

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

(MARK ONE)

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED NOVEMBER 30, 2011**
- 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 000-19954

JEWETT-CAMERON TRADING COMPANY LTD.

(Exact Name of Registrant as Specified in its Charter)

BRITISH COLUMBIA

NONE

(State or Other Jurisdiction of Incorporation or Organization)

(I.R.S. Employer Identification No.)

32275 N.W. Hillcrest, North Plains, Oregon

97133

(Address Of Principal Executive Offices)

(Zip Code)

(503) 647-0110

(Registrant's Telephone Number, Including Area Code)

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** **No**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller Reporting Company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes **No**

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date. Common Stock, no par value – 1,858,457 common shares as of January 6, 2012.

Jewett-Cameron Trading Company Ltd.

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PART 1 – FINANCIAL INFORMATION

Item 1. Financial Statements

JEWETT-CAMERON TRADING COMPANY LTD.

CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in U.S. Dollars)
(Unaudited – Prepared by Management)

NOVEMBER 30, 2011

JEWETT-CAMERON TRADING COMPANY LTD.
CONSOLIDATED BALANCE SHEETS
(Expressed in U.S. Dollars)
(Prepared by Management)
(Unaudited)

	November 30, 2011	August 31, 2011
ASSETS		
Current assets		
Cash and cash equivalents	\$ 5,386,500	\$ 6,774,127
Accounts receivable, net of allowance of \$2,467 (August 31, 2011 - \$Nil)	2,852,490	3,897,086
Inventory, net of allowance of \$199,568 (August 31, 2011 - \$204,860) (note 3)	8,492,934	5,815,593
Note receivable	41,500	41,500
Prepaid expenses	848,824	848,341
Prepaid income taxes	600,580	682,527
Total current assets	18,222,828	18,059,174
Property, plant and equipment, net (note 4)	1,820,389	1,850,037
Intangible assets, net (note 5)	496,584	510,771
Deferred income taxes (note 6)	157,110	157,862
Total assets	\$ 20,696,911	\$ 20,577,844

- Continued -

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

JEWETT-CAMERON TRADING COMPANY LTD.
CONSOLIDATED BALANCE SHEETS
(Expressed in U.S. Dollars)
(Prepared by Management)
(Unaudited)

	<u>November 30,</u> <u>2011</u>	<u>August 31,</u> <u>2011</u>
Continued		
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Accounts payable	\$ 1,326,832	\$ 519,265
Litigation reserve (note 12(a))	1,644,119	1,627,915
Accrued liabilities	<u>627,229</u>	<u>941,846</u>
Total current liabilities	3,598,180	3,089,026
Contingent liabilities and commitments (note 12)		
Stockholders' equity		
Capital stock (note 8)		
Authorized		
20,000,000 common shares, without par value		
10,000,000 preferred shares, without par value		
Issued		
1,858,457 common shares (August 31, 2011 - 1,908,457)	1,753,857	1,801,043
Additional paid-in capital	600,804	600,804
Retained earnings	<u>14,744,070</u>	<u>15,086,971</u>
Total stockholders' equity	<u>17,098,731</u>	<u>17,488,818</u>
Total liabilities and stockholders' equity	<u>\$ 20,696,911</u>	<u>\$ 20,577,844</u>

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

JEWETT-CAMERON TRADING COMPANY LTD.
STATEMENTS OF OPERATIONS
(Expressed in U.S. Dollars)
(Prepared by Management)
(Unaudited)

	Three Months Ended	
	November 30,	
	2011	2010
SALES	\$ 7,240,610	\$ 6,085,051
COST OF SALES	<u>5,774,415</u>	<u>4,639,257</u>
GROSS PROFIT	1,466,195	1,445,794
OPERATING EXPENSES		
Selling, general and administrative expenses	428,348	480,184
Depreciation and amortization	61,198	65,377
Wages and employee benefits	<u>813,713</u>	<u>821,539</u>
	1,303,259	1,367,100
Income from operations	162,936	78,694
OTHER ITEMS		
Gain on sale of property, plant and equipment	-	5,450
Interest and other income	-	23
Interest expense (note 12(a))	(16,204)	(391,988)
Litigation reserves (note 12(a))	<u>-</u>	<u>(962,137)</u>
	(16,204)	(1,348,652)
Income (loss) before income taxes	146,732	(1,269,958)
Income tax (expense) recovery	<u>(82,699)</u>	<u>423,623</u>
Net income (loss)	<u>\$ 64,033</u>	<u>\$ (846,335)</u>
Basic earnings (loss) per common share	\$ 0.03	\$ (0.37)
Diluted earnings (loss) per common share	\$ 0.03	\$ (0.37)
Weighted average number of common shares outstanding:		
Basic	1,900,215	2,308,672
Diluted	<u>1,900,215</u>	<u>2,308,672</u>

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

JEWETT-CAMERON TRADING COMPANY LTD.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(Expressed in U.S. Dollars)
(Prepared by Management)
(Unaudited)

Common Stock					
	Number of Shares	Amount	Additional paid-in capital	Retained earnings	Total
August 31, 2009	2,390,977	\$ 2,256,112	\$ 600,804	\$ 15,755,990	\$ 18,612,906
Shares repurchased and cancelled (note 9)	(79,040)	(74,298)	-	(474,853)	(549,151)
Net income	-	-	-	1,982,814	1,982,814
August 31, 2010	2,311,937	2,181,814	600,804	17,263,951	20,046,569
Shares repurchased and cancelled (note 9)	(403,480)	(380,771)	-	(3,079,374)	(3,460,145)
Net income	-	-	-	902,394	902,394
August 31, 2011	1,908,457	1,801,043	600,804	15,086,971	17,488,818
Shares repurchased and cancelled (note 9)	(50,000)	(47,186)	-	(406,934)	(454,120)
Net income	-	-	-	64,033	64,033
November 30, 2011	1,858,457	\$ 1,753,857	\$ 600,804	\$ 14,744,070	\$ 17,098,731

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

JEWETT-CAMERON TRADING COMPANY LTD.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in U.S. Dollars)
(Prepared by Management)
(Unaudited)

	Three Month Periods	
	Ended November 30,	
	2011	2010
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income (loss)	\$ 64,033	\$ (846,335)
Items not involving an outlay of cash:		
Depreciation and amortization	61,198	65,377
Gain on sale of property, plant and equipment	-	(5,450)
Deferred income taxes	752	(594)
Changes in non-cash working capital items:		
Decrease in accounts receivable	1,044,596	2,114,056
(Increase) in inventory	(2,677,341)	(486,814)
(Increase) in prepaid expenses	(483)	(87,584)
Increase in accounts payable and accrued liabilities	509,154	1,099,752
Increase (decrease) in accrued income taxes	81,947	(423,029)
Net cash provided (used) by operating activities	(916,144)	1,429,379
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment	(12,813)	(33,980)
Purchase of intangible assets and other	(4,550)	-
Proceeds from sale of property, plant and equipment	-	5,450
Net cash used in investing activities	(17,363)	(28,530)
CASH FLOWS FROM FINANCING ACTIVITIES		
Redemption of common stock	(454,120)	(2,450,844)
Net cash used in financing activities	(454,120)	(2,450,844)
Net (decrease) in cash and cash equivalents	(1,387,627)	(1,049,995)
Cash and cash equivalents, beginning of period	6,774,127	8,710,314
Cash and cash equivalents, end of period	\$ 5,386,500	\$ 7,660,319

Supplemental disclosure with respect to cash flows (note 15)

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

JEWETT-CAMERON TRADING COMPANY LTD.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in U.S. Dollars)
November 30, 2011
(Unaudited)

1. NATURE OF OPERATIONS

Jewett-Cameron Trading Company Ltd. was incorporated in British Columbia on July 8, 1987 as a holding company for Jewett-Cameron Lumber Corporation (“JCLC”), incorporated September 1953. Jewett-Cameron Trading Company, Ltd. acquired all the shares of JCLC through a stock-for-stock exchange on July 13, 1987, and at that time JCLC became a wholly owned subsidiary. JCLC has the following wholly owned subsidiaries: MSI-PRO Co. (“MSI”), incorporated April 1996, Jewett-Cameron Seed Company, (“JCSC”), incorporated October 2000, and Greenwood Products, Inc. (“Greenwood”), incorporated February 2002. Jewett-Cameron Trading Company, Ltd. and its subsidiaries (the “Company”) have no significant assets in Canada.

The Company, through its subsidiaries, operates out of facilities located in North Plains, Oregon. JCLC’s business consists of warehouse distribution and direct sales of wood products and specialty metal products to home centers and other retailers located primarily in the United States. Greenwood is a processor and distributor of industrial wood and other specialty building products principally to customers in the marine and transportation industries in the United States. MSI is an importer and distributor of pneumatic air tools and industrial clamps in the United States. JCSC is a processor and distributor of agricultural seeds in the United States.

These unaudited financial statements are those of the Company and its wholly owned subsidiaries. In the opinion of management, the accompanying Consolidated Financial Statements of Jewett-Cameron Trading Company Ltd., contain all adjustments, consisting only of normal recurring adjustments, necessary to fairly state its financial position as of November 30, 2011 and August 31, 2011 and its results of operations and cash flows for the three month periods ended November 30, 2011 and November 30, 2010 in accordance with U.S. GAAP. Operating results for the three month periods ended November 30, 2011 are not necessarily indicative of the results that may be experienced for the fiscal year ending August 31, 2012.

2. SIGNIFICANT ACCOUNTING POLICIES

Generally accepted accounting principles

These consolidated financial statements have been prepared in conformity with generally accepted accounting principles of the United States of America.

Principles of consolidation

These consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries, JCLC, MSI, JCSC, and Greenwood, all of which are incorporated under the laws of Oregon, U.S.A.

All inter-company balances and transactions have been eliminated upon consolidation.

Estimates

The preparation of consolidated financial statements in conformity with generally accepted accounting principles in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant estimates incorporated into the Company’s consolidated financial statements include the estimated useful lives for depreciable and amortizable assets, the estimated allowances for doubtful accounts receivable and inventory obsolescence, possible product liability and possible product returns, and litigation contingencies and claims. Actual results could differ from those estimates.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

Cash and cash equivalents

The Company considers cash and cash equivalents to be highly liquid in nature. At November 30, 2011, cash and cash equivalents were \$5,386,500 compared to \$6,774,127 at August 31, 2011.

Accounts receivable

Trade and other accounts receivable are reported at face value less any provisions for uncollectible accounts considered necessary. Accounts receivable primarily includes trade receivables from customers. The Company estimates doubtful accounts on an item-by-item basis and includes over aged accounts as part of allowance for doubtful accounts, which are generally ones that are ninety days or greater overdue.

The Company extends credit to domestic customers and offers discounts for early payment. When extension of credit is not advisable, the Company relies on either prepayment or a letter of credit.

Inventory

Inventory, which consists primarily of finished goods, is recorded at the lower of cost, based on the average cost method, and market. Market is defined as net realizable value. An allowance for potential non-saleable inventory due to excess stock or obsolescence is based upon a review of inventory components.

Property, plant and equipment

Property, plant and equipment are recorded at cost less accumulated depreciation. The Company provides for depreciation over the estimated life of each asset on a straight-line basis over the following periods:

Office equipment	5-7 years
Warehouse equipment	2-10 years
Buildings	5-30 years

Intangibles

The Company's intangible assets have a finite life and are recorded at cost. The most significant intangible assets are two patents related to gate support systems. Amortization is calculated using the straight-line method over the remaining lives of 75 months and 87 months, respectively, and are reviewed annually for impairment.

Asset retirement obligations

The Company records the fair value of an asset retirement obligation as a liability in the period in which it incurs a legal obligation associated with the retirement of tangible long-lived assets that result from the acquisition, construction, development, and normal use of the long-lived assets. The Company also records a corresponding asset which is amortized over the life of the asset. Subsequent to the initial measurement of the asset retirement obligation, the obligation is adjusted at the end of each period to reflect the passage of time (accretion expense) and changes in the estimated future cash flows underlying the obligation (asset retirement cost). The Company does not have any significant asset retirement obligations.

JEWETT-CAMERON TRADING COMPANY LTD.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in U.S. Dollars)
November 30, 2011
(Unaudited)

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

Impairment of long-lived assets and long-lived assets to be disposed of

Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to future net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount and the fair value less costs to sell.

Currency and foreign exchange

These financial statements are expressed in U.S. dollars as the Company's operations are based only in the United States. Any amounts expressed in Canadian dollars are indicated as such.

The Company does not have non-monetary or monetary assets and liabilities that are in a currency other than the U.S. dollar. Any income statement transactions in a foreign currency are translated at rates that approximate those in effect at the time of translation. Gains and losses from translation of foreign currency transactions into U.S. dollars are included in current results of operations.

Earnings per share

Basic earnings per common share is computed by dividing net income available to common shareholders by the weighted average number of common shares outstanding in the period. Diluted earnings per common share takes into consideration common shares outstanding (computed under basic earnings per share) and potentially dilutive common shares.

The earnings per share data for the three months ended November 30, 2011 and November 30, 2010 are as follows:

	2011	2010
Net income (loss)	\$ 64,033	\$ (846,335)
Basic weighted average number of common shares outstanding	1,900,215	2,308,672
Effect of dilutive securities Stock options	-	-
Diluted weighted average number of common shares outstanding	1,900,215	2,308,672

Comprehensive income

The Company has no items of other comprehensive income in any period presented. Therefore, net income presented in the consolidated statements of operations equals comprehensive income.

JEWETT-CAMERON TRADING COMPANY LTD.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in U.S. Dollars)
November 30, 2011
(Unaudited)

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

Stock-based compensation

All stock-based compensation is recognized as an expense in the financial statements and such costs are measured at the fair value of the award.

No options were granted during the quarter ended November 30, 2011, and there were no options outstanding on November 30, 2011.

Financial instruments

The Company uses the following methods and assumptions to estimate the fair value of each class of financial instruments for which it is practicable to estimate such values:

Cash and cash equivalents - the carrying amount approximates fair value because the amounts consist of cash held at a bank and cash held in short term investment accounts.

Accounts receivable - the carrying amounts approximate fair value due to the short-term nature and historical collectability.

Notes receivable - the carrying amounts approximate fair value due to the short-term nature of the amount.

Accounts payable and accrued liabilities - the carrying amount approximates fair value due to the short-term nature of the obligations.

The estimated fair values of the Company's financial instruments as of November 30, 2011 and August 31, 2011 follows:

	November 30,		August 31,	
	2011		2011	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Cash and cash equivalents	\$5,386,500	\$5,386,500	\$6,774,127	\$6,774,127
Accounts receivable	2,852,490	2,852,490	3,897,086	3,897,086
Note receivable	41,500	41,500	41,500	41,500
Accounts payable and accrued liabilities	1,954,061	1,954,061	1,461,111	1,461,111

JEWETT-CAMERON TRADING COMPANY LTD.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in U.S. Dollars)
November 30, 2011
(Unaudited)

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

Financial instruments (cont'd...)

The following table presents information about the assets that are measured at fair value on a recurring basis as of November 30, 2011, and indicates the fair value hierarchy of the valuation techniques the Company utilized to determine such fair value. In general, fair values determined by Level 1 inputs utilize quoted prices (unadjusted) in active markets for identical assets. Fair values determined by Level 2 inputs utilize data points that are observable such as quoted prices, interest rates and yield curves. Fair values determined by Level 3 inputs are unobservable data points for the asset or liability, and included situations where there is little, if any, market activity for the asset:

	<u>November 30, 2011</u>	<u>Quoted Prices in Active Markets (Level 1)</u>	<u>Significant Other Observable Inputs (Level 2)</u>	<u>Significant Unobservable Inputs (Level 3)</u>
Assets:				
Cash and cash equivalents	\$ 5,386,500	\$ 5,386,500	\$ —	\$ —

The fair values of cash and cash equivalents are determined through market, observable and corroborated sources.

Income taxes

A deferred tax asset or liability is recorded for all temporary differences between financial and tax reporting and net operating loss carryforwards. Deferred tax expense (benefit) results from the net change during the year of deferred tax assets and liabilities.

Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

Shipping and handling costs

The Company incurs certain expenses related to preparing, packaging and shipping its products to its customers, mainly third-party transportation fees. All costs related to these activities are included as a component of cost of goods sold in the consolidated statement of operations. All costs billed to the customer are included as revenue in the consolidated statement of operations.

Revenue recognition

The Company recognizes revenue from the sales of lumber, building supply products, industrial wood products and specialty metal products and other specialty products and tools, when the products are shipped, title passes, and the ultimate collection is reasonably assured. Revenue from the Company's seed operations is generated from seed processing, handling and storage services provided to seed growers, and by the sales of seed products. Revenue from the provision of these services and products is recognized when the services have been performed and products sold and collection of the amounts is reasonably assured.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

Reclassifications

Certain reclassifications have been made to prior periods' financial statements to conform to the classifications used in the current period.

Recent Accounting Pronouncements

In January 2010, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2010-06, "Improving Disclosures about Fair Value Measurements," which amends existing disclosure requirements under ASC 820. ASU No. 2010-06 requires new disclosures for significant transfers between Levels 1 and 2 in the fair value hierarchy and separate disclosures for purchases, sales, issuances, and settlements in the reconciliation of activity for Level 3 fair value measurements. This ASU also clarifies the existing fair value disclosures regarding the level of disaggregation and the valuation techniques and inputs used to measure fair value. ASU No. 2010-06 will only impact disclosures and is effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosures on purchases, sales, issuances and settlements in the roll forward of activity for Level 3 fair value measurements. Those disclosures are effective for interim and annual periods beginning after December 15, 2010. Other than requiring additional disclosures, adoption of this new guidance did not have and is not expected to have a material impact on the Company's financial statements.

In April 2010, the FASB issued ASU No. 2010-17, "Revenue Recognition—Milestone Method" which provides guidance on applying the milestone method of revenue recognition for milestone payments for achieving specific performance measures when those payments are related to uncertain future events. The guidance is effective on a prospective basis to milestones achieved in fiscal years, and interim periods within those years, beginning on or after June 15, 2010. The adoption of this new guidance did not have a material impact on the Company's financial statements.

In May 2011, the FASB issued ASU No. 2011-04, "Fair Value Measurement Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS", which provides guidance to achieve common fair value measurement and disclosure requirements between GAAP and International Financial Reporting Standards. This guidance amends current fair value measurement and disclosure guidance to include increased transparency around valuation inputs and investment categorization. The guidance is effective for fiscal years and interim periods beginning after December 15, 2011. We do not believe our adoption of this new guidance in the first quarter of 2012 will have a material impact on the Company's financial statements.

In June 2011, the FASB issued ASU No. 2011-05, "Presentation of Comprehensive Income" which provides guidance regarding presentation of other comprehensive income in the financial statements. This guidance will eliminate the option under GAAP to present other comprehensive income in the statement of changes in equity. Under the guidance, the Company will have the option to present the components of net income and comprehensive income in either one or two consecutive financial statements. The guidance is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. The adoption of this new guidance is not expected to have a material impact on the Company's financial statements.

JEWETT-CAMERON TRADING COMPANY LTD.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in U.S. Dollars)
November 30, 2011
(Unaudited)

3. INVENTORY

A summary of inventory is as follows:

	November 30, 2011	August 31, 2011
Wood products and metal products	\$ 7,816,726	\$ 4,926,121
Industrial tools	445,887	456,523
Agricultural seed products	230,321	432,949
	<u>\$ 8,492,934</u>	<u>\$ 5,815,593</u>

4. PROPERTY, PLANT AND EQUIPMENT

A summary of property, plant, and equipment is as follows:

	November 30, 2011	August 31, 2011
Office equipment	\$ 625,522	\$ 612,709
Warehouse equipment	1,136,002	1,136,002
Buildings	2,339,815	2,339,815
Land	615,213	615,213
	<u>4,716,552</u>	<u>4,703,739</u>
Accumulated depreciation	<u>(2,896,163)</u>	<u>(2,853,702)</u>
Net book value	<u>\$ 1,820,389</u>	<u>\$ 1,850,037</u>

In the event that facts and circumstances indicate that the carrying amount of an asset may not be recoverable and an estimate of future discounted cash flows is less than the carrying amount of the asset, an impairment loss will be recognized. Management's estimates of revenues, operating expenses, and operating capital are subject to certain risks and uncertainties which may affect the recoverability of the Company's investments in its assets. Although management has made its best estimate of these factors based on current conditions, it is possible that changes could occur which could adversely affect management's estimate of the net cash flow expected to be generated from its operations.

5. INTANGIBLE ASSETS

A summary of intangible assets is as follows:

	November 30, 2011	August 31, 2011
Patent	\$ 850,000	\$ 850,000
Other	35,155	30,605
	<u>885,155</u>	<u>880,605</u>
Accumulated amortization	<u>(388,571)</u>	<u>(369,834)</u>
Net book value	<u>\$ 496,584</u>	<u>\$ 510,771</u>

6. DEFERRED INCOME TAXES

Deferred income tax assets as of November 30, 2011 of \$157,110 (August 31, 2011 - \$157,862) reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes.

7. BANK INDEBTEDNESS

There was no bank indebtedness under the Company's line of credit as of November 30, 2011 or August 31, 2011.

Bank indebtedness, when it exists, is secured by an assignment of accounts receivable and inventory. Interest is calculated solely on the one month LIBOR rate plus 200 basis points.

8. CAPITAL STOCK

Common stock

Holders of common stock are entitled to one vote for each share held. There are no restrictions that limit the Company's ability to pay dividends on its common stock. The Company has not declared any dividends since incorporation.

9. CANCELLATION OF CAPITAL STOCK

Treasury stock may be kept based on an acceptable inventory method such as the average cost basis. Upon disposition or cancellation, the treasury stock account is credited for an amount equal to the number of shares cancelled, multiplied by the cost per share and the difference is treated as paid-in-capital in excess of stated value.

During the 1st quarter of fiscal 2012 ended November 30, 2011, the Company repurchased and cancelled a total of 50,000 shares of its common stock under a 10b5-1 share repurchase plan. The total cost was \$454,120 at an average share price of \$9.08 per share. The premium paid to acquire these shares over their per share book value in the amount of \$406,934 was recorded as a decrease to retained earnings.

During the 4th quarter of Fiscal 2011, the Company repurchased and cancelled a total of 10,500 shares of its common stock under a 10b5-1 share re-purchase plan. The total cost was \$98,175 at an average share price of \$9.35 per share. The premium paid to acquire these shares over their per share book value in the amount of \$88,266 was recorded as a decrease to retained earnings.

During the 3rd quarter of Fiscal 2011, the Company repurchased and cancelled a total of 95,908 shares of its common stock under a 10b5-1 share re-purchase plan. The total cost was \$911,126 at an average share price of \$9.50 per share. The premium paid to acquire these shares over their per share book value in the amount of \$820,616 was recorded as a decrease to retained earnings.

During the 1st quarter of Fiscal 2011, the Company repurchased and cancelled a total of 297,072 shares of its common stock under a 10b5-1 share re-purchase plan. The total cost was \$2,450,844 at an average share price of \$8.25 per share. The premium paid to acquire these shares over their per share book value in the amount of \$2,170,492 was recorded as a decrease to retained earnings.

During the 4th quarter of Fiscal 2010, the Company re-purchased and cancelled a total of 79,040 shares of its common stock under a 10b5-1 share re-purchase plan. The total cost was \$549,151 at an average share price of \$6.95 per share. The premium paid to acquire these shares over their per share book value in the amount of \$474,853 was recorded as a decrease to retained earnings.

JEWETT-CAMERON TRADING COMPANY LTD.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in U.S. Dollars)
November 30, 2011
(Unaudited)

10. STOCK OPTIONS

The Company has a stock option program under which stock options to purchase securities from the Company can be granted to directors and employees of the Company on terms and conditions acceptable to the regulatory authorities of Canada, notably the Toronto Stock Exchange ("TSX"), the Ontario Securities Commission and the British Columbia Securities Commission.

Under the stock option program, stock options for up to 10% of the number of issued and outstanding common shares may be granted from time to time, provided that stock options in favor of any one individual may not exceed 5% of the issued and outstanding common shares. No stock option granted under the stock option program is transferable by the optionee other than by will or the laws of descent and distribution, and each stock option is exercisable during the lifetime of the optionee only by such optionee. Generally, no option can be for a term of more than 10 years from the date of the grant.

The exercise price of all stock options, granted under the stock option program, must be at least equal to the fair market value (subject to regulated discounts) of such common shares on the date of grant. Options vest at the discretion of the board of directors.

The Company had no stock options outstanding as of the November 30, 2011 and August 31, 2011.

11. EMPLOYEE STOCK OWNERSHIP PLAN ("ESOP")

The Company sponsors an ESOP that covers all U.S. employees who are employed by the Company on August 31 of each year and who have at least one thousand hours with the Company in the twelve months preceding that date. The ESOP grants to participants in the plan certain ownership rights in, but not possession of, or voting control of, the common stock of the Company held by the Trustee of the Plan. Shares of common stock are allocated annually to participants in the ESOP pursuant to a prescribed formula. The Company records compensation expense based on the market price of the Company's shares when they are allocated. Any dividends on allocated ESOP shares are recorded as a reduction of retained earnings. ESOP compensation expense was \$141,518 and \$146,677 for the fiscal years ended August 31, 2011 and 2010, respectively, and is included in wages and employee benefits. The ESOP shares are as follows:

	<u>November 30, 2011</u>	<u>August 31, 2011</u>
Shares owned by ESOP	196,537	224,939

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12. CONTINGENT LIABILITIES AND COMMITMENTS

- a) A subsidiary was a plaintiff in a lawsuit filed in Portland, Oregon, entitled, Greenwood Products, Inc. et al v. Greenwood Forest Products, Inc. et al., Case No. 05-02553 (Multnomah County Circuit Court).

During fiscal 2002 the Company entered into a purchase agreement to acquire inventory over a 15 month period with an initial estimated value of \$7,000,000 from Greenwood Forest Products, Inc. During the year ended August 31, 2003, the Company completed the final phase of the inventory acquisition. As partial consideration for the purchase of the inventory the Company issued two promissory notes, based on its understanding of the value of the inventory purchased. The Company believes it overpaid the obligation by approximately \$820,000. The holder counterclaimed for approximately \$2,400,000.

Litigation was completed on March 5, 2007, with the court's general judgment and money award. The net effect was money judgment in favor of Greenwood Forest Products, Inc. for \$242,604. The Company accrued reserves to cover the money judgment related to this dispute. Both parties filed appeals for review of the court's opinion.

During the 1st quarter of Fiscal 2011, the Oregon Court of Appeals ruled that the judgment in favor of Jewett Cameron as plaintiffs should be reversed and the judgment in favor of defendants should stand. The judgment in favor of the Company was for \$819,000 plus attorneys fees. The judgment against plaintiffs is for \$1,187,137. The Company is appealing the decision to the Oregon Supreme Court. Arguments were heard on November 8, 2011, and a decision is forthcoming. During the 1st quarter of fiscal 2011, the Company recorded a litigation loss of \$962,137 and interest of \$391,988 in addition to the existing litigation reserve of \$225,000. Additional interest of \$48,790 was recorded during the remainder of fiscal 2011. During the 1st quarter of fiscal 2012 ended November 30, 2011, additional interest of \$16,204 accrued.

A summary of the litigation reserve is as follows:

	November 30, 2011	August 31, 2011
Litigation loss	\$ 962,137	\$ 962,137
Litigation reserve	225,000	225,000
Interest	456,982	440,778
Total	\$ 1,644,119	\$ 1,627,915

- b) At November 30, 2011 and August 31, 2011, the Company had an un-utilized line-of-credit of \$5,000,000 (note 7). The line-of-credit has certain financial covenants. The Company is in compliance with these covenants.

13. SEGMENT INFORMATION

The Company has four principal reportable segments. These reportable segments were determined based on the nature of the products offered. Reportable segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performance.

The Company evaluates performance based on several factors, of which the primary financial measure is business segment income before taxes. The following tables show the operations of the Company's reportable segments.

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13. SEGMENT INFORMATION (cont'd...)

Following is a summary of segmented information for the three month periods ended November 30:

	<u>2011</u>	<u>2010</u>
Sales to unaffiliated customers:		
Industrial wood products	\$ 1,487,774	\$ 1,835,698
Lawn, garden, pet and other	3,574,366	2,898,006
Seed processing and sales	1,687,111	915,928
Industrial tools and clamps	491,359	435,419
	<u>\$ 7,240,610</u>	<u>\$ 6,085,051</u>
Income (loss) before income taxes:		
Industrial wood products	\$ (93,112)	\$ (151,027)
Lawn, garden, pet and other	181,791	194,297 *
Seed processing and sales	97,850	41,946
Industrial tools and clamps	(12,553)	22,390
Unallocated overhead	(27,244)	(23,439)
	<u>\$ 146,732</u>	<u>\$ 84,167</u>
Identifiable assets:		
Industrial wood products	\$ 3,002,705	\$ 2,453,068
Lawn, garden, pet and other	15,907,800	15,739,788
Seed processing and sales	1,155,861	612,748
Industrial tools and clamps	623,310	558,682
Unallocated overhead	7,235	88,886
	<u>\$ 20,696,911</u>	<u>\$ 19,453,172</u>
Depreciation and amortization:		
Industrial wood products	\$ 403	\$ 478
Lawn, garden, pet and other	55,384	59,699
Seed processing and sales	4,675	4,565
Industrial tools and clamps	736	635
	<u>\$ 61,198</u>	<u>\$ 65,377</u>
Capital expenditures:		
Industrial wood products	\$ -	\$ -
Lawn, garden, pet and other	12,813	-
Seed processing and sales	-	33,980
Industrial tools and clamps	-	-
	<u>\$ 12,813</u>	<u>\$ 33,980</u>
Interest expense:		
Lawn, garden, pet and other	\$ 16,204	\$ 391,988

* For comparability purposes, this amount excludes one-time charges for litigation reserve (\$962,137) and related interest (\$391,988).

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13. SEGMENT INFORMATION (cont'd...)

The following table lists sales made by the Company to customers which were in excess of 10% of total sales for the three months ended November 30,

	<u>2011</u>	<u>2010</u>
Sales	\$ Nil	\$ 669,747

The Company conducts business primarily in the United States, but also has limited amounts of sales in foreign countries. The following table lists sales by country for the quarters ended November 30:

	<u>2011</u>	<u>2010</u>
United States	\$ 6,862,527	\$ 5,108,891
Canada	250,022	617,469
Mexico	(42,442)	3,217
Europe	117,375	104,903
Asia/Pacific	53,128	250,571

All of the Company's significant identifiable assets were located in the United States as of November 30, 2011 and 2010.

14. CONCENTRATIONS

Credit risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist primarily of cash and cash equivalents and accounts receivable. The Company places its cash and cash equivalents with a high quality financial institution. The Company has concentrations of credit risk with respect to accounts receivable as large amounts of its accounts receivable are concentrated geographically in the United States amongst a small number of customers. At November 30, 2011, one customer accounted for accounts receivable greater than 10% of total accounts receivable at 13%. At November 30, 2010, three customers accounted for accounts receivable greater than 10% of total accounts receivable at a combined total of 32%. The Company controls credit risk through credit approvals, credit limits, credit insurance and monitoring procedures. The Company performs credit evaluations of its commercial customers but generally does not require collateral to support accounts receivable.

Volume of business

The Company has concentrations in the volume of purchases it conducts with its suppliers. For the three months ended November 30, 2011, there were three suppliers that each accounted for greater than 10% of total purchases, and the aggregate purchases amounted to \$3,542,079. For the three months ended November 30, 2010, there were two suppliers that each accounted for greater than 10% of total purchases, and the aggregate purchases amounted to \$1,391,733.

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15. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

Certain cash payments for the three months ended November 30 are summarized as follows:

	<u>2011</u>	<u>2010</u>
Cash paid during the periods for:		
Interest	\$ -	\$ -
Income taxes	\$ -	\$ -

There were no non-cash investing or financing activities during the periods presented.

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

These unaudited financial statements are those of the Company and its wholly owned subsidiaries. In the opinion of management, the accompanying Consolidated Financial Statements of Jewett-Cameron Trading Company Ltd., contain all adjustments, consisting only of normal recurring adjustments, necessary to fairly state its financial position as of November 30, 2011 and August 31, 2011 and its results of operations and cash flows for the three month periods ended November 30, 2011 and November 30, 2010 in accordance with U.S. GAAP. Operating results for the three month periods ended November 30, 2011 are not necessarily indicative of the results that may be experienced for the fiscal year ending August 31, 2012.

The Company's operations are classified into four reportable segments, which were determined based on the nature of the products offered along with the markets being served. The segments are as follows:

- Industrial wood products
- Lawn, garden, pet and other
- Seed processing and sales
- Industrial tools

The industrial wood products segment reflects the business conducted by Greenwood Products, Inc. (Greenwood), a wholly owned subsidiary of Jewett-Cameron Lumber Corporation (JCLC). Greenwood is a processor and distributor of industrial wood and other specialty building products. A major product category is treated plywood that is sold to boat manufacturers and the transportation industry.

The lawn, garden, pet and other segment reflects the business of Jewett-Cameron Lumber Corporation, which is a manufacturer and distributor of specialty metal products and a wholesaler of wood products. Wood products include fencing and landscape timbers, while metal products include dog kennels, a proprietary gate support system, perimeter fencing, and greenhouses. JCLC uses contract manufacturers to make the specialty metal products. Some of the products that JCLC distributes flow through the Company's distribution center located in North Plains, Oregon, and some are shipped direct to the customer from the manufacturer. Primary customers are home centers and other large retailers.

The seed processing and sales segment reflects the business of Jewett-Cameron Seed Company (JCSC), a wholly owned subsidiary of JCLC. JCSC processes and distributes agricultural seed. Most of this segment's sales come from selling seed to distributors with a lesser amount of sales derived from cleaning seed.

The industrial tools segment reflects the business of MSI-PRO (MSI), a wholly owned subsidiary of JCLC. MSI imports and distributes products including pneumatic air tools, industrial clamps, and saw blades; that are primarily sold to retailers that in turn sell to contractors and end users. Some of these products carry the Avenger Products brand label.

RESULTS OF OPERATIONS

Three Months Ended November 30, 2011 and November 30, 2010

For the three months ended November 30, 2011, sales increased \$1,155,559 to \$7,240,610 from \$6,085,051 for the three months ended November 30, 2010. The increase is due to higher sales in the lawn and garden and seed segments.

Sales at Greenwood were \$1,487,774 for the three months ended November 30, 2011 compared to sales of \$1,835,698 for the three months ended November 30, 2010, which was a decrease of \$347,924, or 19%. Sales to boat manufacturers represented approximately 15% of Greenwood's total sales for the year ended August 31, 2011, and demand from these kinds of customers has been severely affected by weak economic conditions. Boat manufacturers continue to work down excess inventory accumulated over the past several years, and until such point, we do not foresee an industry recovery. We continue to develop a readiness to participate when the market rebounds. In the meantime, we have been searching for alternative uses for our industrial wood products and developing new customer relationships. Operating loss before taxes at Greenwood was (\$83,586) compared to (\$151,027) for the three months ended November 30, 2010. The smaller operating loss reflects management's operating expense control at Greenwood, but the current depressed economic conditions continues to be a challenge for this segment.

Sales at JCLC were \$3,574,366 for the three months ended November 30, 2011 compared to sales of \$2,898,006 for the three months ended November 30, 2010, which was an increase of \$676,360, or 23%. Operating income was \$172,228, which is a decrease of \$22,069 compared to income before one-time charges of \$194,297 for the quarter ended November 30, 2010. Although sales in the segment increased by 23%, the lower operating income was due to a less favorable sales mix of products, with much of the increase in sales coming from lower-margin wood products while higher margin metal product sales were flat with the prior periods. Overall, the operating results of JCLC are seasonal with the first two quarters of the fiscal year being much slower than the final two quarters of the fiscal year.

Sales at JCSC were \$1,687,111 for the three months ended November 30, 2011 compared to sales of \$915,928 for the three months ended November 30, 2010. This represents an increase of \$771,183, or 84%. In the current quarter, JCSC operating income was \$108,218 compared to operating income of \$41,946 in the first quarter of fiscal 2011. Higher cereal and livestock feed prices have caused a shift by some growers from grass seed to grains, which have begun to have a positive effect on surpluses and wholesale prices. However, demand remains relatively weak, primarily from the new home construction and golf course industry in North America.

Sales at MSI were \$491,359 for the three months ended November 30, 2011, which was an increase of \$55,940, or 13%, from sales of \$435,419 for the three months ended November 30, 2010. Operating loss in the segment was \$6,681 compared to income of \$22,390 recorded in the comparative quarter in the prior fiscal year.

Gross margin for the three month period ended November 30, 2011 was 20.2% compared to 23.7% for the three months ended November 30, 2010. The lower margin in the current quarter was due to higher material and transportation costs, as well as a less favorable product sales mix as lower margin lumber sales were a higher percentage of total sales in the current period.

The Company's income tax expense in the current period was \$82,699. During the period ended November 30, 2010, the Company received an adverse decision in its legal proceedings Greenwood Products, Inc. et al v. Greenwood Forest Products, Inc. et al. A litigation reserve of \$1,354,125 was taken in the quarter while the Company appeals the decision to the Oregon Supreme Court. Based on this reserve, the Company's income tax expense for the three month period ended November 30, 2010 was a recovery of \$423,623.

Net income for the quarter ended November 30, 2011 was \$64,033, or \$0.03 per basic and diluted share. The net loss of the period ended November 30, 2010 was affected by the litigation reserve and was \$846,335, or (\$0.37) per basic and diluted share.

LIQUIDITY AND CAPITAL RESOURCES

As of November 30, 2011, the Company had working capital of \$14,624,648 compared to working capital of \$14,970,148 as of August 31, 2011. This represents a decrease of \$345,500, which was largely due to the repurchase and cancellation of 50,000 common shares at a cost of \$454,120. Cash and cash equivalents declined by \$1,387,627 primarily due to the purchase of additional inventory and the redemption of common stock, offset by the decrease in accounts receivable. Accounts receivable declined by \$1,044,596, inventory increased by \$2,677,341, and prepaid income taxes declined by \$81,947. Accounts payable increased \$807,567 due to the seasonal increase in inventory, and accrued liabilities declined by \$314,617. Litigation reserve increased by \$16,204 as additional interest was added to the reserve.

As of November 30, 2011, accounts receivable and inventory represented 62% of current assets and 55% of total assets. For the three months ended November 30, 2011, the accounts receivable collection period, or DSO, was 36 compared to 26 for the three months ended November 30, 2010. Inventory turnover for the three months ended November 30, 2011 was 113 days compared with 128 days in the three months ended November 30, 2010.

External sources of liquidity include a line of credit from U.S. Bank of \$5,000,000 of which \$300,000 is presently dedicated to standby letters of credit to support international transactions. At November 30, 2011, the Company had no borrowing balance leaving \$4,700,000 available. Borrowing under the line of credit is secured by an assignment of accounts receivable and inventory. The interest rate is calculated solely on the one month LIBOR rate plus 200 basis points. As of November 30, 2011 the one month LIBOR rate plus 200 basis points was 2.27% (0.27% + 2.00%). The line of credit has certain financial covenants. The Company is in compliance with these covenants.

The Company has been utilizing its cash position by repurchasing common shares under 10b5-1 plans in order to increase shareholder value. During the first quarter of fiscal 2012 ended November 30, 2011, the Company repurchased 50,000 common shares at a total cost was \$454,120, which represents an average price of \$9.08 per share. During fiscal 2011, the Company repurchased and cancelled 403,480 common shares at a total cost of \$3,460,145, which represents an average price of \$8.58 per share.

On January 17, 2012, the Board of Directors authorized the implementation of a new share repurchase plan for purchase and cancellation of up to 300,000 common shares. This amount represents approximately 16% of the common shares outstanding. The share repurchase Plan will be effected in accordance with Rule 10b-18 under the U.S. Securities Exchange Act of 1934, which contains restrictions on the number of shares that may be purchased on a single day, subject to certain exceptions for block purchases, based on the average daily trading volumes ("ADTV") of Jewett-Cameron's shares on NASDAQ. Purchases shall be limited to one "Block" purchase per week in lieu of the 25% of ADTV limitation for compliance with Rule 10b-18(b)(4). A "block" as defined under Rule 10b-18(a)(5) means a quantity of stock that, among other things, is at least 5,000 shares and has a purchase price of at least US\$50,000. Transactions may involve the Company's Employee Stock Ownership Plan, and may also involve insiders or their affiliates executed in compliance with Jewett-Cameron's Insider Trading Policy. The repurchase plan may commence on January 23, 2012 and will remain in place until May 18, 2012 but may be limited or terminated at any time without prior notice.

Business Risks

This quarterly report includes "forward-looking statements" as that term is defined in Section 21E of the Securities Exchange Act of 1934. Forward-looking statements can be identified by the use of forward-looking terminology such as "believes," "expects," "may," "will," "should," "seeks," "approximately," "intends," "plans," "estimates," "anticipates," or "hopeful," or the negative of those terms or other comparable terminology, or by discussions of strategy, plans or intentions. For example, this section contains numerous forward-looking statements. All forward-looking statements in this report are made based on management's current expectations and estimates, which involve risks and uncertainties, including those described in the following paragraphs.

Risks Related to Our Common Stock

We may decide to acquire assets or enter into business combinations, which could be paid for, either wholly or partially with our common stock and if we decide to do this our current shareholders would experience dilution in their percentage of ownership.

Our Articles of Incorporation give our Board of Directors the right to enter into any contract without the approval of our shareholders. Therefore, our management could decide to make an investment (buy shares, loan money, etc.) without shareholder approval. If we acquire an asset or enter into a business combination, this could include exchanging a large amount of our common stock, which could dilute the ownership interest of present stockholders.

Future stock distributions could be structured in such a way as to be 1) diluting to our current shareholders or 2) could cause a change in control to new investors.

If we raise additional funds by selling more of our stock, the new stock may have rights, preferences or privileges senior to those of the rights of our existing stock. If common stock is issued in return for additional funds, the price per share could be lower than that paid by our current stockholders. The result of this would be a lessening of each present stockholder's relative percentage interest in our company.

Our shareholders could experience significant dilution if we issue our authorized 10,000,000 preferred shares.

The Company's common shares currently trade within the NASDAQ Capital Market in the United States and on the TSX Exchange in Toronto, Ontario, Canada. On NASDAQ the average daily trading volume for the three month period ended November 30, 2011 was approximately 1,351 shares. Trading volume on the TSX Exchange was significantly less than on NASDAQ. With this limited trading volume, investors could find it difficult to purchase or sell the Company's common stock.

Risks Related to Our Business

We could experience a decrease in the demand for our products resulting in lower sales volumes, which would give us less capital with which to operate.

In the past we have at times experienced decreasing products sales with certain customers. The reasons for this can be generally attributed to factors such as competition, wood products prices, and interest rates. If economic conditions deteriorate or if consumer preferences change, we could experience a significant decrease in profitability.

If our top customers were lost and could not be replaced.

For the three months ended November 30, 2011, our top ten customers represented 46% of our total sales. We would experience a significant decrease in sales and profitability and would have to cut back our operations, if these customers were lost and could not be replaced. Our top ten customers are in the U.S. and are primarily in the home improvement, marine, and agricultural industries.

We could experience delays in the delivery of our products to our customers causing us to lose business.

We purchase our products from other vendors and a delay in shipment from these vendors to us could cause significant delays in our delivery to our customers. This could result in a decrease in sales orders to us and we would experience a loss in profitability.

We could lose our credit agreement and could result in our not being able to pay our creditors.

We have a line of credit with U.S. Bank in the amount of \$5 million of which there is no borrowing balance. We are currently in compliance with the requirements of our existing line of credit. If we lost this credit it could become impossible to pay some of our creditors on a timely basis.

If we fail to maintain an effective system of internal controls, we may not be able to detect fraud or report our financial results accurately, which could harm our business and we could be subject to regulatory scrutiny.

We have completed a management assessment of internal controls as prescribed by Section 404 of the Sarbanes-Oxley Act. Based on this process we did not identify any material weaknesses. Although we believe our internal controls are operating effectively, we cannot guarantee that in the future we will not identify any material weaknesses in connection with this ongoing process.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Interest Rate Risk

The Company does not have any derivative financial instruments as of November 30, 2011. However, the Company is exposed to interest rate risk.

The Company's interest income and expense are most sensitive to changes in the general level of U.S. interest rates. In this regard, changes in U.S. interest rates affect the interest earned on the Company's cash equivalents as well as interest paid on debt.

The Company has a line of credit whose interest rate may fluctuate over time based on economic changes in the environment. The Company is subject to interest rate risk and could be subject to increased interest payments if market interest rates fluctuate. The Company does not expect any change in the interest rates to have a material adverse effect on the Company's results from operations.

Foreign Currency Risk

The Company operates primarily in the United States. However, a relatively small amount of business is conducted in currencies other than U.S. dollars. Also, to the extent that the Company uses contract manufacturers in China, currency exchange rates can influence the Company's purchasing costs.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

Management of the Company, including the Chief Executive Officer and the Chief Financial Officer, have evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report as defined in Rule 13a-15(e) or Rule 15d-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act"). Based on that evaluation, our Chief Executive Officer and our Chief Financial Officer have concluded that, as of the end of the period covered by this report, our disclosure controls and procedures are effective in ensuring that information required to be disclosed in our Exchange Act reports is (1) recorded, processed, summarized and reported in a timely manner, and (2) accumulated and communicated to our management, including our Chief Executive Officer and our Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

There were no changes in the Company's internal control over financial reporting that occurred during the Company's most recently completed fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Part II – OTHER INFORMATION

Item 1. Legal Proceedings

One of our subsidiaries was a plaintiff in a lawsuit filed in Portland, Oregon, entitled, Greenwood Products, Inc. et al v. Greenwood Forest Products, Inc. et al., Case No. 05-02553 (Multnomah County Circuit Court).

During fiscal 2002 the Company entered into a purchase agreement to acquire inventory over a 15 month period with an initial estimated value of \$7,000,000 from Greenwood Forest Products, Inc. During the year ended August 31, 2003, the Company completed the final phase of the inventory acquisition. As partial consideration for the purchase of the inventory the Company issued two promissory notes, based on its understanding of the value of the inventory purchased. The Company believes it overpaid the obligation by approximately \$820,000. The holder counterclaimed for approximately \$2,400,000.

Litigation was completed on March 5, 2007 with the court's general judgment and money award. The net effect was money judgment in favor of Greenwood Forest Products, Inc. for \$242,604 and an award of contested intellectual property rights to the Company. The Company accrued reserves to cover the money judgment related to this dispute. Both parties filed appeals for review of the court's opinion.

During the 1st quarter of Fiscal 2011, the Oregon Court of Appeals ruled that the judgment in favor of Jewett Cameron as plaintiffs should be reversed and the judgment in favor of defendants should stand. The judgment in favor of the Company was for \$819,000 plus attorneys fees. The judgment against plaintiffs is for \$1,187,137. The Company is appealing the decision to the Oregon Supreme Court. Arguments were heard on November 8, 2011, and a decision is forthcoming. In addition to the previously accrued litigation reserve of \$225,000, the Company recorded a litigation loss of \$962,137 and interest of \$440,778 in fiscal 2011 ended August 31, 2011 related to the judgment. In the first quarter of fiscal 2012 ended November 30, 2011, the Company recorded additional interest of \$16,204.

The Company does not know of any other material, active or pending legal proceedings against them; nor is the Company involved as a plaintiff in any other material proceeding or pending litigation. The Company knows of no other active or pending proceedings against anyone that might materially adversely affect an interest of the Company.

Item 2. Changes in Securities and Use of Proceeds

---No Disclosure Required---

Item 3. Defaults Upon Senior Securities

---No Disclosure Required---

Item 4. Submission of Matters to a Vote of Securities Holders

---No Disclosure Required---

Item 5. Other Information

---No Disclosure Required---

Item 6. Exhibits

- 31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act, Donald M. Boone
- 31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act, Murray G. Smith.
- 32.1 Certification of Chief Executive Officer pursuant to 18 U.S.C., 1350 (Section 906 of the Sarbanes-Oxley Act), Donald M. Boone
- 32.2 Certification of Chief Financial Officer pursuant to 18 U.S.C., 1350 (Section 906 of the Sarbanes-Oxley Act), Murray G. Smith

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.

Jewett-Cameron Trading Company Ltd.
(Registrant)

January 17, 2012

/s/ "Donald M. Boone"
Donald M. Boone, President/CEO/Director

January 17, 2012

/s/ "Murray G. Smith"
Murray G. Smith, Chief Financial Officer