CHESSWOOD GROUP LIMITED

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

FOR THE THREE AND SIX MONTHS ENDED

JUNE 30, 2011

CHESSWOOD GROUP LIMITED

NOTICE TO READERS

Accompanying this notice are the unaudited condensed consolidated interim financial statements of Chesswood Group Limited for the three months ended June 30, 2011 and 2010. These statements have been prepared by, and are the responsibility of, the Company's management.

Following consultation with management and with the Company's independent auditors, the Company's board of directors concluded that the auditors would not be engaged to perform a review of these financial statements. Under applicable securities legislation, there is no requirement that auditors be engaged to review these statements, but the Company must advise you if (as noted above) no review engagement is made.

FOR THE THREE AND SIX-MONTHS ENDED JUNE 30, 2011

TO OUR SHAREHOLDERS

We continued to enjoy strong growth in our portfolio at Pawnee in the second quarter, despite an economic environment of increasing uncertainty in the U.S. This growth, in conjunction with excellent portfolio performance, helped us achieve strong second quarter results.

We earned $6.0 million for the first half of 2011 and $2.7 million in the quarter, before accounting for interest rate swaps and taxes but after expensing approximately $425,000 in acquisition costs for Case Funding (our litigation finance business), the purchase of which closed on June 10. Net Income was $2.8 million for the first six months and $1.1 million for the quarter compared to a loss of $1.5 million and earnings of $900,000 for the same periods in 2010.

As of the date of this report, our dividend offers shareholders a generous return of almost 10% per annum, while our balance sheet continues to reflect low leverage and strong liquidity.

Barry Shafran
President & CEO

COMPANY PROFILE

Chesswood Group Limited (“Chesswood” or the “Company”), is an Ontario dividend-paying corporation which is the successor to Chesswood Income Fund (the “Fund”) following the “conversion” of the Fund under a plan of arrangement under the Business Corporations Act (Ontario), which became effective on January 1, 2011.

Through its interest in Pawnee Leasing Corporation (“Pawnee”), Chesswood is involved in the business of micro and small-ticket equipment leasing to small businesses in the start-up and “B” credit market in the lower 48 states of the United States. Through its interest in Sherway LP, Chesswood is involved in selling, servicing and leasing Acura automobiles in the Province of Ontario. Through its interest in Lease-Win Limited (“Lease-Win”), Chesswood has a portfolio of automobile leases under administration.

The Company’s (as successor to the Fund) annual report and annual information form for the year-ended December 31, 2010, are available on SEDAR at www.sedar.com, and provide additional information on the Company and its operating companies.

The Company’s common shares are listed on the Toronto Stock Exchange under the symbol CHW.

BUSINESS OF PAWNEE

Pawnee is an equipment finance company that provides lease financing on micro and small-ticket business equipment. Pawnee focuses on small businesses (with a particular focus in the start-up and “B” credit segment of the U.S. equipment finance market), servicing the lower 48 states through a network of approximately 550 independent brokers. As of June 30, 2011, Pawnee administered 7,936 leases in its portfolio, with remaining scheduled lease payments of approximately U.S.$120.3 million over the next five years.

Pawnee finances equipment where generally:

(i) the equipment is fundamental to the core operations of the lessee's business;

(ii) the cost of the equipment usually does not exceed U.S.$50,000;

(iii) a personal guarantee of at least the major shareholder/owner is obtained; and

(iv) all scheduled lease payments are required to be paid by direct debit out of the lessee's account.

Pawnee's business does not involve leasing of consumer goods. Pawnee funds only commercial equipment.

A key aspect of Pawnee's business is managing potential risks in order to limit defaults to the greatest extent possible. Pawnee has developed a number of risk management tools and processes which it continually monitors and improves to address changes in its market and in the equipment finance industry.

Management believes that Pawnee is the leading micro and small-ticket funding source available to equipment leasing brokers and lessors in the start-up equipment finance market in the U.S. and is a well-recognized player in the "B" credit market. Pawnee's success in these higher risk niche markets is due to Pawnee's ability to select creditworthy businesses through its proprietary credit analysis matrix and process, to price for higher risk, and its efficient servicing and collection processes.

Pawnee has traditionally provided funding to two very similar micro and small-ticket commercial leasing markets – the start-up market and the "B" credit market. The creditworthiness of start-up businesses does not fall into traditional credit categories because of their lack of business credit history. Pawnee defines "start-up" businesses to be those businesses with less than two years of operating history. "B" credit businesses are those that have two or more years of operating history and have some unique aspect to their overall credit profile such that they are not afforded an "A" rated credit source or that the business owner(s) do not have an "A" rated personal credit history.

The start-up and "B" credit segments of the micro and small-ticket equipment finance market have historically been, and continue to be, more sensitive to monthly lease payment amounts than to the effective rates of interest charged.

Pawnee added a new product offering to a limited number of its broker network in late 2008. This additional "B" market product, now offered to most of Pawnee's brokers, referred to as "B+" complements Pawnee's long standing core "B" product, by offering funding to lessees that have stronger credit profiles than Pawnee has considered in the past.

Assessed as lower risk business than Pawnee's traditional "B" business, "B+" lessees receive funding based on rates that typically range from 14-26%. At June 30, 2011, approximately 36% of Pawnee's lease receivables consisted of the "B+" product. Pawnee expects its "B+" product to continue to grow.

As the U.S. economy continues to recover slowly, fewer new businesses are being started and many existing businesses are hesitant to acquire new equipment and thus require less funding. Pawnee has, as a result, experienced weaker demand for its core leasing product while Pawnee's lease originations for the newer "B+" product have been increasing.

Pawnee's business model is different from certain other leasing, equipment finance, consumer, sub-prime mortgage and finance companies in a number of important respects, including the following:

- Pawnee does not sell its leases, but rather retains its leases for their full term,
- Pawnee's revenues are derived directly from its leases and are not derived from (and therefore, and more importantly, Pawnee's revenues are not dependent upon) fees from the sale of its portfolio of leases, and
- not only is there significant geographic diversification (within the United States) within Pawnee's portfolio of leases, there is also significant diversification in terms of the equipment funded and the industries in which Pawnee's lessees operate. At June 30, 2011:
  - no state represented more than 9.9% of the number of Pawnee's total active leases, with the exception of California which represented 11.9%;
  - Pawnee financed over 70 equipment categories, with its five largest categories by volume, being restaurant, auto repair, titled trucks and trailers, beauty salon and computer equipment, which combined accounted for 56.3% of the number of active leases;
  - its lessees operated in over 85 different industry segments, with no industry concentration accounting for more than 13.9% of its number of active leases;
  - no lessee accounted for more than 0.01% of its total lease portfolio; and
  - its largest source of lease originations accounted for 19.7% of its leases in the six-months ended June 30, 2011, and its ten largest origination sources accounted for 41.3% of its leases.

Pawnee's revenues and fundings are not dependent upon continuously finding third party buyers for its lease portfolio (where demand is driven by factors such as prevailing interest rates and the quality of other available portfolios and other available investments). Rather, Pawnee has a continuing lending facility.

As of June 30, 2011, Pawnee employed approximately 38 full-time equivalent employees, over one-third of whom are dedicated to collection and default remediation.

SHERWAY LP AND LEASE-WIN

Sherway LP, through its Acura Sherway dealership, sells new Acura brand vehicles and related automobile services and products, and also sells used vehicles of various brands.

Our Acura Sherway dealership continued to experience disruption in product supply due to the unfortunate devastation from the earthquake and tsunami in Japan. This disruption negatively impacted new car sales and service work. We are advised however that supply logistics should return to normal by September.

Lease-Win had 398 leases in its portfolio under administration with remaining scheduled lease payments totaling approximately $6.5 million as at June 30, 2011. As of September 1, 2008, Lease-Win ceased originating new leases other than extensions with existing customers and a very small volume of leases on behalf of one originator, until the contract with that one originator terminated in February 2009. Virtually all of Lease-Win's leases are open-ended leases, which limits Lease-Win's exposure to losses where the fair market value of a leased vehicle is less than its residual value at the end of the lease term.

Chesswood's automotive business follows a seasonal pattern, with revenue and net earnings traditionally being significantly lower in the first quarter than in other quarterly periods.

CASE FUNDING ACQUISITION

On June 10, 2011, Chesswood acquired the shares of Case Funding Inc. (“Case Funding”), a newly incorporated and organized corporation which acquired the tangible and intangible assets required to carry on the going forward business of Quick Cash Inc. (“Quick Cash”), a provider of litigation financing to plaintiffs and attorneys throughout the United States.

The purchase price was U.S.$1.0 million, was comprised of U.S.$950,000 was satisfied through the issuance to the vendors of 116,438 Common Shares in the capital of Chesswood based on the average market trading price, volume adjusted for the 10 days prior to execution of the purchase agreement, of $7.94 and U.S.$50,000 in cash. The agreement also provides for the future conditional acquisition of Quick Cash, based on its net cash position following certain wind-down milestones being met, for a maximum purchase price of U.S.$1.8 million, to be satisfied through the issuance to the vendors of Common Shares of Chesswood at the same issue price used for the purchase of Case Funding.

The entire management team of Quick Cash joined Case Funding and are combining their litigation finance experience with Chesswood’s specialty finance expertise and financial resources to build a growth-oriented litigation finance business. Chesswood has committed to providing at least U.S.$6 million in capital to Case Funding, from its existing cash resources.

The litigation finance market is a large underserved market that has been growing rapidly over the last decade. Case Funding provides litigators with loans based on a percentage of the value of their contingent fees and provides litigation funding for plaintiffs based on Case Funding’s views of the strength of their lawsuits. Quick Cash has been in the litigation finance business since 2003. Case Funding did not acquire Quick Cash’s existing portfolios of advances.

Management believes that Case Funding provides Chesswood with the ability to expand its specialty finance business by generating superior risk adjusted returns, through an existing infrastructure with market position, and in so doing provides opportunities for significant long-term growth.

At June 30, 2011, Case Funding was only 14 business days old and had funded one plaintiff advance. The assets and net loss for this period were insignificant to Chesswood’s June 30, 2011 financial statements.

The determination of the fair value of consideration and identifiable assets acquired is as follows:

	June 10, 2011 (U.S.$ thousands)
Property and equipment	$ 50
Trade names	370
Goodwill	604
Fair value	$1,024
Consideration	
Cash	$ 50
Common Shares issued	459
Contingent consideration – cash (year 3 incentive payment amount)	515
	$1,024

It was determined, for accounting purposes, that the rights for the future conditional acquisition of Quick Cash has a zero value. The rights are based on Quick Cash's net cash position following certain wind-down milestones being met.

The Litigation Funding Market – Overview

Litigation funding provides an alternative source of funding in situations where a person has a strong legal claim and where that person, or the person's law firm, is in need of financial resources to pursue the claim. Conventional lenders such as banks and commercial lenders generally avoid this market due to its relative complexity and lack of robust balance sheets (in the case of law firms), leaving both plaintiffs and law firms without the required funds to pursue potentially high probability, high dollar value cases.

In the United States, litigation funding improves fairness in the legal process by permitting a person lacking the required funds to pursue a claim against a "deep-pocketed" defendant. Litigation funding provides an alternative funding option for plaintiffs who are in financial need (due to inability to work, medical issues or otherwise), while their case is being litigated.

Many plaintiffs are unable to afford fee-based attorneys and are forced to seek out contingency attorneys who are willing to represent them on a percentage-of-win basis. Contingency based attorneys typically only pursue cases they feel have merit and can generate significant fees. Because of the delays in the litigation process, however, plaintiffs and their law firms still have a strong need for funds to see them through until the full settlement of their cases.

Before litigation funding, plaintiffs suffered a distinct disadvantage as they often have to wait years for their cases to be resolved. This delay caused many plaintiffs to prematurely settle potentially valuable claims at a substantial discount to their true value.

While litigation funding markets in the U.K. and Australia are reasonably mature, litigation funding is a young industry in the U.S., and is highly fragmented.

There are significant variations amongst funders in the structure of loans and advances, especially to law firms, and in the fees and rates that are charged to plaintiffs and law firms. The attorney/law firm funding business is growing in the United States, as numerous but poorly capitalized litigation funding companies have emerged. In the United States, it is estimated that 10,000 to 20,000 plaintiff funding applications per month are presented to leading litigation funding companies.

Internationally there are several firms engaged exclusively in litigation financing that are publicly listed in foreign markets. These listed firms are primarily centered on corporate litigation with a focus on insolvency or commercial litigation.

Macro data exists for the U.S. litigation market, and the numbers are significant – total litigation on an annual basis is a huge number. According to a Towers Perrin report, 2009 Update on U.S. Tort Cost Trends, total tort costs in 2008 were approximately $255 billion, with personal tort costs accounting for 36.9% and commercial tort costs accounting for the remainder. Total tort costs include amounts paid to third parties as judgment awards or settlements, defense and administrative costs. The same report predicts that total tort costs will increase by approximately 3.0% in 2009 and 4.0% and 6.0% in 2010 and 2011, respectively.

In most states throughout the United States, it is illegal for lawyers to share contingency fees with non-lawyers, thereby prohibiting non-lawyers from becoming equity investors in law firms. To add to the difficulties presented to lawyers when financing their practices, banks in the United States do not generally lend to professional service businesses that do not have significant balance sheets. This situation leads to a fragmented, capital-hungry industry where no one law firm owns a significant percentage of the market for any type of tort claim in their primary state of practice.

Lawyers in the United States are limited in the way they can leverage their businesses. Larger, fee-based law firms doing corporate and defense work have long been able to obtain bank financing by pledging their receivables. However, subrogation and other contingency fee-based law firms have limited ability to access working capital financing from traditional banks. These firms are often forced to refer their cases out to larger trial firms and accept relatively small referral fees for their origination services because of their limited capital.

Attorney Fundings

Like all specialty finance businesses, Case Funding's attorney loans are structured and administered with a focus on risk management, developed over time, with the benefit of experience.

In order to mitigate the potential for loss, an attorney loan made by Case Funding will always be in an amount significantly less than the contingency fees that Case Funding expects, after its own independent evaluation, the attorney is likely to earn from the basket of existing cases against which the advance is made. Case Funding's advance rate is a maximum of 20% of the expected total fees. Only cases already in progress are eligible for inclusion in a basket.

Repayment of Case Funding's attorney loans is required by contract to be made on a priority basis, meaning that attorneys' fees resulting from settlements of cases from the basket are generally required to be used first to repay the loan, further reducing the potential for loan losses. In cases where Case Funding deems the law firm to be creditworthy, revolving arrangements can be negotiated where such law firms pay on each recovery from an identified case and Case Funding re-advances funds against new cases in an amount that fits within its risk and "loan-to-value" guidelines. This generates additional income opportunities from known clients.

In the case of attorney advances, such terms generally include; guarantees of the law firm, guarantees of the partners (often joint and several), registered liens against all of the firm's cases, a direction that requires the trust accounts to repay Case Funding upon receipt of proceeds and that all proceeds are to be held in escrow when received; generous effective annual rates of interest (25% – 40%) of which a portion is paid monthly or quarterly, and the balance is paid upon payout or partial payout; underwriting and origination fees; an acknowledgement that the borrowers have accepted a direction for payout; requirement to report on an ongoing basis the status of cases in the basket; provision of the firms' monthly bank statements; notice provisions for all settled cases including copies of all remittance cheques; quarterly financial statements of the firm; assignment of attorney's life insurance (on larger advances).

Case Funding primarily uses in-house lawyers to evaluate new applications for loans and advances. Case Funding's lawyers review the case files of cases being offered by the attorneys, and arrive at their own assessment of expected fees for the entire basket. These lawyers also perform ongoing administration as it relates to the assessment of changes to any significant cases in each basket, including a formal review every quarter.

Case Funding's staff along with at least one of its in-house counsel, visit most attorneys' offices as a key part of the due diligence, in assessing an application. While the visit includes the examination of case files, it also includes an assessment of the firm itself, including confirming that information regarding the firm matches up with an onsite visit, such as staffing, number of partners, etc. The standing and license of each partner is verified with the state's bar association.

Attorney advances generally have a longer term than plaintiff advances. Approximately 70% of attorney advances made by limited partnerships administered by Quick Cash prior to the purchase of Case Funding by Chesswood had been repaid by the end of the second year after origination, whereas almost 85% of plaintiff advances had been repaid in this same time period.

Because advances often function as lines of credit for the attorneys, where amounts are repaid and then advanced again, against additional (and collateralized) cases, cash flow with respect to principal repayment is "lumpy" and the term is generally longer.

Plaintiff Funding

Plaintiff advances are made on the probability of success and potential claim size, not the plaintiff's credit score. The standard for this industry is that advances are made on a non-recourse, at-risk basis where the funder forfeits its entire advance and any related fees if the plaintiff is not successful in the lawsuit.

In the United States, such "at risk" advances are not characterized as loans because there is no promise to repay in the event the plaintiff does not succeed in his or her lawsuit, and therefore in many states these advances are not subject to state usury laws. Inherent to the underwriting process is the approval for funding of cases that have a high probability of success, to be achieved either in pre-trial settlement or as a result of a judgment by a court.

Commercial banks in the United States have been traditionally unwilling to advance funding to plaintiffs or lawyers based on a contingent recovery, and lawyers are generally prohibited under state law from providing financial assistance to their clients. While the United States landscape is open to the use of plaintiff litigation funding, the key issues of acceptability include rights of access to justice, lending and usury laws, legal ethics, champerty and maintenance restrictions, public policy, and perception issues.

Plaintiff fundings generally have shorter terms than attorney fundings and are advanced in smaller amounts and can therefore provide Case Funding with "smoother" cash flow and a diversification of risk. In addition, it will not be unusual to make plaintiff advances, subject to Case Funding's normal underwriting policies, in response to the requests of attorneys that are often clients of Case Funding.

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following management's discussion and analysis ("MD&A") is a review of the financial condition and results of operations of Chesswood Group Limited ("Chesswood" or the "Company") for the three and six-months ended June 30, 2011. This discussion should be read in conjunction with the unaudited condensed consolidated interim financial statements and accompanying notes of the Company for the three and six-months ended June 30, 2011 and 2010 and the consolidated financial statements and accompanying notes for the year ended December 31, 2010 set forth in the Company's 2010 Annual Report.

The Company prepares its financial statements in accordance with Canadian Generally Accepted Accounting Principles ("GAAP") as set out in The Handbook of the Canadian Institute of Chartered Accountants ("CICA Handbook"). In 2010, the CICA Handbook was revised to incorporate International Financial Reporting Standards ("IFRS"), and require publicly accountable enterprises to apply such standards effective for years beginning on or after January 1, 2011. Accordingly, the Company adopted IFRS as its basis of financial reporting commencing with the interim financial statements for the three-months ended March 31, 2011 using January 1, 2010 as the transition date (the "Transition Date"). In these unaudited condensed consolidated interim financial statements, the term "Canadian GAAP" refers to Canadian GAAP before the adoption of IFRS and IFRS refers to Canadian GAAP subsequent to the adoption of IFRS. While the adoption of IFRS has not had an impact on the Company's reported net cash flows, there has been material impact on its consolidated statements of financial position and consolidated statements of operations.

The fiscal year of the Company ends on December 31. The date of this MD&A is August 10, 2011. All dollar amounts in this MD&A are Canadian dollars, unless otherwise indicated.

This discussion contains forward-looking statements. Please see "Forward-Looking Statements" for a discussion of the risks, uncertainties and assumptions relating to these statements. This discussion also makes reference to certain non-GAAP measures to assist in assessing the Company's financial performance. Non-GAAP measures do not have any standard meaning prescribed by GAAP and are therefore unlikely to be comparable to similar measures presented by other issuers. See "Non-GAAP Measures" for the definition of and reconciliation to GAAP measures of EBITDA, Adjusted EBITDA and Distributable Cash.

Our annual information form in respect of the fiscal year ended December 31, 2010 is available on SEDAR at www.sedar.com, and provides additional information and should be read in conjunction with this report, management's discussion and analysis, financial statements and notes thereto.

On January 1, 2011, Chesswood Income Fund (the "Fund"), which until that date had been a publicly listed income fund, was converted into the Company, a dividend-paying corporation, through a plan of arrangement under the Business Corporation Act (Ontario). In connection with the conversion to a corporation, unitholders of the Fund exchanged their trust units of the Fund ("Fund Units") for common shares of the Company ("Common Shares") on a one-for-one basis.

Accordingly, the Company is considered a continuation of the Fund and the consolidated financial statements are prepared using the continuity of interests method. Under this method, the assets, liabilities and equity of the Fund transferred to the Company on the conclusion of the conversion transaction are recognized at their net carrying amount (after the effect of the adoption of IFRS). Due to the application of the continuity of interests method, some expressions, such as "Company" and "Fund", "unitholder" and "shareholder", "Fund Units" and "Common Shares", or "dividend" and "distribution", may be used to describe the activities throughout these consolidated financial statements, depending on whether the transaction occurred before or after the conversion.

ADOPTION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRS")

In 2008, the Canadian Accounting Standards Board confirmed that all publicly accountable enterprises must adopt IFRS in place of Canadian GAAP beginning on January 1, 2011 (for entities with a calendar year-end). Until December 31, 2010, the Company prepared its interim and annual consolidated financial statements in accordance with Canadian GAAP. The Company has applied IFRS for the first time in preparing these unaudited condensed consolidated interim financial statements. These unaudited condensed consolidated interim financial statements are prepared in accordance with IAS 34, *Interim Financial Reporting*. The comparative information is also prepared in accordance with IFRS and the effect of the transition is described in the following and in note 26 to the unaudited condensed consolidated interim financial statements.

The Company applied IFRS 1, *First Time Adoption of IFRS,* in preparing its opening statement of financial position at January 1, 2010. Certain of the IFRS accounting policies adopted by the Company for this opening statement of financial position differed from the Canadian GAAP accounting policies previously applied. The resulting adjustments arose from events and transactions that occurred before the date of transition to IFRS. Therefore, as required by IFRS 1, those adjustments were recognized directly through retained earnings as at January 1, 2010.

The general principle of IFRS 1 is to apply IFRS prospectively, subject to exceptions required and exemptions permitted. The Company's first time adoption decisions regarding these exemptions are detailed below. Other options available under IFRS 1 that are not discussed in the following, are not material to the Company financial statements:

Business Combinations	The Company elected not to apply IFRS 3, Business Combinations, retrospectively to business combinations prior to January 1, 2010.
Fair value or revaluation as deemed cost	The Company took the carrying amount of all items of property and equipment at the transition date under Canadian GAAP as the deemed cost, which is cost less accumulated depreciation.
Cumulative translation difference	At transition, the Company elected to reset the cumulative foreign currency translation difference arising from the translation of foreign operations to zero.
Share-based payment transactions	The Company adopted IFRS 2, *Share-Based payment*, with effect from May 10, 2006 (the date of formation of Chesswood Income Fund).
Derecognition of financial assets and financial liabilities	The Company has applied the derecognition provisions of IAS 39, *Financial Instruments: Recognition and Measurement*, prospectively for transactions occurring on or after January 1, 2004.

As discussed above, our unaudited condensed interim consolidated financial statements as at June 30, 2011 and for the three and six-months then ended have been prepared in accordance with IFRS as issued by the International Accounting Standards Board ("IASB"). Additionally, our unaudited condensed consolidated statement of financial position as at January 1, 2010 and our comparative unaudited condensed consolidated financial statements for 2010 have been adjusted to reflect our adoption of IFRS on a retrospective basis, effective on January 1, 2010. Consequently, all comparative financial information presented in this MD&A reflects the consistent, retrospective application of IFRS.

The Company performed an impairment test in accordance with IAS 36, *Impairment of Assets*, as at January 1, 2010 and December 31, 2010 and determined that no impairment had occurred.

The largest effects to 2010 under IFRS, compared to Canadian GAAP, is the treatment of distributions by IFRS as an expense, and the effect of valuing Fund Units, Exchangeable Securities and the conversion option on the convertible debentures at fair value and reflecting such adjustment on the income statement. Going forward, the IFRS impact on the allowance for doubtful accounts and resulting impact on the provision for credit losses will account for the largest difference between Canadian GAAP and IFRS.

Chesswood's results are lower under IFRS compared to historical Canadian GAAP, as shown below:

	For the three-months ended June 30,		**For the six-months ended June 30,**	
($000's)	**2011**	**2010**	**2011**	**2010**
Canadian historical GAAP net income	**$1,992**	**$1,455**	**$ 4,517**	**$ 2,280**
Provision for credit losses – Pawnee (see below)	(866)	(373)	(1,370)	258
Income tax effect of provision for credit losses	342	147	541	(102)
Share-based compensation (1)	(380)	(154)	(629)	(502)
AcG-12 – reversal of gain accounting on securitized leases	n/c	61	n/c	83
Prepaid commissions amortized on LW securitized leases, net of tax	(11)	(21)	(26)	(45)
Fair value net loss on Fund Units, Exchangeable Securities, Conversion option on convertible debentures (1)	—	369	—	(1,640)
Distributions to unitholders (1)	—	(323)	—	(1,294)
Income taxes – application of unitholder marginal tax rate on undistributed tax benefits (1) (2)	—	(299)	(251)	(518)
IFRS impact	(915)	(593)	(1,735)	(3,760)
IFRS net profit (loss)	**$1,077**	**$ 862**	**$ 2,782**	**($ 1,480)**

Notes:

(1) Changes driven by IFRS impact on Income Fund elements. If the Fund had been a corporation during 2010, these changes would not have been required.

(2) 2011 adjustment occurred on January 1, 2011 on conversion to corporation, this is not an on-going item in 2011.

n/c – AcG-12 impact for 2011 was not calculated.

The following narratives explain the significant differences between the previous historical Canadian GAAP and IFRS applied by the Company.

IFRS 1 – Cumulative translation difference

IAS 21, The *Effects of Changes in Foreign Exchange Rates,* requires an entity to determine the translation differences in accordance with IFRS from the date on which a subsidiary was formed or acquired. IFRS 1 allows cumulative translation differences for all foreign operations to be deemed to be zero at the date of transition to IFRS. At December 31, 2009 the accumulated foreign translation unrealized loss was $3,391,000. Management adopted this exemption and the accumulated foreign translation unrealized loss at December 31, 2009 was reallocated to retained earnings.

Securitization

On adopting IFRS, IAS 39 uses a risk and rewards model to determine whether an asset has been sold and therefore derecognition is appropriate. Using the substance over form concept, IFRS does not require that there be a legal transfer to a third party but instead requires that substantially all of the risks and rewards of ownership transfer. As a result, on transition at January 1, 2010, leases that were previously transferred in securitization transactions were brought back onto the statement of financial position with separate recognition of the associated securitization debt. Lease-Win also eliminated its retained interest in the securitized lease receivables and the servicing liability recognized under Canadian GAAP on transition to IFRS.

The accretion of the retained interest and amortization of the servicing liability under Canadian GAAP on the 2010 income statement was eliminated. Under IFRS, as the securitization debt is not offset against the securitized lease receivables, the interest paid to the securitization company cannot be offset against the direct financing income earned on the securitized leases. Thus, the direct financing income on the automotive leases will increase as will the interest expense.

There are no bank covenants relating to the consolidated debt to equity calculation, thus the additional debt as a result of recognized leases does not affect any bank or debt covenants. Lease-Win's existing covenants accommodate the additional debt levels in 2011.

Allowance for doubtful accounts

Both existing Canadian GAAP and IFRS calculate loan losses using the incurred loss model, however IFRS is more specific as to what qualifies as an "incurred event". Pawnee's policy is to maintain an allowance for doubtful accounts, as a percentage of its net investment in leases, equal to the last twelve-month rolling net charge-off percentage level.

Under IFRS, incurred losses require objective evidence of impairment that is supported by currently observable data, regardless of historical experience. IAS 39 states that an allowance can only be set up if there is objective evidence that the impairment has already occurred; potential losses expected as a result of future events, no matter how likely based on past historical evidence, are not allowed to be recognized under IFRS. IAS 39 does not permit loan loss models that produce unallocated general allowances and does not permit establishment of an allowance on the day a loan is originated.

Pawnee's lease receivables are composed of a large number (7,436 at December 31, 2010) of homogenous leases, with relatively small balances (U.S.$11,513 average at December 31, 2010) made to inherently risky lessees. Pawnee charges-off leases when they become 154 days contractually past due, unless information indicates that an earlier charge-off is warranted. A high percentage of charge-offs are made before the subject leases reach 154 days contractually past due. As a small percentage of the total lease receivable portfolio have monthly lease payments that are past due at any one reporting date, the portion of the lease receivables that shows observable objective evidence of impairment at any one reporting date is quite small, despite long-term historical experience that indicates that future charge-offs with respect to the current lease receivable will typically exceed the level of observable impairment, in a matter of months.

For the consolidated financial statements under IFRS, Chesswood will maintain an allowance for doubtful accounts for Pawnee to cover leases in their portfolio that show observable signs of impairment at the balance sheet date. Pawnee's allowance for doubtful accounts on Chesswood's consolidated financial statements is comprised of the net investment in leases value that is over 30 days delinquent, plus any leases identified as impaired less than 30 days delinquent and approximately 10% of the 1-30 day delinquent leases (those considered most likely to fall into the over 30 days delinquent category by the next month).

Thus, on transition to IFRS, there was a reduction of the allowance for doubtful accounts on the balance sheet and an offsetting increase in retained earnings on Chesswood's consolidated financial statements. For the year-ended December 31, 2010, the provision for credit losses on the income statement under IFRS is higher than under Pawnee's method. These adjustments had an offsetting impact to the deferred taxes payable as at January 1, 2010 and December 31, 2010 and lower future tax expense for 2010.

Management would like to caution readers that the allowance for doubtful accounts for Pawnee only covers a portion of leases that have payments that are past due and/or impaired at the reporting date and does not consider any potential losses expected as a result of future events, no matter how likely, based on past historical evidence.

Allowance for doubtful accounts ("ADA") analysis for Pawnee	**June 30, 2011**	Dec 31, 2010	June 30, 2010	Dec 31, 2009
		(U.S.$ thousands)		
Net investment in leases less security deposits, before ADA	$85,763	$75,783	$72,377	$71,445
Over 31 days delinquency (% of GLR)	2.08%	3.39%	3.79%	6.23%
ADA – Previous method	$ 5,588	$ 7,653	$10,099	$11,674
Previous method ADA % of NIL	6.53%	10.10%	13.95%	16.34%
ADA – IFRS	$ 2,312	$ 2,993	$ 3,275	$ 5,214
IFRS ADA % of NIL	2.70%	3.95%	4.52%	7.30%
Decrease in ADA as result of adoption of IFRS	$ (3,276)	$ (4,660)	$ (6,824)	$ (6,460)

In response to financial reporting issues emerging from the global financial crisis, the IASB plans to make revisions to or to replace existing IFRS standards. On November 5, 2010, the IASB issued an exposure draft on the measurement and impairment of amortized cost financial instruments and on January 31, 2011 issued a supplemental document to that exposure draft Financial Instrument: Impairment. Financial instruments recorded at amortized cost include net investment in leases. Based on the Exposure Draft issued by the IASB, significant changes to the existing IFRS standard are anticipated; however, the IASB indicated that the new standard is unlikely to require adoption until at least 2014.

At this time Chesswood cannot reasonably determine the impact on the financial statements of the anticipated changes, but Chesswood recognizes that based on the IASB pronouncements to date, the methodology for the valuation of its lease receivables has changed in 2011 to comply with IFRS, as described earlier, and is expected to change once again in 2014.

Deferred tax assets

Canadian GAAP required the Fund to recognize future income tax assets and liabilities based on estimated temporary differences, measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Under Canadian GAAP income taxes were not provided for by the Fund, as the policy of the Fund was to distribute all taxable income to Unitholders. The Fund adopted IAS 12, *Income Taxes* on transition to IFRS at January 1, 2010, under which, the Fund was required to recognize deferred tax assets on undistributed taxable assets and use the rate that would be applied to those undistributed earnings which in the Fund's case, would be the Unitholders' marginal tax rate.

Presentation of fund units

A Fund Unit is a financial instrument for both Canadian GAAP and IFRS. Under IFRS, a liability arises where a financial instrument contains a contractual obligation to deliver cash or another financial asset to another entity. A mandatory requirement in the Fund's Declaration of Trust to distribute taxable income may be interpreted as a contractual obligation to deliver cash. On May 13, 2010, management sought and obtained Unitholder approval for an amendment to the Declaration of Trust to permit greater discretion in making future distributions to allow Fund Units to be treated as equity. At the 2010 annual and special meeting of the Fund's Unitholders approval was also obtained to convert the Fund to a dividend paying corporation. The conversion took effect on January 1, 2011.

Since this approval was obtained on May 13, 2010, the Fund Units appear as debt in the comparative IFRS statements of financial position presented prior to that date (namely as at January 1, 2010 and March 31, 2010). The Fund Units per IFRS are "financial liabilities held for trading" and as such, are accounted for at fair value with the change in fair value recognized in earnings.

When the Fund Units were reclassified to liabilities at the transition date to IFRS (January 1, 2010), they were adjusted to their fair value. The best measure of the fair value of the Fund Units was the trading price on the Toronto Stock Exchange at the transition date to IFRS and at each quarter-end until the Fund Declaration was changed in May 2010.

Included in contributed surplus at December 31, 2009 on the Canadian GAAP financial statements was $1,776,000 relating to Fund Units acquired under issuer bids where the book value of purchased Fund Units was greater than the purchase prices. If the Fund Units had always been valued at fair value under IFRS, this amount would have been booked through the income statement and therefore on transition to IFRS was moved from reserves (contributed surplus) to retained earnings.

Presentation of exchangeable securities

As partial consideration for the acquisition of Pawnee in May 2006, 1,274,601 Class B shares and 203,936 Class C shares of a Fund subsidiary (U.S. Acquisitionco) were issued ("Exchangeable Securities"). The Exchangeable Securities are non-voting shares of U.S. Acquisitionco and were fully exchangeable for Fund Units, on a one-for-one basis, for no additional consideration, through a series of steps and entitle the holders to receive the same distributions as the Fund Units. Attached to the Exchangeable Securities were Special Voting Units of the Fund which provided the holders of the Exchangeable securities voting equivalency to Fund Unitholders. Under Canadian GAAP, the Exchangeable Securities were classified as Fund Units in the Unitholder Equity section of the balance sheet and the value was determined on the date of issue and was never changed.

Under IFRS, the basic Fund Units can be presented in the Equity section after May 13, 2010 as discussed above. However, items convertible/exchangeable into Fund Units or settled by issuing Fund Units cannot be shown in the Equity section under IFRS. These items must be shown as liabilities under IFRS as the Fund Units give the holders the right to put the instrument (Fund Units) back to the issuer for cash. Therefore, even though the Exchangeable Securities were fully exchangeable for Fund Units, on a one-for-one basis, for no additional consideration; were entitled to receive the same distributions as the Fund Units; and had the same voting equivalency to Fund Unitholders for IFRS they have to be classified as a liability and must be measured at fair value at each reporting period end. As the Exchangeable Securities had the same features as Fund Units the trading price of the Fund Units on the Toronto Stock Exchange represent the best method for valuing the Exchangeable Securities. The non-cash mark-to-market adjustment in 2010 flowed through the income statement.

After conversion to a corporation on January 1, 2011, the Exchangeable securities remain exchangeable for shares of Chesswood Group Limited (“CGL”) on a one-for-one basis, for no additional consideration, through a series of steps. The Exchangeable Securities are entitled to receive the same dividends as CGL common shares. The holders of the Exchangeable Securities still hold the Special Voting Shares of CGL and have the same voting privileges as the common shareholders of CGL. Under IAS 27, the Exchangeable Securities must be shown as non-controlling interest because they are equity in a subsidiary not attributable, directly or indirectly, to the parent (even though they have no voting powers in the subsidiary only in the parent company). On conversion to a corporation on January 1, 2011, the Exchangeable Securities were moved from liabilities to non-controlling interest at the market price of CGL shares at December 31, 2010. The value of the non-controlling interest will fluctuate each reporting period with their portion of the net income and dividends.

Conversion option on convertible debentures

On August 10, 2008, the $3.5 million of convertible debentures were amended so as to provide for an extension of the maturity date to January 31, 2011 and the terms of conversion were amended as well. The debentures were changed to be convertible into Fund Units (at the holders’ option) at a conversion price of $3.50 per Fund Unit (the conversion price was previously $15.58 per Fund Unit). The Fund had the option to convert the debentures into Fund Units (at the conversion price of $3.50 per Fund Unit) in the event that the 20-day average price for the Fund Units is at least $4.40 per Fund Unit.

Under Canadian GAAP, the conversion option feature of the convertible debentures was valued using the Black-Scholes option-pricing model on August 10, 2008 and presented as equity on the balance sheet.

Under IFRS because the conversion option on the convertible debenture was to be settled with Fund Units, the conversion option is a liability measured at fair value at each reporting period using an option-pricing model.

On conversion of the convertible debentures to Fund Units, the fair value of the conversion option of the convertible debentures was transferred to the Fund Units classified in Other liabilities. The difference in the fair value of the conversion option from January 1, 2010 to the date of conversion was recorded in the fair value adjustments on the income statement in the 2010 comparative financial statements. Thus, on the day of conversion to Fund Units, the total of the fair value of the conversion options and the principal portion of the convertible debentures equaled the fair value of the Fund Units (based on the trading price on the TSX) that were issued.

The value determined under the Black-Scholes formula has been adjusted since the Q1 2011 financial statements. Other Liabilities and Retained Earnings were adjusted on the January 1, 2010 balance sheet and the fair value non-cash gain shown in the 2010 Q1 comparatives was lowered accordingly. The adjustment had a net zero impact on retained earnings.

Restricted share units

The Fund's Incentive Plan provided for the granting of awards of Restricted Share Units ("RSUs") to trustees, directors and employees. The holders of such RSUs were not entitled to the distributions paid in respect of such Units before the RSUs were exercised. Such RSUs vested one year from the date of issue and were to be settled by the issue of Fund Units. RSUs granted are considered to be in respect of future services and under Canadian GAAP were recognized as an expense over the vesting period and credited to Contributed Surplus in Unitholders' Equity. Compensation cost was measured based on the market price of the Fund Units' on the date of the grant of the RSUs.

Under IFRS, because these RSUs were to be settled with Fund Units, which give the holder the right to put the instrument (Fund Units) back to the issuer for cash, the RSUs are a liability in the 2010 comparative consolidated financial statements measured at fair value at each reporting period. As the RSUs were settled by the issue of Fund Units, the trading price of the Fund Units on the Toronto Stock Exchange represents the best method for valuing the RSUs. The non-cash mark-to-market adjustment flows through the income statement as compensation expense. There is no tax impact because the non-cash mark-to-market adjustment is not tax deductible.

On conversion to a corporation on January 1, 2011, the RSUs are now settled with Common Shares of the Company and thus the share-based compensation "payable" is reclassified back to Equity as a reserve (contributed surplus). For 2011, the remaining unrecognized non-cash compensation expense related to non-vested RSUs will be recognized as compensation expense based on the share price at December 31, 2010 and will not be re-measured.

As of December 31, 2010, unrecognized non-cash compensation expense related to non-vested RSUs was $341,170 (Canadian GAAP – $247,073). The unrecognized expense under IFRS is based on the share price of $6.20 at December 31, 2010 when the RSUs "payable" was reclassified from liabilities to Equity compared to a share price of $4.49 when the RSUs were granted.

Unit options

The Fund had issued Unit Options to employees under the Fund's Incentive Plan. Under Canadian GAAP, the Unit Options' value was determined on date of grant and was expensed over the vesting period to Compensation expense and to Contributed Surplus in Unitholders' Equity.

Under IFRS, because these Unit Options in 2010 were to be settled with Fund Units, which gave the holder the right to put the instrument (Fund Units) back to the issuer for cash, the Unit Options are a liability in the 2010 comparative consolidated financial statements measured at fair value at each reporting period using an option-pricing model. The non-cash mark-to-market adjustment will flow through the income statement as compensation expense. There is no tax impact to this change because the non-cash mark-to-market adjustment is not tax deductible.

In addition, under Canadian GAAP, the Unit Options' value was determined on the full grant and expensed straight line over the vesting period. Under IFRS, each vesting allotment is valued and expensed separately.

Direct finance lease income on impaired leases

Pawnee ceases to accrue direct finance lease income on leases after they become 94 days contractually past due unless information indicates that an earlier cessation of income is warranted. IFRS requires that direct finance lease income continue to be recognized on leases after they are identified as being impaired, until they are charged-off. Thus, the Company has to recognize direct finance lease income on impaired leases under IFRS. Since these leases were eventually charged-off no more than 60 days later, the increase in revenue recognized under IFRS would also need to be charged-off, so there is no net income or retained earnings impact.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

These unaudited condensed consolidated interim financial statements were prepared in accordance with IAS 34, using the accounting policies the Company expects to adopt in its consolidated financial statements as at end for the year ending December 31, 2011. In preparing the Company's first annual financial statements under IFRS, the Company is required to use the standards in effect as at December 31, 2011, which may differ from the policies the Company currently expects to be adopted and used in these interim financial statements. Differences may arise as a result of new standards being issued, with an effective date of December 31, 2011 or prior, before the preparation of the Company's 2011 annual financial statements. Accordingly, to the extent that new standards are issued with an effective date of December 31, 2011 or prior, the accounting policies used in these interim consolidated financial statements may differ from those used in the Company's 2011 annual financial statements.

Understanding the Company's accounting policies is essential to understanding the results of the Company's operations and financial condition. The Company's significant accounting policies are described in Note 4 to the Company's condensed consolidated interim financial statements for the three and six-months ended June 30, 2011. The preparation of these financial statements requires us to make estimates and judgments that affect reported amounts of assets and liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities at the date of our financial statements. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Critical accounting policies are defined as those that are reflective of significant judgments and uncertainties and the most significant of which are described below.

Investment in Leases

The leases entered into by the Company are considered to be finance leases in nature, based on an evaluation of all the terms and conditions and the determination that the Company has transferred substantially all the risks and rewards of legal ownership of the asset to the lessee. Direct financing lease income is recognized under the effective interest method. The effective interest method of income recognition applies a constant rate of interest equal to the internal rate of return on the lease.

Transfer of Net Investment in Leases

With respect to Lease-Win's leases transferred to the securitization trust, management has determined that substantially all the risks and rewards of legal ownership have not been transferred to the trust. Therefore the net investment in finance leases pledged have not been derecognized and the related liability for the financing received has been recognized.

Impairment of Goodwill

Goodwill is evaluated for impairment on an annual basis, or more frequently if certain events or circumstances exist. The Company's impairment test of goodwill is based on the value-in-use which is estimated using a discounted cash flow model. The cash flows are derived from budgets for the next five years, excluding restructuring activities and future investments. Impairment testing is applied on an individual asset basis unless an asset does not generate cash inflows that are largely independent of the cash inflows generated by other assets or groups of assets. None of the Company's non-financial assets generate independent cash inflows and therefore all non-financial assets are allocated to cash generating units ("CGU") for purposes of assessing impairment.

CGUs are defined as the smallest identifiable group of assets that generate cash inflows that are largely independent of the cash inflows from other assets or groups of assets. Impairment losses are recognized when the carrying amount of a CGU exceeds the recoverable amount, which is the greater of the CGU's fair value less cost to sell and its value in use. Value-in-use is the present value of the estimated future cash flows from the CGU discounted using a pre-tax rate that reflects current market rates and the risks inherent in the business of each CGU. If the recoverable amount of the CGU is less than its carrying amount, the CGU is considered impaired and is written down to its recoverable amount. The impairment loss is allocated to reduce the carrying amount of the assets of the CGU, first to reduce the carrying amount of the CGUs goodwill and then to the other assets of the CGU allocated pro-rata on the basis of the carrying amount of each asset. Other than the cash flow estimates, the value-in-use is most sensitive to the discount rate used and the growth rate applied beyond the five year estimate. Changes in these estimates and assumptions could have a significant impact on the value-in-use and/or goodwill impairment.

Allowance for Doubtful Accounts

The carrying value of investment in leases is net of allowance for doubtful accounts. Quantifying the impairment is based on the estimates of the carrying value that will ultimately not be collected where there is objective evidence of impairment.

Pawnee's lease receivables are composed of a large number (7,936 at June 30, 2011) (7,436 at December 31, 2010) of homogenous leases, with relatively small balances (U.S.$12,144 average at June 30, 2011) (U.S.$11,513 average at December 31, 2010) made to inherently risky lessees. Pawnee charges-off leases when they become 154 days contractually past due, unless information indicates that an earlier charge-off is warranted. A high percentage of charge-offs are made before the subject leases reach 154 days contractually past due. As a small percentage of the total lease receivable portfolio have monthly lease payments that are past due at any one reporting date, the portion of the lease receivables that shows observable objective evidence of impairment at any one reporting date is quite small, despite long-term historical experience that indicates that future charge-offs with respect to the current lease receivable will typically exceed the level of observable impairment, in a matter of months.

Pawnee's allowance for doubtful accounts on Chesswood's consolidated financial statements is comprised of the net investment in leases value that is over 30 days delinquent, plus any leases identified as impaired less than 30 days delinquent and approximately 10% of the 1-30 day delinquent leases (those considered most likely to fall into the over 30 days delinquent category by the next month).

Projections of Pawnee's probable net credit losses are inherently uncertain, and as a result we cannot predict with certainty the amount of such losses. Changes in economic conditions, the risk characteristics and composition of the portfolio, bankruptcy laws, and other factors could impact Pawnee's actual and projected net credit losses and the related allowance for doubtful accounts.

Share-based Payments

The Black-Scholes model is used to fair value options issued by the Company. The model requires the use of subjective assumptions including the expected share price volatility. In addition, the options issued have characteristics different from those of traded options so the Black-Scholes option-pricing model may not provide a reliable single measure of the fair value of options issued. Changes in the subjective assumptions can have a material effect on the fair value estimate.

Interest Rate Swaps

Hedge accounting requires recognition of the fair value of all derivative instruments on the balance sheet as either assets or liabilities. Changes in a derivative's fair value are recognized currently in earnings unless specific hedge accounting criteria are met. Gains and losses on derivative hedging instruments must be recorded in either other comprehensive income or current earnings, depending on the nature and designation of the instrument.

Pawnee's interest rate swaps are not considered trading instruments as Pawnee intends to hold them until maturity. Nonetheless, the interest rate swaps do not qualify as a hedge for accounting purposes, and are therefore recorded as separate derivative financial instruments. Accordingly, the estimated fair value of the interest rate swaps is recorded as an asset or a liability on the accompanying consolidated balance sheet. Payments made and received pursuant to the terms of the interest rate swaps are recorded as an adjustment to interest expense, and adjustments to the fair value of the interest rate swaps are recorded as gain or loss on interest rate swaps. The fair value of interest rate swaps is based upon the estimated net present value of cash flows, and does not necessarily reflect the amount that would be required to settle the interest rate swaps.

Income Taxes

Pawnee and Lease-Win use the asset and liability method to account for income taxes. Under the asset and liability method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. The measurement of deferred tax assets is reduced, if necessary, by a valuation allowance for future tax benefits for which realization is not considered more likely than not. Pawnee and Lease-Win account for their lease arrangements as operating leases for federal income tax reporting purposes. This results in temporary differences between financial and income tax reporting for which deferred taxes have been provided.

Significant management judgment is required in determining the provision for income taxes, deferred tax assets and liabilities and any necessary valuation allowance recorded against net deferred tax assets. The process involves summarizing temporary differences resulting from the different treatment of items, for example, leases for tax and accounting purposes. These differences result in deferred tax assets and liabilities, which are included within the consolidated balance sheet. Management must then assess the likelihood that deferred tax assets will be recovered from future taxable income or tax carry-back availability and, to the extent management believes recovery is not likely, a valuation allowance must be established. To the extent that we establish a valuation allowance in a period, an expense must be recorded within the tax provision in the statement of operations.

Most of the Company's future income tax assets and liabilities are already recorded as substantially all operating assets are held by Pawnee and Lease-Win which are corporations and are tax-paying entities. The Company's estimate of its future income taxes will vary based on actual results of the factors described above, and such variations may be material.

FUTURE ACCOUNTING CHANGES

Financial Instruments (Classification and Measurement)

The IASB has issued IFRS 9 – *Financial Instruments (Classification and Measurement)*, which is mandatory for accounting periods beginning January 1, 2013. IFRS 9 provides new requirements for how an entity should classify and measure financial assets and liabilities that are in scope of IAS 39.

Consolidated Financial Statements

The IASB issued IFRS 10 – *Consolidated Financial Statements*, which will replace IAS 27 and SIC-12 (*Consolidation – Special Purpose Entities)*. The new standard provides a single model for consolidation based on control, which exists when an investor is exposed or has the right to variable returns from its involvement with the investee and has the current ability to affect those returns through its power over the investee. The standard also provides guidance on how to evaluate power. IFRS 10 is effective for annual periods beginning on or after January 1, 2013 with early adoption permitted.

Disclosure of interests in other entities

The IASB issued IFRS 12 – *Disclosure of Interests in Other Entities* which includes amended disclosure requirements relating to subsidiaries, joint ventures, and associates. Additional disclosures include judgments and assumptions made in determining how to classify involvement with another entity, interests that non-controlling parties have in the consolidated entities, and the nature and risks associated with interests in other entities. The standard is effective for annual periods beginning on or after January 1, 2013 with early adoption permitted.

Fair value measurement

IFRS 13 – *Fair Value Measurement* establishes a single source of guidance for fair value measurements for financial reporting purposes and also requires enhanced disclosures. The standard is effective of annual periods beginning on or after January 1, 2013.

The Company is assessing the impact of these new standards on its results of operations and financial position.

FORWARD-LOOKING STATEMENTS

In this report, management makes statements that are considered forward-looking statements. Forward-looking information consists of disclosure regarding possible events, conditions or results that is based on assumptions about future economic conditions and courses of action. Wherever used, the words “may”, “could”, “should”, “will”, “anticipate”, “intend”, “expect”, “plan”, “predict”, “believe”, and similar expressions identify forward-looking statements. These statements reflect management’s current beliefs and are based on information currently available to management, but indicate management’s expectations of future growth, results of operations, business performance, and business prospects and opportunities.

Forward-looking statements should not be read as guarantees of future performance or results, and will not necessarily be accurate indications of whether, or the times at which, such performance or results will be achieved. Forward-looking statements are based on information available at the time they are made, assumptions made by management, and management’s good faith belief with respect to future events, and are subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in forward-looking statements, historical results or current expectations. The Company assumes no obligation to publicly update or revise its forward-looking statements even if experience or future changes make it clear that any projected results expressed or implied therein will not be realized.

The Company operates in a dynamic environment that involves various risks and uncertainties, many of which are beyond the Company’s control and which could have an effect on the Company’s business, revenues, operating results, cash flow and financial condition, including without limitation:

- continuing access to required financing;
- continuing access to products to allow us to hedge our exposure to changes in interest rates;
- risks of increasing default rates on leases;
- our provision for credit losses;
- increasing competition;
- increased governmental regulation of the rates and methods we use in financing and collecting on our leases;
- dependence on key personnel; and
- general economic and business conditions.

Readers should also carefully review the risk factors described under “Risk Factors” below and the risk factors described in the Company’s annual information form filed with various Canadian securities regulatory authorities through SEDAR (the System for Electronic Document Analysis and Retrieval) at www.sedar.com.

KEY PERFORMANCE INDICATORS – PAWNEE

Management regularly evaluates and analyzes key performance indicators, including the following, to more effectively operate Pawnee's business:

Pawnee Portfolio Statistics *(in U.S.$ thousands except # of leases and %'s)*

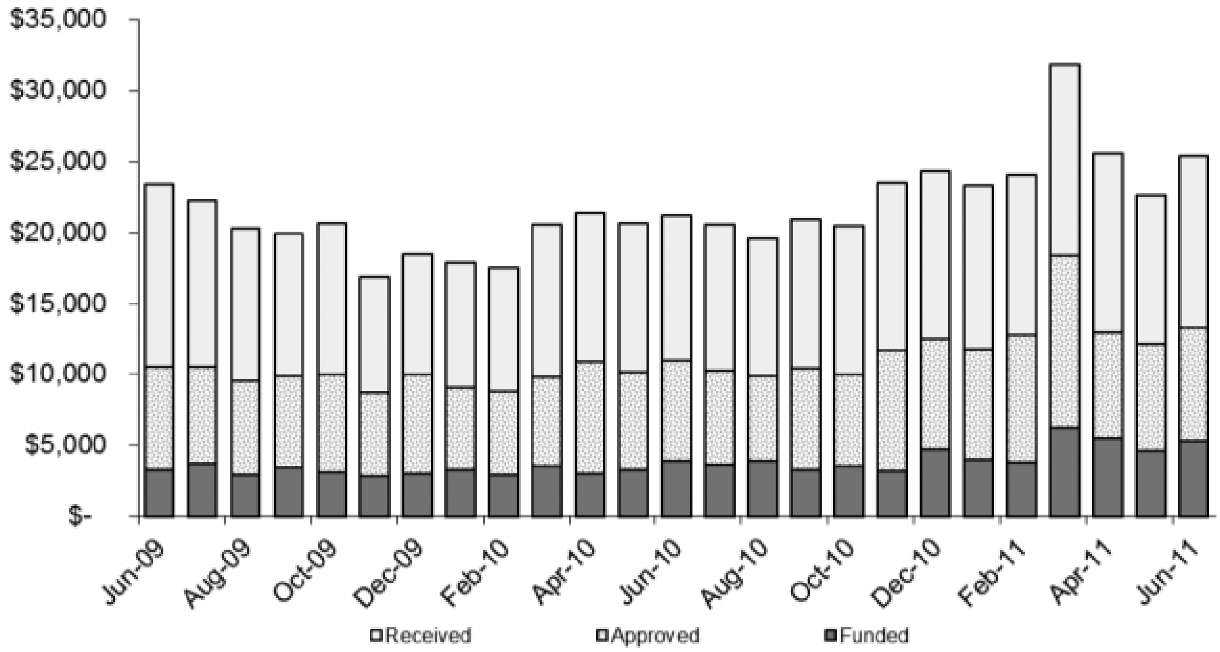
	Sep 30 2009	Dec 31 2009	Mar 31 2010	June 30 2010	Sep 30 2010	Dec 31 2010	Mar 31 2011	June 30 2011
Number of leases outstanding (#)	7,134	7,092	7,079	7,191	7,363	7,436	7,631	7,936
Gross lease receivable ("GLR") (1)	$105,225	$104,156	$103,742	$104,541	$105,908	$107,498	$112,615	$120,251
Residual receivable	$ 13,018	$ 12,914	$ 12,931	$ 13,104	$ 13,416	$ 13,677	$ 14,260	$ 15,106
Net investment in leases, before allowance	$ 81,283	$ 80,637	$ 80,605	$ 81,709	$ 83,484	$ 85,613	$ 90,389	$ 96,372
Security deposits	$ 9,223	$ 9,192	$ 9,204	$ 9,332	$ 9,615	$ 9,830	$ 10,179	$ 10,609
Allowance for doubtful accounts – previous method	$ 11,688	$ 11,674	$ 11,145	$ 10,099	$ 8,829	$ 7,653	$ 6,489	$ 5,588
Allowance for doubtful accounts – IFRS	n/a	$ 5,214	$ 4,071	$ 3,359	$ 3,323	$ 2,993	$ 2,330	$ 2,312
Over 31 days delinquency (% of GLR) (2)	6.44%	6.23%	4.54%	3.79%	3.58%	3.39%	2.29%	2.08%
Net charge-offs for the three-months ended (3)	$ 2,695	$ 2,793	$ 2,576	$ 2,030	$ 1,428	$ 1,620	$ 1,407	$ 1,133
Provision for credit losses for the three-months ended – previous method	$ 2,720	$ 2,779	$ 2,047	$ 984	$ 158	$ 445	$ 243	$ 231
Provision for credit losses for the three-months ended – IFRS	n/a	n/a	$ 1,611	$ 1,364	$ 1,431	$ 973	$ 852	$ 1,145

Notes:
(1) Excludes residual receivable.
(2) Over 31-days delinquency includes non-accrual gross lease receivables. Pawnee ceases to accrue interest income on leases after they become 94 days contractually past due unless information indicates that an earlier cessation of income is warranted and charges-off leases when they become 154 days contractually past due, unless information indicates that an earlier charge-off is warranted.
(3) Excludes the "charge-offs" of direct finance lease income on non-accrual leases recognized under IFRS.

Lease Application, Approval and Origination Volume

Management regularly reviews lease application, lease approval and lease origination volumes, for trends that may indicate changes in the economic or competitive landscape that may necessitate adjustments in Pawnee's approach to doing business in its market segments. Pawnee also uses this data in its forecasting and budgeting process. Management reviews application approval data to analyze and predict shifts in the credit quality of Pawnee's lease applicants, and looks at individual broker approval rates to determine whether a broker is submitting applications that meet Pawnee's credit criteria. Pawnee refers to total lease originations as a percentage of leases approved as the "closing ratio". Pawnee tracks and reviews the closing ratio to aid management in determining the efficiency and effectiveness of Pawnee's origination processes. Significant changes in any of these key metrics will usually result in a more detailed review, which may include review of broker, industry or equipment type, equipment cost, or geographic areas for specific results.

Lease Application, Approval and Origination Volume *(in thousands U.S.$)*



Asset Quality

Pawnee is a niche specialty finance company that is focused on doing business with commercial enterprises that are not usually considered by conventional financing sources and that generally have a higher risk profile. This exposes the firm to a greater risk level; however management has built an operating model that is based on managing this risk. As a result, Pawnee has been able to generate greater margins with lower volume than many typical finance companies.

Risk management begins with carefully selecting which independent brokers Pawnee does business with. Brokers must have personal credit profiles acceptable to Pawnee, industry references and preferably have been active in the equipment finance industry for a minimum of one year. Regional marketing managers are responsible for training and for developing a knowledge base with new and existing brokers regarding Pawnee's underwriting policies and procedures. This training process is very important in ensuring that neither the broker nor Pawnee spend extraordinary time in reviewing and handling applicants that can't meet Pawnee's basic qualifications. The managers are also responsible for monitoring the brokers for credit application review and closing efficiencies, including applications submitted, approved and ultimately funded.

The Pawnee credit process is not the automated scoring procedure typical of high volume equipment finance companies. A credit analyst reviews each application and manually completes a proprietary credit matrix, which is used as a guide for reaching a prudent credit decision. The matrix is designed to ensure that all of Pawnee's analysts are consistent in their review of applications. Analysts are available to directly assist brokers submitting lease applications and communicate credit decisions, including what would make an applicant more likely to be approved. Four basic principles underscore all credit decisions on new leases: (i) all business owners must personally guarantee the lease and must therefore submit their personal credit information for consideration; (ii) all scheduled lease payments must be paid through direct debit; (iii) all leases must be on Pawnee's standard proprietary lease documentation; and (iv) all leases assigned to Pawnee must be approved by Pawnee in accordance with the same criteria used in originating its own leases.

Pawnee's credit matrix undergoes continual review by management, in addition to periodic assessment by outside professionals with statistical expertise.

Operating Efficiency

Pawnee manages operating performance using, in addition to other tools, a comprehensive budgetary review process. Included in this review are line-item-level comparisons of revenues and expenses to budget and trend data for the period then ended. If management finds there is a significant or unusual variance from budget or expectations, management will review the variance in detail and take corrective action, if necessary. Management focuses its attention on significant changes from projections and takes appropriate action, as necessary.

Pawnee's static pool loss analysis measures lease loss performance by identifying a finite pool of lease originations and segmenting this pool into quarterly or annual vintages according to when the leases were originated. Poorly performing brokers, geographic areas, equipment types and industries are reviewed in more detail to determine if there is a systematic or other identifiable cause on which corrective action can be taken. For example, if management determines that Pawnee has unusually high losses on leases for a particular type of equipment, management may raise the minimum required credit matrix score for those leases to be approved or stop originating leases of that equipment type altogether.

Collections

The ability to efficiently service and collect on leases is critical in achieving appropriate profit margins and stable cash flows. Management of Pawnee recognizes the importance of the ability to collect on leases and, as such, a great deal of emphasis is placed on the employment and retention of experienced collection personnel. Over one-third of Pawnee's personnel dedicate their activities to the collections process. Pawnee's collections department is structured to systematically and quickly resolve delinquent leases whenever possible, mitigate losses and collect post-default recovery dollars.

Pawnee's collections activities begin when a lease initially becomes delinquent. An account is recognized as troubled if for any reason the direct debit payment is not successfully received on the required due date – the account is immediately considered delinquent. When the lease becomes 31 days past due, or earlier if the collector recognizes that the problem is something more significant than a past due payment, the lease is referred to the appropriate negotiation, repossession/remarketing, bankruptcy or legal specialist on the Advanced Collection team. Pawnee regularly remediates a high percentage of leases that go initially past due.

The Advanced Collection team's objective is to minimize Pawnee's loss through a combination of collecting payments, writing forbearances, repossessing and selling leased equipment, initiating lawsuits and, most importantly, negotiating settlements. After 154 days of delinquency, or earlier if the Advanced Collection team determines the account is uncollectible, the lease is charged off.

After an account is charged off, it may continue to be handled internally when collection prospects for recovery through a personal guarantor or other remedy are considered good. If not, it is normally assigned to an independent collection agency for additional collection efforts. At this stage in the collections process, the primary sources of recovery are payments on restructured accounts, settlements with guarantors, equipment sales, litigation and bankruptcy court distributions.

Throughout the collections process, Pawnee's repossession/remarketing specialists perform a wide variety of functions, including acting on repossession requests from any collector, managing third-party vendors that perform repossession activities, working with remarketers to establish and approve the selling price on all repossessed equipment, and selling equipment on behalf of Pawnee.

KEY PERFORMANCE INDICATORS – SHERWAY LP

Management monitors and analyzes a number of key indicators of the Acura Sherway dealership's operations, by profit centre/department. One key indicator for each department is the level of gross margins being generated – on a per unit and total volume basis. This measure, along with other metrics that may vary amongst departments, as applicable, is monitored daily, weekly and monthly. The analyses of these various metrics allows management to react quickly to trends, concerns and opportunities in each department, on a daily, weekly and/or monthly basis.

NON-GAAP & NON-IFRS MEASURES ("NON-GAAP MEASURES")

The Company provides non-GAAP measures as supplementary information. Management believes EBITDA and Adjusted EBITDA are useful measures in evaluating the performance of the Company and in determining whether to invest in the Common Shares. EBITDA and Adjusted EBITDA are not earnings measures recognized by GAAP and do not have standardized meanings prescribed by GAAP. Therefore, EBITDA and Adjusted EBITDA may not be comparable to similarly titled measures presented by other issuers. Investors are cautioned that EBITDA and Adjusted EBITDA cash should not be construed as an alternative to net income (loss) determined in accordance with GAAP as indicators of performance or to cash flows from operating, investing and financing activities as measures of liquidity and cash flows.

For 2010, per IFRS, the Fund had no ordinary equity holders as trust units of the Fund ("Fund Units") and the shares of Chesswood U.S. Acquistionco Ltd. ("U.S. Acquisitionco") which were exchangeable for Fund Units and are now exchangeable for Common Shares (the "Exchangeable Securities") were classified as liabilities. As the Fund had no ordinary equity holders per IFRS in 2010, the Fund cannot disclose an earnings or loss per share in the financial statements or notes thereto. Management believes that providing a comparable calculation to investors is a useful measure in evaluating the performance of the Company and in determining whether to invest in the Common Shares.

Definitions of EBITDA and Adjusted EBITDA

"EBITDA" is defined as net income (loss) adjusted to exclude interest, income taxes, depreciation and amortization.

"Adjusted EBITDA" is defined as EBITDA adjusted for (i) interest on leasing and vehicle credit lines, (ii) non-cash gain (loss) on interest rate swaps, (iii) non-cash unrealized gain (loss) on foreign exchange, (iv) non-cash unit compensation expenses, (v) non-cash fair value adjustments on other liabilities, (vi) distributions to unitholders in 2010 considered as an expense under IFRS, and (vii) the non-cash loss on sale of property and equipment.

Undiluted earnings per share is computed by dividing net income adjusted for non-cash fair value adjustments on other liabilities, tax adjustment on undistributed tax benefits at the unitholders' marginal tax rate, and distributions to unitholders (considered as an expense under IFRS in 2010) for the period by the weighted average number of Fund Units and Exchangeable Securities outstanding during the period.

Adjusted EBITDA	2010 (IFRS BASIS)				2011	
For the quarter-ended *($ thousands)*	Q1	Q2	Q3	Q4	Q1	Q2
Net income (loss)	$(2,342)	$ 862	$ (450)	$ (721)	$1,705	$1,077
Interest expense	872	850	983	882	807	749
Income tax expense	1,353	1,163	887	2,138	1,900	1,321
Amortization	186	184	185	255	177	181
EBITDA	**$ 69**	**$3,059**	**$1,605**	**$2,554**	**$4,589**	**$3,328**
Interest expense on operating credit facilities	(872)	(850)	(983)	(882)	(807)	(749)
Share-based compensation expense	456	456	712	993	500	429
Foreign exchange loss (gain)	(9)	4	77	46	78	15
Fair value adjustments – interest rate swaps	259	841	558	(763)	(335)	321
Fair value adjustments – other liabilities	2,009	(369)	1,330	1,553	—	—
Distributions to unitholders	971	323	n/a	n/a	n/a	n/a
Adjusted EBITDA *(1)*	**$ 2,883**	**$3,464**	**$3,299**	**$3,501**	**$4,025**	**$3,344**

(1) Adjusted EBITDA is a non-GAAP measure. See "Non-GAAP Measures" for the definition of Adjusted EBITDA.
(2) The amounts reflected for 2010 have been restated for the adoption of IFRS.

SELECTED QUARTERLY FINANCIAL INFORMATION

As at and for the quarter-ended	2009 (GAAP BASIS)		2010 (IFRS BASIS)				2011	
($ thousands except per unit/share figures)	Q3	Q4 (3)	Q1	Q2	Q3	Q4	Q1	Q2
Revenue	$ 20,783	$ 19,110	$ 18,587	$ 20,627	$ 20,196	$ 20,313	$ 17,748	$ 18,894
Net operating income	5,055	5,394	6,555	6,848	6,739	7,029	7,208	7,185
Income before tax, and gain (loss) on interest rate swaps and other liabilities	1,328	1,773	2,250	2,820	2,325	2,325	3,270	2,719
Income (loss) before tax	1,259	2,046	(989)	2,025	437	1,416	3,605	2,398
Income tax provision	568	2,370	1,353	1,163	887	2,138	1,900	1,321
Net income (loss)	691	(324)	(2,342)	862	(450)	(720)	1,705	1,077
Undiluted income per unit/share (5)	$ 0.08	$ (0.04)	$ 0.10	$ 0.12	$ 0.10	$ 0.09	$ 0.16	$ 0.10
Diluted income per unit/share (5)	$ 0.08	$ (0.04)	$ 0.09	$ 0.11	$ 0.10	$ 0.08	$ 0.15	$ 0.09
Total assets	121,410	118,791	137,501	143,929	146,070	141,219	135,255	136,674
Long-term financial liabilities (7)	65,919	65,121	113,740	86,552	87,829	85,769	67,653	71,808
Other Data								
Adjusted EBITDA *(1)*	$ 1,775	$ 2,230	$ 2,883	$ 3,464	$ 3,299	$ 3,501	$ 4,025	$ 3,344
Dividends/distributions declared (6)	751	743	971	976	1,293	1,464	1,632	1,662
Dividends/Distributions declared per unit/share *(1)(2)*	$ 0.090	$ 0.090	$ 0.105	$ 0.105	$ 0.12	$ 0.135	$ 0.15	$ 0.15

(1) Adjusted EBITDA is a non-GAAP measure. See "Non-GAAP Measures" for the definition of Adjusted EBITDA.

(2) Based on weighted average units/shares outstanding during period.

(3) Q4 2009 – When the inter-company note was exchanged for equity on December 30, 2009 (see 2010 Annual Report under the heading "Inter-Company Debt Exchanged for Equity in 2009"), the deferred interest payable established in 2008 and 2009 required by GAAP (which eliminated on consolidation) was reversed and so was the future tax asset (which did not eliminate on consolidation), resulting in an increase in the income tax provision and future taxes payable on December 30, 2009. The 2009 increase in the income tax provision and future taxes payable totaled $1.8 million ("tax effect on exchange of inter-company debt to equity") of which approximately $1.2 million related to recovery of income taxes booked in Q4-2008 and the remaining $625,000 related to reduced tax expense reported in the first nine-months of 2009.

(4) The amounts reflected for 2009 are reported under historical Canadian GAAP.

(5) For 2010, per IFRS, undiluted and diluted income per unit are non-GAAP measures. See "Non-GAAP Measures" for the definition of undiluted and diluted income per unit for 2010**.**

(6) Includes dividends (distributions) on Exchangeable Securities (non-controlling interest).

(7) In 2010, per IFRS Fund Units, Exchangeable Securities and share-based compensation reserve were classified as liabilities; please see notes to the interim consolidated financial statements. In 2011, per IFRS these items are classified as equity items.

RESULTS OF OPERATIONS FOR THE SIX-MONTHS ENDED JUNE 30, 2011 AND 2010

U.S. dollar results for the six-months ended June 30, 2011 were converted at approximately 0.9767, which was the average exchange rate for the six-month period. The U.S. dollar results for the six-months ended June 30, 2010 were converted at approximately 1.0338, which was the average exchange rate for the corresponding period. Therefore there is approximately 6% lower exchange rate for 2011 compared to 2010.

Direct financing lease income totalled $12.8 million in the six-months ended June 30, 2011; a decrease of approximately $281,000 from the same period in the prior year, predominantly due to a decrease of $408,000 at Lease-Win as a result of the decline in the number of leases outstanding year-over-year. The $408,000 decrease at Lease-Win represented a 53.9% decrease in its direct finance lease income year-over-year reflecting the continued wind-down of its leasing portfolio which started in September 2008. Under IFRS, direct finance lease income on Lease-Win's securitized leases is classified on a gross basis (instead of net of interest expense and gain on sale basis that was grouped with automotive revenue under historical Canadian GAAP). Pawnee's direct finance income in Canadian dollars increased $127,400 year-over-year for the six-month period. However, the change in the foreign exchange rates resulted in a decrease of approximately $670,000 in direct finance lease income. In U.S. dollars, Pawnee's direct financing lease income totalled $12.6 million in the six-months ended June 30, 2011 compared to U.S.$11.7 million in the same period in the prior year, an increase of approximately U.S.$900,100 in the six-month period due to more leases outstanding during the period.

Interest expense on lease financing credit facilities totaled approximately $1.5 million in the six-months ended June 30, 2011 compared to $1.6 million in the same period in the prior year, a decrease of $160,000 year-over-year. Lease-Win's interest expense decreased by $217,100 year-over-year in the six-month period due to the decrease in securitization and lease financing debt outstanding and represented at 63.2% decrease in interest expense year-over-year. Pawnee's interest expense increased by approximately $56,000 (U.S.$129,700) year-over-year in the six-month period as a result of higher average debt outstanding in the period, higher interest rate and higher deferred financing costs being amortized (U.S.$33,000).

Ancillary lease and other fee income totaled $2.1 million in the six-months ended June 30, 2011 relatively unchanged to the same period in the prior year. In U.S. dollars, Pawnee's ancillary lease and other income increased approximately $55,000 in the six-month period compared to the same period in the prior year due to more leases outstanding.

Revenue from automotive operations totaled $21.7 million in the six-months ended June 30, 2011 compared to $24.0 million for the same period in the prior year, a decrease of $2.2 million or 9.3% year-over-year. A decrease in new vehicle sales year-over-year at Acura Sherway was the predominant reason for the decrease in automotive revenue. The earthquake and tsunami in Japan have limited the supply of new vehicles to Acura Sherway, since April 2011. This supply disruption is expected to be rectified by September 2011.

Even though there was a $2.2 million decrease in automotive revenue in the six-month period year-over-year, the automotive operations operating income only decreased by $59,000 or 2.0% year-over-year.

During the six-month period ended June 30, 2011, the provision for credit losses totaled $2.0 million compared to $3.2 million in the same period in the prior year, a decrease of $1.2 million year-over-year. The $1.2 million year-over-year decrease is comprised of a decrease of $1.0 million in Pawnee's provision for credit losses, a decrease of $113,000 due to the change in foreign exchange rates, and a decrease of $114,000 in Lease-Win's provision for credit losses. In the six-month period, Pawnee's actual net charge-offs decreased by U.S.$2.1

million year-over-year. Pawnee's non-cash decrease in allowance for doubtful accounts totaled U.S.$543,000 compared to a non-cash decrease of U.S.$1.6 million in the allowance for doubtful accounts in the same period in 2010, which led to an increase in the provision for credit losses of U.S.$1.1 million.

IFRS – Provision for credit losses	For the three-months ended June 30, 2011	For the three-months ended June 30, 2010	For the six-months ended June 30, 2011	For the six-months ended June 30, 2010
	($ thousands)			
Pawnee's net charge-offs – U.S.$	**$1,133**	$2,030	**$2,540**	$ 4,606
Increase (decrease) in allowance for doubtful accounts – U.S.$	**12**	(666)	**(543)**	(1,631)
Pawnee's provision for credit losses – IFRS U.S.$	**$1,145**	$1,364	**$1,997**	$ 2,975
Pawnee's provision for credit losses – IFRS CDN$	**$1,111**	$1,399	**$1,951**	$ 3,075
Lease-Win's provision (recovery of) for credit losses	**—**	51	**(3)**	111
Consolidated provision for credit losses	**$1,111**	$1,450	**$1,948**	$ 3,186

For comparison purposes, we include the calculation of Pawnee's provision for credit losses under the previous method.

	For the three-months ended June 30, 2011	For the three-months ended June 30, 2010	For the six-months ended June 30, 2011	For the six-months ended June 30, 2010
	($ thousands)			
Pawnee's net charge-offs – U.S.$	**$1,133**	$ 2,030	**$ 2,540**	$ 4,606
Decrease in allowance for doubtful accounts – U.S.$	**(901)**	(1,046)	**(2,065)**	(1,575)
Pawnee's provision for credit losses (previous method) U.S.$	**$ 232**	$ 984	**$ 475**	$ 3,031

General and administrative expenses totaled $3.6 million for the six-months ended June 30, 2011 compared to $3.7 million in the same period in the prior year, a decrease of $72,000. General and administrative expenses for 2011 include $425,000 in acquisition costs relating to the purchase of Case Funding and 2010 general and administrative expenses include $350,000 in costs relating to the conversion of the Fund to the Company. Pawnee's costs relating to collection and repossession for the six-month period decreased by U.S.$177,000 year-over-year. This decrease were offset by a $75,000 increase on withholding tax expense at Chesswood on accrued dividends from Pawnee due to an increase in accrued dividend income from Pawnee.

Income before gains and losses on interest rate swaps and other liabilities totaled $6.0 million for the six-months ended June 30, 2011 compared to $5.0 million in the same period of the prior year, an increase of $919,000. The $919,000 increase in income is predominantly the result of the $1.2 million increase in Pawnee's income which was driven primarily by the decrease in provision for credit losses; $111,000 decrease in income from the Canadian automotive operations predominantly from Acura Sherway; and a $59,000 increase in Chesswood overhead expenses.

The following table shows the net losses from fair value adjustments on liabilities that IFRS deemed were held for trading.

	For the three-months ended		For the six-months ended	
	June 30, 2011	June 30, 2010	**June 30, 2011**	June 30, 2010
		($ thousands)		
Held for trading gains and (losses) on:				
Interest rate swaps	**$(321)**	**$(841)**	**$ 14**	$(1,100)
Fund Units	**—**	**—**	**—**	(1,983)
Exchangeable Securities	**—**	**369**	**—**	(60)
Conversion option on convertible debentures	**—**	**—**	**—**	403
Net gain (loss)	**$(321)**	**$(472)**	**$ 14**	$(2,740)

The fair value adjustments to revalue the interest rate swaps at Pawnee created a non-cash gain of $14,000 in the six-months ended June 30, 2011 compared to a loss of $1.1 million in the same period of the prior year, an increase of $1.1 million in income before taxes year-over-year. The fair value adjustments on Fund Units, Exchangeable Securities, and conversion option on convertible debentures resulted from IFRS impact on certain Fund elements in 2010. If the Fund had been a corporation in 2010 these adjustments would not have been required.

The provision for income taxes for the six-months ended June 30, 2011 totaled $3.2 million compared to $2.5 million in the same period of the prior year, an increase of $705,000. Substantially all of the $705,000 increase in tax expense is the result of increased taxable earnings at Pawnee year-over-year. The $3.2 million provision for income taxes for the six-months ended June 30, 2011 is comprised of $255,200 relating to the reduction in deferred tax assets, $866,000 in current tax expense and $2.1 million in deferred tax expense.

For the six-months ended June 30, 2011, the Company reported consolidated net income of $2.8 million compared to a net loss of $1.5 million in the six-months ended June 30, 2010, an increase of $4.3 million year-over-year.

The $4.3 million increase in net income year-over-year in the six-month period was predominantly as a result of the $1.2 million reduction in allowance for doubtful accounts due to the decrease in net charge-offs year-over-year, $1.6 million in fair value adjustment net loss in 2010 on other liabilities, $1.3 million in distributions to unitholders that were expensed under IFRS, the $1.1 million increase in income from the non-cash interest rate swap mark-to-market valuation, offset by a $705,000 increase in income tax expense and a $111,000 decrease in income from the Canadian automotive operations.

RESULTS OF OPERATIONS FOR THE THREE-MONTHS ENDED JUNE 30, 2011 AND 2010

Pawnee's U.S. dollar results for the three-months ended June 30, 2011 were converted at approximately 0.9679, which was the average exchange rate for the three-month period. The U.S. dollar results for the three-months ended June 30, 2010 were converted at approximately 1.0276, which was the average exchange rate for the corresponding period.

Direct financing lease income totalled $6.4 million in the three-months ended June 30, 2011; an increase of approximately $17,000 from the same period in the prior year, predominantly due to an increase of $203,700 in Pawnee direct finance income in Canadian dollars offset by a $186,700 decrease at Lease-Win as a result of the decline in the number of leases outstanding year-over-year. The $186,700 decrease at Lease-Win represented a 55.3% decrease in its direct finance lease income year-over-year reflecting the continued wind-down of its leasing portfolio which started in September 2008. In U.S. dollars, Pawnee's direct financing lease income totalled $6.5 million in the three-months ended June 30, 2011 compared to U.S.$5.9 million in the same period in the prior year, an increase of approximately U.S.$571,000 in the three-month period due to more leases outstanding during the period.

Interest expense on lease financing credit facilities totaled approximately $698,000 in the three-months ended June 30, 2011 compared to $788,000 in the same period in the prior year, a decrease of $90,000 year-over-year. Lease-Win's interest expense decreased by $100,200 year-over-year in the three-month period due to the decrease in securitization and lease financing debt outstanding. Pawnee's interest expense decreased by approximately $11,000 in Canadian dollars due to the effect of the change in exchange rates, however in U.S.$ Pawnee's interest expense increased by U.S.$49,200 year-over-year in the three-month period as a result of higher average debt outstanding in the period, higher interest rate and higher deferred financing costs being amortized (U.S.$18,000).

Ancillary lease and other fee income totaled $1.1 million in the three-months ended June 30, 2011 relatively unchanged to the same period in the prior year. In U.S. dollars, Pawnee's ancillary lease and other income increased approximately $30,000 in the three-month period compared to the same period in the prior year due to more leases outstanding.

Revenue from automotive operations totaled $11.4 million in the three-months ended June 30, 2011 compared to $13.1 million for the same period in the prior year, a decrease of $1.7 million or 13.1% year-over-year. A decrease in new vehicle sales year-over-year at Acura Sherway was the predominant reason for the decrease in automotive revenue.

Even though there was a $1.7 million decrease in automotive revenue in the three-month period year-over-year, the automotive operations operating income decreased by only $73,000 or 4.6% year-over-year.

During the three-month period ended June 30, 2011, the provision for credit losses totaled $1.1 million compared to $1.5 million in the same period in the prior year, a decrease of $339,000 year-over-year. The $339,000 year-over-year decrease is comprised of a decrease of $287,000 in Pawnee's provision for credit losses and a decrease of $52,000 in Lease-Win's provision for credit losses. In the three-month period, Pawnee's actual net charge-offs decreased by U.S.$896,000 year-over-year. Pawnee's non-cash increase in allowance for doubtful accounts totaled U.S.$12,000 compared to a non-cash decrease of U.S.$666,000 in the allowance for doubtful accounts in the same period in 2010, which led to a U.S.$218,000 decrease in the provision for credit losses year-over-year.

General and administrative expenses totaled $2.0 million for the three-months ended June 30, 2011 compared to $1.6 million in the same period in the prior year, an increase of $343,000, predominantly as a result of $425,000 in costs relating to the acquisition of Case Funding.

Income before gains and losses on interest rate swaps and other liabilities totaled $2.7 million for the three-months ended June 30, 2011 compared to $2.8 million in the same period of the prior year, a decrease of

$101,000. The $101,000 decrease in income is the result of an increase in Chesswood overhead of $324,000 predominantly as a result of the Case Funding acquisition costs, $118,000 net loss from Case Funding operations in the three months, a decrease of $75,000 from Canadian automotive operations and a $416,000 increase in Pawnee's income which was driven primarily by the decrease in provision for credit losses and increase in direct finance income.

The provision for income taxes for the three-months ended June 30, 2011 totaled $1.3 million compared to $1.2 million in the same period of the prior year, an increase of $158,000. Substantially all of the $158,000 increase in tax expense is the result of increased taxable earnings at Pawnee year-over-year. The $1.3 million provision for income taxes for the three-months ended June 30, 2011 is comprised of $4,200 relating to the reduction in deferred tax assets, $508,000 in current tax expense and $809,000 in deferred tax expense.

For the three-months ended June 30, 2011, the Company reported consolidated net income of $1.1 million compared to $862,000 in the three-months ended June 30, 2010, an increase of $215,000 year-over-year. This quarter's results also reflect the $425,000 one-time expense of acquisition costs.

The $215,000 increase in net income year-over-year in the three-month period was predominantly as a result of the $520,000 increase in income from the non-cash interest rate swap mark-to-market valuation offset by the $369,000 reduction in fair value adjustments booked in 2010 per IFRS, $323,000 in distributions to unitholders that were expensed under IFRS in 2010, and the $101,000 decrease in income before gains and losses on interest rate swaps and other liabilities described above.

BALANCE SHEET

Total consolidated assets of the Company at June 30, 2011 were $136.7 million, a decrease of $4.5 million from December 31, 2010. The exchange rate on June 30, 2011 was 0.9643 compared to 0.9946 at December 31, 2010 and 1.0466 at January 1, 2010. The change in the foreign exchange rates decreased assets by $2.0 million, thus total assets excluding the foreign exchange impact decreased by $2.5 million from December 31, 2010.

Cash totaled $10.0 million at June 30, 2011 compared to $12.9 million at December 31, 2010, a decrease of approximately $2.9 million. The decrease in cash is the result of using excess cash at Pawnee to fund an increase in net investment in leases instead of using the credit facility. Prior to September 2010, Pawnee's banking agreement required Pawnee to send the permitted monthly dividends to Chesswood each month or lose the ability to pay out the permitted dividend. The new banking agreement entered into in September 2010 allows the permitted monthly dividends of any one fiscal year to remain at Pawnee until the earlier of April of the following year or such time as Chesswood chooses to receive the permitted dividends. Thus, at June 30, 2011, approximately U.S.$4.2 million that would have been sent up to Chesswood under the previous agreement, relating to January to May, were still at Pawnee being utilized to fund portfolio growth and lower interest costs.

As Lease-Win continues its wind down, it is accumulating cash balances, a large portion of which will be used to satisfy its tax obligations. During the six-months ended June 30, 2011, Lease-Win has paid $217,000 in income taxes relating to 2010 and $592,500 in taxes relating to 2011. At June 30, 2011, $1.0 million (December 31, 2010 – $1.5 million) of the Company's consolidated cash balance represents funds on hand at Lease-Win.

Accounts receivable totaled $1.1 million at June 30, 2011 compared to $766,000 at December 31, 2010. The accounts receivable balance principally relates to the Acura Sherway dealership and includes amounts due from the manufacturer for financing contracts in transit, which are typically collected within seven to ten days, and are usually at their highest levels at month end. Vehicle receivable balances fluctuate throughout the year based on seasonality, and sales volumes of the industry.

Inventory totaled $5.8 million at June 30, 2011 compared to $6.8 million at December 31, 2010, a decrease of $975,000. Vehicle inventory balances at dealerships fluctuate throughout the year based on seasonality, sales volumes and market conditions.

Prepaid expenses and other assets totaled $856,000 at June 30, 2011 compared to $7.1 million at December 31, 2010, a decrease of $5.4 million. The majority of the decrease is the result of the receipt of a U.S.$5.2 million in income tax installments paid in 2010 which were refunded in 2011. The prepaid expenses and other assets is predominantly comprised of $345,000 deferred financing costs relating to Pawnee's lease financing line-of-credit facility. The costs will be amortized over the remaining term of the credit facility which matures on September 24, 2013.

Lease-Win's securitized net investment in lease receivables totaled $3.0 million compared to $5.5 million at December 31, 2010, relating to $3.1 million in gross lease receivables (December 31, 2010 – $5.9 million). At June 30, 2011, 48.0% of Lease-Win's gross lease receivable was securitized compared to 57.6% at December 31, 2010, which reflects Lease-Win's decision to self-finance shorter-term leases. Lease-Win had used securitization for funding its leasing activities since July 1997. As of September 1, 2008, Lease-Win ceased originating new leases other than extensions with existing customers and a very small volume of leases on behalf of one originator, until the contract with that originator terminated in February 2009.

As at June 30, 2011, net investment in leases totaled $93.8 million compared to $86.2 million at December 31, 2010, an increase of $7.6 million; the increase was comprised of:

	($ thousands)
Decrease in allowance for doubtful accounts	$ 658
Increase of 500 leases since December 31, 2010 at Pawnee	5,855
Increase of U.S.$621 per lease in the average book value of net investment in leases	4,451
Decrease in net investment in leases from change in foreign exchange	(2,506)
Net decrease in net investment in non-securitized leases at Lease-Win	(829)
Total increase in net investment in leases	$ 7,629

The gross lease receivable of leases under administration as at June 30, 2011 was approximately $122.5 million, compared to $117.1 million at December 31, 2010. Pawnee's gross lease receivable represented $116.0 million (U.S.$120.3 million) of the total gross lease receivable outstanding at June 30, 2011, compared to $106.9 million (U.S.$107.5 million) at December 31, 2010 and at January 1, 2010 Pawnee's gross lease receivable totaled $109.0 million (U.S.$104.2 million).

Lease-Win's gross lease receivable under administration totaled $6.5 million at June 30, 2011 compared to $10.2 million at December 31, 2010, a decrease of $3.7 million. As of September 1, 2008, Lease-Win ceased originating new leases other than extensions with existing customers and a very small volume of leases on behalf of one originator, until the contract with that originator terminated in February 2009.

The $93.8 million in net investment in leases is net of $2.4 million in allowance for doubtful accounts compared to $3.2 million in allowance for doubtful accounts at December 31, 2010. Under IFRS, an allowance can only be set up if there is objective evidence that the impairment has already occurred; potential losses expected as a result of future events, no matter how likely based on past historical evidence, are not allowed to be recognized. Pawnee charges-off leases when they become 154 days contractually past due, unless information indicates that an earlier charge-off is warranted. A high percentage of the charge-offs are made before the subject leases reach 154 days contractually past due. As only a small percentage of the total lease receivable portfolio have monthly lease payments that are past due at any one reporting date, the portion of the lease receivables that shows observable objective evidence of impairment at any one reporting date is quite small, despite long-term historical experience that indicates that future charge-offs with respect to the current lease receivable will typically exceed the level of observable impairment, in a matter of months. See “IFRS impact on Pawnee’s allowance for doubtful accounts” above in regards to the change in the allowance for doubtful accounts.

Unlike certain other equipment finance companies, Pawnee does not sell any of its lease receivables. All receivables originated by Pawnee are retained for their full term. Pawnee funds its leases through a floating rate facility offered by a banking syndicate, as discussed below.

During the first quarter of 2011, Pawnee acquired and installed a new phone system totaling U.S.$145,152.

Intangible assets totaled $7.3 million at June 30, 2011 compared to $7.4 million at December 31, 2010. The $83,000 decrease in intangible assets is comprised of $244,000 in amortization of broker relationships and a $200,000 decrease as the result of the change in foreign exchange rates, offset by the trade name intangible asset of $361,000 recognized on the acquisition of Case Funding. The significant intangible assets of broker relationships and customer relationships do not require any outlay of cash to be maintained, as the creation of lease receivables does not require an outlay of cash, other than commissions, which are separately expensed.

Goodwill totaled $13.5 million at June 30, 2011, compared to $13.2 million at December 31, 2010. Goodwill of U.S.$604,000 was recognized on acquisition of Case Funding. The movement in foreign exchange rates caused a reduction of $333,000 in goodwill during the six months ended June 30, 2011. Goodwill is typically tested annually for impairment unless certain circumstances arise that would require an assessment prior to an annual review.

Goodwill, January 1, 2010	**$13,776**
Foreign exchange adjustment	(559)
Goodwill, December 31, 2010	**$13,217**
Case Funding acquisition	590
Foreign exchange adjustment	(333)
Goodwill, June 30, 2011	**$13,474**

Vehicle inventory is financed through vehicle financing credit facilities, of which $4.3 million was outstanding at June 30, 2011 compared to $5.5 million at December 31, 2010, leaving $1.5 million of inventory that was self-financed as at June 30, 2011 compared to $1.2 million of inventory self-financed at December 31, 2010. Vehicle inventory balances at dealerships fluctuate throughout the year based on seasonality, sales volumes and market conditions.

Pawnee enters into interest rate swap agreements with its principal lender under its banking facility that provides for payment of an annual fixed rate, in exchange for a LIBOR based floating rate amount. Pawnee’s bank has the option to terminate the swaps typically one year prior to the maturity date. The interest rate swaps are intended to offset a portion of the variable interest rate risk on the credit facility. At June 30, 2011, the mark-to-market adjustment is a loss of approximately $2.4 million compared to a loss of approximately $2.5 million at December 31, 2010 and is shown as a liability on the balance sheet.

The following interest rate swaps were outstanding at June 30, 2011:

Effective Date	Notional Amount U.S.$	Annual Fixed Rate	Maturity date	Bank Call Date
July 2008	15,000,000	4.80%	March 2012	March 2010
March 2011	15,000,000	3.12%	March 2014	n/a
March 2012	15,000,000	4.00%	March 2015	n/a

Pawnee's interest rate swaps are not considered trading instruments as it intends to hold them until termination. Nonetheless, the interest rate swaps do not qualify as a hedge for accounting purposes, and are therefore recorded as a separate derivative financial instrument. Accordingly, the estimated fair value of the interest rate swaps is recorded as a liability on the accompanying consolidated balance sheet. Payments made and received pursuant to the terms of the interest rate swaps and adjustments to the fair value of the interest rate swaps are recorded as an adjustment to interest expense. The fair value of interest rate swaps is based upon the estimated net present value of cash flows, and does not necessarily reflect the amount that would be required to settle the interest rate swaps.

Pawnee's lease financing line totaled $36.0 million (U.S.$37.3 million) at June 30, 2011 compared to $38.7 million (U.S.$38.9 million) at December 31, 2010. Pawnee's lease financing line decreased by U.S.$1.6 million from December 31, 2010 even though the net investment in leases, net of security deposits, rose by U.S.$9.9 million from December 31,2010, a difference of U.S.$11.5 million. Of the U.S.$11.5 million, U.S.$5.2 million came from the receipt of income tax installments paid in 2010, refunded in 2011, and approximately U.S.$4.2 million that would have been sent up to Chesswood as dividends relating to January to May, were retained at Pawnee due to the new flexibility in the credit facility, mentioned above.

In September 2010, Pawnee renewed and expanded its credit facility which was due to mature in May 2011. The credit facility limit has been increased by U.S.$2.5 million to U.S.$55.0 million, while the accordion feature of the loan agreement has been increased to U.S.$85.0 million from U.S.$65.0 million. Pawnee's borrowings under the credit facility are subject to, among other things, adhering to certain percentages of eligible gross lease receivables, and the maintenance of a minimum debt to tangible net worth ratio. This credit facility is secured by substantially all of Pawnee's assets, contains negative covenants including the maintaining of leverage and interest coverage ratios, requires Pawnee to mitigate its interest rate risk by entering interest rate swaps for a notional amount not less than 50% of the outstanding amount, and matures on September 24, 2013.

The majority of the $10.4 million (December 31, 2010 – $9.9 million) in customer security deposits relates to security deposits held by Pawnee. Pawnee's primary lease contract requires that the lessee provide two payments as security deposit (not advance payments), which are held for the full term of the lease and then returned or applied to the purchase option of the equipment at the lessee's request, unless the lessee has previously defaulted (in which case the deposit is applied against the lease receivable). Historically, a very high percentage of lessees' deposits are either applied to the purchase option of the leased equipment at the end of the lease term or used to offset charge-offs. The approximate $466,000 increase in the security deposit balance from December 31, 2010 is due to a $780,000 increase in security deposits at Pawnee, $298,000 decrease as a result of fluctuation in the foreign exchange rates and $16,000 decrease in security deposits at Lease-Win.

Future income taxes payable at June 30, 2011 totaled $19.9 million compared to $18.3 million at June 30, 2010, an increase of $1.6 million. The increase in future income taxes payable is the result of a future income tax provision of approximately $2.1 million and $530,000 decrease as a result of the change in foreign exchange rates.

Income taxes at Pawnee and Lease-Win are provided for using the asset and liability method of accounting. This method recognizes future tax assets and liabilities that arise from differences between the accounting basis of the subsidiaries' assets and liabilities and their corresponding tax basis.

At June 30, 2011, there were 9,763,901 Common Shares outstanding (excluding the share issuable in exchange of the Exchangeable Securities) with a book value of $43.6 million. Through the transition to IFRS there was a $41.4 million reduction in the book value of the Fund Units at December 31, 2010, due to $32.2 million of fair value adjustments of the Fund Units or items convertible or settled with Fund Units (as a result of the Fund Units becoming classified under IFRS as held-for-trading liabilities in 2010) and $9.2 million reclassified to non-controlling interest. The $32.2 million of fair value adjustments as a result of the transition to IFRS increased retained earnings. On January 1, 2011, prior to the conversion to a corporation, the Fund consolidated its Fund Units on a 1 for 100 basis. The Fund paid out any unitholder with less than one Fund Unit after the consolidation (and who had filed the necessary paperwork with the transfer agent) based on the average trading price five days prior to the consolidation, which was $6.05. The unit consolidation eliminated 2,808 Fund Units and approximately 291 registered unitholders for a total cost of $26,988, including legal and other costs. After the conversion to a corporation, there have been no further fair value adjustments, under IFRS, on shareholder equity items.

Non-controlling interest is comprised of the Exchangeable Securities, being the 1,274,601 Class B common shares and 203,936 Class C common shares of U.S. Acquisitionco outstanding. The Class B and C common shares of U.S. Acquisitionco were issued as partial consideration for the acquisition of Pawnee and are fully exchangeable at any time for Common Shares, on a one-for-one basis, through a series of steps. In 2010, per IFRS, the value was classified as a liability and grouped with Other Liabilities.

Reserves represent the accumulated share-based compensation expensed over the vesting term for options and restricted share units unexercised at June 30, 2011. In 2010, per IFRS, the value was classified as a liability and grouped with Other liabilities.

Accumulated other comprehensive loss is the cumulative translation difference between the exchange rate on January 1, 2010, the IFRS adoption date and the exchange rate on June 30, 2011 of self-sustaining foreign operations net assets.

At June 30, 2011, retained earnings totals $4.1 million. When the non-controlling interest was moved from Other liabilities back to the shareholders' equity section on January 1, 2011 (the date the Fund converted to a corporation), per IFRS, the value attributed to the non-controlling interest was just the fair value of the equivalent Common Shares (closing value of Fund Units on the Toronto Stock Exchange on December 31, 2010) as the Exchangeable Securities are fully exchangeable into Common Shares. Their portion of the cumulative income and dividends from May 2006 to January 1, 2011 was not allocated to non-controlling interest, however going forward their portion of income and dividends will be allocated to non-controlling interest.

LIQUIDITY AND CAPITAL RESOURCES OVERVIEW

The primary sources of cash for the Company and its subsidiaries have been cash flows from operating activities, and borrowings under its various subsidiaries' credit facilities. The primary uses of cash for the Company and its subsidiaries are to fund equipment leases, long-term debt principal repayments and dividends to shareholders. The majority of the cash required for the acquisition of the Company's operating businesses and related costs was raised through the Fund's initial public offering in 2006.

The Company's subsidiaries' objective is to maintain low cash balances, investing any free cash in leases as needed and using any excess to pay down debt on the primary financing facilities. The subsidiaries fund working capital needs, lease originations and growth using advances under credit facilities available when operating cash flow is not sufficient. At June 30, 2011, the Company's operating units had $20.4 million in additional borrowings available under various credit facilities to fund business operations.

The Company itself does not have any credit facility. Each of its operating subsidiaries has a credit facility. These credit facilities are used to provide funding for the subject subsidiary's operations (i.e. to provide financing for the purchase of assets which are to be the subject of leases or to acquire vehicle inventory and support working capital). The credit facilities are not intended to directly fund dividends by the Company (and these facilities generally limit the amount which can be distributed to the Company to the net income of the subject subsidiary).

The following table presents the maturity structure for undiscounted contractual cash flows:

($ thousands)	2011	2012	2013	2014	2015	2016+	Total
Accounts payable and accrued liabilities	$ 4,871	$ 24	$ 24	$ 24	$ 24	$ 36	$ 5,003
Vehicle financing	4,276	—	—	—	—	—	4,276
Interest rate swaps	—	497	—	875	1,003	—	2,375
Securitization debt *(i)*	1,882	767	46	—	—	—	2,695
Contingent consideration	—	—	—	497	—	—	497
Lease financing *(ii)*	—	—	35,984	—	—	—	35,984
Customer security deposits *(i)*	1,383	2,803	3,138	1,796	980	250	10,350
	$12,412	$4,091	$39,192	$3,192	$2,007	$286	$61,180

i. *The Company's experience has shown that the actual contractual payment streams will vary depending on a number of variables including: prepayment rates, charge-offs and modifications. Accordingly, the scheduled contractual payments of securitization debt and customer security deposits shown in the table above are not to be regarded as a forecast of future cash payments.*
ii. *Pawnee's lease financing credit facility is a line-of-credit; as such the balance can fluctuate. The interest rate is also floating, thus the interest payments are dependent on the balance of the line-of-credit and interest rate at any point of time.*

Cash Sources and Uses

For the six-months ended June 30, 2011

The Company's operations generated net cash flow from operations of $15.3 million during the six-months ended June 30, 2010 compared to $3.2 million in the six-months ended June 30, 2010, an increase of $12.1 million compared to the same period in the prior year.

Cash flow generated from operations during the six-months ended June 30, 2011 includes the cash inflow from the decrease in inventory of $975,000 but excludes the $1.3 million cash outflow from the decrease in short-term vehicle financing. Cash flow generated from operations during the six-months ended June 30, 2010 includes the cash outflow from the increase in inventory of $2.4 million but excludes the $2.2 million cash inflow from the increase in short-term vehicle financing.

Thus, cash flow from operations after considering the movement in these short-term working capital items was $14.0 million in the six-months ended June 30, 2011 compared to $5.3 million in the same period in the prior year, an increase of $8.7 million compared to the same period in the prior year. This increase is due predominantly from the net receipt of $4.0 million in income taxes in the six-months ended June 30, 2011 compared to payment of taxes of $4.4 million in the six months ended June 30, 2010, a net increase of $8.4 million in cash flow year-over-year.

During the six-months ended June 30, 2011, investment in net direct financing leases (net of security deposits) totalled $12.6 million (2010 – $6.9 million). The net cash inflow from securitized leases during the six-months ended June 30, 2011, totalled $164,000 (2010 – $309,000).

Cash flow from operations after considering the vehicle financing and leasing transactions was $1.6 million in the six-months ended June 30, 2011 compared to cash outflow of $1.3 million in the same period of the prior year, an increase of $2.9 million (a decrease of $5.5 million if the tax amounts are removed). The decrease of $5.5 million in adjusted cash flow is predominantly from the utilization of operating cash flows to fund the year-over-year growth in net investment in leases instead of using the credit facility given the flexibility in Pawnee's lease financing credit facility. Thus at June 30, 2011, approximately U.S.$4.2 million, that would have been sent up to Chesswood relating to January through May dividends were still at Pawnee being utilized to fund portfolio growth instead of utilizing Pawnee's line of credit.

During the six-months ended June 30, 2011, cash payments applied to lease financing credit facilities totalled $1.5 million (2010 – inflow of $2.4 million).

Capital expenditures totaled $179,000 (2010 – $5,000) during the six-months ended June 30, 2011 predominantly relating to the new telephone system at Pawnee.

The Company paid dividends to shareholders in the amount of $2.8 million during the six-months ended June 30, 2011 compared to $1.9 million of distributions paid by the Fund in the same period in the prior year; an increase of $912,000 due to higher number of shares outstanding and higher dividend per share amounts year-over-year.

In total, in the six-months ended June 30, 2011, there was a decrease in cash of $2.8 million compared to $643,000 in the same period in the prior year, predominantly from utilizing operating cash flow to fund growth in net investment in leases.

For the three-months ended June 30, 2011

The Company's operations generated net cash flow from operations of $7.5 million during the three-months ended June 30, 2011 compared to $3.0 million in the three-months ended June 30, 2010, an increase of $4.5 million compared to the same period in the prior year.

Cash flow generated from operations during the three-months ended June 30, 2011 includes the cash inflow from the decrease in inventory of $1.9 million but excludes the $2.9 million cash outflow from the decrease in short-term vehicle financing. Cash flow generated from operations during the three-months ended June 30, 2010 includes the cash inflow from the decrease in inventory of $1.4 million but excludes the $1.9 million cash inflow from the increase in short-term vehicle financing.

Thus, cash flow from operations after considering the movement in these short-term working capital items was $4.6 million in the three-months ended June 30, 2011 compared to $1.1 million in the same period in the prior year, an increase of $3.5 million compared to the same period in the prior year. This increase in cash flow is due predominantly from the $2.9 million decrease in income tax payments in the three-month period year-over-year.

During the three-months ended June 30, 2011, investment in net direct financing leases (net of security deposits) totalled $6.4 million (2010 – $3.7 million). The net cash inflow from securitized leases during the three-months ended June 30, 2011, totalled $65,000 (2010 – $130,000).

Cash flow from operations after considering the vehicle financing and leasing transactions was a cash outflow of $1.8 million in the three-months ended June 30, 2011 compared to a cash outflow of $2.5 million in the same period of the prior year, an increase of $697,000 (a decrease of $2.2 million if the tax payments are excluded). The decrease of $2.2 million in adjusted cash flow is predominantly from the utilization of operating cash flows to fund the year-over-year growth in net investment in leases instead of using the credit facility given the flexibility in Pawnee's lease financing credit facility.

During the three-months ended June 30, 2011, cash drawn against the lease financing credit facilities totalled $3.8 million (2010 – $4.0 million).

Capital expenditures totaled $17,000 (2010 – $2,000) during the three-months ended June 30, 2011.

The Company paid dividends to shareholders in the amount of $1.4 million during the three-months ended June 30, 2011 compared to $971,000 of distributions paid by the Fund in the same period in the prior year; an increase of $450,000 due to higher number of shares outstanding and higher dividend per share amounts year-over-year.

In total, in the three-months ended June 30, 2011, there was an increase in cash of $713,000 compared to $653,000 in the same period in the prior year.

Chesswood's directors will continue to review cash flow and cash position, to determine appropriate changes, if any, to the dividend policy going forward. Chesswood's cash flow may or may not attain the levels necessary to generate the current level of dividends.

Chesswood expects that current operations and planned capital expenditures for the foreseeable future of its subsidiaries will be financed using funds generated from operations, existing cash, and funds available under existing credit facilities. Chesswood may require additional funds to finance future acquisitions and support significant internal growth initiatives such as Case Funding's operations. It will seek such additional funds, if necessary, through public or private equity or debt financings from time to time, as market conditions permit.

Financial Covenants, Restrictions and Events of Default

The Company's operating subsidiaries are subject to bank and/or manufacturer covenants relative to leverage and/or working capital, other than Lease-Win, which no longer has or needs a banking facility.

Pawnee funds its business primarily through variable rate borrowings and has a revolving credit facility for up to U.S.$55 million which can, subject to certain conditions, be extended to U.S.$85 million. As of June 30, 2011, Pawnee had used approximately U.S.$37.3 million of its available borrowing under this facility (U.S.$38.9 as of December 31, 2010). Pawnee's ability to access funding at competitive rates through various economic cycles enables it to maintain the liquidity necessary to manage its business, and its ability to continue to access funding is an important condition to its future success. Pawnee is required to purchase fixed interest rate hedges for at least 50% of the outstanding commitment under its credit facility, and as of June 30, 2011 Pawnee has hedged U.S.$30.0 million, representing approximately 80.4% of the U.S.$37.3 million outstanding under the credit facility.

Pawnee's secured borrowing agreement has financial covenants and other restrictions with which it must comply in order to obtain continued funding and avoid default. Events of default under these arrangements include a change in control without lender-approval.

Advances on the revolving facility may be drawn at any time, subject to compliance with borrowing base calculations and compliance with the covenants set out therein. As of June 30, 2011, U.S.$37.3 million was outstanding under the facility and Pawnee had capacity to draw up to and in excess of the U.S.$55.0 million commitment and remain within the borrowing base under the facility.

Pawnee is restricted in its ability to merge, acquire companies or be acquired, or incur additional debt without lender approval. Furthermore, dividends are limited to compliance with all bank covenants and may not exceed 95% of Pawnee's consolidated net income, as determined in accordance with U.S. GAAP, with a few adjustments, including mark-to-market adjustments for interest rate swaps. Under the new loan agreement entered into on September 24, 2010, Pawnee's permitted dividends issued up to Chesswood would be reduced to 90% of consolidated net income, as determined in accordance with GAAP, excluding mark-to-market adjustments for interest rate swaps, should Pawnee's leverage rise to a specified level.

Pawnee is subject to the risk of increases in interest rates as the credit facility used to fund the business operations has a variable interest rate, while the yields on its equipment leases are fixed. Pawnee seeks to mitigate that risk through the use of swap agreements that effectively convert floating rate debt to fixed rates.

If the current variable rate credit facility were to become unavailable and Pawnee was unable to obtain replacement facilities on acceptable terms, or at all, Pawnee may not have access to the financing necessary to conduct business, which would limit its ability to fund operations. Pawnee's current funding agreement expires on September 24, 2013.

Dividends to Shareholders

The Company declared cash dividends during the six-months ended June 30, 2011 as follows:

Shareholder Record Date	Per Share
January 31, 2011	$0.05
February 28, 2011	$0.05
March 31, 2011	$0.05
April 30, 2011	$0.05
May 31, 2011	$0.05
June 30, 2011	$0.05
	$0.30

Dividend Policy

The Company's policy is to pay monthly dividends to shareholders of record on the last business day of each month by the 15th of the following month (or the next business day thereafter if the 15th is not a business day).

Following the Fund's conversion into the Company on January 1, 2011, the amount of any dividends payable by Chesswood are at the discretion of its board of directors, are evaluated on an ongoing basis, and may be revised subject to business circumstances and expected capital requirements depending on, among other things, Chesswood's earnings, financial requirements for its operating entities, growth opportunities, the satisfaction of applicable solvency tests for the declaration and payment of dividends and other conditions existing from time to time.

OUTLOOK

We expect to continue to see growth in the portfolio at Pawnee and performance data suggests that, at least in the short run, the portfolio should continue to perform well.

Our Acura Sherway dealership continued to experience disruption in product supply due to the unfortunate devastation from the earthquake and tsunami in Japan. This disruption negatively impacted new car sales and service work. We are advised however that supply logistics should return to normal by September.

Our third quarter will be the first full quarter for Case Funding as part of Chesswood. Management of Case Funding, who have significant experience in the industry will be renewing their efforts in multiple origination channels. These efforts will require some ramp up period, in order to gain traction in the market.

RISK FACTORS

An investment in Common Shares entails certain risk factors that should be considered carefully.

Chesswood operates in a dynamic environment that involves various risks and uncertainities, many of which are beyond our control and which could have an effect on our business, revenues, operating results, cash flow, distributable cash and financial condition. Readers should carefully review the risk factors in the Company's annual information form filed with various Canadian securities regulatory authorities through SEDAR (the System for Electronic Document Analysis and Retrieval) at www.sedar.com, a summary of which are set out below.

Dependence on Key Personnel

Our operating companies depend to a large extent upon the abilities and continued efforts of their key operating and sales (leasing) personnel and senior management teams.

Relationships with Brokers and Other Origination Sources

Pawnee has formed relationships with hundreds of origination sources, comprised primarily of lease brokerage firms. Pawnee relies on these relationships to generate lease applications and originations. The failure to maintain effective relationships with its brokers and other origination sources or decisions by them to refer leasing transactions to, or to sign contracts with, other financing sources could impede Pawnee's ability to generate lease transactions.

Similarly, Case Funding's business model depends to a large extent on referral relationships.

Risk of Future Legal Proceedings

Our operating companies are threatened from time to time with, or are named as defendants in, or may become subject to, various legal proceedings, fines or penalties in the ordinary course of conducting their respective businesses. A significant judgment or the imposition of a significant fine or penalty on an operating company (or on a company engaged in a similar business, to the extent the operating company operates in a similar manner) could have a material adverse impact on our business, financial condition and results of operations, and on the amount of cash available for dividends to our shareholders.

Interest Rate Fluctuations

Our operating companies (and, in particular, Pawnee and Lease-Win) are exposed to fluctuations in interest rates under their borrowings. Increases in interest rates (to the extent not mitigated by interest hedging arrangements) may have a material adverse impact on our businesses, financial condition and results of operations, and on the amount of cash available for dividends to our shareholders.

Pawnee and Lease-Win's leases are written at fixed interest rates and terms. Pawnee and Lease-Win generally finance their activities using both fixed rate funds and floating rate funds. To the extent Pawnee and Lease-Win finance fixed rate leases with floating rate funds, they are exposed to fluctuations in interest rates such that an increase in interest rates could narrow or eliminate the margin between the yield on a lease and the effective interest rate paid by the lessor to finance the lease. While Pawnee enters into interest rate swaps to mitigate rate fluctuation risk, there can be no assurances that these arrangements will be sufficient to fully protect Pawnee against interest rate risks, or that Pawnee will be able to maintain such arrangements on a continuing basis.

Portfolio Delinquencies; Inability to Underwrite Lease Applications

Pawnee's receivables consist primarily of lease receivables originated under leasing programs designed to serve smaller, often owner-operated businesses who have limited access to traditional financing. There is a high degree of risk associated with leasing to such parties. The typical lessee in Pawnee's portfolio is a start-up business that has not established business credit or to a more established business that has experienced some business or personal credit difficulty at some time in their history. As a result, such leases entail a relatively higher risk and may be expected to experience higher levels of delinquencies and loss levels. Pawnee cannot guarantee that the delinquency and loss levels of its receivables will correspond to the historical levels Pawnee has experienced on its portfolio and there is a risk that delinquencies and losses could increase significantly.

In addition, since defaulted leases and certain delinquent leases can neither be used as collateral under its variable rate financing facilities, higher than anticipated lease defaults and delinquencies could adversely affect Pawnee's liquidity by reducing the amount of funding available to it under these financing arrangements. Furthermore, increased rates of delinquencies or loss levels could result in adverse changes to the terms of future financing arrangements, including increased interest rates payable to lenders and the imposition of more burdensome covenants and increased credit enhancement requirements.

Deterioration in Economic or Business Conditions; Impact of Significant Events and Circumstances

Our operating companies' operating results may be negatively impacted by various economic factors and business conditions, including the level of economic activity in the markets in which they operate. To the extent that economic activity or business conditions deteriorate, delinquencies and credit losses may increase.

Delinquencies and credit losses generally increase during economic slowdowns or recessions such as that currently being experienced in the United States. As Pawnee extends credit primarily to small businesses, many of Pawnee's customers may be particularly susceptible to economic slowdowns or recessions, and may be unable to make scheduled lease payments during these periods. Unfavourable economic conditions may also make it more difficult for Pawnee to maintain new lease origination volumes and the credit quality of new leases at levels previously attained. Unfavourable economic conditions could also increase funding costs or operating cost structures, limit access to credit facilities, securitizations and other capital markets or result in a decision by lenders not to extend further credit. Sherway LP, as the operator of a premium brand, new car dealership, could also be negatively affected by deteriorating economic conditions which result in reduced new car sales.

In addition, the leasing industry generally may be affected by changes in accounting treatment for leases, and negative publicity with respect to, among other things, fraud or deceptive practices by certain participants in the industry. Greater governmental scrutiny is also a risk, especially as to the tax treatment of certain transaction structures or other aspects of these transactions that, if changed, could result in additional tax, fee or other revenue to that governmental authority. Any of these factors may make leasing less attractive or diminish the profitability of the existing financing alternatives offered by our operating companies.

In addition to being impacted by factors or conditions in the United States, political economic or other significant events or circumstances outside of North America (whether political unrest which impacts upon the prices of oil and other commodities or otherwise) can ultimately significantly impact upon North American economic conditions which, in turn, could result in the adverse implications described in the first paragraph under this heading. Similarly, natural disasters in any relevant place in the world may directly (through impact on supplies of goods or equipment to our businesses) or indirectly impact upon our operations or results.

Losses from Leases

Losses from leases in excess of Pawnee's or Lease-Win's expectations would have a material adverse impact on our businesses, financial condition and results of operations, and on the amount of cash available for dividends to our shareholders.

Changes in economic conditions, the risk characteristics and composition of the portfolio, bankruptcy laws, and other factors could impact Pawnee's actual and projected net credit losses and the related allowance for credit losses. Should there be a significant change in the above noted factors, then Pawnee and Lease-Win may have to set aside additional reserves which could have a material adverse impact on their respective business, financial condition and results of operations and on the amount of cash available for dividends to our shareholders.

Determining the appropriate level of the allowance is an inherently uncertain process and therefore the determination of this allowance may prove to be inadequate to cover losses in connection with a portfolio of leases. Factors that could lead to the inadequacy of an allowance for credit losses may include the inability to appropriately underwrite credit risk of new lease originations, effectively manage collections, or anticipate adverse changes in the economy or discrete events adversely affecting specific leasing customers, industries or geographic areas.

Adverse Events or Legal Determinations in Areas With High Geographic Concentrations of Leases

If judicial or other governmental rulings or actions or interpretations of laws adverse to the leasing business in general or to business practices engaged in by Pawnee, or adverse economic conditions or the occurrence of other significant events such as natural disasters and terrorist attacks, were to occur in a geographic region with a high concentration of leases or equipment leased from Pawnee, there could be a material adverse impact on our business, financial condition and results of operation, and the amount of cash available for dividends to our shareholders.

External Financing

Pawnee and Lease-Win depend and will continue to depend on the availability of credit (and, for Lease-Win, securitization financing) from external financing sources to continue to finance new leases, refinance existing leases and satisfy their other working capital needs. Pawnee and Lease-Win may be unable to obtain additional financing on acceptable terms or at all. If any or all of their funding sources become unavailable on acceptable terms or at all, or if any of their credit (or, for Lease-Win, securitization) facilities are not renewed or re-negotiated upon expiration of their terms, Pawnee and Lease-Win may not have access to the financing necessary to conduct their respective businesses, which would limit their ability to finance their operations.

Although Pawnee's and Lease-Win's relationships with their lenders are excellent, the current challenges facing financial institutions has resulted in an increased risk that such lenders may elect not to renew these credit facilities for reasons which may be unrelated to Pawnee or Lease-Win.

Although Chesswood is providing Case Funding with funds for its initial financing, the long-term success of Case Funding will require that Case Funding obtain external financing on acceptable terms.

"Characterization" Risks

If an applicable court or regulatory authority were to make an adverse finding, or take an adverse action on the basis that one of Pawnee's form of lease is not a true lease for commercial law, tax law, or other legal purposes, adverse consequences could result with respect to leases entered into in such form including the loss of preferred creditor status (which would impact upon Pawnee's rights to recover on its claim), limitations on finance changes and other fees that can be enforced, and additional federal, state and other (income or sales) taxes payable by Pawnee.

Case Funding's non-recourse advances may be re-characterized as loans or determined to be improper fee-splitting, which would adversely affect the collectability of the advances.

Defenses to Enforcement of a Significant Number of Leases

Certain defenses and recovery impediments are more common in micro and small-ticket equipment finance transactions than with respect to equipment finance providers in other segments of the equipment finance industry. Management believes that certain of these risks are sufficiently addressed in Pawnee's existing lease documentation and related business practices. However, there are other risks that Pawnee has not addressed for various reasons, including that certain of these risks are not susceptible to being addressed either at all, or without incurring cost inefficiencies or taking other measures deemed unacceptable by Pawnee's management based on a risk-reward assessment. Pawnee has never experienced any material occurrence of these risks nor have these risks historically had a material adverse impact on Pawnee. However, there is no assurance that these risks will not have a material adverse impact on Pawnee's business, financial condition and results of operations in the future.

Origination, Funding and Administration of Transactions

Pawnee's origination, funding and transaction administration practices could result in certain vulnerabilities in its enforcement rights. For example, certain of Pawnee's leases are assignments of transactions already documented by its lease brokers. Acquiring leases by this "indirect" process subjects Pawnee to various risks, including risks that might arise by reason of the broker's insolvency, administrative inadequacies or fraudulent practices, as well as any third party claims against the broker or its rights with respect to the assigned lease. Any of these broker related risks can impair Pawnee's rights with respect to recovering the rents and/or leased property under its leases. Pawnee has not been involved in any claims or litigation in relation to such risks and Pawnee does not conduct lien searches in the name of, require lien releases from or file financing statements against the lease broker.

If the lessee or broker is the party to whom the vendor of the leased equipment has agreed to sell the leased property at the time of its delivery, then, under applicable commercial law, the lessee or broker, as applicable, may be deemed to have acquired title to the leased property prior to Pawnee's having funded the transaction. It has not been Pawnee's practice to ensure that the title to the leased property has not already passed or to obtain assurances that it is acquiring good title to that property free of liens and other third party claims. The manner in which Pawnee purchases the leased equipment is typical in this market segment, especially with respect to similarly situated equipment financing providers. Pawnee has not yet faced any meaningful challenge or adverse consequence from this practice, but there can be no assurance that such a challenge or consequence will not occur in the future.

In most circumstances where the leased equipment is less than U.S.$15,000 (or U.S.$10,000 if for a home business) for Pawnee's core leasing product and U.S.$35,000 for the "B+" product, Pawnee's practice of requiring only a verbal confirmation that the leased property has been delivered and irrevocably accepted under the subject lease, and/or inspecting the leased property to confirm the same, could make Pawnee vulnerable to certain defenses. By way of example, Pawnee's deemed failure to deliver conforming property under the lease documents could be a defense to a lessee's "unconditional" obligation to pay the rents and certain other amounts under the related lease. Pawnee has not suffered any material losses relating to these practices, however, there can be no assurance that it would not in the future.

Changes in Governmental Regulations, Licensing and Other Laws and Industry Codes of Practice

Leasing companies are subject to laws and regulations relating to extending financing generally and are also members of industry associations which have adopted, among other things, codes of business practice. Laws, regulations and codes of business practice may be adopted with respect to existing leases or the leasing, marketing, selling, pricing, financing and collections processes which might increase the costs of compliance of Pawnee and Lease-Win, or require them to alter their respective businesses, strategies or operations, in a fashion that could hamper Pawnee's ability to conduct business in the future.

A change in laws applicable to tort claims may reduce the availability of appropriate cases for Case Funding to underwrite.

State Licensing Requirements

If an applicable court or regulatory authority were to make an adverse finding or otherwise take adverse action with respect to Pawnee based on its failure to have a finance lender's or other license or registration required in the applicable state, Pawnee would have to change business practices and could be subject to financial or other penalties.

Fees, Rates and Charges

Pawnee's lease documents require payment of late payment fees, late charge interest, and other charges either relating to the non-payment, or enforcement of its leases. It could be determined that these fees and/or the interest rates charged exceed applicable statutory or other legal limits. If the charges are deemed to be punitive and not compensatory, or to have other attributes that are inconsistent with, or in violation of, applicable laws, they could be difficult to enforce. A number of charges payable with respect to lease transactions in the micro and small-ticket equipment finance market have been the subject of litigation by customers against financing parties over the past few years. Although Pawnee is not currently the subject of any such litigation, there can be no assurance that a lessee or a group of lessees will not attempt to bring a lawsuit against Pawnee in relation to fees and charges, which Pawnee may or may not be successful in defending.

Pawnee believes that its fee programs are designed and administered so as to comply with legal requirements and are within the range of leasing company practices in its market segment. Nevertheless, certain attributes of these fees or charges, and Pawnee's practices, including that its leases typically provide for several different fees and charges resulting in a substantial amount of fee income and the possibility that the fees and charges may exceed actual costs involved or may otherwise be deemed excessive, could attract litigation, including class actions, that would be costly even if Pawnee were to prevail and as to which no assurance can be given of Pawnee's successful defense. In addition to the risk of litigation, fee income is important to Pawnee and the failure of Pawnee to continue to collect most or all of these fees could have a material adverse impact on our business, financial condition and results of operations, and on the amount of cash available for dividends to our shareholders.

Possible Acquisitions

The growth strategy for the Company includes seeking out acquisitions in the financial services industries. Acquisitions, if they occur, may increase the size of the operations as well as increase the amount of indebtedness that may have to be serviced by Chesswood and its subsidiaries. There is no assurance that such acquisitions can be made on satisfactory terms, or at all. The successful integration and management of acquired businesses involve numerous risks that could adversely affect the growth and profitability of Chesswood and its subsidiaries. There is no assurance that such acquisitions (including Case Funding) will be successfully integrated.

Insurance

To ensure that the lessor of the item of leased property suffering a loss receives the related insurance proceeds, the lease also requires that the lessor be named as a loss payee under the requisite casualty coverage. However, each lessee is ultimately relied upon to obtain and maintain the required coverage for leased equipment but there is no certainty that they will obtain the requisite coverage either conforming to the requirements of the lease, or at all. Additionally, there are often policy provisions including exclusions, deductibles and other conditions that by their terms, or by reason of a breach, could limit, delay or deny coverage. There can be no assurance that any insurance will protect our operating company's interest in the equipment, and the failure by the lessee to obtain insurance or the failure by the operating companies to receive the proceeds from such insurance policies could have a material adverse impact on our business, financial condition and results of operations, and on the amount of cash available for dividends to our shareholders.

Lessor Liability

There is a risk that a lessor, such as Pawnee or Lease-Win, could be deemed liable for harm to persons or property in connection with, among other things, the ownership or leasing of the leased property, or the conduct or responsibilities of the parties to the lease relating to that property. The liability may be contractual (such as warranties regarding the equipment), statutory such as federal, state or provincial environmental liability or pursuant to various legal theories (such as negligence). There have been cases in which a lessor has been held responsible for damage caused by leased property without a showing of negligence or wrong-doing on the lessor's part. Even if a lessor ultimately succeeds in defending itself or settling any related litigation, the related costs and any settlement amount could be significant.

Liability for Misuse of Leased Equipment

There is no practical manner to ensure that leased equipment or a leased vehicle will be used, maintained or caused to comply with applicable law. Pawnee requires its lessees to deliver evidence of compliance with same as a condition to funding but has no assurance (and Lease-Win has no assurance) that a lessee will take the appropriate actions during the lease term to address any use, maintenance or compliance issues which may arise. A lessee's conduct (or lack thereof) could subject Pawnee or Lease-Win, as applicable, to liability to third parties.

Estimates Relating to Value of Leases

Based on the particular terms of a lease, leasing companies estimate the residual value of the financed equipment or vehicle, which is recorded as an asset on its balance sheet. At the end of the lease term, leasing companies seek to realize the recorded residual for the equipment or vehicle by selling the equipment or vehicle to the lessee or in the secondary market or through renewal of the lease by the lessee. The ultimate realization of the recorded residual values depends on numerous factors, including: accurate initial estimate of the residual value; the general market conditions and interest rate environment at the time of expiration of the lease; the cost of comparable new equipment or vehicle; the obsolescence of the leased equipment or vehicle; any unusual or excessive wear and tear on or damage to the equipment or vehicle; and the effect of any additional or amended government regulations.

If Pawnee or Lease-Win (in connection with those leases where the lessee is not obligated to either purchase the equipment or guarantee the residual value of the equipment at the end of the term of the lease) is unable to accurately estimate or realize the residual values of the leased equipment or vehicles subject to their leases, the amount of recorded assets on its balance sheet will have been overstated.

Competition From Alternative Sources of Financing

The business of micro and small-ticket equipment leasing in the United States is highly fragmented and competitive. Pawnee focuses its business on the segment of the micro and small-ticket leasing market involving start-up businesses that have not established business credit or established businesses that have experienced some credit difficulty in their history that do not meet the credit standards of more traditional financing sources. Pawnee's main competition comes from leasing companies, home equity loans, and credit cards.

If Pawnee expands its suite of products to target potential lessees with higher credit scores (as it has recently been doing on a limited basis, as described above under "Business of Pawnee") or if the creditworthiness of its potential customers increases for various external reasons, it can expect to face competition from more traditional financing sources as well, including: national, regional and local finance companies; captive finance and leasing companies affiliated with major equipment manufacturers; and financial services companies, such as commercial banks, thrifts and credit unions.

Similarly, competition from a variety of other litigation funding sources may result in a decrease in demand for Case Funding's financing products.

Many of the firms and institutions providing financing alternatives are substantially larger than Pawnee and have considerably greater financial, technical and marketing resources. Some of them may have a lower cost of funds and access to funding sources that are unavailable to Pawnee. A lower cost of funds could enable a competitor to offer leases with pricing lower than that of Pawnee, potentially forcing Pawnee to decrease its prices or lose origination volume. In addition, some financing sources may have higher risk tolerances or different risk assessments, which could allow them to establish more origination sources and customer relationships to increase their market share.

Further, because there are fewer barriers to entry with respect to the micro and small-ticket leasing market, new competitors could enter this market at any time, especially if an improvement in the economy leads to a greater ability of small businesses to establish improved levels of creditworthiness.

Fraud by Lessees, Vendors or Brokers

While Pawnee makes every effort to verify the accuracy of information provided to it when making a decision whether to underwrite a lease and has implemented systems and controls to protect itself against fraud, in a small number of cases in the past Pawnee has been a victim of fraud by lessees, vendors and brokers. In cases of fraud, it is difficult and often unlikely that Pawnee will be able to collect amounts owing under a lease or repossess the related equipment. Increased rates of fraud could have a material adverse impact on our business, financial condition and results of operations, and on the amount of cash available for dividends to our shareholders.

Case Funding may face similar risks with respect to information provided to it by attorneys and plaintiffs.

Protection of Intellectual Property

Pawnee continually develops and improves its brand recognition, which has been an important factor in maintaining its competitive position. No assurance can be given that others will not independently develop substantially similar branding. Despite Pawnee's efforts to protect its proprietary rights, unauthorized parties may attempt to obtain and use information that Pawnee regards as proprietary. Stopping unauthorized use of Pawnee's proprietary rights may be difficult, time-consuming and costly. There can be no assurance that Pawnee will be successful in protecting its proprietary rights.

Uncertainty of outcome cases

The returns on loans/advances made by Case Funding, and thus the returns for Chesswood, depend on litigation outcomes in the form of judgments or settlements. Litigation of individual cases entails a large degree of uncertainty, including (1) the legal liability of the defendant, (2) the level of actual or perceived damages assessed by a judge or a jury, (3) the ability of the defendant, or the defendant's insurance company, to pay a settlement or judgment, (4) the abilities of plaintiff's counsel, (5) the assessment of fault and causation, (6) the legal nature of the claim, and (7) the amount of monetary damages ultimately awarded. It is also possible that a claimant may die or abandon his or her case, that the lawyer may abandon the plaintiff's case, or that the defendant, the law firm, or the defendant's insurance carrier may declare bankruptcy. Case Funding is also reliant on the capabilities of the attorneys handling the cases in which it provides funding to effectively litigate claims with due skill and care. If an attorney fails to perform his or her duties effectively, the outcome of the case could be negatively impacted, which could have a material adverse effect on Case Funding's level of returns. Any negative event, including but not limited to those described above, may prevent the Case Funding from realizing expected returns. While Case Funding undertakes to review the capabilities, experience and track records of the attorneys litigating cases it is considering for its loans, there is no guarantee that the actual outcome of a case will be in line with the expected outcome of that case, and Case Funding will not have any right to control, influence or manage the litigation or settlement of a case. Although Case Funding will seek to weigh such uncertainties in the due diligence conducted before making a funding decision, and intends to reduce risk by funding in a broad array of cases, there can be no assurance that the outcome of any given litigated claim or basket of claims can be predicted, whether or not the probabilities were correctly assessed by Case Funding.

Uncertainty in the timing of litigation settlements and awards

The nature of litigation recoveries, including the timing and amounts recovered, are outside the control of Case Funding. Individual claims may be resolved over drastically varying times: for example, as short as one month, or longer than three years. Case Funding will be required to wait for an indeterminate period of time after a loan/advance is made to fully collect money from judgment recoveries. Once a loan/advance is made, the collection cycle is out of Case Funding's control. Therefore, there is no assurance as to collection times, and collections will likely be irregular. Also, there is no guarantee that Case Funding will be able to achieve results that will permit it to generate any particular rates of return in any given period. Case Funding may experience significant fluctuations in its operating results and cash flows from period to period due to a number of factors, including the changes in value of the loans/advances that it makes, and the collection and recognition of recoveries of its loans and returns. This may affect the amount of funds available each quarter for dividend payments.

Case Funding may have difficulty collecting

If plaintiffs or law firms to which Case Funding has loaned funds, does not pay Case Funding pursuant to the terms of the loans/advances made, Case Funding may be required to pursue costly legal actions to collect. It is also possible that a plaintiff's attorney or a law firm may attempt to renegotiate the ultimate amount owed to Case Funding. In these cases, Case Funding may accept a smaller return than anticipated in order to accommodate and maintain business relationships or avoid litigation. In either event, the failure of Case Funding to collect or the necessity of legal action to collect could ultimately harm or reduce the potential cash flow.

Limited underwriting experience of, or underwriting errors by Case Funding

Case Funding has a limited history of precedents upon which to base its case evaluation. While the Company believes that Case Funding's management and underwriters have the experience to evaluate plaintiffs, cases, and law firms, Case Funding itself is a new entity and thus has no history in underwriting upon which shareholders may rely. There is no guarantee that Case Funding will be able to successfully assess the merits of all cases in which it provides funding, which, in turn, could adversely affect the financial results and cash flows of the business and/or Chesswood.

Case Funding may fail to correctly apply its own underwriting standards to a loan and/or an advance, or may fail to account for or identify a material risk factor which could impact the success or value of a loan/advance, thereby impacting the value of the Company's interests in such a loan and/or an advance.

Case Funding may be unable to obtain key information about cases

Case Funding's need for information about a case during its due diligence review may potentially result in an adverse outcome on the examined case. In general, communications between a client and the client's attorney are privileged. However, Case Funding requires certain information to assess the case. Case Funding keeps such information and communications confidential, but a court may determine that the disclosure of such communications to Case Funding amounts to a waiver by the client of the privilege attached to such information or documents. If this were to occur, the defendant may have the right to discover such communications and use them against the plaintiff in the course of the lawsuit. Alternatively, the prospect of a waiver of privilege may cause the plaintiff or the plaintiff's attorney to withhold key information about the case from Case Funding in order to preserve the privilege. Therefore, the inability of Case Funding to obtain the information it needs to assess the case, or the possibility that privileged information could be discoverable by the defendants and used against the plaintiff, may increase the likelihood of negative outcomes on a loan and/or advance.

Ethics and legal restrictions vary by state

There have traditionally been legal and professional ethics restrictions on litigation financing in the United States. These include the general prohibition from purchasing claims from plaintiffs (known as maintenance, as well as a form of maintenance called champerty), restrictions on assignment of certain kinds of claims, and ethical restrictions on participating in a lawyer's contingent fee interests (including ethical rules against sharing fees with non-lawyers). Maintenance prohibits the maintaining, supporting, promoting or assisting of another person's lawsuit, with money or otherwise. Champerty makes it illegal for a stranger to acquire a party's right to sue. Different states impose rules regarding champerty. If Case Funding were to be found in violation of a state's maintenance or champerty laws it could have a material adverse effect on the results of its loans/advances. Courts in any or all of the jurisdictions in which the loans/advances are made may conclude that Case Funding's loans/advances constitute "champerty" or "maintenance." Such a conclusion could make agreements with plaintiffs voidable, subject to fines or other sanctions, or otherwise negatively impact results. Due to these and similar rules, a number of states will not permit loans/advances like those Case Funding would typically make, and therefore Case Funding is limited in which states it may make loans and/or advances, which reduces the available funding opportunities. In other states, the funding of legal claims has not been considered by the courts or ethics authorities, nor specifically addressed by statute. In these situations, Case Funding may rely only on its own analysis as to the legality of the loan or advances in these jurisdictions. Regardless of its analysis as to such legality, in jurisdictions where no legal or ethical guidance is available, Case Funding's loans and/or advances may be open to challenge, a reduction in value, or even cancellation, which would adversely impact financial results and cash flow.

United States federal or state governmental bodies may enact laws limiting the rights of injured victims to sue or be compensated under some or all circumstances. Any such action could substantially limit or prevent entirely future funding opportunities for Case Funding. Changes in law or ethical rules in jurisdictions where restrictions on the types of investments made by Case Funding currently do not apply could further reduce or limit opportunities for Case Funding to make loans and advances, or could result in the diminution or elimination of the value of the loans and advances already made by Case Funding in those jurisdictions.

Evaluation and disclosure of cases and case performance

Details of actual cases that Case Funding has funded in or intends to fund in will not be disclosed on a named basis to Shareholders, and in any event not all information relevant to the evaluation of any case will be permitted by law or professional ethics codes of conduct to be made available to Case Funding or the Shareholders. In particular, any sharing with Case Funding or the Shareholders of confidential information protected by attorney-client privilege or by attorney work-product doctrine could waive all protection of that information. Such waiver could severely damage the value of the underlying claim by giving the opponent access to sensitive information. Any agreement to share with Shareholders any information and evidence related to the case could preclude the plaintiff from entering into confidentiality agreements with co-plaintiffs in the same matter. Such sharing could also make discovery from the adverse party problematical as most discovery is covered by court-issued protective orders that ensure the confidentiality of all parties. A breach of a protective order could subject a party to serious sanctions that would impact the value of the underlying claim. In some instances, case settlements and case prospects will be confidential and/or subject to lawyer-client privilege. Accordingly, Shareholders will not have an opportunity to evaluate for themselves cases in which Case Funding intends to or does fund, and therefore Shareholders will be dependent upon the judgment and ability of Case Funding. The valuation of each potential loan or advance will be subject to policies adopted by Case Funding and may not reflect the actual financial prospects of such loan or advance at any given time.

Concentration risk

Certain loans may represent a significant proportion of Case Funding's total assets, especially in 2011. As a result, the impact on the Case Funding's performance and the potential returns will be more adversely affected if any one of those loans were to perform badly, than would be the case if the Case Funding's portfolio of loans were more diversified.

Failure of Computer and Data Processing Systems

Our operating companies are dependent upon the successful and uninterrupted functioning of their computer and data processing systems. The failure of these systems could interrupt operations or materially impact Pawnee's and Lease-Win's ability to originate and service their lease portfolios and (in the case of Pawnee) broker networks. If sustained or repeated, a system failure could negatively affect the operations of Pawnee and Lease-Win. Pawnee and Lease-Win maintain confidential information regarding lessees in their computer systems. This infrastructure may be subject to physical break-ins, computer viruses, programming errors, attacks by third parties or similar disruptive problems. A security breach of computer systems could disrupt operations, damage reputation and result in liability.

Competition in the Automobile Retailing Industry

The automotive retailing industry is competitive. In large metropolitan areas, consumers have a number of choices in deciding where to purchase a new or used vehicle and where to have such vehicle serviced.

Manufacturers' Control Over Dealerships and the Acura Framework Agreement

Automobile dealerships operate pursuant to dealer agreements with automobile manufacturers. Through the terms and conditions of these dealer agreements, automobile manufacturers exert considerable influence over the operations of dealerships.

The success of an automobile dealership is highly dependent upon the overall success of the line of vehicles that each dealership sells. Sherway LP's business is affected to varying degrees by the demand for its manufacturer's vehicles, and by the financial condition, management, marketing, production and distribution capabilities of such manufacturers. In addition, the timing, structure and amount of manufacturer incentives may impact the timing and profitability of sales transactions. Events such as labour disputes and other production disruptions that may adversely affect a manufacturer may also adversely affect Sherway LP. Similarly, the delivery of vehicles from manufacturers later than scheduled or diminished availability to Sherway LP of popular makes, models and/or accessories, which may occur particularly during periods of new product introductions, can lead to reduced sales during such periods. Moreover, any event that causes adverse publicity involving such manufacturers may have an adverse effect on Sherway LP.

Security Risks

Despite implementation of network security measures similar to most other on-line e-commerce sites, the infrastructure of the cars4U.com website and the Company's management network is potentially vulnerable to computer break-ins and similar disruptive problems.

Cyclicality and Seasonality

Sales of motor vehicles, particularly new vehicles, historically have been subject to cyclical and seasonal variations. Management believes that the industry is affected by many factors, including general economic conditions, consumer confidence, and the level of personal discretionary spending, interest rates and credit availability. There can be no assurance that the industry will not experience sustained periods of decline in vehicle sales, particularly new vehicle sales, in the future.

Imported Products

A significant portion of the new vehicle business of the Sherway LP dealership involves the sale of vehicles, parts or vehicles composed of parts that are manufactured outside North America. As a result, the operations of the Sherway LP dealership are subject to customary risks of selling imported merchandise, including fluctuations in the value of currencies, changes in import duties, exchange controls, trade restrictions, work stoppages and general political and economic conditions in foreign countries.

The implications of the recent earthquake in Japan, whether in terms of supply of vehicles and parts to our Acura dealership or otherwise, are not yet determinable.

Environmental Matters

Sherway LP is subject to a wide range of federal, provincial and local environmental laws and regulations, including those governing discharges to the air and water, the storage of petroleum substances and chemicals, the handling and disposal of wastes and the remediation of contamination arising from spills and releases. As with automobile dealerships generally, and parts, service and collision service centre operations in particular, Sherway LP's business involves the generation, use, handling and disposal of hazardous or toxic substances or wastes.

Environmental laws and regulations have become very complex and it has become very difficult for businesses that routinely handle hazardous and non-hazardous wastes to achieve and maintain full compliance with all applicable environmental laws. From time to time, Sherway LP can be expected to experience incidents and encounter conditions that will not be in compliance with environmental laws and regulations.

However, Sherway LP has not been subject to any material environmental liabilities in the past and it is not anticipated that any material environmental liabilities will be incurred by it in the future. In addition, to minimize the risk of environmental liability related to acquired dealerships, Sherway LP intends to obtain environmental studies on such dealerships as a condition to their acquisition.

Environmental laws and regulations and their interpretation and enforcement are changed frequently and the trend of more expansive and stricter environmental legislation and regulations is likely to continue. Hence, there can be no assurance that compliance with environmental laws or regulations or the future discovery of unknown environmental conditions will not require additional expenditures or that such expenditures would not be material.

Risks Related to our Structure and Exchange Rate Fluctuations

The dividends expected to be made to our shareholders will be denominated in Canadian dollars, however, a significant percentage of our revenues are expected to be derived from the revenues of Pawnee, which are in U.S. dollars. Changes in the value of the U.S. dollar could have a negative impact on the amount in Canadian dollars available for dividends to our shareholders.

Unpredictability and Volatility of Share Price

A publicly-traded company will not necessarily trade at values determined by reference to the underlying value of its business. The prices at which the Common Shares will trade cannot be predicted. The market price of the Common Shares could be subject to significant fluctuations in response to variations in quarterly operating results and other factors. The annual yield on the Common Shares as compared to the annual yield on other financial instruments may also influence the price of Common Shares in the public trading markets. In addition, the securities markets have experienced significant price and volume fluctuations from time to time in recent years that often have been unrelated or disproportionate to the operating performance of particular issuers. These broad fluctuations may adversely affect the market price of the Common Shares.

Leverage, Restrictive Covenants

Pawnee, Lease-Win and Sherway LP have third party debt service obligations under their respective credit facilities. The degree to which our subsidiaries are leveraged could have important consequences to our shareholders, including: (i) the ability of such subsidiaries to obtain additional financing for working capital in the future may be limited; (ii) a portion of the cash flow from the assets of such subsidiaries may be dedicated to the payment of the principal of and interest on their respective indebtedness, thereby reducing funds available for distribution to the Company; and (iii) certain of the respective borrowings of such subsidiaries will be at variable rates of interest, which will expose them to the risk of increased interest rates. The ability of such subsidiaries to make scheduled payments of the principal of or interest on, or to refinance, their indebtedness will depend on their future cash flow, which is subject to their respective assets, prevailing economic conditions, prevailing interest rate levels, and financial, competitive, business and other factors, many of which are beyond their control.

Restrictions on Potential Growth

The payout by our operating companies of a significant portion of their earnings available for distribution will make additional capital and operating expenditures dependent upon increased cash flow or additional financing in the future. Lack of those funds could limit the future growth of our operating companies and their cash flow.

Canadian Income Tax Matters

The income of the Company and its related entities must be computed in accordance with Canadian and foreign tax laws, as applicable, and the Company is subject to Canadian tax laws, all of which may be changed in a manner that could adversely affect the amount of distributable cash.

United States Income Tax Matters

There can be no assurance that U.S. federal income tax laws and administrative policies will not develop or be changed in a manner that adversely affects our shareholders.

Subject to the "earnings stripping" rules and other restrictions on deductibility of interest, U.S. Acquisitionco treated the U.S.$33.5 million subordinated note it had issued to a Canadian subsidiary of the Fund (the "Subordinated Acquisitionco Debt") as debt for all purposes, and claimed interest deductions with respect to the Subordinated Acquisitionco Debt in computing its income for U.S. federal income tax purposes. There is a risk that the U.S. Internal Revenue Service (the "IRS") could successfully argue that the Subordinated Acquisitionco Debt should have been treated as equity rather than debt for U.S. federal income tax purposes, however, in which case the otherwise deductible interest on such indebtedness would be treated as non-deductible dividends (and potentially subject to a dividend withholding tax).

A successful challenge of this position would increase the U.S. federal income tax liability of U.S. Acquisitionco, due to the absence of tax deductions for interest payments, thereby having an adverse effect on the cash flow of the Company available for dividends to our shareholders.

Even if the Subordinated Acquisitionco Debt is respected as debt for U.S. federal income tax purposes, there is a risk that the IRS may challenge the interest rate on such indebtedness as having been in excess of an arm's length rate. If the IRS were successful in challenging the interest rate, U.S. Acquisitionco would not be able to fully deduct interest paid on such indebtedness, and a dividend withholding tax may result, both of which could increase the U.S. federal income tax liability and thereby reduce cash flow of the Company available for dividends to our shareholders.

Other limitations on the deductibility of interest under U.S. federal income tax laws, potentially including limitations applicable to certain high-yield debt obligations, could have applied under certain circumstances to defer and/or eliminate all or a portion of the interest deduction that U.S. Acquisitionco has otherwise entitled to with respect to interest on such indebtedness. Furthermore, if the payment were recharacterized as a dividend, the imposition of a dividend withholding tax with respect to the payments coupled with the increased U.S. federal income tax liability of U.S. Acquisitionco would reduce the cash flow of the Company available for dividends to our shareholders.

RELATED PARTY TRANSACTIONS

1) Debentures in the principal amount of $2.8 million (out of the aggregate $3.5 million principal amount of the Debentures) were held by directors of the Company were converted to Fund Units in January 2010.

2) Pawnee leases a 10,800 square foot office facility. The lessor is a related party because of common ownership between itself and the holders of the Class B and C common shares of U.S. Acquisitionco (the subsidiary through which the Company holds its interest in Pawnee). Minimum lease payments are U.S. $202,261 per annum, triple

net. The original lease expired on April 30, 2011, and Pawnee exercised the first of two additional five year renewal option terms. The expense is included in general and administrative expense and is translated at the average exchange rate for the period. At June 30, 2011 and 2010 there was no amount payable in respect of the lease.

CONTROLS & PROCEDURES

Chesswood's Chief Executive Officer and Director of Finance evaluated, or caused an evaluation under their supervision, of the design and operating effectiveness of the Company's disclosure controls and procedures (as defined in National Instrument 52-109 – Certification of Disclosure in Issuers' Annual and Interim Filings) as at June 30, 2011 and have concluded that the disclosure controls and procedures were appropriately designed and have been effective, subject to the weaknesses described below.

Chesswood has also established internal controls over financial reporting (as defined in National Instrument 52-109) ("ICFR") to provide reasonable assurance regarding the reliability of the Company's financial reporting and preparation of its financial statements for external purposes in accordance with GAAP. The Company's Chief Executive Officer and Director of Finance assessed, or caused an assessment under their supervision, of the design and operating effectiveness of the Company's ICFR as at June 30, 2011 using the Committee of Sponsoring Organizations Internal Control – Integrated Framework. Based on that assessment, it was determined that the Company's ICFR was designed appropriately and was effective with the below noted exceptions.

The Company's audit committee is working with management on its independent review regime and monitoring the implementation of the other control enhancement steps envisioned below.

Weakness of Controls

Based on management's evaluation of controls, it was concluded that the Company's disclosure controls and procedures and its ICFR had some weaknesses. A material weakness is defined as a deficiency, or a combination of deficiencies, such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis. The weaknesses in disclosure controls and procedures and ICFR, and the additional processes undertaken to address such weaknesses, can be summarized as follows:

1) Segregation of Duties

Given the Company's size, it has limited resources within the finance department at head office to adequately segregate duties and to permit or necessitate the comprehensive documentation of all policies and procedures that form the basis of an effective design of ICFR. As a result, the Company is reliant on the knowledge of a limited number of employees and on the performance of mitigating procedures during its financial close process to ensure that the consolidated financial statements are presented fairly in all material respects. Although the finance department of Pawnee has staffing levels which the Company's management believes is appropriate in the context of the scope of Pawnee's operations, and although the individuals comprising the members of the Company's management and Pawnee's management responsible for financial reporting are considered to have appropriate proficiency and experience to effectively perform their respective duties, the nature and size of the Company's operations are such that the duties are performed by a small number of persons. While management of the Company believes that the flow of information and degree of consultation with the finance personnel of

Pawnee is significant, in order to mitigate the risk of material misstatement in the consolidated financial statements, the Company implemented additional review and monitoring controls at head office on a monthly basis, and at Pawnee on a quarterly basis, beginning in the second quarter of 2009. In addition, further steps to cross train existing personnel have been undertaken where possible.

2) Information Technology Controls

Due to the relatively small size of the Company, the Company has not been able to maintain effective controls over certain key end user computing applications, such as spreadsheets, used in the Company's financial reporting process as well as appropriate security controls to manage access to key information. Controls pertaining to access profiles and password protocols require revision to mitigate the risk of inappropriate access to systems and applications. In addition, improvements to exception reporting are required to ensure that any unauthorized modification of the data or formulas within spreadsheets is identified and reported. It should be noted that the foregoing weaknesses relate to the Company and its systems and that Pawnee's systems are believed to be more commensurate with the scope of its operations.

Given the above noted weaknesses, the Company has performed additional analyses and other post-closing procedures to ensure the consolidated financial statements are prepared accurately and completely and that the disclosed data is in accordance with GAAP and did not note any material exceptions based on these additional procedures.

3) Anti-fraud controls

As a result of the lack of segregation of duties at the Company level as described above, the anti-fraud controls are limited. While management found no evidence of fraudulent activity, the Director of Finance has access to both accounting records and corporate assets, principally the operating bank account, and prepares journal entries without any independent review**.** Management feels the existing signing authorities and current review of bank balances is sufficient to mitigate the risk.

No changes were made to the design of the Company's ICFR during the quarter ended June 30, 2011 that would have materially affected or would be reasonably likely to materially affect the Company's ICFR.

The transition to IFRS from the previous Canadian GAAP had essentially no impact on our existing ICFR and DC&P, and there was no need to establish new or modify our existing ICFR and DC&P in relating to the IFRS transition process to provide reasonable assurances regarding the preparation of the opening IFRS statement of financial position and ongoing IFRS financial statements, the reliability of financial reporting and the accuracy and completeness of information required to be disclosed in our filings.

It should be noted that a control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues, including instances of fraud, if any, have been detected. These inherent limitations include, amongst other items: (i) that management's assumptions and judgments could ultimately prove to be incorrect under varying conditions and circumstances; (ii) the impact of undetected errors; and (iii) controls may be circumvented by the unauthorized acts of individuals, by collusion of two or more people, or by management override.

The design of any system of controls is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential (future) conditions.

MARKET FOR SECURITIES

The Common Shares are traded on the Toronto Stock Exchange under the symbol CHW. The following table summarizes the high and low sales prices of the Common Shares and the average daily trading volume for each month in the six-months ended June 30, 2011, as reported by the Toronto Stock Exchange.

2011	High	Low	Average Daily Volume
January	$8.18	$6.25	36,477
February	$8.20	$7.94	11,628
March	$8.14	$4.85	8,091
April	$8.36	$7.41	11,080
May	$8.20	$7.78	4,484
June	$7.85	$6.86	9,079
	$8.36	$4.85	13,300

ADDITIONAL INFORMATION

Additional information about Chesswood is available:

- At the www.chesswoodgroup.com website
- At the www.sedar.com website
- Via email to investorrelations@Chesswoodgroup.com, or
- Via phone at 416-386-3099

CHESSWOOD GROUP LIMITED
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION
(in thousands of dollars, unaudited)

	Note	**June 30, 2011**	December 31, 2010	January 1, 2010
ASSETS				
Cash and cash equivalents	*6*	**$ 10,037**	$ 12,863	$ 7,585
Accounts receivable	*7*	**1,126**	766	930
Inventories		**5,779**	6,754	7,222
Prepaid expenses and other assets	*8*	**856**	7,075	1,414
Net investment in leases – pledged	*9*	**2,999**	5,543	13,258
Net investment in leases	*10*	**93,811**	86,182	84,256
Deferred tax assets		**315**	570	1,556
Property and equipment		**940**	829	809
		115,863	120,582	117,030
Intangible assets		**7,337**	7,420	8,385
Goodwill		**13,474**	13,217	13,776
TOTAL ASSETS		**$136,674**	$141,219	$139,191
LIABILITIES				
Accounts payable and other current liabilities	*11*	**$ 5,003**	$ 5,598	$ 5,225
Vehicle financing		**4,276**	5,544	6,127
Interest rate swaps	*12*	**2,375**	2,464	1,683
Securitization debt	*13*	**2,695**	5,076	12,387
Contingent consideration	*26*	**497**	—	—
Lease financing	*14*	**35,984**	38,671	37,269
Customer security deposits		**10,350**	9,884	9,784
Deferred tax liabilities		**19,907**	18,325	15,692
Other liabilities	*15*	**—**	11,349	40,389
		81,087	96,911	128,556
SHAREHOLDERS' EQUITY				
Common shares	*16*	**43,578**	41,594	—
Non-controlling interest		**8,948**	—	—
Reserves		**1,717**	—	—
Accumulated other comprehensive loss		**(2,797)**	(1,861)	—
Retained earnings		**4,141**	4,575	10,635
		55,587	44,308	10,635
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		**$136,674**	$141,219	$139,191

Please see accompanying notes to the unaudited condensed consolidated interim financial statements.

CHESSWOOD GROUP LIMITED
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF INCOME (LOSS)
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2011 AND 2010
(in thousands of dollars, except per share amounts, unaudited)

		FOR THE THREE MONTHS ENDED JUNE 30,		FOR THE SIX MONTHS ENDED JUNE 30,	
	Note	**2011**	**2010**	**2011**	**2010**
Direct financing income		**$ 6,419**	$ 6,402	**$ 12,793**	$ 13,074
Interest expense		**(698)**	(788)	**(1,452)**	(1,612)
Net finance income		**5,721**	5,614	**11,341**	11,462
Ancillary lease and other fee income		**1,056**	1,092	**2,108**	2,176
Revenue - automotive operations		**11,419**	13,133	**21,741**	23,964
Cost of sales - automotive operations		**(9,900)**	(11,541)	**(18,849)**	(21,013)
Total operating income		**8,296**	8,298	**16,341**	16,589
Provision for credit losses		**(1,111)**	(1,450)	**(1,948)**	(3,186)
Net operating income		**7,185**	6,848	**14,393**	13,403
Non-interest expenses					
Personnel expenses		**(2,297)**	(2,199)	**(4,466)**	(4,311)
General and administrative		**(1,988)**	(1,645)	**(3,580)**	(3,652)
Amortization - property and equipment		**(60)**	(47)	**(114)**	(96)
Amortization - intangible assets		**(121)**	(137)	**(244)**	(274)
		(4,466)	(4,028)	**(8,404)**	(8,333)
		2,719	2,820	**5,989**	5,070
Fair value adjustments on held for trading liabilities	*21*	**(321)**	(472)	**14**	(2,740)
Distributions to unitholders		**—**	(323)	**—**	(1,294)
INCOME BEFORE INCOME TAXES		**2,398**	2,025	**6,003**	1,036
Provision for income taxes		**(1,321)**	(1,163)	**(3,221)**	(2,516)
NET INCOME (LOSS)		**$ 1,077**	$ 862	**$ 2,782**	$ (1,480)
Attributable to:					
Common shareholders		**$ 943**	n/a	**$ 2,416**	n/a
Non-controlling interest		**$ 134**	n/a	**$ 366**	n/a
Basic income per share	*18*	**$ 0.10**	n/a	**$ 0.26**	n/a
Diluted income per share	*18*	**$ 0.09**	n/a	**$ 0.24**	n/a

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2011 AND 2010
(in thousands of dollars, unaudited)

	FOR THE THREE MONTHS ENDED JUNE 30,		FOR THE SIX MONTHS ENDED JUNE 30,	
	2011	**2010**	**2011**	**2010**
Net income (loss)	**$1,077**	$ 862	**$ 2,782**	$(1,480)
Other comprehensive income (loss):				
Unrealized (loss) gain on translation of self-sustaining foreign operations	**(263)**	1,599	**(1,077)**	489
Comprehensive income (loss) for the period	**$ 814**	$2,461	**$ 1,705**	$ (991)
Attributable to:				
Common shareholders	**$ (233)**	n/a	**$ (936)**	n/a
Non-controlling interest	**$ (30)**	n/a	**$ (141)**	n/a

Please see notes to the unaudited condensed consolidated interim financial statements.

CHESSWOOD GROUP LIMITED
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN EQUITY
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2011 AND 2010
(in thousands of dollars, unaudited)

		FOR THE THREE MONTHS ENDED JUNE 30,		FOR THE SIX MONTHS ENDED JUNE 30,	
	Note	**2011**	2010	**2011**	2010
Common shares					
Balance, beginning of period	28(e)	**$41,567**	$ —	**$41,594**	$ —
Reclassify from other liabilities after change in Declaration of Trust		**—**	34,952	**—**	34,952
Shares eliminated on consolidation		**—**	—	**(27)**	—
Shares issued for business acquisition	26	**448**	—	**448**	—
Restricted share units exercised	17	**1,085**	561	**1,085**	561
Options exercised	17	**478**	140	**478**	140
Balance, end of period		**$43,578**	$35,653	**$43,578**	$35,653
Non-controlling interest					
Balance, beginning of period		**$ 9,066**	$ —	**$ —**	$ —
Reclassify from other liabilities on conversion to a corporation	15	**—**	—	**9,167**	—
Net income attributable to non-controlling interest		**134**	—	**366**	—
Unrealized loss on translation of self-sustaining foreign operations		**(30)**	—	**(141)**	—
Dividends to non-controlling interest		**(222)**	—	**(444)**	—
Balance, end of period		**$ 8,948**	$ —	**$ 8,948**	$ —
Reserves					
Balance, beginning of period		**$ 2,682**	$ —	**$ —**	$ —
Reclassify from other liabilities on conversion to a corporation	15	**—**	—	**2,182**	—
Share-based compensation expense		**429**	—	**929**	—
Restricted share units exercised	17	**(1,085)**	—	**(1,085)**	—
Unit options exercised	17	**(309)**	—	**(309)**	—
Balance, end of period		**$ 1,717**	$ —	**$ 1,717**	$ —
Accumulated other comprehensive loss					
Balance, beginning of period		**$ (2,564)**	$ (1,110)	**$ (1,861)**	$ —
Other comprehensive loss for the period		**(233)**	1,599	**(936)**	489
Balance, end of period		**$ (2,797)**	$ 489	**$ (2,797)**	$ 489
Retained earnings					
Retained earnings, balance at beginning of period	28	**$ 4,638**	$ 8,293	**$ 4,575**	$10,635
Net income (loss) attributable to common shareholders		**943**	862	**2,416**	(1,480)
Dividends to shareholders		**(1,440)**	(653)	**(2,850)**	(653)
Retained earnings, balance at end of period		**$ 4,141**	$ 8,502	**$ 4,141**	$ 8,502

Please see notes to the unaudited condensed consolidated interim financial statements.

CHESSWOOD GROUP LIMITED
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2011 AND 2010
(in thousands of dollars, unaudited)

	Note	FOR THE THREE MONTHS ENDED JUNE 30,		FOR THE SIX MONTHS ENDED JUNE 30,	
		2011	**2010**	**2011**	**2010**
OPERATING ACTIVITIES					
Net income (loss)		**$ 1,077**	$ 862	**$ 2,782**	$(1,480)
Adjustments for:					
Non-controlling share of net income (loss)					
Amortization		**181**	184	**358**	370
Distributions to unitholders		**—**	323	**—**	1,294
Fair value adjustments - other liabilities		**—**	(369)	**—**	1,640
Gain on sale of leased vehicles		**(41)**	(41)	**(63)**	(77)
Unrealized (gain) loss on interest rate swaps		**321**	841	**(14)**	1,100
Provision for credit losses		**1,759**	2,101	**3,138**	4,620
Share-based compensation expense		**429**	457	**929**	913
Provision for income taxes		**1,589**	1,375	**3,221**	2,516
Net (gain) loss on foreign exchange		**15**	4	**93**	(5)
Changes in non-cash working capital items relating to operations					
Accounts receivable		**458**	347	**(360)**	(192)
Inventories		**1,904**	1,423	**975**	(2,359)
Prepaid and other assets		**864**	55	**1,056**	119
Accounts payable and accrued liabilities		**(587)**	(1,136)	**(815)**	(855)
Cash from operating activities		**7,969**	6,426	**11,300**	7,604
Income tax refund received		**—**	—	**5,075**	—
Income taxes paid		**(495)**	(3,437)	**(1,124)**	(4,438)
Net cash from operating activities		**7,474**	2,989	**15,251**	3,166
INVESTING ACTIVITIES					
Purchase of property and equipment		**(17)**	(2)	**(179)**	(5)
Cash received from residual interest in securitization		**122**	277	**277**	497
Decrease in net investment in leases - pledged		**1,186**	2,028	**2,545**	4,047
Increase in net investment in leases		**(6,836)**	(3,831)	**(13,351)**	(7,036)
Increase in security deposits		**407**	125	**774**	119
Cash used in investing activities		**(5,138)**	(1,403)	**(9,934)**	(2,378)
FINANCING ACTIVITIES					
Vehicle financing		**(2,884)**	(1,884)	**(1,269)**	2,183
Lease financing payments - net		**3,795**	4,026	**(1,529)**	2,419
Securitization debt payments		**(1,243)**	(2,175)	**(2,658)**	(4,235)
Proceeds from exercise of options		**165**	68	**165**	68
Fund Unit consolidation		**—**	—	**(27)**	—
Distributions paid to unitholders		**—**	(971)	**—**	(1,865)
Cash dividends paid		**(1,421)**	—	**(2,777)**	—
Cash used in financing activities		**(1,588)**	(936)	**(8,095)**	(1,430)
Unrealized foreign exchange gain (loss) on cash		**(35)**	3	**(48)**	(1)
Net increase (decrease) in cash and cash equivalents		**713**	653	**(2,826)**	(643)
Cash and cash equivalents, beginning of period		**9,324**	6,289	**12,863**	7,585
Cash and cash equivalents, end of period	6	**$10,037**	$ 6,942	**$ 10,037**	$ 6,942

Supplemental disclosures of cash flow information (see note 20)

Please see notes to the unaudited condensed consolidated interim financial statements.

1. NATURE OF BUSINESS AND BASIS OF PREPARATION

Chesswood Group Limited (the "Company"), the successor to Chesswood Income Fund, is incorporated under the laws of the Province of Ontario. The Company's head office is located at 4077 Chesswood Drive, Toronto, Ontario, M3J 2R8.

The Company holds all of the limited partnership units of Chesswood Holding LP (the "Holding LP"). The Holding LP holds a 100% interest in Chesswood Holdings Ltd. and substantially all of the limited partnership units of Sherway LP. Chesswood Holdings Ltd. owns 100% of the shares of the operating company Lease-Win Limited ("Lease-Win") as well as 100% of the shares of Chesswood U.S. Acquisition Co Ltd. ("U.S. Acquisitionco"), a corporation which owns 100% of the shares of the operating company Pawnee Leasing Corporation ("Pawnee"), incorporated in Colorado, United States.

Through its interest in Pawnee, the Company is involved in the business of micro and small-ticket equipment leasing to small businesses in the start-up and "B" credit market in the lower 48 states of the United States. Through its interest in Sherway LP, the Fund is involved in selling, servicing and leasing Acura automobiles, in the Province of Ontario. Through its interest in Lease-Win Limited ("Lease-Win"), the Company has a portfolio of automobiles leases under administration.

The Company owns all the shares of Case Funding Inc., which operates within the litigation financing business, in the United States.

On January 1, 2011, Chesswood Income Fund (the "Fund"), which until that date had been a publicly listed income fund, was "converted" into the Company, a dividend paying corporation, through a plan of arrangement under the Business Corporations Act (Ontario). In connection with the conversion to a corporation, unitholders of the Fund exchanged their trust units of the Fund ("Fund Units") for common shares of the Company ("Common Shares") on a one-for-one basis.

Accordingly, the Company is considered a continuation of the Fund and these consolidated financial statements are prepared using the continuity of interests method. Under this method, the assets, liabilities and equity of the Fund transferred to the Company on the conclusion of the conversion transaction are recognized at their net carrying amount (after the effect of the adoption of IFRS). Due to the application of the continuity of interests method, some expressions, such as "Company" and "Fund", "unitholder" and "shareholder", "Fund Units" and "Common Shares", or "dividend" and "distribution", may be used to describe the activities throughout these consolidated financial statements, depending on whether the transaction occurred before or after the conversion.

The unaudited condensed consolidated interim financial statements, including comparatives, have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"). The term IFRS also includes all extant International Accounting Standards ("IAS"); all interpretations of the International Financial Reporting Interpretations Committee ("IFRIC") mandatory for the fiscal year 2011 are also applied.

The unaudited condensed consolidated interim financial statements have been prepared on the going concern and historical cost bases, except for derivative financial instruments and liabilities held for trading which have been measured at fair value. In order to improve clarity, certain items have been combined in the income statement and statement of financial position with detail provided separately in the notes.

The reporting currency is the Canadian dollar. The functional currency of Pawnee is the United States Dollar. Pawnee's statements of income and cash flows of Pawnee have been translated using the average rate for the six-months ended June 30, 2011 and 2010. Pawnee's statements of financial position have been translated using the rate on the date of the statements of financial position.

2. CONSOLIDATION

The unaudited condensed consolidated interim financial statements include the financial statements of the Company and its subsidiaries as noted above. Subsidiaries are consolidated using the purchase method from the date of acquisition, being the date on which the Company obtains control and continue to be consolidated as long as control is held, in accordance with IFRS 3, *Business Combinations*.

The financial statements of all subsidiaries are prepared for the same reporting period as the Company, using uniform accounting policies in accordance with IAS 27, *Consolidated and Separate Financial Statements.* All intra-group balances and items of income and expense resulting from intra-group transactions are eliminated in full.

3. TRANSITION TO IFRS

Until December 31, 2010 the Company prepared its interim and annual consolidated financial statements in accordance with Canadian Generally Accepted Accounting Principles ("GAAP"). The Company has applied IFRS in preparing these condensed consolidated financial statements. These interim financial statements are prepared in accordance with IAS 34, *Interim Financial Reporting*. Accordingly these interim consolidated financial statements should be read together with the annual consolidated financial statements for the year ended December 31, 2010 prepared in accordance with Canadian GAAP as well as the interim consolidated financial statements for the three month period ended March 31, 2011. The comparative information is also prepared in accordance with IFRS and the effect of the transition is described in the following and in Note 28.

The Company applied IFRS 1, *First Time Adoption of IFRS,* in preparing its opening statement of financial position at January 1, 2010. Certain of the IFRS accounting policies adopted by the Company for this opening statement of financial position differed from the Canadian GAAP accounting policies previously applied. The resulting adjustments arose from events and transactions that occurred before the date of transition to IFRS. Therefore, as required by IFRS 1, those adjustments were recognized directly through retained earnings as at January 1, 2010.

The general principle of IFRS 1 is to apply IFRS prospectively, subject to exceptions required and exemptions permitted. The Company's first time adoption decisions regarding these exemptions are detailed below. Other options available under IFRS 1 that are not discussed in the following, are not material to the Company financial statements:

Business Combinations	The Company elected not to apply IFRS 3, *Business Combinations*, retrospectively to business combinations prior to January 1, 2010.
Fair value or revaluation as deemed cost	The Company took the carrying amount of all items of property and equipment at the transition date under Canadian GAAP as the deemed cost, which is cost less accumulated depreciation.
Cumulative translation difference	At transition, the Company elected to reset the cumulative foreign currency translation difference arising from the translation of foreign operations to zero.

Share-based payment transactions	The Company adopted IFRS 2, *Share-Based payment*, with effect from May 10, 2006 (the date of formation of Chesswood Income Fund).
Derecognition of financial assets and financial liabilities	The Company has applied the derecognition provisions of IAS 39, *Financial Instruments: Recognition and Measurement*, prospectively for transactions occurring on or after January 1, 2004.

Reconciliations and descriptions of the differences between the Company's historical Canadian GAAP and IFRS accounting policies are presented in note 28.

4. SIGNIFICANT ACCOUNTING POLICIES

Exercise of judgment and use of accounting estimates and assumptions

The preparation of the Company financial statements in accordance with IFRS requires management to apply a significant degree of judgment in applying the Company's financial policies and to make certain assumptions and estimates that have a material effect on the reported amounts of assets and liabilities, revenue and expenses and contingent liabilities.

The assumptions and estimates are based on premises that reflect the facts that are known at any given time. Future economic factors are inherently difficult to predict and are beyond management's control. If the actual development differs from the assumptions and estimate, the premises used and, if necessary, the carrying amounts for the assets and liabilities in question are adjusted accordingly. The exercise of judgment is based on management's experience and also on past history.

The principal judgments, assumptions and estimates relate to the following:

Investment in leases

The leases entered into by the Company are considered to be finance leases in nature, based on an evaluation of all the terms and conditions and the determination that the Company has transferred substantially all the risks and rewards of legal ownership of the asset to the lessee.

Transfer of net investment in finance leases

With respect to leases transferred to the securitization trust, management has determined that substantially all the risks and rewards of legal ownership have not been transferred to the trust. Therefore the net investment in finance leases pledged have not been derecognized and the related liability for the financing received has been recognized. See note 9 – Net investment in leases pledged and note 13 – Securitization debt.

Impairment of non-financial assets

The Company's impairment test of non-financial assets is based on the value-in-use which is estimated using a discounted cash flow model. The cash flows are derived from budgets for the next five years, excluding restructuring activities and future investments. Other than the cash flow estimates, the value-in-use is most sensitive to the discount rate used and the growth rate applied beyond the five year estimate.

Impairment of financial asset receivables

Quantifying the impairment of financial asset receivables is based on: for receivables that are in default, estimates of the carrying value that will ultimately not be collected and, for net investment in leases on a group receivable basis, the application of current delinquency rates at each reporting date.

Fair values

The fair value of interest rate derivatives and certain assets acquired and consideration paid in business acquisitions are estimated using valuation techniques based on assumptions of future interest rate movements. The estimated fair values are sensitive to changes in the assumptions of future market interest rate changes.

Income tax

Determining the value of deferred income tax assets recognized requires an estimate of the value of tax benefits that will eventually be realized by the Company.

U.S. federal tax legislation enacted in 2004 addresses perceived U.S. tax concerns over “corporate inversion” transactions. A “corporate inversion” generally occurs when a non-U.S. entity acquires “substantially all” of the equity interests in, or the assets of, a U.S. corporation or partnership, if, after the acquisition, former equity holders of the U.S. corporation or partnership own a specified level (referred to as the “percentage identity”) of equity in the non-U.S. entity, excluding equity interests acquired in the acquiring entity in public offerings associated with the acquisition. No material adverse U.S. tax consequences would arise provided that either:

(a) Pawnee does not sell or license any of its assets as part of its acquisition by the Company, or license any assets to a related non-U.S. entity during the subsequent 10 years; or

(b) If it does sell or license any such assets, it does not offset its U.S. tax arising from such sales or licenses with loss carry-forwards, foreign tax credits or certain tax amounts with similar attributes.

Management has assumed that either or both of these conditions will be satisfied.

Share-based payments

The Black-Scholes model is used to fair value options issued by the Company. The model requires the use of subjective assumptions including the expected share price volatility. In addition, the options issued have characteristics different from those of traded options so the Black-Scholes option-pricing model may not provide a reliable single measure of the fair value of options issued. Changes in the subjective assumptions can have a material effect on the fair value estimate.

Cash and cash equivalents

Cash and cash equivalents are comprised of cash and highly liquid investments.

Inventories

Inventories are valued at the lower of cost and net realizable value. The cost of new and used vehicles is determined using the specific item method and includes all direct expenditures required to bring each vehicle to its present location and condition, which includes preparing the vehicles for sale. The cost of automobile parts is the purchase cost on a first-in, first-out basis.

Net realizable value is the estimated selling price in the ordinary course of business less the costs necessary to make a sale.

Net investment in leases

The net investment in leases arises from the Company's automotive and equipment leasing operations and is described below under Revenue recognition.

The Company securitizes a portion of its finance lease receivables at Lease-Win by transferring the receivables to a securitization trust in which neither the Company nor its subsidiaries are beneficiaries. The transfers do not result in substantially all the risks and rewards of legal ownership being transferred to the securitization trust. Therefore, the transferred lease receivables are presented separately on the Company's consolidated statement of financial position and the proceeds received are presented as a liability.

Allowance for doubtful accounts

The Company assesses at each reporting date whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset (an incurred "loss event") and the event has a negative impact on the estimated cash flows of the financial asset and the loss can be reliably estimated. Potential losses expected as a result of future events, no matter how likely based on past historical evidence, are not allowed to be recognized.

The carrying amount of the financial asset is reduced through the use of an allowance for doubtful accounts and the amount of loss is recognized as a provision for credit losses. Individually significant loans and receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default. Loans and receivables that are not considered to be individually impaired are reviewed for impairment on a group basis, determined by reference to the shared delinquency characteristics.

At Lease-Win, management reviews each outstanding receivable, on an individual basis, for collectability and for reserve requirements, if any.

Pawnee's lease receivables are composed of a large number of homogenous leases, with relatively small balances. Thus, the evaluation of the allowance for credit losses is performed collectively for the lease receivable portfolio. Pawnee charges off, against the allowance for doubtful accounts leases when they become 154 days contractually past due, unless information indicates that an earlier charge-off is warranted. Pawnee's allowance for doubtful accounts is comprised of the net investment in leases value that is over 30 days delinquent, plus any leases identified as impaired less than 30 days delinquent and approximately 10% of the 1-30 day delinquent leases.

Income taxes

Income taxes in the Company's leasing subsidiaries are accounted for using the asset and liability method. Under the asset and liability method, future tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. Future tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on future tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. The measurement of future tax assets is reduced, if necessary, by a valuation allowance for future tax benefits for which realization is not considered more likely than not.

The Company adopted SIC 25, *Income Taxes – Changes in the Tax Status of an Entity or its Shareholders* on January 1, 2011, the date of conversion to a dividend-paying corporation.

Property and equipment

Property and equipment are measured at acquisition or purchase cost less scheduled depreciation based on the useful economic lives of the assets. No components (those parts of individual property and equipment assets having different economic lives than the remainder of the asset) have been identified. Scheduled depreciation is based on the following annual rates, which are reassessed annually:

Leasehold improvements	straight-line over the remaining lease term
Service vehicles and equipment	20% or 30% declining balance
Furniture and equipment	20% to 30% declining balance
Computer	20% to 30% declining balance

Goodwill and intangible assets

Goodwill is initially measured at cost which represents the excess of the price paid for an acquisition over the Company's share of the net fair value of the identifiable assets, liabilities and contingent liabilities acquired. After initial recognition goodwill is measured at cost less any accumulated impairment losses.

Purchased intangible assets are recognized as assets in accordance with IAS 38, *Intangible Assets*, where it is probable that the use of the asset will generate future economic benefits and where the cost of the asset can be determined reliably. Intangible assets acquired are initially recognized at cost of purchase and are subsequently carried at cost less accumulated amortization, if applicable, and accumulated impairment losses.

The useful lives of intangible assets are assessed as either finite or indefinite. Management has determined that trade names and the framework agreement have indefinite lives. The following intangible assets are considered to have finite lives and are amortized on a scheduled straight-line basis over their estimated useful lives as follows:

Broker relationships	7 years

The amortization period and method of amortization for intangible assets with finite lives are reassessed annually. Changes in the useful life or in the pattern of economic benefits derived are accounted for by changing the amortization period or method, as appropriate, and are treated as changes in accounting estimates. Intangible assets with indefinite useful lives are not amortized but are tested for impairment annually at the cash generating share level and are reviewed annually to determine whether the indefinite life continues to be applicable. Any change from indefinite life to finite life would be accounted for prospectively.

Revenue recognition

The Company's leasing operations use standard lease contracts which are non-cancelable direct financing leases and provide for monthly lease payments for periods of one to five years. Leases are accounted for as direct financing leases because substantially all of the risks and rewards incidental to legal ownership of the property are transferred to the lessee. The total present value of minimum lease payments to be received over the lease term is recorded at the commencement of the lease. The difference between this total value, net of incremental execution costs, and the cost of the leased asset is deferred income and is recorded as a reduction of the lease receivable, with the net result shown as net investment in leases. The deferred income is then recognized over the life of the lease using the effective interest method, which provides a constant rate of return on the net investment throughout the lease term.

The Company's revenue from the sale of automobiles is recognized when the following conditions are met: the risks and rewards of ownership of the vehicle are transferred to the customer, the sales price is agreed or determinable and the receipt of payment can be assumed. Revenues are stated net of discounts, if any.

The Company's revenue generated through the cars4U.com web-site is recorded on a net basis and represents the commissions earned on the transactions. Commissions are recognized when the transaction has been completed between the vender and purchaser and when the amount of commission revenue can be measured reliably and receipt of payment can be assumed.

Cost of sales

Cost of sales comprise all directly attributable material and labour costs.

Share-based payment transactions

From time to time, the Company pays certain members of management in the form of share-based compensation. The cost of equity-settled transactions with employees is recognized, together with a corresponding increase in equity, over the period during which the performance and or service conditions are fulfilled and ending on the vesting date at which point the employees become fully entitled to the award. The cumulative expense also takes into account the number of equity instruments that the Company expects will ultimately vest.

The fair-value of option grants are calculated using the Black-Scholes option pricing model and recognized as compensation expense over the vesting period of those grants and a corresponding adjustment is made to Reserves in Shareholders' Equity. Any consideration received on exercise of options together with amounts previously credited to Reserves for these options is credited to Common Shares.

The fair-value of Restricted Share Units ("RSUs") granted are calculated based on market price of the Common Shares's on the day of the grant. RSUs granted are considered to be in respect of future services and are recognized as compensation expense over the vesting period with a corresponding adjustment credited to Reserves in Shareholders' Equity. On exercise of the restricted units the amounts previously credited to Reserves is credited to Common Shares.

Where the terms of an equity-settled award are modified, the minimum expense recognized is the expense determined as if the terms had not been modified. Additional expense is recognized for any modification which increases the total fair value of the share-based payment arrangement, or is otherwise beneficial to the employee at the date of the modification.

When an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation and any expense not yet recognized is recognized immediately.

The dilutive effect of outstanding options is reflected as additional equity in the computation of diluted earnings per share.

Impairment of non-financial assets

Impairment testing is applied on an individual asset basis unless an asset does not generate cash inflows that are largely independent of the cash inflows generated by other assets or groups of assets. None of the Company's non-financial assets generate independent cash inflows and therefore all non-financial assets are allocated to cash generating shares ("CGU") for purposes of assessing impairment. CGUs are defined as the smallest identifiable group of assets that generate cash inflows that are largely independent of the cash inflows from other assets or groups of assets.

Impairment losses are recognized when the carrying amount of a CGU exceeds the recoverable amount, which is the greater of the CGU's fair value less cost to sell and its value in use. Value in use is the present value of the estimated future cash flows from the CGU discounted using a pre-tax rate that reflects current market rates and the risks inherent in the business of each CGU. If the recoverable amount of the CGU is less than its carrying amount, the CGU is considered impaired and is written down to its recoverable amount. The impairment loss is allocated to reduce the carrying amount of the assets of the share, first to reduce the carrying amount of the share's goodwill and then to the other assets of the share allocated pro-rata on the basis of the carrying amount of each asset.

Impairment losses of continuing operations are recognized in the income statement.

A previously recognized impairment loss for non-financial assets, excluding goodwill, is reversed if there has been a change in the assumptions used to determine recoverable amount since the previous impairment loss was recognized. The carrying amount after the reversal cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Impairment losses relating to goodwill cannot be reversed.

CGUs to which goodwill and intangible assets with indefinite lives have been allocated are tested for impairment annually as at December 31, and all CGUs are tested for impairment more frequently when there is an indication that the share may be impaired.

Earnings or loss per share

Earnings or loss per share are computed in accordance with IAS 33, *Earnings per Share*, as a measure of the income or loss for ordinary equity holders. Undiluted earnings per share are calculated by dividing net income or loss by the average number of outstanding shares. Diluted earnings per share are calculated to reflect the dilutive effect, if any, of any other commitment or instruments and are disclosed separately.

Foreign currency transactions

The unaudited condensed consolidated interim financial statements of consolidated entities which are prepared in a foreign currency are translated using the functional currency concept of IAS 21, *The Effects of Changes in Foreign Exchange Rates*. The functional currency of a subsidiary is determined on the basis of the primary economic environment in which it operates and typically corresponds to the local currency. Income and expenses of foreign subsidiaries are translated in the Company's financial statements at the average exchange rate for the reporting period, and assets and liabilities are translated at the closing rate. Exchange differences arising from the translation of shareholders' equity are recognized in the Cumulative translation adjustment category of equity.

Foreign currency payables and receivables in the statement of financial position of individual entities in the Company are recorded at the transaction date at cost. Exchange gains and losses at the end of the reporting period are recognized as income or expense.

The U.S. dollar exchange rates, which have a material impact on the Company's financial statements, are as follows:

Closing Rate As At			Average Rate For The Six Months Ended	
June 30, 2011	December 31, 2010	January 1, 2010	**June 30, 2011**	June 30, 2010
0.9643	0.9946	1.0466	**0.9767**	1.0338

Financial instruments

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are recognized initially at fair value plus transaction costs, except for financial assets and financial liabilities carried at fair value through net income or loss, which are measured initially at fair value.

Financial assets are derecognized when the contractual rights to the cash flows from the asset expire or when the asset and substantially all related risks and rewards are transferred. A financial liability is derecognized when it is extinguished, discharged, cancelled or expires.

Financial assets

The subsequent measurement of financial assets depends on their classification as follows:

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Such financial assets are carried at amortized cost using the effective interest rate method. Gains and losses are recognized in the consolidated statement of income when the loans or receivables are derecognized or impaired.

The Company's cash and cash equivalents, accounts receivable, net investment in finance leases and most other receivables are classified as loans and receivables.

Individually significant loans and receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default. Loans and receivables that are not considered to be individually impaired are reviewed for impairment on a group basis, determined by reference to the shared delinquency characteristics. The impairment loss is based on recent counterparty default rates specific to each group. See Allowance for doubtful accounts.

Financial assets at fair value through net income or loss

Financial assets at fair value through net income or loss include financial assets that are either classified as held for trading or that meet certain conditions and are designated at fair value through net income or loss upon initial recognition. All derivative financial instruments are included in this category, except for those that are designated and effective hedge instruments.

Assets in this category are measured at fair value with gains or losses recognized in net income or loss. The fair values of derivative financial instruments are based on changes in observable prices in active markets or by a valuation technique where no market exists.

Held to maturity investments

Held to maturity investments are non-derivative financial assets with fixed or determinable payments and fixed maturity other than loans and receivables. Financial instruments are classified as held to maturity investments if the Company has the intention and ability to hold them to maturity.

The Company has no financial instruments in this category at June 30, 2011 and December 31, 2010.

Subsequent to initial recognition held to maturity investments are measured at amortized cost using the effective interest method. If there is objective evidence that the investment is impaired, determined by reference to external credit ratings, the financial asset is measured at the present value of estimated future cash flows. Any changes to the carrying value of the investment, including impairment losses, are recognized in net income or loss.

Available for sale financial assets

Available for sale financial assets are non-derivative financial assets that are either designated as available for sale or do not qualify for inclusion in any other category.

At June 30, 2011 and December 31, 2010 the Company had no available for sale financial assets.

Available for sale financial assets for which fair value cannot be estimated reliably are measured at cost and any impairment losses are recognized in net income or loss. All other available for sale financial assets are measured at fair value. Gains and losses are recognized in other comprehensive income and reported in the available for sale reserve within equity, except for impairment losses and foreign exchange differences on monetary assets, which are recognized in net income or loss. When the asset is disposed of or is determined to be impaired the cumulative gain or loss recognized in other comprehensive income is reclassified from equity to net income or loss and presented as a reclassification adjustment within other comprehensive income.

Financial liabilities

The categories of financial liabilities and their subsequent measurement are as follows:

Financial liabilities at fair value through net income or loss

Financial liabilities at fair value through net income or loss include financial liabilities that are either classified as held for trading or that meet certain conditions and are designated at fair value through net income or loss upon initial recognition. All derivative financial instruments and contingent consideration payable are included in this category, except for those that are designated and effective hedge instruments.

The Company's interest rate swap contracts are classified as held for trading. The Company has not designated any financial instruments as hedges.

Liabilities in this category are measured at fair value with gains or losses recognized in net income or loss. The fair values of derivative financial instruments are based on changes in observable prices in active markets or by a valuation technique where no market exists.

Loans and borrowings

Interest bearing loans and borrowings are subsequently measured at amortized cost using the effective interest rate method. Gains and losses are recognized in net income or loss when the liabilities are derecognized.

The Company's financial liabilities include borrowings, accounts and other payables.

5. ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE

Financial Instruments (Classification and Measurement)

The IASB has issued IFRS 9 – *Financial Instruments (Classification and Measurement)*, which is mandatory for accounting periods beginning January 1, 2013. IFRS 9 provides new requirements for how an entity should classify and measure financial assets and liabilities that are in scope of IAS 39.

Consolidated Financial Statements

The IASB issued IFRS 10 – *Consolidated Financial Statements*, which will replace IAS 27 and SIC-12 (*Consolidation – Special Purpose Entities)*. The new standard provides a single model for consolidation based on control, which exists when an investor is exposed or has the right to variable returns from its involvement with the investee and has the current ability to affect those returns through its power over the investee. The standard also provides guidance on how to evaluate power. IFRS 10 is effective for annual periods beginning on or after January 1, 2013 with early adoption permitted.

Disclosure of interests in other entities

The IASB issued IFRS 12 – *Disclosure of Interests in Other Entities* which includes amended disclosure requirements relating to subsidiaries, joint ventures, and associates. Additional disclosures include judgments and assumptions made in determining how to classify involvement with another entity, interests that non-controlling parties have in the consolidated entities, and the nature and risks associated with interests in other entities. The standard is effective for annual periods beginning on or after January 1, 2013 with early adoption permitted.

Fair value measurement

IFRS 13 – *Fair Value Measurement* establishes a single source of guidance for fair value measurements for financial reporting purposes and also requires enhanced disclosures. The standard is effective of annual periods beginning on or after January 1, 2013.

The Company is assessing the impact of these new standards on its results of operations and financial position.

6. CASH AND CASH EQUIVALENTS

Cash and cash equivalents comprise the following:

	June 30, 2011	December 31, 2010	January 1, 2010
		($ thousands)	
Cash	**$ 6,537**	$ 9,363	$7,585
Cashable guaranteed investment certificate	**3,500**	3,500	—
	$10,037	$12,863	$7,585

The guaranteed investment certificate is a one year cashable GIC that earns interest at 1.5% per annum and matures on November 21, 2011.

Operating line of credit

At June 30, 2011 and December 31, 2010, Sherway had an authorized line of credit of $1,500,000. The line of credit was not utilized at June 30, 2011 and December 31, 2010. The line of credit is secured by assignments of the book debts and a general security agreement over the assets of the dealership. See note 14 for additional credit facilities available to Sherway and Pawnee.

7. ACCOUNTS RECEIVABLE

The accounts receivable balance principally relates to the Acura Sherway dealership and includes amounts due from the manufacturer for financing contracts in transit, which are typically collected within seven to ten days.

The aging of the accounts receivable is as follows:

	June 30, 2011	December 31, 2010	January 1, 2010
		($ thousands)	
Current	**$1,012**	$643	$881
31 – 60 days	**44**	83	34
61 – 90 days	**21**	19	24
More than 90 days	**49**	21	9
	$1,126	$766	$948
Allowance for doubtful accounts	**—**	—	(18)
	$1,126	$766	$930

Accounts receivable that are impaired at June 30, 2011 and December 31, 2010 are nominal and therefore additional disclosure is not required.

8. PREPAID EXPENSES AND OTHER ASSETS

Prepaid expenses and other assets comprise:

	June 30, 2011	December 31, 2010	January 1, 2010
		($ thousands)	
Property taxes receivable	**$ 72**	$1,078	$1,080
Deferred financing costs	**345**	427	138
Prepaid expenses and other current assets	**274**	319	196
Legal funding receivables	**40**	—	—
Income tax receivable	**125**	5,251	—
	$856	$7,075	$1,414

Deferred financing costs relate to Pawnee's lease financing credit facility disclosed in note 14. The costs will be amortized over the remaining term of the credit facility which matures on September 24, 2013.

Prepaid expenses and other current assets typically have maturities of less than one year.

9. NET INVESTMENT IN LEASES – PLEDGED

Lease-Win sold financing leases through securitization transactions and retained servicing responsibilities and subordinated interests. Lease-Win retained the right to a portion of the future cash flows arising after investors in the securitization trust had received the return for which they have contracted. The investors and the securitization trust have no recourse to Lease-Win's other assets for failure of debtors to pay when due. Lease-Win's retained interests are subordinate to the investors' interests. Their value is subject to credit, prepayment, and interest rate risks on the transferred receivables.

The securitization transactions do not result in the transfer of substantially all the risks and rewards of ownership of the leases, as required by IAS 39, *Financial Instruments: Recognition and Measurement*, and therefore the receivables have not been derecognized. The securitization agreement operates as a flow through, whereby Lease-Win retains the contractual right to collect the cash flows but assumes a contractual obligation to pay the cash flows to the securitization trust. Lease-Win retains substantially all the risks of ownership of the transferred leases because the Company is exposed to fluctuations in the fair value of the unguaranteed residual and to credit losses caused by lease defaults.

The associated liability is disclosed in note 13 – Securitization debt.

Net investment in leases – pledged includes the following:

	June 30, 2011	December 31, 2010	January 1, 2010
		($ thousands)	
Total minimum lease payments for securitized leases	**$ 736**	$1,859	$ 6,042
Residual values of leased vehicles	**2,384**	4,017	8,509
	$3,120	$5,876	$14,551
Unearned income	**(121)**	(333)	(1,293)
Net investment in leases – pledged	**$2,999**	$5,543	$13,258
Current portion	**2,918**	4,531	7,343
Net investment in leases – pledged – long-term portion	**$ 81**	$1,012	$ 5,915
Weighted average effective interest rate earned	**11.16%**	11.12%	10.93%

At Lease-Win, management reviews each outstanding receivable by lessee, on an individual basis, for collectability and for reserve requirements, if any. As lessees may have securitized and non-securitized leases, the allowance and impairment analysis is done for both and shown under Note 10.

10. NET INVESTMENT IN LEASES

Net investment in leases includes the following:

	June 30, 2011	December 31, 2010	January 1, 2010
		($ thousands)	
Total minimum lease payments for non-securitized leases	**$117,699**	$108,979	$111,920
Residual values of leased equipment	**16,363**	16,010	16,498
	134,062	124,989	128,418
Initial direct costs of lease acquisition	**6,967**	6,350	6,556
Unearned income	**(44,786)**	(41,960)	(45,030)
Net investment in leases before allowance for doubtful accounts	**$ 96,243**	$ 89,379	$ 89,944
Allowance for doubtful accounts	**(2,432)**	(3,197)	(5,688)
Net investment in leases	**$ 93,811**	$ 86,182	$ 84,256
Current portion	**40,595**	32,431	27,881
Net investment in leases – long-term portion	**$ 53,216**	$ 53,751	$ 56,375

The activity in the allowance for doubtful accounts is as follows:

	For the six-months ended June 30, 2011		
	Pawnee Equipment leases	Canadian Automotive leases	Total
		($ thousands)	
Balance, beginning of period	**$ 2,977**	**$ 220**	**$ 3,197**
Provision for credit losses	**1,951**	**(3)**	**1,948**
Impact of change in foreign exchange rates	**(82)**	**—**	**(82)**
Charge-offs	**(3,804)**	**(17)**	**(3,821)**
Recoveries	**1,187**	**3**	**1,190**
Balance, end of period	**$ 2,229**	**$ 203**	**$ 2,432**

	For the year-ended December 31, 2010		
	Pawnee Equipment leases	Canadian Automotive leases	Total
		($ thousands)	
Balance, beginning of year	$ 5,457	$ 231	$ 5,688
Provision for credit losses	5,911	132	6,043
Impact of change in foreign exchange rates over year	(193)	—	(193)
Charge-offs	(10,908)	(154)	(11,062)
Recoveries	2,710	11	2,721
Balance, end of year	$ 2,977	$ 220	$ 3,197

The Fund's experience has shown that the actual contractual payment streams will vary depending on a number of variables including: prepayment rates, charge-offs and modifications. Accordingly, the scheduled collections of minimum lease payments as at June 30, 2011 shown in the table below are not to be regarded as a forecast of future cash collections.

Scheduled collections of minimum lease payments receivable are as follows at June 30, 2011:

	Pawnee U.S. Equipment leases	Canadian Automotive leases (*)	Total
		($ thousands)	
2011	$ 27,698	$1,606	$ 29,304
2012	44,302	1,532	45,834
2013	27,409	399	27,808
2014	11,753	—	11,753
2015	4,524	—	4,524
2016	271	—	271
2017 and thereafter	—	—	—
Total minimum lease payments for non-securitized leases	$115,957	$3,537	$119,494
Residual values of leased equipment (*)	14,567	— (*)	14,567
Sub-total	$130,524	$3,537	$134,061
Unearned income, net of initial direct costs of lease origination	(37,593)	(225)	(37,818)
Net investment in leases before allowance for doubtful accounts.	$ 92,931	$3,312	$ 96,243
Direct finance lease income as a percent of average net investment in leases before allowance	27.95%	13.16%	

(*) *guaranteed residual payments on non-securitized Canadian automotive leases included in scheduled lease payments.*

New leases entered into during the six-months ended June 30, 2011 at Pawnee resulted in an increase in the minimum lease payments recognized of $46.7 million (2010 – $35.3 million). At Lease-Win, during the six-months ended, $1.2 million (2010 – $1.7 million) in gross lease receivable (minimum lease payments and residuals) were written to existing customers who wished to refinance their residual receivable.

Lease Receivables Past Due

Pawnee's lease receivables are composed of a large number of homogenous leases, with relatively small balances. Thus, the evaluation of the allowance for credit losses is performed collectively for the lease receivable portfolio. Pawnee charges-off leases when they become 154 days contractually past due, unless information indicates that an earlier charge-off is warranted.

At Lease-Win, management reviews each outstanding receivable, on an individual basis, for collectability and for reserve requirements, if any.

The following aging of net investment in leases before allowance for doubtful accounts represents the full carrying value of the leases not just the lease payments that are past due. The net investment in leases presented excludes the $10.4 million (December 31, 2010 – $9.9 million) in security deposits from lessees, potential proceeds from repossessed collateral in vehicles and equipment, and potential recoveries from personal guarantees that would offset any charge-offs. An estimate of the fair value for the collateral cannot reasonably be determined.

				As at June 30, 2011	
($ thousands)	Current	1-30 days	31 - 60 days	61 - 90 days	Over 90 days
Equipment leases (Pawnee)	$88,759	$2,240	$ 985	$493	$455
Vehicle leases (Lease-Win)	2,347	326	418	119	101
	$91,106	$2,566	$1,403	$612	$556
Impaired	28	121	289	280	540
Past due but not impaired	$ —	$2,445	$1,114	$332	$ 16

				As at December 31, 2010	
($ thousands)	Current	1-30 days	31 - 60 days	61 - 90 days	Over 90 days
Equipment leases (Pawnee)	$79,854	$2,401	$1,422	$434	$1,039
Vehicle leases (Lease-Win)	3,212	496	310	65	75
	$83,066	$2,897	$1,732	$499	$1,114
Impaired	72	150	295	131	1,110
Past due but not impaired	$ —	$2,747	$1,437	$368	$ 4

				As at January 1, 2010	
($ thousands)	Current	1-30 days	31 - 60 days	61 - 90 days	Over 90 days
Equipment leases (Pawnee)	$75,196	$3,941	$2,337	$1,063	$1,857
Vehicle leases (Lease-Win)	3,929	850	493	37	121
	$79,125	$4,791	$2,830	$1,100	$1,978
Impaired	172	134	574	513	1,978
Past due but not impaired	$ —	$4,657	$2,256	$ 587	$ —

The net investment in leases at Pawnee that have been modified (in 2010 or prior) and are current at June 30, 2011 is $2.9 million (December 31, 2010 - $3.8 million). On average the lease terms have been modified to extend the leases by approximately 2.7 months. Leases modified at Pawnee during the three-months ended June 30, 2011 had a total net investment in lease balance at the time of modification of $2.4 million (2010 - $5.1 million). These amounts reflect the net investment in lease balances prior to payments collected since modification, or leases that terminated early after modifications or leases charged-off after modification.

Collateral

Pawnee and Lease-Win are entitled to repossess leased equipment and vehicles if the lessees default on their lease contracts. At Pawnee, when a lease is charged-off, the related equipment no longer has a carrying value on the financial statements. If any amounts are recovered from the sale of equipment after a charge-off, the recovered amount is credited to the allowance for doubtful accounts when received; in the six-months ended June 30, 2011, the proceeds from the disposal of repossessed equipment that was charged-off totaled $122,000 (2010 - $339,000). Repossessed equipment is held at various warehouses throughout the U.S. owned by a company contracted to repossess and remarket the equipment. As Pawnee leases a wide range of small equipment with a cost that does not typically exceed U.S.$50,000 at the start of the lease, it is not possible to estimate the fair value of the repossessed equipment.

At Lease-Win, the estimated fair value of collateral (repossessed vehicles) received for net investment in leases on which impairment losses were recognized totaled $37,100 (2010 - $6,500) during the six-months ended June 30. The collateral vehicles taken back and included in inventory at June 30, 2011 had a value of $16,000. Vehicles in inventory are valued at the lower of cost and net realizable value.

11. ACCOUNTS PAYABLE AND OTHER CURRENT LIABILITIES

Accounts payable and other current liabilities comprise:

	June 30, 2011	December 31, 2010	January 1, 2010
		($ thousands)	
Dividend (distributions) payable	**$ 562**	$ 490	$ 248
Accounts payable	**726**	449	490
Sales tax payable	**624**	490	676
Customer deposits and prepayments	**202**	213	201
Unfunded leases	**934**	930	460
Income taxes payable	**—**	271	801
Payroll related payables and accruals	**663**	703	514
Accrued liabilities	**1,057**	1,067	924
Property taxes payable on equipment leases	**89**	833	851
Deferred rent expense	**146**	152	60
	$5,003	$5,598	$5,225

All amounts are due within one year, except for deferred rent expense which is being amortized over the remaining term of the lease which expires in 2017.

12. INTEREST RATE SWAPS

Pawnee enters into interest rate swap agreements with its banking facility that provides for payment of an annual fixed rate, in exchange for a LIBOR based floating rate amount. The interest rate swaps are intended to offset a portion of the variable interest rate risk on the credit facility.

Pawnee's interest rate swaps are not considered trading instruments as Pawnee intends to hold them until maturity. The interest rate swaps do not qualify as a hedge for accounting purposes, and are therefore recorded as separate derivative financial instruments. Accordingly, the estimated fair value of the interest rate swaps are recorded as a liability on the accompanying consolidated statement of financial position.

Payments made and received pursuant to the terms of the interest rate swaps and adjustments to the fair value of the interest rate swaps are recorded as an adjustment to interest expense. The fair value of interest rate swaps is based upon the estimated net present value of cash flows, and does not necessarily reflect the amount that would be required to settle the interest rate swaps.

The estimated fair value of the outstanding interest rate swaps at the following dates is:

	June 30, 2011	December 31, 2010	January 1, 2010
		($ thousands)	
Interest rate swaps – fair value	**$2,375**	$2,464	$1,683

The following swap agreements were outstanding at June 30, 2011:

Effective Date	**Notional Amount U.S.$**	**Annual Fixed Rate**	**Maturity date**	**Bank Call Date**
July 2008	15,000,000	4.80%	March 2012	March 2010
March 2011	15,000,000	3.12%	March 2014	n/a
March 2012	15,000,000	4.00%	March 2015	n/a

13. SECURITIZATION DEBT

	June 30, 2011	December 31, 2010	January 1, 2010
		($ thousands)	
Securitization Debt – Lease-Win	**$2,695**	$5,076	$12,387
Current portion	**2,579**	4,165	6,796
Long-term portion	**$ 116**	$ 911	$ 5,591
Weighted average effective interest rate	**6.01%**	5.95%	5.81%

The securitization trust receives the return for which they have contracted in the securitization agreement. The loan is secured by the associated pledged investment in leases, as described in note 9, Net investment in leases – pledged. The securitization trust has no recourse to Lease-Win's other assets in the event that lessees fail to make payments when due.

14. LEASE FINANCING

Pawnee's credit facility allows borrowings of up to U.S.$55.0 million (January 1, 2010 – U.S.$52.5 million) subject to, among other things, certain percentages of eligible gross lease receivables, of which U.S.$37.3 million was utilized at June 30, 2011 (December 31, 2010 – U.S.$38.9 million; January 1, 2010 – U.S.$34.6 million). The facility can be extended, subject to certain conditions, to U.S.$85.0 million (January 1, 2010 – U.S.$65.0 million). This credit facility is secured by substantially all of Pawnee's assets, contains negative covenants including maintaining leverage and interest coverage ratios, requires Pawnee to mitigate its interest rate risk by entering interest rate swaps for a notional amount not less than 50% of the outstanding commitment, and matures on September 24, 2013. See note 12 for information relating to interest rate swaps affiliated with this credit facility.

	For the six-months ended	For the year-ended	
Interest expense as a percent of average monthly debt levels (ii):	**June 30, 2011**	December 31, 2010	December 31, 2009
Pawnee credit facility (i)	**6.88%**	7.05%	7.51%
Lease-Win credit facility	**—**	4.37%	4.66%

(i) *based on U.S.$ monthly debt levels to exclude foreign exchange fluctuations.*
(ii) *based on monthly debt level as debt levels fluctuate throughout the year.*

At June 30, 2011 and December 31, 2010, Pawnee was in compliance with all covenants.

15. OTHER LIABILITIES

The January 1, 2010 and December 31, 2010 balances for the conversion option on convertible debentures and the unit options share-based compensation reserve have been adjusted from the March 31, 2011 financial statements, see page 116.

Other liabilities comprise:

	June 30, 2011	Dec 31, 2010	June 30, 2010	March 31, 2010	January 1, 2010
			($ thousands)		
Fund Units *(Note 28(e))*	**$—**	$ —	$ —	$34,952	$28,468
Exchangeable securities *(Note 28(f))*	**—**	9,167	6,284	6,654	6,225
Convertible debentures *(a)*	**—**	—	—	—	3,465
Conversion option on convertible debentures *(Note 28(g))*	**—**	—	—	—	1,418
Share-based compensation reserve – restricted share units *(Note 28(h))*	**—**	868	350	589	384
Share-based compensation reserve – unit options *(Note 28(i))*	**—**	1,314	722	659	429
	$—	$11,349	$7,356	$42,854	$40,389

Fund Units outstanding and the movements during the period were as follows:

	Number of Fund Units (#)	Fund Units
	(thousands)	*($ thousands)*
Balance at December 31, 2009 *(Note 28(e))*	6,762	$28,468
Issued on conversion of debentures *(Note 28(g))*	1,000	4,480
Issued on exercise of restricted share units	5	21
Fair value adjustment	—	1,983
Balance at May 13, 2010 *(Note 28(e))(transfer from Other Liabilities to Fund Units in Equity Section)*	**7,767**	**$34,952**

16. COMMON SHARES

Prior to January 1, 2011, the Fund had an unlimited number of trust units, with no par value, pursuant to its Declaration of Trust. Each unit was transferable and represents an equal, undivided beneficial interest in any distributions from the Fund and in the net assets of the Fund in the event of a termination or winding up. All Fund Units were of the same class with equal rights and privileges and were not subject to future calls or assessments. Each Fund Unit entitled the holder to one vote at all meetings of Unitholders.

Consolidation of units

On January 1, 2011, prior to the conversion to a corporation, the Fund consolidated its Fund Units on a 1 for 100 basis. The Fund paid out any unitholder with less than one unit after the consolidation (and who had filed the necessary paperwork with the transfer agent) based on the average trading price five days prior to the consolidation which was $6.05. The unit consolidation eliminated 2,808 Fund Units and approximately 291 registered unitholders for a total cost of $26,988. In conjunction with the unit consolidation mentioned above, the Fund split its Fund Units on a '100 for 1 basis' on January 1, 2011. The unit split returned the units outstanding back to original levels for unitholders who owned more than 100 units.

Conversion to a corporation

The Fund completed its reorganization from an income trust structure into a corporation, named Chesswood Group Limited, by way of a court-approved plan of arrangement (the "Arrangement") under the Business Corporations Act (Ontario) with an effective date of January 1, 2011. The Arrangement involved the exchange, on a one-for-one basis, of all outstanding Fund Units for Common Shares of the Company.

Common Shares outstanding and the movements during the period were as follows:

	Number of shares (#)	Common shares
	(thousands)	*($ thousands)*
Balance at May 13, 2010 *(Note 28(e))(transfer from Other Liabilities to Fund Units in Equity Section)*	7,767	$34,952
Issued on exercise of restricted share units	130	561
Issued on exercise of options	33	140
Balance at June 30, 2010	7,930	$35,653
Issued under rights offering	1,321	5,125
Issued on exercise of restricted share units	20	82
Issued on exercise of options	37	177
Balance at September 30, 2010	9,308	$41,037
Issued under rights offering	—	(4)
Issued on exercise of restricted share units	20	122
Issued on exercise of options	72	439
Balance at December 31, 2010 *(Note 28(e))*	9,400	$41,594
Issued on exercise of restricted share units	175	1,085
Issued on exercise of options	76	478
Issued for business acquisition	116	448
Consolidation of Fund Units	(3)	(27)
Balance at June 30, 2011	**9,764**	**$43,578**

17. COMPENSATION PLANS

(i) Equity Unit Options

A summary of the number of unit options outstanding is as follows:

	For the three-months ended June 30,		For the six-months ended June 30,	
	2011	2010	**2011**	2010
Balance, January 1	**712,500**	630,000	**712,500**	630,000
Granted	**437,500**	225,000	**437,500**	225,000
Exercised	**(74,917)**	(33,000)	**(74,917)**	(33,000)
Balance, at September 30	**1,075,083**	822,000	**1,075,083**	822,000

During the three-months ended June 30, 2011, 437,500 options were granted, of which 150,000 relates to the business acquisition of Case Funding Inc. discussed in Note 26. The options vest 30% at the end of the first year, another 35% at the end of the second year, and the remaining 35% at the end of the third year. The option exercise price is equal to the 10-day volume weighted average price of the Shares at the date prior to the day such Options were granted. The options expire on the 10th anniversary of the grant date.

The 74,917 options were exercised for total cash consideration of $165,264. On exercise, the fair value of options that had been expensed to date during the vesting period of $309,000 was transferred from Contributed Surplus to Common Shares.

An analysis of the options outstanding at June 30, 2011 is as follows:

Grant date	Number of options	Vested	Expiry date	Exercise price
May 10, 2006	100,000	100,000	May 9, 2016	$10.00
June 23, 2009	317,083	131,583	June 22, 2019	$ 2.06
April 13, 2010	220,500	63,000	April 13, 2020	$ 4.49
April 25, 2011	287,500	—	April 24, 2021	$ 7.79
June 10, 2011	150,000	—	June 9, 2021	$ 7.73

At June 30, 2011, the weighted average exercise price is $5.62 (December 31, 2010 - $3.94) and the weighted average remaining contractual life for all options outstanding is 8.62 years (December 31, 2010 – 8.29 years).

(ii) Restricted Share Units

A summary of the restricted share units outstanding is as follows:

	For the three-months ended June 30,		For the six-months ended June 30,	
	2011	2010	**2011**	2010
Balance, beginning of period	**195,000**	170,000	**195,000**	175,000
Granted	**37,000**	195,000	**37,000**	195,000
Exercised	**(175,000)**	(130,000)	**(175,000)**	(135,000)
Balance, end of period	**57,000**	235,000	**57,000**	235,000

The restricted units exercised were fully vested. On exercise, the value of the 175,000 restricted units of $1,085,000 that had been expensed during the vesting period was transferred from contributed surplus to Common Shares.

On April 25, 2011, an aggregate of 37,000 restricted share units ("RSUs") were granted to directors and expire in ten years. The grantees of such RSUs are not entitled to the distributions paid before the RSUs are exercised. Such RSUs vest one year from the date of issue and are to be settled by the issue of Shares. RSUs granted are in respect of future services and are expensed over the vesting period. Compensation cost is measured based on the market price of the Shares on the date of the grant of the RSUs, which was $7.79. Thus, the Company will record $288,230 in non-cash compensation expense over the subsequent twelve months.

Included in the employment agreement of one of Case Funding's senior executives, is an award of 7,500 RSUs issuable on the first and second anniversaries of the Acquisition Date if the executive is still employed by Case Funding. The RSUs will vest on the day of grant.

18. EARNINGS PER SHARE

Undiluted earnings per share is computed by dividing net earnings for the period by the weighted average number of shares outstanding during the period. For 2010, per IFRS, the Fund had no ordinary equity holders and thus a loss per share is not presented.

	For the three-months ended		For the six-months ended	
	June 30, 2011	June 30, 2010	**June 30, 2011**	June 30, 2010
Weighted average number of shares outstanding	**9,532,201**	n/a	**9,465,245**	n/a
Dilutive effect of contingent consideration	**48,481**	n/a	**24,374**	n/a
Dilutive effect of options	**398,318**	n/a	**532,014**	n/a
Dilutive effect of RSUs	**126,176**	n/a	**178,796**	n/a
Weighted average shares outstanding for diluted earnings per share	**10,105,176**	n/a	**10,200,429**	n/a

Options to purchase 387,500 shares were outstanding during the period but were not included in the calculation of diluted income per share due to their anti-dilutive effect for the period.

19. CONTINGENT LIABILITIES AND OTHER FINANCIAL COMMITMENTS

Contingent liabilities

The Company is subject to various claims and legal actions in the normal course of its business, from various customers, suppliers and others. Since the individual value of each claim and the total value of all claims as at June 30, 2011 and December 31, 2010 were not material, additional disclosure is not required. No provision has been recognized.

Other financial commitments

The Company is committed to future minimum rental payments under existing leases for premises, excluding occupancy costs and property tax, expiring in 2011 and 2017, as follows:

	As at June 30, 2011
	($ thousands)
2011	$ 424
2012	648
2013	620
2014	582
2015	582
2016	450
Thereafter	192
Other financial commitments	**$3,498**

The leases contain renewal options for an additional term of 5 years.

20. SUPPLEMENTARY CASH FLOW INFORMATION

	For the three-months ended June 30,		For the six-months ended June 30,	
	2011	2010	**2011**	2010
	($ thousands)		*($ thousands)*	
Interest received	**$ 32**	$ 39	**$ 92**	$ 73
Interest paid	**$ 749**	$850	**$1,556**	$1,722
Non-cash transactions				
Common shares issued for business acquisition	**$ 459**	—	**$ 459**	—
Common shares issued on exercise of restricted units	**$1,085**	$561	**$1,085**	$ 561
Convertible debentures converted to Fund Units		—	**—**	$3,465
Conversion option on convertible debentures exercised		—	**—**	1,015
Restricted units issued		—	**—**	20

21. FINANCIAL INSTRUMENTS

The carrying amounts and fair values of financial instruments are allocated below to IAS 39, *Financial Instruments: Recognition and Measurement*, categories and cash funds:

At June 30, 2011	**Cash funds**	**Loans and receivables**		**Other liabilities**		**Held for trading**
($ thousands)	**Carrying amount**	**Fair value**	**Carrying amount**	**Fair value**	**Carrying amount**	**Carrying amount**
ASSETS						
Cash	$10,037					
Accounts receivable		$1,126	$ 1,126			
Net investment in leases-pledged		*(a)*	$ 2,999			
Net investment in leases		*(a)*	$93,811			
LIABILITIES						
Accounts payable				$ 5,003	$ 5,003	
Vehicle financing *(b)*				$ 4,276	$ 4,276	
Interest rate swaps						$2,375
Securitization debt *(b)*				$ 2,695	$ 2,695	
Lease financing *(b)*				$35,984	$35,984	
Customer security deposits				$10,350	$10,350	

At December 31, 2010	**Cash funds**	**Loans and receivables**		**Other liabilities**		**Held for trading**
($ thousands)	**Carrying amount**	**Fair value**	**Carrying amount**	**Fair value**	**Carrying amount**	**Carrying amount**
ASSETS						
Cash	$12,863					
Accounts receivable		$ 766	$ 766			
Net investment in leases-pledged		*(a)*	$ 5,543			
Net investment in leases		*(a)*	$86,182			
LIABILITIES						
Accounts payable				$ 5,598	$ 5,598	
Vehicle financing *(b)*				$ 5,544	$ 5,544	
Interest rate swaps						$2,464
Securitization debt *(b)*				$ 5,076	$ 5,076	
Lease financing *(b)*				$38,671	$38,671	
Customer security deposits				$ 9,884	$ 9,884	
Exchangeable securities						$9,167
Share-based compensation reserve						$2,182

At January 1, 2010	Cash funds	Loans and receivables		Other liabilities		Held for trading
($ thousands)	Carrying amount	Fair value	Carrying amount	Fair value	Carrying amount	Carrying amount
ASSETS						
Cash	$7,585					
Accounts receivable		$930	$ 930			
Net investment in leases-pledged		*(a)*	$13,258			
Net investment in leases		*(a)*	$84,256			
LIABILITIES						
Accounts payable				$ 5,225	$ 5,225	
Vehicle financing *(b)*				$ 6,127	$ 6,127	
Interest rate swaps						$ 1,683
Securitization debt *(b)*				$12,387	$12,387	
Lease financing *(b)*				$37,269	$37,269	
Customer security deposits				$ 9,784	$ 9,784	
Fund Units						$28,468
Exchangeable securities						$ 6,225
Convertible debentures				$ 3,465	$ 3,465	
Conversion option on convertible debentures						$ 1,417
Share-based compensation reserve						$ 813

(a) There is no organized market for valuing the net investment in lease receivables. The carrying value is the amortized cost using the effective interest rate method.

(b) The stated value of the vehicle financing, securitization debt, and lease financing approximates fair values, as the interest rates attached to these instruments are representative of current market rates, for loans with similar terms, conditions and maturities.

(c) Carrying amounts are expected to be reasonable approximations of fair value for cash funds and for financial instruments with short maturities, including accounts receivable and accounts payable.

All financial instruments measured at fair value need to be categorized into one of three hierarchy levels, described below, for disclosure purposes. Each level is based on the transparency of the inputs used to measure the fair values of assets and liabilities:

(i) Level 1 Inputs – quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date;

(ii) Level 2 Inputs – inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and

(iii) Level 3 Inputs – techniques which use inputs which have a significant effect on the recorded fair value for the asset or liability that are not based on observable market data (unobservable inputs).

The fair values of financial instruments are classified using the IFRS 7, *Financial Instruments: Disclosures*, measurement hierarchy as follows:

	June 30, 2011			December 31, 2010			January 1, 2010		
	Level 1	**Level 2**	**Level 3**	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
				($ thousands)					
LIABILITIES									
Held for trading									
Interest rate swaps		**$2,375**			$2,464			$1,683	
Fund Units							$28,468		
Exchangeable securities		**—**		$9,167			6,225		
Conversion option on convertible debentures								1,417	
Share-based compensation reserve		**—**			2,182			813	
Total		**$2,375**		$9,167	$4,646		$34,693	$3,913	

Gains and losses on financial instruments

The following table shows the net gains and losses arising for each IAS 39 category of financial instrument.

	For the three-months ended		For the six-months ended	
	June 30, 2011	June 30, 2010	**June 30, 2011**	June 30, 2010
	($ thousands)		*($ thousands)*	
Loans and receivables				
Provision for credit losses	**$(1,111)**	$(1,450)	**$(1,948)**	$(3,186)
Held for trading gains and (losses) on:				
Interest rate swaps	**(321)**	(841)	**14**	(1,100)
Fund Units	**—**	—	**—**	(1,983)
Exchangeable securities	**—**	369	**—**	(60)
Conversion option on convertible debentures	**—**	—	**—**	403
	(321)	(472)	**14**	(2,740)
Net gain (loss)	**$(1,432)**	$(1,922)	**$(1,934)**	$(5,926)

Financial Risk Management

In the normal course of business, the Company manages risks that arise as a result of its use of financial instruments. These risks include credit, liquidity and market risk. Market risks can include interest rate risk, foreign currency risk and other price risk.

There have been no changes in the Company's objectives, policies or processes for managing or for measuring any of the risks to which it is exposed since the previous year end.

a) Credit risk

Credit risk stems primarily from the potential inability of a customer or counterparty to a financial instrument to meet its contractual obligations, notwithstanding the existence of any collateral accepted. The Company's maximum exposure to credit risk is represented by the carrying amounts of cash, accounts receivable and net investments in direct finance leases.

The Company's excess cash is held in accounts with a major Canadian chartered bank or at J.P. Morgan Chase in the United States. Management has estimated credit risk with respect to such balances to be nominal and monitors changes in the status of these financial institutions to mitigate potential credit risk.

Accounts receivable principally relate to the Acura Sherway dealership. Of the total, 71% (December 31, 1010 – 68%) represent amounts due from the manufacturer and financing contracts in transit, which are typically collected within seven to ten days. Credit risk for accounts receivable arises primarily due to the concentration of the receivable with the automotive manufacturer.

Of the net investment in finance lease receivables at June 30, 2011 of $93.8 million (December 31, 2010 - $86.2 million), 97% (2010 – 95%) were originated by Pawnee and are with smaller, often owner-operated, businesses that have limited access to traditional financing. The typical lessee is a start-up business that has not established business credit or a business that has experienced some business credit difficulty at some time in its history. As a result, such leases entail higher credit risk (reflected in higher than expected levels of delinquencies and loss) relative to the business equipment leasing market as a whole.

Credit risk is mitigated by: funding only "business essential" commercial equipment, where the value of the equipment is less than U.S.$50,000, obtaining at least one personal guarantee for each lease, and by diversification on a number of levels, including: geographical across the United States, type of equipment funded, the industries in which Pawnee's lessees operate and statistically through the number of customers, none of which is individually significant. Furthermore, Pawnee's credit risk is mitigated by the fact that the standard lease contract most often requires that the lessee provide two payments as a security deposit, which, in the case of default, is applied against the lease receivable; otherwise the deposit is held for the full term of the lease and is then returned or applied to the purchase option of the equipment at the lessee's request.

Lease-Win's net investment in pledged finance lease receivables are also exposed to credit risk due to delinquencies, by virtue of the fact that substantially all of the risks of ownership of these leases have not been transferred to the securitization trust. This credit risk is mitigated by liens placed against each leased vehicle, personal guarantees, and the ability to repossess vehicles for non-payment.

Pawnee and Lease-Win are entitled to repossess leased equipment and vehicles if the lessees default on their lease contracts in order to minimize any credit losses. When an asset previously accepted as collateral is acquired, it undergoes a process of repossession and disposal in accordance with the legal provisions of the relevant market. Please see note 10 for a further discussion on the repossession of collateral. The credit risk associated with Lease-Win's lease receivables is also mitigated by liens placed against the vehicles, personal guarantees, and the ability to repossess vehicles for non-payment.

Pawnee charges off leases when they become 154 days contractually past due, unless information indicates that an earlier charge-off is warranted. Pawnee's lease receivables consist of a large number of homogenous leases, with relatively small balances, and as such, the evaluation of the allowance for credit losses is performed collectively for the lease receivable portfolio. More detailed information regarding this methodology is provided in the section on accounting policies.

Additional information on finance lease receivables that have been renegotiated or are considered to be impaired is provided in note 10 – Net investment in leases.

b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset.

The Company's objective is to maintain low cash balances, investing any free cash in leases as needed and using any excess to pay down debt on the primary financing facilities. The subsidiaries fund working capital needs, lease originations and growth using advances under credit facilities available when operating cash flow is not sufficient. At June 30, 2011, the Company has $20.4 million (December 31, 2010 – $17.0 million) in additional borrowings available under various credit facilities to fund business operations.

The Company's operations and growth are financed through a combination of the cash flows from operations and from borrowings under existing credit facilities. Prudent liquidity risk management requires managing and monitoring liquidity on the basis of a rolling cash flow forecast and ensuring adequate committed credit facilities are in place, to the extent possible, to meet funding needs.

Pawnee has a credit facility that allows borrowings of up to U.S. $55.0 million subject to certain percentages of eligible gross lease receivables, of which U.S. $37.3 million was utilized at June 30, 2011 (December 31, 2010 U.S. $38.9 million). At this time, management believes that the syndicate of financial institutions that provides Pawnee's credit facility is financially viable and will continue to provide this facility, however there are no guarantees in the current economic environment.

Most of the Company's operating subsidiaries are subject to bank and/or manufacturer covenants relative to leverage and/or working capital. Pawnee is restricted in its ability to further merge, make acquisitions or be acquired, and is precluded from incurring additional debt without lender approval. Furthermore, dividends from Pawnee may not exceed 95% of Pawnee's consolidated net income, as determined in accordance with U.S. GAAP but excluding mark-to-market adjustments for interest rate swaps.

The following table presents the maturity structure for undiscounted contractual cash flows:

($ thousands)	2011	2012	2013	2014	2015	2016+	Total
Accounts payable and other current liabilities	$ 4,871	$ 24	$ 24	$ 24	$ 24	$ 36	$ 5,003
Vehicle financing	4,276	—	—	—	—	—	4,276
Interest rate swaps	—	497	—	875	1,003	—	2,375
Securitization debt *(i)*	1,882	767	46	—	—	—	2,695
Contingent consideration	—	—	—	497	—	—	497
Lease financing *(ii)*	—	—	35,984	—	—	—	35,984
Customer security deposits *(i)*	1,383	2,803	3,138	1,796	980	250	10,350
	$12,412	$4,091	$39,192	$3,192	$2,007	$286	$61,180

i. *The Company's experience has shown that the actual contractual payment streams will vary depending on a number of variables including: prepayment rates, charge-offs and modifications. Accordingly, the scheduled contractual payments of securitization debt and customer security deposits shown in the table above are not to be regarded as a forecast of future cash payments.*
ii. *Pawnee's lease financing credit facility is a line-of-credit; as such the balance can fluctuate. The interest rate is also floating, thus the interest payments are dependent on the balance of the line-of-credit and interest rate at any point of time.*

c) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market price risks faced by the Company relate to interest rates and foreign currency.

Interest rate risk

Pawnee's and Lease-Win's leases are written at fixed effective interest rates. To the extent that Pawnee and Lease-Win finance fixed rate leases with floating rate funds, the Company is exposed to fluctuations in interest rates such that an increase in interest rates could narrow the margin between the yield on a lease and the interest rate paid by the Company to finance the working capital. See notes 9 and 10 for the effective interest rates earned on leases written, and notes 13 and 14 for the effective interest rates on securitization debt and lease financing.

Pawnee manages and mitigates this interest rate risk, as a condition of its borrowing facility, by entering into interest rate swap agreements for a notional amount not less than 50% of the aggregate commitment. The interest rate swap agreements provide for payment of a fixed rate and, in return, Pawnee receives payment of the LIBOR-based floating rate. Pawnee's bank has the option to terminate the swaps, typically one year prior to the maturity date. See note 12 for more information relating to interest rate swaps.

Lease-Win leases financed through securitization were financed at fixed and floating rates. As at June 30, 2011, approximately $381,000, out of Lease-Win's $3.1 million securitized gross lease receivables were funded on a floating rate basis (December 31, 2010 – $416,000 of $5.9 million).

The following table presents a sensitivity analysis for a reasonable fluctuation in interest rates in the U.S. market and the effect on the Company for the six-months ended June 30, 2011:

	+100 bps	-100 bps
	($ thousands)	
Increase (decrease) in interest expense	$ 298	$(298)
Increase (decrease) in net income and equity	(169)	169

Foreign currency risk

The Company is exposed to fluctuations in the U.S. dollar exchange rate because significant operating cash inflows are generated in the U.S. while dividends are paid to shareholders in Canadian dollars. For the six-months ended June 30, 2011 dividends totaled $2.8 million (2010 distributions – $1.9 million).

Assets and liabilities of foreign operations denominated in foreign currencies are translated into Canadian dollars at the exchange rates in effect at each period-end date. Revenue and expenses denominated in foreign currencies are translated into Canadian dollars at the average exchange rate for the period. The resulting unrealized exchange gains or losses on translation are reported in other comprehensive income. Therefore, currency risk is an important factor for assessing the Company's net income and financial position.

The following table presents a sensitivity analysis for a hypothetical fluctuation in U.S. dollar exchange rates and the effect on the Company for the six-months ended June 30, 2011 and 2010:

U.S. Denominated Balances	**June 30, 2011**	June 30, 2010
Foreign exchange risk to balance sheet	*($ thousands)*	
Period-end exchange rate	**0.9643**	1.0606
U.S. denominated assets in U.S.$	**$113,561**	101,469.4
Effect of a 10% increase or decrease in the Cdn/U.S. dollar on assets	**$ 10,951**	$ 10,762
U.S. denominated liabilities in U.S.$	**$ 72,688**	$ 65,665
Effect of a 10% increase or decrease in the Cdn/U.S. dollar on liabilities	**$ 7,009**	$ 6,964
U.S. denominated net assets in U.S.$	**$ 40,873**	$ 35,804
U.S. denominated net assets in CDN$	**$ 39,414**	$ 37,974
Effect of a 10% increase or decrease in the Cdn/U.S. dollar on U.S. denominated net assets	**$ 3,941**	$ 3,797
Foreign exchange risk to income statement		
Net income from U.S. in U.S.$ for the six-months ended	**$ 4,698**	$ 3,177
Average exchange rate	**0.9767**	1.0338
Net income from US in Cdn$	**4,589**	3,284
Effect of a 10% increase or decrease in the Cdn/U.S. dollar on U.S. denominated net income	**$ 459**	$ 328

22. CAPITAL MANAGEMENT

The Company's capital is comprised of shareholders' equity which at June 30, 2011 comprised $55.6 million (December 31, 2010 – $44.3 million). The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in the long-term and to provide adequate returns for shareholders.

The Company manages the capital structure and makes adjustments in light of changes in economic conditions and the risk profile of the underlying assets. The Company uses various measures including the amount of dividends paid to shareholders.

There have been no changes in the Company's objectives, policies or processes for managing or for measuring any of the risks to which it is exposed since the previous year-end.

The Company is not subject to externally imposed regulatory capital requirements. However, each of the Company's operating subsidiaries is subject to bank and/or manufacturer covenants relative to leverage and/or working capital. These bank covenants safeguard the capital in each of its operating subsidiaries. Pawnee is restricted in its ability to further merge, acquire companies or be acquired, or incur additional debt without lender approval. Furthermore, dividends from Pawnee are limited to compliance with all bank covenants and may not exceed 95% of Pawnee's consolidated net income, as determined in accordance with U.S. GAAP, excluding mark-to-market adjustments for interest rate swaps.

The Company's subsidiaries' objective is to maintain low cash balances, investing any free cash in leases as needed and using any excess to pay down debt on the primary financing facilities. The subsidiaries fund working capital needs, lease originations and growth using advances under credit facilities available when operating cash flow is not sufficient. At June 30, 2011, the Company's operating units had $20.4 million in additional borrowings available under various credit facilities to fund business operations.

The Company itself does not have a credit facility available. Credit facilities of its operating subsidiaries are used to provide funding for the respective subsidiary's operations (i.e. to provide financing for the purchase of assets which are to be the subject of leases or to acquire vehicle inventory and support working capital). The credit facilities are not intended to directly fund dividends by the Company (and these facilities generally limit the amount which can be distributed up to the Company to the net income of the subject subsidiary).

Under Pawnee's debt to equity covenant calculation, customer security deposits are treated as an offset to net investment in leases and are not considered debt. Below is the Company's consolidated debt to equity analysis per IFRS. There are no bank covenants relating to the consolidated debt to equity calculation. In managing capital, management considers items classified as Other liabilities in 2010 per IFRS as Equity (these items were classified as equity under Canadian GAAP and for IFRS are presented as equity after the conversion to a corporation).

	June 30, 2011	December 31, 2010	January 1, 2010
		($ thousands)	
Debt	$70,737	$87,027	$118,772
Equity	$55,587	$44,308	$ 10,635
Debt/Equity	1.27	1.96	11.17

23. RELATED PARTY TRANSACTIONS

The Company has no parent or other ultimate controlling party. Intra-group transactions are entered into on an arm's length basis and on normal commercial terms.

The Company had the following transactions and balances with related parties:

(i) Pawnee, a U.S. subsidiary of the Company, leases a 10,800 square foot office facility from an entity that is controlled by the holders of the Class B and Class C shares of U.S. Acquisition Co Ltd, a non-operating subsidiary of the Company. Minimum lease payments are U.S. $202,261 per annum, triple net. The original lease expired on April 30, 2011, and Pawnee exercised the first of two additional five year renewal option terms. The expense is included in general and administrative expense and is translated at the average exchange rate for the period. At June 30, 2011 and 2010 there was no amount payable in respect of the lease.

(ii) In January 2010, debentures with a principal amount of $2.8 million (out of the $3.5 million convertible debentures) which were held by directors of Chesswood GP Limited, which is a wholly-owned subsidiary of the Fund, were converted to 787,141 Fund Units.

(iii) Compensation of key management.

The Company's key management personnel are the President & Chief Executive Officer and Chief Financial Officer.

Compensation expense relating to the key management personnel and directors are as follows:

	For the three-months ended June 30		For the six-months ended June 30	
	2011	2010	**2011**	2010
	($ thousands)			
Salaries and other short-term employee benefits	**$184**	$154	**$366**	$308
Share-based compensation	**222**	337	**578**	645
Compensation expense of key management and directors	**$406**	$491	**$944**	$953

24. SEASONAL OPERATIONS

The Company's automotive business follows a seasonal pattern, with revenue and net income based on past experience being significantly lower in the first quarter than in other quarterly periods.

Tax expense reflects the mix of taxing jurisdictions in which pre-tax income and losses were recognized. However, because the geographical mix of pre-tax income and losses in interim periods may not be reflective of full year results, this distorts the Company's interim period effective tax rate.

25. SEGMENT INFORMATION

Segments are identified on the same basis that is used internally to manage and to report on performance, taking into account the products and services of each segment and the organizational structure of the Company. The Company's operations consist of two reportable segments: Equipment Leasing and Automotive Operations. Litigation financing is not a reportable segment in the period.

The Equipment Leasing segment is located in the United States and is involved in small-ticket equipment leasing to small businesses in the start-up and "B" credit markets in the lower 48 states. The Automotive Operations segment sells and services predominantly Acura automobiles and leases Acura and other brand automobiles in the province of Ontario, Canada. At June 30, 2011, the operations of Case Funding had minimal impact to Chesswood financial statements and are grouped in the Equipment leasing – U.S. column as Case Funding is located in the U.S..

Segment information is prepared in conformity with the accounting policies adopted for the Company's financial statements. There were no changes in accounting policies compared to previous periods, other than the changes on adoption of IFRS described in notes 3 and 28.

The role of the "chief operating decision maker" with respect to resource allocation and performance assessment is embodied in the position of Chief Executive Officer. The performance of both the Equipment Leasing and Automotive Operations segments is measured on the basis of net income or loss before tax. Net assets, which are defined as total segment assets less total segment liabilities, are used as the basis of assessing the allocation of resources.

Selected information by segment and geographically is as follows:

	For the six-months ended June 30, 2011 ($ thousands)			
	Equipment leasing – U.S.	**Automotive operations -Canada**	**Corporate overhead -Canada**	**Total**
Direct financing income	$ 12,444	$ 349	$ —	$ 12,793
Ancillary lease and other fee income	2,108	—	—	2,108
Revenue – automotive operations	—	21,741	—	21,741
Interest expense	1,325	230	—	1,555
Operating income	13,227	3,114	—	16,341
Provision for credit losses	1,951	(3)	—	1,948
Share-based compensation expense	228	124	577	929
Amortization – property and equipment	36	72	6	114
Amortization – intangible assets	244	—	—	244
Loss on foreign exchange	—	—	93	93
Corporate overhead	—	—	1,267	1,267
Income before other items	**7,541**	**391**	**(1,943)**	**5,989**
Unrealized gain on interest rate swaps	14	—		14
Income before income taxes	**7,555**	**391**	**(1,943)**	**6,003**
Provision of income taxes	(2,966)	—	(255)	(3,221)
Net income	**4,589**	**391**	**(2,198)**	**2,782**
Total Assets	110,233	18,341	8,826	137,400
Net investment in leases	90,703	6,107	—	96,810
Goodwill	11,671	2,520	—	14,191
Intangible assets	6,457	889	—	7,346
Property and equipment expenditures	162	14	3	179

	Equipment leasing – U.S.	Automotive operations –Canada	Corporate overhead - Canada	Total
	For the six-months ended June 30, 2010 ($ thousands)			
Direct financing income	$ 12,317	$ 757	$ —	$ 13,074
Ancillary lease and other fee income	2,176	—	—	2,176
Revenue – automotive operations	—	23,964	—	23,964
Interest expense	1,269	453	—	1,722
Operating income	13,224	3,365	—	16,589
Provision for credit losses	3,075	111	—	3,186
Share-based compensation expense	145	123	645	913
Amortization – property and equipment	60	31	5	96
Amortization – intangible assets	274	—	—	274
Unrealized gain on foreign exchange	—	—	5	5
Corporate overhead	—	—	1,226	1,226
Income before other items	**6,450**	**501**	**(1,881)**	**5,070**
Unrealized loss on interest rate swaps	(1,100)	—		(1,100)
Fair market value adjustment – other liabilities	—	—	(1,640)	(1,640)
Interest expense on other liabilities (distributions to unitholders and non-controlling interest)	—	—	(1,294)	(1,294)
Income before income taxes	**5,350**	**501**	**(4,815)**	**1,036**
Provision of income taxes	(2,066)	68	(518)	(2,516)
Net income	**3,284**	**569**	**(5,333)**	**(1,480)**
Total Assets	107,618	30,787	5,524	143,929
Net investment in leases	83,187	13,335	—	96,522
Goodwill	11,407	2,520	—	13,927
Intangible assets	7,316	889	—	8,205
Property and equipment expenditures	5	—	—	5

	For the three-months ended June 30, 2011 ($ thousands)			
	Equipment leasing – U.S.	**Automotive operations -Canada**	**Corporate overhead - Canada**	**Total**
Direct financing income	$ 6,268	$ 151	$ —	$ 6,419
Ancillary lease and other fee income	1,056	—	—	1,056
Revenue - automotive operations	—	11,419	—	11,419
Interest expense	642	159	—	801
Operating income	6,682	1,614	—	8,296
Provision for credit losses	1,111	—	—	1,111
Share - based compensation expense	149	58	222	429
Amortization - property and equipment	20	36	4	60
Amortization - intangible assets	121	—	—	121
Loss on foreign exchange	—	—	15	15
Corporate overhead	—	—	861	861
Income before other items	**3,594**	**227**	**(1,102)**	**2,719**
Unrealized gain on interest rate swaps	(321)	—		(321)
Income before income taxes	**3,273**	**227**	**(1,102)**	**2,398**
Provision of income taxes	(1,317)	—	(4)	(1,321)
Net income	**1,956**	**227**	**(1,106)**	**1,077**

	For the three-months ended June 30, 2010 ($ thousands)			
	Equipment leasing – U.S.	**Automotive operations –Canada**	**Corporate overhead - Canada**	**Total**
Direct financing income	$6,064	$ 338	$ —	$ 6,402
Ancillary lease and other fee income	1,092	—	—	1,092
Revenue - automotive operations	—	13,133	—	13,133
Interest expense	632	266	—	898
Operating income	6,524	1,774	—	8,298
Provision for credit losses	1,399	51	—	1,450
Share-based compensation expense	63	57	337	457
Amortization - property and equipment	15	30	2	47
Amortization - intangible assets	137	—	—	137
Unrealized loss on foreign exchange	—	—	(4)	(4)
Corporate overhead	—	—	480	480
Income before other items	**3,319**	**317**	**(816)**	**2,820**
Unrealized loss on interest rate swaps	(841)	—		(841)
Fair market value adjustment – other liabilities	—	—	369	369
Interest expense on other liabilities (distributions to unitholders and non-controlling interest)	—	—	(323)	(323)
Income before income taxes	**2,478**	**317**	**(770)**	**2,025**
Provision of income taxes	(939)	74	(298)	(1,163)
Net income	**$1,539**	**$ 391**	**$(1,068)**	**$ 862**

Corporate overhead is incurred by the Company at the parent entity level and is apportioned between the Equipment Leasing and Automotive Operations segments on the basis of arm's length prices that would be charged for the services rendered.

26. BUSINESS ACQUISITION

On June 10, 2011 (the "Acquisition Date"), the Company acquired (the "Acquisition") 100% of the outstanding common shares of Case Funding Inc. ("Case Funding"), a newly incorporated and organized corporation which acquired the tangible and intangible assets required to carry on the going forward business of Quick Cash Inc. ("Quick Cash"), a provider of litigation financing to plaintiffs and attorneys throughout the United States. The Company did not acquire any interest in the advances previously extended by Quick Cash Inc. and therefore the shares of Quick Cash Inc. itself were not acquired as part of the business acquisition (as discussed below).

The primary reason for the Acquisition was to seek to expand the Company's portfolio in specialty finance through a company established in a niche market within the litigation financing industry and ultimately enjoy healthy risk-adjusted returns.

As Case Funding is a newly incorporated and organized corporation which owns the tangible and intangible assets required to carry on the going forward business of Quick Cash, Case Funding does not have any comparative revenue and expense data, as well the revenue and expenses incurred in this new corporation in the 14 business days before the reporting date were immaterial.

The fair value of the consideration transferred to the former shareholders of Case Funding was satisfied through the issuance of 116,438 Common Shares of the Company, with an Acquisition Date fair value of $7.60 per common share, and U.S.$50,000 in cash. The vendors are restricted from trading the shares over a 3 year period. For valuation purposes, the discount on these restricted shares was calculated based on the theoretical price of a put option on the shares with an expiry date equal to the trading restriction period. A value of approximately $3.85 per Common Share was calculated.

The Acquisition is recorded under the acquisition method of accounting. Under this method, the identifiable assets acquired and the liabilities assumed are measured and recognized at their Acquisition Date fair values. Any excess of the Acquisition Date fair value of the consideration over the net of the Acquisition Date fair values of the identifiable assets acquired and the liabilities assumed is recognized as goodwill and any deficiency is recognized as a gain. Acquisition costs associated with a business combination are expensed in the period incurred. The results of operations have been consolidated from the Acquisition Date.

The fair value of assets acquired and liabilities assumed was determined by the Company's management based on information furnished by the management of Case Funding and its own detailed review.

The determination of the fair value of consideration and identifiable assets and liabilities acquired is as follows:

	June 10, 2011	
	U.S.$	Cdn$
	($thousands)	
Property and equipment	$ 50	$ 49
Trade names	370	361
Goodwill	604	590
Fair value	$1,024	$1,000
Consideration		
Cash	$ 50	$ 49
Shares issued	459	448
Contingent consideration – cash (year 3 incentive payment amount)	516	504
	$1,024	$1,000

The amounts allocated to goodwill will not be deductible for tax purposes.

Incentive Payment Amount – In the event that Case Funding's normalized net income ("NNI") for the 25th through 36th months following the Acquisition Date achieves the targeted amount of approximately U.S.$4.7 million (the "Targeted Amount"), an amount of U.S.$1.4 million (the "Incentive Payment Amount") (or an identical percentage adjusted portion of the Incentive Payment Amount if NNI is less than, but at least 90% of, the Targeted Amount) will be paid no later than the 38th month. At the Acquisition Date, management estimated the amount allocated to the purchase price (80% of the incentive payment amount) had a value of U.S.$516,000. Each reporting period, Chesswood will have to assess the fair value of the contingent payable and any change will flow through the income statement.

The Acquisition agreement also provides for the future conditional acquisition of the shares of Quick Cash, through put/call option rights, based on its net cash position following certain wind-down milestones being met, for a maximum purchase price of U.S.$1.8 million, to be satisfied through the issuance to the vendors of Common Shares at the same issue price used for the purchase of Case Funding, $7.94. The put/call option rights on the shares of Quick Cash, will expire if not exercised on or before December 10, 2014. If Quick Cash has less than $1.8 million net cash position at December 10, 2014 and the milestones have been reached, the Quick Cash shareholders will receive such number of Common Shares as is determined based on the net cash position divided by the U.S.$ equivalent of the $7.94 share price. If Quick Cash has more than $1.8 million net cash position after the milestones have been reached, the Quick Cash shareholders will receive the maximum Quick Cash purchase price in Common Shares ($1.8 million divided by U.S.$ equivalent of $7.94) plus 60% of the excess net cash position (in cash not shares); with the remaining 40% going to Chesswood. The Common Shares, if issued, will be subject to a 12 month contractual escrow. It was determined, for accounting purposes, that the put/call option rights for the future conditional acquisition of Quick Cash has a zero value.

Subsequent to the Acquisition, equity options issued and restricted share units became issuable to certain senior management of Case Funding, as described in Note 17 compensation plans.

As part of the Acquisition, Case Funding assumed a lease for premises with lease payments of US$11,000 a month expiring in November 2011.

Transaction costs relating to this Acquisition of $425,000 have been expensed in 2011 and are included in general and administrative expenses.

27. SUBSEQUENT EVENTS

The Company's Financial Statements were authorized for issue on August 10, 2011 by the Board of Directors. The shareholders do not have the authority to change the Company Financial Statements.

28. RECONCILIATION OF IFRS COMPARABLES FROM PREVIOUS GAAP

The Company prepared its consolidated financial statements in accordance with Canadian GAAP until December 31, 2010. The following tables present reconciliations from Canadian GAAP to IFRS for the consolidated statement of net income and comprehensive income for the year ended December 31, 2010 and the consolidated statements of financial position and components of shareholders' equity at January 1, March 31, and June 30, 2010.

The Company performed an impairment test in accordance with IAS 36, *Impairment of Assets*, as at January 1, 2010 and determined that no impairment had occurred.

Conversion to IFRS did not result in any material adjustments to the cash flows arising from the operating, investing or financing activities of the Company that were previously reported under Canadian GAAP. The conversion process did not identify any material errors in the application of Canadian GAAP.

Consolidated Interim Statement of Financial Position
Canadian GAAP – IFRS Reconciliation at January 1, 2010

($ thousands)	Canadian GAAP	IFRS Adjustments	Reference	IFRS
Cash	$ 7,585			$ 7,585
Accounts receivable	930			930
Inventories	7,222			7,222
Prepaid expenses and other assets	1,414			1,414
Net investment in leases-pledged		13,258	*b*	13,258
Net investment in leases	78,237	6,019	*b, c*	84,256
Deferred tax assets	433	1,123	*d*	1,556
Property and equipment	809			809
Intangible assets	8,385			8,385
Goodwill	13,776			13,776
Total assets	$118,791	$ 20,400		$139,191
Distributions payable	$ 248	$ (248)	*e*	$ —
Accounts payable and other current liabilities	5,176	49	*e, b*	5,225
Vehicle financing	6,127			6,127
Interest rate swaps	1,683			1,683
Securitization debt	—	12,387	*b*	12,387
Lease financing	37,269			37,269
Customer security deposits	9,784			9,784
Convertible debentures	3,465	(3,465)	*g*	—
Deferred taxes payable	12,920	2,772	*b, c*	15,692
Other liabilities	—	40,389	*e, f, g, h, i*	40,389
Total liabilities	$ 76,672	$ 51,884		$128,556
Fund units	$ 73,621	$(73,621)	*e, f,*	$ —
Contributed surplus	2,076	(2,076)	*h, i*	—
Conversion option	80	(80)	*g*	—
Retained earnings (deficit)	(30,267)	40,902	*a, b, c, d, e, f, g, h, i*	10,635
Accumulated other comprehensive loss	(3,391)	3,391	*a*	—
Total unitholders' equity	$ 42,119	$(31,484)		$ 10,635
Total liabilities and equity	$118,791	$ 20,400		$139,191

Certain balances included in the above statement were adjusted subsequent to their inclusion in the March 31, 2011 interim consolidated financial statement as described in the table on page 117.

Consolidated Interim Statement of Financial Position
Canadian GAAP – IFRS Reconciliation at March 31, 2010

($ thousands)	Canadian GAAP	IFRS Adjustments	Reference	IFRS
Cash	$ 6,289			$ 6,289
Accounts receivable	1,469			1,469
Inventories	11,004			11,004
Prepaid expenses and other assets	1,315			1,315
Net investment in leases	75,981	6,627	*b, c*	82,608
Net investment in leases-pledged	—	11,241	*b*	11,241
Deferred tax assets	433	904	*d*	1,337
Property and equipment	767			767
Intangible assets	8,028			8,028
Goodwill	13,443			13,443
Total assets	$118,729	18,772		$137,501
Distributions payable	$ 323	$ (323)	*e*	$ —
Accounts payable and other current liabilities	4,342	155	*b, e*	4,497
Vehicle financing	10,194			10,194
Interest rate swaps	1,886			1,886
Securitization debt	—	10,546	*b*	10,546
Lease financing	34,624			34,624
Customer security deposits	9,492			9,492
Deferred taxes payable	13,300	2,924	*b, c*	16,224
Other liabilities	—	42,854	*e, f, h, i*	42,854
Total liabilities	74,161	56,156		130,317
Fund units	77,176	(77,176)	*e, f,*	—
Contributed surplus	2,174	(2,174)	*h, i*	—
Retained earnings (deficit)	(30,413)	38,707	*a, b, c, d, e, f, g, h, i*	8,294
Accumulated other comprehensive loss	(4,369)	3,259	*a*	(1,110)
Total unitholders' equity	44,568	(37,384)		7,184
Total liabilities and equity	$118,729	18,772		$137,501

Certain balances included in the above statement were adjusted subsequent to their inclusion in the March 31, 2011 interim consolidated financial statement as described in the table on page 117.

Consolidated Interim Statement of Financial Position
Canadian GAAP – IFRS Reconciliation at June 30, 2010

($ thousands)	Canadian GAAP	IFRS Adjustments	Reference	IFRS
Cash	$ 6,942			$ 6,942
Accounts receivable	1,122			1,122
Inventories	9,581			9,581
Prepaid expenses and other assets	5,869			5,869
Net investment in leases	81,038	6,769	*b, c*	87,807
Net investment in leases-pledged	—	8,715	*b*	8,715
Deferred tax assets	433	606	*d*	1,039
Property and equipment	722			722
Intangible assets	8,205			8,205
Goodwill	13,927			13,927
Total assets	$127,839	16,090		$143,929
Distributions payable	$ 329	$ (329)	*e*	$ —
Accounts payable and other current liabilities	4,228	195	*b, e*	4,423
Vehicle financing	8,310			8,310
Interest rate swaps	2,835			2,835
Securitization debt	—	8,152	*b*	8,152
Lease financing	40,242			40,242
Customer security deposits	10,036			10,036
Deferred taxes payable	15,039	2,892	*b, c*	17,931
Other liabilities	—	7,356	*e, f, h, i*	7,356
Total liabilities	81,019	18,266		99,285
Fund units	77,527	(41,874)	*e, f,*	35,653
Contributed surplus	2,194	(2,194)	*h, i*	—
Retained earnings (deficit)	(29,934)	38,436	*a, b, c, d, e, f, g, h, i*	8,502
Accumulated other comprehensive loss	(2,967)	3,456	*a*	489
Total unitholders' equity	46,820	(2,176)		44,644
Total liabilities and equity	$127,839	16,090		$143,929

Consolidated Interim Statement of Financial Position
Canadian GAAP – IFRS Reconciliation at December 31, 2010

($ thousands)	Canadian GAAP	IFRS Adjustments	Reference	IFRS
Cash	$ 12,863			$ 12,863
Accounts receivable	766			766
Inventories	6,754			6,754
Prepaid expenses and other assets	7,075			7,075
Net investment in leases-pledged	—	5,543	*b*	5,543
Net investment in leases	81,938	4,244	*b, c*	86,182
Deferred tax assets	319	251	*d*	570
Property and equipment	829			829
Intangible assets	7,420			7,420
Goodwill	13,217			13,217
Total assets	$131,181	$ 10,038		$141,219
Distributions payable	$ 490	$ (490)	*e*	$ —
Accounts payable and other current liabilities	5,187	411	*b, e*	5,598
Vehicle financing	5,544			5,544
Interest rate swaps	2,464			2,464
Securitization loan	—	5,076	*b*	5,076
Lease financing	38,671			38,671
Customer security deposits	9,884			9,884
Deferred taxes payable	16,450	1,875	*b, c*	18,325
Other liabilities	—	11,349	*f, h, i*	11,349
Total liabilities	$ 78,690	$ 18,221		$ 96,911
Fund units	$ 83,006	(41,412)	*e, f,*	$ 41,594
Contributed surplus	2,564	(2,564)	*h, i*	—
Retained earnings (deficit)	(27,994)	32,569	*a, b, c, d, e, f, g, h, i*	4,575
Accumulated other comprehensive loss	(5,085)	3,224	*a*	(1,861)
Total unitholders' equity	$ 52,491	$ (8,183)		$ 44,308
Total liabilities and equity	$131,181	$ 10,038		$141,219

Certain balances included in the above statement were adjusted subsequent to their inclusion in the March 31, 2011 interim consolidated financial statement as described in the table on page 117.

Consolidated Statement of Comprehensive Income
Canadian GAAP – IFRS Reconciliation for the year-ended December 31, 2010

($ thousands)	**Canadian GAAP**	IFRS Adjustments	References	**IFRS**
Direct financing income	$ 24,987	$ 1,088	*b =818* *j = 270*	$ 26,075
Interest expense	(2,843)	(525)	*b*	(3,368)
Net finance income	22,144	563		22,707
Ancillary lease and other fee income	4,277	—		4,277
	26,421	563		26,984
Revenue – automotive operations	49,821	(450)	*b*	49,371
Costs of sales – automotive operations	(43,141)			(43,141)
Total operating income	33,101	113		33,214
Provision for credit losses	(3,875)	(2,168)	*c=(1,898)* *j= (270)*	(6,043)
Net operating income	29,226	(2,055)		27,171
Non-interest expenses				
Personnel expenses	8,139	1,669	*h, i*	9,808
General and administrative expenses	6,832	118		6,950
Amortization – property and equipment	200	—		200
Amortization – intangible assets	610	—		610
	15,781	1,787		17,568
Income before undernoted	13,445	(3,842)		9,603
Unrealized loss on interest rate swaps	(895)	—		(895)
Unrealized loss on foreign exchange	(118)	118		—
Fair value adjustments on held for trading liabilities	—	(4,523)	*e, f, g*	(4,523)
Distributions to unitholders	—	(1,294)	*e*	(1,294)
	(1,013)	(5,699)		(6,712)
Income before taxes	12,432	(9,541)		2,891
Provision for income taxes	(5,455)	(86)	*b=38,* *c= 749,* *d=(872)*	(5,541)
Net income (loss)	$ 6,977	$(9,628)		$ (2,650)
Unrealized loss on translation of self-sustaining foreign operations	(1,694)	(167)		(1,861)
Comprehensive income (loss)	$ 5,283	$(9,795)		$ (4,511)

Certain balances included in the above statement were adjusted subsequent to their inclusion in the March 31, 2011 interim consolidated financial statement as described in the table on page 117.

Consolidated Statement of Comprehensive Income
Canadian GAAP – IFRS Reconciliation for the three-months ended March 31, 2010

($ thousands)	**Canadian GAAP**	IFRS Adjustments	References	**IFRS**
Direct financing income	$ 6,214	$ 458	*b, j*	$ 6,672
Interest expense	(647)	(177)	*b*	(824)
Net finance income	5,567	281		5,848
Ancillary lease and other fee income	1,084	—		1,084
	6,651	281		6,932
Revenue – automotive operations	10,959	(128)	*b*	10,831
Costs of sales – automotive operations	(9,472)			(9,472)
Total operating income	8,138	153		8,291
Provision for credit losses	(2,189)	453	*c, j*	(1,736)
Net operating income	5,949	606		6,555
Non-interest expenses				
Personnel expenses	1,776	336	*h, i*	2,112
General and administrative expenses	2,016	(9)		2,007
Amortization – property and equipment	49	—		49
Amortization – intangible assets	137	—		137
	3,978	327		4,305
Income before undernoted	1,971	279		2,250
Unrealized loss on interest rate swaps	(259)	—		(259)
Unrealized gain on foreign exchange	9	(9)		—
Fair value adjustments on held-for-trading liabilities	—	(2,009)	*e, f, g*	(2,009)
Distributions to unitholders	—	(971)	*e*	(971)
	(250)	(2,989)		(3,239)
Income before taxes	1,721	(2,710)		(989)
Provision for income taxes	(896)	(457)	*b, c, d*	(1,353)
Net income (loss)	$ 825	$(3,167)		$ (2,342)
Unrealized loss on translation of self-sustaining foreign operations	(978)	(132)		(1,110)
Comprehensive loss	$ (153)	$(3,299)		$ (3,452)

Certain balances included in the above statement were adjusted subsequent to their inclusion in the March 31, 2011 interim consolidated financial statement as described in the table on page 117.

Consolidated Statement of Comprehensive Income
Canadian GAAP – IFRS Reconciliation for the three-months ended June 30, 2010

($ thousands)	**Canadian GAAP**	IFRS Adjustments	References	**IFRS**
Direct financing income	$ 6,153	$ 249	*b, j*	$ 6,402
Interest expense	(642)	(146)	*b*	(788)
Net finance income	5,511	103		5,614
Ancillary lease and other fee income	1,092	—		1,092
	6,603	103		6,706
Revenue – automotive operations	13,197	(64)	*b*	13,133
Costs of sales – automotive operations	(11,541)			(11,541)
Total operating income	8,259	39		8,298
Provision for credit losses	(1,055)	(395)	*c, j*	(1,450)
Net operating income	7,204	(356)		6,848
Non-interest expenses				
Personnel expenses	2,058	141	*h, i*	2,199
General and administrative expenses	1,640	5		1,645
Amortization – property and equipment	47	—		47
Amortization – intangible assets	137	—		137
	3,882	146		4,028
Income before undernoted	3,322	(502)		2,820
Unrealized loss on interest rate swaps	(841)	—		(841)
Unrealized loss on foreign exchange	(4)	4		—
Fair value adjustments on held-for-trading liabilities	—	369	*e, f, g*	369
Distributions to unitholders	—	(323)	*e*	(323)
	(845)	50		(795)
Income before taxes	2,477	(452)		2,025
Provision for income taxes	(1,022)	(141)	*b, c, d*	(1,163)
Net income (loss)	$ 1,455	$(593)		$ 862
Unrealized loss on translation of self-sustaining foreign operations	1,402	197		1,599
Comprehensive loss	$ 2,857	$(396)		$ 2,461

Consolidated Statement of Comprehensive Income
Canadian GAAP – IFRS Reconciliation for the six-months ended June 30, 2010

($ thousands)	**Canadian GAAP**	IFRS Adjustments	References	**IFRS**
Direct financing income	$ 12,367	$ 707	*b, j*	$ 13,074
Interest expense	(1,289)	(323)	*b*	(1,612)
Net finance income	11,078	384		11,462
Ancillary lease and other fee income	2,176	—		2,176
	13,254	384		13,638
Revenue – automotive operations	24,156	(192)	*b*	23,964
Costs of sales – automotive operations	(21,013)			(21,013)
Total operating income	16,397	192		16,589
Provision for credit losses	(3,244)	58	*c, j*	(3,186)
Net operating income	13,153	250		13,403
Non-interest expenses				
Personnel expenses	3,834	477	*h, i*	4,311
General and administrative expenses	3,656	(4)		3,652
Amortization – property and equipment	96	—		96
Amortization – intangible assets	274	—		274
	7,860	473		8,333
Income before undernoted	5,293	(223)		5,070
Unrealized loss on interest rate swaps	(1,100)	—		(1,100)
Unrealized gain on foreign exchange	5	(5)		—
Fair value adjustments on held-for-trading liabilities	—	(1,640)	*e, f, g*	(1,640)
Distributions to unitholders	—	(1,294)	*e*	(1,294)
	(1,095)	(2,939)		(4,034)
Income before taxes	4,198	(3,162)		1,036
Provision for income taxes	(1,918)	(598)	*b, c, d*	(2,516)
Net income (loss)	$ 2,280	$(3,760)		$ (1,480)
Unrealized loss on translation of self-sustaining foreign operations	424	65		489
Comprehensive loss	$ 2,704	$(3,695)		$ (991)

The following is a summary of transition adjustments to the Company's retained earnings from Canadian GAAP to IFRS:

		December 31, 2010	June 30, 2010	March 31, 2010	January 1, 2010
		($ thousands)			
Deficit – Canadian GAAP		**$(27,994)**	**$(29,934)**	**$(30,413)**	**$(30,267)**
Translation difference at January 1, 2010	*a*	(3,391)	(3,391)	(3,391)	(3,391)
Securitization – reversal of gain accounting	*b*	24	108	50	25
Prepaid commission on securitized leases	*b*	61	115	147	184
Income tax expense – prepaid commissions	*b*	(17)	(34)	(44)	(55)
Reduction in allowance for doubtful accounts ("ADA")	*c*	4,982	7,138	7,511	6,880
Income tax expense – ADA adjustment	*c*	(1,968)	(2,819)	(2,966)	(2,717)
Future tax asset	*d*	252	606	905	1,124
Fair value adjustments – Fund Units	*e*	29,340	29,340	29,340	31,323
Fair value adjustment – issuer bid excess book value over purchase prices	*e*	1,776	1,776	1,776	1,776
Fair value adjustments – Exchangeable Securities	*f*	4,663	7,546	7,176	7,605
Fair value adjustments – Conversion option	*g*	(935)	(935)	(935)	(1,338)
Share-based compensation – restricted units	*h*	(664)	(386)	(332)	(196)
Share-based compensation – options	*i*	(1,554)	(628)	(530)	(318)
IFRS transition adjustments (cumulative impact to retained earnings)		32,569	38,436	38,707	40,902
Retained earnings – IFRS		**$ 4,575**	**$ 8,502**	**$ 8,294**	**$ 10,635**

The following narratives explain the significant differences between the previous historical Canadian GAAP and the current IFRS applied by the Company.

a. IFRS 1 – Cumulative translation difference

IAS 21, The *Effects of Changes in Foreign Exchange Rates,* requires an entity to determine the translation differences in accordance with IFRS from the date on which a subsidiary was formed or acquired. IFRS 1 allows cumulative translation differences for all foreign operations to be deemed to be zero at the date of transition to IRFS. At December 31, 2009 the accumulated foreign translation unrealized loss was $3,391,000. Management adopted this exemption and the accumulated foreign translation unrealized loss at December 31, 2009 was reallocated to retained earnings.

IFRS 1 allows for certain other optional exemptions; however, no other exemptions were applicable.

b. Securitization

On adopting IFRS, IAS 39 uses a risk and rewards model to determine whether an asset has been sold and therefore derecognition is appropriate. Using the substance over form concept, IFRS does not require that there be a legal transfer to a third party but instead requires that substantially all of the risks and rewards of ownership transfer. As a result, on transition at January 1, 2010, leases that were previously transferred in securitization transactions were brought back onto the statement of financial position with separate recognition of the associated securitization debt. Lease-Win will also eliminate its retained interest in the securitized lease receivables and the servicing liability recognized under Canadian GAAP on transition to IFRS.

The accretion of the retained interest and amortization of the servicing liability under Canadian GAAP on the 2010 income statement was eliminated. Under IFRS, as the securitization debt is not offset against the securitized lease receivables, the interest paid to the securitization company cannot be offset against the direct finance lease income earned on the securitized leases. Thus, the direct finance lease income on the automotive leases will increase as will the interest expense.

There are no bank covenants relating to the consolidated debt to equity calculation, thus the additional debt as a result of recognized leases does not affect any bank or debt covenants. Lease-Win's existing covenants accommodate the anticipated additional debt levels in 2011.

	Dec 31, 2010	June 30, 2010	Jan 1, 2010
		($ thousands)	
Impact on Consolidated Balance Sheets			
Decrease in net investment in leases	$ (462)	$ (468)	$ (862)
Net investment in leases pledged	5,543	8,715	13,258
Servicing liability reversed *(accounts payable and other current liabilities)*	80	129	199
Securitization debt	(5,076)	(8,152)	(12,387)
Deferred taxes payable	(17)	(34)	(55)
Retained earnings impact (increase)	$ (68)	$ (190)	$ (153)

	For the year-ended Dec 31, 2010	For the six-months ended June 30, 2010	For the three-months ended June 30, 2010
		($ thousands)	
Cumulative impact to net income			
Increase to direct finance lease income	$ 818	$ 507	$ 227
Increase to interest expense	(525)	(324)	(146)
Decrease to other income – automotive operations	(450)	(192)	(64)
Reclassification of commission amortization	33	24	12
Income tax recovery	38	21	10
Net loss effect	$ (86)	$ 36	$ 39

c. Allowance for doubtful accounts

Both existing Canadian GAAP and IFRS calculate loan losses using the incurred loss model, although IFRS is more specific as to what qualifies as an "incurred event." Pawnee's policy is to maintain an allowance for doubtful accounts, as a percentage of its net investment in leases, equal to the last twelve-month rolling net charge-off percentage level.

Under IFRS, incurred losses require objective evidence of impairment that is supported by currently observable data. IAS 39 states that an allowance can be set up, if and only if, there is objective evidence that the impairment has already occurred; potential losses expected as a result of future events, no matter how likely based on past historical evidence, are not allowed to be recognized under IFRS. IAS 39 does not permit loan loss models that produce unallocated general allowances and does not permit establishment of an allowance on the day a loan is originated. No deviation from these strict provisions is possible, despite the very wide variations that exist in underlying loan quality, structure and relevant historical experience, from one company to another and from one sector of the finance industry to another.

Pawnee's lease receivables are composed of a large number (7,436 at December 31, 2010) of homogenous leases, with relatively small balances (U.S.$11,513 average at December 31, 2010), made to inherently risky lessees. Pawnee charges-off leases when they become 154 days contractually past due, unless information indicates that an earlier charge-off is warranted. A high percentage of the charge-offs are made before the subject leases reach 154 days contractually past due. As a small percentage of the total lease receivable portfolio have monthly lease payments that are past due at any one reporting date, the portion of the lease receivables that shows observable objective evidence of impairment at any one reporting date is quite small, despite long-term historical experience that indicates that future charge-offs with respect to the current lease receivable will typically exceed the level of observable impairment, in a matter of months.

For the consolidated financial statements under IFRS, the Company will maintain an allowance for doubtful accounts for Pawnee to cover leases in their portfolio that show observable signs of impairment at the balance sheet date. Pawnee's allowance for doubtful accounts is comprised of the net investment in leases value that is over 30 days delinquent, plus any leases identified as impaired less than 30 days delinquent and approximately 10% of the 1-30 day delinquent leases (those considered most likely to fall into the over 30 days delinquent category by the next month).

Thus, on transition to IFRS, there was a reduction of the allowance for doubtful accounts on the balance sheet and an offsetting increase in retained earnings on the consolidated financial statements. For the year-ended December 31, 2010, the provision for credit losses on the income statement under IFRS would be higher than under the prior method. These adjustments will increase future taxes payable as at January 1, 2010 and December 31, 2010 and lower future tax expense for 2010.

	Dec 31, 2010	June 30, 2010	Jan 1, 2010
		($ thousands)	
Impact on Consolidated Balance Sheets			
Increase in net investment in leases	$ 4,706	$ 7,237	$ 6,880
Increase in deferred taxes payable	(1,858)	(2,858)	(2,717)
Net foreign currency translation difference	166	(60)	—
Net retained earnings impact	$ 3,014	$ 4,319	$ 4,163

	For the year-ended Dec 31, 2010	For the six-months ended June 30, 2010	For the three-months ended June 30, 2010
	($ thousands)		
Cumulative impact to net income			
(Increase) decrease to provision for credit losses	$(1,898)	$ 258	$ (373)
Income tax recovery (expense)	749	(102)	147
Net income (loss) effect	$(1,149)	$ 156	$ (226)

In response to financial reporting issues emerging from the global financial crisis, the IASB plans to make revisions to or to replace existing IFRS standards. On November 5, 2010, the IASB issued an exposure draft on the measurement and impairment of amortized cost financial instruments and on January 31, 2011 issued a supplemental document to that exposure draft Financial Instrument: Impairment. Financial instruments recorded at amortized cost include net investment in leases. Based on the Exposure Draft issued by the IASB, significant changes to the existing IFRS standard are anticipated; however, the IASB indicated that the new standard is unlikely to require adoption until at least 2014. At this time the Company cannot reasonably determine the impact on the financial statements of the anticipated changes.

d. Deferred tax assets

Canadian GAAP required the Fund to recognize future income tax assets and liabilities based on estimated temporary differences, measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Under Canadian GAAP income taxes were not provided for by the Fund, as the policy of the Fund was to distribute all taxable income to Unitholders. The Fund adopted IAS 12, *Income Taxes* on transition to IFRS at January 1, 2010, under which, the Fund was required to recognize deferred tax assets on undistributed taxable assets and use the rate that would be applied to those undistributed earnings which in the Fund's case, would be the Unitholders' marginal tax rate.

	December 31, 2010	June 30, 2010	January 1, 2010
		($ thousands)	
Future tax assets – Canadian GAAP	$319	$ 433	$ 433
Higher tax rate used under IFRS	251	233	376
Undistributed items at higher tax rate	—	373	747
Sub-total of IFRS future tax asset adjustments (cumulative impact to retained earnings)	251	606	1,123
Deferred tax assets – IFRS	$570	$1,039	$1,556

e. Presentation of Fund Units

A Fund Unit is a financial instrument for both Canadian GAAP and IFRS. Under IFRS, a liability arises where a financial instrument contains a contractual obligation to deliver cash or another financial asset to another entity. A mandatory requirement in the Fund's Declaration of Trust to distribute taxable income may be interpreted as a contractual obligation to deliver cash. On May 13, 2010, management sought and obtained Unitholder approval for an amendment to the Declaration of Trust to permit greater discretion in making future distributions to allow Fund Units to be treated as equity. At the 2010 annual and special meeting of the Fund's Unitholders approval was also obtained to convert the Fund to a dividend paying corporation. The conversion took effect on January 1, 2011.

Since this approval was obtained on May 13, 2010, the Fund Units appear as debt in the comparative IFRS statements of financial position presented prior to that date (namely as at January 1, 2010 and June 30, 2010). The Fund Units per IFRS are "financial assets and liabilities held for trading" and as such, are accounted for at fair value with the change in fair value recognized in earnings.

When the Fund Units were reclassified to liabilities at the transition date to IFRS (January 1, 2010), they were adjusted to their fair value. The best measure of the fair value of the Fund Units was the trading price on the Toronto Stock Exchange at the transition date to IFRS and at each quarter-end until the Fund Declaration was changed in May 2010.

	Number of Fund Units (000's)	Canadian GAAP	IFRS Adjustments ($000's)	IFRS
At December 31, 2009 – Canadian GAAP	6,762	$59,791	—	$ 59,791
Fair value adjustment on conversion to IFRS booked to retained earnings	—	—	(31,323)	(31,323)
At December 31, 2009	6,762	$59,791	$(31,323)	$ 28,468
Fund Units issued on conversion of debentures (Note 28(g))	1,000	3,545	935	4,480
Fund Units issued on exercise of restricted units (Note 28(h))	5	10	11	21
Fair value adjustment	—	—	1,983	1,983
At March 31, 2010	7,767	$63,346	$(28,394)	$ 34,952
Fair value adjustment (same unit price as 03/31/2010)	—	—	—	—
At May 13, 2010 (transferred to Equity Section from liabilities)	7,767	$63,346	$(28,394)	$ 34,952
Units issued on exercise of restricted units	130	268	293	561
Units issued on exercise of options	33	83	57	140
Balance at June 30, 2010	7,930	$63,697	$(28,044)	$ 35,653
Units issued under rights offering	1,321	5,125	—	5,125
Units issued on exercise of restricted units	20	41	41	82
Units issued on exercise of options	37	95	82	177
Balance at September 30, 2010	9,308	$68,958	$(27,921)	$ 41,037
Units issued under rights offering	—	(4)	—	(4)
Units issued on exercise of restricted units	20	42	80	122
Units issued on exercise of options	72	180	259	439
Balance at December 31, 2010	9,400	$69,176	$(27,582)	$ 41,594

Included in contributed surplus at December 31, 2009 was $1,776,000 relating to Fund Units acquired under issuer bids where the book value of purchased Fund Units was greater than the purchase prices. If the Fund Units had always been valued at fair value under IFRS, this amount would have been booked through the income statement and therefore on transition to IFRS was moved from reserves (contributed surplus) to retained earnings.

f. Presentation of Exchangeable Securities

As partial consideration for the acquisition of Pawnee in May 2006, 1,274,601 Class B shares and 203,936 Class C shares of a Fund subsidiary (U.S. Acquisitionco) were issued ("Exchangeable Securities"). The Exchangeable Securities are non-voting shares of U.S. Acquisitionco and were fully exchangeable for Fund Units, on a one-for-one basis, for no additional consideration, through a series of steps and entitle the holders to receive the same distributions as the Fund Units. Attached to the Exchangeable Securities were Special Voting Units of the Fund which provide the holders of the Exchangeable securities voting equivalency to Fund Unitholders. Under Canadian GAAP, the Exchangeable Securities were classified as Fund Units in the Unitholder Equity section of the balance sheet and the value was determined on the date of issue and was never changed.

Under IFRS, the basic Fund Units can be presented in the Equity section after May 13, 2010 as discussed in (e) above. However, items convertible/exchangeable into Fund Units or settled by issuing Fund Units cannot be shown in the Equity section under IFRS. These items must be shown as liabilities under IFRS as the Fund Units give the holders the right to put the instrument (Fund Units) back to the issuer for cash. Therefore, even though the Exchangeable Securities were fully exchangeable for Fund Units, on a one-for-one basis, for no additional consideration; were entitled to receive the same distributions as the Fund Units; and had the same voting equivalency to Fund Unitholders for IFRS they have to be classified as a liability and must be measured at fair value at each reporting period end. As the Exchangeable Securities have the same features as Fund Units the trading price of the Fund Units on the Toronto Stock Exchange represent the best method for valuing the Exchangeable Securities. The non-cash mark-to-market adjustment flows through the income statement.

After conversion to a corporation on January 1, 2011, the Exchangeable securities remain exchangeable for shares of Chesswood Group Limited ("CGL") on a one-for-one basis, for no additional consideration, through a series of steps. The Exchangeable Securities are entitled to receive the same dividends as CGL common shares. The holders of the Exchangeable Securities still hold the Special Voting Shares of CGL and have the same voting privileges as the common shareholders of CGL. Under IAS 27, the Exchangeable Securities must be shown as non-controlling interest because they are equity in a subsidiary not attributable, directly or indirectly, to the parent (even though they have no voting powers in the subsidiary only in the parent company). On conversion to a corporation on January 1, 2011, the Exchangeable Securities were moved from liabilities to non-controlling interest at the market price of CGL shares at December 31, 2010. The value of the non-controlling interest will fluctuate each reporting period with their portion of the net income and dividends.

	Number of Class B & C US Acquisition Co Ltd. shares	Canadian GAAP	IFRS Adjustments	IFRS
	(000's)		*($ thousands)*	
At December 31, 2009 – Canadian GAAP	1,479	$13,830		$13,830
Fair value adjustment on conversion to IFRS booked to retained earnings	—	—	(7,605)	(7,605)
At December 31, 2009	1,479	$13,830	$(7,605)	$ 6,225
Fair value adjustment	—	—	429	429
At March 31, 2010	1,479	$13,830	$(7,176)	$ 6,654
Fair value adjustment	—	—	(370)	(370)
At June 30, 2010	1,479	$13,830	$(7,546)	$ 6,284
Fair value adjustment	—	—	1,331	1,331
At September 30, 2010	1,479	$13,830	$(6,215)	$ 7,615
Fair value adjustment	—	—	1,552	1,552
At December 31, 2010 (transferred to Non-controlling interest in the Equity Section on January 1, 2011 on conversion to a corporation)	**1,479**	**$13,830**	**$(4,663)**	**$ 9,167**

g. Conversion option on convertible debentures

On August 10, 2008, the $3.5 million of convertible debentures were amended so as to provide for an extension of the maturity date to January 31, 2011 and the terms of conversion were amended as well. The debentures were changed to be convertible into Fund Units (at the holders' option) at a conversion price of $3.50 per Fund Unit (the conversion price was previously $15.58 per Fund Unit). The Fund had the option to convert the debentures into Fund Units (at the conversion price of $3.50 per Fund Unit) in the event that the 20-day average price for the Fund Units is at least $4.40 per Fund Unit.

Under Canadian GAAP, the conversion option feature of the convertible debentures was valued using the Black-Scholes option-pricing model on August 10, 2008 and presented as equity on the balance sheet.

Under IFRS because the conversion option on the convertible debenture was settled with Fund Units, the conversion option is a liability measured at fair value at each reporting period using an opton-pricing model.

On conversion of the convertible debentures to Fund Units, the fair value of the conversion option of the convertible debentures was transferred to the Fund Units classified in Other liabilities. The difference in the fair value of the conversion option from January 1, 2010 to the date of conversion was recorded in the fair value adjustments on the income statement in the 2010 comparative financial statements. Thus, on the day of conversion to Fund Units, the total of the fair value of the conversion options and the principal portion of the convertible debentures equaled the fair value of the Fund Units (based on the trading price on the TSX) that were issued.

	Canadian GAAP	IFRS Adjustments	IFRS
		($thousands)	
At December 31, 2009 – Canadian GAAP	$ 80	$ —	$ 80
Fair value adjustment on conversion to IFRS (moved from equity section to other liabilities) booked to retained earnings	—	1,338	1,338
At January 1, 2010	**$ 80**	**$1,338**	**$ 1,418**
Fair value adjustment prior conversion (January 2010)	—	(403)	(403)
Conversion of debentures to Fund Units (January 2010)	(80)	(935)	(1,015)
At June 30, 2010	**$—**	**$ —**	**$ —**

h. Restricted share units

The Fund's Incentive Plan provided for the granting of awards of Restricted Share Units ("RSUs") to trustees, directors and employees. The holders of such RSUs were not entitled to the distributions paid in respect of such Units before the RSUs were exercised. Such RSUs vested one year from the date of issue and were to be settled by the issue of Fund Units. RSUs granted are considered to be in respect of future services and under Canadian GAAP were recognized as an expense over the vesting period and credited to Contributed Surplus in Unitholders' Equity. Compensation cost was measured based on the market price of the Fund Units' on the date of the grant of the RSUs.

Under IFRS, because these RSUs were to be settled with Fund Units, which give the holder the right to put the instrument (Fund Units) back to the issuer for cash, the RSUs are a liability in the 2010 comparative consolidated financial statements measured at fair value at each reporting period. As the RSUs were settled by the issue of Fund Units, the trading price of the Fund Units on the Toronto Stock Exchange represents the best method for valuing the RSUs. The non-cash mark-to-market adjustment flows through the income statement as compensation expense. There is no tax impact because the non-cash mark-to-market adjustment is not tax deductible.

	Canadian GAAP	IFRS Adjustments	IFRS
		($thousands)	
At December 31, 2009 – Canadian GAAP	$ 188	$ —	$ 188
Fair value adjustment on conversion to IFRS (moved from contributed surplus to other liabilities) booked to retained earnings	—	196	196
At January 1, 2010	**188**	**196**	**384**
Compensation expense	90	136	226
Exercise of RSUs	(10)	(11)	(21)
At March 31, 2010	**268**	**321**	**589**
Compensation expense	272	48	320
Exercise of RSUs	(268)	(293)	(561)
At June 30, 2010	**272**	**76**	**348**
Compensation expense	219	86	305
Exercise of RSUs	(41)	(41)	(82)
At September 30, 2010	**450**	**121**	**571**
Compensation expense	221	198	419
Exercise of RSUs	(42)	(80)	(122)
At December 31, 2010	**$ 629**	**$ 239**	**$ 868**

On conversion to a corporation on January 1, 2011, the RSUs are now settled with Common Shares of the Company and thus the share-based compensation "payable" is reclassified back to Equity as a reserve (contributed surplus). For 2011, the remaining unrecognized non-cash compensation expense related to non-vested RSUs will be recognized as compensation expense based on the share price at December 31, 2010 and will not be remeasured.

As of December 31, 2010, unrecognized non-cash compensation expense related to non-vested RSUs was $341,170 (Canadian GAAP – $247,073), which is expected to be recognized over the next three and a half months. The unrecognized expense under IFRS is based on the share price of $6.20 at December 31, 2010 when the RSUs "payable" was reclassified from liabilities to Equity compared to a share price of $4.49 when the RSUs were granted.

i. Unit options

The Fund has issued Unit Options to employees under the Fund's Incentive Plan. Under Canadian GAAP, the Unit Options' value was determined on date of grant and was expensed over the vesting period to Compensation expense and to Contributed Surplus in Unitholders' Equity.

Under IFRS, because these Unit Options in 2010 were to be settled with Fund Units, which gave the holder the right to put the instrument (Fund Units) back to the issuer for cash, the Unit Options are a liability in the 2010 comparative consolidated financial statements measured at fair value at each reporting period using an option-pricing model. The non-cash mark-to-market adjustment will flow through the income statement as compensation expense. There is no tax impact to this change because the non-cash mark-to-market adjustment is not tax deductible.

In addition, under Canadian GAAP, the Unit Options' value was determined on the full grant and expensed straight line over the vesting period. Under IFRS, each vesting allotment is valued and expensed separately.

	Canadian GAAP	IFRS Adjustments	IFRS
		($thousands)	
At December 31, 2009 – Canadian GAAP	$112	$ —	$ 112
Fair value adjustment on conversion to IFRS booked to retained earnings – forfeited options		(22)	(22)
Fair value adjustment on conversion to IFRS (moved from contributed surplus to other liabilities) booked to retained earnings	—	339	339
At January 1, 2010	**112**	**317**	**429**
Compensation expense	18	213	231
At March 31, 2010	**130**	**530**	**660**
Compensation expense	31	103	134
Exercise of options	(15)	(57)	(72)
At June 30, 2010	**146**	**576**	**722**
Compensation expense	31	377	408
Exercise of options	(17)	(82)	(99)
At September 30, 2010	**160**	**871**	**1,031**
Compensation expense	33	543	576
Exercise of options	(34)	(259)	(293)
At December 31, 2010	**$159**	**$1,155**	**$1,314**

j. Direct finance lease income on impaired leases

Pawnee ceases to accrue direct finance lease income on leases after they become 94 days contractually past due unless information indicates that an earlier cessation of income is warranted. IFRS requires that direct finance lease income continue to be recognized on leases after they are identified as being impaired, until they are charged-off. Thus, the Company has to recognize direct finance lease income on impaired leases under IFRS. Since these leases were eventually charged-off no more than 60 days later, the increase in revenue recognized under IFRS would also need to be charged-off, so there is no net income or retained earnings impact.

	Dec 31, 2010	June 30, 2010	Jan 1, 2010
		($ thousands)	
Impact on Consolidated Statement of Financial Position			
Increase in net investment in leases – decrease in unearned income	$ 71	$ 88	$ 119
Decrease in net investment in leases – increased allowance for doubtful accounts	(71)	(88)	(119)
Retained earnings impact	$ —	$ —	$ —

Cumulative impact to net income	For the year-ended Dec 31, 2010	For the six-months ended June 30, 2010	For the three-months ended June 30, 2010
	($ thousands)		
Increase to direct finance lease income	$ 270	$ 200	$ 22
Increase to provision for credit losses	(270)	(200)	(22)
Net income (loss) effect	$ —	$ —	$ —

The adjustments recorded in the above noted statements are summarized (in $thousands) as follows:

	Previously issued	A	B	Revised
At January 1, 2010				
Other liabilities	$40,486	$(313)	$ 216	$40,389
Retained earnings	$10,538	$ 313	$(216)	$10,635
At March 31, 2010				
Other liabilities	$42,538	—	$ 316	$42,854
Retained earnings	$ 8,610	—	$(316)	$ 8,294
Personnel expense	$ 2,011	—	$ 100	$ 2,112
Fair value adjustments on held for trading liabilities	$ (1,696)	$(313)	—	$ (2,009)
At December 31, 2010				
Other liabilities	$10,639	—	$ 710	$11,349
Retained earnings	$ 5,285	—	$(710)	$ 4,575
Personnel expense	$ 9,313	—	$ 495	$ 9,808
Fair value adjustments on held for trading liabilities	$ (4,210)	$(313)	—	$ (4,523)

A – Adjustment to the dividend yield assumption used in the Black-Scholes option pricing model relating to the convertible debentures

B – Adjustment to the dividend yield assumptions used in the Black-Scholes option pricing model calculations and adjustment to the graded vested expense calculation relating to the share based compensation reserve.

Chesswood Group Limited

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