ACADIAN TIMBER

Annual Report

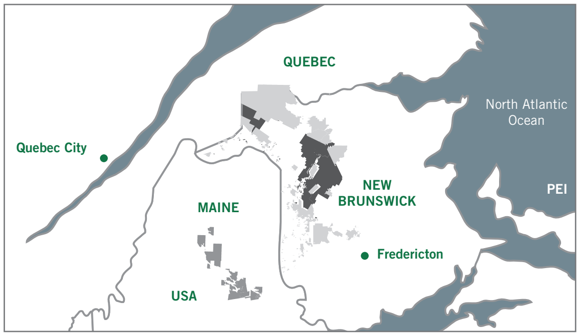
2012

Acadian Timber Corp. (TSX: ADN), is a leading supplier of primary forest products in Eastern Canada and the Northeastern U.S. With a total of 2.4 million acres of land under management, Acadian is the second largest timberland operator in New Brunswick and Maine. Acadian is managed by a wholly-owned subsidiary of Brookfield Asset Management Inc. (NYSE: BAM, TSX: BAM.A and Euronext: BAMA).

Acadian owns and manages approximately 1.1 million acres of freehold timberlands in New Brunswick and Maine, and provides management services relating to 1.3 million acres of Crown licensed timberlands. Acadian also owns and operates a forest nursery in Second Falls, New Brunswick. Acadian's products include softwood and hardwood sawlogs, pulpwood and biomass by-products, sold to approximately 90 regional customers.

Acadian's business strategy is to maximize cash flows from its timberland assets, while enhancing the value of these assets over time.

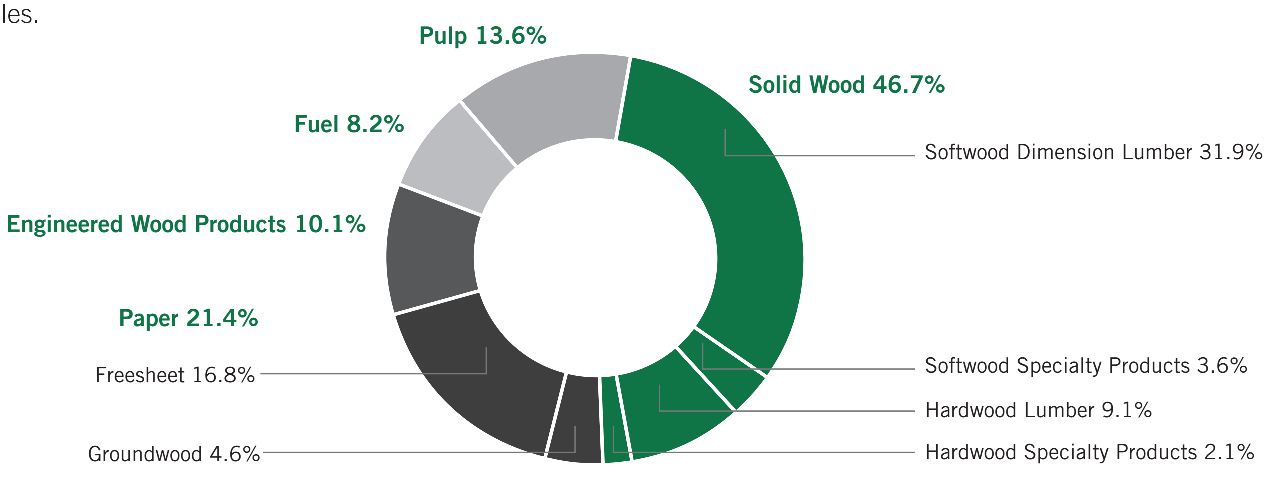
ACADIAN'S LOCATIONS



Forest Areas	Acres	Hectares
Maine Timberlands	310,000	125,000
New Brunswick Timberlands	764,000	310,000
Crown Lands Under Management	1,313,000	531,000
Area Under Management	2,387,000	966,000

ACADIAN'S PRODUCT MIX BY END USE*

Acadian sells a wide variety of products to a broad group of customers. Acadian's greatest exposure is to softwood sawlogs; however, markets for hardwood sawlogs, hardwood and softwood pulpwood, and biomass diversify our sales.



** Percentage of log sales by value for the year ended December 31, 2012.*

2012 HIGHLIGHTS

- Generated net sales of $68.8 million and Adjusted EBITDA of $16.5 million on consolidated sales volume of 1,304 thousand m^3

- Improved on already strong safety performance

FINANCIAL HIGHLIGHTS

Years Ended December 31 *(CAD thousands, except where indicated)*	**2012**	2011
Sales volume (000s m^3)	**1,303.5**	1,293.4
Net sales	**$ 68,838**	$ 66,153
Adjusted EBITDA[1]	**$ 16,488**	$ 15,527
Free cash flow[1]	**$ 14,022**	$ 12,437

1 *Adjusted EBITDA and free cash flow are key performance measures in evaluating Acadian's operations and are important in enhancing investors' understanding of Acadian's operating performance. Acadian's management defines Adjusted EBITDA as earnings before interest, taxes, fair value adjustments, unrealized exchange gain/loss on debt, depreciation and amortization. As these performance measures do not have standardized meanings prescribed by International Financial Reporting Standards ("IFRS"), they may not be comparable to similar measures presented by other companies. Please refer to Management's Discussion and Analysis for further details.*

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PRESIDENT'S LETTER TO SHAREHOLDERS

Free Cash Flow of $0.84 Per Share in 2012

Acadian Timber Corp. ("Acadian") performed well at both the operating and corporate levels in 2012 generating free cash flow of $14.0 million or $0.84 per share, an increase of $0.06 per share over 2011 after adjusting for a non-recurring benefit arising from the timing of interest payments in 2012.

Improved Financial Performance

Acadian generated net sales of $68.8 million on consolidated sales volume of 1,304 thousand m^3 in 2012. Consolidated sales volume during 2011 was 1,293 thousand m^3, resulting in net sales of $66.2 million. Acadian generated Adjusted EBITDA[1] of $16.5 million in 2012 as compared to Adjusted EBITDA of $15.5 million in 2011. Adjusted EBITDA margins increased to 24% in 2012 from 23% in 2011. Weak markets for softwood pulp and pine sawlogs negatively affected harvest levels in Acadian's New Brunswick operations, but this was more than offset by increased harvest levels at the higher margin Maine operations which benefited from improved summer and fall weather compared to the prior year along with improved harvesting and hauling contractor availability. Acadian also benefited from a year without material non-recurring corporate costs. Our 2011 results included $0.3 million related to the implementation of International Financial Reporting Standards ("IFRS").

Acadian's payout ratio was 98% for the year ended December 31, 2012, a 7% improvement as compared to the prior year after adjusting for the non-recurring benefit arising from the timing of interest payments in 2012.

Commitment to Safety Shows Positive Results

Acadian takes its commitment to safety very seriously as we believe that emphasizing and achieving a good safety record is a leading indicator of success in the broader business. Acadian maintained its solid record of positive safety performance among employees and contractors in our New Brunswick and Maine operations. Importantly, the few reportable accidents that occurred were relatively minor and resulted in little lost time. We are particularly proud to report that the employees of our Maine operations have now completed twelve accident free years.

Positive Market Conditions and Well Managed Costs

Acadian benefitted from strong demand and pricing for its hardwood pulpwood and stable markets for its hardwood specialty sawlogs. Markets for softwood pulpwood, particularly in New Brunswick, were weak in the first half of the year, but recovered steadily through the remainder of the year. Average selling prices for spruce fir sawlogs remained robust in Acadian's Maine operations while they decreased 4% in New Brunswick reflecting the trailing nature of the pricing mechanism used in Acadian's fiber supply agreement with Twin Rivers. Acadian's weighted average selling price for softwood sawlogs was effectively unchanged year-over-year. The weighted average selling price across all log products in 2012 of $56 per m^3 was 1% higher than the 2011 price of $55 per m^3. Acadian's weighted average variable costs increased 5% as compared to 2011 as a result of higher contractor rates in the Maine operations and an increased proportion of sales to more distant customers in the New Brunswick operations.

Silviculture and Capital Expenditures Tightly Controlled

Spending on silviculture, including planting and herbicide treatments, in 2012 totaled $0.5 million in line with spending in 2011. Capital expenditures were $0.3 million higher than in 2011 due to increased spending on bridge construction.

Outlook

Seasonally adjusted annualized U.S. housing starts of 954 thousand in December 2012 were 37% above year-ago levels while permits were up 29% year-over-year. For the year, housing starts climbed 28% to 780 thousand from 609 thousand in 2011 and inventories of new homes available for sale remain near 50-year record lows. U.S. home pricing has clearly moved off the early 2012 bottom with the most recent Case-Schiller 20-City Home Price

Index showing a national increase of 5.5% year-over-year while the most recent statistics from CoreLogic show home prices nationwide, including distressed sales, moved up 7.4% year-over-year. This represents the biggest increase since May 2006 and the ninth consecutive increase in home prices nationally year-over-year.

We believe the recovery of home prices removes a major psychological impediment to home buyers standing on the sidelines and should support increased rates of household formation. Additionally, mortgage rates remain at record lows and housing affordability is at near-record highs with mortgage underwriting standards becoming more accommodative. While the consensus forecast is somewhat of a moving target and risks to the forecasts are expected to be on the upside, it appears a reasonable collection of estimates is now projecting 925 thousand housing starts for 2013, 1.15 million in 2014 and 1.42 million in 2015 – levels expected to result in very strong markets for timber aimed at solid wood products markets. In addition, Acadian's move to a new pricing mechanism under the fibre supply agreement with one of our major customers at the beginning of 2013 is expected to result in spruce-fir sawlog pricing becoming a better reflection of market in our New Brunswick operations.

Global pulp markets bottomed in the third quarter with strong demand late in the fourth quarter bringing markets into balance. Although pulp price increases have been announced for January and February 2013, we expect producers to have limited ability to move prices up from their current levels owing to ample global capacity. Acadian's pulpwood customers, however, continue to have high operating rates and markets for Acadian's hardwood pulpwood continue to be strong. Markets for softwood pulpwood, a relatively minor product for Acadian, remain adequate.

Markets for hardwood sawlogs and specialty products improved slightly or were stable through 2012 with a similar outlook for 2013. Demand for biomass is expected to be stable, but at low price levels, owing to continued low electricity prices and very low prices for natural gas.

While there may be volatility, we expect 2013 to be an exciting year in the wood products industry. Acadian's adeptness in identifying and accessing market opportunities will ensure returns from all opportunities that arise are maximized in what is expected to be the first full year of recovery for the industry since the economic downturn in 2008. We remain confident that the company is well positioned to generate sufficient free cash flow to meet its target dividend rate over the coming years and thank you for your continued interest in Acadian.

Reid Carter
President and Chief Executive Officer
February 12, 2013

1 Adjusted EBITDA and free cash flow are key performance measures in evaluating Acadian's operations and are important in enhancing investors' understanding of Acadian's operating performance. Acadian's management defines Adjusted EBITDA as earnings before interest, taxes, fair value adjustments, unrealized exchange gain/loss on debt, depreciation and amortization. As these performance measures do not have standardized meanings prescribed by International Financial Reporting Standards ("IFRS"), they may not be comparable to similar measures presented by other companies. Please refer to Management's Discussion and Analysis for further details.

MARKET OVERVIEW

Softwood Sawlogs – 39% of Net Sales

Softwood sawlogs accounted for 39% of Acadian Timber Corp.'s ("Acadian") net sales and 38% of sales volume for the twelve months ended December 31, 2012. Sales volume increased by 27 thousand m^3, or 6%, year-over-year, reflecting higher harvest volumes in the Maine operations. Demand for softwood sawlogs was strong throughout the year although the average realized price per m^3 was flat relative to 2011 due to the pricing mechanism used in Acadian's fiber supply agreement with Twin Rivers. Softwood sawlog sales in Acadian's New Brunswick Timberlands ("NB Timberlands") decreased by six thousand m^3, or 2%, year-over-year while softwood sawlog sales in Acadian's Maine Timberlands increased by 33 thousand m^3, or 27%, over this same period. Average realized prices in our Maine operations were 17% higher than in New Brunswick.

Hardwood Sawlogs – 9% of Net Sales

Hardwood sawlogs accounted for 9% of Acadian's net sales and 5% of sales volume for the twelve months ended December 31, 2012. Sales volume declined by 7 thousand m^3, or 10%, year-over-year. NB Timberlands hardwood sawlog volume was down 12% while the average price per m^3 decreased by 1% year-over-year. Maine Timberlands' hardwood sawlog volume and average price per m^3 were almost unchanged year-over-year.

Softwood and Hardwood Pulpwood – 41% of Net Sales

Softwood and hardwood pulpwood shipments accounted for 7% and 34%, respectively, of Acadian's net sales and 9% and 33%, respectively, of sales volume in 2012. Markets for hardwood pulpwood were robust throughout the year, resulting in an increase in the year-over-year average selling price of 5% in addition to the 17% cumulative price improvement achieved during 2010 and 2011. Markets for softwood pulpwood were weak during the first half of 2012, but recovered steadily through the second half of the year.

Biomass – 6% of Net Sales

Biomass markets remained challenging in 2012 due to low selling prices for electricity, low natural gas prices and the increased use of lower cost hog fuel by several regional customers. The sales volume declined by 17 thousand m^3, or 7%, year-over-year, however, the gross margin improved by 7%.

MANAGEMENT'S DISCUSSION AND ANALYSIS

(All figures in Canadian dollars unless otherwise stated)

INTRODUCTION

Acadian Timber Corp. ("Acadian" or the "Company") is a leading supplier of primary forest products in Eastern Canada and the Northeastern United States. With a total of 2.4 million acres of land under management, Acadian is the second largest timberland operator in New Brunswick and Maine.

Acadian owns and manages approximately 764,000 acres of freehold timberlands in New Brunswick ("NB Timberlands"), approximately 310,000 acres of freehold timberlands in Maine ("Maine Timberlands") and provides management services relating to approximately 1.3 million acres of Crown licensed timberlands ("NB Crown Lands"). Acadian also owns and operates a forest nursery in Second Falls, New Brunswick. Acadian's products include softwood and hardwood sawlogs, pulpwood and biomass by-products sold to approximately 90 regional customers. Acadian's business strategy is to maximize cash flows from its timberland assets while enhancing the value of these assets over time.

Basis of Presentation

This section of our annual report presents management's discussion and analysis ("MD&A") of our financial results and is followed by our consolidated financial statements for the year ended December 31, 2012. The MD&A is intended to provide an assessment of our performance during the three month period and year ended December 31, 2012, as compared to the three month period and year ended December 31, 2011.

Our financial results are determined in accordance with International Financial Reporting Standards ("IFRS") and are expressed in Canadian dollars ("CAD") unless otherwise stated. External economic and industry factors remain unchanged since the previous annual report, unless otherwise noted. This MD&A has been prepared based on information available as at February 12, 2013. Additional information is available on Acadian's website at *www.acadiantimber.com* and on SEDAR's website at *www.sedar.com*.

Non-IFRS Measures

Throughout the MD&A, reference is made to Adjusted EBITDA, which Acadian's management defines as earnings before interest, taxes, fair value adjustments, unrealized exchange gain/loss on debt, depreciation and amortization. Management believes that Adjusted EBITDA and free cash flow are key performance measures in evaluating Acadian's operations and are important in enhancing investors' understanding of the Company's operating performance. As Adjusted EBITDA and free cash flow do not have a standardized meaning prescribed by IFRS, they may not be comparable to similar measures presented by other companies. As a result, we have provided reconciliations of net income as determined in accordance with IFRS, to Adjusted EBITDA and free cash flow in the "Free Cash Flow" section of this MD&A.

Internal Control over Financial Reporting

Management of Acadian is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is a process designed by, or under the supervision of, the Chief Executive Officer and the Chief Financial Officer and effected by the Board of Directors, management and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

Management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2012, based on the criteria set forth in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, management believes that, as of December 31, 2012, Acadian's internal control over financial reporting is effective. Also, management determined that there were no material weaknesses in Acadian's internal control over financial reporting as of December 31, 2012.

Disclosure Controls

Management, including the Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in the Canadian Securities Administrators National Instrument 52-109). Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the disclosure controls and procedures were effective as of December 31, 2012 in providing reasonable assurance around material information relating to the Company and its consolidated subsidiaries.

REVIEW OF OPERATIONS

Summary of Results for the Years Ended December 31

The table below summarizes operating and financial data for Acadian:

Years Ended December 31 *(CAD thousands, except per share data and where indicated)*	**2012**	2011	2010
Total			
Sales volume (000s m^3)	**1,303.5**	1,293.4	1,398.7
Net sales	**$ 68,838**	$ 66,153	$ 70,996
Adjusted EBITDA	**16,488**	15,527	17,775
Adjusted EBITDA margin	**24%**	23%	25%
Free cash flow	**$ 14,022**	$ 12,437	$ 13,554
Net income[1]	**13,729**	13,759	31,306
Dividends declared	**13,804**	13,804	3,625
Payout ratio	**98%**	111%	27%
Total assets	**$ 285,235**	$ 288,994	$ 282,358
Total debt	**71,935**	74,081	73,792
Per share – basic and diluted			
Free cash flow	**$ 0.84**	$ 0.74	$ 0.81
Net income (loss)[1]	**0.82**	0.82	1.87
Dividends declared	**0.83**	0.83	0.22
Book value	**11.00**	11.14	11.02
Common shares outstanding	**16,731,216**	16,731,216	16,731,216

1 Net income for the year ended December 31, 2010 included the gain resulting from Acadian's corporate conversion on January 1, 2010.

Free Cash Flow and Dividends

Free cash flow for the year ended December 31, 2012 was $14.0 million, compared to $12.4 million in 2011. Free cash flow for 2012 benefitted from a one time adjustment of the timing of interest payments on Acadian's term credit facility which resulted in only three quarterly interest payments being made during the year instead of the typical four payments. This timing adjustment reduced interest paid during the year by $0.7 million. Based on our outlook, existing cash reserves and available credit facilities, Acadian is well positioned to meet dividend targets in 2013.

Free cash flow represents cash that is generated primarily from the sale of our timber, but also from management services and the sale of non-timber products. Hardwood and softwood harvest volumes represent the productive capacity of Acadian's operations. Harvest volumes, excluding biomass, for the year ended December 31, 2012 were 1,077 thousand m^3, compared to 1,086 thousand m^3 for the comparable period in 2011 and were consistent with the Long Run Sustained Yield ("LRSY") of our timberland estates. Acadian is focused on maximizing long-term value for shareholders, and in doing so will make every effort to maintain a stable financial performance while preserving the long-term value of the business. In order to continue to achieve this objective, Acadian expects to operate at harvest levels within LRSY over the long term and will invest in silviculture to improve the quality and value of future harvests. Although this may cause volatility in our free cash flow annually, we will continue to focus on preserving the long-term value of Acadian. The risks associated with our practices with regard to forest sustainability and forest management are described in more detail on page 18 of this report.

The following table provides a reconciliation of net income, in accordance with IFRS, to Adjusted EBITDA and free cash flow during each respective period:

Years Ended December 31 (CAD thousands)	**2012**	2011
Net income	**$ 13,729**	$ 13,759
Add (deduct):		
Interest expense, net	**2,889**	3,157
Deferred income tax expense	**3,311**	6,564
Depreciation and amortization	**548**	548
Fair value adjustments	**(1,924)**	(13,501)
Loss on revaluation of roads and land	**83**	1,527
Unrealized exchange (gain) loss on long term debt	**(2,148)**	3,473
EBITDA	**$ 16,488**	$ 15,527
Add (deduct):		
Interest paid on debt, net	**(2,199)**	(3,047)
Additions to timber, land, roads and other fixed assets	**(269)**	(45)
Gain on sale of timberlands	**(123)**	(107)
Proceeds from sale of timberlands	**125**	109
Free cash flow	**$ 14,022**	$ 12,437
Dividends declared	**$ 13,804**	$ 13,804
Payout ratio	**98%**	111%

In determining the appropriate level of dividends, our Board of Directors considers the historic and forecasted quarterly free cash flow of Acadian. Given the seasonality of Acadian's operations, the Company's performance may vary significantly on a quarter by quarter basis. The payout ratio of the Company, which represents the amount of dividends declared as a percentage of the free cash flow generated, for the year ended December 31, 2012 was 98%, as compared to 111% for the year ended December 31, 2011. While the payout ratio for 2012 exceeded Acadian's 95% target level, the current dividend rate continues to reflect Acadian's long-term view on sales volumes and the return to normalized prices.

As described in more detail on page 18 of this report, Acadian has borrowings totaling $71.9 million that have a security interest over the assets and contain certain restrictive covenants relating to debt incurrence, sale of assets, and the maintenance of certain financial ratios, none of which were in default as at December 31, 2012 and 2011. These covenants are not expected to restrict the ability of the Company to pay dividends to its shareholders. The obligations of these borrowings over the next five years are disclosed on page 18 of this report. All interest payments on the existing debt obligations are considered by management to have been incurred in order to sustain the Company's productive capacity and are thus considered in determining the free cash flow of Acadian.

Dividend Policy of the Company

Acadian declares dividends from its available cash to the extent determined prudent by the Board of Directors. These dividends represent cash received from the Company's indirect interest in the Maine and NB Timberlands, less estimated cash amounts required for expenses and other obligations of Acadian, cash redemptions of shares and any tax liability. Dividends are paid on or about the 15th day following each dividend declaration date. Total dividends declared to shareholders during the year ended December 31, 2012 were $13.8 million, or $0.83 per share, unchanged from the prior year.

Results of Operations

For the year ended December 31, 2012, Acadian generated net sales of $68.8 million on consolidated volumes of 1,304 thousand m^3, compared with net sales of $66.2 million on consolidated volumes of 1,293 thousand m^3 during the year ended December 31, 2011.

Adjusted EBITDA for the year ended December 31, 2012 was $16.5 million or 24% of sales, compared to Adjusted EBITDA of $15.5 million or 23% of sales during 2011. Weak markets for softwood pulp and pine sawlogs negatively affected harvest levels in Acadian's New Brunswick operations, but this was more than offset by increased harvest levels at the higher margin Maine operations which benefited from improved summer and fall weather compared to the prior year along with improved harvesting and hauling contractor availability.

Income Tax Expense

Included in net income for the year ended December 31, 2012 is a non-cash deferred tax expense of $3.3 million (2011 – $6.6 million). The deferred tax liability of the Company is based on differences between the financial reporting and tax bases of assets and liabilities of its subsidiaries which have been measured using the substantially enacted tax rates and laws that are expected to be in effect at the time the differences are anticipated to reverse.

Segmented Results of Operations

The table below summarizes operating and financial results for NB Timberlands, Maine Timberlands and Corporate:

	Year Ended December 31, 2012				*Year Ended December 31, 2011*			
(CAD thousands, except where indicated)	**NB Timberlands**	**Maine Timberlands**	**Corporate**	**Consolidated**	NB Timberlands	Maine Timberlands	Corporate	Consolidated
Sales volume (000s m^3)	**1,019.4**	**284.1**	**—**	**1,303.5**	1,067.6	225.8	—	1,293.4
Net sales	**$ 53,025**	**$ 15,813**	**$ —**	**$ 68,838**	$ 54,099	$ 12,054	$ —	$ 66,153
Adjusted EBITDA	**$ 13,239**	**$ 4,026**	**$ (777)**	**$ 16,488**	$ 14,205	$ 2,508	$ (1,186)	$ 15,527
Adjusted EBITDA margin	**25%**	**25%**	**n/a**	**24%**	26%	21%	n/a	23%

NB Timberlands

NB Timberlands owns and manages 764,000 acres of freehold timberlands, provides management services relating to 1.3 million acres of Crown licensed timberlands and owns a forest nursery. Approximately 80% of harvest operations during 2012 were performed by third-party contractors and 20% by NB Timberlands employees.

The table below summarizes operating and financial results for NB Timberlands:

	Year Ended December 31, 2012			*Year Ended December 31, 2011*		
	Harvest *(000s m^3)*	**Sales** *(000s m^3)*	**Results** *($000s)*	**Harvest** *(000s m^3)*	**Sales** *(000s m^3)*	**Results** *($000s)*
Softwood	**398.9**	**403.8**	**$ 20,268**	433.1	429.8	$ 22,083
Hardwood	**403.8**	**416.9**	**25,150**	440.2	418.3	24,759
Biomass	**198.7**	**198.7**	**3,677**	219.5	219.5	3,575
	1,001.4	**1,019.4**	**49,095**	1,092.8	1,067.6	50,417
Other sales			**3,930**			3,682
Net sales			**$ 53,025**			$ 54,099
Adjusted EBITDA			**$ 13,239**			$ 14,205
Adjusted EBITDA margin			**25%**			26%

Softwood, hardwood and biomass shipments were 404 thousand m^3, 417 thousand m^3 and 199 thousand m^3, respectively, for the year ended December 31, 2012. This represents a year-over-year decline in sales volume of 48 thousand m^3 or 5%. Approximately 38% of sales volume was sold as sawlogs, 42% as pulpwood and 20% as biomass in 2012. This compares to 37% of sales volume sold as sawlogs, 42% as pulpwood and 21% as biomass in 2011.

Net sales for the twelve months ended December 31, 2012 was $53.0 million with an average selling price across all log products of $55.34 per m^3. This compares to net sales of $54.1 million and an average log selling price of $55.23 per m^3 during the same period in 2011. While the year-over-year average log selling price was relatively unchanged, the overall decrease in net sales reflects the lower annual sales volume as a result of weaker demand for pine sawlogs and softwood pulp.

Costs were $39.8 million effectively unchanged from $39.9 million in the prior year as savings from decreased harvesting activity were offset by an increased proportion of sales to more distant customers.

Adjusted EBITDA for the twelve months ended December 31, 2012 was $13.2 million, compared to $14.2 million in the prior year, while Adjusted EBITDA margin decreased to 25% as compared to 26% in 2011.

For the 12-month period ended December 31, 2012, NB Timberlands experienced four recordable incidents among employees and one reportable incident among contractors. There were no reportable environmental incidents.

Maine Timberlands

Maine Timberlands owns and operates 310,000 acres of freehold timberlands and harvest operations are conducted exclusively by third-party contractors.

The table below summarizes operating and financial results for Maine Timberlands:

	Year Ended December 31, 2012			*Year Ended December 31, 2011*		
	Harvest *(000s m^3)*	**Sales** *(000s m^3)*	**Results** *($000s)*	**Harvest** *(000s m^3)*	**Sales** *(000s m^3)*	**Results** *($000s)*
Softwood	**199.6**	**199.2**	**$ 11,111**	161.2	161.4	$ 8,495
Hardwood	**74.8**	**68.8**	**4,144**	51.8	51.9	3,092
Biomass	**16.1**	**16.1**	**133**	12.5	12.5	116
	290.5	**284.1**	**15,388**	225.5	225.8	11,703
Other sales			**425**			351
Net sales			**$ 15,813**			$ 12,054
Adjusted EBITDA			**$ 4,026**			$ 2,508
Adjusted EBITDA margin			**25%**			21%

Softwood, hardwood and biomass shipments were 199 thousand m^3, 69 thousand m^3 and 16 thousand m^3, respectively, for the year ended December 31, 2012. This represents a year-over-year increase in sales volume of 58 thousand m^3 or 26%. Approximately 57% of sales volume was sold as sawlogs, 37% as pulpwood and 6% as biomass in 2012. These proportions remain unchanged from the prior year.

Net sales for the twelve months ended December 31, 2012 was $15.8 million with an average selling price across all log products of $56.93 per m^3. This compares to net sales of $12.1 million and an average log selling price of $54.32 per m^3 in 2011. Net sales increased 31% from the prior year primarily reflecting the 26% increase in sales volume and a 5% increase in average log selling price. There was minimal impact from foreign exchange rates during the year.

Costs for the twelve months ended December 31, 2012 were $11.8 million, or $2.2 million higher than the prior year, primarily attributable to increased sales volume. Variable costs per m^3 were 5% higher due primarily to increased harvesting and hauling contract rates and higher land management costs.

Adjusted EBITDA for the twelve months ended December 31, 2012 was $4.0 million compared to $2.5 million in the prior year, while Adjusted EBITDA margin increased to 25% from 21% in 2011.

For the 12-month period ended December 31, 2012, there were no recordable incidents among employees and three reportable incidents among contractors. There were no reportable environmental incidents.

Financial Position

As at December 31, 2012, Acadian's balance sheet consisted of total assets of $285.2 million (2011 – $289.0 million), represented primarily by timber, land, roads and other fixed assets of $264.0 million (2011 – $264.8 million) with the balance in cash and current assets of $14.4 million (2011 – $15.0 million), deferred income tax assets of $0.7 million (2011 – $3.0 million), and intangible assets of $6.1 million (2011 – $6.1 million). Timber, land and roads on freehold land have been recorded at fair value as determined through independent third party appraisal at December 31, 2012. Reforestation costs have been expensed as incurred.

LIQUIDITY AND CAPITAL RESOURCES

Liquidity

Acadian's principal sources of liquidity include cash earned from operations and a US$10.0 million revolving credit facility of which US$2.1 million is reserved to support the minimum cash balance requirement of Acadian's term credit facility. These sources, combined with existing cash and cash equivalents, are expected to allow the Company to meet its operating, debt service, capital expenditure and dividend requirements. As indicated in previous reports, due to the seasonal nature of our business, it is typical that cash reserves are generated in the first quarter of the year and are then drawn down during periods such as the second quarter when harvesting conditions are not ideal. This remains unchanged from prior years. This seasonal influence was less pronounced during 2012 due to sales carried over from the first quarter to the second quarter under the vendor managed inventory program described in the related party transactions section of this document on page 17.

The Company expects to pay quarterly dividends to the extent determined prudent by the Company's Board of Directors.

Management will continue to assess financing alternatives which may include the issuance of additional shares and debt when funding requirements such as potential acquisitions and debt maturities, present themselves.

Capital Resources

Borrowings

In February 2011, Acadian refinanced its Canadian and U.S. dollar denominated loan facilities by entering into a first mortgage loan agreement with Metropolitan Life Insurance Company which will mature on March 1, 2016. This agreement established a revolving credit facility of up to US$10.0 million (the "Revolving Facility") for general corporate purposes and a term credit facility of up to US$72.5 million (the "Term Facility"). The Term Facility bears interest at a fixed rate of 3.97%. The Revolving Facility bears interest at floating rates based on 30 or 90 day LIBOR plus applicable margin.

As at December 31, 2012, Acadian has borrowed US$72.5 million under the Term Facility and $nil under the Revolving Facility, however, US$2.1 million of the Revolving Facility is reserved to support the minimum cash requirement of the Term Facility.

As security for these facilities, Acadian has granted the lenders a security interest over all of its assets. The facilities are subject to customary terms and conditions for borrowers of this nature, including limits on incurring additional indebtedness and granting liens or selling assets without the consent of the lenders. The credit facilities are also subject to the maintenance of a maximum loan-to-appraised value ratio and Acadian is in compliance as of December 31, 2012.

Outstanding Shares

As at December 31, 2012, 16,731,216 common shares were issued and outstanding. The Company is authorized to issue an unlimited number of shares of the same class with equal rights and privileges. Shareholders are entitled to receive dividends as and when declared by the Directors of the Company and are entitled to one vote per share on all matters to be voted on by shareholders at each meeting of shareholders.

As at December 31, 2012, affiliates of Brookfield Asset Management Inc. (collectively "Brookfield") owned 7,513,262 common shares. Brookfield's ownership interest is 45% of the outstanding common shares of Acadian.

OUTLOOK

The following contains forward-looking statements about Acadian Timber Corp.'s market outlook for fiscal 2013. Reference should be made to "Forward-Looking Statements" on page 25. For a description of material factors that could cause actual results to differ materially from the forward-looking statements in the following, please see the Risk Factors section on page 18 of this Annual Report and in our Annual Information Form available on our website at www.acadiantimber.com or www.sedar.com.

Seasonally adjusted annualized U.S. housing starts of 954 thousand in December 2012 were 37% above year-ago levels while permits were up 29% year-over-year. For the year, housing starts climbed 28% to 780 thousand from 609 thousand in 2011 and inventories of new homes available for sale remain near 50-year record lows. U.S. home pricing has clearly moved off the early 2012 bottom with the most recent Case-Schiller 20-City Home Price Index showing a national increase of 5.5% year-over-year while the most recent statistics from CoreLogic show home prices nationwide, including distressed sales, moved up 7.4% year-over-year. This represents the biggest increase since May 2006 and the ninth consecutive increase in home prices nationally year-over-year.

We believe the recovery of home prices removes a major psychological impediment to home buyers standing on the sidelines and should support increased rates of household formation. Additionally, mortgage rates remain at record lows and housing affordability is at near-record highs with mortgage underwriting standards becoming more accommodative. While the consensus forecast is somewhat of a moving target and risks to the forecasts are expected to be on the upside, it appears a reasonable collection of estimates is now projecting 925 thousand housing starts for 2013, 1.15 million in 2014 and 1.42 million in 2015 – levels expected to result in very strong markets for timber aimed at solid wood products markets. In addition, Acadian's move to a new pricing mechanism under the fibre supply agreement with one of its major customers at the beginning of 2013 is expected to result in spruce-fir sawlog pricing becoming a better reflection of market in our New Brunswick operations.

Global pulp markets bottomed in the third quarter with strong demand late in the fourth quarter bringing markets into balance. Although pulp price increases have been announced for January 2013, we expect producers to have limited ability to move prices up from their current levels owing to ample global capacity. Acadian's pulpwood customers, however, continue to have high operating rates and markets for Acadian's hardwood pulpwood continue to be strong. Markets for softwood pulpwood, a relatively minor product for Acadian, remain adequate.

Markets for hardwood sawlogs and specialty products improved slightly or were stable through 2012 with a similar outlook for 2013. Demand for biomass is expected to be stable, but at low price levels, owing to continued low electricity prices and very low prices for natural gas.

ANALYSIS OF FOURTH QUARTER RESULTS

Summary of Fourth Quarter 2012 Results

The table below summarizes operating and financial data for Acadian:

Three Months Ended December 31 *(CAD thousands, except where indicated)*	**2012**	2011	2010
Total			
Sales volume (000s m^3)	**327.1**	283.6	381.9
Net sales	**$ 18,410**	$ 15,139	$ 20,581
Adjusted EBITDA	**5,145**	3,843	6,393
Adjusted EBITDA margin	**28%**	25%	31%
Free cash flow	**$ 4,368**	$ 2,239	$ 5,358
Net income	**3,791**	11,427	2,622
Dividends declared	**3,451**	3,451	836
Payout ratio	**79%**	154%	16%

Free Cash Flow and Dividends

Free cash flow was $4.4 million during the three months ended December 31, 2012 (the "fourth quarter"), which represents an increase of $2.1 million from the same period in 2011. Free cash flow in the fourth quarter of 2011 was reduced by $0.7 million due to the processing of two quarterly interest payments on Acadian's Term Facility during the period. Dividends declared during the fourth quarter to shareholders were $3.5 million, unchanged from the total dividends declared in the fourth quarter of 2011. The following tables provide a reconciliation of net income, in accordance with IFRS, to Adjusted EBITDA and free cash flow during each respective period:

Three Months Ended December 31 *(CAD thousands, except where indicated)*	**2012**	2011
Net income	**$ 3,791**	$ 11,427
Add (deduct):		
Interest expense, net	**720**	735
Deferred tax expense	**1,268**	4,546
Depreciation and amortization	**137**	139
Fair value adjustments	**(1,475)**	(14,076)
Revaluation of roads and land	**83**	1,527
Unrealized exchange (gain) loss on long term debt	**621**	(455)
Adjusted EBITDA	**$ 5,145**	$ 3,843
Add (deduct):		
Interest paid on debt, net	**(723)**	(1,584)
Capital expenditures	**(54)**	(20)
Proceeds from sale of timberlands	**60**	—
Gain on sale of timberlands	**(60)**	—
Free cash flow	**$ 4,368**	$ 2,239
Dividends declared	**$ 3,451**	$ 3,451
Payout ratio	**79%**	154%

Results of Operations

For the three months ended December 31, 2012, Acadian generated net sales of $18.4 million on consolidated volumes of 327 thousand m^3, compared with net sales of $15.1 million on consolidated volumes of 284 thousand m^3 during the same period last year.

Adjusted EBITDA for the fourth quarter was $5.1 million or 28% of sales, compared to Adjusted EBITDA of $3.8 million or 25% of sales during the comparable period in 2011. Results in the quarter reflect higher contributions to fixed costs resulting from increased sales volume.

Income Tax Expense

Included in net income for the three months ended December 31, 2012 is a deferred tax expense of $1.3 million (2011 – $4.5 million).

Segmented Results of Operations

The table below summarizes operating and financial results for NB Timberlands, Maine Timberlands and Corporate:

	Three Months Ended December 31, 2012				*Three Months Ended December 31, 2011*			
CAD thousands	**NB Timberlands**	**Maine Timberlands**	**Corporate**	**Consolidated**	NB Timberlands	Maine Timberlands	Corporate	Consolidated
Sales volume (000s m^3)	**237.7**	**89.4**	**—**	**327.1**	214.1	69.5	—	283.6
Net sales	**$ 13,743**	**$ 4,667**	**$ —**	**$ 18,410**	$ 11,278	$ 3,861	$ —	$ 15,139
Adjusted EBITDA	**$ 4,012**	**$ 1,376**	**$ (243)**	**$ 5,145**	$ 3,301	$ 878	$ (336)	$ 3,843
Adjusted EBITDA margin	**29%**	**29%**	**n/a**	**28%**	29%	23%	n/a	25%

NB Timberlands

The table below summarizes operating and financial results for NB Timberlands:

	Three Months Ended December 31, 2012			*Three Months Ended December 31, 2011*		
	Harvest *(000s m^3)*	**Sales** *(000s m^3)*	**Results** *($000s)*	**Harvest** *(000s m^3)*	**Sales** *(000s m^3)*	**Results** *($000s)*
Softwood	**96.9**	**96.5**	**$ 4,855**	80.3	78.2	$ 4,195
Hardwood	**104.8**	**102.2**	**6,276**	93.9	80.6	4,952
Biomass	**39.0**	**39.0**	**932**	55.3	55.3	1,145
	240.7	**237.7**	**12,063**	229.5	214.1	10,292
Other sales			**1,680**			986
Net sales			**$ 13,743**			$ 11,278
Adjusted EBITDA			**$ 4,012**			$ 3,301
Adjusted EBITDA margin			**29%**			29%

Softwood, hardwood and biomass shipments were 97 thousand m^3, 102 thousand m^3 and 39 thousand m^3, respectively, during the fourth quarter. This represents a year-over-year increase in sales volume of 23 thousand m^3 or 11%. Approximately 42% of sales volume was sold as sawlogs, 42% as pulpwood and 16% as biomass in the fourth quarter. This compares to 39% of sales volume sold as sawlogs, 35% as pulpwood and 26% as biomass in the fourth quarter of 2011.

Net sales for the fourth quarter totaled $13.7 million compared to $11.3 million for the same period last year. This was primarily the result of the increase in sales volume as harvest activities in the fourth quarter of the prior year were constrained to bring the annual harvest in line with LRSY after having increased harvesting in the first three quarters of 2011 to capture market opportunities. The increase in other sales reflects lower operating and road maintenance costs on the lands operated under Acadian's timberland management services agreement. The weighted average log selling price was $56 per m^3 in the fourth quarter of 2012, a 3% decrease from $58 per m^3 in the same period of 2011.

Costs for the fourth quarter were $9.7 million, compared to $8.0 million in the same period in 2011. This is attributable to higher volumes sold and increased hauling costs as a lower proportion of sales were from log sort yards.

Adjusted EBITDA for the fourth quarter was $4.0 million, compared to $3.3 million in the same period in 2011. Adjusted EBITDA margin was unchanged from the prior year at 29% as modest per unit variable cost increases and declines in average log selling prices were offset by higher contributions to fixed costs as a result of increased sales volume.

During the fourth quarter of 2012, NB Timberlands experienced two recordable incidents among employees and no reportable incidents among contractors.

Maine Timberlands

The table below summarizes operating and financial results for Maine Timberlands:

	Three Months Ended December 31, 2012			*Three Months Ended December 31, 2011*		
	Harvest *(000s m³)*	**Sales** *(000s m³)*	**Results** *($000s)*	**Harvest** *(000s m³)*	**Sales** *(000s m³)*	**Results** *($000s)*
Softwood	**57.9**	**57.7**	**$ 3,164**	47.4	47.3	$ 2,527
Hardwood	**28.5**	**24.1**	**1,382**	21.4	20.3	1,266
Biomass	**7.6**	**7.6**	**58**	1.9	1.9	18
	94.0	**89.4**	**4,604**	70.7	69.5	3,811
Other sales			**63**			50
Net sales			**$ 4,667**			$ 3,861
Adjusted EBITDA			**$ 1,376**			$ 878
Adjusted EBITDA margin			**29%**			23%

Softwood, hardwood and biomass shipments were 58 thousand m³, 24 thousand m³, and 8 thousand m³, respectively, during the fourth quarter. This represents a year-over-year increase in sales volume of 20 thousand m³ or 29%. Approximately 51% of sales volume was sold as sawlogs, 41% as pulpwood and 8% as biomass during the fourth quarter. This compares to 57% of sales volume sold as sawlogs, 40% as pulpwood and 3% as biomass in the fourth quarter of 2011.

Net sales for the fourth quarter totaled $4.7 million compared to $3.9 million for the same period last year. The improvement was primarily the result of increased sales volume resulting from improved fall weather compared to the prior year along with improved harvesting and hauling contractor availability. The weighted average log selling price was $56 per m³ in the fourth quarter of 2012, unchanged from $56 per m³ in the same period of 2011 in Canadian dollar terms. Weighted average selling prices in U.S. dollar terms increased 2% during the fourth quarter.

Costs for the fourth quarter were $3.3 million, compared to $3.0 million during the same period in 2011. This increase reflects higher sales volume mostly offset by a 10% decrease in total costs per m³.

Adjusted EBITDA for the fourth quarter was $1.4 million, compared to $0.9 million for the same period in 2011, while Adjusted EBITDA margin increased from 23% to 29%.

There were no recordable safety incidents among employees and two recordable incidents among contractors during the fourth quarter of 2012.

SUPPLEMENTAL INFORMATION

Selected Consolidated Quarterly Information

The tables below set forth selected consolidated quarterly information for the last eight quarters. See "Additional Quarterly Information" section for the segmented quarterly results.

	2012				2011			
(CAD thousands, except per share data and where indicated)	**Q4**	Q3	Q2	Q1	Q4	Q3	Q2	Q1
Sales volume (000s m³)	**327**	319	306	352	284	341	243	426
Net sales	**$18,410**	$17,523	$14,257	$18,648	$15,139	$ 17,535	$ 11,723	$ 21,756
Adjusted EBITDA	**5,145**	4,377	2,196	4,770	3,843	3,811	608	7,265
Free cash flow	**4,368**	3,532	2,087	4,035	2,239	3,183	(37)	7,052
Net income (loss)	**3,791**	4,995	575	4,368	11,427	(341)	(261)	2,934
Per share – basic and diluted	**$ 0.23**	$ 0.30	$ 0.03	$ 0.26	$ 0.68	$ (0.02)	$ (0.02)	$ 0.18

Additional Quarterly Information

The tables below set forth additional quarterly information for the last eight quarters by reportable segment:

NB Timberlands

	2012 Q4			2012 Q3			2012 Q2			2012 Q1		
	Harvest *(000s m³)*	**Sales** *(000s m³)*	**Results** *($000s)*	**Harvest** *(000s m³)*	**Sales** *(000s m³)*	**Results** *($000s)*	**Harvest** *(000s m³)*	**Sales** *(000s m³)*	**Results** *($000s)*	**Harvest** *(000s m³)*	**Sales** *(000s m³)*	**Results** *($000s)*
Softwood	**96.9**	**96.5**	**$ 4,855**	92.3	94.7	$ 5,091	54.2	130.4	$ 6,161	155.5	82.2	$ 4,161
Hardwood	**104.8**	**102.2**	**6,276**	113.9	106.0	6,222	91.9	94.0	5,667	93.2	114.7	6,985
Biomass	**39.0**	**39.0**	**932**	53.6	53.6	877	46.3	46.3	748	59.8	59.8	1,120
	240.7	**237.7**	**12,063**	259.8	254.3	12,190	192.4	270.7	12,576	308.5	256.7	12,266
Other sales			**1,680**			1,545			(184)			889
Net sales			**$ 13,743**			$ 13,735			$ 12,392			$ 13,155
Adjusted EBITDA			**$ 4,012**			$ 3,626			$ 2,485			$ 3,116
Adjusted EBITDA margin			**29%**			26%			20%			24%

Maine Timberlands

	2012 Q4			2012 Q3			2012 Q2			2012 Q1		
	Harvest *(000s m³)*	**Sales** *(000s m³)*	**Results** *($000s)*	**Harvest** *(000s m³)*	**Sales** *(000s m³)*	**Results** *($000s)*	**Harvest** *(000s m³)*	**Sales** *(000s m³)*	**Results** *($000s)*	**Harvest** *(000s m³)*	**Sales** *(000s m³)*	**Results** *($000s)*
Softwood	**57.9**	**57.7**	**$ 3,164**	45.3	45.3	$ 2,563	20.4	21.6	$ 1,176	76.0	74.6	$ 4,208
Hardwood	**28.5**	**24.1**	**1,382**	18.1	15.8	989	8.4	9.3	550	19.8	19.6	1,223
Biomass	**7.6**	**7.6**	**58**	3.5	3.5	22	4.4	4.4	34	0.6	0.6	19
	94.0	**89.4**	**4,604**	66.9	64.6	3,574	33.2	35.3	1,760	96.4	94.8	5,450
Other sales			**63**			214			105			43
Net sales			**$ 4,667**			$ 3,788			$ 1,865			$ 5,493
Adjusted EBITDA			**$ 1,376**			$ 849			$ (7)			$ 1,808
Adjusted EBITDA margin			**29%**			22%			—%			33%

Corporate

	2012 Q4			2012 Q3			2012 Q2			2012 Q1		
	Harvest *(000s m³)*	**Sales** *(000s m³)*	**Results** *($000s)*	**Harvest** *(000s m³)*	**Sales** *(000s m³)*	**Results** *($000s)*	**Harvest** *(000s m³)*	**Sales** *(000s m³)*	**Results** *($000s)*	**Harvest** *(000s m³)*	**Sales** *(000s m³)*	**Results** *($000s)*
Softwood	**—**	**—**	**$ —**	—	—	$ —	—	—	$ —	—	—	$ —
Hardwood	**—**	**—**	**—**	—	—	—	—	—	—	—	—	—
Biomass	**—**	**—**	**—**	—	—	—	—	—	—	—	—	—
	—	**—**	**—**	—	—	—	—	—	—	—	—	—
Other sales			**—**			—			—			—
Net sales			**$ —**			$ —			$ —			$ —
Adjusted EBITDA			**$ (243)**			$ (98)			$ (281)			$ (154)
Adjusted EBITDA margin			**n/a**			n/a			n/a			n/a

NB Timberlands

	2011 Q4			2011 Q3			2011 Q2			2011 Q1		
	Harvest *(000s m³)*	**Sales** *(000s m³)*	**Results** *($000s)*	**Harvest** *(000s m³)*	**Sales** *(000s m³)*	**Results** *($000s)*	**Harvest** *(000s m³)*	**Sales** *(000s m³)*	**Results** *($000s)*	**Harvest** *(000s m³)*	**Sales** *(000s m³)*	**Results** *($000s)*
Softwood	**80.3**	**78.2**	**$ 4,195**	98.0	99.0	$ 5,174	88.9	96.3	$ 5,131	165.9	156.3	$ 7,583
Hardwood	**93.9**	**80.6**	**4,952**	121.1	119.5	6,886	87.6	91.6	5,315	137.6	126.6	7,606
Biomass	**55.3**	**55.3**	**1,145**	60.3	60.3	795	34.2	34.2	472	69.7	69.7	1,163
	229.5	**214.1**	**10,292**	279.4	278.8	12,855	210.7	222.1	10,918	373.2	352.6	16,352
Other sales			**986**			1,418			(301)			1,579
Net sales			**$ 11,278**			$ 14,273			$ 10,617			$ 17,931
Adjusted EBITDA			**$ 3,301**			$ 3,410			$ 1,139			$ 6,355
Adjusted EBITDA margin			**29%**			24%			11%			35%

Maine Timberlands

	2011 Q4			2011 Q3			2011 Q2			2011 Q1		
	Harvest *(000s m³)*	**Sales** *(000s m³)*	**Results** *($000s)*	**Harvest** *(000s m³)*	**Sales** *(000s m³)*	**Results** *($000s)*	**Harvest** *(000s m³)*	**Sales** *(000s m³)*	**Results** *($000s)*	**Harvest** *(000s m³)*	**Sales** *(000s m³)*	**Results** *($000s)*
Softwood	**47.4**	**47.3**	**$ 2,527**	43.8	44.1	$ 2,283	11.7	11.8	$ 627	58.3	58.2	$ 3,058
Hardwood	**21.4**	**20.3**	**1,266**	14.0	13.8	781	5.8	6.7	380	10.6	11.1	665
Biomass	**1.9**	**1.9**	**18**	4.0	4.0	41	2.1	2.1	13	4.5	4.5	44
	70.7	**69.5**	**3,811**	61.8	61.9	3,105	19.6	20.6	1,020	73.4	73.8	3,767
Other sales			**50**			157			86			58
Net sales			**$ 3,861**			$ 3,262			$ 1,106			$ 3,825
Adjusted EBITDA			**$ 878**			$ 549			$ (148)			$ 1,229
Adjusted EBITDA margin			**23%**			17%			(13)%			32%

Corporate

	2011 Q4			2011 Q3			2011 Q2			2011 Q1		
	Harvest *(000s m³)*	**Sales** *(000s m³)*	**Results** *($000s)*	**Harvest** *(000s m³)*	**Sales** *(000s m³)*	**Results** *($000s)*	**Harvest** *(000s m³)*	**Sales** *(000s m³)*	**Results** *($000s)*	**Harvest** *(000s m³)*	**Sales** *(000s m³)*	**Results** *($000s)*
Softwood	**—**	**—**	**$ —**	—	—	$ —	—	—	$ —	—	—	$ —
Hardwood	**—**	**—**	**—**	—	—	—	—	—	—	—	—	—
Biomass	**—**	**—**	**—**	—	—	—	—	—	—	—	—	—
	—	**—**	**—**	—	—	—	—	—	—	—	—	—
Other sales			**—**			—			—			—
Net sales			**$ —**			$ —			$ —			$ —
Adjusted EBITDA			**$ (336)**			$ (148)			$ (383)			$ (319)
Adjusted EBITDA margin			**n/a**			n/a			n/a			n/a

Critical Accounting Policies and Estimates

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expense during the reported period. The critical estimates and judgements applied in preparing Acadian's financial statements affect the assessment of net recoverable amounts, net realizable values and fair values, depreciation rates and useful lives, determination of functional currency and the selection of accounting policies.

The critical estimates and judgements made in the preparation of Acadian's financial statements include, among other things, future prices and margins, future sales volumes, future harvest rates and sustainable yields, and discount rates utilized in the valuation of Acadian's timber, roads and land as discussed in Notes 4 and 5 to the consolidated financial statements. In making estimates and judgements, management relies on external information and observable conditions where possible, supplemented by internal analysis as required. These estimates and judgements have been applied in a manner consistent with prior periods and there are no known trends, commitments, events or uncertainties that we believe will materially affect the methodology or assumptions utilized in making these estimates and judgements in these consolidated financial statements. Actual results could differ from those estimates. For further reference on critical accounting policies, see our significant accounting policies contained in Note 2 to the consolidated financial statements.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Related Party Transactions

In the normal course of operations, the Company enters into various transactions on market terms with related parties which have been measured at exchange value and recognized in the consolidated financial statements. The Company has one significant related party, Brookfield. As at December 31, 2012, Brookfield owned 7,513,262 common shares, representing approximately 45% of the outstanding shares of the Company. Acadian is also a related party of Twin Rivers Paper Company ("Twin Rivers") and Katahdin Timberlands LLC as a result of their common significant shareholder.

A summary of the significant related party transactions is provided below.

a) Upon inception Acadian became party to fibre supply agreements whereby Acadian agreed to provide fibre to Twin Rivers and Brookfield for periods of up to 20 years. In addition, Acadian agreed to administer certain licenses on behalf of Twin Rivers. On September 28, 2011, Acadian and Brookfield terminated their fibre supply agreement coinciding with Brookfield's sale of their Maine paper mill to a third party. On January 9, 2012, Acadian entered into a Fibre Supply Agreement Modification Term Sheet ("Term Sheet") with Twin Rivers which will be effective January 1, 2013. The amendment to the pricing mechanism for the fibre supply agreement will be subject to minimum volumes of outside purchases for both tree length and sawlogs. Total sales to Twin Rivers, including revenues from the administration of certain licenses, and to Brookfield for the year ended December 31, 2012 totaled $26.4 million (2011 – $27.9 million) and $nil million (2011 – $0.7 million), respectively, which represented 30% (2011 – 32%) of consolidated total sales. Included in accounts receivable as at December 31, 2012 is $3.5 million (2011 – $4.9 million) related to these agreements.

   On February 10, 2012, Acadian entered into the Vendor Inventory Management Agreement ("VMI") with Twin Rivers that is effective for the period from the date of the agreement to May 31, 2012 and from January 1, 2013 to May 31, 2013. This agreement provides that Acadian will deliver logs to agreed upon locations and Twin Rivers will purchase those logs before the end of each effective period at prices as set out in the fibre supply agreement and Term Sheet and that Twin Rivers will be responsible for all of Acadian's costs related to carrying the inventory. This agreement affects the timing of sales, decreasing them in the first quarter of the year and increasing them in the second quarter. It does not affect the annual total value of sales. On March 6, 2012, Acadian entered into a lease agreement with Twin Rivers to store logs delivered under the VMI on their property. Fees in respect of this lease agreement are nominal and are fully recovered from Twin Rivers.

b) Maine Timberlands rented space in a shared office building from and provided certain administrative services to the same wholly owned subsidiary of Brookfield. Effective September 29, 2011, Maine Timberlands rents space from a third party. Total costs paid for these services were $11 thousand for the year ended December 31, 2011.

c) Upon inception Acadian entered into an agreement with Brookfield whereby Brookfield will provide a number of administrative and advisory services to Acadian. Total fees for services provided during the year ended December 31, 2012 totaled $2.2 million (2011 – $2.2 million). All fees have been fully paid in accordance with the services agreement.

d) On October 14, 2010, Acadian entered into an agreement with Metropolitan Life Insurance Company to refinance existing debt obligations maturing February 28, 2011 at fixed rates determined as US treasury yield plus margin. To mitigate market risk of US treasury yields changing prior to closing of the loan, Brookfield entered into a rate lock agreement on Acadian's behalf whereby Acadian assumed the settlement proceeds upon maturity. The derivative asset related to this agreement was settled on February 1, 2011 for proceeds of $1.3 million.

e) On September 28, 2012, Maine Timberlands sold two parcels of land totaling 1.62 acres for net proceeds of $44 thousand to Katahdin Timberlands LLC.

Contractual Obligations

The Company has no material finance or operating lease obligations; however, it has two significant contractual obligations related to the supply of fibre to a related party and the provision of management services under a Crown License Agreement at the direction of a related party. See Related Party Transactions for discussion of these contracts.

The table below summarizes the Company's debt obligations as at December 31, 2012.

	Payments Due by Period					
(CAD thousands)	**Total Available**	**Total**	**Less Than One Year**	**1 to 3 Years**	**3 to 5 Years**	**After 5 Years**
Debt						
Term loan[1]	**$ 71,935**	**$ 71,935**	$ —	$ —	$ 71,935	$ —
Revolving credit facility	**9,922**	**—**	—	—	—	—
	$ 81,857	**$ 71,935**	$ —	$ —	$ 71,935	$ —
Interest payment[2]		**$ 9,735**	$ 2,856	$ 5,712	$ 1,167	$ —

1 Represents principal of a U.S. dollar denominated term loan with a Canadian to U.S. dollar conversion of 0.9922, excluding the unamortized deferred financing costs;

2 Interest payments are determined assuming a fixed interest rate at 3.97% with a Canadian to U.S. dollar conversion of 0.9922.

RISK FACTORS

The following information is a summary of certain risk factors and the potential impact these factors could have on the business, assets, financial condition, results of operations, cash flows, liquidity and/or free cash flow of Acadian, as well as on the ability of Acadian to pay dividends on its common shares. Additional risks and uncertainties not presently known to Acadian, or that Acadian currently deems immaterial, may also impair the operations of Acadian.

Risks Related to the Business and Industry

Dependence on Twin Rivers

Twin Rivers owns a softwood pulp mill in Edmundston, NB, a paper mill in Madawaska, NB, and a softwood lumber mill in Plaster Rock, NB. Approximately 30% of Acadian's total sales for the year ended December 31, 2012 were derived from lumber mills and pulp and paper mills owned or managed by Twin Rivers (31% for the year ended December 31, 2011). Under the Fibre Supply Agreement, Twin Rivers is permitted to permanently reduce its purchases by any amount, subject to certain notice periods and also has the right to temporarily reduce the volume of fibre that it purchases as a result of market factors or the sale or closure (whether temporary or permanent) of any of its owned or managed mills, while retaining the right to increase such volumes in the future up to the committed level. These rights may restrict Acadian's ability to find replacement customers given the uncertainty of ongoing supply to which such replacement customers would be subject. In addition, Crown licenses have been granted to Twin Rivers as the owner/operator of its mills. If Twin Rivers sells or closes these mills in the future, the Crown licenses would likely be required to be transferred to the purchaser or revert to the Crown, as the case may be, resulting in Twin Rivers potentially losing management over the NB Crown Lands subject to these licenses. Such events could potentially eliminate the fees earned by Acadian in providing services relating to the NB Crown Lands, and thus would result in a reduction in free cash flow and could result in the impairment of intangible assets.

Dependence on the Lumber and Pulp and Paper Industries
Acadian's financial performance depends on the state of the lumber and pulp and paper industries. Depressed commodity prices of lumber, pulp or paper may cause Twin Rivers and/or other mill operators to temporarily or permanently shut down their mills if their product prices fall to a level where mill operation would be uneconomic. Moreover, these operators may be required to temporarily suspend operations at one or more of their mills to bring production in line with market demand or in response to the market irregularities. Any of these circumstances could significantly reduce the amount of timber that such operators purchase from Acadian.

Dependence on the Housing, Construction, Repair and Remodeling Market
The demand for logs and wood products is primarily affected by the level of new residential construction activity and, to a lesser extent, repair and remodeling activity and other industrial uses, which are subject to fluctuations due to changes in general economic conditions. Decreases in the level of residential construction activity generally reduce demand for logs and wood products, resulting in lower revenues, profits and cash flows for lumber mills who are important customers to Acadian.

Timber and Wood Market, Price Volatility and Other General Risk Factors relating to Timberlands
The financial performance of Acadian is dependent on the selling prices of its products. The markets for timber are cyclical and are influenced by a variety of factors beyond Acadian's control. For example, the market prices for timber can be affected by changes in regional and global demand, supply and economic conditions.

In addition to impacting Acadian's sales, cash flows and earnings, weakness in the market prices of its timber products may also have an effect on Acadian's ability to attract additional capital, its cost of that capital, and the value of its timberland assets.

Cyclicality
Acadian depends on the state of the lumber and pulp and paper industries. Demand for products from the lumber and pulp and paper industries is correlated with global economic conditions. In periods of economic weakness, reduced spending by consumers and businesses results in decreased demand for such products, resulting in lower product prices and possibly manufacturing downtime. This, in turn, may result in lower net sales, profits and cash flows for Acadian since lumber mills and pulp and paper mills are important customers to Acadian.

Lack of Control with Twin Rivers' Crown Lands Management
Acadian's revenue from operations in respect of the NB Crown Lands is generated from the service fees it charges to Twin Rivers. Acadian has little control over these revenues as the Government of New Brunswick dictates the management fees that Twin Rivers receives and therefore indirectly influences the service fees to be charged by Acadian on harvesting from the NB Crown Lands.

There is a risk that Acadian's overhead expenses incurred to provide services relating to the NB Crown Lands may not be fully recovered through the fees it is permitted to charge.

In addition, the Government of New Brunswick periodically establishes the royalties to be paid for the right to harvest timber on Crown Lands. Royalties are established for each product and species harvested. Charges levied on timber harvested from Crown Lands are based on the amount of timber cut and the royalty then in effect. A reduction in the royalty charged on Crown Lands could make Acadian's timber harvested from the NB Timberlands and Maine Timberlands less competitive.

Furthermore, increased Allowable Annual Cut ("AAC") on Crown Lands could have a negative impact on Acadian's ability to market its timber harvested from the NB Timberlands and the Maine Timberlands. The AAC on Crown Lands for New Brunswick is determined by the Minister of Natural Resources of New Brunswick and reflects timber conditions, regional and local economic and social interests, and environmental considerations. A significant increase in the AAC in any given year could have an adverse impact on Acadian's operating results.

Fuel and Energy Costs
Acadian relies almost exclusively on land transportation for delivering its timber and is therefore exposed to fluctuations in fuel cost. An increase in fuel cost may result in lower earnings and cash flows. In addition, many of Acadian's customers are high-energy consumers and, as a result, are themselves vulnerable to energy cost increases. If energy costs increase significantly, Acadian's customers may not be able to compete effectively and may have to reduce current operating volumes or close mills.

Limitations on Ability to Harvest
Weather conditions, timber growth cycles, access limitations and regulatory requirements associated with the protection of wildlife and water resources may restrict Acadian's harvesting, as may other factors, including damage by fire, insect infestation, disease, prolonged drought and other natural and man-made disasters. There can be no assurance that Acadian will achieve harvest levels in the future necessary to maintain or increase revenues, earnings and cash flows.

Restrictions Imposed by Forestry and Environmental Regulations
While a significant portion of Acadian's timberlands are comprised of freehold timberlands and as such are subject to less regulation than the NB Crown Lands, provincial, state and federal government regulations relating to forestry practices and sale of logs may result in increased costs for Acadian and accordingly, impact its financial results and operations. In addition, forestry and environmental regulations may restrict timber harvesting and may otherwise restrict the ability of Acadian to conduct its business. Although Acadian believes that it is in material compliance with these requirements, there can be no assurance that it will not incur significant costs, civil and criminal penalties and liabilities, including those relating to claims for damages to property or natural resources, resulting from its operations.

Laws, regulations and related judicial decisions and administrative interpretations affecting Acadian's business are subject to change and new laws and regulations that may affect its business are frequently enacted. Some of these laws and regulations could impose on Acadian significant costs, penalties and liabilities for violations or existing conditions whether or not Acadian caused or knew about them. Acadian is subject to laws and regulations which relate to, among other things: the protection of timberlands, health and safety, the protection of endangered species, air and water quality, and timber harvesting practices.

Regions with frequent policy changes add volatility to revenue streams and depress timberland values. Historically, New Brunswick has had relatively stable forestry regulations. Forest regulation in Maine has experienced volatility in the past, but has shown a consistent trend towards stabilization.

In connection with a variety of operations of Acadian, the Company may be required to make regulatory filings. Any of the government agencies could delay review of or reject any of Acadian's filings which could result in a delay or restriction in harvesting, replanting, thinning, insect control or fire control.

Dependence on and Scarcity of Trained Labour
Acadian relies significantly on a limited number of entities to cut and haul harvested timber, as well as to conduct road building and silviculture activities. If any of these entities were to stop doing business with Acadian, Acadian's operations could be negatively impacted. In addition, there is a limited supply of trained foresters and trained operators/contractors in the New Brunswick and Maine regions which may result in increased costs to Acadian to retain its workforce. The ability of trained contractors to operate across the US-Canada border may also depend upon regional and/or political constraints, which would further limit Acadian's ability to obtain skilled labour if such constraints were to materialize.

Highly Competitive Industry
Timberland companies operate in a highly competitive business environment in which companies compete, to a large degree, on the basis of price and also on the basis of service and ability to provide a steady supply of products over the long term.

In Acadian's markets, there are many suppliers of softwood and hardwood logs. In addition, Acadian may also be subject to increased competition from worldwide suppliers importing forest products, and/or subject to increased competition from a variety of substitute products.

Acadian's competitive position is also influenced by a number of other factors including: the availability, quality, and cost of labour; the cost of energy; the ability to attract and maintain long-term customer relationships; the quality of products and customer service; and foreign currency fluctuations.

Currency Risk
All of the net sales from the Maine Timberlands and a portion of the sales from the NB Timberlands, a significant portion of gross revenues earned, are in U.S. dollars. As well, all expenses incurred in respect of the Maine Timberlands and a nominal amount of the expenses of NB Timberlands are in U.S. dollars and all of Acadian's debt financing and all interest payable thereon is in U.S dollars. As a result, Acadian's cost competitiveness could be impacted by unfavourable fluctuations in currency exchange rates. In addition, the apparent historical correlation between currency rates and timber prices in regions within close proximity to the Canadian/U.S. border may weaken over time thereby undermining any hedge relating to the

Maine Timberlands. Acadian's customers are also susceptible to currency value fluctuations which may negatively impact the sawmills and pulp and paper mills to which Acadian sells its fibre, and accordingly the quantity of fibre sales to such customers could decline.

Forest Management

Although management believes it follows best practices with regard to forest sustainability and general forest management, there can be no assurance that the established LRSY of the NB Timberlands and Maine Timberlands and management's forest management planning, including silviculture, will have the intended result of ensuring that Acadian's asset base appreciates over time. If management's estimates of merchantable inventory are incorrect or the LRSY is too high, harvesting levels of Acadian's timberlands may result in depletion of Acadian's timber assets.

Geographic Concentration

Acadian's timberlands are concentrated in Maine and New Brunswick. Accordingly, if the level of production from these forests substantially declines or demand in the region were to decline for any reason, including closure of pulp, paper or lumber manufacturing operations in the region, such changes could have a material adverse effect on Acadian's overall harvest levels and its financial results.

Insurance

Acadian's business is subject to risks from fires, drought, tree diseases, severe weather, unforeseen equipment breakdowns, and other events, including events of force majeure, which could result in material damages to Acadian. Insurance for Acadian's standing timber is not available on commercially acceptable terms, but Acadian is insured against all other business risks.

Seasonality

Acadian's operations are subject to seasonal variations and, as a result, Acadian's operating results vary from quarter to quarter. Harvesting activity can be compromised by inaccessibility to some sites during wet seasons resulting in decreased harvest levels. Results of one quarter will not be indicative of results that may be achieved in other quarters or for the full year.

Non-Timber Income

The NB Timberlands and Maine Timberlands have several sources of non-timber income including various land leases for recreational and commercial use as well as a recreational access permit plan. Most of these revenues are not subject to long term agreements and as a result, any decrease in the recreational and commercial activities that lead to those revenues could impact Acadian.

Labour Relations

A portion of Acadian's workforce is unionized and, as a result, Acadian is required to negotiate the wages, benefits and other terms with many of its employees collectively. If Acadian is unable to negotiate acceptable contracts with any of its unions as existing agreements expire, Acadian could experience a significant disruption of its operations, higher ongoing labour costs and restriction of its ability to maximize the efficiency of its operations, which could have a material adverse effect on Acadian's operations and financial results.

Protection of Threatened or Endangered Species and Waterways

Federal, state and provincial laws and regulations protecting threatened or endangered species, waterways and wetlands or other environmental values may limit or prevent timber harvesting, road building and other activities of Acadian. The size of the area subject to restriction will vary depending on the protected species at issue, the time of year, and other factors, but can range from less than one to several thousand acres. As Acadian gains additional information regarding the presence of threatened or endangered species on its timberlands, or if regulations become more restrictive, the amount of its timberlands subject to harvest restrictions could increase.

Aboriginal Claims

Aboriginal claims could adversely affect Acadian's ability to harvest timber. Canadian courts have recognized that aboriginal people may possess rights at law in respect of land used or occupied by their ancestors where treaties have not been concluded to deal with these rights. In Canada, aboriginal groups have made claims in respect of land governed by Canadian authorities, which could affect a portion of the land covered by Twin Rivers' Crown licenses. Any settlements in respect of these claims could lower the volume of timber managed by Acadian on the NB Crown Lands and could increase the cost to harvest timber on such lands.

Undetected Environmental Liabilities

Acadian may currently own or may acquire properties subject to environmental and other liabilities, such as obligations to clean up or pay for the cleanup of contamination. While timberlands do not generally carry as high of a risk of environmental contamination as industrial properties, the cost of cleanup of contaminated properties could increase Acadian's operating costs.

Risks Related to the Structure of the Company

Dependence on Brookfield and Brookfield Timberlands Management LP and Potential Conflicts of Interest

Acadian is dependent on Brookfield and Brookfield Timberland Management LP ("Brookfield LP") in respect of certain strategic management functions relating to the ongoing operations of the Acadian Timberlands. Brookfield and Brookfield LP, their respective affiliates and agents, employees of Brookfield and Brookfield Timberlands Management GP Inc. ("Brookfield GP"), the general partner of Brookfield LP (which has no employees), and other funds and vehicles managed by Brookfield or Brookfield LP or their respective affiliates are engaged or invested, directly or indirectly, in a variety of other companies or entities involved in owning, managing, advising on or being otherwise engaged in timberland operations and businesses. This may result in conflicts, which could restrict expansion and other opportunities available to Acadian.

Payment of Dividends

As a corporation, the Company's dividend policy will be at the discretion of the Company's board of Directors. Future dividends, if any, will depend on the operations and assets of the Company and its subsidiaries, and will be subject to various factors, including, without limitation, the Company's financial performance, fluctuations in its working capital, the sustainability of its margins, its capital expenditure requirements, obligations under its credit facilities, provisions of applicable law and other factors that the board of directors may deem relevant from time to time. Accordingly, the payment of dividends by the Company and the level thereof will be uncertain.

Dividends Depend on Performance of Subsidiaries

Although the Company intends to pay dividends on its Common Shares in accordance with the dividend policy adopted by its board of Directors, there can be no assurance regarding the amounts of income to be generated by the Company's subsidiaries or ultimately distributed to the Company from its operating subsidiaries. The ability of the Company to make dividend payments, and the actual amount paid, is currently entirely dependent on the operations and assets of its wholly owned subsidiary, Acadian Timber Limited Partnership ("the Partnership"), and is subject to various factors including each of its financial performance, its obligations under applicable credit facilities, fluctuations in its working capital, the sustainability of its margin and its capital expenditure requirements. Moreover, the Partnership's ability to make cash distributions is, in turn, currently dependent on the NB Timberlands and the Maine Timberlands making cash distributions. The ability of these entities to make dividend payments, cash distributions or other payments or advances is subject to applicable laws and regulations.

Market Price of Common Shares

The market price of the Common Shares may be subject to wide fluctuations in response to many factors, including variations in the operating results of Acadian, divergence in financial results from expectations, changes in the business prospects for Acadian, general economic conditions, legislative changes, and other events and factors outside of the Company's control. In addition, stock markets have from time to time experienced extreme price and volume fluctuations, which, as well as general economic and political conditions, could adversely affect the market price for the Common Shares. The Company is unable to predict whether substantial amounts of Common Shares will be sold in the open market. Any sales of substantial amounts of Common Shares in the public market, or the perception that such sales might occur, could materially and adversely affect the market price of the Common Shares.

Dilution of Existing Shareholders

The Company is permitted to issue an unlimited number of Common Shares pursuant to its Articles and may do so, subject to compliance with the rules and regulations of the TSX and such other applicable securities regulations, for that consideration and on those terms and conditions as shall be established by the Directors without the approval of any Shareholders. The Shareholders will have no pre-emptive rights in connection with such further issues.

Leverage and Restrictive Covenants in Agreements Relating to Indebtedness
The ability of the Company and its subsidiaries to pay dividends or make other payments or advances is subject to applicable laws and contractual restrictions contained in the instruments governing any indebtedness of those entities (including the credit facilities). The degree to which the Company is leveraged could have important consequences to the Shareholders including: the Company's ability to obtain additional financing for working capital, capital expenditures or acquisitions in the future may be limited; a significant portion of the Company's cash flow from operations may be dedicated to the payment of the principal of and interest on its indebtedness, thereby reducing funds available for future operations; certain borrowings may be at variable rates of interest, which exposes the Company to the risk of increased interest rates; and the Company may be more vulnerable to economic downturns and be limited in its ability to withstand competitor pressures.

The terms of the credit facilities include numerous restrictive covenants that limit the discretion of the Company's management with respect to certain business matters. These covenants place significant restrictions on, among other things, the ability of the Company and its subsidiaries to create liens or other encumbrances, or make certain other payments, investments, loans and guarantees and to sell or otherwise dispose of assets and merge or consolidate with another entity. In addition, the terms of the credit facilities include financial covenants that require the Company to meet certain financial ratio tests. A failure by the Partnership to comply with the obligations relating to the credit facilities could result in a default which, if not cured or waived, could result in a termination of dividends by the Company and require accelerated repayment of the relevant indebtedness. If the repayment of indebtedness under the credit facilities were to be accelerated, there can be no assurance that the assets of the Company would be sufficient to repay in full that indebtedness. There can be no assurance that the credit facilities will be able to be refinanced or refinanced on acceptable terms or that future borrowings or equity financings will be available to the Company, or available on acceptable terms, in an amount sufficient to fund the Company's needs. This could, in turn, have a material adverse effect on the business, financial condition and results of operations of the Company and could therefore affect the ability of the Company to pay dividends on its Common Shares.

Risks Related to the Arrangement

On January 1, 2010, Acadian Timber Income Fund (the "Fund") converted to Acadian Timber Corp. pursuant to a plan of arrangement under the Canada Business Corporations Act (the "Arrangement") with CellFor Inc. ("CellFor") which allowed for the conversion of the Fund from an income trust to a corporation.

Taxation Risk
The Company will file all required income tax returns in a manner that it believes will be in full compliance with the provisions of the Income Tax Act (Canada) and all applicable provincial legislation. It is expected that the Company will benefit from certain federal tax account balances which existed in the Company at the time of the Arrangement. However, the Company's income tax returns are subject to reassessment by the applicable taxation authority. In the event of a successful reassessment of the Company, whether by re-characterization of certain expenditures, or the restriction of the deductibility of all or any portion of such federal tax account balances, such reassessment may have an impact on current and future taxes payable by the Company. Any such impact may have a material adverse affect on the Company.

Furthermore, Canadian federal or provincial income tax legislation may be amended, or its interpretation changed, possibly with retroactive effect, in a manner which alters fundamentally the availability of such federal tax account balances to the Company.

Forward-Looking Statements

This Management's Discussion and Analysis ("MD&A") contains forward-looking information within the meaning of applicable Canadian securities laws that involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of Acadian Timber Corp. and its subsidiaries (collectively, "Acadian"), or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward looking statements. When used in this MD&A such statements may contain such words as "may," "will," "intend," "should," "expect," "believe," "outlook," "predict," "remain," "anticipate," "estimate," "potential," "continue," "plan," "could," "might," "project," "targeting" or the negative of these terms or other similar terminology. Forward-looking information in this MD&A includes, without limitation, statements made in sections entitled "Market Overview," "Free Cash Flow," "Liquidity and Capital Resources" and "Market Outlook," and other statements regarding management's beliefs, intentions, results, performance, goals, achievements, future events, plans and objectives, business strategy, access to capital, liquidity and trading volumes, dividends, taxes, capital expenditures, market trends and similar statements concerning anticipated future events, results, achievements, circumstances, performance or expectations that are not historical facts. These statements reflect management's current expectations regarding future events and operating performance, are based on information currently available to management and speak only as of the date of this MD&A. All forward-looking statements in this MD&A are qualified by these cautionary statements. Forward-looking statements involve significant risks and uncertainties, should not be read as guarantees of future performance or results, should not be unduly relied upon, and will not necessarily be accurate indications of whether or not such results will be achieved. Factors that could cause actual results to differ materially from the results discussed in the forward-looking statements include, but are not limited to: general economic and market conditions; product demand; concentration of customers; commodity pricing; interest rate and foreign currency fluctuations; seasonality; weather and natural conditions; regulatory, trade or environmental policy changes; changes in Canadian income tax law; economic situation of key customers; and other factors discussed under the heading "Risk Factors" in each of the Annual Information Form of Acadian dated March 28, 2012 and the Management Information Circular of Acadian dated March 28, 2012, and other filings of Acadian made with securities regulatory authorities available on SEDAR at www.sedar.com.

Forward-looking information is based on various material factors or assumptions, which are based on information currently available to Acadian. Material factors or assumptions that were applied in drawing a conclusion or making an estimate set out in the forward-looking information contained herein may include, but are not limited to: anticipated financial performance; business prospects; strategies; regulatory developments; exchange rates; the sufficiency of budgeted capital expenditures in carrying out planned activities; the availability and cost of labour and services and the ability to obtain financing on acceptable terms, which are subject to change based on commodity prices, market conditions for timber and wood products, and the economic situation of key customers. Readers are cautioned that the preceding list of material factors or assumptions is not exhaustive. Although the forward-looking statements contained in this Annual Report are based upon what management believes are reasonable assumptions, Acadian cannot assure readers that actual results will be consistent with these forward looking statements. The forward-looking statements contained in this Annual Report are made as of the date of this Annual Report, and should not be relied upon as representing Acadian's views as of any date subsequent to the date of this Annual Report. Acadian Timber Corp. assumes no obligation to update or revise these forward-looking statements to reflect new information, events, circumstances or otherwise, except as may be required by applicable law.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

To the Shareholders of Acadian Timber Corp.:

The accompanying consolidated financial statements of Acadian Timber Corp. (the "Corporation") and all information in this annual report are the responsibility of management and have been reviewed and approved by the Corporation's Board of Directors. These consolidated financial statements and related notes have been prepared by management in conformity with International Financial Reporting Standards and necessarily include amounts based on management's informed judgements and estimates. Financial information included elsewhere in this annual report is consistent with that contained in the consolidated financial statements.

To assist management in fulfilling its responsibilities, a system of internal accounting controls has been established to provide reasonable assurance that the consolidated financial statements are accurate and reliable and that assets are safeguarded. Management believes that this system of internal controls is designed and operating effectively for the year ended December 31, 2012.

Ernst & Young LLP, appointed by the shareholders, have audited the consolidated financial statements in accordance with Canadian generally accepted auditing standards to enable them to express an opinion on the consolidated financial statements. Their report is set out on the following page.

The Board of Directors, through its Audit Committee, is responsible for ensuring that management fulfills its responsibilities for financial reporting and internal controls, and is ultimately responsible for reviewing and approving the consolidated financial statements and the management's discussion and analysis. The Audit Committee is composed of three independent directors who are not employees of the Corporation. The Audit Committee meets regularly with management and Ernst & Young LLP to review their activities and to discuss internal control, accounting, auditing and financial matters. Ernst & Young LLP have full and direct access to the Audit Committee and meet periodically both with and without the presence of management to discuss their audit and related findings.

The Audit Committee recommends the appointment of the external auditors. The Audit Committee also meets quarterly to review interim and annual consolidated financial statements and related materials and reports its findings to the Board of Directors for its consideration in approving the consolidated interim and annual financial statements for public dissemination.

Reid Carter
President and Chief Executive Officer

Brian Banfill
Chief Financial Officer

February 12, 2013

AUDITORS' REPORT

To the Shareholders of Acadian Timber Corp.:

We have audited the accompanying consolidated financial statements of Acadian Timber Corp., which comprise the consolidated balance sheets as at December 31, 2012 and 2011, and the consolidated statements of net income, comprehensive income, changes in equity and cash flows for the years ended December 31, 2012 and 2011, and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the consolidated financial statements
Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' responsibility
Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

Opinion
In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Acadian Timber Corp. as at December 31, 2012 and 2011, and its financial performance and its cash flows for the years ended December 31, 2012 and 2011 in accordance with International Financial Reporting Standards.

Ernst & Young LLP
Chartered Accountants
Licensed Public Accountants

Toronto, Canada
February 12, 2013

CONSOLIDATED STATEMENTS OF NET INCOME

For the Years Ended December 31 *(CAD thousands, except per share data)*	Note	**2012**	2011
Net sales		**$ 68,838**	$ 66,153
Operating costs and expenses			
Cost of sales		**46,095**	43,847
Selling, administration and other		**5,885**	6,346
Reforestation		**493**	540
Depreciation and amortization	5	**548**	548
		53,021	51,281
Operating earnings		**15,817**	14,872
Interest expense, net		**(2,889)**	(3,157)
Other items			
Unrealized exchange gain / (loss) on long term debt		**2,148**	(3,473)
Gain on sale of timberlands		**123**	107
Fair value adjustments		**1,924**	13,501
Loss on revaluation of roads and land	5	**(83)**	(1,527)
Earnings before income taxes		**17,040**	20,323
Deferred income tax expense	12	**(3,311)**	(6,564)
Net income for the year		**13,729**	13,759
Net income per share – basic and diluted		**$ 0.82**	$ 0.82

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

For the Years Ended December 31 *(CAD thousands)*	Note	**2012**	2011
Net income		**$ 13,729**	$ 13,759
Other comprehensive income (loss)			
Unrealized foreign currency translation income (loss)		**(2,499)**	2,559
Amortization of derivatives designated as cash flow hedges	11	**(195)**	(321)
Gain (loss) on revaluation of roads and land	5	**413**	(169)
Comprehensive income		**$ 11,448**	$ 15,828

CONSOLIDATED BALANCE SHEETS

As at *(CAD thousands)*	Note	**December 31, 2012**	December 31, 2011
Assets			
Current assets			
Cash and cash equivalents		**$ 6,136**	$ 4,019
Accounts receivable and other assets	8	**6,619**	8,726
Inventory		**1,651**	2,263
		14,406	15,008
Timber	4	**230,686**	231,370
Land, roads and other fixed assets	5	**33,307**	33,438
Intangible assets		**6,140**	6,140
Deferred income tax asset	12	**696**	3,038
		$ 285,235	$ 288,994
Liabilities and shareholders' equity			
Current liabilities			
Accounts payable and accrued liabilities	8	**$ 4,685**	$ 4,534
Dividends payable to shareholders		**3,451**	3,451
		8,136	7,985
Long term debt	6	**71,173**	73,079
Deferred income tax liability	12	**21,924**	21,572
Shareholders' equity	7	**184,002**	186,358
		$ 285,235	$ 288,994

On Behalf of the Board

Reid Carter
President and Chief Executive Officer

David M. Mann
Director

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

For the Year Ended December 31, 2012 (CAD thousands)	Common Share Capital	Retained Earnings	Revaluation Surplus	Currency Translation	Cash Flow Hedges	Shareholders' Equity
Balances as at December 31, 2011	$ 140,067	$ 43,651	$ 2,185	$ (358)	$ 813	$ 186,358
Changes in period						
Net income						
Income prior to items noted below	—	15,664	—	—	—	15,664
Depreciation and amortization	—	(548)	—	—	—	(548)
Fair value adjustments	—	1,924	—	—	—	1,924
Deferred income taxes	—	(3,311)	—	—	—	(3,311)
	—	13,729	—	—	—	13,729
Other comprehensive income	—	—	413	(2,499)	(195)	(2,281)
Shareholders' dividends declared	—	(13,804)	—	—	—	(13,804)
Balances as at December 31, 2012	$ 140,067	$ 43,576	$ 2,598	$ (2,857)	$ 618	$ 184,002

For the Year Ended December 31, 2011 (CAD thousands)	Common Share Capital	Retained Earnings	Revaluation Surplus	Currency Translation	Cash Flow Hedges	Shareholders' Equity
Balances as at December 31, 2010	$ 140,067	$ 43,696	$ 2,354	$ (2,917)	$ 1,134	$ 184,334
Changes in period						
Net income						
Income prior to items noted below	—	7,370	—	—	—	7,370
Depreciation and amortization	—	(548)	—	—	—	(548)
Fair value adjustments	—	13,501	—	—	—	13,501
Deferred income taxes	—	(6,564)	—	—	—	(6,564)
	—	13,579	—	—	—	13,579
Other comprehensive income	—	—	(169)	2,559	(321)	2,069
Shareholders' dividends declared	—	(13,804)	—	—	—	$ (13,804)
Balances as at December 31, 2011	$ 140,067	$ 43,651	$ 2,185	$ (358)	$ 813	$ 186,358

CONSOLIDATED STATEMENTS OF CASH FLOWS

For the Years Ended December 31 (CAD thousands)	Note	**2012**	2011
Cash provided by (used for):			
Operating activities			
Net income		**$ 13,729**	$ 13,759
Adjustments to net income			
Deferred tax expense	12	**3,311**	6,564
Depreciation and amortization	5	**548**	548
Fair value adjustments		**(1,924)**	(13,501)
Loss on revaluation of roads and land	5	**83**	1,527
Unrealized exchange gain/(loss) on long term debt		**(2,148)**	3,473
Interest expense, net		**2,889**	3,157
Interest paid, net		**(2,199)**	(3,047)
Gain on sale of timberlands		**(123)**	(107)
		14,166	12,373
Net change in non-cash working capital balances and other		**1,899**	(325)
		16,065	12,048
Financing activities			
Borrowing of term facility		**—**	70,608
Repayment of bank term credit facility and term loan	6	**—**	(73,639)
Deferred financing costs	6	**—**	(1,205)
Dividends paid to shareholders	14	**(13,804)**	(11,190)
		(13,804)	(15,426)
Investing activities			
Additions to timber, land, roads and other fixed assets		**(269)**	(45)
Proceeds from sale of timberlands		**125**	109
		(144)	64
Increase (decrease) in cash and cash equivalents during the year		**2,117**	(3,314)
Cash and cash equivalents, beginning of year		**4,019**	7,333
Cash and cash equivalents, end of year		**$ 6,136**	$ 4,019

December 31, 2012 (All figures in Canadian dollars unless otherwise stated)

1. GENERAL

Acadian Timber Corp. (the "Company") is governed by the Canada Business Corporations Act pursuant to articles of arrangement dated January 1, 2010. The Company is a reporting issuer and its common shares are publicly traded on the Toronto Stock Exchange under the stock symbol "ADN". The principal and head office of the Company is located at Suite 458, 550 Burrard Street, Bentall V, Vancouver, British Columbia, V6C 2B5.

The Company and all of its consolidated operations, collectively "Acadian", owns and manages approximately 764,000 acres of freehold timberlands in New Brunswick ("NB Timberlands"), approximately 310,000 acres of freehold timberlands in Maine ("Maine Timberlands") and provides management services relating to approximately 1.3 million acres of Crown licensed timberlands. Acadian also owns and operates a forest nursery in Second Falls, New Brunswick. Acadian's products include softwood and hardwood sawlogs, pulpwood and biomass by-products sold to approximately 90 regional customers.

As at December 31, 2012, affiliates of Brookfield Asset Management Inc. (collectively "Brookfield") own 7,513,262 common shares representing approximately 45% of the outstanding common shares of the Company. Acadian and Twin Rivers are related parties as a result of a common significant shareholder.

2. SIGNIFICANT ACCOUNTING POLICIES

Statement of Compliance

These consolidated financial statements present the results of operations and cash flows of Acadian for the year ended December 31, 2012, along with the comparative results for the year ended December 31, 2011. These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

These consolidated financial statements were authorized for issuance by the Board of Directors on February 12, 2013.

Basis of Presentation

The consolidated financial statements have been prepared on the basis of historical cost, except for the revaluation of land, roads on freehold land and timber, which have been measured at fair value. Cost is based on the fair values of the consideration given in exchange for assets. The functional and reporting currency of the Company is the Canadian dollar. All currency amounts in these financial statements are presented in Canadian dollars ("CAD") and rounded to the nearest thousand, unless otherwise stated.

Cash and Cash Equivalents

Cash and cash equivalents consist of cash in the bank and short-term deposits with a remaining term to maturity at the time of purchase of less than ninety days.

Inventory and Manufacturing Costs

Inventory consists primarily of logs, seedlings and supplies which are measured at the lower of average cost and net realizable value.

Log inventory has been segregated into specie groupings and by category of sawlogs and pulp logs. Cost for each grouping of harvested logs consists of a twelve month rolling average, calculated one month in arrears, of costs to harvest and deliver logs to the yard, convert them into separate products as applicable and transport the end products to the point of sale, plus a charge for the fair value of timber harvested.

Manufacturing costs include predominantly cutting, harvesting and transportation costs, but also include costs for reforestation, access roads and passages and land management.

Timber

Timber is measured at fair value less estimated costs of harvesting and selling. The fair value of standing timber is determined by deducting the fair value of higher and better use ("HBU") land, land under standing timber, roads and bridges from the total value of the timberlands business. The fair value of the timberlands business and the fair value of HBU land, land under standing timber, roads and bridges are determined on an annual basis by licensed independent third party appraisers using a combination of the discounted cash flow and comparative sales value methods. Gains or losses arising from changes in fair value are recognized in net income.

Timber that has been processed into logs and on which the volume has been accurately determined is included in log inventory and is measured at the lower of cost and net realizable value.

Land, Roads and Other Fixed Assets

Land under standing timber and roads on freehold land are measured using the revaluation method. They are carried at the revalued amounts and are not depreciated. Valuations are completed annually by an independent appraiser to ensure that the carrying amount does not differ significantly from fair value. Where the carrying amount of an asset is increased as a result of a revaluation, the increase is recognized in income to the extent the increase reverses a previously recognized impairment recorded through income, with the remainder of the increase recognized in other comprehensive income ("OCI") and accumulated in revaluation surplus. Where the carrying amount of an asset is decreased, the decrease is recognized in other comprehensive income to the extent of any balance existing in revaluation surplus in respect of the asset, with the remainder of the decrease recognized in income as an impairment loss.

Buildings, roads on Crown land, pavement, equipment, and certain bridges are measured at cost less accumulated depreciation. Bridges that are nine metres or greater in length, constructed of steel and/or concrete and located on permanent roads are measured at cost less accumulated depreciation. All other bridges are expensed as constructed.

Fixed assets are depreciated on a straight-line basis over the estimated useful lives of each component of assets as follows:

Bridges	20 to 35 years
Buildings	20 years
Equipment	3 to 10 years
Pavement	8 years
Computers and software	3 years
Roads on Crown land	20 years

Depreciation on fixed assets is calculated on a straight-line basis so as to write down the net cost of each asset over its expected useful life to its estimated residual value. The estimated useful lives, residual values and depreciation method are reviewed at the end of each annual reporting period, with the effect of any changes recognized on a prospective basis.

Reforestation
Reforestation expenditures are treated as a period cost and are expensed as incurred.

Impairment of Long-Lived Assets
Long-lived assets, other than those measured at fair value with changes in fair value recorded in net income, are assessed at each balance sheet date for indications of impairment or reversal of a previously recognized impairment. If any such indication exists, the recoverable amount of the asset is estimated and compared to its carrying amount.

The recoverable amount is the higher of the estimated fair value less costs to sell or value-in-use of the asset. In assessing value-in-use, the estimated future cash flows are discounted using a pre-tax discount rate that reflects current market assessment of the time value of money and the risks specific to the asset. The projections of future cash flows take into account the relevant operating plans and management's best estimate of the most probable set of conditions anticipated to prevail.

An impairment loss is recognized if the recoverable amount of the asset is estimated to be less than the carrying amount. The impairment loss is recognized in net income, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a decrease to revaluation surplus.

Intangible Asset
Acadian recognizes an intangible asset for the Crown Lands Services Agreement between NB Timberlands and Twin Rivers. Under this agreement, NB Timberlands has agreed to provide various services relating to the Crown Lands in consideration for a fee from Twin Rivers. The fee is determined based on the number of cubic metres of fibre harvested from these lands. The Crown Lands Services Agreement has a term equal to the term of the Crown licenses, including any renewal terms, which is considered indeterminable as at December 31, 2012. The Crown Lands Services Agreement is classified as an indefinite life intangible asset and is tested for impairment annually, or more frequently if events or changes in circumstances indicate that this asset may be impaired.

Revenue Recognition
Net sales are net of discounts and rebates to customers. Revenue is recognized when the risks and rewards of ownership pass to the purchaser, which is generally when timber is delivered to the purchaser and actual quantities delivered are determined. Sales are governed primarily by contract and in some cases by standard industry terms.

Pursuant to the Crown Lands Services Agreement, Acadian provides harvesting, transportation and other services to Crown licensees and sub-licensees. Acadian receives management fees for these services and all costs incurred in providing these services are recoverable from Crown licensees or sub-licensees. Management fees, net of the costs to perform these services, are recognized upon delivery of the timber.

Translation of Foreign Currencies
The Canadian dollar is the functional and presentation currency of the Company. The functional currency of Acadian's Canadian operations and U.S. operations is the Canadian dollar and U.S. dollar, respectively. Assets and liabilities of the U.S. operations are translated at the rate of exchange prevailing at the reporting date and revenue and expenses at the average rates during the period. Gains or losses on translation of these items are included as a component of equity.

Foreign currency denominated monetary assets and liabilities of the Canadian operations are translated using the rate of exchange prevailing at the reporting date. Revenues and expenses are measured at average rates during the period. Gains or losses on translation of these items are included in net income.

NB Timberlands enters into sales transactions denominated in U.S. dollars. The gain or loss on translation of the related revenues and accounts receivable are recorded in earnings in the period incurred.

The carrying value of Acadian's U.S. dollar denominated debt is subject to exchange rate fluctuations. The resulting unrealized gains and losses are recorded in Acadian's earnings in the period incurred.

Financial Instruments
Financial assets and liabilities classified as held-for-trading are measured at fair value at the balance sheet date with all realized and unrealized gains and losses resulting from the change in fair value included in net income in the period in which

they arise; these include cash and cash equivalents. Accounts receivable and other assets have been classified as loans and receivables, which are accounted for on an amortized cost basis using the effective interest rate method. Accounts payable and accrued liabilities, dividends payable to shareholders, debt and long-term debt have been classified as other financial liabilities which are accounted for on an amortized cost basis using the effective interest rate method.

The fair value of a financial instrument is the amount of consideration that would be agreed upon in an arm's-length transaction between knowledgeable, willing parties who are under no compulsion to act. Fair values are determined based on prevailing market rates for instruments with similar characteristics and risk profiles.

Income Taxes

Acadian follows the liability method of tax allocation, whereby deferred income tax assets and liabilities are determined based on differences between the carrying amounts and the tax bases of assets and liabilities and are measured using the substantively enacted tax rates and laws that will be in effect when the differences are expected to reverse. The carrying amount of the deferred income tax assets are reviewed at each reporting date and reduced to the extent it is no longer probable that the income tax asset will be recovered.

Deferred Financing Costs

Financing fees are deferred and amortized over the life of the debt using the effective interest rate method. Long-term debt is recorded at the principal amount, net of the associated financing fees.

Cash Flow Hedges

The effective portion of the change in fair value of a derivative designated as a cash flow hedge is reported in other comprehensive income. The gain or loss relating to the ineffective portion is recognized immediately in income or loss. Amounts in accumulated other comprehensive income are reclassified into earnings in the same period or periods during which the hedged transaction affects earnings.

Critical Judgements and Estimates

The preparation of financial statements requires management to make critical judgements, estimates and assumptions that affect the carried amounts of certain assets and liabilities, disclosure of contingent assets and liabilities and the reported amounts of revenues and expenses recorded during the period. The critical estimates and judgements applied in preparing Acadian's financial statements affect the assessment of net recoverable amounts, net realizable values and fair values, depreciation rates and useful lives, determination of functional currency and the selection of accounting policies.

The critical estimates and judgements made in the preparation of Acadian's consolidated financial statements include, among other things, future prices and margins, future sales volumes, future harvest rates and sustainable yields, and discount rates utilized in the valuation of Acadian's timber, roads and land. In making estimates and judgements, management relies on external information and observable conditions where possible, supplemented by internal analysis as required. These estimates and judgements have been applied in a manner consistent with prior periods and there are no known trends, commitments, events or uncertainties that management believes will materially affect the methodology or assumptions utilized in making these estimates and judgements in these consolidated financial statements. Actual results could differ from those estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

3. FUTURE ACCOUNTING POLICIES

IAS 1 Presentation of Financial Statements

In June 2011, the IASB amended IAS 1 by revising how certain items are presented in OCI. Items within OCI that may be reclassified to profit and loss will be presented separately from items that will not be reclassified. The standard is effective for financial years beginning on or after July 1, 2012, with early adoption permitted. Acadian is in the process of assessing the impact of the new standard on its consolidated financial statements.

IFRS 9 Financial Instruments: Classification and Measurement

In November 2009, the IASB issued IFRS 9 as the first part of its project to replace IAS 39, *Financial Instruments: Recognition and Measurement.* IFRS 9 currently prescribes that financial assets are measured at amortized cost or fair value on the basis of how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. The classification and measurement for financial liabilities remains generally unchanged, however, revisions have been made in the accounting for changes in fair value of a financial liability attributable to changes in the credit risk of that liability. The other phases of this project which are currently under development include impairment and hedge accounting. IFRS 9 is effective for annual periods beginning on or after January 1, 2015. Acadian is in the process of assessing the impact of the new standard on its consolidated financial statements in conjunction with the completion of the other phases of this project.

IFRS 10 Consolidated Financial Statements

In May 2011, the IASB issued IFRS 10, which replaces portions of IAS 27, *Consolidated and Separate Financial Statements,* and interpretation SIC-12, *Consolidation – Special Purpose Entities.* The key features of IFRS 10 include consolidation using a single control model, definition of control, considerations on power, and continuous reassessment. IFRS 10 is effective for annual periods beginning on or after January 1, 2013, and early adoption is permitted. Acadian does not believe IFRS 10 will have a material impact on its consolidated financial statements.

IFRS 11 Joint Arrangements

In May 2011, the IASB issued IFRS 11, which replaces IAS 31, *Interest in Joint Ventures,* and SIC-31, *Jointly Controlled Entities – Non-Monetary Contributions by Venturers.* IFRS 11 requires joint arrangements to be classified as either joint operations or joint ventures. The structure of the joint arrangement is no longer the most significant factor when classifying the joint arrangement as either a joint operation or a joint venture. In addition, the option to account for joint ventures (previously called jointly controlled entities) using proportionate consolidation is removed. Venturers transition the accounting for joint ventures from the proportionate consolidation method to the equity method by aggregating the carrying values of the proportionately consolidated assets and liabilities into a single line item. These amendments are effective for annual periods beginning on or after January 1, 2013, and early adoption is permitted. Acadian does not believe IFRS 11 will have a material impact on its consolidated financial statements.

IFRS 12 Disclosure of Involvement with Other Entities

In May 2011, the IASB issued IFRS 12, which requires a parent company to disclose information about significant judgments and assumptions it has made in determining whether it has control, joint control, or significant influence over another entity and the type of joint arrangement when the arrangement has been structured through a separate vehicle. An entity should also provide these disclosures when changes in facts and circumstances affect the entity's conclusion during the reporting period. This standard is effective for annual periods beginning on or after January 1, 2013, and early adoption is permitted. Acadian does not believe IFRS 12 will have a material impact on its consolidated financial statements.

IAS 27 Separate Financial Statements

In May 2011, the IASB reissued IAS 27 as the consolidation guidance is now included in IFRS 10. The amended IAS 27 prescribes the accounting and disclosure requirements for investments in subsidiaries, joint ventures and associates when an entity prepares separate (non-consolidated) financial statements. These amendments are effective for annual periods beginning on or after January 1, 2013, and early adoption is permitted. Acadian does not believe IAS 27 will have a material impact on its consolidated financial statements.

IAS 28 Investments in Associates and Joint Ventures

In May 2011, the IASB amended IAS 28 as a result of issuing IFRS 10, IFRS 11 and IFRS 12. The amended IAS 28 prescribes the accounting guidance for investments in associates and sets out the requirements for the application of the equity method when accounting for investments in associates and joint ventures. The amended IAS 28 will be applied by all entities that are investors with joint control of, or significant influence over, an investee. These amendments are effective for annual periods beginning on or after January 1, 2013, and early adoption is permitted. Acadian does not believe IAS 28 will have a material impact on its consolidated financial statements.

IFRS 13 Fair Value Measurement

In May 2011, the IASB issued IFRS 13, which establishes a single source of guidance for fair value measurements when fair value is required or permitted by IFRS. IFRS 13 defines fair value, provides a single framework for measuring fair value and requires enhanced disclosures about fair value measurements. IFRS 13 is effective for annual periods beginning on or after January 1, 2013, and early adoption is permitted. Acadian does not believe IFRS 13 will have a material impact on its consolidated financial statements.

IAS 19 Employee Benefits

In June 2011, the IASB made amendments to IAS 19 that requires entities to provide their obligation resulting from the provision for defined benefit plans and how those obligations affect its financial position, financial performance and cash flow. The amendment provides several improvements, including eliminating the option to defer the recognition of gains and losses, streamlining the presentation of changes to assets and liabilities with all changes from remeasurement to be recognized in OCI and enhancing the disclosure of the characteristics of defined benefit plans and the risks that entities are exposed to through participation in those plans. The amended version of IAS 19 is effective for financial years beginning on or after January 1, 2013, with earlier application permitted. Acadian does not have defined benefit plans, therefore, IAS 19 is not expected to have any impact on its consolidated financial statements.

4. TIMBER

Acadian's freehold timberlands are classified as a growing forest, with the standing timber recognized as a biological asset for accounting purposes and thus recorded at fair value less costs to sell at each reporting date. The underlying land is considered a component of land, roads and other fixed assets accounted for under the revaluation method.

The following table presents the change in the carrying value of timber:

(CAD thousands)	
Balance at December 31, 2010	$ 216,181
Gains arising from growth	19,614
Decrease arising from harvest	(19,469)
Gain from fair value price changes	12,897
Foreign exchange	2,147
Balance at December 31, 2011	$ 231,370
Gains arising from growth	19,701
Decrease arising from harvest	(19,254)
Gain from fair value price changes	1,705
Foreign exchange	(2,836)
Balance at December 31, 2012	**$ 230,686**

As at December 31, 2012, of the total acreage, 764 thousand acres are located in New Brunswick, Canada and 310 thousand are located in Maine, USA with 194 thousand acres of the Maine timberlands being subject to a conservation easement. Acadian's standing timber in Maine is composed of approximately 68% softwood and 32% hardwood. Acadian's standing timber in New Brunswick is composed of approximately 61% softwood and 39% hardwood.

During the year ended December 31, 2012, Acadian harvested 1,292 thousand m^3 from its freehold timberlands, which had an average fair value less costs to sell of $15 per m^3 at the date of harvest (2011 – 1,318 thousand m^3 with an average fair value less costs to sell of $15 per m^3).

Appraisals by licensed independent third party appraisers are completed annually for the NB Timberlands and Maine Timberlands to establish the fair value less costs to sell of the timber. The most recent appraisal was effective as of December 31, 2012. The appraiser uses a combination of the income and sales comparison approaches to arrive at the estimated value. As at December 31, 2012, the weighting between the two methods used by the appraiser was 50% income approach and 50% sales comparison approach for the NB Timberlands (2011 – 40% income approach and 60% sales comparison approach). As at December 31, 2012 and 2011, the weighting was 40% income approach and 60% sales comparison approach for the portion of the Maine Timberlands subject to a conservation easement. For the portion of the Maine Timberlands not subject to a conservation easement, 100% of the value was determined using the sales comparison approach.

The income approach relies on the determination of the net present value of expected cash flows from the harvest and sale of timber. The expected cash flows are calculated based on the following assumptions:

a. Annual growth is determined by multiplying the operable forested acres by the annual growth rate as determined by a combination of the appraiser's analysis of regional publications and data provided by Acadian's management;

b. Annual harvest volumes are based on annual growth, but for years one through ten reflect the appraiser's observed typical investor behavior in underwriting timberland acquisitions;

c. Log prices are based on regional stumpage price surveys and the appraisers' analysis of historical stumpage prices and investor behavior. As current prices are considered to be somewhat depressed, the appraiser applies price appreciators by log specie and product over the first 5 years of the discounted cash flow model to return prices to the appraisers' view of long-term trend. No further price appreciation is assumed after the first five years;

d. As the appraiser's discounted cash flow model assumes the sale of standing timber ("stumpage"), specific assumptions of harvesting and delivery costs are not required. The appraiser does reduce the stumpage revenue by management costs reflecting the appraisers' understanding of the costs for an investor managing a property of this size, property taxes based on actual costs incurred by Acadian and silviculture costs based on the appraisers' knowledge of average costs;

e. Cash flow estimates were made for 22 years for the NB Timberlands and 20 years for the Maine Timberlands. A terminal value equal to the final year's cash flow divided by the discount rate is added to the final year of the model;

f. The valuation model assumes the continuation of existing practices with regards to silviculture and harvesting; and

g. A discount rate of 7.0% (2011 – 7.0%) was applied to the estimated future cash flows for the NB Timberlands in arriving at net present values at December 31, 2012 and 2011. An adjusted rate of 6.75% (2011 – 6.6%) was applied to timber revenue in years 1-20, to reflect expected improvements in the product mix over the period. A discount rate of 6.75% (2011 – 7.0%) was applied to the estimated future cash flows for Maine Timberlands subject to a conservation easement in arriving at net present values at December 31, 2012 and 2011. The appraiser considers a number of approaches to derive the discount rate including: deriving the implied discount rate from transaction evidence; calculating a weighted average cost of capital; applying the capital asset pricing model; and applying corporate bond analogies, but relies primarily on a broad survey of market participants that reflects current market sentiment of the discount rate required to successfully acquire timberlands.

5. LAND, ROADS AND OTHER FIXED ASSETS

(CAD thousands)	Land	Roads	Bridges and Pavement	Other	Total
Cost					
Balance as at December 31, 2010	$ 23,553	$ 6,175	$ 4,368	$ 1,786	$ 35,882
Additions	8	—	—	37	45
Disposals	(2)	—	—	—	(2)
Foreign exchange	238	65	75	6	384
Revaluations	(1,659)	(148)	—	—	(1,807)
Balance as at December 31, 2011	22,138	6,092	4,443	1,829	34,502
Additions	—	—	152	116	268
Disposals	—	—	—	—	—
Foreign exchange	(292)	(82)	(109)	(8)	(491)
Revaluations	510	96	—	—	606
Balance as at December 31, 2012	**$ 22,356**	**$ 6,106**	**$ 4,486**	**$ 1,937**	**$ 34,885**
Accumulated Depreciation					
Balance as at December 31, 2010	$ —	$ (7)	$ (342)	$ (150)	$ (499)
Depreciation for the year	—	(7)	(330)	(211)	(548)
Foreign exchange	—	—	(13)	(4)	(17)
Balance as at December 31, 2011	—	(14)	(685)	(365)	(1,064)
Depreciation for the year	—	(7)	(334)	(207)	(548)
Foreign exchange	—	—	29	5	34
Balance as at December 31, 2012	**$ —**	**$ (21)**	**$ (990)**	**$ (567)**	**$ (1,578)**
Carrying Amounts					
As at December 31, 2011	$ 22,138	$ 6,078	$ 3,758	$ 1,464	$ 33,438
As at December 31, 2012	**$ 22,356**	**$ 6,085**	**$ 3,496**	**$ 1,370**	**$ 33,307**

Acadian's land and roads on freehold land are accounted for under the revaluation method. The most recent date of revaluation of these assets was December 31, 2012. The total tax impact of the revaluation that was recorded in other comprehensive income amounted to $0.3 million (2011 – $0.1 million).

6. DEBT

As at December 31, debt consisted of the following:

As at December 31, (CAD thousands)	**2012**	2011
Term facility, due March 2016	**$ 71,935**	$ 74,081
Less: Deferred debt issuance costs	**(762)**	(1,002)
Total	**$ 71,173**	$ 73,079

In February 2011, Acadian refinanced its Canadian and U.S. dollar denominated loan facilities by entering into a first mortgage loan agreement with Metropolitan Life Insurance Company which will mature on March 1, 2016. This agreement established a revolving credit facility of up to US$10.0 million (the "Revolving Facility") for general corporate purposes and a term credit facility of US$72.5 million (the "Term Facility"). The Term Facility bears interest at a fixed rate of 3.97%. The Revolving Facility bears interest at floating rates based on 30 or 90 day LIBOR plus applicable margin. Floating interest rates give rise to interest rate risk as earnings and cash flows may be negatively impacted by fluctuations in interest rates.

As at December 31, 2012, Acadian borrowed US$72.5 million under the Term Facility and $nil under the Revolving Facility, however, US$2.1 million of the Revolving Facility is reserved to support the minimum cash balance requirement of the Term Facility. As security for these facilities, Acadian granted the lenders a security interest over all of its assets. The facilities are subject to customary terms and conditions for borrowers of this nature, including limits on incurring additional indebtedness and granting liens or selling assets without the consent of the lenders. The credit facilities are also subject to the maintenance of a maximum loan-to-value ratio. Acadian is in compliance as of December 31, 2012.

7. SHAREHOLDERS' EQUITY

Acadian is authorized to issue an unlimited number of common shares. The common shares have no stated par value. Common shares issued and outstanding changed as follows:

As at December 31,	**2012**	2011
Outstanding at beginning of year	**16,731,216**	16,731,216
Shares issued	**—**	—
Outstanding at end of year	**16,731,216**	16,731,216

8. RELATED PARTY TRANSACTIONS

In the normal course of operations, Acadian enters into various transactions on market terms with related parties which have been measured at exchange value and recognized in the consolidated financial statements. Acadian has one significant related party, Brookfield Asset Management Inc. and its affiliates (collectively "Brookfield"). As at December 31, 2012, Brookfield owned 7,513,262 common shares, representing approximately 45% of the outstanding shares of the Company. Acadian is also a related party of Twin Rivers Paper Company ("Twin Rivers") and Katahdin Timberlands LLC as a result of their common significant shareholder.

A summary of the significant related party transactions is provided below.

a) Upon inception Acadian became party to fibre supply agreements whereby Acadian agreed to provide fibre to Twin Rivers and Brookfield for periods of up to 20 years. In addition, Acadian agreed to administer certain licenses on behalf of Twin Rivers. On September 28, 2011, Acadian and Brookfield terminated their fibre supply agreement coinciding with Brookfield's sale of their Maine paper mill to a third party. On January 9, 2012, Acadian entered into a Fibre Supply Agreement Modification Term Sheet ("Term Sheet") with Twin Rivers which will be effective January 1, 2013. The amendment to the pricing mechanism for the fibre supply agreement will be subject to minimum volumes of outside purchases for both tree length and sawlogs. Total sales to Twin Rivers, including revenues from the administration of certain licenses, and to Brookfield for the year ended December 31, 2012 totaled $26.4 million (2011 – $27.9 million) and $nil million (2011 – $0.7 million), respectively, which represented 30% (2011 – 32%) of consolidated total sales. Included in accounts receivable as at December 31, 2012 is $3.5 million (2011 – $4.9 million) related to these agreements.

   On February 10, 2012, Acadian entered into the Vendor Inventory Management Agreement ("VMI") with Twin Rivers that is effective for the period from the date of the agreement to May 31, 2012 and from January 1, 2013 to May 31, 2013. This agreement provides that Acadian will deliver logs to agreed upon locations and Twin Rivers will purchase those logs before the end of each effective period at prices as set out in the fibre supply agreement and Term Sheet and that Twin Rivers will be responsible for all of Acadian's costs related to carrying the inventory. This agreement affects the timing of sales, decreasing them in the first quarter of the year and increasing them in the second quarter. It does not affect the annual total value of sales. On March 6, 2012, Acadian entered into a lease agreement with Twin Rivers to store logs delivered under the VMI on their property. Fees in respect of this lease agreement are nominal and are fully recovered from Twin Rivers.

b) Maine Timberlands rented space in a shared office building from and provided certain administrative services to the same wholly owned subsidiary of Brookfield. Effective September 29, 2011, Maine Timberlands rents space from a third party. Total costs paid for these services were $11 thousand for the year ended December 31, 2011.

c) Upon inception Acadian entered into an agreement with Brookfield whereby Brookfield will provide a number of administrative and advisory services to Acadian. Total fees for services provided during the year ended December 31, 2012 totaled $2.2 million (2011 – $2.2 million). All fees have been fully paid in accordance with the services agreement.

d) On October 14, 2010, Acadian entered into an agreement with Metropolitan Life Insurance Company to refinance existing debt obligations maturing February 28, 2011 at fixed rates determined as US treasury yield plus margin. To mitigate market risk of US treasury yields changing prior to closing of the loan, Brookfield entered into a rate lock agreement on Acadian's behalf whereby Acadian assumed the settlement proceeds upon maturity. The derivative asset related to this agreement was settled on February 1, 2011 for proceeds of $1.3 million.

e) On September 28, 2012, Maine Timberlands sold two parcels of land totaling 1.62 acres for net proceeds of $44 thousand to Katahdin Timberlands LLC.

9. SEGMENTED INFORMATION

Acadian's presentation of reportable segments is based on how management has organized the business in making operating and capital allocation decisions and assessing performance. Acadian has two reporting segments, NB Timberlands and Maine Timberlands. Net sales, net income, assets and liabilities by reportable segments are as follows:

For the Year Ended December 31, 2012 (CAD thousands)	**Total**	**NB Timberlands**	**Maine Timberlands**	**Corporate and Other**
Net sales				
Softwood	$ 31,379	$ 20,268	$ 11,111	$ —
Hardwood	29,294	25,150	4,144	—
Biomass	3,810	3,677	133	—
Other	4,355	3,930	425	—
Total net sales	68,838	53,025	15,813	—
Operating costs	(51,980)	(39,416)	(11,787)	(777)
Reforestation	(493)	(439)	(54)	—
Depreciation and amortization	(548)	(241)	(307)	—
Operating earnings (loss)	15,817	12,929	3,665	(777)
Gain on sale of timberlands	63	9	54	—
Gain on sale of assets	60	60	—	—
Fair value adjustments	1,924	284	1,640	—
Loss on revaluation of roads and land	(83)	(83)	—	—
Earnings (loss) before the under noted	17,781	13,199	5,359	(777)
Unrealized exchange gain on long term debt	2,148			
Interest expense, net	(2,889)			
Deferred income tax expense	(3,311)			
Net income	$ 13,729			

As at December 31, 2012 (CAD thousands)				
Timber, land, roads and other fixed assets and intangible assets	$ 270,133	$ 158,136	$ 111,997	$ —
Total assets	285,235	167,917	114,628	2,690
Total liabilities	$ 101,233	$ 3,462	$ 22,275	$ 75,496

For the Year Ended December 31, 2011 *(CAD thousands)*	**Total**	**NB Timberlands**	**Maine Timberlands**	**Corporate and Other**
Net sales				
Softwood	$ 30,578	$ 22,083	$ 8,495	$ —
Hardwood	27,851	24,759	3,092	—
Biomass	3,691	3,575	116	—
Other	4,033	3,682	351	—
Total net sales	66,153	54,099	12,054	—
Operating costs	(50,193)	(39,484)	(9,523)	(1,186)
Reforestation	(540)	(473)	(67)	—
Depreciation and amortization	(548)	(236)	(312)	—
Operating earnings (loss)	14,872	13,906	2,152	(1,186)
Gain on sale of timberlands	107	63	44	—
Fair value adjustments	13,501	6,884	6,617	—
Loss on revaluation of roads and land	(1,527)	(1,527)	—	—
Earnings (loss) before under noted	26,953	19,326	8,813	(1,186)
Unrealized exchange loss on long term debt	(3,473)			
Interest expense, net	(3,157)			
Deferred income tax expense	(6,564)			
Net income	$ 13,759			

As at December 31, 2011 *(CAD thousands)*				
Timber, land, roads and other fixed assets and intangible assets	$ 270,948	$ 157,578	$ 113,370	$ —
Total assets	288,994	169,669	115,337	3,988
Total liabilities	$ 102,636	$ 3,764	$ 22,026	$ 76,846

During the year ended December 31, 2012, approximately 26% of consolidated total sales were originated with customers domiciled in the U.S. with the remaining balance in Canada (2011 – 21% of consolidated total sales). During the same period, approximately 18% of consolidated total sales were denominated in U.S. dollars (2011 – 18% of consolidated total sales).

Acadian outsources much of its harvesting, transportation and other services which comprise the majority of its cost of sales. For the year ended December 31, 2012, Acadian's top three suppliers accounted for approximately 18%, 13% and 11%, respectively, of its cost of sales (2011 – 16%, 13% and 12%, respectively).

Acadian sells its products to many forest product companies in North America. During the year ended December 31, 2012, sales to related parties (Note 8) made from NB Timberlands and Maine Timberlands accounted for 30% of total sales (2011 – 32%). Sales to the next largest customer were made from NB Timberlands and accounted for 8% of total sales (2011 – 8%).

10. CAPITAL MANAGEMENT

Acadian's capital structure is comprised of shareholders' equity inclusive of comprehensive income and the credit facilities. As at December 31, 2012, the recorded values of these items in Acadian's consolidated financial statements totalled $255.2 million (2011 – $259.4 million).

Acadian's corporate finance objective is to utilize prudent levels of leverage to lower its cost of capital while minimizing financial risk for shareholders. In managing its capital structure, Acadian may adjust the amount of dividends paid to shareholders, discretionary silviculture and capital expenditures during a given period, or re-evaluate Acadian's leverage ratios.

Acadian monitors its capital structure to ensure compliance with its financial covenants with debtholders. Acadian refinanced its loan facilities in February 2011 (Note 6). The Term Facility and Revolving Facility are subject to customary terms and conditions for borrowers of this nature as well as the maintenance of a maximum loan-to-value ratio. Acadian was in compliance during the years ended December 31, 2012 and 2011.

11. FINANCIAL INSTRUMENTS

Financial assets and liabilities classified as held-for-trading are measured at fair value at the balance sheet date with all realized and unrealized gains and losses resulting from the change in fair value included in net income in the period in which they arise; these include cash and cash equivalents. Accounts receivable and other assets and note receivable have been classified as loans and receivables, which are accounted for on an amortized cost basis using the effective interest rate method. Accounts payable and accrued liabilities, dividends payable to shareholders, debt and long-term debt have been classified as other financial liabilities which are accounted for on an amortized cost basis using the effective interest rate method.

Financial Risk Management

Acadian is exposed to various risks as a result of holding financial instruments. These risks have been categorized as foreign currency risk, interest rate risk, other price risk, credit risk and liquidity risk.

Foreign Currency Risk

Changes in foreign exchange rates will impact the carrying value of financial instruments denominated in currencies other than the Canadian dollar. Acadian's most significant foreign currency risk exposure arises from its U.S. dollar denominated debt and due to its investment in the Maine Timberlands which operates in the U.S. dollar. Accordingly, the impact of a strengthening (deteriorating) Canadian dollar will reduce (increase) the net income (loss) of Acadian, and will also result in an other comprehensive (gain) loss on the translation of the Maine Timberlands' assets in a given period. During the year ended December 31, 2012, a $0.01 appreciation (depreciation) in U.S. to Canadian dollar foreign exchange rate, all else being equal, would have affected net income by $0.7 million (2011 – $0.7 million) and OCI by approximately $0.3 million (2011 – $0.2 million).

The objective of Acadian's foreign exchange risk management activities is to minimize foreign currency exposures that would have an impact on its operating performance. All of the NB Timberlands expenses and a significant proportion of its revenues are incurred in Canadian dollars. As such, the foreign currency risk associated with the translation of NB Timberlands revenues and accounts receivables denominated in U.S. dollars is considered immaterial. Acadian continues to monitor the impact of all foreign exchange exposure, and will consider alternatives, as required, to ensure that this risk is maintained at prudent levels.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Acadian's interest rate risk exposure arises due to its credit facilities (Note 6).

As at December 31, 2012, Acadian is exposed to interest rate risk from its floating interest rate Revolving Facility, to the extent funds are drawn. For the year ended December 31, 2012 and December 31, 2011, the Revolving Facility remained undrawn. A change in interest rates would have no impact on the fixed interest rate Term Facility.

Other Price Risk

Other price risk is the risk of variability in fair value due to movements in equity prices or other market prices such as commodity prices and credit spreads. Acadian is exposed to commodity price risk as its financial performance is dependent on the sale prices of its products and the costs incurred in harvesting its timber. The markets for timber are cyclical and are influenced by a variety of factors beyond Acadian's control. Amongst other things, the market prices for timber can be affected by changes in regional and global demand, global supply and economic conditions, including increased competition from a variety of substitute products. Additionally, Acadian's operating expenses can be impacted by fuel cost increases. Acadian relies almost exclusively on land transportation and, therefore, may be more susceptible to fuel cost increases than other timberland companies which rely more heavily on other transportation methods that are less exposed to fuel prices. Accordingly, commodity price variations may impact Acadian's sales, costs of sales, cash flows and earnings. Furthermore, weakness in the market prices of its timber products will also have an effect on Acadian's ability to attract additional capital, the cost of that capital and the value of its timberland assets.

To manage these risks, Acadian monitors market developments in all commodity prices to which it is materially exposed. Given the nature of Acadian's operations, during periods of decreased selling prices and increased costs, Acadian will adjust harvest levels and manage variable expenditures in an effort to preserve the long-term value of Acadian's timberlands.

Credit Risk

Credit risk is the risk of loss due to the failure of a borrower or counterparty to fulfill its contractual obligations. Credit risk arises from cash and cash equivalents held with banks and financial institutions, as well as credit exposures to clients, including outstanding accounts receivable. The maximum exposure is equal to the carrying value of the financial assets as at the balance sheet date.

The objective of managing counterparty credit risk is to prevent losses in financial assets. Cash and cash equivalents are invested with counterparties meeting minimum credit quality requirements. With respect to outstanding accounts receivable, NB Timberlands and Maine Timberlands each assess the credit quality of the counterparties, including customers, taking into account their financial position, past experience and other factors. In cases where the credit quality of a client does not meet Acadian's credit requirements, a cash deposit is received before any timber is harvested and sold. Upon evaluating all accounts receivable balances as at December 31, 2012, Acadian does not anticipate any defaults by its counterparties, and accordingly has not recorded an allowance against outstanding receivables. Pursuant to their respective terms, all outstanding accounts receivable are current with the exception of approximately $1.2 million (2011 – $3.9 million), of which $0.9 million was collected subsequent to year end.

Liquidity Risk

Liquidity risk is the risk that Acadian cannot meet a demand for cash or fund an obligation as it comes due. Acadian's objective in managing liquidity risk is to maintain sufficient reserves in order to meet operational and investing requirements at any point in time, and to maintain debt financing at levels which will allow Acadian to attract additional capital at reasonable cost. Acadian's principal sources of liquidity include cash earned from operations and a US$10 million revolving credit facility which was undrawn at December 31, 2012, however, US$2.1 million of this facility is reserved to support the minimum cash balance requirement of the Term Facility. These sources, combined with existing cash and cash equivalents, are expected to allow Acadian to meet its operating, debt service, capital expenditure and dividend requirements.

Additionally, Acadian assesses the nature and timing of discretionary payments in an effort to mitigate any impact on the financial condition or results of operations of Acadian. As at December 31, 2012 and 2011, the accounts payable and accrued liabilities and dividends payable of Acadian are due in less than 30 days.

The following tables detail the contractual maturities for Acadian's financial liabilities. The tables reflect the undiscounted cash flows of financial liabilities based on the earliest date on which Acadian can be required to pay.

December 31, 2012 (CAD thousands)	Total	Less Than One Year	1 to 3 Years	3 to 5 Years	After 5 Years
Accounts payable and other liabilities	$ 8,136	$ 8,136	$ —	$ —	$ —
Long-term debt[1]	71,935	—	—	71,935	—
	$ 80,071	$ 8,136	$ —	$ 71,935	$ —
Interest payment[2]	$ 9,735	$ 2,856	$ 5,712	$ 1,167	$ —

1 Represents principal of a U.S. dollar denominated term loan with a Canadian to U.S. dollar conversion of 0.9922, excluding the unamortized deferred financing costs;
2 Interest payment was determined using a fixed interest rate at 3.97% with a Canadian to U.S. dollar conversion of 0.9922.

December 31, 2011 (CAD thousands)	Total	Less Than One Year	1 to 3 Years	3 to 5 Years	After 5 Years
Accounts payable and other liabilities	$ 7,985	$ 7,985	$ —	$ —	$ —
Long-term debt[1]	74,081	—	—	74,081	—
	$ 82,066	$ 7,985	$ —	$ 74,081	$ —
Interest payment[2]	$ 12,231	$ 2,941	$ 5,882	$ 3,408	$ —

1 Represents principal of a U.S. dollar denominated term loan with a Canadian to U.S. dollar conversion of 1.0218, excluding the unamortized deferred financing costs;
2 Interest payment reflects actual amount paid.

Fair Value of Financial Instruments

The fair value of a financial instrument is the amount of consideration that would be agreed upon in an arm's length transaction between knowledgeable, willing parties who are under no compulsion to act. Financial assets and liabilities carried at fair value are classified and disclosed in one of the following three categories:

Level 1: Quoted market prices in active markets for identical assets or liabilities.

Level 2: Observable market-based inputs or unobservable inputs that are corroborated by market data.

Level 3: Unobservable inputs that are not corroborated by market data.

During the year ended December 31, 2011, a derivative asset was settled and a realized gain of $1.3 million was recorded in OCI for the effective portion of the cash flow hedge. The gain is reclassified into earnings in the same periods during which the hedged transaction affects earnings, which in this case is over the term of the Term Facility.

12. INCOME TAXES

The major components of income tax recognized in profit or loss are as follows:

For the Years Ended December 31 (CAD thousands)	**2012**	2011
Deferred income tax expense		
Origination and reversal of temporary differences	**$ 3,491**	$ 5,708
Benefit arising from previously unrecognized tax assets	**(180)**	206
Change of tax rates and imposition of new legislation	**—**	650
Total deferred income tax expense	**$ 3,311**	$ 6,564

The major components of income tax recognized in other comprehensive income:

For the Years Ended December 31 (CAD thousands)	2012	2011
Deferred tax arising on income and expenses recognized in other comprehensive income:		
Revaluation surplus	$ 275	$ (113)
Currency translation	(192)	(311)
Cash flow hedge	(65)	475
Total income tax expense recognized directly in other comprehensive income	$ 18	$ 51

Acadian's effective tax rate is different from the Acadian's domestic statutory income tax rate due to the differences set out below:

For the Years Ended December 31, (CAD thousands)	2012	2011
Income tax at statutory rate	$ 4,260	$ 5,487
Foreign tax rate differential	803	1,078
Permanent differences	(1,572)	(739)
Rate adjustments	—	650
Tax assets not benefited	(180)	206
Other	—	(118)
Total deferred income tax expense	$ 3,311	$ 6,564

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. The deferred tax expenses relate to the following:

For the Years Ended December 31, (CAD thousands)	2012	2011
Land	$ (415)	$ (234)
Timber	2,669	6,649
Roads and other fixed assets	(91)	15
Intangible asset	—	123
Scientific Research and Experimental Development and Input Tax Credits	1,284	1,028
Disallowed interest	(734)	342
Net operating losses	354	(1,150)
Other	244	(209)
Total deferred income tax expense	$ 3,311	$ 6,564

Significant components of Acadian's deferred tax assets and liabilities are as follows:

For the years ended December 31 (CAD thousands)	**2012**	2011
Deferred income tax asset	**$ 696**	$ 3,038
Deferred income tax liability	**(21,924)**	(21,572)
Total net deferred income tax liability	**$ (21,228)**	$ (18,534)

For the years ended December 31 (CAD thousands)	**2012**	2011
Land	**$ (5,004)**	$ (4,892)
Timber	**(35,468)**	(33,719)
Roads and other fixed assets	**(2,883)**	(2,992)
Intangible asset	**(1,535)**	(1,535)
Scientific Research and Experimental Development and Input Tax Credits	**20,928**	22,212
Disallowed interest	**2,311**	775
Net operating losses	**60**	1,266
Other	**363**	351
Total net deferred income tax liability	**$ (21,228)**	$ (18,534)

13. EMPLOYEE BENEFIT PLANS

NB Timberlands and Maine Timberlands each have defined contribution plans covering substantially all employees. During the year, contributions recorded as expenses amounted to $0.3 million (2011 – $0.3 million).

14. DIVIDENDS TO SHAREHOLDERS

Acadian pays quarterly dividends to the extent determined prudent by the Board of Directors. Total dividends declared for the year ended December 31, 2012 were $13.8 million (2011 – $13.8 million).

15. COMPENSATION OF KEY MANAGEMENT PERSONNEL

The remuneration of directors, members of the executive and other key personnel of the company is as follows:

For the Years Ended December 31, (CAD thousands)	**2012**	2011
Salaries	**$ 655**	$ 618
Incentives	**412**	293
Short-term benefits	**53**	60
	$ 1,120	$ 971

The figures reported in the table above include a portion of the compensation of certain individuals paid during the year by Brookfield that is attributable to their services to the Company. This proportionate compensation is reflective of the approximate time and effort spent by these individuals providing services to the Company as a portion of their overall responsibilities to Brookfield. The cost of this compensation is included in total fees for services provided under the administrative and advisory services agreement with Brookfield described in Note 8.

CORPORATE GOVERNANCE

Acadian Timber Corp. (the "Company") and its Board of Directors are committed to working together to achieve strong and effective corporate governance, with the objective of promoting the long-term interests of the Company and the enhancement of value for all shareholders. We continue to review and improve our corporate governance policies and practices in relation to evolving legislation, guidelines and best practices. Our Board of Directors is of the view that our corporate governance policies and practices and our disclosure in this regard are comprehensive and consistent with the guidelines established by Canadian securities regulators.

Our Statement of Corporate Governance Practices is set out in full in the Management Information Circular mailed each year to all our shareholders along with the Notice of our Annual Meeting. This Statement is also available on our website, *www.acadiantimber.com.*

BOARD AND MANAGEMENT

BOARD OF DIRECTORS

J. W. Bud Bird, O.C.
Chairman and
Chief Executive Officer,
Bird Holdings Ltd. and
Bird Lands Limited

Reid Carter
President and
Chief Executive Officer
of Acadian and Managing
Partner of the Manager

Louis J. Maroun
Executive Chairman
Sigma Real Estate Advisors
(resigned 31-July-2012)

David Mann
Legal Counsel
Cox & Palmer

Samuel J.B. Pollock
Senior Managing Partner
Brookfield Asset
Management Inc.

Saul Shulman
Chief Executive Officer
MLG Management Inc.
(appointed 31-July-2012)

MANAGEMENT

Acadian Timber Corp.'s
Manager:
Brookfield Timberlands
Management LP

Reid Carter
President and
Chief Executive Officer
of Acadian and Managing
Partner of the Manager

Brian Banfill
Chief Financial Officer
of Acadian and Senior Vice
President, Finance of the
Manager

Marcia McKeague
Vice President,
Maine Woodland Operations

Luc Ouellet
Vice President,
NB Woodland Operations

CORPORATE AND SHAREHOLDER INFORMATION

HEAD OFFICE OF THE MANAGER

Brookfield Timberlands Management LP
(wholly-owned subsidiary of Brookfield Asset Management Inc.)
Suite 458, Bentall 5, 550 Burrard Street, Box 51
Vancouver, B.C. V6C 2B5
Please direct your inquiries to:
Robert Lee
Investor Relations and Communications
t. 604.661.9607   f. 604.687.3419
e. rlee@acadiantimber.com

TRANSFER AGENT AND REGISTRAR

Shareholder inquiries relating to dividends, address changes and shareholder account information should be directed to the Corporation's transfer agent:
CIBC Mellon Trust Company,
c/o: Canadian Stock Transfer Company Inc.
P.O. Box 700 Postal Station B
Montreal, QC H3B 3K3
t. 1-800-387-0825 (toll free in North America)
f. 1-888-249-6189
e. inquiries@canstockta.com
www.canstockta.com

SHARE INFORMATION

Toronto Stock Exchange: ADN
Fully Diluted Shares Outstanding (December 31, 2012): 16,731,216
Targeted 2012 Quarterly Dividend: $0.20625 per share
Record Date: Last business day of each quarter
Payment Date: On or about the 15th day of each subsequent month

www.acadiantimber.com

This Annual Report contains forward-looking information within the meaning of applicable Canadian securities laws that involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of Acadian Timber Corp. and its subsidiaries (collectively, "Acadian"), or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward looking statements. When used in this Annual Report such statements may contain such words as "may," "will," "intend," "should," "expect," "believe," "outlook," "predict," "remain," "anticipate," "estimate," "potential," "continue," "plan," "could," "might," "project," "targeting" or the negative of these terms or other similar terminology. Forward-looking information in this Annual Report includes, without limitation, statements made in sections entitled "Market Overview," "Free Cash Flow," "Liquidity and Capital Resources" and "Market Outlook," and other statements regarding management's beliefs, intentions, results, performance, goals, achievements, future events, plans and objectives, business strategy, access to capital, liquidity and trading volumes, dividends, taxes, capital expenditures, market trends and similar statements concerning anticipated future events, results, achievements, circumstances, performance or expectations that are not historical facts. These statements reflect management's current expectations regarding future events and operating performance, are based on information currently available to management and speak only as of the date of this Annual Report. All forward-looking statements in this Annual Report are qualified by these cautionary statements. Forward-looking statements involve significant risks and uncertainties, should not be read as guarantees of future performance or results, should not be unduly relied upon, and will not necessarily be accurate indications of whether or not such results will be achieved. Factors that could cause actual results to differ materially from the results discussed in the forward-looking statements include, but are not limited to: general economic and market conditions; product demand; concentration of customers; commodity pricing; interest rate and foreign currency fluctuations; seasonality; weather and natural conditions; regulatory, trade or environmental policy changes; changes in Canadian income tax law; economic situation of key customers; and other factors discussed under the heading "Risk Factors" in each of the Annual Information Form of Acadian dated March 28, 2012 and the Management Information Circular of Acadian dated March 28, 2012, and other filings of Acadian made with securities regulatory authorities available on SEDAR at www.sedar.com. Forward-looking information is based on various material factors or assumptions, which are based on information currently available to Acadian. Material factors or assumptions that were applied in drawing a conclusion or making an estimate set out in the forward-looking information contained herein may include, but are not limited to: anticipated financial performance; business prospects; strategies; regulatory developments; exchange rates; the sufficiency of budgeted capital expenditures in carrying out planned activities; the availability and cost of labour and services and the ability to obtain financing on acceptable terms, which are subject to change based on commodity prices, market conditions for timber and wood products, and the economic situation of key customers. Readers are cautioned that the preceding list of material factors or assumptions is not exhaustive. Although the forward-looking statements contained in this Annual Reportare based upon what management believes are reasonable assumptions, Acadian cannot assure readers that actual results will be consistent with these forward looking statements. The forward-looking statements contained in this Annual Report are made as of the date of this Annual Report, and should not be relied upon as representing Acadian's views as of any date subsequent to the date of this Annual Report. Acadian Timber Corp. assumes no obligation to update or revise these forward-looking statements to reflect new information, events, circumstances or otherwise, except as may be required by applicable law.

Acadian Timber Corp.
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