

JEWETT CAMERON TRADING CO LTD
Form S-1/A
January 11, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-1/A-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

JEWETT-CAMERON TRADING COMPANY LTD.
(Exact name of registrant as specified in its charter)

British Columbia
(State or Other Jurisdiction of
Incorporation or Organization)

50-31
(Primary Standard Industrial
Classification Code No.)

N/A
(IRS Employer Identification No.)

32275 N.W. Hillcrest
North Plains, Oregon 97133
(503) 647-0110
(Address, including Zip Code, and Telephone Number,
Including Area Code, of Registrant's Principal Executive Offices)

Charles Cleveland
Suite 304
Rock Point Centre

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Spokane, Washington 99201

(509) 326-1029

(Name, Address, including Zip Code, and Telephone Number,
including Area Code, of Agent for Service)

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC:

FROM TIME TO TIME AFTER THE EFFECTIVE DATE OF THIS REGISTRATION STATEMENT

If any of the securities being registered on this form are being offered on
a delayed or continuous basis pursuant to Rule 415 under the Securities Act of
1933, check the following box. /X/

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act,
please check the following box and list the Securities Act registration statement number of the earlier effective
registration statement for the same offering. //

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following
box and list the Securities Act registration statement number of the earlier effective registration statement for the same
offering. //

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. //

Title of each class of securities to be registered	Amount to be registered	<u>Proposed maximum offering price per share</u>	Proposed maximum Aggregate Offering price	Amount of Registration Fee
Common Stock, no par value	500,000	\$10.00	\$5,000,000	\$293.15
Total	500,000		\$5,000,000	\$293.15

[1]

Pursuant to Rule 457(g) under the Securities Act of 1933, the registration fee is based on the common stock issuable upon the completion of this offering.

[2]

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

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THE INFORMATION IN THIS PROSPECTUS IS NOT COMPLETE AND MAY BE CHANGED. WE MAY NOT SELL THESE SECURITIES UNTIL THE REGISTRATION STATEMENT FILED WITH THE SECURITIES AND EXCHANGE COMMISSION IS EFFECTIVE. THIS PROSPECTUS IS NOT AN OFFER TO SELL THESE SECURITIES AND IT IS NOT SOLICITING AN OFFER TO BUY THESE SECURITIES IN ANY STATE WHERE THE OFFER AND SALE IS NOT PERMITTED.

SUBJECT TO COMPLETION

Prospectus

500,000 shares of common stock at \$10 per share

, 2006

Jewett-Cameron Trading Company Ltd.

32275 N.W. Hillcrest

North Plains, Oregon 97133

(503) 647-0110

Our common shares are traded on the NASDAQ Small Cap Market under the symbol *JCTCF* and on the Toronto Stock Exchange under the symbol *JCT*.

This prospectus relates to our sale of 500,000 shares of common stock to the public.

We will receive \$5,000,000 from the sale of this stock before paying expenses of \$125,000. All dollar amounts referred to in this prospectus are in U.S. dollars, unless specified in Canadian.

We are not required to sell any specific number of shares or dollar amount but we will use our best efforts to sell the shares. We have not made any arrangements to put investors money into any escrow or similar account. The money raised will go directly to us.

We will end the offering when we have sold all of the offered common stock, but no later than January 5 2007.

Investing in our common stock involves a high degree of risk.

See Risk Factors beginning on page 7.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is

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You should rely only on the information contained in this prospectus. We have not authorized anyone to provide you with different information. We are not making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus is accurate as of the date on the front cover of this prospectus only. Our business, financial condition, results of operations and prospects may have changed since that date.

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SUMMARY INFORMATION

This summary highlights information contained elsewhere in this prospectus. Because it is a summary, it does not contain all of the information that you should consider before investing in the shares. You should read the entire prospectus carefully before buying shares in this offering.

Our Company

We were incorporated in British Columbia, Canada, on July 8, 1987, as a holding company for Jewett-Cameron Lumber Corporation (JCLC). We acquired all of the shares of JCLC through a stock-for-stock exchange on July 13, 1987, and at that time Jewett-Cameron Lumber Corporation became a wholly owned subsidiary of ours. At this time we have no assets in Canada or have any Canadian directors.

Jewett-Cameron Lumber Corporation ("JCLC") was incorporated in the state of Oregon, USA, in September 1953. During the next 31 years it developed a good reputation as a small lumber wholesaler based in Portland, Oregon. In September 1984, the original stockholders sold their interest in the corporation to a new group of investors and two of those investors, Donald M. Boone, our President, and Michael Nasser, our Corporate Secretary, are active in our company today.

We acquired Material Supply International ("Material Supply") in early 1986 and it became a wholly owned subsidiary of Jewett-Cameron Lumber Corporation. MSI-PRO CO. was incorporated in Oregon, USA. We import and distribute pneumatic air tools and industrial clamps through MSI-PRO CO.

We bought some of the assets of a company called, AgriBioTech Inc. about three and a half years ago. These assets were a group of buildings; thirteen plus acres of land; and, some miscellaneous equipment. These assets were located at 31345 N.W. Beach Road in Hillsboro, Oregon. We are presently using this facility for seed and grain processing and storage. In October 2000 we incorporated a company that we called Jewett-Cameron Seed Company. Jewett-Cameron Seed Company was formed around the assets, which we purchased from AgriBioTech Inc. Today Jewett-Cameron Seed Company is a wholly owned subsidiary of Jewett-Cameron Lumber Corporation and we store, process and sell seed and grain there.

Our wholly owned subsidiary, Greenwood Products, Inc. was incorporated in Oregon, USA in February 2002. We formed this company after Jewett Cameron Lumber Corporation acquired some of the assets of Greenwood Forest Products, Inc. of Portland, Oregon. This business involves the processing and distribution of industrial wood and other specialty building products, principally to original equipment manufacturers, primarily in the transportation and recreational boating industries in the United States. Approximately half of GPI's sales are attributable to the recreational boating industry and are generally stronger during the winter months. The value-added-nature of our wood components are that they will resist rust, rot and flame. They also reduce sound and have a high degree of structural strength per pound.

In this prospectus we, us and our refer to Jewett-Cameron Trading Company Ltd and its direct and indirect subsidiaries.

THE OFFERING

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Common stock offered by Us [1] and the price 500,000 shares @ \$10.00 per share

Common stock to be outstanding immediately after this offering [1] 2,032,359 shares

Use of Proceeds We expect to use the net proceeds we will receive from this offering for reduction of our current debt level. Our use of proceeds is more fully described under Use of Proceeds.

Risk Factors See Risk Factors and other information included in this prospectus for a discussion of factors you should carefully consider before investing in our common stock.

Dividend Policy We have not paid any dividends and do not anticipate that we will do so in the foreseeable future. See Description of Securities for more information.

Nasdaq National Small Cap Market symbol JCTCF

[1] The number of shares of common stock to be outstanding upon completion of this offering is based on 1,465,858 shares of common stock outstanding as of August 31, 2005, together with the exercise of options to acquire 52,000 shares.

SUMMARY CONSOLIDATED FINANCIAL AND OTHER DATA

You should read the summary consolidated financial data presented below in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations and our consolidated financial statements

and the notes to those financial statements appearing elsewhere in this prospectus. The summary consolidated financial data at and for the fiscal years ended August 31, 2005, 2004, 2003, 2002, 2001 and 2000 are derived from our consolidated financial statements. Basic earnings per share is computed using the weighted average number of shares of common stock. Book value per share excludes the effect of any outstanding stock options. Results for past periods are not necessarily indicative of results that may be expected for any future period.

At or for the Years Ended August 31,

	<u>2005</u>	<u>2004</u>	<u>2003</u>	<u>2002</u>	<u>2001</u>	<u>2000</u>
	Audited	Audited	Audited	Audited	Audited	Audited
Revenue	\$74,617	\$71,335	\$55,369	\$43,625	\$22,113	\$24,494
Gross Profit	\$9,289	\$8,240	\$7,708	\$7,118	\$4,232	\$3,866
Net Income	\$931	\$567	\$294	\$837	\$712	\$609
Basic Earnings per Share	\$0.63	\$0.39	\$0.20	\$0.56	\$0.48	\$0.40
Diluted Earnings per Share	\$0.60	\$0.37	\$0.19	\$0.53	\$0.46	\$0.38
Dividends per Share	-0-	0	0	0	0	0
Basic Average Shares (000)	1,479	1,464	1,468	1,503	1,483	1,531
Diluted Average Shares (000)	1,548	1,527	1,537	1,579	1,535	1,581
Working Capital	\$8,996	\$5,546	\$7,371	\$4,383	\$3,666	\$4,609
Long-Term Debt	\$2,141	Ni.1	\$2,262	0	0	0
Shareholders Equity	\$9,514	\$8,384	\$7,791	\$7,417	\$6,694	\$6,150
Total Assets	\$17,538	\$19,926	\$18,513	\$14,402	\$7,677	\$6,937

RISK FACTORS

You should carefully consider the following risk factors and all other information contained in this Prospectus before you decide to invest in our common stock. There is a great deal of risk involved. Any of the following risks could affect our business, its financial condition, its potential profits or losses and could result in you losing your entire investment if our business became insolvent. *The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties, including those not presently known to us or that we currently deem immaterial, also may result in decreased revenues, increased expenses or other events which could result in a decline in the price of our common stock.*

We may decide to acquire assets or enter into business combinations, which could be paid for, either wholly or partially with our common stock and if we decide to do this our current shareholders would experience dilution in their percentage of ownership.

Our bylaws give our Board of Directors the right to enter into any contract without the approval by our shareholders. Therefore, our Management could decide to make an investment (buy shares, loan money, etc.) without shareholder approval. If we acquire an asset or enter into a business combination, this could include exchanging a large amount of our common stock, which could dilute the ownership interest of present stockholders.

Future stock distributions could be structured in such a way as to be diluting to our current shareholders.

If we raise additional funds by selling more of our stock, the new stock may have rights, preferences or privileges senior to those of the rights of our existing stock. If common stock is issued in return for additional funds, the price per share could be lower than that paid by our current stockholders. The result of this would be a lessening of each present stockholder's relative percentage interest in our company. This condition is often referred to as "dilution".

We could experience a decrease in the demand for our products resulting in lower sales volumes, which would give us less capital with which to operate.

In the past we have experienced decreasing annual sales in the areas of home improvement products (sold thru JCLC) and industrial tools. The reasons for this can be generally attributed to worldwide economic conditions, specifically those pertaining to lumber prices; demand for industrial tools; and, consumer interest rates. If economic conditions continue to worsen or if consumer preferences change, we could experience a significant decrease in profitability.

Production time and the overall cost of our products could increase resulting in lower profit margins for our products if any of our primary suppliers are lost or if any of them increased their prices of raw materials.

Our manufacturing operation, which consists of cutting fencing material to specific sizes and shapes, depends upon obtaining adequate supplies of lumber on a timely basis. If these supplies of lumber were not received on a timely basis, we could experience lower profit margins and possibly lose sales of these products.

Our shareholders could experience significant dilution if we issue our authorized preferred shares.

We are authorized to issue up to 10,000,000 shares of preferred stock, without par value per share. Our preferred stock may bear such rights and preferences, including dividend and liquidation preferences, as our board of Directors may decide. Any such preferences may operate to the detriment of the rights of the holders of the Common Stock and would cause dilution to these shareholders.

Future stock distributions could cause a change of control to new investor(s).

Although we do not currently contemplate any offerings in the near future, we may consider a future financing that, could result in a majority of the voting power being transferred to new investor (s). The result would be that the new shareholder (s) would control our company and persons unknown could replace current management.

Our significant customers represent 38% of our business and if we lost them it could be possible for us to experience a significant decrease in sales.

Our top ten customers represent 28% of our business. If these customers were lost and could not be replaced, we would experience a significant decrease in sales and would have to cut back our operations.

We could experience delays in the delivery of our products causing us to lose business.

We purchase our products from other vendors and a delay in shipment from these vendors to us could cause significant delays in our delivery to our customers. This could result in a decrease in sales orders to us and we would experience a loss in profitability.

We could lose our bank credit agreement and this could result in our not being able to pay our creditors.

We have a line of credit with U.S. Bank in the amount of \$8 million. We are currently in compliance with the requirements of our existing line of credit. If we lost this credit it could become impossible to pay some of our creditors on a timely basis.

There is no minimum number of shares that must be sold in this offering and, consequently, our outstanding long-term indebtedness of \$8,024,238 may not be reduced by the maximum amount of proceeds we could

receive from this offering.

We have not established a minimum amount of proceeds that we must receive in the offering before any proceeds may be accepted. Once accepted, the funds will be deposited into an account maintained by us and considered our general assets. None of the proceeds will be placed in any escrow, trust or other arrangement; therefore, there are no investor protections for the return of subscription funds once accepted.

Although we currently have no Canadian Assets or Canadian Directors, if we do, you may be without any ability to sue us for violating U.S. Securities Laws and even if you can, you probably will not recover any money

We are a Canadian company. At the current time we have no directors and officers who live outside the United States nor do we have any assets in Canada or any foreign country. However, if we ever have any foreign assets or directors and officers who live outside the United States, and whose assets may be located outside the United States it will be difficult for you to serve us or our foreign directors with a lawsuit in the United States. You probably could not recover any money if you were to get a judgment, including judgments based on violations of U.S. federal securities laws. It is extremely difficult for an investor to enforce a judgement obtained in U.S. Courts against a foreign person or business since Canadian law typically requires the suit to be brought in the appropriate Canadian Court. Further, you cannot sue us or our non-U.S. Directors in Canada for violation of U.S. federal securities laws since those laws do not have force of law in Canada.

FORWARD-LOOKING STATEMENTS

The statements included in this Prospectus regarding future financial performance and results and the other statements that are not historical facts are forward-looking statements. You can identify forward-looking statements by terminology including could, may, will, should, except, plan, "expect," "project," "estimate," "predict," "anticipate," "believe," "intends", and the negative of these terms or other comparable terminology. Such statements are based upon our current expectations and involve a number of risks and uncertainties and should not be considered as guarantees of future performance. These statements include, without limitation, statements about our market opportunity, our growth strategy, competition, expected activities and future acquisitions and investments and the adequacy of our available cash resources. These statements may be found in the sections of this prospectus entitled Prospectus Summary, Risk Factors, Use of Proceeds, Management's Discussion and Analysis of Financial Condition and Results of Operations and Business. Investors are cautioned that matters subject to forward-looking statements involve risks and uncertainties, including economic, regulatory, competitive and other factors that may affect our business. These statements are not guarantees of future performance and are subject to risks, uncertainties and assumptions. Readers are cautioned not to place undue reliance on these forward looking statements.

USE OF PROCEEDS

We estimate that our net proceeds from the sale of 500,000 shares of our common stock in this offering, based upon an assumed offering price of \$10.00 per share, will be \$4,875,000. We estimate that our costs associated with this offering will be \$125,000, which includes legal, accounting and printing expenses.

We intend to use the net proceeds of this offering to reduce our level of debt. Our level of bank debt was \$546,000 at December 12, 2005. Our total level of debt, as of August 31, 2005, was \$8,024,238.

DIVIDEND POLICY

Our board of directors has never declared a cash dividend. We do not have any present intent to pay any cash dividends. Any future determination to pay cash dividends will be at the discretion of our board of directors and will be dependent upon our financial condition, results of operations, capital requirements, general business condition and other factors that our board of directors may deem relevant.

DETERMINATION OF OFFERING PRICE

The Offering price of the Common Shares was arbitrarily determined by us. The factors considered in determining the Offering price were our financial condition and prospects, our operating history and the general condition of the securities market. The Offering price is not an indication of and is not based upon our actual value. It bears no relationship to the current market price for our common stock, our book value, assets or earnings or any other recognized criteria of value. The Offering price should not be regarded as an indicator of the future market price of our securities.

DILUTION

If you invest in our common stock, your interest will be diluted immediately to the extent of the difference between the public offering price of our common stock in this offering and the pro forma book value of our common stock immediately after completing this offering. The net tangible book value of our common stock as of August 31, 2005 was \$9,514,120 or \$6.21 per share. (Post-split) The historical net tangible book value per share of our common stock is the difference between our net tangible assets and our liabilities, divided by the number of common shares outstanding.

Our pro forma net tangible book value as of August 31, 2005 was approximately \$9,638,795 or approximately \$6.08 per share, after giving effect to the exercise of share purchase options to purchase an aggregate of 52,500 shares of common stock by cash payment of \$124,675. Pro forma net tangible book value per share represents the amount of our total net tangible assets less total liabilities, divided by the pro forma number of shares of common stock outstanding before giving effect to the sale of the shares of our common stock in this offering.

Dilution if 100% of the Offering is sold

After giving effect to the sale of the 500,000 shares of common stock in this offering, at an assumed public offering price of \$10.00 per share, less the estimated expenses of the offering, our pro forma net tangible book value per share as of August 31, 2005 would have been \$7.08 if none of the stock options had been exercised and \$6.79 if all of the stock options had been exercised. This represents an immediate increase in net tangible book value per share fully diluted of \$0.58 to existing shareholders and immediate dilution in net tangible book value of \$3.21 per share to new investors purchasing our common stock in the offering at the public offering price. The following table illustrates the per share dilution option:

Assumed public offering price		\$10.00
Net tangible book value per share	\$7.08	
Decrease per share attributable to assumed exercise of share purchase options	\$0.29	
Pro forma net tangible book value per share before this offering	\$5.81	
Increase in pro forma net tangible book value per share attributable to this offering	\$0.98	
Pro forma net tangible book value per share after this offering		\$6.79
Dilution in pro forma net tangible book value per share to new investors in this offering.		\$3.21

The following table summarizes the number of shares of common stock purchased from us, the total consideration

paid and the average price per share paid by the existing stockholders and by new investors in this offering, before deducting the estimated expenses of the offering.

	<u>Shares Purchased</u>		<u>Total Consideration</u>		
	Number	Percentage	Amount	Percentage	Average Price per Share
Existing stockholders	1,532,359	75.39%	\$2,001,104	28.58%	\$1.31
New investors in this offering	500,000	24.61%	\$5,000,000	71.42%	\$10.00
Total	1,979,859	100%	\$6,883,604	100%	

The share data in the table above is based on shares outstanding as of August 31, 2005 (but includes 52,500 shares issued pursuant to stock options after August 31, 2005, for which funds were received in advance).

Dilution if 50% of the Offering is sold

After giving effect to the sale of the 250,000 shares of common stock in this offering, at an assumed public offering price of \$10.00 per share, less the estimated expenses of the offering, our pro forma net tangible book value as of August 31, 2005 would have been \$6.67 if none of the stock options had been exercised and \$6.37 if all of the stock options had been exercised. This represents an immediate increase in net tangible book value per share fully diluted of \$0.16 to existing shareholders and immediate dilution in net tangible book value of \$3.63 per share (fully diluted) to new investors purchasing our common stock in the offering at the public offering price. The following table illustrates the per share dilution if 50% of the offering is sold:

Assumed public offering price	\$10.00
Net tangible book value per share	\$6.67
Decrease per share attributable to assumed exercise of share purchase options	\$0.30
Pro forma net tangible book value per share before this offering	\$5.81
Increase in pro forma net tangible book value per share attributable to this offering	\$0.56
Pro forma net tangible book value (fully diluted) per share after this offering	\$6.37
Dilution in pro forma net tangible book value per share to new investors in this offering.	\$3.63

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The following table summarizes the number of shares of common stock purchased from us, the total consideration paid and the average price per share paid by the existing stockholders and by new investors in this offering, before deducting the estimated expenses of the offering.

	<u>Shares Purchased</u>		<u>Total Consideration</u>		
	Number	Percentage	Amount	Percentage	Average Price per Share
Existing stockholders	1,532,359	85.97%	\$2,001,104	44.45%	\$1.31
New investors in this offering	250,000	14.03%	\$2,500,000	55.55%	\$10.00
Total	1,782,359	100%	\$4,501,014	100%	

The share data in the table above are based on shares outstanding as of August 31, 2005. (but includes 52,500 share issued pursuant to stock options after August 31, 2005, for which funds were received in advance).

Dilution if 10% of the Offering is sold

After giving effect to the sale of the 50,000 shares of common stock in this offering, at an assumed public offering price of \$10.00 per share, less the estimated expenses of the offering, our pro forma net tangible book value as of August 31, 2005 would have been \$6.25 if none of the stock options had been exercised and \$5.93 if all of the stock options had been exercised. This represents an immediate decrease in net tangible book value per share fully diluted of \$0.27 to existing shareholders and immediate dilution in net tangible book value of \$4.07 per share (fully diluted) to new investors purchasing our common stock in the offering at the public offering price. The following table illustrates the per share dilution if 10% of the offering is sold:

Assumed public offering price	\$10.00
Net tangible book value per share	\$6.25
Decrease per share attributable to assumed exercise of share purchase options	\$0.00
Pro forma net tangible book value per share before this offering	\$5.81
Increase in pro forma net tangible book value per share attributable to this offering	\$0.44
Pro forma net tangible book value (fully diluted) per share after this offering	\$6.25
Dilution in pro forma net tangible book value per share to new investors in this offering.	\$4.07

The following table summarizes the number of shares of common stock purchased from us, the total consideration paid and the average price per share paid by the existing stockholders and by new investors in this offering, before deducting the estimated expenses of the offering.

	<u>Shares Purchased</u>		<u>Total Consideration</u>		
	Number	Percentage	Amount	Percentage	Average Price per Share
Existing stockholders	1,532,359	96.84%	\$2,001,104	80.00 %	\$1.31
New investors in this offering	50,000	3.16%	\$ 500,000	20.00%	\$10.00
Total	1,582,359	100%	\$2,501,104	100%	

The share data in the table above are based on shares outstanding as of August 31, 2005. (but includes 52,500 share issued pursuant to stock options after August 31, 2005, for which funds were received in advance).

CAPITALIZATION

The following table shows our capitalization, as of August 31, 2005. Since that time 52,500 share purchase options were exercised by the President of the Company, Donald M. Boone.

- on an actual basis, unadjusted for any exercise of outstanding options, and
- on an as adjusted basis to reflect the issue and sale of 500,000 shares of common stock by us in this offering at an assumed initial offering price of \$10.00 per share less estimated offering expenses payable by us.

You should read the following table in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations and our consolidated financial statements and related notes appearing elsewhere in this prospectus.

	<u>Actual (As of August 31, 2005)</u>	As Adjusted
Cash and cash equivalents	\$609,944	\$5,609,944
Debt	\$8,024,238	\$8,024,238
Stockholders' Equity:		
Capital Stock	\$1,883,265	\$6,883,604
Additional Paid-in Capital	\$583,211	\$583,211
Retained Earnings	\$6,929,805	\$6,929,805
Subscriptions Received in Advance	\$117,500	\$117,500
Treasury Stock	Nil	Nil

SELLING SECURITY HOLDERS

There are no Selling Shareholders in this offering.

PLAN OF DISTRIBUTION

This is not an underwritten offering and we are not required to sell our shares.

We are offering the shares on a "best efforts" basis directly through our officers and directors, who will not receive any commissions or other remuneration of any kind for selling shares in this offering, other than reimbursement of offering expenses incurred by them. The only officers and directors who will be selling the stock on behalf of our company are Donald M. Boone, President/Director and Michael Nasser, Secretary. This offering will commence promptly after the effectiveness of the registration statement of which this prospectus is a part. This offering will be made on a continuous basis for a period of 90 days, unless extended by us in our sole discretion, for up to an additional 90 days. We may terminate this offering earlier if we sell all of the shares being offered or we decide to cease selling efforts.

This offering is a self-underwritten offering, which means that it does not involve the participation of an underwriter to market, distribute or sell the shares offered under this prospectus. We may sell shares from time to time in one or more transactions directly by us or, alternatively, we may offer the shares through brokers or sales agents, who may receive compensation in the form of commissions or fees. (We would expect to hire broker-dealers to sell shares in the offering if they express an interest in doing so and we are unable to sell the offering on our own) We may also hire licensed broker-dealers (Agents) to sell these shares on a best efforts basis if they express an interest in doing so.

There are no underwriters involved in this offering. If we retain Agents to sell these shares, we will pay the Agents a selling commission of up to 10% of the gross offering proceeds attributable to the shares, which they sell. We and any Agents, which we might hire, will indemnify each other against certain liabilities, including liabilities under the Securities Act of 1933. Any broker, dealer or sales agent that participates in the distribution of shares may be deemed to be an underwriter, and any profits on the sale of the shares by any such broker, dealer or sales agent and any commissions and fees received by any such broker, dealer or sales agents may be deemed to be underwriting compensation under the Securities Act.

We will end the offering when we have sold all of the offered common stock, but no later than January 5, 2007.

The shares may not be offered or sold in certain jurisdictions unless they are registered or otherwise comply with the applicable securities laws of such jurisdictions by exemption, qualification or otherwise. We intend to sell the shares only in the states in which this offering has been qualified or an exemption from the registration requirements is available, and purchases of shares may be made only in those states. We will not qualify our offering in any states but Washington and Oregon. To comply with the securities laws of certain jurisdictions, as applicable, the shares may be required to be offered and sold only through registered or licensed brokers or dealers. If such registered or licensed brokers or dealers are engaged, the total commission and fees paid to such brokers and dealers in connection with the sale of shares will not exceed 10% of the selling price of the shares.

In connection with their selling efforts in the offering, our officers and directors will not register as broker-dealers pursuant to Section 15 of the Securities Exchange Act of 1934, but rather will rely upon the "safe harbor" provisions of Rule 3a4-1 under the Exchange Act. Generally speaking, Rule 3a4-1 provides an exemption from the broker-dealer registration requirements of the Exchange Act for persons associated with an issuer that participate in an offering of the issuer's securities. The conditions to obtaining this exemption include the following:

None of the selling persons are subject to a statutory disqualification, as that term is defined in Section 3(a)(39) of the Exchange Act, at the time of participation;

None of the selling persons are compensated in connection with his or her participation by the payment of commissions or other remuneration based either directly or indirectly on transactions in securities;

None of the selling persons are, at the time of participation, an associated person of a broker or dealer, and

All of the selling persons meet the conditions of paragraph (a)(4)(ii) of Rule 3a4-1 of the Exchange Act, in that they (A) primarily perform or are intending primarily to perform at the end of the offering, substantial duties for or on behalf of the issuer otherwise than in connection with transactions in securities, and (B) are not a broker or dealer, or an associated person of a broker or dealer, within the preceding 12 months, and (C) do not participate in selling an

offering of securities for any issuer more than once every 12 months other than in reliance on this rule.

In addition, in connection with this offering, licensed broker-dealers who are hired may engage in passive market making transactions in our common stock on Nasdaq immediately prior to the commencement of the offering in accordance with Regulation M. Passive market making presently consists of displaying bids on Nasdaq limited by the bid prices of market makers not connected with such offering and purchases limited by such prices and effected in response to order flow. Net purchases by a passive market maker on each day are limited in amount to 30% of the passive market maker's average daily trading volume in our common stock during the period of the two full consecutive calendar months prior to the determination of the offering price in connection with a sale pursuant to this prospectus and must be discontinued when such limit is reached. Passive market making may stabilize the market price of our common stock at a level above that which might otherwise prevail and, if commenced, may be discontinued at any time. Passive market making may cause the price of the common stock to be higher than the price that otherwise would exist in the open market in the absence of those transactions. If a licensed broker-dealer commences passive market making transactions, the broker-dealer may discontinue them at any time.

We have not established a minimum amount of proceeds that we must receive in the offering before any proceeds may be accepted. We cannot assure you that all or any of the shares offered under this prospectus will be sold. No one has committed to purchase any of the shares offered. We reserve the right to withdraw, cancel or modify this offer and to accept or reject any subscription in whole or in part, for any reason or for no reason. Subscriptions will be accepted or rejected promptly. All monies from rejected subscriptions will be returned immediately by us to the subscriber, without interest or deductions. Any accepted subscriptions will be made on a rolling basis. Once accepted, the funds will be deposited into an account maintained by us and considered our general assets. Subscription funds will not be placed into escrow, trust or any other similar arrangement. There are no investor protections for the return of subscription funds once accepted. Certificates for shares purchased will be issued and distributed by our transfer agent within 10 business days after a subscription is accepted and "good funds" are received in our account. Certificates will be sent to the address supplied in the investor subscription agreement by certified mail. Subscribers will not be considered shareholders until they are issued stock certificates.

Our officers, directors, existing stockholders and affiliates may purchase shares in this offering and there is no limit to the number of shares they may purchase.

An agreement to purchase the Common Shares offered hereby (the Subscription Agreement) accompanies this Prospectus. Subject to availability and our right to reject subscriptions, in whole or in part, for any reason, Common Shares may be subscribed for by completing, executing and returning the Subscription Agreement, together with payment for all shares subscribed for, to Jewett-Cameron Trading Company Ltd., P.O. Box 1010, North Plains, Oregon 97133. Our acceptance of a subscription shall be evidenced solely by the delivery to the subscriber of a written confirmation of sale. Our receipt of a Subscription Agreement and/or deposit by the Company of payment for the subscribed shares as described below shall constitute acceptance of a subscription.

Warranties by Subscribers

By signing the Subscription Agreement each investor is representing and warranting to us that he or she has indicated his or her true state of legal residence.

We will reject subscription agreements received, if any, from residents of these states where we are not authorized to sell the Common Shares. The warranty given by each subscriber indicating the subscriber's true state of legal residence will assist us in complying with state securities laws. We might assert our rights under this warranty if a misrepresentation by a subscriber results in us selling shares of stock in a state in which we are not permitted to sell such shares. A subscriber does not waive any rights under the federal securities laws by executing the Subscription Agreement.

Termination of Offering

We can terminate this Offering at any time prior to the sale of all 500,000 Common Shares offered hereby.

DESCRIPTION OF SECURITIES

Our common stock is issued in registered form. Computershare Investor Services, Inc. (located in Vancouver, British Columbia, Canada) is our registrar and transfer agent.

We completed a three for two stock split on February 26, 2003. All references in this document to per share prices and the number of shares refer to post-split data unless otherwise indicated.

Our common shares trade on the NASDAQ Small Capital stock exchange in the United States. Our stock trades under the symbol "JCTCF" and CUSIP# 47733C-20-7. Our common stock began trading on NASDAQ in April 1996.

Our common shares also trade on the Toronto Stock Exchange that is located in Toronto, Ontario, Canada, under the trading symbol "JCT". Our common stock started trading on the Toronto Stock Exchange in February 1994.

There are no restrictions that limit our ability to pay dividends on our common stock. We have not declared any dividends since incorporation and we do not anticipate that we will do so in the foreseeable future. Our present policy is to retain future earnings for use in the operations and expansion of our business.

If dividends were to be paid, Canadian law states that in the case of dividends paid to residents not of Canada, the Canadian tax is withheld, which means only the net amount to the shareholder is paid. Article X of the Tax Convention provides that the rate of tax on dividends paid to residents of the United States is generally limited to 15% of the gross dividend (or 10% in the case of certain corporate shareholders owning at least 10% of the Registrant's voting shares). In the absence of the treaty provisions, the rate of Canadian withholding tax imposed on non-residents is 25% of the gross dividend. Stock dividends received by non-residents from the Registrant are taxable by Canada as ordinary dividends.

Upon the completion of this offering, our authorized capital stock will not change. Our outstanding shares will increase to 1,965,585 shares of common stock outstanding. Prior to this offering, we had 1,465,858 shares of common stock outstanding held by 30 registered shareholders.

Our authorized capital consists of 20,000,000 shares of common stock, no par value per share, and 10,000,000 shares of preferred stock, no par value per share, all of which shares of preferred stock are undesignated. We had no shares of preferred stock outstanding.

COMMON STOCK

Holders of common stock are entitled to one vote for each share held on all matters submitted to a vote of stockholders and do not have cumulative voting rights. Accordingly, holders of a majority of the shares of common stock entitled to vote in any election of directors may elect all of the directors standing for election. Holders of common stock are entitled to receive proportionately any dividends as may be declared by our board of directors, subject to any preferential dividend rights of outstanding preferred stock. Upon our liquidation, dissolution or winding up, the holders of common stock are entitled to receive proportionately our net assets available after the payment of all debts and other liabilities and subject to the prior rights of any outstanding preferred stock. Holders of common stock have no preemptive, subscription, redemption or conversion rights. Our outstanding shares of common stock are and the shares offered by us in this offering will be, when issued and paid for, fully paid and nonassessable. The rights, preferences and privileges of holders of common stock are subject to and may be adversely affected by, the rights of the holders of shares of any series of preferred stock, which we may designate, and issue in the future.

PREFERRED STOCK

The board of directors has the authority, without action by the stockholders, to designate and issue preferred stock and to designate the rights, preferences and privileges of each series of preferred stock, which may be greater than the rights attached to the common stock. It is not possible to state the actual effect of the issuance of any shares of preferred stock on the rights of holders of common stock until the board of directors determines the specific rights attached to that preferred stock. The effects of issuing preferred stock could include one or more of the following:

- restricting dividends on the common stock,
- diluting the voting power of the common stock,
- impairing the liquidation rights of the common stock, or
- delaying or preventing a change of control of our company.

There are currently no shares of preferred stock outstanding.

There are currently no warrants outstanding.

OPTIONS

We can grant stock options to our directors and employees.

Under the rules of the Ontario Securities Commission we can grant stock options for up to 10% of the number of shares that are outstanding at the time. We cannot; however, give any one person more stock options than 5% of the shares outstanding. The stock option price must be equal to the fair market value of the stock on the day we grant the options. (This value is subject to a 10% discount, which is mandated by the Ontario Securities Commission.)

Currently there are no shares reserved for issuance pursuant to outstanding warrants, rights or convertible securities. We have 52,500 share purchase options outstanding.

ANTI-TAKEOVER PROVISIONS

Some provisions of our certificate of incorporation and bylaws, may be deemed to have an anti-takeover effect and may delay or prevent a tender offer or takeover attempt that a stockholder might consider in one's best interest, including those attempts that might result in a premium over the market price for the shares held by stockholders.

The terms of certain provisions of our certificate of incorporation and bylaws may have the effect of discouraging a change in control. Such provisions include the requirement that all stockholder action must be effected at a duly-called annual meeting or special meeting of the stockholders and the requirement that stockholders follow an advance notification procedure for stockholder business to be considered at any annual meeting of the stockholders.

Advance Notice Requirements for Stockholder Proposals and Director Nominations

Our bylaws provide that stockholders seeking to bring business before an annual meeting of stockholders, or to nominate candidates for election as directors at an annual meeting of stockholders, must provide timely notice in writing. To be timely, a stockholder's notice must be delivered to or mailed and received at our principal executive offices not less than 90 days prior to the anniversary date of the immediately preceding annual meeting of stockholders. However, in the event that the annual meeting is called for a date that is not within 30 days before or after such anniversary date, notice by the stockholder in order to be timely must be received not later than the close of business on the 10th day following the date on which notice of the date of the annual meeting was mailed to stockholders or made public, whichever first occurs. Our bylaws also specify requirements as to the form and content of a stockholder's notice. These provisions may preclude, delay or discourage stockholders from bringing matters before an annual meeting of stockholders or from making nominations for directors at an annual meeting of stockholders.

Stockholder Action; Special Meeting of Stockholders

Our certificate of incorporation eliminates the ability of stockholders to act by written consent. It further provides that special meetings of our stockholders may be called only by our Chairman of the Board, Chief Executive Officer, President, a majority of our directors or committee of the board of directors specifically designated to call special meetings of stockholders. These provisions may limit the ability of stockholders to remove current management or approve transactions that stockholders may deem to be in their best interests and, therefore, could adversely affect the price of our common stock.

Authorized but Unissued Shares

Our authorized but unissued shares of common stock and preferred stock will be available for future issuance without stockholder approval. These additional shares may be utilized for a variety of corporate purposes, including future public offerings to raise additional capital, corporate acquisitions and employee benefit plans. The existence of authorized but unissued shares of common stock and preferred stock could render more difficult or discourage an attempt to effect a change in our control or change in our management by means of a proxy contest, tender offer, merger or otherwise.

Charter Amendments

British Columbia law provides generally that the affirmative vote of a majority of the shares entitled to vote on any matter is required to amend a corporation's certificate of incorporation or bylaws, unless either a corporation's certificate of incorporation or bylaws require a greater percentage.

OUR BUSINESS

General Development of Business

We were incorporated in British Columbia, Canada, on July 8, 1987, as a holding company for Jewett-Cameron Lumber Corporation (JCLC). We acquired all of the shares of JCLC through a stock-for-stock exchange and on July 13, 1987 Jewett-Cameron Lumber Corporation became a wholly owned subsidiary of ours.

Jewett-Cameron Lumber Corporation was incorporated in the state of Oregon, USA, in September 1953. During the next 31 years it developed a good reputation as a small lumber wholesaler based in Portland, Oregon. In September 1984, the original stockholders sold their interest in the corporation to a new group of investors. Two of these investors, Donald Boone and Michael Nasser, are now associated with our company. Donald Boone is our President and Michael Nasser is our Secretary.

Jewett-Cameron Lumber Corporation purchased another company, Material Supply International ("Material Supply") in early 1986. MSI-PRO CO., incorporated in April 1996, is a successor to that company. It is a wholly owned subsidiary of Jewett-Cameron Lumber Corporation and imports and distributes pneumatic air tools and industrial clamps under the name MSI-PRO CO. .

Our wholly owned subsidiary, Jewett-Cameron South Pacific Ltd. ("JCSP") was incorporated in the Kingdom of Tonga in July 1990. We closed our operations in Tonga in 2001.

A second wholly owned subsidiary of Jewett Cameron Lumber Corporation is Jewett-Cameron Seed Company (JCSC), incorporated in Oregon, USA in October 2000. We formed Jewett-Cameron Seed Company after we acquired certain assets of another company called AgriBioTech Inc. The assets that we acquired are located at 31345 N.W. Beach Road in Hillsboro, Oregon. The assets that we purchased were thirteen plus acres of land; 105,000 square feet of buildings; rolling stock; and, equipment. We use this facility for seed and grain processing, storage and brokerage. We now operate this business as a seed and grain processing, storage and brokerage business.

Our third wholly owned subsidiary, Greenwood Products, Inc. was incorporated in Oregon, USA in February 2002. We formed this company after Jewett Cameron Lumber Corporation acquired some of the assets of Greenwood Forest Products, Inc. of Portland, Oregon. This business involves the processing and distribution of industrial wood and other specialty building products, principally to original equipment manufacturers, primarily in the transportation and recreational boating industries in the United States. Approximately half of GPI s sales are attributable to the recreational boating industry and are generally stronger during the winter months. The value-added-nature of our wood components are that they will resist rust, rot and flame. They also reduce sound and have a high degree of structural strength per pound.

Financial Information About Business Segments

The table below summarizes certain financial information about our subsidiaries for the past three years.

SALES	<u>2005</u>	<u>2004</u>	<u>2003</u>
Industrial Wood Products (Greenwood Products)	\$55,381,407	\$52,724,000	\$44,195,963
Building Materials (JCLC)	\$13,328,794	\$12,764,651	\$7,063,507
Industrial Tools	1,083,180	\$1,000,135	\$878,966
Seed Processing & Sales	\$4,824,080	\$4,846,341	\$3,230,151
Total	\$74,617,461	\$71,335,127	\$55,368,587
INCOME (LOSS) from OPERATIONS			
Industrial Wood Products (Greenwood Products)	\$1,625,143	\$1,668,685	\$730,781
Building Materials (JCLC)	(156,902)	(\$581,070)	(\$124,928)
Industrial Tools	120,238	\$89,941	\$103,362

Seed Processing & Sales	(9,629)	\$91,741	\$46,114
General Corporate	<u>(52,968)</u>	<u>(\$50,123)</u>	<u>(\$16,003)</u>
Total	\$1,525,882	\$1,219,174	\$739,326

IDENTIFIABLE ASSETS

Industrial Wood Products (Greenwood Products)	\$9,634,991	\$12,997,448	\$9,177,682
Building Materials (JCLC)	\$6,136,133	\$5,571,313	\$7,027,843
Industrial Tools	\$98,806	\$92,541	\$95,885
Seed Processing & Sales	\$1,467,309	\$1,255,379	\$2,201,094
General Corporate	<u>201,119</u>	\$9,302	\$10,121
Total	\$17,538,358	\$19,925,983	\$18,512,625

Narrative Description of Business

The following is a description of our business.

*Industrial Wood Products**Greenwood Products Inc.*

Our subsidiary Greenwood Products Inc operates out of their facilities in Tiagard, Oregon . This portion of our business involves the processing and distribution of industrial wood and other specialty building products, principally to original equipment manufacturers , primarily in the transportation and recreational boating industries in the United States. Approximately half of GPI s sales are attributable to the recreational boating industry and are generally stronger during the spring and summer months. The value -added-nature of our wood components are engineered to proprietary specifications and tolerances Products include cheese boxes, kiln sticks, diving boards blanks, scaffolding, laminated veneer lumber and specialty panels.. Users would be manufacturers of boats, buses, and subway cars. Specific products include, marine panels, yacht grade cherry lumber,dB-Ply Marine plywood panels, laminated veneer lumber, one-piece LVL Stingers, XL Industril Panels, Select Boat Panel, and Panelam Panel.

During Fiscal 2005/2004/2003, sales of Greenwood Products, Inc. to original equipment manufacturers represented about 34%, 35% and 29% respectively of our total revenue; with transportation and recreational boating industry sales representing 41% in 2005, 39% in 2004, and 51% in 2003 respectively. GPI s sales increased to \$55.4 million in 2005 from \$52.7 million in 2004; and \$52.7 million in 2004 from \$44.2 million in 2003.

Below is a list of GPI's major customers from whom we derive 10% or more of our revenues and the percentage of total sales from each one of them.

Major Customers	Fiscal Years Ended August 31 st		
	<u>2005</u>	<u>2004</u>	<u>2003</u>
U S Marine	18%	18%	13%

GPI has no backlog of orders.

GPI has no patents, trademarks, licenses, or concessions.

Lumber and Building Materials

Jewett-Cameron Lumber Corporation

Our subsidiary JCLC operates out of facilities located in North Plains, Oregon. Through Jewett-Cameron Lumber Corporation we compete in the following business segments: warehouse distribution and direct sales of building materials to home improvement centers which are located primarily in the Pacific and Rocky Mountain regions of the United States; the export of finished building materials to export customers who are located primarily in Central and South America; and, we sell specialty wood products for both government and industrial sale. This area of our business is done primarily on a contract-bid basis. This means that we only sell products after we have been told that our bids for these products were accepted and we are given a contract, which states that our customers will purchase the products from us.

During Fiscal 2005/2004/2003, sales by Jewett-Cameron Lumber Corporation to home improvement centers represented about 18%, 18% and 13%, respectively of our total revenue; with export, industrial tools and seed processing and sales representing 8%, 8% and 7% respectively.

Through JCLC we sell products to the home improvement industry. This is an industry that, in the past, has not been subject to major business cycles; however, the current economic downturn has been detrimental for this market and we have experienced a decrease in the sale of these products. Traditionally, the new home construction portion of the

lumber industry is highly sensitive to the US economy and interest rates and this industry usually suffers during periods of economic decline and high interest rates because of the reduction in housing starts. Through JCLC we have concentrated on building a customer base in the residential repair and remodeling segment of the industry because we believe that this is a growing market that is fueled by professional remodelers and do-it-yourself homeowners. We believe that this market is less sensitive to downturns in the U.S. economy than is the market for new home construction.

The products that we sell through JCLC are not unique and with few exceptions are available from multiple suppliers; however, the service which we provide is unique in that it includes bar coding of all products; shrink wrapping of all individual orders; and, just in time delivery to most customers.

Our current products in this area are:

Garden Timbers Treated, untreated, or stained including cherry tone garden ties, bender board, stakes and lath.

Gates

Dimension lumber.

Kennels

Greenhouses

Portable storage buildings

Non-wood items which we sell through Jewett-Cameron Lumber Company include kennels, greenhouses, portable storage buildings, metal gates and metal fencing. These items are sold in the home improvement departments of our customers.

Our distribution center and headquarters office facility in North Plains, Oregon was completed in November 1995. This complex includes 40,000 square feet under roof of warehouse, office, and manufacturing space on five paved acres. This facility gives us the ability to provide a broad range of products and services to our customer base which is located between Northern California and Alaska.

We have no patents, trademarks, licenses, franchises, or concessions relating to any of our products and as a result they are not factors in our business.

Historically, we have received commitments from a number of large home improvement chains in the late fall/early winter to supply products to them at a fixed price for a specified period of time; i.e., for three months of firm pricing once the season begins. We see no reason for this situation to change in the future.

Below is a list of our major customers customers from whom we derive 10% or more of our revenues and the percentage of our total sales from each one of them.

Major Customers

Fiscal Years Ended August 31st

2005