



Pound-Maker Investments Ltd.

Semi-Annual Financial Statements

January 31, 2009

Unaudited

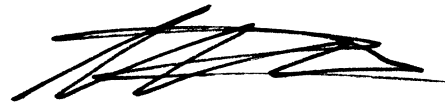
NOTICE TO READER

To the Shareholders
Pound-Maker Investments Ltd.

The accompanying unaudited interim consolidated statements of Pound-Maker Investments Ltd. for the six months ended January 31, 2009 have been prepared by management and approved by the Board of Directors of the Corporation. These statements have not been reviewed by the Corporation's external auditors.



President and CEO



Chief Financial Officer

POUND-MAKER INVESTMENTS LTD.
CONSOLIDATED BALANCE SHEET
AS AT JANUARY 31, 2009 (Unaudited) AND JULY 31, 2008 (Audited)

	2009	2008
<u>ASSETS</u>		
CURRENT ASSETS		
Accounts receivable	\$ 2,786,000	\$ 2,044,000
Prepaid expenses	104,000	90,000
Inventories	19,562,000	14,024,000
	22,452,000	16,158,000
PROPERTY, PLANT AND EQUIPMENT	6,758,000	6,745,000
START-UP & ORGANIZATIONAL COSTS	49,000	59,000
	\$ 29,259,000	\$ 22,962,000
<u>LIABILITIES</u>		
CURRENT LIABILITIES		
Bank indebtedness	\$ 6,402,000	\$ 371,000
Accounts payable & accrued liabilities	2,476,000	2,429,000
Corporate taxes payable	24,000	172,000
Current portion of long-term debt	343,000	333,000
	9,245,000	3,305,000
Current portion of future income taxes	3,536,000	3,408,000
	12,781,000	6,713,000
LONG-TERM DEBT	1,444,000	1,623,000
FUTURE INCOME TAXES	458,000	458,000
	14,683,000	8,794,000
<u>SHAREHOLDERS' EQUITY</u>		
Share capital	1,443,000	1,443,000
Contributed surplus	1,055,000	1,055,000
Retained earnings	12,078,000	11,670,000
	14,576,000	14,168,000
	\$ 29,259,000	\$ 22,962,000

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

POUND-MAKER INVESTMENTS LTD.
CONSOLIDATED STATEMENT OF EARNINGS AND RETAINED EARNINGS
FOR THE SIX MONTH PERIOD ENDED JANUARY 31
(Unaudited)

	2009	2008
Sales	\$ 26,784,000	\$ 22,739,000
Cost of sales	<u>23,192,000</u>	<u>20,487,000</u>
Gross profit	3,592,000	2,252,000
Other income	<u>46,000</u>	<u>44,000</u>
	<u>3,638,000</u>	<u>2,296,000</u>
Expenses		
Depreciation & amortization	534,000	405,000
Operating & administrative	1,789,000	1,442,000
Interest on long-term debt	<u>57,000</u>	<u>48,000</u>
	<u>2,380,000</u>	<u>1,895,000</u>
Earnings from operations before taxes	<u>1,258,000</u>	<u>401,000</u>
Provision for corporate taxes		
Current	240,000	99,000
Future	<u>128,000</u>	<u>18,000</u>
	<u>368,000</u>	<u>117,000</u>
Net earnings	890,000	284,000
Retained earnings, beginning of period	11,670,000	11,059,000
Dividends	<u>482,000</u>	<u>322,000</u>
Retained earnings, end of period	<u>\$ 12,078,000</u>	<u>\$ 11,021,000</u>

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

POUND-MAKER INVESTMENTS LTD.
CONSOLIDATED STATEMENT OF CASH FLOW
FOR THE SIX MONTH PERIOD ENDED JANUARY 31
(Unaudited)

	2009	2008
CASH PROVIDED BY (USED IN)		
OPERATING ACTIVITIES		
Net earnings for the period	\$ 890,000	\$ 284,000
Charges to operations not affecting cash		
Future income tax	128,000	18,000
Depreciation and amortization	534,000	405,000
	1,552,000	707,000
Net change in non-cash working capital balances related to operations		
(Increase) decrease in accounts receivable	(742,000)	(251,000)
(Increase) decrease in corporate taxes receivable	(148,000)	98,000
(Increase) decrease in prepaid expenses	(14,000)	(56,000)
(Increase) decrease in inventories	(5,538,000)	(1,413,000)
Increase (decrease) in accounts payable	47,000	(484,000)
	(4,843,000)	(1,399,000)
INVESTING ACTIVITIES		
Purchase of property, plant and equipment	(537,000)	(687,000)
	(537,000)	(687,000)
FINANCING ACTIVITIES		
Term loan repayments	(169,000)	(244,000)
Dividends	(482,000)	(322,000)
	(651,000)	(566,000)
NET INCREASE (DECREASE) IN CASH RESOURCES	(6,031,000)	(2,652,000)
CASH RESOURCES (BANK INDEBTEDNESS) , BEGINNING OF PERIOD	(371,000)	557,000
CASH RESOURCES (BANK INDEBTEDNESS) , END OF PERIOD	\$ (6,402,000)	\$ (2,095,000)

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

POUND-MAKER INVESTMENTS LTD.
NOTES TO THE INTERIM FINANCIAL STATEMENTS
FOR THE 6 MONTHS ENDED JANUARY 31, 2009
(Unaudited)

1 INTERIM FINANCIAL STATEMENTS

These interim financial statements do not include all of the disclosures required by Canadian generally accepted accounting principles for annual financial statements. The accounting policies used in the preparation of these interim financial statements are the same as those adopted by the company in the preparation of its annual financial statements contained in its most recent annual report. Accordingly, these financial statements should be read in conjunction with the financial statements contained in the company's July 31, 2008 Annual Report to Shareholders.

2 BASIS OF CONSOLIDATION

The company has consolidated the assets, liabilities, revenues and expenses of all subsidiaries after the elimination of the inter-company transactions and balances. The consolidated financial statements include the accounts of the Company, and its subsidiary companies, Pound-Maker Agventures Ltd. and Pound-Maker Capital Corp.

Pound-Maker Agventures Ltd. is an integrated cattle feedlot and feed ethanol facility. The company's feedlot division has a one time standing capacity of 29,000 head of cattle and the feed ethanol division has an annual production capacity of 13 million litres.

Pound-Maker Capital Corp. is in the business of loaning monies to custom cattle feeder clients of Pound-Maker Agventures Ltd.