

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, 2014**
- 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**

(State or Other Jurisdiction of Incorporation or Organization)

**NONE**

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

**32275 N.W. Hillcrest, North Plains, Oregon**

(Address Of Principal Executive Offices)

**97133**

(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

Non-accelerated filer

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 – 2,585,661 common shares as of January 14, 2015.

**Jewett-Cameron Trading Company Ltd.**

**Index to Form 10-Q**

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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, 2014**

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

	<b>November 30, 2014</b>	<b>August 31, 2014</b>
<b>ASSETS</b>		
<b>Current assets</b>		
Cash	\$ 1,984,977	\$ 4,327,540
Accounts receivable, net of allowance of \$Nil (August 31, 2014 - \$Nil)	2,720,614	2,442,928
Inventory, net of allowance of \$87,800 (August 31, 2014 - \$111,756) (note 3)	10,744,751	9,154,129
Note receivable	-	15,000
Prepaid expenses	569,976	762,533
Prepaid income taxes	341,176	546,347
Total current assets	16,361,494	17,248,477
<b>Property, plant and equipment, net</b> (note 4)	2,097,760	2,147,387
<b>Intangible assets, net</b> (note 5)	277,780	295,956
<b>Total assets</b>	<b>\$ 18,737,034</b>	<b>\$ 19,691,820</b>

- 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)

	<b>November 30, 2014</b>	<b>August 31, 2014</b>
Continued		
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>Current liabilities</b>		
Accounts payable	\$ 377,496	\$ 240,825
Litigation reserve (note 13(a))	110,726	117,387
Accrued liabilities	950,107	1,073,930
Total current liabilities	1,438,329	1,432,142
<b>Deferred tax liability</b> (note 6)	64,689	60,972
<b>Total liabilities</b>	1,503,018	1,493,114
<b>Contingent liabilities and commitments</b> (note 13)		
<b>Stockholders' equity</b>		
Capital stock (note 8)		
Authorized		
21,567,564 common shares, without par value		
10,000,000 preferred shares, without par value		
Issued		
2,585,661 common shares (August 31, 2014 – 2,704,630)	1,220,064	1,276,201
Additional paid-in capital	600,804	600,804
Retained earnings	15,413,148	16,321,701
Total stockholders' equity	17,234,016	18,198,706
<b>Total liabilities and stockholders' equity</b>	<b>\$ 18,737,034</b>	<b>\$ 19,691,820</b>

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

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

	<b>Three Months Ended</b>	
	<b>November 30,</b>	
	<b>2014</b>	<b>2013</b>
<b>SALES</b>	\$ 7,982,617	\$ 8,006,281
<b>COST OF SALES</b>	6,112,594	6,156,502
<b>GROSS PROFIT</b>	1,870,023	1,849,779
<b>OPERATING EXPENSES</b>		
Selling, general and administrative expenses	461,448	391,886
Depreciation and amortization	69,083	70,019
Wages and employee benefits	809,593	843,950
	1,340,124	1,305,855
Income from operations	529,899	543,924
<b>OTHER ITEMS</b>		
Interest and other income	6,895	6,661
Gain on sale of equipment	-	4,109
	6,895	10,770
Income before income taxes	536,794	554,694
Income tax expense	(209,007)	(222,115)
<b>Net income</b>	\$ 327,787	\$ 332,579
<b>Basic earnings per common share</b>	\$ 0.12	\$ 0.11
<b>Diluted earnings per common share</b>	\$ 0.12	\$ 0.11
<b>Weighted average number of common shares outstanding:</b>		
Basic	2,688,942	3,134,936
Diluted	2,688,942	3,134,936

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)

<b>Capital Stock</b>					
	Number of Shares	Amount	Additional paid-in capital	Retained earnings	Total
<b>August 31, 2012</b>	3,135,942	\$ 1,479,721	\$ 600,804	\$ 15,392,665	\$ 17,473,190
Shares repurchased and cancelled (note 9)	(1,006)	(475)	-	(6,713)	(7,188)
Net income	-	-	-	3,132,019	3,132,019
<b>August 31, 2013</b>	3,134,936	1,479,246	600,804	18,517,971	20,598,021
Shares repurchased and cancelled (note 9)	(430,306)	(203,045)	-	(4,054,723)	(4,257,768)
Net income	-	-	-	1,858,453	1,858,453
<b>August 31, 2014</b>	2,704,630	1,276,201	600,804	16,321,701	18,198,706
Shares repurchased and cancelled (note 9)	(118,969)	(56,137)	-	(1,236,340)	(1,292,477)
Net income	-	-	-	327,787	327,787
<b>November 30, 2014</b>	2,585,661	\$ 1,220,064	\$ 600,804	\$ 15,413,148	\$ 17,234,016

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)

	<b>Three Month Periods</b>	
	<b>Ended November 30,</b>	
	<b>2014</b>	<b>2013</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net income	\$ 327,787	\$ 332,579
Items not involving an outlay of cash:		
Depreciation and amortization	69,083	70,019
Gain on sale of equipment	-	(4,109)
Deferred income taxes	3,717	(4,564)
Interest income on litigation	(6,661)	(6,661)
Changes in non-cash working capital items:		
(Increase) decrease in accounts receivable	(277,686)	1,107,043
(Increase) decrease in inventory	(1,590,622)	146,240
Decrease in note receivable	15,000	15,000
Decrease in prepaid income taxes	205,171	226,679
(Increase) decrease in prepaid expenses	192,557	(295,563)
Increase (decrease) in accounts payable and accrued liabilities	12,848	(1,745,918)
Net cash used by operating activities	(1,048,806)	(159,255)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of property, plant and equipment	(1,280)	(57,918)
Proceeds from sale of equipment	-	4,800
Net cash used in investing activities	(1,280)	(53,118)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Redemption of common stock	(1,292,477)	-
Net cash used in financing activities	(1,292,477)	-
<b>Net decrease in cash</b>	(2,342,563)	(212,373)
<b>Cash, beginning of period</b>	4,327,540	8,308,445
<b>Cash, end of period</b>	\$ 1,984,977	\$ 8,096,072

**Supplemental disclosure with respect to cash flows (note 16)**

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, 2014  
(Unaudited)

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**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. Effective September 1, 2013, the Company reorganized certain of its subsidiaries. JCLC’s name was changed to JC USA Inc. (“JC USA”), and a new subsidiary, Jewett-Cameron Company (“JCC”), was incorporated.

JC USA has the following wholly owned subsidiaries: MSI-PRO Co. (“MSI”), incorporated April 1996, Jewett-Cameron Seed Company, (“JCSC”), incorporated October 2000, Greenwood Products, Inc. (“Greenwood”), incorporated February 2002, and Jewett-Cameron Company, incorporated September 2013. 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. JCC’s business consists of the manufacturing and distribution of specialty metal products and wholesale distribution of wood 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. JC USA provides professional and administrative services, including accounting and credit services, to its subsidiary companies.

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, 2014 and August 31, 2014 and its results of operations and cash flows for the three month periods ended November 30, 2014 and November 30, 2013 in accordance with U.S. GAAP. Operating results for the three month period ended November 30, 2014 are not necessarily indicative of the results that may be experienced for the fiscal year ending August 31, 2015.

**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, JC USA, JCC, 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.

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

**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.

**Cash and cash equivalents**

The Company considers all highly liquid instruments with maturity of three months or less at the time of issuance to be cash equivalents. At November 30, 2014, cash was \$1,984,977 compared to \$4,327,540 at August 31, 2014. At November 30, 2014 and August 31, 2014, there were no cash equivalents.

**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	3-7 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 39 months and 51 months, respectively, and are reviewed annually for impairment.

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

**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.

**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.

The Company does not have non-monetary or monetary assets and liabilities that are in a currency other than the U.S. dollar. Any statement of operations 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, 2014 and November 30, 2013 are as follows:

	2014	2013
Net income	\$ 327,787	\$ 332,579
Basic weighted average number of common shares outstanding	2,688,942	3,134,936
Effect of dilutive securities Stock options	-	-
Diluted weighted average number of common shares outstanding	2,688,942	3,134,936

**JEWETT-CAMERON TRADING COMPANY LTD.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
(Expressed in U.S. Dollars)  
November 30, 2014  
(Unaudited)

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

**Comprehensive income**

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

**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, 2014, and there were no options outstanding on November 30, 2014.

**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* - 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, 2014 and August 31, 2014 follows:

	<b>November 30, 2014</b>		<b>August 31, 2014</b>	
	<b>Carrying Amount</b>	<b>Fair Value</b>	<b>Carrying Amount</b>	<b>Fair Value</b>
Cash	\$1,984,977	\$1,984,977	\$4,327,540	\$4,327,540
Accounts receivable, net of allowance	2,720,614	2,720,614	2,442,928	2,442,928
Note receivable	-	-	15,000	15,000
Accounts payable and accrued liabilities	1,327,603	1,327,603	1,314,755	1,314,755

**JEWETT-CAMERON TRADING COMPANY LTD.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
(Expressed in U.S. Dollars)  
November 30, 2014  
(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, 2014, 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,</u> <u>2014</u>	<u>Quoted Prices</u> <u>in Active</u> <u>Markets</u> <u>(Level 1)</u>	<u>Significant</u> <u>Other</u> <u>Observable</u> <u>Inputs</u> <u>(Level 2)</u>	<u>Significant</u> <u>Unobservable</u> <u>Inputs</u> <u>(Level 3)</u>
<b>Assets:</b>				
Cash	\$ 1,984,977	\$ 1,984,977	\$ —	\$ —

The fair values of cash 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, 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, products sold and collection of the amounts is reasonably assured.

**Reclassifications**

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

**JEWETT-CAMERON TRADING COMPANY LTD.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
(Expressed in U.S. Dollars)  
November 30, 2014  
(Unaudited)

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

**Recent Accounting Pronouncements**

Management has reviewed the new accounting guidance and determined that there is not a material impact on our financial statements.

**3. INVENTORY**

A summary of inventory is as follows:

	<b>November 30, 2014</b>	<b>August 31, 2014</b>
Wood products and metal products	\$ 9,943,118	\$ 8,219,574
Industrial tools	574,503	665,563
Agricultural seed products	227,130	268,992
	<u>\$ 10,744,751</u>	<u>\$ 9,154,129</u>

**4. PROPERTY, PLANT AND EQUIPMENT**

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

	<b>November 30, 2014</b>	<b>August 31, 2014</b>
Office equipment	\$ 563,703	\$ 562,423
Warehouse equipment	1,482,278	1,482,278
Buildings	2,688,616	2,688,616
Land	761,924	761,924
	<u>5,496,521</u>	<u>5,495,241</u>
Accumulated depreciation	<u>(3,398,761)</u>	<u>(3,347,854)</u>
Net book value	<u>\$ 2,097,760</u>	<u>\$ 2,147,387</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.

**JEWETT-CAMERON TRADING COMPANY LTD.**  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
(Expressed in U.S. Dollars)  
November 30, 2014  
(Unaudited)

**5. INTANGIBLE ASSETS**

A summary of intangible assets is as follows:

	<b>November 30, 2014</b>	<b>August 31, 2014</b>
Patent	\$ 850,000	\$ 850,000
Other	43,655	43,655
	893,655	893,655
Accumulated amortization	(615,875)	(597,699)
Net book value	\$ 277,780	\$ 295,956

**6. DEFERRED INCOME TAXES**

Deferred income tax liability as of November 30, 2014 of \$64,689 (August 31, 2014 – \$60,972) 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 \$1,000,000 line of credit as of November 30, 2014 or August 31, 2014.

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 175 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.

**Common Stock Split**

The Company declared a two for one stock split of its common stock with a record date at the close of business on April 25, 2013. Shareholders received one additional common share for each common share held as of the record date. The stock split was effective as of May 2, 2013. Share and per share data have been retroactively adjusted to reflect the effects of the stock split.

**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 additional paid-in-capital in excess of stated value.

During the 1<sup>st</sup> quarter of fiscal 2015 ended November 30, 2014, the Company repurchased and cancelled a total of 118,969 common shares under a 10b5-1 share repurchase plan. The total cost was \$1,292,477 at an average price of \$10.86 per share. The premium paid to acquire these shares over their per share book value in the amount of \$1,236,340 was recorded as a decrease to retained earnings.

During the 4<sup>th</sup> quarter of fiscal 2014 ended August 31, 2014, the Company repurchased and cancelled a total of 45,048 common shares under a 10b5-1 share repurchase plan. The total cost was \$454,050 at an average price of \$10.08 per share. The premium paid to acquire these shares over their per share book value in the amount of \$432,794 was recorded as a decrease to retained earnings.

During the 3<sup>rd</sup> quarter of fiscal 2014 ended May 31, 2014, the Company repurchased and cancelled a total of 327,078 common shares under a 10b5-1 share repurchase plan. The total cost was \$3,234,699 at an average price of \$9.89 per share. The premium paid to acquire these shares over their per share book value in the amount of \$3,080,365 was recorded as a decrease to retained earnings.

During the 2<sup>nd</sup> quarter of fiscal 2014 ended February 28, 2014, the Company repurchased and cancelled a total of 58,180 common shares under a 10b5-1 share repurchase plan. The total cost was \$569,019 at an average price of \$9.78 per share. The premium paid to acquire these shares over their per share book value in the amount of \$541,564 was recorded as a decrease to retained earnings.

**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 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 November 30, 2014 and August 31, 2014.



**11. EMPLOYEE STOCK OWNERSHIP PLAN (“ESOP”)**

The Company formerly sponsored an ESOP that covered all U.S. employees who were employed by the Company on August 31 of each year and who had at least one thousand hours with the Company in the twelve months preceding that date. The ESOP formerly held common shares of the Company and granted to participants in the plan certain ownership rights in, but not possession of, or voting control of, any common stock of the Company held by the Trustee of the Plan. Shares of common stock were allocated annually to participants in the ESOP pursuant to a prescribed formula. The Company recorded compensation expense based on the market price of the Company's shares when they were allocated. Any dividends on allocated ESOP shares were recorded as a reduction of retained earnings. Beginning in fiscal 2010, the ESOP began its investment in diversified mutual funds. During fiscal 2011 and 2012, all of the Company's shares held by the ESOP were sold, with the majority repurchased by the Company and cancelled under the 10b5-1 share repurchase plans. Effective June 30, 2012, the ESOP was terminated, subject to the approval of the Internal Revenue Service. No further contributions were made to the ESOP. On October 18, 2013, the Internal Revenue Service issued a favorable determination letter for the termination of the ESOP, and the Plan has distributed the remaining assets to participants.

ESOP compensation expense was \$Nil and \$Nil for the fiscal years ended August 31, 2014 and 2013, respectively. No shares were owned by the ESOP at August 31, 2014 or 2013.

**12. PENSION AND PROFIT-SHARING PLANS**

The Company has a deferred compensation 401(k) plan for all employees with at least 12 months of service pending a semi-annual enrolment time. The plan allows for a non-elective discretionary contribution based on the first \$60,000 of eligible compensation. For the quarters ended November 30, 2014 and 2013 the 401(k) compensation expense was \$33,778 and \$47,754, respectively.

**13. 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 the defendants should stand. The judgment in favor of the Company was for \$819,000 plus attorneys fees. The judgment against the plaintiffs is for \$1,187,137. The Company appealed the decision to the Oregon Supreme Court. 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 was accrued.

In February 2012, the Company received the decision from the Oregon Supreme Court which was favorable to Jewett Cameron as plaintiff. As a result, the Company has reversed \$1,459,832 of the litigation reserve and accrued interest during the 2nd quarter of fiscal 2012 ended February 29, 2012. The reversal was treated as a one-time gain during the quarter.

In July 2014, upon remand from the Oregon Supreme Court, the Oregon Court of Appeals has concluded that Greenwood Forest Products, Inc. as defendants are entitled to a new trial, and, as a consequence, 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 attorney's fees. The judgment against plaintiffs was for \$1,187,137. On August 7, 2014, the Company filed a petition with the Oregon Supreme Court for a review of the Oregon Court of Appeals notice. The petition requests the Oregon Supreme Court review the most recent ruling by the Oregon Court of Appeals, reverse the decision, and affirm the original judgment of the trial court. In December 2014, the Company received notice that the Oregon Supreme Court has accepted the case for review. As of the date of this filing, the potential exposure to the Company of this new ruling is \$1.8 million.

During the year ended August 31, 2014, the Company recorded \$26,716 of interest income due to the favorable difference in interest rates between the judgments. During the period ended November 30, 2014, the Company recorded \$6,661 of interest income.

**JEWETT-CAMERON TRADING COMPANY LTD.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
(Expressed in U.S. Dollars)  
November 30, 2014  
(Unaudited)

**13. CONTINGENT LIABILITIES AND COMMITMENTS (cont'd...)**

A summary of the litigation reserve is as follows:

	November 30, 2014	August 31, 2014
Litigation loss	\$ -	\$ -
Litigation reserve	117,387	144,103
Interest expense	-	-
Interest income	(6,661)	(26,716)
<b>Total</b>	<b>\$ 110,726</b>	<b>\$ 117,387</b>

- b) At November 30, 2014 and August 31, 2014 the Company had an un-utilized line-of-credit of \$1,000,000 (note 7). The line-of-credit has certain financial covenants. The Company is in compliance with these covenants.

**14. 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.

Effective September 1, 2013, the Company reorganized certain of its subsidiaries. The majority of fixed and intangible assets, and certain Corporate and administrative functions which were formerly contained within the "Lawn, garden, pet and other" reporting segment are now classified as "Corporate and administrative."

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

	<b>2014</b>	<b>2013</b>
<b>Sales to unaffiliated customers:</b>		
Industrial wood products	\$ 992,682	\$ 1,457,246
Lawn, garden, pet and other	5,888,909	5,443,943
Seed processing and sales	704,894	740,742
Industrial tools and clamps	396,132	364,350
	<b>\$ 7,982,617</b>	<b>\$ 8,006,281</b>
<b>Income (loss) before income taxes:</b>		
Industrial wood products	\$ 18,067	\$ (11,424)
Lawn, garden, pet and other	164,755	258,917
Seed processing and sales	89,245	73,648
Industrial tools and clamps	38,618	37,264
Corporate and administrative	226,109	196,289
	<b>\$ 536,794</b>	<b>\$ 554,694</b>

**JEWETT-CAMERON TRADING COMPANY LTD.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
(Expressed in U.S. Dollars)  
November 30, 2014  
(Unaudited)

**14. SEGMENT INFORMATION (cont'd...)**

	<u>2014</u>	<u>2013</u>
<b>Identifiable assets:</b>		
Industrial wood products	\$ 1,240,106	\$ 1,440,281
Lawn, garden, pet and other	11,591,435	8,929,943
Seed processing and sales	375,076	196,819
Industrial tools and clamps	686,540	616,992
Corporate and administrative	4,843,877	11,049,258
	<u>\$ 18,737,034</u>	<u>\$ 22,233,293</u>
<b>Depreciation and amortization:</b>		
Industrial wood products	\$ 245	\$ 245
Lawn, garden, pet and other	12,957	10,101
Seed processing and sales	2,736	3,450
Industrial tools and clamps	700	1,904
Corporate and administrative	52,445	54,319
	<u>\$ 69,083</u>	<u>\$ 70,019</u>
<b>Capital expenditures:</b>		
Industrial wood products	\$ -	\$ -
Lawn, garden, pet and other	-	-
Seed processing and sales	-	-
Industrial tools and clamps	-	-
Corporate and administrative	1,280	57,918
	<u>\$ 1,280</u>	<u>\$ 57,918</u>
<b>Interest expense:</b>		
Lawn, garden, pet and other	\$ -	\$ -

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>2014</u>	<u>2013</u>
Sales	\$ 3,651,188	\$ 3,314,699

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 quarter ended November 30:

	<u>2014</u>	<u>2013</u>
United States	\$ 7,608,352	\$ 7,399,773
Canada	308,453	137,935
Mexico/Latin America	65,812	379,032
Europe	-	89,541

All of the Company's significant identifiable assets were located in the United States as of November 30, 2014 and 2013.

**15. CONCENTRATIONS**

*Credit risk*

Financial instruments that potentially subject the Company to concentrations of credit risk consist primarily of cash and accounts receivable. The Company places its cash 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, 2014, two customers accounted for accounts receivable greater than 10% of total accounts receivable at 55%. At November 30, 2013, two customers accounted for accounts receivable greater than 10% of total accounts receivable at 38%. 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, 2014, there were three suppliers that each accounted for greater than 10% of total purchases, and the aggregate purchases amounted to \$5,465,620. For the three months ended November 30, 2013, there were three suppliers that each accounted for greater than 10% of total purchases, and the aggregate purchases amounted to \$2,605,730.

**16. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS**

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

	<u>2014</u>	<u>2013</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, 2014 and August 31, 2014 and its results of operations and cash flows for the three month period ended November 30, 2014 and November 30, 2013 in accordance with U.S. GAAP. Operating results for the three month period ended November 30, 2014 are not necessarily indicative of the results that may be experienced for the fiscal year ending August 31, 2015.

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

Effective September 1, 2013, the Company reorganized certain of its subsidiaries. Jewett-Cameron Lumber Corporation (JCLC) was changed to JC USA Inc. (JC USA), which has the following four wholly-owned subsidiaries.

The industrial wood products segment reflects the business conducted by Greenwood Products, Inc. (Greenwood), Greenwood is a processor and distributor of industrial wood 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 the newly incorporated Jewett-Cameron Company (JCC), which is a manufacturer and distributor of specialty metal products and a wholesaler of wood products formerly conducted by JCLC. Wood products include fencing and landscape timbers, while metal products include dog kennels, proprietary gate support systems, perimeter fencing, and greenhouses. JCC uses contract manufacturers to make the specialty metal products. Some of the products that JCC 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 retailers.

The seed processing and sales segment reflects the business of Jewett-Cameron Seed Company (JCSC). 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). 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.

### **RESULTS OF OPERATIONS**

#### **Three Months Ended November 30, 2014 and November 30, 2013**

For the three months ended November 30, 2014, sales decreased \$23,664 to \$7,982,617 from \$8,006,281 for the three months ended November 30, 2013.

Sales at Greenwood were \$992,682 for the three months ended November 30, 2014 compared to sales of \$1,457,246 for the three months ended November 30, 2013, which was a decrease of \$464,564, or 32%. Demand for Greenwood's products remained weak, as sales to boat manufactures continue to be severely affected by the downturn in the economy. Boat manufacturers continue to work down excess inventory accumulated over several years. In February 2014, the Company sold its excess inventory related to the marine industry in an arm's length transaction. The Company does not anticipate a significant marine industry recovery in the near future. Nevertheless, the Company will maintain a readiness to participate in the marine segment when, and if, the market rebounds. Greenwood is continuing to develop new customer relationships and establish additional uses for its products. For the quarter, Greenwood had operating income of \$18,068 compared to an operating loss of (\$11,424) in the three months ended November 30, 2013.

Sales at JCC were \$5,888,909 for the three months ended November 30, 2014 compared to sales of \$5,443,943 for the three months ended November 30, 2013, which was an increase of \$444,966, or 8%. The increase in sales was primarily due to the Company's efforts to obtain new business, including expanding its customer base through the addition of small and mid-sized customers. Operating income for JCC was \$394,175 (excluding intercompany interest expense of \$229,420) for the three months ended November 30, 2014, which was a decrease of \$60,751 from the operating income of \$454,926 (excluding intercompany interest expense of \$196,009) for the three months ended November 30, 2013. Overall market competitiveness has increased and raw material prices remain high, which have resulted in lower margins. Overall, the operating results of JCC 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 \$704,894 for the three months ended November 30, 2014, compared to sales of \$740,742 for the three months ended November 30, 2013. This represents a decrease of \$35,848, or 5%, primarily due to increased competition in product seed sales.

Sales at MSI were \$396,132 for the three months ended November 30, 2014 compared to sales of \$364,350 for the three months ended November 30, 2013, which was an increase of \$31,782, or 9%. The Company has consolidated its product offerings and has wound down the sales of certain of its lower margin products. Late in fiscal 2014, management decided to further narrow the Company's product offerings, focusing on key specialty products with higher inventory turnover. Operating income for the quarter was \$46,395 compared to operating income of \$43,415 for the comparative quarter in the prior year, which is in line with the higher level of sales for the quarter.

Gross margin for the three month period ended November 30, 2014 was 23.4% compared to 23.1% for the three months ended November 30, 2013. The rise in gross margins in the current quarter was due to a favorable sales mix of higher margin metal products. However, higher raw material costs are restraining our overall margins.

The Company's income tax expense in the current period was \$209,007 compared to \$222,115 for the three months ended November 30, 2013. Net income for the three months ended November 30, 2014 was \$327,787, or \$0.12 per basic and diluted share, compared to net income of \$332,579, or \$0.11 per basic and diluted share, for the three months ended November 30, 2013. The net income per share was higher due to the lower weighted average number of common shares outstanding as a result of the Company's share repurchases.

## **LIQUIDITY AND CAPITAL RESOURCES**

As of November 30, 2014, the Company had working capital of \$14,923,165 compared to working capital of \$15,816,335 as of August 31, 2014, a decrease of \$893,170. The decrease was largely due to the Company's repurchase of common shares. Cash declined to \$1,984,977, a decrease of \$2,342,563, as the Company expended cash on the repurchase of shares and for the purchase of inventory. Accounts receivable rose to \$2,720,614 from \$2,442,928 due to the seasonal cycle of sales to customers and the related timing of cash receipts. Inventory increased by \$1,590,622 and prepaid expenses, which are largely related to down payments for future inventory purchases, decreased by \$192,557. Note receivable declined by \$15,000 as the remaining balance of the note was repaid during the quarter. Accounts payable increased by \$136,671 due to the seasonal cycle of payments to inventory suppliers. Accrued liabilities declined by \$123,823. Litigation reserve declined by \$6,661 as differences in interest rates resulted in a reduction in the amount reserved.

As of November 30, 2014, accounts receivable and inventory represented 82% of current assets and 72% of total assets. For the three months ended November 30, 2014, the accounts receivable collection period, or DSO, was 31 days compared to 25 days for the three months ended November 30, 2013. Inventory turnover to the three months ended November 30, 2014 was 148 days compared to 125 days for the three months ended November 30, 2013.

External sources of liquidity include a line of credit from U.S. Bank of \$1,000,000. Previously the line of credit was \$5,000,000, but in March 2014, the Company voluntarily elected to reduce the line of credit borrowing limit to \$1,000,000. As of November 30, 2014, the Company had no borrowing balance leaving the entire amount 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 175 basis points. As of November 30, 2014 the one month LIBOR rate plus 175 basis points was 1.90% (0.15% + 1.75%). 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 formal repurchase plans in order to increase shareholder value. On May 29, 2013, the Company announced the Board of Directors had authorized a new Rule 10b5-1 share repurchase plan to purchase for cancellation up to 400,000 common shares through the facilities of NASDAQ. This share repurchase plan commenced on June 3, 2013 and terminated on August 16, 2013. During the fiscal year ended August 31, 2013, a total of 192 common shares were repurchased under this plan. The total cost of the shares acquired was \$2,304 at an average price of \$12.00 per share.

On January 13, 2014, the Company announced the Board of Directors had authorized a Rule 10b5-1 share repurchase plan to purchase for cancellation up to 313,493 common shares through the facilities of NASDAQ. Transactions may involve Company insiders or their affiliates executed in compliance with the Company's Insider Trading Policy. The share repurchase plan was 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 the Company'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. The share repurchase plan commenced on January 20, 2014 and terminated on March 24, 2014. A total of 313,493 common shares were repurchased under this plan. The total cost of the shares acquired was \$3,055,591 at an average price of \$9.75 per share.

On April 9, 2014, the Company announced the Board of Directors had authorized a share repurchase plan to purchase for cancellation up to 300,000 common shares through the facilities of NASDAQ under similar terms as the January 13, 2014 repurchase plan. This share repurchase plan commenced on April 14, 2014 and terminated on November 14, 2014. Under the Plan, the Company repurchased a total of 235,782 common shares at a cost of \$2,494,654 which is an average price of \$10.58 per share.

## **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. The common shares also formerly traded on the Toronto Stock Exchange ("TSX") in Canada until the Company voluntarily delisted from the TSX on October 11, 2012. The average daily trading volume of our common stock on NASDAQ was 4,087 shares for the three months ended November 30, 2014. With this limited trading volume, investors could find it difficult to purchase or sell our common stock.

### **Risks Related to Our Business**

*We could experience a decrease in the demand for our products resulting in lower sales volumes.*

In the past we have at times experienced decreasing products sales with certain customers. The reasons for this can be generally attributed to: increased competition; general economic conditions; demand for products; and consumer 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, we could experience lower sales volumes.*

For the three months ended November 30, 2014, our top ten customers represented 72% 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., Canada and Mexico and are primarily in the retail home improvement industry.

*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 \$1,000,000, of which \$1,000,000 is available. 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, which we were required to do in connection with our year ended August 31, 2014. 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, 2014. 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 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**

- a) 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. 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 the defendants should stand. The judgment in favor of the Company was for \$819,000 plus attorneys fees. The judgment against the plaintiffs is for \$1,187,137. The Company appealed the decision to the Oregon Supreme Court. 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 was accrued.

In February 2012, the Company received the decision from the Oregon Supreme Court which was favorable to Jewett Cameron as plaintiff. As a result, the Company has reversed \$1,459,832 of the litigation reserve and accrued interest during the 2nd quarter of fiscal 2012 ended February 29, 2012. The reversal was treated as a one-time gain during the quarter.

In July 2014, upon remand from the Oregon Supreme Court, the Oregon Court of Appeals has concluded that Greenwood Forest Products, Inc. as defendants are entitled to a new trial, and, as a consequence, 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 attorney's fees. The judgment against plaintiffs was for \$1,187,137. On August 7, 2014, the Company filed a petition with the Oregon Supreme Court for a review of the Oregon Court of Appeals notice. The petition requests the Oregon Supreme Court review the most recent ruling by the Oregon Court of Appeals, reverse the decision, and affirm the original judgment of the trial court. In December 2014, the Company received notice that the Oregon Supreme Court has accepted the case for review. As of the date of this filing, the potential exposure to the Company of this new ruling is \$1.8 million.

During the year ended August 31, 2014, the Company recorded \$26,716 of interest income due to the favorable difference in interest rates between the judgments. During the period ended November 30, 2014, the Company recorded \$6,661 of interest income.

- b) In January 2013, the Company's subsidiary JC USA Inc. (formerly Jewett-Cameron Lumber Corporation) reached a settlement with the State of Oregon Department of Transportation in the Circuit Court of the State of Oregon for Washington County, Case No. C122901CV. Under the settlement agreement, the Company agreed to sell approximately 1.64 acres of land to the Department of Transportation for \$410,000. The land had a cost basis of \$56,148, and the Company recorded a gain on sale of property plant and equipment of \$353,852 during the fiscal year ended August 31, 2013.

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. Unregistered Sales of Equity Securities and Use of Proceeds

The following table details the Company's repurchase of its common shares during the quarter ended November 30, 2014.

Period	Total Number of Shares purchased	Average Price Paid per Share	Total number of shares purchased as part of publicly announced plans or programs <sup>(1)</sup>	Maximum Number of shares that may yet be purchased under the plans or programs
September	15,196	\$ 9.88	132,009	167,991
October	7,464	\$10.07	139,473	160,527
November	96,309	\$11.08	235,782	- <sup>(2)</sup>
<b>Total</b>	<b>118,969</b>	<b>\$10.86</b>	<b>235,782</b>	<b>-</b>

(1) The Company announced a 10b-18 share repurchase plan on April 9, 2014. The Plan allowed for the repurchase of up to 300,000 common shares commencing April 14, 2014 and terminating on November 14, 2014, although the plan could be limited or terminated at any time without prior notice. A total of 116,813 common shares were repurchased under the plan during Q3 and Q4 of fiscal 2014 ended August 31, 2014.

(2) The Plan terminated automatically on November 14, 2014.

## Item 3. Defaults Upon Senior Securities

---No Disclosure Required---

## Item 4. Mine Safety Disclosures

---No Disclosure Required---

## Item 5. Other Information

---No Disclosure Required---

**Item 6. Exhibits**

- 3.1 Amended and Restated Articles of Incorporation of Jewett-Cameron Lumber Corporation  
-- Filed as an exhibit to the 10-Q Quarterly Report filed on January 13, 2014 --
- 3.2 Articles of Incorporation of Jewett-Cameron Company.  
-- Filed as an exhibit to the 10-Q Quarterly Report filed on January 13, 2014 --
- 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 14, 2015

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

January 14, 2015

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

## CERTIFICATIONS

I, Donald M. Boone, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Jewett Cameron Trading Company Ltd;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principals;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: January 14, 2015

By: /s/ "Donald M. Boone"  
**Donald M. Boone,**  
**Chief Executive Officer**

## CERTIFICATIONS

I, Murray G. Smith, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Jewett Cameron Trading Company Ltd;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principals;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: January 14, 2015

By: /s/ "Murray G. Smith"  
**Murray G. Smith,**  
**Chief Financial Officer**

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE U.S. SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Jewett-Cameron Trading Company Ltd. (the “Company”) on Form 10-Q for the period ended November 30, 2014 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), each of the undersigned officers of the Company does hereby certify, to such officer’s knowledge, that, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in this Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: January 14, 2015

Signed: /s/ “Donald M. Boone”

**Donald M. Boone,  
President and CEO**

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE U.S. SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Jewett-Cameron Trading Company Ltd. (the “Company”) on Form 10-Q for the period ended November 30, 2014 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), each of the undersigned officers of the Company does hereby certify, to such officer’s knowledge, that, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in this Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: January 14, 2015

Signed: /s/ “Murray G. Smith”

**Murray G. Smith,  
Chief Financial Officer**