ASSET MANAGEMENT INC.

2009
Third Quarter Report

For the nine months ended September 30, 2009

Managing Director's Report

For the nine months ended September 30, 2009

I am pleased to report CIC Asset Management Inc.'s (the Corporation's), formerly named Investment Saskatchewan Inc., financial results for the first nine months of 2009.

The first nine months of 2009 ended with a net loss of $28.2 million, down $90.6 million from the net earnings of $62.4 million achieved during the equivalent period of 2008.

Consolidated revenue for the nine month period was $93.1 million, or $91.2 million lower than the $184.3 million realized in the same period last year. Loss from equity basis investments was $5.1 million, or $68.9 million lower than the earnings reported during the same period in the prior year. In addition to this decrease, lower revenues were recorded from sale of goods and services, interest and other, and gain (loss) on sale of investments in the amounts of $4.2 million, $7.0 million and $11.2 million respectively.

Total expenses for the nine month period were $110.9 million, or $16.3 million lower than the $127.2 million recorded in the comparable period of 2008. This decrease is mainly as a result of lower operating and amortization expenses in the amount of $14.5 million and $1.3 million respectively.

The investment portfolio continues to face challenges. The Corporation's commodity based investments continue to experience lower prices and a stronger Canadian dollar. Further adding to the challenges is slowing general demand due to the current weak global economic conditions and difficulty gaining access to funds due to the tight credit markets. As a result, during the period, the Corporation recognized a net impairment of $13.9 million with respect to its hog operations, which has received protection under the *Companies Creditors Arrangement Act* subsequent to the quarter ending September 30, 2009.

The Corporation's mandate has recently changed from actively looking for new investments to concentrating on managing the existing portfolio with a view to divest in an orderly manner. As a result, investment activity in the first nine months of 2009 for the Corporation, as a legal entity, was limited to $4.1 million. The Corporation honoured previous commitments made to VendAsta Technologies Inc. and Foragen Technologies Limted Partnership in the amount of $1.0 million and $0.3 million. In addition, the Corporation provided follow-on investments of $1.7 million to Phenomenone Discoveries Inc., $1.0 million to Can Pro Ingredients Ltd., $0.1 million to Clinicare Corporation and $20 thousand to MCN BioProducts Inc.

With the current weak economic climate, we are cautious in our forecasts and are expecting a loss for the year ending December 31, 2009. However, it is important to note that significant changes to commodity prices and foreign exchange could substantially impact our forecast.

Rae Haverstock
Managing Director

Management's Discussion & Analysis

Corporate Background and Introduction

For the nine months ended September 30, 2009

CIC Asset Management Inc. (the “Corporation”) has a mandate to prudently manage and divest of its portfolio of investments. The Corporation was incorporated under *The Business Corporations Act (Saskatchewan)* on November 14, 1979 as a wholly-owned subsidiary of Crown Investments Corporation of Saskatchewan (CIC), a provincial Crown corporation. On July 1, 2009, the Corporation officially changed its name to CIC Asset Management Inc. (formerly Investment Saskatchewan Inc.). Effective September 10, 2009, by Order in Council 653/2009, which made effective *The Crown Corporation Amendment Regulations, 2009*, the Corporation was de-designated as a designated subsidiary Crown corporation. The Corporation is an agent of Her Majesty in Right of the Province of Saskatchewan and is not subject to federal and provincial income taxes. Certain of the Corporation’s investments are subject to federal and provincial income taxes.

Management has included its unaudited consolidated financial statements in this report. The consolidated financial statements, in accordance with Canadian generally accepted accounting principles, include the Corporation’s interests in the specific assets, liabilities, revenues, expenses, and cash flows of subsidiaries and joint ventures in addition to those of the CIC Asset Management Inc. legal entity.

Detailed profiles of the Corporation’s major investments were included as part of the Corporation’s 2008 Annual Report. This MD&A includes the financial results for the first nine months of the year and an outlook for the remainder of 2009 for these major investments. The next section of the MD&A describes results of operations, liquidity and capital resources related to the Corporation.

Many sections of the MD&A contain forward-looking information about the Corporation. This information reflects management’s expectations and intentions at the time of writing. As such, risks and uncertainties could cause actual future results to differ materially from those anticipated.

Management's Discussion & Analysis

Major Investment Results and Outlook

For the nine months ended September 30, 2009

Big Sky Farms Inc.

Big Sky Farms Inc. is a hog production company with a breeding herd of approximately 42,000 sows capable of producing over 850,000 market hogs annually. Hog prices, foreign exchange rates and feed costs continue to be a concern. Big Sky's operational issues are further impacted as a result of the H1NI virus putting pressure on sales volume. As a result, Big Sky has sought protection under the *Companies Creditors Arrangement Act*, which was granted on November 10, 2009.

Meadow Lake OSB Limited Partnership

Meadow Lake OSB Limited Partnership operates an oriented strand board (OSB) plant near the town of Meadow Lake, Saskatchewan. Meadow Lake OSB's results for the first nine months of 2009 continue to be negative due to low OSB prices and slowing demand. It is anticipated that Meadow Lake OSB's performance for the remainder of 2009 will continue to be negatively impacted by low OSB prices and demand.

Meadow Lake Pulp Limited Partnership

Meadow Lake Pulp Limited Partnership (MLPLP) operated one of the world's first zero-effluent, chemi-thermomechanical pulp mills. The performance of MLPLP was negatively impacted by low pulp prices, a higher than expected U.S./Canada exchange rate, and high energy and transportation costs. As a result, the partnership sought protection under the *Companies Creditors Arrangement Act* (CCAA). Early in 2007, the Saskatchewan Court of Queens Bench approved a sale of the capital assets and raw materials inventory of MLPLP. The sale closed on January 23, 2007. On October 29, 2007, MLPLP was placed into receivership by the Saskatchewan Court of Queens Bench. MLPLP is now managed by the court-appointed receiver and manager while it continues to collect accounts receivable, remediate the mill site and pay certain current payables, with the balance of the cash of the partnership to be paid to the Corporation as the senior secured creditor.

Management's Discussion & Analysis

Consolidated Financial Results and Discussion

For the nine months ended September 30, 2009

Summary of Key Financial Results

Consolidated Statement of Financial Position Highlights	($ millions) (unaudited)	
	September 30, 2009	December 31, 2008
Cash and cash equivalents	**181.2**	175.6
Investments	**172.6**	174.2
Long-term debt	**57.3**	59.2
Environmental liabilities	**99.1**	95.2
Total assets	**535.2**	564.5

Consolidated Statement of Operations and Retained Earnings Highlights	($ millions) (unaudited)			
	Three Months Ended		**Nine Months Ended**	
	September 30, 2009	September 30, 2008	**September 30, 2009**	September 30, 2008
Net (loss) earnings	**(5.5)**	28.8	**(28.2)**	62.4
Total revenue	**25.7**	67.9	**93.1**	184.3
Total expenses	**30.3**	42.2	**110.9**	127.2
(Loss) earnings from continuing operations	**(4.1)**	28.4	**(24.1)**	65.1
(Loss) from discontinued operations	**(1.4)**	0.3	**(4.1)**	(2.7)

Results of Operations

This section focuses on significant changes in the Corporation's consolidated financial results for the nine months ended September 30, 2009 and should be read in conjunction with the unaudited consolidated financial statements included in this report.

Cash and cash equivalents increased $5.6 million to $181.2 million (December 31, 2008 - $175.6 million). During the nine months ended September 30, 2009, the Corporation generated cash from investing activities of $11.6 million. This was offset by the usage of cash from operating activities of $5.8 million and from financing activities in the amount of $0.2 million. This area is discussed in more detail in the "Operating, Investing and Financing Activities" section.

A net loss of $28.2 million was recorded for the nine months ended September 30, 2009. This is $90.6 million lower than the $62.4 million in earnings for the same period in 2008.

Consolidated revenue was $93.1 million for the nine months ended September 30, 2009 or $91.2 million lower than the $184.3 million realized in the same period last year. Sale of goods and services was $84.2 million, or $4.2 million lower than the same period in the prior year. The decrease in sale of goods and services is due to decreased sales from the operations of Big Sky Farms as a result of the H1NI virus putting pressure on volume. In addition to this decrease, the Corporation experienced lower revenues from interest and other, earnings (loss) from equity basis investments, and gain (loss) on sale of investments in the amount of $7.0 million, $68.9 million and $11.2 million respectively.

Management's Discussion & Analysis

Consolidated Financial Results and Discussion *(continued)*

For the nine months ended September 30, 2009

Consolidated interest and other revenues were $14.4 million for the nine months ended September 30, 2009, down $7.0 million from the same period last year due to lower income from the hedging program that was carried out by the operations of Big Sky Farms in the previous period and lower earnings from our short-term investments portfolio as a result of depressed interest yields. Earnings from equity investments produced a loss of $5.1 million in the first nine months of 2009, as compared to earnings of $63.9 million in the same period of 2008. The majority of this variance is as a result of earnings recorded of $69.4 million in the first nine months of 2008 from Saskferco. As a result of the sale of Saskferco in the prior year, there is no contribution to our earnings in 2009. Gain (loss) on sale of investments was a loss of $0.4 million, $11.2 million lower than what was recorded in the same period last year. This decrease is due to lower gains from the sale of investments included within the operations of Prairie Ventures Limited Partnership.

Consolidated expenses were $110.9 million for the nine months ended September 30, 2009 as compared to $127.2 million for the same period last year. Big Sky Farms operating expenses decreased $17.6 million as compared to the similar period in the prior year due to improved efficiencies in the production process and lower input costs due to reduced sales volumes. The operating expenses of Prairie Ventures Limited Partnership also decreased in the amount of $1.7 million. Amortization expense was $1.3 million lower than in the comparable period. The provision taken for impairments in Big Sky Farm's assets have resulted in a lower base of depreciable capital assets and breeding stock. Offsetting these decreases was increased operating expenses within the CIC AMI legal entity of $3.8 million mainly due to expenses incurred relating to the settlement of the investment management agreement with Victoria Park Capital. Financing expenses were consistent with the prior period.

In reviewing the Corporation's hog operations for possible impairment, it was determined that a provision with respect to valuation was required. For the period ending September 30, 2009, the net effect of this provision after income taxes and non-controlling interest is $13.9 million.

Environmental liabilities arising from the operations of Prince Albert Pulp Company (PAPCO) and ERCO Chemical Plant (ERCO) continued to be classified as discontinued operations at the end of September 2009. Of the current period's $4.1 million loss from discontinued operations, the majority relates to an increase in our provision for environmental liabilities relating to PAPCO and ERCO. The loss is due to the increase in our provision for inflation on expected costs to remediate the properties.

Consolidated comprehensive loss, consisting of net loss plus other comprehensive income, was $24.2 million for the first nine months of 2009 as compared to comprehensive income of $48.3 million for the first nine months of 2008. Other comprehensive income was $4.0 million for the first nine months of 2009 (loss of $14.1 million for the first nine months of 2008). It consisted of gains on available for sale investments of $3.8 million (loss of $10.6 million for the nine months ended September 30, 2008) and unrealized foreign currency translation gains of $0.2 million ($0.1 million for the nine months ended September 30, 2008). Also impacting prior period other comprehensive income was $3.6 million from losses on derivative instruments designated as cash flow hedges.

Management's Discussion & Analysis

Consolidated Financial Results and Discussion *(continued)*

For the nine months ended September 30, 2009

Liquidity and Capital Resources

Consolidated Cash Flow Highlights	($ millions) (unaudited)			
	Three Months Ended		**Nine Months Ended**	
	September 30, 2009	September 30, 2008	**September 30, 2009**	September 30, 2008
Cash provided by (used in) operating activities	**(1.4)**	0.8	**(5.8)**	55.9
Cash provided by (used in) investing activities	**(0.6)**	(1.2)	**11.6**	(1.3)
Cash provided by (used in) financing activities	**1.4**	(1.4)	**(0.2)**	(14.6)
Increase in cash position	**(0.6)**	(1.8)	**5.5**	39.9

Liquidity

CIC AMI finances capital requirements through internally generated cash flow, cash returns from investments, borrowings from the General Revenue Fund (GRF), and borrowings from external financial institutions. Certain subsidiaries and joint ventures access financing through financial institutions. The GRF may borrow in capital markets on behalf of CIC AMI and has ample access to capital markets for anticipated borrowing requirements.

Operating, Investing and Financing Activities

Cash used by operating activities for the nine months ending September 30, 2009 was $5.8 million. For the same period in 2008, cash provided by operating activities was $55.9 million. The reason for the negative variance between the comparable periods is mainly due to dividends received from Saskferco in the prior period of $68.3 million. As the Saskferco investment was sold during 2008, $nil was received in 2009.

The Corporation generated $11.6 million in investing activities during the first nine months of 2009. The consolidated entity purchased investments in the amount of $6.3 million. CIC AMI, the legal entity, honoured a previous commitment made to VendAsta Technologies Inc. in the amount of $1.0 million. In addition, the Corporation provided follow-on investments of $1.7 million to Phenomenone Discoveries Inc., $1.0 million to Can Pro Ingredients Ltd., $0.1 million to Clinicare Corporation and $20 thousand to MCN BioProducts Inc. Also, the operations of Prairie Ventures Limited Partnership used $1.9 million for purchases of investments and Foragen Technologies Limited Partnership used $0.4 million. Offsetting the uses of cash discussed above were proceeds of $6.4 million realized from collection and sale of investments, change in the funds held in escrow relating to the Saskferco sale and Centennial Foods in the amount of $10.6 million and net proceeds from property, plant and equipment of $1.9 million.

Cash used in financing activities by the Corporation was $0.2 million in the first nine months of 2009, compared to $14.6 million used during the same period of 2008. Financing activities included long-term debt repayments totalling $2.8 million, of which subsidiaries accounted for the entire amount, while new long-term debt of subsidiaries increased $0.5 million. Subsidiaries also increased their bank indebtedness by $3.0 million and paid dividends of which the amount paid to minority interests of subsidiaries was $0.8 million.

Management's Discussion & Analysis

Risk Management and Outlook

For the nine months ended September 30, 2009

Debt Management

CIC AMI, the legal entity, actively manages cash flows and borrowing requirements. The Corporation was self-supporting in the first nine months of 2009 and therefore had no new financing requirements, consistent with the same period in 2008. It is anticipated that the Corporation will continue to be self-supporting through cash flows from investments and existing cash on hand.

Risk Management

Investments and related risks are diligently monitored on an ongoing basis with periodic reporting to the Corporation's executive and the Board of Directors pertaining to investment returns, risks and investment retention or sale.

Management will continue monitoring investment market conditions for possible impairment of investments and will take provisions if required.

Outlook

The Corporation's outlook related to investment values, earnings and cash flow performance, as well as dividend paying and self-supporting abilities are highly dependent on the performance and management of the underlying investment portfolio, particularly the major investments. Given the year-to-date performance of the portfolio, expected exits from certain investments, and the projected performance of the portfolio for the balance of the year, the Corporation is forecasting a net loss for the year ending December 31, 2009. However, the commodity-based environments in which major investments operate are volatile, resulting in the potential for significant differences in our results as compared to our forecast.

Consolidated Statement of Financial Position

(thousands)

ASSETS	**September 30, 2009** ***(Unaudited)***	December 31, 2008 (Audited)
Current		
Cash and cash equivalents (Note 4)	**$ 181,170**	$ 175,627
Interest and dividends receivable	**129**	783
Accounts receivable	**3,344**	6,029
Inventories	**32,981**	30,532
Prepaid expenses	**214**	427
Restricted cash	**50,339**	57,348
Current assets of discontinued operations	**602**	363
	268,779	271,109
Investments (Note 6)	**172,604**	174,154
Property, plant and equipment	**64,095**	84,569
Other assets	**29,297**	33,768
Long-term assets of discontinued operations	**465**	911
	$ 535,240	$ 564,511
LIABILITIES AND SHAREHOLDER'S EQUITY		
Current		
Bank indebtedness	**$ 29,035**	$ 26,082
Accounts payable and accrued liabilities	**25,692**	22,790
Future income taxes	**-**	467
Long-term debt due within one year	**45,161**	43,795
	99,888	93,134
Environmental liabilities (Note 9)	**9,548**	9,538
Environmental liabilities of discontinued operations (Note 9)	**89,553**	85,696
Other liabilities (Note 9)	**12,441**	12,462
Long-term debt	**12,101**	15,404
	223,531	216,234
Non-controlling interest	**7,294**	19,144
Shareholder's equity		
Share capital	**180,000**	180,000
Contributed surplus	**199**	722
Retained earnings	**120,938**	149,116
Accumulated other comprehensive income (loss)	**3,278**	(705)
	304,415	329,133
	$ 535,240	$ 564,511

(See accompanying notes)

Consolidated Statement of Operations and Retained Earnings

(Unaudited)

(thousands)	Three Months Ended September 30, 2009	Three Months Ended September 30, 2008	Nine Months Ended September 30, 2009	Nine Months Ended September 30, 2008
REVENUES				
Sale of goods and services	**$ 24,590**	$ 35,646	**$ 84,204**	$ 88,354
Interest and other	**1,756**	2,756	**14,369**	21,335
(Loss) earnings from equity basis investments	**(247)**	28,027	**(5,056)**	63,851
(Loss) gain on sale of investments	**(405)**	1,498	**(425)**	10,798
	25,694	67,927	**93,092**	184,338
EXPENSES				
Operating expenses	**26,040**	37,828	**99,260**	113,750
Amortization	**2,582**	2,319	**6,421**	7,707
Financing expense	**1,639**	2,026	**5,239**	5,774
	30,261	42,173	**110,920**	127,231
(LOSS) EARNINGS BEFORE THE FOLLOWING	**(4,567)**	25,754	**(17,828)**	57,107
(Provision for) recovery of loan losses	**(90)**	25	**(48)**	410
Recovery of investments	**999**	58	**1,039**	102
Provision for impairment of assets	**(3,497)**	-	**(18,144)**	-
(LOSS) EARNINGS FROM CONTINUING OPERATIONS BEFORE INCOME TAXES	**(7,155)**	25,837	**(34,981)**	57,619
Future income tax recovery (expense)	**(203)**	2,562	**225**	7,288
(LOSS) EARNINGS BEFORE NON-CONTROLLING INTEREST	**(7,358)**	28,399	**(34,756)**	64,907
Non-controlling interest	**(3,227)**	(31)	**(10,650)**	(176)
(LOSS) EARNINGS FROM CONTINUING OPERATIONS	**(4,131)**	28,430	**(24,106)**	65,083
Provision for environmental costs of discontinued operations	**(1,285)**	(563)	**(3,856)**	(1,688)
(Loss) earnings from discontinued operations	**(124)**	905	**(216)**	(983)
NET (LOSS) EARNINGS	**(5,540)**	28,772	**(28,178)**	62,412
RETAINED EARNINGS, BEGINNING OF PERIOD	**126,478**	34,784	**149,116**	1,144
Dividends	**-**	-	**-**	-
RETAINED EARNINGS, END OF PERIOD	**$ 120,938**	$ 63,556	**$ 120,938**	$ 63,556

(See accompanying notes)

Consolidated Statement of Comprehensive (Loss) Income

(Unaudited)

(thousands)

	Three Months Ended		Nine Months Ended	
	September 30, 2009	September 30, 2008	**September 30, 2009**	September 30, 2008
NET (LOSS) EARNINGS	**$ (5,540)**	$ 28,772	**$ (28,178)**	$ 62,412
OTHER COMPREHENSIVE INCOME (LOSS)				
Net change in unrealized gains (losses) on available-for-sale investments	**1,750**	(6,394)	**3,758**	(10,558)
Realized (losses) gains on available-for-sale investments	**(23)**	-	**66**	-
Net change in (losses) gains on derivative instruments designated as cash flows hedges	**-**	(4,540)	**-**	(3,608)
Net change in unrealized foreign currency translation gains	**26**	(163)	**159**	65
OTHER COMPREHENSIVE INCOME (LOSS)	**1,753**	(11,097)	**3,983**	(14,101)
COMPREHENSIVE (LOSS) INCOME	**$ (3,787)**	$ 17,675	**$ (24,195)**	$ 48,311

(See accompanying notes)

Consolidated Statement of Accumulated Other Comprehensive (Loss) Income

(Unaudited)

(thousands)

	Three Months Ended		Nine Months Ended	
	September 30, 2009	September 30, 2008	**September 30, 2009**	September 30, 2008
ACCUMULATED OTHER COMPREHENSIVE (LOSS) INCOME, BEGINNING OF PERIOD	**$ 1,525**	$ 12,347	**$ (705)**	$ 15,351
Other comprehensive income (loss)	**1,753**	(11,097)	**3,983**	(14,101)
ACCUMULATED OTHER COMPREHENSIVE INCOME, END OF PERIOD	**$ 3,278**	$ 1,250	**$ 3,278**	$ 1,250

(See accompanying notes)

Consolidated Statement of Cash Flows

(Unaudited)

(thousands)

	Three Months Ended		Nine Months Ended	
OPERATING ACTIVITIES	**September 30, 2009**	September 30, 2008	**September 30, 2009**	September 30, 2008
(Loss) earnings from continuing operations	**$ (4,131)**	$ 28,430	**$ (24,106)**	$ 65,083
Dividends from investments - equity basis	**-**	-	**823**	68,303
Items not affecting cash from operations	**751**	(27,445)	**14,525**	(75,988)
Net change in non-cash working capital balances related to operations	**1,978**	(163)	**2,928**	(1,440)
Cash (used in) provided by operating activities from continuing operations	**(1,402)**	822	**(5,830)**	55,958
Cash provided by (used in) operating activities from discontinued operations	**-**	9	**-**	(104)
Cash (used in) provided by operating activities	**(1,402)**	831	**(5,830)**	55,854
INVESTING ACTIVITIES				
Proceeds from collection and sale of investments	**4,137**	2,709	**6,366**	15,442
Purchase of investments	**(3,825)**	(1,437)	**(6,269)**	(19,259)
Proceeds from sale of property, plant and equipment	**45**	142	**2,439**	298
Purchase of property, plant and equipment	**(29)**	-	**(566)**	(239)
Change in restricted cash and other assets and liabilities	**(910)**	(2,610)	**9,584**	2,413
Cash (used in) provided by investing activities	**(582)**	(1,196)	**11,554**	(1,345)
FINANCING ACTIVITIES				
Repayment of long-term debt	**(136)**	(4,230)	**(2,783)**	(7,993)
Proceeds from long-term debt	**-**	-	**500**	6,716
Proceeds on share issuance to minority interest	**(81)**	-	**(30)**	-
Increase in bank indebtedness	**2,167**	2,804	**2,953**	2,801
Dividends paid to minority interests of subsidiaries	**(591)**	-	**(821)**	(5,027)
Dividends paid	**-**	-	**-**	(10,310)
Cash provided by (used in) financing activities	**1,359**	(1,426)	**(181)**	(13,813)
Cash provided by (used in) financing activities from discontinued operations	**-**	6	**-**	(758)
Cash provided by (used in) financing activities	**1,359**	(1,420)	**(181)**	(14,571)
(DECREASE) INCREASE IN CASH POSITION	**(625)**	(1,785)	**5,543**	39,938
CASH POSITION, BEGINNING OF PERIOD	**181,795**	170,635	**175,627**	128,912
CASH POSITION, END OF PERIOD (Note 4)	**$ 181,170**	$ 168,850	**$ 181,170**	$ 168,850

Notes to Consolidated Financial Statements

(Unaudited)

1. **The Corporation**

CIC Asset Management Inc. (the "Corporation") has a mandate to prudently manage and divest of its portfolio of investments. The Corporation was incorporated under *The Business Corporations Act (Saskatchewan)* on November 14, 1979 as a wholly-owned subsidiary of Crown Investments Corporation of Saskatchewan (CIC), a provincial Crown corporation. On July 1, 2009, the Corporation officially changed its name to CIC Asset Management Inc. (formerly Investment Saskatchewan Inc.). Effective September 10, 2009 by Order in Council 653/2009 which made effective *The Crown Corporation Amendment Regulations, 2009*, the Corporation was de-designated as a designated subsidiary Crown corporation. The Corporation is an agent of Her Majesty in Right of the Province of Saskatchewan and is not subject to federal and provincial income taxes. Certain of the Corporation's investments are subject to federal and provincial income taxes.

2. **Summary of significant accounting policies**

These unaudited consolidated financial statements do not include all of the disclosures included in the Corporation's annual audited consolidated financial statements. Accordingly, these interim financial statements should be read in conjunction with the audited consolidated financial statements included in the Corporation's 2008 Annual Report. The accounting policies used in the preparation of these interim financial statements conform to those described in the Corporation's 2008 annual audited consolidated financial statements, as amended by note 3 below.

The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses and related disclosures during the reporting period. Certain estimates (including useful lives of depreciable assets used to compute amortization, the valuation of inventories and breeding stock, asset impairment, the carrying amounts of investments, provisions for contingencies related to environmental clean-up activities, valuation of assets and liabilities of discontinued operations, and accounting for variable interest entities) require management to make subjective or complex judgments.

These financial statements are based on management's best estimate using information available. The increased volatility of financial markets has complicated this process due to the significant fluctuation of foreign exchange rates, commodity prices, and the current global economic decline. Accordingly, actual results could differ from these estimates thereby impacting future results by a material amount.

3. **Change in accounting policies**

Effective January 1, 2009 the Corporation adopted CICA Handbook Section 3064, "Goodwill and Intangible Assets". Section 3064 states that upon their initial identification, intangible assets are to be recognized as assets only if they meet the definition of an intangible asset and the recognition criteria. This section also provides further information on the recognition of internally generated intangible assets, including research and development costs. Section 3064 carries forward the requirements of the old Section 3062, "Goodwill and Other Intangible Assets". The adoption of Section 3064 has not resulted in a change to the Corporation's current or historical presentation of goodwill and intangibles.

3. **Change in accounting policies** (continued)

Future Changes in Accounting Polices

International Financial Reporting Standards (IFRS)
In February, 2008, the CICA Accounting Standards Board confirmed that publicly accountable enterprises will be required to adopt IFRS in place of Canadian GAAP for interim and annual reporting in fiscal years beginning on or after January 1, 2011, including comparative figures for the prior year. The Public Sector Accounting Board (PSAB) in September 2009, approved an amendment to the introduction to the Public Sector Accounting Handbook confirming that Government Business Enterprises along with certain Other Government Organizations will adopt IFRS. As a result, the Corporation is proceeding with the adoption of IFRS.

The Corporation, in tandem with its subsidiaries, has commenced an IFRS conversion project including initiating the development of high level IFRS implementation plans for each subsidiary. An external advisor has been engaged to assist with the development of plans and to perform a detailed review of major differences between current Canadian GAAP and IFRS. Board members have been briefed on IFRS, in general, and the Corporation's project plan has been reviewed by the Boards of Directors.

Management and staff have participated in detailed IFRS training seminars. An initial assessment of those international financial reporting standards with the highest potential for impacts has been completed. Based on the analysis, the most significant areas of difference are related to accounting for property, plant and equipment, asset retirement obligations, investments, joint ventures, and financial statement disclosures. Management is currently reviewing identified standards in detail and discussing specific issues with subsidiaries. Selection of accounting policies has begun. The Corporation believes that conversion projects are progressing according to project plans. At this time, the impact of IFRS on the Corporation's processes, systems, internal controls over financial reporting and disclosures, future financial position and results of operations is not reasonably determinable. Draft impacts on processes, systems and controls as well as draft IFRS financial statement presentation formats are in the process of being prepared. As part of the IFRS implementation, the Corporation plans to make changes to certain processes and systems before 2010 to ensure transactions are recorded in accordance with IFRS for comparative reporting purposes on the required implementation date.

Notes to Consolidated Financial Statements - continued

(Unaudited)

4. Cash and cash equivalents

(thousands)

Cash and cash equivalents consists of:	**September 30, 2009**	December 31, 2008
Cash on deposit	**$ 181,170**	$ 19,824
Short term investments, at rates of interest varying between (2008 – 1.30% and 2.65%) invested by the General Revenue Fund	**-**	155,803
	$ 181,170	$ 175,627

Supplementary cash flow information:		
Interest paid	**$ 4,928**	$ 6,711

5. Consolidated investments – subsidiaries, joint ventures, and variable interest entities

(thousands)

	September 30, 2009	December 31, 2008
Big Sky Farms Inc. (a)		
Equity cost $37,013 (2008 - $37,013)		
Debt cost $3,500 (2008 - $3,500)	**$ 3,500**	$ 21,850
Foragen Technologies Limited Partnership (b)		
Cost $13,010 (2008 - $12,710)	**2,851**	2,629
Prairie Ventures Limited Partnership (c)		
Cost $7,372 (2008 - $7,372)	**7,520**	8,015
Meadow Lake Pulp Limited Partnership (d)		
Cost $277,901 (2008 - $277,901)	**31,637**	30,630
Other	**2,093**	3,857
	$ 47,601	$ 66,981

a) The Corporation holds common shares and subordinated debt in Big Sky Farms Inc. For the nine months ended September 30, 2009 this subsidiary contributed losses of $4,401 (loss of $8,605 for the nine months ended September 30, 2008) to the Corporation's financial results. In addition to these losses, writedowns of $10,289 and $3,660 were recorded related to this investment in the second and third quarters of 2009 respectively. As a result, the Corporation's equity interest is being carried at $ nil and subordinated debt is $3,500. See Note 10 for further details on the writedowns the Corporation has recorded.

b) The Corporation, through its wholly owned subsidiary CIC FLTP Holdings owns limited partnership units in Foragen Technologies Limited Partnership. For the nine months ended September 30, 2009 this joint venture contributed losses of $78 (loss of $44 for the nine months ended September 30, 2008) to the Corporation's financial results.

5. Consolidated investments – subsidiaries, joint ventures, and variable interest entities (continued)

c) The Corporation, through its wholly owned subsidiary CIC PVF Holdings Inc. owns limited partnership units in Prairie Ventures Limited Partnership. For the nine months ended September 30, 2009 this subsidiary contributed earnings of $211 (earnings of $5,069 for the nine months ended September 30, 2008) to the Corporation's financial results.

d) The Corporation, through its wholly-owned subsidiary, CIC Pulp Ltd., has an equity interest in and loans receivable from Meadow Lake Pulp Limited Partnership (MLPLP). The Corporation also has loans receivable from MLPLP through its wholly-owned subsidiary, 101069101 Saskatchewan Ltd. For the nine months ended September 30, 2009 this subsidiary contributed earnings of $841 (earnings of $779 for the nine months ended September 30, 2008) to the Corporation's financial results.

6. Investments
(thousands)

	September 30, 2009	December 31, 2008
Loans and advances	$ **36,893**	$ 35,396
Investments - equity basis	**54,146**	60,834
Available-for-sale equity investments:		
- cost basis	**43,535**	43,464
- fair value basis	**22,574**	18,166
Held for trading	**15,456**	16,294
	$ **172,604**	$ 174,154

7. Financial risk management
(thousands)

a) Risk management activities

Certain of the Corporation's subsidiaries are exposed to fluctuations in commodity prices, exchange rates and interest rates and have entered into contracts to hedge or manage this exposure. The Corporation does not anticipate any material adverse effect on its financial position resulting from its subsidiaries' involvement in these types of contracts, nor does it anticipate non-performance by the counterparties.

i) Commodity prices

One of the Corporation's subsidiaries is exposed to price risk on future hog sales and feed component purchases. The industry in which the subsidiary operates has periods of high price volatility. The volatility is partially managed through forward pricing on the Chicago Mercantile Exchange (CME). Although the hedge program has proven effective in mitigating price risk for the subsidiary, the relationship between the CME contracts and the cash price fall outside the acceptable correlation for a highly effective hedge as defined by the CICA. No active forward contracts were in place at September 30, 2009 ($0.2 million of unrealized losses during the nine months ended September 30, 2008 with respect to these contracts).

Notes to Consolidated Financial Statements - continued
(Unaudited)

7. **Financial risk management** (continued)

ii) Interest rates

Under the terms of a credit agreement with its lenders which requires the interest rate on 50% of certain bank debt to be fixed, one of the Corporation's subsidiaries entered into the following interest rate swap agreements:

	Principle	Fixed rate	Holder	Term	Maturity
$	4,600,000	3.92%	Scotiabank	5 years	October 4, 2010
	4,000,000	4.45%	Scotiabank	5 years	October 31, 2011

b) Market risk

Market risk represents the potential for loss from changes in value of financial instruments. Value can be affected by changes in interest rates, foreign exchange rates and equity prices. Market risk primarily impacts the value of investments.

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in the market interest rates. The Corporation's financial instruments impacted by interest rate risk are its cash and cash equivalents, loans and other advances and long-term debt. The Corporation has estimated that with every increase of 1% in the bank rate, our earnings will increase by $1.4 million.

Currency risk relates to some of the Corporation's subsidiaries and equity basis investments with operations in $USD and converting these foreign currency earnings at different points in time at different foreign exchange levels when adverse changes in foreign currency exchange rates occur. The Corporation has estimated that with every $0.01 appreciation in the Canadian dollar, EBITA will be adversely impacted by $978 thousand.

Equity price risk is the uncertainty associated with the valuation of assets arising from changes in the public equity markets. The Corporation and its subsidiaries have limited exposure to the public equity markets as 13.0% of our total investments are publicly traded. The Corporation has estimated that with every 10% increase in the broad based North American public markets, our portfolio of respective investments will increase by $3.4 million.

c) Credit risk

Credit risk is the risk that one party to a transaction will fail to discharge an obligation and cause the other party to incur a financial loss. Concentration of credit risk relates to groups of customers or counterparties that have similar economic or industry characteristics that cause their ability to meet obligations to be similarly affected by changes in economic or other conditions.

The Corporation is exposed to credit risk through its short-term investments, interest, dividends and accounts receivable and loans and other advances. Credit risk related to short-term investments is minimal as the investments are with institutions carrying strong credit ratings. Interest and dividends receivable mainly relates to interest receivable on these short-term investments. All outstanding loans and other advances are receivable from Saskatchewan corporations or from entities doing business in Saskatchewan. The Corporation reviews the portfolio valuation annually and all non-performing loans are included in the provision for loan losses.

7. Financial risk management (continued)

The carrying amount of financial assets represents the maximum credit exposure as follows:
(thousands)

		September 30, 2009		December 31, 2008
Cash and cash equivalents	**$**	**181,170**	$	175,627
Interest and dividends receivable		**129**		783
Accounts receivable		**3,344**		6,029
Investments – held for trading		**15,456**		16,294
Investments – available for sale		**66,109**		61,630
Loans and other advances		**36,893**		35,396
	$	**303,101**	$	295,759

Note that the carrying value of financial hedges is included in the accounts receivable balance.

8. Commitments

The Corporation has committed to invest up to $14.0 million in Foragen Technologies Limited Partnership (December 31, 2008 - $14.0 million), and $3.0 million to Vendasta Technologies Inc. (December 31, 2008 - $3.0 million), all subject to certain conditions. The Corporation is also committed to invest up to a maximum of $4.1 million for potential add on investments by Crown Fund (December 31, 2008 - $4.1 million). The Corporation has provided $13.4 million of its commitment to Foragen (December 31, 2008 - $13.1 million), and $1.6 million of its commitment to Vendasta (December 31, 2008 - $0.6 million).

9. Environmental and other liabilities

As part of the final closing of the sale of Crown Life Insurance Company to Canada Life Assurance Company, the Corporation issued a $31.4 million letter of credit to Canada Life Assurance Company (December 31, 2008 - $31.4 million) as security for outstanding litigation matters related to regular insurance transactions and marketing practices of Crown Life Insurance Company that are the responsibility of the previous owners. The Corporation has recorded a provision of $12.4 million as its estimate of the actual cost of such contingent liabilities (December 31, 2008 - $12.5 million).

The Corporation is committed to undertake necessary environmental clean-up activities on certain properties. Due to evolving environmental laws, enforcement and clean-up practices, it is not possible at this time to determine the full amount of these liabilities. The Corporation has accrued $26.8 million (December 31, 2008 – $25.6 million) to carry out the clean-up activities and associated costs related to an indemnity provided by Prince Albert Pulp Company Ltd. (PAPCO) and Her Majesty in Right of the Province of Saskatchewan for environmental liabilities predating 1986 related to the Prince Albert pulp mill site owned by Domtar Inc. The Corporation is a successor corporation to PAPCO and these costs are reflected as part of discontinued operations.

The Corporation has accrued $62.8 million (December 31, 2008 - $60.1 million) to carry out the clean-up activities related to an indemnity provided by PAPCO Worldwide chemical plant and Her Majesty in Right of the Province of Saskatchewan for environmental liabilities predating 1986 relating to the ERCO Chemical Plant. These costs are reflected as part of discontinued operations.

The environmental liabilities of continuing operations include $0.3 million (December 31, 2008 - $0.3 million) for decommissioning costs of production facilities. Also included in continuing operations is an accrual of $9.3 million (December 31, 2008 – $9.3 million) for estimated clean-up activities related to an obligation of Meadow

9. Environmental and other liabilities (continued)

Lake Pulp Limited Partnership as a result of the sale of its assets. Since the evaluation of the remediation for this site is in the early stages, there is uncertainty as to the extent of the potential remediation required. The actual costs remain unknown and may differ from the amounts accrued by a material amount in the near term. Any change to the estimate of the environmental liabilities will be recorded prospectively, once these uncertainties are resolved.

10. Impairment of Big Sky Farms

Due to continued low commodity prices, stronger Canadian dollar, high feed prices, and our assessment of the future ongoing success of its hog operations, the Corporation recognized an impairment of its long lived assets. The net effect of this impairment, after income taxes and non-controlling interest is $13.9 million. See note 11 for details surrounding Big Sky Farms seeking protection under the *Companies Creditors Arrangement Act*.

11.Subsequent events

a) Escrow Receipt
On October 2, 2009 the Corporation received $28.1 million as the final escrow release from the sale of Saskferco Products which closed October 1, 2008. This amount is included in restricted cash as at September 30, 2009.

b) Sale of Wave Energy
On October 22, 2009 Crescent Point Energy Corporation (CPE), a publicly traded company listed on the Toronto Stock Exchange, announced completion of the plan of arrangement (announced August 24, 2009) to purchase all of the outstanding shares of Wave Energy Ltd. (Wave). Under the plan of arrangement, the Corporation will receive 0.21 CPE shares for each Wave share held. The Corporation expects to recognize a gain on this investment of $7.4 million.

c) Big Sky Farms
Big Sky Farms has sought protection under the *Companies Creditors Arrangement Act*. On November 10, 2009, the order granting protection was granted by the Saskatchewan Court of Queens Bench and Big Sky Farms is now working on developing a plan of arrangement.