that period.

On August 9, 2012, the Board of Directors approved a quarterly dividend of \$0.16 per common share payable September 28, 2012 to shareholders of record at the close of business on September 4, 2012.