



**ANTHONY CLARK INTERNATIONAL
INSURANCE BROKERS LTD.**

ANNUAL FINANCIAL REPORT

MARCH 31, 2009

ANTHONY CLARK INTERNATIONAL INSURANCE BROKERS LTD.

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COMPANY PROFILE

The Company's head office and principal business office is located at Suite 355, 10333 Southport Road S.W., Calgary, Alberta, Canada T2W 3X6.

The Company's registered office is located at Suite 1200, 1015 - 4th Street S.W., Calgary, Alberta, Canada T2R 1J4.

The Company is a General Insurance Brokerage and has been in the General Insurance business since 1989. The Company has expanded through internal growth and acquisitions. The Company carries on operations in Alberta, Canada and the States of Arizona, California, and Virginia, USA. The Company operates out of twenty-three locations: six in Alberta, five in California, eleven in Virginia and one in Arizona.

The Company's operations are highly automated and it strives to maintain an excellent reputation with its customers and insurance carriers. Since its inception, the Company has pursued an aggressive growth strategy of acquiring other General Insurance Brokerages and integrating them into the Company's overall business structure.

2009 HIGHLIGHTS

Year Ended March 31	2009	2008
Revenue	\$ 16,867,350	\$ 15,288,962
Earnings from operations (EBITDA) (1)	\$ 3,159,718	\$ 1,596,646
Total Assets	\$ 36,358,502	\$ 24,506,230
Total Liabilities and Shareholders' Equity	\$ 36,358,502	\$ 24,506,230
Cash, end of year	\$ 2,875,053	\$ 403,554
Common Shares Outstanding at year end	9,524,978	8,551,978

(1) Before interest, taxes, depreciation and amortization and other. EBITDA is reconciled to Net Earnings (loss) on the Five Year Summary page at the end of the report.

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PRESIDENT'S MESSAGE

FOCUS + CHANGE + PERFORMANCE = RESULTS

Since the change in senior management and the establishment of our new Senior Executive Team in November 2007, the Company reports significant advances.

We are pleased to highlight the 2009 results, specifically an increase of almost **100%** in the 2009 EBITDA (earnings before interest, taxes, depreciation and amortization) over the prior year and an earnings per share report of positive **\$0.09 per share** versus a negative \$0.41 per share in 2008.

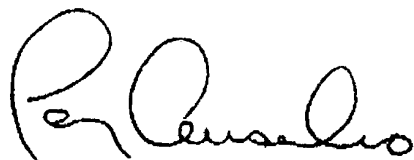
We remain focused on the **bottom line objective** of strengthening our financial position and shareholder value. Changes in “the way we do business” and its implementation over the 2009 fiscal year have yielded substantial results. The Company has experienced **solid performance** due to our efforts to promote operational efficiencies such as office and employee rationalization, and debt management practices. We are maintaining tight financial controls and strengthening our industry relationships. Management has faced these challenges in a period of global financial turmoil and uncertainty. Management believes we are on track to deliver **strong and sustainable financial performance**.

Generally, in Alberta, personal insurance premiums are expected to increase due to cost pressures and lower investment returns of the insurance companies. Commercial insurance premiums experienced price declines over the past three years but signs now indicate a prospective firming of rates in the commercial pricing environment. Canada-wide, the recession threatens many business sectors. However, the property and casualty insurance sector appears relatively stable due to the “need to insure” factor as long as business and office foreclosure rates are not excessive. In the USA, personal insurance premiums continue to decline as the market has softened within the context of the recession. The commercial lines sector seems stable with a slight bias to the upside.

Senior Management has worked hard on behalf of the Shareholders to establish a solid operating platform for continuing earnings and financial performance. We will continue to stay focused on our core values. We are energized about the future and look forward to reporting on future developments in fiscal 2010.

I am confident the Company will continue on this path of success in 2010. I wish to thank the Company's executive team, employees, and my fellow board members, who will continue to work to represent the best interests of our Shareholders. I also wish to thank our Shareholders for their continuing support.

Sincerely,



Tony Consalvo

President and CEO

Anthony Clark International Insurance Brokers Ltd.

June 29, 2009

June 29, 2009

MANAGEMENT'S DISCUSSION AND ANALYSIS

This Management's Discussion and Analysis may contain forward-looking statements and information. Forward-looking statements are statements that are not historical fact and are generally identified by words such as "believe", "expects", "projects" and words of similar connotation. Forward-looking statements are subject to various risks and uncertainties, many of which are difficult to predict, and are usually beyond the control of management, that could cause actual results to be materially different from those expressed by these forward looking statements. Risks and uncertainties include, but are not limited to, risk with respect to general economic conditions, changes in the insurance marketplace, regulations and taxes, restrictive terms and conditions, coverage exclusions and higher prices in every line of insurance. Readers are cautioned not to place undue reliance on these forward- looking statements.

The Company does not undertake to update or re-issue the forward-looking statements that may be contained herein, whether as a result of new information, future events or otherwise.

OVERVIEW

Anthony Clark International Insurance Brokers Ltd.'s (the "Company") primary business activity involves the operation of general insurance brokerages in Canada and the United States. Shares of the Company trade on the TSX Venture Exchange under the symbol "ACL". The Company, founded in 1989, has expanded through internal growth and acquisitions. The Company operates in two economic environments and revenues are attributed to geographic areas based on the location of resources producing the revenues.

The following discussion should be read in conjunction with the audited consolidated financial statements and the related notes to those audited consolidated financial statements for the year ended March 31, 2009, which are prepared in accordance with Canadian GAAP.

All amounts are in Canadian Dollars unless otherwise indicated.

2009 HIGHLIGHTS

- **June 2008** – Closing of term loan facility to refinance existing loans, acquisition facility, line of credit facility, and sale of a minority interest of the Canadian operations
- **July - September 2008** – Acquired books of business of the independent contractors
- **January 2009** – Acquisition of Dyck Insurance
- **March - April 2009** – Finalization of loan discounts and reduction of U.S. debt by US\$8.1 million
- **EBITDA** – increased to \$3.2 million from \$1.6 million, an increase of 98%
- **Net earnings** – \$0.09 per share

The insurance industry continued to experience a soft market, characterized by reduced premium rates, throughout the 2009 fiscal year. In the second half of the fiscal year, the disruption in the global credit markets, the repricing of credit risk and the deterioration of the financial markets created increasingly difficult conditions for financial institutions, including those in the insurance industry. Despite this difficult market environment, the Company grew organically in certain divisions and maintained revenue levels and streamlined costs, resulting in doubling the EBITDA. The Company acquired a quality insurance brokerage and successfully reduced the debt load resulting in reduced debt costs and a stronger balance sheet. The Company had positive net earnings and anticipates maintaining the positive earnings in the upcoming fiscal years.

The Company will continue to look for quality accretive acquisitions, seek capital injection to reduce debt, streamline costs and review divestiture of underperforming assets to increase shareholder value.

SELECTED ANNUAL INFORMATION

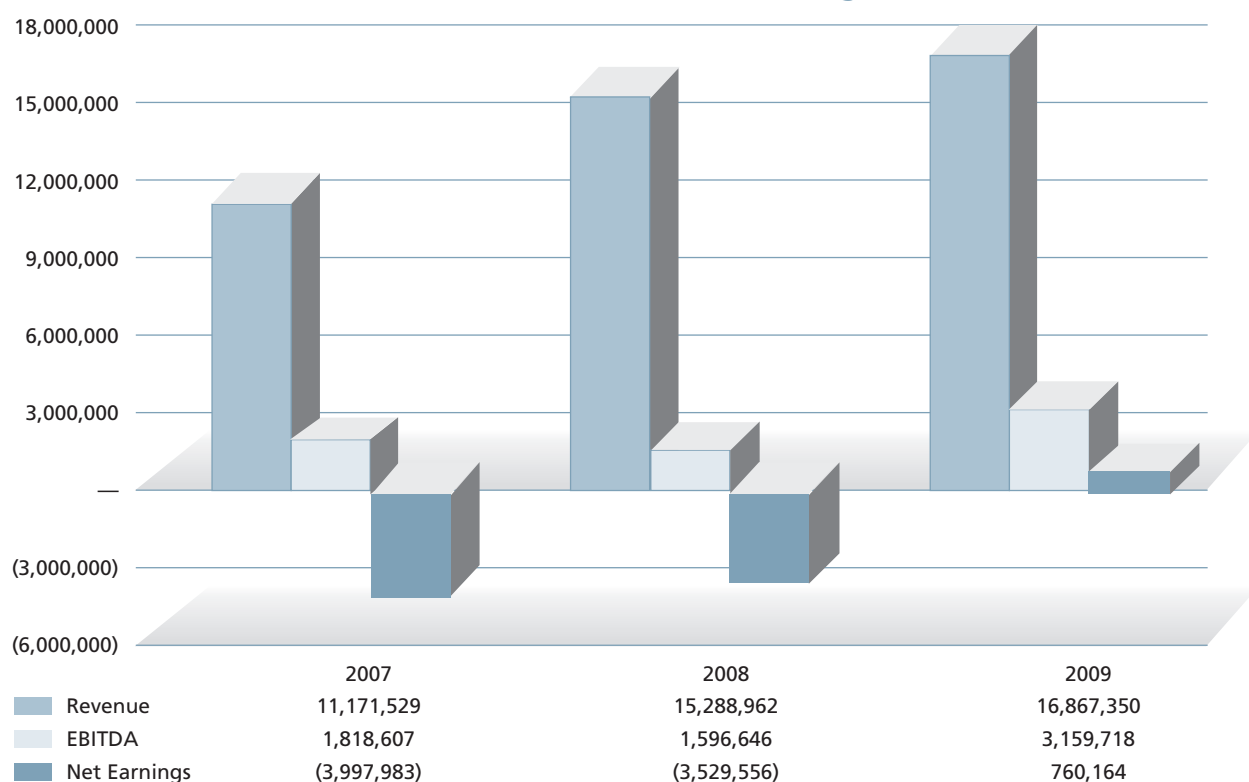
The following table summarizes selected annual information prepared in accordance with Canadian generally accepted accounting principles for the three most recently completed financial years:

Years ended March 31,	2009	2008	2007
Revenue	\$ 16,867,350	\$ 15,288,962	\$ 11,171,529
Net earnings (loss) before discontinued operations	760,164	(3,502,409)	(3,975,379)
Net earnings (loss)	760,164	(3,529,556)	(3,997,983)
Total assets	36,358,502	24,506,230	15,917,995
Total long-term liabilities	34,895,496	28,072,261	16,234,673
Shareholder's equity	(5,530,294)	(6,454,506)	(3,238,070)
Earnings (loss) before discontinued operations per share – basic and diluted	0.09	(0.41)	(0.47)
Earnings (loss) per share – basic and diluted	0.09	(0.41)	(0.47)

The Company's revenue, total assets and total long-term liabilities have increased primarily due to the acquisition of an agency based in Calgary, Canada during the year ended March 31, 2009, along with the effect of the exchange rate.

The net earnings for the year ended March 31, 2009 of \$760,164 included \$1,746,073 of net non-cash income consisting of discount realized on U.S. loans, amortization of deferred financing costs and loan discounts, future income taxes recovery, impairment of deferred financing costs, depreciation and amortization, stock-based compensation, impairment of goodwill, impairment of unamortized initial franchise fees, impairment of non-competition agreements, gain on sale of interest in consolidated subsidiary and non-controlling interest.

ACL – Three Year Summary Revenue, EBITDA & Net Earnings



RESULTS OF OPERATIONS

New accounting policies

Trust cash

Certain premiums collected, net of related commissions, but not yet remitted to insurance carriers are restricted by contract and by law in certain jurisdictions.

Financial instruments

Financial assets are classified as either held for trading, held to maturity, loans and receivables or available for sale and financial liabilities as either held for trading or as other financial liabilities. Upon initial recognition, ordinarily all financial instruments are recognized at fair value. Subsequently, financial assets classified as held to maturity and as loans and receivables, and other financial liabilities, are accounted for at amortized cost. Financial assets and financial liabilities classified as held for trading are accounted for at fair value with unrealized holding gains and losses included in net income each period. Available for sale financial assets are also accounted for at fair value, however unrealized holding gains and losses on these instruments are included in the statement of operations and comprehensive income as other comprehensive income and on the balance sheet as a separate component of shareholders' equity titled accumulated other comprehensive income.

Adoption of new accounting standards

Effective on April 1, 2008, the Company adopted Section 3862 "Financial Instruments – Disclosures" and Section 3863 "Financial Instruments- Presentation" which replaces the disclosure requirements of Section 3861 "Financial instruments — Disclosure and Presentation. Section 3862 requires additional disclosure of the risks associated with financial instruments and of how those risks are managed. Section 3863 carries forward standards for the presentation of financial instruments and non-financial derivative instruments and provides additional guidance for the classification of financial instruments. Comparative information about the nature and extent of risks arising from financial instruments is not required in the year Section 3862 is adopted. The adoption of Section 3862 and Section 3863 did not have an impact on the Company's results of operations or financial condition.

Effective on April 1, 2008, the Company adopted Section 1535 "Capital disclosures" which requires increased disclosure of information regarding a company's capital and how it is managed. The standard requires enhanced disclosures with respect to an entity's objectives, policies and processes for managing capital, what the entity regards as capital, and the entity's compliance with any external capital requirements and related consequences of non-compliance. The adoption of Section 1535 did not have an impact on the Company's results of operations or financial condition.

Future accounting standards

The following is an overview of accounting standard changes that the Company will be required to adopt in future years:

Goodwill and intangible assets

In February 2008, the Canadian Institute of Chartered Accountants ("CICA") issued Section 3064, "*Goodwill and Intangible Assets*" which provides guidance on the recognition, measurement, presentation and disclosure for goodwill and intangible assets, other than the initial recognition of goodwill or intangible assets acquired in a business combination. The standard is effective for fiscal years beginning on or after October 1, 2008, and requires retroactive application to prior period financial statements. The Company has evaluated the impact of this new standard for adoption on April 1, 2009 and does not expect any significant effect on its consolidated financial statements.

Business combinations, consolidated financial statements and non-controlling interests

The CICA issued three new accounting standards in January 2009: Section 1582, “*Business Combinations*”, Section 1601, “*Consolidated Financial Statements*”, and Section 1602, “*Non-controlling interest*”. These new standards will be effective for fiscal years beginning on or after January 1, 2011. The Company is in the process of evaluating the requirements of the new standards.

Section 1582 replaces Section 1581, and establishes standards for the accounting for a business combination. It provides the Canadian equivalent to International Financial Reporting Standard IFRS 3 – “*Business Combinations*”. This section applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2011.

Sections 1601 and 1602 together replace 1600 – “*Consolidated Financial Statements*”. Section 1601, establishes standards for the preparation of consolidated financial statements. Section 1601 applies to interim and annual consolidated financial statements relating to fiscal years beginning on or after January 1, 2011. Section 1602 establishes standards for accounting for a non-controlling interest in a subsidiary in consolidated financial statements subsequent to a business combination. It is equivalent to the corresponding provisions of International Financial Reporting Standards IAS 27 – “*Consolidated and Separate Financial Statements*” and applies to interim and annual consolidated financial statements relating to fiscal years beginning on or after January 1, 2011.

International Financial Reporting Standards (IFRS)

The Canadian Accounting Standards Board will require all public companies to adopt IFRS for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. Companies will be required to provide IFRS comparative information for the previous fiscal year. The transition from Canadian GAAP to IFRS will be applicable for the Company for the first quarter of its 2012 fiscal year when the Company will prepare both the current and comparative financial information using IFRS. The Company expects the transition to IFRS to impact financial reporting, business processes and information systems. The Company has started the initial planning and assessment phase to ensure a timely transition to IFRS.

Insolvency of Brooke Capital Corporation and Termination of Franchise Arrangements

The Company’s U.S. locations had been operating as franchises of Brooke Capital Corporation since October 31, 2006, in conjunction with certain debt financing. Beginning in the second quarter of 2009, the monthly cash settlements of net commissions receivable for the U.S. operations due monthly per the terms of the Brooke franchise agreements, stopped entirely. On October 17, 2008, the Company’s U.S. operations were released from their franchise agreements and, therefore, the unamortized initial franchise fees of \$2,948,952 were written off. On October 28, 2008, Brooke Corporation and Brooke Capital Corporation filed voluntary petitions under Chapter 11 of the United States Bankruptcy Code. An additional amount of \$1,639,071 was written off, primarily related to the net receivable from Brooke Capital Corporation for the monthly net settlements. Additionally, legal fees of \$261,747 were incurred by the Company.

On September 11, 2008, the Company filed a claim in the Superior Court of California against Brooke Corporation, Brooke Capital Corporation and Aleritas Corporation, an affiliate of Brooke Corporation, claiming amounts owing, breach of contract, fraud and misrepresentation, in the amount of approximately U.S. \$6.0 million. No amount has been provided for in these financial statements as the outcome of this matter is not determinable at this time.

Business Acquisitions

Year ended March 31, 2009

During the year ended March 31, 2009, the Company acquired books of business of its independent contractors, which were processed through the Company, and all of the fixed assets and customer accounts of Dyck Insurance, located in Calgary and Edmonton, Alberta. The purchases were funded through an expansion of the Company’s existing Acquisition facility and vendor financing payable to the vendors at the end of the first and second years after closing.

In aggregate, as a result of the above transactions, the net assets acquired and liabilities incurred were as follows:

Assets and liabilities acquired:	
Goodwill	\$ 5,741,551
Customer accounts	4,874,139
Fixed assets	75,000
Future tax liability	(293,263)
Accounts payable and accrued liabilities	(65,055)
	\$ 10,332,372
Consideration paid:	
Lender financing	\$ 9,943,420
Vendor financing	388,085
Discount on vendor financing	(44,975)
Net cash paid	45,842
	\$ 10,332,372

The results of operations and cash flows of the acquired business, other than the books of business of its independent contractors, are included in these financial statements from the closing date of the acquisition, which was January 29, 2009.

Year ended March 31, 2008

During the year ended March 31, 2008, the Company acquired all of the fixed assets and customer accounts (the "Assets") of Low Cost Insurance located in California and Arizona. To finance the purchase of the Assets, related initial franchise fees, loan fees and additional working capital requirements, the Company arranged additional secured debt financing through its existing operating line of credit and debt facilities. As part of the purchase agreement, net cash received relating to operations prior to the closing date of the transaction were deducted from the cost of assets acquired.

The results of operations and cash flows of the acquired business are included in these financial statements from the closing date of the acquisition, which was June 28, 2007.

The consideration given has been allocated to acquired identifiable assets and liabilities as follows based on the foreign exchange rates in effect on the date of closing:

Assets acquired:	
Customer accounts	\$ 1,739,867
Fixed assets	265,675
Goodwill	9,163,426
	\$ 11,168,968
Consideration paid:	
Capital lease assumed	\$ 43,357
Net cash received	(306,157)
Fair value of notes payable	11,431,768
	\$ 11,168,968

During the 2008 fiscal year, the purchase price related to an acquisition of customer accounts was adjusted under the terms of the purchase agreement, resulting in a reduction to customer accounts and the note payable to the vendor in the amount of \$22,959.

Revenue

The Company's revenue increased to \$16,867,350 for the year ended March 31, 2009 from \$15,288,962 for the year ended March 31, 2008, an increase of 10%. Revenues increased in Canada by \$613,000 primarily due to the effect of the acquisition in January 2009 and increased commission revenue in the Canadian operation. The revenue in the US divisions was higher primarily due to the positive effect of the change in the US to Canadian exchange rate (approx. \$800,000). The economic conditions and a continuing decline in premiums (soft market) and general competition negatively affected the growth in the U.S. divisions in the year. While property and casualty insurance rates remained soft, we expect premiums to rise as the insurers experience high claim costs and reduced investment income. As the Company's revenue is commissions determined as a percentage of premiums, an increase in premiums will result in higher revenue. Management believes that the impact of the economic downturn on revenues has reached bottom and we should see a flat to slow growth during the upcoming fiscal year.

The Company's revenue increased to \$15,288,962 for the year ended March 31, 2008 from \$11,171,529 for the year ended March 31, 2007, an increase of 37%, primarily due to the effect of the California acquisition in June 2007 and increased commission revenue in the Canadian operation, partially offset by lower contingency income, decrease in premiums in the US divisions and the adverse effect of the change in the US to Canadian exchange rate (approx. \$980,000). The revenues decreased mainly due to the continuing decline in premiums (soft market) and general competition.

Expenses

Salaries and wages have increased to \$9,039,504 for the year ending March 31, 2009 from \$8,513,562 for the year ending March 31, 2008. The increase was primarily due to the effect of the exchange rate, management bonus, and the effect of the Canadian acquisition in the last quarter of the 2009 fiscal year. The increase was partially offset by cost savings resulting from the reduction in the number of employees to address the decrease in premiums in one US division. The Company continuously and proactively aligns its employee levels with the premium volumes and the economic conditions.

Salaries and wages have increased to \$8,513,562 for the year ending March 31, 2008 from \$6,087,990 for the year ending March 31, 2007, primarily due to the effect of the California acquisition in the first quarter of fiscal 2008, increased salary costs in Canada due to market competitiveness and increased volume and severance payable to the former President of the Company, partially offset by cost savings resulting from the reduction in the number of employees to address the decrease in premiums in one US division and the effect of the exchange rate.

Rent increased to \$1,135,463 for the year ending March 31, 2009 from \$1,014,199 for the year ending March 31, 2008, primarily due to the Calgary-based Canadian acquisition in January 2009 and the effect of the exchange rate.

Rent increased to \$1,014,199 for the year ending March 31, 2008 from \$694,098 for the year ending March 31, 2007, primarily due to the California acquisition in June 2007.

General and administrative expenses decreased to \$3,428,143 for the year ending March 31, 2009 from \$4,152,792 for the year ending March 31, 2008 primarily due to the cost reductions in one of the California divisions, which were partially offset by the costs related to the Canadian acquisition in January 2009 and the effect of the exchange rate. The advertising costs were significantly lower due to realigning the advertising strategy and negotiating the settlement of outstanding amounts for advertising in one US division. Better operating processes and the elimination of redundant costs and services resulted in streamlined other operating costs.

General and administrative expenses increased to \$4,152,792 for the year ending March 31, 2008 from \$2,468,986 for the year ending March 31, 2007 primarily due to the California acquisition in June 2007, partially offset by cost savings due to streamlining of costs in the U.S. operations and the effect of the exchange rate. The California acquisition had significant advertising commitments which were assumed at acquisition and have since been reviewed and reduced substantially upon renewal. The impact of this reduction will be reflected over the next fiscal year.

During the year ended March 31, 2009, the Company granted 529,489 stock options which were accounted for in accordance with Section 3870 “Stock-Based Compensation and Other Stock-Based Payments” of the CICA Handbook which requires the expensing of the fair value of the options of \$93,760 to stock compensation expense and contributed surplus as services are provided and the awards vest.

During the year ended March 31, 2008, the Company granted 937,348 stock options which were accounted for in accordance with Section 3870 “Stock-Based Compensation and Other Stock-Based Payments” of the CICA Handbook which requires the expensing of the fair value of the options of \$141,158 to stock compensation expense and contributed surplus as services are provided and the awards vest.

EARNINGS FROM OPERATIONS BEFORE INTEREST, INCOME TAXES AND DEPRECIATION AND AMORTIZATION (EBITDA)

The Company’s EBITDA increased to \$3,159,718 for the year ended March 31, 2009 from \$1,596,646 for the year ended March 31, 2008, which represents an increase of 98% from the prior year, including stock-based compensation expense (non-cash expense). EBITDA as a percentage of revenue has increased from 10.4% for the year ended March 31, 2008 to 18.7% for the year ended March 31, 2009. The overall increase resulted from the positive and higher EBITDA from all divisions, in spite of the current economic conditions due to a strong focus on cost reductions and proactively streamlining personnel and advertising costs. The EBITDA was also positively affected by the exchange rate. The management has been focused on maintaining revenue levels in this tougher period of economic uncertainty by more cross-selling, improved sales techniques and retention of quality individuals. The Company’s cost base has been significantly reduced so that any increases in revenues will result in higher EBITDA.

The Company’s EBITDA decreased to \$1,596,646 for the year ended March 31, 2008 from \$1,818,607 for the year ended March 31, 2007, which represents a decrease of 12% from the prior year, including the stock-based compensation expense (non-cash expense). EBITDA as a percentage of revenue has decreased from 16.3% for the year ended March 31, 2007 to 10.4% for the year ended March 31, 2008. The overall decrease in EBITDA resulted primarily from the results of the new California acquisition being more than offset by the results of one other U.S. operation. The ongoing operating costs of the new California acquisition have been significantly reduced, primarily salaries and wages and advertising costs, over the months following the acquisition. The benefit of these reductions will be fully reflected in the 2009 fiscal year.

EBITDA is discussed and presented here as a non-Generally Accepted Accounting Principles measure because it is management’s major performance indicator. EBITDA is reconciled to Net earnings below.

Reconciliation of EBITDA to Net earnings (loss)

Years ending March 31,	2009	2008
Revenue	\$ 16,867,350	\$ 15,288,962
Earnings before the following (EBITDA)	3,159,718	1,596,646
Other income	1,278,148	—
Loss related to insolvency of U.S. franchisor	(4,849,770)	—
Discount on loans	7,293,681	—
Goodwill impairment	(1,310,608)	—
Interest and financing costs	(3,165,071)	(3,222,288)
Depreciation and amortization	(1,811,805)	(2,125,110)
Income taxes recovery	144,908	248,343
Non-controlling interest	20,963	—
Net earnings (loss) from continuing operations	760,164	(3,502,409)
Loss from discontinued operations	—	(27,147)
Net earnings (loss) for the year	\$ 760,164	\$ (3,529,556)

The net earnings for the year ended March 31, 2009 of \$760,164 included \$1,746,073 of net non-cash income consisting of discount realized on U.S. loans, amortization of deferred financing costs and loan discounts, future income taxes recovery, impairment of deferred financing costs, depreciation and amortization, stock-based compensation, impairment of goodwill, impairment of unamortized initial franchise fees, impairment of non-competition agreements, gain on sale of interest in consolidated subsidiary and non-controlling interest.

The net loss for the year ended March 31, 2008 of \$3,529,556 included \$2,145,811 of net non-cash expenses consisting of amortization of deferred financing costs and loan discounts, future income taxes recovery, impairment of deferred financing costs, depreciation and amortization, stock-based compensation and the net loss from discontinued operations of \$27,147.

Other income

On June 10, 2008, the Company closed an equity financing under which a non-controlling interest in a newly incorporated consolidated subsidiary of the Company which operates the Canadian operations was sold. The Company recognized a gain on sale, which is reflected as other income. An additional gain resulted from an adjustment to the sale proceeds provided for in the agreement. Under certain terms and conditions of the agreement, the Company may be required to repurchase the non-controlling interest.

Goodwill impairment

Goodwill is not subject to amortization but is subject to an impairment test that is performed at least annually. Upon testing goodwill for impairment, it was determined that there was an impairment of goodwill in one California division due to reduced revenues in the division. The resulting write-off of goodwill was in the amount of \$1,310,608 (U.S. \$1,040,000).

Discount on loans

On March 31, 2009, an amendment was made to the U.S. senior notes representing U.S. \$10,335,359 originally advanced on June 28, 2007 and later assigned whereby the principal balance on the note was adjusted to U.S. \$5,500,000. Certain terms of the loan agreement were amended, including monthly interest only payments at 7% per annum accruing from February 1, 2009 and the due date amended to September 1, 2011 with an extension to April 1, 2012 if mutually agreed to, replacing the previous maturity on June 15, 2022. In addition, an amount of U.S. \$3,037,002 originally advanced on October 31, 2006 by the U.S. senior lender and later assigned, was paid out and settled for U.S. \$1,100,000 on April 3, 2009. A gain in the amount of U.S. \$5,787,717 (CDN \$7,293,681) resulted from the extinguishment and amendment of the U.S. senior notes at a discount. The related deferred financing costs and accrued interest were written off.

Also on April 23, 2009, an amount of U.S. \$4,000,000 originally advanced by the U.S. senior lender on October 31, 2006, and later assigned was paid out and settled for U.S. \$1,423,000 with proceeds received from the sale of the additional interest in the consolidated subsidiary. A gain resulting from the extinguishment of the loan at a discount, in the amount of U.S. \$2,312,642 (CDN \$2,842,237), will be recorded in the first quarter of the fiscal year ending March 31, 2010.

Interest and Financing Costs

	2009	2008
Canadian operations		
Interest on long-term debt	\$ 693,162	\$ 14,902
Interest on operating line of credit	145,905	641,078
Other	—	36,372
Amortization of deferred financing costs and loan discount	43,835	42,978
Impairment of deferred financing costs	84,298	17,544
Interest on obligations under capital lease	4,103	5,382
	\$ 971,303	\$ 758,256

U.S. operations

Interest and loan fees on long-term debt	\$	1,606,157	\$	2,407,205
Amortization of deferred financing costs and loan discount		57,852		53,951
Impairment of deferred financing costs		529,611		—
Interest on obligations under capital lease		148		2,876
		2,193,768		2,464,032
	\$	3,165,071	\$	3,222,288

- Impairment of deferred financing costs for fiscal 2009 relates to the write-off of the deferred financing costs related to the U.S. loans.
- The upcoming fiscal year will reflect a significant reduction in the interest and financing costs resulting from the payout of loans and lower cost of debt.

Depreciation and Amortization

Depreciation and amortization decreased to \$1,811,805 for the year ended March 31, 2009 from \$2,125,110 for the year ended March 31, 2008, primarily due to the lower amortization of the customer accounts related to the June 2007 California acquisition which were fully amortized during the quarter ended June 30, 2008, partially offset by the amortization of the customer accounts related to the Canadian acquisition in January 2009 and purchase of independent books of business during the current fiscal year.

Depreciation and amortization increased to \$2,125,110 for the year ended March 31, 2008 from \$994,455 for the year ended March 31, 2007. The increase was due mainly to the amortization of the customer accounts related to the new California acquisition in June 2007, where the customer accounts are being amortized over one year, partially offset by the reduction in amortization related to the Virginia operation as the customer accounts were fully amortized during the quarter ended September 30, 2006.

SUMMARY QUARTERLY INFORMATION

The following table summarizes the Company's key consolidated financial information for the last eight quarters.

- EBITDA is defined as Earnings before interest, income taxes, and depreciation and amortization.
- EBITDA is discussed and presented here as a non-Generally Accepted Accounting Principles measure because it is management's major performance indicator. EBITDA is reconciled to Net earnings (loss) above.
- The September 2007 quarter reflects the operations of the California acquisition completed June 28, 2007 along with the related interest costs and depreciation and amortization of the acquired assets.
- The June 2008 quarter reflects higher EBITDA due to the contribution of EBITDA from the California division acquired on June 28, 2007.
- The December 2008 quarter reflects higher EBITDA due to increased revenues and lower salaries and wages and advertising expense. Net loss has increased due to the impairment of unamortized initial franchise fees of \$2,948,952 and the write-off of \$1,639,071 primarily related to the receivable from Brooke Capital Corporation for the monthly net settlements.

Quarter ended	Revenues (\$)	EBITDA (\$)	Earnings (loss) from continuing operations (\$)	Net earnings (loss) (\$)	EPS – Basic and Diluted (\$/share)
March 31, 2009	5,202,204	1,279,181	5,698,249	5,698,249	0.66
December 31, 2008	4,104,967	975,949	(4,134,880)	(4,134,880)	(0.48)
September 30, 2008	3,644,716	373,590	(497,190)	(497,190)	(0.05)
June 30, 2008	3,915,463	530,998	(306,015)	(306,015)	(0.04)
March 31, 2008	4,744,175	1,015,733	(424,392)	(451,539)	(0.05)
December 31, 2007	4,010,047	304,851	(1,131,118)	(1,131,118)	(0.13)
September 30, 2007	4,152,740	198,296	(1,320,217)	(1,320,217)	(0.15)
June 30, 2007	2,382,000	77,766	(626,682)	(626,682)	(0.08)

Fourth quarter 2009 results

Compared to the March 2008 quarter, revenue was higher primarily due to the Calgary-based acquisition in January 2009. EBITDA in the March 2009 quarter was higher compared to the March 2008 quarter due mainly to improved results in the California operations and acquisition in Canada, partially offset by the management bonus. The net earnings for the March 2009 quarter, compared to the March 2008 quarter, increased by \$6,149,788 primarily due to the discount on loans and partially offset by impairment of goodwill and deferred financing costs.

FINANCIAL CONDITION AND CHANGES IN FINANCIAL CONDITION

Comparing year end March 31, 2009 and year end March 31, 2008:

- **Working capital** decreased \$362,080 primarily resulting from the higher current portion of long-term debt (includes debt paid out on April 3, 2009), partially offset by higher cash balances.
- **Customer accounts** increased \$3,818,575 mainly due to the effect of the acquisitions in the year partially offset by the current year amortization.
- **Goodwill** increased \$7,592,437 mainly due to the Calgary-based acquisitions and impact of foreign exchange rates, partially offset by the impairment in one Californian division.
- **Non-competition agreements** decreased \$274,705 mainly due to the impairment in one California division.
- **Franchise fees** decreased \$2,656,179 due to impairment resulting from Brooke's insolvency.
- **Long-term debt** increased \$6,840,860 due to financing the new acquisitions and the exchange effect, partially offset by the discount on the U.S. loans.
- **Shareholders' equity** increased \$924,212 primarily due to :
 - net earnings of \$760,164,
 - increase in share capital of \$233,910 resulting from shares issued for the management bonus and options exercised,
 - decrease in accumulated other comprehensive income of \$174,384 in the fiscal year, and
 - increase in contributed surplus of \$104,522 related to stock-based compensation.

FINANCIAL RESOURCES AND LIQUIDITY

At March 31, 2009, the Company had working capital of \$194,221, obligations under capital leases of \$16,806 and long-term debt of \$34,878,690.

On October 31, 2006, the Company entered into debt financing arrangements whereby the U.S. senior lenders provided a U.S. \$9,570,000 fifteen year term loan facility and a \$3,350,000 three year revolving loan facility in conjunction with franchising the U.S. operations.

On June 27, 2007, an amendment to the revolving loan facility increased the facility to \$6,675,000.

On June 28, 2007, the U.S. senior lender provided a U.S. \$10,335,359 fifteen year term loan facility in relation to the Low Cost acquisition. The above facilities were collateralized by a pledge of all assets of the Company.

On June 12, 2008, the Company closed secured debt financing arrangements with Intact Insurance Company (“Intact”), formerly ING Insurance Company of Canada, whereby Intact provided a \$10,000,000 ten-year term loan facility (the “Repayment Facility”) along with a facility of \$1,500,000 available for working capital purposes (the “Working Capital Facility”).

An amount of \$8,962,878 was drawn under the Repayment Facility to repay the Operating Line of Credit in full and to reduce the amount outstanding under a U.S. senior note. The deferred financing costs related to the operating line of credit and term loan were written off.

On June 20, 2008, the Company closed a \$4,500,000 Intact loan facility (the “Acquisition Facility”) to its subsidiary Anthony Clark Insurance Brokers Ltd. The Acquisition Facility is available to finance potential future Canadian expansion projects and purchases of Canadian insurance brokerages.

On January 29, 2009, an amendment was made to the loan agreement to increase the Acquisition Facility by \$9,500,000.

The Company is also subject to certain covenants on an ongoing basis which came into effect in the quarter ended September 30, 2008, with failure to maintain compliance resulting in the loans becoming due on demand. The Company is in compliance with the covenants.

The above Intact facilities have been fully guaranteed and secured by the Canadian assets of the Company. Also, in conjunction with the refinancing, the U.S. denominated debt is now secured by the U.S. assets only with a guarantee provided by the Company.

The November 15, 2008 and subsequent payments due on the U.S. senior notes were not made due to the insolvency of Brooke Capital Corporation, the franchisor of the Company’s U.S. operations. The Company continued in discussions regarding the transition, ongoing servicing and assignment of the U.S. senior notes.

On March 31, 2009, an amendment was made to the U.S. senior note representing U.S. \$10,335,359 originally advanced on June 28, 2007 and later assigned, whereby the outstanding principal balance on the note was adjusted to U.S. \$5,500,000. Certain terms of the loan agreement were amended, including monthly interest only payments at 7% per annum accruing from February 1, 2009 and the due date amended to September 1, 2011 with an extension to April 1, 2012 if mutually agreed to, replacing the previous maturity on June 15, 2022. In addition, an amount of U.S. \$3,037,002 originally advanced on October 31, 2006 by the U.S. senior lender and later assigned, was paid out and settled for U.S. \$1,100,000 on April 3, 2009. A gain in the amount of U.S. \$5,787,717 (CDN \$7,293,681) resulted from the extinguishment and amendment of the U.S. senior notes at a discount. The related deferred financing costs and accrued interest were written off.

On April 23, 2009, the Company closed an equity financing under which a non-controlling interest in a newly incorporated majority-owned subsidiary of the Company, which operates the Canadian operations, was sold. The Company will recognize a gain on sale, which will be reflected as other income in the first quarter of the fiscal year ending March 31, 2010. Part of the proceeds of the sale were applied to payout a term loan used to facilitate the extinguishment of a loan at a discount and partially pay down the balance remaining on the Working Capital Facility.

Also on April 23, 2009, an amount of U.S. \$4,000,000 originally advanced by the U.S. senior lender on October 31, 2006, and later assigned was paid out and settled for U.S. \$1,423,000 with proceeds received from the sale of the additional interest in the consolidated subsidiary. A gain resulting from the extinguishment of the loan at a discount, in the amount of U.S. \$2,312,642 (CDN \$2,842,237), will be recorded in the first quarter of the fiscal year ending March 31, 2010. In addition, the related deferred financing costs and accrued interest will be written off.

The Company received regulatory approval from the TSX Venture Exchange (the "Exchange") to make a normal course issuer bid. Pursuant to the bid, the Company could purchase up to 815,159 of its common shares which represents approximately 10% of the common shares issued and outstanding. The bid commenced May 14, 2009 and will terminate on May 13, 2010. The Company has repurchased 27,500 common shares under the bid.

Shareholders' equity increased by \$924,212, from \$(6,454,506) as at March 31, 2008 to \$(5,530,294) as at March 31, 2009, primarily due to the current year net earnings of \$760,164, increase in share capital of \$233,910 resulting from shares issued for the management bonus and options exercised, a decrease in accumulated other comprehensive income of \$174,384 and an increase in contributed surplus of \$104,522 related to stock-based compensation. The net earnings for the year ended March 31, 2009 of \$760,164 included \$1,746,073 of net non-cash income consisting of discount realized on U.S. loans, amortization of deferred financing costs and loan discounts, future income taxes recovery, impairment of deferred financing costs, depreciation and amortization, stock-based compensation, impairment of goodwill, impairment of unamortized initial franchise fees, impairment of non-competition agreements, gain on sale of interest in consolidated subsidiary and non-controlling interest.

The following table sets forth the Company's future contractual and long-term obligations as at March 31, 2009:

Contractual Obligations	Total	Less than 1 Year	1 - 3 Years	3 - 5 Years	More than 5 years
Capital Lease Obligations	34,905	18,099	16,806	—	—
Operating Lease Obligations	2,332,644	1,082,317	1,183,572	66,755	—

Long-Term Debt	Total	Less than 1 Year	1 - 3 Years	3 - 5 Years	More than 5 years
U.S. Senior note	1,386,220	1,386,220	—	—	—
U.S. Senior note	4,707,656	184,773	407,563	444,404	3,670,916
U.S. Senior note	6,931,100	—	6,931,100	—	—
Senior notes	20,616,642	1,220,696	3,714,176	4,188,030	11,493,740
U.S. Note payable	4,162,480	33,415	33,415	4,095,650	—
Note payable	131,629	86,650	44,979	—	—
Notes payable	355,182	193,641	161,541	—	—

SHARE CAPITAL

- a) Authorized
Unlimited common shares without par value

Changes in share capital during the years ended March 31, 2009 and 2008 are as follows:

	Share Capital	
	Shares	Amount
Balance, March 31, 2007 and 2008	8,551,978	\$ 10,197,279
Shares issued for management bonuses	970,000	232,800
Exercise of stock-options	3,000	1,110
Balance, March 31, 2009	9,524,978	\$ 10,431,189

- b) On January 15, 2009, the Company extinguished 1,439,128 outstanding warrants which were exercisable at \$0.80 per share and had an expiry of June 15, 2010.

STOCK-BASED COMPENSATION

The Company has an incentive stock option plan which provides for the award of stock options to directors, officers, employees and consultants. A maximum of 1,601,395 common shares are reserved under the plan. The terms and exercise prices of all stock option awards are determined by the directors at the time of issue.

Changes in stock options during the years ended March 31, 2009 and 2008 are as follows:

	2009		2008	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
Outstanding, beginning of year	1,601,395	\$ 0.43	1,268,571	\$ 0.76
Awarded	529,489	0.33	937,348	0.30
Exercised	(3,000)	(0.37)	—	—
Forfeited	(5,000)	(0.30)	—	—
Expired	(524,884)	(0.49)	(604,524)	(0.90)
Outstanding, end of year	1,598,000	0.38	1,601,395	\$0.43

The following table sets forth information relating to stock options outstanding as at March 31, 2009:

Expiry	Range of exercise prices	Number outstanding at March 31, 2009	Weighted average remaining contractual life	Weighted average exercise price	Number exercisable at March 31, 2009	Weighted average exercise price
2009-08-05	\$ 1.10	121,163	0.33	\$ 1.10	121,163	\$ 1.10
2009-08-16	1.25	15,000	0.33	1.25	15,000	1.25
2010-02-28	0.30	932,348	0.92	0.30	621,565	0.30
2011-02-08	0.33	529,489	1.92	0.33	—	0.33
	\$0.30 to \$1.25	1,598,000	1.20	\$0.38	757,728	\$0.45

On February 3, 2009, the Company granted 529,489 options to purchase common shares at a price of \$0.33 per share to certain directors, officers and employees. The options vest over a period of eighteen months from the date of grant and expire on February 28, 2011. The fair value of stock options awarded to directors, officers and employees of \$93,760 is being recorded to stock-based compensation expense and contributed surplus as services are provided and the awards vest and was estimated on the date of award using the Black-Scholes option pricing model with the assumptions below.

On February 15, 2008, the Company granted 937,348 options to purchase common shares at a price of \$0.30 per share to certain employees, directors, and consultants. The options vest over a period of eighteen months from the date of grant and expire on February 28, 2010. The fair value of stock options awarded to employees, directors and consultants of \$141,158 is being recorded to stock-based compensation expense and contributed surplus as services are provided and the awards vest and was estimated on the date of award using the Black-Scholes option pricing model with the assumptions below:

	2009	2008
Risk-free interest rate	1.00%	3.25%
Estimated volatility	101%	91%
Expected lives	2.07 years	2.04 years

The average fair value of stock options awarded during the 2009 and 2008 fiscal years, as calculated using the Black Scholes option pricing model, were \$0.18 and \$0.15 respectively, per stock option.

The Black-Scholes option pricing model was developed for use in estimating the fair value of stock options that have no vesting provisions and are fully transferable. Also, option pricing models require the use of estimates and assumptions including expected volatility. The Company uses expected volatility rates which are based upon historical volatility rates. Changes in the underlying assumptions can materially affect these fair value estimates.

RELATED PARTY TRANSACTIONS

The Company enters into transactions with related parties from time to time in the normal course of business. Related party transactions are measured at the exchange amount, being the amount of consideration established and agreed to between the related parties, unless otherwise noted.

During the year ended March 31, 2009 the Company incurred \$245,908 (2008 – \$82,104) of legal fees with a law partnership in which a partner is also a director.

A finder's fee due to a director of the Company in the amount of \$86,741 was incurred in respect of an acquisition during the year ended March 31, 2009.

The amount due from an officer and director was interest bearing at the Royal Bank of Canada's prime rate of interest and was collateralized by a pledge of marketable securities and other personal assets. The amount was fully repaid during the 2009 fiscal year.

CAPITAL MANAGEMENT

The Company considers the capital it manages to be the amounts it has in cash, debt (long-term and short-term borrowings) and shareholders' equity.

The Company's objectives when managing capital are to:

- safeguard the Company's ability to continue as a going concern,
- ensure sufficient liquidity to support its financial obligations and execute its operating and strategic plans,

- optimize the cost of its capital at an acceptable level in light of current and future industry, market and economic risks and conditions,
- utilize the long-term funding sources to manage its working capital and restructure debt to minimize the cost of its capital, and
- acquire assets and dispose of non-performing assets.

The Company's debt contains general security restrictions and debt covenants. The Company's debt covenants came into effect September 30, 2008. At March 31, 2009, the Company is in compliance with these general security restrictions and debt covenants.

The declaration and payment of dividends and the amount thereof are at the discretion of the Board. In order to maintain and maximize growth, maintain sufficient liquidity to support its financial obligations and optimize the cost of capital, the Company currently does not pay out dividends.

FINANCIAL INSTRUMENTS

a) Fair value

The fair value of financial instruments at March 31, 2009 and 2008 is summarized in the following table. Fair value estimates are made at the balance sheet date, based on relevant quoted market and other information about the financial instruments.

	March 31			
	2009		2008	
	Carrying value	Fair value	Carrying value	Fair value
Financial assets				
Held for trading				
Cash	\$ 2,875,053	\$ 2,875,053	\$ 403,554	\$ 403,554
Trust cash	212,848	212,848	—	—
Loans and receivables				
Accounts receivable	3,077,205	3,077,205	2,469,843	2,469,843
Receivable on sale of an agency	—	—	102,790	102,790
Due from director	—	—	25,100	25,100
Financial liabilities				
Other financial liabilities				
Accounts payable and accrued liabilities	3,439,107	3,439,107	2,014,590	2,014,590
Long-term debt	37,984,085	35,376,518	28,808,091	29,547,800
Obligations under capital leases	34,905	34,905	74,288	74,288

b) Financial risk management

The Company's activities potentially expose it to a variety of financial risks, including credit risk, liquidity risk, interest rate risk and foreign currency risk.

Credit risk

The Company is exposed to credit risk resulting from the possibility that counterparties may default on their financial obligations, or if there is a concentration of transactions carried out with the same counterparty or of financial obligations which have similar economic characteristics such that they could be similarly affected by changes in economic conditions.

The Company's financial instruments that are exposed to concentrations of credit risk relate primarily to cash and accounts receivable from clients and insurance carriers. Cash is in place with major financial institutions. Concentrations of credit risk with respect to client and carrier accounts receivable are limited due to the large number of customers and carriers. The Company has evaluation and monitoring processes in place and writes off accounts when they are determined to be uncollectible.

As at March 31, 2009, the Company is exposed to credit risk through the following assets:

Accounts receivable	<u>\$ 3,077,205</u>
Net credit risk	<u>\$ 3,077,205</u>

Foreign currency risk

The Company is exposed to the financial risk related to fluctuations of foreign exchange rates. The Company conducts business operations in the United States and has U.S. dollar denominated indebtedness and is therefore exposed to cash flow risks associated with fluctuations in the relative value of the Canadian and U.S. dollar. A significant change in the currency exchange rate of the Canadian dollar relative to the U.S. dollar could have a material effect on the Company's results of operations, financial position and cash flows. The Company does not engage in hedging activities or use financial instruments to reduce its risk exposure.

At March 31, 2009, the Company is exposed to currency risk through the following assets and liabilities denominated in U.S. dollars:

Cash	\$ 1,093,667
Accounts receivable	1,322,782
Accounts payable	(1,261,348)
Long-term debt	<u>(17,187,456)</u>
Net exposure	<u>\$ (16,032,355)</u>

Based on the above net exposure at March 31, 2009, and assuming all other variables remain constant, a 10% depreciation or appreciation of the Canadian dollar against the U.S. dollar would result in a decrease or increase of \$1,603,235 in the Company's other comprehensive income (loss).

Interest rate risk

Certain of the Company's indebtedness bear interest at floating rates, which exposes the Company to interest rate cash flow risk. Should the base rate of interest increase in the future, the Company's required interest payments will also increase. The Company manages its exposure to fluctuations in its interest expense, through a mix of fixed and variable interest rates.

As at March 31, 2009, the Company is exposed to interest risk through the following liabilities:

Variable rate	\$ 4,707,656
Fixed rate	<u>33,583,253</u>
Total long-term debt	<u>\$ 38,290,909</u>

The Company's variable long-term debt bears interest based on the Wall Street Journal prime borrowing rate. Based on the above exposure at March 31, 2009 and assuming all other variables remain constant, a one hundred basis point increase or decrease of the lender prime borrowing rate would result in an increase or decrease of \$216,105 in the Company's net earnings.

Liquidity risk

Liquidity risk is the risk that the Company cannot meet a demand for cash or fund its obligations as they come due. Liquidity risk also includes the risk of not being able to liquidate assets in a timely manner at a reasonable price. The Company meets liquidity requirements by managing cash flows and being in an industry where its assets are fairly reasonably readily convertible into cash in the short-term.

The Company's ability to obtain funding from external sources may be restricted if the Company's financial performance and condition deteriorate. In addition, credit and capital markets are subject to inherent global risks that may negatively affect the Company's access and ability to fund its short-term and long-term debt requirements. The Company mitigates these risks by actively monitoring market conditions and diversifying its sources of funding and debt maturity.

The Company's accounts payable and accrued liabilities are generally due within 60 days. The current portion of obligations under capital leases and long term debt are due within 12 months.

CRITICAL ACCOUNTING POLICIES

Critical accounting policies are defined as those that are both very important to the portrayal of the Company's financial condition and results, and require management's most difficult, subjective or complex judgments. We are required to make certain estimates, judgments and assumptions that we believe are reasonable based upon available information, historical information and/or forecasts. These estimates, judgments and assumptions affect the reported amounts of assets and liabilities at the date of the financial statements and the reported revenues and expenses during the reporting periods. Actual results could differ from these estimates. The accounting policies which management believes are the most critical to aid in fully understanding and evaluating our reported financial results include those relating to business acquisitions and accounting for the resulting customer accounts, goodwill and non-competition agreements, and stock-based compensation, franchise fees and income taxes.

Impairment of long-lived assets

Long-lived assets are assessed for impairment when events and circumstances warrant. The carrying value of a long-lived asset is impaired when the carrying amount exceeds the estimated undiscounted net cash flow from use and fair value. In that event, the amount by which the carrying value of an impaired long-lived asset exceeds its fair value is charged to earnings.

Business combinations

Business acquisitions are accounted for using the purchase method whereby the fair value of consideration given is allocated to identifiable assets acquired and liabilities assumed. The results of operations and cash flows of an acquired business are included in the Company's financial statements from the date of acquisition. Where the consideration given is subject to contingent adjustment based on future periods' operating results, such adjustment is recognized in the period the contingency is resolved.

Customer accounts

Acquired customer accounts are carried at cost less accumulated amortization. Amortization is provided on a straight-line basis over estimated useful lives of the acquired customer accounts currently ranging between three and seventeen years. The carrying value of customer accounts is periodically assessed for impairment in accordance with the Company's accounting policy for impairment of long-lived assets.

Goodwill

Goodwill results from business combinations and represents the excess of the consideration given over the fair value of identifiable net assets acquired. Goodwill is not subject to amortization but is subject to an impairment test that is performed at least annually.

Non-competition agreements

Non-competition agreements are secured at the time of business combinations and are recognized at their estimated fair value at the date of acquisition. Amortization is provided on a straight-line basis over the estimated useful lives of the agreements. Impairment is periodically assessed in accordance with the Company's policy for impairment of long-lived assets.

Franchise fees

Franchise fees are carried at cost less accumulated amortization. Amortization is provided on a straight-line basis over estimated useful lives of fifteen years.

Stock-based compensation

Stock-based compensation is accounted for at fair value as determined by the Black-Scholes option pricing model using amounts that are believed to approximate the volatility of the trading price of the Company's stock, the expected lives of awards of stock-based compensation, the fair value of the Company's stock and the risk-free interest rate. The estimated fair value of awards of stock-based compensation are charged to expense as services are provided and the awards vest, with offsetting amounts recognized as contributed surplus.

Income taxes

Income taxes are recorded using the liability method. Under this method, current income taxes are recognized for the estimated income taxes payable for the year. Future income tax assets and liabilities are recognized for the estimated income tax consequences attributable to differences between the financial statement carrying amounts of assets and liabilities and their respective income tax bases. Future income tax assets and liabilities are recognized using substantively enacted income tax rates. Future income tax assets are recognized with respect to deductible temporary differences and loss carry-forwards only to the extent their realization is considered more likely than not.

RISK FACTORS

The securities of the Company are highly speculative. A prospective investor or other person reviewing the Company should not consider an investment unless the investor is capable of sustaining an economic loss of the entire investment. Certain risks are associated with the Company's business including the following:

Future growth and expansion is dependent on ongoing acquisitions of General Insurance Brokerages

To a large extent, the Company's growth and expansion plans depend upon the ongoing acquisition of independent General Insurance Brokerages at reasonable prices. There can be no assurance that an adequate number of acquisition candidates will be available to the Company to meet its expansion plans, or in the event that such independent General Insurance Brokerages are available for acquisition that they will be available at a price which would allow the Company to operate on a profitable basis. The Company competes for acquisition and expansion opportunities with entities that have substantially greater resources than the Company and these entities may be able to outbid the Company for acquisition targets. If the Company fails to execute its acquisition strategy, the Company's revenue growth is likely to suffer and the Company may be unable to remain competitive.

The Company may be unable to successfully integrate its recent or future acquisitions

There can be no assurance that the Company's recently acquired brokerages or any brokerages acquired by the Company in the future will achieve acceptable levels of revenue and profitability or otherwise perform as expected. The Company has limited experience in acquiring and integrating brokerages in other markets. The Company may be unable to successfully integrate its recently-acquired brokerages in the United States, or other brokerages that the Company may acquire in the future, due to diversion of management attention, strains on the Company's infrastructure, difficulties in integrating operations and personnel, entry into unfamiliar markets, or unanticipated legal liabilities or tax, accounting or other issues. A failure to integrate acquired brokerages may be disruptive to the Company's operations and negatively impact the Company's revenue or increase the Company's expenses.

The Company anticipates the need for additional financing, which it may not be successful in arranging

The Company has relied principally on debt financing to fund its acquisitions in the United States. The Company will require additional funds to make future acquisitions of General Insurance Brokerages and may require additional funds to market and sell its products into the marketplace. The ability of the Company to arrange such financing in the future, and to repay its existing debt, will depend in part upon the prevailing capital market conditions as well as the business performance of the Company. In addition, the Company is subject to certain financial and other covenants under its financing arrangements. If the Company is unable to or does not comply with these covenants, the Company's financing needs may be accelerated. There can be no assurance that the Company will be successful in its efforts to arrange additional financing, when needed, on terms satisfactory to the Company. If additional financing is raised by the issuance of shares from the treasury of the Company, control of the Company may change and shareholders may suffer additional dilution. If additional financing is not available on terms favorable to the Company, the Company may be unable to grow or may be required to limit or halt its expansion plans. In addition, the Company's existing creditors, some of whom have security interests in the Company's assets, may exercise their rights to acquire or dispose of the Company's assets.

Planned future growth is likely to place significant strains on the Company's management, administrative, operational and financial resources

Since its inception, the Company has experienced steady growth in revenue, number and complexity of products, personnel, and customer base. The Company's planned future growth is likely to place significant strains on the Company's management, administrative, operational and financial resources. Increased growth will require the Company to continue to add additional management personnel, improve its financial and management controls, reporting systems and procedures on a timely basis, to implement new systems as necessary, to expand, train, motivate and manage its sales and other personnel and to service the Company's customers effectively. There can be no assurance that the Company will be able to attract qualified personnel or improve its financial and management controls or implement new systems as necessary and the failure to do so may result in increased costs or a decline in revenue or both.

The Company's performance and future operating results and success are dependent on the effectiveness of the Company's management team and key personnel

The Company's performance and future operating results and success are substantially dependent on how effective the management team and key personnel are at organizing and implementing the Company's growth strategy and integrating acquired General Insurance Brokerages into the Company's overall organization. Shareholders will be relying on the judgment and expertise of the management of the Company.

The senior management and some key personnel are employed under employment contracts, while other key personnel of the Company are employed on a month to month basis and are not under an employment contract with the Company. Although the Company is in an industry in which there is not high employee turnover, the unexpected loss or departure of any of the Company's key management personnel, Mr. Tony Consalvo, the President and Chief Executive Officer, Mr. Mahesh Bhatia, the Chief Financial Officer and the Corporate Controller, Ms. Shelley Samec could be detrimental to the future operations of the Company.

There can be no assurance that the Company can retain its key personnel and managerial employees or that it will be able to attract or retain highly qualified personnel in the future. The Company believes that the compensation to its key management personnel is competitive with what other companies pay its key management personnel in the insurance brokerage industry. Although the Company plans to compensate its senior management and other key personnel at compensation levels that are competitive within the industry, there is no assurance that it will continue to be able to do so in the future and this may result in a departure of some of its senior management or other personnel.

The Company maintains keyman life insurance policies of \$100,000 on Mr. Consalvo and \$175,000 on Mr. Bhatia and has no other keyman life insurance on any other senior management or other personnel. The loss of the services of any of the Company's senior management or other key personnel or the inability to attract and retain the necessary technical, sales and managerial personnel could have a material adverse effect upon the Company's business, operating results and financial condition.

The Company faces intense competition in the insurance industry

The Company is in an industry in which intense competition exists. The Company competes with other General Insurance Brokerages, as well as Insurance Companies that sell insurance directly to consumers and do not pay commissions to agents and brokers. Some competitors have substantially more financial resources and other assets available than the Company does and are larger and better established than the Company. Such competitors have existing distribution facilities and channels, customer recognition, customer lists, and greater research and development capabilities and sales marketing staff than does the Company. There can be no assurance that the Company will be able to compete successfully against current and future competitors, or that competitive pressure faced by the Company will not have a material adverse effect on its business, financial condition and results of operation.

Incursion of government, banks or other financial institutions

The Company is susceptible to an incursion in the general insurance industry by government or banks or other financial institutions. A government takeover of the general insurance business (or parts thereof) could affect the profitability of the Company. In addition, banks with greater financial resources and a larger customer base than the Company may enter (or are currently entering) the general insurance business. While management believes that the Company's representation of a large and diverse number of Insurance Companies will allow it to remain competitive against any such incursion by the banks, there is a possibility that their entrance into this market could affect the profitability of the Company.

The Company cannot accurately forecast commission revenue because commissions depend on premium rates charged by Insurance Companies, which historically have varied and are difficult to predict. Any declines in premiums or reduction in commission rates may adversely impact profitability

Revenue from commissions fluctuates with premiums charged by insurers, as commissions typically are determined as a percentage of premiums. When premiums decline, the Company experiences downward pressure on revenue and earnings. Historically, property and casualty premiums have been cyclical in nature and have varied widely based on market conditions. Because we cannot determine the timing and extent of premium pricing changes, we cannot accurately forecast our commission revenue, including whether it will significantly decline. If premiums decline or commission rates are reduced, our revenue, earnings and cash flow could decline. In addition, our budgets for future acquisitions, capital expenditures, dividend payments, loan repayments and other expenditures may have to be adjusted to account for unexpected changes in revenue.

Insurance Company contingent commissions and volume overrides are less predictable than normal commissions, which impairs the Company's ability to forecast the amount of such revenue that will be received and may negatively impact our operating results

A portion of the Company's revenue is derived from contingent commissions and volume overrides. The aggregate of these sources of revenue generally has accounted for approximately 2-6% of our total revenue. Contingent commissions may be paid by an Insurance Company based on the profit it makes on the overall volume of business that we place with it. Volume overrides and contingent commissions are typically calculated in the first or second quarter of the following calendar year by the Insurance Companies and are paid once calculated. Further, we have no control over the process by which Insurance Companies estimate their own loss reserves, which affects our ability to forecast contingent commissions. Because these contingent commissions affect our revenue, any decrease in their payment to us could adversely affect our results of operations. Recently, legal proceedings challenging the appropriateness of revenue sharing arrangements between Insurance Companies and brokerages, including contingent profit and volume override arrangements, have been commenced against certain insurance brokerages. These proceedings allege that such revenue sharing arrangements conflict with a broker's duty to its clients. While we have not been named as a defendant in any such proceeding, and disagree with the underlying premise that these revenue sharing arrangements create a conflict of interest, we could be the subject of a similar action in the future. A finding that such arrangements conflict with a broker's duty to its clients could have a material adverse effect on our revenue and profitability.

Proposed tort reform legislation in the United States, if enacted, could decrease demand for liability insurance, thereby reducing commission revenue

Legislation concerning tort reform is currently being considered in the United States Congress and in several states. Among the provisions being considered for inclusion on such legislation are limitations on damage awards, including punitive damages, and various restrictions applicable to class action lawsuits, including lawsuits asserting professional liability of the kind of which insurance is offered under certain policies we sell. Enactment of these or similar provision by Congress, or by states or countries in which we sell insurance, could result in a reduction in the demand for liability insurance policies or a decrease in policy limits of such policies sold, thereby reducing our commission revenue.

Privacy legislation may impede the Company's ability to utilize the customer database as a means to generate new sales

The Company intends to utilize its extensive customer databases for marketing and sales purposes, which it believes would enhance the Company's ability to meet its organic growth targets. However, privacy legislation, such as the Gramm-Leach-Bailey Act and the Health Insurance Portability and Accountability Act of 1996 in the United States and the Personal Information Protection and Electronic Documents Act (PIPEDA) in Canada, as well other regulatory changes, may restrict the Company's ability to utilize personal information that we have collected in the normal course of operations to generate new sales. If the Company becomes subject to new restrictions, or other regulatory restrictions, which we are not aware of, the Company's ability to grow the business may be adversely affected.

If the Company fails to comply with regulatory requirements for insurance brokerages, the Company may not be able to conduct business

The Company is subject to legal requirements and governmental regulatory supervision in the jurisdictions in which it operates. These requirements are designed to protect our clients by establishing minimum standards of conduct particularly regarding the provision of advice and product information as well as financial criteria.

Our activities in the United States and Canada are subject to regulation and supervision by state and provincial authorities. Although the scope of regulation and form of supervision by state and provincial authorities may vary from jurisdiction to jurisdiction, insurance laws in the United States and Canada are often complex and generally grant broad discretion to supervisory authorities in adopting regulations and supervising regulated activities. This supervision generally includes the licensing of insurance brokers and agents and the regulation of the handling and investment of client funds held in fiduciary capacity. Our ability to conduct our business in the jurisdictions in which we currently operate depends on our compliance with the rules and regulations promulgated from time to time by the regulatory authorities in each of these jurisdictions.

Our clients have the right to file complaints with the regulators about our services, and the regulators may investigate and require us to address these complaints. Our failure to satisfy the regulators that we are in compliance with their requirements or the legal requirements governing our activities can result in a disciplinary action, fines, reputation damage and financial harm.

In addition, changes in legislation or regulation and actions by regulators, including changes in administration and enforcement policies, could from time to time require operational improvements or modifications at various locations which could result in higher costs or hinder our ability to operate our business.

The Company's success is dependent on its ability to represent quality Insurance Companies

The Company's success is dependent upon its continued representation of quality Insurance Companies in order to sell insurance policies to customers. The Company's existing brokerage contracts with certain Insurance Companies do not have a set term or expiry date but may be terminated by either the Company or the Insurance Company on between 90-120 days' written notice of termination depending on the terms of the specific contract. In the event of termination on any of its contracts with Insurance Companies, there are no penalties to the Company but following termination, the Company is no longer able to represent the applicable Insurance Company as agent on the future placement or renewal of insurance policies. If the Company loses Insurance Company representation then this will have a negative impact on its ability to service its customers and provide alternative competitive insurance products.

Dilution and sales of additional Common Shares and the exercise of options

The number of outstanding Common Shares held by shareholders who are not affiliates of the Company and the number of Common Shares underlying outstanding stock options is large relative to the trading volume of the Company's Common Shares. Any substantial sale of the Common Shares, including Common Shares underlying stock options, or even the possibility of such sales occurring may have an adverse effect on the market price of the Common Shares.

The Company has significant costs and lower productivity could result in operating losses

Fixed costs including costs associated with salaries and employee benefits, depreciation and amortization, rent, and interest and financing costs account for a significant portion of the Company's costs and expenses. As a result, downtime or low productivity from its sales representatives, lower demand for insurance products, loss of the Company's customers, any significant decrease in the premium rates, volume and commission paid in the different segments of the general insurance industry, or other factors could result in operating losses and adversely impact on the Company.

No intention to declare dividends

The Company has a recent history of losses and has not declared or paid any cash dividends on its Common Shares. The Company currently intends to retain any future earnings to fund growth and operations and it is unlikely to pay any dividends in the immediate or foreseeable future. Any decision to pay dividends on its Common Shares in the future will be made by the board of directors on the basis of the Company's earnings, financial requirements and other conditions at such time.

Conflicts of directors and officers who serve as directors or officers or are significant shareholders of other companies

Directors and officers of the Company may serve as directors or officers of, or have significant shareholdings in other companies, or be or become engaged in business and activities in other fields, on their own behalf and on the behalf of other companies and entities. To the extent that such other companies or entities may participate in industries or ventures in which the Company may participate, the directors and officers of the Company may have a conflict of interest. Conflicts, if any, will be subject to the procedures and remedies under the *Business Companies Act (Alberta)*.

Investors may not be able to secure foreign enforcement of civil liabilities against the Company's management

The enforcement by investors of civil liabilities under the federal securities laws of the United States may be adversely affected by the fact that the Company is amalgamated under the laws of Canada, that all of its officers and directors are residents of a foreign country and a substantial portion of its assets and such person's assets are located outside of the United States. As a result, it may be difficult for holders of the Common Shares to effect service of process on such persons within the United States or to realize in the United States upon judgments rendered against them.

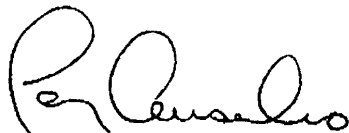
MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The accompanying consolidated financial statements of Anthony Clark International Insurance Brokers Ltd. and all information in the Annual Report are the responsibility of management. The consolidated financial statements have been prepared in accordance with accounting policies detailed in the notes to the financial statements and in accordance with Canadian generally accepted accounting principles. Where necessary, estimates of transactions that were incomplete at the year end have been made by management. Financial information throughout the Annual Report is consistent with the financial statements.

Management ensures the integrity of the financial statements by maintaining appropriate systems of internal control. Assets are safeguarded from loss or unauthorized use through established policies and procedures that reasonably ensure that transactions are appropriately approved.

D&H Group LLP, the Company's external auditors, have audited the consolidated financial statements in accordance with Canadian generally accepted auditing standards in order to express their opinion on the consolidated financial statements.

The Board of Directors is responsible for ensuring that management fulfills its responsibility for financial reporting and internal control. The Board exercises this responsibility through the Audit Committee of the Board. This committee, comprised of directors who are not employees of the Company, meets with management and the external auditors to satisfy itself that management's responsibilities have been properly discharged and to review the consolidated financial statements before they are presented to the Board for approval. These financial statements have been approved by the Board on the recommendation of the Audit Committee.



Tony Consalvo

President and Chief Executive Officer



AUDITORS' REPORT

To the Shareholders of
Anthony Clark International Insurance Brokers Ltd.

We have audited the consolidated balance sheets of Anthony Clark International Insurance Brokers Ltd. as at March 31, 2009 and 2008 and the consolidated statements of operations and comprehensive income, shareholders' equity and cash flow for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the Company as at March 31, 2009 and 2008 and the results of its operations and its cash flow for the years then ended in accordance with Canadian generally accepted accounting principles.

Vancouver, B.C.

June 17, 2009



Chartered Accountants

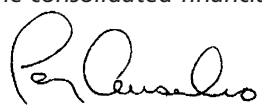
Anthony Clark International Insurance Brokers Ltd.
CONSOLIDATED BALANCE SHEETS

March 31, 2009 and 2008 (Expressed in Canadian dollars)

	2009	2008
ASSETS		(Note 5)
CURRENT ASSETS		
Cash	\$ 2,875,053	\$ 403,554
Accounts receivable	3,077,205	2,469,843
Receivable on sale of an agency	—	102,790
Trust Cash	212,848	—
Prepaid expenses	412,527	257,394
Income taxes receivable	179,189	147,428
	6,756,822	3,381,009
Due from director (Note 6)	—	25,100
Fixed assets (Note 7)	514,871	493,440
Customer accounts (Note 8)	5,930,302	2,111,727
Non-competition agreements (Note 9)	—	274,705
Franchise fees (Note 10)	—	2,656,179
Goodwill (Note 11)	23,156,507	15,564,070
	\$ 36,358,502	\$ 24,506,230
LIABILITIES		
CURRENT LIABILITIES		
Accounts payable and accrued liabilities	\$ 3,439,107	\$ 2,014,590
Current portion of long-term debt (Note 12)	3,105,395	770,261
Current portion of obligations under capital leases (Note 13)	18,099	39,857
	6,562,601	2,824,708
Obligations under capital leases (Note 13)	16,806	34,431
Long-term debt (Note 12)	34,878,690	28,037,830
Future income taxes (Note 20)	312,267	63,767
	41,770,364	30,960,736
Non-controlling interest in consolidated subsidiary (Note 14)	118,432	—
Commitments (Note 21)		
SHAREHOLDERS' EQUITY		
Share capital (Note 15)	10,431,189	10,197,279
Accumulated other comprehensive income	112,097	286,481
Contributed surplus	1,668,884	1,564,362
Deficit	(17,742,464)	(18,502,628)
	(5,530,294)	(6,454,506)
	\$ 36,358,502	\$ 24,506,230

SUBSEQUENT EVENTS (Note 26)

See accompanying notes to the consolidated financial statements.

Approved by the Board 
 Tony Consalvo, Director


 Thomas Milley, Director

Anthony Clark International Insurance Brokers Ltd.

CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME

Years ended March 31, 2009 and 2008 (Expressed in Canadian dollars)

	2009	2008
REVENUE	\$ 16,867,350	\$ 15,288,962
EXPENSES		
Salaries and wages	9,039,504	8,513,562
General and administrative	3,428,143	4,152,792
Rent	1,135,463	1,014,199
Stock-based compensation (Note 16)	104,522	11,763
	13,707,632	13,692,316
Earnings before interest, income taxes, depreciation and amortization and other	3,159,718	1,596,646
Other income (Note 14)	1,278,148	—
Loss related to insolvency of U.S. franchisor (Note 3)	(4,849,770)	—
Discount on loans (Note 12)	7,293,681	—
Goodwill impairment (Note 11)	(1,310,608)	—
Interest and financing costs (Note 22)	(3,165,071)	(3,222,288)
Depreciation and amortization	(1,811,805)	(2,125,110)
Earnings (loss) before income taxes	594,293	(3,750,752)
INCOME TAXES (Note 20)		
Current – recovery	100,145	142,808
Future – recovery	44,763	105,535
	144,908	248,343
Non-controlling interest (Note 14)	20,963	—
Net earnings (loss) from continuing operations	760,164	(3,502,409)
Earnings (loss) from discontinued operations	—	(27,147)
Net earnings (loss) for the year	760,164	(3,529,556)
OTHER COMPREHENSIVE INCOME (LOSS)		
Unrecognized gain (loss) on translation of financial statements of self-sustaining foreign operations	(174,384)	301,357
COMPREHENSIVE INCOME (LOSS)	\$ 585,780	\$ (3,228,199)
Earnings (loss) from continuing operations per share, basic and diluted	\$ 0.09	\$ (0.41)
Earnings (loss) from discontinued operations per share, basic and diluted	—	—
Earnings (loss) per share – basic and diluted	\$ 0.09	\$ (0.41)

See accompanying notes to the consolidated financial statements.

Anthony Clark International Insurance Brokers Ltd.

CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY

Years ended March 31, 2009 and 2008 (Expressed in Canadian dollars)

	Share capital		Accumulated other comprehensive income	Contributed surplus	Deficit
	Shares	Amount			
Balance, March 31, 2007	8,551,978	\$10,197,279	\$ (14,876)	\$ 1,552,599	\$ (14,973,072)
Stock-based compensation	—	—	—	11,763	—
Unrealized gain (loss) on translation of financial statements of self-sustaining foreign operations	—	—	301,357	—	—
Net earnings (loss) for the year	—	—	—	—	(3,529,556)
Balance, March 31, 2008	8,551,978	10,197,279	286,481	1,564,362	(18,502,628)
Stock-based compensation	—	—	—	104,522	—
Common shares issued for:					
Settlement of accounts payable	970,000	232,800	—	—	—
Exercise of stock options	3,000	1,110	—	—	—
Unrealized gain (loss) on translation of financial statements of self-sustaining foreign operations	—	—	(174,384)	—	—
Net earnings (loss) for the year	—	—	—	—	760,164
Balance, March 31, 2009	9,524,978	\$10,431,189	\$ 112,097	\$ 1,668,884	\$ (17,742,464)

See accompanying notes to the consolidated financial statements.

Anthony Clark International Insurance Brokers Ltd.

CONSOLIDATED STATEMENTS OF CASH FLOW

Years ended March 31, 2009 and 2008 (Expressed in Canadian dollars)

	2009	2008
CASH FLOW FROM (USED IN) OPERATING ACTIVITIES		
Net earnings (loss) for the year	\$ 760,164	\$ (3,529,556)
Net earnings (loss) from discontinued operations	—	27,147
Net earnings (loss) from continuing operations	760,164	(3,502,409)
Adjustments to reconcile net cash provided by operating activities		
Depreciation and amortization	1,559,902	2,125,110
Future income taxes (recovery)	(44,763)	(105,535)
Amortization of deferred financing costs and loan discounts	101,687	96,929
Impairment of deferred financing costs	613,909	17,544
Stock-based compensation	104,522	11,763
Impairment of non-competition agreements	251,902	—
Impairment of unamortized initial franchise fees	2,948,952	—
Non-controlling interest	(20,963)	—
Gain on sale of interest in consolidated subsidiary	(1,278,148)	—
Impairment of goodwill	1,310,608	—
Discount realized on U.S. loans	(7,293,681)	—
	(985,909)	(1,356,598)
Changes in non-cash working capital accounts		
Accounts receivable	(217,515)	(653,193)
Prepaid expenses	(125,323)	(2,504)
Accounts payable and accrued liabilities	1,183,540	404,088
Income taxes	(31,761)	(396,069)
	(176,968)	(2,004,276)
CASH FLOW FROM (USED IN) FINANCING ACTIVITIES		
Proceeds on issue of common shares	1,110	—
Repayments on long-term debt	(748,485)	(663,389)
Proceeds from long-term debt	1,909,097	2,178,249
Deferred financing costs	(128,650)	(16,566)
	1,033,072	1,498,294
CASH FLOW FROM (USED IN) INVESTING ACTIVITIES		
Additions to fixed assets	(39,442)	(92,317)
Business acquisitions	(45,842)	306,157
Repayment of amount due from director	25,100	14,900
Proceeds on sale of an interest in a consolidated subsidiary	1,512,941	—
	1,452,757	228,740
EFFECT OF FOREIGN EXCHANGE	162,638	(93,186)
INCREASE (DECREASE) IN CASH DURING THE YEAR	2,471,499	(370,428)
CASH, beginning of year	403,554	773,982
CASH, end of year	\$ 2,875,053	\$ 403,554

See Note 24.

See accompanying notes to the consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

March 31, 2009 and 2008 (Expressed in Canadian dollars)

1. NATURE OF OPERATIONS

Anthony Clark International Insurance Brokers Ltd. (the “Company”), through its various subsidiaries, operates general insurance brokerages in Canada and the United States. Shares of the Company trade on the TSX Venture Exchange under the symbol “ACL”. Revenues are attributed to geographic areas based on the location of resources producing the revenues. See Note 3.

2. ACCOUNTING POLICIES

Basis of presentation

These consolidated financial statements have been prepared in accordance with Canadian generally accepted accounting principles (“GAAP”) and include the accounts of the Company and its subsidiaries. All intercompany transactions and balances have been eliminated on consolidation.

Use of estimates

Significant estimates used in the preparation of these financial statements include the collectability of accounts receivable, the allocation of the purchase price on business acquisitions, the valuation of reporting units when testing the recoverability of goodwill and intangible assets, the estimated useful lives of tangible and intangible assets, the provision for future income tax recoveries and composition of future income tax assets and future income tax liabilities and the fair value of stock-based compensation.

Revenue recognition

Commission revenue, which is earned by the placement of insurance policies with underwriters, is recognized as of the effective date of each policy provided that collection is believed to be reasonably assured. Contingent commissions are based on the underwriters’ profitability on insurance policies placed by the Company and are recognized when received.

Trust cash

Certain premiums collected, net of related commissions, but not yet remitted to insurance carriers are restricted by contract and by law in certain jurisdictions.

Fixed assets

Fixed assets are carried at cost less accumulated depreciation. Depreciation is provided over the estimated useful lives of the fixed assets using the following rates and methods:

Computer equipment and software	– 30%	declining balance
Furniture and equipment	– 20%	declining balance
Leasehold improvements	–	Straight-line over the term of the related lease

Impairment of long-lived assets

Long-lived assets are assessed for impairment when events and circumstances warrant. The carrying value of a long-lived asset is impaired when the carrying amount exceeds the estimated undiscounted net cash flow from use and fair value. In that event, the amount by which the carrying value of an impaired long-lived asset exceeds its fair value is charged to earnings.

Business combinations

Business acquisitions are accounted for using the purchase method whereby the fair value of consideration given is allocated to identifiable assets acquired and liabilities assumed. The results of operations and cash flows of an acquired business are included in the Company's financial statements from the date of acquisition. Where the consideration given is subject to contingent adjustment based on future periods' operating results, such adjustment is recognized in the period the contingency is resolved.

Customer accounts

Acquired customer accounts are carried at cost less accumulated amortization. Amortization is provided on a straight-line basis over estimated useful lives of the acquired customer accounts currently ranging between three and seventeen years. The carrying value of customer accounts is periodically assessed for impairment in accordance with the Company's accounting policy for impairment of long-lived assets.

Goodwill

Goodwill results from business combinations and represents the excess of the consideration given over the fair value of identifiable net assets acquired. Goodwill is not subject to amortization but is subject to an impairment test that is performed at least annually.

Non-competition agreements

Non-competition agreements are secured at the time of business combinations and are recognized at their estimated fair value at the date of acquisition. Amortization is provided on a straight-line basis over the estimated useful lives of the agreements. Impairment is periodically assessed in accordance with the Company's policy for impairment of long-lived assets.

Deferred financing costs and debt discounts

Deferred financing costs and debt discounts are amortized over the term of the related indebtedness using the effective interest rate method. If the related debt becomes due on demand or is settled earlier, the related balance of unamortized deferred financing costs and debt discounts are charged to earnings.

Franchise fees

Franchise fees are carried at cost less accumulated amortization. Amortization is provided on a straight-line basis over fifteen years.

Foreign currency translation

The Company uses the current rate method under which the assets and liabilities of self-sustaining foreign operations are translated into Canadian dollars at the exchange rate in effect at the balance sheet date. Revenues and expenses are translated using weighted average exchange rates for the year. Foreign currency translation gains and losses are shown as a separate component of shareholders' equity.

Earnings (loss) per share

Earnings (loss) per share is determined using the weighted average number of common shares outstanding during the year, which amounted to 8,593,970 (2008 – 8,551,978) common shares. Diluted earnings (loss) per share is calculated using the treasury stock method, which assumes proceeds from the exercise of stock options and warrants would be used to purchase common shares at the average market price for the year.

Stock-based compensation

Stock-based compensation is accounted for at fair value as determined by the Black-Scholes option pricing model using amounts that are believed to approximate the volatility of the trading price of the Company's stock, the expected lives of awards of stock-based compensation, the fair value of the Company's stock and the risk-free interest rate. The estimated fair value of awards of stock-based compensation are charged to expense as services are provided and the awards vest, with offsetting amounts recognized as contributed surplus.

Income taxes

Income taxes are recorded using the liability method. Under this method, current income taxes are recognized for the estimated income taxes payable or receivable for the year. Future income tax assets and liabilities are recognized for the estimated income tax consequences attributable to differences between the financial statement carrying amounts of assets and liabilities and their respective income tax bases. Future income tax assets and liabilities are recognized using substantively enacted income tax rates. Future income tax assets are recognized with respect to deductible temporary differences and loss carryforwards only to the extent their realization is considered more likely than not.

Financial instruments

Financial assets are classified as either held for trading, held to maturity, loans and receivables or available for sale and financial liabilities as either held for trading or as other financial liabilities. Upon initial recognition, ordinarily all financial instruments are recognized at fair value. Subsequently, financial assets classified as held to maturity and as loans and receivables, and other financial liabilities, are accounted for at amortized cost. Financial assets and financial liabilities classified as held for trading are accounted for at fair value with unrealized holding gains and losses included in net income each period. Available for sale financial assets are also accounted for at fair value, however unrealized holding gains and losses on these instruments are included in the statement of operations and comprehensive income as other comprehensive income and on the balance sheet as a separate component of shareholders' equity titled accumulated other comprehensive income.

Adoption of new accounting standards

Effective on April 1, 2008, the Company adopted Section 3862 "Financial Instruments – Disclosures" and Section 3863 "Financial Instruments- Presentation" which replaces the disclosure requirements of Section 3861 "Financial instruments – Disclosure and Presentation. Section 3862 requires additional disclosure of the risks associated with financial instruments and of how those risks are managed. Section 3863 carries forward standards for the presentation of financial instruments and non-financial derivative instruments and provides additional guidance for the classification of financial instruments. Comparative information about the nature and extent of risks arising from financial instruments is not required in the year Section 3862 is adopted. The adoption of Section 3862 and Section 3863 did not have an impact on the Company's results of operations or financial condition.

Effective on April 1, 2008, the Company adopted Section 1535 "Capital disclosures" which requires increased disclosure of information regarding a company's capital and how it is managed. The standard requires enhanced disclosures with respect to an entity's objectives, policies and processes for managing capital, what the entity regards as capital, and the entity's compliance with any external capital requirements and related consequences of non-compliance. The adoption of Section 1535 did not have an impact on the Company's results of operations or financial condition. See Note 18.

Future accounting standards

The following is an overview of accounting standard changes that the Company will be required to adopt in future years:

Goodwill and intangible assets

In February 2008, the Canadian Institute of Chartered Accountants ("CICA") issued Section 3064, "Goodwill and Intangible Assets" which provides guidance on the recognition, measurement, presentation and disclosure for goodwill and intangible assets, other than the initial recognition of goodwill or intangible assets acquired in a business combination. The standard is effective for fiscal years beginning on or after October 1, 2008, and requires retroactive application to prior period financial statements. The Company has evaluated the impact of this new standard for adoption on April 1, 2009 and does not expect any significant effect on its consolidated financial statements.

Business combinations, consolidated financial statements and non-controlling interests

The CICA issued three new accounting standards in January 2009: Section 1582, "Business Combinations", Section 1601, "Consolidated Financial Statements", and Section 1602, "Non-controlling interest". These new standards will be effective for fiscal years beginning on or after January 1, 2011. The Company is in the process of evaluating the requirements of the new standards.

Section 1582 replaces Section 1581, and establishes standards for the accounting for a business combination. It provides the Canadian equivalent to International Financial Reporting Standard IFRS 3 – "Business Combinations". This section applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2011.

Sections 1601 and 1602 together replace 1600 – “Consolidated Financial Statements”. Section 1601, establishes standards for the preparation of consolidated financial statements. Section 1601 applies to interim and annual consolidated financial statements relating to fiscal years beginning on or after January 1, 2011. Section 1602 establishes standards for accounting for a non-controlling interest in a subsidiary in consolidated financial statements subsequent to a business combination. It is equivalent to the corresponding provisions of International Financial Reporting Standards IAS 27 – “Consolidated and Separate Financial Statements” and applies to interim and annual consolidated financial statements relating to fiscal years beginning on or after January 1, 2011.

International Financial Reporting Standards (IFRS)

The Canadian Accounting Standards Board will require all public companies to adopt IFRS for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. Companies will be required to provide IFRS comparative information for the previous fiscal year. The transition from Canadian GAAP to IFRS will be applicable for the Company for the first quarter of its 2012 fiscal year when the Company will prepare both the current and comparative financial information using IFRS. The Company expects the transition to IFRS to impact financial reporting, business processes and information systems. The Company has started the initial planning and assessment phase to ensure a timely transition to IFRS.

3. INSOLVENCY OF BROOKE CAPITAL CORPORATION AND TERMINATION OF FRANCHISE ARRANGEMENTS

The Company’s U.S. locations had been operating as franchises of Brooke Capital Corporation since October 31, 2006, in conjunction with certain debt financing. Beginning in the second quarter of 2009, the monthly cash settlements of net commissions receivable for the U.S. operations due monthly per the terms of the Brooke franchise agreements, stopped entirely. On October 17, 2008, the Company’s U.S. operations were released from their franchise agreements and, therefore, the unamortized initial franchise fees of \$2,948,952 were written off. On October 28, 2008, Brooke Corporation and Brooke Capital Corporation filed voluntary petitions under Chapter 11 of the United States Bankruptcy Code. An additional amount of \$1,639,071 was written off, primarily related to the net receivable from Brooke Capital Corporation for the monthly net settlements. Additionally, legal fees of \$261,747 were incurred by the Company.

On September 11, 2008, the Company filed a claim in the Superior Court of California against Brooke Corporation, Brooke Capital Corporation and Aleritas Corporation, an affiliate of Brooke Corporation, claiming amounts owing, breach of contract, fraud and misrepresentation, in the amount of approximately U.S. \$6.0 million. No amount has been provided for in these financial statements as the outcome of this matter is not determinable at this time.

4. BUSINESS ACQUISITIONS

Year ended March 31, 2009

During the year ended March 31, 2009, the Company acquired books of business of its independent contractors, which were processed through the Company, and all of the fixed assets and customer accounts of Dyck Insurance, located in Calgary and Edmonton, Alberta. The purchases were funded through an expansion of the Company’s existing Acquisition facility and vendor financing payable to the vendors at the end of the first and second years after closing.

In aggregate, as a result of the above transactions, the net assets acquired and liabilities incurred were as follows:

Assets and liabilities acquired:	
Goodwill	\$ 5,741,551
Customer accounts	4,874,139
Fixed assets	75,000
Future tax liability	(293,263)
Accounts payable and accrued liabilities	(65,055)
	\$ 10,332,372
Consideration paid:	
Lender financing	\$ 9,943,420
Vendor financing	388,085
Discount on vendor financing	(44,975)
Net cash paid	45,842
	\$ 10,332,372

The results of operations and cash flows of the acquired business, other than the books of business of its independent contractors, are included in these financial statements from the closing date of the acquisition, which was January 29, 2009.

Year ended March 31, 2008

During the year ended March 31, 2008, the Company acquired all of the fixed assets and customer accounts (the "Assets") of Low Cost Insurance located in California and Arizona. To finance the purchase of the Assets, related initial franchise fees, loan fees and additional working capital requirements, the Company arranged additional secured debt financing through its existing operating line of credit and debt facilities. As part of the purchase agreement, net cash received relating to operations prior to the closing date of the transaction were deducted from the cost of assets acquired.

The results of operations and cash flows of the acquired business are included in these financial statements from the closing date of the acquisition, which was June 28, 2007.

The consideration given has been allocated to acquired identifiable assets and liabilities as follows based on the foreign exchange rates in effect on the date of closing:

Assets acquired:	
Customer accounts	\$ 1,739,867
Fixed assets	265,675
Goodwill	9,163,426
	\$ 11,168,968
Consideration paid:	
Capital lease assumed	\$ 43,357
Net cash received	(306,157)
Fair value of notes payable	11,431,768
	\$ 11,168,968

During the 2008 fiscal year, the purchase price related to an acquisition of customer accounts was adjusted under the terms of the purchase agreement, resulting in a reduction to customer accounts and the note payable to the vendor in the amount of \$22,959.

5. COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform to the current year's presentation. Such reclassifications had no effect on the Company's net earnings (loss) for the fiscal years presented.

6. DUE FROM DIRECTOR

The amount due from an officer and director was interest bearing at the Royal Bank of Canada's prime rate of interest and was collateralized by a pledge of marketable securities and other personal assets. The amount was fully repaid during the 2009 fiscal year.

7. FIXED ASSETS

	2009		
	Cost	Accumulated depreciation	Net
Computer equipment and software	\$ 615,975	\$ 408,016	\$ 207,959
Furniture and equipment	641,237	335,389	305,848
Leasehold improvements	66,356	65,292	1,064
	<u>\$ 1,323,568</u>	<u>\$ 808,697</u>	<u>\$ 514,871</u>

	2008		
	Cost	Accumulated depreciation	Net
Computer equipment and software	\$ 536,083	\$ 313,457	\$ 222,626
Furniture and equipment	517,969	266,838	251,131
Leasehold improvements	56,799	37,116	19,683
	<u>\$ 1,110,851</u>	<u>\$ 617,411</u>	<u>\$ 493,440</u>

Included in fixed assets are assets under capital lease with a cost of \$67,694 (2008 - \$119,338) and accumulated depreciation of \$25,979 (2008 - \$21,913).

8. CUSTOMER ACCOUNTS

	2009	2008
Cost	\$ 8,480,969	\$ 5,048,425
Accumulated amortization	(2,550,667)	(2,936,698)
	<u>\$ 5,930,302</u>	<u>\$ 2,111,727</u>

9. NON-COMPETITION AGREEMENTS

	2009	2008
Cost	\$ 505,406	\$ 412,241
Accumulated amortization	(201,974)	(137,536)
Impairment of non-competition agreements	(303,432)	—
	<u>\$ —</u>	<u>\$ 274,705</u>

10. FRANCHISE FEES

	2009	2008
Cost	\$ 3,534,861	\$ 2,883,260
Accumulated amortization	(391,607)	(227,081)
Impairment of franchise fees	(3,143,254)	—
	\$ —	\$ 2,656,179

See Note 3.

11. GOODWILL

Goodwill is not subject to amortization but is subject to an impairment test that is performed at least annually. Upon testing goodwill for impairment, it was determined that there was an impairment of goodwill in one California division due to reduced revenues in the division. The resulting write-off of goodwill was in the amount of \$1,310,608 (U.S. \$1,040,000).

12. LONG-TERM DEBT

	2009	2008
U.S. Senior note – paid out April 3, 2009	\$ 1,386,220	\$ 2,987,225
U.S. Senior note – paid out April 23, 2009	4,707,656	3,929,863
U.S. Senior note – 7% due September 2011	6,931,100	10,065,351
U.S. Senior note – Wall Street Journal prime rate plus 3.5% – paid out June 12, 2008	—	2,490,047
Operating line of credit – Bank of Canada prime plus 6% – paid out June 17, 2008	—	6,442,674
Senior notes – 5% – 6.75%, due between June 2018 and June 2019	20,616,642	—
U.S. Note payable – 14% due April 2012	4,095,650	3,340,675
U.S. Note payable – non-interest bearing due in equal installments in August 2008 and 2009, net of unamortized discount of \$17,184 (2008 – \$18,562)	66,830	84,228
Note payable – 5% due December 2010, net of unamortized discount of \$12,746 (2008 – \$28,609)	131,629	207,737
Notes payable – without interest, \$213,990 due July 2009 and \$174,095 due July 2010, net of unamortized discount of \$32,903	355,182	—
	38,290,909	29,547,800
Deferred financing costs	(1,104,383)	(815,464)
Accumulated amortization	164,234	75,755
Impairment of deferred financing costs	633,325	—
	(306,824)	(739,709)
	37,984,085	28,808,091
Current portion	(3,105,395)	(770,261)
	\$ 34,878,690	\$ 28,037,830

-
- a) On October 31, 2006, the Company entered into debt financing arrangements whereby the U.S. senior lenders provided a U.S. \$9,570,000 fifteen year term loan facility and a \$3,350,000 three year revolving loan facility in conjunction with franchising the U.S. operations.

On June 27, 2007, an amendment to the revolving loan facility increased the facility to \$6,675,000.

On June 28, 2007, the U.S. senior lender provided a U.S. \$10,335,359 fifteen year term loan facility in relation to the Low Cost acquisition (see Note 4). The above facilities were collateralized by a pledge of all assets of the Company.

- b) On June 12, 2008, the Company closed secured debt financing arrangements with Intact Insurance Company (“Intact”), formerly ING Insurance Company of Canada, whereby Intact provided a \$10,000,000 ten-year term loan facility (the “Repayment Facility”) along with a facility of \$1,500,000 available for working capital purposes (the “Working Capital Facility”).

An amount of \$8,962,878 was drawn under the Repayment Facility to repay the Operating Line of Credit in full and to reduce the amount outstanding under a U.S. senior note. The deferred financing costs related to the operating line of credit and term loan were written off. See Note 22.

On June 20, 2008, the Company closed a \$4,500,000 Intact loan facility (the “Acquisition Facility”) to its subsidiary Anthony Clark Insurance Brokers Ltd. The Acquisition Facility is available to finance potential future Canadian expansion projects and purchases of Canadian insurance brokerages. See Note 4.

On January 29, 2009, an amendment was made to the loan agreement to increase the Acquisition Facility by \$9,500,000. See Note 4.

The Company is also subject to certain covenants on an ongoing basis which came into effect in the quarter ended September 30, 2008, with failure to maintain compliance resulting in the loans becoming due on demand. The Company is in compliance with the covenants.

The above Intact facilities have been fully guaranteed and secured by the Canadian assets of the Company. Also, in conjunction with the refinancing, the U.S. denominated debt is now secured by the U.S. assets only with a guarantee provided by the Company.

The November 15, 2008 and subsequent payments due on the U.S. senior notes were not made due to the insolvency of Brooke Capital Corporation, the franchisor of the Company’s U.S. operations. The Company continued in discussions regarding the transition, ongoing servicing and assignment of the U.S. senior notes.

On March 31, 2009, an amendment was made to the U.S. senior note representing U.S. \$10,335,359 originally advanced on June 28, 2007 and later assigned, whereby the outstanding principal balance on the note was adjusted to U.S. \$5,500,000. Certain terms of the loan agreement were amended, including monthly interest only payments at 7% per annum accruing from February 1, 2009 and the due date amended to September 1, 2011 with an extension to April 1, 2012 if mutually agreed to, replacing the previous maturity on June 15, 2022. In addition, an amount of U.S. \$3,037,002 originally advanced on October 31, 2006 by the U.S. senior lender and later assigned, was paid out and settled for U.S. \$1,100,000 on April 3, 2009. A gain in the amount of U.S. \$5,787,717 (CDN \$7,293,681) resulted from the extinguishment and amendment of the U.S. senior notes at a discount. The related deferred financing costs and accrued interest were written off.

- c) The Company is obligated to make the following principal payments in each of the next five fiscal years:

2010	\$	3,105,395
2011		2,241,515
2012		9,051,259
2013		6,345,868
2014		2,382,216
Thereafter		15,164,656
	\$	<u>38,290,909</u>

13. OBLIGATIONS UNDER CAPITAL LEASES

	2009	2008
Obligations under capital leases, collateralized by the assets under lease	\$ 34,905	\$ 74,288
Current portion	(18,099)	(39,857)
	\$ 16,806	\$ 34,431

14. NON-CONTROLLING INTEREST IN CONSOLIDATED SUBSIDIARY

On June 10, 2008, the Company closed an equity financing under which a non-controlling interest in a newly incorporated consolidated subsidiary of the Company which operates the Canadian operations was sold. The Company recognized a gain on sale, which is reflected as other income. An additional gain resulted from an adjustment to the sale proceeds provided for in the agreement. Under certain terms and conditions of the agreement, the Company may be required to repurchase the non-controlling interest.

See Note 26.

15. SHARE CAPITAL

- a) Authorized
Unlimited common shares without par value.
- b) On January 15, 2009, the Company extinguished all 1,439,128 outstanding warrants which were exercisable at \$0.80 per share and had an expiry date of June 15, 2010.

16. STOCK-BASED COMPENSATION

The Company has an incentive stock option plan which provides for the award of stock options to directors, officers, employees and consultants. A maximum of 1,601,395 common shares are reserved under the plan. The terms and exercise prices of all stock option awards are determined by the directors at the time of issue.

Changes in stock options during the years ended March 31, 2009 and 2008 are as follows:

	2009		2008	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
Outstanding, beginning of year	1,601,395	\$ 0.43	1,268,571	\$ 0.76
Awarded	529,489	0.33	937,348	0.30
Exercised	(3,000)	(0.37)	—	—
Forfeited	(5,000)	(0.30)	—	—
Expired	(524,884)	(0.49)	(604,524)	(0.90)
Outstanding, end of year	1,598,000	\$ 0.38	1,601,395	\$ 0.43

The following table sets forth information relating to stock options outstanding as at March 31, 2009:

Expiry	Range of exercise prices	Number outstanding at March 31, 2009	Weighted average remaining contractual life	Weighted average exercise price	Number exercisable at March 31, 2009	Weighted average exercise price
2009-08-05	\$ 1.10	121,163	0.33	\$ 1.10	121,163	\$ 1.10
2009-08-16	1.25	15,000	0.33	1.25	15,000	1.25
2010-02-28	0.30	932,348	0.92	0.30	621,565	0.30
2011-02-28	0.33	529,489	1.92	0.33	—	0.33
	\$0.30 to \$1.25	1,598,000	1.20	\$ 0.38	757,728	\$ 0.45

On February 3, 2009, the Company granted 529,489 options to purchase common shares at a price of \$0.33 per share to certain directors, officers and employees. The options vest over a period of eighteen months from the date of grant and expire on February 28, 2011. The fair value of stock options awarded to directors, officers and employees of \$93,760 is being recorded to stock-based compensation expense and contributed surplus as services are provided and the awards vest and was estimated on the date of award using the Black-Scholes option pricing model with the assumptions below.

On February 15, 2008, the Company granted 937,348 options to purchase common shares at a price of \$0.30 per share to certain employees, directors, and consultants. The options vest over a period of eighteen months from the date of grant and expire on February 28, 2010. The fair value of stock options awarded to employees, directors and consultants of \$141,158 is being recorded to stock-based compensation expense and contributed surplus as services are provided and the awards vest and was estimated on the date of award using the Black-Scholes option pricing model with the assumptions below:

	2009	2008
Risk-free interest rate	1.00%	3.25%
Estimated volatility	101%	91%
Expected lives	2.07 years	2.04 years

The average fair value of stock options awarded during the 2009 and 2008 fiscal years, as calculated using the Black-Scholes option pricing model, were \$0.18 and \$0.15 respectively, per stock option.

The Black-Scholes option pricing model was developed for use in estimating the fair value of stock options that have no vesting provisions and are fully transferable. Also, option pricing models require the use of estimates and assumptions including expected volatility. The Company uses expected volatility rates which are based upon historical volatility rates. Changes in the underlying assumptions can materially affect these fair value estimates.

17. RELATED PARTY TRANSACTIONS

The Company enters into transactions with related parties from time to time in the normal course of business. Related party transactions are measured at the exchange amount, being the amount of consideration established and agreed to between the related parties, unless otherwise noted.

During the year ended March 31, 2009 the Company incurred \$245,908 (2008 – \$82,104) of legal fees with a law partnership in which a partner is also a director.

A finder's fee due to a director of the Company in the amount of \$86,741 was incurred in respect of an acquisition during the year ended March 31, 2009.

See Notes 4 and 6.

18. CAPITAL MANAGEMENT

The Company considers the capital it manages to be the amounts it has in cash, debt (long-term and short-term borrowings) and shareholders equity.

The Company's objectives when managing capital are to:

- safeguard the Company's ability to continue as a going concern
- ensure sufficient liquidity to support its financial obligations and execute its operating and strategic plans
- optimize the cost of its capital at an acceptable level in light of current and future industry, market and economic risks and conditions
- utilize the long-term funding sources to manage its working capital and restructure debt to minimize the cost of its capital
- acquire assets and dispose of non-performing assets

The Company's debt contains general security restrictions and debt covenants. The Company's debt covenants came into effect September 30, 2008. At March 31, 2009, the Company is in compliance with these general security restrictions and debt covenants.

The declaration and payment of dividends and the amount thereof are at the discretion of the Board. In order to maintain and maximize growth, maintain sufficient liquidity to support its financial obligations and optimize the cost of capital, the Company currently does not pay out dividends.

Refer to Notes 12 (long-term debt) and 15 (share capital) for description of changes in capital for the 2009 and 2008 fiscal years.

19. FINANCIAL INSTRUMENTS

a) Fair value

The fair value of financial instruments at March 31, 2009 and 2008 is summarized in the following table. Fair value estimates are made at the balance sheet date, based on relevant quoted market and other information about the financial instruments.

	March 31,			
	2009		2008	
	Carrying value	Fair value	Carrying value	Fair value
Financial assets				
Held for trading				
Cash	\$ 2,875,053	\$ 2,875,053	\$ 403,554	\$ 403,554
Trust cash	212,848	212,848	—	—
Loans and receivables				
Accounts receivable	3,077,205	3,077,205	2,469,843	2,469,843
Receivable on sale of an agency	—	—	102,790	102,790
Due from director	—	—	25,100	25,100
Financial liabilities				
Other financial liabilities				
Accounts payable and accrued liabilities	3,439,107	3,439,107	2,014,590	2,014,590
Long-term debt	37,984,085	35,376,518	28,808,091	29,547,800
Obligations under capital leases	34,905	34,905	74,288	74,288

b) *Financial risk management*

The Company's activities potentially expose it to a variety of financial risks, including credit risk, liquidity risk, interest rate risk and foreign currency risk.

Credit risk

The Company is exposed to credit risk resulting from the possibility that counterparties may default on their financial obligations, or if there is a concentration of transactions carried out with the same counterparty or of financial obligations which have similar economic characteristics such that they could be similarly affected by changes in economic conditions.

The Company's financial instruments that are exposed to concentrations of credit risk relate primarily to cash and accounts receivable from clients and insurance carriers. Cash is in place with major financial institutions. Concentrations of credit risk with respect to client and carrier accounts receivable are limited due to the large number of customers and carriers. The Company has evaluation and monitoring processes in place and writes off accounts when they are determined to be uncollectible.

As at March 31, 2009, the Company is exposed to credit risk through the following assets

Accounts receivable	\$	3,077,205
Net credit risk	\$	3,077,205

Foreign currency risk

The Company is exposed to the financial risk related to fluctuations of foreign exchange rates. The Company conducts business operations in the United States and has U.S. dollar denominated indebtedness and is therefore exposed to cash flow risks associated with fluctuations in the relative value of the Canadian and U.S. dollar. A significant change in the currency exchange rate of the Canadian dollar relative to the U.S. dollar could have a material effect on the Company's results of operations, financial position and cash flows. The Company does not engage in hedging activities or use financial instruments to reduce its risk exposure.

At March 31, 2009, the Company is exposed to currency risk through the following assets and liabilities denominated in U.S. dollars:

Cash	\$	1,093,667
Accounts receivable		1,322,782
Accounts payable		(1,261,348)
Long-term debt		(17,187,456)
Net exposure	\$	(16,032,355)

Based on the above net exposure at March 31, 2009, and assuming all other variables remain constant, a 10% depreciation or appreciation of the Canadian dollar against the U.S. dollar would result in a decrease or increase of \$1,603,235 in the Company's other comprehensive income (loss).

Interest rate risk

Certain of the Company's indebtedness bear interest at floating rates, which exposes the Company to interest rate cash flow risk. Should the base rate of interest increase in the future, the Company's required interest payments will also increase. The Company manages its exposure to fluctuations in its interest expense, through a mix of fixed and variable interest rates.

As at March 31, 2009, the Company is exposed to interest risk through the following liabilities:

Variable rate	\$	4,707,656
Fixed rate		33,583,253
Total long-term debt	\$	38,290,909

The Company's variable long-term debt bears interest based on the Wall Street Journal prime borrowing rate. Based on the above exposure at March 31, 2009 and assuming all other variables remain constant, a one hundred basis point increase or decrease of the lender prime borrowing rate would result in an increase or decrease of \$216,105 in the Company's net earnings.

Liquidity risk

Liquidity risk is the risk that the Company cannot meet a demand for cash or fund its obligations as they come due. Liquidity risk also includes the risk of not being able to liquidate assets in a timely manner at a reasonable price. The Company meets liquidity requirements by managing cash flows and being in an industry where its assets are fairly reasonably readily convertible into cash in the short-term.

The Company's ability to obtain funding from external sources may be restricted if the Company's financial performance and condition deteriorate. In addition, credit and capital markets are subject to inherent global risks that may negatively affect the Company's access and ability to fund its short-term and long-term debt requirements. The Company mitigates these risks by actively monitoring market conditions and diversifying its sources of funding and debt maturity.

The Company's accounts payable and accrued liabilities are generally due within 60 days. The current portion of obligations under capital leases and long term debt are due within 12 months.

20. INCOME TAXES

Income tax expense or recovery is the sum of the Company's provision for current income taxes and the difference between the opening and ending balances of its future income tax assets and liabilities.

The provision for income tax differs from the result which would have been obtained by applying the statutory income tax rate of 29.4% (2008 – 31.5%) to the Company's net income (loss) before income taxes. The difference results from the following items:

	2009	2008
Expected income tax expense (recovery)	\$ 174,600	\$ (1,181,487)
Discontinued operations	—	(8,551)
Sale of non-controlling interest in consolidated subsidiary	(168,000)	—
Non-deductible impairment of deferred financing costs	—	5,526
Net unrecognized benefit of loss carryforwards	52,500	916,829
Non-deductible stock-based compensation	30,700	3,699
Effect of foreign income tax rate differences	(248,808)	—
Other	14,100	15,641
	\$ (144,908)	\$ (248,343)

The income tax effects of temporary differences that give rise to significant portions of future income tax assets and liabilities at March 31, 2009 and 2008 are as follows:

	2009	2008
Future income tax assets		
Customer accounts, with tax basis	\$ 1,184,637	\$ 946,940
Other intangibles	—	39,716
Other assets	3,033,192	2,632,360
Non capital losses	3,319,486	2,948,719
Valuation allowance	(6,928,896)	(5,957,430)
	608,419	610,305

Future income tax liabilities		
Goodwill	(624,526)	(558,394)
Customer accounts, without tax basis	(296,160)	(115,678)
	(920,686)	(674,072)
Net future income tax liability	\$ (312,267)	\$ (63,767)

As at March 31, 2009, the Company had accumulated Canadian non-capital losses of approximately \$210,000 and U.S. net operating losses of approximately U.S. \$7,600,000 which can be carried forward and charged against future taxable income. A valuation allowance has been provided for these future income tax assets as there is no reasonable assurance the potential benefit of these losses will be realized. These losses expire principally in 2024 through 2029.

21. COMMITMENTS

The Company leases office premises under operating leases that expire at various dates during the 2010 through 2013 fiscal years. In addition, the Company has current obligations under certain advertising contracts. The Company's minimum lease and other payments under the agreements are as follows:

2010	\$ 1,082,317
2011	881,605
2012	301,967
2013	66,755
	\$ 2,332,644

22. INTEREST AND FINANCING COSTS

	2009	2008
Canadian Operations		
Interest on long-term debt	\$ 693,162	\$ 14,902
Interest on operating line of credit	145,905	641,078
Other	—	36,372
Amortization of deferred financing costs and loan discount	43,835	42,978
Impairment of deferred financing costs	84,298	17,544
Interest on obligations under capital lease	4,103	5,382
	971,303	758,256
U.S. Operations		
Interest and loan fees on long-term debt	1,606,157	2,407,205
Amortization of deferred financing costs and loan discount	57,852	53,951
Impairment of deferred financing costs	529,611	—
Interest on obligations under capital lease	148	2,876
	2,193,768	2,464,032
	\$ 3,165,071	\$ 3,222,288

Impairment of deferred financing costs for fiscal 2009 relates to the write-off of the deferred financing costs related to the U.S. loans. See Note 12.

23. SEGMENT DISCLOSURES

The Company operates in two geographic regions, Canada and the United States. There were no inter-segment transactions during the reporting periods:

Operating Segments	Year ended March 31, 2009			Year ended March 31, 2008		
	Canada	U.S.	Consolidated	Canada	U.S.	Consolidated
Revenue	\$ 6,402,258	\$ 10,465,092	\$ 16,867,350	\$ 5,789,527	\$ 9,499,435	\$ 15,288,962
Net earnings (loss)	715,716	44,448	760,164	(26,199)	(3,503,357)	(3,529,556)
Identifiable assets	16,390,380	19,968,122	36,358,502	3,672,368	20,833,862	24,506,230
Depreciation and amortization	707,619	1,104,186	1,811,805	380,802	1,744,308	2,125,110
Interest and financing costs	971,303	2,193,768	3,165,071	758,256	2,464,032	3,222,288
Fixed assets, intangibles and goodwill	12,558,372	17,043,308	29,601,680	2,553,867	18,546,254	21,100,121

24. SUPPLEMENTAL CASH FLOW

During the years ended March 31, 2009 and 2008 the Company paid interest of \$2,253,214 and \$3,070,387 respectively, and paid income taxes of \$80,000 and \$253,361, respectively.

During the years ended March 31, 2009 and 2008, the Company had non-cash transactions as follows:

	2009	2008
Operating activities		
Amounts payable to a director	\$ 65,055	\$ —
Accounts payable settled against note receivable	(105,440)	—
Accounts payable settled with common stock	(232,800)	—
	(273,185)	—
Financing activities		
Reduction in long-term debt due on acquisition price adjustment	—	(327,991)
Dividend payable to non-controlling shareholder	95,398	—
Future tax liability incurred related to purchase of books of business	293,263	—
Capital lease for financing fixed asset purchase	—	62,983
Capital lease assumed on asset purchase	—	43,357
Debt incurred for costs of acquisition and financing	—	13,204,113
Debt incurred for purchase of books of business	9,943,420	—
Common-stock issued to settle accounts payable	232,800	—
Discounted vendor debt related to purchase of books of business	343,112	—
	10,907,993	12,982,462

	2009	2008
Investing activities		
Purchase of customer accounts for vendor and lender financing	\$ (2,347,928)	\$ —
Reduction of non-controlling interest for dividend	(95,398)	—
Reduction of goodwill	—	305,032
Adjustment of goodwill on assumption of capital lease	—	(43,357)
Purchase of goodwill for note payable	(5,695,710)	(9,731,258)
Reduction of customer accounts due to purchase price adjustment	—	22,959
Fixed asset additions financed by capital lease	—	(62,983)
Purchase of fixed assets for note payable	(75,000)	(265,675)
Purchase of customer accounts for note payable	(2,526,212)	(1,739,867)
Franchise fees and financing costs paid with debt incurred	—	(1,467,313)
Note receivable settled against accounts payable	105,440	—
	(10,634,808)	(12,982,462)
	\$ —	\$ —

25. CONTINGENCIES

The Company may, from time to time, be involved in various claims, lawsuits, disputes with third parties, actions involving allegations of discrimination, or breach of contract incidental to the operations of its business. The Company is not currently involved in any such incidental litigation which it believes could have a materially adverse effect on its financial condition or results of operations.

26. SUBSEQUENT EVENTS

On April 23, 2009, the Company closed an equity financing under which a non-controlling interest in a newly incorporated majority-owned subsidiary of the Company, which operates the Canadian operations, was sold. The Company will recognize a gain on sale, which will be reflected as other income in the first quarter of the fiscal year ending March 31, 2010. Part of the proceeds of the sale were applied to payout a term loan used to facilitate the extinguishment of a loan at a discount and partially pay down the balance remaining on the Working Capital Facility.

Also on April 23, 2009, an amount of U.S. \$4,000,000 originally advanced by the U.S. senior lender on October 31, 2006, and later assigned was paid out and settled for U.S. \$1,423,000 with proceeds received from the sale of the additional interest in the consolidated subsidiary. A gain resulting from the extinguishment of the loan at a discount, in the amount of U.S. \$2,312,642 (CDN \$2,842,237), will be recorded in the first quarter of the fiscal year ending March 31, 2010. In addition, the related deferred financing costs and accrued interest will be written off.

The Company received regulatory approval from the TSX Venture Exchange (the "Exchange") to make a normal course issuer bid. Pursuant to the bid, the Company could purchase up to 815,159 of its common shares which represents approximately 10% of the common shares issued and outstanding. The bid commenced May 14, 2009 and will terminate on May 13, 2010. The Company has repurchased 27,500 common shares under the bid.

FIVE YEAR SUMMARY

Years ended March 31,	2009	2008	2007	2006	2005
OPERATIONS					
Revenue	\$ 16,867,350	15,288,962	11,171,529	11,426,938	11,307,044
Earnings before interest, income taxes, depreciation and amortization (EBITDA)	3,159,718	1,596,646	1,818,607	1,721,060	1,146,937
Other income	1,278,148	—	—	—	—
Loss related to insolvency of U.S. franchisor	(4,849,770)	—	—	—	—
Discount on loans	7,293,681	—	—	—	—
Goodwill impairment	(1,310,608)	—	—	—	—
Interest and financing costs	(3,165,071)	(3,222,288)	(4,648,749)	(2,441,177)	(4,339,254)
Depreciation and amortization	(1,811,805)	(2,125,110)	(994,455)	(1,430,982)	(1,132,433)
Non-controlling interest	20,963	—	—	—	—
Income Taxes (expense) recovery	144,908	248,343	(150,782)	(265,087)	(151,180)
Net earnings (loss) from continuing operations	760,164	(3,502,409)	(3,975,379)	(2,416,186)	(4,475,930)
Net Earnings (Loss)	\$ 760,164	(3,529,556)	(3,997,983)	(2,850,451)	(4,470,154)
Earnings (loss) from continuing operations per share, basic and diluted	\$ 0.09	(0.41)	(0.47)	(0.30)	(0.56)
Earnings (loss) from discontinued operations per share, basic and diluted	—	—	—	(0.05)	—
Earnings (loss) per share, basic and diluted	\$ 0.09	(0.41)	(0.47)	(0.35)	(0.56)
FINANCIAL POSITION					
Current Assets	\$ 6,756,822	3,381,009	3,022,652	2,623,080	2,331,734
Fixed Assets	514,871	493,440	230,366	302,196	399,442
Customer accounts—Cost	8,480,969	5,048,425	4,979,220	8,230,557	8,719,481
Accumulated amortization	(2,550,667)	(2,936,698)	(2,659,234)	(4,627,940)	(3,040,982)
Net Customer accounts	5,930,302	2,111,727	2,319,986	3,602,617	5,678,499
Goodwill	23,156,507	15,564,070	7,324,961	9,459,390	12,525,334
Non-competition agreements	—	274,705	378,794	579,915	705,890
Deferred financing costs	—	—	451,558	2,193,805	—
Franchise fees	—	2,656,179	2,034,388	—	—
Total Assets	\$ 36,358,502	24,506,230	15,917,995	18,801,003	21,862,339
Current Liabilities	\$ 6,562,601	2,824,708	2,300,532	2,873,903	19,117,229
Long Term Debt	34,878,690	28,037,830	16,681,684	14,975,323	—
Future Income Taxes	312,267	63,767	169,302	268,469	316,910
Shareholders' Equity	(5,530,294)	(6,454,506)	(3,238,070)	673,529	2,408,969
Total Liabilities and Shareholders' Equity	\$ 36,358,502	24,506,230	15,917,995	18,801,003	21,862,339
Cash, end of year	\$ 2,875,053	403,554	773,982	558,551	401,944
SHAREHOLDER INFORMATION					
Common Shares Outstanding, at year end	9,524,978	8,551,978	8,551,978	8,551,978	7,955,153

COMPANY INFORMATION

HEAD OFFICE	INVESTOR RELATIONS
Suite 355, 10333 Southport Rd. SW Calgary, Alberta, Canada T2W 3X6 Telephone: (403) 278-8811 Fax: (403) 225-5745	Anthony Clark International Insurance Brokers Ltd. Mr. Tony Consalvo President Telephone: (403) 225-5100 Email: tony.consalvo@aclarkinsurance.com
WEBSITE	
www.anthonyclarkinsurance.com	

DIRECTORS & OFFICERS	SHAREHOLDER INFORMATION
<p>Tony Consalvo Director, President & Chief Executive Officer</p> <p>Mahesh Bhatia V. P. Finance & Chief Financial Officer</p> <p>Thomas Milley Chairman of the Board, Corporate Secretary, & Director</p> <p>Douglas Farmer Director</p> <p>Normand Cournoyer Director</p> <p>Robert Sadleir Director</p>	<p>Exchange Listing TSX Venture Exchange: ACL</p> <p>Legal Counsel Demiantschuk Milley Burke & Hoffinger Calgary, Alberta</p> <p>Auditors D&H Group LLP 10th Floor, 1333 West Broadway Vancouver, BC V6H 4C1 www.dhgroup.ca</p> <p>Registrar and Transfer Agent The CIBC Mellon Trust Company 600, 333 - 7th Avenue, S.W. Calgary, Alberta, T2P 2Z1</p>

