Source: Stella-Jones Inc.<br>Contacts: George T. Labelle, C.A.<br>Senior Vice-President and Chief Financial Officer<br>Tel.: (514) 934-8665<br>glabelle@stella-jones.com

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## Stella-Jones Increases Sales by 9.9\% in the Third Quarter

- Q3 sales grow by $9.9 \%$ to $\$ 74.8$ million
- Q3 net earnings increase 4.3\%
- Gross profit margin and cash flow further improved

MONTREAL, QUEBEC - November 13, 2007 - Stella-Jones Inc. (TSX: SJ) is pleased to announce solid financial results for its third quarter ended September 30, 2007. Driven by acquisitions, sales rose by nearly $10 \%$ compared with the same period in 2006, while margins, both on an absolute and percentage basis, reflected further efficiency gains.

Sales for the third quarter ended September 30, 2007 reached $\$ 74.8$ million, an increase of $\$ 6.7$ million, or $9.9 \%$, over last year's third quarter sales of $\$ 68.1$ million. The Arlington, Washington facility, acquired on February 28, 2007, accounted for a large part of this increase. Organically, sales experienced a modest decline owing to the negative impact of a stronger Canadian dollar and to the forest industry strike in southern British Columbia that began on July 20, 2007 and continued until October 21, 2007. The strike forced the suspension of operations at the New Westminster treating facility and at Stella-Jones' pole peeling joint venture in Maple Ridge.

For the nine-month period ended September 30, 2007, sales reached $\$ 221.3$ million, an increase of $26.9 \%$ over the $\$ 174.3$ million in sales recorded in the same period last year. In addition to the acquisition of the Arlington facility, the increase reflects the nine-month contribution from the Carseland, Alberta facility, versus only three months in 2006.

During the third quarter, sales of utility poles grew by $7.0 \%$ to $\$ 32.8$ million, reflecting the sales contribution of the newly acquired Arlington facility and despite the negative impact of the labour conflict in British Columbia. Railway tie sales increased $13.1 \%$ to $\$ 26.8$ million. The addition of a new treatment cylinder at the Bangor, Wisconsin facility earlier this year allowed the Company to improve its market share. Residential lumber sales rose to $\$ 10.5$ million, an increase of $16.2 \%$, largely attributable to a strong renovation market across Canada. Industrial lumber sales were up marginally to $\$ 4.6$ million, with strength in Eastern Canada offset by the impact of the strike in British Columbia.
"We are pleased with our third quarter results, given the challenges caused by the labour situation in British Columbia and the negative impact of converting our US denominated results to our reporting currency, the Canadian dollar", said Brian McManus, President and CEO of Stella-Jones. "The strength of our multi-plant network was well demonstrated, as we shifted production to various locations in order to maintain a high level of customer service during the labour disruption."

## GROSS PROFIT MARGIN IMPROVES BY 100 BASIS POINTS

Gross profit further improved in the three-month period ended September 30, 2007, both in dollar terms and as a percentage of sales. Gross profit amounted to $\$ 17.9$ million or $23.9 \%$ of sales, up from $\$ 15.6$ million or $22.9 \%$ of sales in the corresponding period in 2006, an increase of $14.8 \%$. For the first nine months of 2007, gross profit stood at $\$ 54.1$ million or $24.4 \%$ of sales, representing an increase of $38.6 \%$ over the $\$ 39.0$ million or $22.4 \%$ of sales achieved for the same period last year.
"The integration and optimization of our expanded production capacity is yielding greater efficiencies and increased throughput", said George Labelle, Senior Vice-President and Chief Financial Officer. "In addition, a solid cash flow generation enabled Stella-Jones to reduce its total indebtedness by nearly $\$ 14.0$ million during the quarter, which advantageously positions the Company for future expansion."

Net earnings were $\$ 7.1$ million, or $\$ 0.56$ per share, fully diluted, in the third quarter ended September 30, 2007, compared with $\$ 6.8$ million, or $\$ 0.55$ per share, fully diluted, in the corresponding period of 2006. For the nine-month period ended September 30, 2007, net earnings reached $\$ 21.3$ million, or $\$ 1.68$ per share, fully diluted, versus $\$ 1.36$ last year on a fully diluted basis.

## OUTLOOK

"With our Western facilities now back in full production, we are once again on track to continue our focus on operational efficiency and leveraging growth opportunities. While near term results will be affected by the rapid rise in the Canadian dollar, management remains confident about the future, as end markets for the Company's core products continue to enjoy solid fundamentals", concluded Mr . McManus.

## ABOUT STELLA-JONES

Stella-Jones Inc. (TSX: SJ) is a leading North American producer and marketer of industrial treated wood products, specializing in the production of pressure treated railway ties as well as wood poles supplied to electrical utilities and telecommunications companies. Other principal products include marine and foundation pilings, construction timbers, highway guardrail posts and treated wood for bridges. The Company also provides treated consumer lumber products and customized services to lumber retailers and wholesalers for outdoor applications. The Company's common shares are listed on the Toronto Stock Exchange.

Visit our website: www.stella-jones.com
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, and general market trends or economic changes. As a result, readers are advised that actual results may differ from expected results.
-30-

| Head Office | Exchange Listings | Investor Relations |
| :---: | :---: | :---: |
| 3100 de la Côte-Vertu Blvd. | The Toronto Stock Exchange | George Labelle |
| Suite 300 | Stock Symbol: SJ | Senior Vice-President and |
| Saint-Laurent, Québec |  | Chief Financial Officer |
| H4R 2J8 | Transfer Agent | Tel.: (514) 934-8665 |
| Tel.: (514) 934-8666 | and Registrar | Fax: (514) 934-5327 |
| Fax: (514) 934-5327 | Computershare Investor Servi | glabelle@stella-jones.com |

## NOTICE

The interim unaudited consolidated financial statements of Stella-Jones Inc. for the third quarter ended September 30, 2007 have not been reviewed by the Company's external auditors.
(Signed)
George Labelle
Senior Vice-President and Chief Financial Officer

Montréal, Québec
November 13, 2007

## Assets

| CURRENT ASSETS |  |  |
| :--- | ---: | ---: |
| Accounts receivable | $41,759,675$ | $32,113,553$ |
| Derivative financial instruments | $1,120,652$ | --- |
| Inventories | $130,285,086$ | $117,441,115$ |
| Prepaid expenses | $1,161,746$ | $2,325,219$ |
| Future income taxes | 356,000 | 356,000 |
|  | $174,683,159$ | $152,235,887$ |
| CAPITAL ASSETS | $71,773,412$ | $59,925,656$ |
| DERIVATIVE FINANCIAL INSTRUMENTS | 321,098 | --- |
| OTHER ASSETS | 543,702 | $1,088,343$ |
| FUTURE INCOME TAXES | 425,000 | 425,000 |
|  | $247,746,371$ | $213,674,886$ |


| LiAbilities |  |  |
| :---: | :---: | :---: |
| Current liabilities |  |  |
| Bank indebtedness | 42,821,150 | 42,286,469 |
| Accounts payable and accrued liabilities | 19,793,229 | 22,299,399 |
| Income taxes | 1,233,917 | 2,964,247 |
| Future income taxes | 392,228 | --- |
| Current portion of long-term debt | 5,767,122 | 3,797,096 |
| Current portion of asset retirement obligations | 935,759 | 922,929 |
|  | 70,943,405 | 72,270,140 |
| LONG-TERM DEBT AND OTHER LONG-TERM LIABILITIES | 43,923,471 | 28,096,118 |
| FUTURE INCOME TAXES | 6,270,848 | 5,960,036 |
| Asset retirement obligations | 267,512 | 414,635 |
| Employee future benefits | 1,319,077 | 1,112,177 |
|  | 122,724,313 | 107,853,106 |
| SHAREHOLDERS' EQUITY |  |  |
| CAPITAL STOCK | 45,974,587 | 45,473,435 |
| CONTRIBUTED SURPLUS | 3,734,551 | 2,416,650 |
| Retained Earnings | 78,032,525 | 58,004,374 |
| ACCUMULATED OTHER COMPREHENSIVE LOSS | $(2,719,605)$ | $(72,679)$ |
|  | 125,022,058 | 105,821,780 |
|  | 247,746,371 | 213,674,886 |

See accompanying Notes

CONSOLIDATED STATEMENTS OF RETAINED EARNINGS unaudited

| for the nine months ended September 30, 2007 and 2006 | $\mathbf{2 0 0 7}$ | $\mathbf{2 0 0 6}$ |
| :--- | ---: | ---: |
| BALANCE - BEGINNING OF YEAR | $\mathbf{( \$ )}$ | (\$) |
| Net earnings for the period | $58,004,374$ | $38,781,497$ |
| Dividends on common shares | $21,259,738$ | $15,722,011$ |

BALANCE - END OF PERIOD $\quad 78,032,525 \quad$ 53,848,703

[^0]| unaudited | $\begin{array}{r} \text { three mont } \\ 2007 \\ \text { (\$) } \end{array}$ | ded Sept. 30, 2006 (\$) | $\begin{array}{r} \text { nine mont } \\ 2007 \\ (\$) \\ \hline \end{array}$ | nded Sept. 30, 2006 (\$) |
| :---: | :---: | :---: | :---: | :---: |
| SALES | 74,815,652 | 68,072,607 | 221,274,583 | 174,340,725 |
| Expenses |  |  |  |  |
| Cost of sales | 56,942,818 | 52,505,916 | 167,207,755 | 135,344,816 |
| Selling and administrative | 4,375,504 | 3,819,421 | 13,074,403 | 10,511,633 |
| Foreign exchange loss (gain) | 290,354 | $(455,371)$ | 775,526 | $(430,768)$ |
| Amortization of capital assets | 1,390,751 | 871,754 | 3,757,763 | 2,457,886 |
| Gain on disposal of capital assets | $(47,860)$ | --- | $(63,857)$ | $(26,783)$ |
|  | 62,951,567 | 56,741,720 | 184,751,590 | 147,856,784 |
| Operating Earnings | 11,864,085 | 11,330,887 | 36,522,993 | 26,483,941 |
| Interest on long-TERM DEBT | 731,755 | 622,588 | 2,136,820 | 1,506,378 |
| OTHER INTEREST | 613,718 | 437,717 | 2,017,385 | 1,069,740 |
| EARNINGS BEFORE INCOME TAXES | 10,518,612 | 10,270,582 | 32,368,788 | 23,907,823 |
| Provision for income taxes | 3,434,542 | 3,481,283 | 11,109,050 | 8,185,812 |
| NET EARNINGS FOR THE PERIOD | 7,084,070 | 6,789,299 | 21,259,738 | 15,722,011 |
| NET EARNINGS PER COMMON SHARE | 0.57 | 0.56 | 1.73 | 1.39 |
| DILUTED NET EARNINGS PER COMMON SHARE | 0.56 | 0.55 | 1.68 | 1.36 |

## See accompanying Notes

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

| unaudited | three months ended Sept. 30, 2007 <br> 2006 <br> (\$) <br> (\$) |  | $\begin{array}{r} \text { nine mont } \\ 2007 \\ (\$) \\ \hline \end{array}$ | ded Sept. 30, 2006 (\$) |
| :---: | :---: | :---: | :---: | :---: |
| NET EARNINGS FOR THE PERIOD | 7,084,070 | 6,789,299 | 21,259,738 | 15,722,011 |
| Other comprehensive income (loss): |  |  |  |  |
| Net change in unrealized losses on translating financial statements of self-sustaining foreign operation | $(1,691,909)$ | 13,336 | $(3,584,063)$ | $(421,186)$ |
| Change in fair value of derivatives designated as cash flow hedges (net of income tax (recovery) of $(\$ 19,775)$ for the three month period ended September 30, 2007 and $\$ 224,465$ for the nine month period ended September 30, 2007) |  |  |  |  |
|  | $(1,768,177)$ | 13,336 | (3,215,711) | $(421,186)$ |
| Comprehensive income | 5,315,893 | 6,802,635 | 18,044,027 | 15,300,825 |

## See accompanying Notes

## CONSOLIDATED STATEMENTS OF CASH FLOWS

| unaudited | three months ended Sept. 30, |  | nine months ended Sept. 30, |  |
| :---: | :---: | :---: | :---: | :---: |
|  | 2007 $(\$)$ | $\begin{array}{r} 2006 \\ (\$) \\ \hline \end{array}$ | $\begin{array}{r} 2007 \\ (\$) \\ \hline \end{array}$ | $\begin{array}{r} 2006 \\ (\$) \\ \hline \end{array}$ |
| CASH FLOWS FROM OPERATING ACTIVITIES |  |  |  |  |
| Net earnings for the period | 7,084,070 | 6,789,299 | 21,259,738 | 15,722,011 |
| Adjustments for |  |  |  |  |
| Amortization of capital assets | 1,390,751 | 1,056,925 | 3,757,763 | 2,643,057 |
| Gain on disposal of capital assets | $(15,942)$ | --- | $(31,939)$ | $(26,783)$ |
| Employee future benefits | 80,300 | 43,749 | 206,900 | 131,247 |
| Stock-based compensation | 527,281 | 720,455 | 1,405,845 | 2,255,361 |
| Future income taxes | 216,000 | $(180,000)$ | 216,000 | $(560,000)$ |
|  | 9,282,460 | 8,430,428 | 26,814,307 | 20,164,893 |
| CHANGE IN NON-CASH WORKING CAPITAL |  |  |  |  |
| COMPONENTS |  |  |  |  |
| Decrease (increase) in |  |  |  |  |
| Accounts receivable | 6,750,068 | 575,175 | $(7,315,815)$ | $(13,613,232)$ |
| Inventories | $(3,402,859)$ | 932,398 | (8,472,021) | 3,321,899 |
| Prepaid expenses | 1,663,177 | 895,548 | 1,214,068 | $(68,723)$ |
| Increase (decrease) in |  |  |  |  |
| Accounts payable and accrued liabilities | 1,047,024 | 1,908,307 | $(1,879,741)$ | 2,458,541 |
| Income taxes | $(875,636)$ | 2,151,582 | $(1,728,613)$ | 482,717 |
|  | 5,181,774 | 6,463,010 | $(18,182,122)$ | $(7,418,798)$ |
|  | 14,464,234 | 14,893,438 | 8,632,185 | 12,746,095 |
| FinANCING ACTIVITIES |  |  |  |  |
| Increase (decrease) in bank indebtedness | $(15,100,554)$ | $(7,231,364)$ | 2,821,938 | 10,099,341 |
| Increase in long-term debt | 2,233,884 | 10,301,855 | 12,927,403 | 13,001,855 |
| Repayment of long-term debt | $(1,047,894)$ | $(861,073)$ | $(2,451,272)$ | $(5,398,494)$ |
| Decrease in asset retirement obligations | $(311,205)$ | --- | $(134,293)$ | --- |
| Proceeds from issuance of common shares | 124,765 | 18,308,192 | 413,208 | 18,440,016 |
| Dividend on common shares | --- | --- | $(1,231,587)$ | $(654,805)$ |
|  | $(14,101,004)$ | 20,517,610 | 12,345,397 | 35,487,913 |
| INVESTING ACTIVITIES |  |  |  |  |
| Decrease (increase) in other assets | 393,407 | 1,675 | 515,007 | $(282,750)$ |
| Business acquisition | --- | $(44,483,051)$ | $(16,975,602)$ | $(44,483,051)$ |
| Purchase of capital assets | $(1,655,695)$ | $(932,382)$ | $(5,812,210)$ | $(3,521,923)$ |
| Proceeds from disposal of capital assets | 25,000 | --- | 168,877 | 49,230 |
| Restricted cash | --- | 10,000,000 | --- | --- |
|  | $(1,237,288)$ | $(35,413,758)$ | $(22,103,928)$ | $(48,238,494)$ |
| EFFECT OF TRANSLATION ADJUSTMENT | 874,058 | 2,710 | 1,126,346 | 4,486 |
| NET CHANGE IN CASH AND CASH EQUIVALENTS |  |  |  |  |
| DURING THE PERIOD | --- | --- | --- | --- |
| CASH AND CASH EQUIVALENTS - BEGINNING AND |  |  |  |  |
| END OF THE PERIOD | --- | --- | --- | --- |
| SUPPLEMENTAL DISCLOSURE |  |  |  |  |
| Interest paid | 1,495,179 | 956,381 | 3,277,386 | 2,400,811 |
| Income taxes paid | 4,131,234 | 1,530,064 | 12,731,440 | 8,248,502 |

[^1]
## NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS

## Unaudited

## NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES

## Basis of presentation

The interim consolidated financial statements for the nine months ended September 30, 2007 and 2006, are unaudited and include estimates and adjustments that the Management of Stella-Jones Inc. (the "Company") consider necessary for a fair presentation of the financial position, results of operations, comprehensive income and cash flows.

The interim consolidated financial statements have been prepared in accordance with Canadian Generally Accepted Accounting Principals ("GAAP") on a basis consistent with those followed in the annual consolidated financial statements of the Company for the year ended December 31, 2006, except for new accounting policies that were adopted January 1, 2007, as described below. However, they do not include all disclosures required under GAAP for annual financial statements and should be read in conjunction with the Company's latest audited year-end consolidated financial statements and notes.

Certain comparative figures have been reclassified in order to comply with the basis of presentation adopted in the current year.

## Principles of consolidation

The unaudited interim consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, Guelph Utility Pole Company Ltd., I.P.B.-W.P.I. International Inc., Stella-Jones Corporation ("SJ Corp") and since July 1, 2006, the consolidated accounts of Bell Pole Canada Inc. ("Bell Pole"), using the purchase method. The consolidated accounts of Bell Pole 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.

## Changes in accounting policies

The Canadian Institute of Chartered Accountants ("CICA") has issued the following new Handbook Sections which are effective for the Company's interim periods beginning on January 1, 2007:

- Handbook Section 3855, "Financial Instruments - Recognition and Measurement", describes the standards for recognizing and measuring financial assets, financial liabilities and non-financial derivatives. All financial assets, except for those classified as held-to-maturity or loans and receivables, and derivative financial instruments must be measured at their fair value. All financial liabilities must be measured at their fair value if they are classified as held for trading purposes. If not, they are measured at their carrying value.

The Company has implemented the following classification:
Cash and cash equivalents are classified as assets held for trading and are measured at fair value.
Accounts receivable and loans to certain suppliers are classified as loans and receivables. After their initial fair value measurement, they are measured at amortized cost using the effective interest rate method. For the Company, the measured amount generally corresponds to cost.

Bank loans, accounts payable, credit facilities, notes, loans payable, and obligations under capital leases are classified as other financial liabilities. After their initial fair value measurement, they are measured at amortized cost using the effective interest rate method. For the Company, the measured amount generally corresponds to cost.

- Handbook Section 1530, "Comprehensive Income", describes how to report and disclose comprehensive income and its components. Comprehensive income is the change in equity of an enterprise during a period arising from transactions and other events and circumstances from non-owner sources. It includes items that
would normally not be included in net income such as changes in the foreign currency translation adjustment relating to self-sustaining foreign operations and unrealized gains or losses on available for sale financial instruments. Upon adoption of this section, the interim consolidated financial statements now include a statement of comprehensive income.
- Handbook Section 3251, "Equity", replaces Section 3250, "Surplus", and describes the changes in how to report and disclose equity and changes in equity as a result of the new requirements of Section 1530, "Comprehensive Income".
- Handbook Section 3865, "Hedges", describes when hedge accounting is appropriate. Hedge accounting ensures that all gains, losses, revenues and expenses from the derivative and the item it hedges are recorded in the statement of earnings in the same period.

The Company enters into foreign exchange forward contracts to limit its exposure under contracted cash inflows and outflows of US dollars. The Company also enters into interest rate swaps in order to reduce the impact of fluctuating interest rates on its short-term and long-term debt. The Company has documented its use of derivative financial instruments and has concluded that they qualify for hedge accounting.

The adoption of these new standards translated into the following changes as at January 1, 2007: a \$568,785 increase in accumulated other comprehensive income, a \$848,933 increase in short-term and long-term derivative financial instruments reported under assets and a $\$ 280,148$ increase in future tax liabilities.

For the three-month period ended September 30, 2007, the Company recorded a decrease of $\$ 76,268$ in accumulated other comprehensive income, a decrease of $\$ 96,043$ in short-term and long-term derivative financial instruments reported under assets and a decrease of $\$ 19,775$ in future income tax liabilities. During the period, a gain on foreign exchange forward contracts of $\$ 520,422$ was reclassified from other comprehensive income to sales.

For the nine-month period ended September 30, 2007, the Company recorded an increase of $\$ 368,352$ in accumulated other comprehensive income, an increase of $\$ 592,817$ in short-term and long-term derivative financial instruments reported under assets and an increase of $\$ 224,465$ in future income tax liabilities. During the period, a gain on foreign exchange forward contracts of $\$ 1,211,551$ was reclassified from other comprehensive income to sales.

In order to qualify for hedge accounting, the effectiveness of a financial instrument in offsetting changes in the fair value of the hedged item must be demonstrated. On a quarterly basis the Company assesses the effectiveness of its financial instruments both retroactively and prospectively. When a portion of a financial instrument becomes ineffective, the proportionate gain or loss recorded on the balance sheet is reclassified from other comprehensive income to foreign exchange gain or loss in the statement of earnings. For the three and nine month periods ended September $30^{\text {th }}$, 2007, the Company reclassified a gain of $\$ 200,836$ from other comprehensive income to the statement of earnings as a portion of a forward contract became ineffective.

## Impact of accounting pronouncements not yet implemented

The CICA has issued the following new Handbook Sections which are effective for interim and annual financial statements for fiscal years beginning on or after October 1, 2007:

Handbook Section 3031, "Inventories", was issued in June 2007 and replaces the existing standard for inventories, Section 3030. The main features of the new Section are as follows:

- Measurement of inventories at the lower of cost and net realizable value
- Consistent use of either first-in, first-out or a weighted average cost formula to measure cost
- Reversal of previous write-downs to net realizable value when there is a subsequent increase to the value of inventories.

The new Section is effective for the Company beginning January 1, 2008. The Company is currently assessing the impact on its consolidated financial statements.

Handbook Section 3862, "Financial Instruments - Disclosures", describes the required disclosure for the
assessment of the significance of financial instruments for an entity's financial position and performance and of the nature and extent of risks arising from financial instruments to which the entity is exposed and how the entity manages those risks. The Company is currently evaluating the impact of the adoption of this new section on its consolidated financial statements.

Handbook Section 3863, "Financial Instruments - Presentation", establishes standards for presentation of the financial instruments and non-financial derivatives. It carries forward the presentation related requirements of Section 3861, "Financial Instruments - Disclosure and Presentation". The Company does not expect that the adoption of this new section will have a significant effect on its consolidated financial statements.

Handbook Section 1535, "Capital Disclosures", establishes standards for disclosing information about an entity’s objectives, policies and processes for managing capital. The Company is currently evaluating the impact of the adoption of this new section on its consolidated financial statements.

## NOTE 2 - EMPLOYEE FUTURE BENEFITS

For the three months ended September 30, 2007, the benefit cost recognized for employee future benefits was $\$ 63,300$ (2006-\$47,790). For the nine months ended September 30, 2007, the benefit cost recognized for employee future benefits was \$189,900 (2006-\$147,038).

## NOTE 3 - ACCUMULATED OTHER COMPREHENSIVE LOSS

|  | 2007 | 2006 |
| :--- | :---: | :---: |
| Balance - Beginning of year - Unrealized losses on <br> translating financial statements of a self-sustaining foreign operation | $(72,679)$ | $(201,646)$ |
| Cumulative adjustment to opening balance due to the <br> new accounting policies adopted regarding derivatives designated as <br> cash flow hedges (net of income taxes of \$280,148) |  |  |
| Adjusted opening balance | 568,785 |  |
| Other comprehensive loss | 496,106 | $(201,646)$ |
| Balance - End of period | $(2,719,605)$ | $(622,832)$ |

## NOTE 4 - BUSINESS ACQUISITION

On February 28, 2007, the Company's wholly-owned US subsidiary, SJ Corp, acquired the assets of the wood utility pole business of J.H. Baxter \& Co. ("Baxter"). Assets acquired include the Baxter production plant located in Arlington, Washington, its pole peeling facility in Juliaetta, Idaho as well as all inventories and accounts receivable relating to its wood pole business.

The acquisition has been accounted for using the purchase method and accordingly, the purchase price was allocated to the assets acquired and liabilities assumed based on Management's estimate of their fair value as of the acquisition date. The following fair value allocation is preliminary and is based on Management's best estimates and information known at the time of preparing these interim unaudited consolidated financial statements. Subsequent revisions to this preliminary fair value allocation, if any, are expected to be accounted for by December 31, 2007. The results of operations of Baxter have been included in the interim consolidated financial statements from the acquisition date.

The following is a summary of the net assets acquired at fair values:

| Assets acquired |  |
| :--- | ---: |
| Accounts receivable | $3,792,494$ |
| Inventories | $9,849,614$ |
| Prepaid expenses | 143,523 |
| Capital assets | $12,605,534$ |
| Liabilities assumed | $26,391,165$ |
| Obligation under capital lease | $278,112,170$ |
|  |  |
|  |  |
| Consideration | $16,975,602$ |
| Cash, including transaction costs of $\$ 386,528$ | $(168,749)$ |
| Long-term subordinated note payable to vendor | $9,285,600$ |
| Reserve amount for transaction costs, included in accounts payable | 19,717 |

Financing for the transaction was provided by a subordinated vendor note of US $\$ 8.0$ million as well as additional debt funding under existing and new bank facilities. The new bank facilities are comprised of an increase of US\$5.0 million in the operating line of credit of SJ Corp as well as a new 5 -year term loan of US\$4.0 million, both arranged with its existing US banker.

## NOTE 5 - SHARE INFORMATION

As at November 12, 2007, the capital stock issued and outstanding consisted of 12,339,905 common shares (12,298,015 as at December 31, 2006).

## NOTE 6 - SEASONALITY

The Company's domestic 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 treatment sales also 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.


[^0]:    See accompanying Notes

[^1]:    See accompanying Notes

